

**INVITATION LETTER
THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS NO. 1/2023**



WAVE ENTERTAINMENT PUBLIC COMPANY LIMITED

ELECTRONIC MEETING

Tuesday, 28th February 2023 at 14:00 hours.

**At No.2445/19 Tararom Business Tower 14th Floor,
New Petchaburi Rd, Bang Kapi, Huai Khwang, Bangkok 10310**

**Kindly requests shareholders and/or proxies cooperation
to study Measures and Guidelines for Attending the meeting or
give proxies to independent directors to attend the meeting
instead of attending the meeting in person**

*The Meeting will be proceeded in Thai; any shareholder who is not familiar with
Thai language should be accompanied with your translator.*

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For more information, please contact:

Corporate Finance Division

Tel 02-665-6705



Wave Entertainment Public Company Limited
Tararom Business Tower, 14th Floor,
No. 2445/19, New Petchaburi Road, Bangkok,
Huai Khwang, Bangkok 10310

07 February 2023

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2023

To: The Shareholders of Wave Entertainment Public Company Limited

Enclosures: Attachments no. 1 – 9 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 Extraordinary General Meeting of Shareholders No. 1/2023 (the “**Meeting**”) which will be held on Tuesday 28 February 2023 at 2.00 p.m. in the form of electronic meeting (E-EGM) pursuant to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) as well as other relevant laws and requirements. The agendas of the Meeting are as follows:

Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders no. 1/2022 held on September 13, 2022

Purpose and Rationale The minutes of the Extraordinary General Meeting of shareholders No.1/2022 held on September 13, 2022 were truly and accurately recorded and were completely prepared and circulated to the Stock Exchange of Thailand and other relevant authorities within the period required by laws. Such minutes have been disclosed on the website (www.wave-groups.com).

The Board of Directors’ Opinion The minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on September 13, 2022 were truly and accurately recorded and were completely prepared and circulated to the Stock Exchange of Thailand and other relevant authorities within the period required by laws as well as being disclosed on the Company’s website (www.wave-groups.com), as detailed in the (**Attachment 1**). The Board of Directors therefore resolved to propose the Meeting for certifying such minutes.

Voting This agenda requires affirmative votes of **majority votes** of all shareholders and proxies attending the Meeting and casting their votes.

Agenda 2 To consider and approve the issuance and offering of debentures in the total amount not exceeding Baht 1,000,000,000 .

Purpose and Rationale The Company has a tendency to continuously expand its current business and new businesses, including future investment plans. Therefore, it is necessary to seek additional funding. As such, it’s appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the issuance and offering of debentures in the amount of not exceeding Baht 1,000,000,000 to be used as working capital of the Company and its subsidiaries and capital for investment expansion. The key details are summarized as follows:

Objective	For funding operation and/or expanding existing and/or new businesses and/or using as working capital of the Company and its subsidiaries or other purposes as the Board of Directors deems appropriate.
Type of Debentures	Any and all types or categories of debentures, name-registered debentures or bearer debentures, secured and/or unsecured debentures, subordinated and/or unsubordinated debentures and/or with or without credit rating and/or with or without Bond Holder Representative and/or amortizing or bullet payment. This clause is subject to market conditions as of the issuance and offering the

	debentures at each time which will be permitted by the relevant regulatory authorities.
Currency	Thai Baht and/or foreign currency using exchange rates at the time of each issuance and offering of the debentures.
Value of Debentures	The total value of debentures which has not yet been redeemed will not exceed Baht 1,000 million or its equivalent amount in any currency at any time. The Company can issue and offer additional debentures and/or issue and offer the redeemed debentures, subject to the aforementioned credit limit at any given time.
Tenor	To be specified in each period depending on market conditions at the time of issuing and offering debentures
Interest Rate	Depending on market conditions at the time of each issuance and offering of the debentures, the interest rate is deemed to be in compliance with the notification of Securities Exchange Committee and/or Securities & Exchange Commission and/or other related notification or regulatory which is effective on the date of the issuance and offering of the debentures each time.
Offering	<ol style="list-style-type: none"> (1) Debentures can be offered in one or several occasions, and/or as projects and/or as revolving. In case that the Company offers debentures in revolving nature, the Company is allowed to redeem or receive principle repayment in compliance with the terms and credit as indicated. (2) Debentures can be offered by way of public offering and/or offering via Private Placement and/or offering to domestic and/or foreign Financial Institution and/or high net worth investors all at once or on several occasions in compliance with the notifications of Securities Exchange Committee and/or Capital market committee or other notification, ministerial regulations, rules and other related regulations which is effective on the date of issuance and offering of the debentures. (3) In case that the Company has redeemed or repaid the debentures issued under value of this approved credit limit, the Company is allowed to issue additional debentures to the amount of the redemption or repay whereby the debentures issued to replace the existing debentures will have term and condition as to be indicated.
Early Redemption	Debentures holders and/or the Company may or may not have the right to redeem debentures prior to maturity or the Company may or may not indicate to have the right to redeem in 'Special Event Redemption' depending on the terms and conditions of each debentures issuance.
Authorization	In this regard, the Board of Directors and/or the Chief Executive Officer and/or the Executive Committee have the authority to determine other terms and conditions related to the issuance and offering of debentures, such as determining the name, the nature of the offering of debentures, number of debentures to be issued and offered for sale each time, type of debentures, collateral, offering price per unit, tenor, redemption period, early redemption, interest rate, method of payment of principal and interest, allocation method and details of the offering, etc., including the registration of such debentures with the Thai Bond Market Association or any secondary market, as well as having the authority to apply for permission from relevant authorities, appointment of advisors or persons involved in the issuance and offering of debentures, appointment of a financial advisor, debenture underwriter, credit rating agency, property appraiser, legal advisor, debenture registrar, payment agent, bondholder representative, or another consultant or any other person related to the issuance and offering of debentures including negotiating, agreeing, and signing related contract and documents and having the authority to take any action as necessary and related to the issuance and offering of these debentures.
Other condition	Depending on the market conditions at the time of issuing and offering debentures each time and other related factors.

The Board of Directors' Opinion The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the issuance and offering of debentures in the total amount of

not exceeding Baht 1,000 million to be used as working capital of the Company and its subsidiaries and capital for investment expansion as well as authorizing the Board of Directors and/or the Chief Executive Officer and/or the Executive Committee to have the authority to determine other terms and conditions related to the issuance and offering of debentures, such as determining the name, the nature of the offering of debentures, number of debentures to be issued and offered for sale each time, type of debentures, collateral, offering price per unit, tenor, redemption period, early redemption, interest rate, method of payment of principal and interest, allocation method and details of the offering, etc., including the registration of such debentures with the Thai Bond Market Association or any secondary market, as well as having the authority to apply for permission from relevant authorities, appointment of advisors or persons involved in the issuance and offering of debentures, appointment of a financial advisor, debenture underwriter, credit rating agency, property appraiser, legal advisor, debenture registrar, payment agent, bondholder representative, or another consultant or any other person related to the issuance and offering of debentures including negotiating, agreeing, and signing related contract and documents and to have the authority to take any action as necessary and related to the issuance and offering of these debentures.

Voting This agenda must be approved by a **vote of more than three-fourths (3/4)** of the shareholders attending the meeting and having the right to vote.

Agenda 3 To consider and approve other matters (if any)

Purpose and Rationale Section 105 Paragraph 2 of the Public Limited Companies Act, B.E. 2535 (1992) (and its amendment) which prescribes 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 of the Meeting.

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

The Company has scheduled the date to determine the shareholders eligible to attend the Extraordinary General Meeting of Shareholders No.1/2023 (Record Date) on Friday 30 December 2022. The Company will arrange the registration and voting via an electronic method. The Company shall also invite a representative from law firm to examine the voting process and accommodate the Meeting to be transparent and in accordance with the law and the Company's Articles of Association (**Attachment 3**), including the good corporate governance principle, in order to comply with the shareholders' meeting requirements of the Office of Securities and Exchange Commission.

The Company will start the meeting via electronic media at 14.00 hrs. For the shareholders who wish to attend the Meeting via electronics means, please study the Document for Attending the Extraordinary General Meeting of Shareholders No. 1/2023 in the form of Electronic Meeting (E-EGM) and the Guidelines for Attending the Extraordinary General Meeting of Shareholders No. 1/2023 in the Form of Electronic Meeting (E-EGM). The details of which are shown in (**Attachment 4 and 5**).

In case the shareholders are unable to attend the Meeting by yourself, you may appoint a proxy which may be anyone or **Mr. Viravit Chartvivatpornchai, Independent Director and Chairman of the Audit Committee who has no special interest in each of all the agendas** (please see Details of Independent Director determined by the Company to serve Proxy of Shareholders, (**Attachment 7**) to attend and vote on your behalf in accordance with the proxy form (**Attachment 8 and 9**). Please send the proxy and its supporting documents to the Company no later than 22 February 2023 via the following channels:

- 1) **Electronic mail:** address: ir@wave-groups.com and / or
- 2) **(Original document) Postal delivery:**

Attention to: “Corporate Communications & Investor Relations”

Wave Entertainment Public Company Limited

14th Floor, Tararom Business Tower

No. 2445/19 New Petchaburi Rd, Bang Kapi,

Huai Khwang, Bangkok 10310

After the Company has examined the names of shareholders as of the date of determining the names of persons entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) on December 30, 2022, OJ International Co., Ltd., which is a provider of meeting control systems will send username and password to shareholders via email for accessing the Extraordinary General Meeting of Shareholders No. 1/2023 program via electronic media (E-EGM).

The shareholders are advised to review the details of agenda before deciding to appoint a proxy. The proxy will proceed as appointed by the shareholders.

The Company has informed the details of the Extraordinary General Meeting of Shareholders No.1/2023 and agendas to shareholders prior to the meeting 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.

Please be informed accordingly. The Company therefore informs to cordially invite the shareholder to attend the Meeting on the date and time as aforementioned.

Very truly yours,

-Mr. James Andrew Moore-

Mr. James Andrew Moore
Chief Executive Officer

Wave Entertainment Public Company Limited