



## ITV Public Company Limited

### Invitation to The 2021 Annual General Meeting of Shareholders Through Electronic Media (E-AGM), Application “IR PLUS AGM” on Thursday April 8, 2021 at 2.00 p.m.

- **Invitation letter for The 2021 Annual General Meeting of Shareholders**

- Supporting documents in relation to the agenda of the meeting

**Enclosure 1** A Copy of the Minutes of the Annual General Meeting of Shareholders for 2020, held on July 31, 2020 (*For Item No. 1*)

**QR CODE** The Annual Report for 2020 (*For Item Nos. 2, 5, 6, 7.1, and 7.2*)

**Enclosure 2** Information on auditors' profile for the year 2021 (*For Item No. 4*)

- Supporting documents for attending the 2021 Annual General Meeting of Shareholders

**Enclosure 3** Procedures for the identity verification and attending the 2021 Annual General Meeting of Shareholder (E-AGM) (*Guide to process the identity verification, registration to attend the meeting, asking questions or expressing an opinion at the meeting*)

**Enclosure 4** Explanation regarding the information and proof for identity verification, proxies, registration, and vote casting procedure for the shareholders' meeting via electronic media (E-AGM)

**Enclosure 5** The Company's Articles of Association in relation to the Annual General Meeting of Shareholders

**Enclosure 6** Proxy Form B (Specific 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)*

*For the appointment of proxy (every Form), shareholders must send the proxy documentation to the Company by April 5, 2021.*

**Enclosure 7** Question Submission Form for the Shareholders' Meeting

- **Business Reply Envelope** for mailing proxy from together with proxy's supporting documents and any questions (if any) to the Company (no postage stamp required).



(Translation)

Registration No 0107541000042

March 1, 2021

**Subject:** Invitation to the Annual General Meeting of Shareholders for 2021 via electronic media

**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 2021 will be held on **Thursday April 8, 2021 at 2.00 p.m.** (registration opens at 12.30 p.m.), via electronic media (“E-AGM”) using application “IR PLUS AGM”. The agenda is as follows:

**Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2020, held on July 31, 2020**

Purpose and Rationale: The Annual General Meeting of Shareholders for 2020 was held on July 31, 2020 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 2020, held on July 31, 2020, 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, 2020**

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, 2020, 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	
	2020	2019	2020	2019
Total assets	1,267	1,256	1,266	1,256
Total liabilities	2,895	2,895	2,895	2,895
Total revenue	28	29	28	28
Profit for the year	8	15	8	15
Profit per share (baht / share)	0.01	0.01	0.01	0.01

The financial summary is shown in the Company’s Annual Report for 2020, under *Section 9: “Financial Statements and Notes to the Financial Statements” (p. 16)*.

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 2020**

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 7,498,977,753 baht as of December 31, 2020, the Board has proposed that no dividend be declared for the year 2020.

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 2021**

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 that the shareholders' meeting approve the appointment of the following auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. ("Deloitte") as the Company's external auditors for the year 2021:

- |                                |                         |
|--------------------------------|-------------------------|
| 1. Dr. Suphamit Techamontrikul | CPA (Thailand) No. 3356 |
| 2. Mr. Chavala Tienpasertkij   | CPA (Thailand) No. 4301 |
| 3. Dr. Kiatniyom Kuntisook     | CPA (Thailand) No. 4800 |
| 4. Ms. Kornthong Luangvilai    | CPA (Thailand) No. 7210 |

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 2021. The Company's audit fees for the year 2021 should not exceed 480,000 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 2021**

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 2021, the following two directors will retire by rotation:

Directors	Positions
1. Mr. Somkid Wangcherdchuwong	- Chairman of the Board - Authorized Director
2. Mrs. Rattanaporn Nammontri	- Authorized Director

The Board's Opinion: The Board, with the exception of the directors with a conflict of interest in this matter, has considered the qualifications, knowledge, competency, experience and performance of each director due to retire by rotation, and recommended that the shareholders' meeting approve the re-appointment of Mr. Somkid Wangcherdchuwong and Mrs. Rattanaporn Nammontri to the same positions for another term of office. The directors proposed for re-appointment 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 during 2020 are shown in the Company's Annual Report for 2020, 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 2021**

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 2021 at the same amount as the year 2020, 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 2020, the total directors' remuneration was 3,600,000 baht. The details are shown in the Company's Annual Report for 2020, 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 2020**

**7.1 The progress of the dispute between the Company and the PMO**

Purpose and Rationale: The Company has summarized the progress of its dispute with the PMO during the year 2020, as shown in the Company's Annual Report for 2020, under *Section 6: "Risk Factors and Milestones"* (p.8-15).

The Board's Opinion: It is appropriate that the progress of the dispute between the Company and the PMO should be acknowledged and disclosed in the Company's Annual Report for 2020.

**7.2 The Company's operating results for the year 2020 as disclosed in the annual report**

Purpose and Rationale: The Company has summarized its operating results in 2020, along with the significant changes that occurred during the year, in the Annual Report for 2020.

The Board's Opinion: The Board has agreed to present the report on the Company's operating results in 2020 in the Annual Report for 2020.

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

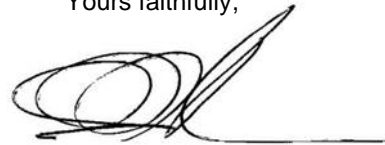
The Company's share registration book will be closed on March 19, 2021 until the shareholders' meeting has finished. All the shareholders are invited to attend the Annual General Meeting of Shareholders for 2021 via electronic media on the date and at the time stated above.

Any shareholder who cannot attend this E-AGM may appoint an independent director or other person as a proxy to attend the E-AGM and vote on his or her behalf. This can be done by completing *Proxy Form B* in *Enclosure 5* or downloading either *Proxy Form A* (general appointment), *Proxy Form B* (specific voting appointment) or *Proxy Form C* (only foreign shareholders recorded in the share registration book who have a custodian in Thailand) from the Company's website at [www.itv.co.th](http://www.itv.co.th). Please mail the appropriate form, together with your proxy's supporting documents and any questions you may have, to the Company in the business reply envelope enclosed with this invitation letter (no postage stamp required).

The Company reserves to limit the registration to attend the E-AGM for shareholder and proxy who successfully passed their identity verification as the Company's conditions. **Therefore, any shareholder and proxy who wishes to attend the E-AGM be advised to proceed the identity verification as soon as you received this invitation letter but not later than April 5, 2021 so that the identify verification could be successful before the meeting.** (please read "Procedure for identity verification and attending the 2021 Annual General Meeting of Shareholder (E-AGM)" shown in *Enclosure 3* and "Explanation regarding the information and proof for identity verification, proxies, registration, and vote casting procedure for the shareholders' meeting via electronic media (E-AGM)." shown in *Enclosure 4*).

Please be informed accordingly.

Yours faithfully,



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

**The identity verification and registration procedure via the application 'IR PLUS AGM' must be done with a smartphone or tablet using iOS 13 or Android 7 (or above).**

Company Secretary of ITV Plc.  
SJ Infinite One Business Complex, 30<sup>th</sup> floor,  
349 Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok 10900, Thailand.  
Tel: (+66) (0)2-118-6967

*Note: All the shareholders can access the notice of the Annual General Meeting of Shareholders for 2021 and all the related documents through the Company's website ([www.itv.co.th](http://www.itv.co.th)) from March 19, 2021 onwards.*

**Minutes of the Annual General Meeting for Shareholders for 2020**

**ITV Public Company Limited**

**Registration No. 0107541000042**

**Friday, July 31, 2020, at 14.00 hrs.**

C ASEAN Auditorium, 10<sup>th</sup> Floor, CW Tower

90 Ratchadapisek Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok

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ITV Public Company Limited (“Company”) closed its share register on July 10, 2020 to determine the right to attend and vote in the meeting. There were 9,483 shareholders on the date of closing the share register, holding a combined total of 1,206,697,400 shares.

**Directors present at the Meeting, included;**

1. Mr. Somkid	Wangcherdchuwong	Chairman of the Board of Directors
2. Mr. Supoch	Wathitphund	Vice-Chairman of the Board of Directors
3. Mr. Somboon	Wongwanich	Director
4. Mrs. Rattanaporn	Nammontri	Director
5. Mr. Wutthiporn	Diawpanich	Director

**External Auditor, present at the Meeting**

Dr. Suphamit Techamontrikul, Certified Auditor from Deloitte Touche Tohmatsu Jaiyos Company Limited.

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

Ms. Parawee, Kittipokasup, Legal Advisor, Weerawong, Chinnavat & Partners Company Limited.

**Meeting Moderator**

Mr. Jittipong Champreecha, Attorney and Legal Advisor, Weerawong, Chinnavat & Partners Company Limited

**Preliminary Notification by the Meeting Moderator**

The Company requests the cooperation of all the meeting’s participants in complying with the rules and regulations in attending Annual General Meeting of Shareholders of 2020 under the situation of the current corona virus pandemic (COVID-19), the details of which are listed in Enclosure 9 of the Invitation to the Meeting.

Thereafter, the Company provided details on how to cast votes in the Meeting, as follows;

1. Shareholders and authorized proxies will receive ballot cards at the Registration Desk, prior to attending the meeting.
2. Each of the meeting’s agenda will be considered in the order as specified in the invitation letter. The details of each agenda will be presented and the shareholders will be allowed to raise any questions or express their opinions before voting is conducted on each agenda item.

In the event that a shareholder needs to raise any questions or express an opinion, the shareholders are requested to state their questions or suggestions onto question cards that were provided at the Registration Desk prior to attending the meeting. The shareholder may also use the Company’s Inquiry Form as provided in Enclosure 10 in the invitation letter. The details of the question must include the title of the agenda in question, name-surname of the shareholder or proxy. This is in order to enable the Company to record the minutes of the Meeting correctly. The questions are then to be delivered

to the Company staff. The Company will then answer questions on issues related to that particular agenda accordingly. However, in case of questions that are out of scope of the particular agenda being considered, the Company will answer such questions at the end of the meeting.

3. Each shareholder is entitled to one vote for each share that he/she holds.
4. The Company will apply the voting method based on 1 vote per share. In the case, whereby the shareholder disagrees or wishes to abstain from voting on any agenda in the Meeting, the shareholders must place a check mark in either the Disapproval or Abstain box and sign the ballot card accordingly. Such shareholders are then required to raise their hands, by which an officer will collect the ballot to calculate the votes of each agenda. The Company will deduct the disapproval or abstaining votes from the total eligible votes in order to determine the number of approval votes for each agenda. If there are no objections or any additional comments from the shareholders, it will be deemed that the Meeting approves of this voting method.
5. The voting results for each agenda will be displayed on the screen. The shareholders are requested to indicate their vote clearly in the ballot cards. Any ballot which has not been clearly marked would be deemed as invalid.

Shareholders can download the full set of documents for the Annual General Meeting of Shareholders for 2020, and the 2019 Annual Report, by scanning the QR code displayed on the invitation letter which was sent to the shareholders by registered mail, or as displayed in front of the conference room.

Thereafter, the meeting moderator informed the meeting that there were 29 shareholders present in person and by their appointed proxies, representing a total of 688,018,720 shares, or 57.0167 percent of the total paid-up shares of the Company of 1,206,697,400 shares, representing no less than one-third of the total paid-up shares, thereby constituting a quorum in accordance to Article 33 of the Company's Articles of Association. Therefore, the Chairman of the Board of Directors is thereby requested to officially open the Annual General Meeting of Shareholders for 2020, to consider matters according to the agenda.

### **Preliminary Proceedings**

Mr. Somkid Wangcherdchuwong, the Chairman of the Board of Directors, 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 2019, held on April 4, 2019**

The Chairman proposed the meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2019, held on April 4, 2019, which the Board of Directors considered that the minutes of the meeting had been correctly recorded. The Company has published the minutes of the meeting on the website, [www.itv.co.th](http://www.itv.co.th), and sent a copy of the minutes of the meeting to the shareholders prior to the meeting as required by the law.

The Chairman gave the shareholders an opportunity to inquire about the minutes of the Annual General Meeting of Shareholders for 2019, held on April 4, 2019, but none of the shareholders proposed any inquiries. The Chairman, therefore, requested the meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2019. This agenda 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 2019, held on April 4, 2019, as proposed by the Chairman, by a majority vote of the shareholders attending the meeting and casting their votes as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	% of Total Shares held by shareholders attending the meeting and casting their votes
Approved	655,307,316	93.6373
Disapproved	44,528,114	6.3627
Abstained	2,969,300	-
Invalid Ballots	-	-

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

The Chairman assigned Mr. Somboon Wongwanich, the Director, to present the financial statements for the year ended December 31, 2019 to the Meeting, in which Mr. Somboon Wongwanich presented the Company's operating results, as follows:

The Company's Separate Income Statement

Unit: Million Baht	2019	2018	% Change
Revenue	28.0	31.1	-10.0%
Administrative Expenses	-8.7	-8.9	-2.2%
Operating Profit	19.3	22.2	-13.1%
Corporate Income Tax	-3.9	-4.4	-11.4%
Net Profit for the Year	15.4	17.8	-13.5%
Earnings per Share (Baht)	0.01	0.01	-27.5%

The Company derives its main income from returns on investment of the private funds managed by Kasikorn Asset Management Co., Ltd. ("Kasikorn AMC") and MFC Asset Management Public Company Limited ("MFC AMC"). In the year 2019, the Company also received other income from payments for proceeding expenses and arbitral tribunal fees from the Thai Arbitration Institute due to the disposition of the Black case (undecided dispute) number 1/2550.

The total revenue of the Company for the year 2019 was 28 million baht, a 10 percent decrease from 31.1 million baht in 2018, mainly due to the decrease in overall interest rates in 2019. As a result, the return on investment that the Company had invested in debt securities was also reduced as well.

Administrative expenses for the year 2019 amounted to 8.7 million baht, a decrease of approximately 0.2 million baht from 2018 due to the amount of litigation work in 2019, which was less than in 2018, causing the cost of legal consultants and lawyers to decrease. The expenses for organizing the 2019 AGM decreased by approximately 27,000 baht due to the absence for the need to publish the Annual Report CD.

In addition, the Revenue Department does not allow the Company to request VAT refund based on the facts that presently, the Company has no main income from the business which is subject to VAT. Therefore, the Company does not qualify for tax refunds in 2019, resulting in the Company having to categorize approximately 398,000 baht as an expense. On the whole, the Company's expenses decreased by approximately 0.2 million baht as mentioned above. Remaining profit from operations amounted to 19.3 million baht, a decrease of 13.1 percent from the amount of 22.2 million baht in 2018. The Company's corporate income tax for the year 2019 was approximately 3.9 million baht, thus yielding a net profit for the year 2019 at 15.4 million baht, a decrease of 2.4 million baht from 2018.



The Company's Separate Financial Statement

Unit: Million Baht	2019	2018	% Change
Cash and cash equivalents	1.4	2.3	-39.1%
Current Investments	1,254.4	1,226.5	2.3%
Other receivables	0.6	1.1	-45.5%
<b>Total Current Assets</b>	<b>1,256.4</b>	<b>1,229.9</b>	<b>2.2%</b>
Provision for unpaid operating agreement fee and interest	2,890.3	2,890.3	-
Corporate income tax payable	1.6	2.1	-24.5%
Accrued expenses, other liabilities, and deferred tax liabilities	3.1	1.2	162.7%
<b>Total Current Liabilities</b>	<b>2,895.0</b>	<b>2,893.6</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	-0.2%
Other components of equity	8.8	-0.9	1,135.3%
Total capital deficiency	-1,638.6	-1,663.7	-1.5%
<b>Total liabilities and equity</b>	<b>1,256.4</b>	<b>1,229.9</b>	<b>2.2%</b>

As of the end of 2019, the Company has total assets which amounted to 1,256.4 million baht, an increase of 26.5 million baht or 2.2 percent from the amount of 1,229.9 million baht at the end of 2018. Most of the company's assets are temporary investments which is managed by Kasikorn AMC and MFC AMC, which increased from the net return on investment that occurred in 2019, which consists of a deposit for the venue of the shareholders' meeting, investments in subsidiaries, and others which totaled to approximately 0.6 million baht, a decrease of 0.5 million baht or 45.5 percent from 2018, mainly due to the use of non-refundable VAT from the Revenue Department which had to be classified as an expense.

Provision for unpaid operating agreement fee and interest amounted to 2,890.3 million baht, which is equal to 2018, corporate income tax accrued amounted to 1.6 million baht, a decrease of approximately 0.5 million baht from 2.1 million baht in 2018. Accrued expenses, other liabilities, and deferred tax liabilities amounted to approximately 3.1 million baht (consisting of accrued audit fees of approximately 0.45 million baht, accrued legal advisor fee of approximately 0.43 million baht, withholding income tax of more than 20,000 baht and deferred tax of approximately 2.2 million baht). The total liabilities of the Company amounted to 2,895 million baht, an increase from 2018 by approximately 1.4 million baht.

The Company has accumulated loss of 7,506.6 million baht, a decrease from the year 2018 by approximately 15.4 million baht, and has other components of shareholders' equity of 8.8 million baht from the negative balance in 2018 as the Company had unrealized profit from the revaluation of investments in 2019, while the Company encountered unrealized loss from the revaluation of investments in 2018. The Company has a total capital deficiency in the amount of 1,638.6 million baht, an increase of 25.1 million baht, or 1.5 percent from 2018.

The Company's Private Fund Performance

From the Company's financial statement, the Company has a temporary investment of 1,254.4 million baht which is the net asset value according to the market price as of December 31, 2019. The investment can be categorized into the investment portfolio value as of December 3, 2019, as follows:

- Net asset value managed by Kasikorn AMC amounting to 862.1 million baht, the returns in 2019 was 26.6 million baht, or equivalent to a return of 3.16 percent, which consists of interests and capital gains totaling 19.4 million baht
- Net assets managed by MFC AMC amounting to 392.3 million baht, the returns in 2019 was 13.5 million baht, or equivalent to a return of 3.54 percent, which consists of interest and capital gains totaling 8.6 million baht

Both asset management companies were able to manage returns higher than the 2019 reference rate at 2.47 percent, with the return on investment shown in the income statement. These consist of interests and capital gains totaling 28 million baht, a decrease from 2018 due to a decrease in the return on investment of the Company. This is due to the gradual decline in the Bank of Thailand's policy interest rate and overall yields from the government bonds.

#### Components of the 2019 Current Investments

Both asset management companies managed funds under a specific investment policy to suit the company, by investing in deposits or debt securities issued by banks, government bonds, or which were issued by the private sector with a credit rating of at least "A".

<b>Unit: Million Baht</b>	<b>Kasikorn</b>	<b>%</b>	<b>MFC</b>	<b>%</b>	<b>Total</b>	<b>%</b>
Bank deposits	155.0	18.0%	35.8	9.1%	190.8	15.2%
Government bonds	228.8	26.5%	-	-	228.8	18.2%
Debentures (A)	478.5	55.5%	356.5	90.9%	835.0	66.6%
Total Assets	862.3	100.0%	392.3	100.0%	1,254.6	100.0%
Accrued expenses	(0.2)	0.0%	-	-	(0.2)	0.0%
<b>Total Net Assets</b>	<b>862.1</b>	<b>100.0%</b>	<b>392.3</b>	<b>100.0%</b>	<b>1,254.4</b>	<b>100.0%</b>

Dr. Supphamit Techamontrikul, the auditor of Deloitte Touche Tohmatsu Jaiyos Company Limited, prepared the auditor's report without expressing opinions on the financial statements for the year ended December 31, 2019, due to the significant uncertainty pertaining to the dispute between the Company and the Office of the Permanent Secretary, The Prime Minister's Office ("PMO"), pending in the procedures of the Central Administrative Court. of which currently there has been no settlement so far. No opinion has been expressed on the financial statements by the auditor for 14 consecutive years since 2006.

The Chairman gave the shareholders an opportunity to inquire about the financial statements for the year 2019 ending December 31, 2019. No shareholder raised any questions on the financial statements. Latterly, the Chairman said that in order to comply with the Public Limited Companies Act B.E. 2535 (1992), which requires every public company to prepare balance sheets and profit & loss statements for the year ending in the fiscal year of the company that has been audited by the auditor, the financial statements would have to be proposed to the shareholders' meeting for approval. Therefore, the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider approving the financial statements for the year 2019 ending December 31, 2019, which have been audited and signed by the auditor, which is Dr. Suphamit Techamontrikul, Certified Public Accountant No. 3356 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited. The details are shown in the Company's Annual Report 2019 on pages 23-66. The Meeting is requested to consider and approve the mentioned financial statements for the year 2019 ending December 31, 2019. The agenda item must be approved by a vote of majority from the shareholders attending the meeting and casting their votes.

**Resolution** The Meeting considered and resolved to approve the 2019 financial statements for the year ending December 31, 2019, by a majority vote of the shareholders who attended the meeting and casting their votes. The total votes casted are as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approved	654,724,716	93.5537
Disapproved	45,113,314	6.4463
Abstained	2,969,300	-
Invalid Ballots	-	-

**Item No. 3 To approve the omission of dividend payments for the year 2019**

The Chairman reported that, according to the Board of Directors' Meeting No. 1/2020, passed a resolution agreeing that the Company deemed it appropriate to suspend the dividend payout for 2019 since the Company's financial statements for the year ending December 31, 2019 had retained a loss of 7,506,630,418 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 2019 in this Annual General Meeting of Shareholders.

The Chairman offered the shareholders an opportunity to inquire about the omission of dividend payment for the 2019 operating results, in which no shareholder asked any question. The Chairman, therefore, requested the meeting to consider and approve the omission of dividend payment for the Company's operating results for the year 2019. Such agenda must be approved by a majority of the shareholder 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 2019 by a majority vote of the shareholders who attended the meeting and cast their votes. The total votes were cast as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approved	654,724,716	93.5537
Disapproved	45,113,314	6.4463
Abstained	2,969,300	-
Invalid Ballots	-	-

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

The Chairman informed the Meeting that this agenda relates to the appointment of the Company's external auditors and determine the audit fees for the year 2020, in order to comply with Section 120 of the Public Limited Companies Act, B.E. 2535, that requires the Annual General Meeting of Shareholders to consider and approve the appointment of auditors and determine the annual Audit fees. The Chairman then presented

details to the Meeting for approving the appointment of the Company's external auditors and determining the auditors' remuneration for the year 2020.

At the Meeting of Board of Directors No. 1/2020, 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 2020, with the following auditors;

1. Dr. Supphamit 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.

The Company has determined that the audit fee for 2020 to be an amount of not exceeding 455,000 baht. Moreover, the above-mentioned auditors do not have any relationships or interests with the Company, or its subsidiary, or its major shareholders, or any other related individuals whatsoever.

The Chairman offered the opportunity to the Meeting to inquire about the approval of the appointment of auditors and determination of the audit fee for the year 2020. None of the shareholders raised any inquiries. The Chairman then requested the Meeting to consider and approve the appointment of auditors and determining of the audit fee for the year 2020. This agenda must be approved by a majority of the shareholder attending the meeting and casting their votes.

**Resolution**      The Meeting considered and resolved to approve the appointment of the Company's auditors and determining of the audit fee for the year 2020, as proposed by the Chairman, by a majority vote of the shareholders attending the meeting and casting their votes as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approved	655,309,916	93.6374
Disapproved	44,528,114	6.3626
Abstained	2,969,300	-
Invalid Ballots	-	-

**Item No. 5      To consider and approve the appointment of directors to replace those who will be vacating office due to expiration of their term of office.**

The Chairman reported to the Meeting that, in accordance 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 due to expiration of their term of office, on the date of each Annual General Shareholders' Meeting, and are eligible to be re-elected to assume the same position. Currently, the Company consists of 5 directors, therefore, at the Annual General Meeting of Shareholders for 2020, the 2 directors listed below must retire due to expiration of their term of office;

Name of Director	Position
1. Mr. Supoch Wathitphund	- Vice Chairman of the Board of Directors - Authorized Director
2. Mr. Wutthiporn Diawpanich	- 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 during their term as directors. It was agreed to propose to the Shareholders' Meeting to approve the re-election of these 2 directors who had to vacate their positions due to expiration of their term of office, Mr. Supoch Wathitphund and Mr. Wutthiporn Diawpanich, 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 2019, 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 Section 4, "Board Meetings" on Page 7.

The Chairman offered the opportunity to the shareholders to inquire about the appointment of directors to replace those who will retire by rotation in 2020, but none of the shareholders raised any inquiries. The Chairman then requested the Meeting to consider and approve the reappointment of each individual directors who had to vacate their positions due to expiration of their term of office 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. Supoch Wathitphund, to be the Company's Director for another term of office.**

**Resolution** The Meeting considered and resolved to approve the reappointment of **Mr. Supoch Wathitphund** to be the Company's Director and assume the same position for another term of offices, with the following votes;

Resolution	Number of Votes (1 Share = 1 Vote)	% of Total Shares held by shareholders attending the meeting and casting their votes
Approved	655,309,916	93.6374
Disapproved	44,528,114	6.3626
Abstained	2,969,300	-
Invalid Ballots	-	-

**5.2 Proposing the Meeting to consider and approve the reappointment of Mr. Wutthiporn Diawpanich, to be the Company's Director for another term of office.**

**Resolution** The Meeting considered and resolved to approve the reappointment of **Mr. Wutthiporn Diawpanich** to be the Company's Director and assume the same position for another term of offices, with the following votes;

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting and casting their votes</b>
Approved	655,309,916	93.6374
Disapproved	44,528,114	6.3626
Abstained	2,969,300	-
Invalid Ballots	-	-

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

The Chairman informed the Meeting that, according to Article 20 of the Company's Articles of Association, the Company's directors are eligible to receive remuneration for performing their duties from the Company. The Board of Directors proposed to the Shareholders' Meeting to consider and approve the remuneration of the Company's Board of Directors for 2020, as follows;

<b>Position</b>	<b>Monthly Remuneration</b>
Chairman of the Board of Directors	80,000 baht (Eighty Thousand Baht Only)
Vice Chairman of the Board of Directors	70,000 baht (Seventy Thousand Baht Only)
External Directors, who are not the Chairman and Vice Chairman of the Board of Directors	50,000 baht (Fifty Thousand Baht Only)

Directors shall not receive meeting allowances for the Board of Directors' Meeting, and the rate of such remuneration is the same rate as that of the year 2007 until the year 2019.

The Chairman offered the opportunity to the Meeting to inquire about the approval of the remuneration of the Company's Board of Directors for 2020, but none of the shareholders raised any inquiries. The Chairman then requested the Meeting to consider and approve the remuneration of the Company's Board of Directors for 2020, which has 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 for 2020, as proposed by the Chairman, with not less than two-thirds of the total number of votes held by the shareholders attending the meeting, as follows:

<b>Resolution</b>	<b>Number of Votes (1 Share = 1 Vote)</b>	<b>% of Total Shares held by shareholders attending the meeting</b>
Approved	655,289,916	93.2376
Disapproved	44,558,114	6.3399
Abstained	2,969,300	0.4225
Invalid Ballots	-	-

**Item No. 7 To acknowledge the Company's operating results for the year 2019****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 representative lawyer, to report on the progress of the proceedings regarding the dispute between the Company and the PMO for the year 2019, to the Shareholders' Meeting.

Mr. Jittapong Chaempreecha reported to the Meeting that, the Company previously had 2 cases against the PMO, as follows;

1) *Case at the Arbitration Institute, Black case (Undecided Dispute) No. 1/2550, regarding illegal fines.*

Background: Due to the dispute in this case and the Black case No. 46/2550 (Red (Decided) Case No. 1/2016) in which the Arbitral Tribunal has already ruled that the PMO is in breach of the agreement to attend the event which has a dispute on the same issue. ITV's legal advisory team therefore mutually agreed that, ITV should file a request to withdraw the case to the Arbitration Institute. However, the PMO has objected to the withdrawal of ITV's case.

On October 23, 2018, ITV received an order from the Central Administrative Court for the Black Case No. 1466/2561 (Red Case No. 2104/2561) to appoint a person as an ITV Arbitrator. This was a result of the Arbitration Institute ordering the PMO to file a petition to the court with jurisdiction (Central Administrative Court) to request ITV to appoint an arbitrator. However, the Company did not agree with this order, and therefore, proceeded as follows;

- 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.

Progress of the Case in 2019. On September 25, 2019, the Supreme Administrative Court reversed the order of the Central Administrative Court to appoint a person as ITV arbitrator for the Black Case No. 1466/2561 (Red Case No. 2104/2561), based on the reasoning that the Red Case No. 1/2550 is not a dispute that can be legally submitted to an arbitral tribunal, and therefore, there is no basis to which the Administrative Court can request an order to set up an arbitrator as well. Later on October 8, 2019, the Arbitration Institute issued an order to strike out of the Case-List. This case has ended.

2) *Case at the Central Administrative Court, Undecided Case No. 620/2559*

Background It was a consequential case from the Black Case No. 46/2550 (the Red Case No.1/2559), Re: Illegal Termination of Agreement, that the arbitral tribunal had rendered the award on January 14, 2016. It was summarized that the PMO illegally terminated the operating agreement and is required to pay compensation to ITV at the 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 both had the obligation to make the payment in the same amount to each other which can be the set-off, ITV and PMO had no debt to pay to each other.

Subsequently, on April 29, 2016, PMO filed a request to the Central Administrative Court which was the Black Case No. 620/2559, in order to revoke the final judgment of the arbitral tribunal for the Black case No. 46/2550 (the Red Case No.1/2559). On May 9, 2017, the Company filed the defense statement to the

Central Administrative Court. On September 21, 2017, PMO files an objection to the Company's defense statement to the Central Administrative Court. On February 5, 2018, the Company filed an additional defense statement to the Central Administrative Court.

Progress of the Case in 2019. Currently, the case is still being considered by the Central Administrative Court.

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

**Item No. 7.2 Company's operating results for the year 2019 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, 2019 to the Shareholders' Meeting. Mr. Supoch Vathitphund reported that the Company's operating results for the year 2019 were provided in the Annual Report of the Company.

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

**Item No. 8 To consider other matters (If any)**

The Chairman asked if there were any shareholders proposing other matters for consideration, but none of the shareholders raised any matters for consideration. The Chairman then gave the shareholders the opportunity to ask questions. In the meeting, the shareholders asked the following questions;

Name	Recommendations / Inquiries / Statements
Mr. Supas Larpkriengkrai, a shareholder attending in person	1. Presently, what kind of work does the Company conduct which has been able to produce a profit and recover from past losses? 2. The Company used to own property in the Don Muang area, which is currently the location of Channel 11. Please if it has been sold or not. 3. How much assets do the Company currently have?
Mr. Somkid Wangcherdchuwong, Chairman of the Board of Directors	1. From Mr. Somboon's report, Director of the Board of Directors, in Agenda Item No. 2, Re: Financial Statements, it can be seen that the Company invests through private funds managed by Kasikorn AMC and MFC AMC, which has always been profitable. 2. The Company does not own any property in the Don Muang area, as inquired.
Mr. Somboon Wongwanich, Director	3. The Company has total assets of 1,256.4 million baht, the main assets of which are current investments managed by Kasikorn AMC and MFC AMC. In 2019, the Company has received a return from such investments in the amount of 28 million baht, resulting in profits that the Company has to pay taxes. The Company has increased assets every year since the incident in 2007.
A Minor Shareholder	Was the ITV station originally owned by ITV or was it rented?



Name	Recommendations / Inquiries / Statements
Mr. Somkid Wangcherdchuwong, Chairman of the Board of Directors	The office of the Company and the ITV station was originally rented at Shinawatra Building 3 , and is not owned by the Company.
Minor Shareholder	Can the Company's shares be traded on the stock exchange?
Mr. Somkid Wangcherdchuwong, Chairman of the Board of Directors	The Company's shares can be traded on the stock market, but must first proceed to resolve the accumulated loss. Currently, the Company has no business operations that can clear the accumulated loss that has previously been established. Therefore, it must be acknowledged that the opportunity for the Company's stocks to return to trading in the stock market is not an easy task.
Minor Shareholder	Has the lawsuit against the PMO been cleared?
Mr. Somkid Wangcherdchuwong, Chairman of the Board of Directors	The lawsuit is not yet been finalized. After the case was settled by the Arbitral Tribunal, the PMO has continually submitted the case to the Central Administrative Court.

As there were no other issues proposed to the Meeting for consideration, the Chairman of the Meeting expressed his appreciation to all of the shareholders attending the meeting. The meeting was adjourned at 15.00 hrs.

-signature-

\_\_\_\_\_  
(Mr. Somkid Wangcherdchuwong)  
Chairman of the Meeting

-signature-

\_\_\_\_\_  
(Mrs. Patchmon Arunruangsirilert)  
Minute Taker

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



**Responses to shareholders' questions and recommendations, submitted by mail.**

**Mr. Sriroj Anutaraset, inquired whether ITV shareholders will be able to resume trading shares or not, as they have suffered losses for a considerable number of years. What are the Company's guidelines on this issue?**

**Answer:** The Company's shares may be traded on the stock market again, if the Company must first proceed to resolve the accumulated loss, an issue which the Company has not been able to resolve yet.

For the Company to be able to resume its business and have the opportunity for its shares to be traded in the stock market again, the Company must invest in a business which is able to generate income and meet the legal qualifications as required by the Stock Exchange of Thailand, to which the Company has constantly studied the law and guidelines all along. In 2016, the Company had hired Phatra AMC, an investment advisor, to recruit the target companies and explore opportunities to negotiate joint investments. However, it appears that the Company did not receive much attention from the targeted companies as it still has pending lawsuits against the PMO, and limited status which the Company cannot give any cooperation or benefit for the target companies' business expansion. Thus, it is not an easy task for the Company's shares to be reinstated for trading in the stock market.

**Mr. Pattarapong Ketthong asks the company to create the company's portfolio through Youtube without much investment.**

**Answer:** Presently, the Company does not have the necessary resources and personnel to operate. Starting of a new business venture based on the unavailability of the necessary resources will see increased risks for the Company and its shareholders, instead of an opportunity to increase returns.

<b>Information on auditors' profile for the year 2021</b>
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**1. Dr. Suphamit Techamontrikul (CPA No. 3356)**

**Current position** • Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

**Academic Qualification/ Professional affiliations**

- D.B.A., The Joint Doctoral Program in Business Administration, Chulalongkorn University, Thailand
- M.B.A.; Middle Tennessee State University, U.S.A.
- M.S. (Accounting); Middle Tennessee State University, U.S.A.
- B.Acc., Chulalongkorn University, Thailand
- Certified Public Accountant (CPA), Thailand
- Certified Internal Auditor (CIA)
- Certified Risk Management Assurance (CRMA)
- Certified Public Accountant, Thailand
- Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand

**Experiences**

- Committee of Accounting Standard Setting Body, the Federation of Accounting Professions
- Committee of Accounting Standard Setting in Comptroller General's Department, the Ministry of Finance
- Committee of Internal Audit System Development in Comptroller General's Department, the Ministry of Finance
- Sub-Committee of the Ethics Code Setting, the Federation of Accounting Professions

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

**Current position** • Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

**Academic Qualification/ Professional affiliations**

- Master of Accountancy, Chulalongkorn University
- Master of Management, Mahidol University
- Bachelor of Accountancy (Honors), Bangkok University
- Certified Public Accountant, Thailand
- Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand
- Member, Federation of Accounting Professions (FAP), Thailand
- Audit Development leader

**Experiences**

- Guest speaker of the Federal Accounting Professions at Thai government institutions
- Subsidiary Committee of the Accounting Standard Setting Body, Federation of Accounting Professions (FAP), Thailand during 2012 – 2013

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

**Current position** • Audit Partner, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

**Academic Qualification/ Professional affiliations**

- D.B.A., The Joint Doctoral Program in Business Administration, Chulalongkorn University, Thailand
- Master of Accountancy, Chulalongkorn University
- Advanced Certificate Course: Public Administration and Law for Executives, King Prajadhipok's Institute
- Bachelor of Accountancy, Bangkok University
- Certified Public Accountant, Thailand
- Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand
- Member, Federation of Accounting Professions (FAP), Thailand

**Experiences**

- Guest speaker of the Federal Accounting Professions
- Committee of Accounting Standard Setting Body, the Federation of Accounting Professions
- Chairman of the Working Group for TFRS 1 First-time Adoption of International Financial Reporting Standards, Federation of Accounting Professions in Thailand.

**4. Ms. Kornthong Luangvilai (CPA No. 7210)**

**Current position**      •    Audit Partner

**Academic  
Qualification/  
Professional  
affiliations**

- Master of Accountancy, Thammasart University
- Bachelor of Accountancy, the University of the Thai Chamber of Commerce
- Bachelor of Law, Thammasart University
- Certified Public Accountant, Thailand
- Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand

**Experiences**

- Member, Federation of Accounting Professions, Thailand
- Subsidiary committee for studying the adoption of Thai Financing Reporting Standard for Non-Publicly Accountable Entities, Federation of Accounting Professions, Thailand
- Lecturer of internal training in the company



**Procedures for the identity verification and attending the 2021 Annual General Meeting of Shareholder (E-AGM)**

**Any shareholder and proxy who wishes to attend the E-AGM be advised to proceed the identity verification as soon as you received this invitation letter but not later than April 5, 2021 so that the identify verification could be successful before the meeting.**

**1. Preparation of Identity verification**

1.1 In order to attend the E-AGM, every shareholder or proxy must have a smartphone or tablet using IOS 13 or Android 7 (or above) software with a quality internet connectivity.






- **Natural Person** Every meeting attendee (except the Company’s independent directors appointed as proxies) must have their identity verified via the mobile application “IR PLUS AGM”, as specified in Clauses 2, 3 & 4 below (as the case may be).
- **Juristic Person** Please complete and sign the relevant proxy form and send it to the Company, along with the specified supporting documents. Every nominated proxy who is not one of the Company’s independent directors must contact the Company by April 5, 2021 (between 9 a.m. and 5 p.m. Mondays to Fridays, except public holidays) to have his or her identity verified by an officer of the Company and permission granted to attend the E-AGM. (All the details can be found in Clause 1.2 of Enclosure 4: “Explanation regarding the information and proof for identity verification, proxies, registration, and vote casting procedure for the shareholders’ meeting via electronic media (E-AGM).”)

1.2 **Natural persons who wish to appoint a proxy:** Please complete and sign the relevant proxy form and make a photocopy of your ID card or passport information page, which must be signed by you to certify that it is a true copy, along with a copy of your proxy’s identification signed by him or her.

After the identity verification process via the mobile application has been completed, **please mail the abovementioned documents to the Company by April 5, 2021. Shareholders residing in Thailand can use the stamped addressed envelope enclosed with the invitation letter (no P.O. stamps required) .**

**\*The proxy documentation must reach the Company by April 5, 2021 otherwise you may not be able to register for attending E-AGM on the meeting date. \***

1.3 **Please download and install the mobile application ‘IR PLUS AGM’ by scanning QR CODE below or searching for it in “App Store”or “Play Store”.** (This document only provides a brief outline of the procedure, more details can be found in the Manual of Mobile Application IR PLUS AGM for more details.)

 <p><b>‘IR PLUS AGM’</b></p>		<p><b>Manual of Mobile Application IR PLUS AGM</b></p>	
<u>iOS</u>	<u>Android</u>	<u>THAI</u>	<u>ENGLISH</u>
			

Should you have any questions or encounter any difficulties, please call (+66) (0)2 022 6200 ext. 611 or 614, between 9 a.m. and 5.30 p.m. (Bangkok time) Mondays to Fridays (except public holidays), or email: [nittayap@irplus.in.th](mailto:nittayap@irplus.in.th)

**2. Shareholder’s Identity verification via ‘IR PLUS AGM’**

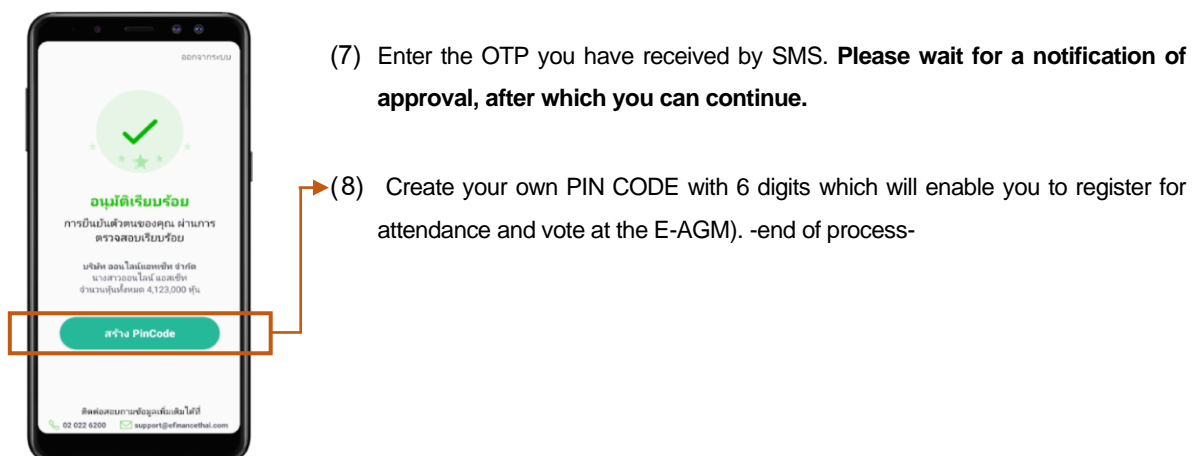
Any shareholder who wishes to appoint a proxy who is not one of the Company’s independent directors and will process everything on behalf of the shareholder should go straight to Clause 4. Shareholders who wish to attend the E-AGM should follow the procedure described below.

**Identity verification: please have your ID card or passport information page ready to photograph and upload**

- (1) Log on in one of two ways: scan the BARCODE of your shareholder’s registration number on the registration form; or find “ITV Public Company Limited” and enter your Thai mobile phone number.
- (2) Enter “Share Holder” into the application.



- (3) Read and accept the terms and conditions.
- (4) Enter your personal identification and contact details: ID/passport number, Thai mobile phone number, and email address.
- (5) Photograph your ID card or passport information page and upload it.
- (6) Photograph yourself while holding your ID card or passport information page towards the camera and upload it.



After the identification process has been completed, any shareholder who wishes to appoint one of the Company’s independent directors or another person as a proxy to attend the E-AGM and vote on his or her behalf should follow the instructions in **Clause 3 “Appointment of a proxy processed by a shareholder via ‘IR PLUS AGM’ ” below.**

**3. Appointment of a proxy processed by a shareholder via 'IR PLUS AGM' (after the shareholder's identity has been verified as specified in Clause 2)**

Please prepare the following information in order to process the appointment:

1. Original signed Proxy Form A or B and a copy of your ID card or passport information page.
2. If the proxy is not one of the Company's independent directors, his or her details must be provided (i.e. title, full name, Thai mobile phone number and email address) and entered into the mobile application "IR PLUS AGM". Furthermore, after the shareholder has done this, the proxy must use the same application to complete his or her identity verification process before the E-AGM date.

**How to appoint a proxy via the mobile application**

- |        |   |
|--------|---|
| Step 1 | Log in to the application "IR PLUS "AGM" and select "Proxy" menu  |
| Step 2 | Select "Appoint independent director" or "other proxy"  |
| Step 3 | Read and accept the terms and conditions, then press "Next"   |
| Step 4 | Select either Proxy Form A or Proxy Form B  |
| Step 5 | Select the name of the independent director you wish to appoint or enter the details of another person (as requested) |
| Step 6 | Photograph the signed proxy form, then upload the picture (as instructed).  |
| Step 7 | Enter your PIN CODE to confirm the proxy appointment. / - End of process -  |

**How a proxy can process his or her identify verification**

***The proxy should make a photocopy of his or her ID card or passport information page, which he or she must sign to certify that it is a true copy.***

After the proxy has received an email notification to begin the identification process, he or she should open the mobile application "IR PLUS AGM" and proceed as follows:

- (1) find "ITV Public Company Limited", select the menu "**Proxy Holder**", and enter his or her mobile phone number that has already been entered by the shareholder.



**Remark:** The ITV logo will appear after selecting the Company's name.

- "Proxy Holder"
- "ITV Public Company Limited"
- mobile phone no. of the Proxy

- (2) Read and accept the terms and conditions.
- (3) Photograph the signed copy of his or her ID card or passport information page to upload.
- (4) Enter the OTP he or she has received by SMS, and **wait for a notification of approval before continuing.**

- (5) Create a PIN CODE with 6 digits (which will enable him or her to register for attendance and vote at the E-AGM). / -End of process-

**\*Please mail the original signed proxy documentation to the Company as specified in Clause 1.2.\***

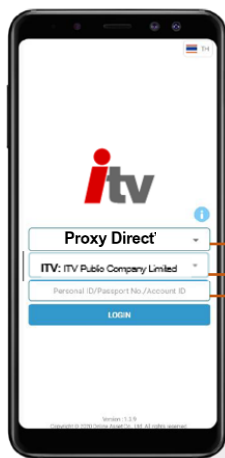
#### 4. Proxy appointment by the appointed proxy on behalf of the shareholder

The appointed proxy must have all the following documentation ready to photograph and upload:

1. Proxy Form A or B which has been signed by the shareholder
2. A copy of the shareholder's ID card or passport information page, which has been signed by the shareholder to certify that it is a true copy
3. A copy of the proxy's ID card or passport information page, which has been signed by the proxy to certify that it is a true copy

#### How a nominated proxy can appoint him- or herself:

Step 1 Log in to the application 'IR PLUS AGM' and find "ITV Public Company Limited" followed by selecting the menu "**Proxy Direct**", then enter the shareholder's ID card or passport number.



*Remark: The ITV logo will appear after selecting the Company's name.*

→ "Proxy Direct"

→ "ITV Public Company Limited"

→ enter the shareholder's ID card or passport number

Step 2 Read and accept the terms and conditions, then press "next"

Step 3 Enter the proxy's personal information (as requested)

Step 4 Photograph the signed copy of the proxy's ID card or passport information page, then upload the picture (as instructed).

Step 5 Photograph the signed copy of the shareholder's ID card or passport information page, then upload the picture (as instructed).

Step 6 Photograph the signed proxy form (every page), then upload the picture (as instructed).

Step 7 Enter the OTP you have received by SMS. **Please wait for a notification of approval, after which you can continue.**

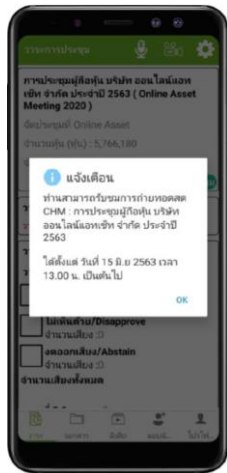
Step 8 Create your own PIN CODE with 6 digits which will enable you to register for attendance and vote at the E-AGM).  
-End of process-

**\* Please mail the original signed proxy documentation to the Company as specified in Clause 1.2.\***

#### 5. Registration to attend the E-AGM on the meeting date

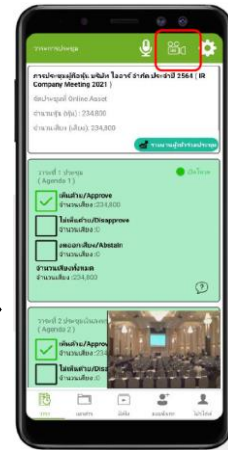
Registration to attend the E-AGM will open at 12.30 p.m. log into the mobile application "IR PLUS AGM". If the registration has not begun, a notification will remind you of the correct time. After the registration opens, you will receive a reminder to enter your details so please press "register."





After registration

- The live broadcast has not yet started; the system will remind you of the meeting date and time.
- If the meeting broadcast does not automatically appear on your screen, please press the icon “Live video”.



**6. Voting Procedure**

- Each item on the agenda will be displayed together with the electronic voting screen.
- The system will open for voting after each item has been considered. Please choose “Agree”, “Disagree” or “Abstain” within the time period announced at the meeting. After this period has elapsed, you will not be able to change your vote. If you do not cast a vote so for whatever reason ( even the internet connection problem), it will be deemed that you agreed with the item and recorded accordingly. (Please read **“Procedures on Casting Votes”** in Item 6 of Enclosure 4 Explanation regarding the information and proof for identity verification, proxies, registration, and vote casting procedure for the shareholders’ meeting via electronic media (E-AGM).”.)
- A proxy who is appointed using Proxy Form B or C, in which the shareholder’s votes have already been indicated and recorded prior to the E-AGM, will see the vote for each item on the agenda on his or her screen as specified in the proxy form.

**7. Asking questions or expressing an opinion at the meeting**

Any shareholder or proxy may ask a question or express an opinion with regard to each item on the agenda via the mobile application or a video call. However, the Company reserves the right to only answer questions on matters that require a vote; a summary of the other matters will be included in the meeting minutes, which will be published on the Company’s website at: [www.itv.co.th](http://www.itv.co.th).

Asking questions via video call

1. Press the icon “Microphone” on your screen and wait for one of the Company’s officers to contact you.
2. Tell the officer your question or the topic on which you would like to express an opinion. You will then be placed in a queue by the officer. If your question or opinion is not related to the item under consideration, you will be asked to re-submit it during the relevant item or in Item No. 8 “Other business”.
3. After you are placed in the queue, please wait for a while. The system control officer will then switch to Chairperson of the meeting and you may ask your question or express your opinion.

**Explanation regarding the information and proof for identity verification, proxies, registration, and vote casting procedure for the shareholders' meeting via electronic media (E-AGM)**

The Company will convene the 2021 Annual General Meeting of Shareholders through electronic media (the "E-AGM"), using the mobile application "IR PLUS AGM", on Thursday April 8, 2021 at 2.00 p.m. In order to attend this meeting, shareholders or their proxies must have a smartphone or tablet to support the application 'IR PLUS AGM' with quality internet connectivity.

To promote transparency and fairness among the shareholders, as well as comply with the law and regulations concerning meetings held via electronic media, the Company will implement the following procedures for the identification of shareholders or their proxies who are eligible to attend the E-AGM and vote.

## **1. Information and proof of identity**

### **1.1 Natural persons**

**Shareholders or their proxies are required to successfully verify their identity via the mobile application "IR PLUS AGM" before registering to attend the E-AGM.** (The details can be found in **Enclosure 3** "Procedures for identity verification and attending the 2021 Annual General Meeting of Shareholders (E-AGM)".)

**The information required for identity verification is detailed below (as the case may be).**

#### 1) Shareholders

- (a) ID card (if non-Thai national, passport information page)
- (b) Thai mobile phone number for receiving a one-time password (OTP) by SMS
- (c) Email address

Any shareholder who would like to appoint a proxy via the mobile application must successfully verify his or her own identity first, then prepare the following information:

- The proxy's personal details, i.e. title, full name, Thai mobile phone number and email address.
- Either *Proxy Form A* or *Proxy Form B*, duly completed and signed by the shareholder.
- A copy of the shareholder's ID card or passport information page, which has been signed by the shareholder to certify that it is a true copy.

**If any shareholder finds it inconvenient to use the mobile application by him- or herself but would like to appoint a proxy (who is not one of the Company's independent directors), he or she can assign the proxy to process this appointment through the mobile application on his or her behalf. In which case, please prepare the documents and information as specified in Clause 2.2 below.**

#### 2) Proxies

##### 2.1) A proxy who has received a notification email to process his or her identity verification

- The shareholder's ID card or passport number (for logging into the application "IR PLUS AGM").
- A copy of the proxy's ID card or passport information page, which has been signed by the proxy to certify that it is a true copy (for photographing and uploading into the system).

##### 2.2) A proxy who has been assigned by a shareholder to process the appointment on the latter's behalf

- Either *Proxy Form A* or *Proxy Form B*, duly completed and signed by the shareholder.
- A copy of the shareholder's ID card or passport information page, which has been signed by the shareholder to certify that it is a true copy.
- A copy of the proxy's ID card or passport information page, which has been signed by the proxy to certify that it is a true copy.

## 1.2 Juristic persons

- Please mail the proxy form and all supporting documents specified in Clause 2.2 below to the Company by April 5, 2021 (5 p.m.) at the following address:

The Company Secretary of ITV Plc.  
 SJ Infinite One Business Complex, 30<sup>th</sup> floor  
 349 Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok 10900, Thailand.

- After the proxy documentation has been mailed to the Company, if the proxy is not one of the Company's independent directors, he or she must contact the Company Secretary (Tel: (+66) (0)2-118-6967 / 6936) between 9.00 a.m. and 5.00 p.m. Mondays to Fridays (except public holidays) by April 5, 2021 to verify his or her identity and obtain permission to attend the E-AGM.

PLEASE NOTE that if the Company does not receive the completed proxy form and supporting documents by the specific date, the proxy may not be permitted to attend the E-AGM.

## 2. Proxy Forms

In accordance with a notification issued by the Department of Business Development, the Ministry of Commerce, Re: *Prescription of Proxy Forms (No. 5), B.E. 2550 (2007)*, the Company has prepared three forms, of which *Proxy Form B* (specific voting appointment) can be found in Enclosure 6 for shareholders who cannot attend the E-AGM and wish to appoint one of the Company's independent directors or any other person to attend on their behalf.

If a shareholder requires more copies of Proxy Form A (general appointment), Proxy Form B (for Specific voting appointment), or Proxy Form C (only foreign shareholders recorded in the share register book who have a custodian in Thailand), these can be downloaded from the Company's website at: [www.itv.co.th](http://www.itv.co.th)

### 2.1 Proxies

Any shareholder who is unable to attend the meeting may appoint a proxy as described below.

- Complete **only one of the proxy forms** as follows:
  - General shareholders can select either *Proxy Form A* or *Proxy Form B*.
  - Shareholders listed in the share register book as Foreign Investors (who have appointed a custodian in Thailand to supervise their shares) can select Proxy Form A, Proxy Form B or Proxy Form C.)
- Authorize any person sui juris to attend the E-AGM and vote on your behalf by specifying his or her full name and contact details. Alternatively, a shareholder may authorize one of the Company's independent directors listed below.

The Company's independent directors who may act as proxies

Full name	Position	Age	Contact address	Special interests
Mr. Somboon Wongwanich	Director	53	SJ Infinite One Business Complex, 30 <sup>th</sup> floor, 349 Vibhavadi-Rangsit Road, Chompol, Chatuchak, Bangkok 10900	None
Mr. Wutiporn Diawpanich	Director	68		None

- Affix the 20-baht duty stamp to the proxy form and across the stamp.

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.

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**2.2 Proxy documents to be sent to the Company by April 5, 2021****Natural Persons**

- Either *Proxy Form A* or *Proxy Form B*, duly completed and signed by the shareholder and his or her proxy.
- A copy of the shareholder's ID card or passport information page, which has been signed by the shareholder to certify that it is a true copy.
- A copy of the proxy's ID card or passport information page, which has been signed by the proxy to certify that it is a true copy.

**Juristic Persons**1) **Personal attendance by director(s)**

- Either *Proxy Form A* or *Proxy Form B*, which has been duly completed and signed by the authorized director(s) of the juristic person as the shareholder.
- A copy of a certificate (issued not more than six months before the E-AGM), signed by the authorized director(s) of the juristic person, naming the director(s) who will attend the E-AGM to represent the juristic person.
- Copies of ID cards of the authorized director(s) and director(s) who will attend the E-AGM, or other official identification issued by competent authorities, which have been signed by the respective persons to certify that they are true copies.

2) **Proxies:**

- Either *Proxy Form A* or *Proxy Form B*, which has been duly completed and signed by the authorized director(s) of the juristic person as the shareholder.
- A copy of a certificate (issued not more than six months before the E-AGM), signed by the authorized director(s) of the juristic person, naming the proxy who will attend the E-AGM to represent the juristic person.
- Copies of ID cards of the authorized director(s) and the proxy, or other official identification issued by competent authorities, which have been signed by the respective persons to certify that they are true copies.

3) **Custodians appointed as depositaries by foreign investors**

- 3.1 Custodians must prepare the documents listed under juristic persons in (1) and (2) above using *Proxy Form A*, *Proxy Form B* or *Proxy Form C*.
- 3.2 If the custodian has been authorized to appoint a proxy, he or she must produce the following documents:
  - A power of attorney authorizing him or her to appoint a proxy.
  - Official certification that the signatory is licensed to engage in the custodian business.

If an original document is not written in Thai or English, please attach an English translation that has been duly certified by an authorized representative of that juristic person.

**3. Procedure for meeting registration and attendance**

On the day of the E-AGM, shareholders and their proxies can register for attendance via the mobile application "IR PLUS AGM" from 12.30 p.m. until the meeting ends. The Company reserves the right to allow only shareholders or their proxies who have completed the identity verification process in accordance with its conditions to attend the E-AGM. However, the Company may, at its discretion, permit a proxy who has had a problem with delivering the required documents to register for attendance at the E-AGM as appropriate.

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**4. Vote-casting criteria**

- 1) The votes for each general item on the agenda shall be counted as indicated in Proxy Forms B or C, along with an electronic ballot via the mobile application "IR PLUS AGM" as selected by the shareholders or their proxies who attend the E-AGM. Each share will constitute one vote. Shareholders or their proxies must vote "Agree", "Disagree" or "Abstain", while only custodians will be allowed to split votes.
- 2) Proxies:
  - 2.1) In the case of general appointment, a proxy will have the discretion to vote on each item as he or she considers appropriate.
  - 2.2) In the case of specific voting appointment, the Company will record the vote on each item that has been indicated by the shareholder in the proxy form; therefore, the proxy cannot vote on these items.

For the agenda items to appoint the Company's director(s), it shall comply with Article 14 of the Company's Articles of Association.

**5. Vote-casting procedure**

The Chairperson of the Meeting or one of the Company's officers will explain the vote-casting procedure before the meeting begins. The number of electronic votes cast via the mobile application 'IR PLUS AGM' for each item on the agenda will be added to the number of votes already recorded from the proxy forms.

Shareholders or their proxies must vote within the time period announced in the meeting; if they do not cast a vote during this period so for whatever reason (even the internet connection problem), it will be deemed that they agreed with the item and recorded as such. Votes shall be counted only by shareholders who disagree or abstain so that such votes 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 results will be announced in the meeting and the total number of votes cast for each item on the agenda may vary because some shareholders or their proxies may attend the meeting late or leave early.

The Company will arrange for an inspector (who is an external legal counsel) to examine the vote-casting procedure in order to ensure transparency and compliance with the related laws and the Company's articles of association.

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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.



(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 2.1 2) of Enclosure 4)

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

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

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

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2021 Annual General Meeting of Shareholders on Thursday April 8, 2021 at 2.00 p.m., via electronic media using application 'IR PLUS AGM' or such other date, time, method 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 2020, held on July 31, 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. 2 To consider and approve the financial statements for the year ended December 31, 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. 3 To approve the omission of a dividend payment 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. 4 To consider and approve the appointment of the Company's external auditors and fix the audit fees for the year 2021.  
 (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 2021.  
 (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. Somkid Wangcherdchuwong     Approve                       Disapprove                       Abstain  
2. Mrs. Rattanaporn Nammontri       Approve                       Disapprove                       Abstain
- Item No. 6 To consider and approve the remuneration of the Company's Board of Directors in 2021.  
 (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 2020.
- 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 2020 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 2021 Annual General Meeting of Shareholders on Thursday April 8, 2021 at 2.00 p.m., via electronic media using application 'IR PLUS AGM', or such other date, time, method 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, please enclose the following documents:**

*\*In case of proxy to a Company's independent director, the item 3. is not required\**

1. Proxy Form (duly signed by the shareholder on page 2)
2. A copy of valid ID card/passport of shareholder (duly signed as certified true copy by the holder)
3. A copy of valid ID card/passport of the Proxy (duly signed as certified true copy by the holder)

For domestic postal service, please mail all documents above to the Company in the business reply envelope enclosed with the invitation documents (no P.O. stamp required) by April 5, 2021.



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..... อีเมล .....

มีคำถามที่เกี่ยวกับวาระต่างๆ ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ดังนี้  
would like to ask question(s) in relating to the agenda(s) of AGM for the year 2021 as follows:

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

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

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

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

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

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