

7 March 2019

Subject: The determination of date and agendas of the Annual General Meeting of Shareholders for the year 2019 (No. 26/2019)

To: The President
The Stock Exchange of Thailand

Wave Entertainment Public Company Limited (the “**Company**”) would like to notify the Board of Directors’ resolution No. 2/2019 held on 7 March 2019 as follows:

1. The Board of Directors resolved to approve the determination of the date of the Annual General Meeting for the year 2019 (No. 26/2019) on Tuesday 30 April 2019, 2.00 PM at Maleenont Tower (M2) 8th Floor, 3199 Rama IV Road, Klong-ton Sub-district, Klong-toey District, Bangkok 10110.
2. The Board of Directors resolved to approve that on Friday 22 March 2019 shall be the date for determination of the list of shareholders who will be entitled to attend the Annual General Meeting (Record Date)
3. The Board of Directors resolved to approve the agendas of the Annual General Meeting for the year 2019 (No. 26/2019) as follows:

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders (No. 25/2018) held on 30 April 2018

The Board of Directors’ Opinion: The minutes of the Annual General Meeting (No. 25/2018) held on 30 April 2018 was truly and accurately recorded and was completely prepared and circulated to the Stock Exchange of Thailand and other relevant authorities within the period as required by laws as well as it was disclosed on the Company’s website (www.wave-groups.com). The Board of Directors therefore resolved to propose it to the shareholders for certification.

Agenda 2 To consider and acknowledge the report on the Company’s performance and the annual report for year 2018

The Board of Directors’ Opinion: The Board of Directors resolved to propose the report on the Company’s performance and the annual report for the year 2018 to shareholders for acknowledgment.

Agenda 3 To consider and approve the Company's financial statements for the year ending 31 December 2018

The Board of Directors' Opinion: The Company's financial statements for the year ending 31 December 2018 was reviewed by the Audit Committee, approved by the Board of Directors and audited by the auditor whereby the auditor viewed that the Company's financial statements was accurate and in compliance with the financial report's standard. The Board of Directors therefore resolved to propose the Company's financial statements for the year ending 31 December 2018 to shareholders for approval.

Agenda 4 To consider and approve the non-payment of dividend for the year 2018

The Board of Directors' Opinion: Pursuant to Section 115 of the Public Company Limited Act B.E. 2535 (as amended) stated that "the payment of dividend from any proceed other than profit is prohibited..." Based on the Company's financial statement for the year ending 31 December 2018 audited by the auditor, it expressed that the Company has retain earning of Bath 272.34 million after the deduction of legal reserve of Baht 46.80 million.

However, the Board of Directors resolved to propose the non-payment of dividend for the year 2018 to shareholders for approval with the reason of reserve the cash for group's company expansion in the future and working capital.

Agenda 5 To consider and approve the appointment of new directors in replacement of those who retired by rotation

The Board of Directors' Opinion: Pursuant to 71 of the Public Company Limited Act B.E. 2535 (as amended) and the Company' Articles of Association stated that "one- third of all directors shall be discharged upon the annual general meeting..." The Board of Directors consists of 10 directors. Therefore, there will be 3 directors who retired by rotation consisting of (1) Mr. Matthew Kichodhan (2) Mr. Somsak Phayapdacharchai and (3) Dr. Cathleen Maleenont. The Nomination and Remuneration Committee preliminarily approved and resolved that those 3 directors had qualifications to reappoint as the director for another period. Due to those directors have qualifications knowledge and ability suitable for the business of the Company, including qualifications pursuant to the Public Company Limited Act B.E. 2535 (as amended) and the Securities and Exchanges Act B.E. 2535 (as amended)

The Board of Directors, without the vote from the directors who have conflict of interest, resolved to propose the reappointment of (1) Mr. Matthew Kichodhan (2) Mr. Somsak Phayapdacharchai and (3) Dr. Cathleen Maleenont to act as the director for another period to shareholders for approval.

Agenda 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2019

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 2019 of up to Baht 5,700,000 as proposed by the Nomination and Remuneration Committee. The Board of Directors therefore resolved to propose the determination of the remuneration of the Board of Directors and sub-committee for the year 2019 of up to Baht 5,700,000 to shareholders for approval.

Agenda 7 To consider and approve the appointment of auditor and the determination of remuneration of auditor for the year 2019

The Board of Directors' Opinion: In the year 2018, the Company appointed Pricewaterhousecoopers ABAS Limited as the auditor of which it had no relationship or conflict of interest with the Company, its subsidiaries, managements, major shareholders or any related persons of those and the Audit Committee have reviewed and concluded that Pricewaterhousecoopers ABAS Limited was reliable and had good performance, sufficient resources with knowledge and ability including the auditor's remuneration deemed appropriate. The Board of Directors resolved to approve the appointment of Pricewaterhousecoopers ABAS Limited as the auditor for the year 2019 and its remuneration of Bath 3,430,000. Therefore, the Board of Directors resolved to propose the appointment of Pricewaterhousecoopers ABAS Limited as the auditor for the year 2019 and its remuneration of Baht 3,430,000 as preliminarily approved by the Audit Committee to shareholders for approval.

Agenda 8 To consider and approve the amendment of the Company's Articles of Association

The Board of Directors' Opinion: To comply with the announcement of the National Peacekeeping Council ("NCPO") No. 74/2557, No. 21/2560 and the Public Company Limited Act B.E. 2535, the Board of Directors resolved to propose the amendment of Section 4 and 5 of the Company's Articles of Association to propose to shareholders for approval as follows:

Existing Articles of Association	Proposed New Articles of Association
<p data-bbox="518 353 901 387">Section 4 “Board of directors”</p> <p data-bbox="502 421 917 521">Article 31 The Board of Directors shall hold the meeting at least 1 meeting in every 3 months.</p> <p data-bbox="502 1025 917 1193">The company shall pay remuneration to directors Relating to performing duties as necessary and appropriate, including salary, meeting fee, allowance, bonus.</p>	<p data-bbox="965 353 1348 387">Section 4 “Board of directors”</p> <p data-bbox="949 421 1380 723">Article 31 The Board of Directors shall hold the meeting at least 1 meeting in every 3 months <u>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.</u></p> <p data-bbox="949 761 1380 992"><u>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.</u></p> <p data-bbox="949 1025 1380 1193">The company shall to pay remuneration to directors Relating to performing duties as necessary and appropriate, including salary, meeting fee, allowance, bonus.</p>
<p data-bbox="534 1249 869 1305">Section 5 “Annual General Meeting of Shareholders”</p> <p data-bbox="502 1350 917 1541">Article 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.</p> <p data-bbox="502 1585 917 2040">Other meeting of shareholders in addition to the meeting shall be called extraordinary meetings of which the Board of Directors can call at any time extraordinary meetings as it deems appropriate. Or Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders amounting to not less than twenty-five holding shares amounting to not less than one-tenth of the total number of shares sold may subscribe their</p>	<p data-bbox="981 1249 1332 1305">Section 5 “Annual General Meeting of Shareholders”</p> <p data-bbox="949 1350 1380 1541">Article 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.</p> <p data-bbox="949 1585 1380 2040">Other meeting of shareholders in addition to the meeting under <u>paragraph one</u> 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</p>

Existing Articles of Association	Proposed New Articles of Association
<p>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 one month from the date of receipt of the notice.</p>	<p>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.</p> <p>In case the Board of Directors does not arrange a meeting within the period specified in the three paragraph. 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 the three paragraph. 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.</p> <p>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.</p>

Agenda 9 Other businesses (if any)

The Company would like to inform that the Company gave the minority shareholders the opportunity to propose agenda of the Annual General Meeting and candidate for the nomination as the director in advance pursuant to the good corporate governance principle regarding the right of shareholders' protection for the Annual General Meeting for the year 2019. However, there had no shareholders propose agenda and candidate for the nomination as the director.

The Company will inform the details of the Annual General Meeting for the year 2019 and agendas to shareholders prior to the date of the meeting on the website: www.wave-groups.com. If any shareholders have any inquiries, please contact the investor relation department tel. 0-2665-6705.

For your information.

Sincerely Yours,

-Mr. Matthew Kichodhan-

(Mr. Matthew Kichodhan)

Chairman and CEO

Wave Entertainment Public Company Limited