Information Memorandum on the Allotment of Newly Issued Ordinary Shares in Wow Factory Public Company Limited through Private Placement

The Board of Directors' Meeting No. 8/2566 of Wow Factor Public Company Limited (the "Company") was held on October 12, 2023 resolved to propose to the Extraordinary General Meeting of Shareholders No. 2/2023 on November 21, 2023 to consider and approve the increase of the registered capital of the Company from the registered capital of Baht 1,310,698,713.00 to the new registered capital of Baht 1,704,744,069.00 by issuing newly issued ordinary shares of 394,045,356 in order to reserve (1) the issuance and offering of newly ordinary issued shares to existing shareholders in proportion to their respective shareholding (Rights Offering), (2) the issuance and offering of the newly issued ordinary shares of the Company through private placement where there are newly issued ordinary shares remaining from the issuance and offering of newly ordinary issued shares to existing shareholders in proportion to their respective shareholder of newly ordinary issued shares to existing shareholders (2) the issuance and offering of newly ordinary issued shares to existing shareholders in proportion to their respective shareholder of newly ordinary issued shares to existing shareholders in proportion to their respective shareholder of newly ordinary issued shares to existing shareholders in proportion to their respective shareholder and the allocation to oversubscribing shareholders (Oversubscription), and (3) the exercise of the warrants to purchase ordinary shares of the Company No. 6 ("**W**-**W6 Warrant**").

1. Details of the Issuance and Offering of Newly Issued Ordinary Shares through Private Placement and Determination of the Offering Price

- 1.1 The Company will increase the registered capital of the Company in the amount of Baht 394,045,356.00 from the original registered capital of Baht 1,310,698,713.00 to the registered capital of Baht 1,704,744,069.00 by issuing 394,045,356 newly issued ordinary shares at the par value of Baht 1 each and amending Section 4 of the Memorandum of Association of the Company to be in according with the increase in the Company's registered capital.
- 1.2 The Company will allocate the newly issued shares in the amount of not exceeding 197,022,678 shares at par value of Baht 1.00 to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering) at the ratio of 5 existing ordinary shares to 1 unit of the W-W6 Warrant, at the offering price of Baht 1 per unit, any fraction will be disregarded. The date for determining the list of shareholders who have the right to the allocation and offering of the newly issued shares (Record Date) is set to be November 29, 2023. However, the determination of the rights to subscribe for shares and be allocated is still uncertain until they are approved by the shareholder's meeting.

In the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in proportion to their respective shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the oversubscribing shareholders in proportion to their existing respective shareholding at the same price as the allocation of such newly

issued ordinary shares. The Company will conduct the W-W6 allocation until there are no W-W6 remaining from the allocation or until there is no shareholders wishing to subscribe the W-W6.

In addition, if there are still the newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering) and oversubscription, the Company shall offer and allocate such shares though private placement with the same offering price as the Company shall offer newly issued ordinary shares to existing shareholders in proportion to their respective shareholding.

In this regard, the issuance and offering of newly issued shares to existing shareholders is still uncertain until it is approved by the shareholders' meeting of the Company.

1.3 The Company will allocate the newly issued ordinary shares remaining from the offering to existing shareholders in proportion to their shareholding and allocate to oversubscribing shareholders (Oversubscription), at the par value of Baht 1.00 to 5 persons (collectively referred to as the "Investors") by way of private placement at the same offering price as the price offered to existing shareholders in proportion to their respective shareholding. The 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 shown in the following details.

	List of individuals who are entitled to the allocation of the newly issued ordinary shares			
		Before the capital increase		
	Name	Shareholding	Shareholding ratio	
		(share amount)	(percentage)	
1.	Mr. Boon-Aue Chitthanom	63,000,000	6.40	
2.	Miss Kanokrat Wongpraphairot	12,091,800	1.23	
3.	Mr. Chayandorn Pholprasit	12,200,000	1.24	

List of individuals who are entitled to the allocation of the newly issued ordinary shares			
		Before the capital increase	
	Name	Shareholding	Shareholding ratio
		(share amount)	(percentage)
4.	Miss Chatchalai Weerasakumpai	30,000,000	3.05
5.	Mr. Patipol Prawangsuk	5,200,000	0.53

<u>Remark</u>: The number of shares and the percentage of the shareholding are different from the Report on the Results of Sale of Common Shares Offered to Private Placement (F53-5) on May 12, 2023 and September 6, 2023 due to the Investors engaging in the trading of the allocated shares.

1. Mr. Boon-Aue Chitthanom				
Occupation	Head Of IT Operation and Services Delivery Function (FSVP)			
Address	No. 32/124, Village No. 7, Bang Muang Sub-district, Bang Yai District, Nonthaburi Province 11140			
Work Experience	Positions	Companies		
	Head Of IT Operation and Services Delivery Function (FSVP)	Siam Commercial Bank Public Company Limited		
	Director	WB Skin Care Company Limited		
	Director	Home Villa Company Limited		
	Director	Puiinsri Upomdindee Limited Partnership		

1. Mr. Boon-Aue Chitthanom		
Relationship with the	Before the allocation of the newly issued ordinary shares (on September 29,	
Company	2023), Mr. Boon-Aue Chitthanom holds 63,000,000 shares of the Company,	
	representing 6.40 percent of the total issued and paid-up shares of the	
	Company. However, he is not a connected person according to the Connected	
	Transaction Notification.	

2. Miss Kanokrat Wongpraphairot		
Occupation	Self-employed (Trading)	
Address	No. 142/137 The Plant Bangkhae Village, Bang Khae Sub-district, Bang Khae District, Bangkok 10160	
Work Experience	Trading business	
Relationship with the Company	Before the allocation of the newly issued ordinary shares (on September 29, 2023), Miss Kanokrat Wongpraphairot holds 12,091,800 shares of the Company, representing 1.23 percent of the total issued and paid-up shares of the Company. However, he is not a connected person according to the Connected Transaction Notification.	

3. Mr. Chayandorn Pholprasit		
Occupation	Investor	
Address	No. 955 Soi Phibun Uppatham, Samsen Nok Sub-district, Huai Kwang District, Bangkok 10310	
Work Experience	Investor	

3. Mr. Chayandorn Pholprasit		
Relationship with the	Before the allocation of the newly issued ordinary shares (on September 29,	
Company	2023), Mr. Chayandorn Pholprasit holds 12,200,000 shares of the Company,	
	representing 1.24 percent of the total issued and paid-up shares of the	
	Company. However, he is not a connected person according to the Connected	
	Transaction Notification.	

4. Miss Chatchalai Weerasakumpai		
Occupation	Investor	
Address	No. 800/564 Rama IV Road, Si Phraya Sub-district, Bang Rak District, Bangkok 10500	
Work Experience	Investor	
Relationship with the Company	Before the allocation of the newly issued ordinary shares (on September 29, 2023), Miss Chatchalai Weerasakumpai holds 30,000,000 shares of the Company, representing 3.05 percent of the total issued and paid-up shares of the Company. However, he is not a connected person according to the Connected Transaction Notification.	

5. Mr. Patipol Prawangsuk		
Occupation	Company employee	
Address	No. 52/10 Pan Road, Silom Sub-district, Bang Rak District, Bangkok 10500	
Work Experience	Managing Director of Inno Hub Company Limited;	
	Managing Director of Phygital Space Development Co., Ltd.	

5. Mr. Patipol Prawangsuk		
Relationship with the	Before the allocation of the newly issued ordinary shares (on September 29,	
Company	2023), Mr. Patipol Prawangsuk holds 5,200,000 shares of the Company,	
	representing 0.53 percent of the total issued and paid-up shares of the	
	Company. However, he is not a connected person according to the Connected	
	Transaction Notification.	

The newly issued ordinary shares remaining from the offering to existing shareholders in proportion to their respective shareholding and the allocation to the oversubscribing shareholders in proportion to their respective shareholding, which is Baht 1.00 and is not considered as an offering of new shares at a price lower than 90 percent of the market price pursuant to the Notification of Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "Notification No. TorJor. 28/2565") The "market price" is calculated based on the weighted average price of Company's shares as 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 Investor to the shareholders' meeting for approval, which is a period between September 21, 2023 and October 11, 2023. The market price is Baht 0.81 per share (Source: SETSMART from www.setsmart.com)

The allotment of the shares as detailed above in whatsoever manner must not result in any of the 13 Investors holding shares in the Company in the number that reaches or passes the trigger point requiring such Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor.12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restrictions as specified in the Articles of Association of the Company, which allows foreigners to hold shares in the Company of not exceeding 49 percent of the total paid-up shares of the Company, or is considered to be the case of offering newly issued ordinary shares by way of private placement according to Notification TorJor. 28/2565, which is the issuance and offering must not result in any of the allocated Investors be the shareholder with the highest voting right in the Company, and the offering must not affect on the earnings per share or control dilution, accounting for a proportion of not less than 25 percent by considering the number of shares paid before the date the Board of Directors resolved to propose the agenda to the shareholders' meeting.

- 1.4 The Company will allot newly issued ordinary shares at the amount of not exceeding 197,022,678 shares at the par value of Baht 1.00 to be reserved shares for the exercise of warrants to purchase W-W6 Warrant allocated to the existing shareholders who subscribe proportionately to their shareholdings (Rights Offering) without charge (Sweetener) at the ratio of 1 existing ordinary share to 1 unit of the W-W6, at the offering price of Baht 1.50 per unit.
- 2. Objectives of the capital increase and plans for utilizing the proceeds derived from the capital increase

C	bjectives and Plan for Use of Proceeds	Amount	Timeframe
1.	To repay loans to individuals, including the Investors who are entitled to the allocation of newly issued ordinary shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholding	Approximately Baht 115 – 197 million	Year 2023 - 2024
	 namely, Mr. Boon-Aue Chitthanom – trade creditors and other creditors. 		
2.	To support the Company's business expansion in the future (such as, branch expansion and store development), including businesses that are related to the current business and/or businesses that have potential to general good returns on investment.	Approximately Baht 50 – 100 million	Year 2023 - 2024
3.	To finance the Company's working capital	The remaining amount from Objectives No. 1 and No. 2	Year 2023 - 2024

The plan for utilizing the proceeds is subject to amendment, depending on various factors including the Company's current cash and liquid assets, operating results, cash flow, business plans, investment plans, and other necessities and suitability as the Board of Directors deems appropriate, prioritizing the benefits of the Company and shareholders.

However, if the Company intends to utilize the money received from the capital increase for business expansion investments, as previously mentioned, the Company will provide the Board of Directors with the details related to such business to seek approval. This step is taken to evaluate its reasonableness and to maximize benefits of the shareholders. The Company will comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Assets B.E. 2547. In addition, if such investment is considered as connected transactions, the Company will comply with the notifications regarding connected transactions and rules regarding such investments in all respects.

3. Effects on existing shareholders from the issuance and offering the newly issued ordinary shares to existing shareholders (Rights Offering)

3.1 Effect on the proportion of shareholding (Control Dilution)

If shareholders who have been allocated newly issued ordinary shares of the Company in proportion to their shareholding (RO) have exercised their rights to subscribe in whole, it will not affect the voting rights of the shareholders of the Company (Control Dilution). However, if shareholders who have been allocated newly issued ordinary shares of the Company in proportion to their shareholding (RO) do not exercise their rights and other shareholders have exercised their rights to subscribe in full, it will affect the voting rights of the Company's shareholders (Control Dilution) as follows.

=	Number of shares issued and offered for RO	
	Number of paid-up shares + Number reserved shares for RO	
=	197,022,678 shares	
	985,113,390 shares + 197,022,678 shares	

= 16.67 percent

3.2 Effect on price of the share (Price Dilution)

If shareholders who have been allocated newly issued ordinary shares of the Company in proportion to their shareholding (RO) have exercised their rights to subscribe in whole, it will not affect the price of the share (Price Dilution). However, if shareholders who have been allocated newly issued ordinary shares of the Company in proportion to their shareholding (RO) do not

exercise their rights and other shareholders have exercised their rights to subscribe in full, it will affect the price of the share as follows.

=	(Marketing price before offering RO – Market price after offering RO)		
Market price before offering RO			
=	(0.81 – 0.84)		
	0.81		

= 3.8 percent

The market price after offering in accordance with the proportion of shareholdings equals to = (Market price x Number of paid-up shares) + (Exercise price of RO x Number of reserved shares for RO) / (Number of paid-up shares + Number of reserved shares for RO)

= (0.81 x 985,113,390 shares) + (Baht 1.00 x 197,022,678 shares)	
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985,113,390 shares + 197,022,678 shares

Baht 0.84

<u>Remark:</u> the market price before the offering is the weighted average price of the ordinary shares of the Company on the Stock Exchange of Thailand retrospectively for 15 consecutive business days before the date of the Board of Directors' meeting No. 8/2023 on October 12, 2023 (that is between September 21, 2023 – October 11, 2023) (information from SETSMART by SET), which is equal to Baht 0.81

4. Effects from the issuance of newly issued ordinary shares to support the exercise of rights under W-W6

4.1 Effect on the proportion of shareholding (Control Dilution)

After the issuance and offering of W-W6 Warrant to the existing shareholders in proportion to their respective shareholdings and such shareholders have exercised to convert to ordinary shares in full amount of the rights granted, it will not affect the voting rights of shareholders of the Company (Control Dilution). In the case that the shareholders have not exercised for conversion and other shareholders exercise the right to convert in full amount, it will significantly affect the voting right of the shareholders of the Company based on the following formula. (The calculation of the impact below is based on the assumption that in the offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholding (Rights

Offering), which will occur before the allocation of W-W6 Warrant, the shareholders exercise their rights to subscribe W-W6 Warrant in full.)

Number of shares reserved for W-W6 Warrant

Number of paid-up shares + Number of shares reserved for RO + Number of shares reserved for W-W6

=

=

197,022,678 shares

985,113,390 shares + 197,022,678 shares + 197,022,678 shares

= 14.29 percent

4.2 Effect on price of the share (Price Dilution)

After the issuance and offering of W-W6 Warrant to the existing shareholders in proportion to their respective shareholdings and such shareholders have exercised to convert to ordinary shares in full amount of the rights granted, it will not affect the market price of the shares (Price Dilution). In the case that the shareholders have not exercised for conversion and other shareholders exercise the right to convert in full amount, it will significantly affect the market price of the shares on the shares based on the following formula. (The calculation of the impact below is based on the assumption that in the offering of newly issued ordinary shares to existing shareholders in proportion to their respective shareholding (Rights Offering), which will occur before the allocation of W-W6 Warrant, the shareholders exercise their rights to subscribe W-W6 Warrant in full.)

= (Market price before offering RO and W-W6 Warrant – Market price after offering RO and W-W6 Warrant)

Market price before offering RO and W-W6 Warrant

(Market price before offering RO and W-W6 Warrant – Market price after offering RO and W-W6 Warrant)

Market price before offering RO and W-W6 Warrant

= 15.45 percent

The market price after offering equals to: [(Market price x Number of paid-up shares) + Exercise price of RO x Number of reserved shares for RO) + (Exercise price of W-W6 x Number of reserved shares for W-W6)] / (Number of paid-up shares + Number of reserved shares for RO + Number of reserved shares for W-W6)

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= (Baht 0.81 x 985,113,390 Shares) + (Baht 1.00 x 197,022,678 Shares) + (Baht 1.50 x 197,022,678 Shares)
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985,113,390 Shares + 197,022,678 Shares + 197,022,678 Shares

= Baht 0.94

<u>Remark</u>: The market price before the offering is the weighted average price of the ordinary shares of the Company on the Stock Exchange of Thailand retrospectively for 15 consecutive business days before the date of the Board of Directors' meeting No. 8/2566 held on October 12, 2023 (that is, during September 21, 2023 – October 11, 2023) (information from SETMART by SET), which is equal to Baht 0.81 per share.

5. Opinion of the Board of Directors of the Company

5.1 Reason and necessity of capital increase

The Board of Directors is of the opinion that in order for the Company to increase the efficiency of operations in the Company's existing business, including investments in business expansion of the group company in the future and investment in businesses that can be expanded from the Company's existing business, the issuance and offering of newly issued ordinary shares of the Company to Investors will help the Company's operating results likely to be better in the future, provide the Company with funds to repay its existing debts and reduce its interest burden as well as the overdue payments with trading partners, and provide the liquidity and working capital to operate business of the group companies. Therefore, the Board of Directors has considered to (1) issue and offer newly ordinary issued shares to existing shareholders in proportion to their respective shareholding (Rights Offering), (2) issue and offer newly issued ordinary shares of the Company through private placement where there are newly issued ordinary shares remaining from the issuance and offering of newly ordinary issued shares to existing shareholders in proportion to their respective shareholder and the allocation to oversubscribing shareholders (Oversubscription), and (3) the exercise of the warrants to purchase ordinary shares of W-W6 Warrant. This will help the Company to receive money in a short period of time, resulting in the Company to have better liquidity and operating results.

5.2 Possibility of the plan of utilizing money derived from the share offering under the exercise of W-W6

The Company expects to issue and offer the newly issued ordinary shares to existing shareholders and to receive money from the said offering within December 2023. In addition, the Company expects to issue W-W6 within January 2024, with a term of 3 years from the date of issuance. The Company will use the money received from the offering of newly issued ordinary shares to existing shareholders of the Company in proportion to the respective shareholding (Rights Offering) and from exercising the rights under W-W6 and to repay the existing debts of the Company, serve as a funding source to finance working capital to support the Company's operations, including the future business expansion.

5.3 Suitable reasons of capital increase, utilization plan, and the projects to be proceeded, including the sufficiency of source of funds

The Board of Directors considered that the capital increase is suitable and carried on for the greatest benefit of the Company. The Company needs to raise additional funds to increase the efficiency of its existing business operations, including investment in branch expansion and business expansion that will help the Company's operating results likely to be better in the future and to use the money to pay off the existing debts and to reduce its interest burden and overdue payments with trading partners, and to provide the liquidity and working capital to operate business of the group companies. When considering various approaches to fundraising, the Board of Directors is of the opinion that issuing and offering newly issued ordinary shares of the Company to existing shareholders of the Company in proportion to their respective shareholding is the most appropriate fundraising method in the current situation of the Company. The issuance and offering of the newly issued ordinary shares (Rights Offering) will make the Company able to raise approximately Baht 197,022,678. The Company will have enough money to carry out its business plan. As for the money expected to receive from exercising the W-W6 conversion rights in an approximate amount of Baht 295,534,017 is uncertain, depending on the situation during which the right to convert can be exercised. This money will help increase the flexibility in cost management of the Company and future business expansion plans.

5.4 The expected effect to the business operation of the Company as well as financial status and the Company's performance resulting from the capital increase and utilization of money or project

The Board of Directors has considered and opined that this transaction does not affect the nature and business policy of the Company, but serves as a mechanism to improve the Company's liquidity and support the Company's business operations at present and business expansion in the future. Moreover, the proceeds from the capital increase will be used to finance working capital and strengthen the Company's financial structure. It will increase financial flexibility in the Company's business operations and serve as a funding source to finance working capital to support the Company's operations. This transaction will therefore not adversely affect the business operations, financial position and operating results of the Company.

Enclosure No.4

(Unit : million Baht)

	As of 30 June 2023	
Financial Status	Before RO	*Expected Impact after the RO
Assets	690.75	887.77
Liabilities	618.20	618.20
Shareholders' Equity of the Company	72.55	269.57
Paid-up registered capital	985.11	1,182.14
D/E Ratio	8.52	**1.56 - 1.92
Paid-up registered capital / D/E Ratio	7.36 percent	22.80 percent

Remark * In case that there is an exercise of RO in full

** In the case of repaying a loan of Baht 100 - 197 million

5.5 Reasons and necessity of issuing and offering newly issued ordinary shares by way of private placement

The Board of Directors is of the opinion that the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) has limitations regarding the uncertainty of the amount of capital that will be received. Therefore, the Board of Directors has considered that the issuance and offering of newly issued ordinary shares of the Company by way of private placement. In the event that there are newly issued ordinary shares remaining from the allocation to existing shareholders in proportion to their respective shareholding, the shares will be allotted to the individuals with financial potential, having a stable financial position and are ready to pay for the capital increase. Therefore it is a fundraising approach that is appropriate and consistent with the objectives of this capital increase. This will allow the Company to receive the required amount of capital in a short period of time and can reduce the risk of fundraising that may occur from the current volatile economic conditions.

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

The Company determines the offering price by way of private placement at the same price as the offering price to existing shareholders in proportion to their shareholding (Rights Offering).

6. Representations of the Board of Directors

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

The Board of Directors has considered the criteria for issuing and offering the newly issued ordinary shares of the Company to private placement in the case where there are newly issued ordinary shares remain from the allocation to existing shareholders in proportion to their respective shareholding of the allocation of shares to specific persons - namely the 5 Investors mentioned above. After careful consideration, the Board of Directors is of the opinion that the Investors are financially capable for the investments and possess strong business relationship with diverse business groups. This will enable the Company to acquire the necessary funds for its business operations and increase the potential and confidence in the Company's business operations to the stakeholders and financial institutions. The Investors possess good business relationship with business operators, businessmen, and other investors who will be able to recommend business opportunities to the Company, further promoting and supporting the business plan expansion of the Company. The Company sees potential and opportunities for growth and increased revenue sources in the future. In addition, the 5 Investors are pleased to subscribe the newly issued ordinary shares remain from the allocation and offering to existing shareholders at the same price of Baht 1, which is higher than the market price of the Company's shares. This reflects the genuine intention of the Investors to engage with the Company as business partners. Therefore, the Board of Directors recognizes that having business partners who are interested in investing in and becoming shareholders of the Company will enhance the image of the Company and attract more investors

The Board of Directors also certifies that it has carefully considered and verified information of the Investor and is of the opinion that the allotment of newly issued shares to the Investor is justifiable.

Sincerely Yours,

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(Miss Saowanee Khaoubol and Mr. Tanawat Ueasiripan)

Directors