



L-WAVE ENT 28/2020

1 July 2020

Subject: The acquisition of the shares in the Megawatt Company Limited

To: President
The Stock Exchange of Thailand

Wave Entertainment Public Company Limited (the “**Company**”) would like to inform that the Board of Directors no.1/2020 held on 28 February 2020 has resolved to approve in principle on the joint investment in energy business in domestic and international with another 3 investors namely, Millcon Steel Public Company Limited, Miss Pui Man Lee and Mr. Thanarat Possawong. On 30 June 2020, the Company has successfully achieved the agreement with those three investors therefore, for this transaction, the Company will invest in The Megawatt Company Limited (the “**Joint Venture**”), at the ratio of 28.36% of the total registered capital of this Joint Venture, representing the investment amount of Baht 500,000,000. In this regard, the Company has resolved to authorize the authorization of directors to bind the Company or the Chief Executive Officer or any person authorized by such persons to have the power to negotiate and determine the details, terms and conditions and other procedures for the benefits of the acquisition of such shares including the entry into shares purchase agreement, share subscription agreement and any other documents and to have the power to perform any acts which are necessary and appropriate for the above matter.

The transaction size of the acquisition of such assets pursuant to the Notification of Capital Market Supervisory Board No. Tor. Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004) (“**Acquisition and Disposal of Assets Notifications**”) has the highest value of 13.66% based on the consideration method and after including the acquisition of assets and investment transactions of the Company during the past 6 months before the date of entry into this transaction, therefore, the total transaction value will be 13.66% of which the transaction value is lower than 15% of which the Company is not required to comply with the Acquisition and Disposal of Assets Notifications. However, this transaction is the investment of 10% of the total paid-up capital of the asset, the Company would like to disclose this transaction to the Stock Exchange of Thailand, the details are as follows:

1. Date/ Month/ Year of the transaction

On 30 June 2020, the Company has successfully achieved the agreement with the investors and has entered into the shareholders agreement with the investors.

2. Parties involved and the relation with the listed company

Parties	:	Wave Entertainment Public Company Limited, Millcon Steel Public Company Limited, Miss Pui Man Lee and Mr. Thanarat Possawong
Acquired Asset	:	5,000,000 ordinary shares with par value of 100 Baht in total of Baht or up to 28.36% of the total registered capital of the Joint Venture (as defined above)
Relationship with the Company	:	There is no relationship with the major shareholders, directors and executives of the Company and its subsidiaries. Therefore, such acquisition is not considered an entry into the transaction with the Company’s connected person. Thus, it is not regarded as the connected transaction pursuant to Notification of the Capital Market Advisory Board No. Tor Jor. 21/2551, Re: Rules on Connected Transactions, and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure and Acts of Listed Companies on Connected Transactions B.E. 2546 (2003).

3. Details of Transaction

General information of The Megawatt Company Limited

Incorporate Date : 3 April 2020

Type of Business : Energy business in domestic and international

Registered Capital : 1,000,000 Baht (Megawatt will increase capital to 2,500 million baht in the future)

Board's Structure :
1. Mr. Thammarat Saengchan
2. General Chaiwat Satondee
3. Mr. Jukr Boon-long

The Company will nominate its representative to act as the director at the ratio of not less than the investment ratio

Shareholding Structure	Shareholders	No. of shares	<u>% of shareholding</u>
	1. Millcon Steel Public Company Limited	7,000,000	39.71
	2. Wave Entertainment Public Company Limited	5,000,000	28.36
	3. Miss Pui Man Lee	3,130,000	17.75
	4. Mr. Thanarat Possawong	2,500,000	14.18
	Total	17,630,000	100.00

At present, The Megawatt Company Limited has a plan to invest in the solar power plant with the installed capacity of 360 MWp located in Mandalay, the Republic of the Union of Myanmar. This project will be constructed in late 2020 and the commercial operation date for selling electricity to Ministry of Electricity and Energy for 30 years is scheduled in 2021. The Company is under the further negotiation with the joint investors to increase the registered capital of the Joint Venture to Baht 2,500,000,000.

4. Opinion of the Board of Directors on the Entry into the Transaction

The Board of Directors has considered and viewed that the entry into this transaction is reasonable and beneficial to the Company and the shareholders due to it is the business expansion to support the growth which will receive revenue and profit resulting in the increase of share value for the shareholders.

Please be informed accordingly.

Your sincerely,

Mr. Matthew Kichodhan

(Mr. Matthew Kichodhan)
Chairman and CEO