



**LIVE**  
inc.

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-Translated-

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October 22<sup>nd</sup>, 2014

Subject: Notification for Shareholders to propose agenda and to nominate candidate for Director  
in advance

To: The President  
The Stock Exchange of Thailand

Enclosure: 1. Criteria for Shareholders to Propose Meeting Agenda and Nominate Candidates for  
Director Positions for LIVE Incorporation Public Company Limited During Annual  
General Meeting of Shareholders

In order to enhance the good corporate governance regarding the rights and equivalent treatment of shareholders, LIVE Incorporation Public Company Limited ("the Company") would like to inform that the shareholders are invited to propose agenda for 2015 Annual General Meeting of Shareholders and to nominate qualified candidate for the Company's director in advance. Details and conditions are prescribed and already posted on the Company's website <http://www.live.co.th> and/or enclosure 1. The shareholders should send proposal to the company by email or facsimile No. 02-553-5092 or email address [Secretary@live.co.th](mailto:Secretary@live.co.th) from October 22<sup>nd</sup>, 2014 to January 31, 2015 so that the Company would submit all of shareholders' proposals to the Board of Directors for the consideration.

Please be informed accordingly.

Yours sincerely,

-Signed-

( Mr. Tharakorn Junkerd )

The Company Secretary



Criteria for Shareholders to Propose Meeting Agenda  
and Nominate Candidates for Director Positions

for LIVE Incorporation Public Company Limited During Annual General Meeting of Shareholders

Objectives

In order to promote good corporate governance of LIVE Incorporation Public Company Limited (“Company”), the Company is committed to put great emphasis on good corporate governance by operating its business based on ethics, integrity and transparency in order to ensure that its shareholders and stakeholders equally and fairly gain appropriate benefits.

Therefore, the Company is giving an opportunity for shareholders to propose matters that are deemed to be beneficial to the Company as well as to nominate qualified candidates for directors. The said matters will be included in the agenda of the Annual General Meeting of Shareholders according to the criteria stipulated by the Company.

Criteria

1. The Qualification of Shareholders

Shareholders who wish to propose meeting agenda and/or nominate directors in the Annual General Meeting of Shareholders must possess the following qualifications:

- 1) Being the common shareholder of the Company which may be a single shareholder or combined shareholders.
- 2) Has continuously owned the minimum of 2% of the Company’s total shares sold.
- 3) Has owned the shares in the proportion as stipulated above for at least 1 year and must own the shares on the day the agenda is proposed and/or a director candidate is nominated.

2. Proposing a Meeting Agenda

2.1 Procedures for Proposing a Meeting Agenda

- 1) The shareholder who possesses qualifications as indicated in Clause 1 must produce a meeting agenda proposal letter using the “Annual General Meeting of Shareholders Agenda Proposal Form” listed in the back of this criteria. The shareholder may also send an unofficial notification via Fax. No. 02-553-5092, or email to the Company Secretary at [secretary@live.co.th](mailto:secretary@live.co.th) prior to sending the original “Annual General Meeting of Shareholders’ Agenda Proposal Form” to the Board of Directors.



In this regard, the shareholder must send the signed original “Annual General Meeting of Shareholders’ Agenda Proposal Form” to the Board of Directors together with appropriate documents within the required timeframe. The proof of share ownership according to the criteria described in Clauses 1.2 and 1.3 includes a certification letter from the securities company, a share certificate or other proof from the Thailand Securities Depository Co. Ltd. or from the Stock Exchange of Thailand as well as any additional documents that may be beneficial to the Board in the consideration process (if available). The relevant documents must be completely delivered to the Company within January 31<sup>st</sup>, 2015 at the following address:

The Company Secretary

LIVE Incorporation Public Company Limited

60 Soi Praditmanutham 19 Praditmanutham Road Kwang Ladprao Khet Ladprao,  
Bangkok 10230

- 2) In case many shareholders with qualifications as described in Clause 1 have unified to propose an agenda to the Board, the first shareholder must completely fill out an “Annual General Meeting of Shareholders’ Agenda Proposal Form” and sign the document as proof. Each of the remaining shareholders is required to fill out only part (1) and (2) of the “Annual General Meeting of Shareholders’ Agenda Proposal Form” and sign his/her signatory as proof. Then, the “Annual General Meeting of Shareholders’ Agenda Proposal Form” together with proof of shares ownership and additional supporting documents (if available) for all shareholders will be compiled into one set of document and proposed to the Board of Directors.
- 3) If one or more shareholders with qualifications as described in Clause 1 propose more than one agenda, the shareholder(s) must fill out a separate “Annual General Meeting of Shareholders’ Agenda Proposal Form” for each proposed agenda and duly sign each form.
- 4) The proposals approved by the Board along with the Board’s opinion will be included in the agenda of the Annual General Meeting of Shareholders’ invitation letter. For proposals disapproved by the Board, the Company will post the notification along with the refusal reasons via its website (<http://www.live.co.th>) as well as via the channel available through the Stock Exchange of Thailand. Such decision will be announced again to the



shareholder on the date of the meeting. In this regard, the decision of the Board on the shareholders' proposals will be deemed final.

## 2.2 Proposals that will not be included in the agenda

- 1) Proposals that violate the law, rules, regulations of government agencies or any governing agencies or are not in accordance with the objectives, regulations, meeting resolutions, and good corporate governance of the Company.
- 2) Proposals that are beyond the Company's control.
- 3) Proposals that will benefit specific individual or group.
- 4) Proposals that were already proposed by shareholders in the shareholders' meeting within the past three years and were supported by less than 10% of total voting shares, and the fact of the said matter has not significantly changed.
- 5) Proposals that involve matters within the power and authority of the Board unless they will cause significant adverse effect to shareholders in general.
- 6) Proposals that the Company has already taken appropriate actions.
- 7) Proposals that shareholders have given incomplete information or incomplete documents or have not proposed within the required timeframe or the shareholders cannot be contacted.
- 8) Proposals submitted by shareholders who are not duly qualified.
- 9) Proposals that the Board has considered to be unnecessary to include in the agenda.

## 3. Nomination of Directors

### 3.1 Consideration Procedures

- 1) The shareholder who possesses qualifications according to the criteria in Clause 1 must produce a letter to nominate a director candidate using "Director Nomination Form" attached to this criteria or may give an unofficial notification to the Board via Fax No. 02-553-5092 or via email to the Company Secretary at [secretary@live.co.th](mailto:secretary@live.co.th) prior to sending the original "Director Nomination Form" to the Board.

In this regard, the shareholder must send a signed original copy of the "Director Nomination Form" to the Board along with appropriate documents within the specified timeframe. The required supporting documents include:



- Proof of share ownership according to Clause 1.2 and 1.3 such as a certification letter from the securities company, a share certificate or other proof from Thailand Securities Depository Co. Ltd. or the Stock Exchange of Thailand.
- Proof of the nominee's consent.
- Supporting documents for qualification consideration such as education and work records of the nominee.

And other supporting documents which will be beneficial for Board consideration (if available). The accurate and complete documents must be delivered to the Company by January 31<sup>st</sup>, 2015 at the following address:

The Company Secretary

LIVE Incorporation Public Company Limited

60 Soi Praditmanutham 19 Praditmanutham Road Kwang Ladprao Khet Ladprao,  
Bangkok 10230

- 2) In case many shareholders with qualifications as described in Clause 1 have unified to nominate a person for the director position to the Board, the first shareholder must completely fill out a "Director Nomination Form" and sign the document as proof. And each of the remaining shareholders is required to fill out only part (1) and (2) of the "Director Nomination Form" and sign his/her signatory as proof. Then, the "Director Nomination Form" together with proof of shares ownership and additional supporting documents (if any) for all shareholders will be compiled into one set of document and proposed to the Board of Directors.
- 3) If one or more shareholders with qualifications as described in Clause 1 nominate more than one candidate for director positions, the shareholder(s) must fill out a separate "Director Nomination Form" for each nominated candidate and duly sign each form as well as attach the proof of each candidate.
- 4) The Company Secretary will perform an initial review for the Board and the Selection Committee will be responsible for qualification review. The nominees who are approved by the Selection Committee will be included in the agenda of the shareholders' meeting in the meeting invitation letter along with the Board's comments. For those who are not approved by the Board, the Company will post the notification along with the refusal reasons via the Company's website (<http://www.live.co.th>) as well as via the available



channel from the Stock Exchange of Thailand. Such decision will be announced to the shareholders again on the meeting date. In this regard, the decision of the Board with regard to shareholders' proposal will be deemed final.

### **3.2 Qualifications and unacceptable characteristics of directors**

- 1) Possess complete qualification as stipulated in the Public Company Act B.E. 2535, Article 68, Securities and Exchange Commission and the Stock Exchange of Thailand.
- 2) Having leadership skills, good vision, ethics, integrity and good working experience.
- 3) Having an interest in the Company's business and being able to commit sufficient time.
- 4) Must not operate or be involved in similar business and competing with the Company whether for own or other's benefits.
- 5) Must not be a state political officer, director of a political party or officer of a political party.



Annual General Meeting of Shareholders' Agenda Proposal Form

(1) I am Mr./Mrs./Miss ....., a common shareholder of LIVE Incorporation Public Company Limited, holding .....shares, with residence at ..... Soi ..... Road ..... Tambon/Khwaeng .....Amphoe/Khet..... Province ..... Email address (if any) ..... Mobile phone no. .... Home/Work phone no .....

(2) I would like to propose an agenda for the 2015 Annual General Meeting of Shareholders under the Subject.....

(3) Proposal for consideration .....

And have supporting information beneficial for consideration (such as fact or justification etc.)

Which consists of additional documents certified true copy on every page totaling ..... pages.

I certify that all information provided in the 2015 Annual General Meeting of Shareholders' Agenda Proposal Form, the proof of share ownership, and other supporting documents are correct and hereunder sign my name as proof.

..... Shareholder  
(.....)  
Date .....

Remarks Documents which the shareholder has to enclose along with the Annual General Meeting of Shareholders' Agenda Proposal Form are:

- 1.Proof of share ownership such as a certification letter from the securities company, a share certificate or other proof from Thailand Securities Depository Co. Ltd. or the Stock Exchange of Thailand.
- 2.Proof of identity of the shareholder must be enclosed. For example, if the shareholder is an individual, a copy of the citizen identification card or passport (for a foreigner) with certified true copy is required. If the shareholder is a legal entity, certified true copies of the commercial registration and the citizen identification card or passport (for a foreigner) of the authorized director who signs this form are required.



Director Nomination Form

(1) I am Mr./Mrs./Miss ....., a common shareholder of LIVE Incorporation Public Company Limited, holding ..... shares, with residence at .....Soi ..... Road ..... Tambon/Khwaeng ..... Amphoe/Khet..... Province ..... Email address (if any) ..... Mobile phone no. .... Home/Work phone no .....

(2) I would like to nominate Mr./Mrs./Miss ..... Age ..... years to be the Company's director. The nominee possesses complete qualification and does not have unacceptable characteristics according to the criteria stipulated by the Company. The nominee has signed below as the proof of consent. The supporting documents for qualification considerations such as education and work records as well as additional documents have been enclosed and certified true copy on every page totaling ..... pages.

I certify that all information written in this Director Nomination Form, proof of share ownership, proof of consent and other supporting documents are correct and hereunder sign my name.

..... Shareholder  
(.....)  
Date.....

(3) I am Mr./Mrs./Miss ....., the nominee in Clause (2) hereby give my consent and certify that I am fully qualified and do not possess any unacceptable characteristics as indicated in Clause 3.2 of the criteria for shareholder to nominate a director. I agree to adhere to the Company's Good corporate governance and as proof, hereunder sign my name.

..... Nominee  
(.....)  
Date .....

Remarks Documents the shareholder is required to enclose with the Director Nomination Form include:

- 1. Proof of share ownership such as a certification letter from the securities company, a share certificate or other proof from Thailand Securities Depository Co. Ltd. or the Stock Exchange of Thailand.
- 2. Proof of identity of the shareholder. If the shareholder is an individual, a copy of the citizen identification card or passport (for a foreigner) with certified true copy is required. In case the shareholder is a legal entity, a copy of the certificate of commercial registration must be enclosed. In addition, a copy of the director nominee's citizen identification card or passport (in case of a foreigner) who has signed this form must be enclosed and certified true copy.