



## ITV Public Company Limited

**Invitation to The Annual General Meeting of Shareholders for 2023 via Electronic Media (E-AGM),  
on Wednesday, April 26, 2023 at 2.00 p.m.**

- **Invitation letter for Annual General Meeting of Shareholders for 2023**

- 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 2022, held on April 27, 2022 (*For Item No.1*)

**QR CODE** The Annual Report for 2022 (*For Item Nos. 2, 3, 5, 6, 7.1, and 7.2*)

**Enclosure 2** Information on auditors' profile for the year 2023 (*For Item No. 4*)

- Supporting documents for attending the Annual General Meeting of Shareholders for 2023

**Enclosure 3** Preliminary information on the nominated persons being proposed for directorships (*For Item No. 5*)

**Enclosure 4** Amendments to Articles 23, 31, and 42 of the Company's Articles of Association

**Enclosure 5** Guideline for attending the Annual General Meeting of Shareholders for 2023 via Electronic Media

**Enclosure 6** Profile of the director who acts as a shareholder proxy

**Enclosure 7** 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 21, 2023.*

**Enclosure 8** Explanation regarding the required documents to identify shareholders or their proxies who are eligible to attend the meeting and vote via Electronic Media (E-AGM)

**Enclosure 9** The Company's Articles of Association in relation to the Annual General Meeting of Shareholders

- **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 (for the domestic postal service, no postage stamp required).



(Translation)

Registration No 0107541000042

March 20, 2023

**Subject:** Invitation to the Annual General Meeting of Shareholders for 2023 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 2023 will be held via electronic media ("E-AGM") on **Wednesday April 26, 2023 at 2.00 p.m.** (registration opens at 12.00 noon). The agenda is as follows:

**Item No. 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2022, held on April 27, 2022**

Purpose and Rationale: The Annual General Meeting of Shareholders for 2022 was held on April 27, 2022 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 2022, held on April 27, 2022, 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, 2022**

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, 2022, 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	
	2022	2021	2022	2021
Total assets	1,266	1,271	1,266	1,270
Total liabilities	2,892	2,895	2,892	2,895
Total revenue	21	24	20	23
Profit for the year	9	10	9	10
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 2022, under the *Section "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 dividend payment for the year 2022**

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 7,480,276,245 baht as of December 31, 2022, the Board has proposed that no dividend be declared for the year 2022.

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 2023**

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 KPMG Phoomchai Audit Ltd. (KPMG") as the Company's external auditors for the year 2023:

- |                             |                          |
|-----------------------------|--------------------------|
| 1. Mr. Sakda Kaothanthong   | CPA (Thailand) No. 4628  |
| 2. Mr. Sumate Jangsamsee    | CPA (Thailand) No. 9362  |
| 3. Mr. Udomsak Busaraniphan | CPA (Thailand) No. 10331 |

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.

The Company's audit fees for the year 2023 should be fixed at 430,000 baht. In addition, KPMG has been nominated as the external audit firm for the Company's subsidiary in 2023 and this will be KPMG's second consecutive one-year term (fiscal years 2022-2023).

Unit: bath

	2023 (Proposal)	2022
Audit fee	430,000	430,000

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 2023**

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 2023, the following two directors will retire by rotation:

Directors	Position(s)
1. Ms. Thanyaluk Buathong	Director
2. Mrs. Rattanaporn Nammontri	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 Ms. Thanyaluk Buathong and Mrs. Rattanaorn 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 nominee are shown in *Enclosure 3*.

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 2023**

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 remuneration budget for the Company's directors at not more than 1,200,000 baht. The Company's director(s) shall receive a monthly retainer of 50,000 baht, but there is no meeting fee for board meeting. However, the directors who are the Company's executives and representatives from major shareholders (with shareholding of 10% or more) shall not receive any monthly retainer and meeting fee as members of the Board.

During 2022, the total directors' remuneration was 600,000 baht. The details are shown in the Company's Annual Report for 2022, under *Section 4: "Board Meetings and Directors' Remuneration"* (p.8).

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 consider and approve the amendments to Articles 23, 31, and 42 of the Company's Articles of Association**

Purpose and Rationale: To consider amendments to Articles 23, 31, and 42 of the Company's Articles of Association to align with the amended law as provided in the Public Limited Companies Act (No.4) B.E.2565 (2022)

The Board's opinion: The Board has agreed to submit the amendments to Articles 23, 31, and 42 of the Company's Articles of Association for approval at the Annual General Meeting of Shareholders for approval. The details are shown in *Enclosure 4* and provided below.

Current version	Proposed to amend
<p><b>Article 23.</b> The Meeting of the Board of Directors shall be held at least every three months at the Company's head office or other venues.</p> <p>The Chairman of the Board is entitled to convene the meeting at any time as appropriate. In case of necessity, at least two of the directors may request the Chairman of the Board to convene the meeting in which the Chairman of the Board shall fix the meeting date and convene the meeting within 14 days from the date which he receives such request.</p> <p>In summoning for a Meeting of the Board of Directors, the Chairman or the person assigned by him shall submit notices of the meeting to the directors not less than 7 days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, the summons for a meeting may be made by other methods and the date of the meeting may be fixed sooner.</p>	<p><b>Article 23.</b> The Meeting of the Board of Directors shall be held at least <b>once in</b> every three months at the Company's head office or other venues.</p> <p>The Chairman of the Board is entitled to convene the meeting at any time as appropriate. In case of necessity, at least two of the directors may request the Chairman of the Board to convene the meeting in which the Chairman of the Board shall fix the meeting date and convene the meeting within 14 days from the date which he receives such request. <b>If the chairman does not call and fix the meeting date as the directors' request, such directors may jointly call and fix the meeting date to consider the requested matters within 14 days after the end of the period described.</b></p> <p><b>In case there is no Chairman of the Board, a Vice Chairman of the Board shall be the person who summons the meeting; in case there is also no Vice Chairman, two directors may jointly summon the meeting.</b></p> <p>In summoning for a Meeting of the Board of Directors, the Chairman or the person assigned by him shall submit notices of the meeting to the directors <del>not less than 7 days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, the summons for a meeting may be made by other methods and the date of the meeting may be fixed sooner</del> <b>in accordance with the criteria and method as provided by laws.</b></p>
<p><b>Article 31.</b> In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting, and the subject matter to be submitted to the meeting together with reasonable details and clarifying each matter what for acknowledgment, approval, or consideration, as well as the Board's opinion and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days before the meeting. Besides, the notice of the meeting shall also be announced in a newspaper not less than 3 days before the meeting.</p>	<p><b>Article 31.</b> In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting, and the subject matter to be submitted to the meeting together with reasonable details and clarifying each matter what for acknowledgment, approval, or consideration, as well as the Board's opinion and shall deliver the same to the shareholders and the Registrar for reference <del>not less than 7 days before the meeting.</del> Besides, the notice of the meeting shall also be announced in <del>a newspaper not less than 3 days before the meeting</del> <b>accordance with the criteria, period, and method as provided by laws.</b></p>
<p><b>Article 42.</b> No dividends shall be paid otherwise than out of profits. The profit after the payment of the dividend shall be allocated to reserve funds as the Board of Directors deems appropriate.</p>	<p><b>Article 42.</b> No dividends shall be paid otherwise than out of profits. The profit after the payment of the dividend shall be allocated to reserve funds as the Board of Directors deems appropriate.</p>

Current version	Proposed to amend
<p>The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting after the payment of such dividend.</p> <p>Payment of dividends shall be made within one month from the date the resolution is passed by the meeting shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be sent to shareholders and announced in a newspaper.</p>	<p>The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting after the payment of such dividend.</p> <p>Payment of dividends shall be made within one month from the date the resolution is passed by the meeting shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be sent to shareholders and announced in <del>a newspaper</del> <b>accordance with the criteria and method as provided by laws.</b></p>

To accommodate the registration of the amendment to be completed and successful, the Board of Directors' meeting then recommended the shareholders' meeting to empower any one of the Company's authorized directors to undertake any necessary actions, including to have authorization amending the Company's Articles of Association and registration documents for the case that the public limited company registrar and/or regulatory authority has an order and/or advice to amend such registration documents, in order to comply with those order and/or advice without significant effect to the amendment of the Company's Articles of Association as approved.

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

**Item No. 8 To acknowledge the Company's operating results in the year 2022**

**8.1 The proceeding of the dispute between the Company and the Prime Minister's Office**

Purpose and Rationale: The Company has summarized the progress of its dispute with the PMO during the year 2022, as shown in the Company's Annual Report for 2022, under *Section 5: "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 2022.

**8.2 The Company's operating results for the year 2022 as disclosed in the annual report**

Purpose and Rationale: The Company has summarized its operating results in 2022, along with the significant changes that occurred during the year, in the Annual Report for 2022.

The Board's Opinion: The Board has agreed to present the report on the Company's operating results in 2022 in the Annual Report for 2022.

**Item No. 9 Other business (if any)**

The Company's share registration book will be closed on April 7, 2023 until the shareholders' meeting has finished. All the shareholders are invited to attend the Annual General Meeting of Shareholders for 2023 via electronic media on the date and at the time stated above.

The registration and voting procedures will be undertaken electronically-please refer to *Enclosure 5* for the related instructions. A representative from a law firm will be invited to observe the meeting and inspect the voting process in order to ensure compliance with the laws and regulations related to meetings held via electronic media.

Any shareholder who wishes to appoint the Company's director as shown in *Enclosure 6* as a proxy to vote on his or her behalf at the meeting can download either *Proxy Form A* (general appointment), *Proxy Form B* (specific voting appointment) (*Enclosure 7*) 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 completed proxy form, along with the supporting documents as listed in *Enclosure 8*, to the Company by April 21, 2023.

Yours faithfully,

-Signature-

Mr. Kim Siritaweechai  
Chairman of the Board of Directors  
ITV Public Company Limited

Company Secretary of ITV Plc.

No. 87 M. Thai Tower, 27<sup>th</sup> floor, Wireless Road, Lumpini, Pratumwan, Bangkok 10330, Thailand.

Tel: (+66) (0)2-118-6965

*Note: All the shareholders can access the notice of the Annual General Meeting of Shareholders for 2023 and all the related documents through the Company's website ([www.itv.co.th](http://www.itv.co.th)) from April 3, 2023 onwards.*

-Translation-

**Minutes of the Annual General Meeting for Shareholders for 2022****ITV Public Company Limited****Registration No. 0107541000042****Wednesday, April 27, 2022, at 14.00 hrs.****via electronic media under the Emergency Decree regarding Electronic Meetings B.E. 2563**

ITV Public Company Limited ("the Company") closed its share register on April 7, 2022 to determine the right to attend and vote in the meeting. There were 9,503 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. Kim	Siritaweechai	Chairman of the Board of Directors
2. Mr. Jitchai	Musikabutr	Director
3. Mr. Metho	Piamthipmanus	Director
4. Ms. Thanyaluk	Buathong	Director
5. Dr. Rattanaporn	Nammontri	Director

**External Auditor, present at the Meeting**

Ms. Apichaya Saengpikul, representatives from Deloitte Touche Tohmatsu Jaiyos Company Limited.

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

Ms. Pratumporn Somboonpoonpol, Legal Advisor from Weerawong, Chinnavat & Partners Limited.

**Meeting Moderator**

Mr. Jittipong Chaempricha, Attorney and Legal Advisor from Weerawong, Chinnavat & Partners Limited.

**Preliminary Notification by the Meeting Moderator**

The organizing of the Annual General Meeting of Shareholders for the year 2022 was being held via electronic media (E-AGM). Inventech System (Thailand) Co., Ltd. had been engaged to provide meeting solutions. This meeting solution had been passed the self-assessment to conform with the Ministry of Digital and Economy's announcement re: the standards stipulated in the Emergency Decree Governing E-Meetings, B.E. 2563 and the announcement of the Ministry of Digital Economy and Society re: Standard of Security and Safety of E-Meetings, B.E. 2563. It then had been declared by the Electronic Transactions Development Agency.

The shareholders and proxies passing their identity verification process would receive their username and password for the E-AGM registration, voting, asking questions, and expressing opinions via electronic media. The Company would collect log files of all attendees' electronic traffic e.g., first name, last name, username, telephone number, shareholder registration number, Company shareholding details, proxies' information and supporting documents, voting details, date and time of registration, and log out, etc. The Company would also make video and audio recordings of the meeting as required by law.

After the shareholders and proxied registered the E-AGM with their username and password, their shares would be counted as a quorum. In case of logging out before the end of the voting period, their attendance and vote would not be counted for that particular item. However, they would still be able to log in again and vote on the remaining items.



### Vote-casting Procedure

- 1) The agenda would be proposed item by item as specified in the invitation letter. Before voting on each item, the Company would present the information and the shareholders or proxies would be allowed to ask question or express opinions. After the vote counting, the Company would inform the vote result to the meeting.
- 2) Each shareholder was entitled to one vote for each share that he or she holds. The shareholder who wishes to vote would vote through Inventech Connect system. Shareholder who attends the E-AGM with smartphone or tablet, he or she would access the voting system by pressing the link in chat box and shareholder who attends the E-AGM with computer, he or she would press the "Continue" key in the "Multimedia Viewer" function which located at right hand side and insert his or her username and password as received by email to notify the approval of meeting attendance request, or verify identity by OTP request and press the "register" key, and then, select the agenda item that he or she wishes to vote.
- 3) Shareholders can vote on each agenda either to agree, disagree, or to abstain. The electronic voting system would display the order keys "Agree", "Disagree", "Abstain", and "cancel the latest vote" and would have one minute to vote for each agenda. Shareholders would see the countdown timer on his or her screen and be able to change their vote until the end of such specified time.
- 4) If any agenda is not voted or the latest vote was cancelled without any replacing within the specified time for any reason, including disruptions in the internet connection of the attendees, it would be deemed to vote as "Approve".
- 5) In calculating the votes, the Company will take into account the votes that disagree and abstentions and subtract it from the total votes present at the meeting.
- 6) In counting the votes on every agenda, the Company would consider the majority vote of the shareholders who attend the meeting and vote, with the exception of Agenda Item 6, which is with regards to approving the remuneration of directors. The Company will consider a vote of not less than two-thirds of the total number of shareholders' votes who attend the meeting.
- 7) The number of shareholders' votes recorded might vary in each agenda item because there might be some shareholders or proxies additionally logged in or logged out during the meeting.
- 8) In the case where shareholder assigned a proxy with specified vote in advance, the Company would record the shareholders' votes and count the votes according to the wishes of the shareholders. Proxies would not be allowed to vote against the wishes of the shareholders.
- 9) If shareholders or proxies faced any problem to access the electronic meeting or electronic voting systems, please study and follow the guideline and instructions as enclosed to the invitation letter or contact the call center service staff by telephone at 02 9319133.
- 10) In case of the system was down, shareholders would receive an email with a link to return the electronic meeting by the provider's backup system.

### How to ask questions or express opinions at the Meeting

Shareholders or proxies could ask their questions or express their opinion through Inventech Connect system with 2 channels i.e.,

1. Via Q&A chat box: please click "ask a question" on menu, select the agenda item that you wish to participate, type questions or express opinion, and click send.
2. Via video Conference: please select the agenda item that you wish to participate, click "get queue ask a question via video" button. The shareholders should turn on their camera and

microphone. Once he or she received the sign for asking question, he or she must inform his or her name, surname, and status either being shareholder or a proxy before asking question so that the Company was be able to accurately record into the Minutes of the meeting.

However, due to the necessity to control time and maintain order in the meeting, the Company reserves the right to cut short the video conference as well as the rights to respond to questions to relate with the agenda items that are open for voting. Other questions would be summarized and answered in the attachments to the minutes which would be published on the Company's website accordingly.

Thereafter, the meeting moderator informed the meeting that there were 46 shareholders attending the meeting in person or through their appointed proxies, representing a total of 688,164,822 shares, or equivalent to 57.0287 percent of the total paid-up shares of the Company at 1,206,697,400 shares of the Company which was the number not 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 2022, to consider various matters according to the agenda.

### **Preliminary Proceedings**

Mr. Kim Siritaweechai, the Chairman of the Board, presided over the meeting ("the 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 2021, held on April 8, 2021**

The Chairman proposed the meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2021, held on April 8, 2021, which the Board of Directors considered that the minutes of the meeting had been correctly recorded as Enclosure 1 attached to the invitation letter of the Annual General Meeting of Shareholders for 2022 (full version). After scanning QR code as appeared in the invitation letter sent to all shareholders (brief version), shareholders could read the invitation letter in full version and its enclosures, including the Minutes of the Annual General Meeting of Shareholder for 2021.

The Chairman gave the shareholders an opportunity to inquire about the Minutes of the Annual General Meeting of Shareholders for 2021, held on April 8, 2021, but none of shareholders raise any inquiries. . The Chairman, therefore, requested the meeting to adopt the Minutes of the Annual General Meeting of Shareholders for 2021. 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 2021, held on April 8, 2021, 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>Percentage of the total shares held by shareholders who attending the meeting</b>
Approve	685,056,620	99.9768
Disapprove	158,902	0.0231
Abstained	2,969,300	-
Invalid Ballots	-	-

**Item No. 2      To consider and approve the financial statements for the year ended December 31, 2021**

The Chairman assigned Mr. Metho Piamthipmanus, the Director, to present the financial statements for the year ended December 31, 2021 for the Meeting's consideration, in which Mr. Metho presented to the Meeting as follows:

In order to comply with Section 112 of the Public Limited Companies Act, B.E. 2535 which provides that the Company is required to prepare a balance sheet and a profit or loss account at the end of each fiscal year, which are then audited by an external auditor and propose them to the Meeting for approval. Accordingly, the Board of Directors then agreed to propose the Shareholders' meeting to approve the Company's financial statements for the year ended December 31, 2021 which had been audited and signed by the appointed external auditor from Deloitte Touche Tohmatsu Jaiyos Company Limited. These statements had received a disclaimer of opinion for the auditor due to the significant of the disputes between the Company and the Office of the Permanent Secretary of the Office of the Prime Minister ("PMO"), which is in the process of the Supreme Administrative Court. This is the 16th consecutive years of the disclaimer of opinion on the Company financial statements. The summary of financial statements are as follows.

Statement of Profit or Loss

In 2021, the Company net profit is approximately THB 10 million, an increase by THB 2 million from THB 8 million in 2020. This was mainly from the decrease of legal advisory and attorney fees, THB 9 million, that were paid in 2020 after the Central Administrative Court had ruling to dismiss the case submitted by the PMO. Although, the revenue in 2021 dropped by THB 5 million, resulted from the return of investment and interest income, followed the decline of domestic bond market. In 2021, the return was 1.22%, higher than the benchmark of 1.18%, but lower than last year at 2.48%.

Statement of Financial Position

As of 31 December 2021, the Company had total asset of approximately THB 1,270 million, slightly increased from the end of 2020. The asset was mainly other current financial assets, of which were investment in bond through private funds, managed by two fund managers. During 2021, the Company withdrew THB 16 million for its operation.

The Company had total liability of THB 2,895 million, a slight decrease from the end of 2020, The main liability was provision for unpaid operating agreement fee and interest in accordance with the arbitral award. The equity was negative at approximately THB 1,624 million, a slight decrease from the end of 2020.

The Company's financial statements for the year ended December 31, 2022 was disclosed in the Company's annual report year 2021

The Chairman gave the shareholders an opportunity to inquire about the financial statements for the year 2021 ending December 31, 2021, but none of the shareholders raise any inquiries. The Chairman, therefore, requested the meeting to consider and approve the financial statements for the year 2021 ending December 31, 2021. This agenda item 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 2021 financial statements for the year ending December 31, 2021, 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>Percentage of the total shares held by shareholders who attending the meeting</b>
Approved	684,461,420	99.8899
Disapproved	754,102	0.1100
Abstained	2,969,300	-
Invalid Ballots	-	-

**Item No. 3 To approve the omission of dividend payments for the operating results of the year 2021**

The Chairman assigned Mr. Metho Piamthipmanus, the Director, to present for the Meeting's consideration, in which Mr. Metho presented to the Meeting as follows:

According to the Board of Directors' Meeting No. 1/2022, passed a resolution agreeing that the Company deemed it appropriate to suspend the dividend payout for 2021 since the Company's financial statements for the year ending December 31, 2021 had retained a loss of 7,488,800,690 baht. Pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 42 of the Company's Articles of Association, they stated that dividends shall not be paid other than out of profits. With the reason that the Company had recorded a loss, the Company then would be prohibited to pay any dividend. Thus, it was proposed to the Meeting to approve the omission of dividend payments to the shareholders for the operating results of the year 2021.

The Chairman gave the shareholders an opportunity to inquire about the omission of dividend payments for operating results of the year 2021, but none of the shareholders raise any inquiries. The Chairman, therefore, requested the Meeting to consider and approve the omission of dividend payment for the Company's operating results for the year 2021. This agenda item 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 suspension of dividend payments for the operating results of the year 2021 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>Percentage of the total shares held by shareholders who attending the meeting</b>
Approved	684,371,420	99.8768
Disapproved	844,102	0.1231
Abstained	2,979,300	-
Invalid Ballots	-	-

**Item No. 4 To consider and approve the appointment of the Company's external auditors and determine the Audit fees for the year 2022**

The Chairman assigned Mr. Metho Piamthipmanus, the Director, to present for the Meeting's consideration, in which Mr. Metho presented to the Meeting as follows:

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 external auditors and determine the annual Audit fees. The board of Directors agreed to propose the Shareholders' meeting to consider and approve the appointment of the following auditors from KPMG Phoomchai Audit Limited ("KPMG"), as the Company's external auditor for the year 2022;

- |                             |                          |
|-----------------------------|--------------------------|
| 1. Mr. Sakda Kaothanthong   | CPA (Thailand) No. 4628  |
| 2. Mr. Sumate Jangsamsee    | CPA (Thailand) No. 9362  |
| 3. Ms. Udomsak Busaraniphan | CPA (Thailand) No. 10331 |

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

KPMG and the proposed auditors are independent and have no conflicts of interest with the Company, its subsidiary, executives, the major shareholders, or related parties of such persons.

In addition, the Company's audit fees for the year 2022 should be fixed at 430,000 baht. This amount was lower than the audit fees for the year 2021 which was at 480,000 baht.

Therefore, the Meeting was required to consider and approve the appointment of the Company's external auditor and determination of the audit fee for the year 2022 as presented.

The Chairman gave the shareholders an opportunity to inquire about the appointment of Company's external auditors and determination of the audit fee for the year 2022, but none of the shareholders raise any inquiries. The Chairman then requested the Meeting to consider and approve the appointment of auditors and determination of the audit fee for the year 2022. 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 determination of the audit fee for the year 2022 by a majority vote of the shareholders attending the meeting and casting their votes as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the total shares held by shareholders who attending the meeting
Approved	685,036,620	99.9724
Disapproved	188,902	0.0275
Abstained	2,969,300	-
Invalid Ballots	-	-

**Item No. 5 To consider and approve the appointment of directors to replace those who will retire by rotation in the year 2022.**

The Chairman presented to the Meeting that, in accordance to Section 71 of the Public Limited Companies Act, B.E.2535 and Article 15 of the Company's Articles of Association, they provided that one-third of the total number of the directors must retire on the date of each Annual General Shareholders' Meeting. If their number is not a multiple of three, then the number nearest to one-third must retire. However, the retired directors are eligible to be reappointed to assume the same position for another term of office.

At the present, the Company consists of 5 directors, therefore, at the Annual General Meeting of Shareholders for 2022, there were 2 directors who must retire by rotation namely Mr. Jitchai Musikabutr and Mr. Metho Piamthipmanus.

The Board of Directors opined that the retired directors' qualifications, educational background and competency were suitable, and their experience would be useful for the Company, then agreed to propose to the Shareholders' meeting to approve the reappoint the retired directors to assume the same position for another term of office.

Each director's personal details including age, shareholding proportion, educational background, work experience, and Boards' Meeting attendance record were shown in the page 3 to 8 of the Company's annual report for 2021.

The Chairman gave the shareholders an opportunity to inquire about the appointment of directors to replace those who will retire by rotation in the year 2022, 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 must retire by rotation to assume the same position for another term of office. This agenda must be approved by a majority of the shareholder attending the meeting and casting their votes, as follows;

- (1) To propose the Meeting to consider and approve the reappointment of **Mr. Jitchai Musikabutr** to assume the same position for another term of office

**Resolution**

The Meeting considered and resolved to approve the reappointment of **Mr. Jitchai Musikabutr** to be reinstated as the Company's Director for another term of office, 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>Percentage of the total shares held by shareholders who attending the meeting</b>
Approved	684,856,620	99.9768
Disapproved	158,902	0.0231
Abstained	3,169,300	-
Invalid Ballots	10,000	-



- (2) To propose the Meeting to consider and approve the reappointment of **Mr. Metho Piamthipmanus** to assume the same position for another term of office

**Resolution** The Meeting considered and resolved to approve the reappointment of **Mr. Metho Piamthipmanus** to be reinstated as the Company's Director for another term of office, by a majority vote of the shareholders attending the meeting and casting their votes as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the total shares held by shareholders who attending the meeting
Approved	684,856,620	99.9768
Disapproved	158,902	0.0231
Abstained	3,169,300	-
Invalid Ballots	10,000	-

**Item No. 6 To consider and approve the remuneration of the Company's Board of Directors for 2021**

The Chairman assigned Mr. Jitchai Musikabutr, the Director, to present for the Meeting's consideration, in which Mr. Jitchai presented to the Meeting as follows:

According to Article 20 of the Company's Articles of Association provided that the Company's directors are eligible to receive remuneration for performing their duties from the Company. The Board of Directors then agreed to propose the Shareholders' meeting to consider and approve the remuneration of the Company's Board of Directors for 2022 not exceeding 1,200,000 baht and each director would be received the monthly retainer of 50,000 baht without any meeting fee. However, directors who were the Company's executives and representatives from major shareholders (with shareholding of 10% or more) shall not receive any remuneration for the director position.

The Chairman gave the shareholders an opportunity to inquire about the approval of the remuneration of the Company's Board of Directors for 2022, 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 2022, which must 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 2022, with not less than two-thirds of the total number of votes held by the shareholders attending the meeting, as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the total shares held by shareholders who attending the meeting
Approved	685,033,620	99.5406
Disapproved	158,902	0.0230
Abstained	3,002,300	0.4362
Invalid Ballots	-	-

**Item No. 7 To acknowledge the Company's operations for the year 2021****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, a member of the Company's delegated lawyer team, to report on the progress of the proceedings regarding the dispute between the Company and the PMO for the year 2021, to the Meeting.

Mr. Jittapong reported that, the Company currently has an ongoing lawsuit with the PMO at the Administrative Court. This lawsuit was from the arbitral tribunal award on January 14, 2016 in the black case no. 46/2550 (Red Case (Decided Case) No. 1/2559) which summarized that "the PMO illegally terminated the concession agreement and must pay the damages to the Company amounting to 2,890,345,205.48 baht. However, the Company must pay the liabilities for the unpaid difference of the operating fee with interest, in the total amount of 2,890,345,205.48 baht to the PMO as well. Due to the Company and the PMO are each obliged to pay equal amounts to each other, their liabilities would be able to set off. Therefore, in reality each party have no outstanding debt which has to be paid to each other.

The PMO did not agree with the award and filed a lawsuit to the Central Administrative Court as the black case no. 620/2559 on April 29, 2016.

During the year 2017-2018, the Company submitted its testimony to the Central Administrative Court, to which PMO protested to the testimonials, which prompted the Company to submit additional statements to the Central Administrative Court.

On December 17, 2020, the Central Administrative Court dismissed the petition submitted by the PMO, ruling that the case had no legal grounds for the court to revoke the award.

**Progress of the case in 2021**

On January 15, 2021, the PMO submitted an appeal against the Central Administrative Court's decision to the Supreme Administrative Court.

On February 22, 2021, the Company received an order from the Supreme Administrative Court to submit an answer against the PMO's appeal.

On June 17, 2022, the Company submitted the Supreme Administrative Court an answer against the PMO's appeal.

At the present, the lawsuit is consideration of the Supreme Administrative Court.

The Chairman gave the shareholders an opportunity to inquire, but none of the shareholders raised any inquiries. The Chairman then stated that this agenda item was only for acknowledgement so there was no need to vote on it.

**Item No. 7.2 Company's operating results for the year 2021 as disclosed in the Company's annual report.**

The Chairman assigned Mr. Metho Piamthipmanus, the Director, to inform the Meeting,

Mr. Metho informed to the Meeting that the Company's operating results for the year 2021 had been presented as well as the financial statement in agenda item no.2 which were disclosed in the Company's annual report for the year 2021, in which shareholder could



download by scanning the QR code as appeared in the invitation letter which was sent to all shareholders.

The Chairman gave the shareholders an opportunity to inquire about this matter, but none of the shareholders raised any inquiries. The Chairman then stated that this item was only for acknowledgement so there was no need to vote on it.

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

There was no other business proposed to the Meeting.

The Chairman gave the shareholders an opportunity to inquire or express opinion, but none of the shareholders raised any matter. The Chairman then expressed his sincere thanks to everyone for attending the Annual General Meeting of Shareholders for 2022.

The meeting was adjourned at 2.47 p.m.

*-Signature-*

---

(Mr. Kim Siritaweechai)  
Chairman of the Meeting

*-Signature-*

---

(Mrs. Patchmon Arunruangsirilerd)  
Minute Taker

## Information on auditors' profile for the year 2023

### 1. Mr. Sakda Kaothanthong (CPA no. 4628)

<b>Position</b>	Audit & Assurance Partner, KPMG Phomchai Audit Ltd.	
<b>Academic Qualification/ Professional affiliations</b>	<ul style="list-style-type: none"> <li>• Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>• Master's degree in Accounting, Thammasat University</li> <li>• Bachelor's degree in Accounting, Thammasat University</li> <li>• Member of Thailand Federation of Accounting Professions (TFAC)</li> <li>• Certified Public Accountant (CPA), Thailand</li> <li>• Authorized Auditor of the Securities and Exchange Commission (SEC), Thailand</li> </ul>	
<b>Experiences</b>	He has more than 25 years of extensive experience across a wide range of industries in accordance with various accounting frameworks, including Thai GAAP and IFRS. He is also involved in various services apart from audit, including the full scope of IRFS conversion and merger and acquisition projects.	
<b>Relationship or interest of transaction that may create a conflict of interest with the Company, subsidiaries, associates, executives, major shareholders, or any persons related thereto.</b>		None

### 2. Mr. Sumate Jangsamsee (CPA no. 9362)

<b>Position</b>	Audit & Assurance Partner, KPMG Phomchai Audit Ltd.	
<b>Academic Qualification/ Professional affiliations</b>	<ul style="list-style-type: none"> <li>• MBA Executive Program, Chulalongkorn University</li> <li>• Bachelor's degree in Accounting, Thammasat University</li> <li>• Member of Thailand Federation of Accounting Professions (TFAC)</li> <li>• Certified Public Accountant (CPA), Thailand</li> <li>• Authorized Auditor of the Securities and Exchange Commission (SEC), Thailand</li> </ul>	
<b>Experiences</b>	He has audit experience in diversified industries covering several large multinational groups and listed companies including statutory audits under local regulations, annual audit of financial statements of multinational clients which require background of TFRS, IRFS, and U.S.GAAP.	
<b>Relationship or interest of transaction that may create a conflict of interest with the Company, subsidiaries, associates, executives, major shareholders, or any persons related thereto.</b>		None

### 3. Mr. Udomsak Busaraniphan (CPA no. 10331)

<b>Position</b>	Audit & Assurance Partner, KPMG Phomchai Audit Ltd.	
<b>Academic Qualification/ Professional affiliations</b>	<ul style="list-style-type: none"> <li>• Bachelor's degree in Accounting (Second-Class Honors, Kasetsart University)</li> <li>• Member of the Federation of Accounting Professions (FAP), Thailand</li> <li>• Certified Public Accountant (CPA), Thailand</li> <li>• Auditor approved by of the Securities and Exchange Commission (SEC) office, Thailand</li> </ul>	
<b>Experiences</b>	He has accumulated extensive experience in diversified industries for both local and international companies in accordance with TFRS and IFRS.	
<b>Relationship or interest of transaction that may create a conflict of interest with the Company, subsidiaries, associates, executives, major shareholders, or any persons related thereto.</b>		None

## Preliminary information on the nominated persons being proposed for directorships

**Ms. Thanyaluk Buathong**

(Replaced Mr. Supoch Vathitphund by the Board resolution of the Board meeting no. 7/2021 which was held on 27 December 2021)

<b>Position</b>	Director
<b>Age</b>	48
<b>Shareholding</b>	None
<b>Relationship with Director and Management</b>	None

**Highest Education**

- Master's Degree in Business Administration, Chulalongkorn University

**Governance Training of IOD/Others**

- DCP : Director Certification Program, Class 297/2020
- Executive Development Program, Class 20/2020

**Work Experience**

2021 – present	Director of ITV Plc.
2014 – present	Vice President – Portfolio Management of Intouch Holdings Plc.

<b>Illegal record in the past 10 years</b>	None
<b>Meeting attendance in 2022</b>	4/4

**Mrs. Rattanaporn Nammontri**

(Appointed as a director on 23 April 2007 and reappointed for the seventh time on 8 April 2021)

<b>Position:</b>	Director
<b>Age:</b>	57
<b>Shareholding:</b>	0.0655 %
<b>Relationship with Director and Management</b>	None

**Highest Education:**

- Master's Degree in Business Administration, Kasetsart University

**Governance Training of IOD/Others**

- DCP : Director Certification Program, Class 75/2008

**Work Experience**

2015 – present	Managing Partner of Nathai Phokkasap Limited Partnership
2007 – present	Director of ITV Plc.
2005 – 2015	Director of K.R. Infotech Co., Ltd.

<b>Illegal record in the past 10 years</b>	None
<b>Meeting attendance in 2022</b>	4/4


# Amendments to Articles 23, 31, and 42 of the Company's Articles of Association

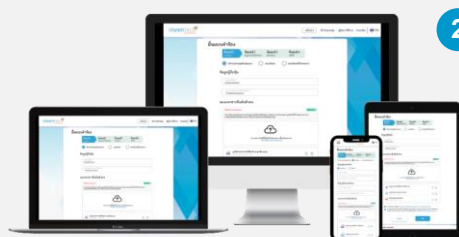
Current version	Proposed to amend
<p><b>Article 23.</b> The Meeting of the Board of Directors shall be held at least every three months at the Company's head office or other venues.</p> <p>The Chairman of the Board is entitled to convene the meeting at any time as appropriate. In case of necessity, at least two of the directors may request the Chairman of the Board to convene the meeting in which the Chairman of the Board shall fix the meeting date and convene the meeting within 14 days from the date which he receives such request.</p> <p>In summoning for a Meeting of the Board of Directors, the Chairman or the person assigned by him shall submit notices of the meeting to the directors not less than 7 days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, the summons for a meeting may be made by other methods and the date of the meeting may be fixed sooner.</p>	<p><b>Article 23.</b> The Meeting of the Board of Directors shall be held at least <b>once in</b> every three months at the Company's head office or other venues.</p> <p>The Chairman of the Board is entitled to convene the meeting at any time as appropriate. In case of necessity, at least two of the directors may request the Chairman of the Board to convene the meeting in which the Chairman of the Board shall fix the meeting date and convene the meeting within 14 days from the date which he receives such request. <b>If the chairman does not call and fix the meeting date as the directors' request, such directors may jointly call and fix the meeting date to consider the requested matters within 14 days after the end of the period described.</b></p> <p><b>In case there is no Chairman of the Board, a Vice Chairman of the Board shall be the person who summons the meeting; in case there is also no Vice Chairman, two directors may jointly summon the meeting.</b></p> <p>In summoning for a Meeting of the Board of Directors, the Chairman or the person assigned by him shall submit notices of the meeting to the directors <del>not less than 7 days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, the summons for a meeting may be made by other methods and the date of the meeting may be fixed sooner</del> <b>in accordance with the criteria and method as provided by laws.</b></p>
<p><b>Article 31.</b> In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting, and the subject matter to be submitted to the meeting together with reasonable details and clarifying each matter what for acknowledgment, approval, or consideration, as well as the Board's opinion and shall deliver the same to the shareholders and the Registrar for reference not less than 7 days before the meeting. Besides, the notice of the meeting shall also be announced in a newspaper not less than 3 days before the meeting.</p>	<p><b>Article 31.</b> In summoning for a Meeting of Shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting, and the subject matter to be submitted to the meeting together with reasonable details and clarifying each matter what for acknowledgment, approval, or consideration, as well as the Board's opinion and shall deliver the same to the shareholders and the Registrar for reference <del>not less than 7 days before the meeting</del>. Besides, the notice of the meeting shall also be announced in <del>a newspaper not less than 3 days before the meeting</del> <b>accordance with the criteria, period, and method as provided by laws.</b></p>
<p><b>Article 42.</b> No dividends shall be paid otherwise than out of profits. The profit after the payment of the dividend shall be allocated to reserve funds as the Board of Directors deems appropriate.</p> <p>The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting after the payment of such dividend.</p> <p>Payment of dividends shall be made within one month from the date the resolution is passed by the meeting shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be sent to shareholders and announced in a newspaper.</p>	<p><b>Article 42.</b> No dividends shall be paid otherwise than out of profits. The profit after the payment of the dividend shall be allocated to reserve funds as the Board of Directors deems appropriate.</p> <p>The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting after the payment of such dividend.</p> <p>Payment of dividends shall be made within one month from the date the resolution is passed by the meeting shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be sent to shareholders and announced in <del>a newspaper</del> <b>accordance with the criteria and method as provided by laws.</b></p>

## Guidelines for attending the Annual General Meeting of Shareholders for 2023 via Electronic Media (Inventech Connect)

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Steps for submission of request for attending the E-AGM via e-Request system

1. Please submit a request to attend the E-AGM via Web Browser at <https://app.inventech.co.th/ITV150320R/#/homepage> or scan QR Code:  , and follow the steps as shown below.



**\*\* If you need to merge user accounts, please submit their e-request with the same email and phone number. \*\***

- 1 Click link URL or scan QR Code shown in the Invitation letter or above.
- 2 Choose any one of the request forms and follow 4 steps as follows.
  - Step 1 Enter required information displayed in the screen.
  - Step 2 Enter the shareholder's information for verification.
  - Step 3 Verify via OTP
  - Step 4 If the transaction is successful, the system will display the shareholder's information.
- 3 Please wait for an email to notify the meeting information and password to access the E-AGM from the administrator.

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from April 19, 2023 at 8:30 a.m. and shall be closed on April 26, 2023 at the end of the meeting.

3. The electronic conference system will be available on April 26, 2023 at 12:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Proxies

Shareholders may authorize the Company's director or anyone to attend the shareholders' meeting on his or her behalf by uploading a duly signed proxy form through the e-Request system. Please mail the original signed of proxy form with required documents (please find details in the "Enclosure 8 Explanation regarding the required documents to identify shareholders or their proxies who are eligible to attend the meeting and vote via Electronic Means (E-AGM)") to the Company by April 21, 2023 at the following address:

**The Company Secretary of ITV Plc.**

**No. 87 M. Thai Tower, 27 Floor, Wireless Road, Lumpini, Pratumwan, Bangkok, Thailand 10330**

### If you have any problems on the software, please contact Inventech Call Center



**02-931-9136**



**@inventechconnect**



The Call Center service will be available from April 19-26, 2023 at 08.30 a.m. – 05.30 p.m., and ended on April 26, 2023, at the time that the meeting is closed.

**(Specifically excludes holidays and public holidays)**

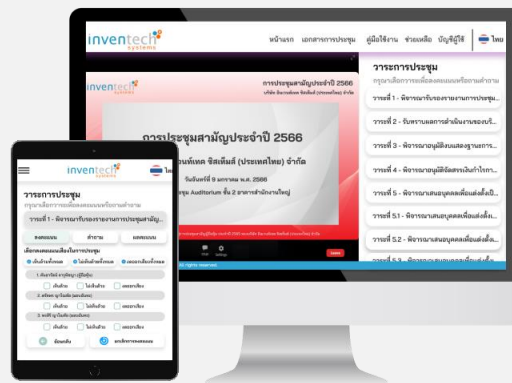


**Report a problem**

## Steps for e-Voting

### For PC/Laptop and Mobile/iPad

- 1 Enter email and password that you received by your email or request OTP for your logging in
- 2 Click on “Register” button
- 3 Then click on “Join Attendance”
- 4 Select which agenda that you want to cast a vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



If you would like to cancel your latest voting, please click “Cancel latest vote”. It means your mist recent vote will be equal to not voting, or your vote will be determined by the agenda item result.

You can conduct a review of the votes on an agenda item basis until the closing of voting for each agenda item.

## Steps for asking questions through Inventech Connect system



- Select the agenda item that you want to ask
- Click “**Question**” button
- Ask a question by message sending.

1 Type your question and click “**Send**”

2 Ask a question via video conference

- Click “**Conference**” button
- Click “**OK**” for getting a queue
- Please wait for queue. You will be able to open your microphone and camera when your time to ask.

## Inventech Connect User Manual



User Manual for e-Request



User Manual e-Voting

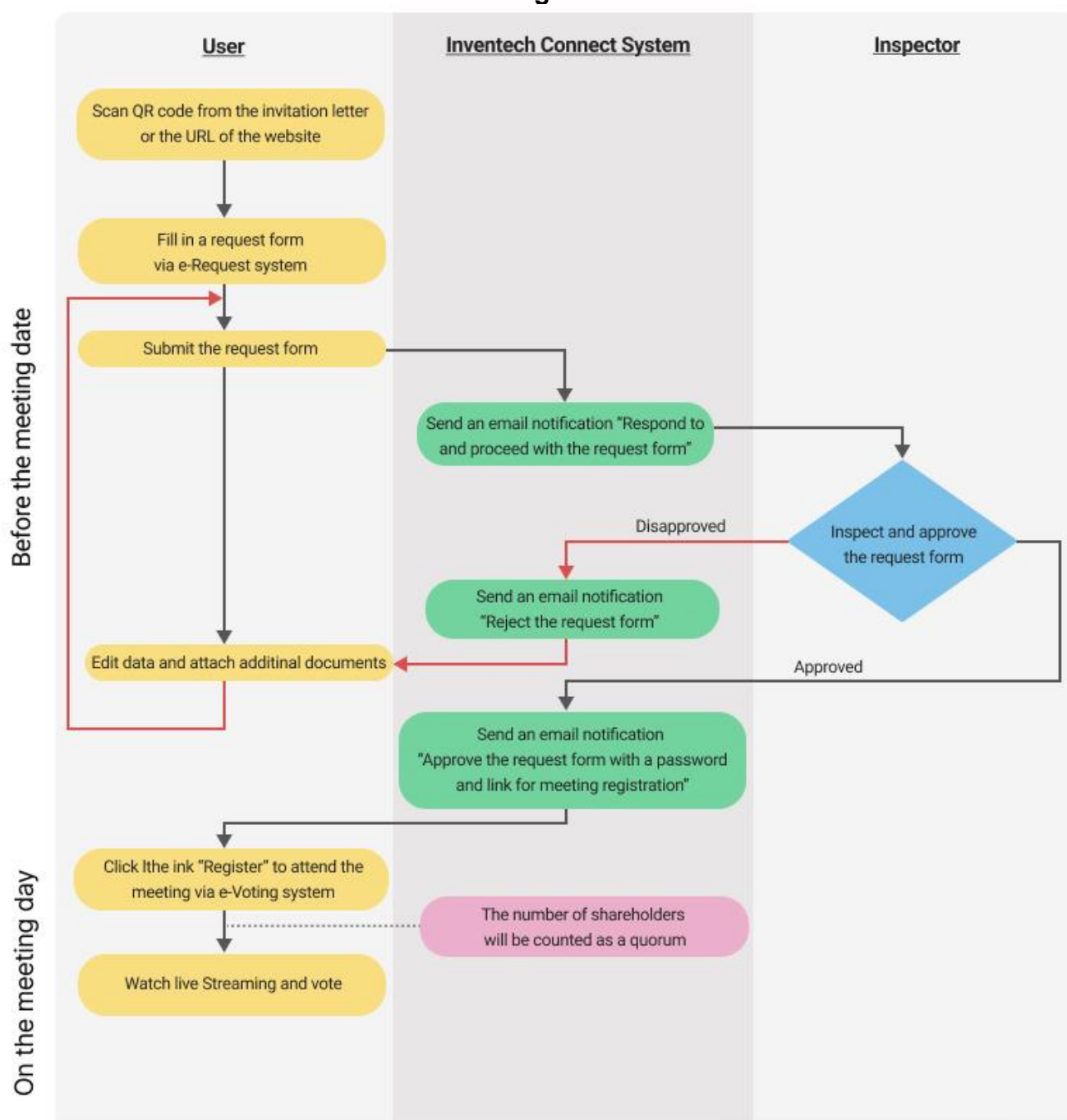
**\* Remarks** The operation effective of the electronic conference and Inventech Connect systems will depend on the attendee’s internet and/or device program. Please use device and/or device program as instructed below:

1. Internet speed requirements
  - High-Definition Video: Must have internet speed at 2.5 Mbps. (*Speed internet that recommend*).
  - High Quality Video: Must have internet speed at 1.0 Mbps.
  - Standard Quality Video : Must have internet speed at 0.5 Mbps.
2. Devices recommended
  - Smartphone/Tablet that use IOS or android OS.
  - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**\*\* The system is not support to Internet Explorer.**



## Flowchart to attend the Annual General Meeting of Shareholders for 2023 via Electronic Media



### System Usage Conditions

#### In case of merging / changing accounts

In case of submitting multiple request by using the same email and phone number, the systems will merge accounts or in case that user has more than 1 account, he/she can click on "Change account" to switch between accounts, will still be while counted as the base account in the meeting

#### In case of leaving the meeting

Attendees can click on "Register for leaving the meeting", the number of your shares will be deducted from base votes in all unfinished agenda items meeting base.



**ข้อมูลกรรมการเพื่อประกอบการมอบฉันทะของผู้ถือหุ้น**  
**Profile of the director who acts as a shareholder proxy**

ชื่อ: นางรัตนาพร นามมนตรี  
 Name: Mrs. Rattanaporn Nammontri

อายุ: 57  
 Age:

ตำแหน่ง: กรรมการ  
 Position: Director

ที่อยู่: 87 อาคารเอ็มไทย ทาวเวอร์ ชั้นที่ 27 ถนนวิทยุ  
 แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330  
 Address: 87 M.Thai Tower, 27<sup>th</sup> Floor, Wireless Road,  
 Luminpi, Prathumwan, Bangkok 10330

ส่วนได้เสียพิเศษในวาระที่ 1 ถึง 8: ไม่มี  
 Conflict of interest in item no.1 to 8: None

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

เขียนที่ \_\_\_\_\_

Issued at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

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

อยู่บ้านเลขที่ \_\_\_\_\_  
Address

เป็นผู้ถือหุ้นของบริษัท ไอทีวี จำกัด (มหาชน) ("บริษัท")

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

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows:

☐ หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

☐ หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (สามารถมอบฉันทะให้กรรมการของบริษัทตามรายชื่อด้านล่าง โปรดดูข้อมูลกรรมการตามเอกสารแนบ 6 )

Hereby appoint (may grant a proxy to the company's independent director as listed below, of which details in the Enclosure 6)

☐ 1. นางรัตนพร นามมนตรี อายุ 57 ปี ที่อยู่: บริษัท ไอทีวี จำกัด (มหาชน) เลขที่ 87 อาคารเอ็มไทย ทาวเวอร์ ชั้นที่ 27 ถนนวิทยุ แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร 10330 หรือ  
Mrs. Rattanaporn Nammontri age 57 years Address: ITV Public Company Limited no. 87 M. Thai Tower, 27<sup>th</sup> Floor, Wireless Road, Khwaeng Lumpini, Khet Prathumwan, Bangkok 10330 or

☐ 2. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

☐ 3. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code or

☐ 4. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years, residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Tambol/Khwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ ในวันพุธที่ 26 เมษายน 2566 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา วิถี และสถานที่อื่นด้วย

Any one of the above persons as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders on Wednesday April 26, 2023 at 2.00 p.m., via electronic media or such other date, time, method, and place if the meeting is rescheduled.

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

วาระที่ 1	พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ซึ่งประชุมเมื่อวันที่ 27 เมษายน 2565																				
Item No. 1	To consider and adopt the Minutes of the Annual General Meeting of Shareholders for 2022, held on April 27, 2022.																				
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.																				
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) I direct my proxy to cast the vote indicated below:																				
	<table border="0"><tr><td><input type="checkbox"/> เห็นด้วย Approve</td><td><input type="checkbox"/> ไม่เห็นด้วย Disapprove</td><td><input type="checkbox"/> งดออกเสียง Abstain</td></tr></table>	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																	
<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																			
วาระที่ 2	พิจารณาอนุมัติงบการเงินประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565																				
Item No. 2	To consider and approve the financial statements for the year ended December 31, 2022.																				
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.																				
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) I direct my proxy to cast the vote indicated below:																				
	<table border="0"><tr><td><input type="checkbox"/> เห็นด้วย Approve</td><td><input type="checkbox"/> ไม่เห็นด้วย Disapprove</td><td><input type="checkbox"/> งดออกเสียง Abstain</td></tr></table>	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																	
<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																			
วาระที่ 3	พิจารณาอนุมัติการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2565																				
Item No. 3	To approve the omission of dividend payment for the year 2022.																				
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.																				
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) I direct my proxy to cast the vote indicated below:																				
	<table border="0"><tr><td><input type="checkbox"/> เห็นด้วย Approve</td><td><input type="checkbox"/> ไม่เห็นด้วย Disapprove</td><td><input type="checkbox"/> งดออกเสียง Abstain</td></tr></table>	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																	
<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																			
วาระที่ 4	พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2566																				
Item No. 4	To consider and approve the appointment of the Company's external auditors and fix the audit fees for the year 2023.																				
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.																				
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) I direct my proxy to cast the vote indicated below:																				
	<table border="0"><tr><td><input type="checkbox"/> เห็นด้วย Approve</td><td><input type="checkbox"/> ไม่เห็นด้วย Disapprove</td><td><input type="checkbox"/> งดออกเสียง Abstain</td></tr></table>	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																	
<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																			
วาระที่ 5	พิจารณาอนุมัติเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระประจำปี 2566																				
Item No. 5	To consider and approve the appointment of directors to replace those who will retire by rotation in 2023.																				
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.																				
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) I direct my proxy to cast the vote indicated below:																				
	<table border="0"><tr><td><input type="checkbox"/> กรณีแต่งตั้งกรรมการทั้งหมด The reappointment of all directors</td><td></td><td></td><td></td></tr><tr><td><input type="checkbox"/> เห็นด้วย Approve</td><td><input type="checkbox"/> ไม่เห็นด้วย Disapprove</td><td><input type="checkbox"/> งดออกเสียง Abstain</td><td></td></tr><tr><td><input type="checkbox"/> กรณีแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้ The appointment of each director listed below:</td><td></td><td></td><td></td></tr><tr><td>1. นางสาวธัญลักษณ์ บัวทอง Ms. Thanyalak Buathong</td><td><input type="checkbox"/> เห็นด้วย Approve</td><td><input type="checkbox"/> ไม่เห็นด้วย Disapprove</td><td><input type="checkbox"/> งดออกเสียง Abstain</td></tr><tr><td>2. นางรัตนพร นามมนตรี Mrs. Rattanaporn Nammontri</td><td><input type="checkbox"/> เห็นด้วย Approve</td><td><input type="checkbox"/> ไม่เห็นด้วย Disapprove</td><td><input type="checkbox"/> งดออกเสียง Abstain</td></tr></table>	<input type="checkbox"/> กรณีแต่งตั้งกรรมการทั้งหมด The reappointment of all directors				<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain		<input type="checkbox"/> กรณีแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้ The appointment of each director listed below:				1. นางสาวธัญลักษณ์ บัวทอง Ms. Thanyalak Buathong	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain	2. นางรัตนพร นามมนตรี Mrs. Rattanaporn Nammontri	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
<input type="checkbox"/> กรณีแต่งตั้งกรรมการทั้งหมด The reappointment of all directors																					
<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																			
<input type="checkbox"/> กรณีแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้ The appointment of each director listed below:																					
1. นางสาวธัญลักษณ์ บัวทอง Ms. Thanyalak Buathong	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																		
2. นางรัตนพร นามมนตรี Mrs. Rattanaporn Nammontri	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																		
วาระที่ 6	พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2566																				
Item No. 6	To consider and approve the remuneration of the Company's Board of Directors in 2023.																				
	<input type="checkbox"/> (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.																				
	<input type="checkbox"/> (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) I direct my proxy to cast the vote indicated below:																				
	<table border="0"><tr><td><input type="checkbox"/> เห็นด้วย Approve</td><td><input type="checkbox"/> ไม่เห็นด้วย Disapprove</td><td><input type="checkbox"/> งดออกเสียง Abstain</td></tr></table>	<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																	
<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain																			

วาระที่ 7 พิจารณานุมัติแก้ไขข้อบังคับบริษัท ข้อ 23 ข้อ 31 และข้อ 42  
 Item No. 7 To consider and approve the amendments to Articles 23, 31, and 42 of the Company's Articles of Association.

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) I direct my proxy to cast the vote indicated below:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐งดออกเสียง Abstain

วาระที่ 8 รับทราบผลการดำเนินงานของบริษัทประจำปี 2565  
 Item No. 8 To acknowledge the Company's operating results in the year 2022.

วาระที่ 8.1 การดำเนินงานเกี่ยวกับคดีพิพาทที่บริษัทมีกับสำนักงานปลัดสำนักนายกรัฐมนตรี  
 Item No. 8.1 The proceeding of the dispute between the Company and the Prime Minister's Office

วาระที่ 8.2 ผลการดำเนินงานของบริษัทประจำปี 2565 ตามรายละเอียดที่ปรากฏในรายงานประจำปีของบริษัท  
 Item No. 8.2 The Company's operating results for the year 2022 as disclosed in the annual report.  
 (วาระ 8.1 และวาระ 8.2 นี้ เป็นเรื่องเพื่อรับทราบ จึงไม่ต้องลงคะแนนเสียง)  
 (These Item Nos. 8.1 and 8.2 are for acknowledgement, therefore, there are no vote casting.)

วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)  
 Item No. 9 Other business (if any)

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) I direct my proxy to cast the vote indicated below:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐งดออกเสียง Abstain

(4) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ \_\_\_\_\_  
 Other statements or evidences (if any) of the proxy

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
 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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
 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.

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

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

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

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

#### หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
 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.
- วาระเลือกตั้งกรรมการ สามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
 The shareholder can vote the appointment of directors either all directors or individual director in such agenda.
- ในกรณีที่มิวาระที่จะพิจารณาประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตอบแบบหนังสือมอบฉันทะ ตามแบบ  
 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.

**ใบประจำต่อแบบหนังสือมอบฉันทะ**  
**Supplemental Proxy Form**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไอทีวี จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ ในวันพุธที่ 26 เมษายน 2566 เวลา 14.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา วิธี และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholders on Wednesday April 26, 2023 at 2.00 p.m., via electronic media or such other date, time, method, and place if the meeting is rescheduled.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Item no. Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Item no. Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Item no. Re :

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) I direct my proxy to cast the vote indicated below:
- |  |  |  |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย<br>Approve | <input type="checkbox"/> ไม่เห็นด้วย<br>Disapprove | <input type="checkbox"/> งดออกเสียง<br>Abstain |
|--|--|--|

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Item no. Re :

- ☐ ชื่อกรรมการ/Candidate Name.....  

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--
- ☐ ชื่อกรรมการ/Candidate Name.....  

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--
- ☐ ชื่อกรรมการ/Candidate Name.....  

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--
- ☐ ชื่อกรรมการ/Candidate Name.....  

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--
- ☐ ชื่อกรรมการ/Candidate Name.....  

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
--	--	--

**Explanation regarding the required documents to identify shareholders or their proxies who are eligible to attend the meeting and vote via Electronic Media (E-AGM)**

Every shareholder's meeting held via electronic media must comply with the related laws and regulations. Therefore, please consult the *Guidelines for Attending the Annual General Meeting of Shareholders for 2023 via Electronic Media*, as shown in Enclosure 5. Furthermore, the Company has implemented procedures to validate supporting documents and verify the identity of shareholders or their proxies in order to ensure that they are eligible to attend the meeting and vote. These procedures are detailed below.

### **1. Proxy forms**

The Company has prepared three different types of proxy form, as stipulated by the Department of Business Development at the Ministry of Commerce, for shareholders who cannot attend the meeting. Any person can be appointed as a proxy, including the director assigned by the Company for that purpose. All three proxy forms have been enclosed with the invitation letter.

### **2. Appointing a proxy**

1) Complete only one of the following proxy forms:

1.1 *Proxy Form A* or *Proxy Form B* for general shareholders;

1.2 *Proxy Form A*, *Proxy Form B* or *Proxy Form C* for shareholders listed in the share register book as foreign investors (who have appointed a custodian in Thailand to supervise their shares).

2) Authorize any person who is *sui juris* to attend the meeting and vote on your behalf by specifying his or her full name and contact details. Alternatively, you may authorize the Company's director who is named in Enclosure 6. You can only appoint one proxy.

If you wish to appoint the Company's director, please sign the proxy form before sending all the documents to the Company Secretary Office. All the documents must reach the Company before April 21, 2023.

3) Affix the 20-baht duty stamp to the proxy form and write the date across the stamp. If you do not have a duty stamp, the Company will affix one when it receives your documents.

Votes cast by a proxy must represent the total number of shares held by the shareholder, and cannot be split between "Agree", "Disagree" or "Abstain" for each item on the agenda, except in the case of a custodian appointed by a foreign investor in accordance with *Proxy Form C*.

### **3. Documents to be produced prior to the meeting**

In every case, the identity documents must be issued by competent authorities; for example, a Thai National ID card, Civil Servant ID card, passport, or driving license. These documents must still be valid and not be damaged or in a condition that cannot identify the holder. If the holder has changed his or her name, supporting documentary evidence is required.

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

**Natural persons**

- 1) Personal attendance: a digital copy of the shareholder's identity document must be submitted in order to obtain a username and password.
- 2) Proxies:
  - Either Proxy Form A or Proxy Form B, duly filled in and certified by the shareholder and proxy.
  - A copy of the shareholder's identity document duly certified by the shareholder.
  - A copy of the proxy's identity document duly certified by the proxy.

**Juristic persons**

- 1) Personal attendance by authorized person(s):
  - Either *Proxy Form A* or *Proxy Form B*, duly filled in and certified by the shareholder and proxy.
  - A copy of a company registration certificate (issued not later than 6 months) duly certified by the authorized person(s) of that company, along with documentary proof that he/she/they is/are the real authorized person(s).
  - A copy of each authorized person's identity document duly certified by that person.
- 2) Proxies:
  - Either Proxy Form A or Proxy Form B, duly filled in and certified by the shareholder and proxy.
  - A copy of a company registration certificate (issued not later than 6 months) duly certified by the authorized person(s) of that company, along with documentary proof that he/she/they is/are the real authorized person(s).
  - A copy of each authorized person's identity document duly certified by that person.
  - A copy of the proxy's identity document duly certified by the proxy.
- 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 submit 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.

**4. Registration**

Please consult the *Guidelines for Attending the Annual General Meeting of Shareholders for 2023 via Electronic Media*, as shown in Enclosure 5.

**5. Criteria for casting votes**

- 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 e-Voting system 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:

- For specific voting appointment, the votes will be counted as specified on the proxy form. If the proxy has changed the vote specified for an item, it will be deemed invalid and not the vote cast by the shareholder.
- For general appointment, the proxy may vote on each item at his or her own discretion if the instruction on the proxy form is unclear or the shareholder has not specified which way to vote. The proxy may also use his or her own discretion if an item has been amended since the meeting agenda was published in the invitation letter, or if there is an additional item proposed at the meeting.

**6. Procedure for casting and counting votes**

The chairman of the meeting or one of the Company's officers will explain the vote-casting procedure before the meeting begins. The Company's officers will count the votes for each item on the agenda cast by the shareholders or their proxies at the meeting or specified beforehand. All the results will be announced by the end of the meeting. The total number of votes cast for each item could be different, as some of the shareholders may join or leave the meeting in between items.

The Company will arrange for an external legal counsel to examine the vote-casting procedure during the meeting in order to ensure transparency and compliance with the related laws, regulations and the Company's Articles of Association.



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

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

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

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

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

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

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

**2. Calling of Shareholders Meeting**

Article 29 The Board of 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.

### **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.



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

เบอร์โทรศัพท์..... อีเมล .....  
Tel no. email address

มีคำถามที่เกี่ยวกับวาระต่างๆ ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ดังนี้  
would like to ask question(s) in relating to the agenda of the Annual General Meeting of Shareholders for 2023 as follows:

วาระที่..... คำถาม:.....  
Item no Question:

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

วาระที่..... คำถาม:.....  
Item no Question:

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

วาระที่..... คำถาม:.....  
Item no Question:

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