

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



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**WAVE ENTERTAINMENT PUBLIC COMPANY LIMITED**

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**ELECTRONIC MEETING  
Tuesday, 25th April 2023 at 16:00 hours.**

**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:**

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Corporate Finance Division

Tel 02-665-6705

31 March 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders (No. 1/2023)

To: The Shareholders of Wave Entertainment Public Company Limited

Enclosures: Attachments no. 1 – 10 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 2023 Annual General Meeting of Shareholders (No. 1/2023) (the “**Meeting**”) which will be held on Tuesday 25 April 2023 at 4.00 p.m. in the form of electronic meeting (E-AGM) 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. 1/2023 held on February 28, 2023**

**Purpose and Rationale** The minutes of the Extraordinary General Meeting of Shareholders No.1/2023 held on 28 February 2023 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. 1/2023 held on 28 February 2023 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 acknowledge the report on the Company’s performance for the year 2022 and the annual report for the year 2022**

**Purpose and Rationale** In order to comply with Article 38 of the Company’s Articles of Association, as detailed in the **Attachment 2**, which prescribes that the Meeting shall acknowledge the Company’s performance of the recent year, the Company has summarized the Company’s performance and major changes during the year 2022 as detailed in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report 2022) which were approved by the Board of Directors, as detailed in the **Attachment 3**.

**The Board of Directors’ Opinion** The Board of Directors resolved to propose the Meeting to acknowledge the Company’s performance for year 2022 as detailed in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report 2022), as detailed in the **Attachment 3**.

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

**Agenda 3 To consider the Company’s financial statements for the year ending 31 December 2022**

**Purpose and Rationale** In order to comply with Section 112 of the Public Limited Companies Act, B.E. 2535 (1992) (and its amendments) (the “PLC Act”) which prescribes that the Board of Directors shall prepare the statement of financial position (balance sheet) and the statement of profit and loss as of the end of the Company’s fiscal year for consideration and further approval by the Meeting.

**The Board of Directors’ Opinion** The Board of Directors resolved to propose the Meeting to consider and approve the Company’s financial statements for the year ending 31 December 2022, which was reviewed by the Audit Committee, approved by the Board of Directors and audited by the auditor. In this regard, the auditor viewed that the Company’s audited financial statements were accurate and in compliance with the Financial Reporting Standards.

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

**Agenda 4 To consider and approve the omission of profit allocation for legal reserve fund and the non-payment of dividend for the year 2022**

**Purpose and Rationale** Section 116 of the PLC Act and Article 40 of the Company’s Articles of Association prescribe that the Company shall allocate a portion of annual net profit to the reserve fund for no less than 5% of the annual net profit, after the deduction of accumulated loss (if any) until the reserve fund reaches the total amount of not less than 10% of the registered capital.

**Regarding the dividend,** the Company has a policy to pay dividend for no less than 50% of the net profit after the deduction of corporate income tax and the legal reserve, subject to the conditions prescribed by law. In this regard, Section 115 of the PLC Act and Article 39 of the Company’s Articles of Association also prescribe that no dividend shall be paid otherwise than out of profits and in case where a company has incurred accumulated loss, no dividend may be paid.

With regard to the Company’s performance for the year ending 31 December 2022, the Company has net profit under the separate financial statements of Baht 47,472,187 and accumulated losses under the separate financial statements of Baht 63,537,535 (the accumulated losses under the consolidated financial statements of Baht 303,949,872). Thus, the Company is unable to allocate the profits to the reserve funds and pay dividend from the Company’s performance for the year 2022.

**The Board of Directors’ Opinion** The Board of Directors resolved to propose the Meeting to approve the omission of profits allocation for legal reserve funds and the non-payment of dividend for the year 2022 since the Company has accumulated loss.

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

**Agenda 5 To consider and approve the re-election of directors who must resign by rotation**

**Purpose and Rationale** In order to comply with Section 71 of the PLC Act and Article 17 of the Company’s Articles of Association which prescribe that one-third of all directors shall retire by rotation upon every annual general meeting of shareholders whereby the directors who have been longest in position shall vacate the position and the retired directors may be re-elected. In this regard, the Board of Directors currently consists of seven persons and two vacant seats, a total of nine seats. Thus, there will be three directors to be retired by rotation upon this Meeting as follows:

- (1) Dr. Viravit Chartvivatpornchai Independent Director and Chairman of the Audit Committee
- (2) Mr. Thirapong Khumruangrit Director / Member of Nomination and Remuneration Committee, and Chairman of the executives committee
- (3) Mr. Kijcharnpit Sukangwanwit Director / Member of the Nomination and Remuneration Committee and Member of Executive 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 directors are contained in the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report 2022), page 56-57 and resolved to propose to the Meeting to approve the re-election of directors who must resign by rotation as follows:

- (1) Dr. Viravit Chartvivatpornchai Independent Director and Chairman of the Audit Committee
- (2) Mr. Thirapong Khumruangrit Director / Member of Nomination and Remuneration Committee, and Chairman of the executives committee
- (3) Mr. Kijcharnpit Sukangwanwit Director / Member of the Nomination and Remuneration Committee and Member of Executive Committee

In this regard, the directors who are nominated for re-election have the qualifications which are appropriate for the business operation of the Company, including knowledge, expertise, and qualifications as prescribed in the PLC Act and the Securities and Exchange Act, B.E. 2535 (1992) (and its amendments), and for director who is nominated for the position of independent director, such director has a capacity to provide opinion freely and independently, in accordance with the relevant regulations. The details and profiles of those directors and/or their experiences during the past year are shown 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** The approval for the appointment of each director shall be seek separately. This agenda requires affirmative votes of majority votes of all shareholders and proxies attending the Meeting and casting their vote. The resolution shall be resolved without the vote from the directors who has special interest.

(**Remark**: The rules and regulations for election of directors of the Company are specified in Article 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 2023**

**Purpose and Rationale** In order to comply with Section 90 of the PLC Act and Article 31 of the Company's Articles of Association which prescribe that the Company pay remuneration to its directors for their performance to the extent that it is necessary and appropriate, which are monthly wages, meeting fee, allowances, and bonus.

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

- (1) to determine the criteria 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 criteria and policy to determine the remuneration of the Board of Directors and sub-committee in each position in monetary and/or non-monetary form 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** The Board of Directors resolved to determine the remuneration of the Board of Directors and sub-committee for the year 2023 in the amount up to Baht 5,700,000 (equal to the amount of year 2022) as approved by the Nomination and Remuneration Committee. The Board of Directors therefore resolved to propose the Meeting to consider and approve the determination of the remuneration of the Board of Directors and sub-committee for the year 2023 in the amount up to Baht 5,700,000.

In this regard, in the year 2022, the Company did not pay any monthly remuneration to any directors of any committee and did not pay non-monetary remuneration/other benefits to the directors, other than the monetary remuneration which are the meeting fees.

However, the Board of Directors opines that there should be additional conditions for remuneration as follow:

- (1) The director who holds positions in more than one committee shall receive only remuneration from one committee that pays the highest monthly remuneration.
- (2) The director, who holds an executive position of each company in WAVE group shall not receive monthly remuneration.
- (3) The directors in each committee shall receive the meeting fee every time they attend each committee's meeting.

The structures of remuneration of directors for the past year (2022) compared with the proposed year (2023) are as follows:

	2022		2023	
	Monthly Remuneration	Meeting Fee	Monthly Remuneration	Meeting Fee
<b><u>The Board of Directors</u></b>				
• Chairman	Baht 35,000	Baht 5,000	Baht 40,000	Baht 5,000
• Independent Director and Director	Baht 20,000	Baht 5,000	Baht 25,000	Baht 5,000
<b><u>The Audit and Risk Management Committee*</u></b>				
• Chairman of the Audit and Risk Management Committee	Baht 25,000	Baht 5,000	Baht 25,000	Baht 5,000
• Member of the Audit and Risk Management Committee	Baht 15,000	Baht 5,000	Baht 15,000	Baht 5,000
<b><u>The Nomination and Remuneration Committee</u></b>				
• Chairman of the Nomination and Remuneration Committee	Baht 15,000	Baht 5,000	Baht 15,000	Baht 5,000

	2022		2023	
	Monthly Remuneration	Meeting Fee	Monthly Remuneration	Meeting Fee
• Member of the Nomination and Remuneration Committee	Baht 10,000	Baht 5,000	Baht 10,000	Baht 5,000
<b><u>The Corporate Governance Committee</u></b>				
• Chairman of the Corporate Governance Committee	-	Baht 10,000	-	Baht 10,000
• Member of the Corporate Governance Committee	-	Baht 5,000	-	Baht 5,000
<b><u>The Executive Committee</u></b>				
• Chairman of the Executive Committee	-	-	-	Baht 5,000
• Member of the Executive Committee	-	-	-	Baht 5,000

(\*Remark: In order to reduce complexity in operation and to ensure cost efficiency of the Company, the Board of Directors has resolved in the Board of Directors' meeting No. 7/2022 to merge the Audit Committee and the Risk Management Committee to be the Audit and Risk Management Committee. In this regard, the structure of remuneration in the above table was compared to the remuneration of the Audit Committee of the year 2022. For the remuneration of the Risk Management Committee of the year 2022, it includes 1) meeting fee for the Chairman of the Risk management Committee of Baht 10,000 and 2) meeting fee for the member of the Risk Management Committee of Baht 5,000)

**Voting** This agenda requires affirmative votes of no less than two-thirds (2/3) of all shareholders and proxies attending the Meeting.

**Agenda 7 To consider and approve the appointment of auditors and the determination of remuneration of auditor for the year 2023**

**Purpose and Rationale** In order to comply with Section 120 of the PLC Act which prescribes that the appointment of the Company's auditors and the audit fees shall be approved at the annual general meeting of shareholders whereby the Company may reappoint the former auditors for another term.

**The Board of Directors' Opinion** In the year 2022, the Company appointed the auditors from PricewaterhouseCoopers ABAS Limited as its auditors, which 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 had reviewed and concluded that the auditors of PricewaterhouseCoopers ABAS Limited are reliable and had good performance, sufficient personnel with knowledge and expertise of which its remuneration is appropriate. The Board of Directors resolved to approve the appointment of PricewaterhouseCoopers ABAS Limited as the auditor for year 2023 of the group companies for the twelfth consecutive years since 2012 with the remuneration fee of not exceeding Baht 4,350,000. Therefore, the Board of Directors resolved to propose the Meeting to approve the appointment of auditor from PricewaterhouseCoopers ABAS Limited as the Company's auditor for year 2023 with the remuneration fee of not exceeding Baht 4,350,000 as resolved by the Audit Committee. The names of the auditors are detailed as follows:

- (1) Ms. Titinun Wankaew Certified Public Accountant (Thailand) No. 9432 and/or (Signed the Company's financial statements for the year 2020 – 2022)
- (2) Mr. Paiboon Tunkul Certified Public Accountant (Thailand) No. 4298 and/or (have not signed the Company's financial statements)
- (3) Ms. Nuntika Limviriyalers Certified Public Accountant (Thailand) No. 7358 (have not signed the Company's financial statements)

During the year 2022, the Company did not pay any remuneration of other services to the audit offices of the auditors. In this regard, any of the aforementioned auditors may audit and provide an opinion on the financial statements of the Company. In any absence of the aforementioned auditors, PricewaterhouseCoopers ABAS Limited is authorized to procure other Certified Public Accountant of PricewaterhouseCoopers ABAS Limited who have comprehensive qualifications to carry out their responsibilities.

For the audit fee of year 2023, considering from the volume of works, and comparing the audit fees of other listed companies in a similar ranking with the Company, the auditor has offered an appropriate amount of audit fee. Thus, it is appropriate to propose the Meeting to determine the audit fee for year 2023 of the group companies in the total amount of not exceeding Baht 4,350,000.

The details of audit fee for the past year (2022) and the proposed year (2023) are as follows:

(Unit : Baht)	2021	2022	Changes
Auditing fee	not exceeding 3,000,000	not exceeding 4,350,000	1,350,000

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

**Agenda 8 To consider and approve the amendment and addition of clauses of the Company’s objectives for more clarity and amendment of Clause 3. of the Company’s Memorandum of Association.**

**Purpose and Rationale** Section 42 of the PLC Act prescribes that the Company has an authority to carry out any acts within the scope of its objectives.

Therefore, in order to ensure more clarity in carrying out any act by the Company and to align the Company’s objectives with the Company’s strategies, investment and business operations in the future, the Company has intention to amend the objectives and Clause 3. of the Memorandum of Association of the Company.

**The Board of Directors’ Opinion** The Board of Directors resolved that in order to ensure more clarity in carrying out any act by the Company and to align the Company’s objectives with the Company’s strategies, investment and business operations in the future, it is deemed appropriate to propose the Meeting to consider and approve the amendment to the Clause 64 of the Company’s objectives, the amendment to the objectives of the Company from 64 items to 66 items, and the amendment to Clause 3 of the Company’s Memorandum of Association in accordance with the amendment to the Company’s objectives as follows:

(1) Amendment of the objective no. 64

**From** “Investing in securities under the Securities and Exchange Act, B.E. 2535 (1992)”

**To** “Investing in shares, bonds, debentures, convertible debentures, debt instruments, equity instruments or financial or commercial instruments or any other securities and selling, disposing, or buying-back. In this regard, the objectives to engage such activity is not an ordinary course of business and is not deemed as securities trading business and shall be in accordance with the securities and exchange laws”



(2) Adding two objectives as follows:

- Item 65 “Entering into contractual arrangement to control the risk from fluctuation of currency, interests, prices of raw materials, fuel, products and assets”
- Item 66 “Issuing and offering shares, notes, debentures, convertible debentures, warrants, debt instruments, equity instruments or commercial or financial instruments or any other securities issued by the Company to shareholders, public or any person in accordance with the securities and exchange laws and other relevant laws”

In addition, the Company is required to amend Clause 3 of the Company’s Memorandum of Association in accordance with the amendment to the Company’s objectives as follows:

“Clause 3. The Company’s objectives are comprised of 66 items.”

In this regard, the Board of Directors approved to propose to the Meeting to consider and approve that the Board of Directors and/or the authorized directors and/or any person(s) authorized by the Board of Directors or the authorized directors shall have the authority to take all necessary actions to complete the registration of approved amendments or additions to the Company’s objectives and Memorandum of Association, including the power to make amendments or add wording to the Company’s objectives and Memorandum of Association of the Company in case the registrar issues an order and/or advice to amend the wording of such documents. Any such amendments shall be complied with the order of the public company registrar and should not affect the essence of the amendment to the Company’s objectives and the Memorandum of Association as approved.

**Voting** This agenda requires affirmative votes of more than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

**Agenda 9 To consider and approve to amend the Company’s Articles of association to be in accordance with the Public Limited Company Act (No.4), B.E. 2565 (2022).**

**Purpose and Rationale** In order to be in line with the enactment of the Public Limited Companies Act (No. 4) B.E. 2565 which allows public limited companies to use electronic means to convene the Board of Directors and shareholders’ meetings, deliver notices or documents, appoint a proxy at shareholders’ meeting and to support the development and change in the technology.

**The Board of Directors’ Opinion** To conform to the Public Limited Companies Act (No. 4) B.E. 2565, the Board of Directors resolved that it is deemed appropriate to propose the Meeting to consider and approve the amendments to Articles 26, 31, 34, 35, 39 and addition of Article 49 of the Articles of Association of the Company as follows:

<b>Existing Articles of Association</b>	<b>Proposed amendment to the Articles of Association</b>
Article 26 In summoning a Board of Directors' meeting, the Chairman of the Board of Directors or a person authorized by him shall send a notice of the meeting to the directors not less than 7 days prior to the date of the meeting except in the case of necessity and urgency to safeguard the rights or interests of the	Article 26 In summoning a Board of Directors' meeting, the chairman of the Board of Directors or a person designated by him shall send a notice of the meeting to the directors not less than <u>3 days</u> prior to the date of the meeting except in the case of necessity and urgency to safeguard the rights or

Existing Articles of Association	Proposed amendment to the Articles of Association
<p>Company, the notice summoning the meeting may be given by other means and the date of the meeting may be scheduled sooner. However, the place where the meeting is to be held does not have to be located at the head office of the Company. The meeting can be held anywhere else as the Chairman of the Board of Directors or directors authorized by him deems appropriate.</p>	<p>interests of the Company, the notice summoning the meeting may be given via <u>electronics means or other means</u> and the date of the meeting may be scheduled sooner. <u>In addition, in case of meeting via electronic means, the invitation letter and the attachment can be sent through an electronic mail.</u> However, the place where the meeting is to be held does not have to be located at the head office of the Company. The meeting can be held anywhere else as the Chairman of the Board of Directors or directors authorized by him deems appropriate.</p>
<p>Article 31 The Board of Directors must arrange a meeting at least once every three (3) months at the province where the Company's head office located or nearby provinces, or at any other place as determined by the discretion of the Chairman of the Board. The date, time, and place of the meeting shall be determined by the Chairman of the Board.</p> <p>The Chairman of the Board might arrange the meeting via electronic means in compliance with relevant laws regarding electronic meeting.</p> <p>The Company shall pay the Directors' remuneration regarding their responsibilities as necessary and appropriate including monthly remuneration, attendance fee, allowance, bonus.</p>	<p>Article 31 The Board of Directors must arrange a meeting at least once every three (3) months at the province where Company's head office located or nearby provinces, or at any other place as determined by the discretion of the Chairman of the Board. The date, time, and place of the meeting shall be determined by the Chairman of the Board.</p> <p>The Chairman of the Board might arrange the meeting via electronic means in compliance with relevant laws regarding electronic meeting. <u>If the meeting is held via electronic means in accordance with the Royal Decree on Electronic Meetings, the Company's head office shall be deemed to be the venue of the meeting.</u></p> <p>The Company shall pay the Directors' remuneration regarding their responsibilities as necessary and appropriate including monthly remuneration, attendance fee, allowance, bonus.</p>
<p>Article 34 In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters and send to the shareholders of not less</p>	<p>Article 34 In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters and send to the shareholders of not less</p>

Existing Articles of Association	Proposed amendment to the Articles of Association
<p>than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days of not less than 3 days prior to the date of the meeting.</p> <p>The meeting is not required to be held at a location within the province where the Company's head office is located. The meeting can be held anywhere else as the Board of Directors deems appropriate.</p>	<p>than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days of not less than 3 days prior to the date of the meeting <u>or advertised through electronic means, in compliance with relevant laws regarding electronic meeting.</u></p> <p>However, the place to be used as the meeting <u>place must</u> be in the area where the company's head office is located or nearby provinces, <u>or anywhere else</u> as may be determined by the Board of Directors. <u>If a meeting is held via electronic means, it shall be deemed that the Company's head office is the venue of the meeting, and such meeting shall have the same effect as a meeting of shareholders attending the same meeting in person in accordance with the rules and procedures prescribed by law and these Articles of Association.</u></p>
<p>Article 35 At a shareholders' meeting, there shall be not less than 25 shareholders and/or the shareholders' proxies (if any), or not less than half of the total number of shareholders and holding altogether not less than one-third of the total sold shares attending the meeting to constitute a quorum.</p> <p>In case it appears at any shareholders' meeting that within one hour after the time appointed for the meeting the number of shareholders attending the meeting does not constitute the quorum, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders not less than 7 days before the meeting and, at such subsequent meeting, no quorum shall be necessary.</p>	<p>Article 35 At a shareholders' meeting, <u>whether meeting in person or via electronic means,</u> there shall be not less than 25 shareholders and/or the shareholders' proxies (if any), or not less than half of the total number of shareholders and holding altogether not less than one-third of the total sold shares attending the meeting to constitute a quorum.</p> <p>In case it appears at any shareholders' meeting that within one hour after the time appointed for the meeting the number of shareholders attending the meeting does not constitute the quorum, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders of not less than 7 days before the meeting and, at such subsequent meeting, the constitution of quorum is not required.</p> <p><u>Each shareholder may make not more than one proxy form to attend and vote on his/her behalf in the form prescribed by the Registrar, and delivered to the</u></p>

Existing Articles of Association	Proposed amendment to the Articles of Association
	<p><u>Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors at the meeting place before the proxy attends the meeting. Or the proxy may be made by electronic means instead. It must use a method that is safe and reliable that the proxy is made by the shareholder and in accordance with the criteria prescribed by the Registrar. The proxy for such purpose may only be one person, regardless of the number of shares held by the shareholder.</u></p>
<p>Article 39 No dividend shall be paid from any type of funds other than from the profits. In case the Company still sustains any accumulated loss, no dividend shall be paid.</p> <p>A dividend shall be divided equally according to the number of shares.</p> <p>The board of directors may from time to time pay interim dividends to the shareholders as appear to be justified by the profits of the Company and report to the shareholders at the next meeting.</p> <p>Dividends shall be paid within 1 month from the date of the shareholders' meeting or the adoption of the resolution of the board of directors, as the case may be. A written notice shall be sent to the shareholders and a notice of payment of dividend shall also be published in a newspaper.</p>	<p>Article 39 No dividend shall be paid from any type of funds other than from the profits. In case the Company still sustains any accumulated loss, no dividend shall be paid.</p> <p>A dividend shall be divided equally according to the number of shares.</p> <p>The board of directors may from time to time pay interim dividends to the shareholders as appear to be justified by the profits of the Company and report to the shareholders at the next meeting.</p> <p>Dividends shall be paid within 1 month from the date of the shareholders' meeting or the adoption of the resolution of the board of directors, as the case may be. A written notice shall be sent to the shareholders and a notice of payment of dividend shall also be published in a newspaper <u>or can be published by electronic means according to the rules and procedures stipulated by laws.</u></p>
<p>None (The existing Articles of Association of the Company had 48 provisions)</p>	<p><u>Article 49 In the event that the Company or the Board of Directors is required to submit letters or documents according to the Public Limited Companies Act B.E. 2535 (including any amendments) to directors, shareholders, or creditors of the Company, and such persons have notified their intention or given their consent to receive such letter or document by electronic means, the Company or the Board of Directors may send the letter or document by electronic means in accordance with the rules prescribed by law.</u></p>

In this regard, the Board of Directors approved to propose to the Meeting to consider and approve that the Board of Directors and/or the authorized directors and/or any person(s) authorized by the Board of Directors or the authorized directors shall have the authority take all necessary actions to complete the registration of approved amendments or additions to the Company's Articles of Association, including the power to make amendments or add wording to the amended Articles of Association of the Company in case the registrar issues an order and/or advice to amend the wording of such documents. Any such amendments shall be complied with the order of the public company registrar and should not affect the essence of the amendment to the Company's Articles of Association as approved.

**Voting** This agenda requires affirmative votes of more than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

**Agenda 10 To consider and approve the change of the Company’s name and the Company’s seal, and the Amendment of Clause 1. of the Memorandum of Association and the Articles of Association of the Company to be in accordance with the change of the Company’s name and the Company’s seal.**

**Purpose and Rationale** To conform the Company’s name with the Company’s current businesses, the Company is desirous to change the Company’s name and the Company’s seal, and to amend the Company’s Memorandum of Association and Articles of Association, in accordance with the change of the Company’s name.

**The Board of Directors’ Opinion** The Board of Directors opines that it is deemed appropriate to propose the Meeting to consider and approve the change of the Company’s name and the Company’s seal, and the amendment to the Memorandum of Association and the Articles of Association of the Company, in accordance with the change of the Company’s name as follows:

- (1) The Company’s name and the Company’s seal

List	Present	New
Name in Thai	บริษัท เวฟ เอ็นเตอร์เทนเมนต์ จำกัด (มหาชน)	บริษัท เวฟ เอกซ์โพเนนเชียล จำกัด (มหาชน)
Name in English	Wave Entertainment Public Company Limited	Wave Exponential Public Company Limited
The Company’s Seal		

- (2) Amendment of Clause 1. of the Memorandum of Association as follows

**Present**

The Company’s name “บริษัท เวฟ เอ็นเตอร์เทนเมนต์ จำกัด (มหาชน)”



Name in English as “Wave Entertainment Public Company Limited”

**Proposed amendment**

The Company’s name “บริษัท เวฟ เอกซ์โพเนนเชียล จำกัด (มหาชน)”

Name in English as “Wave Exponential Public Company Limited”

(3) Amendment of Clauses 1, 2 and 47 of the Articles of Association, as follows:

No.	Present	New
Clause 1.	These articles shall be called the Articles of Association of Wave Entertainment Public Company Limited	These articles shall be called the Articles of Association of Wave Exponential Public Company Limited
Clause 2.	The word "Company" referred to in these Articles of Association means Wave Entertainment Public Company Limited	The word "Company" referred to in these Articles of Association means Wave Exponential Public Company Limited
Clause 47.	<p>The Company's seal is affixed hereunder.</p> 	<p>The Company's seal is affixed hereunder.</p> 

In this regard, the Board of Directors approved to propose to the Meeting to consider and approve that the Board of Directors and/or the authorized directors and/or any person(s) authorized by the Board of Directors or the authorized directors shall have the authority to take all necessary actions to complete the change of the Company's name, and the Company's seal (including the amendment of the Company's Articles of Association and Memorandum of Association to be in accordance with such change) and the authority to make amendments or add wording to the amended the Company's Articles of Association Memorandum of Association to be in accordance with such change in case the registrar or the relevant officers issues an order and/or advice to amend the wording of such documents. Any such amendments shall be complied with the order of the public company registrar and should not affect the essence of the change as approved.

**Voting** This agenda requires affirmative votes of more than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

**Agenda 11 To consider and approve other matters (if any)**

**Purpose and Rationale** To be in line with Section 105 Paragraph 2 of the PLC Act 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 would like to inform that the Company has enabled the shareholders to propose a meeting agenda and to nominate any person to be appointed as the director for the Annual General Meeting for the year 2023 in advance, from 1 October 2022 to 31 December 2022, pursuant to the good corporate governance principle regarding the right of shareholders' protection. However, there was no shareholder proposing any agenda and nominating any person to be appointed as the director.



The Company has scheduled the date to determine the shareholders eligible to attend the 2023 Annual General Meeting of Shareholders (No. 1/2023) (Record Date) on Monday 27 March 2023. 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 2**), 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 16.00 hrs. For the shareholders who wish to attend the Meeting via electronics means, please study the Document for Attending the 2023 Annual General Meeting of Shareholders (No. 1/2023) in the form of Electronic Meeting (E-AGM) and the Guidelines for Attending the 2023 Annual General Meeting of Shareholders (No. 1/2023) in the Form of Electronic Meeting (E-AGM). The details of which are shown in (**Attachment 5 and 6**).

In case the shareholders are unable to attend the Meeting by yourself, you may appoint a proxy which may be anyone or Mr. Phisit Chusirawat, Independent Director 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 8**) to attend and vote on your behalf in accordance with the proxy form (**Attachment 9**). Please send the proxy and its supporting documents to the Company no later than 20 April 2023 via the following channels:

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

Attention to: "Corporate Communications & Investor Relations"  
Wave Entertainment Public Company Limited  
14<sup>th</sup> Floor, Tararom Business Tower  
No. 2445/19 New Petchaburi Rd, Bang Kapi,  
Huai Khwang, Bangkok 10310

In addition, the Company uses e-Proxy Voting from Thailand Securities Depository ("TSD"), therefore, shareholders can appoint a proxy through electronic means (e-Proxy Voting). With this method, there is no additional document needed. This method could support convenient and reduce the cost of giving proxy, the details of which are shown in **Attachment 5**

After the Company has examined the names of shareholders as of the date of determining the names of persons entitled to attend the 2023 Annual General Meeting of Shareholders (No. 1/2023) (Record Date) on 27 March 2023, OJ International Co., Ltd., which is a provider of meeting control systems will send username and password to shareholders via email for accessing the 2023 Annual General Meeting of Shareholders (No. 1/2023) program via electronic media (E-AGM) of OJ International Co., Ltd.

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 2023 Annual General Meeting of Shareholders (No. 1/2023) and agendas to shareholders prior to the meeting 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. 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**



**Meeting Venue**

The Extraordinary General Meeting of Shareholders No. 1/2023 of Wave Entertainment Public Company Limited (the “Company”) is the meeting conducted via electronic means (E-meeting) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws, which was live broadcasted at the meeting room of the Company situated at No. 2445/19 Tararom Business Tower, 14th Floor, New Petchaburi Road, Bang Kapi Sub-district, Huai Khwang District, Bangkok.

**Date and Time**

The meeting was held on 28 February 2023 at 14.00 hrs.

**Members of the Board of Directors Present**

- |    |                  |                    |  |
|----|------------------|--------------------|--|
| 1. | Ms. Cathleen     | Maleenont          | Director, Chairman of the Board of Directors and Member of the Nomination and Remuneration Committee   |
| 2. | Mr. James Andrew | Moore              | Director, Chief Executive Officer and Member of the Nomination and Remuneration Committee and Member of Executive Committee                      |
| 3. | Mr. Viravit      | Chartvivatpornchai | Director, Independent Director and Chairman of the Audit and the Risk Management Committee   |
| 4. | Mr. Kijcharnpit  | Sukangwanwit       | Director, Member of the Nomination and Remuneration Committee and Member of Executive Committee  |
| 5. | Mr. Thirapong    | Khumruangrit       | Director, Chairman of Executive Committee, Member of the Nomination and Remuneration Committee   |
| 6. | Mr. Phisit       | Chusirawat         | Director, Independent Director, Member of the Audit and the Risk Management Committee and Chairman of the Nomination and Remuneration Committee, |
| 8. | Mrs. Phatnaree   | Thitiariyakul      | Director, Independent Director and Member of the Audit and the Risk Management Committee   |

**Officers of the Company**

- |    |               |              |  |
|----|---------------|--------------|--|
| 1. | Mr. Uthai     | Ariyawimol   | Acting Chief Finance Officer and the Company’s Secretary |
| 2. | Mrs. Suntaree | Arayasomboon | Accountant & Financial Director                          |
| 3. | Mr. Chokechai | Tutiyaorn    | Legal Director   |

**Legal Advisors of Chandler MHM Limited**

- |    |                |            |
|----|----------------|------------|
| 1. | Mr. Wongsakrit | Khajangson |
| 2. | Ms. Worapan    | Wuttisarn  |

**Volunteer for Shareholders Rights Protection from Thai Investors Association**

- |    |                          |
|----|--------------------------|
| 1. | Ms. Chanathip Wittayakul |
|----|--------------------------|

## Commencement of the Meeting

Mr. Kanchana Suchato, the moderator, (the “**Moderator**”) welcomed the shareholders attending and informed the meeting that this meeting would be held via electronic means through the system of OJ International Co., Ltd which is a service provider of this E-EGM. Upon the commencement of the meeting, there were 53 shareholders attending the meeting in person and by proxy, equivalent to 3,358,843,350 shares, representing 38.89% of the total sold shares of 8,637,873,804 shares. Therefore, it is deemed that there were shareholders and proxies attending the meeting not less than 25 shareholders and not less than one-third (1/3) of total sold shares of the Company of 8,637,873,804 shares, and the quorum of the meeting was constituted in accordance with the Articles of Association of the Company.

In this respect, in order to enable the vote casting in all agendas of the Company being transparent and accurate, the Moderator has invited the shareholders or the proxies to be a vote inspector; however, as there was no shareholder and proxy volunteering, the Company’s officers were counting votes instead. Also, the legal advisors from Chandler MHM Limited attending the meeting acted as the inspector of vote casting and counting as well as supervising the meeting to be in accordance with the law and the Articles of Association of the Company.

The Moderator informed the procedure in respect of vote casting and counting in each agenda of this meeting to the shareholders. The summary of which are per below.

### Vote Casting Procedure

1. As this meeting is a meeting via electronic means, there is no printed ballot for the attendees.
2. In casting vote in the meeting, each shareholder shall have the vote in the amount equal to share(s) held by such shareholder, whereby 1 share shall equal to 1 vote.
3. With respect to casting vote in each agenda, each shareholder or proxy shall cast any of vote as **approval**, **disapproval**, or **abstention**. In this respect, the vote casting is inseparable.
4. In casting vote via electronic means, each shareholder and proxy shall open the “E-Voting” window for casting vote in each agenda within a prescribed time (1 minute). When choosing the vote, the system shall show a pop-up again to request a confirmation on the voting. Please select ‘confirm’ to confirm the voting.
5. In order to count vote results for each agenda, the Company will count only the votes as **disapproval** and/or **abstentions** and/or **void ballots** (if any) and deduct from the total votes of shareholders and proxies attending the meeting whereby the remaining votes will be regarded as **approval**. In this regards, the Company has counted and recorded votes of the shareholders voting in advance in the proxy form.
6. For the attendees via mobile phone or tablet, please switch from Zoom application back to Chrome application for voting in “E-Voting” window.
7. When you have casted the vote, please return to “E-Meeting” window (Zoom application) for viewing and listening to the meeting.
8. The system will count votes from the votes from the attendees voting via “E-Voting” and shareholders voting in advance via the proxy form.

### Criteria on Vote Counting and Informing Vote

The Company will inform the vote counting to the meeting before commencing each agenda and the officer will count votes in each agenda. The Company will inform the result of voting in each agenda before commencing subsequent agenda. In this regard, the number of shareholders attending in each agenda may vary as some shareholders may additionally attend or leave the meeting. The Company also arranges external legal advisors to inspect and supervise vote counting of the meeting to be transparent and in accordance with the law and the Articles of Association of the Company.

## Procedure for Question

The attendee may ask questions related to the considering agendas as follows:

In case the shareholders wish to ask questions by typing, the shareholders may do as follows:

1. Please open the 'Chat' menu in Zoom application and type.
2. Press 'Enter' for sending the message to the system.

In case the shareholders wish to ask questions by speaking, the shareholders may do as follows:

1. Please open the 'Participant' menu in Zoom application and press 'Raise Hand'.
2. When the Moderator call your name, the officer will open your microphone for raising questions. You will need to unmute and open the microphone in your device. In case you cannot speak though the microphone (within 1 minute), please type your questions through 'Chat' window instead so that the Moderator will read your questions to the meeting on your behalf.

In asking questions by way of typing or speaking, please state your full name and specify that you are the shareholders or the proxy before asking questions for the purpose of recording the minutes completely and accurately. The Company will give the opportunity to raise question in each agenda. In case there is no question from the attendee within 2 minutes, the Company will continue the meeting. If there is any additional question, please type the question through the 'Chat' window whereby the officer will read all of your questions later.

## Compliance with Personal Data Protection Act B.E. 2562 (2019) (PDPA)

The Company will collect and use personal data that has been notified by shareholders, proxies and attendees and/or received from Thailand Securities Depository Co., Ltd. ("TSD"), namely name, surname, address, telephone number, ID card number or passport number and stock information, etc., to be used for the purpose of the convocation of the Extraordinary General Meeting of Shareholders No. 1/2023 as well as the convocation of the extraordinary general meeting of shareholders as required by relevant laws. Such information will be kept in confidence under legal requirements for as long as it is required, and/or for references for the purpose of organizing such meetings.

The vote counting for each agenda shall be as follows:

1. Agenda 1 must be approved by majority votes of all votes of shareholders and proxies attending the meeting and casting their votes, including approval and disapproval votes as the base of the vote counting. However, abstention votes shall not be counted as the base of the vote counting; and
2. Agenda 2 must be approved by the votes of more than three-fourths (3/4) of the total votes of shareholders and proxies attending the meeting and having the right to vote, where approval, disapproval and abstention votes shall be counted as the base of the vote counting.

In this regard, the Moderator has informed the meeting that the Company will publish the minutes of the shareholders' meeting with the results of voting in each agenda via the Company's website within 14 days from the meeting date.

After that, Mr. James Andrew Moore presented the Company's business overview and strategy. This year, the Company is focusing on recovering the business by developing two new businesses: Wave BCG and Wave Wellbeing, while also adjusting its strategy to expand its existing business, Wall Street English. The details are as follows:

1. Wave BCG will be a new S-Curve business for the Company, providing full-service carbon credit solutions. Thailand has committed to being carbon neutral by 2050 and achieving net-zero carbon emissions by 2065, and reducing 40% of its carbon emissions by 2030. Thai organizations are under pressure from various sources, including Carbon Border Adjustment Mechanism (CBAM), Carbon Tax, access to Green Financing (Green Loans, Sustainability-Liked Bonds and Sustainability-Linked Loans), and removal from vendor lists of abroad organizations. Wave BCG aims to support Thai organizations in achieving the goal of carbon neutrality and net-zero carbon emissions, and to increase competitiveness globally. The business includes consultation services for carbon credit buyers and sellers, consultation for developing climate projects, assistance in registering carbon credits, internal evaluation services for reducing greenhouse gas, and carbon credit trading. Wave BCG will also procure carbon credits for organizations in Thailand and Southeast Asia for their internal offsets, and develop innovation such as climate technology (climate tech) and sustainability technology.
2. Wave Wellbeing is a business in the health and wellness industry, currently operating a medical cannabis business and owning farms for quality control. Wave Wellbeing plans to expand its business into wellness centers with health products, in partnership with industry leading business partners.
3. Wall Street English School is the world-leading English institution, operating worldwide for over 50 years, and in Thailand since 2003 (more than 20 years). Over 100,000 students have graduated from Wall Street courses in Thailand, where it has a 35% market share in the premium customer sector, and the most sales in Asia, with its closest competitors selling 20% and 30% less, respectively. Wall Street currently has 13 branches across Thailand and plans to expand its branches in Thailand and Southeast Asia through franchising.

Following the presentation, Ms. Cathleen Maleenont, Chairman of the Board of Directors acting as the Chairman of the meeting, (the “Chairman”) officially declared the commencement of the Extraordinary General Meeting of the Shareholders No. 1/2023 therefore proposed to the meeting to consider the agendas as follows:

**Agenda 1**      **To consider and certify the minutes of the Extraordinary General Meeting of Shareholders (No. 1/2022) held on 13 September 2022**

The Chairman assigned the Moderator to moderate this agenda.

The Moderator proposed to the meeting the minutes of the Extraordinary General Meeting of Shareholders (No. 1/2022) held on 13 September 2022, totaling 19 pages, as detailed in the documents circulated to all shareholders together with the invitation letter to the meeting.

The Moderator provided an opportunity for shareholders to raise any query and suggestion. It was appeared that there was no shareholder enquiring any query. The Moderator then proposed the meeting to consider and certify the minutes of the Extraordinary General Meeting of Shareholders (No. 1/2022) held on 13 September 2022.

**Remark:** In this agenda, there is one shareholder holding 1,000,000 shares additionally attending the meeting by himself.

**Resolution**

The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders (No. 1/2022) held on 13 September 2022 as detailed in the document circulated to all shareholders with the invitation letter to the meeting with the majority votes of the votes of shareholders and proxies attending the meeting and casting their votes as follows:

Approved	3,359,842,350	votes	equivalent to	99.99 %
Disapproved	1,000	votes	equivalent to	0.01%
Abstained	0	vote	equivalent to	-
Invalid Ballot	0	vote	equivalent to	-
Total	3,359,843,350	votes	equivalent to	100%

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

The Chairman assigned the Moderator to moderate this agenda.

The Moderator informed the meeting that 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, the Company then proposed 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 1,000,000,000 to be used as working capital of the Company and its subsidiaries and capital for investment expansion for the Company. 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 1,000,000,000 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	<p>(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.</p> <p>(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.</p> <p>(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.</p>
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.

In this regard, 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 1,000,000,000 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.

The Moderator provided an opportunity for shareholders to raise any query and suggestion. It is appeared that there was no shareholder enquiring any query. The Moderator then proposed the meeting to consider and approve the issuance and offering of debentures in the total amount not exceeding Baht 1,000,000,000 and the authorizations as proposed.

**Resolution** The meeting resolved to approve the issuance and offering of debentures in the total amount not exceeding Baht 1,000,000,000 and the relevant authorizations as proposed in all respect with the votes of more than three-fourths (3/4) of the total votes of shareholders and proxies attending the meeting and having the right to vote as follows:

Approved	3,359,842,350	votes	equivalent to	99.99%
Disapproved	0	vote	equivalent to	-
Abstained	1,000	votes	equivalent to	0.01%
Invalid Ballot	0	vote	equivalent to	-
Total	3,359,843,350	votes	equivalent to	100%

**Agenda 3**      **Other business (if any)**

None

As there was no shareholder additionally enquiring any inquiry or provide any suggestion, the Chairman thanked all shareholders and proxies for sacrificing their time to attend the meeting and adjourned the Extraordinary General Meeting of the Shareholders No. 1/2023.

The meeting was adjourned at 14.47 hrs.

Signed - *Ms. Cathleen Maleenont* - Chairman of the meeting  
(Ms. Cathleen Maleenont)

Signed - *Mr. Uthai Ariyawimol* - Company's Secretary  
(Mr. Uthai Ariyawimol)

**WAVE Entertainment Public Company Limited****Company's Regulations Relating to the Annual General Meeting of Shareholders****Section 5 Shareholders Meeting**

**No 33.** The Board of Directors shall call the general meeting of shareholders as the annual general meeting within 4 months from the date ending the account period of the company.

Other meeting of shareholders in addition to the meeting under paragraph one shall be called extraordinary meetings of which the Board of Directors can call at any time extraordinary meetings as it deems appropriate.

Shareholders holding shares amounting to not less than ten percent of the total number of shares sold may subscribe their names to a notice requesting the board of directors to convene an extra-ordinary meeting of shareholders at any time but they shall also specify reasons for such request in the notice. In such case, the board of directors must arrange for a meeting of shareholders within 45 days from the date of receipt of the notice.

In case the Board of Directors does not arrange a meeting within the period specified in paragraph three. Any shareholder who has the right to vote and other shareholders can call the extra-ordinary meeting of shareholders after the lapse of 45 days of the period under paragraph three. In such cases, the meeting shall be deemed as the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurred by arranging meetings and facilitating the reasonable expenses.

In the case that the meeting of the shareholders convened because of the shareholders under paragraph four and the number of shareholders attending the meeting does not constitute a quorum as set out in Article 35. The shareholder under paragraph four shall be responsible the expenses incurred by arranging the meeting.

**No 34.** In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 (three) days and at least 3 (three) days prior to the date of the meeting.

The Board of Directors shall determine the place where the meeting shall take place, head office or anywhere else.

**No 35.** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than 25 (twenty-five) persons, or not less than 1/2 (one half) of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than 1/3 (one-third) of the total number of shares sold.

At any shareholder meeting, if 1 (one) hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholders meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

**No 36.** The Chairman of the Board of Directors shall preside at every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

In voting, it shall be deemed that the shareholder has votes equal to the total number of shares subscribed by them. One share is entitled to one vote. A shareholder, or a proxy who has any special interest in a resolution cannot vote on such resolution.

Voting shall be made openly, unless at least 5 (five) shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.



**No 37.** The resolution of the shareholders meeting would be comprised of such votes as follows:

- (1) In normal case, any resolution at a shareholder meeting shall be passed by a simple majority of the shareholders present at the meeting with the right to vote.
- (2) In the following cases, any resolution at a shareholder meeting shall be passed by a vote of more than 75% of the shareholders present at the meeting with the right to vote.
  - 2.1) The transferring of rights, the transferring / acquisition / disposition of assets or the whole business or significant part to others.
  - 2.2) The issuing of preferred stocks, bond, warrant or other type of securities or the amendment of rights of such securities.
  - 2.3) The liquidation.
  - 2.4) The acquire or merger of an investment in another company.
  - 2.5) The amendment of the Memorandum of Association of the Company, the Company's Regulations, an increase / a decrease in share capital, selling / redeeming / acquiring its securities and
  - 2.6) Any change of no. 37(2)

**No 38.** The agendas shall be considered in the shareholders meeting are as follows:-

- (1) To consider the Board of Directors' report on the Company's performance.
- (2) To consider and approve the Company's Balance Sheet
- (3) To consider the allocation of net profit
- (4) To elect directors to replace the retiring directors by rotation
- (5) To appoint an auditor and fix the auditing
- (6) Others

#### **Section 6 Dividend and Reserve**

**No 39.** Dividend payment shall be derived from the profit only. In case of the company has remaining accumulated losses, dividend payment is not allowed.

The dividend shall be equally divided by the number of shares.

The Board of Directors may pay interim dividends to the shareholders from time to time, if the Board believes that the profits of the Company justify such payment, and after the dividends have been paid, such dividends payment shall be reported to the shareholders at the following shareholder meeting.

Payment of dividends shall be made within 1 (one) month from the date of the resolution of the shareholder meeting, or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

**No 40.** The Company shall allocate not less than 5 (five) percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 (ten) percent of the registered capital.

#### **Section 4 The Board of Directors**

**No 15.** The Board of Directors must be comprised of not less than 5 members. Not less than a half of the Board of Directors must be the resident in Thailand.

**No 16.** The election of Directors shall be carried out in accordance with the following rules and procedures:

- (1) One share is entitled to one vote.
- (2) Each shareholder may vote by using all votes which belong to him/her as referred in item (1) for one candidate or several candidates but shall not allocate the number of votes to all of them.
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

**No 17.** At the annual general meeting of shareholders, 1/3 (one-third) of the Directors, or if their number is not multiple of three, then the number nearest to 1/3 (one-third), must retire from the office.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be done by drawing lots. In subsequent years, the Director who has held office longest shall retire.

A retiring Director is eligible for re-election.

**No 18.** Regardless the retiring directors by rotation, the director shall be retired by the followings causes :

- (1) Death
- (2) Resignation
- (3) Unqualified or being forbidden according to Public Company Limited Act
- (4) removing according to the meeting of shareholders' resolution as referred in No.21
- (5) removing according to the court's justice

**No 21.** The meeting of shareholders may resolved the director to retire before ending of the office term with the votes not less than 3/4 (third-fourth) of the total member of shareholders present at the meeting and having the right to vote, and not less than 1/2 (one- half) of the total number of votes of the shareholders present at the meeting.

**No 27.** The directors shall perform any act in accordance with Law, the Objectives, the Regulations of the Company and the meeting of shareholders' resolution.

The Board of Directors may authorize a director or several directors or other person to act on behalf of the Board of Directors.

**No 31.** The Board of Directors shall hold the meeting at least 1 meeting in every 3 months at the province of the registered headquarter of the Company or nearby provinces or other place by determining the date, time and place as per the Chairman's decision.

The Chairman may hold the meeting through electronic channel provided that such meeting through electronic channel shall be in accordance with the rules and procedure as set out in the relevant laws.

The company shall to pay remuneration to directors Relating to performing duties as necessary and appropriate, including salary, meeting fee, allowance, bonus.

รายงานประจำปี 56-1 ONE REPORT ของบริษัท

56-1 One Report

TH



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EN



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งบการเงินประจำปี 2565 (ตรวจสอบแล้ว)

Financial Statement yearly 2022 (Audited)

TH



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wMvbmVGdYA

**The information of Independent Director and Chairman of the Audit Committee to be appointed as proxy**

**Dr. Viravit Chartvivatpornchai**

**Age** 44 Thai nationality

**Education / Professional / Training**

- Doctoral Degree in Political Science, Bangkok Thonburi University
- Master Degree in Business Administration (Management) , Ramkhamhaeng University
- Bachelor's Degree in International Business Management, University of Thai Chamber of Commerce



**Type of nominated directors** : Independent Director

**Present position**

- Independent Director
- Chairman of the Audit Committee

**Professional Experience**

The Other companies

<b>Period</b>	<b>Position</b>	<b>Company Name</b>
• 2007 – present	Managing Director	C.T.I. Transport Co., Ltd.
• 2007 – present	Managing Director	Sawaddichai 2005 Co., Ltd.
• 2009 – present	Managing Director	Bangpa-in Warehouse Co., Ltd.
• 2010 – present	Managing Director	Lert Wattana Logistics Co., Ltd.

**Position in other listed companies in present** : none

**Position in other non-listed companies in present** : 4 companies

**Position in other rival incorporations or has any relating business with WAVE** : Not having a position as a director / executive in other rival incorporations or has any relating business with WAVE

**Family Relationship** : none

**Illegal record in past 10 years** : none

**Having connected transaction with the Company in the past year** : none

**% of share holding in the Company as of December 31, 2022** : none

**Independent Director's office term in WAVE Entertainment Pcl.** : 0 years 7 months

**Date appointed as Director of WAVE Entertainment Pcl.** : 3 October 2022

**The Board of Directors and The Audit Committee' Meeting's attendant of the year 2022**

- no. of attendant of the Board of Directors' Meeting /no. of total meeting : 4/9 (times)
- no. of attendant of The Audit Committee' Meeting /no. of total meeting : 1/4 (times)

**The information of Independent Director and Chairman of the Audit Committee to be appointed as proxy**

**Mr. Thirapong Khumruangrit**

**Age** 44 Thai nationality

**Type of nominated directors** : Executive Director

**Education / Professional / Training**

- Mini MBA, Assumption University
- Bachelor's Degree in Business Administration, Bangkok University



**Present position**

- Director
- Chairman of Executive Committee
- Member of Nomination and Remuneration Committee

**Professional Experience**

The Listed companies - Other company

<b>Period</b>	<b>Position</b>	<b>Company Name</b>
• 2019 – 2022	Executive Vice President of Business Development	Millcon Steel PCL.
• 2017 – 2019	Executive Vice President of President Office	Millcon Steel PCL.

The Other companies

<b>Period</b>	<b>Position</b>	<b>Company Name</b>
• 2019 – 2022	Director	Igen Powertech Co., Ltd.
• 2017 – 2022	Director	Millcon Steel Pipe Co., Ltd.
• 2017 – 2019	Director	Zentra-Wartung Engineering Co., Ltd.

**Position in other listed companies in present** : none

**Position in other non-listed companies in present** : none

**Position in other rival incorporations or has any relating business with WAVE** : Not having a position as a director / executive in other rival incorporations or has any relating business with WAVE

**Family Relationship** : none

**Illegal record in past 10 years** : none

**Having connected transaction with the Company in the past year** : none

**% of share holding in the Company as of December 31, 2022** : none

**Independent Director's office term in WAVE Entertainment Pcl.** : 0 years 9 months

**Date appointed as Director of WAVE Entertainment Pcl.** : 5 August 2022

**The Board of Directors and The Numeration and Remuneration Committee' Meeting's attendant of the year 2022**

- no. of attendant of the Board of Directors' Meeting /no. of total meeting : 6/9 (times)
- no. of attendant of The Nomination and Remuneration Committee' Meeting /no. of total meeting : 1/4 (times)

**The information of Independent Director and Chairman of the Audit Committee to be appointed as proxy**

**Mr. Kijcharnpit Sukangwanwit**

**Age** 34 Thai nationality

**Type of nominated directors** : Executive Director

**Education / Professional / Training**

- Master Degree MSc. Business with marketing management, Northumbria University, Newcastle, England
- Bachelor's degree, Communication Arts, Bangkok University International College



**Present position**

- Director
- Member of Executive Committee
- Member of Nomination and Remuneration Committee

**Professional Experience**

The Other companies

<b>Period</b>	<b>Position</b>	<b>Company Name</b>
• 2012 – present	Managing Director	Pandec Co., Ltd.
• 2017 – present	Managing Director	RE51 Group Co., Ltd.
• 2018 – present	Managing Director	Bizmeal Co., Ltd.
• 2019 – present	Managing Director	Food Expansion Co., Ltd.
• 2020 – present	Managing Director	Bizbowl Co., Ltd.
• 2021 – present	Managing Director	Bizbowl PRG Co., Ltd.
• 2021 – present	Managing Director	Bizboy HoldingCo., Ltd.
• 2022 – present	Managing Director	Bizbowl CWG Co., Ltd.

**Position in other listed companies in present** : none

**Position in other non-listed companies in present** : none

**Position in other rival incorporations or has any relating business with WAVE** : Not having a position as a director / executive in other rival incorporations or has any relating business with WAVE

**Family Relationship** : none

**Illegal record in past 10 years** : none

**Having connected transaction with the Company in the past year** : none

**% of share holding in the Company as of December 31, 2022** : none

**Independent Director's office term in WAVE Entertainment Pcl.** : 1 term / 3 years 9 months

**Date appointed as Director of WAVE Entertainment Pcl.** : 20 July 2020

**The Board of Directors, Risk Management Committee, and The Numeration and Remuneration Committee' Meeting's attendant of the year 2022**

- no. of attendant of the Board of Directors' Meeting /no. of total meeting : 9/9 (times)
- no. of attendant of the Risk Management' Meeting /no. of total meeting : 1/4 (times)
- no. of attendant of The Nomination and Remuneration Committee' Meeting /no. of total meeting : 1/4 (times)

WAVE Shareholding of Nominees

Nominees	Shares	% of issued shares
1. Dr. Viravit Chartvivatpornchai	-	-
2. Mr. Thirapong Khumruangrit	-	-
3. Mr. Kijcharnpit Sukangwanwit	-	-

Holding a director's position in other rival incorporations or has any relating business with WAVE

Nominees	Other Listed Company		Other Incorporations (non-listed company)		Other Rival Incorporations / Any relating business with WAVE
	Amount	Type of Directors	Amount	Type of Directors	
1. Dr. Viravit Chartvivatpornchai	None	-	4	Managing Directors	None
2. Mr. Thirapong Khumruangrit	None	-	None	-	None
3. Mr. Kijcharnpit Sukangwanwit	None	-	8	Managing Directors	None

Relationship Characteristics of Nominees Qualified as an Independent Director

Relationship Characteristics	Name of nominee qualified as Independent Director
	Mr. Viravit Chartvivatpornchai
Holding of WAVE's ordinary shares - Amount - The ratio of voting rights	None
Close relatives to other director, management or major shareholders of the company and its subsidiaries	None
Having relationship in any of these characteristics to the company, parent company, subsidiary company, associate company, major shareholder or controlling person during the past 2 years - Being as a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
- Being a professional service provider (such as auditor or legal consultant)	None
- Having business relationship (such as 1) buy/sell goods, raw materials, or 2) giving financial support such as borrowing or lending etc.,)	None
Being an independent director who can express opinion independently and in accordance with the relevant regulations.	Yes

**WAVE Independent Director Definition**

The Company has rules in respect of the nomination of independent director of which it shall have qualification in accordance with the Notification of the Securities and Exchange Commission and the Stock Exchange of Thailand's rules, which are also stated in the Corporate Governance Policy of the Company. The details are as follows:

1. holding shares not exceeding 1% of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director
2. neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the mentioned status has ended at least 2 years but not including the case that such independent director used to be authorities and governmental counsel which is major shareholder or controlling of the company
3. not being a person who is related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child of other director, executive, major shareholder, controlling person or persons to be nominated as director, executive, or controlling person of the company or its subsidiary company
4. neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person in a manner that may obstruct the use of independent judgment. Not being or being a significant shareholder or the controlling person of a person who has a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person unless the aforementioned relationship has ended for at least 2 years
5. neither being nor used to be an auditor of the company its parent company, subsidiary company, associate company, major shareholder or controlling person and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person unless this relationship has ended at least 2 years
6. neither being nor used to be a provider of any professional services that include legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of the provider of professional services, unless this relationship has ended not less than 2 years
7. not being a director who is appointed to be the representative of directors of the company, major shareholder or shareholder that is related to major shareholder
8. not undertaking any business that has the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares over 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company
9. not having any other characteristics that may interfere with the expression of independent opinions regarding the company's business operations

The nomination procedure could use outsourcing to support the achievement of the company's objectives.



**Document for attending The 2023 Annual General Meeting of Shareholders (No. 1/2023)  
in the form of Electronic Meeting (E-AGM)**

**1. Acceptance Letter for the invitation of the 2023 Annual General Meeting of Shareholders (No. 1/2023)**

Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 7) by specifying your Email and your mobile phone number clearly for registering for the meeting.

**2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.**

**For Ordinary Person**

Submit the document by post or email for identity proofing by 20 April 2023.

**1. In case the shareholders attend the meeting by themselves.**

Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).

**2. In case of granting proxy holder.**

2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.

2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.

2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

In case of using e-Proxy Voting Thai Individual holders who are member of Investor Portal (IVP) and are verified by NDID (National Digital ID) can utilize the service through IVP. For e-Proxy voting period is the date the meeting invitation notification is mailed until 5.00 pm.1 business day prior to the company's meeting date.

**For Juristic Person**

**1. In case of shareholder's representative (director) attend the meeting by themselves.**

1.1 The identification document of such authorized representative similar to those of ordinary person as specified in item 1.

1.2 Copy of shareholder's Affidavit not over six months, and certify by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.

**2. In case of shareholder appoint proxy holder**

2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by the authorized director of shareholder and proxy.

2.2 Copy of shareholder's Affidavit not over six months, and certify by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.

2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.

2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholder specified in item 1.

**3. In case of Foreign Shareholder appointing a Custodian in Thailand**

3.1 All evidence similar to those of the Juristic Person as specified in items 1 or 2.

3.2 In case the foreign shareholder authorizes the custodian to sign the proxy form on its behalf, the following documents are required:

1) Power of Attorney by foreign shareholder authorizing custodian to sign the proxy form on its behalf.

2) Letter certifying that such custodian signing the proxy form has the permission to engage in the custodian business. In case the original documents are not in English, it shall be translated to the English language and certified true and correct translation by the shareholder (in case of ordinary person) or the authorized representative of shareholder (in case of juristic person).

#### 4. In case of e-Proxy Voting

- 4.1 Fund managed by Asset Management Company, and Foreign juristic persons managed by Custodian can utilize the service through e-Proxy for Intermediaries.

\*\* By the Company will not make a request for additional document or creating an undue burden to the shareholders (ex. undefined to use the shareholder's the ID card of proxy, specify in addition to the documents or the circular letter formal related) \*\*

#### Guideline for Proxy Preparation

The Company has provided 3 proxy forms: Form A / Form B / Form C prescribed by the Department of Business Development, Ministry of Commerce to be used in the following cases:

Form A: simple and general proxy form

Form B: specific proxy form

Form C: proxy form for foreign shareholder appointing the custodian in Thailand

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. However, if the proxy fails to proceed as appointed and such failure causes damage to the shareholder, such shareholder will be eligible to pursue the legal proceedings.

#### The shareholder who is not able to attend the E-AGM may appoint the proxy as follows:

1. Select only one of the three forms provided above as follows:
  - 1.1 General shareholder shall select only one of either Form A or Form B.
  - 1.2 Shareholder listed in the share register book as foreign shareholder appointing the custodian in Thailand can select only one of the three proxy forms.
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy or marking in front of the name of an Independent Director to be your proxy.
3. Affix 20 Baht stamp duty and specify the date on the proxy form. For convenience, the Company has prepared a stamp duty to cover in the proxy form.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:

1) **Electronic mail** : address : [ir@wave-groups.com](mailto:ir@wave-groups.com) and / or

2) **(Original document) Postal delivery** :

Attention to: "Corporate Communications & Investor Relations"

Wave Entertainment Public Company Limited

14<sup>th</sup> Floor, Tararom Business Tower

No. 2445/19 New Petchaburi Road, Bangkapi, Huai Khwang,

Bangkok 10310

on 20 April 2023 so that officers of the Company are given enough time to check the documentation. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholder shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

5. In case you wish to cancel the appointment of proxy, please notify the Chairman of the board in writing and such written notification must be delivered to officers of the Company (as detailed in No.4) who is authorized by the Chairman of the board, prior to the commencement of the meeting registration (at 12.00 p.m. on Tuesday 28 April 2022), In case you are unable to deliver the notice on the cancellation of proxy by yourself, please send the power of attorney together with the copy of your identification card (certified true and correct copy) to officers of the Company (as detailed in No.4).

### **Meeting Registration**

The registrations for attending the meeting will be opened at 3.00 p.m. on Tuesday 25 April 2023 via Electronic Media (Only) Relaying from Tararom Business Tower, 14<sup>th</sup> floor No. 2445/19 New Petchaburi Road, Bangkok, Huai Khwang, Bangkok 10310. This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company.

### **Vote**

#### **Voting Process**

1. The chairman of the meeting shall propose the shareholders to cast their votes for each agenda.
2. Only shareholders desiring to cast their votes as disapproval or abstention are required to mark in a box as disapproval or abstention, for counting with the system.
3. Shareholders, who cast votes as approval or do not indicate any mark on the box, will be assumed to have approved the agenda as proposed by the Chairman. They do not have to check any box.

#### **Vote Counting Procedures**

1. One share shall be counted as one vote and the majority of the votes shall be deemed a resolution, except as specified otherwise by law. In case of a tie of votes, the Chairman shall have cast a deciding vote.
2. In order to count the vote results for each agenda, the Company will count only the votes as disapproval and abstentions and deduct from the total votes of shareholders and proxies recorded in advance.
3. The voting results for each agenda will be announced for votes as approval, disapproval, and abstention based on the latest number of shares held by attendants in the meeting.

**Guidelines for attending The 2023 Annual General Meeting of Shareholders (No. 1/2023)  
in the form of Electronic Meeting (E-AGM)**

**1. Submission of the registration document and process to attend the meeting**

1.1 Channels to submit an application

The Shareholders or proxies who would like to attend the E-AGM must submit an application to attend the meeting within 20 April 2023 via the following channels:

- By E-mail : [IR@wave-groups.com](mailto:IR@wave-groups.com)
- By Postal Delivery : Corporate Communications & Investor Relations,  
No. 2445/19 Tararom Business Tower 14th Floor, New Petchaburi Rd, Bang Kapi, Huai Khwang, Bangkok 10310

1.2 Required document and information

The shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:

- Securities holder registration number
- Identification Card Number/Passport Number/ Registration Number for juristic person
- E-Mail address for receiving the Web Link, Username and Password for attending the Meeting
- Mobile Phone Number
- **Attachment 5, Attachment 7 and Attachment 9** in case of granting proxy holder

1.3 The process to attend the meeting

After the Company receives the documents according to item 1.2 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.

- Username and Password
- WebLink for attending E-AGM system
- User manual



In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

If the Shareholders have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

2. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 24 April 2023, please contact the Company immediately.
3. Meeting attendance and voting via electronic media can be used with computers /notebooks/ tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.
4. The system will allow registration 1 hours before the meeting. However, the conference will start at 4:00 p.m.
5. To log in, shareholders must use the information of the shareholder registration number and the shareholder's ID card number.
6. For the voting method during the E-AGM meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as "Agree" automatically.

7. An inspector (an external lawyer) or Company’s officers will be present to observe the voting procedures in order to ensure they are transparent and in compliance with the Company’s Articles of Association, and all related laws and regulations.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

**Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:**

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:

- By E-mail: [ir@wave-groups.com](mailto:ir@wave-groups.com)
- By Telephone: 02-665-6705
- By Postal delivery : “Corporate Communications & Investor Relations”

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

2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท เวฟ เอ็นเตอร์เทนเมนท์ จำกัด (มหาชน)  
Acceptance for the invitation of online meeting of Wave Entertainment Public Company Limited

วันที่.....เดือน.....พ.ศ.....

Date Month April Year 2023

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เวฟ เอ็นเตอร์เทนเมนท์ จำกัด (มหาชน)

Being a shareholder of Wave Entertainment Public Company Limited

เลขทะเบียนผู้ถือหุ้น ..... โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น

Shareholders' registration no. ....Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ครั้งที่ 1/2566)  
I would like to participate the 2023 Annual General Meeting of shareholders no.1/2023 via electronic meeting

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail

Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number

Please fill in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ 5 วิธีการเข้าร่วมประชุม ภายในวันที่ 20 เมษายน 2566

Please submit the required document per an attachment 5 by 20 April 2023

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

**The information of Independent Director and Chairman of the Audit Committee to be appointed as proxy**

**Mr. Phisit Chusirawat**

**Age** 30 Thai nationality

**Address** 122/12 Soi Ladprao 37 Chan Kasem Sub-District, Chatuchak District, Bangkok 10900



**Education / Professional / Training**

- Bachelor of Business Administration, Mahidol University International College

**Present position**

- Independent Director
- Chairman of the Nomination and Remuneration Committee
- Member of Audit Committee

**Professional Experience**

The Other companies

<b>Period</b>	<b>Position</b>	<b>Company Name</b>
• 2017 – present	Managing Director	Modern Film Center Co., Ltd.
• 2018 – present	Membership Coordinator	Yong Entrepreneur Chamber of Commerce
• 2022 – present	Consultant	Metropolitan Police Department

**Position in other listed companies in present :** none

**Position in other non-listed companies in present :** 3 companies

**Position in other organizations / activities :** none

**Having any special interest in each of all the agendas of this annual general meeting of shareholders :** None

**Position in other rival incorporations or has any relating business with WAVE :** Not having a position as a director / executive in other rival incorporations or has any relating business with WAVE

**Family Relationship :** none

**Illegal record in past 10 years :** none

**Having connected transaction with the Company in the past year :** none

**% of share holding in the Company as of December 31, 2022 :** none

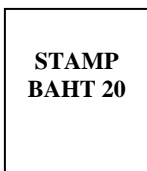
**Independent Director's office term in WAVE Entertainment Pcl. :** 0 years 7 months

**The Board of Directors, Nomination and Remuneration Committee and The Audit Committee' Meeting's attendant of the year 2022**

- no. of attendant of the Board of Directors' Meeting /no. of total meeting : 4/9 (times)
- no. of attendant of The Nomination and Remuneration Committee' Meeting /no. of total meeting : 1/4 (times)
- no. of attendant of The Audit Committee' Meeting /no. of total meeting : 1/4 (times)



## PROXY FORM A



Written at .....

Date ..... Month .....April..... Year 2023

(1) I / WE ..... Nationality ..... with address at No. ....  
 Road ..... Tambol / Kwaeng ..... Amphur / Khet.....  
 Province ..... Postal Code .....

(2) being a shareholder of **WAVE Entertainment Public Company Limited**

holding ..... share(s) and with the voting rights of .....vote(s) as follows  
 :-

- Ordinary share ..... share(s) and with the voting rights of ..... vote(s)  
 Preferred share ..... share(s) and with the voting rights of ..... vote(s)

(3) hereby appoint either one of the following persons :

(1) Mr./Mrs./Miss ..... age ..... years with address at No. ....  
 Road ..... Tambol / Kwaeng ..... Amphur / Khet ..... Province ..... Postal Code ..... or

(2) Mr./Mrs./Miss ..... age ..... years with address at No. ....  
 Road ..... Tambol / Kwaeng ..... Amphur / Khet ..... Province ..... Postal Code ..... or

(3) Mr./Mrs./Miss ... **Phisit Chusiriwat** .... age .....30... years with address at No. 122/12 Soi Ladprao 61  
 Tambol / Kwaeng ...Chan Kasem ... Amphur / Khet .....Chatuchak..... Province ...Bangkok..... Postal Code  
 ...10900..... ,who having no special interest in each of all the agendas of the meeting.

as only one of my / our proxy to attend and vote on my / our behalf at the 2023 Annual General Meeting of Shareholders (No. 1/2023) be held on April 25, 2023 at 4:00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects. However, if the proxy fails to proceed as appointed and such failure causes damage to the shareholder, such shareholder will be eligible to pursue the legal proceedings.

Signed ..... Shareholder

(.....)

Signed ..... Proxy

(.....)

Signed ..... Proxy

(.....)

Signed ..... Proxy

(.....)

**Remarks:**

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

STAMP  
BAHT 20

## PROXY FORM B

Written at .....

Date ..... Month ..... April..... Year 2023

(1) I / WE ..... Nationality ..... with address at No. ....  
Road ..... Tambol / Kwaeng ..... Amphur / Khet.....  
Province ..... Postal Code .....

(2) being a shareholder of **WAVE Entertainment Public Company Limited**

holding ..... share(s) and with the voting rights of ..... vote(s) as follows  
:-

- Ordinary share ..... share(s) and with the voting rights of ..... vote(s)  
 Preferred share ..... share(s) and with the voting rights of ..... vote(s)

(3) hereby appoint either one of the following persons :

(1) Mr./Mrs./Miss ..... age ..... years with address at No. ....  
Road ..... Tambol / Kwaeng ..... Amphur / Khet ..... Province ..... Postal Code ..... or

(2) Mr./Mrs./Miss ..... age ..... years with address at No. ....  
Road ..... Tambol / Kwaeng ..... Amphur / Khet ..... Province ..... Postal Code ..... or

(3) Mr./Mrs./Miss ... **Phisit Chusirawat** .... age ....30... years with address at No. 122/12 Soi Ladprao 61  
~~Tambol~~ / Kwaeng ....Chan Kasem .... ~~Amphur~~ / Khet .....Chatuchak..... Province ...Bangkok..... Postal Code  
...10900..... ,who having no special interest in each of all the agendas of the meeting.

as only one of my / our proxy to attend and vote on my / our behalf at the 2023 Annual General Meeting of Shareholders (No. 1/2023) be held on April 25, 2023 at 4:00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

(4) I hereby appoint the proxy holder to vote on my / our behalf at this meeting as follows:

**Agenda No. 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 28 February 2023**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.  
 (b) The proxy must cast the votes in accordance with my / our following instruction:  
 Approve  Disapprove  Abstain

**Agenda No. 3 To consider the Company's financial statements for the year ending 31 December 2022**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- Approve  Disapprove  Abstain

**Agenda No. 4 To consider and approve the omission of profit allocation for legal reserve fund and the non-payment of dividend for the year 2022**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- Approve  Disapprove  Abstain

**Agenda No. 5 To consider and approve the re-election of directors who must resign by rotation**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- Approve  Disapprove  Abstain

**Agenda No. 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2023**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- Approve  Disapprove  Abstain

**Agenda No. 7 To consider and approve the appointment of auditors and the determination of remuneration of auditor for the year 2023**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- Approve  Disapprove  Abstain

**Agenda No. 8 To consider and approve the amendment and addition of clauses of the Company's objectives for more clarity and amendment of Clause 3. of the Company's Memorandum of Association.**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- Approve  Disapprove  Abstain

**Agenda No. 9 To consider and approve to amend the Company's Articles of association to be in accordance with the Public Limited Company Act (No.4), B.E. 2565 (2022).**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- Approve  Disapprove  Abstain

**Agenda No. 10 To consider and approve the change of the Company's name and the Company's seal , and the Amendment of Clause 1. of the Memorandum of Association and the Articles of Association of the Company to be in accordance with the change of the Company's name and the Company's seal.**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
- Approve  Disapprove  Abstain

**Agenda No. 11 To consider and approve other matters (if any)**

- (a) The proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with my / our following instruction:
  - Approve
  - Disapprove
  - Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In the case that I do not specify my / our intentions to vote for any Agenda, or have not already specified my / our intentions, or the meeting considers and resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my / our behalf as is deemed appropriate.

For any act performed by the proxy holder at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the proxy which is not in accordance with this proxy form. However, if the proxy fails to proceed as appointed and such failure causes damage to the shareholder, such shareholder will be eligible to pursue the legal proceedings.

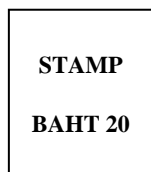
Signed ..... Shareholder  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

**Remarks:** The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.



**PROXY FORM C (FOR FOREIGN SHAREHOLDER  
APPOINTING CUSTODIAN IN THAILAND)**

Written at .....

Date ..... Month .....April..... Year 2023

(1) I / WE ..... Nationality .....  
with address at ..... Road ..... Sub-District .....  
District ..... Province ..... Postal Code .....  
acting as the custodian for .....  
being a shareholder of WAVE Entertainment Public Company Limited holding the total amount of shares with the voting rights of votes as follows;

- ordinary share ..... shares with the voting rights of ..... votes  
 preferred share ..... shares with the voting rights of ..... votes

(2) do hereby appoint either one of the following persons:

1 ..... Age ..... Years  
with address at ..... Road ..... Sub-District .....  
District ..... Province ..... Postal Code ..... or

2 ..... Age ..... Years  
with address at ..... Road ..... Sub-District .....  
District ..... Province ..... Postal Code ..... or

3. Mr./Mrs./Miss **Phisit Chusirawat** .... age ....30... years with address at No. 122/12 Soi Ladprao 61 ~~Tambon~~ /  
Kwaeng ....Chan Kasem .... ~~Amphur~~ / Khet .....Chatuchak..... Province ...Bangkok..... Postal Code ...10900..... ,who  
having no special interest in each of all the agendas of the meeting.

as only one of my / our proxy to attend and vote on my / our behalf at the 2023 Annual General Meeting of Shareholders (No. 1/2023) be held on April 25, 2023 at 4:00 p.m., which will be held through electronic means pursuant to the criteria specified in the law related to Electronic Meeting or on the other date and at the other place as may be postponed or changed.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

- The Proxy is authorized for all shares held and entitled to vote.  
 -The Proxy is authorized for certain shares as follows:  
- ordinary share ..... shares, entitling to vote ..... votes  
- preferred share - shares, entitling to vote - votes

Total entitled vote ..... votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

**Agenda No. 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 28 February 2023**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes Disapprove ..... votes Abstain ..... votes

**Agenda No. 3 To consider the Company's financial statements for the year ending 31 December 2022**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes Disapprove ..... votes Abstain ..... votes

**Agenda No. 4 To consider and approve the omission of profit allocation for legal reserve fund and the non-payment of dividend for the year 2022**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes Disapprove ..... votes Abstain ..... votes

**Agenda No. 5 To consider and approve the re-election of directors who must resign by rotation**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes Disapprove ..... votes Abstain ..... votes

**Agenda No. 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2023**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes Disapprove ..... votes Abstain ..... votes

**Agenda No. 7 To consider and approve the appointment of auditors and the determination of remuneration of auditor for the year 2023**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes Disapprove ..... votes Abstain ..... votes

**Agenda No. 8 To consider and approve the amendment and addition of clauses of the Company's objectives for more clarity and amendment of Clause 3. of the Company's Memorandum of Association.**

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes Disapprove ..... votes Abstain ..... votes

**Agenda No. 9 To consider and approve**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes    Disapprove ..... votes    Abstain ..... votes

**Agenda No. 10 To consider and approve to amend the Company’s Articles of association to be in accordance with the Public Limited Company Act (No.4), B.E. 2565 (2022).**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes    Disapprove ..... votes    Abstain ..... votes

**Agenda No. 11 To consider and approve other matters (if any)**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve ..... votes    Disapprove ..... votes    Abstain ..... votes

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form. However, if the proxy fails to proceed as appointed and such failure causes damage to the shareholder, such shareholder will be eligible to pursue the legal proceedings.

Signed ..... Shareholder                      Signed .....

Proxy

( ..... )    ( ..... )

Signed ..... Proxy                                      Signed .....

Proxy

( ..... )    ( ..... )

**Remarks:**

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
  - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the Shareholder in the Allonge of Proxy Form as enclosed.



**Annual Registration Statement / Annual Report (Form 56-1 One Report) Requisition Form**

**Dear : Shareholders**

WAVE Entertainment Public Company Limited would like to inform you that if you want to receive the printed copy of annual registration statement / annual report as at December 31, 2022 (Form 56-1 One Report 2022), Please fill in the below details and send to company via e-mail address : ir@wave-groups.com or return it to the Company at No.2445/19 Tararom Business Tower 14th Floor, New Petchaburi Rd, Bang Kapi, Huai Khwang, Bangkok 10310

Name .....

Address .....

.....

Name of Contact Person .....

Telephone .....

Tele Fax .....

E-mail Address .....

I wish to receive a printed copy of the following reports. (Please mark your choice)

Form 56-1 One Report 2022 (Thai version)

Form 56-1 One Report 2022 (English version)