

Minutes of the Extraordinary General Meeting of Shareholders no.2/2024

ITV Public Company Limited

Registration No. 0107541000042

Meeting held via electronic media on Friday, September 13, 2024, at 14.00 hrs.

Head Office no. 87 M. Thai Tower, 27th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330

ITV Public Company Limited (“the Company”) closed its share register, on August 28, 2024, to determine the right to attend and vote in the Annual General Meeting of Shareholders for 2024. There were 9,503 shareholders holding 1,206,697,400 shares as at the share register closing date.

Board of Directors attending the meeting:

1. Mr. Kim Siritaweechai	Chairman of the Board
2. Mr. Jitchai Musikabutr	Board Member
3. Mr. Metho Piamthipmanus	Board Member
4. Ms. Thanyaluk Buathong	Board Member
5. Dr. Rattanaporn Nammontri	Board Member

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

Ms. Chanvit Prachayapipat, legal advisor from TTT & Partners Limited

Meeting Moderator

Mr. Jittipong Chaempricha, attorney and legal advisor from TTT & Partners Limited

Preliminary Notification by the Meeting Moderator

The Extraordinary General Meeting of Shareholders no. 2/2024 was held via electronic media, with Inventech System (Thailand) Co., Ltd. as the provider of registration and voting system services. Data of meeting attendees would be stored as evidence. This included electronic traffic data such as first name, last name, username, phone number, shareholder registration number, shareholding details, proxy appointment information and documents, voting details, meeting log-in, and log-out date and times etc.

The Company also recorded the visuals and audio of the meeting, as required by law. However, the Company reserved the right to allow solely shareholders and their proxies to access the system, which encompassed meeting registration, vote casting, inquiry during the meeting, and access to meeting documents. Unauthorized recording of the meeting audio and visuals, without prior permission from the Company, was strictly prohibited.

Only agenda items that required voting from shareholders would be documented as signed documents.

Having logged in to the system, shareholders’ and proxies’ attendance would be counted as a quorum. If they left the meeting before the voting on any agenda item was declared closed, 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 meeting would consider agenda items in the order specified in the invitation letter. For the agenda items requiring a vote, the Company would present the information of each agenda item first. Subsequently, shareholders would be allowed to submit questions or raise relevant inquiries regarding the agenda item, and then, voting would be opened. After the vote counting was completed, the Company would announce the voting result to the meeting.
- 2) Each shareholder was entitled to one vote for each share that he or she holds. The shareholder who wished to vote would do so through the Inventech Connect system.
- 3) Shareholders could vote *agree to*, *disagree with*, or *abstain from voting* in each agenda item. The voting system would display the buttons *Agree*, *Disagree*, *Abstain*, and *Cancel Vote*, along with the countdown timer. Shareholders had to cast their votes within the allotted time (1 minute for each item) and could change their votes until the voting time for each agenda item ended.
- 4) For any reason, including disruptions in the internet connection of the attendees, if any shareholder failed to cast his or her vote or canceled it without any replacement within the voting time, the vote would be deemed as *approve*.
- 5) In calculating the votes, the Company would deduct the disapproval votes or abstentions from the total eligible votes in the meeting in order to determine the number of approval votes.
- 6) All the agenda would be approved by a majority vote of the shareholders who attended the meeting and cast their votes, except for Agenda Item 1, to consider and approve the dissolution of the Company, that must be approved by not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.
- 7) The number of shareholders' and proxies' votes recorded might vary in each item as some of the shareholders arrived at the meeting after it had begun or left the meeting early,
- 8) If a proxy was assigned with specified votes in advance, the Company would take and count the shareholders' votes accordingly. The proxy would not be able to vote otherwise.
- 9) If the attendees encountered any problems with the meeting or voting systems, they should consult the instructions provided in the invitation letter, or call the Company's hotline at: 02-931-9136.
- 10) In the case of system failure, the attendees would receive an email with a link to access the meeting via a backup system.

How to ask questions or express opinions at the meeting

Shareholders or proxies could ask questions or express opinions via Inventech Connect System, either by typing questions in 'Q&A' module or doing so via video conference. Please note that questions and opinions had to be relevant to the item under consideration and under the process determined by the Company.

In order to manage time effectively and ensure orderly proceedings, the Company reserved the right to cut short the video conference, respond only to questions related to the agenda items that required vote-casting. The Company would summarize questions for agenda items that did not require vote-casting, along with the answers, and record them in the Q&A document. This document would not be deemed as a part of the meeting minutes and would be published on the Company's website accordingly.

Thereafter, the meeting moderator stated that there were 42 shareholders attending the meeting in person or through their appointed proxies, representing 699,053,540 shares or 57.9311 percent of the total paid-up shares of the Company (1,206,697,400 shares), which was not less than one-third of the total paid-up shares, constituting a quorum per Article 33 of the Company's Articles of Association.

Preliminary Proceedings

Mr. Kim Siritaweechai, the Chairman of the Board ("the Chairman"), presided over the meeting and declared the meeting duly convened to consider the following matters according to the meeting agenda:

Item No. 1 To consider and approve the dissolution of the Company

The Chairman asked a director, namely Mr. Metho Piamthipmanus, to present this matter for the meeting to consider as follows.

Due to the limited remaining cash in the Company following the capital decrease and return capital to shareholders, combined with the current economic environment and evolving technologies, the Company can no longer be able to pursue suitable business opportunities or create appropriate business plans. Given these circumstances, no factors would enable the Company's recovery or continuation of operations. Additionally, the Company has been inactive for over 17 years. Therefore, it is deemed appropriate to propose the dissolution of the Company to the shareholders' meeting for their consideration and approval in accordance with Section 154 of the Public Limited Companies Act B.E. 2535. The Board of Directors then agreed to propose that the shareholders meeting consider and approve the dissolution of the Company, in order to proceed with the liquidation and ultimately close down the Company.

The Chairman allowed shareholders to inquire about the dissolution of the Company, a shareholder submitted an inquiry as follows.

Mrs. Orawarn Wanarak - attending in person as shareholder

She would like to know the unaudited balance sheet for Q3/2024, or the most recent one available. After liquidation and settling all liabilities, will there be any remaining funds to distribute to the shareholders?

Answer:

Currently, the company's primary asset is cash, amounting to approximately 14 million baht, which is expected to be sufficient only for the company's liquidation process. It is unlikely that there will be any remaining assets or cash available for distribution to the shareholders. However, shareholders can follow the liquidation process through the

liquidation reports that the liquidator is required to submit to the Department of Business Development, Ministry of Commerce, every three months.

Since there were no further inquiries and opinions, the Chairman then requested that the meeting consider and approve the dissolution of the Company. This agenda item must be approved by not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Resolution

The meeting considered and resolved to approve the dissolution of the Company, by not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

Resolution	Number of votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	688,186,040	98.4453
Disapproved	300,000	0.0429
Abstained	10,567,500	1.5116

Item No. 2 To consider and approve the appointment of the Company's liquidator and determine the liquidator's remuneration

The Chairman asked a director, namely Mr. Metho Piamthipmanus, to present this matter for the meeting to consider as follows.

To comply with Section 156 of the Public Limited Companies Act B.E. 2535, which requires that upon the approval of the Company's dissolution, the shareholder's meeting shall appoint a liquidator and an auditor and shall also determine their remuneration simultaneously. The Board of Directors has resolved to propose that the shareholders' meeting approve the appointment of Mrs. Srirat Rattanadilok Na Phuket as the liquidator of the Company to address outstanding matters and perform all necessary actions to complete the liquidation process. The proposed remuneration for the liquidator was 550,000 baht for the period from the approval of the dissolution by the shareholders' meeting until the completion of the liquidation registration. Should the completion of the liquidation registration be finalized after June 30, 2027, the liquidator may propose to the shareholders' meeting for approval of the liquidator's additional remuneration, as deemed appropriate. The information regarding the background and work experience of the nominated liquidator was provided in Enclosure 1 of the invitation letter to the meeting, which was sent to all shareholders.

Furthermore, it is proposed that a budget framework be approved for the liquidator to hire a support team to assist in completing the liquidation process in compliance with the Public Limited Companies Act, B.E. 2535. The service fees for the support team should not exceed 100,000 baht per month (excluding VAT) until the completion of the liquidation registration.

The Chairman allowed shareholders to inquire about the appointment of the Company's liquidator and determine the liquidator's remuneration, but none of the shareholders raised any inquiries.

Therefore, the Chairman requested that the meeting consider and approve the appointment of the Company's liquidator and determine the liquidator's remuneration. This agenda item must be approved by a majority of the shareholders attending the meeting and casting their votes.

Resolution

The meeting considered and resolved to approve as follows:

- (1) Approve the appointment of Mrs. Srirat Rattanadilok Na Phuket as the liquidator of the Company to address outstanding matters and perform all necessary actions to complete the liquidation process. The proposed remuneration for the liquidator was 550,000 baht for the period from the approval of the dissolution by the shareholders' meeting until the completion of the liquidation registration. Should the completion of the liquidation registration be finalized after June 30, 2027, the liquidator may propose to the shareholders' meeting for approval of the liquidator's additional remuneration, as deemed appropriate; and
- (2) Approve a budget framework for the liquidator to hire a support team to assist in completing the liquidation process, not exceeding 100,000 baht per month (excluding VAT) until the completion of the liquidation registration.

by a majority vote of the shareholders who attended and cast their votes.

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	688,486,040	99.9891
Disapproved	75,000	0.0108
Abstained	10,492,500	-

Item No. 3 To consider and approve the appointment of the Company's external auditors and fix the audit fees

The Chairman asked a director, namely Mr. Metho Piamthipmanus, to present this matter for the meeting to consider as follows.

To allow the shareholders' meeting to consider and approve the appointment of the Company's external auditors and fix the audit fees simultaneously with the approval of the Company's dissolution. Additionally, the Company's liquidator shall prepare its financial statements for the period from January 1, 2024, until the date of the Company's dissolution registration and deliver them to the external auditor for auditing within four months from the appointment date of the liquidator, and then presented to the shareholders' meeting for approval within one month of receiving the audited financial statements from the

auditor, in compliance with Sections 156 and 165 of the Public Limited Companies Act B.E. 2535.

The Board then agreed 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 period from January 1, 2024, until the date of the registration of the company's dissolution with the Department of Business Development, Ministry of Commerce has been completed. The proposed auditors are as follows:

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|------------------------------|-------------------------|
| 1. Mr. Sakda Kaothanthong | CPA (Thailand) No. 4628 |
| 2. Mr. Sumate Jangsamsee | CPA (Thailand) No. 9362 |
| 3. Ms. Vipavan Pattavanvivek | CPA (Thailand) No. 4795 |

Any of the above auditors could conduct the audit and express an opinion on the Company's financial statements. the Company proposed to fix the audit fees for the period from January 1, 2024, until the date of the registration of the company's dissolution with the Department of Business Development, Ministry of Commerce at 350,000 baht.

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

The Chairman allowed shareholders to inquire about the appointment of the Company's external auditors and fix the audit fee, but none of the shareholders raised any inquiries.

Therefore, the Chairman requested that the meeting consider and approve the appointment of the Company's external auditors and fix the audit fee. This agenda must be approved by a majority of the shareholders attending the meeting and casting their votes.

Resolution

The meeting considered and resolved to approve the appointment of the Company's external auditors and fix the audit fee by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting
Approved	688,486,040	100.0000
Disapproved	0	0.0000
Abstained	10,567,500	-

Item No. 4 To consider other matters (if any)

The Chairman stated that, according to Section 105 paragraph 2 of the Public Limited Companies Act, B.E.2535, shareholders holding the aggregate number of shares of not less than one-third of the total number of shares sold might request that the meeting consider other business upon the completion of the consideration of all businesses shown in the invitation letter. However, no shareholders have proposed additional agenda items for this meeting.

The Chairman allowed shareholders to inquire or express their opinions again, but none of the shareholders raised any inquiries.

Subsequently, the meeting moderator announced that any questions submitted by shareholders after the vote on each agenda item, as well as other questions not related to the approved agenda items, would be compiled into a question-and-answer summary, as a separate document. This document will not be considered part of the minutes of the meeting and will be published on the Company's website.

Since there were no additional inquiries or opinions, the Chairman then expressed his appreciation to all the shareholders attending the meeting. The meeting was adjourned at 14.30 hours.

-Signature-

Mr. Kim Siritaweechai
Chairman of the Meeting

-Signature-

Ms. Patchmon Arunruangsirilert
Minutes taker