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WOW FACTOR PUBLIC COMPANY LIMITED  
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(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.



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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](http://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)  
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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](http://www.wowfactor.co.th) immediately.

Sincerely yours,

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(Miss Saowanee Khaoubol)

Director

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(Mr. Tanawat Ueasiripan)

Director