



**Invitation to attend the Annual General Meeting of
Shareholders
No. 21/2014**

**WAVE Entertainment Public Company Limited
On April 25, 2014
At 2.00 p.m.**

**Venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199
Rama 4 Rd., Klongton , Klongtoey , Bangkok**

For more convenience, By person : please present identification card and

By proxy : please place the proxy and related documents as per Attachment 6 - 8

on the meeting day

Content

Invitation to attend the 21/2014 Annual General Meeting of Shareholders **page 1 – 3**

Documents related to the agendas of the Annual General Meeting of Shareholders **Attachment**

▶ The copy of minutes of the Annual General Meeting of Shareholders No. 20/2013, held on 30 April 2013..... (For agenda 1)	1
▶ Annual Report together with the Company’s Statement of Financial Position, Statement of Comprehensive Income and Cash Flows for the year ended 31 st December 2013..... (For agenda 2 and 3)	2
▶ Curricula Vitae of the nominated persons to be directors to in replacement of those who are retired by rotation..... (For agenda 5)	3
▶ The information of the Company’s audit fee – backward for 3 years (For agenda 7)	4

Documents related to the attending of the Annual General Meeting of Shareholders

▶ The information of Independent Director to be appointed as proxy of shareholder	5
▶ The details of related documents of shareholder to attend the Annual General Meeting of Shareholders	6
▶ Proxy Form (Form A , Form B , Form C).....	7
▶ Supplemental Proxy Form.....	8
▶ Article of Association Relating to the Meeting of Shareholders	9
▶ Annual Report Requisition Form	10
▶ Location map.....	11

For more information, please contact below :

Corporate Finance Division
Tel 02-665 – 6705 ext. 106
Fax 02-665 - 6750

Date: March 24, 2014

Subject: Invitation to attend the 21/2014 Annual General Meeting of Shareholders
To: The Shareholder of WAVE Entertainment Public Company Limited
Enclosures: Please see attachments no. 1 – 11 on content page

The Company's Board of Directors resolved that the Annual General Meeting of Shareholders No. 21/2014 be called and held on 25th April 2014 at 2.00 p.m., venue at Maleenont Tower (M2 Bldg.), 8th floor no.3199, Rama IV Road, Kwaeng Klongton, Khet Klongteo, Bangkok. The agenda for the meeting are as follows:-

- To certify the Minutes of the Annual General Meeting of Shareholders No. 20/2013.**
The Board of Directors' opinion: to propose the Annual General Meeting of Shareholders to certify the aforesaid minutes, held on 30th April 2013, submitted to the Stock Exchange of Thailand within 14 days according to the requirement of the laws and also already posted on the Company's website (www.wave-groups.com). (*attachment 1*).
- To consider and acknowledge the Report on the Company's performance and the Annual Report for the year 2013.**
The Board of Directors' opinion: to report on the Company's performance report and the Annual Report for the year 2013 to the Annual General Meeting of Shareholders for acknowledgement.
Please see details on the 2013 Annual Report, page 6-7 (*attachment 2*)
- To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year 2013.**
The Board of Directors' opinion: to propose the Annual General Meeting of Shareholders to approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year ended 31st December 2013, which have already been examined by the auditors and reviewed by the Audit Committee.
Please see details on the 2013 Annual Report, page 65-101 (*attachment 2*)
- To consider and approve the dividend for the year 2013.**
The Company's dividend payment policy is not less than 50% of net profit.
The Board of Directors' opinion: To propose the Annual General Meeting of Shareholders to approve the omission of dividend payment for the year 2013 due to the accumulated Company's operating results for the year 2013 still reported accumulated loss.
- To consider and approve the election of directors in replacement of those who retired by rotation.**
In compliance with the Company's Articles of Association clause 17, one-third or close to of the directors must retire from the office by rotation at the Annual General Meeting of Shareholders.

According to the Company's Articles of Association and Public Limited Companies Act B.E. 2535 clause 71, the retiring directors from the office by rotation could be re-elect as directors of the Company for another term. Four Directors who are retired by rotation in this meeting are:

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

The Nomination and Remuneration Committee has considered total 4 qualified nominees whom are retiring directors according to this agenda, nominated by the Board of Directors. The Nomination and Remuneration Committee resolved to propose the Board of Directors to reelect 4 retiring directors as director of the company for another term comprising of Ms. Tracy Ann Maleenont, Ms. Piyawadee Maleenont, M.L. Nalinee Hastintra and Ms. Manida Zimmerman.

In addition, the company would like to inform that there were not any shareholders proposing a qualified nominee to be appointed as the director of the company.

The Board of Directors' opinion: to propose the Annual General Meeting of Shareholders to appoint replacement of the following directors, who have retired by rotation, to be directors again for another term due to they have qualification specified by Listed Company Act and knowledge, capabilities and appropriation to be the Company's directors for another term, according to the Board of Directors' resolution as well as the Nomination and Remuneration Committee's resolution, i.e. Ms. Tracy Ann Maleenont, Ms. Piyawadee Maleenont, M.L. Nalinee Hastintra and Ms. Manida Zimmerman.

The details of profile, past working record are presented on attachment 3.

Note: According to the Company's Articles of Association clause 37, the voting of the selection shall be made upon majority vote.

6. To consider and approve the remuneration for the board of directors and sub committees for the year 2014.

The Board of Directors' opinion: to propose the Annual General Meeting of Shareholders to consider for approval of the remuneration, consisted of fix remuneration and meeting fee, for Directors, the Audit Committee and Sub Committees for the year 2014, with a limit amount of Baht 4,200,000.- (four million and two hundred thousand baht). Please see details on the 2013 Annual Report, page 37 (attachment 2)

Such remuneration and meeting fee will be proper allocated by the Board of Directors and consider for all remuneration : the fix remuneration and/or meeting fee, suitable to title, role and responsibility as well as being comparable to market rate of same industry.

7. To consider and approve the appointment of auditor and audit fee for the year 2014.

The Board of Directors' opinion: to propose the Annual General Meeting of Shareholders to consider and approve the appointment of auditors and audit fee for the year 2014, which have already been approved by the Audit Committee. That auditor is PricewaterhouseCoopers ABAS Ltd. ("PwC"), the former auditor of the Company, good performance, being independent, no other relation with the Company, having knowledge and experience of auditing in listed companies and having qualification specified by Securities and Exchange Commission. Details as followings:

1. Mr.Kajornkiet Arroonpirodkul Certified Public Accountant (Thailand) No. 3445,
2. Mrs.Nattaporn Phan-Udom Certified Public Accountant (Thailand) No. 3430
3. Mr.Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095

Such persons are independent and no having any interest with the Company and its subsidiaries, the managerial persons of the company, majority shareholders or related persons of the said persons.

(Note : During the year 2013, the Company paid the remuneration of other services, including Due Diligence to the auditing office, total amount of baht 1,500,000.-)

Any one of them being authorized to conduct the audit and to express an opinion on the financial statements of the Company. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. to carry out the work.

And also fix auditors' remuneration for the Company's auditing fee for the year 2014, considered that PwC has proper service fee, comparing with quantities of works and fee rate of other listed companies at the same level, the Company's audit fee is Baht 440,000 per year, the 4 subsidiaries' audit fee is Baht 390,000 per year, totaling audit fee is Baht 830,000. (details as per attachment 4).

8. To consider and approve the acquisition of shares in Efficient English Services Limited.

The Board of Directors' opinion: The Board of Directors' Meeting of Wave Entertainment Public Company Limited ("**Company**" or "**Wave**"), No. 3/2014 held on 10 March 2014, has resolved to approve the Company to:

- a) acquire all shares of Efficient English Services Limited ("**EES**") from WSI (Thailand) Holding Ltd., Siam Intervest Co., Ltd. and Thailand Prosperity Fund 2 (collectively, the "**Seller**"); and
- b) enter into the share purchase agreement (the "**SPA**") with WSI (Thailand) Holding Ltd. and Thailand Prosperity Fund 2 for the purpose of acquiring all shares in EES.

Upon such acquisition, the Company shall become a shareholder of EES with direct shareholding of 1,656,600 shares, which represents 100% of the total issued and paid-up shares of EES. Such share purchase shall be in accordance with the terms and conditions as mutually agreed between the Company and the Seller.

The acquisition of EES shares is considered an acquisition of assets, Type 4 or Back Door Listing where the value of such acquisition equals to 100% or higher. The calculation of the size of transactions is based on net profit basis, which is the criteria that gives the highest value 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 dated 31 August 2008, 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) dated 29 August 2004 ("**Acquisition and Disposal of Assets Notifications**"). The transaction value calculated based on the net profit method is 488.13% which is more than 100%. Therefore, the Company is required to:

- disclose information regarding the acquisition or disposal of assets of the Company to the Stock Exchange of Thailand (the "SET");
- appoint the independent financial advisor; and
- hold a shareholders' meeting to consider and approve such acquisition of shares in EES, with the approved votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of the shareholders having an interest in the matter in accordance with the Acquisition and Disposal of Assets Notifications. In addition, such acquisition is considered a purchase or transfer to the Company another company's business under Section 107 (2)(b) of the Public Limited Company Act B.E. 2535 (1992) (as amended), which prescribes that the Company must hold shareholders' meeting to consider and approve the purchase of business with the approved votes of not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of the shareholders having conflict of interest in the matter.

However, the acquired business is complementary to the business of the Company. The Company does not have a policy to materially change its core business and the group company, as a result of the acquisition of EES shares, remains qualified for listing on the SET. In addition, there will be no significant change to the Board of Directors of the Company and the control or the major shareholders having the control over the Company.

Nevertheless, such acquisition of shares in EES 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 dated 31 August 2008, 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) dated 19 November 2003.

- c) assign Mr. Matthew Kichodhan, Chief Executive Officer, to be authorized to negotiate and to determine the details, Conditions, and to perform any necessary actions for the benefit of the acquisition and transfer of shares, sign the contract and / or memorandum of understanding and documents related to the transaction, which includes dealing with Government, authorities or regulatory commission such as the Securities and Exchange Commission and the Stock Exchange of Thailand as well as performing any actions as necessary and appropriate with respect to matters mentioned above
- d) enter into loan agreement with financial institutions which total amount is not exceed the amount payable to the seller in the acquisition of EES
- e) appoint Advisory Plus Company Limited as an independent financial advisor to advice shareholders about the transaction and provide any documents required by the relevant regulations.

The closure date of the Company's share registered book to determine the rights of shareholders to attend the Annual General Meeting of Shareholders for the year 2014 will be the Record Date (section 89/26) on March 25, 2014 and collect the names of shareholders as stipulated in the Securities and Exchange Act B.E.2535 (revised- no.4 B.E.2551) Section 225, by closing the share registration book on March 26, 2014.

All shareholders are cordially invited to attend the meeting on the date, time and place as aforementioned on registration time since 12.00 p.m.

In case you are unable to attend the meeting by yourself and wish to appoint a proxy, which may be anyone or Mrs. Tipawan Wuttisarn, Independent Director and Chairman of the Audit Committee and having no special interest in the agenda of this meeting (please see details of profile and past working record ,presented on attachment 5), to attend and vote on your behalf, please complete and duly execute the proxy form (attachment 7-8) which will be submitted promptly with related documents of shareholder to attend the meeting (please see details in attachment 6) to the Secretary of the Board of Directors prior to attend the meeting. For your convenience, the company will facilitate in affixing the stamp duty when registering to attend the meeting.

The Company has sent the 2013 Annual Report (Attachments 2) to all shareholders in CD-ROM format. However, if any shareholders would like to have the printed copies of the 2013 reports, they may request them from Corporate Finance Division, no.3199, Rama IV Road, Kwaeng Klongton, Khet Klongteao, Bangkok 10110, telephone number 0-2665-6705, facsimile number 0-2665-6750. Shareholders may also fill in the Reports Requisition Form (Attachment 10) and return it via facsimile.

Very truly yours

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

Minutes of the 20/2013 Annual General Meeting of Shareholders
WAVE Entertainment Public Company Limited
April 30, 2013

Held at 8th floor, Maleenont Tower (M2 Bldg.), no.3199, Rama IV Road, Kwaeng Klongton, Khet Klongteao, Bangkok

The Company's authorized share capital was Baht 324,000,000 or 32,400,000 ordinary shares, Baht 10 par value and the Chairman declared that there were 40 shareholders (by persons and by proxies) attended the meeting, represented 17,452,211 shares or 53.86% which exceed one-third of the Company's entire subscribed shares. The meeting formed a quorum.

The attendants to the meeting as follow:

The Board of Directors : present 5 persons

1. Mr. Pracha Maleenont	Chairman
2. Dr. Cathleen Maleenont	Director
3. Mrs. Tipawan Wuttisarn	Director
4. M.L. Nalinee Hastintra	Director
5. Ms. Piyawadee Maleenont	Director

The Board of Directors : absent 5 persons

1. Mr. Soonthorn Pokachaiyapat	Vice Chairman, noticed as a result of a significant errand
2. Mr. Somsak Phayapdacharchai	Director, noticed as a result of a significant errand
3. Ms. Tracy Ann Maleenont	Director, noticed as a result of a significant errand
4. Mr. Matthew Kichodhan	Director, noticed as a result of a significant errand
5. Mr. Chansak Fuangfu	Director, noticed as a result of a significant errand

The attender : present as the followings:

Mrs. Suntaree Arayasomboon, Accounting & Finance Department Manager and the secretary of the meeting
 Ms. Tithinun Vankeo, M.R. & Associates Co., Ltd. represents the company's auditor.

Mr. Pracha Maleenont, Chairman, act as the Chairman of the meeting. Mrs. Suntaree Arayasomboon act as the secretary of the meeting.

The meeting was commenced at 16:04 p.m.

The Chairman of the meeting declared votes counting method of each agenda as follow:

1. One share shall be entitled to one vote.
2. In vote process, Shareholders or proxies shall vote by using the voting cards. The "disapprove" and "abstain" voting cards shall be collected only.
3. In vote counting, a system of negative deduction shall be used whereby the "disapprove" and "abstain" votes shall be deducted from the total number of votes attending the Meeting for each agenda. The remaining votes shall then be counted as "approve" votes. As there were any resist vote or discrepancy, the meeting would pass the resolution of agree or unanimously agreed.

With no comments to the contrary, the Meeting acknowledged the voting procedures, vote counting as described above. The Chairman then proposed that the Meeting consider the following agenda:

Agenda no.1 To certify the Minutes of the 19/2012 Annual General Meeting of Shareholders.

The Chairman of the meeting informed the Meeting that the Minutes of the Annual General Meeting of Shareholders for the 19/2012 held on 26th April 2012 with totally 8 pages. Such copy of the Minutes was also distributed to the Shareholders together with the Notice to all Shareholders prior to this Meeting as per attachment 1.

The Chairman proposed that the Meeting consider and certify the Minutes of 19/2012 Annual General Meeting of Shareholders. There was no comment to the contrary.

Resolution The meeting has unanimously agreed and certified the Minutes of the 19/2012 Annual General Meeting of Shareholders Meeting held on 26th April 2012 as proposed with votes as follow

The votes of the Shareholders present at the meeting and with the right to vote as follows:		
Approved	Representing of 17,452,211	votes, equivalent to 100%
Disapproved	Representing of 0	votes , equivalent to 0%
Abstained	Representing of 0	votes , equivalent to 0%

Agenda no.2. To acknowledge the report on the Company's performance and the Board of Directors' report for the year 2012

The Chairman of the meeting declares the report on the Company's performance in 2012 detailed as shown in the Company's Annual Report - year 2012, total 108 pages, attached to the invitation letter to attend the Annual General Meeting of Shareholders, which were complied with legal, regulations of the Stock Exchange of Thailand and the Office of Securities and Exchange Commission. The said performance information were shown on the Company's Annual Report - year 2012 on page 67-69. Summary of 2012 performance are as follow:-

Total revenues	150	Million Baht
Total expenses	154	Million Baht
In 2012 , net loss	4	Million Baht

Others information were shown on the Company's Annual Report - year 2012

The Chairman of the meeting asked the meeting for any question. There were inquires by Shareholders which could be summarized as follows:

Mr. Narong Phannoraj, a shareholder, asked the meeting as the following questions:-

- Why had the company occurred losses every year, declined in revenue and cost of sales increased?
Mrs. Tipawan Wuttisarn declared that in the overall the company had higher revenue than last year as the revenue of last year was only Million 129 Baht, but this year the company's revenue was Million 150 Baht. On the other hand, this year net loss was also lower than last year as last year had occurred net loss Million 13 Baht, but this year the company had a better performance. Therefore, net loss appeared to be only million 4 Baht.
- Why was the part of investment in associate still loss?
Dr. Cathleen Maleenont, director of WAVE Entertainment Public Company Limited, declared that as she represents the company to be the committee and management team in associate company which is Thai solar Energy Company Limited (TSE), the core business of this company is generation of electricity from sun radiation. In year 2011, Wave had invested in TSE with ownership interest of 25% of its authorized capital

Currently, there is one power plant had already operated and sold electricity to Provincial Electricity Authority. Unfortunately, we had been affected from the severe flood during the last quarter of 2011, resulting in delay in system testing. Moreover, the technology that we used was new technology. There are several factors involved in order to achieve an effective performance. For the company this investment in associates considered to be early stage of investment. At present, TSE had 10 PV (Photovoltaic) power plants project. The first phase consists of 5 plants. The construction was completed and waited to carry power. And we will continue launching the rest of power plant within the year 2013, which results of the operation would whether stop loss and generate profit or not. We shall see, but for the duration of the investment will cause a loss in associates.

Chairman declared further that company would try to make positive financial results as the Company's finance results were negative for 3-4 years and expected that next year would be improved. And expected the company invested in energy business would have better returns in the future.

The Chairman of the meeting asked the meeting for any question. With no further inquiries, the Chairman proposed that the Meeting acknowledge the Company's performance and the Board of Directors' report for the year 2012.

Resolution The meeting has unanimously acknowledged the report on the Company's 2012 performance and the Board of Directors' report.

Agenda no.3 To consider and approve the Company's Balance Sheet and Statement of Income for the year ended 31st December 2012.

The Chairman of the meeting proposes the Meeting to consider and approve the Company's Balance Sheet or Statement of Financial Position and Statement of Income or Statement of Comprehensive Income ended 31st December 2012 as duly audited and certified by the external auditors, reviewed by the Audit Committee and approved by the Board of Directors and proposed to the shareholders' meeting to approve in legal term.

The details of the Company's Balance Sheet or Statement of Financial Position and Statement of Income or Statement of Comprehensive Income ended 31st December 2012 appeared in the company's annual report of 2012 on page 65-108, which were distributed to all shareholders for prior consideration.

The Chairman of the meeting asked the meeting for any question. With no inquiries, the Chairman proposed the Meeting to consider and approve the Company's Balance Sheet and Statement of Income ended 31st December 2012.

Resolution **The meeting has unanimously agreed and approved the Company's Balance Sheet or Statement of Financial Position and Statement of Income or Statement of Comprehensive Income for the year ended 31st December 2012 with votes as follow**

The votes of the Shareholders present at the meeting and with the right to vote as follows:		
• Approved	Representing of 19,716,161	votes, equivalent to 100%
• Disapproved	Representing of 0	votes , equivalent to 0%
• Abstained	Representing of 0	votes , equivalent to 0%

Agenda no.4 To consider and approve the omission of the dividend payment for the year 2012.

The Chairman of the meeting proposed the Annual General Meeting of Shareholders to consider and approve the omission of the dividend payment for the year 2012 due to the Company's operating results had improve but the retained earnings still reported loss.

The Chairman of the meeting asked the meeting for any question. With no further inquiries, the Chairman proposed that the omission of the dividend payment for the year 2012.

Resolution **The meeting has unanimously approved the omission of the dividend payment for the year 2012.**

The votes of the Shareholders present at the meeting and with the right to vote as follows:		
• Approved	Representing of 19,716,161	votes, equivalent to 100%
• Disapproved	Representing of 0	votes , equivalent to 0%
• Abstained	Representing of 0	votes , equivalent to 0%

Agenda no.5 To approve the Election of Directors in place of those who Retired by Rotation.

The Chairman of the meeting on behalf of chairman of Nomination and Remuneration Committee declared such issue. He declared that in compliance with legal, Board of Directors comprised of 10 persons and one-third or close to of the directors must retire from the office by rotation at the Annual General Meeting of Shareholders. The 3 directors, of those who Retired by Rotation, comprising Dr. Cathleen Maleenont, Mr. Somsak Phayapdacharchai and Mr. Matthew Kichodhan

The Chairman propose the Annual General Meeting of Shareholders to appoint replacement of the 3 directors, who have retired by rotation, to be directors again for another term, according to the Board of Directors' resolution, excluding such retiring directors unattended the meeting, as well as the Nomination and Remuneration Committee.

The Chairman of the meeting asked the meeting for any proposing a qualified nominee to be appointed as a director of the Company.

There was not any Shareholder proposing a qualified nominee to be appointed as a director of the Company.

Resolution The meeting has unanimously resolved to appoint 3 retiring directors by rotation, Dr. Cathleen Maleenont, Mr. Somsak Phayapdacharchai and Mr. Matthew Kichodhan with votes as follow:

The votes of the Shareholders present at the meeting and with the right to vote as follows:			
Name	Approved (%)	Disapproved (%)	Abstained (%)
Dr. Cathleen Maleenont	15,572,603 votes, equivalent to 78.98%	- (0%)	4,143,558 votes (21.02%)
Mr. Somsak Phayapdacharchai	19,716,161 votes, equivalent to 100%	- (0%)	- (0%)
Mr. Matthew Kichodhan	19,716,161 votes, equivalent to 100%	- (0%)	- (0%)

Agenda no.6 To fix the remuneration and meeting fees for directors, the Audit Committee and sub committees for the year 2013.

The Chairman of the meeting on behalf of chairman of Nomination and Remuneration Committee declared such issue. He declared that the remuneration and meeting fees for directors, the Audit Committee and sub committees for the year 2012 was the approved limit amount of Baht 3,900,000 while the actual amount of Baht 3,558,450.

The Chairman of the meeting propose the Annual General Meeting of Shareholders to consider for approval of the remuneration and meeting fee for Directors, the Audit Committee and Sub Committees for the year 2013, with a limit amount of Baht 3,900,000.- (three million and nine hundred thousand baht), according to the Board of Directors and Nomination and Remuneration Committee' s resolution.

The Chairman of the meeting asked the meeting for any question. With no further inquiries, the Chairman proposed that remuneration and meeting fees for directors, the Audit Committee and sub committees for the year 2013.

Resolution The meeting has unanimously approved the remuneration and meeting fees for directors, the Audit Committee and sub committees for the year 2013 with a limit amount of THB 3,900,000 with votes as follow:

The votes of the Shareholders present at the meeting and with the right to vote as follows:			
• Approved	Representing of 19,716,161	votes, equivalent to 100%	
• Disapproved	Representing of 0	votes, equivalent to 0%	
• Abstained	Representing of 0	votes, equivalent to 0%	

Agenda no.7 To consider and approve the appointment of auditor and audit fee for the year 2013.

The Chairman of the meeting requested Mrs. Tipawan Wuttisarn, Chairman of the Audit Committee, to declare such issue.

Mrs. Tipawan Wuttisarn proposed the Annual General Meeting of Shareholders to consider and approve the appointment of auditors and auditors' fee for the year 2013, which have already been approved by the Audit Committee, considered from Securities and Exchange Commission's auditor firm list. That auditor is PricewaterhouseCoopers ABAS Ltd. ("PwC"), the former auditor of the Company, with good performance, being independent, no other relation with the Company, having knowledge and experience of auditing in listed companies and having qualification specified by Securities and Exchange Commission. Details as followings:-

1. Mr. Kajornkiet Arroonpirodkul Certified Public Accountant (Thailand) No. 3445,
2. Mrs. Nattaporn Phan-Udom Certified Public Accountant (Thailand) No. 3430
3. Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095

Such persons are independent and no having any interest with the Company and its subsidiaries, the managerial persons of the company, majority shareholders or related persons of the said persons.

The one of such persons is fixed to be the Company's auditor and in case of any change, PwC is requested to nominate other its auditor instead.

And also fix auditors' fee, by comparing in aspect of quantity of work and audit fee rate with other listed companies among same level, for the Company's auditing fee for the year 2013 is Baht 440,000 per year. According to its 4 subsidiaries, auditing fee amounted to Baht 390,000., totalling auditing fee amounted to Baht 830,000.

The Chairman of the meeting asked the meeting for any question. With no inquiries, the Chairman propose the Annual General Meeting of Shareholders to consider for approval the appointment of an auditor for the year 2013 and fix the audit fee as mentioned above.

Resolution The meeting has unanimously approved the appointment of Mr. Kajornkiet Arroonpirodkul, CPA registration license No. 3445 and / or Mrs. Nattaporn Phan-Udom, CPA registration license No. 3430 and/or Mr. Pisit Thangtanagul, CPA registration license No. 4095, from PricewaterhouseCoopers ABAS Ltd., as the Company and its subsidiaries' auditors for the year 2013 with the Company's auditing fee of Baht 440,000 and its 4 subsidiaries's auditing fee of Baht 390,000., totalling auditing fee amounted to Baht 830,000

The one of such persons is fixed to be the Company's auditor and in case of non – performing, PwC is requested to nominate other its auditor instead with votes as follow

The votes of the Shareholders present at the meeting and with the right to vote as follows:		
• Approved	Representing of 19,735,361	votes, equivalent to 100%
• Disapproved	Representing of 0	votes , equivalent to 0%
• Abstained	Representing of 0	votes , equivalent to 0%

Agenda no.8 Other (if any)

After completing all the agenda items proposed by the Board, The Chairman of the meeting asked the meeting for any question.

There were inquires by Shareholders which could be summarized as follows:

Mr. Narong Phannoraj, a shareholder, asked the meeting as the following questions:-

- Would the company invest in the shares of TSE up to 35 percent as approved by shareholders last meeting?
Dr. Cathleen Maleenont declared that as director of WAVE Entertainment Public Company Limited would like to inform that the result of the 1/2011 annual general meeting of shareholders held on 8th July 2011, the meeting approved the Company's investment in TSE not exceeded than 35 percent. And the result was that the company had been allocated the shares of TSE at 25 percent.
- Are there any possible that TSE will enter the stock exchange of Thailand?
Dr. Cathleen Maleenont declared that this meeting was the annual general meeting of shareholders of Wave Entertainment Co., Ltd which couldn't declare that TSE would whether enter the stock exchange of Thailand or not.

A shareholder, asked the meeting as the following questions:-

- According to the shares of the Company, to invest in TSE as proportion of 35 percent. Currently, the company already invested in TSE as proportion of 25 percent and still remaining 10 percent. Will the Company invest more up to 35 percent?
Dr. Cathleen Maleenont declared that the result of the annual general meeting of shareholders, the meeting approved the Company's investment in TSE not exceeded than 35 percent. And the board of directors of TSE approved the company invested in proportion to 25 percent. In the future, depending on TSE's business plan, there are any additional projects aside from the 85-megawatt projects that being conducted now. It depends on the discretion of the Board of directors of TSE to increase the capital or not.

Chairman stated further that if TSE has any further business plan, it depends on TSE that will allocate the share to the Company. In this matter shall be negotiated between the Company and TSE.

- According to the power plant, what is the full capacity of the 10 power plants? And after the operation at full capacity, what is the expected revenue that the company is recognized as proportion of 25%?
Dr. Cathleen Maleenont declared that company invested in TSE which had been operated the solar power plant in thermal system for one and half year, and the PV power plant project that divided into two phases. The first phase consists 5 power plants of 8-megawatt, total 40-megawatt, and another phase of 40-megawatt is expected to operate in the third quarter, a total of 85-megawatt. Considering from the forecast, the rate of return (IRR) of approximately 20% as dividends back to the company is considered to be satisfied.

As there were neither inquiries nor suggestions from the Shareholders, the Chairman thanked the Shareholders for attending the Meeting and expressing their opinions on various matters and declared the Meeting adjourned.

The meeting adjourned at 16.50 p.m.

Signed-signature-..... Chairman of the meeting
(Mr. Pracha Maleenont)

Signed-signature-..... The secretary of the meeting
(Mrs. Suntaree Arayasomboon)

Annual Report 2013

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.

The information of the Company and its subsidiaries' audit fee – backward for 3 year, 2011 compared with 2012 - 2014, are as follows:

Unit : Baht

Year	Total audit fee for the Company and its subsidiaries	Total non – audit fee
2011	720,000	none
2012	780,000	none
2013	830,000	1,500,000
2014	830,000	n/a

Unit : Baht

Year	Quarterly review fee / 1 quarter	Quarterly review fee / 3 quarters	Yearly audit fee	Total audit fee for the Company and its subsidiaries	Total audit fee for the Company only
2011	120,000	360,000	360,000*	720,000	335,000
2012	155,000	365,000	315,000*	780,000	390,000
2013	162,000	486,000	344,000*	830,000	440,000
2014	157,000	471,000	359,000*	830,000	440,000

* including the Company and 4 subsidiaries in year 2011-2014

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

Mrs. Tipawan Wuttisarn

Age 66 Thai nationality

Address 180/32 Soi Petchkasem 16, Petchkasem Road, Wat Tha Phra Sub District, Bangkok Yai District, Bangkok



Education / Professional / Training

- Bachelor of Commerce and Accountancy, Chulalongkorn University
- Master of Commerce and Accountancy, Chulalongkorn University
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 6 (Year 2002) ,King Prajadhipok's Institute
- Director Certification Program: DCP (29/2003), by Thai Institute of Directors (IOD)
- Role of the Compensation Committee : RCC (2/2007), by Thai Institute of Directors (IOD)
- DCP REFRESHER PROGRAM (3/2006), by Thai Institute of Directors (IOD)

Present position

- Independent Director Chairman of the Audit Committee Member of Risk Management Committee

Experience

Position in WAVE

- June 2011– Present : WAVE Entertainment Plc. - Independent Director, Chairman of the Audit Committee ,Member of Risk Management Committee

Position in other listed companies in present : none

Position in other non-listed companies in present : none

Having any special interest in the agenda of this annual general meeting of shareholders 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. 1 office term

The Board of Directors , Audit Committee and Risk management' Meeting's attendant for 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	11/12
no. of attendant of Audit Committee' Meeting /no. of total meeting	6/6 ¹	5/5	6/6
no. of attendant of Risk Management Committee' Meeting /no. of total meeting	-	-	1/1

¹Appointed, Effective from June 6, 2011

The details of related documents of shareholder to attend the Annual General Meeting of Shareholders

According to the policy of the board of directors of the Stock Exchange of Thailand Re: Best Practice Guideline for Shareholder Meeting dated 19 February 2002, its objective is using for the listed company's guideline to enrich the confidence of shareholders, investors and all parties concerned and made the Shareholder Meeting fulfill with transparency, righteous and beneficial for shareholder. Therefore, the examination of related documents of shareholder or proxy holder should be performed and use as guideline. The company reserves the right to omit the submission of such related documents of each shareholder because some shareholders are not used to familiar with the Best Practice Guideline for Shareholder Meeting.

The shareholders or their proxy holders are required to present the following documents prior to attending the Annual General Meeting of the Shareholders No. 21/2014 (as the case may be):

1. In the case where the shareholder is an individual:

1.1 Individual shareholder – Thai national

- (a) In the case where the shareholder attending the meeting in person, please present a valid document showing photograph of the shareholder, which had been issued by the government agencies such as identification card, driving license, or passport.
- (b) In the case where the shareholder attending the meeting by proxy, please present the following:
 - A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxy holder;
 - A certified correct copy of the shareholder's document issued by the government agencies with details according to item 1.1 above; and
 - The proxy holder's document issued by the government agencies with details according to item 1.1 above

1.2 Individual shareholder – non -Thai national

- (a) In the case where the shareholder attending the meeting in person, please present passport.
- (b) In the case where the shareholder attending the meeting by proxy, please present the following:
 - A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxy holder;
 - A certified correct copy of the shareholder's document issued by the government agencies with details according to item 1.1 above; and
 - The proxy holder's document issued by the government agencies with details according to item 1.1 above.

2. In the case where the shareholder is a juristic person:

2.1 Juristic person – Thai national

Please present the following:

- (a) A Company Affidavit issued by Department of Business Development, Commercial Ministry within 30 days or certified correct copy of Company Affidavit of the shareholder showing that its authorized representative(s) is/are authorized to act on behalf of the shareholder.
- (b) Document of the said authorized representative(s) and the proxy holder issued by the government agencies with details according to item 1.1 above; and
- (c) A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxy holder.

2.2 Juristic person – non – Thai national

Please present the following:

- (a) A Company Affidavit showing that its authorized representative(s) is/are authorized to act on behalf of the shareholder.
- (b) Document of the said authorized representative(s) and the proxy holder issued by the government agencies with details according to item 1.1 above; and
- (c) A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxy holder.

In the event that the shareholder is a non-Thai shareholder or a juristic person incorporated under the foreign laws:

Items 1 and 2 shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder who is a juristic person incorporated under foreign laws as the case may be, however, subject to the following:

- (a) For the Company Affidavit, it may be document issued by either the government agencies in the country where such juristic person is incorporated or by its company officer, provided that it must contain details with respect to the

corporate name, the name of its authorized person(s), and signing condition(s) of the authorized persons, and location of principal office.

(b) English translation which has been certified by its authorized person(s) is required to be presented, in case its original document is not in English language.

The shareholder or the proxy holder could register or submit the related documents for the exam during 12.30-2.00 p.m. on 25 April 2014.

STAMP BAHT 20

AFFIX**PROXY FORM A (SIMPLE FORM)**

According to Regulation of Department of Business Development

Re : Form of Proxy (No.5) B.E. 2550

Written at

Date Month Year 2014

(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~~ **Tipawan Wuttisarn**... age ...66..... years with address at No. 180/32 ... Soi Petchkasem
 16....Road ... Petchkasem... ~~Tambol~~ / Kwaeng Wat Tha Phra..... ~~Amphur~~ / Khet Bangkok Yai..... Province
 ...Bangkok..... Postal Code, who having no special interest in agenda of the meeting,

as only one of my / our proxy to attend and vote on my / our behalf at the **Annual General Meeting of Shareholders No. 21/2014**
be held on April 25, 2014 at 2:00 p.m., venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199
Rama 4 Rd., Klongton , Klongtoey , Bangkok, or at any adjournment thereof.

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.

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

AFFIX**PROXY FORM B (SPECIFIC DETAILS FORM)**

According to Regulation of Department of Business Development

Re : Form of Proxy (No.5) B.E. 2550

Written at

Date Month Year 2014

(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~~ **Tipawan Wuttisarn**... age ...66..... years with address at No. 180/32 ... Soi Petchkasem
 16.....Road Petchkasem... ~~Tambol~~ / Kwaeng Wat Tha Phra..... ~~Amphur~~ / Khet Bangkok Yai..... Province
 ...Bangkok..... Postal Code

, who having no special interest in the agenda of the meeting,

as only one of my / our proxy to attend and vote on my / our behalf at the **Annual General Meeting of Shareholders No. 21/2014**
be held on April 25, 2014 at 2:00 p.m., venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199
Rama 4 Rd., Klongton, Klongtoey, Bangkok, or at any adjournment thereof.

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

Agenda No. 1 To certify the Minutes of the Annual General Meeting of Shareholders No. 20/2013.

- (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. 2 To consider and acknowledge the Report on the Company's performance and the Annual Report for the year 2013.

- (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 and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year 2013.

- (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 dividend for the year 2013.

- (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 election of directors in replacement of those who retired 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:
- To elect directors as a whole
 Approve Disapprove Abstain
- To elect each director individually
1. Ms. Tracy Ann Maleenont
 Approve Disapprove Abstain
2. Ms. Piyawadee Maleenont
 Approve Disapprove Abstain
3. M.L. Nalinee Hastintra
 Approve Disapprove Abstain
4. Ms. Manida Zimmerman
 Approve Disapprove Abstain

Agenda No. 6 To consider and approve the remuneration for the board of directors and sub committees for the year 2014.

- (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 auditor and audit fee for the year 2014.

- (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 acquisition of shares in Efficient English Services Limited

- (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.

Signed Shareholder
(.....)

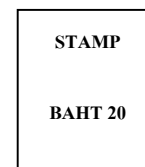
Signed Proxy
(.....)

Signed Proxy
(.....)

Signed Proxy
(.....)

- Remarks**
1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and vote and shall not allocate the number of shares to several proxies to vote separately.
 2. The Agenda relating to election of directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
 3. 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.

**PROXY FORM C (FOR FOREIGN SHAREHOLDER
APPOINTING CUSTODIAN IN THAILAND)**
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550



Written at _____

Date ____ Month _____ Year 2014

(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 Tipawan Wuttisarn... age ...66..... years with address at No. 180/32 ... Soi Petchkasem 16.....Road
.... Petchkasem... Tambol / Kwaeng Wat Tha Phra..... Amphur / Khet Bangkok Yai..... Province ...Bangkok.....
Postal Code, who having no special interest in the agenda of the meeting,

as only one of my / our proxy to attend and vote on my / our behalf at 2014 Annual General Meeting of Shareholders (The 21th Meeting) to be held on April 25, 2014, 2.00 pm at Floor 8, Maleenont Tower (M2 Bldg.) No. 3199 Rama 4 Rd., Klongton , Klongtoey , Bangkok or at any adjournment thereof.

(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 certify the Minutes of the Annual General Meeting of Shareholders No. 20/2013.

(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. 2 To consider and acknowledge the Report on the Company's performance and the Annual Report for the year 2013

(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 and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the year 2013.

(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 dividend for the year 2013.

(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 election of directors in replacement of those who retired 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:

To elect directors as a whole

Approve _____ votes Disapprove _____ votes Abstain _____ votes

To elect each director individually

1. Ms. Tracy Ann Maleenont

Approve _____ votes Disapprove _____ votes Abstain _____ votes

2. Ms. Piyawadee Maleenont

Approve _____ votes Disapprove _____ votes Abstain _____ votes

3. M.L. Nalinee Hastintra

Approve _____ votes Disapprove _____ votes Abstain _____ votes

4. Ms. Manida Zimmerman

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 6 To consider and approve the remuneration for the board of directors and sub committees for the year 2014.

(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 auditor and audit fee for the year 2014.

(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 acquisition of shares in Efficient English Services Limited.

(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.

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.

Supplemental Proxy Form

Proxy on behalf of the shareholder of WAVE Entertainment Public Company Limited

at the Annual General Meeting of Shareholders No. 21/2014 be held on April 25, 2014 at 2:00 p.m., venue at Maleenont Tower (M2 Bldg.), 8th floor no.3199, Rama IV Road, Kwaeng Klongton, Khet Klongteo, Bangkok, or at any adjournment thereof.

[] AgendaSubject.....

[] (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 [] Abstainvotes

[] AgendaSubject.....

[] (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 [] Abstainvotes

[] AgendaSubject.....

[] (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 [] Abstainvotes

[] AgendaSubject Election of Directors (continued)

Name of Director

[] Approve.....votes [] Disapprove.....votes [] Abstainvotes

Name of Director

[] Approve.....votes [] Disapprove.....votes [] Abstainvotes

Name of Director

[] Approve.....votes [] Disapprove.....votes [] Abstainvotes

Name of Director

[] Approve.....votes [] Disapprove.....votes [] Abstainvotes

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 a shareholder meeting which is an annual general meeting of shareholders within 4 (four) months of the last day of the fiscal year of the company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than 1/5 (one-fifth) of the total number of shares sold, or shareholders numbering not less than 25 (twenty-five) persons holding shares amounting to not less than 1/10 (one-tenth) of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholder meeting to be held within 1 (one) month of the date of receipt of such request from the said shareholders.

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.
 - (a) The transferring of rights, the transferring/ acquisition / disposition of assets or the whole business or significant part to others.
 - (b) The issuing of preferred stocks, bond, warrant or other type of securities or the amendment of rights of such securities.
 - (c) The liquidation.
 - (d) The acquire or merger of an investment in another company.
 - (e) 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
 - (f) 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 call a Board of Directors' meeting at least 3 (three) months / time.

The directors shall be paid a remuneration in accordance with suitable acts such as salary, meeting fee, welfare and bonus.

Annual Report Requisition Form

Dear : Share holders

WAVE Entertainment Public Co.,Ltd. would like to inform you that if you want to receive the printed copy of annual report 2013, Please fill in the below details and send to company via fax number 02-665-6750 . or return it to the Company at 3199 Maleenont Tower Rama 4 Rd., Klongton , Klongtoey , Bangkok 10110

Name

Address

.....

Name of Contact Person

Telephone

Tele Fax

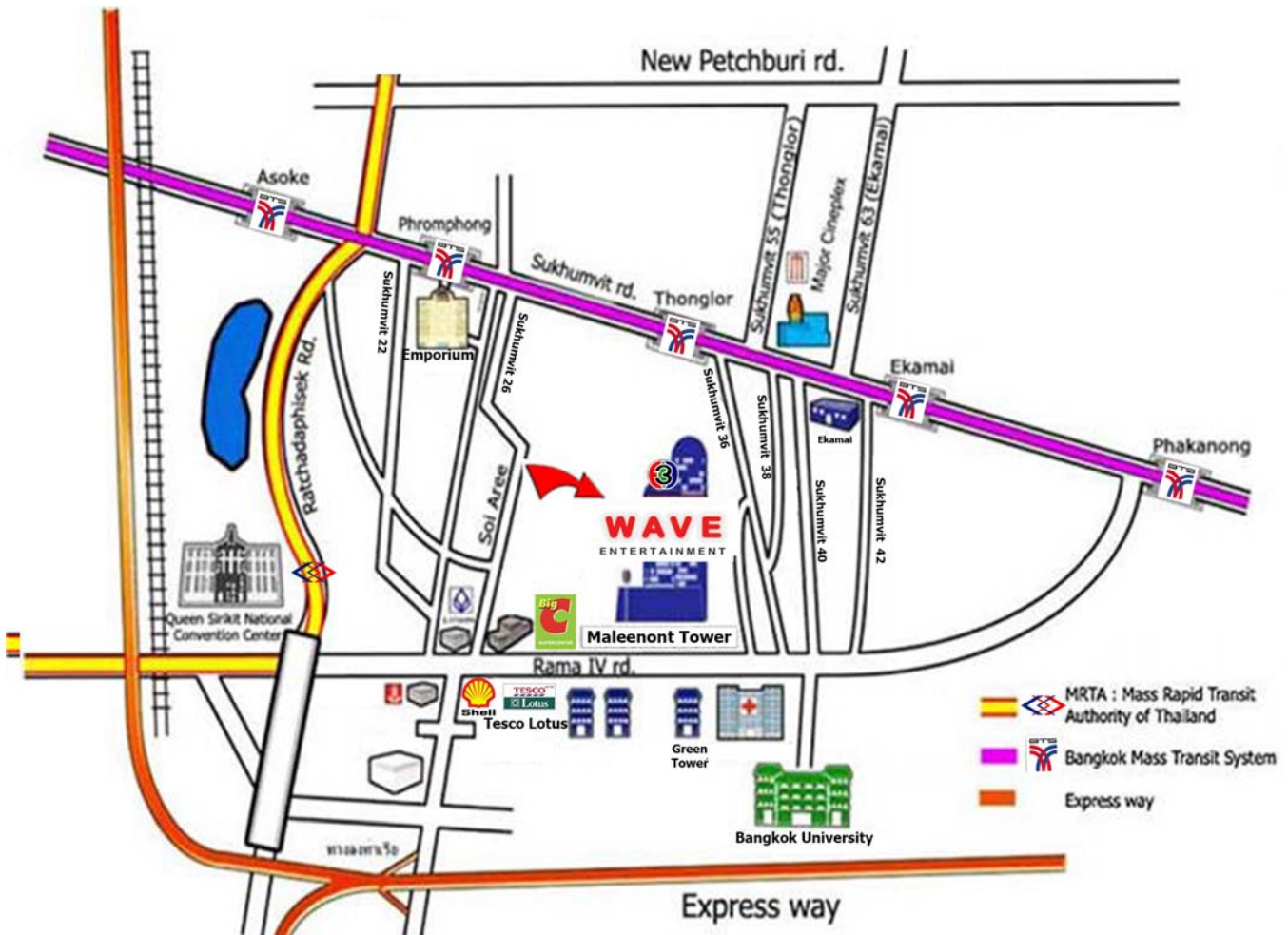
E-mail Address

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

2013 Annual Report (Thai version)

2013 Annual Report (English version)

Location Map



**The Annual General Meeting of Shareholders No. 21/2014
 WAVE Entertainment Public Company Limited
 On April 25, 2014 At 2.00 p.m.**

**Venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199
 Rama 4 Rd., Klongton , Klongtoey , Bangkok**

BTS	Phrom Phong station
MRTA	Stock Exchange of Thailand / Queen Sirikit National Convention Center station
Bus no.	no. 115, 519, 116