

Invitation Letter for the 2022 Annual General  
Meeting of Shareholders

25 April 2022



Wow Factor Public Company Limited



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18 March 2022

**Subject:** Invitation to the 2022 Annual General Meeting of Shareholders

**To:** Shareholders  
Wow Factor Public Company Limited

**Enclosure**

1. Annual Registration Statement/Annual Report for the Year 2021 (Form 56-1 One Report) (QR Code)
2. Profile of Directors Nominated for the Election of Director in Replacement of those to be Retired by Rotation and Profile of Nominated Candidate for the Election of Director in Replacement of those Resigned from the position
3. Profiles of the proposed Auditors for the Year 2022
4. Capital Increase Report Form (F53-4)
5. Profile of Candidates Proposed to be Elected as additional Director
6. The Company's Articles of Association Relevant to the Shareholder's Meeting
7. Guidelines for attending the Shareholders' Meeting through Electronic Media (e-AGM) and the Appointment of Proxies
8. Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM) of Wow Factor Public Company Limited
9. Proxy Form A, Form B and Form C
10. Profile of the Independent Directors to be Appointed as Proxy of Shareholders and the Definition of Independent Director
11. Privacy Notice for the Shareholder's Meeting

Due to the spread of Coronavirus disease (COVID-19), the company has a deep concern about the health and safety of the shareholders and all parties participating in organizing the meeting. To prevent the spread of Coronavirus disease (COVID-19), the Board of Directors hereby informs that the Board of Directors' meeting of Wow Factor Public Company Limited (the "Company") No. 2/2022 held on 25 February 2022 resolved to convene the 2022 Annual General Meeting of Shareholders of the Company (or the "Shareholders' Meeting") which will be held on **Monday 25 April 2022 at 10.00 a.m.** in the form of electronic meeting (e-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda items:

Agenda 1 To acknowledge the report on the annual operational results for the fiscal year ended 31 December 2021

Objectives and Reason

The Company had summarized the past operational results together with the significant changes that had occurred during the year 2021 in the report on the annual operational results for the year 2021, for the fiscal year ended 31 December 2021, as detailed in the Annual Registration Statement/Annual Report for the Year 2021 (Form 56-1 One Report) (Enclosure 1).

Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to acknowledge the report on the operational results for the year 2021 and the Annual Registration Statement/Annual Report for the Year 2021 (Form 56-1 One Report).

Resolution

This agenda is for acknowledgment and voting is not required.

Agenda 2 To consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021

Objectives and Reason

To comply with Section 112 of the Public Limited Company Act B.E. 2535 (1992) (as amended) (the "PLC Act") and Article 36 of the Articles of Association of the Company which require the Board of Directors to prepare the statement of financial position and the statement of comprehensive income of the Company as of the last day of the fiscal year of the Company in order to propose to the shareholders' meeting to consider and approve in the Annual General Meeting of Shareholders.

The Company has prepared the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021 which have been audited by the certify public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting, as detailed in the financial statements and the consolidated financial statements of the Company for the fiscal year ended 31 December 2021 in the Annual Registration Statement/Annual Report for the Year 2021 (Form 56-1 One Report) (Enclosure 1).

### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021 which have been audited by the certify public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting of the Company.

### Resolution

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes.

**Agenda 3** To consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the fiscal year ended 31 December 2021

### Objectives and Reason

To comply with Section 115 and Section 116 of the PLC Act and Article 38 and Article 39 of the Articles of Association of the Company which require the Company to pay the dividend from the profit of the Company and allocate not less than 5 percent of its annual net profit after the deficit brought forward (if any) to a reserve fund until this reserve fund attains an amount not less than 10 percent of the registered capital, and the Board of Directors is required to consider the appropriateness of the dividend payment from the operational results. The shareholders' meeting shall be proposed for consideration and approval.

The Company has a policy to pay the dividend not less than 50 percent of the net profit after corporate income tax, excluding unrealized foreign exchange gains and losses, subject to investment plan and other relevant factors. The Board of Directors may from time to time consider reviewing or amend the dividend payment policy in order to comply with the future business growth plan of the Company, requirement of the investment and other factors as deemed appropriate. Such dividend payment shall not exceed an accumulated profit appeared in the financial statements of the Company.

### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the omission of profit for legal reserve and

omission of the dividend payment for the operational results for the year 2021 since the Company has a net loss and accumulated loss.

**Resolution**

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes.

**Agenda 4 To consider and approve the Election of directors in replacement of the directors who retire by rotation**

**Objectives and Reason**

To comply with Section 71 of the PLC Act and Article 18 of the Articles of Association of the Company which require one-third (1/3) of the total number of directors to retire in every annual general meeting of shareholders, and the directors who retire by rotation may be re-elected. In the 2022 Annual General Meeting of Shareholders, there are directors who retire by rotation as follows:

Name of Directors who shall Retire by Rotation	Position	Number of meetings attended in the Year 2021			Term of Directorship
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	
Mr. Jenvit Jivakulchainan	Independent Director, Member of Audit Committee, Member of Nomination and Remuneration Committee	5/5	3/3	3/3	3 years
Mr. Ruengrit Mcintosh	Director	4/5	-	-	3 years
Ms. Vimol Hanpanishkitkam*	Director	-	-	-	4 months

Remark : Ms. Vimol Hanpanishkitkam was elected to be director in replacement of Mrs. Sangduan Ewbamrung who those elected by the 2020 Annual General Meeting and will be retired by rotation in the year 2022.

The Board of Directors, unanimously resolved to propose the following two directors who to retire by rotation to resume their directorship, for another term

- |                                |  |
|--------------------------------|--|
| (1) Mr. Jenvit Jivakulchainan  | Independent Director, Member of the Audit Committee, and Member of Nomination and Remuneration Committee |
| (2) Ms. Vimol Hanpanishkitkarn | Director   |

The Company has acknowledged the resignation of Mr. Ruengrit McIntosh from the positions of director of the Company, which the resignation shall be effective from 25 February 2022 onward, since Mr. Ruengrit McIntosh has a remaining term less than 2 months, it must be proposed to the shareholders' meeting to consider and approve the election of a new director. In this regard, the Nomination and Remuneration Committee Meeting No. 2/2022 held on 25 February 2022 resolved to propose to the Board of Directors to approve and propose to the 2022 Annual General Meeting of the Shareholders to consider and approve the election of a suitable person to be a director of the Company in replace of Mr. Ruengrit McIntosh by proposing **Ms. Saowanee Khaoubol**, who has knowledge and experience to propose to the shareholders' meeting to consider and approve the election of the Company's directors

In this regard, the Board of Directors has deliberately and carefully screened and considered and, then, viewed that three directors are knowledgeable, experienced and skillful, which will benefit the Company's operations and have full qualifications and do not have any prohibited characteristics under the Public Limited Company Act B.E. 2535 (1992) (including the amendments thereof) (the "PLC Act"), the Securities and Exchange Act, B.E. 2535 (1992) (including the amendments thereof) and other relevant regulations. In addition, a person taking independent director position is also qualified under the qualifications of independent director, pursuant to provisions of the Office of the Securities and Exchange Commission (the "SEC Office") and appropriate to take the director position in the Company including being able to independently provide opinions and in accordance with the relevant regulations.

In this regard, Profile of Directors Nominated for the Election of Director in Replacement of those to be Retired by Rotation and Profile of Nominated Candidate for the Election of Director in Replacement of those Resigned from the position is detailed in [Enclosure 2](#).

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration of appointment of directors for the 2022 Annual General Meeting of Shareholders in advance from 2 November 2021 to 14 January 2022, but there are no any shareholders additionally nominating any person as a director. Therefore, the Board of

Directors ask the Shareholders' Meeting to consider and approve the appointment of the three directors to resume their directorship for another term.

#### Opinion of the Board of Directors

The Board of Directors with the consideration and suggestion of the Nomination and Remuneration Committee, excluding the directors having the vested interest, has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the election of 2 directors who are due to retire by rotation to resume their directorship for another term and the election of 1 director to replace Mr. Ruengrit McIntosh who resigned as follows

- |                               |  |
|-------------------------------|--|
| 1. Mr. Jenvit Jivakulchainan  | Independent Director, Member of the Audit Committee, and Member of Nomination and Remuneration Committee |
| 2. Ms. Vimol Hanpanishkitkarn | Director   |
| 3. Ms. Saowanee Khaubol       | Independent Director   |

#### Resolution

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes. (In consideration of appointing directors to replace those who retire by rotation, the Company shall propose to the Shareholders' Meeting to consider and approve on an individual basis)

- Agenda 5 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2022

#### Objectives and Reason

To comply with Section 90 of the PLC Act which requires the remunerations for directors must be determined and approved by the annual general meeting of shareholders.

The Nomination and Remuneration Committee has deliberately considered the determination of the directors' and sub-committees' remuneration for the year 2022 according to the appropriateness and scope of duty and responsibility, amounting to the total number up to Baht 5,000,000. In this year, it is proposed that the executive directors will not receive the directors' and sub-committees' remuneration. Details of which are as follows:

Details	THB per meeting	
	(Proposed Year) 2022	2021
1. Remuneration of the Directors		
- Chairman of the Board of Directors	30,000	30,000
- Independent Directors	20,000	20,000
- Directors	20,000	20,000
- Executive Directors	-	-
2. Remuneration of the Audit Committees		
- Chairman of the Audit Committees	30,000	30,000
- Member of the Audit Committee	20,000	20,000
- Executive Directors	-	-
3. Remuneration of Other Sub-Committees		
- Chairman of the Sub-Committees	15,000	15,000
- Member of the Sub-Committees	10,000	10,000
- Executive Directors	-	-

Remark :

(1) Other remuneration and benefits will be suitably determined by the Company's performance

(2) Other monetary remuneration than meeting allowance (bonus) will be considered by the Board of Directors as it deems appropriate from the Company's operating results

In addition, the Board of Directors' meeting approved to propose to the Shareholders' Meeting to consider and authorize the Board of Directors of the Company to allocate such amount of remuneration to each director and sub-committee under the amount approved by the Shareholders' Meeting.

#### Opinion of the Board of Directors

The Board of Directors, by the consideration and suggestion of the Nomination and Remuneration Committee according to role and responsibility of the Board of Directors and the Sub-committees, the Company's business performance as well as compared data with other companies in the



same industry and has deemed appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2022, amounting to the total number up to Baht 5,000,000 including the authorization of the Board of Directors to allocate such amount of remuneration to each director and sub-committee under the amount approved by the Shareholders' Meeting, as per details proposed above in all respects.

#### Resolution

The resolution in this agenda requires votes not less than two-thirds of the total votes of the shareholders who attend the meeting.

**Agenda 6**      **To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2022**

#### Objectives and Reason

To comply with Section 120 of the PLC Act which requires every annual general meeting of shareholders to appoint auditors and determine remuneration for the auditors of the Company.

The Audit Committee has considered to appoint the auditors from BDO Audit Company Limited which is an independent audit firm and skillful in auditing to be the auditors of the Company and its subsidiaries for the year 2022, and any of the following auditors is appointed to audit and provide opinions to the financial statements of the Company and its subsidiaries:

- |     |                           |  |
|-----|---------------------------|--|
| (1) | Mr. Teerasak Chuasrisakul | Certified Public Accountant No.6624 or |
| (2) | Mr. Narin Churamongkol    | Certified Public Accountant No.8593 or |
| (3) | Ms. Supachanya Thongpan   | Certified Public Accountant No. 10505  |

In this regard, the aforementioned auditors, one auditor is new and two former auditors have been the auditor of the Company for 2 years, thus there are no auditors performing their duty more than 7 years. Moreover, they do not have any relationship or any conflict of interest with the Company, its subsidiaries, the directors, the managements, or the major shareholders, or related persons of the said parties in any respect, therefore, they are independent in auditing and providing opinions to the financial statements of the Company and its subsidiaries.

In addition, the Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the auditor's remuneration for the year 2022 in the

amount not exceeding THB 5,225,000. The comparison information of the auditor's remuneration between the year 2021 and 2022 are as follow:

The Auditor Fee	2022 (Proposed Year)	2021
Audit Fee	THB 5,225,000	THB 5,685,000
Non-Audit Fee	- None -	- None -

In this regard, Information in Relation to the Appointment of the Company's Auditors and Audit Fee for the Year 2022 is detailed in Enclosure 3.

**Opinion of the Board of Directors**

The Board of Directors, by the consideration and suggestion of the Audit Committee, has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of BDO Audit Company Limited to be the auditor of the Company and its subsidiaries for the year 2022, and any of the following auditors is appointed to audit and provide opinions to the financial statements of the Company and its subsidiaries and to consider and approve the determination of the auditor's remuneration for the year 2022 in the amount not exceeding THB 5,225,000, excluded the non-audit fee, as per details proposed above in all respects.

- |                               |  |
|-------------------------------|--|
| (1) Mr. Teerasak Chuasrisakul | Certified Public Accountant No.6624 or |
| (2) Mr. Narin Churamongkol    | Certified Public Accountant No.8593 or |
| (3) Ms. Supachanya Thongpan   | Certified Public Accountant No. 10505  |

**Resolution**

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes.

*The consideration of Agenda 7 to Agenda 11 are conditional. If any agenda item is not approved, it is deemed that other approved agenda items are cancelled and there will be no further consideration in any other agenda items. As such, it shall be deemed that the other considered agenda items have not been approved by the 2022 Annual General Meeting of Shareholders.*

Agenda 7 To consider and approve the decrease of the Company's registered capital in the amount THB 5,060,983 of the current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by cancelling ordinary shares of the Company, which had not been sold in the number of 5,060,983 shares at the par value of THB 1 per share.

Objectives and Reason

To comply with section 136 of the PLC Act, which stipulates that a capital increase by issuing new shares shall be done only if the total number of shares were offered and fully paid. In the case where the issued shares were not fully offered, the remaining shares must be the shares issued to accommodate the convertible debentures or warrants representing the right to purchase shares.

Since the Company would like to increase the registered capital as per details to be proposed in Agenda 9, in order to comply with Section 136 of the PLC Act, the Company is required to decrease its registered capital of THB 5,060,983 from the current registered capital of THB 1,144,559,696 to the new registered capital of THB 1,139,498,713 by cancelling the ordinary shares of the Company which had not been sold in the number of 5,060,983 shares at the par value of Baht 1 per share. Details of which are as follows:

Current Registered Capital		1,144,559,696	THB
Paid up Capital		813,913,390	THB
Par Value of Baht 1 per share			
The ordinary shares allocate to accommodate the exercise rights under the warrant representing the right to purchase the newly issued ordinary shares of the Company No.5 (W-W5)	325,585,323	shares	
Proposed to decrease Registered Capital		5,060,983	THB
Cancelling the ordinary shares of the Company which had not been sold with par value Baht 1 per share	5,060,983	shares	
<u>The new registered capital</u>		1,139,498,713	THB

### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the decrease in the Company's registered capital of THB 5,060,983 of the current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by cancelling ordinary shares of the Company, which had not been sold in the number of 5,060,983 shares at the par value of THB 1 per share, as per details proposed above in all respects.

### Resolution

The resolution in this agenda requires the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

**Agenda 8** To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease of the Company's registered capital

### Objectives and Reason

In order to be in accordance with the said decrease in the Company's registered capital, the Company is required to amend Clause 4 of the Memorandum of Association of the Company, by applying the content as follows:

"Clause 4.	Registered Capital	1,139,498,713	Baht	(One Billion One Hundred Thirty-Nine Million Four Hundred Ninety-Eight Thousand Seven Hundred Thirteen Baht)
	Divided into	1,139,498,713	shares	(One Billion One Hundred Thirty-Nine Million Four Hundred Ninety-Eight Thousand Seven Hundred Thirteen shares)
	Par Value per share	1.00	Baht	(One Baht)

**Classified into**

Ordinary Shares	1,139,498,713	shares	(One Billion One Hundred Thirty-Nine Million Four Hundred Ninety-Eight Thousand Seven Hundred Thirteen shares)
Preferred Shares	- 0 -	shares	(-)"

In this regard, the Board of Directors' meeting resolved to proposed Shareholders' Meeting to approve the Board of Directors or the Authorized Directors or the person(s) entrusted by the Board of Directors or the Authorized Directors shall be authorized to proceed any necessary act related to the decrease in the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association, file the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce. Such activity would be conducted as deemed appropriate, and comply with the law, regulations and interpretations of relevant matters from the government agencies, including the instructions or orders of the registrar or officer.

**Opinion of the Board of Directors**

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease in the Company's registered capital, as per details proposed above in all respects.

In addition, to propose the Shareholders' Meeting to consider and approve the Board of Directors or the Authorized Directors or the person(s) entrusted by the Board of Directors and/or the Authorized Directors shall be authorized to proceed any necessary act related to the decrease in the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association, file the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce. Such activity would be conducted as deemed appropriate, and comply with the law, regulations and interpretations of relevant matters from the government agencies, including the instructions or orders of the registrar or officer.

### Resolution

The resolution in this agenda requires the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

- Agenda 9 To consider and approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering)

### Objectives and Reason

The issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering) with specific purpose of utilizing the proceeds, i.e., to enhance its liquidity and increase of working capital, financial strengths, increase financial flexibility in proceeding with its future projects

The Company is required to increase in registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering)

### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering)

### Resolution

The resolution in this agenda requires the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

Objectives and Reason

In order to be in accordance with the said Increase in the Company's registered capital, the Company is required to amend Clause 4 of the Memorandum of Association of the Company, by applying the content as follows:

“Clause 4.	Registered Capital	1,320,368,356	Baht	(One Billion Three Hundred Twenty Million Three Hundred Sixty-Eight Thousand Three Hundred Fifty-Six Baht)
	Divided into	1,320,368,356	shares	(One Billion Three Hundred Twenty Million Three Hundred Sixty-Eight Thousand Three Hundred Fifty-Six shares)
	Par Value per share	1.00	Baht	(One shares)
	<b>Classified into</b>			
	Ordinary Shares	1,320,368,356	shares	(One Billion Three Hundred Twenty Million Three Hundred Sixty-Eight Thousand Three Hundred Fifty-Six shares)
	Preferred Shares	- 0 -	shares	(-)

In this regard, the Board of Directors' meeting resolved to proposed the Shareholders' Meeting to approve the Board of Directors or the Authorized Directors or the person(s) entrusted by the Board of Directors or the Authorized Directors shall be authorized to proceed any necessary act related to the increase in the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association, file the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of

Commerce. Such activity would be conducted as deemed appropriate, and comply with the law, regulations and interpretations of relevant matters from the government agencies, including the instructions or orders of the registrar or officer.

#### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the increase in the Company's registered capital, as per details proposed above in all respects.

In addition, to propose the Shareholders' Meeting to consider and approve the Board of Directors or the Authorized Directors or the person(s) entrusted by the Board of Directors or the Authorized Directors shall be authorized to proceed any necessary act related to the increase in the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association, file the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce. Such activity would be conducted as deemed appropriate, and comply with the law, regulations and interpretations of relevant matters from the government agencies, including the instructions or orders of the registrar or officer.

#### Resolution

The resolution in this agenda requires the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

- Agenda 11 To consider and approve the allocation of the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643 shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share

#### Objectives and Reason

Further to the increase in the Company's registered capital in the amount of THB 180,869,643 in Agenda 9 above, the Company would like to allocate the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643 shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share



The Company has determined the offering price of such newly issued ordinary shares allocated to the Company's existing shareholders in proportion to their shareholding (Rights Offering) compared against the market price of the shares; the value of the offering price is lower than approximately 13.67 percent of the weighted average price of the ordinary shares of the Company on the SET for the past period of not less than 15 consecutive business days prior to the date which the directors resolved a resolution to propose to the 2022 Annual General Meeting of the Shareholders, for approval of issuance and allocation of the Company's newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding (Rights Offering), which is period between 3 February 2022 to 24 February 2022 is equal to THB 3.822 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)).

Furthermore, the Board of Directors' meeting resolved to authorize the Board of Directors and/or Chief Executive Officer and/or the person authorized by the Board of Directors and/or Chief Executive Officer to determine rules, conditions, and other details necessary for and in connection with the issuance and allocation of the newly ordinary shares as necessary and appropriate under the applicable laws, including but not limited to the determination of the date for the offering of newly issued ordinary shares and methods of payment of shares, where shareholders may oversubscribe for the newly issued ordinary shares (Oversubscription), provided that the existing shareholders who oversubscribe for such shares shall be allocated with shares for which they have oversubscribed only when there are any shares remaining from the full allocation thereof to the Company's existing shareholder who have subscribed for such shares, at the same subscription price for such shares, and any fraction thereof shall be disregarded.

The allocation of such shares shall proceed as follows:

1. Should there be any shares remaining from the first round of allocation by way of right offering, and the number of which is more than or equal to the number of shares oversubscribed by the existing shareholders, such remaining shares shall be allocated to all oversubscribers who have made payments therefore in full according to the number of their intended oversubscription.
2. Should there be any shares remaining from the first of allocation by way of offering and the number of which is less than the number of shares oversubscribed by the existing shareholders, such remaining shares shall be allocated to the oversubscribers in accordance with the following procedures:

- 2.1 The allocation shall be based on the existing shareholding percentages of the respective oversubscribers by multiplying the existing shareholding percentages by the number of remaining shares to arrive at the number of shares to be allocated to the respective oversubscribers, and any fraction thereof shall be disregarded, provided that the number of allocated shares shall not exceed the number of shares subscribed and paid by the respective shareholders; and
- 2.2 Should there still be any shares remaining after the allocation under No. 2.1, such remaining shares shall be allocated to the respective oversubscribers who have not yet received the allocation of shares in full according to their existing shareholding percentages, by multiplying the existing shareholding percentages by the number of remaining shares to arrive at the number of shares to be allocated to the respective oversubscribers and any fraction thereof shall be disregarded, provided that the number of allocated shares shall not exceed the number of shares subscribed and paid for by the respective shareholders. The allocation of shares to the oversubscribers under the procedure in this 2.2 shall proceed until there shall be no more shares left to be allocated.

Under no circumstances shall the allocation of the oversubscribed shares as herein above describe shall result in any oversubscribing shareholder's holding of the Company's shares to be increase up to or beyond the trigger point which will require the shareholder to make a tender offer as prescribed in the Notification of the Capital Market Supervisory Board No.TorJor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers and in violation of the foreign limit as specified in the Company's Articles of Association. At present, the foreign shareholding ratio shall not exceed 49 percent of the total issued shares of the Company.

Furthermore, should there be any new ordinary shares remaining from the allocation of shares by way of right offering and oversubscription (Oversubscription), the Company shall proceed to reduce capital by canceling the new shares remaining from the offering accordingly.

The Board of Directors' Meeting resolved to approve that the Board of Directors and/or Chief Executive Officer and/or the person authorized by the Board of Directors and/or Chief Executive Officer to determine rules, conditions, and other details necessary for and

in connection with the issuance and allocation of the newly ordinary shares as necessary and appropriate under the applicable laws, including but not limited to the determination of the date for the offering of newly issued ordinary shares and methods of payment of shares.

The right to subscribe newly issued ordinary shares is still uncertain until approved by the 2022 Annual General Meeting of Shareholders.

Details of which can be found in the Capital Increase Report Form (F53-4) ([Enclosure 4](#))

#### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the allocation of the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643 shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share, as per details proposed above in all respects.

#### Timeline of the increase of capital / allocation of the newly issued ordinary shares

No.	Activities	Date Month Year
1.	The 2022 Annual General Meeting of Shareholders	25 April 2022
2.	Record Date for determining the list of shareholders who have the right to subscribe for newly issued shares in proportion to their shareholding (Right Offering)	5 May 2022
3.	Register the decrease and increase of registered capital with Ministry of Commerce	Within 14 days from the date in which the shareholders pass the resolution
4.	Subscription period for the issuance and offering of shares to the existing shareholders in proportion to their shareholding. (Right Offering)	1 - 20 June 2022 (9.00 - 17.00 hrs.) (Except Saturday and Sunday)
5.	Register the amendment of paid-up capital with Ministry of Commerce	Within 14 days from the date in which the Company received the payment for newly issued ordinary shares

Remark: The aforementioned timeline may be amended pursuant to the preparation and permission from the related government authorities.

### Resolution

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 12 To consider and approve the increase of directors and elect a new director

### Objectives and Reason

To accommodate business expansion, the Company must have the number of directors suitable for the supervision of its business operations in order to have knowledgeable people competent in a wide range of professional fields especially in the areas that are beneficial to the Company. At present, there are 8 directors of the Company.

### Opinion of the Board of Directors

The Board of Directors with the consideration and suggestion of the Nomination and Remuneration Committee, resolved to propose to the 2022 Annual General Meeting of the Shareholders as follows:

1. To consider and approve the increase of directors from 8 to 9 positions
2. To consider and approve the election of new director, the Board of Directors propose to elect **Ms. Sarinya Mahadumrongkul** as a new director of the Company, who is knowledgeable, experienced and skillful which will benefit the Company's operations and have full qualifications and do not have any prohibited characteristics under the PLC Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended) together with other relevant regulations. In addition, a person taking independent director position is also qualified under the qualifications of independent director, pursuant to provisions of the Office of the Securities and Exchange Commission and appropriate to take the director position in the Company, including being able to independently provide opinions in accordance with the relevant regulations.

Furthermore, **Ms. Sarinya Mahadumrongkul**, who is qualified as an independent director. The Board of Directors propose to the shareholders' meeting to elect such person to be an **Audit Committee member**, who is able to perform supervisory duties and assign the

company to prepare financial reports, internal control, as well as complying with the securities and exchange regulations and laws related to the company's business.

In this regard, the Name and Biography of Person Nominated as New Director of the Company is detailed in [Enclosure 5](#).

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration of appointment of directors for the 2022 Annual General Meeting of Shareholders in advance from 2 November 2021 to 14 January 2022, but there are no any shareholders additionally nominating any person as a director.

### **Resolution**

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes.

#### **Agenda 13 To consider other matters (if any).**

To comply with the section 105 paragraph two of the PLC Act which prescribes that the shareholders holding shares amounting not less than one-third of the total number of paid-up shares in aggregate are entitled to request the meeting to consider any matter other than those set out in the invitation letter.

The Company has published the invitation letter, together with the Enclosures on the Company's website at [www.wowfactor.co.th](http://www.wowfactor.co.th), therefore, the shareholders are invited to attend the 2022 Annual General Meeting of Shareholders on **Monday 25 April 2022 at 10.00 a.m.** in the form of the electronic meeting (e-AGM) under the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws. The registration system for attending the meeting shall be available on the meeting date at 9.00 a.m. onwards.

In the event that a shareholder could not attend the Shareholders' Meeting himself/herself, please grant a proxy to a person you deem appropriate, or an independent director proposed by the Company, to attend the Shareholders' Meeting on your behalf, as detailed in [Enclosure 10](#) by using either Proxy Form A or Form B, as detailed in [Enclosure 9](#) and for the foreign shareholders who have appointed a custodian, please use Proxy Form C. The shareholders and proxies can find the Guidelines for attending the Shareholders' Meeting through Electronic Media (e-AGM) and the Appointment of Proxies in [Enclosure 7](#) and the Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM) of Wow Factor Public Company Limited in [Enclosure 8](#).

The Company requests the shareholders, who would like to attend the electronic meeting (e-AGM), or a proxy to deliver the Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM) and the identification documents, as detailed in Enclosure 8 by (1) sending scanned documents mentioned above to [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th) by **15 April 2022** and (2) delivering original documents to the Company at no. 77/1 Soi Ruamsirimit, Chompol Sub-District, Chatuchak District, Bangkok 10900 by **19 April 2022**

When the Company examines the list of shareholders as of **18 March 2022**, which is the date for determining the list of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date), the Company shall send the shareholders the link for accessing the meeting, username and password, and the manual to use e-AGM system to the email address of which the Company is informed. The Company reserves the right not to make a registration, in case where the documents are incomplete or incorrect or do not meet conditions, and will conduct the Shareholders' Meeting in accordance with the Articles of Association of the Company, as detailed in Enclosure 6, and the PLC Act.

In the case where the shareholders or proxies submitted the Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM) to the Company, but have not received the link for accessing the meeting, username and password, and the manual to use e-AGM system by **22 April 2022**, please contact the Company via e-mail address at [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th)

The Company provides stamp duty for a proxy form without charge. In the case where the shareholders have questions in relation to the meeting or would like to request for significant information of the Company, the shareholders may submit the questions in advance prior to the date of the meeting to the Company or via e-mail [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th)

The organizing system for the e-AGM is belonged to OJ International Company Limited, which is a service provider for conference controlling system certified by the Electronic Transactions Development Agency.

The Company specified the date for determining the list of shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) to be on **18 March 2022**.

In the case where Company alters any details in relation to the 2022 Annual General Meeting of Shareholders because of the spread of Coronavirus disease (COVID-19), the Company shall urgently inform the shareholders via the SET and website of the Company at [www.wowfactor.co.th](http://www.wowfactor.co.th).

Yours sincerely,

A handwritten signature in black ink, appearing to be 'Yaowarote Klinboon', with a stylized flourish at the end.

(Ms. Yaowarote Klinboon)

(Acting) Chairman of the Board of Directors

Profile of Directors Nominated for the Election of

Director in Replacement of those to be Retired by Rotation

Name - Surname : Mr. Jenvit Jivakulchainan

Position in the : Member of the Audit Committee / Member of the  
Company Nomination and Remuneration Committee /  
Independent Director

Education : - Master's degree, Public Administration, Master of  
Public and Private Management, National Institute of  
Development Administration  
- Bachelor of Public Administration Program, Chiang  
Mai University



**Work experiences**

2019 - Present : Independent Director / Audit Committee - Wow Factor Public Co., Ltd.  
2020 - Present : Director - Tham Digital Co., Ltd.  
2020 - Present : Director - Mitsui ICT Co., Ltd.  
2018 - Present : Member of the Executive Committee - AddTech Hub Public Co., Ltd.  
2017 - Present : Director – Nexif Ratch Energy Rayong Co., Ltd.  
2016 - Present : Director – Born Digital Co., Ltd.  
2015 - Present : Director – Wanvela Asset Co., Ltd.

Shareholding proportion in the : - Self: None  
Company - Spouse and minor children: None

Director training (IOD) : Director Accreditation Program (DAP) 126/ 2016, Thai Institute of  
Directors Association (IOD)

Position held in other companies : 5 companies as follows:  
that are not listed companies  
1. Tham Digital Co., Ltd.  
2. Mitsui ICT Co., Ltd.  
3. Nexif Ratch Energy Rayong Co., Ltd.



4. Born Digital Co., Ltd.

5. Wanvela Asset Co., Ltd.

Position held in other companies : 1 company as follows:

that are listed companies in the  
Stock Exchange of Thailand

1. AddTech Hub Public Co., Ltd.

Directorship/ management in other : None

companies which may cause  
conflict of interest to or complete  
with the business of the Company

Profile of Directors Nominated for the Election of

Director in Replacement of those to be Retired by Rotation

Name - Surname : Ms. Vimol Hanpanishkitkarn

Position in the : Director / Chief Financial Officer  
Company

Education : - Master of Business Administration Program,  
Thammasat University  
- Bachelor of Accounting Program, Thammasat  
University



**Work experiences**

2021 - Present : Director / Chief Financial Officer - Wow Factor Public Co., Ltd.  
Present : Director - Food Holding Co., Ltd.  
Present : Director - Eastern Cuisine Co., Ltd.  
Present : Director - Bake Cheese Tard (Thailand) Co., Ltd.  
Present : Director – Crapes & Co. Development Co., Ltd.  
Present : Director – Domino Asia Pacific Co., Ltd.  
Present : Director – Wanvela Asset Co., Ltd.  
2018 - 2021 : Chief Financial Officer - AQ Estate Public Co., Ltd.  
2016 - 2018 : Accounting and Finance Manager - KPN Land Co., Ltd  
2005 - 2016 : Audit Manager - EY Office Co., Ltd  
2008 - Present : Certified Public Accountant

Shareholding proportion in the : - Self: None  
Company - Spouse and minor children: None

Director training (IOD) : CFO Orientation Course

Position held in other companies : 5 companies as follows:  
that are not listed companies  
1. Food Holding Co., Ltd.  
2. Eastern Cuisine Co., Ltd.  
3. Bake Cheese Tard (Thailand) Co., Ltd.

4. Crapes & Co. Development Co., Ltd.

5. Domino Asia Pacific Co., Ltd.

Position held in other companies : None  
that are listed companies in the  
Stock Exchange of Thailand

Directorship/ management in other : None  
companies which may cause  
conflict of interest to or complete  
with the business of the Company

Profile of Nominated Candidate for the Election of

Director in Replacement of those Resigned from the position

Name - Surname : Ms. Saowanee Khaoubol

Position in the Company : None

Education : - Master of Business Administration. (Finance and Banking), Ramkhamhaeng University  
- Bachelor of Business Administration (Accounting), Burapha University  
- High Vocational Certificate, Diploma Program in Accounting, Rajamangala University of Technology Phra Nakhon  
- Vocational Certificate, Diploma Program in Accounting, Rajamangala University of Technology Phra Nakhon



**Work experiences**

2021 - Present : Director of General Administration Department - Simat Technologies Public Co.,Ltd.  
2021 - Present : Director - One To One Contacts Public Co., Ltd.  
: Director - Smart Tree Co., Ltd.  
: Director - U Solar Co., Ltd.  
: Director – Inter Far East Solar Co., Ltd.  
: Director – Inter Far East Thermal Power Co., Ltd.  
2019 - Present : Director – Butterfly Organic Co., Ltd.  
2020 - 2021 : Director - Terabyte Net Solution Public Co., Ltd.  
2019 - 2021 : Vice Director of Business Development and Investment - Next Point Co., Ltd.  
2019 - 2021 : Finance Manager - Next Point Co., Ltd.  
2017 - 2019 : Assistant Chief Executive Officer - Inter Far East Cap Management Public Co., Ltd.  
2015 - 2016 : Finance Manager - Thaipayment Network Co., Ltd.  
2014 - 2015 : Assistant Finance Manager - Peppo Fashions Group Co., Ltd.  
2006 - 2014 : Assistant Finance Manager - Cal-Comp Electronics (Thailand) Co., Ltd.  
1996 - 1999 : Stock Exchange Officer - Nava Finance and Securities Co., Ltd.

Shareholding proportion in the Company : - Self: None  
- Spouse and minor children: None

Director training (IOD) : None

Position held in other companies that are not listed companies : 5 companies as follows:  
1. Smart Tree Co., Ltd.  
2. U Solar Co., Ltd.  
3. Inter Far East Solar Co., Ltd.  
4. Inter Far East Thermal Power Co., Ltd.  
5. Butterfly Organic Co., Ltd.

Position held in other companies that are listed companies in the Stock Exchange of Thailand : 2 company as follows:  
1. Simat Technologies Public Co., Ltd.  
2. One To One Contacts Co., Ltd.

Directorship/ management in other companies which may cause conflict of interest to or complete with the business of the Company : None

Information of the Company's auditors and their remuneration for the year 2022

(From BDO Audit Company Limited)

1. Mr. Teerasak Chuasrisakul	
Certified Public Accountant No.	6624 and approved by the SEC
Education	<ul style="list-style-type: none"> <li>- Bachelor of Accounting, University of the Thai Chamber of Commerce</li> <li>- Higher Diploma in Auditing</li> </ul>
Work Experiences	<ul style="list-style-type: none"> <li>- Audit Partner, BDO Audit Company Limited</li> <li>- Providing audit services for companies such as food and beverage businesses, energy business, and industrial business</li> <li>- 24 years of working experience</li> </ul>

2. Mr. Narin Churamongkol	
Certified Public Accountant No.	8593 and approved by the SEC
Education	- Bachelor of Accounting, Thammasat University
Work Experiences	<ul style="list-style-type: none"> <li>- Audit Partner, BDO Audit Company Limited</li> <li>- Providing audit services for companies such as industrial businesses, trading business, hotel business, retail business, and leasing business</li> <li>- 21 years of working experience</li> </ul>

3. Ms. Supachanya Thongpan	
Certified Public Accountant No.	10505 and approved by the SEC
Education	- Bachelor of Accounting, Chulalongkorn University
Work Experiences	<ul style="list-style-type: none"> <li>- Director of Auditing, BDO Audit Company Limited</li> <li>- Providing audit services for companies such as retail businesses, industrial business, and agribusiness</li> <li>- 19 years of working experience</li> </ul>

In this regard, the Company and the auditor proposed to be appointed as the Company's auditors and its subsidiaries do not have any relationship or vested interests with the Company, its subsidiaries, the managements, or the major shareholders, or related persons of the said parties in the ways that may affect the independent performance of their duties.

(F 53-4)

**CAPITAL INCREASE REPORT FORM**  
**WOW FACTOR PUBLIC COMPANY LIMITED**

25 February 2022

We, Wow Factor Public Company Limited (the "Company"), hereby report the resolutions of the Board of Directors' Meeting No. 2/2022, held on 25 February 2022, regarding the capital increase and allocation of the newly issued ordinary shares as follows:

**1. Capital Decrease and Capital Increase**

The Board of Directors' Meeting has passed a resolution to propose to the 2022 Annual General Meeting of the Shareholders to approve the following matters:

- 1.1. To consider and approve the decrease of the Company's registered capital in the amount of THB 5,060,983 of the current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by cancelling ordinary shares of the Company, which had not been sold in the number of 5,060,983 shares at the par value of THB 1 per share;
- 1.2. To consider and approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering).

Details of the capital increase are as follow:

Type of Capital Increase	Type of Shares	Amount of Shares (Shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specific the purpose of utilizing the proceeds	Ordinary Shares	180,869,643	1	180,869,643
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

## 2. Allocation of Newly Issued Shares

### 2.1 Specific the purpose of utilizing the proceeds

Allocated to	Amount of Shares (Shares)	Ratio (Existing : New)	Offering Price (THB per share)	Date and Time of Share Subscription	Remark
The Existing Shareholders of the Company on Right Offering basis	the amount not exceeding 180,869,643	9 : 2	3.30	1 - 20 June 2022 (9.00-17.00 hrs.) (Except Saturdays and Sundays)	Pease refer to remarks

#### Remark:

- The Board of Directors' Meeting resolved to propose the Annual General Meeting of Shareholders to consider and approve the reduction of the Company's register capital in the amount of THB 5,060,983 from current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by canceling 5,060,983 authorized but unissued ordinary shares at the par value of THB 1 per share, and the amendment of the Company's Memorandum of Association Clause 4 (Registered Capital)
- The Board of Directors' Meeting resolved to propose the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share, and the amendment of the Company's Memorandum of Association Clause 4 (Registered Capital)
- The Board of Directors' Meeting resolved to propose the Annual General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares, in the amount not exceeding 180,869,643 shares with a par value of THB 1 per share to the existing shareholders of the Company in proportion to their shareholdings (Right Offering) at the offering price of THB 3.30 per share by an offer to sell in the ratio of 9 existing shares to 2 new shares, any fractions thereof shall be disregarded.

The Company has determined the offering price of such newly issued ordinary shares allocated to the Company's existing shareholders in proportion to their shareholding (Rights Offering) compared against the market price of the shares; the value of the offering price is lower than approximately 13.67 percent of the weighted average price of the ordinary shares



of the Company on the SET for the past period of not less than 15 consecutive business days prior to the date which the directors resolved a resolution to propose to the 2022 Annual General Meeting of the Shareholders, for approval of issuance and allocation of the Company's newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding (Rights Offering), which is period between 3 February 2022, to 24 February 2022, is equal to THB 3.822 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)).

Furthermore, the Board of Directors' meeting resolved to proposed the 2022 Annual General Meeting of the Shareholders to approve the Board of Directors and/or Chief Executive Officer and/or the person authorized by the Board of Directors and/or Chief Executive Officer to determine rules, conditions, and other details necessary for and in connection with the issuance and allocation of the newly ordinary shares as necessary and appropriate under the applicable laws, including but not limited to the determination of the date for the offering of newly issued ordinary shares and methods of payment of shares, where shareholders may oversubscribe for the newly issued ordinary shares (Oversubscription), provided that the existing shareholders who oversubscribe for such shares shall be allocated with shares for which they have oversubscribed only when there are any shares remaining from the full allocation thereof to the Company's existing shareholder who have subscribed for such shares, at the same subscription price for such shares, and any fraction thereof shall be disregarded.

The allocation of such shares shall proceed as follows:

1. Should there be any shares remaining from the first round of allocation be way of right offering, and the number of which is more than or equal to the number of shares oversubscribed by the existing shareholders, such remaining shares shall be allocated to all oversubscribers who have made payments therefore in full according to the number of their intended oversubscription.
2. Should there be any shares remaining from the first of allocation by way of offering and the number of which is less than the number of shares oversubscribed by the existing shareholders, such remaining shares shall be allocated to the oversubscribers in accordance with the following procedures:
  - 2.1 The allocation shall be based on the existing shareholding percentages of the respective oversubscribers be multiplying the existing shareholding

percentages by the number of remaining shares to arrive at the number of shares to be allocated to the respective oversubscribers, and any fraction thereof shall be disregarded, provided that the number of allocated shares shall not exceed the number of shares subscribed and paid by the respective shareholders; and

2.2 Should there still be any shares remaining after the allocation under No. 2.1, such remaining shares shall be allocated to the respective oversubscribers who have not yet received the allocation of shares in full according to their existing shareholding percentages, by multiplying the existing shareholding percentages by the number of remaining shares to arrive at the number of shares to be allocated to the respective oversubscribers and any fraction thereof shall be disregarded, provided that the number of allocated shares shall not exceed the number of shares subscribed and paid for by the respective shareholders. The allocation of shares to the oversubscribers under the procedure in this 2.2 shall proceed until there shall be no more shares left to be allocated.

Under no circumstances shall the allocation of the oversubscribed shares as herein above describe shall result in any oversubscribing shareholder's holding of the Company's shares to be increase up to or beyond the trigger point which will require the shareholder to make a tender offer as prescribed in the Notification of the Capital Market Supervisory Board No.TorJor. 12/2554 Re: Rules, Condition and Procedures for the Acquisition of Securities for Business Takeovers and in violation of the foreign limit as specified in the Company's Articles of Association. At present, the foreign shareholding ratio shall not exceed 49 percent of the total issued shares of the Company.

Furthermore, should there be any new ordinary shares remaining from the allocation of shares by way of right offering and oversubscription (Oversubscription), the Company shall proceed to reduce capital by canceling the new shares remaining from the offering accordingly.

The right to subscribe newly issued ordinary shares is still uncertain until approved by the Annual General Meeting of Shareholders for the year 2022.

**3. Determination of the date for convening the shareholders' meeting to approve the increase of registered capital and allocation of newly issued shares**

The date of the 2022 Annual General Meeting of Shareholders shall be convened on 25 April 2022, at 10.00 AM, the Company's head office meeting room via E-AGM and the date of listing the shareholders who are entitled to attend the 2022 Annual General Meeting of the Shareholders (Record Date) is on Friday 18 March 2022.

**4. An application for a capital increase/allocation of shares to the relevant government agencies and conditions for applying for permission (if any)**

- 4.1 Shareholders' meeting of the Company resolved to approve this capital reduction and capital increase with a vote of not less than three-fourth of the voted of the shareholders who attend the meeting and have the right to vote.
- 4.2 Allocation of newly issued shares to existing shareholders in proportion to their shareholding must be approved by the shareholders' meeting with a majority vote of the shareholders attending the meeting and casting their votes.
- 4.3 The Company shall register the decrease registered capital, the increase registered capital and amendment of the Memorandum of Association as well as the paid-up capital of the Company with the Department of Business Development, Ministry of Commerce.
- 4.4 The Company must apply for permission from SET in order to list the newly issued ordinary shares of the Company as the listed securities on SET.

**5. Purpose of Capital Increase and plan for utilizing the proceeds received from the capital increase**

The Company will issue and allocate newly ordinary shares, in the amount not exceeding 180,869,643 shares with a par value of THB 1 per share to the existing shareholders of the Company with specific purpose of utilizing the proceeds, i.e. to enhance its financial strengths, increase financial flexibility in proceeding with its future projects thereof as follows:

Plan for utilizing the proceeds	Approximate Amount (THB Million)
1. To settle the Company's loans	Not exceeding 300
2. To utilize as source of fund to support main business, additional business, related business and/or others investment	Not exceeding 50
3. To utilize as the working capital in business operation	Remaining balance

The above plan for utilizing the proceeds is subject to change the budget depending on necessities as the Board may deem appropriate for the best interests of the Company and its shareholders.

**6. Benefits which the Company will receive from the capital increase/share allocation**

The Company shall utilize the proceeds received from the capital increase for loan payment and/or working capital in business operation and/or expansion on the investment of the Company in order to complete with other entrepreneur in the industry which cause the Company to gain higher proceeds and better performance and the shareholders to receive a long-term turnover.

**7. Benefit which the shareholders will receive from capital increase/share allocation**

7.1 The Company has a policy to pay the dividend not less than 50 percent of the net profit in the financial statements after corporate income tax, excluding unrealized foreign exchange gains and losses, subject to investment plan and other relevant factors. The Board of Directors may from time to time consider reviewing or amend the dividend payment policy in order to comply with the future business growth plan of the Company, requirement of the investment and other factors as deemed appropriate. Such dividend payment shall not exceed an accumulated in the financial statements of the Company.

7.2 The subscribers of the newly issued ordinary shares are entitled to receive dividends from the Company's business operation after registering the subscribers as a shareholder of the Company and the Company announce to pay the dividend, subject to laws and relevant regulation.

7.3 The capital increase will make the company's shares have better liquidity. As a result, it can attract more general investors to invest in the Company.

**8. Other details necessary for shareholders decision making in the approval of the capital increase/share allocation**

**8.1 Control Dilution**

In the case that all shareholders subscribe for the entire amount of newly issued ordinary shares, the existing shareholders' voting rights will not be affected except in the case where the existing shareholders do not exercise their rights to subscribe for the entire amount the newly issued ordinary shares proportionately but there are shareholders who subscribe for the newly issued ordinary shares in excess of the entitlement for offering newly issued shares. And there are no shares that have not been subscribe remaining at the end of offering time.

Existing shareholders' voting rights will be reduced by 18.18 percent. Formula for calculation is as follows:

$$\begin{aligned} \text{Control Dilution} &= \frac{\text{Number of shares offered for RO}}{\text{Number of paid-up shares} + \text{Number of shares offered for RO}} \\ \text{Control Dilution} &= \frac{180,869,643}{(813,913,390 + 180,869,643)} \\ &= 18.18 \text{ percent} \end{aligned}$$

### 8.2 Price Dilution

$$\begin{aligned} &= \frac{\text{Market price before offering} - \text{Market price after Offering}}{\text{Market price before offering}} \\ &= \frac{3.82 - 3.73}{3.82} \\ &= 2.36 \text{ Percent} \end{aligned}$$

### 8.3 Earnings per Share Dilution

There are no Earning per Share Dilution since the Company has a net loss from operation. Hence, the earning per share dilution will depend on the operating results at the time of the Company's issuance and offering of newly issued shares to the existing shareholders by way of the rights offering, which is expected to occur during the 2<sup>nd</sup> quarter of 2022, whereby the earnings per share dilution needs to copy on the most recent operating results at that time in the calculation.

**Timeline in the case where the Board of Directors resolved to approve the increase of capital / allocation of the newly issued ordinary shares**

No.	Activities	Date Month Year
1.	Board of Directors' Meeting No. 2/2565	25 February 2022
2.	Record Date for determining the name of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2022	18 March 2022
3.	The Annual General Meeting of Shareholders for the year 2022	25 April 2022
4.	Record Date for determining the list of shareholders who have the right to subscribe for newly issued shares in proportion to their shareholding (Right Offering)	5 May 2022
5.	Registered the decrease and increase of registered capital with Ministry of Commerce	Within 14 days from the date in which the shareholders pass the resolution
6.	Subscription period for the issuance and offering of shares to the existing shareholders in proportion to their shareholding. (Right Offering)	1 - 20 June 2022 (9.00-17.00 hrs.) (Except Saturday and Sunday)

No.	Activities	Date Month Year
7.	Register the amendment of paid-up capital with Ministry of Commerce	Within 14 days from the date in which the Company received the payment for newly issued ordinary shares

**Remark:** The aforementioned timeline may be amended pursuant to the preparation and permission from the related government authorities.

The Company hereby certifies that the information in this report is correct and complete in all respect.

Signature.....

(Mr. Sirutt Ratapaitoon)

Director/Chief Executive Officer

Signature.....

(Ms. Vimol Hanpanishkitkarn)

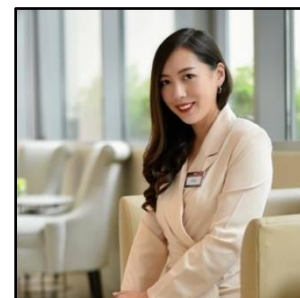
Director/Chief Financial Officer

Profile of Candidates Proposed to be elected as additional Director

Name - Surname : Ms. Sarinya Mahadumrongkul

Position in the Company : None

Education : - Les Roches International School of Hotel Management – Bluche, Switzerland  
Master of Business Administration (MBA)  
- Specialized in Marketing  
- Thammasat University – Bangkok, Thailand  
Bachelor of Arts (B.A.) – Major in Philosophy



**Work experiences**

2021 - Present : Advisor - Hospitality - Siam Seaplane Co., Ltd.

2017 - Present : Executive Director - The Ninesotel Co., Ltd  
Swissotel Bangkok Ratchada  
Renaissance Pattaya Resort and Spa  
LIV Hotel Phuket  
: Marketing Director - C. Thongpanich Co., Ltd.

2014 - 2017 : Marketing Manager - Le Meridien Bangkok  
Task Force - The Athenee Hotel, a Luxury Collection

2013 - 2014 : Cluster Marketing Communications Executive and Cluster E-Commerce Executive - JW  
Marriott Hotel Bangkok and Courtyard by Marriott Bangkok

2012 - 2013 : PR and Marketing Communications Coordinator - Marriott Voyager Global Leadership  
Development Program (Sales and Marketing)  
Bangkok Marriott Hotel Sukhumvit and Marriott Executive Apartments Bangkok,  
Sukhumvit Thonglor (Pre-opening team)

Shareholding proportion in the Company : - Self: None  
- Spouse and minor children: None

Director training (IOD) : None

Position held in other companies : 3 companies as follows:  
that are not listed companies

1. Siam Seaplane Co., Ltd.
2. The Ninesotel Co., Ltd
3. C. Thongpanich Co., Ltd.

Position held in other companies : None  
that are listed companies in the  
Stock Exchange of Thailand

Directorship/ management in other : None  
companies which may cause  
conflict of interest to or complete  
with the business of the Company



The Company's Articles of Association Relevant to the Shareholder's Meeting

Section 4

Directors

Clause 17 The shareholders' meeting shall elect directors in accordance with the following rules and procedures:

- (a) One shareholder has votes in a number equal to number of shares he/she holds for voting one (1) Director.
- (b) Each shareholder may use all his/her votes under (a) to elect one person or several persons as the directors but cannot allot the votes to any person in any number.
- (c) Persons who receive highest votes arranged in descending order shall be elected directors of the Company, in a number equal to the number of directors to be appointed. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall have additional one (1) vote as a casting vote.

Clause 18 At every annual ordinary meeting, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.

The directors retiring from office in the first and second year after the registration of the conversion of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. The directors who retired by rotation may be re-elected

Clause 22 The shareholders' meeting may pass a resolution to remove any director prior to the expiration of his/her term of office with the votes of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and the total number of shares being of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and having the right to vote.

Section 5

Meeting of Shareholders

Clause 30 The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months from the end of the accounting period of the Company.

Any shareholders' meeting other than as specified in the first paragraph shall be called the Extraordinary General Meeting.

The Board of Directors may convene the Extraordinary General Meeting of Shareholders at any time as the Board of Directors deems appropriate or when a shareholder or shareholders, holding the total number of shares not less than 10 percent of the total number of sold shares, may correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time, but the matters, the reason and the objective to convene the meeting must be clearly specified in the said letter. In such case, the Board of Directors must hold the shareholders' meeting within 45 days from the date on which the letter from the shareholder(s) is received.

In the event that the Board of Directors does not hold the meeting within the specified period in the third paragraph, the shareholder(s) who subscribed their name in a letter or other shareholders, holding the total number of shares as required therein may convene the meeting by themselves within 45 days from the end of period specified in the third paragraph. In such event, the held shareholders' meeting shall be deemed as if it is convened by the Board of Directors and the Company must be responsible for the expenses incurred from holding the meeting and provide the facilities as appropriate.

In the event that the number of shareholders attending any shareholders' meeting which is convened by the shareholders pursuant to the fourth paragraph do not constitute a quorum, as prescribed in Article 32. of this Articles of Association, the shareholders as per the fourth paragraph, must be jointly responsible for expenses arising out of holding such meeting to the Company.

Clause 31 In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

Clause 32 The number of shareholders attended to the meeting in persons or by proxies (if any) must be not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up share to constitute a quorum.

If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders, the meeting shall be called not less than 7days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

Clause 33 Any shareholder who does not attend the meeting may appoint a proxy in writing to attend the meeting and vote in his replacement.

The proxy must be submitted to the chairman of the meeting or the person designated prior to the start of the meeting.

Clause 34 In casting vote, a resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
  - a. The sales or transfer of the entire or important part of business of the company to other person.
  - b. The purchase or acceptance of the transfer of the business of other companies by the company.
  - c. The making, amendment or terminating of contract with respect to the granting of a lease of the entire or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
  - d. The amendment of Article of Association and Memorandum of Association
  - e. The increase or decrease of the capital and the issuing of debenture
  - f. The amalgamation or the give up of business

Section 6

Accounting, Finance and Auditing

Clause 36 The Company shall prepare and keep the accounts and have the accounts audited pursuant to relevant laws and shall have the balance sheet and profit & loss account which are made at the end of the Company's accounting period submitted to the annual general meeting of the shareholders for approval. The Board of Director shall arrange the balance sheet and profit & loss account to be audited by the Auditor before submitting to the shareholders' meeting.

Clause 37 The Board of Directors shall deliver the following documents to the shareholders together with the notices of summoning of the annual general meeting of shareholders.

- (1) Copy of Balance sheet and profit & loss account which are audited by the Auditor together with his auditor's report.
- (2) Annual report of the Board of Directors

Clause 39 The Company must appropriate part of the annual net profit to reserve fund, at least 5% of the annual net profits extracted by the accumulated loss brought forward (if any) until the reserve fund reaches at no less than 10% of the registered capital. Notwithstanding the reserve fund referred to above, the Board of Directors may propose to the shareholders' meeting for its resolution to otherwise appropriate reserve fund as perceived by the Board to be beneficial to business operations of the Company.

Clause 42 The Auditor has the duty to attend in every shareholders' meeting which is held to consider the balance sheet, profit & loss account, and any problem regarding the Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver to the Auditor all the reports and documents of the Company to which the shareholders are entitled to receive at such meeting

Guidelines for Attending the Shareholders' Meeting through Electronic Media (e-AGM)  
and the Appointment of Proxies

1. In Case the Shareholders would like to Attend the e-AGM by Themselves

- 1.1 Please fill in the Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM) (Enclosure 9) attached to the invitation letter. **Kindly clearly fill your email-address and cell phone number in order to register for attending the meeting** and attach a copy of identification documents as specified in the Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM) to prove the right to attend the e-AGM.

In this regard, please (1) send scanned documents above to [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th) by **15 April 2022** and (2) deliver original documents to the Company at no. 77/1 Soi Ruamsirimit, Chompol Sub-District, Chatuchak District, Bangkok 10900 by **19 April 2022**.

- 1.2 When the Company received the documents listed in no. 1.1 from you, the Company shall examine the documents to authenticate your identity and prove the right to attend the meeting. Once the right examination is completed, the Company shall send the link for accessing the meeting, username and password, together with the method to attend the meeting to the email address specified in the Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM).

Kindly refrain from informing any person who is not legally eligible for attending the meeting of your link for accessing the meeting, username and password, as only the shareholders of the Company or their proxies are entitled to attend the meeting. Providing the link for accessing the meeting, username and password to those who are not legally authorized to attend the meeting may you and/or the said person is not legally eligible for attending the meeting, being subject to the penalties according to the Public Limited Company Act B.E. 2535 (1992) (as amended)<sup>1</sup> and other relevant laws.

In the case where your link for accessing the meeting, username and password are lost or you have not received any of them by **22 April 2022**, please immediately contact the Company.

- 1.3 The Company shall send the information, i.e. the link for accessing the meeting, username and password, to you together with the method to attend the meeting. The Company request you to

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<sup>1</sup> Section 218 of the Public Limited Company Act B.E. 2535 (1992) stipulates that:

“Any person who attends a statutory meeting or a meeting of shareholders and votes or refrains from voting by impersonating a share subscriber, a shareholder or any person entitled to vote on behalf of a share subscriber or a shareholder shall be liable to a fine not exceeding twenty thousand Baht.

Any person who provides assistance to the commission of an offence under paragraph one by delivering a document evincing the subscription of shares or a share certificate, which has been used for such purpose, shall be liable to the same penalty”

particularly study the method to attend the meeting attached in the email, which the Company shall send to you. The registration system for attending the meeting shall be available 60 minutes prior to the commencement of the meeting. However, the meeting shall commence at 10.00 hrs.

1.4 For casting the votes during the e-AGM, you can vote in each agenda for an “approval”, “disapproval”, or “abstention”. In case that you do not cast the votes in any agenda, the system shall automatically count your vote as “approval”.

1.5 The Company shall specify a contact information in case you encounter any technical problems in using the e-AGM meeting system before or during the meeting in the email that the Company sends the link for accessing the meeting, username and password to you.

**2. In Case the Shareholders would like to Grant a Proxy to Attend the e-AGM**

In case that a shareholder is unable to attend the e-AGM, the shareholder may grant a proxy to another person or the Company's independent director, to attend and vote on the shareholder's behalf. Details of independent director appear in Enclosure 11 of the invitation letter.

- Miss Yaowarote Klinboon
- Mr. Jenvit Jivakulchainan
- Mr. Boonlerd lewpornchai

The independent directors have no special vested interest in all agendas.

In this regard, please fill the information and sign the Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM) and the Proxy Form as per Enclosure 8 and Enclosure 9 of the invitation letter and send such documents, together with a copy of identification documents as specified in the Acceptance for the Invitation of Electronic Shareholders' Meeting (e-AGM), to prove the right to attend the e-AGM.

In this regard, please (1) send scanned documents above to [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th) by **15 April 2022** and (2) deliver original documents to the Company at no. 77/1 Soi Ruamsirimit, Chompol Sub-District, Chatuchak District, Bangkok 10900 by **19 April 2022**.



ใบตอบรับเข้าร่วมประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)

Acceptance for the Invitation of Electronic Shareholders' Meeting of

Wow Factor Public Company Limited

- (1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
 I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 อยู่บ้านเลขที่ \_\_\_\_\_  
 Address \_\_\_\_\_
- (2) เป็นผู้ถือหุ้นของ บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
 Being a shareholder of Wow Factor Public Company Limited  
 โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
 Holding the total amount of \_\_\_\_\_ Shares  
 ประสงค์จะเข้าร่วมประชุม และลงคะแนนสำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) (“การประชุม”) โดยการ  
 Would like to attend and vote for the 2022 Annual General Meeting of Shareholders via electronic media (e-AGM) (the “Meeting”) by  
 เข้าร่วมประชุมด้วยตัวเอง  
 Attending in person  
 มอบฉันทะให้แก่ผู้รับมอบฉันทะตามรายละเอียดในหนังสือมอบฉันทะ แบบ ก., แบบ ข. หรือแบบ ค. ตามที่แนบมาด้วย  
 Granting a proxy as detailed in the Proxy Form A., Form B., Form C. attached herewith.
- (3) ข้อมูลติดต่อสำหรับการจัดส่งข้อมูลตามข้อ (5)  
 Contact information for delivering the information in No. (5)  
 อีเมล \_\_\_\_\_ (โปรดระบุ)  
 E-mail address \_\_\_\_\_ (Please specify)  
 เบอร์โทร \_\_\_\_\_ (โปรดระบุ)  
 Phone number \_\_\_\_\_ (Please specify)
- (4) จัดส่ง  
 Submit  
 1) ใบตอบรับเข้าร่วมประชุม (Acceptance Form)  
 2) หนังสือมอบฉันทะ แบบ ก., แบบ ข. หรือแบบ ค. (Form A., Form B., Form C.) (กรณีมอบฉันทะ) และ  
 3) เอกสารเพื่อยืนยันตัวตนตามรายละเอียดในเอกสารแนบท้าย 1 ของใบตอบรับฉบับนี้ (Identification documents as detailed in Enclosure 1 of this Acceptance Form)  
 โดย (1) ส่งไฟล์สแกนเอกสารดังกล่าวมาทางอีเมลล์ [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th) ภายในวันที่ 15 เมษายน 2565  
 by (1) sending scanned documents mentioned above to [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th) by 15 April 2022

- และ (2) จัดส่งเอกสารฉบับจริงมาถึงบริษัทฯ ตามที่อยู่ด้านล่าง ภายในวันที่ 19 เมษายน 2565  
and (2) delivering original documents to the Company at the following address by 19 April 2022

บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)

77/1 ซอยร่วมศิริมิตร แขวงจอมพล

เขตจตุจักร กรุงเทพฯ 10900

Wow Factor Public Company Limited

77/1 Soi Ruamsirimit, Chompol Sub-District,

Chatuchak District, Bangkok 10900

- (5) เมื่อท่านได้รับการยืนยันตัวตนแล้ว บริษัทฯ จะจัดส่ง Link การเข้าร่วมประชุม ชื่อผู้ใช้ (Username) และรหัสผ่าน (Password) พร้อมกับวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุไว้

The Company will send the link for accessing the Meeting, username and password together with the method to attend the Meeting to the email address specified above after you are identified.

ลงชื่อ

Signature

( \_\_\_\_\_ )

ผู้ถือหุ้น

Shareholder



## เอกสารแนบ 1

(Enclosure 1)

เอกสารยืนยันตัวตนในการเข้าร่วมประชุมผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์  
(Identification Documents for Attending the Electronic Shareholders' Meeting)

## 1. ผู้ถือหุ้นที่เป็นบุคคลสัญชาติไทย (Thai Shareholder)

## 1.1 กรณีร่วมการประชุมด้วยตนเอง (Attending in Person)

- i. สำเนาเอกสารการแสดงผลตนของผู้ถือหุ้นที่ยังไม่หมดอายุ พร้อมรับรองสำเนาถูกต้อง ได้แก่ บัตรประจำตัวประชาชน หรือ บัตรประจำตัวข้าราชการ หรือ ใบขับขี่

(Certified copy of valid identification documents of shareholders, i.e. identification card, government officer card or driver's license)

- ii. ในกรณีที่ผู้ถือหุ้นมีการเปลี่ยนชื่อหรือชื่อสกุล โปรดนำส่งหลักฐานประกอบ

(In case of change of name or surname, the relevant evidence must be submitted as well.)

1.2 กรณีมอบฉันทะ (Granting Proxy) <sup>1, 2</sup>

- i. สำเนาเอกสารตามข้อ 1.1 ของผู้มอบฉันทะ และผู้รับมอบฉันทะ พร้อมรับรองสำเนาถูกต้อง

(Certified copy of documents listed in no. 1.1 of appointer and proxy)

## 2. ผู้ถือหุ้นที่เป็นนิติบุคคลที่จดทะเบียนในประเทศไทย (Juristic Person Incorporated in Thailand)

## 2.1 กรณีเข้าร่วมการประชุมด้วยตนเอง (Attending in Person)

- i. สำเนาหนังสือรับรองการจดทะเบียนนิติบุคคล ออกโดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ อายุไม่เกิน 6 เดือนก่อนวันประชุม พร้อมรับรองสำเนาถูกต้องโดยผู้แทนของนิติบุคคล และประทับตราสำคัญของบริษัท (ถ้ามี)

(Copy of affidavit of the juristic person issued by the Department of Business Development, Ministry of Commerce, no longer than 6 months prior to the date of the Meeting, certified as a true copy by the authorized directors of the juristic person with the company's seal affixed (if any)

- ii. สำเนาเอกสารตามข้อ 1.1 ของผู้แทนนิติบุคคล พร้อมรับรองสำเนาถูกต้อง

( Certified copy of documents listed in no. 1.1 of the authorized directors of the juristic person)

2.2 กรณีมอบฉันทะ (Granting Proxy) <sup>1, 2</sup>

- i. สำเนาหนังสือรับรองการจดทะเบียนนิติบุคคล ออกโดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ อายุไม่เกิน 6 เดือนก่อนวันประชุม พร้อมรับรองสำเนาถูกต้องโดยผู้แทนของนิติบุคคล และประทับตราสำคัญของบริษัท (ถ้ามี)

(Copy of affidavit of the juristic person issued by the Department of Business Development, Ministry of Commerce, no longer than 6 months prior to the date of the Meeting, certified as a true copy by the authorized directors of the juristic person with the company's seal affixed (if any)

- ii. สำเนาเอกสารตามข้อ 1.1 ของผู้แทนนิติบุคคล และผู้รับมอบฉันทะ พร้อมรับรองสำเนาถูกต้อง

(Certified copy of documents listed in no. 1.1 of the authorized directors of the juristic person and proxy)

**3. ผู้ถือหุ้นที่เป็นบุคคลธรรมดาที่ไม่ได้มีสัญชาติไทย หรือเป็นนิติบุคคลที่จดทะเบียนจัดตั้งตามกฎหมายต่างประเทศ (Non-Thai Individual Shareholder or Juristic Person Incorporated under Foreign Laws) <sup>3</sup>**

**3.1 กรณีเข้าร่วมการประชุมด้วยตนเอง (Attending in Person)**

- i. สำเนาหนังสือเดินทางหรือสำเนาบัตรประจำตัวประชาชนของผู้ถือหุ้นหรือผู้แทนนิติบุคคล (แล้วแต่กรณี) ที่ยังไม่หมดอายุ พร้อมรับรองสำเนาถูกต้อง

(Certified copy of valid passport or identification card of shareholder or the authorized directors of the juristic person (as the case may be))

- ii. สำเนาหนังสือรับรองการจดทะเบียนนิติบุคคลออกโดยหน่วยงานราชการของประเทศที่นิติบุคคลนั้นตั้งอยู่ อายุไม่เกิน 6 เดือนก่อนวันประชุม พร้อมรับรองสำเนาถูกต้องโดยผู้แทนของนิติบุคคล และประทับตราสำคัญของบริษัท (ถ้ามี) (เฉพาะกรณีที่ผู้ถือหุ้นเป็นนิติบุคคล)

(Copy of certificate of incorporation of the juristic person issued by the governmental authorities of the country in which the said juristic person situates, no longer than 6 months prior to the date of the Meeting, certified as a true copy by the authorized directors of the juristic person with the company's seal affixed (if any) (Only in the case of juristic person)

- iii. ในกรณีที่ผู้ถือหุ้นหรือผู้แทนนิติบุคคลมีการเปลี่ยนชื่อหรือชื่อสกุล โปรดนำส่งหลักฐานประกอบ

(In case of change of name or surname of shareholder or the authorized directors of the juristic person, the relevant evidence must be submitted as well.)

**3.2 กรณีมอบฉันทะ (Granting Proxy) <sup>1, 2</sup>**

- i. สำเนาเอกสารตามข้อ 3.1 ของผู้มอบฉันทะ พร้อมรับรองสำเนาถูกต้อง

(Certified copy of documents listed in no. 3.1 of appointer)

- ii. สำเนาหนังสือเดินทางหรือสำเนาบัตรประจำตัวประชาชนของผู้รับมอบฉันทะที่ยังไม่หมดอายุ พร้อมรับรองสำเนาถูกต้อง

(Certified copy of valid passport or identification card of proxy)

**4. ผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น (Shareholder Who is a Foreign Investor and Appoints a Custodian in Thailand to Take Deposit and Take Care of the Shares) <sup>1, 2, 3</sup>**

- i. สำเนาเอกสารของผู้ถือหุ้น คัสโตเดียน และผู้รับมอบฉันทะ ตามข้อ 3.2 พร้อมรับรองสำเนาถูกต้อง

(Certified copy of documents listed in no. 3.2 of shareholder, custodian and proxy)

- ii. หนังสือยืนยันว่าคัสโตเดียนผู้ลงนามในหนังสือมอบฉันทะได้รับอนุญาตประกอบธุรกิจคัสโตเดียน

(Confirmation letter specifying that the custodian who signs the Proxy Form is permitted for custodian affairs)

- iii. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียนเป็นผู้ลงนามในหนังสือมอบฉันทะแทน  
(Power of Attorney from the shareholder to authorize the custodian to sign the Proxy Form on behalf of the shareholder)
- iv. กรณีที่มีการมอบอำนาจช่วงก่อนการมอบอำนาจให้คัสโตเดียน โปรดแสดงหลักฐานการมอบอำนาจทุกช่วงไม่ขาดตอน และมีข้อความที่แสดงได้ว่าให้มอบอำนาจช่วงได้  
(In case of sub-authorization before the authorization to custodian, please provide evidence of all authorizations, which must specify the statement that the sub-authorization is allowed.)

หมายเหตุ (Remark):

- 1. กรณีมอบฉันทะให้กรรมการอิสระ ไม่ต้องแนบเอกสารของผู้รับมอบฉันทะ  
(In case of granting proxy to independent director, documents of proxy are not required.)
- 2. บริษัทฯ มีการจัดเตรียมอากรแสตมป์สำหรับหนังสือมอบฉันทะให้แก่ผู้ถือหุ้น  
(The Company provides stamp duty for Proxy Form for shareholders.)
- 3. ในกรณีที่เอกสารต้นฉบับมิได้เป็นภาษาไทย จะต้องมีการจัดทำคำแปลแนบมาพร้อมกัน โดยให้ผู้ถือหุ้น ผู้แทนนิติบุคคล หรือคัสโตเดียน (แล้วแต่กรณี) รับรองสำเนาถูกต้องในเอกสารคำแปลดังกล่าว  
(There must be English translation for any document that is not originated in Thai language and such translation must be certified as a true copy of the original by shareholder, authorized directors or custodian (as the case may be).)

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.

อากรแสตมป์  
Duty Stamp  
20 บาท/Baht

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality

อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing / located at Soi Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ดั่งนี้  
Holding a total of \_\_\_\_\_ shares and having the vote equal to \_\_\_\_\_ votes  
as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับ  
มอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ  
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย  
 และเลือกกรรมการอิสระคนใด  
คนหนึ่ง  
If choosing No. 2, please mark   
and select one of the independent

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

นางสาวเยาวโรจน์ กลิ่นบุญ หรือ

Ms. Yaowarote Klinboon or

นายเจนวิทย์ จิวะกุลชัยนันท์

Mr. Jenvit Jivakulchainan

นายบุญเลิศ เขียวพรชัย

Mr. Boonlerd lewpornchai

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้  
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ  
ปรากฏตาม สิ่งที่ส่งมาด้วย 10)

In the case where the independent director who is appointed as the  
proxy is unable to attend the meeting, one of the other independent  
directors shall be appointed as the proxy in replacement. (Details of  
Independent Directors are set out in Enclosure 10)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2565 ในวันที่ 25 เมษายน 2565 เวลา 10.00 น. **ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์**  
**(e-AGM) ตามที่บริษัทฯ กำหนด** หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the  
2022 Annual General Meeting of Shareholders which will be held on 25 April 2022 at 10.00 a.m. **in the form of**  
**electronic meeting (e-AGM) as specified by the Company** or at any adjournment thereof to any other date,  
time and place.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be actions performed by  
myself/ourselves.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

หมายเหตุ/Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่  
สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting  
and may not split his/her votes to different proxies to vote separately.



หนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่าง ๆ ที่มอบฉันทะที่จะเอียงชัดเจนนตายตัว)

(The Form Clearly Specifying Certain Items and Authority to Grant the Proxy)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality

อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing / located at Soi Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ดั่งนี้  
Holding a total of \_\_\_\_\_ shares and having the vote equal to \_\_\_\_\_ votes  
as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับ  
มอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ  
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย  
 และเลือกกรรมการอิสระคนใด  
คนหนึ่ง  
If choosing No. 2, please mark   
and select one of the independent  
directors.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

นางสาวเยาวโรจน์ กลิ่นบุญ หรือ

Ms. Yaowarote Klinboon or

นายเจนวิทย์ จิวะกุลชัยนันท์

Mr. Jenvit Jivakulchainan

นายบุญเลิศ เขียวพรชัย

Mr. Boonlerd lewpornchai

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้  
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ  
ปรากฏตาม สิ่งที่ส่งมาด้วย 10)

In the case where the independent director who is appointed as the  
proxy is unable to attend the meeting, one of the other independent  
directors shall be appointed as the proxy in replacement. (Details of  
Independent Directors are set out in Enclosure 10).

คนหนึ่งคนเดียวเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2565 ในวันที่ 25 เมษายน 2565 เวลา 10.00 น. **ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์**  
**(e-AGM) ตามที่บริษัทฯ กำหนด** หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the  
2022 Annual General Meeting of Shareholders which will be held on 25 April 2022 at 10.00 a.m. **in the form of**  
**electronic meeting (e-AGM) as specified by the Company** or at any adjournment thereof to any other date,  
time and place

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานประจำปี สำหรับปี สิ้นสุด ณ วันที่ 31  
ธันวาคม 2564

Agenda 1 To acknowledge the report on the annual operational results for the fiscal  
year ended 31 December 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ  
ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our  
behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as  
follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- วาระที่ 2 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จของ บริษัทฯ สำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564
- Agenda 2 To consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                                  Disapprove                                  Abstain
- วาระที่ 3 พิจารณานุมัติการงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานสำหรับปี 2564
- Agenda 3 To consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the fiscal year ended 31 December 2021
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                                  Disapprove                                  Abstain
- วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตาม วาระ
- Agenda 4 To consider and approve the Election of directors in replacement of the directors who retire by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร



(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

4.1 นายเจนวิทย์ จิวะกุลชัยนันท์

Mr. Jenvit Jivakulchainan

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain

4.2 นางสาววิมล หาญพานิชกิจการ

Ms. Vimol Hanpanishkitkarn

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain

4.3 นางสาวเสาวนีย์ ขาวอุบล

Ms. Saowanee Khaoubol

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
Approve      Disapprove      Abstain

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อย ประจำปี 2565

Agenda 5 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 6      พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ และบริษัทย่อย และการกำหนดค่าสอบบัญชี ประจำปี 2565

Agenda 6      To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 7      พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 5,060,983 บาท จากทุนจดทะเบียนเดิม 1,144,559,696 บาท เป็นทุนจดทะเบียนใหม่ 1,139,498,713 บาท โดยการตัดหุ้นสามัญที่ยังไม่จำหน่ายจำนวน 5,060,983 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda 7      To consider and approve the decrease of the Company's registered capital in the amount THB 5,060,983 of the current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by cancelling ordinary shares of the Company, which had not been sold in the number of 5,060,983 shares at the par value of THB 1 per share.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

สิ่งที่ส่งมาด้วย 9 (Enclosure 9)  
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

- วาระที่ 8      พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 (เรื่อง

Agenda 8      To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                              Disapprove                              Abstain

- วาระที่ 9      พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 180,869,643 บาท
- จากทุนจดทะเบียนเดิม 1,139,498,713 บาท เป็นทุนจดทะเบียนใหม่ 1,320,368,356 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 180,869,643 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 1 บาท เพื่อรองรับการออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิม (Right Offering)

Agenda 9      To consider and approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

สิ่งที่ส่งมาด้วย 9 (Enclosure 9)  
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                                  Disapprove                                  Abstain

- วาระที่ 10 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 (เรื่อง

Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                                  Disapprove                                  Abstain

- วาระที่ 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering) จำนวนไม่เกิน 180,869,643 หุ้น ในอัตรา 9 หุ้นสามัญเดิม ต่อ 2 หุ้นสามัญที่ออกและเสนอขาย ที่ราคาเสนอขายหุ้นละ 3.30 บาท

Agenda 11 To consider and approve the allocation of the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643 shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง  
Approve                                  Disapprove                                  Abstain

- วาระที่ 12 พิจารณาอนุมัติการเพิ่มจำนวนกรรมการบริษัทฯ และพิจารณาอนุมัติการเลือกตั้งกรรมการเข้าใหม่

Agenda 12 To consider and approve the increase of directors and elect a new director

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

- การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

12.1 นางสาวศรินญา महาดำรงค์กุล

Ms. Sarinya Mahadumrongkul

- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

- วาระที่ 13 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 13 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

- เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

**สิ่งที่ส่งมาด้วย 9 (Enclosure 9)**  
**หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)**

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy holder does not cast a vote in accordance with my/our instruction specified herein, such vote casting shall be deemed incorrect and is not made on my/our behalf as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event the meeting considers or passes resolutions in any matters other than those specified above, including in the event there is any amendment or addition of any facts, the proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves

ลงชื่อ ..... ผู้มอบฉันทะ

Signatures ( ..... ) Appointer

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder granting a proxy shall appoint only one proxy holder to attend and vote at the meeting and may not split the number of shares to several proxy holders for splitting votes.

2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where there are other agendas to be considered in the meeting other those specified above, the Attachment to Proxy Form B shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันที่ 25 เมษายน 2565 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of Wow Factor Public Company Limited, to attend and vote at the 2022 Annual General Meeting of Shareholders which will be held on 25 April 2022 at 10.00 a.m. in the form of electronic meeting (e-AGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |



วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ลงชื่อ ..... ผู้มอบฉันทะ

Signatures ( ..... ) Appointer

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

อากรแสตมป์

Duty Stamp

20 บาท/Baht

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน

ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(The Form for Foreign Shareholders Who Have Custodians in Thailand Only)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality

อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing / located at Soi Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ดั่งนี้  
Holding a total of \_\_\_\_\_ shares and having the vote equal to \_\_\_\_\_ votes  
as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares having the vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับ  
มอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ  
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย  
 และเลือกกรรมการอิสระคนใด  
คนหนึ่ง  
If choosing No. 2, please mark   
and select one of the independent  
directors.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้  
The independent directors of the Company as follows:

นางสาวเยาวโรจน์ กลิ่นบุญ หรือ  
Ms. Yaowarote Klinboon or

นายเจนวิทย์ จิวะกุลชัยนันท์  
Mr. Jenvit Jivakulchainan

นายบุญเลิศ เอี้ยวพรชัย  
Mr. Boonlerd lewpornchai

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้  
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ  
ปรากฏตาม สิ่งที่ส่งมาด้วย 10)

In the case where the independent director who is appointed as the  
proxy is unable to attend the meeting, one of the other independent  
directors shall be appointed as the proxy in replacement. (Details of  
Independent Directors are set out in Enclosure 10).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ  
ผู้ถือหุ้นประจำปี 2565 ในวันที่ 25 เมษายน 2565 เวลา 10.00 น. **ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์  
(e-AGM) ตามที่บริษัทฯ กำหนด** หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the  
2022 Annual General Meeting of Shareholders which will be held on 25 April 2022 at 10.00 a.m. **in the form of  
electronic meeting (e-AGM) as specified by the Company** or at any adjournment thereof to any other date,  
time and place

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้  
Grant a proxy the total amount of shares held and entitled to vote

มอบฉันทะบางส่วน คือ  
Grant partial shares of

หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง  
Ordinary share Shares, representing voting right equivalent to votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- วาระที่ 1 รับทราบรายงานผลการดำเนินงานประจำปี สำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda 1 To acknowledge the report on the annual operational results for the fiscal year ended 31 December 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ..... เสียง  
Approve vote(s)

ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)

งดออกเสียง ..... เสียง  
Abstain vote(s)

- วาระที่ 2 พิจารณานุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จของ บริษัทฯ สำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2564

Agenda 2 To consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ..... เสียง  
Approve vote(s)

ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)

งดออกเสียง ..... เสียง  
Abstain vote(s)

- วาระที่ 3 พิจารณานุมัติการงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานสำหรับปี 2564

Agenda 3 To consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the fiscal year ended 31 December 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ..... เสียง  
Approve vote(s)

ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)

งดออกเสียง ..... เสียง  
Abstain vote(s)

- วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 4 To consider and approve the Election of directors in replacement of the directors who retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

4.1 นายเจนวิทย์ จิวะกุลชัยนันท์

Mr. Jenvit Jivakulchainan

- เห็นด้วย ..... เสียง  
Approve vote(s)
- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)
- งดออกเสียง ..... เสียง  
Abstain vote(s)

4.2 นางสาววิมล หาญพานิชกิจการ

Ms. Vimol Hanpanishkitkarn

- เห็นด้วย ..... เสียง  
Approve vote(s)
- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)
- งดออกเสียง ..... เสียง  
Abstain vote(s)

4.3 นางสาวเสาวนีย์ ขาวอุบล

Ms. Saowanee Khaoubol

- เห็นด้วย ..... เสียง  
Approve vote(s)
- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)
- งดออกเสียง ..... เสียง  
Abstain vote(s)

ชื่อกรรมการ \_\_\_\_\_

Name of Director \_\_\_\_\_

- เห็นด้วย ..... เสียง  
Approve vote(s)
- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)
- งดออกเสียง ..... เสียง  
Abstain vote(s)

- วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อย ประจำปี 2565

Agenda 5 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

- |  |         |
|--|---------|
| <input type="checkbox"/> เห็นด้วย .....    | เสียง   |
| Approve                                    | vote(s) |
| <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง   |
| Disapprove                                 | vote(s) |
| <input type="checkbox"/> งดออกเสียง .....  | เสียง   |
| Abstain                                    | vote(s) |

- วาระที่ 6 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ และบริษัทย่อย และการกำหนดค่าสอบบัญชี ประจำปี 2565

Agenda 6 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

- |  |         |
|--|---------|
| <input type="checkbox"/> เห็นด้วย .....    | เสียง   |
| Approve                                    | vote(s) |
| <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง   |
| Disapprove                                 | vote(s) |
| <input type="checkbox"/> งดออกเสียง .....  | เสียง   |
| Abstain                                    | vote(s) |

- วาระที่ 7 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทฯ จำนวน 5,060,983 บาท จากทุนจดทะเบียนเดิม 1,144,559,696 บาท เป็นทุนจดทะเบียนใหม่ 1,139,498,713 บาท โดยการตัดหุ้นสามัญที่ยังไม่จำหน่ายจำนวน 5,060,983 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda 7 To consider and approve the decrease of the Company's registered capital in the amount THB 5,060,983 of the current registered capital of THB 1,144,559,696 to be THB 1,139,498,713 by cancelling ordinary shares of the Company, which had not been sold in the number of 5,060,983 shares at the par value of THB 1 per share.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

- |  |         |
|--|---------|
| <input type="checkbox"/> เห็นด้วย .....    | เสียง   |
| Approve                                    | vote(s) |
| <input type="checkbox"/> ไม่เห็นด้วย ..... | เสียง   |
| Disapprove                                 | vote(s) |
| <input type="checkbox"/> งดออกเสียง .....  | เสียง   |
| Abstain                                    | vote(s) |

- วาระที่ 8 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 (เรื่อง ทุนจดทะเบียน) เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 8 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company in order to be in accordance with the decrease of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:



- เห็นด้วย ..... เสียง  
Approve vote(s)
- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)
- งดออกเสียง ..... เสียง  
Abstain vote(s)

- วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 180,869,643 บาท จากทุนจดทะเบียนเดิม 1,139,498,713 บาท เป็นทุนจดทะเบียนใหม่ 1,320,368,356 บาท โดยการออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 180,869,643 หุ้น มูลค่าหุ้นที่ตราไว้หุ้นละ 1 บาท เพื่อรองรับการออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิม (Right Offering)

Agenda 9 To consider and approve the increase of the Company's registered capital in the amount of THB 180,869,643 from the current registered capital of THB 1,139,498,713 to be THB 1,320,368,356 by issuing newly ordinary share in the amount not exceeding 180,869,643 shares with the par value of THB 1 per share for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

- เห็นด้วย ..... เสียง  
Approve vote(s)
- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)
- งดออกเสียง ..... เสียง  
Abstain vote(s)

- วาระที่ 10 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4 (เรื่อง ทุนจดทะเบียน) เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 10 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย ..... เสียง  
Approve vote(s)
- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)
- งดออกเสียง ..... เสียง  
Abstain vote(s)
- วาระที่ 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทฯ ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering) จำนวนไม่เกิน 180,869,643 หุ้น ในอัตรา 9 หุ้นสามัญเดิม ต่อ 2 หุ้นสามัญที่ออกและเสนอขาย ที่ราคาเสนอขายหุ้นละ 3.30 บาท
- Agenda 11 To consider and approve the allocation of the Company's newly issued ordinary shares to the existing shareholders of the Company in the amount not exceeding 180,869,643 shares in proportion to their shareholdings (Right Offering) at the ratio of 9 existing shares to 2 new shares, at the offering price of THB 3.30 per share
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย ..... เสียง  
Approve vote(s)
- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)

งดออกเสียง ..... เสียง  
Abstain vote(s)

- วาระที่ 12 พิจารณานุมัติการเพิ่มจำนวนกรรมการบริษัท และพิจารณานุมัติการเลือกตั้งกรรมการเข้าใหม่

Agenda 12 To consider and approve the increase of directors and elect a new director

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

12.1 นางสาวศรินญา महาดำรงค์กุล

Ms. Sarinya Mahadumrongkul

เห็นด้วย ..... เสียง

Approve vote(s)

ไม่เห็นด้วย ..... เสียง

Disapprove vote(s)

งดออกเสียง ..... เสียง

Abstain vote(s)

- วาระที่ 13 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 13 To consider other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย ..... เสียง

Approve vote(s)

**สิ่งที่ส่งมาด้วย 9 (Enclosure 9)**  
**หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)**

- ไม่เห็นด้วย ..... เสียง  
Disapprove vote(s)
- งดออกเสียง ..... เสียง  
Abstain vote(s)

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case where the vote cast by the proxy holder on any agenda is not in accordance with my/our intention in this Proxy Form, it shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case where I/we have expressed none of my/our intention in each agenda or unclearly expressed or in case where the meeting considers or pass the vote on any matters, other than those specified above, including in case where there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions undertaken by the proxy holder at the meeting, except the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

ลงชื่อ ..... ผู้มอบฉันทะ  
Signatures ( ..... ) Appointer

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

หมายเหตุ / Remark

1. หนังสือมอบฉันทะ แบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ถือฝากและดูแลหุ้นให้เท่านั้น

This Proxy Form C is applicable only to shareholders whose names appear in the shareholder register book as foreign investors and a custodian in Thailand is appointed therefore.

2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder granting a proxy shall appoint only one proxy holder to attend and vote at the meeting and may not split the number of shares to several proxy holders for splitting votes.

3. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ

In case where there are other agendas to be considered in the meeting other those specified above, the Attachment to Proxy Form C shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันที่ 25 เมษายน 2565 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of Wow Factor Public Company Limited, to attend and vote at the 2022 Annual General Meeting of Shareholders which will be held on 25 April 2022 at 10.00 a.m. in the form of electronic meeting (e-AGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย ..... เสียง     ไม่เห็นด้วย ..... เสียง     งดออกเสียง ..... เสียง  
Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย ..... เสียง     ไม่เห็นด้วย ..... เสียง     งดออกเสียง ..... เสียง  
Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย ..... เสียง     ไม่เห็นด้วย ..... เสียง    งดออกเสียง ..... เสียง  
Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

ลงชื่อ ..... ผู้มอบฉันทะ  
Signatures ( ..... ) Appointer

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name - Surname : Ms. Yaowarote Klinboon



Position in the Company : (Acting) Chairman of the Board of Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director

Education : - Master of Laws, University of East Anglia, England  
 - Master of Laws, Chulalongkorn University  
 - Bachelor of Laws, Chulalongkorn University

**Work experiences**

2019 - Present : (Acting) Chairman of the Board of Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Independent Director - Wow Factor Public Co., Ltd.

2018 - Present : Chairman of the Nomination and Remuneration Committee – AddTech Hub Public Co., Ltd.

2020 - Present : Member of the Audit Committee / Independent Director – Meta Corporation Public Co., Ltd.

2017 - Present : Senior legal consultant – Hunton Andrews Kurth Co., Ltd.

2020 - Present : Member of the Audit Committee / Independent Director – Green Earth Power (Thailand) Co., Ltd.

2015 - 2017 : Partner - The Capital Law Office Limited

2003 - 2015 : Senior lawyer - Weerawong, Chinnavat & Peangpanor Co., Ltd.

Shareholding proportion in the Company : None

Director training (IOD) : - Director Certification Program (DCP) 272/2019, Thai Institute of Directors Association (IOD)  
 - Director Accreditation Program (DAP) 154/2018, Thai Institute of Directors Association (IOD)



Position held in other companies : 2 companies as follows:  
that are not listed companies

1. Green Earth Power (Thailand) Company Limited
2. Hunton Andrews Kurth Co., Ltd.

Position held in other companies : 2 companies as follows:  
that are listed companies in the  
Stock Exchange of Thailand

1. AddTech Hub Public Co., Ltd.
2. Meta Corporation Public Co., Ltd.

Directorship/ management in other : None  
companies which may cause  
conflict of interest to or complete  
with the business of the Company

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name - Surname : Mr. Jenvit Jivakulchainan

Position in the Company : Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director

Education : - Master's degree, Public Administration, Master of Public and Private Management, National Institute of Development Administration  
- Bachelor of Public Administration Program, Chiang Mai University



**Work experiences**

2019 - Present : Independent Director / Audit Committee - Wow Factor Public Co., Ltd.  
2020 - Present : Director - Tham Digital Co., Ltd.  
2020 - Present : Director - Mitsui ICT Co., Ltd.  
2018 - Present : Member of the Executive Committee - AddTech Hub Public Co., Ltd.  
2017 - Present : Director – Nexif Ratch Energy Rayong Co., Ltd.  
2016 - Present : Director – Born Digital Co., Ltd.  
2015 - Present : Director – Wanvela Asset Co., Ltd.

Shareholding proportion in the Company : - Self: None  
- Spouse and minor children: None

Director training (IOD) : - Director Accreditation Program (DAP) 126/2059, Thai Institute of Directors Association (IOD)

Position held in other companies that are not listed companies : 5 companies as follows:  
1. Tham Digital Co., Ltd.  
2. Mitsui ICT Co., Ltd.  
3. Nexif Ratch Energy Rayong Co., Ltd.  
4. Born Digital Co., Ltd.  
5. Wanvela Asset Co., Ltd.

Position held in other companies : 1 company as follows:  
that are listed companies in the 1. AddTech Hub Public Co., Ltd.  
Stock Exchange of Thailand

Directorship/ management in other : None  
companies which may cause  
conflict of interest to or complete  
with the business of the Company

Profile of the Independent Director Who is Designated As an Authorized Person of the Shareholders

Name - Surname : Mr. Boonlerd lewpornchai

Position in the Company : Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director

Education : - Master's Degree of Engineering (Electrical Engineering), Chulalongkorn University  
 - Master's Degree of Business Administration (Finance), Kasetsart University  
 - Bachelor 's Degree of Laws, Thammasat University  
 - Bachelor 's Degree of Engineering (Industrial Engineering), Kasetsart University

**Work experiences**

2019 - Present : Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director - Wow Factor Public Co., Ltd.

2021 - Present : Executive Committee Member / Vice Chief Executive Officer - Simat Technologies Public Co., Ltd.

2018 - Present : Audit Committee member - Alpha Divisions Public Co., Ltd.

2020 - 2021 : Executive Committee Member - One To One Contacts Public Co., Ltd.

2019 - 2020 : Member of the Excecutive Committee - Inter Far East Energy Corporation Public Co., Ltd  
 : Audit Committee member - SKY ICT Public Co., Ltd.

2010 - 2020 : Chief Financial officer – Equator Solar One Co., Ltd.

2016 - 2017 : General Manager – Vita Food Factory (1989)

2010 - 2016 :

Shareholding proportion in the Company : - Self: None  
 - Spouse and minor children: None

Director training (IOD) : - Director Accreditation Program (DAP) in 2020, Thai Institute of Directors Association (IOD)

Position held in other companies : None  
that are not listed companies

Position held in other companies : 2 company as follows:  
that are listed companies in the  
Stock Exchange of Thailand

1. Simat Technologies Public Co., Ltd.
2. Alpha Divisions Public Co., Ltd.

Directorship/ management in other : None  
companies which may cause  
conflict of interest to or complete  
with the business of the Company

Definition of Independent Director

- Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
- Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
- Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
- Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director

The term "business relationship" under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having

indebtedness in favour of the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of THB 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on connected transactions, mutatis mutandis. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced;

- Shall not be nor have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
- Shall not provide nor have provided any professional services, including the provision of services as a legal or financial advisor, receiving service fees in the amount of over THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of the professional service provider, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
- Shall not be a director that has been appointed to act as a representative of the directors of the Company, its major shareholders, or its shareholders who are related to the major shareholder;
- Shall not engage in any business of the same nature and which significantly competes with the business of the Company or its subsidiary. He or she shall not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, and shall not hold shares in excess of one percent of the total number of shares with voting rights of another company that engages in a business of the same nature and which significantly competes with the business of the Company or its subsidiary.

**Privacy Notice for the Shareholder's Meeting**  
**Wow Factor Public Company Limited**

Wow Factor Public Company Limited (the “Company”) realizes the importance of personal data of shareholders and/or proxy holders, the Company, thus, hereby informs you of the following information in order to comply with the Personal Data Protection Act B.E. 2562 (2019). This privacy notice shall be applied for the collection, use, disclosure, and processing of personal data to identify and authenticate the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the information and rights for your clear understanding.

**1. Personal Data to be Collected by the Company**

The company will receive and collect personal data directly obtained from shareholders and/or proxy holders and from Thailand Securities Depository Company Limited (TSD), assigned by the Company as the company's share registrar. Personal data consists of:

- 1.1 General Personal Data, such as name, surname, identification number, date of birth, gender, nationality, shareholder registration number, number of shares, image, video recording as well as health information and travel history in relation to health for the purposes of health care and prevention from the Coronavirus disease 2019 (COVID-19) etc.
- 1.2 Contact Information, such as address, telephone and e-mail address etc.

**2. Purpose of Collection, Use and Disclosure of Personal Data of the Company**

The Company collects, uses, and discloses personal data for the following purposes:

- 2.1 To convene, arrange and conduct the shareholders' meeting of the company in accordance with the company's Articles of Association as well as applicable laws, notifications and rules for meeting arrangement stipulated by the government agencies, including a preparation of minutes of the meeting and a delivery of annual report;
- 2.2 To be used for screening attendees who are at risk for the Coronavirus disease 2019 (COVID-19) for the purposes of health care and prevention from hazardous communicable diseases and complying with the measures and guidelines for meeting arrangement, stipulated by the government agencies;



- 2.3 To probably disclose personal data to persons or agencies related to items 2.1 and 2.2, including but not limited to, meeting consultants or government agencies related to public health and communicable disease prevention.

### **3. Rights of Data Owner**

The data owners have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), which includes the right to revoke a consent, the right to request for accessing and obtaining a copy of personal data relevant thereto, or to request for the disclosure of the acquisition of the personal data without consent, the right to request for transferring the personal data to other person as specified by laws, the right to object the collection, use, or disclosure of the personal data, the right to request for deletion or destruction of their personal data or the right to cease to use the personal data, the right to make the personal data to be accurate, up-to-date, complete, and not misleading, and the right to file a complaint in the event that the data controller or the data processor does not comply with the data protection laws and relevant laws.

### **4. Personal Data Retention Period**

The company shall retain personal data under item 1 throughout the period specified by relevant laws and/or as deemed necessary to achieve the purpose under item 2.

### **5. Contact Information for Exercise of Rights of Data Owner**

Corporate Secretary Office, Wow Factor Public Company Limited, at no. 77/1 Soi Ruamsirimit, Chompol Sub-District, Chatuchak District, Bangkok 10900 Telephone: 0-2093-1681 – 3 Ext. 13