

Curricula Vitae of the nominated persons to be directors to in replacement of those who are retired by rotation.

Nomination Procedures and Criteria: Having considered the matter as per opinions of the Nomination and Remuneration Committee, the Company is of the view that the four directors are fully qualified in accordance with Public Limited Companies Act, and have knowledge, ability, experience in business related to the Company's business operation. It is thus deemed appropriate to elect them as Director, as listed below:

Ms. Tracy Ann Maleenont

Age 43 Thai nationality

Education / Professional / Training

- Doctoral candidate in Institutional Management, Pepperdine University
- M.B.A. International Business, University of Southern California
- M.B.A., Boston University
- B.A. in Finance, Chulalongkorn University

Type of nominated directors : director, considered and approved by the Nomination and Remuneration Committee



Present position

- Director
- Chairman of Risk Management Committee

Experience

- 2006 - Present : WAVE Entertainment Pcl. - Director and Chairman of Risk Management Committee

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 : none

Family Relationship : A daughter of Mr. Pracha Maleenont, An older sister of Dr. Cathleen Maleenont and An older sister of Ms. Piyawadee Maleenont

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 April 9, 2013 none

Director's office term in WAVE Entertainment Plc. 3 terms

The Board of Directors, Investment Committee and Risk management's Meeting' attendant of the past office term (2011 – April 2014)

	2011	2012	2013
no. of attendant of the Board of Directors' Meeting /no. of total meeting	6/9	8/8	8/12
no. of attendant of Investment Committee' Meeting /no. of total meeting	1/1	-	-
no. of attendant of Risk Management Committee' Meeting /no. of total meeting	-	-	1/1

Ms. Piyawadee Maleenont

Age 35 Thai nationality

Education / Professional / Training

- Master Degree in Finance, Boston University
- Bachelor of Arts Program in Journalism and Mass Communication, Thammasat University

Type of nominated directors : Director, considered and approved by the Nomination and Remuneration Committee

Present position

- Director
- Member of Risk Management Committee
- Member of Investment Committee

Experience

- 2006 – Present : WAVE Entertainment Pcl.- Director and Director of 3 subsidiaries ,Member of Risk Management Committee and Member of Investment Committee

Position in other listed companies in present : None

Position in other non-listed companies in present : Directors with authorized of 2 companies

Position in other rival incorporations or has any relating business with WAVE none

Family Relationship : A daughter of Mr. Pracha Maleenont, A younger sister of Ms. Tracy Ann Maleenont and A younger sister of Dr. Cathleen Maleenont

Illegal record in past 10 years none

% of share holding in the Company as of April 9, 2013 none

Having connected transaction with the Company in the past year none

Director's office term in WAVE Entertainment Plc. 3 terms

The Board of Directors , Risk Management Committee and Investment Committee' Meeting's attendant of the past office term (2011 – April 2014)

	<u>2011</u>	<u>2012</u>	<u>2013</u>
no. of attendant of the Board of Directors' Meeting /no. of total meeting	5/5 ¹	7/8	11/12
no. of attendant of Risk Management Committee' Meeting /no. of total meeting	-	-	1/1
no. of attendant of Investment Committee' Meeting /no. of total meeting	-	-	-

¹Appointed, effective from May 13, 2011



M. L. Nalinee Hastintra

Age 73 Thai nationality

Education / Professional / Training

- YWCA Secrerary, India Branch, England
 Advance Banking, The Thai Bankers' Association

Type of nominated directors : Independent Director , considered and approved by the Nomination and Remuneration Committee

Present position

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

**Experience**

Position in WAVE

- 20011 – Present : WAVE Entertainment Plc. - Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee

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 none

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 April 9, 2013 none

Director's office term in WAVE Entertainment Plc. 3 terms

The Board of Directors, Audit Committee and Nomination and Remuneration Committee's attendant of the past office term (2011 – April 2014)

	<u>2011</u>	<u>2012</u>	<u>2013</u>
no. of attendant of the Board of Directors' Meeting /no. of total meeting	3/3 ¹	8/8	12/12
no. of attendant of the Audit Committee' Meeting /no. of total meeting	6/6	5/5	6/6
no. of attendant of the Nomination and Remuneration Committee' Meeting /no. of total meeting	1/1	2/2	4/4

¹Appointed, Effective from June 6, 2011

Ms. Manida Zimmerman

Age 47 Thai nationality

Education / Professional / Training

- Master Degree in Law, Columbia University, USA
- MBA Major in Finance, Assumption University
- Graduate Diploma in Business Law, Thammasat University
- Bachelor Degree in Law, Thammasat University

Type of nominated directors : Director , considered and approved by the Nomination and Remuneration Committee

Present position

- Independent Director
- Member of Risk Management Committee

Experience

Position in WAVE

- 2013 – Present : WAVE Entertainment Plc. - Director, Member of Risk Management Committee

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 none

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 April 9, 2013 none

Director's office term in WAVE Entertainment Plc. 3 terms

The Board of Directors, Risk Management Committee' attendant of the past office term (2011 – April 2014)¹

	<u>2011</u>	<u>2012</u>	<u>2013</u>
no. of attendant of the Board of Directors' Meeting /no. of total meeting	-	-	-
no. of attendant of the Risk Management Committee' Meeting /no. of total meeting	-	-	-

¹Appointed, Effective from December 11, 2013



WAVE Shareholding of Nominees

Nominees	Shares	% of issued shares
1. Ms. Tracy Ann Maleenont	-	-
2. Ms. Piyawadee Maleenont	-	-
3. M.L. Nalinee Hastintra	-	-
4. Ms. Manida Zimmerman	-	-

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

Nominees	Listed Amount	Company Type of Directors	Other Incorporations (non-listed company)	Other Rival Incorporations / Any relating business with WAVE
1. Ms. Tracy Ann Maleenont	None	-	None	None
2. Ms. Piyawadee Maleenont	None	-	2	None
3. M.L. Nalinee Hastintra	None	-	None	None
4. Ms. Manida Zimmerman	None	-	None	None

Relationship Characteristics of Nominees Qualified as an Independent Director

Relationship Characteristics	Name of nominee qualified as Independent an Director
	M.L. Nalinee Hastintra
Holding of WAVE's ordinary shares - Amount - The ratio of voting rights	None
Close relatives to management or major shareholders of company and its subsidiaries	None
Having relationship in any of these characteristics to company, parent company, affiliated company or any juristic entity which may cause conflict of interest to the company 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

WAVE Independent Director Definition

(Which is equal to the minimum requirement of SEC and SET)

The Independent Directors must be independent of others and have qualifications as stated in requiring by SEC. Procedures of Independent Director's nomination are as follows:

-Having knowledge, various experience, leadership, strategies vision, professional and other proper qualifications.

1. Not holding shares exceeding 1 percent of the total outstanding voting shares of the company, including shares held by a related person, of paid-up capital of a listed company, its affiliated company, its associated company, or its related company (in accordance with the Securities and Exchange Act.B.E.2535).

2. Is neither a director that has a management authority nor employees, advisor on retainer, authority figures of the company, the company's major shareholder, a subsidiary, an associate, a subsidiary of the same tier (sister company), or any juristic person with a conflict of interest.

3. Is not involved in business relationship with the company, the company's major shareholder, a subsidiary, an associate, or any juristic person with a conflict of interest.

4. Is neither an auditor of the company, the company's major shareholder, a subsidiary, an associate, or any juristic person with a conflict of interest.

5. Is neither professional service provider for the company, the company's major shareholder, a subsidiary, an associate, or any juristic person with a conflict of interest.

6. Is neither person as described in no.2-5 both in the present and during two years prior to taking the independent directorship.

According to no.3 and no.5, Independent Directors may be involved in business relationship or being a professional service provider during directorship in any necessary and suitable case, permitted by the board of directors. However, such case is considered base on suitable and maximize value of the company that such relationship will not affect working on duty and independent judgment. In addition, the company should disclose the allowance guideline in Form 56-1 and annual report. In case of such director be the nominated persons to be directors to in replacement of those who are retired by rotation, the company should disclose such guideline in the election of director agenda in notice of shareholders' meeting.

7. No relationship by blood or legal registration, in a nature that makes the independent director a parent, spouse, brothers and sisters, children nor spouse of children of management, major shareholders, authority figures or nominees for management and authority figures of the company or a subsidiary.

8. Not be a representative of any director, substantial shareholder or any shareholder relative to substantial shareholder of the listed company.

9. Not be a director of the company, the subsidiary or the subsidiary in-line which be listed company.

10. Not be a director, assigned by the board of directors to make decisions relating to business operations of the company, the company's major shareholder, a subsidiary, an associate, a subsidiary of the same tier (sister company), or any juristic person with a conflict of interest.

11. Not be of any characteristic to resist the expression of independent opinion.

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