



-Translation-

No 061/2014

November 26<sup>th</sup>, 2014

Subject: The 2<sup>nd</sup> Conversion of Convertible Debentures of Advance Opportunities Fund and the Allocation of the Underlying Ordinary Shares to be reserved for the Conversion.

To: The President  
The Stock Exchange of Thailand

As LIVE Incorporation Public Company Limited (“Company”) issued and offered for sale 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup>, 6<sup>th</sup>, 7<sup>th</sup>, 8<sup>th</sup>, and 9<sup>th</sup> sub-tranche of Tranche 1 of convertible debentures to Advance Opportunities Fund (AO Fund) by issuing 80 certificates with 50,000 SGD each, totaling 4,000,000 SGD (Exchange rate of 25 Baht per 1 SGD) on November 26<sup>th</sup>, 2014 and having Advance Capital Partners Ltd. (ACP) as being the Fund Manager.

On November 26<sup>th</sup>, 2014, the Company was notified from AO Fund by ACP about the conversion of Tranche 1 of convertible debentures, totaling 80 certificates, with the principal amount of 100,000,000 baht (4,000,000 SGD). AO fund by ACP has the right to choose either the Fixed Conversion Price or the Floating Conversion Price as follows;

(1) 145% of the average of the daily traded volume weighted average prices per share for the 45 business days immediately prior to:

(a) For the Tranche 1 Convertible Debentures: the Date of Subscription Agreement;

(b) For the Tranche 2 Convertible Debentures: the Closing Date of the 1<sup>st</sup> Sub-Tranche of Tranche 2 Debentures

**(“Fixed Conversion Price”)**

*Or*

(2) 85% of the average closing prices per share on any 3 consecutive business days during 45 business days immediately preceding the relevant conversion date of the convertible debentures.

**(“Floating Conversion Price”)**

In this occasion, AO Fund by ACP chooses the Floating Conversion Price as follows:

The Floating Conversion Price for convertible debentures is 0.2323 baht which is calculated from 85% of the average closing prices per share on any 3 consecutive business days during 45 business days immediately preceding the relevant conversion date of the convertible debentures which are as from October 6<sup>th</sup>, 2014 to October 8<sup>th</sup>, 2014. The details are as follows:



**LIVE**  
inc.

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	Date	Closing Price
X	October 6 <sup>th</sup> , 2014	0.27
Y	October 7 <sup>th</sup> , 2014	0.28
Z	October 8 <sup>th</sup> , 2014	0.27

The Floating Conversion =  $\frac{\text{Price X+Y+Z}}{3} \times 0.85$  = 0.2323 baht / share

The total principal amount is 98,750,000 baht which is equal to 425,096,857 underlying ordinary shares.

Please be informed accordingly.

Sincerely yours,

-Signed-

(Mr.Tharakorn Junkerd)

The Company Secretary