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**Invitation to propose agenda items, questions and nominate candidates for Directorship
for the 2015 Annual General Meeting of Shareholders**

To Shareholders of Wave Entertainment Public Company Limited

In order to uphold good corporate governance regarding the equitable treatment of shareholders, Wave Entertainment Public Company Limited (“the Company”) would like to inform you that all its shareholders have been given an opportunity to propose items on the agenda of the Annual General Meeting of Shareholders for 2015, questions and nominate candidates for directorship in advance (during the period 30 September 2014 to 31 December 2014).

Details of the criteria and procedure can be found on the Company’s website at www.wave-groups.com

Please be informed accordingly.

Very truly yours,



Mr. Matthew Kichodhan
Chairman and CEO

Corporate Secretary
Tel. 02-665-6705

**CRITERIA FOR PROPOSING AGENDA IN ADVANCE
(FROM 30 SEPTEMBER 2014 TO 31 DECEMBER 2014)**

1. OBJECTIVE

Wave Entertainment Public Company Limited recognizes the rights and equitable treatment of all shareholders which is set forth in the good corporate governance principles. The Company would like to invite and set the criteria for the shareholders, to propose any matter considered important and truly beneficial to the Company as agenda(s) for the 2015 Annual General Meeting of Shareholders. The criteria are as follows:

2. QUALIFICATION OF SHAREHOLDERS TO PROPOSE THE AGENDA

- 2.1 The shareholders must be individual shareholder/group of shareholders holding not less than 4% of the Company's issued shares of 32,400,000 shares. (or equal to 1,296,000 shares)
- 2.2 The shareholder who possesses qualification according to section 2.1 at least 12 months consecutively to the share registration book closing date for the Annual General Meeting of Shareholders of that year and remains a shareholder of the Company on the agenda.

3. PROPOSAL OF THE AGENDA

The company reserves the right to take no account of proposals that:

- 3.1 The matter that violates the law, announcements, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, the articles of association, the shareholders' resolution, the good corporate governance or the business ethics of the Company.
- 3.2 The matter that is under the power and authority of the Board of Directors of the Company, unless it has significant impact on the shareholders in general.
- 3.3 The matter that is beyond the Company's power to handle the proposed result.
- 3.4 The matter that was submitted to the shareholders' meeting for its consideration within the past 12 months and received the supporting votes of less than 10% of the total number of voting rights of the Company, unless the fact pertaining in resubmission has significantly changed from that of the previous shareholders' meeting.
- 3.5 The matter that is not beneficial to the Company's business operation.
- 3.6 The matter that is beneficial to any particular individual or group.
- 3.7 The matter that the Company has already implemented.
- 3.8 The matter that is proposed by the shareholder whose qualification is not comply with those specified in section 2.
- 3.9 The proposal that information provided is incomplete or incorrect or proposed by those shareholders who cannot be contacted , or proposed in the overtime specified period.
- 3.10 The matter that is considered by the Board of Directors of the Company that it does not indicate any reasonable ground to be place on the agenda, and the reason for refusal can be appropriately explained to the shareholders.

4. PROCESS TO CONSIDER THE SHAREHOLDERS' PROPOSAL

4.1 Shareholders who is qualified can download the Form for Proposing Agenda in Advance via the Company's website at www.wave-groups.com and submit the complete form and support documents to the following mailing address:

Office of Corporate Secretary

Wave Entertainment Public Company Limited

Maleenont Tower, 15th Floor

No.3199 Rama 4 Rd., Klongton, Klongtoey, Bangkok 10110

All documents must be delivered to the Company within 31 December 2014. The postage stamp date is considered as the criteria.

4.2 In case the information or documents are incorrect or incomplete, the Office of Corporate Secretary will notify the shareholders within 7 working days after the date of delivered. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, the Office of Corporate Secretary reserves the rights not to submit the shareholders' proposal to the Board of Directors for consideration.

4.3 The proposal approved by the Board of Directors will be included in the agenda of the notice of the Annual General Meeting of Shareholders, along with the Board's opinion.

4.4 The proposal declined by the Board of Directors will be notified to the shareholders via the Stock Exchange of Thailand online system and the Company's website : www.wave-groups.com, and will also be informed at the Annual General Meeting of Shareholders.

5. EVIDENTIAL DOCUMENTS

The Shareholder provide the following important details for consideration:

5.1 Evidence of shareholding

i.e. certified true copy of certificate of shares or certificate of shares issued by a broker or Thailand Securities Depository Co., Ltd. or any other evidence from the Stock Exchange of Thailand.

5.2 Evidence of Identification

1) For Individual

Certified true copy of the identification card or government officer identification card or passport (in case of foreigners) or alien identification card of the shareholder which has not expired.

2) For Juristic Person

Certified true copy of the certificate of juristic person which is issued no longer than 1 (one) month ago and copy of the identification card or passport (in case of foreigners) or alien identification card which has not expired of the authorized directors who signed in the Form for Proposing Agenda in Advance and affixed with juristic person's seal (if any).

If combined shareholders wish to propose the Agenda, all of them must completely fill the Form in every title, (1) and (2) and affix their names as evidence. Then gathered each of these forms into one set and deliver to the Company address.

5.3 Additional information or support documents (if any)

[Download : Form for Proposing Agenda in Advance](#)

**CRITERIA FOR PROPOSING DIRECTOR CANDIDATE IN ADVANCE
(FROM 30 SEPTEMBER 2014 TO 31 DECEMBER 2014)**

1. OBJECTIVE

Wave Entertainment Public Company Limited recognizes the rights and equitable treatment of all shareholders which is set forth in the good corporate governance principles. The Company would like to invite and set the criteria for the shareholders, to propose director candidate in advance for the 2015 Annual General Meeting of Shareholders. The criteria are as follows:

2. QUALIFICATION OF SHAREHOLDERS TO PROPOSE DIRECTOR CANDIDATE

- 2.1 The shareholders must be individual shareholder/group of shareholders holding not less than 4% of the Company's issued shares of 32,400,000 shares. (or equal to 1,296,000 shares)
- 2.2 The shareholder who possesses qualification according to section 2.1 at least 12 months consecutively to the share registration book closing date for the Annual General Meeting of Shareholders of that year and remains a shareholder of the Company for proposing director candidate.

3. NOMINATION OF DIRECTORS

The candidates for director nominees should possess the following qualifications:

- 3.1 Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
- 3.2 Being knowledgeable, capable to perform director's duties with acceptable working background.
- 3.3 Having strong interest on the Company's business, being able to dedicate oneself to perform the duties.
- 3.4 Not being a person who is removed from directorship, manager, employee, or authorized person of the organization.
- 3.5 Being a person who do not operate or participate in any act which has the same, and in competition with the business of the Company or in a way that would be beneficial for oneself or other persons benefits.

4. PROCESS TO CONSIDER THE SHAREHOLDERS' PROPOSAL

- 4.1 Shareholders who is qualified can download the Form for Proposing Director Candidate in Advance via the Company's website at www.wave-groups.com and submit the complete form and support documents to the following mailing address:

Office of Corporate Secretary

Wave Entertainment Public Company Limited

Maleenont Tower, 15th Floor

No.3199 Rama 4 Rd., Klongton, Klongtoey, Bangkok 10110

All documents must be delivered to the Company within 31 December 2014. The postage stamp date is considered as the criteria.

- 4.2 In case the information or documents are incorrect or incomplete, the Office of Corporate Secretary will notify the shareholders within 7 working days after the date of delivered. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, the Office of Corporate Secretary reserves the rights not to submit the shareholders' proposal to the Nomination and Remuneration Committee for consideration.
- 4.3 Office of Corporate Secretary will submit the qualified candidate proposed by the shareholders to the Nomination and Remuneration Committee before forwarding to the Board of Directors for final consideration. After the Board's approval, the names of candidates will be included in the agenda of the notice of the Annual General Meeting of Shareholders, together with the Board's opinion.
- 4.4 The proposal declined by the Board of Directors will be notified to the shareholders via the Stock Exchange of Thailand online system and the Company's website : www.wave-groups.com, and will also be informed at the Annual General Meeting of Shareholders.

5. EVIDENTIAL DOCUMENTS

The Shareholder provide the following important details for consideration:

5.1 Evidence of shareholding

i.e. certified true copy of certificate of shares or certificate of shares issued by a broker or Thailand Securities Depository Co., Ltd. or any other evidence from the Stock Exchange of Thailand.

5.2 Evidence of Identification

1) For Individual

Certified true copy of the identification card or government officer identification card or passport (in case of foreigners) or alien identification card of the shareholder which has not expired.

2) For Juristic Person

Certified true copy of the certificate of juristic person which is issued no longer than 1 (one) month ago and copy of the identification card or passport (in case of foreigners) or alien identification card which has not expired of the authorized directors who signed in the Form for Proposing Director Candidate in Advance and affixed with juristic person's seal (if any).

If combined shareholders wish to propose the director candidate, The first shareholder must completely fill the Form in every title, (1) to (3) and affix the name as evidence. The rest shareholders must fill the Form in only title (1) and (2) and affix their names as evidence separately. Then gathered each of these forms into one set and deliver to the Company address.

5.3 Additional information or support documents (if any)

[Download : Form for Proposing Director Candidate in Advance](#)