

(F 53-4)

Capital Increase Report Form
Wow Factor Public Company Limited
February 15, 2024

We, Wow Factor Public Company Limited (the “Company”), hereby report that the Board of Directors’ Meeting No. 1/2024 held on February 15, 2024 has passed the resolutions in respect of the Company’s capital increase and the offer and allocation of the newly issued shares to specific persons by way of private placement as follows:

1. Capital increase

The Board of Directors' Meeting No. 1/2024 held on February 15, 2024 resolved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in an amount of THB 2,543,532,406 from current registered capital of THB 1,401,666,357 to new registered capital of THB 3,945,198,763 by issuing 2,543,532,406 new ordinary shares in a par value of THB 1 per share. The detailed information is as follows:

Type of Capital Increase	Type of shares	Number of shares (Share)	Par Value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specific Use of Proceed	Ordinary	2,543,532,406	1.00	2,543,532,406
<input type="checkbox"/> General Mandate	-	-	-	-

2. The allocation of the newly issued shares

2.1 Specific use of proceed

Allocated to	Number of shares	Ratio (Existing: New)	Selling price (THB per share)	Date and Time of subscription and share payment	Remark
1. To support the exercise of rights under the warrants to purchase the ordinary	893,532,406	3 issued ordinary shares: 1 unit of warrant	-	The exercise of rights to purchase ordinary shares of the	Please consider remark below

Allocated to	Number of shares	Ratio (Existing: New)	Selling price (THB per share)	Date and Time of subscription and share payment	Remark
shares of Wow Factor Public Company Limited No. 7 (“W-W7 Warrants”)				Company under the W-W7 Warrants will be in accordance with the conditions for exercising the rights specified in the terms and conditions of the rights and duties of the warrant issuer and warrant holders of warrants to purchase ordinary shares of Wow Factor Public Company Limited (W-W7) (“ Terms and Conditions ”).	
2. To offer by private placement to the following 10 persons:	1,650,000,000				

Allocated to	Number of shares	Ratio (Existing: New)	Selling price (THB per share)	Date and Time of subscription and share payment	Remark
2.1. Miss Satita Balasuvatthi	600,000,000	-	0.65	-	Please consider remark below
2.2. Miss Charinraj Pengsawatd	381,000,000	-	0.65	-	Please consider remark below
2.3. Mr. Suphachai Watnasuvisuth	185,000,000	-	0.65	-	Please consider remark below
2.4. Dr. Patima Jeerapaet	135,000,000	-	0.65	-	Please consider remark below
2.5. Mr. Nattapong Seetavorarat	100,000,000	-	0.65	-	Please consider remark below
2.6. Dr. Chartchai Pookayaporn	99,000,000	-	0.65	-	Please consider remark below
2.7. Mr. Thiti Wongsuttirat	50,000,000	-	0.65	-	Please consider remark below
2.8. Mr. Boon-Aue Chitthanom	40,000,000	-	0.65	-	Please consider remark below
2.9. Miss Punyaneer Wongcharoenwattana	30,000,000	-	0.65	-	Please consider remark below

Allocated to	Number of shares	Ratio (Existing: New)	Selling price (THB per share)	Date and Time of subscription and share payment	Remark
2.10. Mr.Patipol Prawangsuk	30,000,000	-	0.65	-	Please consider remark below
total	2,543,532,406				

Remark

1. The Board of Directors' Meeting resolved to approve the increase in the Company's registered capital of THB 2,543,532,406 from the current registered capital of THB 1,401,666,357 to the new registered capital of THB 3,945,198,763 by issuing 2,543,532,406 new ordinary shares with a par value of THB 1.00 per share with details as follows:

1.1. To allocate newly issued ordinary shares in the amount of not exceeding 893,532,406 shares at a par value of THB 1 to support the exercise of rights under the W-W7 Warrants, with the exercising ratio of 3 existing ordinary shares per 1 unit of the W-W7 Warrant, each of the W-W7 Warrant representing the right to purchase 1 newly issued ordinary shares of the Company at the exercising price of THB 1 per share (unless there are adjustments based on the conditions specified in the terms and conditions of the rights and duties of the warrant issuer of the W-W7 Warrants).

In addition, the Meeting resolved to propose to the shareholders' meeting to consider authorizing the Board of Directors and/or 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 make any arrangement necessary for, relating to the issuance and allocation of the W-W7 Warrants in compliance with the law, including but not limited to the power to the following actions:

- (1) To determine and amend any rules, terms, conditions and other details relating to the issuance and allocation of the W-W7 Warrants, the amendment of exercise ratio and exercise price under the term and condition including the determination of the date to determine the list of shareholders entitled to be allocated the W-W7 Warrants;
- (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-W7 Warrants, and the amendment

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”), Stock Exchange of Thailand (the “SET”), governmental agencies or relevant authorities in relation to the issuance and allocation of the W-W7 Warrants and the listing of the W-W7 Warrants and the newly issued ordinary shares from the exercise of the W-W7 Warrants as listed on the SET;

- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the W-W7 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the W-W7 Warrants on this occasion.
- (4) Undertake any other necessary and appropriate actions related to the issuance and allocation of W-W7 Warrants to ensure the successful completion of the aforementioned procedures and the issuance and allocation of W-W7 Warrants this time.

1.2. To support the issuance and allocation of newly issued ordinary shares to offer to specific persons by way of private placement. In addition, the Meeting resolved to propose to the Shareholders' Meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase with the details as follows.

“Clause 4. Registered Capital	:	THB 3,945,198,763	(Three Billion Nine Hundred and Forty Five Million One Hundred Ninety Eight Thousand Seven Hundred and Sixty-Three Baht)
Divided into	:	3,945,198,763 Shares	(Three Billion Nine Hundred and Forty Five Million One Hundred Ninety Eight Thousand Seven Hundred and Sixty-Three Shares)
Par value of	:	THB 1	(One Baht)
Categorized into	:		

Ordinary : 3,945,198,763 Shares (Three Billion Nine Hundred and Forty
shares Five Million One Hundred Ninety Eight
Thousand Seven Hundred and Sixty-
Three Shares)

Preference : -None-
shares -

In addition, the Meeting resolved to propose to the Shareholders' Meeting to approve to authorize the Company's authorized director or the person authorized by the Company's authorized director to have the power to file applications for registration of the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action in compliance with the registrar's order to effect the registration.

2. The Board of Directors Meeting resolved to approve the allocation of the Company's new ordinary shares of not exceeding 1,650,000,000 shares, with a par value of THB 1.00, to offer to 10 specific persons (Private Placement) (collectively referred as the "Investors") at an offering price of THB 0.65 per share as follows;

Names of Investors to whom newly issues ordinary shares are allotted	Number of shares allotted	After PP Allocation	
		Number of shares	Percent (of the total paid-up capital after capital increase through PP)
1. Miss Satita Balasuvatthi	600,000,000 shares	600,000,000 shares	600,000,000 shares
2. Miss Charinraj Pengsawatd	381,000,000 shares	381,000,000 shares	381,000,000 shares
3. Mr.Suphachai Watnasuvisuth	185,000,000 shares	185,000,000 shares	185,000,000 shares
4. Dr. Patima Jeerapaet	135,000,000 shares	135,000,000 shares	135,000,000 shares
5. Mr. Nattapong Seetavorarat	100,000,000 shares	100,000,000 shares	100,000,000 shares

Names of Investors to whom newly issues ordinary shares are allotted	Number of shares allotted	After PP Allocation	
		Number of shares	Percent (of the total paid-up capital after capital increase through PP)
6. Dr. Chartchai Pookayaporn	99,000,000 shares	99,000,000 shares	99,000,000 shares
7. Mr. Thiti Wongsuttirat	50,000,000 shares	50,000,000 shares	50,000,000 shares
8. Mr. Boon-Aue Chitthanom	40,000,000 shares	63,000,000 shares	63,000,000 shares
9. Miss Punyanee Wongcharoenwattana	30,000,000 shares	30,000,000 shares	30,000,000 shares
10. Mr. Patipol Prawangsuk	30,000,000 shares	34,404,900 shares	34,404,900 shares
Total	1,650,000,000 shares	1,677,404,900 shares	62.58

In addition, the Investors do not have any relationship or act in concert (Concert Party), or have any relationship to be construed as persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) to impose the Investors with the duties to make a tender offer to purchase all securities of the Company subsequent to the allocation of the newly issued ordinary shares of the Company.

The issuance and allocation of the newly issued ordinary shares for offering to Miss Satita Balasuvatthi is regarded as a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 2008 (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), dated November 19, 2003 (as amended) (the "Notifications on Connected Transactions"), by the following reasons:

Before the capital increase, Miss Satita Balasuvatthi has no any relationship with the Company, directors, executives, or individuals with controlling power or proposed to be executives or controlling person

of the Company. However, after the subscription of newly issued ordinary shares, Miss Satita Balasuvatthi will become the major shareholder of the Company by holding 600,000,000 shares or representing approximately 22.38 percent of total issued and paid-up shares of the Company. Moreover, Miss Satita Balasuvatthi will be proposed to be a director of the Company by the approval from the next Board of Directors' Meeting. By the aforementioned reasons, the allocation of newly issued ordinary shares to Miss Satita Balasuvatthi, therefore, considered as a connected transaction pursuant to the Notifications on Connected Transactions. Furthermore, apart from Ms. Sathita Pholsuwat, the other 9 Investors have not agreed with the Company to be nominated as executives or directors of the Company.

This connected transaction having the value of THB 390,000,000, which the Company require to proceed the following actions as the transaction value is more than THB 20,000,000:

- (1) To prepare a report and disclose information regarding the offering newly issued ordinary shares to specific investors (Private Placement) and disclose information regarding the above Connected Transactions of 1 investor to the SET immediately, according to the Notification No. TorJor. 28/2565 and the Notifications on Connected Transactions;
- (2) Appoint an independent FynnCorp financial advisor to perform various related duties, including giving opinions as specified in the Connected Transaction Notification. The independent financial advisor's opinion report will be sent to shareholders for consideration along with the Shareholders' Meeting invitation letter.

In this regard, the Company has appointed FynnCorp Advisory Co., Ltd., a financial advisor approved by the SEC, to act as an independent financial advisor to provide opinions to shareholders regarding the issuance and allocation of newly issued ordinary shares to Miss Satita Balasuvatthi, who is the connected person.

- (3) Convene a Shareholders' Meeting of the Company in order to approve the issuance and allocation of newly issued ordinary shares to the Investor and entering into the aforementioned connected transaction. The Shareholders' Meeting invitation letter will be sent to shareholders no less than 14 days before the Shareholders' Meeting date and must be approved by the Shareholders' Meeting with a vote of not less than three-fourths of the total votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders who have conflicting interest.

Moreover, the issuance and offering of newly issued ordinary shares is considered as the offerance of newly issued shares by way of Private Placement, as deemed significant according to the Notification No. TorJor. 28/2565 re: approval for the listed companies to issue the newly-issued shares to the specific investors

(as amended) (“**Notification No. TorJor. 28/2565**”). As the issuance and allocation of newly issued shares will affect the Investor becoming shareholder with the highest voting rights in the Company and impact the earnings per share or control dilution of shareholders by a proportion not less than 25 percent , considering the number of paid-up shares before the date which the Board of Directors has a resolution to propose the agenda for the Shareholders' Meeting. Therefore, the Company shall engage an independent financial advisor to provide opinions to shareholders regarding (1) the appropriateness of the price and conditions of the share offering, (2) the rationale and benefits of the share offering to investors, including the plan for using the funds raised from the share offering, compared to its impact on shareholders, and (3) the opinion on whether shareholders should approve or disapprove, along with the reasons. In this regard, the Company has appointed FynnCorp Advisory Co., Ltd. as the independent financial advisor to provide opinions to the shareholders as mentioned above.

The issuance of newly ordinary shares is an offering where the Board of Directors' Meeting of the Company passed a resolution to clearly specify the offering price and propose to the Shareholders' Meeting to determine the offering price at THB 0.65 per share with the total value of not exceeding THB 1,072,500,000, which is not considered as an offering of new shares at a price lower than 90 percent of the market price pursuant to the Notification No. TorJor. 28/2565. 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 newly ordinary shares to the Investors to the Shareholders' Meeting for approval, which is a period between January 25, 2024 and February 14, 2024. The market price is THB 0.7082 per share (Source: SETSMART from www.setsmart.com).

In this regard, since the Company has accumulated losses as shown in the financial statements for the specific business as of the end of the accounting period on December 31, 2023, the Company is therefore able to determine the offering price of ordinary shares to increase the Company's capital, which will be offered for sale to investors in a private placement (Private Placement) in this round, at a price lower than the par value of the Company. The Company must comply with Section 52 of the Public Limited Company Act B.E. 2535 (as amended), and approval must be obtained from the Shareholders' Meeting with a vote of not less than three-fourths of the total votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders who have conflicting interest.

As the offering price of the newly issued ordinary shares offered by way of private placement is not considered as the offering with price lower than 90 percent of the market price as per the criteria under Notification No. TorJor. 28/2565, such shares offered for sale are not subject to the Silent Period. Therefore, the Company is not obligated to prohibit investors who have received shares from the offering of newly issued shares by way of Private Placement in this round from selling all the shares acquired from the offering within the timeframe specified by the criteria set forth in the Securities and Exchange Commission's Announcement on

Criteria, Conditions, and Procedures for Considering Applications for Registration of Ordinary Shares or Preferred Shares Offering in the Securities Market, B.E. 2558, dated May 11, 2015 (as amended). In addition, neither the Company nor the 10 Investors have entered into an agreement stipulating that the aforementioned Investors are prohibited from selling the ordinary shares offered by the Company by way of private placement to the 10 Investors.

However, the allotment of the shares as detailed above must not result in the 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 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 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 paid-up shares of the Company.

In addition, the Notification No. TorJor. 28/2565 provides that the Company shall complete the offering within the period as approved by the Shareholders' Meeting but not exceeding 3 months from the date on which the Shareholders' Meeting passes a resolution to approve the offering of newly issued shares, or the Company shall complete the offering within 12 months from the date on which the Shareholders' Meeting passes a resolution to approve the offering of newly issued shares in the event where it is clearly specified by the resolution of the Shareholders' Meeting that after such 3-month period has ended, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period. Therefore, the Board of Directors has considered to propose the Shareholders' Meeting to authorize the Board of Directors or the person authorized by the Board of Directors to determine the offering price based on the market price during the offering period after a lapse of 3 months after the date on which the Shareholders' Meeting resolves to approve the offering of newly issued shares.

For the Company's offering of newly issued shares be complied with the Notifications on Connected Transactions, the meeting therefore approved to propose to the Shareholders' Meeting to consider and approve entering into the connected transaction and propose to the Shareholders' Meeting to consider and approve to authorize the Board of Directors, Executive Committee, Chief Executive Officer or the person authorized by the Board of Directors, Executive Committee, Chief Executive Officer to have the power to take all action associated with the issuance, offering, allotment and subscription of the newly ordinary shares, including the following:

- (1) To consider and determine any details necessary for and relating to the allotment of the newly issued ordinary shares of the Company to specific persons, including but not limited to determining the offering period, and other related details and conditions to be in consistence with the laws and rules concerning the issuance and offering of securities;

- (2) To determine and amend the date for shares subscription and shares offering date, allocation date of newly issued ordinary shares, either for one time or multiple times,) the shares subscription payment, including the conditions and other details concerning the subscription and offering of such newly issued ordinary shares;
- (3) To determine the share offering price based on market price in the event that more than 3 months have elapsed from the date of the Shareholders' Meeting resolution approving the private placement of shares to specific persons. However, this shall be in accordance with the rules set for in the Notification No. TorJor. 28/2565. The offering price shall be the best possible price based on the market price during the period that the Company offers the shares to specific persons.
- (4) To execute, sign, amend, contact or notify and report for any applications and evidence necessary and relevant to the issuance, offering, allotment, subscription, and distribution of the Company's newly issued ordinary shares, including contact and filing of such applications, documents, and evidence to the Ministry of Commerce, the SEC Office, the SET, or any government agencies or relevant agencies involved with the listing the newly issued ordinary shares of the Company as listed securities on the SET, and have the power to take any actions necessary and appropriate for the successful of issuance, offering, and allocation of the new ordinary shares to the the private placement;
- (5) To register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action in compliance with the registrar's order(s) to effect the registration.

Please refer to the additional details regarding the offering of newly issued ordinary shares to specific persons by way of private placement, including the determination of the offering price and the connected transaction in Enclosure 9 (Information Memorandum of the Company on the Offering and Allocation of Newly Issued Shares by way of Private Placement and Connected Transaction of Wow Factor Public Company Limited).

2.2 Actions to be taken by the Company in case of a fraction of shares

- (1) After the calculation and allocation of shares to accommodate the exercise of rights under the W-W7 Warrants for existing shareholders, any fractional shares will be rounded off and discarded.
- (2) The allocation of the newly issued ordinary shares through Private Placement is offered in the entire amount to specific persons (Private Placement). Therefore, there is no case involving fractional shares.

2.3 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage per paid up capital	Remark
Existing Shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To accommodate the conversion/ Exercise the rights of the depository receipt to purchase transferable newly issues ordinary shares	Ordinary	-	-	-
	Preferred	-	-	-
Public	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

3. **Schedule for the Shareholders' Meeting to approve the capital increase and the allocation of the newly issued ordinary shares**

The 2024 Annual General Meeting of Shareholders is scheduled to be held on April 30, 2024 at 10.00 a.m. via electronic means according to Emergency Decree on Electronic Meetings, B.E.2563 (2020), and related laws and regulations.

- Record Date to determine the list of shareholders entitled to attend the Shareholders' Meeting on March 18, 2024.
- Book Closing Date to determine the list of shareholders entitled to attend the Shareholders' Meeting from..... until the Shareholders' Meeting is completed.

4. **Approval of the capital increase / share allocation by the relevant governmental agencies and conditions thereto (if any)**

- (1) The capital increase must be approved by the Shareholders' Meeting with a vote of not less than three-fourths of the total votes of shareholders who attend the meeting and have the right to vote.
- (2) The Company will complete the registration of the increase in the registered capital the change in paid-up capital and the amendment to Memorandum of Association with the Department of Business Development under the Ministry of Commerce.
- (3) The Company must obtain the approval from the SEC for the issuance of newly issued ordinary shares to investors, adhering to the criteria specified in Notifications No. TorJor. 28/2565. In addition, for entering into the connected transactions, the Company must comply with 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) (the "Notifications on Connected Transactions") dated November 19, 2003 (as amended) and other relevant regulations.
- (4) The Company shall apply for approval from the SET for listing of the newly issued ordinary shares as listed securities on the SET.

5. **Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

The Company plans to issue and offer newly issued ordinary shares to investors and utilizing the proceeds obtained from the capital increase for additional investments in the expansion of the Company and its subsidiaries. Additionally, the funds will be used as working capital for the Company. The details of this plan are as follows:

Objectives and Utilization Plan	Amount of Capital	Period
Capital increase from the Private Placement		
1.1 To accommodate the expansion and improvement of branches of the Kagonoya restaurant brand, and future investments in subsidiary companies.	Approximately THB 50 - 150 million	2024-2025
1.2 To support investment in businesses related to the Group's existing businesses and/or potential businesses with a high return on investment,	Approximately THB 300 - 650 million	

Objectives and Utilization Plan	Amount of Capital	Period
namely, a business related to agriculture and the food industry.		
2. To settle the Company's current liabilities which have served as a source of capital for its operations during the past period, (including the Investors, offered of newly issued ordinary shares in this round, namely Mr. Nattapong Seetavorarat). The debts to be repaid encompass trade creditors and other liabilities.	Approximately THB 350 – 450 million	
3. To utilize as the Company's working capital	The remaining proceeds from nos. 1 and 2	

The aforementioned capital utilization plan is subject to adjustments based on the Company's current cash and liquid assets, operational performance, cash flow, business plans, investment plan and other pertinent factors as deemed appropriate by the Board of Directors, taking into account of the ultimate benefit of the Company and the shareholders.

However, In the event that the Company utilizes the funds received from this capital increase to support investment expansion for the future growth of the Company and its subsidiaries, as previously mentioned, the Company will bring details related to such business to obtain approval from the Board of Directors of the Company for considering the ultimate benefit of the Company and the shareholders. The Company shall comply with the Notification of the Capital Market Supervisory Board No. Tor Jor. 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 or Disposition of Assets B.E. 2547 (2004) Moreover, if such investment transactions fall under the definition of connected transaction, the Company will also comply the Notification of Connected Transaction and relevant regulations.

Please refer to the additional details regarding the offering of newly issued ordinary shares to specific persons by way of private placement, including the determination of the offering price and the connected transaction in **Enclosure 9** (Information Memorandum of the Company on the Offering and Allocation of Newly

Issued Shares by way of Private Placement and Connected Transaction of Wow Factor Public Company Limited).

6. Benefits from the capital increase/share allocation to the Company

The Company aims to enhance operational efficiency in its existing business by investing in expanding branches, improving existing branches of the restaurant brand "Kagonoya" in both expanding branches and improving existing ones. According to the original business plan, the Company intends to have a minimum of 30 branches in Thailand (currently approximately 20 branches). Additionally, the Company needs to consider closing branches that cannot generate revenue as intended and open replacement branches. Besides branch expansion, renovation is necessary due to Kagonoya's branches being located in shopping malls, which have requirements for the store to be consistently well-maintained. This is a standard condition for leasing space in malls, and renovations are typically conducted every 5-7 years. The Company cannot specify the exact renovation cost due to various factors that influence decision-making. Moreover, decisions regarding branch expansion, renovation, and closure are subject to change at any time due to high competition in the Suki & Shabu restaurant business. As well as, investing in businesses that can complement its core operations, including businesses with good return potential that contribute positively to the Company's overall performance in the future, precise details at this time cannot be provided due to undergoing due diligence and valuation assessment. The Company is currently considering approximately 2-3 projects with an estimated investment value ranging from THB 300 to 650 million. These projects are in the agriculture and food industry and/or businesses that can synergize with the Company's existing operations. Once clear information is available, the company will adhere to relevant criteria. Additionally, the offering and allotment of the newly issued ordinary shares in this round will result in will be allocated to repay the company's debts, reducing interest burdens and addressing outstanding payments with various trading partners. Furthermore, using the funds as working capital will strengthen the Company's liquidity. The issuance and offering of newly ordinary shares in this round will facilitate quick capital mobilization and reduce the burden on existing shareholders in terms of capital injection. This will result in improved liquidity and better operational performance for the Company. The Board of Directors believes that the increase in registered capital will help rectify the current cautionary sign (C Caution) status of the Company's securities (for Shareholder's equity less than 50 percent of the paid-up registered capital).

Please refer to the additional details regarding the offering of newly issued ordinary shares to specific persons by way of private placement, including the determination of the offering price and the connected transaction in Enclosure 9 (Information Memorandum of the Company on the Offering and Allocation of Newly Issued Shares by way of Private Placement and Connected Transaction of Wow Factor Public Company Limited).

7. Benefits from the capital increase/share allocation to the shareholders

When comparing the benefits that shareholders will receive with the various impacts, the Company deems that after entering into this transaction, the Company will have funding for business expansion and also increase in the Company's working capital for the business's operation. This will strengthen the liquidity and financial status of the Company, enhancing its ability to generate future revenues. The aforementioned capital utilization plan is expected to reliably generate income for the company and provide long-term stability. This will help mitigate the impact of the current business fluctuations for the Company. Furthermore, it will contribute to the Company's flexibility and potential for greater business growth, ultimately boosting revenue and profits for the Company in the future. In this regard, if the Company maintains strong operational performance, shareholders will receive dividends in accordance with the dividend payment policy.

8. Other details necessary for decision-making by shareholders in approving the capital increase and the share allocation

Please refer to the additional details regarding the offering of newly issued ordinary shares to specific persons by way of private placement, including the determination of the offering price and the connected transaction in Enclosure 9 (Information Memorandum of the Company on the Offering and Allocation of Newly Issued Shares by way of Private Placement and Connected Transaction of Wow Factor Public Company Limited).

9. Schedule of actions in the case of the Board of Directors' Meeting resolves to approve the capital increase/the allotment of newly issued ordinary shares.

No.	Procedure	Date
1.	The Board of Directors' Meeting	February 15, 2024
2.	Record Date to determine the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders	March 18, 2024
3.	The 2024 Annual General Meeting of Shareholders	April 30, 2024
4.	The capital increase's registration with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting
6.	The Company offer the newly issued ordinary shares to specific persons by way of Private Placement	Within 3 months from the date of approval from the Shareholders' Meeting / within 12 months from the date on which the Shareholders'

No.	Procedure	Date
		Meeting resolves to approve the offering of shares. In the event that the shareholders clearly resolve after the expiration of the 3 month period. The Board of Directors or the person assigned by the Board of Directors shall determine the offering price based on the market price during the offering period. Therefore, after such 3-month period has ended, the Board of Directors or the person authorized by the Board of Directors shall determine the offering price based on the market price during the offering period.
7.	Registration of the change of the paid-up capital with the Ministry of Commerce	Within 14 days after the the Company receives payment for the newly issued ordinary shares
8.	Filing an application form to accept the newly issued ordinary shares issued and offered to the private placement (Private Placement) as listed securities on the SET.	Within 30 days the closing date of the offering of newly issued ordinary shares
9.	Determination of the date for determining the shareholders who are entitled be allocated the W-W7 Warrants (Rights Offering) (Record Date)	The Company will announce later on

The Company hereby certifies that the information contained in this report is true and complete in all respects.

Signature

(Miss Saowanee Khaoubol)

Director

(Mr. Tanawat Ueasiripan)

Director