



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

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year 2018

(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 Patradhikok... age ...60..... years with address at No. 77/220 Moo 6... Tambol / Kwaeng ..... Banmai..... Amphur / Khet ..... Pakkret..... 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 Extraordinary General Meeting of Shareholders No. 1/2018 be held on March 22, 2018 at 2:00 p.m., venue at Ballroom 2, 5th floor, S31 Sukhumvit Hotel, 545 Sukhumvit 31, Klongtoey-Nua, Wattana, 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 2017 (No. 24/2017) held on 18 April 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. 2 To consider and approve the capital increase in the amount of not exceeding Baht 46,750,000 from Baht 463,320,000 to Baht 510,070,000 by issuing newly issued ordinary shares of not exceeding 46,750,000 shares at the par value of Baht 1 per share to specific investor (Private Placement) and the amendment of Clause 4. of the Company's Memorandum of Association to be in line with such capital increase

- (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 allotment of newly issued ordinary shares in the number of not exceeding 46,750,000 shares at the par value of Baht 1 per share to specific investor (Private Placement)

- (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 Other businesses (if any)

(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.