



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

Enclosure 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 Minutes of Extraordinary General Meeting of Shareholders No.2/2023
of Wow Factor Public Company Limited
Tuesday November 21, 2023 at 10.00 hours
via electronic media (E-EGM)

Date and Time

The Extraordinary General Meeting of Shareholders No. 2/2023 of Wow Factor Public Company Limited (the "Company") which held 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 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. | Miss Naphat | Tavisaengsiri | Director |
| 4. | Mr. Yuthaveera | Achawangkul | Director |
| 5. | Mr. Phurit | Wongkham | Director |
| 6. | Mr. Somboon | Prasobpiboon | Independent Director |
| 7. | Mr. Chanatip | Pumhiran | Independent Director / Chairman of the Audit Committee |
| 8. | Mr. Tom | Chalermkarnchana | Independent Director / Member of the Audit Committee |

Executives Attending the Meeting

- | | | | |
|----|---------------|------------|--------------------------------|
| 1. | Miss Saowanee | Khaoubol | Acting Chief Executive Officer |
| 2. | Mr. Tanawat | Ueasiripan | Chief Operating Officer |
| 3. | Mr. Phurit | Wongkham | Chief Administrative Officer |



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Director Not Attending the Meeting

- None -

The Legal Advisors Attending the Meeting

- | | | | |
|----|---------------|--------------------|------------------------------------|
| 1. | Miss Thitawan | Thanasombatpaisarn | Kudun and Partners Company Limited |
| 2. | Miss Rujisaya | Bubpaproh | Kudun and Partners Company Limited |

The Independent Financial Advisor Attending the Meeting

- | | | | |
|----|---------------|---------------|--------------------------------------|
| 1. | Mr. Pongsarun | Tirmariyabuit | Wealth Plus Advisory Company Limited |
|----|---------------|---------------|--------------------------------------|

Commencement of the Meeting at 10.00 hours

Miss Supawadee Maneewankul acted as a moderator of the meeting (the “**Moderator**”) and informed of details about attendees of the Extraordinary General Meeting of Shareholders No.2/2023 (the “**Meeting**”) that there was 3 shareholders attending the Meeting in person, representing 15,442,810 shares, and 38 shareholders attending the Meeting by proxy, representing 333,438,433 shares. The total number of shareholders and proxy are 41 shareholders representing 348,881,243 shares or equivalent to 35.4153 percent of the total number of 985,113,396 sold shares, which constituted a quorum pursuant to Section 103 of Public Limited Companies Act B.E. 2535 (1992) and the Article 32 of the Company’s Articles of Association. As currently the Company does not have a Chairman of the Board of Directors, therefore, Mr. Tanawat Ueasiripan, Vice Chairman, acted as the chairman of the meeting (the “**Chairman**”) to be in accordance with Section 104 of the Public Company Limited Act B.E. 2535 (as amended) (“**Public Company Act**”).

Before the commencement of the meeting, the Moderator introduced the Board of Director, Executives, legal advisor, and financial advisor to the Meeting in order to provide advice on matters according to the meeting agenda and legal advisor which is responsible for ensuring that Meeting has transparency, legally, and in accordance with the Company’s Articles of Association, and is the person appointed to inspecting the voting and counting the votes of the attendees who attended the meeting. The Company has 8 directors in total, there are 8 directors attending the meeting, representing 100 percent of the total number of directors.

In this regard, in order for the voting on every agendas to be transparent and accurate, the Company has used the service from Online Asset Co., Ltd., a service provider for conference controlling system certified by the Electronic Transactions Development Agency, to gather, collect and process the number of votes for



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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.
2. Vote casting in each agenda may be different. In each agenda, the Moderator 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.
4. 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 IR Plus shall close the voting system for such agenda item.



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5. 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.
6. If the shareholders granted a proxy with comments or votes in advance, by IR PLUS AGM Application, the Company would count the votes based upon the shareholders' intention to vote as granted in all respects.
7. 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.
8. The shareholders or proxies which registered for the Meeting and participated in electronic shareholders' meeting system (e-EGM) but had not taken the votes and were not able to participate until the end of the Meeting, may press voting button and submit the votes in advance 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.
9. The votes of shareholders in each agenda may not be equal due to the entry of shareholders and proxies into the meeting room.

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 by the following methods:

- Ask a question via chat at the question button which displayed on every agenda, or you can click on the Video Conference button to ask a question via Video Call by type the question you want to ask, then wait for approval from staff to prepare for further questions in the meeting. Please kindly inform your name, surname, and status as a shareholder or proxy before starting to ask questions or give suggestions each time.
- For the questions or suggestions which the Company received in advance, the Company will answer such questions or suggestions when proceeding with the agenda related to those questions.

The Chairman therefore welcomed all shareholders attending the Extraordinary General Meeting of Shareholders No.2/2023 of the Company via electronic media (E-EGM), and informed the Meeting that quorum



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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 Annual General Meeting 2023 which was held on April 28, 2023

The Moderator informed the meeting that the minutes of the Annual General Meeting 2023 which was held on April 28, 2023 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 which was sent to all shareholders together with the meeting invitation letter. The Board of Directors has carefully considered that such meeting has been recorded accurately.

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

Resolution The Meeting resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders which held on April 28, 2023 with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the meeting and casting their votes
Approve	345,934,543	100.0000
Disapprove	0	0.0000
Abstain	2,946,700	-
Voided Ballot	0	0.0000
	348,881,243	100.0000

Remark 1. The resolution for this agenda item must be approved by a majority vote of shareholders attending the meeting and casting their votes.



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According to the matters to be considered in Agenda 2 to Agenda 5 are related matters, therefore, if any agenda is not approved by the Extraordinary General Meeting of Shareholders No. 2/2023, it will be considered that the other agendas are also not approved by the Extraordinary Meeting of Shareholders No. 2/2023. Any transactions previously approved by the Extraordinary General Meeting of Shareholders No. 2/2023 will be cancelled and will not further consider other agendas. It will be considered that the consideration and approval of various matters as shown in 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)**

The Moderator informed the meeting that 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 WW6 Warrants to the existing shareholders, shall be discarded) (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares No. 6 (W-W6)).

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 WW6 Warrants in compliance with the law, including but not limited to the power to the following actions:



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- (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 WW6 Warrants on this occasion.

In addition, 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 proposed in all respects.

The Chairman gave shareholders or proxies an opportunity to ask questions on this agenda.

The details are as follows:

The Question: : Is the allocation of additional shares plus warrants to
 Mr. Piyapong Prasaththong remove the c sign and expand the Domino's pizza
 Invertor restaurant?



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Miss Saowanee Khaoubol : In order to the Company have already been sold the
 Chief Executive Officer (Acting) shares of Domino Asia Pacific Company Limited in mid
 of November 2022. In this regard, the Company issued
 additional RO shares with the objective of increasing
 liquidity for the Company. In addition, it is a part that will
 help solve problem C as well, but it is not related to
 expanding the branches of Domino's Pizza in any way

Resolution The Meeting resolved to approved the issuance and allocation of warrants to purchase
 ordinary shares of the Company (W-W6) to the existing shareholders of the Company in
 proportion to their respective shareholdings with free of charge (RO Warrant Sweetener) with
 the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the meeting and has the right to vote
Approve	345,934,543	99.1554
Disapprove	0	0.0000
Abstain	2,946,700	0.8446
	348,881,243	100.0000

Remark 1. 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

The Moderator informed the meeting that 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 Company Act Section 136 which prescribed that a public company limited



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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 (273,800,000 ordinary shares with par value of THB 1) from the original registered capital of THB 1,584,498,713 (1,584,498,713 ordinary shares with par value of THB 1) to the registered capital of THB 1,310,698,713 (1,310,698,713 ordinary shares with par value of THB 1) by cancelling unsold ordinary of 273,800,000 shares with par value of THB 1 (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 325,585,317 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)
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)



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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.

In addition, the Board of Directors has carefully considered and propose the shareholders' meeting to approve the decrease of the registered capital of the Company in the amount of THB 273,800,000 from the original registered capital of THB 1,584,498,713 to the registered capital of THB 1,310,698,713 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.

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 Resolved to 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 with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the meeting and has the right to vote
Approve	345,934,543	99.1554
Disapprove	0	0.0000
Abstain	2,946,700	0.8446
	348,881,243	100.0000



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- Remark** 1. 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

The Moderator informed the meeting that 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 plan.

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 Registered Capital : 1,704,744,069.00 Baht (One Thousand Seven Hundred and Four Million, Seven Hundred Forty Four Thousand, and Sixty Nine Baht)



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Divided into	:	1,704,744,069 Shares	(One Thousand Seven Hundred and Four Million, Seven Hundred Forty Four Thousand, and Sixty Nine Shares)
Par Value	:	1.00 Baht	(One Baht)
Divided into	:		
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 -	-

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.

In addition, the Board of Directors has carefully considered and propose the shareholders' meeting to approve the increase of the registered capital of the Company in the amount of THB 394,045,356 from the original registered capital of THB 1,310,698,713 to the registered capital of THB 1,704,744,069 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.

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 Resolved to 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 with the details as proposed in all respects, with the following votes:



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Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the meeting and has the right to vote
Approve	345,934,543	99.1554
Disapprove	0	0.0000
Abstain	2,946,700	0.8446
	348,881,243	100.0000

- Remark** 1. 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

5.1 The Moderator informed the meeting that according to 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 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.



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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



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shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each 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



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Date, Offering period, offering price, payment method, details of allocation and other offerings;

- (c) To sign a request for permission, are quest 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
- (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. 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).

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.



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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 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

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 (F5 3-5) 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,



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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 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. Tor.Jor. 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 Tor.Jor.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. Tor.Jor. 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



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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 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).

The Chairman gave shareholders or proxies an opportunity to ask questions on this agenda. The details are as follows:

The Question: : Are there any adjustments to W-W5 rights?

Mr. Piyapong Prasaththong

Inventor

Miss Thitawan : Adjusting rights for W-W5 must wait for the company
 Thanasombatpaisarn put up the XR sign. In the case of issuing additional
 Legal Advisor from Kudun and shares with Right Offering first. Therefore, it must wait
 Partners Company Limited and see the calculation of rights after posting the XR
 sign again to see if there will be an event in adjusting
 rights to W-W5 or not.

Resolution The Meeting resolved to 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



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Enclosure 1
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exercise of W-W6 Warrants with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the meeting and has the right to vote
Approve	345,934,543	99.1554
Disapprove	0	0.0000
Abstain	2,946,700	0.8446
	348,881,243	100.0000

Remark 1. 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)

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

Since there is no additional matters to be consider and no shareholders ask additional questions, the Chairman thanked the shareholders of the Company for attending the meeting of Shareholders No.1/2023, and the meeting adjourned at 11.10 hours.

.....

(Miss Netnapa Wongma)

Meeting Recorder

.....

(Mr. Tanawat Ueasiripan)

Chairman