



LIVE
inc.

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LIVE 008/2015

March 17th, 2015

Subject: Announcement of Schedule of Annual General Meeting of Shareholders for the Year 2015, Capital Increase, and Dividend Omission of the Year 2014

To: The President
The Stock Exchange of Thailand

Enclosures: 1. Capital Increase Report Form (F53-4)
2. Information of the offering shares to the private placement

LIVE Incorporation Public Company Limited ("Company") hereby would like to report the resolution of the Company's Board of Directors Meeting No.5/2015 which was held on March 17th, 2015 at 3.00 p.m. The important resolutions are as follows;

1. Approval to purchase the increase capital ordinary shares of Strega Public Company Limited ("Strega"); the Company's associated company, in the amount of 160,000,000 ordinary shares with a par value of THB 0.25 per share which accounting for an increase of shareholding proportion of 12.63 percent with a share price at THB 0.25 per share and worth the investment in an amount of THB 40,000,000 (Forty Million Baht). The purchase of 160,000,000 increase capital ordinary shares makes the shareholding proportion of the Company in Strega increasing by 40 percent of total registered capital to be 52.63 percent of total registered capital which will change a status from associated company to subsidiary company. Thus, the issuing and offering for sales of increase capital shares of Strega to Private Placement is considered as 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 31st, 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 29th, 2004 and the amendment version. The highest transaction size is equal to 4.59 percent of net tangible asset of the Company. After considering the prior 6-month transactions of asset acquisition and disposition, the Company has not entered into the transaction of asset acquisition and disposition during prior 6 months. Therefore, this asset acquisition and disposition transaction is not related to compliance with the rule of the Asset Acquisition and Disposition. However, the Company has to disclose the information to the Stock Exchange of Thailand because it is an investment acquisition in associated company over 10 percent of paid-up capital as below;

1.1. Transaction date

A date that the transaction is approved by the meeting is on March 17th, 2015 and a payment for an increase capital ordinary share must be done within March 31st, 2015.

1.2. Objective of capital increase

To help and give a financial support to Strega for expanding business which leads to an increase of the Company's shareholding proportion in Strega as well as a status of Strega is changed from associated company to subsidiary company.

1.3. Source of funds

The Company uses a working capital to purchase Strega's increase capital ordinary shares.



1.4. Shareholding structure of Strega is as follow;

Name of shareholder	No. of ordinary shares before capital increase (share)	Share-holding proportion in percentage	No. of capital increase ordinary shares allotment (share)	No. of ordinary shares after capital increase (share)	Share-holding proportion in percentage
1. LIVE Incorporation PCL.	240,000,000	40.00	160,000,000	400,000,000	52.63
2. Mrs. Kaniittha Barton	81,000,000	13.50	-	81,000,000	10.66
3. Mr.Kornchai Chuleepongchet	93,000,000	15.50	-	93,000,000	12.24
4. Mr.Thawatchai Chuleepongchet	27,000,000	4.50	-	27,000,000	3.55
5. Mr. Supachai Trikomut	57,000,000	9.50	-	57,000,000	7.50
6. Mrs. Monsinee Wisarntasakun	63,000,000	10.50	-	63,000,000	8.29
7. Mr. John Robert Barton	39,000,000	6.50	-	39,000,000	5.13
Total	600,000,000	100.00	160,000,000	760,000,000	100.00

- Approval to propose the shareholder meeting to consider and approve the cancellation of project of issuing and offering convertible debentures and the cancellation of reserved capital increase ordinary shares for issuing and offering for sales of convertible debentures to the foreign investor (Advance Opportunities Fund) for a remaining portion amounting of 1,020,339,305 shares.
- Approval to propose the shareholder meeting to consider and approve the cancellation of project of issuing and offering of convertible debentures to the foreign investor (Advance Opportunity Fund) in the amount of 1,020,339,305 shares and reallocating to a Private Placement in the amount of 1,020,339,305 shares with a par value of THB 0.10. The offering price is specified to be THB 0.35 per share which is not less than 90 percent of the market price; the calculation refers to the weighted average trading price 7 consecutive days before the Company's Board of Directors meeting.

Lists of the name who obtain the allocated increase capital ordinary shares are as follows;

- Mrs. Tanudee Sinhaseni with the amount of 420,339,305 shares
- Mr. Sayam Poopoksakul with the amount of 300,000,000 shares
- Mr. Nuttapong Panjaworayan with the amount of 300,000,000 shares

The increase capital ordinary share that is allocated to the above mentioned persons is prohibited from trading for 25 percent of allocated shares for 6 months and the remaining proportion is prohibited from trading for 12 months.



The Company's Board of Directors and/or Chief Executive Officer and/or the person who is assigned by the Company's Board of Directors and/or Chief Executive Officer are authorized to consider the allocation and offer for sales of increase capital ordinary shares only once or several times, determine other details related to the allocation of the increase capital share, signing any related document, perform any necessary and proper operation about the issuing and offering for sales of increase capital shares, as well as register the increase capital share as a listed security on the Stock Exchange of Thailand.

For this agenda, the shareholder meeting can consider to approve the issue after the approval of the the cancelation of project of issuing and offering convertible debentures and the cancelation of reserved capital increase ordinary shares for issuing and offering for sales of convertible debentures to the foreign investor (Advance Opportunities Fund) for a remaining portion amounting of 1,020,339,305 shares.

4. Approval to propose the shareholder meeting to consider the amendment of the Company's Articles of Association, Article 7 and Article 11 as follows;

Article	Original details <u>determine that</u>	Revised details <u>determine that</u>
7	"Company could appoint a general person or legal entities acting as Registrar. If the company appoints SET to a company's registrar, the registration process of the company is set up by the registrar."	"Company could appoint a general person or legal entities acting as Registrar and the registration process of the company is set up by the registrar."
11	"The Company cannot acquire its own shares or take them in pledge."	<p>"No. 11. The Company cannot acquire its own shares or take them in pledge, excepting the below cases;</p> <p>(1) The Company might repurchase share from a shareholder who has a disapproving vote towards the resolution of the shareholder meeting which amends the Articles of Association about the voting rights and the rights for receiving dividend which they consider as they are treated unfairly.</p> <p>(2) The Company might repurchase share for financial management if the Company has the retained earnings and excess liquidity as well as the repurchase will not cause the Company to face the financial problem.</p> <p>The share held by the Company will not be included as a quorum in the shareholder meeting so the Company will not be entitled to vote and received dividend.</p> <p>For the share repurchase in the first paragraph, the Company has to sell out within the period specified in ministerial regulations. If the Company fails to dispose of the repurchased share within the specified period, the Company shall reduce paid-up capital by canceling the registered shares that are unsold.</p> <p>The share repurchase in the first paragraph, and selling and write-off shares in the 3rd paragraph are in accordance with the rule and approach that specified in ministerial regulations.</p> <p>The above mentioned share repurchase must be approved by the shareholder</p>



		<p>meeting except the purchase of share is not more than 10 percent of the paid-up capital which will be an authority of Board of Directors to approve the purchase of share.</p> <p>In case of the Company repurchases share more than 10 percent of the paid-up capital, the Company needs to repurchase share within a year from the day receiving the approval of the shareholder meeting."</p>
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5. Approval to propose the shareholder meeting to consider **and acknowledge** the omission of dividend payment for the year 2014 because of the operating loss.
6. Approval and acknowledge the directors who retire by rotation of 3 persons which are (1) General Pornchai Kranlert (2) M.L. Santidis Diskul (3) Mr. Songyot Dejakaisaya and approve to propose the Annual General Meeting to consider the election of directors who retire by rotation for reappointment to the company's directors which are 1) General Pornchai Kranlert (2) M.L. Santidis Diskul (3) Mr. Songyot Dejakaisaya.
7. Approval to propose the shareholder meeting to consider and approve an increasing number of new independent directors of the Company for 2 persons which Mrs. Churairat Panyarachun and Pol. Col. Siwapong Patpongpanich are appointed to be the independent directors.
8. Approval to propose shareholders to the remuneration for the committees for the year 2015 as follows;
 1. Monthly remuneration and meeting allowance at the total amount not exceed THB 5,000,000 (Five Million Baht) details as follows;
 - 1.1. Fixed monthly remuneration of the Company Board of directors
 - Chairman is THB 30,000
 - Director is THB 20,000Thus, only the committees who not executive directors
 - 1.2. Remuneration for each meeting of the Company Board of directors
 - Chairman is THB 15,000
 - Director is THB 10,000Thus, only directors who actually attend to the meeting
 - 1.3. Remuneration for each meeting of audit committees
 - Chairman of audit committee is THB 12,000
 - Audit committee is THB 10,000Thus, only directors who actually attend to the meeting
9. Approval to propose shareholders to appoint Mr.Boonlert Kamolchanokkul, Certified Public Accountant (Thailand) No. 5539 and/or Mrs.Anutai Poomsurakul, Certified Public Accountant (Thailand) No. 3873 and/or Mr.Vichien Khingmontri, Certified Public Accountant (Thailand) No. 3977 of Pricewaterhouse-Coopers ABAS Ltd. to be the auditor for the year 2015 with the auditor's fee of THB 5,500,000.



Thus, the auditor's fee for the year 2015 of THB 5,500,000 is more than the year 2014 at THB 900,000 or 19.57 percent.

10. Approval the agenda of the Annual General Meeting of Shareholders of the year 2015 on 24th April 2015 at 10.00 hrs. which held at Krungthepkreetha Association, Meeting room, Executive Building, No. 282 Krungthepkreetha rd., Huamak, Bangkapi, Bangkok 10240 are as follows;

- Agenda 1 To consider and approve the Minute of the Extraordinary General Meeting of Shareholders no. 1/2014.
- Agenda 2 To acknowledge the operating performance of the Company for the year 2014.
- Agenda 3 To consider and approve the Financial Statements and Profit and Loss with a report of auditor account for the year 2014, ended at 31st December 2014.
- Agenda 4 To acknowledge the omission of payment of dividend for the year 2014.
- Agenda 5 To consider and approve the election of the Directors to replace those who retire by rotation.
- Agenda 6 To consider the increasing number of independent directors and the election of new independent directors.
- Agenda 7 To consider and approve the remuneration for directors for the year 2015.
- Agenda 8 To consider and approve an auditor and the auditor fee for the year 2015.
- Agenda 9 To consider the amendment of the Company's Articles of Association, Article 7 and Article 11.
- Agenda 10 To consider and approve [the cancelation of project of issuing and offering convertible debentures and the cancelation of reserved capital increase ordinary shares for issuing and offering for sales of convertible debentures to the foreign investor \(Advance Opportunities Fund\) for a remaining portion amounting of 1,020,339,305 shares.](#)
- Agenda 11 To consider and approve [allocating the remaining portion of convertible debentures from the cancelation of project of issuing and offering convertible debentures to the foreign investor \(Advance Opportunities Fund\) in the amount of 1,020,339,305 shares by reallocating to a Private Placement amounted to 1,020,339,305 shares at the par value of THB 0.10 which will be offered at the price of THB 0.35.](#)
- Agenda 12 To consider any other business (if any).

11. Approved the date on 31st March 2015 to be the date which the name of shareholders entitling to attend at the Annual General Meeting of Shareholders of the year 2015 shall be recorded (Record Date) and the name of shareholders will be complied in accordance with Section 225 of the Securities and Exchange Act B.E.2535 by the book closing date on 1st April 2015.

Please be informed accordingly

Best Regards,

- Signed -

(Mr. Tharakorn Junkerd)
Company Secretary



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Enclosure No. 1

(F 53-4)

Capital Increase Report Form
LIVE Incorporation Public Company Limited
17th March 2015

We, LIVE Incorporation Public Company Limited, hereby report of the resolution of the Board of Directors no. 5/2015, held on 17th March 2015 from 3 p.m. to 6 p.m. in respect of a capital increase and share allotment as follows;

1. Capital increase

The meeting of the Board of Directors passed a resolution approving to propose to the shareholders meeting to consider the allocation of a remaining share from the cancelation of issuing and offering convertible debentures project to a foreign investor (Advance Opportunities Fund) in an amount of 1,020,339,305 shares and the reallocation by private placement in an amount of 1,020,339,305 shares with a par value of THB 0.10 and a selling price is THB 0.35. Details of capital increase are as follows;

2. Allotment of new shares**2.1 If specifying the purpose of utilizing proceeds**

Allotted to	Number (Share)	Ratio (Old : New)	Sale Price (Baht/Share)	Subscription and Payment period	Note
Existing Shareholders	..........	..........	..........	..........	..........
General Public	..........	..........	..........	..........	..........
Other Persons	1,020,339,305	.....	0.35	Within 1 year from the date of approval in the shareholders meeting which will be set up later.	.....
To supporting the conversion/exercising right of a given instrument (specify)	..... .....	..... .....	..... .....	..... .....	..... .....

Remarks

1. The capital increase ordinary shares of 1,020,339,305 shares in No. 2.1 are the remaining shares of capital increase ordinary shares from cancelation of issuing and offering the convertible debentures project and the cancelation of capital increase shares allotted for issuing and offering the convertible debenture to a foreign investor (Advance Opportunity Fund).

2. Name lists of private placement who obtain the allotted shares are as follows;

(1) Name: Mrs. Tanudee Sinhaseni with the amount of 420,339,305 shares
Age: 61



Address: 47 Soi Yaksantisuk, Prakanong, Klong Toey, Bangkok

Occupation: Investor and has a great experience and expertise on marketing about an advertising media business. Her experience and expertise of this investor would be able to provide advice and/or counseling to the Company.

(2) Name: Mr. Sayam Poopoksakul with the amount of 300,000,000 shares

Age: 42

Address: 986 Soi Suan Plu, Thungmahamek, Sathorn, Bangkok

Occupation: Real Estate Developer and Hotel Business Owner which recently own many hotels, for example, Akyra Samui Hotel, and Anantara Lawana Resort and Spa Hotel .

(3) Name: Mr. Nuttapong Panjaworayan with the amount of 300,000,000 shares

Age: 43

Address: 7/233 Moo 6, ban Mai, Pak Kred, Nonthaburi

Occupation: Investor and the expert of Energy business which current position as a company director of Lawi Power Co., Ltd. operating the solar power plant business.

- Relationship between the Company and subsidiary company: -none-
- Relationship between the Company's executive and subsidiary company : -none-
- Relationship between other investor who also obtains the allotted share: -none-
- Criteria to determine a price:

Discounting not over than 10 percent from average market price prior 7 business days.

2.1.1 The Company's plan in case there is a fraction of shares remaining

The allotment of capital increase shares to specific persons will not have shares remaining.

2.2 If under a general mandate

Allotted to	Type of Shares	Number of shares (Share)	Percentage of paid-up capital ^{1/}	Note
Existing shareholders	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....
To supporting the exercise of transferable subscription rights				
General public	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....
Specific persons	Ordinary	.....	.....	.....
	Preferred	.....	.....	.....

^{1/} Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.



3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Annual General Meeting of shareholders for the year 2015 on 24th April 2015, 10 a.m. at Krungthepkreetha Association, Meeting room, Executive Building, No. 282 Krungthepkreetha rd., Huamak, Bangkok, Bangkok 10240.

- ☐ The share register will be closed to share transfers in order to determine the right to attend this meeting from _____ until the meeting has been duly convened.
- ☒ The share register will be recorded for share transfer in order to determine the right to attend this meeting on 31st March 2015. Also, on 1st April 2015 (one business day after the recording date) will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto

(if any)

4.1 The approval of the Annual General Meeting of Shareholders for the year 2015 in case of the capital increase to specific persons, the shareholder meeting such resolution with votes of majority of the total number of votes of the shareholders who attended and entitled to vote

4.2 The Company already registered the increase of paid-up capital at the Department of Business Development, Ministry of Commerce.

5. Objectives of the capital increase and plans to utilizing proceeds received from the capital increase

The Company will receive money from the allocation of shares by private placement in an amount of THB 357,118,756.75. This amount of money will be used for supporting the investment of new business in the future about 80 percent of the money and used for the business expansion and improvement to the existing businesses and used for a working capital of the Company about 20 percent of the money.

6. Benefits which the Company will receive from the capital increase/new share allotment

The Company's larger source of funds will enhance the Company's potentiality in running a business; driving the Company's business growing even more and the Company can expand the business continuously, as well as increase liquidity and cash flows of the Company.

7. Benefits which the shareholders will receive from the capital increase/new share allocation

- 7.1 A policy to declare dividend not less than 50 percent of each year's net profit after tax deduction and legal reserve or as appropriate.
- 7.2 The subscriber of the increase capital is entitled to obtain dividend from the Company's performance; starting from the year ended 2015 onwards.

8. Other details necessary for shareholders to approve the capital increase/new share allotment

- None -



9. Time schedule if the Board of Directors resolves to approve the capital increase/allotment of new share

No.	Procedures	Date/Month/Year
1	The Board of Directors approves the capital increase.	17 March 2015
2	Specifying the name of shareholders who have a right to attend the shareholder meeting in order to approve the share allotment.	31 March 2015
3	Book-closing	1 April 2015
4	Annual General Meeting of Shareholders for the Year 2015	24 April 2015
5	Subscription and payment of the share	Within 1 year from the date of approval in the shareholders meeting which will be set up later.

The Company certifies that the information contained in this report is true and complete in all respects.

Signed..... Authorized Director

(M.L. Santidis Diskul)

Position: Chief Executive Officer

Signed..... Authorized Director

(Mr. Chovalit Supanakorn))

Position: Chief Financial Officer



-Translation-

Enclosure No.2

Information of the offering shares to the private placement

1. Regulation and procedure to select the investors.

Company considers investors who have a potential capital in long-term investment in the company and a potential to connect and make business relationship to the company which create opportunity for company to expand the business in the future.

Thus, the Company received the ordinary shares purchase offering of 3 investors from M.L. Santidis Diskul, Chief Executive Officer of the Company.

In addition, the Company has considered a capital increase in various ways to find an appropriate solution and the Company can raise funds in full amount as required within an appropriate time. The method to increase a capital with the rights to existing shareholders or a general public offering, considering the current conditions of the Company shall inappropriate to an operating performance of the Company last year with a loss and current economic conditions are fluctuation and the Company has a future investment plan and a certain use of the money. If the Company uses a fundraising method by providing the rights to existing shareholders or a general public offering, the Company may not get attention from shareholders and may receive inadequate funding and uncertainty in an amount that the Company would receive. This could affect to an investment plan of the Company directly. So, when comparing these 2 methods with a capital increase by a private placement method, the Company considers the offering of capital increase by using a private placement method would benefit most to the Company.

2. Investor Details

- (1) Name: Mrs. Tanudee Sinhaseni with the amount of 420,339,305 shares
Age: 61
Address: 47 Soi Yaksantisuk, Prakanong, Klong Toey, Bangkok
Occupation: Investor and has a great experience and expertise on marketing about an advertising media business. Her experience and expertise of this investor would be able to provide advice and/or counseling to the Company.
- (2) Name: Mr. Sayam Poopoksakul with the amount of 300,000,000 shares
Age: 42
Address: 986 Soi Suan Plu, Thungmahamek, Sathorn, Bangkok
Occupation: Real Estate Developer and Hotel Business Owner which recently own many hotels, for example, Akyra Samui Hotel, and Anantara Lawana Resort and Spa Hotel .
- (3) Name: Mr. Nuttapong Panjaworayan with the amount of 300,000,000 shares
Age: 43
Address: 7/233 Moo 6, ban Mai, Pak Kred, Nonthaburi



Occupation: Investor and the expert of Energy business which current position as a company director of Lawi Power Co., Ltd. operating the solar power plant business.

3. Relationship with the company through a period of both shareholding and administration

Investors number 1-3 who receive this increasing capital share allotment have no trading relationship with the company or subsidiary company and no consanguinity and relative with director, executive or the major shareholders of the Company as well as no relationship among the investors number 1-3.

4. Criteria to determine a price and reason

Company determines a selling price by referring to weighted average price which is not less than 90 percent of market price which is calculated by referring to weighted average closing price of stock on the Stock Exchange of Thailand totally 7 business days before Board of Directors meeting from 6th March 2015 to 16th March 2015. The average market price is THB 0.3826.

5. Opinion of the Board of Directors and the Audit Committees regarding to the allocation of capital increase shares has any relative to follow the regulation of connected transaction or not and why.

This increase capital share allotment to the private placement is not a connected transaction due to the investor is not a major shareholder, executive and authorized control person of the Company. So the Audit Committees have an opinion that the transaction has no relative to follow the regulation of connected transaction.

6. Opinion of Audit Committee about capital increase or allocation of capital increase.

6.1 Rationality of allocation of capital increase ordinary shares by private placement and rationality of the price.

The opinion of audit committee for the offering of capital increase ordinary shares by private placement is reasonable because the Company can raise funds with a certain amount which would help the Company to operate exactly as planned. The offering price of THB 0.35 per share is a fair price because the price is not less than 90 percent of market price which calculated by referring to the trading price weighted 7 business days before the date of directors meeting.

6.2 The allocation of capital increase ordinary shares by offering to specified investors is the most benefit to shareholders or not and how.

The allocation of capital increase ordinary shares by this method would allow the Company to receive a certain amount of the money which can be used as in the investment plan. When the Company could use the money as planned the Company would earn revenue and increase the profit. Therefore, when the Company gains more revenue and profit, it will be able to pay a dividend to shareholders which have a positive impact to a share price of the Company in the future.



7. Reasons and benefits to get the capital increase.

Besides these 3 investors have a good financial position, they have knowledge, capability, and experience in business which can help and support the Company and subsidiaries by their business consulting.

8. Conditions and other important agreements such as the shareholding period of investor, silent period.

The increase capital ordinary share that allotted to the person, 25 percent of allotted share will not allow to trade in 6 months. Another allotted share will not allow trading in 12 months.

9. Dilution Effect

Case 1 No warrant number 2 holder exercises
Voting right decreases 14.31 percent

Case 2 All Warrant number 2 holders exercise
Voting right decreases 12.70 percent

10. Effect with the changes in management structure.

All 3 investors will not send representatives to be company director so it does not affect the change in management structure.