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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

## The Extraordinary General Meeting No.1/2023

of

## Wow Factor Public Company Limited

### Date and Time

The Extraordinary General Meeting of Shareholders No. 1/2023 of Wow Factor Public Company Limited (the “Company”) which held 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 meeting control venue is at the meeting room at head office of Wow Factor Public Company Limited.

### Directors Attending the Meeting

1. Mr. Tanawat Ueasiripan Vice Chairman of the Board of Directors
2. Miss Saowanee Khaoubol Chairman of the Executive Committee (deputy) / Director
3. Mr. Phornpravee Chansuwan Director
4. Mr. Somboon Prasobpiboon Independent Director
5. Mr. Chanatip Pumhiran Independent Director / Chairman of the Audit Committee
6. Mrs. Issaraporn Thanupon Independent Director / Member of the Audit Committee
7. Mr. Chanchai Kanluang Independent Director / Member of the Audit Committee

### Director Not Attending the Meeting

1. Mr. Supreedee Nimitkul Independent Director

### The Legal Advisors from Kudun and Partners Company Limited

1. Thitawan Thanasombatpaisarn Partner Lawyer
2. Viparat Timprathuang Lawyer

### The Independent Financial Advisor from Wealth Plus Advisory Company Limited

1. Mr. Pongsarun Tirmariyabuit



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### Commencement of the Meeting

Miss Supawadee Maneewankul acted as a moderator of the meeting (the “**Moderator**”) and informed of details about attendees of the Extraordinary General Meeting of Shareholders No.1/2023 (the “**Meeting**”) that there was 2 shareholders attending the Meeting in person, representing 151,800 shares, and 26 shareholders attending the Meeting by proxy, representing 276,365,280 shares. The total number of shareholders attending the Meeting were 28 persons, representing 276,517,080 shares and equivalent to 33.9738 percent of the total number of 813,913,390 sold shares, which constituted a quorum pursuant to Article 32 of the Articles of Association of the Company. The Moderator introduced the Board of Director, legal advisor, and financial advisor to the 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 “**Public Company 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 Public Company 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



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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.

When the shareholders have casted the votes. Please return to the e-meeting window to continue watching the video and audio of the Meeting.

In consolidating the votes, the Company will deduct the votes of disapproved, abstained and voided ballots from the total votes and the remaining shall be regarded as agreeing votes.

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-EGM) 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



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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 with 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 Miss Viparat Timprathuang, Legal advisor from Kudun and Partners Company 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 invited Mr. Tanawat Ueasiripan, the Vice Chairman of the Board of Directors (the "Chairman") to address the opening speech.

The Chairman therefore welcomed all shareholders attending the Extraordinary General Meeting of Shareholders No.1/2023 of the Company via electronic media (E-EGM), and informed the Meeting that quorum is constituted as specified in the Company's Articles of Association. Therefore, open the Meeting to consider and approve the agenda items.

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

The Moderator informed the meeting that 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 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 and deliver the copies which send to all shareholders together with this invitation letter (Attachment 1). The Board of Directors considered that such meeting was recorded accurately.

The Chairman gave an opportunity for the shareholders or proxies to ask a question. There is no shareholders and/or proxies asked any questions. The Chairman proposed the meeting to consider this agenda.

**Resolution** The Meeting resolved to certify the minutes of the 2022 Annual General Meeting of Shareholders which held on April 25, 2022 with a majority vote of the total votes of the shareholders who attend the meeting and cast their vote, as follows:

|               |                    |              |                    |                 |
|---------------|--------------------|--------------|--------------------|-----------------|
| Approve       | 276,517,080        | votes        | Percentages        | 100.0000        |
| Disapprove    | 0                  | votes        | Percentages        | 0.0000          |
| Abstain       | 0                  | votes        | Percentages        | -               |
| Voided Ballot | 0                  | votes        | Percentages        | 0.0000          |
| <b>Total</b>  | <b>276,517,080</b> | <b>votes</b> | <b>Percentages</b> | <b>100.0000</b> |

Remark: In this agenda, there is no additional shareholder or proxy attending the Meeting.  
The total shareholders and proxies attending the meeting in this agenda is 28 persons, representing 276,517,080 shares.

**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

The Moderator informed the meeting that according to the 2022 Annual General Meeting of Shareholders which held on April 25, 2022 ("AGM 2022") 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



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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.

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.

From this reason, the Board of Director proposed to the shareholders' meeting consider and approve 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 which approved by the 2022 Annual General Meeting of Shareholders, including the cancellation the capital increase of not exceeding 180,869,643 shares with par value at THB 1, and propose to the shareholders meeting to 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 amount equivalent 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.



The Chairman gave an opportunity for the shareholders or proxies to ask a question. There is no shareholders and/or proxies asked any questions. The Chairman proposed the meeting to consider this agenda.

**Resolution** The Meeting resolved to 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. And approved the compensation to compensate the shareholders who exercised their rights to subscribe for the newly issued ordinary shares of the Company. Including, authorized the chairman of the executive committee or the deputy of the chairman of the executive committee to proceed any necessary actions regarding to the cancellation of capital increase with 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, as follows:

|               |                    |              |                    |                 |
|---------------|--------------------|--------------|--------------------|-----------------|
| Approve       | 276,517,080        | votes        | Percentages        | 100.0000        |
| Disapprove    | 0                  | votes        | Percentages        | 0.0000          |
| Abstain       | 0                  | votes        | Percentages        | -               |
| Voided Ballot | 0                  | votes        | Percentages        | 0.0000          |
| <b>Total</b>  | <b>276,517,080</b> | <b>votes</b> | <b>Percentages</b> | <b>100.0000</b> |

Remark: In this agenda, there is no additional shareholder or proxy attending the Meeting.  
The total shareholders and proxies attending the meeting in this agenda is 28 persons, representing 276,517,080 shares.

**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

The Moderator proposed to the Meeting that 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,



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and to comply with the 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.

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





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Apart from this, the Moderator 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 Chairman gave an opportunity for the shareholders or proxies to ask a question. There is no shareholders and/or proxies asked any questions. The Chairman proposed the meeting to consider this agenda.

**Resolution** The Meeting resolved to 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, including the relevant authorization with 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, as follows:

|               |                    |              |                    |                 |
|---------------|--------------------|--------------|--------------------|-----------------|
| Approve       | 276,517,080        | votes        | Percentages        | 100.0000        |
| Disapprove    | 0                  | votes        | Percentages        | 0.0000          |
| Abstain       | 0                  | votes        | Percentages        | -               |
| Voided Ballot | 0                  | votes        | Percentages        | 0.0000          |
| <b>Total</b>  | <b>276,517,080</b> | <b>votes</b> | <b>Percentages</b> | <b>100.0000</b> |

Remark: In this agenda, there is no additional shareholder or proxy attending the Meeting. The total shareholders and proxies attending the meeting in this agenda is 28 persons, representing 276,517,080 shares.



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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 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.

The Moderator informed the Meeting that 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 -             | -  |



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Apart from this, the Moderator 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 increase 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 Chairman gave an opportunity for the shareholders or proxies to ask a question. There is no shareholders and/or proxies asked any questions. The Chairman proposed the meeting to consider this agenda.

**Resolution** The Meeting resolved to 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 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, including the relevant authorization with 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, as follows:

|               |             |       |             |          |
|---------------|-------------|-------|-------------|----------|
| Approve       | 276,517,080 | votes | Percentages | 100.0000 |
| Disapprove    | 0           | votes | Percentages | 0.0000   |
| Abstain       | 0           | votes | Percentages | -        |
| Voided Ballot | 0           | votes | Percentages | 0.0000   |
| Total         | 276,517,080 | votes | Percentages | 100.0000 |

Remark: In this agenda, there is no additional shareholder or proxy attending the Meeting. The total shareholders and proxies attending the meeting in this agenda is 28 persons, representing 276,517,080 shares.



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

The Moderator informed the Meeting that 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:

| 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         |



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| Names of Investors to whom newly issues shares are allotted | Number of shares allotted |
|---|---------------------------|
| 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 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](http://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



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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 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,



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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 above mentioned activities.

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 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.

The Chairman gave an opportunity for the shareholders or proxies to ask a question. There is no shareholders and/or proxies asked any questions. The Chairman proposed the meeting to consider this agenda.

**Resolution** The Meeting resolved to approve the allocation of 445,000,000 newly issued ordinary shares of the Company with par value of THB 1.00 per share by way private placement at the offering



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price of THB 1.74 per share, with the total value of not exceeding THB 774,300,000, including the relevant authorization with 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, as follows:

|               |                    |              |                    |                 |
|---------------|--------------------|--------------|--------------------|-----------------|
| Approve       | 276,517,080        | votes        | Percentages        | 100.0000        |
| Disapprove    | 0                  | votes        | Percentages        | 0.0000          |
| Abstain       | 0                  | votes        | Percentages        | -               |
| Voided Ballot | 0                  | votes        | Percentages        | 0.0000          |
| <b>Total</b>  | <b>276,517,080</b> | <b>votes</b> | <b>Percentages</b> | <b>100.0000</b> |

Remark: In this agenda, there is no additional shareholder or proxy attending the Meeting.  
The total shareholders and proxies attending the meeting in this agenda is 28 persons, representing 276,517,080 shares.

#### Agenda 6 Other matters (if any)

The Moderator inform the Meeting that 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.

In this agenda, there were shareholders who sent questions or suggestions in advance to the Office of the Company Secretary. The details are as follows.

Question from Mr. Nimit  
Supornprasert  
Shareholder : Inquired about the progress of how to solve the problem regarding to the shareholder's proportion is less than 50% of the paid-up capital? And what is the Company's business plan in the future?

Miss Saowanee Khaoubol  
Chairman of the Executive  
Committee (deputy) : Answered the questions to the shareholders that the Company has already reported the information through the Stock Exchange of Thailand to all investors regarding to the offering of ordinary shares of Domino





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Asia Pacific Co., Ltd. or Domino Pizza, DK Wow and La Lune totaling THB 275 million in order to stop the loss which arising from such business.

In this regard, this proposal to the shareholders' meeting to consider the allocation of newly issued ordinary shares of the Company in order to offer by way of private placement will expand the capital base of the Company.

The Company would like to inform the shareholders to be confident with the solution to such problems that the Company will able to clear the accumulated loss. As a result, the Company's financial status will not fall under the C sign anymore. And the shareholders can trust that the Company will have a better financial position. The Company has plan to expand the existing business along with adding food business lines in order to reach more consumer groups.

Question from Mr. Jitipol Lohawijarn Shareholder : In the event that the exercise price of PP is not as announced by the Company or lower, how does the Company solve this problem?

Miss Saowanee Khaoubol Chairman of the Executive Committee (deputy) : Answered questions to shareholders that The Company is confident that those who are allocated PP will exercise their rights in full. The Company believes that the exercise price given is suitable for the market situation. There is little chance that it will not be as expected.

In this regard, the investors who will invest in PP are long-term investors and have confidence in the Company's future operating potential. The investors will



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purchase a lot of shares at this level, if going to purchase directly from the market, the price will chase higher and not able to purchase at this price.

Since there is no additional questions or suggestions, the Moderator invited the Chairman to close the Meeting.

The Chairman thanked the shareholders of the Company and honored guests for attending the Extraordinary General Meeting of Shareholders No.1/2023.

The meeting adjourned at 11.05 a.m.

Signed \_\_\_\_\_

( Mr. Tanawat Ueasiripan)

Vice Chairman of the Board of Directors  
and the Chairman of the Meeting

Signed \_\_\_\_\_

(Miss Netnapa Wongma)

The Meeting Minutes Taker