



**LIVE**  
inc.

**LIVE INCORPORATION PUBLIC CO.,LTD**  
390 RAMKHAMHAENG RD., HUAMARK,  
BANGKAPI, BANGKOK 10240  
REGISTRATION NUMBER 0107537002290

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-Translation-

No. 049/2014

August 14<sup>th</sup>, 2014

Subject: Announcement of the resolutions of the Board of Directors' Meeting No. 10/2014 and Report of the Information on Asset Acquisition by  
To: The President  
The Stock Exchange of Thailand  
Enclosure: 1. Information on Asset Acquisition by Listed Company

LIVE Incorporation Public Company Limited ("Company") hereby reports the resolution of the Board of Directors Meeting No. 10/2014 which was held on August 14<sup>th</sup>, 2014 at 05.00 p.m., the important resolutions are as follows;

1. The Board of Directors has resolved to approve the Consolidated and Company Financial Information for Quarter 2 Year 2014 ended June 30<sup>th</sup>, 2014.

2. The Board of Directors has resolved to approve purchasing 12,000 of increasing capital shares of Skenique Group Company Limited which is the Company's associated company totaling 1,200,000 baht in order to maintaining its existing shareholding. Skenique Group Company Limited will issue 40,000 new ordinary shares with a par value of 100 baht each, amounting to 4,000,000 baht. Such transaction represents the acquisition of the subsidiary's capital increase in accordance with the existing shareholding proportion, which is not subject to act with the regulations of asset acquisition by listed company according to the Notification of the Capital Market Supervisory Board No. Thor. Jor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition and Disposition of Assets dated August 31<sup>st</sup>, 2008 and the amendment version and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies concerning the Acquisition and Disposition of Assets B.E. 2547. Dated October 29<sup>th</sup>, 2004 and the amendment version. However, the disclosure is made in accordance to the announcement of the Stock Exchange of Thailand about the rules, procedures, and disclosure of information and operations of a listed company which the Company invested more than 10 percent of the registered capital.

3. The Board of Directors has resolved to approve LMG Estate Company Limited which is a subsidiary of Live Media Group Public Company Limited; the Company's subsidiary, to purchase 32 billboards amounting of 105,000,000 baht. It is the asset acquisition by listed company according to the Notification of the Capital Market Supervisory Board No. Thor. Jor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition and Disposition of Assets dated August 31<sup>st</sup>, 2008 and the amendment version and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies concerning the Acquisition and Disposition of Assets B.E. 2547. Dated October 29<sup>th</sup>, 2004 and the amendment version. The transaction size is equal to 13.41 percent of total assets value of the Company (Using Total Value of Consideration Basis). When summing up the prior 6-month transactions of the Company, the total size of



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transaction will be 35.88 percent which is higher than 15 percent but not over 50 percent. Thus, the Company needs to report and disclose the information under List 2 to its shareholders within 21 days from the date on which the disclosure is made to the Stock Exchange of Thailand but it does not require the shareholders' agreement. The details are in Enclosure No.1.

Please be informed accordingly.

Yours faithfully,

-Singed-

(Mr. Tharakorn Junkerd)

The Company Secretary



**Information on Asset Acquisition**  
**of**  
**LIVE Incorporation Public Company Limited**  
**in case of**  
**LMG Estate Company Limited Purchases 32 Billboards.**

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According to the Board of Directors Meeting No. 10/2014 of LIVE Incorporation Public Company Limited has resolved to approve LMG Estate Company Limited (LMGE) which is a subsidiary of Live Media Group Public Company Limited (LMG); the Company's subsidiary, to purchase 32 billboards amounting of 105,000,000 baht. It is the asset acquisition by listed company according to the Notification of the Capital Market Supervisory Board No. Thor. Jor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition and Disposition of Assets dated August 31<sup>st</sup>, 2008 and the amendment version and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies concerning the Acquisition and Disposition of Assets B.E. 2547. Dated October 29<sup>th</sup>, 2004 and the amendment version. The details are as follow;

**1. Transaction date**

After the Board of Directors of LIVE Incorporation Public Company Limited has resolved to approve LMG Estate Company Limited (LMGE) to purchase 32 billboards, purchasing billboard execution will be done by a management department within August 31st, 2014.

**2. Parties involved / Relationship with the Company**

Buyer : LMG Estate Company Limited  
Seller : Miss Butsara Chaengsajja

**3. General characteristics of the transaction**

LMGE will purchase 32 billboards with an amount of 105,000,000 baht. Such transaction causes LMGE acquire assets in 3 categories as follows;

- 1st Category: 22 billboards together with the right to rent an area for constructing billboard.
- 2<sup>nd</sup> Category: 3 billboards together with land and building
- 3<sup>rd</sup> Category: 7 billboards which are granted in advertising space

Such transaction is the asset acquisition by listed company according to the Notification of the Capital Market Supervisory Board No. Thor. Jor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition and Disposition of Assets dated August 31<sup>st</sup>, 2008 and the amendment version. The transaction size is equal to 13.41 percent of total assets value of the Company. It is therefore classified as Class 3 transaction which the transaction size is less than 15 percent.



#### **Calculation Method**

$$\begin{aligned} 1. \text{ Total Value of Consideration Method} &= \frac{105,000,000 \times 100}{782,775,000} \\ &= 13.41 \% \end{aligned}$$

This transaction could not be calculated by using Net Tangible Assets Method, Net Profit Method, and Value of Securities Method due to it is an asset acquisition.

#### **4. Details and value of the asset acquisition**

Asset Acquisition can be classified into three categories

1<sup>st</sup> Category: 22 billboards with metal structure, the minimum size is 10 x 15 meters and the maximum size is 15 x 50 meters that located on ground area and/or rental area on buildings which causes LMGE entitled to lease the billboard advertisement on that area.

2<sup>nd</sup> Category: 3 billboards are located on land that is vendor ownership when LMGE purchases these 3 billboards, LMGE own the land and buildings title. Details are as follows:

(a.) Metal structure; size 10 x 30 meters, is located on rental ground area together with a land size of 2-Ngan 94-square wah; the land title deed no. 91945 volume 920 page 45 sheet no. 5135 II 1642 tambon number 8471 parcel number 196 which is located at Tambon Bueng Amphur Sriracha Chonburi.

(b.) Metal structure; size 10 x 20 meters, is located on rental ground area together with a land size of 216/10-square wah; the land title deed no. 9061 volume 91 page 61 sheet no. 4624/3080-6 tambon number 413 parcel number 89 which is located at Tambon Srisoontorn Amphur Talang Phuket.

(c.) Metal structure; size 10 x 18 meters, is located on rental area on buildings together with a land size of 17-square wah; the land title deed no. 158748 volume 1586 page 48 sheet no. 2 aor 6 aor tambon number 18407 parcel number 6702 which is located at Tambon Wangthonglang Amphur Bangkok and 4-storey commercial building.

3<sup>rd</sup> Category: 7 billboards are granted in advertising space or wallscapes, the minimum size is 4 x 8 meters and the maximum size is 10 x 14 meters

Note\* Value of Asset acquisition is amount of 102,800,000 Baht by Asian Engineering Valuation Company Limited ([www.aev.co.th](http://www.aev.co.th)) (Independent Valuer) reportedly No. 57AEV06-0139-1(GL) and 57AEV06-0139-2(GL) with Income Approach Method.

#### **5. Total value of consideration**

The execution will be done within the amount of 105,000,000 baht. Payment for asset acquisition shall be divided into at least 2-3 installments. However, it depends on a negotiation between buyer and seller.

Transaction Expenses: All Expenses involving with the transaction such as the registration of transferring ownership fee, other fees, stamp duty fee, and taxation fee would be entirely paid by the seller.

#### **6. Calculation of the transaction value**

Such transaction about purchasing 32 billboards with the acquisition value of 105,000,000 baht is the asset acquisition by listed company according to the Notification of the Capital Market Supervisory



Board No. Thor. Jor. 20/2551 Re: Rules for Significant Transactions Constituting an Acquisition and Disposition of Assets dated August 31<sup>st</sup>, 2008 and the amendment version and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Practice of Listed Companies concerning the Acquisition and Disposition of Assets B.E. 2547. Dated October 29<sup>th</sup>, 2004 and the amendment version. Therefore, the transaction size is equal to 13.41 percent of total assets value of the Company; amount of 782,775,000 baht as of March 31<sup>st</sup>, 2014.

When summing up the prior 6-month transactions of the Company, the total size of transaction will be 35.88 percent which is higher than 15 percent but not over 50 percent. Thus, the Company needs to report and disclose the information under List 2 to its shareholders within 21 days from the date on which the disclosure is made to the Stock Exchange of Thailand.

#### **7. The expected benefits of the Company from doing the transaction**

LMGE sees an opportunity of the advertising billboard business and the billboards that LMGE wants to buy have the potential to create revenue at once the deal is completed because all 32 billboards already have customers to buy the advertisement. Moreover, the location of the billboard is located in a good location and the selling price advertising to customers is not high. Therefore, customers can make a decision to purchase advertising from these billboards easily and when LMGE has the new 32 billboards can expand more customer base because the existing billboard combined with the 32 billboards will cover all size of billboard and location which will be the further choice to customers.

In addition, the benefits that LMGE will get the most from this transaction is LMGE will not have to waste time to invest the new advertising billboard because LMGE can get the ownership of 32 billboards when the deal is completed immediately. If LMGE needs to invest in construction of billboards, there will be factors in the barrier that may be unable to LMGE to make a construction all 32 billboards finish in a short of period of time as well as doing this transaction. That is, the construction investment of 1 billboard will be used for long periods of time especially the period of the construction is approximately 2-3 months, which is not included the time of finding a location which is very difficult as well. Therefore, the Company recognizes the benefits of this part significantly.

#### **8. The source of funding**

LMGE will spend part of working capital of the business and another part will be used from borrowing from LIVE Incorporation Public Company Limited to buy 32 advertising billboards.

#### **9. The opinion of the Board of Directors**

The Board of Directors has the opinion that doing this transaction is necessary and appropriate which makes more effective to a service of advertising media as well as to expand the customer base. Therefore, the transaction would help more productive to LMGE and the Company in a long run. The Board of Directors has resolved to allow LMGE to getting the transaction.

#### **10. The opinion of the Board of Directors of the company and/or the opinion of the Audit Committee which reviews differ from the opinion of the Board of Directors.**

There are 3 opinions of the Audit Committee do not have difference from the opinion of the Board of Directors in accordance with article 9.