



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

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.



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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)).



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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.



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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)



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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



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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 -	-



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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



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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



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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



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- (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



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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).

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



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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



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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, 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



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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. 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 immediately.

Sincerely yours,

(Mr. Tanawat Ueasiripan)

Vice Chairman of The Board Of Directors