# Invitation Letter for the 2023 Annual General Meeting of Shareholders

28 April 2023



Wow Factor Public Company Limited



77/1 ซอยร่วมศีริมิตร แขวงจอมพล เขตจตุจักร กรุงเทพมหานคร 10900 โทรศัพท์ 02 093 1681- 3 โทรสาร 02 093 1684 www.wowfactor.co.th WOW FACTOR PUBLIC COMPANY LIMITED
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April 12, 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders

Wow Factor Public Company Limited

#### Enclosure

- Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 which held on February 17, 2023
- Annual Registration Statement/Annual Report for the Year 2022 (Form 56-1 One Report) (QR Code)
- 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
- 4. Profiles of the proposed Auditors for the Year 2023
- 5. The Company's Articles of Association Relevant to the Shareholder's Meeting
- 6. Guidelines for attending the Shareholders' Meeting through Electronic Media (E-AGM) and the Appointment of Proxies
- Acceptance for the Invitation of Electronic Shareholders' Meeting (E-AGM) of Wow Factor
   Public Company Limited
- 8. Proxy Form A, Form B and Form C
- Profile of the Independent Directors to be Appointed as Proxy of Shareholders and the
   Definition of Independent Director
- 10. Privacy Notice for the Shareholder's Meeting

The Board of Directors of Wow Factor Public Company Limited (the "Company") would like to inform that the Board of Directors' Meeting No. 3/2023 which held on March 14, 2023 resolved to convene the 2023 Annual General Meeting of Shareholders on April 28, 2023 at 10:00 via electronic media (E-AGM) 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 the Extraordinary General Meeting of Shareholders No. 1/2023 which held on February 17, 2023

#### Objectives and Reason

The purpose is for the shareholders to jointly consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 which held on February 17, 2023, which have been prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2023 and published on the Company's website. The details are as appeared in the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 (Attachment 1), which send to all shareholders together with this invitation letter.

#### Opinion of the Board of Directors

The Board of Directors considered that such meeting was recorded accurately. Therefore, propose to the Annual 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 acknowledge the report on the annual operational results for the fiscal year ended 31 December 2022

#### Objectives and Reason

The Company had summarized the past operational results together with the significant changes that had occurred during the year 2022 in the report on the annual operational results for the year 2022, for the fiscal year ended 31 December 2022, as detailed in the Annual Registration Statement/Annual Report for the Year 2022 (Form 56-1 One Report) (Enclosure 2).

#### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to acknowledge the report on the operational results for the year 2022 and the Annual Registration Statement/Annual Report for the Year 2022 (Form 56-1 One Report).

#### Resolution

This agenda is for acknowledgment and voting is not required.

Agenda 3 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 2022

#### Objectives and Reason

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

The Company has prepared the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2022 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 2022 in the Annual Registration Statement/Annual Report for the Year 2022 (Form 56-1 One Report) (Enclosure 2).

#### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended 31 December 2022 which have been audited by the certify public accountant, reviewed by the Audit Committee and approved by the Board of Directors' meeting of the Company.

#### Resolution

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

Agenda 4 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 2022

#### Objectives and Reason

To comply with Section 115 and Section 116 of the PLC Act and Article 38 and Article 39 of the Articles of Association of the Company which require the Company to pay the dividend from the profit of the Company and allocate not less than 5 percent of its annual net profit after the deficit

brought forward (if any) to a reserve fund until this reserve fund attains an amount not less than 10 percent of the registered capital, and the Board of Directors is required to consider the appropriateness of the dividend payment from the operational results. The shareholders' meeting shall be proposed for consideration and approval.

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

#### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the omission of profit for legal reserve and omission of the dividend payment for the operational results for the year 2022 since the Company has a net loss and accumulated loss.

#### Resolution

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

Agenda 5 To consider and approve the Election of directors in replacement of the directors who retire by rotation

#### Objectives and Reason

To comply with Section 71 of the PLC Act and Article 18 of the Articles of Association of the Company which require one-third (1/3) of the total number of directors to retire in every annual general meeting of shareholders, and the directors who retire by rotation may be re-elected. In the 2023 Annual General Meeting of Shareholders, there are directors who retire by rotation as follows:

Name of Divertors		Number o	of meetings att		
Name of Directors who shall Retire by Rotation	Position	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Term of Directorship
1. Mr. Chanatip Pumhiran	Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration	1/1	-	1/1	3 Month
2. Mr. Chanchai Kanluang	Committee  Independent Director,  Member of Audit  Committee,  Member of  Nomination and  Remuneration  Committee	-	-	-	2 Month
3. Ms. Yaowarote Klinboon	Chairman of the Board of Directors / Chairman of the Nomination and Remuneration and Member of Audit Committee	8/8	4/4	5/5	Resigned on December 19, 2022

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

(1) Mr. Chanatip Pumhiran	Independent Director, Chairman of Audit Committee,
	Member of Nomination and Remuneration Committee
(2) Mr. Chanchai Kanluang	Independent Director, Member of Audit Committee,
	Member of Nomination and Remuneration Committee

The Company has acknowledged the resignation of Ms. Yaowarote Klinboon from the positions of director of the Company, which the resignation shall be effective from 19 December 2022 onward, since Ms. Yaowarote Klinboon 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. 2/2023 held on 14 March 2023 resolved to propose to the Board of Directors to approve and propose to the 2023 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 Ms. Yaowarote Klinboon by proposing Ms. Chanpen Siripatumanant, 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 <u>Enclosure 3</u>.

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration of appointment of directors for the 2023 Annual General Meeting of Shareholders in advance from 16 December 2022 to 31 January 2023, but there are no any shareholders additionally nominating any person as a director.

#### Opinion of the Board of Directors

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

(1) Mr. Chanatip Pumhiran	Independent Director, Chairman of Audit Committee,
	Member of Nomination and Remuneration Committee
(2) Mr. Chanchai Kanluang	Independent Director, Member of Audit Committee,
	Member of Nomination and Remuneration Committee
(3) Ms. Chanpen Siripatumanant	Independent Director

#### Resolution

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

# Agenda 6 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2023

#### Objectives and Reason

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

The Nomination and Remuneration Committee has deliberately considered the determination of the directors' and sub-committees' remuneration for the year 2023 according to the appropriateness and scope of duty and responsibility, amounting to the total number up to Baht 3,000,000. In this year, it is proposed that the executive directors will not receive the directors' and sub-committees' remuneration. Details of which are as follows:

THB per meeting

Details	(Proposed Year) 2023	2022
Remuneration of the Directors		
- Chairman of the Board of Directors	15,000	30,000
- Independent Directors	10,000	20,000
- Directors	10,000	20,000
- Executive Directors	-	-
2. Remuneration of the Audit Committees		
- Chairman of the Audit Committees	15,000	30,000

THB per meeting

	Details	(Proposed Year) 2023	2022
	- Member of the Audit Committee	10,000	20,000
	- Executive Directors	-	-
3.	Remuneration of Other		
	Sub-Committees		
	- Chairman of the Sub-Committees	15,000	15,000
	- Member of the Sub-Committees	10,000	10,000
	- Executive Directors	-	-

#### Remark:

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

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

#### Opinion of the Board of Directors

The Board of Directors, by the consideration and suggestion of the Nomination and Remuneration Committee according to role and responsibility of the Board of Directors and the Sub-committees, the Company's business performance as well as compared data with other companies in the same industry and has deemed appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2023, amounting to the total number up to Baht 3,000,000 including the authorization of the Board of Directors to allocate such amount of remuneration to each director and sub-committee under the amount approved by the Shareholders' Meeting, as per details proposed above in all respects.

#### Resolution

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

## Agenda 7 To consider and approve the appointment of auditors and the determination of the auditor's remuneration for the year 2023

#### Objectives and Reason

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

The Audit Committee has considered to appoint the auditors from A&A office company limited which is an independent audit firm and skillful in auditing to be the auditors of the Company and its subsidiaries for the year 2023, and any of the following auditors is appointed to audit and provide opinions to the financial statements of the Company and its subsidiaries:

(1)	Dr. Preecha	Suan	Certified Public Accountant No. 6718 or
(2)	Mrs. Yupin	Chumjai	Certified Public Accountant No. 8622 or
(3)	Mr. Somchart	Karnsuk	Certified Public Accountant No. 9669 or
(4)	Mr. Apichat	Boonkerd	Certified Public Accountant No. 4963

In this regard, the aforementioned auditors, 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 2023 in the amount not exceeding THB 3,300,000. The comparison information of the auditor's remuneration between the year 2022 and 2023 are as follow:

The Auditor Fee	2023 (Proposed Year)	2022
Audit Fee	THB 3,300,000	THB 5,225,000
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 2023 is detailed in <u>Enclosure 4</u>.

#### Opinion of the Board of Directors

The Board of Directors, by the consideration and suggestion of the Audit Committee, has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and

approve the appointment of A&A office company limited to be the auditor of the Company and its subsidiaries for the year 2023, 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 2023 in the amount not exceeding THB 3,300,000, excluded the non-audit fee, as per details proposed above in all respects.

(1)	Dr. Preecha	Suan	Certified Public Accountant No. 6718 or
(2)	Mrs. Yupin	Chumjai	Certified Public Accountant No. 8622 or
(3)	Mr. Somchart	Karnsuk	Certified Public Accountant No. 9669 or
(4)	Mr. Apichat	Boonkerd	Certified Public Accountant No. 4963

#### Resolution

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

#### Agenda 8 To consider other matters (if any).

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

The Company has published the invitation letter, together with the Enclosures on the Company's website at www.wowfactor.co.th, therefore, the shareholders are invited to attend the 2023 Annual General Meeting of Shareholders on Friday 28 April 2023 at 10.00 a.m. in the form of the electronic meeting (E-AGM) under the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws. The registration system for attending the meeting shall be available on the meeting date at 9.00 a.m. onwards.

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

The Company requests the shareholders, who would like to attend the electronic meeting (E-AGM), or a proxy to deliver the Acceptance for the Invitation of Electronic Shareholders' Meeting (E-AGM) and the

identification documents, as detailed in  $\underline{\text{Enclosure 7}}$  by (1) sending scanned documents mentioned above to

investor@wowfactor.co.th by 24 April 2023 and (2) delivering original documents to the Company at No. 304

Vanit Place Aree Building, 18th Floor, Room No. 1803-1806, Phaholyothin Road, Samsen Nai, Phaya Thai,

Bangkok 10400 by 25 April 2023

When the Company examines the list of shareholders as of 28 March 2023, which is the date for

determining the list of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders (Record

Date), the Company shall send the shareholders the link for accessing the meeting, username and password,

and the manual to use E-AGM system to the email address of which the Company is informed. The Company

reserves the right not to make a registration, in case where the documents are incomplete or incorrect or do not

meet conditions, and will conduct the Shareholders' Meeting in accordance with the Articles of Association of

the Company, as detailed in Enclosure 5, and the PLC Act.

In the case where the shareholders or proxies submitted the Acceptance for the Invitation of Electronic

Shareholders' Meeting (E-AGM) to the Company, but have not received the link for accessing the meeting,

username and password, and the manual to use E-AGM system by 27 April 2023, please contact the Company

via e-mail address at <a href="mailto:investor@wowfactor.co.th">investor@wowfactor.co.th</a>

The Company provides stamp duty for a proxy form without charge. In the case where the shareholders

have questions in relation to the meeting or would like to request for significant information of the Company, the

shareholders may submit the questions in advance prior to the date of the meeting to the Company or via

e-mail investor@wowfactor.co.th

The organizing system for the E-AGM is belonged to OJ International Company Limited, which is a

service provider for conference controlling system certified by the Electronic Transactions Development

Agency.

The Company specified the date for determining the list of shareholders entitled to attend the 2023

Annual General Meeting of Shareholders (Record Date) to be on 28 March 2023.

In the case where Company alters any details in relation to the 2023 Annual General Meeting of

Shareholders, the Company shall urgently inform the shareholders via the SET and website of the Company at

www.wowfactor.co.th.

Yours sincerely,

(Mr. Tanawat Ueasiripan)

Vice Chairman of the Board of Directors



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#### 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:

- 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



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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
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.

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.



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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
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.

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 (One Thousand One Hundred Thirty Nine Million,

Shares 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 (One Thousand One Hundred Thirty Nine Million,

Shares 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
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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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 <a href="https://www.setsmart.com">www.setsmart.com</a>).

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
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.

#### 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



77/1 ชอยร่วมศิริมิตร 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

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

Miss Saowanee Khaoubol
Chairman of the Executive
Committee (deputy)

- 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?
- 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

#### Profile of Directors Nominated for the Election of

#### Director in Replacement of those to be Retired by Rotation

Name - Surname : Mr. Chanatip Pumhiran

Position in the : Independent Director, Chairman of Audit Committee,

Company Member of Nomination and Remuneration Committee

Education : - Master of Economics, London School of Economics

and Political Science United Kingdom

- Master's Degree in Business Modeling and Analysis,

Mahidol University

- Master's Degree in Finance, Thammasat University

- Bachelor's Degree in Economics, Thammasat University



#### Work experiences

2022 - Present : Independent Director / Chairman of the Audit Committee / Member of the 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

 $2014-2016 \qquad \qquad : \quad \text{Senior Investment Officer, Investment Strategy Office, Reserve Management Department}$ 

- Bank of Thailand, Thailand

Shareholding proportion in the : - Self: None

Company

- Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies that : - None

are not listed companies

Position held in other companies that are listed companies in the Stock

1 company as follows:

Exchange of Thailand

1. One To One Contacts Public Company Limited

Directorship/ management in other companies which may cause conflict

of interest to or complete with the

- None

business of the Company

#### Profile of Directors Nominated for the Election of

#### Director in Replacement of those to be Retired by Rotation

Name - Surname : Mr. Chanchai Kanluang

Position in the

Company

Independent Director / Member of the Audit Committee /

Member of the Nomination and Remuneration Committee

Education : - Master Degree in Accounting: Major financing Accounting,

Chulalongkorn University

- Bachelor Degree in Accounting (Cost Accounting),
Rajamangala University of Technology Phanakorn

- Certified Public Accountant of Thailand



Work experiences

2022 - Present : Independent Director / Member of the Audit Committee / Member of the Nomination

and Remuneration Committee

- Wow Factor Public Company Limited

2007 - Present : Executive Director

- Seri Group Co., Ltd.

2001 – 2007 : Account Manager

- Sammitr Motors Manufacturing Co., Ltd

1996 - 2001

Assistant Auditing Manager with CPA

- Dr. Virach & Associaes

Shareholding proportion in the : - Self: None

Company

- Spouse and minor children: 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

: - None

Exchange of Thailand

Directorship/ management in other

: - None

companies which may cause conflict

of interest to or complete with the

business of the Company

#### Profile of Nominated Candidate for the Election of

#### Director in Replacement of those Resigned from the position

Name - Surname : Ms. Chanpen Siripatumanant

Position in the : - None

Company

Education : - Master's Degree in Accounting, Accounting,

Chulalongkorn University

- Bachelor's Degree in Accounting, Business

Administration Major in Cost Accounting, Rajamangala

Institute of Technology

- Certified Public Accountant of Thailand

Work experiences

2012 - Present : Senior Accounting Manager

- KF Foods Co., Ltd.

2007 - 2012 : Accounting Manager

- Oversea Import Line Co., Ltd.

Shareholding proportion in the

Company

: - Self: None

- Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies : 1 company as follows:

that are not listed companies

1. KF Foods Co., Ltd.

Position held in other : - None

companies that are listed

companies in the Stock

Exchange of Thailand

Directorship/ management in

: - None

other companies which may cause conflict of interest to or

complete with the business of

the Company



## Information of the Company's auditors and their remuneration for the year 2023

## (From A&A office company limited)

Certified Public Accountant No.	6718 and approved by the SEC
Education	- Doctor of Philosophy, Doctor of Business Administration (DBA),
	Ramkhamhaeng University
	- Master of Business Administration (MBA), Ramkhamhaeng University
	- Bachelor's degree, Bachelor of Business Administration Accounting
	Visa (B.B.A Accounting), Ramkhamhaeng University
Work Experiences	- 2022-Present
	Partner of A&A Office Co., Ltd.
	- 1995-2022
	Audit Partner, Office of the Police and Associates Co., Ltd.
	- 2020-Present
	The working group of the Center for Capacity Development and
	Competence for Auditors Certified by the Federation of Accounting
	Professions
	- 2006-Present
	Special Lecturer, Faculty of Management Sciences Suan Sunandha
	Rajabhat University
	- 2020-Present
	Special Lecturer, School of Management Studies Walailak University
	- 2020-Present
	Special Lecturer at Boromarajonani College of Nursing Nopparat
	Wachira
	- 2018-2019
	Special Lecturer, Faculty of Business Administration Suvarnabhumi
	Institute of Technology
	- 2014-Present
	Special Lecturer, Faculty of Business Administration Panyapiwat
	Institute of Management
	- 2014-Present
	Training course of the Federation of Accounting Professions
	- 2017 -Present
	CPA TA CPD Training Course

2. Mrs. Yupin Chumjai		
Certified Public Accountant No.	fied Public Accountant No. 8622 and approved by the SEC	
Education	- Master's Degree (Financial Accounting), Thammasat	
	University	
	- Bachelor's Degree (Cost Accounting), Rajamangala Institute	
	of Technology Phra Nakhon Commercial Campus	
Work Experiences	- 2020 – Present	
	Managing Partner of A&A Office Co., Ltd.	
	- 2015-2020	
	Managing Partner, SP Audit Co., Ltd.	
	- 2011-2015	
	Managing Partner of AMC Office Co., Ltd.	
	- 2010-2011	
	Managing Partner of ANS Audit Co., Ltd.	
	- 2003-2010	
	Deputy Manager of AMC Audit Co., Ltd.	

3. Mr. Somchart Karnsuk		
Certified Public Accountant No.	blic Accountant No. 9669 and approved by the SEC	
Education	- Master's Degree in Accounting, Thammasat University	
	- Bachelor's degree in Accounting, Thammasat University	
Work Experiences	- 2022-Present	
	Partner of A&A Office Co., Ltd.	
	- 2013-2022	
	Executive Director, MA Group Company Limited	
	- 2000-2013	
	KPMG Phoomxay Audit Company Limited	

4. Mr. Apichat Boonkerd	
Certified Public Accountant No.	4963 and approved by the SEC
Education	- Master's degree, Master of Accounting Thammasat University
	- Bachelor's Degree in Accounting, Thammasat University
Work Experiences	- 2023-Present
	Partner of A&A Office Co., Ltd.
	- 2018-2023
	Partner of SP Audit Co., Ltd.
	- 1992-2017
	Bunchikij Co., Ltd. Partner

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

#### 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 21 In case, the position of director is vacant for reasons other than the expiration of the term, the Board of Directors shall elect a person who has qualifications and does not have prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. The director will have less than two months left. The person who becomes a replacement director will be in the position of director only for the remaining term of the director he replaces.

The resolution of the Board of Directors under paragraph one must consist of votes of not less than three-fourths of the number of remaining directors.

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 another person.
    - b. The purchase or acceptance of the transfer of the business of other companies by the company.
    - c. The making, amendment or terminating of contract with respect to the granting of a lease of the entire or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
    - d. The amendment of Article of Association and Memorandum of Association
    - e. The increase or decrease of the capital and the issuing of debenture
    - f. The amalgamation or the give up of business

#### Section 6

#### Accounting, Finance and Auditing

- Clause 36 The Company shall prepare and keep the accounts and have the accounts audited pursuant to relevant laws and shall have the balance sheet and profit & loss account which are made at the end of the Company's accounting period submitted to the annual general meeting of the shareholders for approval. The Board of Director shall arrange the balance sheet and profit & loss account to be audited by the Auditor before submitting to the shareholders' meeting.
- Clause 37 The Board of Directors shall deliver the following documents to the shareholders together with the notices of summoning of the annual general meeting of shareholders.
  - (1) Copy of Balance sheet and profit & loss account which are audited by the Auditor together with his auditor's report.
  - (2) Annual report of the Board of Directors
- Clause 39 The Company must appropriate part of the annual net profit to reserve fund, at least 5% of the annual net profits extracted by the accumulated loss brought forward (if any) until the reserve fund reaches at no less than 10% of the registered capital. Notwithstanding the reserve fund referred to above, the Board of Directors may propose to the shareholders' meeting for its resolution to otherwise appropriate reserve fund as perceived by the Board to be beneficial to business operations of the Company.
- Clause 42 The Auditor has the duty to attend in every shareholders' meeting which is held to consider the balance sheet, profit & loss account, and any problem regarding the Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver to the Auditor all the reports and documents of the Company to which the shareholders are entitled to receive at such meeting

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

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

Please fill in the Acceptance for the Invitation of Electronic Shareholders' Meeting (E-AGM) (Enclosure 7) attached to the invitation letter. Kindly clearly fill your email-address and cell phone number in order to register for attending the meeting and attach a copy of identification documents as specified in the Acceptance for the Invitation of Electronic Shareholders' Meeting (E-AGM) to prove the right to attend the E-AGM.

In this regard, please (1) send scanned documents above to <a href="mailto:investor@wowfactor.co.th">investor@wowfactor.co.th</a> by 24 April 2023 and (2) deliver original documents to the Company at No. 304 Vanit Place Aree Building, 18th Floor, Room No. 1803-1806, Phaholyothin Road, Samsen Nai, Phaya Thai, Bangkok 10400 by 25 April 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-AGM).

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

In the case where your link for accessing the meeting, username and password is lost or you have not received any of them by 27 April 2023, please immediately contact the Company.

1.3 The Company shall send the information, i.e., the link for accessing the meeting, username and

"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"

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

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

- 1.4 For casting the votes during the E-AGM, you can vote in each agenda for an "approval", "disapproval", or "abstention". In case that you do not cast the votes in any agenda, the system shall automatically count your vote as "approval".
- 1.5 The Company shall specify a contact information in case you encounter any technical problems in using the E-AGM meeting system before or during the meeting in the email that the Company sends the link for accessing the meeting, username and password to you.

#### 2. In Case the Shareholders would like to Grant a Proxy to Attend the E-AGM

In case that a shareholder is unable to attend the e-AGM, the shareholder may grant a proxy to another person or the Company's independent director, to attend and vote on the shareholder's behalf. Details of independent director appear in <u>Enclosure 9</u> 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-AGM) and the Proxy Form as per Enclosure 7 and Enclosure 8 of the invitation letter and send such documents, together with a copy of identification documents as specified in the Acceptance for the Invitation of Electronic Shareholders' Meeting (E-AGM), to prove the right to attend the E-AGM.

In this regard, please (1) send scanned documents above to <a href="mailto:investor@wowfactor.co.th">investor@wowfactor.co.th</a> by 24 April 2023 and (2) deliver original documents to the Company at No. 304 Vanit Place Aree Building, 18th Floor, Room No. 1803-1806, Phaholyothin Road, Samsen Nai, Phaya Thai, Bangkok 10400 by 25 April 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 เ	แฟคเตอร์ จำกัด (มหาช	(น)	
	Being a shareholder of Wo	ow Factor Public Com	npany Limited	
	โดยถือหุ้นจำนวนทั้ง	าสิ้นรวม	หุ้น	
	Holding the total a	amount of	Shares	
	ประสงค์จะเข้าร่วมประชุม แ	ละลงคะแนนสำหรับการ	รประชุมสามัญผู้ถือหุ้นประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์ (E	4GM
	(" <b>การประชุม"</b> ) โดยการ			
	Would like to attend and	vote for the 2023 A	Annual General Meeting of Shareholders via electronic r	nedia
	(E-AGM) (the "Meeting") b	ру		
	🗌 เข้าร่วมประ	ะชุมด้วยตัวเอง		
	Attending	in person		
	🗌 มอบฉันทะใ	ให้แก่ผู้รับมอบฉันทะตา	มรายละเอียดในหนังสือมอบฉันทะ แบบ ก., แบบ ข. หรือแบ	ุบ ค
	ตามที่แนบม	มาด้วย		
	Granting a	proxy as detailed in t	the Proxy Form A., Form B., Form C. attached herewith.	
(3)	ข้อมูลติดต่อสำหรับการจัดส่	งข้อมูลตามข้อ (5)		
	Contact information for de	livering the information	on in No. (5)	
	อีเมล		(โปรดระบุ)	
	E-mail address		(Please specify)	
	เบอร์โทร		(โปรดระบุ)	
	Phone number		(Please specify)	
(4)	จัดส่ง			
	Submit			
	1) ใบตอบรับเข้าร่วมเ	ไระชุม (Acceptance F	Form)	
	2) หนังสือมอบฉันทะ	แบบ ก., แบบ ข. หรือแร	บบ ค. (Form A., Form B., Form C.) (กรณีมอบฉันทะ) และ	
	3) เอกสารเพื่อยืนยัน	ตัวตนตามรายละเอียด	าใน <b>เอกสารแนบท้าย 1</b> ของใบตอบรับฉบับนี้ (Identification	
	documents as de	etailed in Enclosure 1	of this Acceptance Form)	
	โดย (1) ส่งไฟล์สแกนเอก	เสารดังกล่าวมาทางอีเม	เล้ <u>investor@wowfactor.co.th</u> ภายในวันที่ <b>24 เมษายน 2</b> 566	

(1) sending scanned documents mentioned above to <a href="mailto:investor@wowfactor.co.th">investor@wowfactor.co.th</a> by 24 April 2023

- และ (2) จัดส่งเอกสารฉบับจริงมาถึงบริษัทฯ ตามที่อยู่ด้านล่าง ภายในวันที่ 25 เมษายน 2566
- and (2) delivering original documents to the Company at the following address by 25 April 2023
  บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)
  เลขที่ 304 อาคารวานิชเพลซ อารีย์ ชั้นที่ 18 ห้องเลขที่ 1803-1806 ถนนพหลโยธิน
  แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร 10400
  Wow Factor Public Company Limited

No. 304 Vanit Place Aree Building, 18th Floor, Room No. 1803-1806,

Phaholyothin Road, Samsen Nai, Phaya Thai, Bangkok 10400

(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. สำเนาเอกสารการแสดงตนของผู้ถือหุ้นที่ยังไม่หมดอายุ พร้อมรับรองสำเนาถูกต้อง ได้แก่ บัตรประจำตัว ประชาชน 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 โปรคนำส่งหลักฐานประกอบ (In case of change of name or surname, the relevant evidence must be submitted as well.)

### 1.2 กรณีมอบฉันทะ (Granting Proxy) 1,2

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)

- สำเนาหนังสือรับรองการจดทะเบียนนิติบุคคล ออกโดยกรมพัฒนาธุรกิจการค้ำ 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)
- เเ. 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 r authorized directors of the juristic person and proxy)
- ผู้ถือหุ้นที่เป็นบุคคลธรรมดาที่ไม่ได้มีสัญชาติไทย หรือเป็นนิติบุคคลที่จดทะเบียนจัดตั้งตามกฎหมาย ต่างประเทศ (Non-Thai Individual Shareholder or Juristic Person Incorporated under Foreign Laws) 3
   กรณีเข้าร่วมการประชุมด้วยตนเอง (Attending in Person)
  - สำเนาหนังสือเดินทางหรือสำเนาบัตรประจำตัวประชาชนของผู้ถือหุ้นหรือผู้แทนนิติบุคคล (แล้วแต่กรณี) ที่ยัง ไม่หมดอายุ พร้อมรับรองสำเนาถูกต้อง
    - (Certified copy of valid passport or identification card of shareholder or the authorized directors of the juristic person (as the case may be))
  - ม่. สำเนาหนังสือรับรองการจดทะเบียนนิติบุคคลออกโดยหน่วยงานราชการของประเทศที่นิติบุคคลนั้นตั้งอยู่
     อายุไม่เกิน 6 เดือนก่อนวันประชุม พร้อมรับรองสำเนาถูกต้องโดยผู้แทนของนิติบุคคล และประทับตราสำคัญ
     ของบริษัท (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 พร้อมรับรอง สำเนาถูกต้อง
      - (Certified copy of valid passport or identification card of proxy)
- 4. ผู้ถือหุ้นที่เป็นผู้ลงทุนต่างประเทศ และแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและ ดู แล หุ้น) (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 โปรดแสดงหลักฐานการมอบอำนาจทุกช่วง ไม่ขาดตอน 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):

- กรณีมอบฉันทะให้กรรมการอิสระ ไม่ต้องแนบเอกสารของผู้รับมอบฉันทะ
   (In case of granting proxy to independent director, documents of proxy are not required.)
- 2. บริษัทฯ มีการจัดเตรียมอากรแสตมป์สำหรับหนังสือมอบฉันทะให้แก่ผู้ถือหุ้น (The Company provides stamp duty for Proxy Form for shareholders.)
- 3. ในกรณีที่เอกสารต้นฉบับมิได้เป็นภาษาไทย จะต้องมีการจัดทำคำแปลแนบมาพร้อมกัน โดยให้ผู้ถือหุ้น ผู้แทนนิติ บุคคล 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).)

## สิ่งที่ส่งมาด้วย 8 (Enclosure 8)

### หนังสือมอบฉันทะ แบบ ก. (Proxy Form A)

อากรแสตมป์ Duty Stamp

### หนังสือมอบฉันทะ แบบ ก.

		Proxy Form A.			20 11 M/Bant
เลขทะเบียนผู้ถือหุ้น Shareholder registration n			เขียนที่ Written a วันที่ Date		พ.ศ Year
(1) ข้าพเจ้า			ัญชาติ		
I/We		N	lationality		
	ขอย	ถนน		_ตำบล/แขวง	
Residing / located at	Soi	Road		Sub-district	
อำเภอ/เขต	จังหวัเ	ମ	รหัสไ	ไปรษณีย์	
District	Provir	nce	Post	al Code	
2 1		กำ <b>กัด (มหาชน)</b> (" <b>บริษั</b> ublic Company Limite หุ้น และออกเสียงลง		any") โป	ูเสียง
Holding a total of as follows:		shares and having	the vote equa	al to	votes
ี หุ้นสามัญ Ordinary share		หุ้น ออกเสียงลงคะแ shares having the			เสียง votes

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

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
☑ และระบุรายละเอียดของผู้รับ
มอบฉันทะ

If choosing No. 1, please mark  $\square$  and provide details of the proxies.

่ 1.ชื่อ		ปี อยู่เลขที่	
Name	Age	years Residing at	
ถนน	ตำบล/แขวง	อำเภอ/เขต	
Road	Sub-district	District	
จังหวัด	รหัสไปรษณีย์	-	หรือ
Province	Postal Code		Or
สื่อ		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	🗆 2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้
<ul><li>✓ และเลือกกรรมการอิสระคนใด คนหนึ่ง</li></ul>	The independent directors of the Company as follows:
If choosing No. 2, please mark <b>and</b> select one of the independent	Mr. Chanatip Pumhiran or
	<ul><li>☐ นางอิสราภรณ์ ทนุผล หรือ</li><li>Mrs. Issaraporn Thanupon or</li></ul>
	<ul><li>☐ นายชาญชัย ก้านเหลือง</li><li>Mr. Chanchai Kanluang</li></ul>
	ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิส ปรากฏตาม <u>สิ่งที่ส่งมาด้วย 9</u> )
	In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independed directors shall be appointed as the proxy in replacement. (Details Independent Directors are set out in <a href="Enclosure 9">Enclosure 9</a> )
ผู้ถือหุ้น ประจำปี 2566 ในวัน	แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามั 28 เมษายน 2566 เวลา 10.00 น. <b>ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิก</b> เด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
2023 Annual General Meetin	re persons to be my/our proxy holder to attend and vote on my/our behalf at the of Shareholders which will be held on 28 April 2023 at 10.00 a.m. in the form as specified by the Company or at any adjournment thereof to any other dat
	ไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ e proxy in this meeting shall be deemed to be actions performed k
	ลงชื่อ/Signed ผู้มอบฉันทะ / Appointer
	()
	ลงชื่อ/Signed ผู้รับมอบฉันทะ / Appointe ()
	ลงชื่อ/Signedผู้รับมอบฉันทะ / Appointe
	()

### <u>หมายเหตุ/Remark</u>

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่ สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

ลงชื่อ/Signed ....... ผู้รับมอบฉันทะ / Appointee

(.....)

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.

## สิ่งที่ส่งมาด้วย 8 (Enclosure 8)

### หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

อากรแสตมป์ Duty Stamp 20 บาท/Baht

### หนังสือมอบฉันทะ แบบ ข.

### Proxy Form B

## (แบบที่กำหนดรายการต่าง ๆ ที่มอบฉันทะที่ละเอียดชัดเจนตายตัว)

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

เลขทะเบียนผู้ถือหุ้น		เขียนที่				
Shareholder registration nu	mber	Written ส วันที่	เดือน	W.A		
		Date	Month	Year		
-		•				
I/We		Nationality				
อยู่เลขที่ Residing / located at	_ฃอย Soi	ถนน Road	_ตำบล/แขวง Sub-district			
อำเภอ/เขต		รหัส รหัส				
District	Province		al Code			
	วาว แฟคเตอร์ จำกัด (ม of Wow Factor Public C	มหาชน) ("บริษัทฯ") ompany Limited (the "Comp	any")			
โดยถือหุ้นจำนวนทั้งสิ้นรวม ดังนี้	หุ้น	และออกเสียงลงคะแนนได้เท่าก	าับ <u> </u>	เสียง		
Holding a total of as follows:	shares and having the vote equal to			votes		
🔲 หุ้นสามัญ	หุ้น :	หุ้น ออกเสียงลงคะแนนได้เท่ากับ				
Ordinary share	sha	shares having the vote equal to				
(3) ขอมอบฉันทะให้ (กรุณา Hereby appoint (Plea:	เลือกข้อใดข้อหนึ่ง) se choose one option)					
กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย		<u></u>	ยปี อย	ปู่เลขที่		
	Name	Αg	•	Residing at		
มอบฉันทะ	ถนน	ตำบล/แขวง		า/เขต		
If choosing No. 1, please mark	Road	Sub-district	Distri	ot		
and provide details of the proxies.	จังหวัด	รหัสไา	ไรษณีย์	หรือ		
	Province	Posta	I Code	Or		
	ขื่อ	<u></u>	ยุปี อย	ยู่เลขที่		
	Name	Ag	ge years	Residing at		
	ถนน	ตำบล/แขวง		)/เขต		
	Road	Sub-district	Distri	ot		
	จังหวัด	รหัสไา	ไรษณีย์			
	Province	Posta	l Code			

กรณีเลือกข้อ 2. ให้ทำํ ☑ และเลือกกรรมกา			รมการอิสระของบริษัท e independent direc	าฯ ดังต่อไปนี้ ctors of the Company as	s follows:
คนหนึ่ง If choosing No. 2, ple and select one of the			] นายชนาทิพย์ พุ่มหิ Mr. Chanatip Pum		
directors.			] นางอิสราภรณ์ ทนุเ Mrs. Issaraporn T		
			] นายชาญชัย ก้านเเ Mr. Chanchai Kar		
		กร		ป็นผู้รับม <sup>ื</sup> อบฉันทะแทน	ม่สามารถเข้าประชุมได้ ให้ (ข้อมูลของกรรมการอิสระ
		pr dir	oxy is unable to attectors shall be app	end the meeting, one	who is appointed as the of the other independent replacement. (Details of e 9).
ผู้ถือหุ้น ประจำ	ปี 2566 ในวันที่	28 เมษายเ		ในรูปแบบการประชุ	ข้าพเจ้าในการประชุมสามัญ <b>มผ่านสื่ออิเล็กทรอนิกส์</b>
2023 Annual G	eneral Meeting	of Shareho	lders which will be h	neld on 28 April 2023 at	e on my/our behalf at the 10.00 a.m. in the form of hereof to any other date,
	_			กนข้าพเจ้าในการประชุมค า my/our behalf as follov	
	] วาระที่ 1		รับรองรายงานการ กุมภาพันธ์ 2566	ประชุมวิสามัญผู้ถือหุ้น	ครั้งที่ 1/2566 ซึ่งจัดเมื่อ
	Agenda 1		•	minutes of the Extraord	inary General Meeting of
		Sharehol	ders No. 1/2023 wh	nich held on February 1	7, 2023
		□ (n)	) ให้ผู้รับมอบฉันทะร์ ตามที่เห็นสมควร	มีสิทธิพิจารณาและลงมติ	แทนข้าพเจ้าได้ทุกประการ
		(a)		shall be entitled to con	sider and vote on my/our
				d appropriate in all resp	•
		(1)	) ให้ผู้รับมอบฉันทะอ	อกเสียงลงคะแนนตามคว	ามประสงค์ของข้าพเจ้า ดังนี้
			-		to my/our intention as
			follows:		
			🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง
			Approve	Disapprove	Abstain

	วาระที่ 2	รับทราบรายงานผลการดำเนินงานประจำปี สำหรับปี สิ้นสุด ณ วัน ธันวาคม 2565					
	Agenda 2	To acknowledge the report on the annual operational results for the fiscal year ended 31 December 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 3	พิจารณาอนุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จของ บริษัทฯ สำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565					
	Agenda 3	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 2022					
		(n) 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					
П	วาระที่ 4	พิจารณาอนุมัติการงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และการงด					
	010071	จ่ายเงินปั่นผลสำหรับผลการดำเนินงานสำหรับปี 2565					
	Agenda 4	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 2022					
		<ul> <li>(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ</li> </ul>					
		ตามที่เห็นสมควร					

		(a)	The proxy holder sha	all be entitled to cons	sider and vote on my/our
			behalf as deemed ap	ppropriate in all respe	ects.
		(1)	ให้ผู้รับมอบฉันทะออกเ	สียงลงคะแนนตามควา	ามประสงค์ของข้าพเจ้า ดังนี้
					to my/our intention as
			follows:		
			🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗌 งดออกเสียง
			Approve	Disapprove	Abstain
วาระที่ 5	พิจา	รณา	อนุมัติการเลือกตั้งกร	รมการแทนกรรมกา	รที่ครบกำหนดออกตาม
	วาระ		9		
Agenda 5	To c	onsid	ler and approve the	Election of director	s in replacement of the
	direc	tors	who retire by rotation		
		(ก)	ให้ผู้รับมอบฉันทะมีสิท ตามที่เห็นสมควร	าธิพิจารณาและลงมติ	แทนข้าพเจ้าได้ทุกประการ
		(a)	The proxy holder sha	all be entitled to cons	sider and vote on my/our
			behalf as deemed ap	propriate in all respe	ects.
		(1)	ให้ผู้รับมอบฉันทะออกเ	สี่ยงลงคะแนนตามควา	ามประสงค์ของข้าพเจ้า ดังนี้
		(b)	The proxy holder s	hall vote according	to my/our intention as
			follows:		
			🗌 การแต่งตั้งกรรมกา	รเป็นรายบุคคล	
			To elect each dire	ector individually	
			5.1 นายชนาทิพย์ '	พุ่มหิรัญ	
			Mr. Chanatip	Pumhiran	
			🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗌 งดออกเสียง
			Approve	Disapprove	Abstain
			5.2 นายชาญชัย ก้	านเหลือง	
			Mr. Chancha	i Kanluang	
			🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง
			Approve	Disapprove	Abstain
			5.3 นางสาวจันทร์เ	พ็ญ ศิริปทุมานันท์	
			Ms. Chanper	n Siripatumanant	
			🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง
			Approve	Disapprove	Abstain
			สู่ ชื่อกรรมการ		

	🗌 เห็นด้วย 🔲 ไม่เห็นด้วย 🔲 งดออกเสียง					
	Approve Disapprove Abstain					
วาระที่ 6	พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุดย่อย					
	ประจำปี 2566					
Agenda 6	To consider and approve the determination of the directors' and sub-					
	committees' remuneration for the year 2023					
	<ul> <li>(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ</li> </ul>					
	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 7	พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ และบริษัทย่อย และการ					
	กำหนดค่าสอบบัญชี ประจำปี 2566					
Agenda 7	To consider and approve the appointment of auditors and the determination					
	of the auditor's remuneration for the year 2023					
	<ul><li>(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ</li></ul>					
	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 8	พิจารณาเรื่องอื่น ๆ (ถ้ามี)					
Agenda 8	To consider other matters (if any)					
	<ul> <li>(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ</li> </ul>					
	ตามที่เห็นสมควร					
	(a) The proxy holder shall be entitled to consider and vote on my/our					
	behalf as deemed appropriate in all respects.					

	🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนิ้
	(b) The proxy holder shall vote according to my/our intention as
	follows:
	🗆 เห็นด้วย 🗆 ไม่เห็นด้วย 🔲 งดออกเสียง
	Approve Disapprove Abstain
(5)	การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการ ลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น 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 หรือระบุไว้ไม่ชัดเจนหรือใน กรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไข เปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุก ประการตามที่เห็นสมควร
	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.
หนัง Any with	ารใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุใน สื่อมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ acts performed by the proxy in this meeting, except in the event the proxy does not vote in accordance my/our voting instructions specified herein, shall be deemed to be the actions performed by elf/ourselves
	ลงชื่อ/Signed ผู้มอบฉันทะ / Appointer
	()
	ลงชื่อ/Signed ผู้รับมอบฉันทะ / Appointee ()
	ลงชื่อ/Signedผู้รับมอบฉันทะ / Appointee
	()
	ลงชื่อ/Signedผู้รับมอบฉันทะ / Appointee ()
	ยเหตุ / Remark
	1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน
	ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
	The shareholder granting a proxy shall appoint only one proxy holder to attend and vote at the

2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ใน ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

meeting and may not split the number of shares to several proxy holders for splitting votes.

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ <b>บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)</b> เพื่อเข้าประชุมและออกเสียง
ลงคะแนนแทนข้าพเจ้าใน <b>การประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 28 เมษายน 2566 เวลา 10.00 น. ใน</b>
<b>รูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามที่บริษัทฯ กำหนด</b> หรือที่จะพึงเลื่อนไปในวัน เวลา และ
สถานที่อื่นด้วย
The appointment of the proxy holder, on behalf of the shareholder of Wow Factor Public Company
Limited, to attend and vote at the 2023 Annual General Meeting of Shareholders which will be held on 28
April 2023 at 10.00 a.m. in the form of electronic meeting (E-AGM) as specified by the Company or at any

adjournment thereof to any other date, time and place.

วาระที่	เรื่อง							
Agenda	Subje	ect:						
		(ก)	ให้ผู้รับมอบฉันทะมีสิ	ทธิพิจารเ	ณาและลงมติแท	นข้าพเจ้าไ	ด้ทุกประการตามที่	า ใเห็นสมควร
		(a)	The proxy holder	shall be	entitled to co	nsider a	nd vote on my/o	our behalf as
			deemed appropria	te in all r	espects.			
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดัง							ของข้าพเจ้า ดังนี้	
		(b)	The proxy holder sl	nall vote	according to m	ny/our inte	ention as follows:	
			🗌 เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง	
			Approve		Disapprove		Abstain	
วาระที่	เรื่อง							
Agenda	Subje	ect:						
		(ก)	ให้ผู้รับมอบฉันทะมีสิ	ทธิพิจารเ	ณาและลงมติแทง	นข้าพเจ้าไ	ด้ทุกประการตามที่	า ใเห็นสมควร
		(a)	The proxy holder	shall be	entitled to co	nsider a	nd vote on my/a	our behalf as
			deemed appropria	te in all r	espects.			
		(11)	ให้ผู้รับมอบฉันทะออ	กเสียงลง	คะแนนตามความ	มประสงค์เ	ของข้าพเจ้า ดังนี้	
		(b)	The proxy holder sl	nall vote	according to m	ny/our inte	ention as follows:	
			🗌 เห็นด้วย		ไม่เห็นด้วย		งดออกเสียง	
			Approve		Disapprove		Abstain	

วาระที่	เรื่อง				
Agenda					
		(ก)	ให้ผู้รับมอบฉันทะมีสึ	iทธิพิจารณาและลงมติแทเ	เข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
		(a)	The proxy holder	shall be entitled to co	nsider and vote on my/our behalf as
			deemed appropria	te in all respects.	
		(1)	ให้ผู้รับมอบฉันทะออ	กเสียงลงคะแนนตามความ	เประสงค์ของข้าพเจ้า ดังนี้
		(b)	The proxy holder s	hall vote according to m	y/our intention as follows:
			🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗆 งดออกเสียง
			Approve	Disapprove	Abstain
			ลงชื่อ/Signed		ผู้มอบฉันทะ / Appointer
					ผู้รับมอบฉันทะ / Appointee
			_		ผู้รับมอบฉันทะ / Appointee
					 ผู้รับมอบฉันทะ / Appointee
			_		<b>1</b> 0

## สิ่งที่ส่งมาด้วย 8 (Enclosure 8)

### หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

อากรแสตมป์ Duty Stamp 20 บาท/Baht

## หนังสือมอบฉันทะ แบบ ค.

### Proxy Form C

## (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

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

	บียนผู้ถือหุ้น nolder registration numi	ber	เขียนที่ Written วันที่ Date	at เดือน Month		.ศ ear	
(1) น้ำ	์าพเจ้า <u> </u>		สัญชาติ				
I/	We		Nationality				
อยู่เลขท็	i 1	์เอย	ถนน	ตำบล/แขว	13		
		Soi	Road	Sub-distri	ct		
อำเภอ/	เขต	จังหวัด	รหั	ัสไปรษณีย์ <u></u>			
District	t	Province	Pos	stal Code			
E	Being a shareholder of	าว แฟคเตอร์ จำกัด (มหา Wow Factor Public Com	pany Limited (the "Com				
โดยถือเ ดังนี้	หุ้นจำนวนทั้งสิ้นรวม	หุ้น และ	ะ ขอกเสียงลงคะแนนได้เท่า	ากับ		_เสียง	
Holding as follo	g a total of ws:	shares	and having the vote eq	ual to		votes	8
Г	☐ หุ้นสามัญ	หุ้น ออก	าเสียงลงคะแนนได้เท่ากับ			เสียง	
	Ordinary share	4	having the vote equal to			votes	
	เอมอบฉันทะให้ (กรุณาเถ็ Hereby appoint (Please	choose one option)					
กรณีเลือกข้	i้อ 1. ให้ทำเครื่องหมาย	🗌 1.ชื่อ		ายุ	_ปี อยู่เลขที่		
	บุรายละเอียดของผู้รับ	Name	_	\ge	years Residin	g at	
มอบฉันทะ	_	ถนน Road	ตำบล/แขวง Sub-district		_อำเภอ/เขต District		
	No. 1, please mark	Road จังหวัด		ปรษณีย์	DISTRICT		หรือ
and provide	e details of the proxies.	Province	<del>.</del>	al Code			Or
		ขื่อ		ายุ	_ปี อยู่เลขที่		
		Name		vge	years Residing	g at	
		ถนน	ตำบล/แขวง		_อำเภอ/เขต		
		Road	Sub-district		District		
		จังหวัด <u> </u>		ปรษณีย์			
		Province	Post	al Code			

หรือ

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
anotato.	🗆 นางอิสราภรณ์ ทนุผล หรือ Mrs. Issaraporn Thanupon or
	่ นายชาญชัย ก้านเหลือง Mr. Chanchai Kanluang
	ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้ กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ ปรากฏตาม <u>สิ่งที่ส่งมาด้วย 9</u> )
	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 <a href="Enclosure 9">Enclosure 9</a> ).
ผู้ถือหุ้นประจำปี 2566 ในวันที่	แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ 28 เมษายน 2566 เวลา 10.00 น. <b>ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์</b> เด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
2023 Annual General Meeting	re persons to be my/our proxy holder to attend and vote on my/our behalf at the of Shareholders which will be held on 28 April 2023 at 10.00 a.m. in the form of as specified by the Company or at any adjournment thereof to any other date,
I/We hereby authorize th	รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้ ne proxy holder to vote on my/our behalf in this meeting as follows: ตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
	oxy the total amount of shares held and entitled to vote
🗆 มอบฉันทะ	บางส่วน คือ
Grant part	ial shares of
🗌 หุ้นเ	ชามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Orc	linary share Shares, representing voting right equivalent to votes
(5) ข้าพเจ้าขอมอบฉันทะให้ผู้	ุรับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize t	he proxy holder to vote on my/our behalf in this meeting as follows:
🗌 วาระที่ 1	พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566 ซึ่งจัดเมื่อ วันที่ 17 กุมภาพันธ์ 2566
Agenda 1	To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 which held on February 17, 2023

	<ul><li>(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ ตามที่เห็นสมควร</li></ul>
	(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
วาระที่ 2	รับทราบรายงานผลการดำเนินงานประจำปี สำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565
Agenda 2	To acknowledge the report on the annual operational results for the fiscal year ended 31 December 2022
	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ
	(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	พิจารณาอนุมัติงบแสดงฐานะทางการเงิน และงบกำไรขาดทุนเบ็ดเสร็จของ บริษัทฯ สำหรับปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565
Agenda 3	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 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 4		าอนุมัติการงดจัดสรรก์ ปันผลสำหรับผลการดำ	•	ขตามกฎหมาย และการงด 65
Agenda 4		and omission of the c		ocation of profit for legal the operational results for
			ห้ทธิพิจารณาและลงมติ	าแทนข้าพเจ้าได้ทุกประการ
	(8		hall be entitled to cor	sider and vote on my/our ects.
				ามประสงค์ของข้าพเจ้า ดังนี้ g to my/our intention as
		follows:	🗌 ไม่เห็นด้วย	🗌 งดออกเสียง
		Approve	Disapprove	Abstain
วาระที่ 5	พิจารณ วาระ	าอนุมัติการเลือกตั้งก	รรมการแทนกรรมกา	ารที่ครบกำหนดออกตาม
Agenda 5		sider and approve the s who retire by rotation		rs in replacement of the
	[] (f	า) ให้ผู้รับมอบฉันทะมีถึ ตามที่เห็นสมควร	ห้ทธิพิจารณาและลงมติ	าแทนข้าพเจ้าได้ทุกประการ
	(8		hall be entitled to cor appropriate in all resp	nsider and vote on my/our ects.
		o) The proxy holder		ามประสงค์ของข้าพเจ้า ดังนี้ g to my/our intention as
		follows: การแต่งตั้งกรรมก	าารเป็นรายบุคคล	
		To elect each d	irector individually	
		5.1 นายชนาทิพย	ใ ฟุ่มหิรัญ	
		Mr. Chanat	ip Pumhiran	
		🗌 เห็นด้วย	🗌 ไม่เห็นด้วย	🗌 งดออกเสียง
		Approve	Disapprove	Abstain

	5.2 นายชาญชัย ก้านเหลือง	
	Mr. Chanchai Kanluang	
	🗆 เห็นด้วย 🗆 ไม่เห็นด้วย 🗆 งดออกเสียง	
	Approve Disapprove Abstain	
	5.3 นางสาวจันทร์เพ็ญ ศิริปทุมานันท์	
	Ms. Chanpen Siripatumanant	
	🗆 เห็นด้วย 🕒 ไม่เห็นด้วย 🗀 งดออกเสียง	
	Approve Disapprove Abstain	
	ชื่อกรรมการ	
	Name of Director	
	🗆 เห็นด้วย 🕒 ไม่เห็นด้วย 🗀 งดออกเสียง	
	Approve Disapprove Abstain	
วาระที่ 6	พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ และคณะกรรมการชุเ	ดย่อย
	ประจำปี 2566	
Agenda 6	To consider and approve the determination of the directors' and	sub-
	committees' remuneration for the year 2023	
	🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกป	ระการ
	ตามที่เห็นสมควร	
	(a) The proxy holder shall be entitled to consider and vote on n	าy/our
	behalf as deemed appropriate in all respects.	
	🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้	้า ดังนี้
	(b) The proxy holder shall vote according to my/our intention	on as
	follows:	
	🗆 เห็นด้วย 🗆 ไม่เห็นด้วย 🗆 งดออกเสียง	
	Approve Disapprove Abstain	
วาระที่ 7	พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีของบริษัทฯ และบริษัทย่อย แล	เะการ
	กำหนดค่าสอบบัญชี ประจำปี 2566	
Agenda 7	To consider and approve the appointment of auditors and the determine	nation
	of the auditor's remuneration for the year 2023	
	🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกป	ระการ
	ตามที่เห็นสมควร	
	(a) The proxy holder shall be entitled to consider and vote on n	ny/our
	behalf as deemed appropriate in all respects.	

			(1)	ให้ผู้รับมอบฉั	ันทะออกเสีย	บงลงคะแนนตามคว	ามประสงค์ของข้าพเจ้า ดังนี้
			(b)	The proxy	holder sha	all vote accordin	g to my/our intention as
				follows:			
				🗌 เห็นด้วย	[	🗌 ไม่เห็นด้วย	🗌 งดออกเสียง
				Approve	Э	Disapprove	Abstain
	🗌 วาระที่ 8	พิจาร	าณาเ	รื่องอื่น ๆ (ถ้า	ามี)		
	Agenda 8			er other matt			
			(ก)	ให้ผู้รับมอบจ์ ตามที่เห็นสม		พิจารณาและลงมใ	คิแทนข้าพเจ้าได้ทุกประการ
			(a)	The proxy h	older shall	be entitled to cor	nsider and vote on my/our
				behalf as de	emed app	ropriate in all resp	pects.
			(1)	ให้ผู้รับมอบฉั	์ นทะออกเสีย	บงลงคะแนนตามคว	ามประสงค์ของข้าพเจ้า ดังนี้
							g to my/our intention as
				follows:			
				🗌 เห็นด้วย	[	🗌 ไม่เห็นด้วย	🗌 งดออกเสียง
				Approve	Э	Disapprove	Abstain
(6)	การลงคะแนนเสียงของผู้รับ ลงคะแนนเสียงนั้นไม่ถูกต้อง						
	In case where the vote ca intention in this Proxy Form shareholder.						
(7)	ในกรณีที่ข้าพเจ้าไม่ได้ระบุค ประชุมมีการพิจารณาหรือลง หรือเพิ่มเติมข้อเท็จจริงประก เห็นสมควร	งมติในเ <sup>ร</sup>	รื่องใด	จนอกเหนือจาก	าเรื่องที่ระบุไ	ว้ข้างต้น รวมถึงกรถ	นี้ที่มีการแก้ไขเปลี่ยนแปลง
	In case where I/we have e case where the meeting c including in case where the right to consider and vote	onside nere is a	rs or any a	pass the vote amendment o	e on any ma r addition c	atters, other than t f any facts, the pr	hose specified above, oxy holder shall have the

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือ มอบฉันทะ 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/Signed	l	ผู้มอบฉันทะ / Appointer
(	()	
ลงชื่อ/Signed	l	ผู้รับมอบฉันทะ / Appointee
	()	
ลงชื่อ/Signed	l	ผู้รับมอบฉันทะ / Appointee
	()	
ลงชื่อ/Signed	l	ผู้รับมอบฉันทะ / Appointee
(	()	

### <u>หมายเหตุ / Remark</u>

- หนังสือมอบฉันทะ แบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้ง ให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ถือฝากและดูแลหุ้นให้เท่านั้น
   This Proxy Form C is applicable only to shareholders whose names appear in the shareholder register
  - This Proxy Form C is applicable only to shareholders whose names appear in the shareholder register book as foreign investors and a custodian in Thailand is appointed therefore.
- 2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ <b>บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)</b> เพื่อเข้าประชุมและออกเสียง
ลงคะแนนแทนข้าพเจ้าใน <b>การประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 28 เมษายน 2566 เวลา 10.00 น. ใน</b>
<b>รูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ตามที่บริษัทฯ กำหนด</b> หรือที่จะพึงเลื่อนไปในวัน เวลา และ
สถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of Wow Factor Public Company Limited, to attend and vote at the 2023 Annual General Meeting of Shareholders which will be held on 28 April 2023 at 10.00 a.m. in the form of electronic meeting (E-AGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่	เรื่อง	
Agenda	Subject:	
		n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(a	The proxy holder shall be entitled to consider and vote on my/our behalf as
		deemed appropriate in all respects.
		<ul><li>เ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</li></ul>
	(k	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:	
		n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
	(a	The proxy holder shall be entitled to consider and vote on my/our behalf as
		deemed appropriate in all respects.
		<ul><li>เ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้</li></ul>
	(k	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)

าระที่	เรื่อง			
Agenda	Subject:			
		(ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมคร	วร
		(a)	The proxy holder shall be entitled to consider and vote on my/our behalf	If as
			deemed appropriate in all respects.	
		(1)	ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้	
		(b)	The proxy holder shall vote according to my/our intention as follows:	
			🗆 เห็นด้วย เสียง 🗆 ไม่เห็นด้วย เสียง 🗀 งดออกเสียง 💮 เ	เสียง
			Approve vote(s) Disapprove vote(s) Abstain vo	te(s)
			ลงชื่อ/Signedผู้มอบฉันทะ / Appointe	r
			()	
			ลงชื่อ/Signedผู้รับมอบฉันทะ / Appoir	ntee
			()	
			ลงชื่อ/Signedผู้รับมอบฉันทะ / Appoir	ntee
			() ลงชื่อ/Signedผู้รับมอบฉันทะ / Appoir	ntee
			ячшлотупец	noc

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

Name - Surname : Mr. Chanatip Pumhiran

Position in the : Independent Director, Chairman of Audit Committee,

Company Member of Nomination and Remuneration Committee

Education : - Master of Economics, London School of Economics

and Political Science United Kingdom

- Master's Degree in Business Modeling and Analysis,

Mahidol University

- Master's Degree in Finance, Thammasat University

- Bachelor's Degree in Economics, Thammasat University



2022 - Present : Independent Director / Chairman of the Audit Committee / Member of the 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 : - Self: None

Company

- Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies that : - None

are not listed companies

Position held in other companies that

are listed companies in the Stock

Exchange of Thailand

Directorship/ management in other companies which may cause conflict of interest to or complete with the business of the Company 1 company as follows:

1. One To One Contacts Public Company Limited

- None

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

Name - Surname : Mrs. Issaraporn Thanupon

Position in the : Independent Director / Audit Committee / Chairman of

Company Nomination and Remuneration Committee

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

University



2022-Present : Independent Director / Audit Committee / Chairman of Nomination and Remuneration

Committee

- Wow Factor Public Company Limited

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 : - Self: None

Company - Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies that : - None

are not listed companies

Position held in other companies that : - None

are listed companies in the Stock

Exchange of Thailand

Directorship/ management in other : - None

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

business of the Company

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

Name - Surname : Mr. Chanchai Kanluang

Position in the : Independent Director / Member of the Audit Committee /

Company Member of the Nomination and Remuneration Committee

Education : - Master Degree in Accounting: Major financing Accounting,

Chulalongkorn University

Bachelor Degree in Accounting (Cost Accounting),
 Rajamangala University of Technology Phanakorn

- Certified Public Accountant of Thailand



2022 - Present : Independent Director / Member of the Audit Committee / Member of the Nomination

and Remuneration Committee

- Wow Factor Public Company Limited

2007 - Present : Executive Director

- Seri Group Co., Ltd.

- Dr. Virach & Associaes

2001 – 2007 : Account Manager

- Sammitr Motors Manufacturing Co., Ltd

: Assistant Auditing Manager with CPA

Shareholding proportion in the : - Self: None

Company
- Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies that : 1 company as follows:

are not listed companies 1. Seri Group Co., Ltd.

Position held in other companies that : - None

are listed companies in the Stock

Exchange of Thailand

Directorship/ management in other : - None

companies which may cause conflict

of interest to or complete with the

business of the Company

#### **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 favor 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. 304 Vanit Place Aree Building, 18th Floor, Room No. 1803-1806, Phaholyothin Road, Samsen Nai, Phaya Thai, Bangkok 10400 Telephone: 0-2278-5456













