



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

Written at _____

Date ____ Month _____ Year 2017

(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 Prasert Patrathilok... age ...59..... years with address at No. 77/220 Moo 6...Tambol / KwaengBanmai..... Amphur / KhetPakkret..... Province ...Nonthaburi..... Postal Code ...11120....., 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 2017 (No. 24/2017) be held on April 18, 2017, 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 2016 (No. 23/2016) held on 29 April 2016

(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 for the year 2016 and the annual report for year 2016

(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 2016 and acknowledge the operating result of the year 2016

(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 omission of dividend for the year 2016

(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 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 determination of remuneration of the Board of Directors and sub-committee for the year 2017

(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 2017

(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 issuance and allocation of Warrants representing the right to purchase the newly issued ordinary shares of Wave Entertainment Public Company Limited No. 1, to the existing shareholders proportionate to their respective shareholdings (Right Offering)

(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 capital increase and the amendment to Clause 4 of the Company's Memorandum of Association

(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 allocation of newly issued shares in order to accommodate the exercise of WAVE-W1

(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 Other businesses (if any)

(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 Alonge of Proxy Form as enclosed.