



**LIVE**  
inc.

LIVE INCORPORATION PUBLIC CO.,LTD  
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LADPRAO, BANGKOK 10230  
REGISTRATION NUMBER 0107537002290

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LIVE - 001/2015

January 7<sup>th</sup>, 2015

Subject: Notification of Connected Transaction  
To: The President  
The Stock Exchange of Thailand

LIVE Incorporation Public Company Limited ("Company") would like to inform The Stock Exchange of Thailand of the resolution of the Company's Board of Directors' Meeting no. 1/2015 which was held on January 7<sup>th</sup>, 2015 at 4.00 p.m. that the Board of Directors has resolved to approve the Company to enter into Sale Agent of advertising Screen Contract with Triple Play Company Limited which the major shareholder and director is a Company's director. Therefore, it is the connected transaction according to the Notification of Capital Market Supervisory Board Tor. Jor. 21/2551 Re: Criteria in Entering a Connected Transaction. Details of the transaction are as follows;

1. Transaction Date

On January 7<sup>th</sup>, 2015, the meeting of the Company's Board of Directors no. 1/2015 has resolved to approve the Company to enter into Dealer of Advertising Screen Contract and the Company will execute and sign the contract within January 15<sup>th</sup>, 2015.

2. Transaction Period

The contract period is 1 year since the date of signing the contract which is expected to be completed within January 15<sup>th</sup>, 2015.

3. Parties Involved

Employer : Triple Play Company Limited  
Employee: LIVE Incorporation Public Company Limited

4. The Relationship and Interest of Connected Person

Triple Play Company Limited. authorized director and major shareholder is Mr. Worapat Witchawut who is Director, Executive Director, and Chief Marketing and Business Development Officer of LIVE Incorporation Public Company Limited.

5. General Characteristics of the Transaction

This transaction is a connected transaction of property or service with the connected person. The company will provide the service of sale agent for the 88 advertising media screens which are at 22 baggage carousels. ("advertising media"). The advertising media is located inside Suvarnabhumi International Airport Building at the luggage and/or baggage claim area. The transaction period is 1 year since the date of signing the contract which is expected to be completed within January 15<sup>th</sup>, 2015. The Company has a right to receive the compensation and/or commission for 30 percent of the sale of advertising media.

However, the potential conflicts of interest issue between the business of Triple Play Company Limited and Live Media Group Public Company Limited; the Company's subsidiary, will not arise. It is because the advertising media that the Company is hired to be the sale agent has a specific selling characteristic that is a specific location due to such advertising media is only installed



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inside Suvarnabhumi International Airport Building. Moreover, the characteristic of the advertising media presented to the customers is also different from the subsidiary's existing advertising media.

#### 6. Transaction size

initially the value of the contract for The Company by revenue estimates of compensation and/or commission from the sale of advertising media in the top rate throughout a year which the amount of the value is 17.28 million baht. Consequently, it is a medium-sized transaction which has a value more than 1 million baht or 0.03% of NTA but less than 20 million baht or 3% of NTA. This is in a category of property and service then the Company must be approved by the Board of Directors and disclose information to the Stock Exchange of Thailand.

#### 7. Opinions of the Board of Directors

In the meeting of the Board of Directors no.1/2015 on January 7<sup>th</sup>, 2015, the director with a conflict of interest who is Mr.Worapat Witchawut excused himself from the meeting so he does not use the right to vote in the meeting when the Company asks for the approval of a connected transaction from the Board of Directors.

Directors who are not with the conflict of interest make a consideration of the connected transaction and have an agreement that the transaction is reasonable and beneficial to the Company. The Company would be hired to represent the distribution of an advertisement screen will make the Company has products that can be offered to a variety of customers. Including to the cost of the transaction, the Company would have a low cost from being the sale agent and the compensation and/or commission which the Company would receive from the employer is higher when compared to the market. Directors who are not with the conflict of interest consider the approval for the Company to do a connected transaction mentioned above.

8. Opinions of the Company's Audit Committee and/or the Company directors which has a difference from the Board of Directors.

- none -

Please be informed accordingly.

Sincerely yours,

-Signed-

( Mr.Tharakorn Junkerd )  
The Company Secretary