



## Invitation to The 2020 Annual General Meeting of Shareholders ITV Public Company Limited

Friday, July 31, 2020 at 2.00 p.m. (Registration opens 12.30 p.m.)

At the AUDITORIUM of C asean, 10<sup>th</sup> Floor, CW Tower,  
No. 90 Ratchadapisek Road, Huai Khwang, Bangkok

(For your convenience in registration, please bring the “Barcode Invitation Letter” on the date of meeting)

### Remarks:

1. To reduce the risk of spread of Coronavirus disease 2019 (COVID-19), the Company requests for your cooperation to grant a proxy to the Company’s independent director instead of attending in person.
2. If you have any question in relating to the meeting agendas, please send your question(s) prior to the meeting by filling up the Requisition Form as Enclosure 10.

(Please submit your proxy documentation and/or question(s) (if any) by using business reply envelope as enclosed with the invitation letter (no. P.O. stamps required) within July 24, 2020)

3. If shareholders wish to attend the meeting in person or grant a proxy to other person who is not the Company’ director to attend the meeting on his/her behalf, all attendees are required to understand and strictly follow the Measures and Practice for Attending The 2020 AGM” under the Spread of Coronavirus Disease 2019 (COVID-19) as provided in Enclosure 9. In addition, for the safety and health of all attendees, please be informed as follows:

- 3.1 the Company refrains from distributing the printed copies of annual report. Shareholder can find the Company’s Annual Report for 2019 by scanning QR Code as appeared in the Barcode Invitation Letter or download from the Company’s website: [www.itv.co.th](http://www.itv.co.th) under the Section “Financial Report”.
- 3.2 Neither snack box nor any beverage will be served at the meeting.

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

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(For Item No.1)

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*Proxy Form B is for specifying details of voting appointment. In the event shareholder wishes to apply Proxy Form A (General Appointment) and Proxy Form C (for only foreign shareholders as registered in the registration book who have custodian in Thailand), both Forms can be downloaded from the Company's website [www.itv.co.th](http://www.itv.co.th)*

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❖ **Business Reply Envelope** for returning documents to grant a proxy to the Company's director attending the meeting on your behalf and/or question prior to the meeting (if any) to the Company without postal stamps affixed.



(Translation)

Registration No 0107541000042

July 1, 2020

**Subject:** Invitation to the 2020 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 2020 shall be held **on Friday July 31, 2020, at 2.00 p.m.** (registration opens at 12.30 p.m.), at Auditorium of C asean, no. 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 2019, held on April 4, 2019**

Purpose and Rationale: The Annual General Meeting of Shareholders for 2019 was held on April 4, 2019 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 2019 was held on April 4, 2019, 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, 2019**

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, 2019, 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	
	2019	2018	2019	2018
Total assets	1,256	1,230	1,256	1,230
Total liabilities	2,895	2,894	2,895	2,894
Total revenue	29	32	28	31
Profit for the year	15	18	15	18
Profit per share (baht / share)	0.01	0.01	0.01	0.01

The Company’s financial Summary are shown in Enclosure 2 and the details are shown in the Company’s Annual Report for 2019, under Section 9: “Financial Statements and Notes to the Financial Statements” (p.22).

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 2019**

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 7,506,630,418 baht as of December 31, 2019, the Board has proposed that no dividend be declared for the year 2019.

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 2020**

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 2020:

- |                                |                         |
|--------------------------------|-------------------------|
| 1. Dr. Suphamit Techamontrikul | CPA (Thailand) No. 3356 |
| 2. Mr. Chavala Tienpasertkij   | CPA (Thailand) No. 4301 |
| 3. Dr. Kiatniyom Kuntisook     | CPA (Thailand) No. 4800 |

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 2020. The 2020 audit fees for the Company should not exceed 455,000 baht. (The audit fees in the previous year were approved at 455,000 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 2020**

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 2020, the following two directors will retire by rotation:

Name of Directors	Positions
1. Mr. Supoch Vathitphund	- Vice-Chairman of the Board - Authorized Director
2. Mr. Wuttiorn Diawpanich	- 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. Supoch Vathitphund 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 the Company's Annual Report for 2019, under Section 2: "Information of the Board of Directors" (p.3), Section 3: "Securities held by Directors" (p.6), and Section 4: "Board Meetings" (p.7).

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

**Item No. 6 To consider and approve the remuneration of the Company's Board of Directors in 2020**

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 2020 at the same amount as the year 2019, 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) **Each member of the Board** shall receive a monthly retainer of 50,000 baht but shall not receive any meeting fee.

During 2019, the total directors' remuneration was 3,600,000 baht. The details are shown in the Company's Annual Report for 2019, under Section 5: "Directors' Remuneration" (p.7).

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

**Item No. 7 To acknowledge the Company's operating results in the year 2019**

**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 in year 2019 as shown in Enclosure 4 which there are details of the significant changes that occurred during the year 2019, as shown in the Company's Annual Report for 2019, under Section 6: "Risk Factors and Milestones" (p. 8-19).

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 4 and the Company's Annual Report for 2019, under Section 6: "Risk Factors and Milestones".

**7.2 The Company's operating results for the year 2019 as disclosed in the annual report**

Purpose and Rationale: The Company has summarized its operating results in 2019, along with the significant changes that occurred during the year, in the Annual Report for 2019.

The Board's Opinion: The Board has agreed to present the report on the Company's operating results for 2019 as disclosed in the Company's Annual Report for 2019.

**Item No. 8 Other business (if any)**

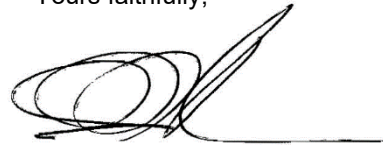
The Company's share registration book will be closed on July 10, 2020 until the completion of the Annual General Meeting of Shareholders for 2020. All shareholders are invited to attend the Annual General Meeting of Shareholders for 2020 on the date, time, and venue above. The registration will open at 12.30 p.m.

Any shareholder may appoint a proxy to attend the shareholders' meeting and vote on his or her behalf by completing *Proxy Form B*, which can be found in Enclosure 8 or download either *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 a custodian in Thailand) from the Company's website at [www.itv.co.th](http://www.itv.co.th).

As this shareholder's meeting will be prepared during the spread of the Coronavirus 2019 (COVID-19), the Company is well aware of and concerned over the risk of the infection at the shareholders' meeting as well as the health and safety of the meeting attendees, please therefore understand and strictly follow the Measures and Practices for attending the 2020 Annual General Meeting of Shareholders under the spread of Coronavirus Disease 2019 (COVID-19) as shown in Enclosure 9. **The Company would like to request shareholders for cooperation to grant a proxy to the Company's independent director to attend this shareholders' meeting and vote on his or her behalf instead of attending the meeting in person. Please have the Proxy Form B signed and post to the Company together with the proxy's supporting documents and your question(s) prior to the meeting (if any) by using the business reply envelope as enclosed with the invitation letter (no. P.O. stamps required) within July 24, 2020.** (The number of available seats in the meeting hall is limited at 50 seats. When the seats are fully occupied, the Company will request shareholders who come in person to grant a proxy to the Company's director instead of attending the meeting in person. The Company hereby apologizes for any inconvenience that may arise.) In case there is any change of situation and government measures to prevent and control the spread of such disease, the Company reserves to adjust, cancel, or amend the Measures and Practices for attending the Annual General Meeting of Shareholders for 2020. The updated information will be announced on the Company's website at [www.itv.co.th](http://www.itv.co.th).

Please be informed accordingly.

Yours faithfully,



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

The Company Secretary of ITV Plc.,  
No. 349 SJ Infinite One Business Complex, 30<sup>th</sup> floor,  
Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok 10900, Thailand.  
Tel.+662-118-6967

*NOTE: All shareholders can access the notice of the Annual General Meeting of Shareholders for 2020 and all related documents through the Company's website ([www.itv.co.th](http://www.itv.co.th)) from July 10, 2020 onwards.*

**Minutes of the Annual General Meeting of Shareholders for 2019**

**ITV Public Company Limited**

**Registration No. 0107541000042**

**Thursday, April 4, 2019 at 2 p.m.**

Auditorium Meeting Room, C asean Center,10<sup>th</sup> Floor, CW Tower

No. 90, Ratchadapisek Road, Huaykwang, Huaykwang, Bangkok

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ITV (Public) Company Limited (“Company”) closed its share registration book on March 15, 2019 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 at the Meeting**

- |                                |   |
|--------------------------------|---|
| 1. Mr. Somkid Wangcherdchuwong | Chairman of the Board of Directors      |
| 2. Mr. Supoch Vathitphund      | 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-

**External Auditor Representative Present at the Meeting**

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

**External Legal Advisor Present to Inspect Voting Procedures at the Meeting**

Ms. Prathumporn Somboonphunphol of Weerawong, Chinnavat & Partners 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 attend the meeting.
2. The agenda item would be considered based on the order of agenda specified in the invitation letter. 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 2018 had already been distributed to all shareholders together with the invitation letter for the 2019 Annual General Meeting of Shareholders.

The Company's officer informed the Meeting that there were 39 shareholders present in person and 37 persons by proxy, totaling 76 persons attending the meeting, representing 644,743,756 shares or equivalent to 53.4304% 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 Annual General Meeting of Shareholders for 2019 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.



**Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2018 held on April 5, 2018**

The Chairman proposed the Meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2018, held on April 5, 2018, 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 invitation letter to all shareholders as shown in Enclosure 1 prior to this meeting. The Chairman notified the Meeting to consider and approve each page of the minutes of meeting, totaling 22 pages.

**Chairman** The Chairman asked the shareholders if there were any questions relating to the Minutes of the Annual General Meeting of Shareholders for 2018, held on April 5, 2018, but none of the shareholders proposed any inquiries. The Chairman then asked the Meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2018. This item 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 Minutes of the Annual General Meeting of Shareholders for 2018, held on April 5, 2018, 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 total shares held by shareholders attending the meeting and cast their votes
Approved	641,317,226	99.9654
disapproved	221,801	0.0346
Abstained	3,450,729	-
Void ballots	-	-

**Item No. 2 To consider and approve the financial statements for the year ended December 31, 2018**

The Chairman assigned Mr. Somboon Wongwanich, the director, to present the financial statements for the year ended December 31, 2018 to the Meeting.

Mr. Somboon Wongwanich then informed the Meeting that, to comply with the Public Companies Act, B.E. 2535, requiring the Company to prepare the balance sheet and income statement for the fiscal year ended which had been audited by an auditor, and submit them to the shareholders' meeting for approval. Accordingly, the Board of Directors had agreed

to propose them to the Meeting of Shareholders for approving the financial statements for the year ended December 31, 2018, which had been audited and signed by the Company's auditor, Dr. Suppamit Techamontrikul, the certified public accountant registration No.3356 of Deloitte Touche Tohmatsu Jaiyos Company Limited. All the details were shown in the page 24-69 of the Company's the Annual Report for 2018, which had been submitted to all shareholders together with the invitation letter. The shareholders were asked to consider and approve the financial statements for the year ended December 31, 2018. 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 2018 was 31.1 million Baht, which was equal to that of the year 2017. The main revenue derived from returns from investment of the private funds managed by Kasikorn Asset Management Company Limited ("Kasikornthai AMC") and MFC Management Company Limited ("MFC AMC").

The expenses of the Company for the year 2018 amounted to 8.9 million Baht, decreased by 0.9 million Baht or 9.2% from the year 2017. Such expenses consist of two categories as follows;

1. Administrative expenses for the year 2018 amounted to 5.28 million Baht, decreased by 1.035 million Baht from the year 2017. The decrease was comprised of the business consulting fee decreased by 0.6 million Baht, the legal consulting fee decreased by 220,000 Baht, the shareholders' meeting cost decreased by 32,000 Baht, and the office rental fee decreased by 84,000 Baht. These resulted from the year 2018 where the Company had some decreasing operations relating to lawsuits of the Central Administrative Court and the Management attempted to reduce expenditures.
2. Remuneration of directors for the year 2018 amounted to 3.6 million Baht, increased from the year 2017 by 160,000 Baht because there was the gap of the position of Vice-Chairman of the Board of Directors that was vacant during the year 2017.

After deducting revenues, the Company had the profits from operation amounting to 22.2 million Baht, increased by 0.9 million Baht from the year 2017. As a result, the Company's profits increased by 4.2%. The Company's corporate income tax for the year 2018 was 4.4 million Baht, increased by 400,000 Baht from the year 2017. The Company's net profit in 2018 was 17.8 million Baht, increased by 2.9% from the year 2017. The profit per share was 0.01 Baht, equivalent to that of the year 2017.

Operating results of private fund

Regarding the operating results of private fund that the Company employed Kasikornthai AMC and MFC AMC to temporarily invest on behalf of the Company, based on the net asset value at the market price as at December 31, 2018, the total amount of investment of the Company was 1226.5 million Baht, divided into the investment port value as of December 31, 2018, as follows;

- (1) Net asset value managed by Kasikornthai AMC was in an amount of 840.7 million Baht. The return that the Company gained from the asset management of Kasikornthai AMC in 2018 was 14.5 million Baht or equivalent to 1.73% of return rate, increased by 14 million Baht from the year 2017.
- (2) Net asset value managed by MFC AMC amounted to 385.8 million Baht. The return that the Company gained from MFC AMC in 2018 was 5.4 million Baht or equivalent to 1.35% of the return rate, decreased by 7.2 million Baht from the year 2017.

When considering the obtained return, Kasikornthai AMC was able to manage the return which was slightly higher than the reference rate of 0.18%. MFC AMC managed the return which was slightly lower than the reference rate. Overall, the Company gained the net return for the year 2018 in an amount of 19.9 million Baht, accounting for 1.61%, which was slightly higher than the reference rate. It was considered as the satisfactory rate compared to the market.

Company's separate financial statement

The cash and cash equivalents of the Company for the year ended 2018 was about 2.3 million Baht, decreased by 2.8 million Baht from the year 2017, accounting for 54.8%. The Company's temporary investment was approximately 1,256.5 million Baht, increased by 7.1 million Baht from the year 2017, accounting for 7.6%, and other assets were 1.1 million Baht, increased by 0.3 million Baht from the year 2017, accounting for 34%. Other assets consisted of VAT pending for refund from Revenue Department amounting to 237,000 Baht and the investment in the Company's subsidiary, which was Artware Media Company Limited, in an amount of 644,000 Baht. As a result, the Company has the total asset as of year ended 2018 in an amount of 1,292.9 million Baht, increased by 4.6 million Baht from the previous year or accounting for 0.4%.

Regarding the liabilities of the Company in 2018, they consisted of the reserve for accrued operation licensing fee on differences for the year 2004 until the year 2006 in an amount of 2,210 million Baht, the accrued operation licensing fee for the year 2006 until the year 2007 in an amount of 676.7 million Baht, and the interest of the licensing fee from December 1, 2016 onwards in an amount of 3.6 million Baht, which were still in the same amount as those of the

year 2017, totaling 2,890.4 million Baht. They were liability entries based on the accounting principle. In addition, the Company's accrued corporate income tax for the year 2018 amounted to 2.1 million Baht, decreased by 3.9 million Baht from the previous year. Regarding other expenses and liabilities amounting to 1.1 million Baht, they consisted of accrued consulting fees, such as business consulting fee and legal consulting fee which had the total accrued balance of 0.75 million Baht, decreased by 1.85 million Baht from 2.6 million Baht in 2017, and the accrued audit fee which was the same amount as that of the year 2017 amounting to 450,000 Baht. In addition, at the end of the year 2018, the Company had no profits so the balance of such accrued expenses decreased by 3.9 million Baht. In summary, the total liabilities of the Company were 2,893.6 million Baht, decreased by 4.2 million Baht from the year 2017, accounting for 0.1%.

For the shareholders' equity as of the year ended 2018, the Company's issued and paid-up capital and discount on share capital were the same amount of 6,033.5 million Baht and -174.3 million Baht, respectively. The retained loss in 2018 was -7,522 million Baht, decreased by 17.8 million Baht. Other components of the shareholders' equity were 8.1 million Baht in 2017, decreased to -0.9 million Baht. As a result, the Company's retained loss surplus as of the year ended 2018 was 1,663.7 million Baht. After combining liabilities and shareholders' equity as of the year ended 2018, it amounted to 1,229.9 million Baht, increased by 4.6 million Baht from the year 2017, accounting for 0.4%.

The auditor of Deloitte Touche Tohmatsu Jaiyos Company Limited and the Company's external auditor, Dr. Suppamit Techamontrikul, prepared the auditor's report without expressing opinions on the financial statements for the year ended December 31, 2018, because there was the significant uncertainty pertaining to the dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office ("PMO") in the procedures of Central Administrative Court which currently there was no settlement. However, it has been the financial statements without opinions of the auditor for 13 consecutive years from 2006 to 2018.

**Chairman** The Chairman asked the Meeting if there were questions about the 2018 financial statements for the year ended December 31, 2018. The Chairman then asked the Meeting to consider and approve the 2018 financial statements for the year ended December 31, 2018. 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 2018 financial statements for the year ended December 31, 2018, 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 total shares held by shareholders attending the meeting and cast their votes
Approved	640,794,555	99.8734
disapproved	812,101	0.1266
Abstained	3,394,100	-
Void ballots	-	-

**Item No. 3      To approve the omission of dividend payment for the year 2018**

The Chairman reported that, according to the Board of Directors' Meeting No. 1/2019, there was the resolution agreeing that the Company deemed appropriate to suspend the dividend payout for 2018 since the Company's separate financial statements for the year ended December 31, 2018 had the retained loss of 7,522,015,831 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 2018 in this Annual General Meeting of Shareholders.

**Chairman**      The Chairman offered the opportunity to the Meeting to inquire about the omission of dividend payment for the operating results of the year 2018, the shareholders raised the issues as follows;

Name	Suggestions/Inquiries
Mr. Atthakorn Worakitthamrong, the proxy of Mrs. Suwimon Worakitthamrong	The Company's net profit was 17.3 million Baht so such net profit should be paid out as a dividend to shareholders.
Mr. Somboon Wongwanich (Director)	Net profit of the year must be added and deducted by the Company's retained losses which currently amounted to 7,000 million Baht. Since the Company still had the retained loss, it was unable to make the dividend payout based on the law.
Mr. Atthakorn Worakitthamrong, the proxy of Mrs. Suwimon Worakitthamrong	In case the Company was able to make profits until all retained losses were deducted and the Company gained profits, was it possible to make the dividend payout?

<b>Name</b>	<b>Suggestions/Inquiries</b>
Mr. Somboon Wongwanich (Director)	It must take a long time until the Company will be able to deduct all retained losses. In addition, the Company still had some lawsuits which were the important issues and affected the accounting figures.

The Chairman then asked the Meeting to consider and approve the omission of dividend payment for the operating results of the year 2018. 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 payment for the operating results of the year 2018 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 total shares held by shareholders attending the meeting and cast their votes
Approved	640,875,156	99.8809
disapproved	764,000	0.1191
Abstained	3,374,100	-
Void ballots	-	-

**Item No. 4 To consider and approve the appointment of the Company's external auditors and fix the Audit fees for the year 2019**

The Chairman informed the Meeting that this agenda related to the appointment of the Company's external auditors and fix the audit fees for the year 2019. 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 fix the annual Audit fees, the Chairman then presented details to the Meeting for approving the appointment of the Company's external auditors and fixing the auditors' remuneration for the year 2018.

At the Meeting of Board of Directors No. 1/2019, 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 2019 with the following auditors;

1. Dr. Suppamit Techamontrikul CPA (Thailand) No. 3356
2. Mr. Chavala Tienprasertkij CPA (Thailand) No. 4301
3. Dr. Kiatniyom Kuntisook CPA (Thailand) No. 4800

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 2019, it was determined in an amount of not exceeding 450,000 Baht. However, the abovementioned auditors do not have any relationships or interests with the Company or its subsidiary or its major shareholders or any individuals related to such persons.

**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 2019, but none of the shareholders raised any inquiries.

The Chairman then asked the Meeting to consider and approve the appointment of auditors and fixing of audit fee for the year 2019. 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 fixing of audit fee for the year 2019, 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 total shares held by shareholders attending the meeting and cast their votes
Approved	641,557,336	99.9581
disapproved	268,820	0.0419
Abstained	3,319,100	-
Void ballots	-	-

**Item No. 5** **To consider and approve the appointment of directors to replace those who will retire by rotation in 2019**

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 Annual General Meeting of Shareholders for 2019, these 2 directors listed below must retire by rotation;

<b>Name of Director</b>	<b>Positions</b>
1. Mr. Somboon Wongwanich	- Secretary of the Board of Directors - 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. Somboon Wongwanich 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 2018 and also distributed to the shareholders together with the invitation letter, under the Section 2, "Information of the Board of Directors" on Page 3, the Section 3, "Securities held by Directors" on Page 6, and the Section 4, "Board Meetings" on Page 7.

**Chairman** The Chairman offered the opportunity to the shareholders to inquire about the appointment of directors to replace those who will retire by rotation in 2019, but none of the shareholders raised any inquiries.

The Chairman then asked the Meeting to consider and approve the reappointment of directors retiring by rotation to assume the same position for another term of office. This item had to be approved 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 reappointment 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 reappointment 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 total shares held by shareholders attending the meeting and cast their votes
Approved	641,504,356	99.9488
disapproved	328,800	0.0512
Abstained	3,314,100	-
Void ballots	-	-

**5.2 Proposing the Meeting to consider and approve the reappointment of Mrs. Rattanaoporn 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 reappointment of **Mrs. Rattanaoporn 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 total shares held by shareholders attending the meeting and cast their votes
Approved	641,377,727	99.9456
disapproved	348,800	0.0544
Abstained	3,420,729	-
Void ballots	-	-

**Item No. 6 To consider and approve the remuneration of the Company’s Board of Directors in 2019**

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 approve the remuneration of the Company’s Board of Directors in 2019 as follows;

Position	Monthly Remuneration
Chairman of the Board of Directors	80,000 Baht (Eighty thousand Baht only)

Position	Monthly Remuneration
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 2018.

**Chairman** The Chairman offered the opportunity to the Meeting to inquire about the approval of the remuneration of the Company's Board of Directors in 2019, but none of the shareholders raised any inquiries.

The Chairman then asked the Meeting to consider and approve the remuneration of the Company's Board of Directors in 2019, which had to be approved by not less than two-thirds of the total number of votes held by the shareholders attending the meeting

**Resolution** The Meeting considered and resolved to approve the remuneration of the Company's Board of Directors in 2019, as proposed by the Chairman, not less than two-thirds of the total number of votes held by the shareholders attending the meeting as follows:

Resolution	Vote (1 share = 1 vote)	% of total shares held by shareholders attending the meeting and cast their votes
Approved	641,247,926	99.3956
disapproved	478,601	0.0742
Abstained	3,420,729	0.5302
Void ballots	-	-

**Item No. 7 To acknowledge the Company's operating results in the year 2018**

**Item No. 7.1. The proceeding of the dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office ("PMO")**

The Chairman assigned Mr. Jittapong Chaempreecha, the Company's authorized reprehensive lawyer, to report the Company's operation results regarding the dispute between the Company and the PMO for the year 2018 until now to the Shareholders' Meeting. Mr. Jittapong Chaempreecha reported to the Meeting that currently the Company had 2 cases.

1. Case at Central Administrative Court, Undecided Case No. 620/2559

It was a consequential case from the undecided case No. 46/2550 (Decided Dispute Case No.1/2559), Re: Illegal Termination of Agreement, that the arbitral tribunal had the final judgment on January 14, 2016. It was summarized that PMO illegally terminated the agreement of participation and PMO shall pay the damages to ITV in an amount of 2,890,345,205.48 Baht. ITV shall pay the liabilities for returns and benefits or difference returns together with interests amounting to 2,890,345,205.48 Baht to PMO. Since ITV and PMO had the obligation to make the payment in a same amount to each other which can be the set-off, ITV and PMO had no debt to pay to each other.

**On April 29, 2016**, PMO filed a request to the Central Administrative Court which was the undecided case No. 620/2559 in order to revoke the final judgment of the arbitral tribunal for the undecided dispute case No. 46/2550 (Decided Dispute Case No.1/2559).

**On May 9, 2017**, the Company filed the testimony to the Central Administrative Court.

**On September 21, 2017**, PMO files the statement of defence against the Company to the Central Administrative Court.

**On February 5, 2018**, the Company files the additional testimony to the Central Administrative Court.

Currently, the lawsuit was in the process of consideration of the Central Administrative Court.

2. Case at Arbitration Institute, Undecided Dispute No. 1/2550

As this case and the undecided dispute case No. 46/2550 (Decided case No. 1/2559) had the same dispute issues, the legal consulting team of the Company mutually agreed that the Company should file a request to withdraw this case. However, PMO opposed it.

Currently, the Arbitration Institute had the order to delay the consideration process of this dispute until the Central Administrative Court would have the final judgment for the undecided case No. 620/2559. However, the Company received the order from the Central Administrative Court for the undecided case No. 1466/2561 (Decided case No. 2104/2561) to appoint a person to be an arbitrator of the Company (ITV) on October 23, 2018. This was because the Arbitration Institute had the order to PMO to file the claim to the court with jurisdiction (Central Administrative Court) in order to request for an appointment of an arbitrator of ITV. However, the Company did not agree with this order so the Company performed the following actions;

- On November 14, 2018, the Company filed an objection statement against the appointment of an arbitrator to the Arbitration Institute. However, the Arbitration Institute informed that the objection will be proposed to the arbitral tribunal after they was appointed.

- On November 21, 2018, the Company filed an appeal against the order of the Central Administrative Court, which appointed a person to be an arbitrator of the Company, to the Supreme Administrative Court. Currently, it was in the process of appointing the arbitrator of the rapporteur and pending for the order pertaining to the appeal of the Company.

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

Name	Suggestions/Inquiries
Mr. Atthakorn Worakitthamrong, the proxy of Mrs. Suwimon Worakitthamrong	In case PMO did not file the claim to the Central Administrative Court, will the Company claim for other matters after the final judgment of the arbitral tribunal for set-off?
Mr. Somkid (Chairman)	In case PMO did not file the claim to the Administrative Court, the case would be terminated.

**Item No. 7.2 Company's operating results for the year 2018 as disclosed in the Company's annual report**

The Chairman assigned Mr. Supoch Vathitphund, the Vice Chairman of the Board, to report the Company's operating results for the year ended December 31, 2018 to the Shareholders' Meeting. Mr. Supoch Vathitphund reported that the Company's operating results for the year 2018 were provided in the Annual Report of the Company, which was completely distributed to all shareholders.

**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
Mr. Pornsak Chaiwanichaya, the representative of Thai Investors Association	Request for clarification on the policy of investment through private fund with Kasikornthai AMC and MFC AMC and expenses that the Company paid to these AMCs
Somboon (Director)	The Company divided proportion to Kasikornthai AMC and MFC AMC to manage the investment as informed to the Meeting. The Company invested in the debt instrument with A rating or higher in the business group with acceptable risks. In addition, the investments were also in a form of deposit, bond, and debt instrument.

	Expenses on private fund management in 2018 that the Company paid to Kasikornthai AMC and MFC AMC amounted to 110,000 Baht and 40,000 Baht, respectively. The Company strictly inspected and supervised operations of AMC on a regular basis so that the Company would receive the highest benefits.
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**Item No. 8**     **To consider other matters**

**Chairman**     The Chairman asked if there were any shareholders proposing other matters for consideration, but none of the shareholders raised any matters for consideration.

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 15.05 hrs.

\_\_\_\_\_  
-Signature-

(Mr. Somkid Wangcherdchuwong)  
Chairman of the Meeting

\_\_\_\_\_  
-Signature-

(Mrs. Phatchmon Arunruangsirilert)

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.

## Financial Summary

### 1. The external auditor's report

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. by Dr. Suphamit Techamontrikul, as the Company's auditor, has **disclaimer of opinion** on the financial statements for the year ended 31 December 2019. This is because the significant uncertainty outcome of those disputes with the Office of the Permanent Secretary to the Prime Minister's Office which are pending and in consideration of the Central Administrative Court.

### 2. Separate Statements of Profit or Loss

Unit: million baht	2019	2018	Inc (Dec)	% Inc (Dec)
Revenue	28.0	31.1	(3.1)	(10.0)%
Administrative expenses	(8.7)	(8.9)	(0.2)	2.2%
<b>Profit from operation</b>	<b>19.3</b>	<b>22.2</b>	<b>(2.9)</b>	<b>(13.1)%</b>
Income tax expense	(3.9)	(4.4)	(0.5)	11.4%
<b>Net profit for the year</b>	<b>15.4</b>	<b>17.8</b>	<b>(2.4)</b>	<b>(13.5)%</b>
Basic earnings per share (baht)	0.01	0.01	(0.00)	(13.5)%

### 3. Operating results of private funds

From	Net Asset Value (mb.)		2019 Total return (mb.)	2019 Total return contributed by (mb.)		2019 Benchmark *
	2019	2018		Interest & capital gain	Unrealized gain (loss)	
KASSET	862.1	840.7	26.6 +3.16%	19.4 +2.29%	7.2 +0.87%	+2.47%
MFC	392.3	385.8	13.5 +3.54%	8.6 +2.25%	4.9 +1.29%	+2.47%
<b>Total</b>	<b>1,254.4</b>	<b>1,226.5</b>	<b>40.1</b> <b>+3.27%</b>	<b>28</b> <b>+2.28%</b>	<b>12.1</b> <b>+0.99%</b>	<b>+2.47%</b>

\* Based on information from Kasikorn Asset Management Co., Ltd. (KASSET)

Remark: during 2019, the Company withdrew 7 mb. in January from MFC Asset Management Plc.(MFC) and 5mb. in August from Kasikorn Asset Management Co., Ltd., totally 12 mb. for its operation .

Both private funds of the Company managed by KASSET and MFC received 3.27% return on average, higher than the benchmark rate in Y2019 which was at 2.47%.

	Jan – Dec 2018	Jan - Dec 2019
Policy interest rate (Bank of Thailand)	1.75%	1.25%
Government bond yields duration 2 years (Thai BMA)	1.47% ⇒ 1.81%	1.81% ⇒ 1.18%

#### 4. Separate Statements of Financial Position


Unit: million baht	As at 31 December			
	2019	2018	Inc (Dec)	% Inc (Dec)
<b><u>Assets</u></b>				
Cash and cash equivalents	1.4	2.3	(0.9)	(39.1)%
Current investments	1,254.4	1,226.5	27.9	2.3%
Other assets	0.6	1.1	(0.5)	(45.5)%
<b>Total Assets</b>	<b>1,256.4</b>	<b>1,229.9</b>	<b>26.5</b>	<b>2.2%</b>
<b><u>Liabilities</u></b>				
Provision for unpaid operating agreement fee & interest	2,890.3	2,890.3	-	-
Income tax payable	1.6	2.1	(0.5)	(24.5)%
Accrued expenses, other liabilities and deferred tax liability	3.1	1.2	1.9	162.7%
<b>Total liabilities</b>	<b>2,895.0</b>	<b>2,893.6</b>	<b>1.4</b>	<b>0.0%</b>
<b><u>Equity</u></b>				
Issued and paid-up share capital	6,033.5	6,033.5	-	-
Deficiency on share capital	(174.3)	(174.3)	-	-
Deficit	(7,506.6)	(7,522.0)	(15.4)	(0.2)%
Other components of equity	8.8	(0.9)	9.7	(1,135.3)%
Total capital deficiency	(1,638.6)	(1,663.7)	(25.1)	(1.5)%
<b>Total liabilities and equity</b>	<b>1,256.4</b>	<b>1,229.9</b>	<b>26.5</b>	<b>2.2%</b>

<b>Information on auditors' profile for the year 2020</b>
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**1. Dr. Suphamit Techamontrikul (CPA No. 3356)**

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|--|---|---|
| <b>Current position</b>                                  | <ul style="list-style-type: none"> <li>• Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> </ul>  |  |
| <b>Academic Qualification/ Professional affiliations</b> | <ul style="list-style-type: none"> <li>• D.B.A., The Joint Doctoral Program in Business Administration, Chulalongkorn University, Thailand</li> <li>• M.B.A.; Middle Tennessee State University, U.S.A.</li> <li>• M.S. (Accounting); Middle Tennessee State University, U.S.A.</li> <li>• B.Acc., Chulalongkorn University, Thailand</li> <li>• Certified Public Accountant (CPA), Thailand</li> <li>• Certified Internal Auditor (CIA)</li> <li>• Certified Risk Management Assurance (CRMA)</li> <li>• Certified Public Accountant, Thailand</li> </ul>                        |   |
| <b>Experiences</b>                                       | <ul style="list-style-type: none"> <li>• Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand</li> <li>• Committee of Accounting Standard Setting Body, the Federation of Accounting Professions</li> <li>• Committee of Accounting Standard Setting in Comptroller General's Department, the Ministry of Finance</li> <li>• Committee of Internal Audit System Development in Comptroller General's Department, the Ministry of Finance</li> <li>• Sub-Committee of the Ethics Code Setting, the Federation of Accounting Professions</li> </ul> |   |

**2. Mr. Chavala Tienpasertkij (CPA No. 4301)**

- |  |  |  |
|--|--|--|
| <b>Current position</b>                                  | <ul style="list-style-type: none"> <li>• Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> </ul>   |  |
| <b>Academic Qualification/ Professional affiliations</b> | <ul style="list-style-type: none"> <li>• Master of Accountancy, Chulalongkorn University</li> <li>• Master of Management, Mahidol University</li> <li>• Bachelor of Accountancy (Honors), Bangkok University</li> <li>• Certified Public Accountant, Thailand</li> <li>• Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand</li> <li>• Member, Federation of Accounting Professions (FAP), Thailand</li> </ul> |  |
| <b>Experiences</b>                                       | <ul style="list-style-type: none"> <li>• Audit Development leader</li> <li>• Guest speaker of the Federal Accounting Professions at Thai government institutions</li> <li>• Subsidiary Committee of the Accounting Standard Setting Body, Federation of Accounting Professions (FAP), Thailand during 2012 – 2013</li> </ul>   |  |

**3. Dr. Kiatniyom Kuntisook (CPA No. 4800)**

- |  |   |   |
|--|---|---|
| <b>Current position</b>                                  | <ul style="list-style-type: none"> <li>• Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.</li> </ul>  |  |
| <b>Academic Qualification/ Professional affiliations</b> | <ul style="list-style-type: none"> <li>• D.B.A., The Joint Doctoral Program in Business Administration, Chulalongkorn University, Thailand</li> <li>• Master of Accountancy, Chulalongkorn University</li> <li>• Advanced Certificate Course: Public Administration and Law for Executives, King Prajadhipok's Institute</li> <li>• Bachelor of Accountancy, Bangkok University</li> <li>• Certified Public Accountant, Thailand</li> <li>• Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand</li> <li>• Member, Federation of Accounting Professions (FAP), Thailand</li> </ul> |   |
| <b>Experiences</b>                                       | <ul style="list-style-type: none"> <li>• Guest speaker of the Federal Accounting Professions</li> <li>• Committee of Accounting Standard Setting Body, the Federation of Accounting Professions</li> <li>• Chairman of the Working Group for TFRS 1 First-time Adoption of International Financial Reporting Standards, Federation of Accounting Professions in Thailand.</li> </ul>  |   |



## Progress of the Company's Disputes in 2019

### 1. The Black case no. 1/2550 (Arbitration Institute)

#### Case Summary

After PMO requested ITV to pay the fine for the adjustment of the broadcasting programs and the interest on the difference of the minimum operating fee of approximately 100,000 million baht, on 4 March 2007, ITV submitted this dispute to the Arbitration Institute to consider whether the fine is lawful or not. On 7 March 2007, the Operating Agreement using UHF System was terminated by PMO, ITV then submitted another dispute to the Arbitration Institute as the black case no. 46/2550. Latterly, the Arbitration Institute had an order to hold down the black case no. 1/2550 until having the final result of the black case no. 46/2550.

After the arbitration award in the Black case no. 46/2550 (main dispute) was rendered, ITV submitted a motion to request the withdrawal of this case to the Arbitration Institute with the reason that ITV does not wish to proceed the Black case no. 1/2550 anymore, but PMO has objected.

In year 2018, ITV received a Central Administrative Court's order in the Black case no. 1466/2561 (the red case no. 2104/2561) to appoint a person as ITV's arbitrator for the Black case no. 1/2550 because the Arbitration Institute ordered PMO to file a petition to the judicial court (the Central Administrative Court) requesting for appointment of ITV's arbitrator without notification to ITV and ITV had no chance to submit any objection before the court's consideration. ITV then submitted an objection against the appoint ITV's arbitrator to the Arbitration Institute and submitted an appeal against the Central Administrative Court's order to appoint a person as ITV's arbitrator to Supreme Administrative Court.

#### Progress

On 25 September 2019, the Supreme Administrative Court rendered a verdict to reverse the Central Administrative Court's order to appoint ITV's arbitrator in the Black case no. 1466/2561 (the red case no. 2104/2561), by giving a reason that the Black case no.1/2550 is not dispute which can be proposed for the arbitration tribunal's consideration under laws, therefore, there is no circumstance to appointing ITV's arbitrator.

Additionally, on 8 October 2019, the Arbitration Institute had an order to dispose this case and refund ITV's remaining balance of arbitration professional fee and expense. This case is therefore termination completely.

### 2. The Black Case No. 620/2559 (Central Administrative court)

#### Case Summary

The Prime Minister's Office ("PMO") submitted a petition to the Central Administrative Court for revocation of the Arbitration award in the Black case no. 46/2550 (the Red case no. 1/2559) as the Black case no. 620/2559.

The significant issues of the Arbitration Award in the Black case no. 46/2550 are as follows:

- The termination of PMO is unlawful.
- PMO shall compensate to ITV by paying the damages in the total amount of 2,890,345,205.48 baht.
- Since the arbitration award to reduce the operating fee was revoked by the Supreme Administrative Court, ITV has to pay the unpaid difference of the operating fee of 2,886,712,328.77 baht with the late interest of 3,632,876.77 baht (from 4 March 2007 to 7 March 2007) to PMO. The total amount is 2,890,345,205.48 baht.
- ITV and PMO are obligated to pay the equal amount of 2,890,345,205.48 baht to each other, the obligations therefore could be set-off. In this regard, ITV and PMO shall release each other from the obligations.

#### Progress

At present, the case is pending and inconsideration of the Central Administrative Court.

## Explanation of documents to identify shareholders or their proxies who are eligible to attend the meeting and registration and vote casting procedures for the shareholders' meeting

The Company shall convene the 2020 Annual General Meeting of Shareholders on Friday July 31, 2020 at 2.00 p.m. at the Auditorium of C asean, 10<sup>th</sup> Floor, 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, please bring the Barcode Invitation Letter on the date of meeting for your convenience in meeting registration. In addition, in order 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 8 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](http://www.itv.co.th).

### 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 a company's independent director as listed in **the item 7 Profile of Independent Director to be used with Proxy of Shareholders** 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.

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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.

**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 6 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).

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 6 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.

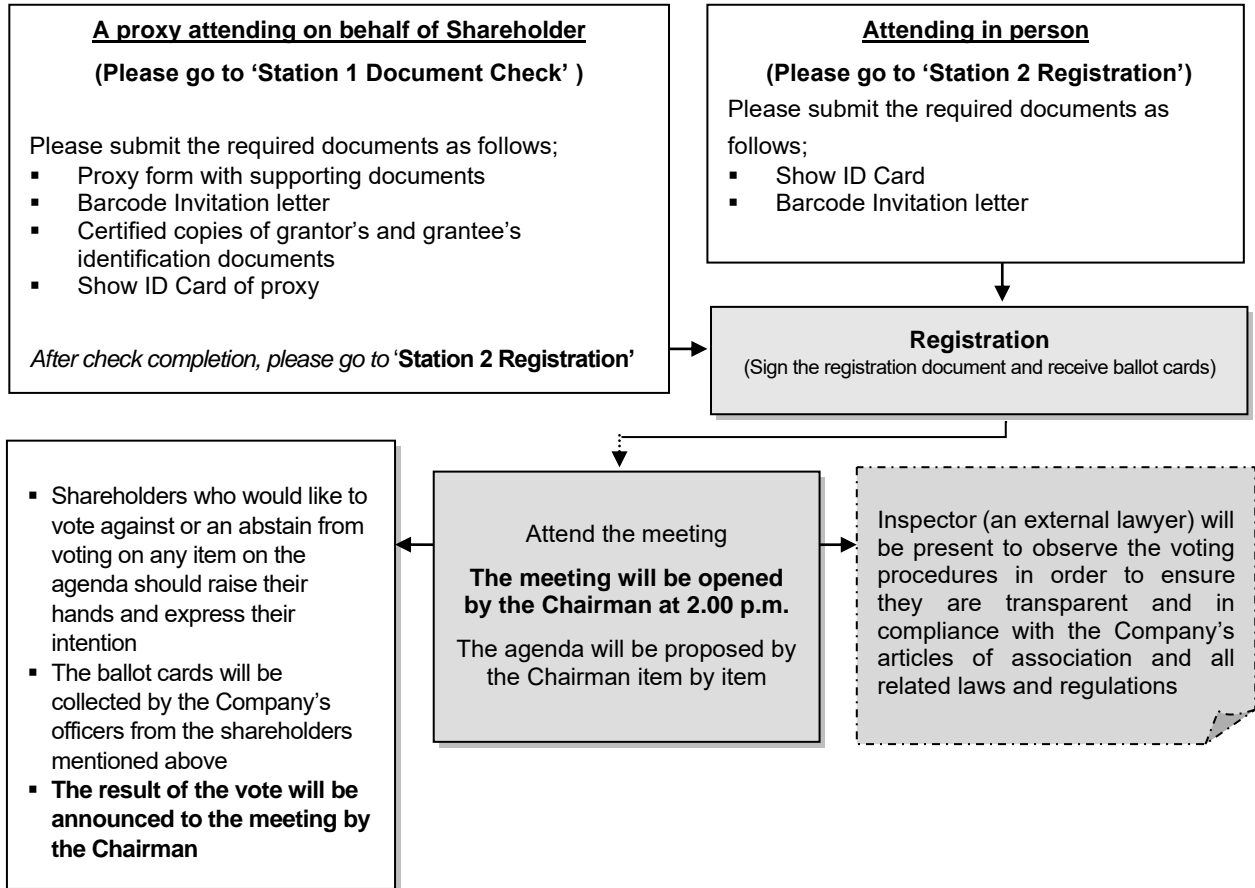
3. Custodian appointed as depositary by foreign investors

- 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.

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. Procedure for Meeting Registration and attendance**

The Company shall proceed with registration at the meeting date two hours prior to the Meeting time or from 12.30 p.m., at the meeting venue.



**Remark: Please return all ballot on the agenda to the Company's officer when the meeting is closed.**

**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.

**7. Profile of Independent Director to be used with Proxy of Shareholders**

<b>Name-Surname</b>	<b>Position</b>	<b>age</b>	<b>Address</b>	<b>Special Interest</b>
Mr. Somboon Wongwanich	Director	53	349 SJ Infinite One Business Complex, 30 <sup>th</sup> floor, Vibhavadi-Rangsit Road, Chompol Sub-district, Chatuchak District, Bangkok 10900	None
Mr. Wuttiptom Diawpanich	Director	67		None
Mrs. Rattanaporn Nammontri	Director	55		None

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**The Company's Articles of Association in relation to  
the Annual General Meeting of Shareholders**

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**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 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 33, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

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.

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**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. Dividend payment**

Article 42 No dividends shall be paid otherwise than out of profits. The directors shall allocate the remaining profit after dividend payment to be other reserves as appropriate.

**7. 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.






**Venue :** At the Auditorium of C asean, CW Tower, 10<sup>th</sup> 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 2<sup>nd</sup> floor of the tower (approximately 5 minutes' walk from the station).

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

 **Bus:** 36<sub>n</sub>, 73, 73<sub>n</sub>, 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 8<sup>th</sup> floor of CW Tower





(affix Duty Stamp 20 Baht)

## Proxy Form B.

Written at \_\_\_\_\_

Shareholders' Registration No. \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year . \_\_\_\_

(1) I/We \_\_\_\_\_ nationality \_\_\_\_\_

Address \_\_\_\_\_

(2) being a shareholder of **ITV Public Company Limited ("the Company")**

holding the total number of \_\_\_\_\_ shares

 ordinary share \_\_\_\_\_ shares

(3) Hereby appoint (may grant a proxy to the company's independent director as listed below, of which details in Item 7 of Enclosure 5)

 1. Mr. Somboon Wongwanich age 53 years Address: ITV Public Company Limited no. 349 SJ Infinite One Business Complex, 30<sup>th</sup> Floor,

Vibhavadi-Ransit Road, Chompol Sub-district, Chatuchak District, Bangkok 10900 or

 2. Mr. Wuttiporn Diawpanich age 67 years Address: ITV Public Company Limited no. 349 SJ Infinite One Business Complex, 30<sup>th</sup> Floor,

Vibhavadi-Ransit Road, Chompol Sub-district, Chatuchak District, Bangkok 10900 or

 3. Mrs. Rattanaorn Nammontri age 55 years Address: ITV Public Company Limited no. 349 SJ Infinite One Business Complex, 30<sup>th</sup> Floor,

Vibhavadi-Ransit Road, Chompol Sub-district, Chatuchak District, Bangkok 10900 or

 4. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_

Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

 5. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_

Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

 6. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_

Road \_\_\_\_\_ Tambol/Khwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_

**Only one of them as my/our proxy** to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on Friday July 31, 2020 at 2.00 p.m. at the Auditorium of C asean,10th Floor, CW Tower, no. 90 Ratchdapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok, Thailand or such other date, time and place as the meeting may be rescheduled.

(4) In this Meeting, I/we authorize my/our proxy to vote on my/our behalf as follows:

Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2019, held on April 4, 2019.

 (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects. (b) I direct my proxy to cast the vote indicated below: Approve Disapprove Abstain

Item No. 2 To consider and approve the financial statements for the year ended December 31, 2019.

 (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects. (b) I direct my proxy to cast the vote indicated below: Approve Disapprove Abstain

Item No. 3 To approve the omission of a dividend payment for the year 2019.

 (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects. (b) I direct my proxy to cast the vote indicated below: Approve Disapprove Abstain

Item No. 4 To consider and approve the appointment of the Company's external auditors and fix the audit fees for the year 2020.

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) I direct my proxy to cast the vote indicated below:

Approve  Disapprove  Abstain

Item No. 5 To consider and approve the appointment of directors to replace those who will retire by rotation in 2020.

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) I direct my proxy to cast the vote indicated below:

The reappointment of all directors

Approve  Disapprove  Abstain

The appointment of each director listed below:

1. Mr. Supoch Vathitphund  Approve  Disapprove  Abstain

2. Mr. Wuttiporn Diawpanich  Approve  Disapprove  Abstain

Item No. 6 To consider and approve the remuneration of the Company's Board of Directors in 2020.

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) I direct my proxy to cast the vote indicated below:

Approve  Disapprove  Abstain

Item No. 7 To acknowledge the Company's operating results in the year 2019.

Item No. 7.1 The proceeding of the dispute between the Company and the PMO.

Item No. 7.2 The Company's operating results for the year 2019 as disclosed in the annual report.

(These Item Nos.7.1 and 7.2 are for acknowledgement, therefore, there are no vote casting.)

Item No. 8 Other business (if any)

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) I direct my proxy to cast the vote indicated below:

Approve  Disapprove  Abstain

(5) If voting in any agenda of my/our proxy hasn't follow this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in this meeting except my/our proxy hasn't voted as I/we specified. It shall be deemed to be the actions performed by myself/ourselves.

Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

#### Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. The shareholder can vote the appointment of directors either all directors or individual director in such agenda.
3. The proxy may split the votes. In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.

## Supplemental Proxy Form

The proxy is granted by a shareholder of **ITV Public Company Limited**.

For the 2020 Annual General Meeting of Shareholders shall be held on Friday July 31, 2020 at 2.00 p.m. at the Auditorium of C asean, 10th Floor, CW Tower, no. 90 Ratchdapisek Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok, Thailand or such other date, time and place as the meeting may be rescheduled.

Item no. \_\_\_\_\_ Re: \_\_\_\_\_

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) I direct my proxy to cast the vote indicated below:
- Approve                       Disapprove                       Abstain

Item no. \_\_\_\_\_ Re: \_\_\_\_\_

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) I direct my proxy to cast the vote indicated below:
- Approve                       Disapprove                       Abstain

Item no. \_\_\_\_\_ Re: The reappointment of all directors (continued)

- Candidate Name \_\_\_\_\_
- Approve                       Disapprove                       Abstain
- Candidate Name \_\_\_\_\_
- Approve                       Disapprove                       Abstain
- Candidate Name \_\_\_\_\_
- Approve                       Disapprove                       Abstain
- Candidate Name \_\_\_\_\_
- Approve                       Disapprove                       Abstain
- Candidate Name \_\_\_\_\_
- Approve                       Disapprove                       Abstain

**Shareholder who is a natural person grants a proxy to an independent director, please enclose the following documents:**

- ✓ Proxy Form (the shareholder must sign in page 2)
- ✓ A copy of valid ID card/passport of shareholder or others issued by competent authorities (the shareholder must sign for certifying as true copy)

For domestic postal service, please submit all documents above by using the business reply envelope enclosed to the invitation documents (no P.O. stamp required) and post to the Company within July 24, 2020.

## Measures and Practices for Attending The 2020 AGM Under the Spread of Coronavirus Disease 2019 (COVID-19)

These measures involve additional processes and steps which may delay your meeting attendance or cause inconveniences. In addition, the Company shall keep this meeting short and concise to diminish the length of time that a large number of people gathers in one place and enforce social distancing by maintaining a suitable distance. As a result, this would give a limitation on the venue may not be able to accommodate a large number of people.

For all shareholders' convenience and safety, the Company would like to request shareholders for cooperation as follows:

- To grant a proxy to the Company's independent director instead of attending the meeting in person by using the Proxy Form B as Enclosure 8 ( or can be downloaded from [www.itv.co.th](http://www.itv.co.th)) for specifying your voting appointment and provide the proxy's supporting documents; and/or
- To submit questions prior to the shareholders' meeting (if any) by using the form as Enclosure 10. (The question in the meeting by asking through microphone is not prohibited.)

**And then, please gather the proxy documentation and/or questions prior to the shareholders' meeting into the business reply envelope as enclosed with the invitation letter (no. P.O. stamps required) and return to the Company by post within July 24, 2020.**

### Practices for attending the meeting

1. The number of available seats in the meeting venue is limited at 50 seats. When the seats are fully occupied, the Company will request shareholders who come in person for cooperation to grant a proxy to the Company's director instead of attending the meeting in person. Given the limitation of the venue, the Company shall not allow attendants of shareholders or proxies to enter into the meeting hall.
2. The company refrains from distributing the printed copies of annual report for 2020. Shareholders can download the annual report from the Company's website or QR Code as shown on the invitation letter.
3. Neither snack box nor any beverage will be served at the meeting: also, eating and drinking are strictly prohibited in the meeting venue.
4. All attendees shall wear facemask at all times (the Company does not have facemask to distribute) and wash your hands often with soap of hand sanitizer, avoid touching your face (eyes, nose, and lips) with unwashed hands, and avoid sharing personal items with others. If you develop a fever, cough, runny nose, sore throat, or breathing difficulties, please inform our staff immediately.
5. When you arrive the entrance of meeting venue, you must completely provide the truthful medical information in the Coronavirus (COVID-19) screening Questionnaire as Enclosure 11 and submit it to the staff at the health screening counter.
6. All attendees must be screened the health and measured the temperature. They must perform according to the measures to protect the spread of COVID-19 of the place owner (C asean). The person who appear in any of the following symptoms must be denied entering into the meeting:

- 6.1 Any person with a body temperature of 37.3 degrees Celsius and above;
- 6.2 Any person having symptoms of fever, cough, sore throat, runny nose, lost sense of smell, shortness of breath, or pneumonia;
- 6.3 Any person who has been in contact with a confirmed Coronavirus (COVID-19) patient or has been required by their profession to engage with tourists, be in a crowded place, or be in contact with a large number of people in the period of 14 days prior to the meeting.
- 6.4 Any person who transited/traveled from risk countries or the area affected by the spread of Coronavirus (COVID-19) in the period of 14 days before the meeting day.

The Company will request shareholders who are denied attending the meeting with any one of reasons above to grant a proxy to the Company's director and go back. Any shareholder or proxy who is not allowed to enter into the meeting may submit their questions to the staff of the Company, which will be included in the summary attached to the minutes of the meeting.

7. After you passed the health screening and registration, please follow these recommendations:

Before the meeting

- 7.1 Please sit on the chair provided by the staff at the waiting area in sequence and do not move chairs or any marks without permission. When the meeting hall is opened, the staff will lead you into the meeting hall. Please give your cooperation to take the seat designated by the staff throughout the meeting.
- 7.2 The meeting will take approximately one hour and the seats in the meeting hall are inconvenience to go in and out without touching or closing to others who is sitting, please therefore prepare yourself to be ready such as, go to toilet and complete your necessary tasks, before entering into the meeting hall.

During and after the meeting

- 7.3 Please do not speak, talk on telephone, and touch the staffs and other people.
- 7.4 Please do not go in the seat inside or go out from your seat by squeezing or touching others who sit on their seat.
- 7.5 Asking of question in the meeting Please fill up your identity and question in the form for submission of questions prior to the meeting as Enclosure 10 which is enclosed with the invitation documents and send to the staff in the meeting hall. In the meeting, the Company will only answer the questions in relating to the agendas which require to vote. The Company reserves to only answer the questions in connection with the agendas of the meeting, asking by the shareholders or their representative who fill in their identity information and can be rechecked. The summary of questions and the Company's answers will be attached to the minutes of the meeting and shown on the Company's website at [www.itv.co.th](http://www.itv.co.th) within 30 days after the meeting date.
- 7.6 Please follow to the staff's suggestion by sequencing to move out from your seat and meeting venue, keep the distance, and do not squeeze or touch other people.



แบบฟอร์มส่งคำถามล่วงหน้าสำหรับการประชุม
Question Submission Form for the Shareholders' Meeting

เรียน บริษัท ไอทีวี จำกัด (มหาชน)
To: ITV Public Company Limited

ข้าพเจ้า (ชื่อ)..... (นามสกุล) .....
I (name) (Surname)

กรุณาระบุโดยทำเครื่องหมาย ✓ ในช่อง  / Please indicate by a check mark ✓ where

เป็นผู้ถือหุ้นของบริษัท ไอทีวี จำกัด (มหาชน)
being a shareholder of ITV Public Company Limited

เป็นผู้รับมอบฉันทะของ.....ซึ่งเป็นผู้ถือหุ้นของบริษัท ไอทีวี จำกัด (มหาชน)
being a proxy granted by , a shareholder of ITV Public Company Limited

เบอร์โทรติดต่อ..... อีเมลล์ .....
Tel no. email address

มีคำถามที่เกี่ยวกับวาระต่างๆ ในการประชุมสามัญผู้ถือหุ้นประจำปี...../วิสามัญผู้ถือหุ้นครั้งที่.....ดังนี้
would like to ask question(s) in relating to the agenda(s) of AGM for the year /EGM no. as follows:

วาระที่..... คำถาม:.....
agenda item no Question:

.....
.....
.....

วาระที่..... คำถาม:.....
agenda item no Question:

.....
.....
.....

วาระที่..... คำถาม:.....
agenda item no Question:

.....
.....
.....

หากท่านต้องการส่งคำถามในห้องประชุม กรุณากรอกแบบฟอร์มนี้และส่งให้เจ้าหน้าที่ในห้องประชุม
If you wish to submit question(s) in the meeting room, please fill out this form and submit to the staff in meeting hall.



แบบสอบถามสำหรับคัดกรองโรคไวรัสโคโรนา 2019 (COVID-19)  
CORONAVIRUS (COVID-19) SCREENING QUESTIONNAIRE

บริษัท ไอทีวี จำกัด (มหาชน) จะประมวลผลข้อมูลตามแบบสอบถามฉบับนี้ เพื่อวัตถุประสงค์ในการป้องกันความเสี่ยงที่อาจเกิดขึ้นจากโรคไวรัสโคโรนา 2019 (COVID-19) สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2563 โดยบริษัทจะทำลายเอกสารนี้ เมื่อครบกำหนด 14 วัน นับจากวันประชุม เว้นแต่กรณีที่เป็น \*ขอความร่วมมือท่านให้ข้อมูลที่ถูกต้องเป็นจริง เพื่อประโยชน์ในการป้องกันการแพร่กระจายของโรคไวรัสโคโรนา 2019 (COVID-19)

ITV Public Company Limited processes this questionnaire to prevent the risks and spread of Coronavirus (COVID-19) for the 2020 Annual General Meeting of Shareholders. The questionnaire will be disposed of no later than 14 days from the meeting date unless it necessary to be retained for a longer period of time. \* Please fill in the form with true and accurate information for the purpose of preventing the spread of Coronavirus 2019 (COVID-19)

1)	ชื่อ – นามสกุล / Name - Last name	โทรศัพท์ / Tel:
	<input type="checkbox"/> ผู้ถือหุ้น / Shareholder หรือ/or <input type="checkbox"/> ผู้รับมอบฉันทะ / Proxy	

2) ในปัจจุบัน ท่านมีอาการดังต่อไปนี้ หรือไม่ โปรดระบุ:

Do you currently have any of the following symptoms? Tick any that apply:

1. ไอ / เจ็บคอ (Cough / Sore throat)	<input type="checkbox"/> ใช่ / Yes	<input type="checkbox"/> ไม่ใช่ / No
2. มีน้ำมูก (Runny nose)	<input type="checkbox"/> ใช่ / Yes	<input type="checkbox"/> ไม่ใช่ / No
3. ไม่ได้กลิ่น (Loss of sense of smell)	<input type="checkbox"/> ใช่ / Yes	<input type="checkbox"/> ไม่ใช่ / No
4. หายใจเร็ว หายใจเหนื่อยหรือหายใจลำบาก (Shortness of breath or difficulty breathing)	<input type="checkbox"/> ใช่ / Yes	<input type="checkbox"/> ไม่ใช่ / No
5. ผู้ป่วยปอดอักเสบ (Patient with pneumonia)	<input type="checkbox"/> ใช่ / Yes	<input type="checkbox"/> ไม่ใช่ / No

3) ในช่วง 14 วันที่ผ่านมา ท่านมีประวัติอย่างใดอย่างหนึ่งต่อไปนี้ หรือไม่?

During the past 14 days, do you have any of the following history?

1. สัมผัสหรือใกล้ชิดกับผู้ป่วยหรือผู้ที่ต้องสงสัยว่าติดโรคไวรัสโคโรนา 2019 (COVID-19) Contacted or been closed with confirmed patients or person who is suspected to have Coronavirus (COVID-19)	<input type="checkbox"/> ใช่ / Yes	<input type="checkbox"/> ไม่ใช่ / No
2. ประกอบอาชีพที่เกี่ยวข้องกับนักท่องเที่ยว สถานที่แออัด หรือติดต่อกับคนจำนวนมาก Engaging in occupations related to tourists, crowded place or in contact with many people	<input type="checkbox"/> ใช่ / Yes	<input type="checkbox"/> ไม่ใช่ / No
3. ท่านได้เดินทางผ่าน/มาจากต่างประเทศ หรือพื้นที่ที่มีการระบาดของโรคไวรัสโคโรนา 2019 (COVID-19) หรือไม่ Transited/traveled from foreign country or the area affected by the spread of Coronavirus (COVID-19)	<input type="checkbox"/> ใช่ / Yes มาจาก / From _____	<input type="checkbox"/> ไม่ใช่ / No

ลงลายมือชื่อ (signature)

สำหรับเจ้าหน้าที่ / For Staff

<input type="checkbox"/> ไม่เข้าข่ายต้องสงสัย (Not Suspicious)	<input type="checkbox"/> มีเหตุอันควรสงสัยว่าเป็นโรคไวรัสโคโรนา 2019 (COVID-19) Doubt of being infected with Coronavirus (COVID-19) แนะนำให้ผู้ป่วยไปพบแพทย์ที่สถานพยาบาลเพื่อวินิจฉัยโรคและทำตามคำสั่งแพทย์อย่างเคร่งครัด Recommend patients to visit doctor at clinic to diagnose and strictly comply with doctor's instruction
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