

**Minutes of the Extraordinary General Meeting of Shareholders no.3/2024**

**ITV Public Company Limited**

**Registration No. 0107541000042**

**The meeting was held via electronic media on Friday, December 20, 2024, at 14.00 hrs.**

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

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ITV Public Company Limited (“the Company”) closed its share register on December 2, 2024, to determine the right to attend and vote in the Extraordinary General Meeting of Shareholders no.3/2024. There were 9,503 shareholders holding 1,206,697,400 shares as of the share register closing date.

**Persons attending the meeting:**

1. Mrs. Srirat Rattanadilok Na Phuket      The liquidator of the Company
2. Mr. Chanvit Prachayapipat,              External legal advisor from TTT & Partners Limited,  
presenting to Inspect Voting Procedures at the Meeting
3. Mr. Passawish Sapklin,                  External legal advisor from TTT & Partners Limited,  
presenting to Meeting Moderator

**Preliminary Notification by the Meeting Moderator**

The Extraordinary General Meeting of Shareholders no. 3/2024 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 dates 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 *approve to*, *disapprove with*, or *abstain from voting* in each agenda item. The voting system would display the buttons *Approve*, *Disapprove*, *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) The agenda would be approved by a majority vote of the shareholders who attended the meeting and cast their votes.
- 7) 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.
- 8) If the attendees encounter 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 02-4609232.
- 9) 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 and respond only to questions related to the agenda items. 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 39 shareholders attending the meeting in person or through their appointed proxies, representing 704,914,520 shares or 58.4168 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.

## **Preliminary Proceedings**

Mrs. Srirat Rattanadilok Na Phuket, the liquidator of the Company, acting as the Chairman of the Meeting (“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 audited financial statements as of the date of registration for the Company’s dissolution (September 17, 2024)**

The Chairman reported to the meeting that, in accordance with Section 165 of the Public Limited Company Act B.E. 2535 (1992), the liquidator is required to prepare a balance sheet and profit and loss account from the beginning of the accounting year until the date of dissolution registration and submit these to the auditor to be audited within four months from the date of the liquidator’s appointment. Accordingly, the liquidator proposed that the Extraordinary General Meeting of Shareholders consider and approve the Company’s financial statements as of the date of its dissolution registration (September 17, 2024), which have been audited and signed by the Company’s external auditor from KPMG Phoomchai Audit Ltd. (Mr. Sakda Kaothanthong).

As of the date of the dissolution registration (September 17, 2024):

- **Total assets** amounted to approximately 18 million baht, primarily consisting of bank deposits.
- **Total liabilities** amounted to approximately 2.1 million baht, primarily consisting of accrued shareholder meeting expenses, liquidator fees, and audit fees.
- **Shareholders' equity** stood at approximately 15.9 million baht, comprising issued and paid-up capital of approximately 24.1 million baht, offset by an accumulated loss of approximately 8.2 million baht.

For the statement of comprehensive income for the period from January 1, 2024, to September 17, 2024:

- **Total revenue** amounted to approximately 10.8 million baht, primarily from interest income on bank deposits.
- **Total administrative expenses** amounted to approximately 19 million baht, mainly comprising shareholder meeting expenses, management expenses, and legal advisory fees.
- As a result, the Company incurred a **net loss** of approximately 8.2 million baht for the period.

The Chairman allowed shareholders to inquire about the audited financial statements of the Company, but none of the shareholders raised any inquiry.

Therefore, the Chairman requested that the meeting consider and approve the audited financial statements as of the date of registration for the Company’s dissolution (September 17, 2024). This agenda item must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

### **Resolution**

The meeting considered and resolved to approve the audited financial statements as of the date of registration for the Company’s dissolution (September 17, 2024) by a majority vote of the shareholders attending the meeting and casting their votes.

<b>Resolution</b>	<b>Number of votes (1 Share = 1 Vote)</b>	<b>Percentage of the Total Shares Held by the Shareholders Who Attended the Meeting</b>
Approved	694,572,020	100.0000
Disapproved	0	0.0000
Abstained	10,342,500	-

**Item No. 2 To acknowledge the progress report on the Company's liquidation**

The Chairman reported to the meeting that, after the Company's dissolution was registered with the Department of Business Development, Ministry of Commerce, and the liquidator had received all assets, accounts, and relevant documents of the Company from the Board of Directors, the liquidator had proceeded with the Company's liquidation which has the progress as follows:

- (1) Published an announcement of the Company dissolution in TASSANA daily newspapers on September 18, 19, and 20, 2024.
- (2) Sent notifications to 788 creditors to submit their claims, including 786 shareholders who have not yet deposited their cheques for the return of decreased capital into their bank accounts and 2 other creditors.
- (3) Sent a notification to 1 debtor to settle the debt.
- (4) Prepared financial statements as of the date of the company's dissolution registration and submitted them to the auditor for auditing. The auditor certified the financial statements on November 26, 2024.
- (5) Prepared an account of receipts and expenditures during the liquidation process from the date of the company's dissolution registration until December 16, 2024.

<b>receipts</b>		<b>expenditures</b>	
<b>Descriptions</b>	<b>Amount (MB.)</b>	<b>Descriptions</b>	<b>Amount (MB.)</b>
Received cash from subsidiary	0.30	Expenses associated with organizing the shareholders' meeting	0.97
Received cash from advance clearing	0.01	Expenses incurred to facilitate the liquidation process	0.32
		Liquidator fee	0.20
		Audit fee	0.19
		Expenses associated with the return of capital decrease to shareholders	0.08
		Other expenses	0.04
<b>Total</b>	<b>0.31</b>	<b>Total</b>	<b>1.80</b>

The liquidator has prepared the 1<sup>st</sup> liquidation report for the period from 17 September 2024 to 16 December 2024, detailing the progress as reported to the Meeting, and submitted it to the Registrar of Public Limited Companies on December 19, 2024.

As this agenda item is for acknowledgment only, no voting was required. The Chairman allowed shareholders to inquire about the audited financial statements of the Company, but none of the shareholders raised any inquiry.

**Item No. 3 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.

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 meeting agenda, the Company, if it deems that responding to such inquires would benefit shareholders, will compile them 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.

The Chairman allowed shareholders to inquire again, but none of the shareholders raised any inquiry.

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 14.21 hours.

-Signature-

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Mrs. Srirat Rattanadilok Na Phuket  
Chairman of the Meeting

-Signature-

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Ms. Patchmon Arunruangsirilert  
Minutes taker

Remark: After the meeting concluded, the Company conducted a review of the registration and vote-counting system. Consequently, the quorum and voting results were revised to ensure accuracy and completeness in alignment with the facts.