

Invitation Letter for the Extraordinary General  
Meeting of Shareholders No.2/2023

21 November 2023



Wow Factor Public Company Limited



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไทกรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

November 6, 2023

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 2/2023

To: The Shareholders  
Wow Factor Public Company Limited

- Enclosure:
1. Minutes of Annual General Meeting 2023
  2. Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 6 (W-W6)
  3. Capital Increase Form (F53-4)
  4. Information Memorandum regarding the Issuance and Offering the Newly Issued Ordinary Shares of Wow Factor Public Company Limited
  5. Guidelines for attending the EGM through Electronic Means (e-EGM) and the Appointment of Proxies
  6. Proxy Form A., Form B. and Form C.
  7. Details of independent director supporting the appointment of shareholder's proxy and the definition of independent director
  8. Privacy Notice for the Shareholders' Meeting

The Board of Directors of Wow Factor Public Company Limited (the "**Company**") would like to notify that the Board of Directors' meeting No. 8/2023 which was held on October 12, 2023, has passed a resolution to call for the Extraordinary General Meeting of Shareholders No. 2/2023 on November 21, 2023 at 10.00 A.M., to be conducted by electronic means (e-EGM) in accordance with the Emergency Decree on Electronic Meeting, B.E. 2563 (2020) and other related regulations to consider the following agendas.

**Agenda 1 To consider and certify the minutes of the Annual General Meeting 2023 which was held on April 28, 2023**

**Fact and Rationale**

In order for the shareholders to jointly consider and the minutes of the Annual General Meeting 2023 which held on April 28, 2023, which has been prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Annual General Meeting of Shareholders 2023 and published on the Company's website, the details are as appeared in the minutes of Annual General Meeting of Shareholders 2023 (Enclosure 1), which was sent to all shareholders together with this meeting invitation letter.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารี (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

### **Opinion of the Board of Directors**

The Board of Directors has carefully considered that such meeting has been recorded accurately. Therefore, it is deemed appropriate to propose to the Meeting to consider and certify such minutes of meetings.

### **Voting**

The resolution for this agenda item must be approved by a majority vote of shareholders attending the meeting and casting their votes.

In this regard, the matters to consider in Agenda 2 to Agenda 5 are interconnected. Therefore, in the event that any agenda has not been approved by the Extraordinary General Meeting of Shareholders No. 2/2023, it is deemed that other agendas that have been approved are cancelled and will not consider the following agendas. It is considered that the matters of Agenda 2 to Agenda 5 have not been approved by the Extraordinary General Meeting of Shareholders No. 2/2023.

**Agenda 2 To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company (W-W6) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings with free of charge (RO Warrant Sweetener)**

### **Fact and Rationale**

According to the Company's plan to increase the registered capital of the Company in order to utilize the money received from the capital increase as a debt repayment in order to support the Company's business expansion in the future, including utilize as working capital for the Company's business operations. In order to increase an incentive to the shareholders to subscribe the newly issued ordinary shares proportionate to their respective shareholding (Right offering), the Board of Directors' meeting therefore resolved to propose the shareholders' meeting to consider and approve the issuance and allocation of warrants to purchase the Company's ordinary shares No. 6 (the "**W-W6 Warrant**") in the amount of not exceeding 197,022,678 units (free of charge) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering) (Sweetener) at the allocation ratio of 1 existing ordinary shares to 1 unit of the W-W6 Warrant. The W-W6 Warrants shall have the term of 3 years from the issuance date of the W-W6 Warrants with the exercise ratio of 1 unit of the W-W6 Warrants having the right to purchase 1 ordinary share of the Company and the exercise price is THB 1.50 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers and Holders of the W-W6 Warrants) (any fraction, resulting from the calculation to issuance and allocate the W-W6 Warrants to the existing shareholders, shall be discarded) (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 6 (W-W6)).



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

In this regard, in order to provide the terms and conditions of the W-W6 Warrants to be appropriate according to the capital market and financial market conditions and for the benefits of the Company and shareholders, the Board of Directors' meeting, therefore, proposes to the Shareholders' meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to take all necessary actions in connection with the issuance and allocation of the W-W6 Warrants in compliance with the law, including but not limited to the power to the following actions:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the W-W6 Warrants, the amendment or the adjustment of exercise ratio and exercise price under the term and condition;
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering, and various documents necessary for and in connection with the issuance and allocation of the W-W6 Warrants, and the amendment or the adjustment of exercise ratio and exercise price under the term and condition as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering, and various documents with the Securities and Exchange Commission Office (the "**SEC Office**"), the Stock Exchange of Thailand ("**SET**"), governmental agencies or relevant authorities in relation to the issuance and allocation of the W-W6 Warrants and the listing of the Warrants and the newly issued ordinary shares from the exercise of the W-W6 Warrants as listed on the Stock Exchange of Thailand; and
- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the W-W6 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the W-W6 Warrants on this occasion.

#### **Opinion of the Board of Directors**

The Board of Directors has carefully considered that in order to create an incentive for the existing shareholders of the Company to subscribe newly issued ordinary shares and to maximize the benefits of the Company, therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the issuance and allocation W-W6 Warrants to the existing shareholders of the Company in proportion to their respective shareholdings with free of charge (Rights Offering), without charge (Sweetener) including the relevant authorization, the details are as mentioned above in all respects.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารี (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

### Voting

The resolution for this agenda item must be approved by the votes of not less than 3/4 of the total votes of shareholders attend the meeting and have the right to vote.

**Agenda 3 To consider and approve the decrease of the Company's registered capital and the amendment of the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital decrease;**

### Fact and Rationale

Due to the Company's intention to increase the registered capital in order to issue and offer to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) and to accommodate the exercise of rights according to the W-W6 warrants, therefore, to comply with the Public Limited Companies Act B.E. 2535 (as amended) ("**Public Company Act**") Section 136 which prescribed that a public company limited shall increase the registered capital from the amount registered, by issuing new shares and this can be done when all the shares have been sold and paid in full, unless the remaining shares are the shares which issued to accommodate the convertible bonds or warrants to purchase shares. For the reasons mentioned above, the Company therefore necessary to decrease of the registered capital of the Company in the amount of THB 273,800,000.00 (273,800,000 ordinary shares with par value of THB 1.00) from the original registered capital of THB 1,584,498,713.00 (1,584,498,713 ordinary shares with par value of THB 1.00) to the registered capital of THB 1,310,698,713.00 (1,310,698,713 ordinary shares with par value of THB 1.00) by cancelling unsold ordinary of 273,800,000 shares with par value of THB 1.00 (the remaining shares from the allocation of newly issued ordinary shares of the Company which offered through Private Placement according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023, which held on February 17, 2023).

In this regard, the remaining 325,585,323 ordinary shares are to accommodate the exercise of rights under warrants to purchase the ordinary shares of Wow Factor Public Company Limited No.5 (W-W5).

And approve the amendment to the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital decrease by cancel the original statement and use the following statement instead:

Clause 4 Registered Capital : 1,310,698,713.00 Baht (One Thousand Three Hundred and Ten Million, Six Hundred Ninety Eight Thousand and Seven Hundred Thirteen Baht)



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

Divided into	:	1,310,698,713 shares	(One Thousand Three Hundred and Ten Million, Six Hundred Ninety Eight Thousand and Seven Hundred Thirteen Shares)
Par Value	:	1.00 Baht	(One Baht)
Divided into	:		
Ordinary Shares	:	1,310,698,713 Shares	(One Thousand Three Hundred and Ten Million, Six Hundred Ninety Eight Thousand and Seven Hundred Thirteen Shares)
Preferred Shares	:	- None -	-

In this regard, the Board of Directors meeting proposed the shareholders meeting to consider and authorised the Board of Directors and/or the Executive Committee and/or the person authorized by the Board of Directors and/or the Executive Committee is a person who has the power to register the capital decrease at the Department of Business Development, Ministry of Commerce and to revise and amend wordings to be in line with the order of the registrar, as well as to take any necessary action to complete the registration process.

#### **Opinion of the Board of Directors**

The Board of Directors has resolved that it is appropriate to propose to the shareholders' meeting to consider and approve to decrease of the registered capital of the Company in the amount of THB 273,800,000.00 (273,800,000 ordinary shares with par value of THB 1.00) from the original registered capital of THB 1,584,498,713.00 (1,584,498,713 ordinary shares with par value of THB 1.00) to the registered capital of THB 1,310,698,713.00 (1,310,698,713 ordinary shares with par value of THB 1.00) and the amendment of the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital decrease, including the relevant authorization, the details are as mentioned above in all respects.

#### **Voting**

The resolution for this agenda item must be approved by the votes of not less than 3/4 of the total votes of shareholders attend the meeting and have the right to vote.

**Agenda 4 To consider and approve the increase of the Company's registered capital and the amendment of the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital increase**



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารี (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

### **Fact and Rationale**

As the Company has a plan to raise additional funds for the Company's debt repayment, to support the Company's business expansion in the future, including utilize as working capital for the Company's business operations. The Board of Directors, therefore, deems it appropriate to propose to the shareholders' meeting to consider and the issuance and allocation of the Company's newly issued ordinary shares to: (1) The existing shareholders of the Company in proportion to their respective shareholdings (Right Offering); (2) Private Placement, in the event where the newly issued ordinary shares remained from the allocation to existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) and the existing shareholders who over subscribe the newly issued ordinary shares (Oversubscription); and (3) To accommodate the exercise of W-W6 Warrants, which will help the Company to raise the fund in short period, as a result, the Company will have better cash flow and performance. In this regard, the offering of newly issued ordinary shares (Rights Offering) will cause the Company to raise the fund approximately THB 197,022,678.00 and the Company will have sufficient fund to support the business plane.

Therefore, the Company is necessary to raise additional funds by increasing the registered capital of the Company in the amount of THB 394,045,356.00 from the original registered capital of THB 1,310,698,713.00 to the registered capital of THB 1,704,744,069.00 by issuing 394,045,356 newly issued ordinary shares with a par value of THB 1.00, and the amendment of the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital increase by cancelling the original statement and use the following statement instead:

Clause 4	Divided into	:	1,704,744,069.00 Baht	(One Thousand Seven Hundred and Four Million, Seven Hundred Forty Four Thousand, and Sixty Nine Baht)
	Par Value	:	1,704,744,069 Shares	(One Thousand Seven Hundred and Four Million, Seven Hundred Forty Four Thousand, and Sixty Nine Shares)
	Divided into	:	1.00 Baht	(One Baht)
	Ordinary Shares	:	1,704,744,069 Shares	(One Thousand Seven Hundred and Four Million, Seven Hundred Forty Four Thousand, and Sixty Nine Shares)
	Preferred Shares	:	- None -	-



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารีรี่ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไทกรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

In this regard, the Board of Directors meeting proposed the shareholders meeting to consider and authorised the Board of Directors and/or the Executive Committee and/or the person authorized by the Board of Directors and/or the Executive Committee is a person who has the power to register the capital increase at the Department of Business Development, Ministry of Commerce and to revise and amend wordings to be in line with the order of the registrar, as well as to take any necessary action to complete the registration process.

### **Opinion of the Board of Directors**

The Board of Directors has resolved that it is appropriate to propose to the shareholders' meeting to consider and approve to increase of the registered capital of the Company in the amount of THB 394,045,356.00 from the original registered capital of THB 1,310,698,713.00 to the registered capital of THB 1,704,744,069.00 by issuing 394,045,356 newly issued ordinary shares with a par value of THB 1.00, and the amendment of the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital increase, including the relevant authorization, the details are as mentioned above in all respects.

### **Voting**

The resolution for this agenda item must be approved by the votes of not less than 3/4 of the total votes of shareholders attend the meeting and have the right to vote.

**Agenda 5 To consider and approve the issuance and allocation of the Company's newly issued ordinary shares to: (1) The existing shareholders of the Company in proportion to their respective shareholdings (Right Offering); (2) Private Placement, in the event where the 4newly issued ordinary shares remained from the allocation to existing shareholders of the Company in proportion to their respective shareholdings; and (3) To accommodate the exercise of W-W6 Warrants**

### **Fact and Rationale**

5.1 As the Company wishes to increase liquidity and the capital base of the Company in order to utilize such fund to pay the Company's existing debts and to utilize as working capital in the Company, and to support the Company's business expansion in the future. Therefore, it is deemed appropriate for the Company to increase the Company's registered capital by issuing and allocating newly issued ordinary shares in the amount of not exceeding 197,022,678 shares, with a par value of THB 1.00 per share, to be offered to the Company's existing shareholders proportionate to the existing shareholding (Rights Offering), in the allocation ratio of 5 existing ordinary shares to 1 newly issued ordinary share, the offering price is THB 1.00 per share. Any fractions, resulting from the calculation according to the exiting shareholding, shall be discarded, by





บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารี (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) on November 29, 2023. However, the determination of the rights to purchase and allocate the newly issued ordinary shares are not certain until it is approved by the shareholders' meeting.

In the allocation of newly issued ordinary shares to the existing shareholders of the Company to the proportion of shareholding (Rights Offering). In the event that, there are shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for in excess of the rights according to proportion of shareholding at the same price as the shares allotted according to their rights (Oversubscription). The details are as follows:

- (a) In case, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares and pay all subscription fees for such oversubscription shares;
- (b) In the case that, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round is less than the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps:
  - (1) To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions, resulting from the allocation, shall discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
  - (2) In the event that there are still shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions, resulting from the allocation, shall discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารีรี่ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไทกรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner;

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In addition, if there are still shares remaining from the allocation to the existing shareholders of the Company according to the proportion of shareholding (Rights Offering) and the allocation to shareholders who subscribe for the oversubscription shares, the Company shall allocate and offer through private placement at the same price with the price that the Company offer allocation to the existing shareholders of the Company according to the proportion of shareholding.

In this regard, The Board of Directors' meeting proposed to the Shareholders' meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to proceed the following actions:

- (a) To determine the details of the allocation of newly issued ordinary shares to offer to the existing shareholders of the Company in proportion to their shareholding;
- (b) To determine or change the method of allocation of newly issued ordinary shares, such as allotment at one time in full or in multiple occasions, offering ratio, Record Date, Offering period, offering price, payment method, details of allocation and other offerings;
- (c) To sign a request for permission, a request for a waiver, notice or any document related to the allocation of newly issued ordinary shares including contacting and filing documents with officials or representatives of any relevant authority as well as listing the Company's newly issued ordinary shares as listed securities on the SET; and



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

- (d) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects to offer to the existing shareholders of the Company according in proportion to their respective shareholding as specified under the relevant laws and regulations.

5.2 The allocation of the newly issued ordinary shares of the Company to the existing shareholders of the Company in proportion to their respective shareholdings and allocate to the shareholders who are oversubscription with the par value of THB 1.00 through private placement to 5 persons (correctively as “Investors”). The Investors are not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 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).

Due to the fund raising by issuing newly issued ordinary shares this time, the Company provides an opportunity for the existing shareholders who wish to invest in the Company to receive the right to be allocated the newly issued ordinary shares in proportion to their shareholding. However, there are 5 Investors (the details are as appeared below) which is the same group of Investors who were previously allocated with the newly issued ordinary shares which the Company offered through private placement on May 12, 2023 and September 6, 2023. As the Investors still see an opportunity in the investment and potential of the Company's business which tends to grower when comparing to other companies in the same business sector. In addition, the offering price of the newly issued ordinary shares remaining from the allocation to existing shareholders to 5 Investors is the same price as the offering price of the newly issued ordinary shares which offered to the existing shareholders in proportionate to their shareholding. The Investors have considered that the price is appropriate.

The details of the Investors are as follows:

List of individuals who have been allocated with the newly issued ordinary shares		
Name	Before the capital increase	
	Shareholding in the Company (Number of shares)	Shareholding percentage in the Company (percent)
1. Mr. Boon-Aue Chitthanom	63,000,000	6.40
2. Miss Kanokrat Wongraphairot	12,091,800	1.23



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารี (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

List of individuals who have been allocated with the newly issued ordinary shares		
Name	Before the capital increase	
	Shareholding in the Company (Number of shares)	Shareholding percentage in the Company (percent)
3. Mr. Chayandorn Pholprasit	12,200,000	1.24
4. Miss Chatchalai Weerasakumpai	30,000,000	3.05
5. Mr. Patipol Prawangsuk	5,200,000	0.53

**Remark:** The amount of shares and shareholding percentage are different from the offering results report form of the ordinary shares which offered through private placement (F53-5) on May 12, 2023 and September 6, 2023 due to Investors were purchasing and selling the allocated shares.

In this regard, the remaining shares from the offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings and allocate to the shareholders who are oversubscription at the same offering price of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholdings, which is THB 1.00 per share, is not considered as an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of 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 **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 to offer the newly issued ordinary shares to the Investors, which is a period between September 21, 2023 and October 11, 2023. The market price is THB 0.81 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)).

As of the date which the Board of Directors resolved to propose to the shareholders' meeting to consider and approve the issuance and offering the newly issued ordinary shares to Investors is not considered a cause for adjustment of the rights which prescribed in the terms and conditions regarding the rights and duties of the



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

warrant issuer and the warrant holder of the Company. (“**Terms and Conditions**”) of the warrant to purchase the Company's ordinary shares no. 5 (“**W-W5 Warrants**”). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio of exercise rights according to the Company's warrants in any way.

In addition, the offering price of the newly issued ordinary shares through private placement in this instance is not considered as the offering of shares at the offering price lower than 90 percent of the market price according to the Notification No. TorJor. 28/2565. The Company is, therefore, not obliged to prohibit the Investor from selling all of such newly issued ordinary shares within the prescribed period (Silent Period) 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 May 11, 2015 (as amended).

The allotment of the shares as detailed above must not result in the 5 Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investor to make a tender offer as required under Notification TorJor. 12/2554, or in violation of the foreigners shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company. Or considered as the significant offering through private placement according to the Notification No. TorJor. 28/2565. In other words, the issuance and offering of newly issued ordinary shares in this instance is not result in any of the allocated Investors become the shareholders which has the highest voting rights in the Company and the offering of shares in this instance will not affect earnings per share or control dilution of shareholders in the proportion of not less than 25 percent based on the number of paid up shares before the date which the Board of Directors resolved to propose an agenda to the shareholders' meeting.

In this regard, the Board of Directors' meeting proposed to the Shareholders' meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to determine, amend and revise conditions and details in connection with the allocation of the newly issued shares, as well as to take any action as deemed necessary and appropriate in connection with the allocation of newly issued shares, including but not limited to, providing information and filing documents with the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the Department of Business Development, Ministry of Commerce or other competent authorities, including listing newly-issued shares as listed securities on the SET.

5.3 The allocation of not exceeding 197,022,678 newly issued ordinary shares with a par value of THB 1.00 per share, to accommodate the exercise of rights according to the W-W6 warrants, which are allocated to the existing shareholders according to their shareholding proportion with free of charge (Rights Offering) (Sweetener). The W-W6 Warrants have an exercise rate equal to 1 W-W6 Warrant has the right to



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารี (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

purchase 1 newly issued ordinary share, with the exercise price at THB 1.50 per share (the share subscriber which offered through private placement, in the event of there are the remaining newly issued ordinary shares from the offering to the existing shareholders in proportionate to their existing shareholders, will not entitled to be allocated with the W-W6 Warrants).

Please consider the details of the issuance, the offering, and the allocation of the newly issued ordinary shares according to the Capital Increase Form (F53-4) (Enclosure 3) and the Information Memorandum regarding the Issuance and Offering the Newly Issued Ordinary Shares of Wow Factor Public Company Limited (Enclosure 4).

### **Opinion of the Board of Directors**

The Board of Directors has considered and resolved that it is appropriate to propose to the shareholders' meeting to consider and approve the issuance and allocation of the Company's newly issued ordinary shares to: (1) The existing shareholders of the Company in proportion to their respective shareholdings (Right Offering); (2) Private Placement, in the event of the newly issued ordinary shares remaining from the allocation to existing shareholders of the Company in proportion to their respective shareholdings; and (3) To accommodate the exercise of W-W6 Warrants, including the relevant authorization, the details are as mentioned above in all respects.

### **Voting**

The resolution for this agenda item must be approved by the votes of not less than 3/4 of the total votes of shareholders attend the meeting and have the right to vote.

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

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

The Company has published the invitation letter to the shareholders' meeting together with supporting documents on the Company's website at [www.wowfactor.co.th](http://www.wowfactor.co.th), hereby invites the shareholders to attend the Extraordinary General Meeting of Shareholders No. 2/2023 on November 21, 2023 at 10:00 via electronic media (E-EGM) under the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws. The Company will open the registration system for attending the meeting from 9:00 on the meeting day onwards.

In the event that a shareholder is unable to attend the meeting by themselves, please give your proxy to the person you seems appropriate or please give your proxy to an independent director proposed



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟลซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

by the Company to attend the meeting on your behalf. The details of independent director are as appeared in Attachment 7 by using Proxy Form A or Form B, the details are as appeared in Attachment 6, either form. For the foreign shareholders who appoint a custodian please use the proxy form C.

In this regard, the shareholders and proxies can study the procedures for attending the shareholders' meeting via electronic media (E-EGM) and proxy via the application IR Plus AGM ("IR Plus AGM") in Attachment 5.

In this regard, for registering in order to attend the shareholders' meeting, please download the IR Plus AGM from the App Store or Google Play Store in order to confirm the identification of shareholder to attend the shareholders' meeting via the IR Plus AGM during November 6, 2023 at 9.00 a.m. to November 20, 2023 at 5.00 p.m.. The registration documents would be reviewed for identification confirmation purpose. After the registration is approved, you would receive the notification from the IR Plus AGM, for you to fix the Pin Code for log in to attend the E-EGM, which you would be able to log in for attending to the E-EGM from 8.00 a.m. onwards.

The Company has provided stamp duty service for the proxy form with free of charge. If any shareholder has questions about the meeting or want to inquire any important information of the Company, the shareholder can submit the questions prior to the meeting date to the Company or via email [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th). In this regard, the Company has determined the record date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2023 (Record Date) on October 30, 2023. In the event that there is any change in the details regarding Extraordinary General Meeting of Shareholders No. 2/2023, the Company will inform the shareholders through the channels of SET and the Company's website at [www.wowfactor.co.th](http://www.wowfactor.co.th) immediately.

Sincerely yours,

( Mr. Tanawat Ueasiripan )

Vice Chairman of The Board Of Directors



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีรี่ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไทกรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

## Minutes of the 2023 Annual General Meeting of Shareholders

of

### Wow Factor Public Company Limited

#### Date and Time

The Minutes of the 2023 Annual General Meeting of Shareholders of Wow Factor Public Company Limited (the “Company”) which held 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 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 Auditor from BDO Audit company limited.

1. Mr. Teerasak Chuasrisakul CPA

#### The Legal Advisors from Wow Public Company Limited

1. Mr. Aukkarapong Rueangdech
2. Miss Kodchaphan Sangwattanachai





บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

### Commencement of the Meeting

Miss Supawadee Maneewankul acted as a moderator of the meeting (the “**Moderator**”) and informed of details about attendees of the 2023 Annual General Meeting of Shareholders (the “**Meeting**”) that No shareholders attending the Meeting in person, and 26 shareholders attending the Meeting by proxy, representing 327,001,447 shares or 40.1764 percentage of the total number of shareholders are 813,913,390 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.

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 of Directors shall be the chairman of the Meeting. If there was no vice chairman of the Board of Directors, the chairman of the Meeting shall be any of shareholders elected by the shareholders attending the Meeting.

#### **Methods of vote casting:**

1. Every shareholder shall have the number of votes equal to the number of shares held. One share was equal to one vote.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

## Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

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-AGM) but had not taken the votes and were not able to participate until the end of the Meeting, may press voting button and submit the votes in advance in the agendas which the Company have not proposed to the Meeting. The Company will count those votes when it is considered in the agenda item that the shareholders have voted.
7. The shareholders' votes in each agenda may not be equal. because the shareholders and proxies gradually entered the meeting room. 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



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพชร อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

## Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

Mr. Aukkarapong Rueangdech and Miss Kodchaphan Sangwattanachai, Legal advisor from Wow Public 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 2023 Annual General Meeting of Shareholders of the Company via electronic media (E-AGM), 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 the Extraordinary General Meeting of Shareholders No. 1/2023 which held on February 17, 2023.**

The Moderator informed the meeting that purpose is for the shareholders to jointly consider and certify the minutes of the Extraordinary General Meeting No.1/2023 of Shareholders 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 No.1/2023 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.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

## Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

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 Extraordinary General Meeting No.1/2023 of Shareholders which held on February 17, 2023 with a majority vote of the total votes of the shareholders who attend the meeting and cast their vote, as follows:

Approve	322,396,714	votes	Percentages	100.0000
Disapprove	0	votes	Percentages	0.0000
Abstain	0	votes	Percentages	-
Voided Ballot	0	votes	Percentages	0.0000
<b>Total</b>	<b>322,396,714</b>	<b>votes</b>	<b>Percentages</b>	<b>100.0000</b>

Remark: A resolution on this agenda must be approved by a majority vote of the shareholders who attended the meeting and vote.

### Agenda 2 To acknowledge the report on the annual operational results for the fiscal year ended 31 December 2022

The moderator invited Professor Phornpravee Chansuwan, Chief Financial Officer, report to the meeting for acknowledgment of the annual performance report for the year 2022.

Professor Phornpravee Chansuwan informed that the food business began to have relief from the situation of COVID-19 pandemic, resulting in sales of the food business in 2022 increasing in the amount of 344 million baht, an increase from the Year 2021 to 90 million baht, or 36%, with the increase in sales caused by the growth in sales of all brands, including Kagonoya, Le Boeuf, BAKE Works.

In 2022, the company had a loss of 576 million baht, which significantly increased from 2021, mainly due to the sale of 2 subsidiaries, Domino Asia Pacific Co., Ltd. And DK Wow Ventures Co., Ltd. including the sale of the production of baked goods and macarons. The subsidiary had a loss of 245 million baht and a loss from the sale of investments in subsidiaries of 101 million baht, including a loss on impairment of goodwill of 81 million baht, resulting in a loss in the year 2022. very high increase.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีรี่ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

## Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

The company had an amount of 30 million baht increase from sales expenditure that caused the resulting sales added in 2022.

In addition, the company had financial costs enlarged 42 million baht. In order to the company still need a large number of borrowing financing sources from past operating losses.

In 2023, the company planned to expand the business to build upon the existing business that was successful in increasing sales in 2022. By expanding the number of branch shabu brand “Kagonoya” in the first quarter, there is already opened a new branch and planned to open three branches this year. In addition, the company planned to expand its operations to other non-food businesses, which will make the company can increase revenue growth and operating profit in the future.

The total company assets show, as of December 31, 2022, by 700 million baht, dropped 621 million baht or 47 percent from the same period of last year. The main of reducing is the sales of two subsidiaries and including the sale of the production of baked goods and macarons.

The total liabilities show 597 million baht, which dropped by 50 million baht or 8 percent as of December 31, 2022, and 2021, respectively. The main reason is still the sales of two subsidiaries in 2022. However, the company had increased short loans by 67 million baht in 2022.

For equity, The Group had total shareholders' equity of 102 million baht as of 31 Dec. 2022, a decrease of 571 million baht from as of 31 Dec. 2022 or 85%. Loss Performance in 2022

Furthermore, Prof. Phornpravee Chansuwan informed amendments to significant information disclosed in the 2022 annual report. By revising the number on page 3, the total assets in 2022 are from 1,010,341,859 baht to 700,090,729 baht. And page 200, No.2 - the number of intangible assets is revised from 105.05 million baht to 150.05 million baht.

In this regard, the Board of Directors has considered that it was deemed appropriate to propose to the meeting to acknowledge the company's operating results. And its subsidiaries for the year 2022, and the annual registration statement / an annual report for the year 2022 (Form 56-1 One Report).

In this agenda, no shareholders sent any questions or suggestions to the company secretary's office in advance or pressed the button to ask questions. The meeting facilitator assumed that the shareholders' meeting acknowledged the annual operating results report for the year ended December 31, 2022.

**Resolution**      **Agenda for acknowledgment. Therefore, there was no voting.**



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟสช อารีรี่ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

**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**

The moderator invited Professor Phornpravee Chansuwan, Chief Financial Officer, report to the meeting for consider and approve the statement of financial position and statement of comprehensive Income as of December 31, 2022.

Prof. Phornpravee Chansuwan informed the meeting that to comply with section 112 of the Public Limited Companies Act, B.E. must provide a statement of financial position and the statement of comprehensive income of the company at the end of the company's fiscal year to propose to the shareholders' meeting for approval at the annual general meeting.

The company prepared a statement of financial position and the company's comprehensive income statement for the year ended December 31, 2022, which has been audited by a certified public accountant. Reviewed by the Audit Committee and approved by the Board of Directors' meeting. The details show in the financial statements and consolidated financial statements for the year ended December 31, 2022. In annual registration statement/ annual report 2022 (Form 56-1 One Report) in Attachment 2 of the invitation letter.

In this regard, the Board of Directors have considered that it was deemed appropriate to propose to the shareholders' meeting to consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2022. It has been audited by a certified public accountant, reviewed of the Audit Committee, and approved by the Board of Directors' meeting.

The moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. Therefore, there is proposed to the meeting for consideration

**Resolution** The meeting resolved to approve the statement of financial position and the Company's comprehensive income statement. For the year ended December 31, 2022, with a majority vote of the total number of votes of shareholders attending the meeting and having the right to vote as follows:



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

Approve	327,001,447	votes	Percentages	100.0000
Disapprove	0	votes	Percentages	0.0000
Abstain	0	votes	Percentages	-
Voided Ballot	0	votes	Percentages	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentages</b>	<b>100.0000</b>

Remark: 1. A resolution on this agenda must be approved by a majority vote of the shareholders who attended the meeting and vote.

2. In this agenda, there was one additional shareholder registered with 4,604,733 shares, totaling 26 shareholders attending the meeting in this agenda, totaling 327,001,447 shares.

**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**

The Chairman informed the Meeting that to comply with Section 115 and Section 116 of the PLC Act and Article 38 and Article 39 of the Articles of Association of the Company which required the Company to pay the dividend from the profit of the Company and allocate not less than 5 percent of its annual net profit after the deficit brought forward (if any) to a reserve fund until this reserve fund attained an amount not less than 10 percent of the registered capital, and the Board of Directors was required to consider the appropriateness of the dividend payment from the operational results and the shareholders' meeting shall be proposed for consideration and approval.

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

In this regard, the Board of Directors had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2022 since the Company had a net loss and deficits.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

## Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the year 2022 as details proposed above.

**Resolution** The Meeting resolved to approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2022 since the Company had a net loss and deficit with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	327,001,447	votes	Percentages	100.0000
Disapprove	0	votes	Percentages	0.0000
Abstain	0	votes	Percentages	-
Voided Ballot	0	votes	Percentages	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentages</b>	<b>100.0000</b>

Remark: 1. A resolution on this agenda must be approved by a majority vote of the shareholders who attended the meeting and vote.

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

The Moderator informed the Meeting that to comply with Section 71 of PLC Act and Article 18 of the Articles of Association of the Company which required one-third (1/3) of the total number of directors to retire in every Annual General Meeting of Shareholders, and the directors who retired by rotation may be re-elected. In the 2023, Annual General Meeting of Shareholders, there were directors who retired by rotation 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





บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

3. Ms. Yaowarote Klinboon Chairman of the Board of Directors, Chairman of the Nomination and Remuneration and Member of Audit Committee

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

1. Mr. 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.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

## Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

In this regard, Profile of Directors Nominated for the Election of Director in Replacement of those to be Retired by Rotation and Profile of Nominated Candidate for the Election of Director in Replacement of those Resigned from the position is detailed in Enclosure 3.

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.

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

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the appointment of the directors in replacement of the directors who retire by rotation as proposed. The vote casting to appoint the directors shall be conducted on an individual basis.

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

1. Approved the election of Mr. Chanatip Pumhiran to resume the directorship as the Independent Director, Chairman of Audit Committee, and the member of nomination and remuneration committee for another term, with the majority votes of the total votes of the shareholders attending the meeting and casting their votes, as follows:



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentage</b>	<b>100.0000</b>

2. Approved the election of Mr. Chanchai Kanluang to resume the directorship as the Independent Director, Member of Audit Committee, and Member of Nomination and Remuneration Committee for another term, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentage</b>	<b>100.0000</b>

3. Approved the election of Ms. Chanpen Siripatumanant to resume the directorship, who has a qualification as the independent director to replace the Ms. Yaowarote Klinboon, former director who resigned, with the majority votes of the total votes of the shareholders attending the Meeting and casting their votes, as follows:

Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentage</b>	<b>100.0000</b>



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีรี่ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไทกรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

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

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

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

Details	Baht per meeting	
	(Proposed Year) 2023	2022
1. 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
- Member of the Audit Committees	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



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

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

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

In this regard, the Board of Directors with the consideration and suggestion of Nomination and Remuneration Committee, according to the appropriateness and scope of duty and responsibility, the Company's operating results, and carefully compared data with other companies in the same industry, had considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2023, in the amount of up to Bath 3,000,000 including the relevant authorization, as per details proposed above in all respects.

Since, in this agenda, there were no shareholders submitting questions or suggestions in advance to the Secretary Office of the Company or press question button, the Moderator asked the Meeting to cast the votes in the agenda to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2023 as per details proposed above.

**Resolution** The meeting resolved to approve the determination of the directors' and sub-committees' remuneration for the year 2023 including the relevant authorization with the votes not less than two-thirds (2/3) of the total votes of the shareholders who attending the meeting, as follows:

Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
Total	327,001,447	votes	Percentage	100.0000

Remark : 1. In this agenda, it must approval by the relevant authorization with the votes not less than two-thirds (2/3) of the total votes of the shareholders who attending the meeting



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสซ อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

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

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

The Audit Committee had considered to appoint A&A office company limited which was an independent audit firm and skillful in auditing to be the auditor of the Company and its subsidiaries for the year 2023, and any of the following auditors were appointed to audit and give 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 2023 and 2022 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 **Enclosure 4**.



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพชร อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

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

In this agenda, there were no shareholders submitting questions or suggestions in advance to the secretary office of the company or press question button, the moderator asked the meeting to cast the votes in the agenda to consider and approve the appointment of the company's auditors and audit fee for the year 2023 as above.

**Resolution** The meeting approved the appointment of the Certified Public Accountant, as name lists below, from the A&A office company.

- (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

As the auditor of the company and its subsidiaries for the year 2023 and the determination of the auditor's remuneration for the year 2023 in the amount up to Baht 3,300,000 with the majority votes of the total votes of the shareholders attending the meeting and casting their votes, as follows:



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เฟสช อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

## Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

Approve	327,001,447	votes	Percentage	100.0000
Disapprove	0	votes	Percentage	0.0000
Abstain	0	votes	Percentage	0.0000
Voided Ballot	0	votes	Percentage	0.0000
<b>Total</b>	<b>327,001,447</b>	<b>votes</b>	<b>Percentage</b>	<b>100.0000</b>

Remark: 1. A resolution on this agenda must be approved by a majority vote of the shareholders who attended the meeting and vote.

### Agenda 8 Other matters (if any)

The moderator informs 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 : Inquired about as I known that the company had  
Miss Chachalai Veerssakumpai planned to invest in alternative energy. So, do you  
Shareholder have a tendency to change the direction of business  
operations or not?

Miss Saowanee Khaoubol : Answered the questions to the shareholders that the  
Chairman of the Executive food business still be the mainly business of the  
Committee (deputy) company. However, the company looks forward to  
new chances to expand the business and the energy  
business is the new channel to be a new financial  
source.

Question from : Inquired about the guidelines for amending the C-sign  
Miss Kornsuang Pirom (in case the shareholder's proportion is less than 50  
Shareholder percent of the paid-up capital).





บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพลส อารีย์ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

## Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

- Miss Saowanee Khaoubol  
Chairman of the Executive  
Committee (deputy)
- :
- The company planned to solve problem C-sign by increasing capital by PP. If the company receives a capital increase in proportion to the plan, it will cause the company to have shareholders' equity of more than 50% of the registered capital. In addition, the company planned to increase the number of branches to accommodate more customers and launch promotional promotions to attract customers, which will make the company get more profit from operations and affect the increase of shareholders' equity in another way.
- Question from  
Mr. Chittapol Nawatchonnakit  
Shareholder
- :
- In the event that the company expected to increase PP capital within the specified period or not. If not, what is the next plan?
- Miss Saowanee Khaoubol  
Chairman of the Executive  
Committee (deputy)
- :
- Answered the question to shareholders that the company still believes that investors will exercise their PP allotment rights as approved by the last extraordinary general meeting of shareholders. As the shareholders have observed, the current market situation is constantly changing. Therefore, it depends on the discretion of investors, who still have about 15 days to make a decision. At that time, various situations might change for the better. In the case that the capital increase does not follow the expected time company plans to implement an investment business plan following the available funds or consider capital restructuring, etc. However, if the company has made any progress will report to the Stock Exchange of Thailand to the shareholders be informed further



บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)  
304 อาคารวานิช เพสช อารีรี่ (อาคารA) ชั้นที่ 18 ห้อง  
เลขที่ 1803-1806 ถนนพหลโยธิน แขวงสามเสนใน  
เขตพญาไท กรุงเทพมหานคร 10400  
โทรศัพท์ 02 278 5456 www.wowfactor.co.th

Enclosure No.1

WOW FACTOR PUBLIC COMPANY LIMITED  
304 VANIT PLACE AREE TOWER (TOWER A), ROOM  
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,  
SAMSEN NAI, PHAYA THAI, BANGKOK 10400  
Tel. 02 278 5456 www.wowfactor.co.th

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 11.10 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

**Summary Details of the Warrants to Purchase Ordinary Shares of  
Wow Factor Public Company Limited No. 6**

<b>Securities issuer and offeror</b>	Wow Factor Public Company Limited (the “ <b>Company</b> ”)
<b>Name of Securities offered for sale</b>	Warrants to Purchase Newly Issued Ordinary Shares of the Company No. 6 (“ <b>W-W6 Warrants</b> ”)
<b>Type of the W-W6 Warrants</b>	Registered certificate and transferable
<b>Number of the W-W6 Warrants issued and offered</b>	Not exceeding 197,022,678 units
<b>Number of shares reserved to support the exercise of the W-W6 Warrants</b>	<p>Not exceeding 197,022,678 shares (at the par value of Baht 1.00), equivalent to 16.67 percent of the total issued and sold shares of the Company combined with the newly issued shares to existing shareholders (Rights Offering) which are sold at the same time.</p> <p>When combined with the ordinary shares allocated for the warrants to purchase ordinary shares of the Company No. 5 (the “<b>W-W5 Warrants</b>”), equivalent to 44.21 percent of the total issued and sold shares of the Company combined with the newly issued shares to existing shareholders (Rights Offering) which are sold at the same time. Which is not exceeding 50 percent of the total issued and sold shares of the Company combined with the newly issued shares to existing shareholders (Rights Offering) which are sold at the same time, in accordance with the relevant criteria announced by the Capital Market Supervisory Board.</p>
<b>Offering method / Allocation ratio</b>	<p>The Company shall allocate the W-W6 Warrants to the existing shareholders who subscribed and were allocated newly issued ordinary shares through offering the warrants to existing shareholders in proportion to their respective shareholdings (Rights Offering) at the ratio of 1 existing ordinary shares to 1 unit of the W-W6 Warrant.</p> <p>In this regard, where there are fractions of the shares from the calculation of the W-W6 Warrants allocation, the fraction shall be disregarded.</p>
<b>Offering price per unit</b>	Baht 0.00 per unit
<b>Exercise ratio</b>	<p>1 unit of the W-W6 Warrants is entitled to purchase 1 newly issued ordinary share, except for the case of the right adjustment in accordance with the adjustment conditions.</p> <p>In this regard, where there are fractions of the shares or the W-W6 Warrants from the calculation of the allocation, the fraction shall be disregarded.</p>

<b>Exercise price</b>	Baht 1.50 per share, except for the case of the right adjustment in accordance with the adjustment conditions.
<b>Issuance date of the Warrants.</b>	January 5, 2024
<b>Term of the warrants</b>	3 years from the issuance date of the W-W6 Warrants
<b>Exercise period</b>	<p>The W-W6 Warrant holders are entitled to exercise their rights to purchase newly issued ordinary shares of the Company only once. The W-W6 Warrants are valid for 3 years from the date of issuance and allocation of the W-W6 Warrants, which is January 4, 2027.</p> <p>If the exercise date falls on the holiday of the Company, it shall be postponed to the last business day prior to each exercise date.</p>
<b>Period for notification of intention to exercise</b>	<p>The W-W6 Warrant holders who wish to exercise their rights to purchase the ordinary shares of the Company shall notify their intentions within the period of 15 days prior to each exercise date.</p> <p>If the exercise date falls on the holiday of the Company, it shall be postponed to the last business day prior to each exercise date.</p>
<b>Irrevocability of the notice of intention to exercise the W-W6 Warrants</b>	The intention to exercise the W-W6 Warrants may not be revoked after the W-W6 Warrant holders notify their intentions to purchase the ordinary shares.
<b>Secondary market of the warrants</b>	The Company shall list the Warrants as listed securities on the Stock Exchange of Thailand (“SET”).
<b>Secondary market of the ordinary shares issued from the exercise of the warrants</b>	The Company shall list the ordinary shares that are derived from the exercise of the Warrants as listed securities on the SET.
<b>Conditions for the Adjustment of Rights</b>	<p>The Company will adjust the exercise price and/or the exercise ratio throughout the period of the W-W6 Warrants upon the occurrence of any of the events which affect the rights of the W-W6 Warrant holders as prescribed in Clause 11(4) (b) of the Notification of the Capital Market Supervisory Board No. Tor. Chor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Warrants and Newly Issued Underlying Shares or any other circumstances similar as follows:</p> <p>(a) The par value of the Company’s shares is changed due to a reverse share split or a share split;</p> <p>(b) The Company offers for sale the newly issued shares at the price lower than the market price;</p>

	<p>(c) The Company offers for sale the convertible debentures or the warrants at the price lower than the market price;</p> <p>(d) The Company, wholly or partially, pays the dividend in a form of newly issued ordinary shares to the shareholders;</p> <p>(e) The Company pays the dividend in cash in an amount exceeding which is specified under the terms and conditions; and</p> <p>(f) Any other circumstances similar to (a) – (e) which may prejudice the interests or returns to which the holders of the warrants are entitled upon the exercise of the warrants</p>
<b>Warrants registrar</b>	Thailand Securities Depository Company Limited or any person appointed to act as the W-W6 Warrants registrar
<b>Other conditions</b>	<p>The Board of Directors and/or the Executive Committee and/or Chief Executive Officer and/or other persons authorized by the aforesaid person have the power to take any necessary action related to the issuance or allocation of the W-W6 Warrants pursuant to applicable law, including but not limited to:</p> <p>(1) To determine and amend the criteria, terms, conditions, and other details related to the issuance and allocation of the W-W6 Warrants, including determining the date to determine list of shareholders who will be entitled to be allocated the W-W6 Warrants;</p> <p>(2) To negotiate, agree, enter into, amend, add, and execute contracts, request permission and waivers, provide evidence, disclose information, sales reports, and any necessary documents related to the issuance and allocation of the W-W6 Warrants to the Securities and Exchange Commission, Stock Exchange of Thailand, government agencies, or agencies related to the issuance and allocation of the W-W6 Warrants, and list the W-W6 Warrants and the ordinary shares that are derived from the exercise of the Warrants as listed securities on the Market for Alternative Investment (MAI); and</p> <p>(3) To take any other necessary and appropriate actions related to the issuance and allocation of the W-W6 Warrants to accomplish the specified operations above and the issuance and allocation of the W-W6 Warrants.</p>

**Capital Increase Report Form****Wow Factor Public Company Limited****October 12, 2023**

Wow Factor Public Company Limited (“**Company**”) hereby report the resolution of the Board of Directors’ Meeting No. 8/2023 held on October 12, 2023 at 11.00 a.m. with regards to the capital increase and allocation of newly issued shares as follows:

**1. Capital Increase**

The Board of Directors’ Meeting resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2023 to consider and approve the increase of the Company’s registered capital by THB 394,045,356.00 from the existing registered capital of THB 1,310,698,713.00 to the new registered capital of THB 1,704,744,069.00 by issuing 394,045,356 newly issued ordinary shares at the par value of THB 1.00. The details as follows:

<b>Capital Increase</b>	<b>Type of Securities</b>	<b>Number of shares (shares)</b>	<b>Par value (THB/share)</b>	<b>Total (THB)</b>
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	Not exceeding 394,045,356	1.00	394,045,356.00
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

**2. Allocation of Capital Increase Shares****2.1 Specifying the Purpose of Utilizing the Capital**

<b>Allocated to</b>	<b>Number of shares (shares)</b>	<b>Ratio (old : new)</b>	<b>Selling price (THB/share)</b>	<b>Subscription and payment period</b>	<b>Remark</b>
2.1.1. Existing shareholders proportionate to their respective shareholdings (Rights Offering)	Not exceeding 197,022,678	5:1	1.00	December 15, 18-21, 2023	Please consider the remark below

Allocated to	Number of shares (shares)	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
2.1.2. Private Placement	The remaining number from the allocated shares to the existing shareholders proportionate to their respective shareholdings	-	1.00	Will be further considered	Please consider the remark below
2.1.3. To be reserved shares for the exercise of rights under the warrants to purchase newly issued ordinary shares of the Company No. 6 ( <b>“Warrant W-W6”</b> )	Not exceeding 197,022,678	1 old share : 1 warrant unit	-	The exercise of rights under the warrants to purchase newly issued ordinary shares of Warrant W-W6 shall comply with rights exercising conditions set out in Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of Warrants Representing the Right to Purchase Ordinary Shares of	Please consider the remark below

Allocated to	Number of shares (shares)	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
				Wow Factor Public Company Limited (W-W6) (“ <b>Terms and Conditions of the Warrant</b> ”)	
<b>Total</b>	<b>Not exceeding 394,045,356</b>				

Remarks The Board of Directors’ Meeting No. 8/2023 of the Company held on October 12, 2023 approved to propose to the Extraordinary General Meeting of Shareholders No. 2/2023 will be held on November 21, 2023 to consider and approve the capital increase of the Company in the amount of THB 394,045,356.00 from the original registered capital of THB 1,310,698,713.00 to the registered capital of THB 1,704,744,069.00 by issuing 394,045,356 new ordinary shares with a par value of THB 1.00 per share as detailed as follows:

1. Allocation of the newly issued ordinary shares of not exceeding 197,022,678 shares at the par value of THB 1.00 per share in proportion to their existing shareholding (Rights Offering), at the allocation ratio of 5 existing ordinary shares per 1 newly issued ordinary shares with offering price at THB 1 per share. In the event there are fractions from the calculation, the fractions will be disregarded. The date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date) is on November 29, 2023. However, determining the subscription rights and rights to receive an allocation of newly issued ordinary shares will remain uncertain until the shareholders’ meeting approves.

According to this allocation of the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings (Rights Offering), in the case where there are newly issued ordinary shares remaining from the allocation of all shares to the existing shareholders of the Company in proportion to their existing shareholding have been completed in the first round, the Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe in excess of their rights in proportion to their original shareholding at the same price as the shares that have been allocated according to their rights (Oversubscription) with details as follows:

(a) In the case where the number of remaining shares from the allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the first round is greater than or equivalent to the shares which the existing shareholders oversubscribe in excess of their rights in proportion to their



original shareholding, the Company will allocate the remaining shares to all those who oversubscribe of their rights and paid for the subscription in accordance with the notified oversubscription amount.

(b) In the case where the number of remaining shares from the allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) in the first round is lower than the shares which the existing shareholders oversubscribe in excess of their rights in proportion to their original shareholding, the Company will allocate the remaining shares to those who oversubscribe of their rights as follows:

- (1) Allocate proportionate to the respective shareholdings of each oversubscription shareholder by multiplying the original shareholding proportion of each oversubscription shareholder by the number of remaining shares. The result will be the number of shares that each oversubscription shareholder has the right to be allocated. In the event there are fractions from the calculation, the fractions will be disregarded. However, the number of the allocated shares will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.
- (2) In the case where there are still shares remaining after the allocation according to (b) (1), the Company will allocate proportionate to the respective shareholdings of each oversubscription shareholder and have not been allocated in full according to their original shareholding proportion by multiplying the original shareholding proportion of such oversubscription shareholder by the number of remaining shares. The result will be the number of shares that each oversubscription shareholder has the right to be allocated. In the event there are fractions from the calculation, the fractions will be disregarded. The number of the allocated shares will not exceed the number of shares that each shareholder has subscribed and paid for the subscription. In this regard, the allocation of shares shall be carried out to each oversubscribing shareholders according to the method in this section until there are no shares remaining from the allocation.

However, the shares allocation to the oversubscription shareholders of the Company in any case must not cause any shareholder (including a person pursuant to Section 258 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) of such shareholder) holds the Company's shares in the following manner:

(a) In the manner the number reaches or passes the trigger point required 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 (as amended) ("**Notification No. TorJor. 12/2554**") (unless such shareholder is exempt from making a tender offer for all securities of the business as specified in the Notification No. TorJor. 12/2554); or

(b) In the manner of which violates the foreign shareholding restriction as specified in the Articles of Association of the Company.

In the case where there are still shares remaining after the allocation to the existing shareholders proportionate to their respective shareholdings (Rights Offering) and the oversubscription shareholders (Oversubscription), the Company will allocate and offer through private placement at the same price as the newly issued shares that have been allocated to the existing shareholders proportionate to their respective shareholdings.

Furthermore, the Board of Directors' meeting resolved to propose the Extraordinary General Meeting of Shareholders to appoint the Board of Directors and/or the Executive Committee and/or Chief Executive Officer and/or the person authorized by the Board of Directors and/or the authorized director and/or the Chief Executive Officer to perform any action as follows:

- (a) Determine the details of the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings;
- (b) Determine or change the method for the allotment of the newly issued ordinary shares, such as allotment period may be scheduled for one time or multiple times, offering ratio, the date for determining the shareholders who are entitled to be allocated and offered the newly issued shares (Record Date), determining the subscription and payment date and time, offering period, offering price, payment method, allocation details, and other offerings.
- (c) Sign any permission form for approval, waiver requests, notices, and evidence necessary and relevant to the allotment of the Company's newly issued ordinary shares. This includes contacting and submitting documents to officials or representatives of any relevant agencies. as well as the registration of the Company's newly issued ordinary shares as listed securities as well as listing the newly issued ordinary shares as listed securities on the SET; and
- (d) Take any necessary and relevant actions relevant to the allocation of newly issued ordinary shares in all respects for offering the newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholdings consistent with the relevant laws and regulations.

2. Allocation of the newly issued ordinary shares remaining after the allocation to the existing shareholders proportionate to their respective shareholdings and the oversubscription shareholders (Oversubscription) at the par value of THB 1.00 per share through private placement to 5 persons (collectively referred to as "**Investors**"). 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). The details are as follows:

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

The remaining newly issued ordinary shares after the allocation to the existing shareholders proportionate to their respective shareholdings and the oversubscription shareholders (Oversubscription) have the same price as the newly issued shares that have been allocated to the existing shareholders proportionate to their respective shareholdings, which is at the par value of THB 1.00 per share, and not considered as an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of 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 “market price” is calculated based on the weighted average price of the Company’s shares traded on the SET over a period of 15 consecutive business days prior to the date on which the Board of Directors’ Meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the shareholders’ meeting for approval, which is a period between September 21, 2023 and October 11, 2023. The market price is THB 0.81 per share (Source: SETSMART from [www.setsmart.com](http://www.setsmart.com)).

<b>Date</b>	<b>Amount (Share)</b>	<b>Value (THB)</b>
October 11, 2023	1,223,200	985,754
October 10, 2023	658,100	531,552
October 9, 2023	2,280,200	1,842,978
October 6, 2023	1,164,600	985,644
October 5, 2023	2,128,300	1,827,349
October 4, 2023	5,254,400	4,572,895

<b>Date</b>	<b>Amount (Share)</b>	<b>Value (THB)</b>
October 3, 2023	9,198,400	7,610,638
October 2, 2023	21,413,500	16,687,828
September 29, 2023	6,470,200	4,894,049
September 28, 2023	3,571,000	2,691,090
September 27, 2023	6,008,700	4,664,595
September 26, 2023	2,170,100	1,786,373
September 25, 2023	2,736,200	2,310,356
September 22, 2023	2,533,600	2,139,996
September 21, 2023	17,382,400	14,778,046
<b>Total</b>	<b>84,192,900</b>	<b>68,309,143</b>
<b>Weighted Average Price 15 business days</b>		<b>0.81</b>
<b>90 Percent of the Weighted Average Price 15 business days</b>		<b>0.73</b>

As of the date which the Board of Directors resolved to propose to the shareholders' meeting to consider and approve the issuance and offering the newly issued ordinary shares to Investors is not considered a cause for adjustment of the rights which prescribed in the terms and conditions regarding the rights and duties of the warrant issuer and the warrant holder of the Company. ("Terms and Conditions") of the warrant to purchase the Company's ordinary shares no. 5 ("**W-W5 Warrants**"). Therefore, the Company has no obligation to adjust the exercise price and/or the exercise ratio of exercise rights according to the Company's warrants in any way.

In addition, the offering price of the newly issued ordinary shares through private placement in this instance is not considered as the offering of shares at the offering price lower than 90 percent of the market price according to the Notification No. TorJor. 28/2565. The Company is therefore not obliged to prohibit the Investor from selling all of such newly issued ordinary shares within the prescribed period (Silent Period) 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 allotment of the shares as detailed above must not result in the 5 Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investor to make a tender offer as required under Notification TorJor. 12/2554, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49

percent of the total sold shares of the Company. Or considered as the significant offering through private placement according to the Notification No. TorJor. 28/2565. In other words, the issuance and offering of newly issued ordinary shares in this instance is not result in any of the allocated Investors become the shareholders which has the highest voting rights in the Company and the offering of shares in this instance will not affect earnings per share or control dilution of shareholders in the proportion of not less than 25 percent based on the number of paid-up shares before the date which the Board of Directors resolved to propose an agenda to the Shareholders' Meeting.

3. Allocation of not exceeding 197,022,678 newly issued ordinary shares at the par value of THB 1.00 per share to be reserved shares for the exercise of rights under the Warrant W-W6 allocated to the existing shareholders whom subscribed and be allocated newly issued ordinary shares proportionate to their respective shareholding (Rights Offering) at no cost (Sweetener). Warrant W-W6 has an exercise rate equal to 1 W-W6 Warrant has the right to purchase 1 newly issued ordinary share. The exercise price for purchasing ordinary shares is THB 1.50 per share.

Furthermore, the Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve to authorize the Board of Directors and/or the authorized director and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the authorized director and/or the Chief Executive Officer to have the power to determine and/or amend, adjust any details necessary for the allocation of such the newly issued ordinary shares, and take any necessary and relevant actions relevant to the allocation of the newly issued ordinary shares, including but not limited to providing information and submitting documentary evidence to the SEC Office, the SET, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or other related agencies as well as listing the newly issued ordinary shares as listed securities in the SET.

### 2.1.1 Company Procedures in the Case of Fractional Shares

- (1) In case there is any share fraction from the allocation of the newly issued shares to each of the shareholders proportionate to the respective shareholdings, such fraction shall be discarded.
- (2) According to the calculation of the rights of shareholders who will be entitled to receive the allotment of the Warrant W-W6 Warrant, if there is any ordinary shares fraction derived from the calculation of Warrant W-W6 Warrant allocation based on the allocation ratio of each shareholder, such fraction shall be discarded.

### 2.2 General Mandate

Allocate to	Type of Securities	Amount of Shares	Percentage of Paid-up Capital <sup>1/</sup>	Remark
Existing Shareholders	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

Allocate to	Type of Securities	Amount of Shares	Percentage of Paid-up Capital <sup>1/</sup>	Remark
To be reserved shares for the conversion/exercise of transferable rights under the warrant to purchase newly issued ordinary shares.	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Public Offering	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-
Private Placement	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

**3. Schedule for a Shareholders' Meeting to Approve the Capital Increase/Allocation of Capital Increase Shares**

The Extraordinary General Meeting of Shareholders No. 2/2023 is scheduled on November 21, 2023 at 10.00 via electronic meeting (E-EGM), whereby:

- The share register shall be closed to suspend any share transfer for the right to attend the Extraordinary Shareholders' Meeting from.....until the Shareholders' Meeting is adjourned.
- The record date to determine the list of shareholders entitled to attend shareholders' meeting shall be on October 30, 2023.

**4. Approval for Capital Increase/Share Allocation from Relevant Governmental Authorities and Conditions of Such Approval (if any)**

- The Company must be approved by the shareholders' meeting for the capital increase and the allocation of newly issued shares (a) to the existing shareholders proportionate to their respective shareholdings (b) through private placement (c) to be reserved shares for the exercise of rights under the W-W6 Warrant.
- The Company shall register the increase of its registered capital, register paid-up capital, as well as amend the Memorandum of Association with the Department of Business Development, Ministry of Commerce.
- The Company shall apply for approval from the SET for the listing of the newly issued ordinary shares as listed securities in the SET.

4. The Company will proceed to request approval from SET to approve the W-W6 Warrant and the newly issued ordinary shares from the exercise of the W-W6 Warrant as listed securities in the SET.

**5. Objectives of Capital Increase**

<b>Objectives and Plans for Utilizing the Proceeds</b>	<b>Amount</b>	<b>Utilization Period</b>
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 – namely, Mr. Boon-Aue Chitthanom – trade creditors and other creditors.	Approximately THB 115 –197 million	2023 - 2024
2. To support the expansion of business in the future (such as expanding branches, improving stores, etc.), including various businesses related to current business and/or potential business. which has a good return on investment	Approximately THB 50 –100 million	2023 - 2024
3. To be served as source of fund for the business operation.	The remainder from objectives no.1 and no. 2	2023 - 2024

**6. Benefits that the Company will Receive from the Capital Increase/Share Allocation**

- 6.1 It is enable the Company to raise funds within a short period. In addition, the existing shareholders will benefit from the fundraising as the Company can utilize the funds raised for repaying the Company's debts in order to reduce the interest burden and reduce problems from overdue payments with various trading partners, including using it as working capital to enhance liquidity.
- 6.2 The capital increase on this occasion will provide the Company with additional sources of funds, strengthening its capital structure and financial status. This includes improving the efficiency of operations in the Company's existing businesses, investing in branch expansion, and exploring opportunities in businesses that can be expanded flexibly from the Company's existing ventures. These initiatives are expected to enhance the Company's operating results in the future.

6.3 The 5 individuals all possess a strong financial standing and maintain excellent relationships with a diverse range of businesses. This positions the Company favorably to secure the necessary funding for its operations. Furthermore, these connections serve to enhance the Company's potential and instill confidence in its operations among stakeholders and financial institutions alike.

6.4 Considering the length of time for preparation of capital increase through a public offering and the condition that an approval from the relevant authority must be obtained which is beyond the Company's control. Additionally, while issuing and offering newly issued ordinary shares to existing shareholders through rights offering comes with limitations regarding the uncertainty of the amount of capital to be raised. Therefore, the Board of Directors is of the view that the issuance and offering of newly issued ordinary shares by way of private placement to investors who has strong financials, stable financial position and readiness to make capital increase payment, is an appropriate method to raise capital which is in line with the purposes of this capital increase. By doing so, the Company will receive the required amount of and will be able to reduce the risks associated with capital raise which may derive from the wavering economy.

**7. Benefits that the Shareholders will Receive from the Capital Increase/Share Allocation.**

The capital increase and the offering of newly issued shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering), including the offering of remaining shares from the rights offering to all the 5 investors and the offering of W-W6 Warrant will help strengthen the Company's financial robustness by (1) enhancing its financial flexibility and (2) serving as a source of capital for the Company to expand its operations, thereby generating revenue and distributing returns to shareholders in the form of dividend payments in the future.

Furthermore, shareholders who have subscribed to newly issued ordinary shares and have been registered as shareholders of the Company and shareholders who have exercised their rights to purchase newly issued ordinary shares under the W-W6 Warrant will also be entitled to receive dividends when the Company declares dividend payments as same as the existing shareholders of the Company.

The Company has a policy to pay dividends to shareholders at the rate of not less than 50 percent of the net profit according to the separate financial statements after deducting corporate income tax, legal reserve and other necessary and appropriate reserves. However, dividends payment shall depend on the investment plan, expansion of business as well as other necessities and suitability in the future without affecting the normal business operations of the Company.

**8. Other Details Necessary for Shareholders' Decision Making in the Approval of the Capital Increase/Share Allocation**

-None-

**9. Time Schedule of Action in Case the Board of Directors Passes a Resolution with the Approval of the Capital Increase/Share Allocation**



No.	Procedures of the Capital Increase	Date / Month / Year
1.	Board of Directors' Meeting No. 8/2023	October 12, 2023
2.	Date to determine the list of shareholders who has the right to attend the Extraordinary General Meeting of Shareholders No. 2/2023 (Record Date)	October 30, 2023
3.	Extraordinary General Meeting of Shareholders No. 2/2023	November 21, 2023
4.	Registration of the registered capital decrease, capital increase, and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the shareholders' meeting approval
5.	Date to determine the list of shareholders who has the right to subscribe newly issued ordinary shares in proportion to the respective shareholdings (Rights Offering) (Record Date)	November 29, 2023
6.	Subscription period for newly issued ordinary shares	December 15, 18 - 21, 2023
7.	Registering the paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the Company receives payment for the newly issued ordinary shares
8.	Listing the newly issued ordinary shares, which are offered to existing shareholders in proportion to their respective shareholdings, and the Warrant W-W6 issued to shareholders who subscribed and have been allotted the newly issued ordinary shares, as listed securities on the SET	Within 30 days from the closing date of the newly issued ordinary shares offering
9.	Offering period for newly issued ordinary shares to specific person investors (Private Placement)	The Company will later provide a notification
10.	Registration of the paid-up capital with the Department of Business Development, Ministry of Commerce	The Company will later provide a notification
11.	Offering the newly issued ordinary shares to specific person investors (Private Placement)	The Company will later provide a notification

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

Sign.....  
(Miss Saowanee Khaubol and Mr. Tanawat Ueasiripan)  
Authorized Directors

Remarks: Directors shall sign along with company seal

**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 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 accordance 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 through 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.

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

Remark: 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		
<b>Occupation</b>	Head Of IT Operation and Services Delivery Function (FSVP)	
<b>Address</b>	No. 32/124, Village No. 7, Bang Muang Sub-district, Bang Yai District, Nonthaburi Province 11140	
<b>Work Experience</b>	<b>Positions</b>	<b>Companies</b>
	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

<b>1. Mr. Boon-Aue Chitthanom</b>	
<b>Relationship with the Company</b>	Before the allocation of the newly issued ordinary shares (on September 29, 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.

<b>2. Miss Kanokrat Wongpraphairot</b>	
<b>Occupation</b>	Self-employed (Trading)
<b>Address</b>	No. 142/137 The Plant Bangkhae Village, Bang Khae Sub-district, Bang Khae District, Bangkok 10160
<b>Work Experience</b>	Trading business
<b>Relationship with the Company</b>	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.

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

<b>3. Mr. Chayandorn Pholprasit</b>	
<b>Relationship with the Company</b>	Before the allocation of the newly issued ordinary shares (on September 29, 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.

<b>4. Miss Chatchalai Weerasakumpai</b>	
<b>Occupation</b>	Investor
<b>Address</b>	No. 800/564 Rama IV Road, Si Phraya Sub-district, Bang Rak District, Bangkok 10500
<b>Work Experience</b>	Investor
<b>Relationship with the Company</b>	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.

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

<b>5. Mr. Patipol Prawangsuk</b>	
<b>Relationship with the Company</b>	Before the allocation of the newly issued ordinary shares (on September 29, 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 (Oversubscription) has the same offering price as the price offered to existing 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](http://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**

Objectives 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 – namely, Mr. Boon-Aue Chitthanom – trade creditors and other creditors.	Approximately Baht 115 – 197 million	Year 2023 - 2024
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.

$$\begin{aligned} &= \frac{\text{Number of shares issued and offered for RO}}{\text{Number of paid-up shares + Number reserved shares for RO}} \\ &= \frac{197,022,678 \text{ shares}}{985,113,390 \text{ shares} + 197,022,678 \text{ shares}} \\ &= 16.67 \text{ percent} \end{aligned}$$

**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.

$$= \frac{(\text{Marketing price before offering RO} - \text{Market price after offering RO})}{\text{Market price before offering RO}}$$

$$= \frac{(0.81 - 0.84)}{0.81}$$

$$= 3.8 \text{ percent}$$

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)

$$= \frac{(0.81 \times 985,113,390 \text{ shares}) + (\text{Baht } 1.00 \times 197,022,678 \text{ shares})}{985,113,390 \text{ shares} + 197,022,678 \text{ shares}}$$

$$= \text{Baht } 0.84$$

Remark: 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.)

$$= \frac{\text{Number of shares reserved for W-W6 Warrant}}{\text{Number of paid-up shares + Number of shares reserved for RO + Number of shares reserved for W-W6}}$$

$$= \frac{197,022,678 \text{ shares}}{985,113,390 \text{ shares} + 197,022,678 \text{ shares} + 197,022,678 \text{ shares}}$$

$$= 14.29 \text{ percent}$$

**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 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.)

$$= (\text{Market price before offering RO and W-W6 Warrant} - \text{Market price after offering RO and W-W6 Warrant})$$

---


$$\text{Market price before offering RO and W-W6 Warrant}$$

$$= (\text{Market price before offering RO and W-W6 Warrant} - \text{Market price after offering RO and W-W6 Warrant})$$

---


$$\text{Market price before offering RO and W-W6 Warrant}$$

$$= 15.45 \text{ percent}$$

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)

$$\begin{aligned} &= (\text{Baht } 0.81 \times 985,113,390 \text{ Shares}) + (\text{Baht } 1.00 \times 197,022,678 \text{ Shares}) + (\text{Baht } 1.50 \times \\ &197,022,678 \text{ Shares}) \\ &\hline &985,113,390 \text{ Shares} + 197,022,678 \text{ Shares} + 197,022,678 \text{ Shares} \\ &= \text{Baht } 0.94 \end{aligned}$$

Remark: 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.

(Unit : million Baht)

Financial Status	As of 30 June 2023	
	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'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,

.....  
(Miss Saowanee Khaubol and Mr. Tanawat Ueasiripan)  
Directors

Guidelines for attending the EGM through Electronic Means (E-EGM)  
and the Appointment of Proxies

---

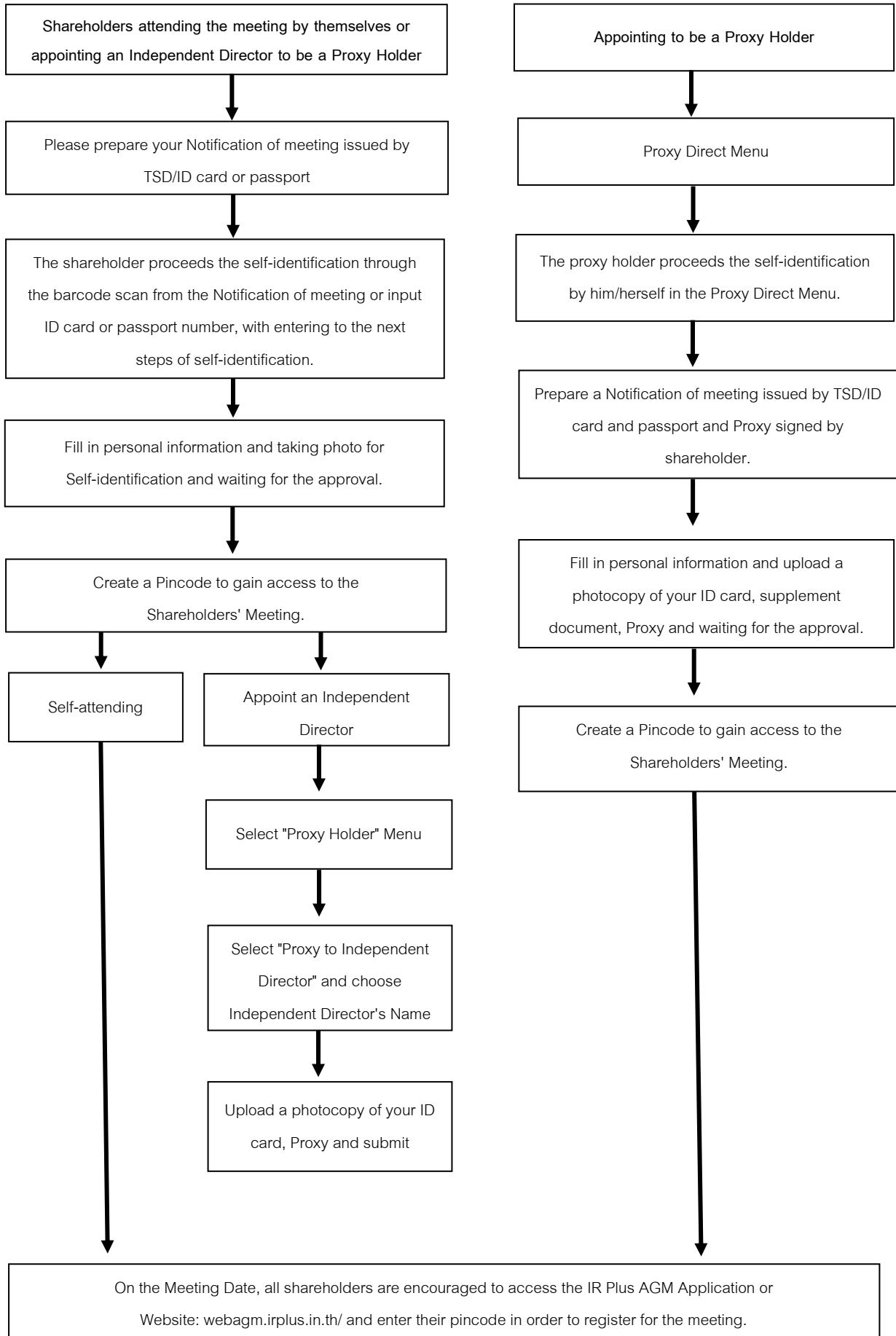
Prior to register for attending the Extraordinary General Meeting of Shareholders No. 2/2023 through Electronic means (E-EGM) via Mobile application or web application IR PLUS AGM, please download the IR Plus AGM Application or visit the web application: [webagm.irplus.in.th](http://webagm.irplus.in.th) and obtain an application manual from:

	
Scan for download IR Plus AGM Application IOS version 14.5 up	Scan for download IR Plus AGM Application Android version 8 up

Scan for download IR Plus AGM application manual / web application manual / Video Demonstration  
for registration and attending the 2023 E-AGM



The registration and self-identification processes are depicted below. When shareholders register or grant proxies via E-EGM and receive E-EGM attendance confirmation from the system, it should be noted that voting must be done via the mobile application or web application: [webagm.irplus.in.th](http://webagm.irplus.in.th) only.



Documents used for registration and self-verification are as follows:

1. In case shareholder wishes to attend the meeting by himself/herself
  - Notification of Meeting with barcode representing securities holder number (if any) to be used for scanning instead of having to fill in the identity card number. Otherwise, shareholder has to fill in the identity card number or passport number (passport number must be the same as recorded in the shareholders data base from Thailand Securities Depository Co., Ltd.)
  - Photo of identity card or passport which has not expired
2. case shareholder appoints the independent director to attend and vote at the meeting on your behalf.
  - Notification of Meeting with barcode representing securities holder number (if any) to be used for scanning instead of having to fill in the identity card number. Otherwise, shareholder has to fill in the identity card number or passport number (passport number must be the same as recorded in the shareholders data base from Thailand Securities Depository Co., Ltd.)
  - A proxy form which has been completed and executed
  - A copy of the identity card, or passport of the principal which has not expired, certified true and correct by the principal
3. In case shareholder appoints a person to attend and vote at the meeting on your behalf
  - Notification of Meeting with barcode representing securities holder number (if any) to be used for scanning instead of having to fill in the identity card number. Otherwise, shareholder has to fill in the identity card number or passport number (passport number must be the same as recorded in the shareholders data base from Thailand Securities Depository Co., Ltd.)
  - A proxy form which has been completed and executed
  - A copy of the identity card, or passport of the principal which has not expired, certified true and correct by the principal
  - Identity card or passport of the proxy which has not expired
  - Identity card or passport of the proxy which has not expired

- A copy of the certification document of the principal backdated not more than six months, certified true and correct by an authorized person(s) of that juristic person and affixed with company's seal (if any)

#### **Attending the Meeting and Voting through the Mobile or Web Application IR Plus AGM**

1. The right to attend and cast votes at the meeting through the mobile or web application is exclusive for each shareholder and proxy. One username may not be able to login to the application simultaneously on several devices. Therefore, the shareholders or proxies must use the username and pin code to attend the meeting themselves,
2. In the case that one person is appointed as a proxy by several shareholders, the proxy may attend the meeting for one shareholder per one device only.
3. At the commencement of the meeting, shareholders or proxies may cast their votes through the mobile or web application on every agenda item in advance, or cast their votes during the consideration of that particular agenda item. The system will count the votes until the end of each agenda item.
4. In voting count, the number of votes against or votes abstain (if any) would be deducted from the total number of votes of shareholders attending the meeting, or of shareholders who have voting right, as the case may be, thus, the rest would be the number of votes agree.
5. In the case that a shareholder or proxy logs out from the Application before voting for any agenda item, the shareholder or proxy will not be counted as part of the quorum for that agenda item and the votes of such shareholder or proxy will not be counted in that agenda. However, if a shareholder or proxy logs out from any agenda item, the right to log in into the meeting and vote for the remaining agenda items shall not be prejudiced.

#### **Raising Questions and Expressing Opinions during the Meeting**

1. The meeting will be broadcasted through the mobile or web application only. In order to ensure that the meeting shall be conducted smoothly, in the case that a shareholder or proxy has any question or would like to express his or her opinion on any agenda item, the shareholder or proxy can choose the question make icon on the screen to submit questions or to express an opinion in the system. The system will arrange the questions and opinions by the order of time requested. Questions asked and opinions expressed must be related to the agenda items being considered.
2. During the meeting, if any shareholder or proxy acts in any way that interferes with the meeting or causes annoyance to other attendees, the Company reserves the right to take any action in order to

suppress the action that interferes with the meeting or causing annoyance to other attendees.

#### Other Requirements

1. Video and audio contents of the meeting are the sole intellectual property of the Company and the Company does not permit any shareholders or proxies to record, modify or publish video and audio at the meeting. The Company reserves the right to take legal action against those who do so.
2. In the event that shareholders or proxies use any system related to the meeting through IR PLUS AGM in any way which does not comply with this requirement, or other manuals that the Company has provided to the shareholders for use in supporting the meeting and it causes damage to the Company in any way, such shareholders or proxies shall indemnify and hold the Company harmless in full from and against the damages and costs resulting from claim and litigation by any third party, including claim and litigation by the Company against such shareholders and/or proxies who causes such damage.
3. The Company reserves the right to undertake any act in the case that any shareholder does not comply with this Processes and Guidelines, and may suspend the shareholder's right to attend the meeting through the Application if, during the meeting, the shareholders or proxies fail to comply with this Processes and Guidelines.

If a shareholder has any problem about the registration process,  
please contact the IR Plus call center  
At 02-022-6200 ext. 2 (Please contact on business days)  
Or Line ID: @irplusagm or scan QR

**@irplusagm**



Scan QR Code

During November 6 - 21, 2023, from 9.00 a.m. - 5.00 p.m. or until closing the Meeting.

หนังสือมอบฉันทะ แบบ ก.  
Proxy Form A.

อากรแสตมป์  
Duty Stamp  
20 บาท/Baht

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality

อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing / located at Soi Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ดั่งนี้  
Holding a total of \_\_\_\_\_ shares and having the vote equal to \_\_\_\_\_ votes  
as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares having the vote equal to votes

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

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับ  
มอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ  
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย  
 และเลือกกรรมการอิสระคนใด  
คนหนึ่ง  
If choosing No. 2, please mark   
and select one of the independent

2. กรรมการอิสระของบริษัท ดังต่อไปนี้

The independent directors of the Company as follows:

นายชนาทิพย์ พุ่มหิรัญ หรือ  
Mr. Chanatip Pumhiran or

นางอิสราภรณ์ หนูผล หรือ  
Mrs. Issaraporn Thanupon or

นายชาญชัย ก้านเหลือง  
Mr. Chanchai Kanluang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้  
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ  
ปรากฏตาม สิ่งที่ส่งมาด้วย 7)

In the case where the independent director who is appointed as the  
proxy is unable to attend the meeting, one of the other independent  
directors shall be appointed as the proxy in replacement. (Details of  
Independent Directors are set out in Enclosure 7)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม  
วิสามัญผู้ถือหุ้น ครั้งที่ 2/2566 ในวันที่ 21 พฤศจิกายน 2566 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่อ  
อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัท กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the  
Extraordinary General Meeting of Shareholders No.2/2023 which will be held on 21 November 2023 at 10.00  
a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to  
any other date, time and place.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be actions performed by  
myself/ourselves.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy  
(.....)

หมายเหตุ/Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่  
สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting  
and may not split his/her votes to different proxies to vote separately.



หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B

(แบบที่กำหนดรายการต่าง ๆ ที่มอบฉันทะที่จะเลือกตั้งเจ้านายตัว)

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



เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality

อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing / located at Soi Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ดั่งนี้

Holding a total of \_\_\_\_\_ shares and having the vote equal to \_\_\_\_\_ votes  
as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares having the vote equal to votes

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

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับ  
มอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ  
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย  
 และเลือกกรรมการอิสระคนใด  
คนหนึ่ง  
If choosing No. 2, please mark   
and select one of the independent  
directors.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้  
The independent directors of the Company as follows:
- นายชนาทิพย์ พุ่มหิรัญ หรือ  
Mr. Chanatip Pumhiran or
- นางอิสราภรณ์ หนูผล หรือ  
Mrs. Issaraporn Thanupon or
- นายชาญชัย ก้านเหลือง  
Mr. Chanchai Kanluang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้  
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ  
ปรากฏตาม สิ่งที่ส่งมาด้วย 7)

In the case where the independent director who is appointed as the  
proxy is unable to attend the meeting, one of the other independent  
directors shall be appointed as the proxy in replacement. (Details of  
Independent Directors are set out in Enclosure 7).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม  
วิสามัญผู้ถือหุ้น ครั้งที่ 2/2566 ในวันที่ 21 พฤศจิกายน 2566 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่อ  
อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the  
Extraordinary General Meeting of Shareholders No.2/2023 which will be held on 21 November 2023 at 10.00  
a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to  
any other date, time and place.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ซึ่งจัด  
ประชุมเมื่อวันที่ 28 เมษายน 2566

Agenda 1 To consider and certify the minutes of the 2023 Annual General Meeting of  
Shareholders held on 28 April 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ  
ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our  
behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as  
follows:

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

- วาระที่ 2 พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิ (W-W6) ให้แก่ผู้ถือหุ้นเดิมที่จองซื้อและได้รับการจัดสรรหุ้นสามัญเพิ่มทุนโดยไม่คิดมูลค่า (RO Warrant Sweetener)

Agenda 2 To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company (W-W6) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings with free of charge (RO Warrant Sweetener)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง

Approve                                      Disapprove                                      Abstain

- วาระที่ 3 พิจารณานุมัติลดทุนจดทะเบียนของบริษัท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 3 To consider and approve the decrease of the Company's registered capital and the amendment of the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital decrease

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง

Approve                                      Disapprove                                      Abstain

- วาระที่ 4 พิจารณานุมัติเพิ่มทุนจดทะเบียนของบริษัทและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 4 To consider and approve the increase of the Company's registered capital and the amendment of the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital increase

สิ่งที่ส่งมาด้วย 6 (Enclosure 6)  
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 5      พิจารณานุมัติออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทให้แก่ (1) ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering) (2) บุคคลในวงจำกัด (Private Placement) กรณีหุ้นสามัญเพิ่มทุนเหลือจากการจัดสรรให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น และ (3) รองรับการ行使สิทธิของใบสำคัญแสดงสิทธิ W-W6

Agenda 5      To consider and approve the issuance and allocation of the Company's newly issued ordinary shares to: (1) The existing shareholders of the Company in proportion to their respective shareholdings (Right Offering); (2) Private Placement, in the event where the 4newly issued ordinary shares remained from the allocation to existing shareholders of the Company in proportion to their respective shareholdings; and (3) To accommodate the exercise of W-W6 Warrants

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

วาระที่ 6      พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 6      To consider other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

**สิ่งที่ส่งมาด้วย 6 (Enclosure 6)**  
**หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)**

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy holder does not cast a vote in accordance with my/our instruction specified herein, such vote casting shall be deemed incorrect and is not made on my/our behalf as the shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event the meeting considers or passes resolutions in any matters other than those specified above, including in the event there is any amendment or addition of any facts, the proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves

ลงชื่อ ..... ผู้มอบฉันทะ

Signatures ( ..... ) Appointer

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where there are other agendas to be considered in the meeting other those specified above, the Attachment to Proxy Form B shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2566 ในวันที่ 21 พฤศจิกายน 2566 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of Wow Factor Public Company Limited, to attend and vote at the Extraordinary General Meeting of Shareholders No.2/2023 which will be held on 21 November 2023 at 10.00 a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

สิ่งที่ส่งมาด้วย 6 (Enclosure 6)  
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ลงชื่อ ..... ผู้มอบฉันทะ  
Signatures ( ..... ) Appointer

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee



หนังสือมอบฉันทะ แบบ ค.

Proxy Form C

อากรแสตมป์

Duty Stamp

20 บาท/Baht

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน

ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

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

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We Nationality

อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing / located at Soi Road Sub-district

อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัทฯ”)  
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ดั่งนี้  
Holding a total of \_\_\_\_\_ shares and having the vote equal to \_\_\_\_\_ votes  
as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share shares having the vote equal to \_\_\_\_\_ votes

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

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย  
 และระบุรายละเอียดของผู้รับ  
มอบฉันทะ  
If choosing No. 1, please mark   
and provide details of the proxies.

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ  
Province Postal Code Or  
ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่เลขที่ \_\_\_\_\_  
Name Age years Residing at  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ

Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย  
 และเลือกกรรมการอิสระคนใด  
คนหนึ่ง  
If choosing No. 2, please mark   
and select one of the independent  
directors.

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

นายชนาททิพย์ พุ่มหิรัญ หรือ  
Mr. Chanatip Pumhiran or

นางอิสราภรณ์ หนูผล หรือ  
Mrs. Issaraporn Thanupon or

นายชาญชัย ก้านเหลือง  
Mr. Chanchai Kanluang

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้  
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ  
ปรากฏตาม สิ่งที่ส่งมาด้วย 7)

In the case where the independent director who is appointed as the  
proxy is unable to attend the meeting, one of the other independent  
directors shall be appointed as the proxy in replacement. (Details of  
Independent Directors are set out in Enclosure 7).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม  
วิสามัญผู้ถือหุ้น ครั้งที่ 2/2566 ในวันที่ 21 พฤศจิกายน 2566 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่อ  
อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the  
Extraordinary General Meeting of Shareholders No.2/2023 which will be held on 21 November 2023 at 10.00  
a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to  
any other date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant a proxy the total amount of shares held and entitled to vote

มอบฉันทะบางส่วน คือ

Grant partial shares of

หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง

Ordinary share Shares, representing voting right equivalent to votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ซึ่งจัด  
ประชุมเมื่อวันที่ 28 เมษายน 2566

Agenda 1 To consider and certify the minutes of the 2023 Annual General Meeting of  
Shareholders held on 28 April 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง

Approve                              Disapprove                              Abstain

- วาระที่ 2      พิจารณานุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิ (W-W6) ให้แก่ผู้ถือหุ้นเดิมที่จองซื้อและได้รับการจัดสรรหุ้นสามัญเพิ่มทุนโดยไม่คิดมูลค่า (RO Warrant Sweetener)

Agenda 2      To consider and approve the issuance and allocation of warrants to purchase ordinary shares of the Company (W-W6) to allocate to the existing shareholders of the Company in proportion to their respective shareholdings with free of charge (RO Warrant Sweetener)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                      งดออกเสียง

Approve                              Disapprove                              Abstain

- วาระที่ 3      พิจารณานุมัติลดทุนจดทะเบียนของบริษัท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 3      To consider and approve the decrease of the Company's registered capital and the amendment of the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital decrease

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.



- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                                      Disapprove                                      Abstain

วาระที่ 6      พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 6      To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง

Approve                                      Disapprove                                      Abstain

- (6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case where the vote cast by the proxy holder on any agenda is not in accordance with my/our intention in this Proxy Form, it shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

- (7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case where I/we have expressed none of my/our intention in each agenda or unclearly expressed or in case where the meeting considers or pass the vote on any matters, other than those specified above, including in case where there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions undertaken by the proxy holder at the meeting, except the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

**สิ่งที่ส่งมาด้วย 6 (Enclosure 6)**  
**หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)**

ลงชื่อ ..... ผู้มอบฉันทะ  
Signatures ( ..... ) Appointer

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ  
Signatures ( ..... ) Appointee

หมายเหตุ / Remark

- หนังสือมอบฉันทะ แบบ ค. นี้ ใช้เฉพาะกรณีกับผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ถือฝากและดูแลหุ้นให้เท่านั้น  
This Proxy Form C is applicable only to shareholders whose names appear in the shareholder register book as foreign investors and a custodian in Thailand is appointed therefore.
- 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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ  
In case where there are other agendas to be considered in the meeting other those specified above, the Attachment to Proxy Form C shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2566 ในวันที่ 21 พฤศจิกายน 2566 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of Wow Factor Public Company Limited, to attend and vote at the Extraordinary General Meeting of Shareholders No.2/2023 which will be held on 21 November 2023 at 10.00 a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย ..... เสียง     ไม่เห็นด้วย ..... เสียง    งดออกเสียง ..... เสียง  
Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

วาระที่ ..... เรื่อง .....

Agenda Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย ..... เสียง     ไม่เห็นด้วย ..... เสียง    งดออกเสียง ..... เสียง  
Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

สิ่งที่ส่งมาด้วย 6 (Enclosure 6)  
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

วาระที่ ..... เรื่อง .....

Agenda

Subject:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย ..... เสียง     ไม่เห็นด้วย ..... เสียง    งดออกเสียง ..... เสียง  
Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

ลงชื่อ ..... ผู้มอบฉันทะ

Signatures ( ..... ) Appointer

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee

ลงชื่อ ..... ผู้รับมอบฉันทะ

Signatures ( ..... ) Appointee



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

Name - Surname : Mr. Chanatip Pumhiran

Position in the Company : Independent Director, Chairman of Audit Committee,  
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 : Senior Investment Officer, Investment Strategy Office, Reserve Management Department

- Bank of Thailand, Thailand

Shareholding proportion in the Company : - Self: None

- Spouse and minor children: None

Director training (IOD) : - None

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

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

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 : 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



Work experiences

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 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 Company : - Self: None  
- 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 Exchange of Thailand : - None

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

Definition of Independent Director

- Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
- Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
- Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
- Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director

The term "business relationship" under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in 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





WOW  
FACTOR

THANK YOU

