

Invitation Letter for the Extraordinary General
Meeting of Shareholders No.1/2023

17 February 2023



Wow Factor Public Company Limited



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)
77/1 ซอยร่วมศิริมิตร แขวงจอมพล
เขตจตุจักร กรุงเทพมหานคร 10900
โทรศัพท์ 02 093 1681- 3 โทรสาร 02 093 1684
www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED
77/1 SOI RUAM SIRI MIT, CHOM PHON,
CHATUCHAK, BANGKOK 10900
Tel. 02 093 1681- 3 Fax. 02 093 1684
www.wowfactor.co.th

(Translation)

February 2, 2023

Subject: Invitation to Extraordinary General Meeting No.1/2023

Attention: Shareholders
Wow Factor Public Company Limited

- Attachment
1. Copy of the Minutes of 2022 Annual General Meeting of Shareholders
 2. Capital Increase Report Form (F53-4)
 3. Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares of Wow Factor Public Company Limited by way of Private Placement
 4. The Company's Articles of Association in the part which related to the Shareholders' Meeting
 5. Guidelines for Attending Shareholders' Meetings via Electronic Media (E-EGM) and Proxy
 6. Acceptance Form for Attending the Shareholders' Meeting via Electronic Media (E-EGM) Wow Factor Public Company Limited
 7. Proxy Form A, Form B and Form C.
 8. Brief profiles of the independent directors who received proxies to attending to the meeting, and the definition of independent director
 9. Notice regarding to the Personal Data Protection for the Shareholders' Meeting

The Board of Directors of Wow Factor Public Company Limited (the "Company") would like to inform that the Board of Directors' Meeting No. 6/2022 which held on December 16, 2022 has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2023 on February 17, 2023 at 10:00 via electronic media (E-EGM) under the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws. The agendas of the meeting are as follows:

Agenda 1 To consider and certify the minutes of 2022 Annual General Meeting of Shareholders 2022 which held on April 25, 2022

Fact and Rationale

The purpose is for the shareholders to jointly consider and certify the minutes of 2022 Annual General Meeting of Shareholders which held on April 25, 2022, which have been prepared and submitted to the



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Stock Exchange of Thailand within 14 days from the date of the 2022 Annual General Meeting of Shareholders and published on the Company's website. The details are as appeared in the minutes of the 2022 Annual General Meeting of Shareholders (Attachment 1), which send to all shareholders together with this invitation letter.

The Opinion of the Board of Directors

The Board of Directors considered that such meeting was recorded accurately. Therefore, propose to the Extraordinary General Meeting of Shareholders to consider and certify the minutes of such meeting.

Resolution

A majority vote of the total votes of the shareholders who attend the meeting and cast their vote.

Agenda 2 To consider and approve the cancellation of the issuance of new ordinary shares offered to the existing shareholders in proportion to their shareholdings (Right Offering) which was approved by the 2022 Annual General Meeting of Shareholders held on April 25, 2022

Fact and Rationale

According to the 2022 Annual General Meeting of Shareholders which held on April 25, 2022 ("AGM 2022") has resolved to approve the capital increase of THB 180,869,643 from the original registered capital of THB 1,139,498,713 to the new registered capital of THB 1,320,368,356 by issuing not exceeding 180,869,643 ordinary shares, with a par value at THB 1 per share to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders by the way of rights offering at the allocation ratio of 9 existing ordinary shares per 2 newly issued and offered ordinary shares, at the offering price of THB 3.30 per share. The AGM 2022 has assigned the Board of Directors and/or the Chief Executive Officer and/or the person assigned by the Board of Directors and/or the Chief Executive Officer to consider the criteria, conditions, other necessary and relevant details in the issuance and allocation of newly issued ordinary shares as necessary and appropriate under the relevant laws, including but not limited to the determination of the offering date of the newly issued ordinary shares and share payment method, etc. The Company has determined the subscription and payment date for the newly issued ordinary shares (including the extended period) from June 1, 2022 – December 30, 2022.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)
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According to the subscription results of the newly issued ordinary between June 1, 2022 - October 2, 2022, there were only 32 shareholders who expressed their intention and exercised their rights to subscribe the Company's ordinary shares, representing 1,436,078 shares or 0.79 percent of total newly issued ordinary shares. The management team estimated that, even the end of subscription period, there will be few of shareholders who exercised their rights to subscribe the newly issued ordinary shares due to the fluctuation of the Stock Exchange of Thailand ("SET") and the overall uncertainty of economic and political conditions in both domestically and internationally, the Company's share price dropped significantly, and cause the fund which the Company received from the capital increase will not meet the objectives of the capital increase of the Company.

The Opinion of the Board of Directors

The Board of Directors has considered and approved to propose to the shareholders' meeting of the Company to consider the cancellation of the capital increase and the issuance and offering of newly issued ordinary shares to the existing shareholders by the way of rights offering, which has been approved by the resolution AGM 2022, including the cancellation of the capital increase in the amount of not exceeding 180,869,643 shares with the par value of THB 1 per share.

The Board of Directors' meeting proposes to the shareholders' meeting consider and approve the compensation to compensate the shareholders who exercised their rights to subscribe for the newly issued ordinary shares of the Company in the equivalent amount to the interest rate of fixed deposit of Kasikorn Bank for 6 months of the subscription amount for newly issued ordinary shares to the shareholders who exercised their rights from June 1, 2022 - October 3, 2022, by authorizing the Chief Executive Officer or Acting Chief Executive Officer to take any necessary action in relation to the cancellation of the capital increase of the Company, and the issuance and offering of newly issued ordinary shares to existing shareholders by way of rights offering such as the refund of subscription fees of the newly issued ordinary shares to the shareholders who exercised their rights to subscribe for the Company's newly issued ordinary shares.

Resolution

The resolution of this agenda must be approved by a vote of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 3 To consider and approve the reduction of the Company's registered capital of THB 180,869,643 from the current registered capital of THB 1,320,368,356 to the new registered capital of THB 1,139,498,713 by canceling the remaining 180,869,643 unsold ordinary shares



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with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital reduction

Fact and Rationale

Due to the Company's intention to increase the registered capital for the issuance and offering of newly issued ordinary shares by way of private placement, and to comply with the Public Limited Companies Act B.E. 2535 (as amended) ("Public Companies Act"), Section 136 stipulates that the public limited companies may increase its registered capital by issuing new shares when all shares have been sold and fully paid-up or, in the case where shares have not fully been sold, the remaining shares must be issued to accommodate the convertible debentures or warrants. Therefore, it is necessary to reduce the Company's registered capital in the amount of THB 180,869,643 from the original registered capital of THB 1,320,368,356 to the new registered capital of THB 1,139,498,713 by canceling 180,869,643 unsold registered ordinary shares with a par value of THB 1.00, which were issued and offered to existing shareholders of the Company in accordance with the resolution of the AGM 2022. However, the special Board of Directors' meeting No. 1/2022 resolved to propose to the shareholders' meeting to cancel the issuance and offering of the newly issued ordinary shares to the existing shareholders according to their shareholding proportion. The details of the cancellation are as appears in Agenda 2.

In this regard, 325,585,323 remaining ordinary shares are reserved for the exercise of warrants to purchase the ordinary shares in Wow Factor Public Company Limited no. 5 ("Warrants of the Company") and to approve the amendment to Clause 4 of the Memorandum of Association to be in accordance with the reduction of the Company's registered capital by cancel the original details and use the following details instead:

Clause 4	Registered Capital	:	THB 1,139,498,713	(One Thousand One Hundred Thirty Nine Million, Four Hundred Ninety Eight Thousand, Seven Hundred And Thirteen Baht)
	Divided into	:	1,139,498,713 Shares	(One Thousand One Hundred Thirty Nine Million, Four Hundred Ninety Eight Thousand, Seven Hundred And Thirteen Shares)
	Par Value	:	THB 1.00	(One Baht)
	Divided into	:		



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Ordinary Shares	:	1,139,498,713	(One Thousand One Hundred Thirty Nine Million, Four Hundred Ninety Eight Thousand, Seven Hundred And Thirteen Shares)
Preferred Shares	:	- None -	-

In this regard, the Board of Directors' Meeting proposed to the shareholders' meeting to consider and approve to authorize the Company's authorized director or the person authorized by the Company's authorized director to have the power to file applications for registration of the capital decrease and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action in compliance with the registrar's order to complete the registration process.

The Opinion of the Board of Directors

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital of THB 180,869,643 from the original registered capital of THB 1,320,368,356 to the new registered capital of THB 1,139,498,713 by canceling 180,869,643 unsold registered ordinary shares with a par value of THB 1.00 and amending Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital, and the amendment to Clause 4 of the Memorandum of Association to be in accordance with the reduction of the Company's registered capital, and the authorization as detailed above in all respect.

Resolution

The resolution of this agenda must be approved by a vote of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

In this regard, since the matters to be considered in Agenda 4 and Agenda 5 are related agendas, therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 1/2023, it will be deemed that others previously agenda approved by the Extraordinary General Meeting of Shareholders No. 1/2023 will be cancelled and will not consider other agendas and deemed that the approval of the matters as shown in Agenda 4 to Agenda 5 are not approved by the Extraordinary General Meeting of Shareholders No. 1/2023.

Agenda 4 To consider and approve the increase of the Company's registered capital in the amount of THB 445,000,000 from the original registered capital of THB1,139,498,713 to a new registered capital of THB 1,584,498,713 by issuing 445,000,000 newly issued ordinary shares with par



value of THB 1.00 baht per share and approving the amendment to Clause 4 of the Memorandum of Association to be in accordance with the increase of the Company's registered capital.

Fact and Rationale

In order to increase the Company's liquidity and capital base to use for existing debts repayments of the Company which the Company used as a source of funding for business operations in the past and working capital of the Company, and to be a working capital of the Company. The Company therefore intend to increase the Company's registered capital in the amount of THB 445,000,000 from the original registered capital of THB1,139,498,713 to a new registered capital of THB 1,584,498,713 by issuing 445,000,000 newly issued ordinary shares with par value of THB 1.00 per share to offer by way of private placement to 13 persons, the details are as proposed in Agenda 5 and consider approving the amendment to Clause 4 of the Memorandum of Association to be in accordance with the increase of the Company's registered capital by cancel the original details and use the following details instead:

Clause 4	Registered Capital	: THB 1,584,498,713.00	(One Thousand Five Hundred Eighty-Four Million, Four Hundred Ninety-Eight Thousand, Seven Hundred And Thirteen Baht)
	Divided into	: 1,584,498,713 Shares	(One Thousand Five Hundred Eighty-Four Million, Four Hundred Ninety-Eight Thousand, Seven Hundred And Thirteen Shares)
	Par Value	: THB 1.00	(One Baht)
	Divided into	:	
	Ordinary Shares	: 1,584,498,713 Shares	(One Thousand Five Hundred Eighty-Four Million, Four Hundred Ninety-Eight Thousand, Seven Hundred And Thirteen Shares)
	Preferred Shares	: - None -	-

In this regard, the Board of Directors' Meeting proposed to the shareholders' meeting to consider and approve to authorized the director authorization to act on behalf of the Company or the persons assigned by directors to act on behalf of the Company in the registration of the capital increase and amend the Memorandum of Association at the Department of Business Development, Ministry of Commerce, including



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authorized to take any necessary action to comply with the order of the registrar in order to complete the registration process.

The Opinion of the Board of Directors

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital of THB 445,000,000 from the original registered capital of THB 1,139,498,713 to the new registered capital of THB 1,584,498,713 by issuing 180,869,643 newly issued ordinary shares with a par value of THB 1.00, and the amendment to Clause 4 of the Memorandum of Association to be in accordance with the increase of the Company's registered capital, and the authorization as detailed above in all respect.

Resolution

The resolution of this agenda must be approved by a vote of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 5 To consider and approve the allocation of 445,000,000 newly issued ordinary shares of the Company with par value of Baht 1.00 per share by way of private placement at the offering price of Baht 1.74 per share, with the total value of not exceeding THB 774,300,000.

Fact and Rationale

As the Company intends to increase the Company's liquidity and capital base to use for existing debts repayments of the Company which the Company used as a source of funding for business operations in the past and working capital of the Company, and to support the Company's business expansion in the future. The Company therefore intend to increase the Company's registered capital by issuing 445,000,000 newly issued ordinary shares, the details are as proposed in Agenda 4, by way of private placement to 13 persons (collectively referred as the "Investor"), Such Investors are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) as follows:



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Names of Investors to whom newly issues shares are allotted	Number of shares allotted
1. Mr. Sarayuth Leedumrongprasert	100,000,000 Shares
2. Mr. Nattapong Seetavorarat	100,000,000 Shares
3. Mr. Boon-Aue Chitthanom	80,000,000 Shares
4. Mr. Kittipong Ploysuk	25,000,000 Shares
5. Miss Kanokrat Wongpraphairot	20,000,000 Shares
6. Mr. Apisit Honglawan	20,000,000 Shares
7. Mr. Sarayut Rueangsuwan	20,000,000 Shares
8. Mr. Chayandorn Pholprasit	20,000,000 Shares
9. Mrs. Nawaporn Rattanachaikanon	15,000,000 Shares
10. Mrs. Piyada Jirapojaporn	15,000,000 Shares
11. Mr. Teera kittijirakul	10,000,000 Shares
12. Miss Chatchalai Weerasakumpai	10,000,000 Shares
13. Mr. Patipol Prawangsuk	10,000,000 Shares

In this regard, the issuance of new ordinary shares is an offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the shareholders' meeting to determine the offering price at THB 1.74 per share with the total value of not exceeding THB 774,300,000, which is not considered an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement dated October 28, 2015 (as amended) (the "Notification No. TorJor. 72/2558"). The "market price" is calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand ("SET") over a period of 15 consecutive business days prior to the date on which the Board of Directors' Meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the shareholders' meeting for approval, which is



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a period between November 23, 2022 and December 15, 2022. The market price is THB 1.93 per share (Source: SETSMART from www.setsmart.com).

In this regard, the issuance and offering of newly issued ordinary shares to the has the offering price of not lower than 90 percent of the market price of the Company's ordinary shares as mentioned above. Therefore, it is not considered as a cause for rights adjustment which specified in the terms and conditions of the rights and obligations of the Warrant Issuer and Warrant Holders of the Company ("Terms of Rights"). Therefore, the Company has no duty to adjust the exercise price and/or the exercise ratio of the Company's warrants in any way.

If the offering price of the newly issued ordinary shares offered by way of private placement is lower than 90 percent of the market price prior to the date on which the SET accepts such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the Investors from selling all of such newly issued ordinary shares within 1 year from the date on which the Company's newly issued ordinary shares are first traded on the SET (Silent Period). Upon a lapse of 6 months after the first trade date of the Company's newly issued ordinary shares, the Investors may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions, and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated 11 May 2015 (as amended).

The shares allocation as detailed above, in any case, must not cause any of the 13 Investors will not hold the shares that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor.12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers. After this capital increase no Investors will take the position of director and/or executive of the Company, or in a manner that violates the foreign shareholding restrictions as specified in the Company's Articles of Association which prescribed that the foreigners may hold shares in the Company not exceeding 49 percent of the total sold shares of the Company. In this regard, after the capital increase. No Investor will take the position of director and/or executive of the Company and there are no conditions or agreements of this capital increase by way of private placement which is given to all allocated Investors.

In addition, the Board of Directors' Meeting resolved to approve and propose to the Shareholders' Meeting to consider authorized the Executive Board or Chief Executive Officer or Acting Chief Executive Officer or the persons assigned by the executive committee and/or Chief Executive Officer or Acting



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Chief Executive Officer assigns authority to take any action regarding the issuance, offering, allocation and subscription of such newly issued ordinary shares. This includes the following actions:

- (a) Consider and/or revise, amend other details which is necessary and relevant to the allocation of the newly issued ordinary shares of the company as it is deemed appropriate and to the extent that it is not contrary to or inconsistent with relevant notifications, rules or laws. Including determine and amend the subscription date and the offering date of the newly issued ordinary shares, offering period, number of shares offered, list of private placement Investors, the share payment which may be determined the allocation and subscription date at one time or several times;
- (b) contact, negotiate, enter into, sign, amend the agreement, request for permission, request for waiver, notice, and the evidence which is necessary and relevant to the allocation of the newly issued ordinary shares of the Company, including but not limited to share subscription agreement, the registration which is related to the Ministry of Commerce, communication and submission of applications form, requests for waivers, notices, the documents and evidences to the Securities and Exchange Commission ("SEC Office"), the SET, the government agencies or agencies related to the amendment to or change of the application form or the related documents, as well as the listing of such newly issued ordinary shares on the SET; and
- (c) take any action which is necessary and relevant to the completion of the allocation of the Company's newly issued ordinary shares, including recruiting the private placement Investors, appointing and assigning other persons to sub-authorized to perform the activities as mentioned above.

In this regard, according to the Notification No. Tor Jor. 72/2558, the Company must complete the share offering within the period approved by the shareholders' meeting, but not more than 3 months from the date which the shareholders' meeting resolved to approve the offering of newly issued shares or the Company must complete the share offering within 12 months from the date which the shareholders' meeting resolved to approve the share offering. In the event that the shareholders have clearly resolved that after the 3 months period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period. Therefore, the Board of Directors deemed it appropriate to propose to shareholders' meeting to consider and approve that in case after 3 months period from the date on which the shareholders' meeting resolved to approve the offering of newly issued shares, the



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Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

In addition, the issuance of such newly issued ordinary shares must be approved by the shareholders' meeting of the Company and must also be approved by the SEC Office as specified in the Notification No. Tor Jor. 72/2558 prior to the offering and allocation of the newly issued ordinary shares of the Company.

Please consider the details of the issuance, offering and allocation of newly issued ordinary shares of the Company to Investors according to the Capital Increase Report Form (F 53-4) (Attachment 2) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares of Wow Factor Public Company Limited by way of Private Placement (Attachment 3).

The Opinion of the Board of Directors

The Board of Directors has considered and deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of 445,000,000 shares with par value at THB 1.00 by way of private placement at the offering price of THB 1.74, at total value of not exceeding THB 774,300,000 and the authorization as detailed above in all respect.

Resolution

The resolution of this agenda must be approved by a vote of not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 6 Other matters (if any)

In order to comply with the second paragraph of Section 105 of the Public Companies Act, which prescribed that the shareholders holding the aggregate number of shares of not less than one third of the total number of shares sold may request the consideration at the meeting.

The Company has published the invitation letter to the shareholders' meeting together with supporting documents on the Company's website at www.wowfactor.co.th, hereby invites the shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2023 on February 17, 2023 at 10:00 via electronic media (E-EGM) under the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws. The Company will open the registration system for attending the meeting from 9:00 on the meeting day onwards.



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In the event that a shareholder is unable to attend the meeting by themselves, please give your proxy to the person you seems appropriate or please give your proxy to an independent director proposed by the Company to attend the meeting on your behalf. The details are as appeared in Attachment 8 by using Proxy Form A or Form B. The details are as appeared in Attachment 7, either form. For the foreign shareholders who appoint a custodian please use the proxy form C. In this regard, the shareholders and proxies can study the procedures for attending the shareholders' meeting via electronic media (E-EGM) and proxy in Attachment 5 and the acknowledgment receipt for attending the shareholders' meeting electronic media (E-EGM) of Wow Factor Public Company Limited in Attachment 6. In this regard, the Company requests the shareholders who wish to attend the meeting via electronic media (E-EGM) or proxies to submit an acknowledgment receipt in order to attend the shareholders' meeting via electronic media (E-EGM) and identification documents, the details are as appeared in Attachment 5 by (1) submit a scanned file of the such document via e-mail investor@wowfactor.co.th by February 7, 2023 and (2) Deliver the original documents to the Company No. 77/1 Soi Ruamsirimit, Chomphon Sub-district, Chatuchak District, Bangkok 10900 within February 13, 2023, when the Company has verified with the list of shareholders as of January 19, 2023, which is the record date of the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2023. The Company will send a link for attending the meeting together with a username and password and the manual for the meeting via electronic media (E-EGM) to the shareholders via email that has been informed to the Company. The Company reserves the right not to accept registration in case of incomplete documents or incorrect or not according to the conditions, and will convene the meeting in accordance with the Company's Articles of Association as appeared in Attachment 4 and the Public Companies Act. In this regard, if the shareholders or proxies who have submitted the registration form for the meeting via electronic media (E-EGM) to the Company but have not received a link for attending the meeting along with a username and password and the manual for the meeting via electronic media (E-EGM) by February 14, 2023, please contact the Company via email. investor@wowfactor.co.th.

The Company has provided stamp duty service for the proxy form with free of charge. If any shareholder has questions about the meeting or want to inquire any important information of the Company, the shareholder can submit the questions prior to the meeting date to the Company or via email. investor@wowfactor.co.th. The program which use for convene the shareholders' meetings via electronic media (E-EGM) belongs to OJ International Co., Ltd., a provider of conference control systems certified by the Electronic Transactions Development Agency. In this regard, the Company has determined the record date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 on January 19, 2023. In the event that there is any change in the details regarding Extraordinary General Meeting of Shareholders No. 1/2023 due to the epidemic situation of the Coronavirus



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)
77/1 ซอยร่วมศิริมิตร แขวงจอมพล
เขตจตุจักร กรุงเทพมหานคร 10900
โทรศัพท์ 02 093 1681- 3 โทรสาร 02 093 1684
www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED
77/1 SOI RUAM SIRI MIT, CHOM PHON,
CHATUCHAK, BANGKOK 10900
Tel. 02 093 1681- 3 Fax. 02 093 1684
www.wowfactor.co.th

Disease 2019, the Company will inform the shareholders through the channels of SET and the Company's website at www.wowfactor.co.th immediately.

Sincerely yours,

(Miss Saowanee Khaoubol)

Director

(Mr. Tanawat Ueasiripan)

Director



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)
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โทรศัพท์ 02 093 1681- 3 โทรสาร 02 093 1684
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Enclosure 1

WOW FACTOR PUBLIC COMPANY LIMITED
77/1 SOI RUAM SIRI MIT, CHOM PHON,
CHATUCHAK, BANGKOK 10900
Tel. 02 093 1681- 3 Fax. 02 093 1684
www.wowfactor.co.th

Minutes of the 2022 Annual General Meeting of Shareholders of Wow Factor Public Company Limited

Date, time and venue of the Meeting

The 2022 Annual General Meeting of Shareholders of Wow Factor Public Company Limited (the “Company”) was held on Monday, 25th 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, at SOMERSET RAMA 9 Bangkok Hotel, 22 Ratchadaphisek Road, Huai Khwang District, Bangkok 10320, as a location to control the meeting.

Directors attending the Meeting

- | | | |
|----|----------------------------|--|
| 1. | Ms. Yaowarote Klinboon | Chairman of the Board of Directors / Member of the Nomination and Remuneration Committee / Member of the Audit Committee / Director / Independent Director |
| 2. | Mr. Sirutt Ratanapaitoon | Director / Chief Executive Officer / (Acting) Corporate Secretary |
| 3. | Mr. Kusol Sangkananta | Director |
| 4. | Ms. Vimol Hanpanishkitkarn | Director / Chief Financial Officer |
| 5. | Mr. Sithipong Netiphath | Director |
| 6. | Mr. Jenvit Jivakulchainan | Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Director / Independent Director |
| 7. | Mr. Boonlerd lewpornchai | Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Director / Independent Director |

Legal Advisor

- | | | |
|----|-------------------------|---|
| 1. | Mr. Methas Techachukiat | Hunton Andrews Kurth (Thailand) Limited |
|----|-------------------------|---|

Auditor from Grant Thornton Company Limited

- | | |
|----|------------------------------|
| 1. | Ms. Saranya Akharamahaphanit |
| 2. | Ms. Kesanee Srathongphool |
| 3. | Mr. Kasem Chanweratham |
| 4. | Ms. Sirigarn Thanomsin |
| 5. | Ms. Wipaporn Suebsing |

Commencement of the Meeting

Mrs. Nopparat Suttikul acted as a moderator (the “**Moderator**”) of the 2022 Annual General Meeting of Shareholders (the “**Meeting**”) and informed of details about attendees of the Meeting that there were 2 shareholders attending the Meeting in person, representing 901 shares, and 35 shareholders, attending the Meeting by proxy, representing 446,505,015 shares. The total number of shareholders attending the Meeting were 37 persons, representing 446,505,916 shares and equivalent to 54.8591 percent of the total number of 813,913,390 sold shares, which constituted a quorum pursuant to Section 103 of the Public Company Limited Act B.E. 2535 (1992) and Article 32 of the Company's Articles of Association. There were directors of the Company, legal advisors, and auditors from Grant Thornton Company Limited who attended this meeting.

The Moderator informed the Meeting that due to a current situation with respect to the outbreak of Coronavirus disease (COVID-19) and a concern about the healthcare of all of the shareholders, the Company deemed appropriate to convene the shareholders' meeting in the form of electronic meeting (e-AGM) according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws. The electronic meeting system for this Meeting is belonged to OJ International Company Limited, which is a service provider for conference controlling system certified by the Electronic Transactions Development Agency.

In order to transparently and correctly cast the votes in every agenda of the Company, the Company engaged OJ International Company Limited, a service provider for conference controlling system certified by the Electronic Transactions Development Agency, to gather, collect and process the number of votes for this Meeting. Besides, in order to conduct the Meeting in accordance with the principles of good corporate governance concerning an operation of the Meeting, the Moderator informed the Meeting of practice for counting the quorum, conducting the Meeting, casting the votes, counting the votes and the submission of questions or suggestions as follows:

Quorum: According to the Article 103 of Public Limited Companies Act B.E. 2535 (1992) (including the amendments thereof) (the “**PLC Act**”) and the Article 32 of the Company's Articles of Association prescribed the rule in relation to the quorum that at least 25 shareholders and proxies attending the Meeting or not less than half of total number of shareholders who aggregately held shares in the number of not less than one-third (1/3) of the total number of sold shares in the Company shall constitute the quorum.

Conducting the Meeting: According to Section 104 of the PLC Act prescribed the rule in relation to the chairman of the Board of Directors shall be the chairman of the Meeting. If the chairman of the Board of Directors was not present at the Meeting or was unable to perform duty, the vice chairman of the Board of Directors shall be the chairman of the Meeting. If there was no vice chairman of the Board of Directors, the chairman of the Meeting shall be any of shareholders elected by the shareholders attending the Meeting.

Methods of vote casting:

1. Every shareholder shall have the number of votes equal to the number of shares held. One share was equal to one vote.
2. Vote casting in each agenda may be different. In each agenda, the Chairman or a person designated by the Chairman shall inform the Meeting before the vote casting.
3. For a convenience to count the votes, if there were no shareholders pressing “Disapproval” button or “Abstention” button and confirmation within the specified time, it shall be deemed that the Meeting resolved to approve the matter as proposed by the Chairman.

In case of shareholders casting the votes for disapproval or abstention, please press “Disapproval” button or “Abstention” button and after casting the vote please press the “Confirmation” button in order to the Company shall record the votes into the system. In this regard, the shareholders are required to cast the vote and confirm the vote within the specified time and when the voting and confirmation time is over, the staffs of OJ International Company Limited shall close the voting system for such agenda item.

After casting the votes, the shareholders were requested to return to e-meeting window in order to watch and listen to the Meeting.

In order to count all votes, the Company shall deduct the votes for disapproval or abstention or voided ballot from the total number of votes, and the remaining number of votes shall be deemed as the votes for approval.

According to Agenda 4 which was an agenda to consider approving the appointment of the directors in replacement of the directors who retire by rotation, the Company shall propose to consider the appointment of the directors on an individual basis.

4. If the shareholders granted a proxy with comments or votes in advance, the Company would count the votes based upon the shareholders’ intention to vote as granted in all respects.
5. For the proxies attending the Meeting, please examine the appointer’s instruction and cast the votes in accordance with the votes specified by the appointer.
6. The shareholders or proxies which registered for the Meeting and participated in electronic shareholders’ meeting system (e-AGM) but had not taken the votes and were not able to participate until the end of the Meeting, may press voting button and submit the votes in advance in the agendas which the Company have not proposed to the Meeting. The

Company will count those votes when it is considered in the agenda item that the shareholders have voted.

In this regard, in order to comply to the good corporate governance principle in respect of the shareholders' rights as well as to create the transparency in relation to the count of votes of this Meeting, the Company had invited Mr. Methas Techachukait, legal advisor from Hunton Andrews Kurth (Thailand) Limited to be a witness in the counting vote.

Submission of questions or suggestions

The Chairman or a person designated by the Chairman will open the opportunity to shareholders or proxies able to ask the questions related to the agenda that is considering after the moderator has informed the details of each agenda. The questions must be done by speaking only. In this regard, the shareholders and proxies who would like to submit questions or suggestion must stay on e-meeting window and press "Raise Hand" button in the Participant menu and later the staffs shall turn on the microphone for the shareholders or proxies to ask questions or give any suggestions. After the shareholders or proxies has done asking questions or giving suggestions, please press on "Lower Hand" button. In this regard the shareholders or proxies must inform name, surname and the status of being the shareholders or proxies before asking or giving suggestion.

For the questions or suggestions that the Company received in advance, the Company shall respond to questions or suggestions when the Meeting was conducted to the agenda in relation to such questions.

The moderator requested Ms. Yaowarote Klinboon, Chairman of the Board of Directors (the "Chairman") to address the opening speech.

The Chairman therefore welcomed all shareholders attending the 2022 Annual General Meeting of Shareholders of the Company in the form of electronic meeting (e-AGM). And informed that there was a quorum of shareholders attending the meeting according to the Company's Articles of Association, and opened the meeting to consider various matters according to the agenda.

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

The Chairman informed the Meeting that 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) according to Enclosure 1 of the invitation letter.

The Chairman asked Mr. Sirutt Ratanapaitoon, the Chief Executive Officer, to clarify and summary of the operational results of Company and its subsidiaries for the year 2021 and work plan in 2022 to the Meeting.

Mr. Sirutt Ratanapaitoon informed the Meeting that in 2021, Although the COVID-19 epidemic continues to have a significant impact on food businesses since 2019, the government has issued measures to control the epidemic, such as closing shops, resulting in the use of distribution channels such as delivery. However, a result of adjusting the business strategy to be in line with the New Normal era and focusing on the marketing strategies to further strengthen the brand, revenues from the Company's food businesses were 412 million baht in 2021 which increased by 203 million baht from 2020, representing a 97 percent increase over the previous year. Sales increased across all brands, including Kagonoya, Le Boeuf, BAKE Works, and DOMINO'S PIZZA. And the recognition of full-year revenues of the DOMINO'S Pizza brand for the year 2021, whereas revenues were only recognized for three months in 2020. Despite the fact that the Company has already sold its business of manufacturing and distributing electronic spare parts in October 2020, the Company's total revenue in 2021 remains the same as the total revenue in 2020.

In 2021, the company reported a loss for the year amounted to 276 million baht, owing primarily to the performance of DOMINO'S PIZZA, which has yet to reach break-even point. According to the Company's information disclosure related to the information about the acquisition of assets, there will be an initial loss and an estimated payback period of at least 3 years. Furthermore, the company's adaptation to the situation of the COVID-19 virus epidemic has resulted in high costs and expenses.

In 2022, the company will concentrate on increasing sales and controlling expenses in order to reach break-even point and has a positive cash flow from operations. The factor that will generate sales of the company to grow continuously in this year 2022 is marketing through Data Analysis, that is, using in-depth data to determine marketing guidelines and strategic planning, such as conducting market research or analyzing customer behavior to determine prices and releasing new products to meet customer needs. As a result, the company strives to build trust for customers in tangible ways, such as by providing special benefits if customers do not receive standard services, etc. And when the COVID-19 epidemic situation has improved which resulting in a positive impact, revenue growth for the company will be more obvious.

In 2022, the company has a business expansion plan to build on the previous business, such as investing in a fully integrated hotel restaurant, i.e. serving breakfast, lunch, dinner, catering, and room dining. The target customers will be both hotel guests and outsiders. The Company will continue to expand business that is currently popular, such as providing fine dining, serving food that emphasizes the freshness of farm-to-table ingredients, and expanding branches of various brands in potential locations.

Investing in the hotel restaurant business is a great opportunity, and Crepes & Co. Development Company Limited has signed a Memorandum of Understanding for business cooperation with ONEINDRIYA Company Limited, which is managed by Chef DK or Deepanker Khosla, an international and award-winning chef with over ten years of experience working in hotels and restaurants. As a result of this joint investment,

the Company will be able to broaden its business scope to include food and beverage distribution in hotels and get benefit from Chef DK's experience and culinary expertise.

Regarding the assets of the Company, as of 31 December 2021, the Company reported total assets of 1,321 million baht, an increase of 40 million baht or equivalent to 3% from the previous year's end. The increase was primarily due to the expansion of new restaurant branches. As a result, trade accounts receivable, accounts receivable, and inventories increased, including a 25 million baht increase in right-of-use assets as a result of the Company recording the lease contract with a contract term of more than one year as a list of right-of-use assets. The increase was due to new lease agreements and lease renewals during the year.

Regarding the liabilities, as of 31 December 2021, the Company reported total liabilities of 647 million Baht, an increase of 315 million Baht or equivalent to 95% from 31 December 2020. This was due to 1) an increase in short-term loans of 235 million Baht, which were loans used to improve liquidity during the outbreak of COVID-19 and expansion of subsidiaries branches 2) an increase in account payables and other payables of 49 million Baht due to an increase in credits from trading partners 3) an increase in liabilities under lease agreements by 28 million Baht which arises from the Company recording new lease agreements and lease renewals during the year.

In this regard, 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).

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator assumed that the shareholders' meeting acknowledged the report on the annual operational results for the fiscal year ended 31 December 2021.

Resolution This agenda was for acknowledgment and voting was 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

The Chairman asked Ms. Vimol Hanpanishkitkarn, the Chief Financial Officer to clarify the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2021.

Ms. Vimol Hanpanishkitkarn informed the Meeting that to comply with Section 112 of 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 had 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) according to Enclosure 1 of the invitation letter.

In this regard, the Board of Directors had 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 had been audited by the certified public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting.

In this agenda there were shareholders or proxies submitting questions or suggestions as follows:

Mr. Somsak Wanichwasin : Asked the following questions:

Proxy from Thai Investors Association : Selling and administrative expenses in 2022 will be the same as in 2021, or will they be reduced? What is the cost-cutting strategy?

Mr. Sirutt Ratanapaitoon Chief Executive Officer : Answered the questions from Mr. Somsak Wanichwasin, Proxy from Thai Investors Association as follows:

The Company would like to inform that, in terms of selling and administrative expenses in 2022, the Executive Committee has considered the factors that will allow the company to survive in the face of intense market competition, that is, the size of the company's business. In order for the Company's business to reach a break-even point, expenses such as marketing, rent, and personnel expenses that include not only back-office employees, but also store staff in various branches will be incurred. The company have to invest in brand building by opening more branches, creating various marketing plans to increase customer awareness of the brand's existence. Therefore, as long as the company's business size continues to grow until it reaches the break-even point, such expenses would increase according to the growth rate of the company.

However, the Company has a policy to fully control expenses for other expenses such as Professional Fees or expenses for research development or other expenses which is reducible in 2022. Concerning expenses unrelated to the exchange of the Company's growing revenue, the Company will clearly control expenses by establishing a budget and managing various risks for such expenses.

In this regard, if the company can build a brand and its business to the point where it is confident in its ability to survive in the market and has reached the break-even point, the Company will be able to reduce such expenses. However, such expenses are necessary for the company's operation due to its current growth.

Resolution The Meeting resolved to 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 certified public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	1	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares.

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 year 2021

The Chairman informed the Meeting that 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 required 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 attained an amount not less than 10 percent of the registered capital, and the Board of Directors was required to

consider the appropriateness of the dividend payment from the operational results and the shareholders' meeting shall be proposed for consideration and approval.

The Company had 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.

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2021 since the Company had a net loss and deficits.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda 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 year 2021 as details proposed above.

Resolution The Meeting resolved to approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2021 since the Company had a net loss and deficit with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	1	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares.

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

The Moderator informed the Meeting that to comply with Section 71 of PLC Act and Article 18 of the Articles of Association of the Company which required one-third (1/3) of the total number of directors to retire in every Annual General Meeting of Shareholders, and the directors who retired by rotation may

be re-elected. In the 2022 Annual General Meeting of Shareholders, there were directors who retired by rotation as follows:

1. Mr. Jenvit Jivakulchainan Independent Director, Member of Audit Committee,
Member of Nomination and Remuneration Committee
2. Mr. Ruengrit Mcintosh Director
3. Ms. Vimol Hanpanishkitkarn Director

Remark : Ms. Vimol Hanpanishkitkarn 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, 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, Page 19 – 20 of the invitation letter.

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.

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 |

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the appointment of the directors in replacement of the directors who retire by rotation as proposed. The vote casting to appoint the directors shall be conducted on an individual basis. Plus, to be in accordance with the principles of good corporate governance, the Moderator requested the above three directors to take a break at a reception room behind the meeting venue during the vote casting of the shareholders in this agenda.

Resolution The Meeting resolved to approve the appointment of the directors in replacement of the directors who retired by rotation as follows:

- (1) Approved the election of Mr. Jenvit Jivakulchainan to resume the directorship as the independent director, the member of the audit committee and the member of nomination and remuneration committee for another term, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000

Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

- (2) Approved the election of Ms. Vimol Hanpanishkitkarn to resume the directorship for another term, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

- (3) Approved the election of Ms. Saowanee Khaubol to resume the directorship, who has a qualification as the independent director to replace the Mr. Ruengrit McIntosh, former director who resigned, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

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

The Chairman informed the Meeting that to comply with Section 90 of the PLC Act which required the shareholders' meeting to consider determining the remunerations for the Company's directors.

The Nomination and Remuneration Committee had 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 was proposed that the executive directors would not receive the directors' and sub-committees' remuneration. Details of which were as follows:

Details	Baht 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 Committees	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

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the authorization to the Board of Directors to allocate such amount of remuneration to each director and sub-committee under the amount approved by the shareholders' meeting.

In this regard, the Board of Directors with the consideration and suggestion of Nomination and Remuneration Committee, according to the appropriateness and scope of duty and responsibility, the Company's operating results, and carefully compared data with other companies in the same industry, had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2021, in the amount of up to Bath 5,000,000 including the relevant authorization, as per details proposed above in all respects.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2022 as per details proposed above.

Resolution The Meeting resolved to approve the determination of the directors' and sub-committees' remuneration for the year 2022 including the relevant authorization with the votes not less than two-thirds (2/3) of the total votes of the shareholders who attending the Meeting, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

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

The Chairman informed the Meeting that to comply with Section 120 of the PLC Act which required the Annual General Meeting of Shareholders to appoint auditors and determine the auditors' remuneration of the Company.

The Audit Committee had considered to appoint BDO Audit Company Limited which was an independent audit firm and skillful in auditing to be the auditor of the Company and its subsidiaries for the year 2022, and any of the following auditors were appointed to audit and give 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 (Ms. Supachanya Thongpan) and two former auditors (Mr. Teerasak Chuasrisakul and Mr. Narin Churamongkol) 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, Page 25 of the invitation letter.

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

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2022 as per details proposed above.

Resolution The Meeting resolved to approve the appointment of BOD Audit Company Limited

- (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

as the auditor of the Company and its subsidiaries for the year 2022 and the determination of the auditor's remuneration for the year 2022 in the amount up to Baht 5,225,000 with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

The Chairman informed the Meeting that 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

The Chairman informed the Meeting that 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	5,060,983 shares	
with par value Baht 1 per share (5,060,983 ordinary shares of the Company which had not been sold were the shares issued to accommodate the warrants representing the right to purchase shares No.3 (W-W3), which have expired)		
<u>The new registered capital</u>	1,139,498,713	THB

In this regard, 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 (the ordinary shares issued to accommodate the warrants representing the right to purchase shares No.3 (W-W3), which have expired) at the par value of THB 1 per share, as per details proposed above in all respects.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the decrease of the Company's registered capital as per details proposed above.

Resolution The Meeting resolved to 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 (the ordinary shares issued to accommodate the warrants representing the right to purchase shares No.3 (W-W3), which have expired) at the par value of

THB 1 per share with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

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

The Chairman informed the Meeting that 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 addition, 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, with the power to amend the wording or take any action according to the registrar's order, as per details proposed above.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda 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 as per details proposed above.

Resolution The Meeting resolved to 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 including the relevant authorization with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

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)

The Chairman informed the Meeting that the issuance and allocation of the newly ordinary shares to the existing shareholders of the Company on a pro rata basis (Right Offering), 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 (Right Offering).

In this regard, 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 (Right Offering) as per details proposed above.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the increase of the Company's registered capital as per details proposed above.

Resolution The Meeting resolved to 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 (Right Offering) with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

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

The Chairman informed the Meeting that 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)
Classified into				
	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 addition, 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, as per details proposed above.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda 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 as per details proposed above.

Resolution The Meeting resolved to 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 including the relevant authorization with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

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

The Chairman informed the meeting that 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).

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 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 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.

In this regard, 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), Page 26 – 32 of the invitation letter.

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)

No.	Activities	Date Month Year
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.

Mr. Somsak Wanichwasin : Mr. Somsak asked the following questions:

Proxy from Thai Investors Association Which debts will be repaid with the funds received from the capital increase? Also, is the debt settlement a full or partial payment? Will there be enough liquidity for the company after repaying the debt? and what plan will the company have in place if liquidity problems arise again?

Mr. Sirutt Ratanapaitoon : Answered the questions from Mr. Somsak Wanichwasin, Proxy from Thai Investors Association as follows:

Chief Executive Officer

The Company would like to inform that, the Company has disclosed the information to the Stock of Exchange of Thailand (SET) about the utilizing plans of the proceeds that, a maximum of 300 million baht will be used to pay off debts. After repaying the debt, the Company will have a debt to equity ratio of no more than one times, which is within the current average of Thailand's food industry.

In this regard, the amount used from this capital increase, the Company has calculated the estimate of the operating results and cash flow in the Company's business in the future. The Board of Directors has taken into account the risks and risk factors in the future. This capital increase will be adequate to allow the Company's business to break even, allowing the Company to raise funds from financial institutions and other sources of funding at that time. Long-term liquidity issues can thus be resolved.

Resolution The Meeting resolved to 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, 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, with the votes not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

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

The Chairman informed the meeting that 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.

In this regard, 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, Page 33 – 34 of the invitation letter.

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.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda 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 as per details proposed above.

Resolution The Meeting resolved to approve the increase of directors from 8 to 9 positions and resolved to approve Ms. Sarinya Mahadumrongkul to be the new director of the Company, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	446,505,915	votes	Percentage	100.0000
Disapprove	1	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	446,505,916	votes	Percentage	100.0000

Remark : In this agenda, there were no additional shareholders or proxies attending the Meeting, thus, the total number of shareholders and proxies attending the Meeting in this agenda were 37 persons, representing 446,505,916 shares in total.

Agenda 13 Other matters (if any)

The Moderator informed the Meeting that in order 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.

Since, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Chairman to adjourn the Meeting.

The Chairman thanked the shareholders of the Company and honored guests for attending the Meeting and adjourned the 2022 Annual General Meeting of Shareholders.

The Meeting adjourned at 11.35 p.m.

Signed by



(Ms. Yaoworote Klinbloon)

The Chairman of the Board of Directors
and the Chairman of the Meeting

Signed by



(Mrs. Nopparat Sutthiluk)

Minutes Taker

Capital Increase Report Form
Wow Factor Public Company Limited
16 December 2022

We, Wow Factor Public Company Limited (the “**Company**”), hereby report on the resolutions of the Board of Directors’ Meeting No. 6/2022, held on 16 December 2022 in respect of the registered capital reduction and registered capital increase and the allotment of the newly issued ordinary shares as follows:

1. Capital Increase

The Board of Directors’ Meeting passed a resolution to propose the Extraordinary General Meeting No.1/2023 to consider approving the increase of the Company’s registered capital of THB 445,000,000 from the current registered capital of THB 1,139,498,713 to the new registered capital of THB 1,584,498,713 by issuing 445,000,000 new ordinary shares with a par value of THB 1.00 per share to offer to specific persons by way of private placement. In addition, the Meeting also resolved to propose to the shareholders’ meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase in the following manner:

Capital Increase	Type of Shares	Amount of Shares (shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="radio"/> Specific Purpose of Use of Proceeds	Ordinary Shares Preferred Shares	445,000,000	1.00	445,000,000
<input type="radio"/> (General Mandate)	Ordinary Shares Preferred Shares			

2. Allocation of New Shares

2.1 Specific Purpose of Use of Proceeds

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Remark
1. Mr. Sarayuth Leedumrongprasert	100,000,000	-	1.74	Please see remarks below.
2. Mr. Nattapong Seetavorarat	100,000,000	-	1.74	
3. Mr. Boon-Aue Chitthanom	80,000,000	-	1.74	
4. Mr. Kittipong Ploysuk	25,000,000	-	1.74	
5. Miss Kanokrat Wongpraphairot	20,000,000	-	1.74	
6. Mr. Apisit Honglawan	20,000,000	-	1.74	
7. Mr. Sarayut Rueangsuwan	20,000,000	-	1.74	
8. Mr. Chayandorn Pholprasit	20,000,000	-	1.74	
9. Mrs. Nawaporn Rattanachaikanon	15,000,000	-	1.74	
10. Mrs. Piyada Jirapojaporn	15,000,000	-	1.74	
11. Mr. Teera kittijirakul	10,000,000	-	1.74	
12. Miss Chatchalai Weerasakumpai	10,000,000	-	1.74	
13. Mr. Patipol Prawangsuk	10,000,000	-	1.74	
Total	445,000,000 shares			

Remark

1. The Board of Directors' Meeting passed a resolution to propose the Extraordinary General Meeting of Shareholders No.1/2023 to consider approving the allotment of the newly issued ordinary shares of the Company of not exceeding 445,000,000 shares with a par value of THB 1.00 per share by way of private placement to 13 persons (collectively referred to as the "Investors"). Such Investors are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended).

The issuance of new ordinary shares is an offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the shareholders' meeting to determine the offering price at THB 1.74 per share with the total value of not exceeding THB 774,300,000, which is not considered an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement dated 28 October 2015 (as amended) (the "Notification No. TorJor. 72/2558"). The "market price" is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date on which the Board of Directors' Meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the shareholders' meeting for approval, which is a period between 24 November 2022 and 15 December 2022. The market price is THB 1.93 per share (Source: SETSMART from www.setsmart.com).
2. As the offering price of new ordinary shares issued and offered to the Investors is not lower than 90 percent of the market price as aforementioned, it is not considered a reason to adjust the right as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Warrant Issuer and Warrant Holders of the Warrant of the Company ("Terms and Conditions of the Warrant"). Therefore, the Company is not obliged to adjust the exercise price and/or the exercise ratio of the Warrant of the Company.
3. If the offering price of the newly issued ordinary shares offered by way of private placement is lower than 90 percent of the market price prior to the date on which the SET accepts such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the Investors from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares are first traded on the SET (Silent Period). Upon a lapse of six months after the first trade date of the Company's newly issued ordinary shares, the Investors may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions, and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated 11 May 2015 (as amended).
4. The allotment of the shares as detailed above must not result in each of 13 Investors holding shares in the Company in the number that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the

total sold shares of the Company. After this capital increase, no investor will be appointed as a director or executive of the company, and there are no conditions or agreements in place for this capital increase with the investors.

5. The Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve to authorize the Executive Committee, Chief Executive Officer or Acting Chief Executive Officer or any other persons who are authorized by the Executive Committee, Chief Executive Officer, or Acting Chief Executive Officer to have the power to take all action associated with the issuance, offering, allotment and subscription of the new ordinary shares, including the following:
 - (a) Determine and/or amend, adjust any details necessary for and relating to the allotment of the newly issued ordinary shares of the Company as deemed appropriate to extent that it is not contrary to or inconsistent with the relevant notifications, regulations, rules, and laws, as well as having the power to determine and amend the period of subscription and offering of the newly issued ordinary shares, and the payment method. The allotment and subscription period may be scheduled for one time or multiple times.
 - (b) Make contact, negotiate, execute, sign and amend any agreements, requests for approval, waiver requests, notices, and evidence necessary and relevant to the allotment of the Company's newly issued ordinary shares, including but not limited to the Shares Subscription Agreement, registration applications to be submitted to the Ministry of Commerce, communication and submission of such requests for approval, waiver requests, notices, documents and evidence to the Securities and Exchange Commission (the "SEC Office") , SET, or any government agencies or agencies involved in the amendment or change of the request or the wording of the documents as well as listing the newly issued ordinary shares as listed securities on the SET and
 - (c) Take any necessary and relevant actions to ensure the successful allotment of the Company's newly issued ordinary shares, including the selection of investors in the private placement and the appointment and assignment of other suitable persons to act as sub-appointees to take the above actions.
6. In addition, the Notification No. TorJor. 72/2558 provides that the Company shall complete the offering within the period as approved by the shareholders' meeting but not exceeding 3 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares, or complete the offering within 12 months from the date on which the shareholders' meeting passes a resolution to approve the offering of newly issued shares in the event where it is clearly specified by the resolution of the shareholders' meeting that after such 3-month period has ended, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.
7. The issuance of such newly issued ordinary shares must be approved by the shareholders' meeting of the Company and must also be approved by the Office of the SEC as prescribed in the Notification TorJor.72/2558 prior to the offering and allocation of the newly issued ordinary shares of the Company.

2.2 The Company's arrangements with any fraction of shares

As the Board of Directors' Meeting resolved to approve the allocation of shares to the Private Placement in full amount, therefore, there will be no case of having fractions of shares.

3. **Schedule of the shareholders' meeting to approve the capital increase and the allocation of the newly issued shares**

The Extraordinary General Meeting of Shareholders No.1/2023 is scheduled to be held on 17 February 2023 at 10.00 a.m. at through electronic media (E-EGM)

The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from..... until the Shareholders' Meeting is adjourned.

The record date to determine the list of shareholders entitled to attend the Shareholders' Meeting shall be 19 January 2023 (Record date)

4. **Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**

4.1 The capital increase must be approved by not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote.

4.2 The Company shall obtain approval for the offering of the newly issued ordinary shares by way of private placement from the Office of the Securities and Exchange Commission as required in the Notification No. TorJor. 72/2558 prior to the offering the newly issued ordinary shares.

4.3 The Company shall register the registered capital decrease and capital increase and the change of its paid-up capital and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4.4 The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. **Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

Objectives and Plan for Use of Proceeds	Amount	Timeframe
1. To repay the Company's existing debts that are used to fund its operations in the past including repayment of debts that may arise from	Approximately THB 610 million (Total debt from short term loans from third	Quarter 1 and 2 of 2023

Objectives and Plan for Use of Proceeds	Amount	Timeframe
<p>operations until the capital increase through private placement is successful.</p> <ul style="list-style-type: none"> ● Outstanding debt – short term loan from third party of THB 403 Million ● Potential debt from the operation from quarter 4/2022 and quarter 1/2022 in the estimate amount of THB 207 Million 	<p>parties THB 403 million, interest rate 6 - 15%, repayment period 31 December 2022 - 30 June 2023) (Reduction in debt as a result of the Company paying back some of the Due Debt from Working Capital of the Company and money obtained through the Sale of Shares of Domino Asia Pacific Co., Ltd.)</p>	
<p>2. To finance the Company's working capital</p>	<p>The remaining amount from the repayment of the Company existing debt</p>	<p>Year 2023</p>

Remark

1. In this regard, the use of such funds may be subject to change depending on the Company's current cash and liquid assets, operating results, cash flows, business plans, investment plans, other necessities and appropriateness. The Board is deemed appropriate taking into account the benefits for the Company and shareholders.
2. In this regard, after the completion of the capital increase and offering the newly issued ordinary shares to the private placement, the Company will receive the capital in the amount of THB 774,300,000 in which the Company expects such capital will be enough to repay the Company's existing debts arising from the past business

operation in order to reduce the interest rate, and the adjust of the financial ratio of the Company.

3. Details of the objectives for issuing new ordinary shares and plans for the use of funds can consider more in the Information memorandum on the allotment of newly issued ordinary shares in Wow Factor Public Company Limited through private placement (Enclosure 2)

6. Benefits which the Company will receive from the capital increase/allotment

- 6.1 The Company can raise funds within a short period time and reduce the investment burden of the existing shareholders in the capital increase. However, the existing shareholders will benefit from the capital that Company receives from raising funds to pay off the Company's debt to reduce the interest burden of the Company, business expansion in future including use of working capital to enhance liquidity. The Company can proceed with the offering of shares to the private placement immediately after the Company approved by the Extraordinary General Meeting of Shareholders No. 1/2023.
- 6.2 An increase in capital will improve the Company's source of funds. This will also strengthen the capital structure and the financial position of the Company to be stronger as well as increase operational efficiency in the Company's existing business.
- 6.3 According to the company's financial statements ending 30 September 2022, the Company has shareholders' equity of THB 370.77 million from the paid-up capital of THB 813.91 million or representing 45.55 percent of the paid-up capital of the Company, which is less than 50 percent of the Company's total paid-up capital as a result, the SET Post a C (Caution) sign on the Company's securities. This capital increase may aid in the resolution of the problem.
- 6.4 When compared to capital increase by way of public offering (Public Offering) which takes quite a long duration to prepare and must obtain permission from the relevant authorities. The Company cannot manage time accurately. The issuance and offering of newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings (Rights Offering) has limitations on the uncertainty of the amount of capital received. In addition, the Board of Directors considered that the issuance and offering of newly issued ordinary shares of the Company to a specific person (Private Placement) to a person with potential in finance have a stable financial position and is ready to pay the capital increase is an appropriate fund raising approach and consistent to the objectives of this capital increase, which will enable the Company to receive the required amount of funds in a short period to reduce the risk of funding that may arise from the current volatile economy.

7. Benefits which the shareholders will receive from the capital increase/share allotment

7.1 The issuance of newly issued ordinary shares will increase the Company's working capital for use in business operations for paying off the Company's debt and expand the Company's investment, resulting in the Company's liquidity and strong financial position, as well as the ability to generate more income in the future.

7.2 Dividend Policy of the Company

The Company has a policy to pay dividends to the shareholders at the rate not less than 50 percent of net profit after deducting corporate income taxes excluding gain or loss from exchange rate that have not occurred yet. However, this depends on the investment plan and other relevant factors which the Board of Directors may consider reviewing or amend the dividend payment policy from time to time in order to meet the company's future business growth plans, investment needs and other factors as deemed appropriate. In this regard, such dividend payment will not exceed the retained earnings shown in the Company's financial statements.

7.3 After 13 Private Placement Investors have been allocated the newly issued ordinary shares and have been registered as shareholders of the Company, 13 Private Placement Investors will be entitled to receive the dividends when the Company declares dividends in the same manner as the Company's existing shareholders.

8. Other Details Necessity for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

Please refer to the detail regarding the capital increase in the Information memorandum on the allotment of newly issued ordinary shares in Wow Factor Public Company Limited through private placement (Enclosure 2).

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Date/Month/Year
1	The Board of Directors' Meeting No. 6/2022	16 December 2022

No.	Procedures	Date/Month/Year
2	Report the resolution of the Board of Directors' Meeting No. 6/2022	19 December 2022
3	Record Date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2023	19 January 2023
4	Date of The Extraordinary General Meeting of Shareholders No.1/2023	17 February 2023
5	Registration of the registered capital increase with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting
6	Offering for newly issued ordinary shares to a private placement	Within 3 months from the date of approval from the shareholders' meeting / within 12 months from the date on which the shareholders' meeting resolves to approve the offering of shares. In the event that the shareholders clearly resolve after the expiration of the 3 month period. The Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.
7	Registration of the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date the Company received payment for newly issued ordinary shares
8	Filing an application form to accept the newly issued ordinary shares issued and offered to the private placement (Private Placement) as listed securities on the Stock Exchange of Thailand.	Within 30 days the closing date of the offering of newly issued ordinary shares

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signed

-signed-

(Miss Saowanee Khaoubol)

Director / Deputy Chief Executive Officer and Acting Chief

Executive Officer

-Company's seal affixed-

Signed

-signed-

(Mr. Tanawat Ueasiripan)

Director / Vice-President

**Information memorandum on the allotment of newly issued ordinary shares in Wow Factor Public Company
Limited through private placement**

The Board of Directors' Meeting No. 6/2022 of Wow Factor Public Company Limited (the "Company") was held on 16 December 2022 at 11.00 a.m. resolved to approve the issuance and allotment of the newly issued ordinary shares of the Company of not exceeding 445,000,000 shares with a par value of THB 1.00 per share by the way of private placement at the offering price of THB 1.74 per share (which is the same method for calculating the offering price as the allotment of newly issued shares to the private placement in the Board of Directors Meeting No. 5/2022) which is the offering of newly issued shares according to the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "Notification No. TorJor. 72/2558"). Such Investors are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (the "Connected Transactions Notification")

Therefore, the Company prepared the information regarding the allocation of the newly issued shares to the private placement investors which is important to the decision of the shareholders, with the following details:

1. **Details of Offering of Newly Issued Ordinary Shares by way of Private Placement, Determination of Offering Price and Market Price**

1.1 **General Characteristic of the Transaction**

Transaction Details	The Company will offer and allocate the newly issued shares in the amount of not exceeding 445,000,000 shares at par value of THB 1.00 per share to 13 persons (collectively referred to as the "Investors") by way of private placement (Private Placement) which specifically determined the price at THB 1.74 per share, not exceeding THB 774,300,000 in total.
Date of Transaction	The Company expects to complete the share subscription process within the first quarter of 2023 (in addition, it is depending on an approval of the Securities and Exchange Commission and procedures of the Department of Business Development, Ministry of Commerce)

The Share Issuer and Offeror	Wow Factor Public Company Limited																													
Person who has been allocated the Company's newly issued ordinary shares by way of private placement (Private Placement)	<table border="1"> <thead> <tr> <th data-bbox="589 321 1117 426">Names of Investors to whom newly issues shares are allotted</th> <th data-bbox="1117 321 1369 426">Number of shares allotted</th> </tr> </thead> <tbody> <tr> <td data-bbox="589 426 1117 499">1. Mr. Sarayuth Leedumrongprasert</td> <td data-bbox="1117 426 1369 499">100,000,000 shares</td> </tr> <tr> <td data-bbox="589 499 1117 573">2. Mr. Nattapong Seetavorarat</td> <td data-bbox="1117 499 1369 573">100,000,000 shares</td> </tr> <tr> <td data-bbox="589 573 1117 646">3. Mr. Boon-Aue Chitthanom</td> <td data-bbox="1117 573 1369 646">80,000,000 shares</td> </tr> <tr> <td data-bbox="589 646 1117 720">4. Mr. Kittipong Ploysuk</td> <td data-bbox="1117 646 1369 720">25,000,000 shares</td> </tr> <tr> <td data-bbox="589 720 1117 793">5. Miss Kanokrat Wongpraphairot</td> <td data-bbox="1117 720 1369 793">20,000,000 shares</td> </tr> <tr> <td data-bbox="589 793 1117 867">6. Mr. Apisit Honglawan</td> <td data-bbox="1117 793 1369 867">20,000,000 shares</td> </tr> <tr> <td data-bbox="589 867 1117 940">7. Mr. Sarayut Rueangsuwan</td> <td data-bbox="1117 867 1369 940">20,000,000 shares</td> </tr> <tr> <td data-bbox="589 940 1117 1014">8. Mr. Chayandorn Pholprasit</td> <td data-bbox="1117 940 1369 1014">20,000,000 shares</td> </tr> <tr> <td data-bbox="589 1014 1117 1087">9. Mrs. Nawaporn Rattanachaikanon</td> <td data-bbox="1117 1014 1369 1087">15,000,000 shares</td> </tr> <tr> <td data-bbox="589 1087 1117 1161">10. Mrs. Piyada Jirapojaporn</td> <td data-bbox="1117 1087 1369 1161">15,000,000 shares</td> </tr> <tr> <td data-bbox="589 1161 1117 1234">11. Mr. Teera kittijirakul</td> <td data-bbox="1117 1161 1369 1234">10,000,000 shares</td> </tr> <tr> <td data-bbox="589 1234 1117 1308">12. Miss Chatchalai Weerasakumpai</td> <td data-bbox="1117 1234 1369 1308">10,000,000 shares</td> </tr> <tr> <td data-bbox="589 1308 1117 1373">13. Mr. Patipol Prawangsuk</td> <td data-bbox="1117 1308 1369 1373">10,000,000 shares</td> </tr> </tbody> </table>	Names of Investors to whom newly issues shares are allotted	Number of shares allotted	1. Mr. Sarayuth Leedumrongprasert	100,000,000 shares	2. Mr. Nattapong Seetavorarat	100,000,000 shares	3. Mr. Boon-Aue Chitthanom	80,000,000 shares	4. Mr. Kittipong Ploysuk	25,000,000 shares	5. Miss Kanokrat Wongpraphairot	20,000,000 shares	6. Mr. Apisit Honglawan	20,000,000 shares	7. Mr. Sarayut Rueangsuwan	20,000,000 shares	8. Mr. Chayandorn Pholprasit	20,000,000 shares	9. Mrs. Nawaporn Rattanachaikanon	15,000,000 shares	10. Mrs. Piyada Jirapojaporn	15,000,000 shares	11. Mr. Teera kittijirakul	10,000,000 shares	12. Miss Chatchalai Weerasakumpai	10,000,000 shares	13. Mr. Patipol Prawangsuk	10,000,000 shares	
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1.2 Price Determination and the appropriateness of the offering price

The Company will issue and offering the newly issued ordinary shares of the Company of not exceeding 445,000,000 shares with a par value of THB 1.00 per share by way of private placement at the offering price of THB 1.74 per share with the total value of not exceeding THB 774,300,000. The issuance of new ordinary shares is an offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the shareholders' meeting to determine the offering price at THB 1.74 per share with the total value of not exceeding THB 774,300,000, which is not considered an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval for Listed Companies to Offer

Newly Issued Shares through Private Placement dated 28 October 2015 (as amended) (the “**Notification No. TorJor. 72/2558**”). The “market price” is calculated based on the weighted average price of the Company’s shares traded on the SET over a period of 15 consecutive business days prior to the date on which the Board of Directors’ Meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the shareholders’ meeting for approval, which is a period between 23 November 2022 and 15 December 2022. The market price is THB 1.93 per share (Source: SETSMART from www.setsmart.com).

If the offering price of the newly issued ordinary shares offered by way of private placement is lower than 90 percent of the market price prior to the date on which the SET accepts such newly issued ordinary shares as listed securities, the Company is obliged to prohibit the Investors from selling all of such newly issued ordinary shares within one year from the date on which the Company’s newly issued ordinary shares are first traded on the SET (Silent Period). Upon a lapse of six months after the first trade date of the Company’s newly issued ordinary shares, the Investors may gradually sell up to 25 percent of all locked-up shares in accordance with the requirements set out in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions, and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated 11 May 2015 (as amended).

2. The allocation of the newly issued ordinary shares of the Company to the private placement and the list of the Investors

The Company appointed the independent financial adviser (Wealth Plus Advisory Company Limited) to find the investors who are interested in investing in the Company in the current situation and has a capability to make a decision to invest in the appropriate period of time for the allocation of the newly issued shares by the way of private placement. For this capital fund raising, the Company will be able to pay off the Company’s existing debt including in order to be used in the extension in the long run which will benefit the Company’s financial position and it will contribute to the Company’s financial stability. In considering the allocation of newly issued shares to the private placement, the company will consider both reasons and necessity as well as the opportunity to use the money in order to be able to benefit the Company in each period at the same time. The specific person (Private Placement) who will be allocated with such newly issued shares will not be the connected person of the Company according to the Connected Transaction Notification.

2.1 Names and information of private placement persons who will be offered for sale and allotment of newly issued ordinary shares

Name	Amount allocated (Shares)	Offering Price (THB/share)	Total Consideration (THB)	The shares hold on the Company (Shares)		The shareholding proportion in the Company (Percent)	
				Prior capital increase (as of 28 Nov 2022)	After capital increase	Prior capital increase (as of 28 Nov 2022)	After capital increase
1. Mr. Sarayuth Leedumrongprasert	100,000,000	1.74	174,000,000	-	100,000,000	-	7.94
2. Mr. Nattapong Seetavorarat	100,000,000	1.74	174,000,000	83,333	100,083,333	0.01	7.95
3. Mr. Boon-Aue Chitthanom	80,000,000	1.74	139,200,000	7,664,567	87,664,567	0.94	6.96
4. Mr. Kittipong Ploysuk	25,000,000	1.74	43,500,000	-	25,000,000	-	1.99
5. Miss Kanokrat Wongraphairot	20,000,000	1.74	34,800,000	5,106,900	25,106,900	0.63	1.99
6. Mr. Apisit Honglawan	20,000,000	1.74	34,800,000	1,260,000	21,260,000	0.15	1.69
7. Mr. Sarayut Rueangsuwan	20,000,000	1.74	34,800,000	-	20,000,000	-	1.59
8. Mr. Chayandorn Pholprasit	20,000,000	1.74	34,800,000	2,281,445	22,281,445	0.28	1.77
9. Mrs. Nawaporn Rattanachaikanon	15,000,000	1.74	26,100,000	18,650,000	33,650,000	2.29	2.67
10. Mrs. Piyada Jirapojaporn	15,000,000	1.74	26,100,000	-	15,000,000	-	1.19
11. Mr. Teera kittijirakul	10,000,000	1.74	17,400,000	100,000	10,100,000	0.01	0.80
12. Miss Chatchalai Weerasakumpai	10,000,000	1.74	17,400,000	22,000,000	32,000,000	2.70	2.54
13. Mr. Patipol Prawangsuk	10,000,000	1.74	17,400,000	889,000	10,889,000	0.11	0.86

The Summary of the list of shareholders of the Company (prior and after the capital increase)						
	Name of major shareholders	Shareholding proportion before the allocation of newly issued shares as of 28 Nov 2022		Names of shareholders	Shareholding proportion after the allocation of newly issued shares	
		shares	percent		shares	percent
1	One to One Contacts Public Company Limited	64,443,260	7.92	Mr. Nattapong Seetavorarat	100,083,333	7.95
2	Mr. Pinyo Rukapunmethi	62,358,120	7.66	Mr. Sarayuth Leedumrongprasert	100,000,000	7.94
3	Mr. Kajonsit Singsansern	42,800,000	5.26	Mr. Boon-Aue Chitthanom	87,664,567	6.96
4	Mr. Trinnawat Thanitnithiphan	40,800,000	5.01	One to One Contacts Public Company Limited	64,443,260	5.12
5	Aqua Corporation Public Company Limited	40,000,000	4.91	Mr. Pinyo Rukapunmethi	62,358,120	4.95
6	Miss Kittiya Utokyota	23,450,100	2.88	Mr. Kajonsit Singsansern	42,800,000	3.40
7	Miss Chatchalai Weerasakumpai	22,000,000	2.70	Mr. Trinnawat Thanitnithiphan	40,800,000	3.24

The Summary of the list of shareholders of the Company (prior and after the capital increase)						
	Name of major shareholders	Shareholding proportion before the allocation of newly issued shares as of 28 Nov 2022		Names of shareholders	Shareholding proportion after the allocation of newly issued shares	
		shares	percent		shares	percent
8	Mr. Pakpoom Termserikul	20,000,000	2.46	Aqua Corporation Public Company Limited	40,000,000	3.18
9	Mr. Suwit Cheewatham	19,912,700	2.45	Mrs. Nawaporn Rattanachaikanon	33,650,000	2.67
10	Mrs. Nawaporn Rattanachaikanon	18,650,000	2.29	Miss Chatchalai Weerasakumpai	32,000,000	2.54
11	Mr. Suthipot Ariyasuthivong	17,500,000	2.15	Miss Kanokrat Wongraphairot	25,106,900	1.99
12	One to One Contacts Public Company Limited by Beyond Securities Public Company Limited	16,825,000	2.07	Mr. Kittipong Ploysuk	25,000,000	1.99
13	News Network Corporation Public Company Limited	14,349,800	1.76	Miss Kittiya Utokyota	23,450,100	1.86
14	Miss Nongyao Teeramok	11,853,400	1.46	Mr. Chayandorn Pholprasit	22,281,445	1.77

The Summary of the list of shareholders of the Company (prior and after the capital increase)						
	Name of major shareholders	Shareholding proportion before the allocation of newly issued shares as of 28 Nov 2022		Names of shareholders	Shareholding proportion after the allocation of newly issued shares	
		shares	percent		shares	percent
15	Thai NVDR Company Limited	11,800,475	1.45	Mr. Apisit Honglawan	21,260,000	1.69
16	Miss Putnisa Kumkam	11,239,600	1.38	Mr. Sarayut Rueangsuwan	20,000,000	1.59
17	Miss Aunchalee Narongwittayatorn	10,775,800	1.32	Mr. Pakpoom Termserikul	20,000,000	1.59
18	Mr. Parintorn Apitanasriwong	10,074,400	1.24	Mr. Suwit Cheewatham	19,912,700	1.58
19	Miss Rata Weerapong	9,800,000	1.20	Mrs. Piyada Jirapojaporn	15,000,000	1.19
20	Mr. Boonlerd Sukwattanasinit	9,716,766	1.19	Mr. Patipol Prawangsuk	10,889,000	0.86
21	Mr. Nopporn Achavakulthep	9,543,334	1.17	Mr. Teera kittijirakul	10,100,000	0.80
22	Mr. Warin Jetdachet	8,000,000	0.98			
23	Mr. Boon-Aue Chitthanom	7,664,567	0.94			

1. Mr. Sarayuth Leedumrongprasert	
Occupation	Personal business
Address	No. 111/144 Moo 8 Bang Kaew Sub-district, Bang Phli District, Samut Prakan Province.
Work Experience	Director and Executive Committee of Gene Bo Clinic Company Limited Director and Executive Committee of The Ozone Clinic Co., Ltd.
The Relationship with the Company	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification

2. Mr. Nattapong Seetavorarat		
Occupation	Investor	
Address	No. 11 Ari Samphan 4, Phaholyothin Road, Samsen-nai Sub-district, Phaya Thai District, Bangkok 10400	
Work Experience	Position	Company
	Chairman of Executive Committee and Director	Ruamutr Co.,Ltd.
	Director	Paasun Factory Co.,Ltd.
	Director	Paabutr Co.,Ltd.
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Mr. Nattapong Seetavorarat hold shares in the Company in an amount of 83,333 shares representing 0.01% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 100,083,333	

2. Mr. Nattapong Seetavorarat	
	shares representing 7.95% of the issued and sold shares of the Company. However he is not the connected person of the Company as prescribed Connected Transaction Notification.

3. Mr. Boon-Aue Chitthanom											
Occupation	Head of IT Operation and Services Delivery Function (FSVP)										
Address	No. 32/124 Moo 7, Baanbagmoung Sub-district, Bang yai District, Nonthaburi Province 11140										
Work Experience	<table border="1"> <thead> <tr> <th>Position</th> <th>Company</th> </tr> </thead> <tbody> <tr> <td>Head of IT Operation and Services Delivery Function (FSVP)</td> <td>Siam Commercial Bank Public Company Limited</td> </tr> <tr> <td>Director</td> <td>WB Skin Care Company Limited</td> </tr> <tr> <td>Director</td> <td>Homevilla Co., Ltd.</td> </tr> <tr> <td>Director</td> <td>Udom Dindee Organic Fertilizer Limited Partnership</td> </tr> </tbody> </table>	Position	Company	Head of IT Operation and Services Delivery Function (FSVP)	Siam Commercial Bank Public Company Limited	Director	WB Skin Care Company Limited	Director	Homevilla Co., Ltd.	Director	Udom Dindee Organic Fertilizer Limited Partnership
Position	Company										
Head of IT Operation and Services Delivery Function (FSVP)	Siam Commercial Bank Public Company Limited										
Director	WB Skin Care Company Limited										
Director	Homevilla Co., Ltd.										
Director	Udom Dindee Organic Fertilizer Limited Partnership										
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Mr. Boon-Aue Chitthanom hold shares in the Company in an amount of 7,664,567 shares representing 0.94% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 87,664,567 shares representing 6.96% of the issued and sold shares of the Company. However										

3. Mr. Boon-Aue Chitthanom	
	he is not the connected person of the Company as prescribed Connected Transaction Notification.

4. Mr. Kittipong Ploysuk	
Occupation	Investor
Adress	No. 91/499 Moo 4 Klong Nueng Sub-district Khlong Luang District Pathum Thani 12120
Work Experience	Investor
The Relationship with the Company	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification

5. Miss Kanokrat Wongraphairot	
Occupation	Private business (Trading)
Adress	No. 142/137, the Plant Bang Khae Village, Bang Khae Sub-district, Bang Khae District, Bangkok 10160
Work Experience	Trading Business
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Miss Kanokrat Wongraphairot hold shares in the Company in an amount of 5,106,900 shares representing 0.63% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 25,106,900 shares representing 1.99% of the issued and sold shares of the Company. However he is not the connected person of the Company as prescribed Connected Transaction Notification.

6. Mr. Apisit Honglawan	
Occupation	Investor
Adress	No. 339/111 Grand Canal Village, Don Mueang, Sikan Sub-district, Don Mueang District, Bangkok 10210
Work Experience	ex-executive CCN-Tech Public Company Limited
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Mr. Apisit Honglawan hold shares in the Company in an amount of 1,260,000 shares representing 0.15% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 21,106,900 shares representing 1.99% of the issued and sold shares of the Company. However he is not the connected person of the Company as prescribed Connected Transaction Notification.

7. Mr. Sarayut Rueangsuwan	
Occupation	University staff
Adress	No. 21, Chokchai 4 Road, Soi 48, Lat Phrao Subdistrict, Lat Phrao District, Bangkok 10230
Work Experience	Assistant professor Department of Accounting Faculty of Commerce and Accountancy Thammasat University Director of Aikchol Hospital Public Company Limited Former Head of Accounting Department Faculty of Business Administration Kasetsart University Former Assistant to the Rector for Finance Kasetsart University

7. Mr. Sarayut Rueangsuwan	
	Former Chief Executive Officer of Asia Cab Company Limited
The Relationship with the Company	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification

8. Mr. Chayandorn Pholprasit	
Occupation	Investor
Adress	No. 955 Soi Phibun Upatham Samsen Nok Subdistrict, Huai Khwang District, Bangkok 10310
Work Experience	Investor
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Mr. Chayandorn Pholprasit hold shares in the Company in an amount of 2,281,445 shares representing 0.28% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 22,281,445 shares representing 1.77% of the issued and sold shares of the Company. However he is not the connected person of the Company as prescribed Connected Transaction Notification.

9. Mrs. Nawaporn Rattanachaikanon	
Occupation	Investor
Adress	No. 80 Soi Sansabai, Phra Khanong Subdistrict, Khlong Toei District, Bangkok 10110
Work Experience	Investor

9. Mrs. Nawaporn Rattanachaikanon	
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Mr. Nawaporn Rattanachaikanon hold shares in the Company in an amount of 18,650,000 shares representing 2.29% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 33,650,000 shares representing 2.67% of the issued and sold shares of the Company. However he is not the connected person of the Company as prescribed Connected Transaction Notification.

10. Mrs. Piyada Jirapojaporn	
Occupation	Personal business
Adress	No. 567/11, Rama 9 Road, Soi 13, Huai Khwang District, Bang Kapi Subdistrict, Bangkok 10310
Work Experience	Personal business
The Relationship with the Company	Has no relation with the Company and is not the connected person of the Company as prescribed Connected Transaction Notification

11. Mr. Teera kittijirakul	
Occupation	Investor
Adress	House No. 99/17, Village No. 6, Bang Rak Yai Subdistrict, Bang Bua Thong District, Nonthaburi Province 11110
Work Experience	Executive Committee of C.M.T. Polymers Co.,Ltd. Managing Director Ton Ngern Plus Company Limited

11. Mr. Teera kittijirakul	
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Mr. Teera kittijirakul hold shares in the Company in an amount of 100,000 shares representing 2.29% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 10,100,000 shares representing 0.80% of the issued and sold shares of the Company. However he is not the connected person of the Company as prescribed Connected Transaction Notification.

12. Miss Chatchalai Weerasakumpai	
Occupation	Investor
Adress	800/564 Rama 4 Road, Si Phraya Subdistrict, Bang Rak District, Bangkok 10500
Work Experience	Investor
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Miss Chatchalai Weerasakumpai hold shares in the Company in an amount of 22,000,000 shares representing 2.70% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 32,000,000 shares representing 2.54% of the issued and sold shares of the Company. However he is not the connected person of the Company as prescribed Connected Transaction Notification.

13. Mr. Patipol Prawangsuk	
Occupation	Company Employee
Adress	No. 52/10 Pan Road, Silom Subdistrict, Bang Rak District, Bangkok 10500
Work Experience	Managing director of Inno Hub Company Limited Managing director of Phygital Space Development Co., Ltd.
The Relationship with the Company	Prior to the allocation of this newly issued shares to the private placement, Mr. Patipol Prawangsuk hold shares in the Company in an amount of 889,000 shares representing 0.11% of the issued and sold shares of the Company. After the allocation of this newly issued shares to the private placement, the amount and shareholding proportion will be changed to be 10,889,000 shares representing 0.86% of the issued and sold shares of the Company. However he is not the connected person of the Company as prescribed Connected Transaction Notification.

In this regard, each Investor will not hold the shares that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor.12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers. After this capital increase no Investors will take the position of director and/or executive of the Company.

3. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company will issue and allot new ordinary shares to the Investors and use the proceeds therefrom to repay existing debts that the Company used to fund its operations in the past and/or to finance its working capital to support the Company's operations at present and/or the business expansion in the future as detailed below:

Objectives and Plan for Use of Proceeds	Amount	Timeframe
<p>1. To repay the Company's existing debts that are used to fund its operations in the past including repayment of debts that may arise from operations until the capital increase through private placement is successful.</p> <ul style="list-style-type: none"> ● Outstanding debt – short term loan from third party of THB 403 Million ● Potential debt from the operation from quarter 4/2022 and quarter 1/2022 in the estimate amount of THB 207 Million 	<p>Approximately THB 610 million (Total debt from short-term loans from third parties THB 403 million, interest rate 6 - 15%, repayment period 31 December 2022 - 30 June 2023) (Reduction in debt as a result of the Company paying back some of the Due Debt from Working Capital of the Company and money obtained through the Sale of Shares of Domino Asia Pacific Co., Ltd.)</p>	<p>First quarter of 2023</p>
<p>2. To finance the Company's working capital</p>	<p>The remaining amount from the repayment of the Company existing debt</p>	<p>Year 2023</p>

The plan for utilizing such received may be changed depending on the liquidity of the Company's cash and the asset in the present. The liquidity, cash flow, business plan, investment plan, necessity and others are as prescribed by the resolution of the Board of Directors with the awareness of the benefit of the Company, and the shareholders of the Company.

After the completion of the capital increase and the offering of newly issued shares of the Company to the Private Placement, the Company will gain capital in the amount of THB 774,300,000, which is enough money to repay the Company's existing debts, the Company utilized as a source of fund to operate the business of the Company in order to deduct the interest rate and the amendment of proportion for the financing of the Company. The Company's source of capital by issuing the new share to the Private Placement at this time, it will solve the shareholders' problem compared with the paid-up capital of the Company, which is not less than 50 percent of the paid-up capital with the details specified as follows:

(Unit : Million THB)

Financial Position	As of 30 September 2022	
	Prior to Private Placement	*Estimate effect after Private Placement
Asset	1,439.50	1,603.80
Liability	1,063.17	453.17
Equity	376.33	1,145.07
Paid-up registered capital	813.91	1,258.91
D/E Ratio	2.83 times	0.40 times

Remark * the disposal of investment in subsidiaries namely (1) Domino Asia Pacific Co., Ltd. (2) DK Wow Venture Co., Ltd., and (3) Assets in the macaron confectionery business unit under the brand La Lune and relevant trademark and the ceasing of subsidiaries which has been disclosed on www.set.or.th on 21 November 2022 revised on 30 November 2022 and updating the progress on 5 January 2023.

4. Effects of the offering of newly issued ordinary shares through private placement

4.1 Control Dilution

The issuance and offering of new ordinary shares to specific investors (Private Placement) will reduce the existing shareholders' voting rights by 35.35 percent which is calculated as follows:

$$\begin{aligned}
 &= \frac{\text{Number of new shareholders' voting rights}}{\text{Number of existing shareholders' voting rights} + \text{Number of new shareholders' voting rights}} \\
 &= \frac{445,000,000}{813,913,390 + 445,000,000} \\
 &= 35.35 \text{ percent}
 \end{aligned}$$

4.2 Price Dilution

The issuance and offering of new ordinary shares to specific investors (Private Placement) will reduce the price of the Company's shares by 3.63 percent which is calculated as follows:

$$\begin{aligned}
 &= \frac{\text{Market price before the offering} - \text{Market price after the offering}}{\text{Market price before the offering}} \\
 &= \frac{1.93 - 1.86}{1.93} \\
 &= 3.63 \text{ percent}
 \end{aligned}$$

Market price before the offering:

Weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date of the Board of Directors' Meeting (between 24 November 2022 and 15 December 2022) is equal to THB 1.93 per share.

Market price after the offering:

$$\begin{aligned}
 & \text{(Market price before the offering x Number of paid up shares) +} \\
 = & \text{(The offering price x Number of shares offered)} \\
 & \hline
 & \text{Number of paid-up shares + Number of shares offered} \\
 = & \text{(1.93 x 813,913,390) + (1.74 x 445,000,000)} \\
 & \hline
 & \text{813,913,390 + 445,000,000} \\
 = & \text{THB 1.86 per share}
 \end{aligned}$$

5. Benefits to the shareholders compared to effects on their voting rights

According to the company's financial statements ending 30 September 2022, the Company has shareholders' equity of THB 370.77 million from the paid-up capital of THB 813.91 million or representing 45.55 percent of the paid-up capital of the Company, which is less than 50 percent of the Company's total paid-up capital as a result, the SET Post a C (Caution) sign on the Company's securities. This capital increase may aid in the resolution of the problem.

Moreover, consideration of the overall operating result for 9 months of the Company's loss (not including stakeholders who do not have controlled power) is equivalent to THB 302.63 million or the average loss is approximately THB 100.88 million per quarter. If the Company does not resolve the problem arising from the business operation in the present and is not able to register the capital increase, it will affect the shareholders equity of the Company less than 0, which may affect the delisting of the Company in 1 year. Upon the completion of the capital increase and the repayment of the Company's existing debts including repayment of debts that may arise from operations until the capital increase through private placement is successful has been paid off, which is not exceeding THB 610 million pursuant to the objective of utilization money, it can be extended the period which the Company may be delisted from 1 year to 3 years (in the event that the problem on the business operation cannot be resolved), including the increase in ratio of shareholders to the paid-up capital from 45.55 percent to 90.96 percent, which can resolve the financial status of the Company, and the C status which the aforementioned estimation effects excluding the impact of the disposal of investments and assets in the Company's subsidiaries.

When comparing the benefits that the shareholders will receive from the issuance and offering of new ordinary shares through private placement on this occasion, the Board of Directors is of the opinion that the benefits of the offering of newly issued ordinary shares to the shareholders outweigh the effects of diluted voting rights on the shareholders. This is because the Company will obtain funds to repay its debts, increase its working capital, and expand investment, resulting in improved liquidity, strength financial position, increased profitability, which will benefit all shareholders. It will also increase the Company's capabilities and trust with stakeholders and financial institutions.

6. Opinion of the Board of Directors

6.1 Reasons, necessity, and reasonability of the capital increase

The Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares of the Company to Investors, is appropriate to resolve the situation of the business operation and the financial status of the Company. The Investors who subscribe to the newly issued shares, are beneficial investors, have strong financial status, and can be decided to invest with the Company at the appropriate time. After the capital increase, the Company will receive money in the amount of THB 774,300,000, which the Company will repay the Company's existing debts including repayment of debts that may arise from operations until the capital increase through private placement is successful in order to deduct the debts and interest burden of the Company. If there is an outstanding amount from such repayment of debts, the Company can utilize the money to operate the business of the Company. Moreover, the issuance and offering the newly issued shares will provide the Company with funds to repay its existing debts and reduce its interest burden. The Company will also have funds to support its operations at present. The issuance and offering of newly issued shares will enable the Company to raise funds in a short period of time and reduce the burden of capital increase on the existing shareholders, resulting in improvement in the Company's liquidity and operating results. The Board of Directors gave an opinion that the capital increase will help the Company to resolve the C (Caution) status of the Company's securities (shareholders' equity's < 50 percent of the paid-up capital) for the Company to build trust from the investors, and every shareholder of the Company.

However, if the Company fails to raise capital on this occasion, it will not have sufficient funds to repay debts and reduce its interest burden and will also miss out the opportunity to generate more profits from business expansion as planned, which may not be able to resolve the C (Caution) mark of the Company's securities in the short period of time.

For the aforementioned reasons, the Board of Directors has opined that an increase in capital is necessary for the Company as the proceeds will be used to finance working capital and to provide the Company with an additional funding source to strengthen its capital structure and financial position. The capital increase will also improve the Company's operational efficiency and financial flexibility to invest in new business, contributing to better operating results in the future.

6.2 Reasons and necessity of the issuance and offering of new shares by way of private placement

The Board of Directors has opined that the issuance and offering of the Company's new ordinary shares to the Investors on this occasion is the most efficient and reasonable fund-raising method given the current situation of the Company. It will also bring the utmost benefit to the Company because it will allow the Company to raise capital in a short period of time and reduce the burden of capital raise on the existing shareholders and obtain funds as required.

Furthermore, the capital increase through a private placement is a guaranteed way to raise fund in a timely manner which best serves the Company's capital needs as compared to other options such as public offering, borrowing money from financial institutions and other methods of raising capital which take longer execution time and do not guarantee the required amount of funding, thus affecting the operational plan and financial position of the Company. The Board of Directors has considered other methods of fundraising and rendered its opinions as follows:

1. **Public Offering (PO):** The Board of Directors is of the opinion that this method will take more time than the right offering and private placement methods and the Company may not be able to offer its shares as planned because it will take long preparation time and require approvals from the relevant authorities, making the Company unable to control the process schedule.
2. **Issuing debt instruments or applying for loans:** The Board of Directors has opined that this method is not appropriate at this time because the process of applying for loans from financial institutions will take long time, which does not meet the Company's urgent capital needs. Therefore, issuing debt instruments is very unlikely and not suitable for the Company's capital needs at present.
3. **Rights Offering (RO):** The Board of Directors is of the view that there is uncertainty about the amount of capital to be raised through this method due to fluctuation in SET and changing economic and political situations, both domestic and international, which may cause significant

drop in the value of the Company's shares, resulting in the Company being unable to raise the amount of capital as required.

For the reasons stated above, the Board of Directors viewed that it is necessary for the Company to increase capital through private placement so that the Company can use the proceeds therefrom to repay its existing debts and finance its working capital in order to improve the Company's liquidity and support its current operations and business expansion in the future. After this capital increase, no investor will take the position of director and/or executive of the Company, therefore, the operation policy will not materially change.

6.3 Feasibility of the proceeds utilization plan and sufficiency of funding source

In case that this capital increase is successful, the company expects to receive money in the amount of THB 774,300,000. The Company will utilize such received to repay the debts of the Company including repayment of debts that may arise from operations until the capital increase through private placement is successful in the amount not exceeding THB 610 million in order to adjust the financial status and the financial ratio of the Company such as the ratio of debts to equity (D/E Ratio) from 2.83 times to 0.40 times (based on the financial statement as of 30 September 2022), which is the appropriate level. The repayment of debts and the capital increase can resolve the problem of the Company's financial status, and the C mark. The resolution of the Board of Directors considered the capital increase and the amount of money to resolve the Company's financial problem, including the relevant financial ratios in an appropriate amount, and investors are interested in a subscription, and there are enough numbers to carry out the abovementioned operations.

Having considered the reasonableness of the plan to use the proceeds from capital increase and the sufficiency of funding source, the Board of Directors is of the opinion that the plan for using proceeds from the capital raise is reasonable and will benefit the Company and its shareholders in the future. This capital increase will enable the Company to raise funds in a short period of time and reduce the burden of capital increase on the existing shareholders. The Board of Directors expects to complete the process of issuing and offering new shares to the Investors and receiving proceeds therefrom within the timeframe prescribed in the Notification No. TorJor. 72/2558 and as approved by the shareholders' meeting which shall be within the first quarter of 2023.

6.4 Expected impact on business operation, financial position and operating results of the Company due to the capital increase

The Board of Directors has considered and opined that this transaction does not affect the nature and business policy of the Company in any way. This transaction serves as a tool to improve the Company's liquidity and support the Company's business operations at present. Moreover, the proceeds from the capital increase will be used to finance working capital and strengthen the Company's financial structure and keep the Debt-to-Equity ratio stable in the long run. It will increase financial flexibility in the Company's business operations and serve as a funding source to finance working capital to support the Company's operations. This transaction will not adversely affect the business operations, financial position, and operating results of the Company.

As of 30 September 2022	Prior to Private Placement	*Estimate effect after Private Placement
D/E Ratio	2.83 times	0.40 times
Shareholder's Equity / Paid-up Capital	45.55%	90.96%
Price Dilution	3.63%	

Remark * the disposal of investment in subsidiaries namely (1) Domino Asia Pacific Co., Ltd. (2) DK Wow Venture Co., Ltd., and (3) Assets in the macaron confectionery business unit under the brand La Lune and relevant trademark and the ceasing of subsidiaries which has been disclosed on www.set.or.th on 21 November 2022 revised on 30 November 2022 and updating the progress on 5 January 2023.

6.5 Reasonableness of the offering price and the offering price determination method

Following the date of the Board of Directors No. 5/2022, which was held on 11 November, 2022, resolved to approve the issuance and offering of the newly issues shares by the way of private placement at the offering price of 1.73 per share. After such Board of Directors meeting the Company disposed of investments and assets in the Company's subsidiaries including a big lot transaction of the Company's shares during the calculation period of the offering price for the newly issued ordinary shares through the private placement, which may have an impact on the market price of the Company's shares. The Board of Directors, therefore, is of the opinion that, after careful consideration and discussions with all parties involved, the issuance and offering of newly issued shares to specific persons (Private Placement) at this

time is appropriate and that the offering price reflects the actual market price of the Company and a low price in accordance with the relevant regulations. The Company has determined the offering price through a series of negotiation between the Company and the Investors, which is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date of the Board of Directors' Meeting, between 23 November 2022 and 15 December 2022, which is equal to THB 1.93 per share. Such offering price is not less than 90 percent of the market price according to the Notification No. TorJor. 72/2558.

Having considered the reasons, necessity and benefits from the issuance and allotment of new ordinary shares to the Investors as mentioned above, the Board of Directors resolved to approve the issuance and offering of new ordinary shares to the Investors with an opinion that the allocation conditions and offering price of the new shares are reasonable and for the benefits of the shareholders while also allowing the Company to raise the required capital within a limited timeframe.

7. Representations of the Board of Directors

In the event where any director of the Company fails to perform his/her duties as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such non-performance, by act or omission, causes damage to the Company, the shareholders may claim damages from such director on behalf of the Company, pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992) (as amended). In addition, should such non-performance, by act or omission, of director's duties as required by law, objectives and articles of association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, causes any director, executive or related persons to derive any undue gains, one or more shareholders holding not less than 5 percent of all of the voting rights of the Company may, on behalf of the Company, exercise the right to bring an action against such director for disgorgement of benefits, pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

The Board of Directors also certifies that it has carefully considered and verified information of the Investors and is of the opinion that the allotment of newly issued shares to the Investors is justifiable and the Investors have potential to execute the investment in the Company.

8. **Opinion of the Audit Committee and/or the Director which is different from the Board of Directors' Opinion**

The opinion of the Audit Committee is in line with that of the Company's Board of Directors.

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Sincerely yours,

Wow Factor Public Company Limited

Signed

-signed-

(Miss Saowanee Khaoubol)

Director / Deputy Chief Executive Officer and Acting Chief Executive Officer

-Company's seal affixed-

Signed

-signed-

(Mr. Tanawat Ueasiripan)

Director / Vice-President

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

Guidelines for Attending the Extraordinary General Meeting of Shareholders No.1/2023 (E-EGM)
and the Appointment of Proxies

1. In Case the Shareholders would like to Attend the E-EGM by Themselves

- 1.1 Please fill in the Acceptance for the Invitation of Electronic Shareholders' Meeting (E-EGM) (Enclosure 6) 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-EGM) to prove the right to attend the E-EGM.

In this regard, please (1) send scanned documents above to investor@wowfactor.co.th by **7 February 2023** and (2) deliver original documents to the Company at no. 77/1 Soi Ruamsirimit, Chompol Sub-District, Chatuchak District, Bangkok 10900 by **13 February 2023**

- 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-EGM).

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)¹ 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 **14 February 2023**, 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

¹ 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-EGM, 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-EGM 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-EGM

In case that a shareholder is unable to attend the E-EGM, 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 8 of the invitation letter.

- Mr. Chanatip Pumhiran
- Mrs. Issaraporn Thanupon
- Mr. Chanchai Kanluang

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-EGM) and the Proxy Form as per Enclosure 6 and Enclosure 7 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-EGM), to prove the right to attend the E-EGM.

In this regard, please (1) send scanned documents above to investor@wowfactor.co.th by **7 February 2023** and (2) deliver original documents to the Company at no. 77/1 Soi Ruamsirimit, Chompol Sub-District, Chatuchak District, Bangkok 10900 by **13 February 2023**.



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 และลงคะแนนสำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) (“การประชุม”) โดยการ

Would like to attend and vote for the Extraordinary General Meeting of Shareholders No.1/2023 via electronic media (E-EGM) (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) ส่งไฟล์สแกนเอกสารดังกล่าวมาทางอีเมล investor@wowfactor.co.th ภายในวันที่ 7 กุมภาพันธ์ 2566
by (1) sending scanned documents mentioned above to investor@wowfactor.co.th by 7 February 2023
และ (2) จัดส่งเอกสารฉบับจริงมาถึงบริษัทฯ ตามที่อยู่ด้านล่าง ภายในวันที่ 13 กุมภาพันธ์ 2566
and (2) delivering original documents to the Company at the following address by 13 February 2023

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. สำเนาเอกสารการแสดงผลของตัวผู้ถือหุ้นที่ยังไม่หมดอายุ 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) ^{1,2}

- 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) ^{1,2}

- 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) ³

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) (เฉพาะกรณีผู้ถือหุ้นเป็นนิติบุคคล)

(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) ^{1,2}

- 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) ^{1,2,3}

- 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. บริษัท 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:

นายชนาทิพย์ พุ่มหิรัญ หรือ

Mr. Chanatip Pumhiran or

นางอิสราภรณ์ ทุนผล หรือ

Mrs. Issaraporn Thanupon or

นายชาญชัย ก้านเหลือง

Mr. Chanchai Kanluang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตาม สิ่งที่ส่งมาด้วย 8)

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 8)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 17 กุมภาพันธ์ 2566 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) 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 Extraordinary General Meeting of Shareholders No.1/2023 which will be held on 17 February 2023 at 10.00 a.m. in the form of electronic meeting (E-EGM) 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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 ที่มอบฉันทะที่ละเอียดชัดเจนตายตัว)

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

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) (“บริษัท”)
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ดังนี้
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:

นายชนาทิพย์ พุ่มหิรัญ หรือ
Mr. Chanatip Pumhiran or

นางอิสราภรณ์ หนูผล หรือ
Mrs. Issaraporn Thanupon or

นายชาญชัย ก้านเหลือง
Mr. Chanchai Kanluang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ
ปรากฏตาม สิ่งที่ส่งมาด้วย 8)

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 8).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
วิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 17 กุมภาพันธ์ 2566 เวลา 10.00 น. **ในรูปแบบการประชุมผ่านสื่อ
อิเล็กทรอนิกส์ (E-EGM) 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
Extraordinary General Meeting of Shareholders No.1/2023 which will be held on 17 February 2023 at 10.00
a.m. in the form of electronic meeting (E-EGM) 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ซึ่งจัด
ประชุมเมื่อวันที่ 25 เมษายน 2565

Agenda 1 To consider and certify the minutes of the 2022 Annual General Meeting of
Shareholders held on 25 April 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 2 พิจารณานุมัติการยกเลิกการเพิ่มทุนและออกเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิมตามสัดส่วน (Rights Offering) ซึ่งได้รับการอนุมัติจากมติที่ประชุมสามัญผู้ถือหุ้น ประจำปี 2565 เมื่อวันที่ 25 เมษายน 2565

Agenda 2 To consider and approve the cancellation of the issuance of new ordinary shares offered to the existing shareholders in proportion to their shareholdings which was approved by the 2022 Annual General Meeting of Shareholders held on 25 April 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 3 พิจารณาลดทุนจดทะเบียนของบริษัทจำนวน 180,869,643 บาท จากทุนจดทะเบียนเดิมจำนวน 1,320,368,356 บาท เป็นทุนจดทะเบียนจำนวน 1,139,498,713 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้จำหน่ายจำนวน 180,869,643 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the reduction of the Company's registered capital of THB 180,869,643 from the current registered capital of THB 1,320,368,356 to the new registered capital of THB 1,139,498,713 by canceling the remaining 180,869,643 unsold ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital reduction

- (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 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 445,000,000 บาท จากทุนจดทะเบียนเดิม 1,139,498,713 บาท เป็นทุนจดทะเบียนใหม่จำนวน 1,584,498,713 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 445,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 4 To consider and approve the increase in the Company's registered capital of THB 445,000,000 from the current registered capital of THB 1,139,498,713 to the new registered capital of THB 1,584,498,713 by issuing 445,000,000 new ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase

- (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 5 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทจำนวน 445,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท เพื่อเสนอขายแบบเฉพาะเจาะจงให้แก่บุคคลในวงจำกัด (Private Placement) ในราคาเสนอขายหุ้นละ 1.74 บาท รวมเป็นมูลค่าทั้งสิ้นไม่เกิน 774,300,000 บาท

Agenda 5 consider and approve the allotment of newly issued ordinary shares in the amount of 445,000,000 new ordinary shares with a par value of THB 1.00 per share by way of private placement with the offering price of 1.74, totaling of not exceeding THB 774,300,000.

- (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 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 6 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(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 หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 17 กุมภาพันธ์ 2566 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) 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 Extraordinary General Meeting of Shareholders No.1/2023 which will be held on 17 February 2023 at 10.00 a.m. in the form of electronic meeting (E-EGM) 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 |

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

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

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C

อากรแสตมป์

Duty Stamp

20 บาท/Baht

(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) (“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:

นายชนาทิพย์ พุ่มหิรัญ หรือ
Mr. Chanatip Pumhiran or

นางอิสราภรณ์ หนูผล หรือ
Mrs. Issaraporn Thanupon or

นายชาญชัย ก้านเหลือง
Mr. Chanchai Kanluang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ
ปรากฏตาม สิ่งที่ส่งมาด้วย 8)

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 8).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
วิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 17 กุมภาพันธ์ 2566 เวลา 10.00 น. **ในรูปแบบการประชุมผ่านสื่อ
อิเล็กทรอนิกส์ (E-EGM) 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
Extraordinary General Meeting of Shareholders No.1/2023 which will be held on 17 February 2023 at 10.00
a.m. **in the form of electronic meeting (E-EGM) as specified by the Company** or at any adjournment thereof to
any other date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้

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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 ซึ่งจัด
ประชุมเมื่อวันที่ 25 เมษายน 2565

Agenda 1 To consider and certify the minutes of the 2022 Annual General Meeting of
Shareholders held on 25 April 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 2 พิจารณานุมัติการยกเลิกการเพิ่มทุนและออกเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิมตามสัดส่วน (Rights Offering) ซึ่งได้รับการอนุมัติจากมติที่ประชุมสามัญผู้ถือหุ้น ประจำปี 2565 เมื่อวันที่ 25 เมษายน 2565

Agenda 2 To consider and approve the cancellation of the issuance of new ordinary shares offered to the existing shareholders in proportion to their shareholdings which was approved by the 2022 Annual General Meeting of Shareholders held on 25 April 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 3 พิจารณาลดทุนจดทะเบียนของบริษัทจำนวน 180,869,643 บาท จากทุนจดทะเบียนเดิมจำนวน 1,320,368,356 บาท เป็นทุนจดทะเบียนจำนวน 1,139,498,713 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้จำหน่ายจำนวน 180,869,643 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the reduction of the Company's registered capital of THB 180,869,643 from the current registered capital of THB 1,320,368,356 to the new registered capital of THB 1,139,498,713 by canceling the remaining 180,869,643 unsold ordinary shares with a par

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital reduction

- (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 4 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 445,000,000 บาท จากทุนจดทะเบียนเดิม 1,139,498,713 บาท เป็นทุนจดทะเบียนใหม่จำนวน 1,584,498,713 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 445,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 4 To consider and approve the increase in the Company's registered capital of THB 445,000,000 from the current registered capital of THB 1,139,498,713 to the new registered capital of THB 1,584,498,713 by issuing 445,000,000 new ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase

- (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 5 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทจำนวน 445,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท เพื่อเสนอขายแบบเฉพาะเจาะจงให้แก่บุคคลในวงจำกัด (Private Placement) ในราคาเสนอขายหุ้นละ 1.74 บาท รวมเป็นมูลค่าทั้งสิ้นไม่เกิน 774,300,000 บาท

Agenda 5 consider and approve the allotment of newly issued ordinary shares in the amount of 445,000,000 new ordinary shares with a par value of THB 1.00 per share by way of private placement with the offering price of 1.74, totaling of not exceeding THB 774,300,000.

(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 6 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 6 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

(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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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,

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

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. ผู้ถือหุ้นที่มีมอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ในวันที่ 17 กุมภาพันธ์ 2566 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) 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 Extraordinary General Meeting of Shareholders No.1/2023 which will be held on 17 February 2023 at 10.00 a.m. in the form of electronic meeting (E-EGM) 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)

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

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 : Mr. Chantip Pumhiran

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

Education : - MSc Economics, London School of Economics and Political Science United Kingdom
 - MBA in Business Modelling and Analysis, Mahidol University, Thailand
 - MSc Finance, Thammasat University, Thailand
 - BA Economics, First Class Honour, Thammasat University, Thailand

Work experiences

2022 – Present : Independent director / Chairman of the Audit Committee / Member of Nomination and Remuneration Committee
 - Wow Factor Public Company Limited

2021 - Present : Assistant Vice President, Investment Department
 - One to One Contacts Public Company Limited

2019 – 2021 : Assistant to the Dean – Finance Department
 - Faculty of Medicine Siriraj Hospital, Mahidol University, Thailand

2019 : Vice President – Central Treasury Unit
 - United Overseas Bank Limited, Singapore

2016 - 2018 : Portfolio Manager – Global Equities and Fixed Income, Investment Management Division
 - Social Security Office, Thailand

2014 – 2016 : Senior Investment Officer, Investment Strategy Office, Reserve Management Department
 - Bank of Thailand, Thailand

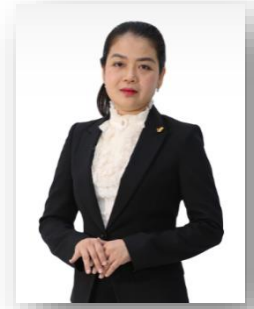
Shareholding proportion in the Company : - Self: None
 - Spouse and minor children: None

Director training (IOD) : - None

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

Position held in other companies that are listed companies in the Stock Exchange of Thailand : 1 company as follows:
 1. One to One Contacts Public Company Limited

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



Name - Surname : Mrs. Issaraporn Thanupon

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

Education : Doctor of Accountancy (Ph.D. Accounting), Chulalongkorn University

Work experiences

2016 - Present : Assistant Professor (Management Accounting) at the Faculty of Management Sciences
- Silpakorn University

2017 - 2019 : Associate Dean for Academic Affairs Faculty of Management Sciences
- Silpakorn University

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 : - None

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

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



Name - Surname : Mr. Chanchai Kanluang

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

Education : - Master Degree in Accounting : Major financing Accounting, Chulalongkorn University
- Diploma Degree in Auditing, Thammasat University
- Bachelor Degree in Accounting (Cost Accounting), Rajamangala University of Technology Phanakorn

Work experiences

2007 - Present : Executive Director
- Seri Group Co.,Ltd.

2001 – 2007 : Accounting Manager
- Sammitr Motors Manufacturing Co.,Ltd

1996 - 2001 : Accounting Manager
- Dr. Virach & Associates

Shareholding proportion in the Company : - None

Director training (IOD) : - None

Position held in other companies that are not listed companies : 1 company as follows:
1. Seri Group Co.,Ltd.

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

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

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



WOW
FACTOR

THANK YOU

