

**INVITATION LETTER
THE 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS
(NO. 28/2021)**



WAVE ENTERTAINMENT PUBLIC COMPANY LIMITED
AT MALEENONT TOWER (M2 BUILDING), 8TH FLOOR,
3199 RAMA IV ROAD, KLONGTON SUB-DISTRICT,
KLONG-TOEY DISTRICT, BANGKOK 10110

Please bring the registration form and proxy form (in case of proxy) together with evidence to prove the right as shareholder/proxy at the meeting

**Guidelines for attending the 2021 Annual General Meeting of Shareholders (No. 28/2021)
Under the Outbreak of the Coronavirus Disease 2019 (COVID-19)**

Wave Entertainment Public Company Limited (the “**Company**”) is deeply concerned about the safety of the meeting attendees and its staff and has closely monitor the situation of the outbreak of Coronavirus Disease 2019 (“**COVID-19**”). The Company is determined to organize the meeting in a way that ensures maximum safety and comply with all relevant guidelines and recommendations issued by the government agencies and related organizations on hosting of meetings.

In this regard, the Company would like to request the kind cooperation from the shareholders to proxy the Company’s independent directors to vote on shareholders’ behalf according to the proxy form, in which shareholders can specify his/her voting request for all agendas in advance. The shareholder can provide a proxy from to the Office of the Company Secretary:

Postal Address: Office of the Company Secretary
Wave Entertainment Public Company Limited
Maleenont Tower, 15th Floor, No. 3199, Rama IV Road,
Klongton Sub-district, Klongtoey District, Bangkok 10110
Telephone: 02-665-6705 Extn 106

However, if any shareholder wishes to attend the meeting in person, the Company would like to inform guidelines for attending the meeting as follows:

1. The meeting venue will be implementing body temperature check point to check every attendee’s temperature (the body temperature shall less than 37.5 degrees Celsius) before entering the meeting area. If the Company realizes that any attendee may have risk, , the Company reserves its right to not allow such attendee to attend the meeting in any cases, however, such attendee can provide a proxy to the Company’s Independent Director to attend the meeting instead.
2. All attendees are required to check in and check out by scanning the QR Code of “Thai Chana” Application.
3. **All attendees have to prepare and wear the facemask at all times** and wash their hands with alcohol hand sanitizer provided at the meeting area.
4. The Company will organize the meeting venue to avoid crowding by organizing the seating arrangement with appropriate social distancing at a minimum of 2 meters distance between each seat, which will limit the number of seats in the meeting room. When the seats are fully occupied, no more participants will be allowed to enter the meeting venue. Therefore, the Company requests for shareholders’ operation who to provide a proxy to the Company’s Independent Directors to attend the meeting instead of participating in persons.
5. To minimize the risk of COVID-19 virus spread, **microphone will NOT be available to ask questions at the meeting**. Attendees, who wish to ask any question, are able to submit their written questions to the Company’s staff to submit it to the Company’s Chairman of the Board of Directors.
6. The Company will **not provide snacks, coffee and tea** for the Attendees. **Eating is not allowed** at the meeting in order to minimize risk of the disease spreading and **there will not be any souvenir provided** at the meeting.
7. The **Annual Report 2020 in hardcopy will NOT be provided** in order to minimize personal direct contact and for safety and well-being of al participants.

8. If there are any change in the situation or additional AGM-related measures from the government agencies, the Company will inform the shareholders through the Company's website www.wave-groups.com

The Company reserves the rights to change or modify the abovementioned measures, or to undertake any actions as the Company deems necessary or appropriate in order conduct the meeting in compliance with the government's measures to prevent the outbreak of COVID-19 which will be effective on the meeting date. The Company would like to apologize for any inconvenience that may occur if any action taken by the Company causes a delay in the health screening and registration process.

Please be informed accordingly. Your kind cooperation to the above-mentioned guidelines would be highly appreciated.

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For more information, please contact:

Corporate Finance Division

Tel 02-665-6705 extension 106

Fax 02-665-6750



Wave Entertainment Public Company Limited
Maleenont Tower, 15th Floor, No.3199
Rama IV Road, Klongton Sub-district,
Klong-toey District, Bangkok 10110

26 March 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders (No. 28/2021)
To: The Shareholders of Wave Entertainment Public Company Limited
Enclosures: Please see attachments no. 1 – 11 as set out in table of contents of this invitation letter

Wave Entertainment Public Company Limited (the “Company”) is pleased to invite you to attend the 2021 Annual General Meeting of Shareholders (No. 28/2021) which will be held on Thursday 29 April 2021 at 2:00 PM, at Maleenont Tower (M2 Building), 8th floor No. 3199, Rama IV Road, Klongton Sub-district, Klong-toey District, Bangkok 10110. The agendas of the meeting are as follows:

Agenda 1 **To consider and certify the minutes of the 2020 Annual General Meeting of Shareholders (No. 27/2020) held on 30 July 2020**

Purpose and Reason The minutes of the 2020 Annual General Meeting of Shareholders (No. 27/2020) held on 30 July 2020 was truly and accurately recorded and was completely prepared and circulated to the Stock Exchange of Thailand and other relevant authorities within the period as required by laws as well as it was disclosed on the Company’s website (www.wave-groups.com).

The Board of Directors’ Opinion The minutes of the 2020 Annual General Meeting of Shareholders (No. 27/2020) held on 30 July 2020 was truly and accurately recorded and was completely prepared and circulated to the Stock Exchange of Thailand and other relevant authorities within the period as required by laws as well as it was disclosed on the Company’s website (www.wave-groups.com), as detailed in the **Attachment 1**. The Board of Directors therefore resolved to propose it to the shareholders for certification.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and casting their vote.

Agenda 2 **To consider and acknowledge the report on the Company’s performance for the year 2020 and the annual report for year 2020**

Purpose and Reason The shareholders shall acknowledge the Company’s performance for the year 2020 and the annual report for the year 2020 which were approved by the Board of Directors

The Board of Directors’ Opinion The Board of Directors resolved to propose the Company’s performance for the year 2020 and the annual report for the year 2020 as detailed in the **Attachment 2** to the shareholders for acknowledgement.

Voting This agenda is for acknowledgement and does not require voting.

Agenda 3 **To consider and approve the Company’s financial statements for the year ending 31 December 2020**

Purpose and Reason The Company’s audited financial statements for the year ending 31 December 2020 was reviewed by the Audit Committee and approved by the Board of Directors whereby the auditor viewed that the Company’s financial statements was accurate and in compliance with the financial report’s standard.

The Board of Directors' Opinion The Board of Directors therefore resolved to propose the Company's audited financial statements for the year ending 31 December 2020 of which it was approved by the Board of Directors whereby the auditor viewed that the Company's audited financial statements was accurate and in compliance with the financial report's standard.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and casting their vote.

Agenda 4 To consider and approve the non-payment of dividend for the year 2020

Purpose and Reason The Company's have a policy to pay dividend not less than 50% of net profit after deduction of corporate income tax. However, Pursuant to Section 115 of the Public Company Limited Act B.E. 2535 (as amended) which stated that "No dividend shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends shall be paid."

The Board of Directors' Opinion Pursuant to Section 115 of the Public Company Limited Act B.E. 2535 (as amended) stated that "No dividend shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends shall be paid." However, the Board of Directors resolved to propose the non-payment of dividend for the year 2020 to shareholders for approval due to the Company and subsidiaries are necessary to reserve the cash for group's company expansion in the future and working capital.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and casting their vote.

Agenda 5 To consider and approve the reappointment of directors who retired by rotation

Purpose and Reason Pursuant to Section 71 of the Public Company Limited Act B.E. 2535 (as amended) and Article 17 of the Company' Articles of Association, as detailed in the **Attachment 3** stated that "one-third of all directors shall be discharged upon the annual general meeting of shareholders". The Board of Directors consist of 10 persons. Therefore, there will be four directors who are retried by rotation at this annual general meeting of shareholders as follows:

- | | |
|----------------------------------|---|
| (1) Mr. Prasert Patradhilok | Independent Director / Chairman of the Audit Committee |
| (2) Mr. Chaipranin Visudhipol | Independent Director / Chairman of the Corporate Governance Committee and Chairman of the Nomination and Remuneration Committee |
| (3) Mr. Philipp Oliver Piaz | Independent Director / Member of the Risk Management Committee / Member of the Corporate Governance Committee and Member of the Nomination and Remuneration Committee |
| (4) Mr. Kijcharnpit Sukangwanwit | Director and Member of the Risk Management Committee |

The Board of Directors' Opinion The Board of Directors (by the directors who has no conflict of interest) have prudently reviewed and considered (the details of nomination and appointment of director are contained in the Annual Report 2020, page 75) to propose to the shareholders' meeting to approve the reappointment of directors who retried by rotation as follows:

- | | | |
|-----|------------------------------|---|
| (1) | Mr. Prasert Patradhilok | Independent Director / Chairman of the Audit Committee |
| (2) | Mr. Chairpranin Visudhipol | Independent Director / Chairman of the Corporate Governance Committee and Chairman of the Nomination and Remuneration Committee |
| (3) | Mr. Philipp Oliver Piaz | Independent Director / Member of the Risk Management Committee / Member of the Corporate Governance Committee and Member of the Nomination and Remuneration Committee |
| (4) | Mr. Kijcharnpit Sukangwanwit | Director and Member of the Risk Management Committee |

However, the directors who have reappointed by rotation, given the fact that those 4 directors have qualifications knowledge and ability suitable for the business of the Company, including qualifications pursuant to the Public Company Limited Act B.E. 2535 (as amended) and the Securities and Exchanges Act B.E. 2535 (as amended). In this regards, the profiles of those directors and experience are attached in the **Attachment 4**.

In addition, the Company would like to inform that there were no shareholders nominating any persons to be appointed as the director of the Company.

Voting In this agenda to appoint the directors, the Company has provided shareholders to vote on individual basis. This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and casting their vote. The resolution was resolved without the vote from the directors who has special interest.

(**Remark:** The rules and regulations for election of directors of the Company specified in Section 16 of the Company's Articles of Association.)

Agenda 6 **To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2021**

Purpose and Reason Pursuant to Section 31 of the Articles of Association stated that “the company may pay remuneration to its directors for their performance as which necessary and it deems appropriate such as monthly remuneration, meeting fee or bonus”.

The Nomination and Remuneration Committee had set the framework of remuneration of the Board of Directors and sub-committee as follows:

- 1) to determine the procedure and policy on the determination of remuneration of the Board of Directors and sub-committee for subsequently proposing to the Board of Directors and/or shareholders for approval whereby the Nomination and Remuneration Committee considers it by comparing with the duties and responsibilities and other companies in the similar business and benefit to be received from those directors. In addition, the Nomination and Remuneration Committee will consider whether such remuneration is appropriate and sufficient to motivate directors to lead the organization to achieve short-term and long-term goals and to maintain the qualified directors; and
- 2) to propose the procedure and policy to determine the remuneration of the Board of Directors and sub-committee in each position in form of cash, or non-cash for each year to the Board of Directors for consideration and approval for proposing to the shareholders for the approval.

The Company did not pay any non-monetary remuneration/other benefits to the board of directors other than the monetary remuneration namely fixed remuneration and meeting fees.

The Board of Directors' Opinion To determine the remuneration of the Board of Directors and sub-committee for the year 2021 of up to Baht 5,700,000 (equal to the amount of the year 2020) as preliminarily approved by the Nomination and Remuneration Committee. The Board of Directors therefore resolved to propose the determination of the remuneration of the Board of Directors and sub-committee for the year 2021 of up to Baht 5,700,000 to shareholders for approval.

The structure of remuneration of Directors and sub-committee for the past year (2020) compared with the proposed year (2021) is as follows:

	2020		2021	
	Monthly Remuneration	Meeting Fee	Monthly Remuneration	Meeting Fee
Board of Directors				
• Chairman	35,000 Baht	5,000 Baht	35,000 Baht	5,000 Baht
• Independent Director and Director	20,000 Baht	5,000 Baht	20,000 Baht	5,000 Baht
The Audit Committee				
• Chairman of the Audit Committee	25,000 Baht	5,000 Baht	25,000 Baht	5,000 Baht
• Member of the Audit Committee	15,000 Baht	5,000 Baht	15,000 Baht	5,000 Baht
The Nomination and Remuneration Committee				
• Chairman of the Nomination and Remuneration Committee	15,000 Baht	5,000 Baht	15,000 Baht	5,000 Baht
• Member of the Nomination and Remuneration Committee	10,000 Baht	5,000 Baht	10,000 Baht	5,000 Baht
The Risk Management Committee				
• Chairman of the Risk Management Committee	-	10,000 Baht	-	10,000 Baht
• Member of the Risk Management Committee	-	5,000 Baht	-	5,000 Baht
The Corporate Governance Committee				
• Chairman of the Corporate Governance Committee	-	10,000 Baht	-	10,000 Baht
• Member of the Corporate Governance Committee	-	5,000 Baht	-	5,000 Baht

Voting This agenda would be resolved with an affirmative vote of not less than two-thirds of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 7 **To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2021**

Purpose and Reason Pursuant to Section 120 of the Public Company Limited Act B.E. 2535 (as amended) stated that the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Meeting of Shareholders. The Company may reappoint the former auditors for another term.

The Board of Directors' Opinion In the year 2020, the Company appointed Pricewaterhousecoopers ABAS Limited ("PwC") as the auditor, which it had no relationship or conflict of interest with the Company, its subsidiaries, managements, major shareholders or any related persons of those and the Audit Committee have reviewed and concluded that Pricewaterhousecoopers ABAS Limited was reliable and had good performance, sufficient resources with knowledge and ability including the auditor's remuneration deemed appropriate. The Board of Directors resolved to approve the appointment of Pricewaterhousecoopers ABAS Limited as the auditor for the year 2021 of the Company Group for the tenth consecutive years starting from the year 2012 and its remuneration of Baht 3,000,000. Therefore, the Board of Directors therefore resolved to propose the appointment of Pricewaterhousecoopers ABAS Limited as the auditor for the year 2021 and its remuneration of Baht 3,000,000 as preliminarily approved by the Audit Committee to shareholders for approval. The auditors of Pricewaterhousecoopers ABAS Limited have details as followings:

1. Ms. Tithinun Vankeo Certified Public Accountant (Thailand) No. 9432 and/or (She has signed the Company's financial statements for the year 2020)
2. Mr. Paiboon Tunkoon Certified Public Accountant (Thailand) No. 4298 and/or (He has never signed the financial statements of the Company)
3. Ms. Nuntika Limviriyalers Certified Public Accountant (Thailand) No. 7358 (She has never signed the financial statements of the Company)

During the year 2020, the Company did not pay the remuneration of other services to the auditing office. Any one of them being authorized to conduct the audit and to express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work.

For the audit fee of 2021, considering from volume of works and in comparison to audit fees of other listed companies in the same level with the Company, the Auditor has proposed a reasonable audit fee. Thus, it is appropriate to propose the Meeting to fix the audit fee in totaling of Baht 3,000,000 for 2021.

The remuneration of auditor for the past year (2020) compared with the proposed year (2021)

(Unit : Baht)	2020	2020	Changes
The remuneration of auditor	3,530,000	3,000,000	decrease by 530,000

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and casting their vote.

Agenda 8

To consider and approve the decrease of the Company's registered capital in the amount of Baht 576,925,916 from Baht 1,520,842,672 to Baht 943,916,756 by canceling the issued and unsold shares and approved to propose for amendment of Clause 4. of the Company's Memorandum of Association to be in line with such capital decrease

Purpose and Reason To comply with the Section 136 of the Public Company Limited Act B.E. 2535 (as amended) in respect of capital increase, the Company is necessary to reduce its registered capital by cancellation of unissued and unsold shares of 576,925,916 shares before the capital increase.

The Board of Directors' Opinion The Board of Directors has resolved to propose the shareholders' meeting to consider and approve the decrease of the Company's registered capital in the amount of Baht 576,925,916 from Baht 1,520,842,672 to Baht 943,916,756 by canceling the issued and unsold shares and approved to propose for amendment of Clause 4. of the Company's Memorandum of Association to be in line with such capital decrease as follows:

"Clause 4.	Registered capital	943,916,756	Baht	(Nine Hundred Forty Three Million Nine Hundred and Sixteen Thousand Seven Hundred and Fifty Six Baht)
Divided into		943,916,756	shares	(Nine Hundred Forty Three Million Nine Hundred and Sixteen Thousand Seven Hundred and Fifty Six Shares)
Par value per share		1	Baht	(One Baht)
Divided into				
Ordinary shares		943,916,756	shares	(Nine Hundred Forty Three Million Nine Hundred and Sixteen Thousand Seven Hundred and Fifty Six Shares)
Preference shares				- none -"

In addition, the Chief Executive Officer or any persons who have been authorized by the Chief Executive Officer shall be authorized to register the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce including to amend or insert wordings as ordered by the Registrar.

Voting This agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 9 **To consider and approve the increase of the Company's registered capital in the amount of not exceeding Baht 471,083,244 from Baht 943,916,756 to Baht 1,415,000,000 by issuing newly issued ordinary shares of not exceeding 471,083,244 shares at the par value of Baht 1 per share under the General Mandate and approved to propose for amendment of Clause 4. of the Company's Memorandum of Association to be in line with such capital increase**

Purpose and Reason the General Mandate is the increase of capital by approval of shareholders' meeting in advance and authorized the Board of Directors to determine the objective of offering and allotment of newly issued shares such as price, offering period or condition of offering in each tranche as appropriate.

At present, the Stock Exchange of Thailand ("SET") had revised the regulation on the capital increase under the General Mandate for listed companies so that they can propose the shareholders to approve only a number of newly issued shares and a type of share allocation in advance and authorize the Board of Directors to determine the objectives, issuance and allocation of newly issued shares as appropriate. Such capital increase will facilitate capital raising and manage capital structures in accordance with economic conditions efficiently and keep pace with a change of market conditions. This method will not only create potentials for business competition, but also protect the shareholders' interests.

The details of the General Mandate are as follows:

Allotment Type	Right Offering (RO)	Public Offering (PO)	Private Placement (PP)
Number of Shares* (Size Limit)	Not exceeding 30%	Not exceeding 20%	Not exceeding 10%
	Total capital increase shall not exceed 30%, whereby proportion of share allotment other than under rights offering (Non-RO) shall not exceed 20%.		
Offer Price	Not specified criteria	Shall not to be a lower price pursuant to SEC regulations	
Allotment Period	By the date of the next annual general meeting or by the date required by law to hold the next annual general meeting, whichever occurs earlier.		
Type of Securities	Ordinary shares, preferred shares or Transferable Subscription Rights (TSR)	Ordinary shares or preferred shares	

Remark: *Size limit is a proportion of the paid-up capital on the date that a listed company's Board of Directors resolved to approve the capital increase under the General Mandate

The Board of Directors has authorized to determine details and other conditions related to issuance and offer for sale of newly issued ordinary shares and sign on relevant documents and contracts including any necessary and appropriate actions related to the issuance and offer for sale of newly issued ordinary shares as well as listing newly issued ordinary shares as listed securities on the SET.

The Board of Directors' Opinion The Board of Directors has resolved to propose for the shareholders' meeting to consider and approve the capital increase up to Baht 471,083,244 from Baht 943,916,756 to Baht 1,415,000,000 by issuing 471,083,244 newly issued ordinary shares with a par value of Baht 1 per share to reserve for the general mandate and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of capital, the details of amendment of Clause 4 of the Company's Memorandum of Association are as follows:

"Clause 4.	Registered capital	1,415,000,000	Baht	(One Billion and Four Hundred Fifteen Million Baht)
	Divided into	1,415,000,000	shares	(One Billion and Four Hundred Fifteen Million Shares)
	Par value per share	1	Baht	(One Baht)
	Divided into			
	Ordinary shares	1,415,000,000	shares	(One Billion and Four Hundred Fifteen Million Shares)
	Preference shares		- none -"	

In addition, the Chief Executive Officer or any persons who have been authorized by the Chief Executive Officer shall be authorized to register the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce including to amend or insert wordings as ordered by the Registrar.

Voting This agenda would be resolved with an affirmative vote of not less than three-fourths of all shareholders and proxies attending the Meeting and having the right to vote.

Agenda 10 **To consider and approve the allocation of newly issued shares of up to 471,083,244 shares with a par value of Baht 1 per shares**

Purpose and Reason From the agenda 9 regarding the capital increase, the Company shall allocate newly issued shares up 471,083,244 shares with a par value of Baht 1 per share under the conditions and ratio as specified by the relevant laws and regulations.

- (1) To allot newly issued ordinary shares in the number of not exceeding 235,541,622 shares at the par value of Baht 1 per share, representing 30% of total paid up to the existing shareholders proportionate to their respective shareholdings (Rights Offering); or
- (2) To allot newly issued ordinary shares in the number of not exceeding 157,027,748 shares at the par value of Baht 1 per share, representing 20% of total paid up to the Public Offering; or
- (3) To allot newly issued ordinary shares in the number of not exceeding 78,513,874 shares at the par value of Baht 1 per share, representing 10% of total paid up to the specified person under the Private Placement.

The newly issued ordinary shares shall be offered to the connected persons according to the Capital Market Supervisory Board Notification no. ThorJor. 21/2551 re: Rules on Connected Transactions B.E. 2551 (2008) and the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003).

In addition, for the said offering of newly issued ordinary shares, the offering price under the Private Placement shall not be a low price as specified in the Notification of Capital Market Supervisory Board no. ThorJor. 72/2558 re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement. The Company's calculation of the price for offering of newly issued shares shall not be below the weighted average of the Company's share price traded on the Stock Exchange of Thailand for the period of not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date on which the offering price is determined.

However, After the offering of newly issued ordinary shares as set out in item (1), item (2) or item (3) above, the additional paid-up capital of the Company shall not greater than 30% of the paid-up capital as of the date on which the Board of Directors has resolved to approve the General Mandate, and the Company shall complete allocation of the newly issued shares within the date that the Company holds the next annual general meeting or within the date that the next annual general meeting is required to be set-up by laws, whichever is the earlier.

The details of the issuance of newly issued shares under the General Mandate are set out in the capital increase report form (F53-4) **Attachment 5**.

The Board of Directors' Opinion The Board of Directors has resolved to propose the shareholders' meeting to consider and approve the allocation of newly issued shares of up to 471,083,244 shares with a par value of Baht 1 per shares as proposed in all respects.

In addition, the Board of Directors shall have the authority to consider and perform any act relating to, necessary for and/or in connection with the capital increase and allotment of the newly issued ordinary shares of the Company, including but not limited to: (1) to determine conditions and other details relating to the allotment of the newly issued ordinary shares, including but not limited to record date, offer period, subscription, payment of subscription price and other conditions and details relating to the allotment of the newly issued ordinary shares; (2) to negotiate, entry into and sign relevant documents and contracts including perform any other related and necessary act in connection with the allotment of newly issued ordinary shares; and (3) to sign application, notice, instrument or other document in relation to the capital increase and allotment of the newly issued ordinary shares, including filing application and relevant documents to any competent authorities and/or agencies and listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand and performing any other related and necessary act in connection with the allotment of newly issued ordinary shares.

Voting This agenda would be resolved with an affirmative vote of majority vote of all shareholders and proxies attending the Meeting and casting their vote.

Agenda 11 Other businesses (if any)

Purpose and Reason According to Paragraph 2 of Section 105 of the Public Company Limited Act B.E. 2535 (as amended), specified that shareholders holding in aggregate number of shares of not less than one-third of the total number of shares sold may request the meeting to consider other business other than the matters specified in the invitation notice to the Meeting.

The Board of Directors' Opinion The Board of Directors considered that it is appropriate to contain this agenda in the Meeting, in order to give shareholders an opportunity to request the meeting to consider other business other than the matters specified in the invitation notice to the Meeting.

The Company would like to inform that the Company gave the shareholders the opportunity to propose an meeting agenda and to nominate any person to be appointed as the director for the Annual General Meeting for the year 2021 in advance, from,1 October 2020 to 31 December 2020, pursuant to the good corporate governance principle regarding the right of shareholders' protection for the Annual General Meeting for the year 2021. However, there was no shareholder proposing any agenda and nominating any person to be appointed as the director.

-Translation-

The closure date of the Company's share registered book to determine the rights of shareholders to attend the Annual General Meeting of Shareholders for the year 2021 will be the Record Date on Friday 26 March 2021. All shareholders are cordially invited to attend the meeting on the date, time and place as aforementioned on registration time since 12.30 p.m.

Please submitted promptly with registration form, related documents of shareholder to attend the meeting (please see details in the **Attachment 6**) to the Secretary of the Board of Directors prior to attend the meeting. For your convenience, the company will facilitate in affixing the stamp duty when registering to attend the meeting. In case you are unable to attend the meeting by yourself and wish to appoint a proxy, which may be anyone or Mr. Prasert Patradhilok, Independent Director and Chairman of the Audit Committee and having no special interest in each of all the agendas except Agenda No. 5 to consider and approve the reappointment of directors who retried by rotation of this meeting (please see details of profile and past working record ,presented on the **Attachment 7**), to attend and vote on your behalf, please complete and duly execute the proxy form (**Attachment 8-9**)

The Company will inform the details of the Annual General Meeting for the year 2021 and agendas to shareholders prior to the meeting is convened on the website: www.wave-groups.com. If any shareholders have any inquiries, please contact the Corporate Communications & Investor Relations department tel. 02-665-6705. However, if any shareholders would like to have the printed copies of the 2020 Annual Report, they may request them from Corporate Finance Division, no.3199, Rama IV Road, Klongton Sub-district, Klong-toey District, Bangkok 10110, telephone number 02-665-6705, facsimile number 02-665-6750. Shareholders may also fill in the Reports Requisition Form (**Attachment 10**) and return it via facsimile.

Very truly yours,

-Mr. Matthew Kichodhan-

Mr. Matthew Kichodhan
Chairman and Chief Executive Officer
Wave Entertainment Public Company Limited