



Company registration No. 0107554000101

June 5, 2020

Subject: Resolution of Annual General Meeting of Shareholders for year 2020

To : President
Stock Exchange of Thailand

CC : Secretary
Securities and Exchange Commission

TV Direct Public Company Limited hereby notifies that the meeting of the Annual General Meeting of Shareholders for year 2020 which was held on June 5, 2020 at 2.00 p.m. has resolved the following agendas:

1. Adopted the Minutes of the Annual General Meeting of Shareholders for year 2019 with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting follows:-

Agreed	379,864,282	vote	Percentage	100.0000
Disagreed	0	vote	Percentage	0.0000
Abstained	0	vote		
Voided Ballot	0	vote	Percentage	0.0000

Remark : The abstained votes shall not be included in voting of this agenda

2. Acknowledged the Company's operating results year 2019.
3. Approve the balance sheet (Statements of Financial Position) and statements of income for year 2019 with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting follows:-

Agreed	379,864,282	vote	Percentage	100.0000
Disagreed	0	vote	Percentage	0.0000
Abstained	0	vote		
Voided Ballot	0	vote	Percentage	0.0000

Remark : The abstained votes shall not be included in voting of this agenda

4. Approved the appropriation of year 2019 net profits as legal reserve in the amount of Baht 163,968 and no dividend payment with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting follows:-

Agreed	379,864,282	vote	Percentage	100.0000
Disagreed	0	vote	Percentage	0.0000
Abstained	0	vote		
Voided Ballot	0	vote	Percentage	0.0000

Remark : The abstained votes shall not be included in voting of this agenda

5. Approved to elect Mr. Tada Charukitpaisarn, Asst. Prof. Anucha Chintakanond and Mr. Suthep Subsantiwong to be the Company's directors for another term with the following votes:

5.1 Mr. Tada Charukitpaisarn

Agreed	379,026,725	vote	Percentage	99.7795
Disagreed	138	vote	Percentage	0.0000
Abstained	837,419	vote	Percentage	0.2205
Voided Ballot	0	vote	Percentage	0.0000

5.2 Asst. Prof. Anucha Chintakanond

Agreed	379,864,144	vote	Percentage	100.0000
Disagreed	138	vote	Percentage	0.0000
Abstained	0	vote	Percentage	0.0000
Voided Ballot	0	vote	Percentage	0.0000

5.3 Mr. Suthep Subsantiwong

Agreed	379,026,864	vote	Percentage	99.7795
Disagreed	0	vote	Percentage	0.0000
Abstained	837,419	vote	Percentage	0.2205
Voided Ballot	0	vote	Percentage	0.0000

6. Acknowledged the directors' remuneration for year 2020 in accordance with the directors' remuneration which approved by the Annual General Meeting of Shareholders Year 2018 until otherwise resolved by the Shareholders Meeting.

7. Approved the appointment of Mr. Peeradech Pongsathiensak, CPA License No. 4752 or Mr. Thanawuth Piboonsawas, CPA License No. 6699 or Miss Soraya Tintasawan, CPA License No. 8658 of Dharmniti Auditing Co., Ltd., as the Company's auditors for year 2020, and had specified the auditing fee of not exceeding Baht 1,530,000. In case that the aforesaid auditors cannot perform the audit, Dharmniti Auditing Co., Ltd., is authorized to appoint other auditors of Dharmniti Auditing Co., Ltd., to replace those auditors. In addition, if there are any tasks arising other than the audit tasks, the Board of Directors is authorized to determine the extraordinary expenses on case by case basis, with a majority vote of the total number of votes of Shareholders attending and casting votes at the meeting follows:-

Agreed	379,864,283	vote	Percentage	100.0000
Disagreed	0	vote	Percentage	0.0000
Abstained	0	vote		
Voided Ballot	0	vote	Percentage	0.0000

Remark : The abstained votes shall not be included in voting of this agenda

8. Approved to purchase the shares of TVD Shopping Co., Ltd. ("**TVDS**"), a subsidiary company, in the amount of 17,150,000 ordinary shares, or equal to 35 percent of total issued and paid-up shares from Momo.com Inc. which considered as the assets acquisition and connected transaction and having total value of Baht 152.89 million. The payment will be made by (1) issuing 114,773,458 newly issued ordinary shares of the Company with par value of Baht 0.50 each, or equal to 15 percent of total issued and paid-up shares of the Company at the price of Baht 1.13 per share. The total value of newly issued ordinary shares is Baht 129.69 million and (2) cash payment in the amount of Baht 23.20 million, with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote (without a vote of any shareholder having an interest in a particular agenda) as follows:-

Agreed	379,026,864	vote	Percentage	99.7795
Disagreed	837,419	vote	Percentage	0.2205
Abstained	0	vote	Percentage	0.0000
Voided Ballot	0	vote	Percentage	0.0000

9. Approved the increase capital of the Company amounting to Baht 57,386,729 from Baht 406,433,344 to be new registered capital of Baht 463,820,073 by issuing newly issued ordinary shares of 114,773,458 with par value of Baht 0.50 each in order for allotment of newly issued ordinary shares to specific investor on Private Placement to Momo.com Inc., and amendment of Clause 4 of the Company's Memorandum of Association with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote (without a vote of any shareholder having an interest in a particular agenda) as follows:-

Agreed	379,026,864	vote	Percentage	99.7795
Disagreed	837,419	vote	Percentage	0.2205
Abstained	0	vote	Percentage	0.0000
Voided Ballot	0	vote	Percentage	0.0000

10. Approved the allotment of newly issued ordinary shares to specific investor on Private Placement to Momo.Com Inc. amounting to 114,773,458 shares, with par value of Baht 0.50 each, or equal to 15 percent of total issued and paid-up shares of the Company at the price of Baht 1.13 per share of which considered as the connected transaction, with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote (without a vote of any shareholder having an interest in a particular agenda) as follows:-

Agreed	379,026,864	vote	Percentage	99.7795
Disagreed	837,419	vote	Percentage	0.2205
Abstained	0	vote	Percentage	0.0000
Voided Ballot	0	vote	Percentage	0.0000

11. Approved the amendment of Company's Articles of Association, Article 26 regarding the meeting of Board of Directors through electronics media and Article 62 regarding the seal of the Company, with the votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and entitled to vote as follows:-

Agreed	379,864,283	vote	Percentage	100.0000
Disagreed	0	vote	Percentage	0.0000
Abstained	0	vote	Percentage	0.0000
Voided Ballot	0	vote	Percentage	0.0000

Please be informed accordingly.

Yours Sincerely,

(Mr. Wichian Manapongpun)
Company Secretary