



**Invitation Letter for  
Annual General Meeting of Shareholders  
for 2007**

**ITV Public Company Limited  
on April 23, 2007  
at 10.00 a.m.**

At Auditorium Room, Shinawatra Tower 3, 9<sup>th</sup> Floor  
1010 Viphavadi Rangsit Road, Chatuchak, Bangkok

*In order to enhance efficient registration process, please bring the proxy along to the meeting*



**Agenda 5**      **To Approve the Matter on Non-Dividend Distribution for the Fiscal Year 2006.**

**Board's Opinion :**

It is appropriated that there should be no dividend payment from the profit for 2006 because the Company has incurred accumulated loss as of December 31,2006 amounting to Baht 5,304,858,680 ( Baht Five Billion, Three Hundred Four Million, Eight Hundred and Fifty Eight Thousand, Six Hundred and Eighty Only)

**Agenda 6**      **To Approve the Appointment of the Auditors and determine the Audit Fee for 2007.**

**Board's Opinion**

It is appropriated that the Auditors of PricewaterhouseCoopers ABAS Limited (PWC) shall be appointed as the Company's auditors for the year 2007 namely as follows:

1. Mr. Prasan      Chuaphanich                  CPA. No. 3051
2. Ms. Nangnoi    Charoenthaveesub              CPA. No. 3044
3. Ms. Suwanee    Bhuripanyo                      CPA. No. 3371

Any one being authorized to conduct the audit and express an opinion on the annual financial statements of the Company. In the absence of the above-named auditors, PWC is authorized to identify one other Certified Public Accountant with PWC to carry out the work with the Audit fee of the financial statements of 2007 amounting to Baht 750,000 excluding out of pocket expenses decreasing from the year of 2006.

**Agenda 7**      **To Consider the Election of New Directors in Place of Those Retiring by Rotation for 2007.**

**Board's Opinion :**

It is appropriated that the following 2 directors retiring as directors by rotation shall be re-elected as directors of the Company in the same position for an additional term.

1. Mr. Somkid    Wangcherdchuwong          Director and Chairman of the Board of Directors
2. Ms. Jiraporn    Viwongsakdi                      Director

Details of age, ratio of shares hold in the Company, education, working experience and records of number of meeting be attended as well as contribution to the Company of each director as appeared in the Attachment 3.

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**Agenda 8** **To Determine Directors' Remuneration for the Year 2007.**

**Board's Opinion :**

It is appropriated that Directors' Remuneration of the year 2007 approved by the Remuneration Committee comparing to the same industrial is as follows:

Director shall receive monthly remuneration as follows:

1. The Chairman of the Company shall receive remuneration of Baht 80,000 per month.
2. The Vice Chairman of the Company shall receive remuneration of Baht 70,000 per month.
3. Other Director shall receive remuneration of Baht 50,000 per month.

**Agenda 12** **To consider any other business, if any**

The share register book of the Company will be closed on April 2, 2007 at 12.00 noon until the Meeting is adjourned.

Please kindly attend the meeting on the date, time and place specified above. In case of proxy, please complete the enclosed proxy form if you are unable to attend the Meeting.

Please be informed accordingly.

Sincerely yours,



(Mr. Somkid Wangcherdchuwong)  
Chairman  
ITV Public Company Limited

(Translation)

**Minutes of the Extraordinary General Meeting Shareholders No. 1/2007  
of  
ITV Public Company Limited**

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**Date, Time and Place**

The Meeting is convened on March 20, 2007 at 14.00 p.m. at Auditorium Room, 9<sup>th</sup> floor, Shinawatra Tower 3, No. 1010 Viphavadi Rungsit Road, Kwaeng Chatuchak, Khet Chatuchak, Bangkok.

**Director Who Attend the Meeting.**

- |                     |                 |  |
|---------------------|-----------------|--|
| 1. Mr. Nitthimon    | Juengsiri       | Vice Chairman of the Board of Directors      |
| 2. Mr. Sumetee      | Intranu         | Director                                     |
| 3. Ms. Jiraporn     | Viwongsakdi     | Director                                     |
| 4. Mr. Vichakoraput | Rattanavichaien | Director Secretary of the Board of Directors |

**Director Who Absent the Meeting.**

- |               |                  |   |
|---------------|------------------|---|
| 1. Mr. Somkid | Wangcherdchuwong | Director and Chairman of the Board of Directors |
|---------------|------------------|---|

**The Convention of the Meeting**

The Division of Secretary of the Company informed the Meeting that the Extraordinary General Meeting of Shareholder No. 1/2007 was held in accordance with the resolution of the meeting of Board of Directors No. 4/2550 on February 19, 2007 to consider the matters stated in the Notice of Shareholder's meeting which it has already sent to the shareholders by the registered mail in advance. In order to determine the shareholders' entitlement to attend the Meeting, the Company has closed the share register book from March 6, 2007 at 12.00 Noon, until the Meeting is adjourned.

The Division of Secretary of the Company further explained the voting practice to the Meeting as follows:

1. The voting procedure for this Meeting shall be in connection with the Public Limited Companies Act B.E.2535 and Articles of Association of the Company specified that one share shall be one vote for voting in the Shareholder Meeting.

2. For voting in each agenda, the shareholders are required to define the agenda and then cast their votes together with their signatures in the ballot. Upon completion, the shareholder shall submit to the Company's officer for counting and the total votes will be shown to the shareholders on the projection screen.

3. Any shareholders who do not understand the voting procedure, are able to ask the Company's Officer for facilitation and explanation.

Afterwards, the meeting was informed that there were 196 shareholders and proxies presented at the meeting, holding together 656,241,941 shares or 54.38 percent of the total issued shares of the Company amounting to 1,206,697,400 shares. The said shareholders were more than 25 persons and hold shares more than one-third of the total number of shares sold of the company as defined in Article 33 of Articles of Association of the Company constituted the quorum.

Since Mr. Somkid Wangcherdchuwong , Chairman of the Company, could not attend the meeting due to an urgent business , according to Article 34 of the Company, it states that 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. Consequently, Mr. Nitthimon Juengsiri, Vice Chairman of the Board of Directors, was acting as the Chairman of the Meeting.

There were two former directors of the Company, Mr. Niwattumrong Boonsongpaisan and Mr. Weerawong Chittmittrapap was honored to attend the Meeting in order to answer the questions regarding the pervious undertaking of the Company. In addition, Mr. Prasit Yuengsrikul and Mr. Paisarn Boonsirisukapongse , the Company's auditor, also attended the Meeting.

The Chairman informed the meeting that there were shareholders attending the meeting constituted the quorum and then declared the Meeting opened and proceeded to conduct the Meeting in accordance with the following agenda as specified in the Notice given to the shareholders.

**Agenda 1**    **Matter to be informed.**

**-None-**

**Agenda 2**    **To Consider and Certify the Minutes of the Extraordinary General Meeting of Shareholder No. 1/2006 Convened on December 29, 2006.**

The Chairman proposed the Meeting to consider and acknowledge the Minutes of the Extraordinary General Meeting of Shareholder No. 1/2006 Convened on December 29, 2006.

The Chairman then asked the Meeting whether there was any question regarding this agenda. The Shareholder proposed the Meeting that the questions asked by the shareholders during the Meeting should be recorded in the Minutes of the meeting accordingly. The Chairman was highly appreciated and assigned the division of secretary to further process. Since there is no further question raised by the shareholders, the Chairman then proposed the Meeting to cast their votes.

After consideration, the Meeting passed a resolution certifying the said Minutes as proposed in all respects with 662,275,098 Approved votes or 99.57 % ; 1,326,100 Disagreed Vote or 0.2 % ; 1,557,314 Abstained Vote or 0.23 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

**Agenda 3 To acknowledge the progress of disputes between the Company and the Office of the Permanent Secretary, Prime Minister's Office.**

The Chairman informed the Meeting on the historical background of the disputes between the Company and the Office of the Permanent Secretary, Prime Minister's Office ( the PMO ) including the undertaking of the Company in connection therewith. The Chairman, then , asked Mr. Niwattumrong Boonsongpaisan, to summarized the historical background thereof and the undertaking of the Company after the Extraordinary General Meeting of Shareholder No. 1/2006 was held as follows:

**The Historical background of the disputes between the Company and PMO including the undertaking of the Company**

**December 29, 2006**

The Extraordinary General Meeting of Shareholders No 1/2006 acknowledged the progress of the disputes between the Company and the PMO, and approve the guidelines of this issue undertaken by the Board of Directors and Management and resolved that:

1. To propose the disputes regarding interest and the penalty fee to the Arbitration Institute.
2. To seek the financial resource to pay concession fee.
3. To negotiate with the PMO.

**January 3, 2007**

According to the resolutions of the 1/2006 Extraordinary General Meeting of Shareholders granted the Company to negotiate with the PMO, the Company proposed the written guidelines and alternatives to the PMO for resolving this issue and also requested the PMO to have a meeting to consider the suitable alternatives urgently. The PMO released to the media publication that there will be the meeting of the government panel in charge of UHF television affair next week, whereas the Company had disclosed such issue to the Stock Exchange of Thailand stated that in case of the Company and the PMO cannot negotiate on this issue and the Company is unable to repay the PMO within the specified time, the PMO has the right to terminate "the operation of UHF television station" concession agreement of the Company.

**January 4, 2007**

The Company submitted a statement of claims to the Arbitration Institute to resolve disputes between the Company and the PMO in connection with interest charged on the concession fee shortfall and the penalty fee for adjustment of television programming. The Arbitration Institute accepted the statement of claims as Black Case No. 1/2007 with 2 following issues:

**1. The penalty fee for adjustment of television programming of Baht 97,760 million.**

- The adjustment of television program is in compliance with Clause 30 of The arbitration Institute and Clause 15 of the Concession Agreement stating that the arbitral award shall be final and binding the parties. Therefore, the Company did not breach the Agreement.
- The interpretation of the penalty fee is not in connection with the intention of Clause 11 of the Concession Agreement.
- It is conflict to good moral and Section 383 of the Civil Code stipulated that if the amount of the penalty fee is higher than usual the Court may decrease the said to fit the creditor's damages.

**2. Interest of the Concession fee ( fraction)**

- Starting from the arbitral award was granted to the Administrative Supreme Court was handed down, the concession fee amounting to Baht 230 million was paid to the PMO in accordance with the arbitral award. Consequently, the Company did not breach the Agreement and the PMO had no right to claim for the Concession fee (fraction).

**The petition can be summarized as follows:**

- The arbitration committee should ruled that the Company did not breach the Concession Agreement.
- The PMO is not entitled to claim for the penalty fee and interest.
- The PMO has to stop to announce the press media regarding the penalty fee and interest.
- The PMO shall be liable for the Company's attorney fee and the Court fee.

**January 12, 2007**

The Arbitration Institute submitted a copy of a statement of claims to the PMO for the purpose of sending back by the PMO of its statement to the Arbitration Institute within fifteen days from the date of receipt. The Company followed this issue closely and updated the shareholders. After that the PMO sent the letter for refusing to enter into the Arbitration Process.

**January 19, 2007**

At Board of Directors Meeting No. 1/2007 held on January 19, 2007, they followed the progress of the procedures, which have been undertaken in line with the guidelines of the board of directors as proposed to Extraordinary General Meeting of Shareholders No. 1/2006 held on December 29, 2006, and disclosed to the shareholders through the Stock Exchange of Thailand as follows;

In reference to the resolutions of the extraordinary general meeting of shareholders regarding the concession fee shortfall amounting to Baht 2,210 million, the Company has considered the possibility of borrowing or a capital increase. The Executive Committee has contacted financial institutions regarding a loan and consulted with experts in the capital market to study the feasibility of a public offering and rights offering. However, the Company is not able to undertake either of these within a short period due to uncertainty over the penalty fee for adjustment of television programming, which creates a substantial risk that the Company might have to file for



bankruptcy. However, the Company is trying to find another source of funds and negotiate with the PMO over the guidelines of repayment.

However, the Company will undertake the best to resolve this issue by having weekly board's meeting and report the progress to the shareholders periodically.

### **January 24, 2007**

The Company proposed the alternatives regarding the concession fee shortfall to the meeting of the government panel in charge of UHF television affair which the Permanent Secretary of the PMO acted as the chairman of that meeting as follows:

1. The matter of the penalty fee and interest about Baht 100,000 billion shall be brought to consideration of the arbitration committee.
2. The Company is experiencing the difficulty in seeking the financial resource to pay for the concession fee (fraction) amounting to Baht 2,210 million resulting from the unstableness of the penalty fee and interest.
3. The Company proposed the PMO of 5 alterations with rational , pro and con of each alteration to solve the matter of the concession fee (fraction) amounting to Baht 2,210 million as follows:
  - To convert debt of the concession fee of Baht 2,210 million.
  - To propose private sector to purchase all the Company's shares from Shin Plc.
  - To propose government unit to purchase all the Company's shares from Shin Plc.
  - To pay concession fee amounting to Baht 2,210 million by installments to the PMO within 5 years.
  - If the PMO does not accept the aforesaid alterative, the PMO is able to terminate the Concession Agreement.

### **February 1, 2007**

The Company received the letter from the PMO dated on January 31, 2007 notifying the Company to repay the debt by making payment of the remaining compensation of 9th year to 11th year in an amount of Baht 2,210 million and the interest calculated on such remaining compensation at the rate of fifteen (15) percent per annum together with the fine arising out of the change of the broadcasting schedule starting from April 1, 2004, to December 13, 2006, in an amount of Baht 97,760 million. The total amount of the payment to be paid to PMO is approximately Baht 100 billion. PMO demanded that all payment must be paid within thirty (30) days after the Company received such notice. In the event that the Company fails to repay such debt within such period of time, PMO will have to act in accordance with the terms of the Concession Agreement and any relevant law.

### **February 2, 2007**

The Board of Directors' meeting had followed the progress of undertaking and resolved to submit a letter to the Prime Minister appealing for justice which was submitted in the same day. The material detail of such letter is provided as follows:

1. The Company requested that the debt repayment should be limited to the remaining compensation in an amount of 2,210 million Baht, and the Company is now under the process of procuring the money to repay such debt.
2. With regard to the interest and the fine in an approximate amount of Baht 100 billion, the parties to the Agreement have different perspectives on the material interpretation of the terms of the Agreement, and this dispute is now under the consideration of the Arbitration tribunal. Therefore, the Company would like to request that the repayment of such interest and fine (if any) shall be made in accordance with the judgment resulting from the legal proceeding.
3. Notification by PMO to the Company to repay the remaining compensation debt, interest and fine, in an approximate amount of Baht 100 billion within thirty (30) days after the Company received the notice from PMO has severely affected the procurement of the loan facility and/or fund of the Company. Accordingly, the Company would like to request change of the due date of the repayment of the remaining compensation debt in an amount of Baht 2,210 million to be repaid within thirty (30) days after the approval of this letter.

#### **February 13, 2007**

The PMO submitted the letter to the Company to insist that the Company should repay the remaining concession fee, the penalty fee for adjustment of television programming and interest charged on part of the concession fee, approximately totaling Baht 100 billion, by March 3, 2007. In the event that the Company fails to repay this debt by that date, the PMO will have to act in accordance with the terms of the Concession Agreement.

#### **February 19, 2007**

At Board of Directors Meeting No. 4/2007 held on February 19, 2007 were resolved to approve the holding of Extraordinary General Meeting of Shareholders No. 1/2007 on March 20, 2007 at 2.00 p.m. to acknowledge the progress of disputes between the Company and the PMO and approve the procedures in settling such dispute and grant the Board of Directors' authority to undertake in accordance with the guidelines of the shareholders' meeting.

#### **February 20, 2007**

The Company has filed the issues of the complaint to prescribe provisional remedial measure and the complaint in the case of compelling urgency filed to the Central Administrative Court. The following matters are as follows;

1. To request the Court rules that the right to terminate the Concession Agreement of the Office of the Permanent Secretary, Prime Minister's Office ("the PMO") will be ceased during the period that the penalty fee incurred from the change of television program ("the penalty") and interest of the unpaid concession fee ("interest") approximately Baht 100 billion have not been paid until the arbitral award will be granted and the dispute becomes final.

2. To request the Court to specify the period for the Company to make the payment of the unpaid concession fee amounting to Baht 2,210 million within 30 days after the date of the receipt of the Court's order.

### **February 21, 2007**

The Central Administrative Court ordered the rejection of the complaint to prescribe provisional remedial measure and the complaint in the case of compelling urgency that the Company filed to the Central Administrative Court referring to Clause 72 Paragraph 2 of Rule of the General Assembly of Judges of the Supreme Administrative Court on Administrative Court Procedure, B.E. 2543 (2000). The said order shall be final and cannot be appealed.

### **February 27, 2007**

The cabinet assembly authorized the Permanent Secretary of the Prime Minister Office (the "PMO") to revoke the Concession Agreement between the PMO and ITV Public Company Limited ("ITV") if ITV is unable to pay the concession fee shortfall with its interest and the penalty fee amounting approximately Baht 100 billion to the PMO by 6 March 2007.

### **February 28, 2007**

ITV notified through the Stock Exchange of Thailand that ITV has undertaken all of the ways to find the best resolution to this issue along with its right of concession agreement and related laws by a proposal to the PMO to consider the alternatives for resolving this issue, submission of a letter to the Prime Minister appealing for justice and filing of the complaint to the Central Administrative Court to prescribe provisional remedial measures but the Central Administrative Court ordered the rejection of such complaint and the said order shall be final and cannot be appealed, which ITV has disclosed to the Stock Exchange of Thailand continuously. So this issue is depended on the consideration of the cabinet. If ITV has been ordered to pay Baht 100 billion by the PMO by March 6, 2007, it is unable to find the possible source of fund to pay such amount.

In the event that ITV receives a legal binding notice for such revocation, which means that ITV is unable to continue and has to stop broadcasting due to invalidity of the license upon receipt of such notice. ITV will propose future plan to the shareholders in Extraordinary General Meeting of Shareholders No. 1/2007 which will be held on 20 March 2007 at 2.00 p.m. to find out the appropriate way of the business operation.

### **March 6, 2007**

- The Cabinet resolved to stop ITV's broadcasting temporarily which it has been broadcasting until 12.00 p.m. of March 7, 2007 after its concession agreement is revoked by the PMO.
- ITV 's employee filed the petition to the Administrative Court to revoke the Cabinet's resolution to ruled that ITV station shall normally broadcasted until the case becomes final.

## **March 7, 2007**

- At 9.00 a.m., the executive of the PMO submitted the letter to terminate the Concession Agreement to the Company.
- At 14.00 p.m. the Meeting of Board of Directors resolved the Company 's process resulting from Termination of the Concession Agreement.
- At 16.30 p.m. Office of the Council of State ruled that the UHF frequency can be operated by the Government Public Relations Department.
- At 22.00 p.m. The Administrative Court ruled to protect TITV station to broadcast onward.
- At 23.59 p.m. ITV Broadcasting television stop to broadcast.

**March 9, 2007.** The arbitration institute appointed the Company and the PMO to settle the disputes , but the disputes could not be dissolved. The PMO requested the Court to consider the disputes without entering into the arbitration proceeding. On the other hand, the Company intended to enter into the arbitration proceeding. Consequently, the arbitration institute notified the Company to appoint its arbitrator within 15 days so that the arbitration institute shall send it to the PMO to appoint its arbitrator promptly. If the PMO fails to appoint its arbitrator within 30 days from the receipt date, the Company shall file the petition to the Court to appoint the PMO 's arbitrator. The arbitration institute shall inform the result of the appointing of the Arbitrator on May 9, 2007 at 13.30 pm.

## **February 26, March 7 and March 15, 2007.**

The Company considered the current situation the Company having encumbrance to undertake in the future in connection with properties, debtor, creditor and case of the Company, therefore, it was appropriated to change the Board of Directors having qualification in accordance with the Company's circumstance. Consequently, the previous Board of Directors were resigned and the new Board of Directors were appointed comprising 5 directors having experience on accounting and legal background. Mr. Somkid Wangcherdchuwong shall be the Chairman of the Company.

The Chairman then proposed the Meeting to acknowledge the undertaking of the Company and asked the Meeting whether there was any question concerning this agenda. There was no shareholders propose any query, the Chairman then proposed the Meeting to consider and cast their votes.

The Meeting was informed that according to Clause 36 of Articles of Association, the Shareholders Meeting must pass a resolution to approve this matter with the majority vote of the shareholders attending the Meeting and having the right vote.

After consideration, the Meeting passed a resolution certifying and approving the procedures and all acts and processes conducted by the Company in relation to the settlement of dispute between the Company and the Office of the Permanent Secretary, Prime Minister's Office, and allow the Executive Committee to undertake the aforesaid procedure as proposed in all respect with the majority vote of 665,158,512 Approved votes or 100 %; Neither Disagreed Votes nor Abstained Vote of the total shares held by the shareholders attending the Meeting and having the right to vote.

**Agenda 4 To consider and approve the procedures in the Company's operations.**

The Chairman further informed the Meeting that, as stated in Agenda 3, kindly be further informed that since the Company may have debt higher than its asset and the Company did not have other main business and income including its employees filed the application with TITV Television Station. Consequently, in order to decrease the cost of the Company, the Chairman then proposed the Meeting to consider and approve the procedures in the Company's operations having details in the attachment 2 sent to the shareholders as follows:

**4.1 To consider and approve to hold over all of commercial activities of the Company by canceling commercial contracts and employment contracts divided into**

4.1.1 Agreements regarding Income are as follows:

- Advertising order
- Air time service agreement
- Service agreement.
- Others

4.1.2 Agreements regarding Cost are as follows:

- Sales and Service Agreement.
- Barter Agreement
- Equipment and Tools Rental Agreement

4.1.3 Commercial Agreement i.e. Agreement with the SET.

4.1.4 Employee Termination Agreement.

4.1.5 Particulars that cannot be terminated i.e. Agreement on collecting of the Accounting documents.

The Chairman then asked the Meeting whether there was any question regarding this agenda. The Shareholder proposed the Meeting that the questions as follows:

- How the Company will inform the SET regarding the undertaking of the Company in order to maintain the status of the Company and carry on the business?

- The Company was recommended to bring the case into the international arbitration proceeding.

- Could the Company still carry on the business of the television broadcasting television?

- Since this agenda was divided into several agendas, the vote should be separated accordingly.

- The Company is recommended to seek the way to gain the profit into the Company instead of the acknowledgment of the cost of the Company.

- Since there were sub-agenda from 4.1.1.to 4.1.6, the ballot should be provided promptly.

- The Company was proposed to enter into the rehabilitation process.

- Whom and where will be sued by the Company ?.

- Could the Company gain the profit from other source without rely on the Concession Agreement? ?

The Chairman had answered the queries and asked the Meeting to vote for this agenda and requested the Meeting to ask the question that it is not in connection with this agenda on Agenda 5. There was no shareholders propose any query, the Chairman then proposed the Meeting to consider and cast their votes.

After consideration, the Meeting passed a resolution approving to hold over all of commercial activities of the Company by canceling commercial contracts and employment contracts stated in Clause 4.1.1 to 4.1.5 as proposed in all respect with the majority vote of 662,520,298 Approved votes or 99.60 %; 805,514 Disagreed Votes or 0.12 %; and 1,832,700 Abstained Vote or 0.28 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

**4.2 To consider and approve to hire the company which will manage the accounting system such as billing, collecting, tax, legal documents, and other works in relation to company's secretary, board's meeting, shareholders' meeting, contracts administration, and registration process in relation to the Company's business with government officer, including undertaking for preparation of the legal file that is continued after March 8, 2005 in total cost of not more than Baht 6 million per year, initial term of the engagement is 6 months and its renewal term for 6 months upon the condition of an advance payment of the first of 6 months to be made after the effective date of the engagement.**

After consideration, the Meeting passed a resolution approving the Company to hire the company to which will manage the accounting system such as billing, collecting, tax, legal documents, and other works in relation to company's secretary, board's meeting, shareholders' meeting, contracts administration, and registration process in relation to the Company's business with government officer, including undertaking for preparation of the legal file that is continued after March 8, 2005 in total cost of not more than Baht 6 million per year, initial term of the engagement is 6 months and its renewal term for 6 months upon the condition of an advance payment of the first of 6 months to be made after the effective date of the engagement as proposed in all respect with the majority vote of 664,908,298 Approved votes or 99.96 %; 150,114 Disagreed Votes or 0.02 %; and 100,100 Abstained Vote or 0.02 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

**4.3 To consider and approve to hire the man-power in relation to the maintaining and transferring many assets to comply with the terms of the concession agreement because the Company has many assets located in 52 stations around many provinces. The Company will use 92 persons who are responsible for various scope of work in total cost of Baht 4.5 million calculated from Baht 60,000 per day multiplied by 75 days approximately.**

After consideration, the Meeting passed a resolution approving the Company to hire to hire the man-power in relation to the maintaining and transferring many assets to comply with the terms of the concession agreement because the Company has many assets located in 52

stations around many provinces. The Company will use 92 persons who are responsible for various scope of work in total cost of Baht 4.5 million calculated from Baht 60,000 per day multiplied by 75 days approximately as proposed in all respect with the majority vote of 662,215,598 Approved votes or 99.56 %; 2,779,214 Disagreed Votes or 0.42 %; and 163,700 Abstained Vote or 0.02 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

**4.4 To consider and approve to buy and/or renew assets insurance to comply with the terms of concession agreement, including buying and/or preparing new insurance according to the board of directors' decision as appropriate.**

After consideration, the Meeting passed a resolution approving the Company to buy and/or renew assets insurance to comply with the terms of concession agreement, including buying and/or preparing new insurance according to the board of directors' decision as appropriated as proposed in all respect with the majority vote of 663,788,198 Approved votes or 99.79 %; 809,014 Disagreed Votes or 0.12 %; and 561,300 Abstained Vote or 0.08 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

**4.5 To consider and approve to hire the legal consultant to process the case for the Company in the Arbitration court and other courts.**

After consideration, the Meeting passed a resolution approving the Company to hire the legal consultant to process the case for the Company in the Arbitration court and other courts. as proposed in all respect with the majority vote of 662,597,198 Approved votes or 99.61 %; 2,060,014 Disagreed Votes or 0.31 %; and 501,300 Abstained Vote or 0.08 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

**4.6 To consider and approve to relocate the Company's head office to Shinawatra Tower 3, 8<sup>th</sup> Floor after the Company's concession agreement is revoked, and approve to buy office equipments and general expense as necessary, including but not limited for keeping the Company's documents in the safe place.**

After consideration, the Meeting passed a resolution approving the Company to relocate the Company's head office to Shinawatra Tower 3, 8<sup>th</sup> Floor after the Company's concession agreement is revoked, and approve to buy office equipments and general expense as necessary, including but not limited for keeping the Company's documents in the safe place as proposed in all respect with the majority vote of 665,082,212 Approved votes or 99.99 %; 75,000 Disagreed Votes or 0.01 %; and 1,300 Abstained Vote or 0.0001 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

**Agenda 5 To consider any other business, if any**

The Chairman informed the Meeting that the agendas as stated in the Notice were all considered and asked the Meeting whether there were other matters to be considered or any further questions.

The Shareholders had discussed and expressed their opinions as follows:

- The undertaking of the Company in the future regarding the PMO and the others.
- The Company is proposed to discuss with the SET in connection with the undertaking of the Company in order to maintain the status of the listed company in the SET.
- The shareholders should be collectively united in order to sue the PMO and the SEC.

- Agenda 6 was proposed to be considered as follows:

**“ Agenda 6 To Consider and Approve Thai Investors Association and/or shareholders of ITV Plc whom Thai Investors Association will approve of being the shareholders’ representative to have responsibility for verification matters of fact in relation to the dispute between the Company and the PMO and to recommend the Board of Directors of the Company to proceed according to the Company’s rights by laws, to require the damages from offender or infringe person, and also to rehabilitate the Company. Thus recommendation of such the representative of shareholders as stated above and the process performed by the Board of Directors handle to protect the benefit of shareholders are approved of shareholders’ meeting. “**

Before this agenda was voted, the Meeting was informed that the addition of Agenda 6 was required to be approved by the shareholders holding shares collectively amounting not less than one-third of the total number of shares sold according to the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535. The Meeting was then requested to cast their votes.

After consideration, the Meeting passed a resolution approving the Company to consider Agenda 6 as proposed in all respect with the majority vote of 642,398,246 Approved votes or 96.58 %; 617,800 Disagreed Votes or 0.09 %; and 22,142,466 Abstained Vote or 3.33 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

**Agenda 6 To Consider and Approve Thai Investors Association and/or shareholders of ITV Plc whom Thai Investors Association will approve of being the shareholders’ representative to have responsibility for verification matters of fact in relation to the dispute between the Company and the PMO and to recommend the Board of Directors of the Company to proceed according to the Company’s rights by laws , to require the damages from offender or infringe person, and also to rehabilitate the Company. Thus recommendation of such the representative of shareholders as stated above and the process performed by the Board of Directors handle to protect the benefit of shareholders are approved of shareholders’ meeting.”**

The Chairman proposed the Meeting to consider this Agenda.

The Shareholders expressed their opinion and recommended the Company regarding the undertaking of the Company in the future in accordance with the PMO and others which it can be summarized as follows:



1. The Company and the shareholders should bring the case to the Court against the PMO resulting from the fact that the PMO claimed the Company to pay the debt of Baht 100,000 billion and illegally terminated the Concession Agreement.

2. The Company was proposed to gain additional income.

3. The Company was proposed to enter into the rehabilitation process.

4. The Company was proposed to not be delisted in the SET

The Chairman, Mr. Niwattumrong and Mr. Weerawong answered the shareholders' question which can be summarized as follows:

In order to undertake the litigation proceeding with the PMO with transparency and fairness, the shareholders was welcomed to send its agent in accordance with the resolution of the Meeting to verify matters of facts in relation to require the damages from offender or infringe person, and also to rehabilitate the Company.

After consideration, the Meeting passed a resolution approving Thai Investors Association and/or shareholders of ITV Plc whom Thai Investors Association will approve of being the shareholders' representative to have responsibility for verification matters of fact in relation to the dispute between the Company and the PMO and to recommend the Board of Directors of the Company to proceed according to the Company's rights by laws, to require the damages from offender or infringe person, and also to rehabilitate the Company. Thus recommendation of such the representative of shareholders as stated above and the process performed by the Board of Directors handle to protect the benefit of shareholders are approved of shareholders' meeting as proposed in all respect with the majority vote of 639,851,846 Approved votes or 96.20 %; No Disagreed Votes (since the shareholders went off the Meeting before casting the votes.); 25,306,666 Abstained Vote or 3.80 % of the total shares held by the shareholders attending the Meeting and having the right to vote.

When there was no shareholders propose any query, the Chairman thanked the shareholders to attend the Extraordinary Shareholders Meeting No. 1/2006. The Chairman declared the Meeting closed.

However, after the commencement of the Meeting, more shareholders registered for the Meeting. At the time that the registration was closed, there were 257 shareholders and proxies presented at the meeting, holding together 655,158,512 shares or 55.12 percent of the total issued shares of the Company amounting to 1,206,697,400 shares.

The Meeting was adjourned at 17.15 p.m.

Signed \_\_\_\_\_ ( Signature ) \_\_\_\_\_ Chairman of the Meeting  
(Mr. Nitthimon Juengsiri )

Signed \_\_\_\_\_ ( Signature ) \_\_\_\_\_ Secretary of the Board of Directors.  
(Mr. Vichakoraput Rattanavichaien )

Preliminary info of the retired Directors being proposed for re-election
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<b>Name</b>	<b>Mr. Somkid Wangcherdchuwong</b>	
<b>Age (year)</b>	49	
<b>Position</b>	Chairman of the Board of Directors	
<b>Starting Date of Directorship</b>	February 19, 2007	
<b>Tenure</b>	2 months	
<b>% Shareholding</b>	- None -	
<b>Highest Education</b>	Bachelor Degree of Law, Chulalongkorn University Barrister-at-law, The Thai Bar	
<b>Governance Training of IOD</b>	Course DAP : Director Accreditation Program Class 50/2006	
<b>Working Experiences</b>	2007 - Present	Chairman of the Board of Directors, ITV Plc.
	1996 - Present	Attorney at Law, Suwat Somkid Law Office
	1991 - 1995	Attorney at Law, Udomwattana Law Office
	1989 - 1990	Attorney at Law, Dr. Surabodee Sattabut Law & Business Office
	1982 - 1988	Attorney at Law, Vickery, Praon, Pramuan & Sutee Law Office
	1980 - 1981	Attorney at Law, Kriengsak & Sanya Law Office
<b>Director/Management</b>	<ul style="list-style-type: none"> <li>▪ Listed Company</li> </ul>	Bangkok Steel Industry Plc.
<b>Position in other companies</b>	<ul style="list-style-type: none"> <li>▪ Non-listed company</li> <li>▪ Other company that conflict with the company</li> </ul>	- None -
<b>Attend of meeting in 2007</b>	Appointed as a director since February 19, 2007.	
	<ul style="list-style-type: none"> <li>▪ The Board of Directors Meeting</li> <li>▪ Extraordinary General Meeting of Shareholder</li> </ul>	4/4 times 0/1 time
	No. 1/2007	
<b>Illegal Record in past 10 years</b>	- None -	
<b>Relationship with Management</b>	- None -	

Preliminary info of the retired Directors being proposed for re-election
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<b>Name</b>	<b>Ms. Jiraporn Viwongsakdi</b>	
<b>Age (year)</b>	42	
<b>Position</b>	Director	
<b>Starting Date of Directorship</b>	March 7, 2007	
<b>Tenure</b>	1 month	
<b>% Shareholding</b>	- None -	
<b>Highest Education</b>	Master Degree of Business & Administrative (MBA), Chulalongkorn University	
<b>Governance Training of IOD</b>	- None -	
<b>Working Experiences</b>	2007 - Present	Director, ITV Plc.  Financial & Accounting Manager, SCB New York Life Insurance Plc.
	1997 - 2006	Thailand Duty Free Shop Co., Ltd.  King Power International Co., Ltd.
	1996 - 1997	Car World Club Co., Ltd.
	1995 - 1996	Premier Enterprise Co., Ltd.
	1993 - 1994	Swiss Fund NV.
	1991 - 1992	SGV NA-Thalang Co., Ltd.
<b>Director/Management</b>	<ul style="list-style-type: none"> <li>▪ Listed Company</li> </ul>	- None -
<b>Position in other companies</b>	<ul style="list-style-type: none"> <li>▪ Non-listed company</li> <li>▪ Other company that conflict with the company</li> </ul>	- None -
<b>Attend of meeting in 2007</b>	Appointed as a director since March 7, 2007.	
	<ul style="list-style-type: none"> <li>▪ The Board of Directors Meeting</li> <li>▪ Extraordinary General Meeting of Shareholder</li> </ul>	2/2 times 1/1 time
	No. 1/2007	
<b>Illegal Record in past 10 years</b>	- None -	
<b>Relationship with Management</b>	- None -	

## **Enclosure 5**

### **Company's Articles of Association concerning the Shareholders Meeting**

#### **1. Closing of Share Registration Book**

Article 12 During a period of 21 days prior to each shareholder meeting, the company may refuse to accept registration of any transfer of shares by issuing a notice to the shareholder not less than 14 days in advance at the head office and all branch offices of the company prior to the commencement date of such refusal to accept registration of transfer of shares.

#### **2. Calling of Shareholders Meeting**

Article 29 The board of the directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholder within four month of the last day of the fiscal year of the company. Shareholder meeting other than the one shall be call extraordinary general meeting.

The board of the directors may call an extraordinary general meeting of shareholder any time the board consider it expedient to do so.

Shareholder holding shares amounting to not less than one-fifth of the total number of shareholder numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the board of directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The board of directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

Article 31 In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place , date , time , agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter to be propose to the meeting with reasonable detail by indicating clearly whether it is the matter propose for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholder and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

#### **3. Granting Proxy**

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**

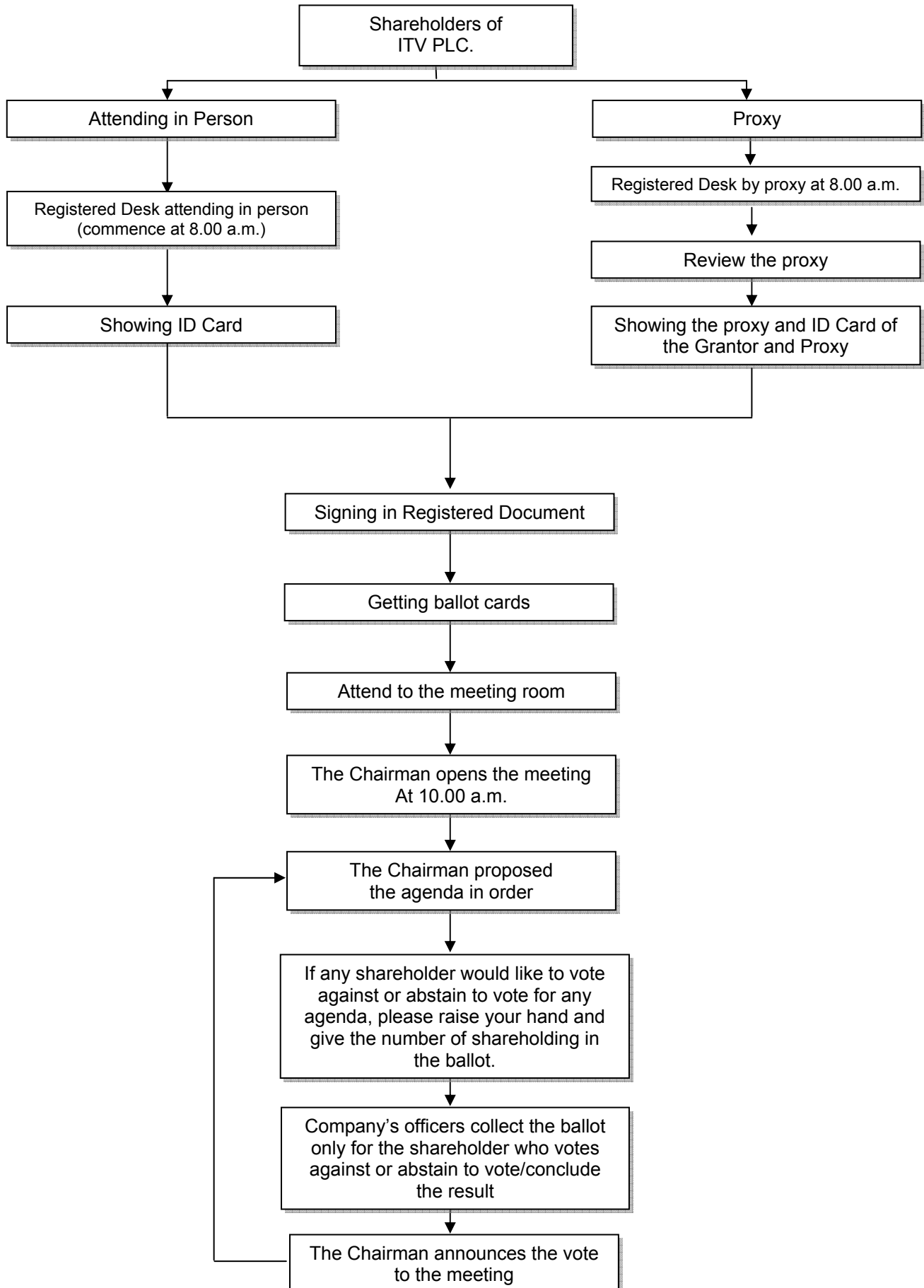
Article 35 The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meeting and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting my pass a resolution 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.

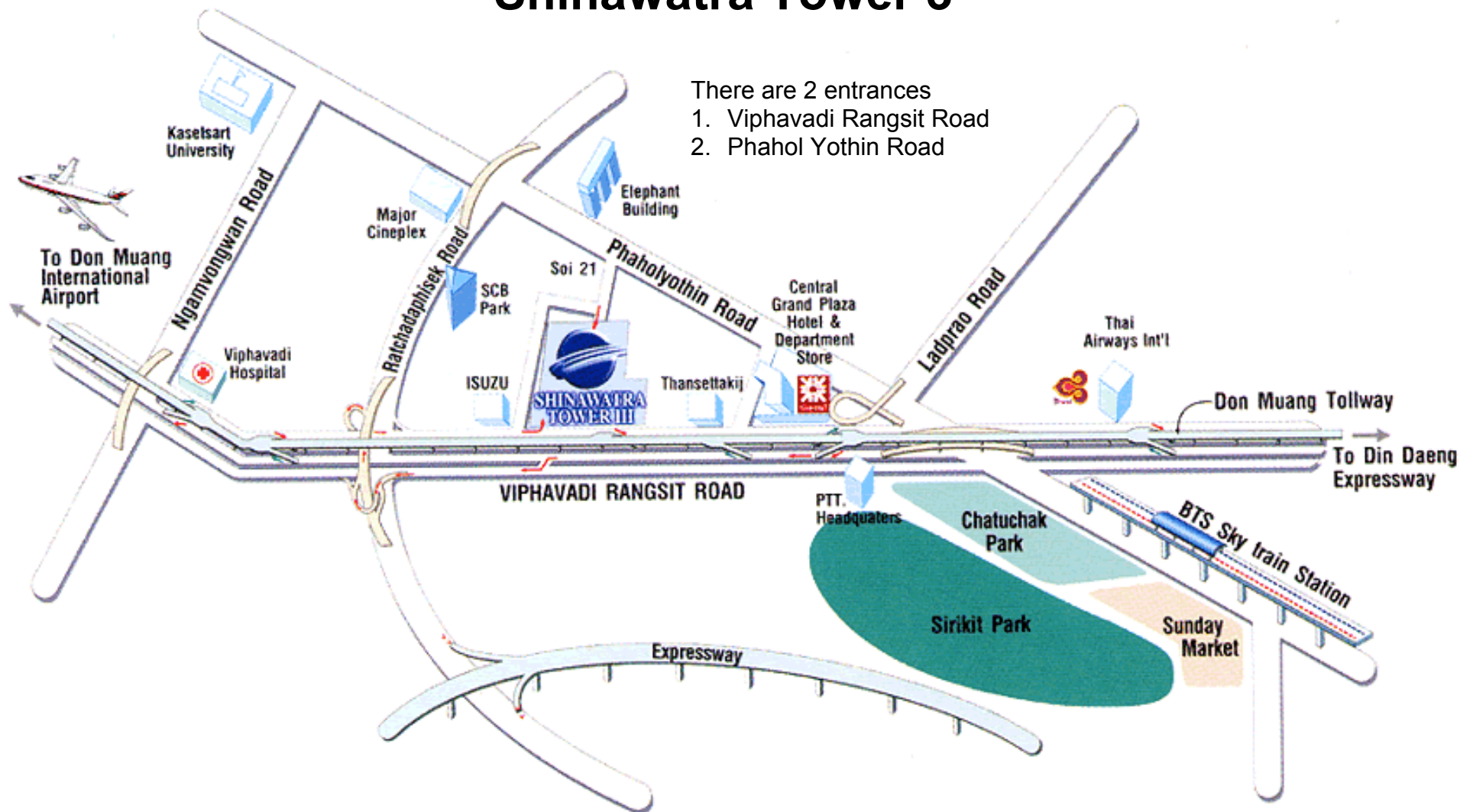
**Procedures for attending the Annual General Meeting  
of Shareholders for 2007  
ITV Public Company Limited  
On April 23, 2007**



**\* Please return to the Company's officers the ballot for every agenda when the meeting be completed.**

# Shinawatra Tower 3

There are 2 entrances  
1. Viphavadi Rangsit Road  
2. Phahol Yothin Road



Auditorium, 9<sup>th</sup> Floor, Shinawatra Tower 3  
1010 Viphavadi Rangsit Road, Jatujak, Bangkok  
Tel. 02-949-2000

Viphavadi Rangsit Road : Bus no. 3, 29, 52 Air condition bus no. 10, 29  
Phahol Yothin Road : Bus no. 27, 39, 59 Air condition bus no. 39