



PROXY FORM A

Written at

Date Month Year 2015

(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 shareshare(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 ProvincePostal 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 ...67..... 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 ..10600..... , 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 for the year 2015 (No. 22/2015) be held on April 30, 2015 at 2:00 p.m., venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199 Rama 4 Rd., Klongton , Klongtoey , Bangkok 10110 , 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

PROXY FORM B

Written at

Date Month Year 2015

(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 shareshare(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 ...67..... 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 ..10600.....

, 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 for the year 2015 (No. 22/2015) be held on April 30, 2015 at 2:00 p.m., venue at Maleenont Tower (M2 Bldg.) Floor 8 No. 3199 Rama 4 Rd., Klongton , Klongtoey , Bangkok, 10110 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 consider and certify the minutes of the Annual General Meeting for the year 2014 (No. 21/2014) held on 25 April 2015

(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 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. 3 To consider and approve the Company's financial statement for the year ending 31 December 2014 and acknowledge the operating result of 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. 4 To consider and approve the non-payment of dividend 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.5 To consider and approve the appointment of new directors in replacement of those that resigned or 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. Mr. Chaipranin Visudhipol
 Approve Disapprove Abstain
2. Mr. Philipp Oliver Piaz
 Approve Disapprove Abstain
3. Mr. Tee Seeumpornroj
 Approve Disapprove Abstain
4. Mr. Prasert Patradhilok
 Approve Disapprove Abstain

Agenda No. 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2015

- (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 the determination of remuneration of auditor for the year 2015

- (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 change of authorized directors to bind the Company and the amendment of Company's Articles of Association to be in line with such change of authorized directors

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

Agenda No. 9 To consider and approve the transfer of reserve funds under Section 116 and Section 51 of Public Company Limited Act B.E. 2535 (as amended) to compensate for the accumulated loss

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

Agenda No. 10 To consider and approve the change of Company share's par value from 10 Baht per share to 1 Baht per share and the amendment to Clause 4 of the Memorandum of Associations to be in line with the change of the Company's share par value

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

Agenda No. 11 To consider and approve the capital increase up to Baht 97,200,000, from Baht 324,000,000 to Baht 421,200,000, by issuing 97,200,000 newly issued ordinary shares with a par value of Baht 1 per share to reserve for the general mandate and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase under the general mandate

- (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. 12 To consider and approve the allocation of newly issued shares up to 97,200,000 shares with a par value of Baht 1 per share under the general mandate

- (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 supplement of Proxy Form as enclosed.

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

STAMP
BAHT 20

Written at _____

Date ____ Month _____ Year 2015

(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 ...67..... 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 ...10600....., 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 for the year 2015 (No. 22/2015) be held on April 30, 2015, 2.00 pm at Floor 8, Maleenont Tower (M2 Bldg.) No. 3199 Rama 4 Rd., Klongton, Klongtoey , Bangkok, 10110 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 consider and certify the minutes of the Annual General Meeting for the year 2014 (No. 21/2014) held on 25 April 2015

(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 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. 3 To consider and approve the Company's financial statement for the year ending 31 December 2014 and acknowledge the operating result of 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. 4 To consider and approve the non-payment of dividend 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.5 To consider and approve the appointment of new directors in replacement of those that resigned or 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. Mr. Chaipranin Visudhipol

Approve _____ votes Disapprove _____ votes Abstain _____ votes

2. Mr. Philipp Oliver Piaz

Approve _____ votes Disapprove _____ votes Abstain _____ votes

3. Mr. Tee Seeumpornroj

Approve _____ votes Disapprove _____ votes Abstain _____ votes

4. Mr. Prasert Patradhilok

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 6 To consider and approve the determination of remuneration of the Board of Directors and sub-committee for the year 2015

(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 the determination of remuneration of auditor for the year 2015

(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 change of authorized directors to bind the Company and the amendment of Company's Articles of Association to be in line with such change of authorized directors

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

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

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 9 To consider and approve the transfer of reserve funds under Section 116 and Section 51 of Public Company Limited Act B.E. 2535 (as amended) to compensate for the accumulated loss

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

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

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 10 To consider and approve the change of Company share's par value from 10 Baht per share to 1 Baht per share and the amendment to Clause 4 of the Memorandum of Associations to be in line with the change of the Company's share par value

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

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

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda No. 11 To consider and approve the capital increase up to Baht 97,200,000, from Baht 324,000,000 to Baht 421,200,000, by issuing 97,200,000 newly issued ordinary shares with a par value of Baht 1 per share to reserve for the general mandate and the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital increase under the general mandate

(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

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- (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.