



LIVE 015/2015

24 April 2015

Subject: Notification of the Resolution of the 2015 Annual General Meeting of Shareholders
Attention: Directors and Manager
The Stock Exchange of Thailand

We refer to the fact that Live Incorporation Public Company Limited (the “**Company**”) held their 2015 Annual General Meeting of Shareholders on 24 April 2015, at 10.00 hrs., at Krungthep Kreetha Association, Conference room at Executive Building, No.282 Krungthep Kreetha Road, Huamak, Bangkapi, Bangkok and considered and resolved on each agenda item, which are summarized as follows:

1. Approved the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2014 which was held on 4 June 2014, with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,545,689,311	100.000000
Disapproved	-	-
Abstained	-	-

2. Acknowledged the operating performance of the Company and annual report for the year 2014
3. Approved the balance sheet, profit and loss statement, and auditor’s report for the year ending 31 December 2014, with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,564,956,911	100.000000
Disapproved	-	-
Abstained	-	-



4. Acknowledged the omission of payment of dividend for the year 2014, with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,564,956,911	100.000000
Disapproved	-	-
Abstained	-	-

5. Approved the election of the Directors to replace those who retire by rotation, totaling 3 persons, namely, (1) General Pornchai Kranlert; (2) M.L.Santidis Diskul; (3) Mr. Songyot Dejakaisaya, to be re-elected as the directors for another term, with the following votes:

5.1 General Pornchai Kranlert

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,476,956,911	96.569143
Disapproved	88,000,000	3.430857
Abstained	-	-

5.2 M.L.Santidis Diskul

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,476,956,911	96.569143
Disapproved	88,000,000	3.430857
Abstained	-	-

5.3 Mr. Songyot Dejakaisaya

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,476,956,911	96.569143
Disapproved	88,000,000	3.430857
Abstained	-	-



6. Approved the increase in number of directors and the election of new directors, totaling 2 persons, namely, (1) Mrs. Churairat Panyarachun, titled as director, independent director and audit committee member and (2) Pol. Col. Siwapong Patpongpanich, titled as director and independent director, with the following votes:

6.1 Mrs. Churairat Panyarachun

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,568,223,161	100.000000
Disapproved	-	-
Abstained	-	-

6.2 Pol. Col. Siwapong Patpongpanich

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,568,223,161	100.000000
Disapproved	-	-
Abstained	-	-

7. Approved the remuneration of directors for the year 2015 in an amount not exceeding Baht 5,000,000, the details are as follows:

- 1) Monthly compensation only for directors with no executive position
 - 1.1) Chairman THB 30,000/Person/Month
 - 1.2) Directors THB 20,000/Person/Month
- 2) Meeting allowance of the Board
 - 2.1) Chairman THB 15,000/Person/Meeting
 - 2.2) Directors THB 10,000/Person/Meeting
- 3) Meeting allowance of the Audit Committee
 - 3.1) Chairman THB 12,000/Person/Meeting
 - 3.2) Committee Members THB 10,000/Person/Meeting



with the following votes:

Result	No. of votes (1 share = 1 vote)	[Percentage of shareholders attending the meeting]
Approved	2,565,056,129	99.875402
Disapproved	3,200,000	0.124598
Abstained	-	-

8. Approved the appointment of Mr. Boonlert Kamonchanokkul, auditor with license number 5339 and/or Mrs. Anutai Poomsurakul, auditor with license number 3873 and/or Mr. Vichien Khingmontri, auditor with license number 3977 of PricewaterhouseCoopers ABAS Ltd. as the auditor of the Company and its subsidiaries for the year 2015, as well as approved the fixing of the audit fee to the auditor for the year 2015 to be an amount of not exceeding Baht 5,500,000, with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,570,256,129	100.000000
Disapproved	-	-
Abstained	-	-

9. Approved the amendment of the Company's Articles of Association, Article 7 and Article 11, the details are as follows:

Original details

Article 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."

Article 11. "The Company cannot acquire its own shares or take them in pledge"

Revised details

Article 7. "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."

Article 11. "Company cannot acquire its own shares or take them in pledge, excepting the below cases;

- (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.



- (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.

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.

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.

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.

The above mentioned share repurchase must be approved by the shareholder 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.

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.”

with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,570,252,489	99.999858
Disapproved	-	-
Abstained	3,640	0.000142

10. Approved the cancellation of issuing and offering convertible debentures to the foreign investor (Advance Opportunities Fund) as approved by the 2014 Annual General Meeting of Shareholders held on 8 April 2014 for a portion of unissued and unoffered shares amounting of 1,020,339,305 shares, and the cancellation of the allocation of the capital increase ordinary shares for issuing and offering for sales of convertible debentures for the cancelled portion above amounting of 1,020,339,305 shares.

Thus, the unissued ordinary shares in the amount of 5,000,000 shares will not be cancelled, which remain allocated as reserved shares for the convertible debentures which have already been issued and sold to the foreign investor but not yet exercised



with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,570,252,489	99.999858
Disapproved	-	-
Abstained	3,640	0.000142

11. Approved the change of allocation of the allocation of the unissued shares amounting of 1,020,339,305 shares at the par value of THB 0.10 from the previous allocation which allocated for the convertible debentures according to the 2014 Annual General Meeting of Shareholders held on 8 April 2014 by the new allocation to 3 Private Placements at the offered price of THB 0.35, the details are as follows:

- 1) Mrs. Tanudee Sinhaseni
Amount of shares: 420,339,305 shares
Age: 61
Address: 47 Soi yaksantisuk, Prakanong, Klong Toey, Bangkok
Occupation: Investor
- 2) Mr. Sayam Poopoksakul
Amount of shares: 300,000,000 shares
Age: 42
Address: 986 Soi Suan Plu, Thungmahamek, Sathorn, Bangkok
Occupation: Real Estate Developer and Hotel Business Owner
- 3) Mr. Nuttapong Panjaworayan
Amount of shares: 300,000,000 shares
Age: 43
Address: 7/233 Moo 6, Ban Mai, Pak Kred, Nonthaburi
Occupation: Investor

with the following votes:

Result	No. of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and eligible to vote
Approved	2,570,252,489	99.999858
Disapproved	-	-
Abstained	3,640	0.000142



12. At today's meeting, there were shareholders holding shares in aggregate amount of more than one-third of the total number of shares sold with 2,569,499,961 number of votes, equivalent to 41.847770 percent of the total number of shares sold who had proposed the meeting to remove 2 directors from the Company i.e. Ms. Chaya Sookcharat and Ms. Chatmaporn Tokaranyaset.

The Meeting considered and approved the removal of such 2 directors and having the effective date immediately the approval date, with the following votes:

12.1 Ms. Chaya Sookcharat

Result	No. of votes (1 share = 1 vote)	Number of shareholders attending the meeting and eligible to vote (person)
Approved	2,569,969,989 99.988867% of shares held by shareholders attending the meeting and eligible to vote	116 98.305084% of shareholders attending the meeting and eligible to vote
Disapproved	282,500 0.010991% of shares held by shareholders attending the meeting and eligible to vote	1 0.847458% of shareholders attending the meeting and eligible to vote
Abstained	3,640 0.000142% of shares held by shareholders attending the meeting and eligible to vote	1 0.847458% of shareholders attending the meeting and eligible to vote

12.2 Ms. Chatmaporn Tokaranyaset

Result	No. of votes (1 share = 1 vote)	Number of shareholders attending the meeting and eligible to vote (person)
Approved	2,569,969,989 99.988867% of shares held by shareholders attending the meeting and eligible to vote	116 98.305084% of shareholders attending the meeting and eligible to vote
Disapproved	282,500 0.010991% of shares held by shareholders attending the meeting and eligible to vote	1 0.847458% of shareholders attending the meeting and eligible to vote
Abstained	3,640	1



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inc.

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	0.000142% of shares held by shareholders attending the meeting and eligible to vote	0.847458% of shareholders attending the meeting and eligible to vote
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Please be informed accordingly and further disseminate to the investors.

Sincerely yours,

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(Mr.Tharakorn Junkerd)
Company Secretary
Live Incorporation Public Company Limited