



INVITATION LETTER  
THE 2017 ANNUAL GENERAL MEETING  
OF SHAREHOLDERS (NO. 24/2017)



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

## Table of Contents

<b>1. Invitation Letter to the 2017 Annual General Meeting of Shareholders (No. 24/2017).....</b>	<b>page 1 – 9</b>
<b>2. Supporting Documents of the Annual General Meeting of Shareholders</b>	<b>Attachment</b>
- Copy of Minutes of the 2016 Annual General Meeting of Shareholders (No. 23/2016).....	1
- Annual Report for the year 2016.....	2
- Articles of Association: in respect of Shareholders’ Meeting .....	3
- Information of Candidates to be nominated as the Directors in replacement of those who retired by rotation .....	4
- Summary of the Key Features of Warrants to Purchase Newly-issued Ordinary Shares No.1.....	5
- Capital Increase Report Form (F 53-4).....	6
<b>3. Documents for attending the Meeting</b>	
- Required Documents or Evidences for attending the Meeting.....	7
- Details of Independent Director determined by the Company to serve Proxy of Shareholders.....	8
- Proxy Form A .....	9
- Proxy Form B .....	9
- Proxy Form C .....	9
- Supplemental Proxy Form.....	10
- Request Form for Annual Report.....	11
- Map of Meeting Location.....	12

**For more information, please contact:**

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Corporate Finance Division

Tel 0-2665-6705 extension 106

Fax 0-2665-6750



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

17 March 2017

Subject: Invitation to the 2017 Annual General Meeting of Shareholders (No. 24/2017)

To: The Shareholders of Wave Entertainment Public Company Limited

Enclosures: Please see attachments no. 1 – 12 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 2017 Annual General Meeting of Shareholders (No. 24/2017) which will be held on 18 April 2017 at 2:00 PM, at Maleenont Tower (M2 Building), 8<sup>th</sup> 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 2016 Annual General Meeting of Shareholders (No. 23/2016) held on 29 April 2016**

**Purpose and Reason** The minutes of the 2016 Annual General Meeting of Shareholders (No. 23/2016) held on 29 April 2016 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 2016 Annual General Meeting of Shareholders (No. 23/2016) held on 29 April 2016 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 2016 and the annual report for year 2016**

**Purpose and Reason** The shareholders shall acknowledge the Company’s performance for the year 2016 and the annual report for the year 2016 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 2016 and the annual report for the year 2016 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 2016 and acknowledge the operating result of the year 2016**

**Purpose and Reason** The Company’s audited financial statements for the year ending 31 December 2016 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 2016 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 for approval and the operating result of the year 2016 as detailed in the Annual Report for the year 2016 **Attachment 2** to the shareholders for acknowledgement.

**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 omission of dividend for the year 2016**

**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." Based on the Company's financial statements for the year ended 31 December 2016 audited, after deducting legal reserve fund of Baht 42.12 million, the Company has retain earning of Baht 183.50 million for the accounting period of year 2016, It is approximately 10 percent of registered capital which is in line with laws.

However, the Board of Directors resolved to propose the omission of dividend for the year 2016 to shareholders for approval with the reason of reserving cash for group expansion 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 appointment of directors in replacement of those 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 11 persons. Therefore, there will be four directors who are retired by rotation at this annual general meeting of shareholders as follows:

1. Ms. Tracy Ann Maleenont Director
2. Ms. Piyawadee Maleenont Director / Member of Investment Committee
3. M.L. Nalinee Hastintra Independent Director / Member of Audit Committee / Member of the Nomination and Remuneration Committee
4. Ms. Manida Zimmerman Director / Chairman of the Nomination and Remuneration Committee

**The Board of Directors' Opinion** The Board of Directors (by the directors who has no conflict of interest) considered and is of the view to propose the re-appointment of (1) Ms. Tracy Ann Maleenont (2) Ms. Piyawadee Maleenont (3) M.L. Nalinee Hastintra and (4) Ms. Manida Zimmerman as the director for the another terms, 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 2017**

**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 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 Board of Directors' Opinion** To determine the remuneration of the Board of Directors and sub-committee for the year 2017 of up to Baht 5,700,000 (equal to the amount of the year 2016) 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 2017 of up to Baht 5,700,000 to shareholders for approval.

The structure of remuneration of Directors and sub-committee for the past year (2016) compared with the proposed year (2017) is as follows:

	2016		2017	
	Monthly Remuneration	Meeting Fee	Monthly Remuneration	Meeting Fee
<b>Board of Directors</b>				
• 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
<b>Audit Committee</b>				
• Chairman of Audit Committee	25,000 Baht	5,000 Baht	25,000 Baht	5,000 Baht
• Independent Director	15,000 Baht	5,000 Baht	15,000 Baht	5,000 Baht
<b>The Nomination and Remuneration Committee</b>				
• Chairman of the Nomination and Remuneration Committee	15,000 Baht	5,000 Baht	15,000 Baht	5,000 Baht
• Independent Director and Director	10,000 Baht	5,000 Baht	10,000 Baht	5,000 Baht
<b>The Risk Management Committee</b>				
• Chairman of the Risk Management Committee	15,000 Baht	5,000 Baht	15,000 Baht	5,000 Baht
• Independent Director and Director	10,000 Baht	5,000 Baht	10,000 Baht	5,000 Baht
<b>The Investment Committee</b>				
• Chairman of the Investment Committee	15,000 Baht	5,000 Baht	15,000 Baht	5,000 Baht
• Director	10,000 Baht	5,000 Baht	10,000 Baht	5,000 Baht
<b>Corporate Governance Committee</b>				
• Chairman of Corporate Governance Committee	15,000 Baht	5,000 Baht	15,000 Baht	5,000 Baht
• Independent Director	10,000 Baht	5,000 Baht	10,000 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 2017**

**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 2016, 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 2017 of the Company Group for the sixth consecutive years starting from the year 2012 and its remuneration of Baht 3,330,000. Therefore, the Board of Directors therefore resolved to propose the appointment of Pricewaterhousecoopers ABAS Limited as the auditor for the year 2017 and its remuneration of Baht 3,330,000 as preliminarily approved by the Audit Committee to shareholders for approval. Pricewaterhousecoopers ABAS Limited has changed the new auditor details as followings:

1. Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906 and/or
2. Mrs. Nattaporn Phan-Udom Certified Public Accountant (Thailand) No. 3430 and/or
3. Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095.

During the year 2016, 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 2017, considering from volume of works and in comparison to audit fees of other listed companies in the same level with the Company, PwC has proposed a reasonable audit fee. Thus, it is appropriate to propose the Meeting to fix the audit fee in totaling of Baht 3,330,000 for 2017. (not included in the audit fee of Index Group.)

The remuneration of auditor for the past year (2016) compared with the proposed year (2017)

(Unit : Baht)	2016	2017	Increase
The remuneration auditor	3,230,000	3,330,000	100,000

**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 issuance and allocation of Warrants representing the right to purchase the newly issued ordinary shares of Wave Entertainment Public Company Limited No. 1, to the existing shareholders proportionate to their respective shareholdings (Right Offering)**

**Purpose and Reason** The Board of Directors meeting of the Company No. 2/2017 on 7 March, 2017 resolved to approve the proposition to the shareholders' meeting, to consider and approve the issuance of Warrants to Purchase Newly-Issued Ordinary Shares of Wave Entertainment Public Company Limited No. 1 ("WAVE W-1 Warrants"), details as follows:

1. approve the issuance of WAVE W-1 Warrants in the number of not exceeding 42,120,000 units to the existing shareholders in proportion to the number of shares held by each shareholder (right offering) at the allocation ratio of 10 ordinary shares (at the par value of Baht 1 per share) to 1 unit of the WAVE-W1 Warrants (any fractions of shares or WAVE-W1 Warrants derived from the calculation based on the ratio shall be eliminated); and fix the WAVE W-1 exercise price of Baht 6.00 per share (with the exception of exercise right adjustment). The purposes of such issuance is to strengthen the Company's financial position, as well as to utilize for a working capital of the Company's in order to support future business expansion of the Company. Terms and details of WAVE-W1 Warrants are detailed in the **Attachment 5**.

Accordingly, the Board of Directors meeting of the Company resolved to fix the date to record names of shareholders who are entitled to be allocated for WAVE-W1 Warrants in proportion to the number of shares held by each shareholder (Record Date) on 3 May 2017 and fix the date to compile names of shareholders in compliance with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) by means of the share register closing on 4 May 2017; and

2. authorize the chief executive officer or any persons appointed by the chief executive officer to be authorized to determine, amend, and revise the conditions and other details in connection with the issuance and allocation of the WAVE-W1 Warrants, for example, the issuance date of WAVE-W1 Warrants, and the allocation of WAVE-W1 Warrants, etc., as well as to execute the relevant documents and to take any action as deemed necessary and appropriate in connection with the issuance and allocation of the WAVE-W1 Warrants until completion, including, but not limited to, providing information and filing documents with the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other competent authorities, including listing of the WAVE-W1 Warrants and ordinary shares issued from the exercise of WAVE-W1 Warrants as listed securities on the Stock Exchange of Thailand.

**The Board of Directors' Opinion** the Board of Directors considered that it is deemed appropriate to propose that the shareholders' meeting to consider and approve the allocation of the WAVE-W1 Warrants of not exceeding 42,120,000 units to the existing shareholders in proportion to the number of shares held by each shareholder (right offering) at the allocation ratio of 10 ordinary shares (at the par value of Baht 1 per share) to 1 unit of the WAVE-W1 Warrants (10:1) whereby conditions and details are as proposed in all respects. In this regard, the chief executive officer or any persons appointed by the chief executive officer be authorized to proceed with the matters related to the allocation of the WAVE-W1 Warrants in all respects. In addition, the Board of Directors viewed that it is appropriate to engage in such transaction and it will be beneficial to the Company and shareholders. Details on Board of Directors' Opinion are appeared in the **Attachment 5**.

### **Reason and Necessity for Capital Increase**

The reason and necessity for the capital increase is to accommodate the exercise of the WAVE-W1 Warrants to be issued and allocated to the existing shareholders in proportion to the number of shares held by each shareholder for use as its working capital should the shareholders exercise the right to convert the warrants into the ordinary shares as proposed for approval by the shareholders in above Agenda. The Board of Directors considered several options for fund-raising such as offering newly-issued shares in a private placement scheme and/or offering newly-issued shares to the existing shareholders in proportion to the number of shares held by each shareholder and/or applying for loans. After consideration, the Board of Directors viewed that the issuance and allocation of the WAVE-W1 Warrants is a fund-raising option that would not affect the profit sharing or the voting rights of the shareholders (control dilution) if they were to be issued and allocated to every existing shareholder of the Company in proportion to the number of shares held by each shareholder and would not cause a share price decrease (price dilution). Furthermore, the Company could not only rely on securing loans because it would entail excessive indebtedness amounts and interest expense. Accordingly, the Board of Directors viewed that the fund-raising option, to issue and allocate the WAVE-W1 Warrants to the existing shareholders in accordance with their respective shareholdings of the one part and to apply for loans of the other part for use as its working capital to accommodate its future growth, is advisable and will benefit the Company.

### **Feasibility of the plan to use the proceeds from offering the WAVE-W1 Warrants**

If the shareholders exercise the conversion right in full that will be Baht 253 million or less, the Company will use the proceeds from the exercise of the right under the WAVE-W1 Warrants for its working capital. The Board of Directors' meeting had considered the investment plan, budget, and investment period, as well as the expected proceeds from the fund-raising scheme and is of the view that it is possible for the Company to meet the objective in accordance with the reason proposed to the shareholders' meeting for approval in above Agenda.

### **Reasonableness of the proposed capital increase and the plan to use the proceeds, as well as the sufficiency of the sources of financial capital (if the plan to use the proceeds from the issuance of the warrants does not cover the total budget)**

The Board of Directors had considered the reasonableness of the proposed capital increase and the plan to use the proceeds, as well as the appropriate sources of financial capital to accommodate the investment of the Company by giving into consideration the balance of the debt-equity ratio. With the issuance and allocation of the WAVE-W1 Warrants to the existing shareholders in proportion to the number of shares held by each shareholder, the Company will be able to raise fund and acquire the capital base of Baht 253 million (on the assumption that the existing shareholders exercise the right under the WAVE-W1 Warrants in full). Furthermore, the Company has a plan to raise funds by applying for loans for its investment expansion.

Notwithstanding the foregoing, if the annual general meeting of the shareholders resolves to approve the issuance and allocation of the WAVE-W1 Warrants, but the Company is unable to raise the amount of funds required, the Company is still be able to raise funds from the applying of loans. Therefore, if the Company does not receive the payment for the newly-issued shares from the exercise of the WAVE-W1 Warrants in full immediately, the Company still has sufficient funds for use in its business operations.

### **Possible impacts on the Company's business operations as a result of the capital increase and the use of the proceeds**

After due consideration of the issuance and allocation of the WAVE-W1 Warrants to the existing shareholders in proportion to the number of shares held by each shareholder as proposed to the shareholders' approval in above Agenda, the Board of Directors viewed that after the Company receives the payment for the newly-issued shares from the exercise of the right under the WAVE-W1 Warrants, its capital base will increase and as a result, the debt-equity ratio will be reduced. Consequently, the Company's liquidity and financial position will be improved, thereby; it will render the Company to be able to access more sources of financial capital.



In the light of the above, the Board of Directors hereby confirms that it will perform the duties honestly by exercising due diligence to protect the interest of the Company with respect to the issuance of the WAVE-W1 Warrants, the capital increase and issuance of newly-issued shares to accommodate the exercise of the right under the WAVE-W1 Warrants by taking into consideration appropriateness, feasibility, possibility, and fairness under its obligations that should be performed in accordance with the law, the objectives and the articles of association of the Company, as well as any relevant rules and regulations. Accordingly, the Board of Directors will jointly be responsible to the Company and the shareholders for any damage sustained by the Company in the case of any act or omission by a director in violation of the law, objectives, the articles of association, as well as any rule and regulation, including the case of any act or omission by a director rendering that a director or his or her related party to unduly gain benefit. In this regard, the shareholders are entitled to demand that the director, who undertook such act or omission for the Company, to return the benefit on behalf of the Company.

**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 capital increase and the amendment to Clause 4 of the Company's Memorandum of Association**

**Purpose and Reason** According to Agenda 8, The Company wishes and views that it is appropriate to issue and allocate the WAVE-W1 Warrants of not exceeding 42,120,000 units to the existing shareholders in proportion to the number of shares held by each shareholder (Right Offering). As a result, the Company would increase its registered capital in order to accommodate the exercise of rights under the WAVE-W1 Warrant; by not exceeding Baht 42,120,000 from the existing registered capital of Baht 421,200,000 to Baht 463,320,000, by issuing not exceeding 42,120,000 newly issued ordinary shares with a par value of Baht 1 per share.

In order to be in line with the capital increase, the Company proposed that the shareholders' meeting consider and approve the amendment to Clause 4 of the Memorandum of Association to be read as the following statement. In this regard, the person delegated by the Authorized Directors according to the affidavit of the Company has the authority to proceed with the amendment to the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, and has authority to revise and supplement any statements to be in accordance with the registrar's order.

Registered capital	463,320,000	baht	(four hundred sixty three million and three hundred twenty thousand baht only)
Divided into	463,320,000	shares	(four hundred sixty three million and three hundred twenty thousand shares)
Value per share		1 baht	(one baht)
Categorized into:			
Ordinary shares	463,320,000	shares	(four hundred sixty three million and three hundred twenty thousand shares)
Preference shares		- shares	(-)

**The Board of Directors' Opinion** After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the capital increase by not exceeding Baht 42,120,000 from the existing registered capital of Baht 421,200,000 totaling Baht 463,320,000 by issuing not exceeding 42,120,000 newly issued ordinary shares with a par value of Baht 1 per share.

The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the amendment to Clause 4 of the Memorandum of Association to be in line with the capital increase, and the person delegated by the Authorized Directors according to the affidavit of the Company has the authority to proceed with the amendment to the Memorandum of Association at the Department of the Business Development, Ministry of Commerce, and has authority to revise and supplement any statements to be in accordance with the registrar's order. The Board of Directors viewed that it is appropriate to engaging in such transaction will be beneficial to the Company and shareholders.

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

**Agenda 10 To consider and approve the allocation of newly issued shares in order to accommodate the exercise of WAVE-W1**

**Purpose and Reason** According to Agenda 9, The Company proposed that the shareholders' meeting consider and approve the capital increase by not exceeding Baht 42,120,000 from the existing registered capital of Baht 421,200,000 totaling Baht 463,320,000 by issuing not exceeding 42,120,000 newly issued ordinary shares with a par value of Baht 1 per share in order to accommodate the exercise of the WAVE-W1 Warrants as detailed in Agenda 9. Consequently, the Company proposed that the shareholders' meeting consider and approve the allocation of newly issued shares as follows:

1. allocate newly issued ordinary shares in the number of not exceeding 42,120,000 units to the existing shareholders in order to accommodate the exercise of the WAVE-W1, whereby the Company issued and offered to the existing shareholders in proportion to the number of shares held by each shareholder (right offering) as proposed in Agenda 8. Terms and details of WAVE-W1 Warrants are detailed in the **Attachment 5**; and
2. authorize chief executive officer or any person appointed by the chief executive director to consider, determine, and amend any conditions and details with regard to the allocation; execute any relevant documentation; undertake any act necessary for and appropriate for the allocation; including but not limited to providing information and submitting documentary evidence to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or any related agencies, as well as to list the newly-issued ordinary shares on the Stock Exchange of Thailand.

**The Board of Directors' Opinion** After due consideration, the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the allocation of not exceeding 42,120,000 newly-issued ordinary shares, at the par value of Baht 1 per share in order to accommodate the exercise of the WAVE-W1 Warrants issued and offered for sale to the existing shareholders of the Company proportionate to their respective shareholdings (Right Offering), and the authorization of the chief executive officer to: consider, determine, and amend any conditions and details with regard to the allocation; execute any relevant documentation; undertake any act necessary for and appropriate for the allocation; including but not limited to providing information and submitting documentary evidence to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or any related agencies, as well as to list the newly-issued ordinary shares on the Stock Exchange of Thailand. The Board of Directors viewed that engaging in such transaction will be beneficial to the Company and shareholders.

**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 2017 in advance, from,1 October 2016 to 31 December 2016, pursuant to the good corporate governance principle regarding the right of shareholders' protection for the Annual General Meeting for the year 2017. However, there was no shareholder proposing any agenda and nominating any person to be appointed as the director.

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 2017 will be the Record Date (section 89/26) on 30 March 2017 and collect the names of shareholders as stipulated in the Securities and Exchange Act B.E.2535) (as amended) Section 225, by closing the share registration book on 31 March 2017.

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 7**) 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** of this meeting (please see details of profile and past working record ,presented on the **Attachment 8**), to attend and vote on your behalf, please complete and duly execute the proxy form (**Attachment 9-10**)

The Company will inform the details of the Annual General Meeting for the year 2017 and agendas to shareholders prior to the meeting is convened on the website: [www.wave-groups.com](http://www.wave-groups.com). If any shareholders have any inquiries, please contact the Corporate Communications & Investor Relations department tel. 0-2665-6705. However, if any shareholders would like to have the printed copies of the 2016 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 0-2665-6705, facsimile number 0-2665-6750. Shareholders may also fill in the Reports Requisition Form (**Attachment 11**) and return it via facsimile.

Very truly yours,

*-Mr. Matthew Kichodhan-*

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