



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

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

April 11, 2024

**Subject:** Invitation to the 2024 Annual General Meeting of Shareholders

**To** The Shareholders  
Wow Factor Public Company Limited

**Enclosure**

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2023
2. Annual Registration Statement/Annual Report for the Year 2023 (Form 56-1 One Report) (QR Code)
3. Financial statements for the year ended December 31, 2023, on Annual Registration Statement/Annual Report for the Year 2023 (Form 56-1 One Report)
4. Profile of Directors Nominated for the Election of Director in Replacement of those to be Retired by Rotation and Profile of Nominated Candidate for the Election of Director in Replacement of those Resigned from the position
5. Profiles of the proposed Auditors for the Year 2024
6. The Company's Articles of Association Relevant to the Shareholder's Meeting
7. Draft of the Company's Articles of Association (Only the Amended Clause)
8. Capital Increase Report Form (F53-4)
9. Information Memorandum regarding the Issuance Offering and Allotment of Newly Issued Ordinary Shares and Related Transaction of Wow Factor Public Company
10. Opinion of the Independent Financial Advisor on the Issuance and Offering of New Ordinary Shares of the Company through Private Placement, which is considered as a Significant Transaction and the Acquisition of Assets and Connected Transaction
11. Information Memorandum of Wow Factor Public Company Limited on the Acquisition of Assets and Connected Transaction
12. Information Memorandum of Wow Factor Public Company Limited on the Acquisition of Assets (List 2)
13. Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares of Wow Factor Public Company Limited No. 7 (W-W7)
14. Profile of the Independent Directors to be Appointed as Proxy of Shareholders and the Definition of Independent Director
15. Proxy Form A, Form B and Form C
16. Privacy Notice for the Shareholder's Meeting

17. Guidelines for attending the Shareholders' Meeting through Electronic Media (E-AGM) and the Appointment of Proxies through IR PLUS AGM application

The Board of Directors of Wow Factor Public Company Limited (the "Company") would like to inform that the Board of Directors' Meeting No. 1/2024 which was held on February 15, 2024 and the Board of Directors' Meeting No. 2/2024 which was held on March 4, 2024 has resolved to convene the 2024 Annual General Meeting of Shareholders on April 30, 2024 at 10:00 hours via electronic media (E-AGM) under the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws. The agendas of the meeting are as follows:

**Agenda 1**      **To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2023 which held on November 21, 2023**

**Fact and Reasons**

The purpose is for the shareholders to jointly consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 2/2023 which held on November 21, 2023, which have been prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 2/2023 and published on the Company's website. The details are as appeared in Enclosure 1 (the minutes of the Extraordinary General Meeting of Shareholders No. 2/2023), which send to all shareholders together with this invitation letter.

**Opinion of the Board of Directors**

The Board of Directors considered that such meeting was recorded accurately. Therefore, propose to the Annual General Meeting of Shareholders to consider and certify the minutes of such meeting.

**Voting**

The resolution in this agenda shall be certified by a majority vote of the total votes of the shareholders who attend the meeting and cast their vote.

**Agenda 2**      **To acknowledge the report on the annual operational results for the fiscal year ended 31 December 2023**

**Fact and Reasons**

The Company has summarized the past operational results together with the significant changes that had occurred during the year 2023 in the report on the annual operational results for the year 2023, for the fiscal year ended December 31, 2023, as detailed in the Enclosure 2 (Annual Registration Statement/Annual Report for the Year 2023 (Form 56-1 One Report)).

### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to acknowledge the report of the Company's annual operational results for the fiscal year ended December 31, 2023 and the Annual Report for the Year 2023.

### Voting

This agenda is for acknowledgment, therefore voting is not required.

**Agenda 3** To consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended December 31, 2023

### Fact and Reasons

To comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (the "Public Limited Companies Act") and Article 36 of the Company's Articles of Association which require the Board of Directors to prepare the statement of financial position and the statement of comprehensive income of the Company as of the last day of the fiscal year of the Company in order to propose to the Shareholders' Meeting to consider and approve in the Annual General Meeting of Shareholders.

The Company has prepared the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended December 31, 2023 which have been audited by the certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors' Meeting, as detailed in Enclosure 3 (the financial statements and the consolidated financial statements of the Company for the fiscal year ended December 31, 2023 in the Annual Registration Statement/Annual Report for the Year 2023 (Form 56-1 One Report).

### Opinion of the Board of Directors

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the statement of financial position and the statement of comprehensive income of the Company for the fiscal year ended December 31, 2023 which have been audited by the certify public accountant, reviewed by the Audit Committee and approved by the Board of Directors' Meeting of the Company.

### Voting

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes.

**Agenda 4** To consider and approve the omission of the allocation of profit for legal reserve and omission of the dividend payment for the operational results for the year 2023

**Fact and Reasons**

To comply with Section 115 and Section 116 of the Public Limited Companies Act and Article 38 and Article 39 of the Company's Articles of Association which require the Company to pay the dividend from the profit of the Company and allocate not less than 5 percent of its annual net profit after the deficit brought forward (if any) to a reserve fund until this reserve fund attains an amount not less than 10 percent of the registered capital, and the Board of Directors is required to consider the appropriateness of the dividend payment or the omission of dividend payment from the operational results. The Shareholders' Meeting shall be proposed for consideration and approval.

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

**Opinion of the Board of Directors**

The Board of Directors has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the allocation of profits as Company's legal reserve and omission of the dividend payment for the operational results for the year 2023 as the Company has a net loss and accumulated loss.

**Voting**

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes.

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

**Fact and Reasons**

To comply with Section 71 of the Public Limited Companies Act and Article 18 of the Company's Articles of Association which require one-third (1/3) of the total number of directors to retire in every annual general meeting of shareholders, and the directors who retire by rotation may be re-elected. In the 2024 Annual General Meeting of Shareholders, the directors who retire by rotation are as follows:

Name of Directors who shall Retire by Rotation	Position	Number of meetings attended in the Year 2023			Term of Directorship
		Board of Directors	Audit Committee	Nomination and Remuneration Committee	
1. Mr. Tanawat Ueasiripan	Director / Vice Chairman of the Board of Directors	9/9	-	-	1 year 2 months
2. Miss Naphat Tavisangsiri	Director	3/3	-	-	5 months
3. Mr. Sivaporn Chomsuwan	Independent Director	-	-	-	Appointed on February 15, 2024

The Board of Directors unanimously resolved to propose that the following 3 directors who to retire by rotation to resume their directorship, for another term.

- (1) Mr. Tanawat Ueasiripan                      Director / Vice Chairman of the Board of Directors
- (2) Miss Naphat Tavisangsiri                      Director
- (3) Mr. Sivaporn Chomsuwan                      Independent Director

In this regard, the Board of Directors has deliberately and carefully screened and considered and, then, viewed that three directors are knowledgeable, experienced and skillful, which will benefit the Company's operations and have full qualifications and do not have any prohibited characteristics under the Public Company Limited Act and the Securities and Exchange Act, B.E. 2535 (1992) (including the amendments thereof) and other relevant regulations. In addition, a person taking independent director position is also qualified under the qualifications of independent director, pursuant to provisions of the Office of the Securities and Exchange Commission (the "SEC Office") and appropriate to take the director position in the Company including being able to independently provide opinions and in accordance with the relevant regulations.

In this regard, profile of directors nominated for the election of director in replacement of those to be retired by rotation is detailed in **Enclosure 4** (Profile of Directors Nominated for the Election of Director in Replacement of those to be Retired by Rotation and Profile of Nominated Candidate for the Election of Director in Replacement of those Resigned from the position).

Moreover, the Company has provided an opportunity for the shareholders to nominate a person in consideration of appointment of directors for the 2024 Annual General Meeting of Shareholders in advance from December 15, 2023, to January 31, 2024, on the Company's website, but there are no shareholders additionally nominating any person as a director.

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

The Board of Directors, with the consideration and suggestion of the Nomination and Remuneration Committee, excluding the directors having the vested interest, has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the election of 3 directors who are due to retire by rotation to resume their directorship for another term.

- |     |                           |  |
|-----|---------------------------|--|
| (1) | Mr. Tanawat Ueasiripan    | Director / Vice Chairman of the Board of Directors |
| (2) | Miss Naphat Tavisaengsiri | Director   |
| (3) | Mr. Sivaporn Chomsuwan    | Independent Director                               |

#### **Voting**

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes. (In consideration of appointing directors to replace those who retire by rotation, the Company shall propose to the Shareholders' Meeting to consider and approve on an individual basis).

Agenda 6 To consider and approve the determination of the directors' and sub-committees' remuneration for the year 2024

Fact and Reasons

To comply with Section 90 of the Public Limited Companies Act which requires that the remunerations for directors must be determined and approved by the Annual General Meeting of Shareholders.

The Nomination and Remuneration Committee has deliberately considered the determination of the directors' and sub-committees' remuneration for the year 2024 according to the appropriateness and scope of duty and responsibility, amounting to the total number of not exceeding THB 3,000,000. In this year, it is proposed that the executive directors will not receive the directors' and sub-committees' remuneration. Details of which are as follows:

Details	THB per meeting	
	(Proposed Year) 2024	2023
1. Remuneration of the Directors		
- Chairman of the Board of Directors	15,000	15,000
- Independent Directors	10,000	10,000
- Directors	10,000	10,000
- Executive Directors	-	-
2. Remuneration of the Audit Committees		
- Chairman of the Audit Committees	15,000	15,000
- Member of the Audit Committee	10,000	10,000
- Executive Directors	-	-
3. Remuneration of Other Sub-Committees		
- Chairman of the Sub-Committees	15,000	15,000
- Member of the Sub-Committees	10,000	10,000
- Executive Directors	-	-

Remark:

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

In addition, the Board of Directors' Meeting approved to propose to the Shareholders' Meeting to consider and authorize the Board of Directors of the Company to allocate such amount of remuneration to each director and sub-committee under the amount approved by the Shareholders' Meeting.

#### Opinion of the Board of Directors

The Board of Directors, by the consideration and suggestion of the Nomination and Remuneration Committee according to role and responsibility of the Board of Directors and the Sub-committees, the Company's business performance as well as compared data with other companies in the same industry and has deemed appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the directors' and sub-committees' remuneration for the year 2024, amounting to the total number of not exceeding THB 3,000,000 including the authorization of the Board of Directors to allocate such amount of remuneration to each director and sub-committee under the amount approved by the Shareholders' Meeting, as per details proposed above.

#### Voting

The resolution in this agenda requires votes not less than two-thirds (2/3) of the total votes of the shareholders who attend the meeting.

**Agenda 7** To consider and approve the appointment of auditors of the Company and subsidiaries and the determination of the auditor's remuneration for the year 2024

#### Fact and Reasons

To comply with Section 120 of the Public Limited Companies Act which requires every Annual General Meeting of Shareholders to appoint auditors and determine remuneration for the auditors of the Company.

The Audit Committee has considered to appoint the auditors from A&A office company limited which is an independent audit firm and skillful in auditing to be the auditors of the Company and its subsidiaries for the year 2024, and any of the following auditors is appointed to audit and provide opinions to the financial statements of the Company and its subsidiaries:



- |     |              |          |   |
|-----|--------------|----------|---|
| (1) | Dr. Preecha  | Suan     | Certified Public Accountant No. 6718 or |
| (2) | Ms. Yupin    | Chumjai  | Certified Public Accountant No. 8622 or |
| (3) | Mr. Somchart | Karnsuk  | Certified Public Accountant No. 9669 or |
| (4) | Mr. Apichat  | Boonkerd | Certified Public Accountant No. 4963    |

In this regard, the aforementioned auditors, have no relationship or conflict of interest with the Company, subsidiaries, directors, management, major shareholders, or related persons of the said parties in any aspect. Therefore, the auditors are independent in auditing and providing opinions on the financial statements of the Company and Company's subsidiaries.

In addition, the Board of Directors deemed appropriate to propose to the Shareholders' Meeting to consider and approve the determination of the auditor's remuneration for the year 2024 in the amount not exceeding THB 3,300,000. The comparison information of the auditor's remuneration between the year 2023 and 2024 are as follow:

The Auditor Fee	2024 (Proposed Year)	2023
Audit Fee	THB 3,300,000	THB 3,300,000
Non-Audit Fee	- None -	- None -

In this regard, information in relation to the appointment of the Company's auditors and audit fee for the year 2024 is detailed in [Enclosure 5](#) (Profiles of the proposed Auditors for the Year 2024)

**Opinion of the Board of Directors**

The Board of Directors, by the consideration and suggestion of the Audit Committee, has considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of A&A office company limited to be the auditor of the Company and its subsidiaries for the year 2024, and any of the following auditors is appointed to audit and provide opinions to the financial statements of the Company and its subsidiaries and to consider and approve the determination of the auditor's remuneration for the year 2024 in the amount not exceeding THB 3,300,000, excluded the non-audit fee, as per details proposed above in all respects.

- |     |             |      |   |
|-----|-------------|------|---|
| (1) | Dr. Preecha | Suan | Certified Public Accountant No. 6718 or |
|-----|-------------|------|---|

- (2) Ms. Yupin Chumjai Certified Public Accountant No. 8622 or
- (3) Mr. Somchart Karnsuk Certified Public Accountant No. 9669 or
- (4) Mr. Apichat Boonkerd Certified Public Accountant No. 4963

**Voting**

The resolution in this agenda requires the majority votes of the total votes of the shareholders attending the meeting and casting their votes.

**Agenda 8** To consider and approve the amendment of Article 10 of Articles of Association of the Company to be aligned with the applicable law

**Fact and Reasons**

According to Section 6/1 of Ministerial Regulation on Criteria and Procedures for Treasury Stock Repurchase, Sale of Repurchased Shares, and Cancellation of Repurchased Shares of a Company (Second Edition) B.E. 2565 (2022), which stipulated that,

*“To repurchase company shares, a company must seek approval from the Shareholders’ Meeting, unless the repurchase does not exceed 10 percent of the allocated and paid-up shares. The board of directors may be granted the power to approve the share repurchases through the Company’s articles of association,*

*In case such repurchase exceeds 10 percent of the total allocated and paid-up shares, the Company shall proceed with the shares repurchase within one year from the date of approval at the Shareholders’ Meeting”*

**Opinion of the Board of Directors**

The Board of Directors deemed it appropriate to propose to the Shareholders’ Meeting to consider and approve the amendment to Clause 10. of the Company’s Articles of Association to be in line with the requirements, with details as follows:

Original	Revised
<p>Clause 10. The Company is prohibited from possessing or pledging its own shares, except under the following circumstances:</p> <p>1) The Company reserves the right to repurchase shares from shareholders</p>	<p>Clause 10. The Company is prohibited from possessing or pledging its own shares, except under the following circumstances:</p> <p>1) The Company reserves the right to repurchase shares from shareholders</p>

<p>who cast dissenting votes against the resolution of the Shareholders' Meeting, which approving amendments to the Company's Articles of Association concerning voting rights and dividend entitlements, under circumstances where shareholders perceive that they have not been treated fairly.</p> <p>2) The Company reserves the right to repurchase shares for financial management purposes in the case that the Company has accumulated profits and excess liquidity. Provide that the repurchase of shares does not cause the Company to face financial problems.</p> <p>However, shares held by the Company are excluded from the calculation of a quorum for the Shareholders' Meeting, and the Company does not possess the entitlement to vote or receive dividends on these shares. The Company is obligated to divest the repurchased shares according to the conditions outlined in (1) and (2) within the timeframe stipulated in the share repurchase program determined by the Company. In the event that the Company is unable to sell the repurchased shares within the specified timeframe, it will proceed with a reduction in paid-up capital by delisting the unsold registered shares.</p> <p>The repurchasing and selling of shares, including the delisting of registered shares, will adhere to the criteria and methods specified in the relevant ministerial regulations.</p> <p>The repurchasing of shares of the Company must be approved by the Shareholders' Meeting. Nevertheless, the Board of Directors is</p>	<p>who cast dissenting votes against the resolution of the Shareholders' Meeting, which approving amendments to the Company's Articles of Association concerning voting rights and dividend entitlements, under circumstances where shareholders perceive that they have not been treated fairly.</p> <p>2) The Company reserves the right to repurchase shares for financial management purposes in the case that the Company has accumulated profits and excess liquidity. Provide that the repurchase of shares does not cause the Company to face financial problems.</p> <p>However, shares held by the Company are excluded from the calculation of a quorum for the Shareholders' Meeting, and the Company does not possess the entitlement to vote or receive dividends on these shares. The Company is obligated to divest the repurchased shares according to the conditions outlined in (1) and (2) within the timeframe stipulated in the share repurchase program determined by the Company. In the event that the Company is unable to sell the repurchased shares within the specified timeframe, it will proceed with a reduction in paid-up capital by delisting the unsold registered shares.</p> <p>The repurchasing and selling of shares, including the delisting of registered shares, will adhere to the criteria and methods specified in the relevant ministerial regulations.</p> <p>The repurchasing of shares of the Company must be approved by the Shareholders' Meeting. Nevertheless, the Board of Directors is empowered</p>
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empowered to approve such share repurchase if it does not exceed 10 percent of <u>the paid-up capital</u> .	to approve such share repurchase if it does not exceed 10 percent of <u>the allocated and paid-up shares</u> .
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In this regard, the details of the proposed Articles of Association are appeared in Enclosure Z (the Draft of the Company's Articles of Association (Only Amended Clause)), which is sent to all shareholders together with this invitation letter.

In addition, in the registration process of the aforementioned amendments to the Company's Articles of Association, it may be necessary to make additional modifications to the text, including various registration application documents of the Company, as per the directives and/or recommendations of the Public Company Limited's Registrar. It is deemed appropriate to propose at the Shareholders' Meeting to consider authorizing the Board of Directors, as well as person delegated authority by the Board of Directors, to have the power to make necessary additional amendments or changes to the wording in such documents as required by the orders or recommendations of the Public Company Limited's Registrar, to ensure the completion of registration process.

Voting

The resolution on this agenda requires votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting and entitled to vote.

**Agenda 9** To consider and approve the reduction of the Company's registered capital of THB 303,077,712 from the current registered capital of THB 1,704,744,069 to the new registered capital of THB 1,401,666,357 by cancelling the remaining 303,077,712 unsold ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital reduction of the Company

Fact and Reasons

As the Company has an intention to increase the registered capital to offer to specific persons by way of private placement, as well as to accommodate the exercising of rights under W-W7 Warrants. For the Company to comply with Section 136 of the Public Limited Companies Act, which prescribed that a public company limited may increase the registered capital by issuing new shares, only if 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.

By the aforementioned reasons, it is therefore necessary for the Company to decrease the Company's registered capital in the amount of THB 303,077,712, from the original registered capital of THB

1,704,744,069 to THB 1,401,666,357 by cancelling 303,077,712 unsold ordinary shares with par value of THB 1.00. Currently, the Company's registered capital is THB 1,704,744,069, with fully paid-up capital of THB 1,030,597,218, and the Company has the ordinary shares which were issued to reserve for the exercising of rights under warrants to purchase the ordinary shares of the Company no. 5 (W-W5), in the amount of 325,585,317 shares, and warrants to purchase the ordinary shares of the Company no. 6 (W-W6), in the amount of 45,483,822 shares, and also has the remaining 303,077,712 issued and unallocated shares which were for accommodating the allocation to the existing shareholders proportionately to their respective shareholding (rights offering) and warrants to purchase shares. Therefore, the Board of Directors has resolved to propose to the 2024 Annual General Meeting of shareholders to consider and approve the decrease of the Company's registered capital in the amount of THB 303,077,712 from the original registered capital of THB 1,704,744,069 to the registered capital of THB 1,401,666,357 by cancelling 303,077,712 unallocated ordinary shares with par value of THB 1.00, divided into unallocated shares reserved for the allocation of newly issued ordinary shares to existing shareholders (Right Offering) totaling 151,538,856 shares, and unallocated shares reserved for warrants to purchase ordinary shares of the Company no. 6 (W-W6) totaling 151,538,856 shares. Furthermore, the Board of Directors' Meeting approved to propose to the Shareholders' Meeting to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to align with the decrease of the registered capital as follows:

“Clause 4. Registered Capital	:	THB 1,401,666,357	(One Thousand Four Hundred One Million Six Hundred Sixty Six Thousand Three Hundred Fifty Seven Baht)
Divided into	:	1,401,666,357 shares	(One Thousand Four Hundred One Million Six Hundred Sixty Six Thousand Three Hundred Fifty Seven shares)
Par Value	:	THB 1	(One Baht)
Divided into	:		
Ordinary Shares	:	1,401,666,357 shares	(One Thousand Four Hundred One Million Six Hundred Sixty Six Thousand Three Hundred Fifty Seven shares)
Preferred Shares	:	-None-	-

In this regard, the Board of Directors' Meeting proposed the shareholders meeting to consider and approve the authorization of the person authorized by the authorized director to have power to register the capital decrease and the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as to take any necessary action to be in line with the order of the registrar to complete the registration process.

#### Opinion of the Board of Directors

The Board of Directors considered and deemed 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 303,077,712 from the original registered capital of THB 1,704,744,069 to the registered capital of THB 1,401,666,357 by canceling unsold 303,077,712 ordinary shares with a par value of THB 1.00 and to approve the amendment to the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital decrease.

#### Voting

The resolution on this agenda requires votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting and entitled to vote.

**Agenda 10** To consider and 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 and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase

#### Fact and Reasons

As the Company has an intention to increase the registered capital to support future expansion of the Company's business, including to utilize as working capital for the Company's business operations. Therefore, the Board of Directors' Meeting has resolved to propose to the Shareholders' Meeting to consider and 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 to support the exercise of rights under W-W7 Warrants and to offer to specific persons by way of private placement. In addition, the Board of Directors' Meeting also 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 shares	:	3,945,198,763 shares	(Three Billion Nine Hundred and Forty Five Million One Hundred Ninety Eight Thousand Seven Hundred and Sixty-Three shares)
Preference shares	:	-None-	-

In addition, the Board of Directors' Meeting has resolved to propose to the Shareholders' Meeting to consider and 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 complete the registration.

#### Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose to the Shareholders' Meeting to consider and 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 and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase of the Company.

#### Voting

The resolution on this agenda requires votes of not less than three-fourths (3/4) of the total number of votes of shareholders and proxies present at the meeting and entitled to vote.

**Agenda 11** To consider and approve the allotment of newly issued ordinary shares to offer to specific persons by way of private placement in the amount of not exceeding 1,650,000,000 shares at a par value of THB 1.00 per share

### Fact and Reasons

As the Company has a plan to increase the registered capital to accommodate share offering to specific persons by way of private placement and to support the future expansion of the Company's business, including to utilize as working capital for the Company's business operations. Therefore, the Board of Directors' Meeting has resolved to propose to the Shareholders' Meeting to consider and approve the issuance and allotment of newly issued ordinary shares to offer to specific persons by way of private placement in the amount of not exceeding 1,650,000,000 shares at a par value of THB 1.00 per share, with details as follows:

The Company will allocate newly issued ordinary shares to offer by way of private placement to 10 persons (collectively, the "Investors") at the offering price of THB 0.65 per share, with gradual allocation 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. Ms. Satita Balasuvatthi	600,000,000 shares	600,000,000 shares	22.38
2. Ms. Charinraj Pengsawatd	381,000,000 shares	381,000,000 shares	14.21
3. Mr. Suphachai Watnasuvisuth	185,000,000 shares	185,000,000 shares	6.90
4. Dr. Patima Jeerapaet	135,000,000 shares	135,000,000 shares	5.04
5. Mr. Nattapong Seetavorarat	100,000,000 shares	100,000,000 shares	3.73
6. Dr. Chartchai Pookayaporn	99,000,000 shares	99,000,000 shares	3.69
7. Mr. Thiti Wongsuttirat	50,000,000 shares	50,000,000 shares	1.87
8. Mr. Boon-Aue Chitthanom	40,000,000 shares	63,000,000 shares	2.35
9. Ms. Punyanee Wongcharoenwattana	30,000,000 shares	30,000,000 shares	1.12



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)
10. Mr. Patipol Prawangsuk	30,000,000 shares	34,404,900 shares	1.28
Total	1,650,000,000 shares	1,677,404,900 shares	62.58

In addition, the Investors do not have relationships or act in concert (Concert Party), or have any relationships 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 offering and allocation of the newly issued ordinary shares to Miss Satita Balasuvatthi is considered a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Connected Transaction Rules, dated August 31, 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclose of Information and Other Acts of Listed Companies Concerning the Connected Transaction, 2003, dated November 19, 2003 (as amended) (the “Connected Transaction Notification”), by the following reasons:

Before the capital increase, Miss Satita Balasuvatthi has no 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 and completion of the registration for increase in paid-up capital, Miss Satita Balasuvatthi will become major shareholder of the Company by holding 600,000,000 shares, representing approximately 22.38 percent of total issued and paid-up shares of the Company. Also, Miss Satita Balasuvatthi will be proposed to be a director of the Company. The appointment of Miss Satita Balasuvatthi as a Company’s director shall be subjected to further approvals in 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 relating to assets or services pursuant to the Connected Transaction Notification. 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 has a value of THB 390,000,000, which the transaction value is more than THB 20,000,000, therefore the Company is required to proceed with the following actions:

- (1) Prepare a report and disclose information regarding the offering of the newly issued ordinary shares by way of private placement and disclose information relevant to the connected transaction of 1 investor to the SET immediately, according to the to the Notification No. TorJor. 28/2565 re: The authorization for the listed company to offer the sale of newly issued shares to specific persons (as amended) (“**Notification No. TorJor. 28/2565**”) and the Connected Transaction Notification;
- (2) Appoint an independent 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 shareholder 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 in entering into debt-to-equity conversion scheme with Miss Satita Balasuvatthi, who is a connected person

- (3) Convene a Shareholders' Meeting of the Company in order to approve the issuance and allocation of the newly issued ordinary shares to the Investor and entering into such 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 in this round fall within the scope of offering new shares by way of Private Placement, as deemed significant according to the Notification No. TorJor. 28/2565 as the issuance and allocation of newly issued shares in this round affect the Investor becoming shareholder with the highest voting rights in the Company. The issuance and offering of newly issued ordinary shares in this round also impact the earnings per share or control dilution of shareholders by a proportion not less than 25%, 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 for this. In this regard, the Company has appointed FynnCorp Advisory Co., Ltd. as an independent financial advisor to provide opinions to the shareholders as mentioned above.

The issuance of new 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 an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of Notification No. Tor.Jor. 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 new 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](http://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 (audited version), the Company is therefore able to set the offering price of ordinary shares to increase the Company's capital, which will be offered for sale to investors, which is a specific person, 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. Tor.Jor. 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 sold shares of the Company.

In addition, the Notification No. TorJor. 28/2565 provides that the Company shall complete the share 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 complete the share 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, after a lapse of 3 months after the date on which the Shareholders' Meeting resolves to approve the offering of newly issued shares, 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.

For the Company's offering of newly issued shares to be complied with the Connected Transaction Notification, the meeting therefore approved to propose to the Shareholders' Meeting to consider and approve to authorize the Board of Directors, Executive Committee, Chief Executive Officer, and/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 new ordinary shares, including the following:

- (1) To consider and determine and/or amend, adjust 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/ or amend the date for shares subscription, shares offering date, and/ or 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 the market price in the case where the private placement offering is made to specific persons after 3 month period from the date of the Shareholders' Meeting approving the share offering. This shall be in accordance with the rules set for in the Notification No. TorJor. 28/2565. The offering

price shall be the best price based on the market price during the period that the Company offers the shares to specific persons.

- (4) To execute, sign, amend, contact, 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 but not limited to contacts 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 specific persons; and
- (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 details of the allotment of newly issued ordinary shares to offer to specific persons by way of private placement in Enclosure 8 (Capital Increase Form (F53-4)), Enclosure 9 (Information Memorandum regarding the Issuance Offering and Allotment of Newly Issued Ordinary Shares and Related Transaction of Wow Factor Public Company), and Enclosure 10 (Opinion of the Independent Financial Advisor on the Issuance and Offering of New Ordinary Shares of the Company through Private Placement, which is considered as a Significant Transaction and the Acquisition of Assets and Connected Transaction).

#### Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the issuance and allotment of newly issued ordinary shares of the Company to offer to specific person by way of private placement in the amount of not exceeding 1,650,000,000 shares, with a par value of THB 1.00 per share, including the relevant authorization as proposed in all respect.

#### Voting

The resolution on this agenda requires votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting and entitled to vote.

Considering agenda items 12, 10, and 11 are interrelated, if agenda items 10 and 11 are not approved at the 2024 Annual General Meeting of shareholders, agenda item 12 will be considered canceled and deemed it has not been approved at the 2024 Annual General Meeting of shareholders.

Agenda 12 To consider and approve the acquisition of shares in Fruita Biomed Company Limited and entering into connected transaction

Fact and Reasons

The Board of Directors' Meeting has resolved to propose the Shareholders' Meeting to consider and approve the acquisition of shares in Fruita Biomed Company Limited ("Fruita") from the 2 sellers, including the entering into the share sale and purchase agreement, terms, and other agreements related to the acquisition of ordinary shares in Fruita, with details as follows:

The Company will acquire ordinary shares in Fruita from the following persons (collectively, the "Seller"), totaling 1,632,000 shares or equivalent to 51 percent of all issued and paid-up shares in Fruita, at a value of not exceeding THB 274.22 per share, with the total purchase price of not exceeding THB 447,525,000 ("Fruita Shares Purchase Transaction").

- (1) Mr. Rakchai Rengsomboon or person/entity designated by Mr. Rakchai Rengsomboon in an amount of 816,000 shares, representing 25.50 of all issued and paid-up shares in Fruita, with the purchase price of not exceeding THB 223,762,500. The payment shall be made by cash; and
- (2) Ms. Satita Balasuvatthi or person/entity designated by Ms. Satita Balasuvatthi in an amount of 816,000 shares, representing 25.50 of all issued and paid-up shares in Fruita, with the purchase price of not exceeding THB 223,762,500. The payment shall be made by cash.

On the date on which the Meeting has approved Fruita Shares Purchase Transaction, Fruita's registered capital is THB 320,000,000 and paid-up capital of THB 288,000,000, divided into 3,200,000 shares at a par value of THB 100 per share.

Fruita Shares Purchase Transaction is regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets 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 Acquisition and Disposition of Assets B. E. 2547 (2004) dated October 29, 2004 (as amended) (the "Notifications on Acquisition and Disposition of Assets"). Upon calculation of the transaction size based on rules and criteria under the Notifications on Acquisition and Disposition of Assets, the transaction size is equal to 60.53 percent based on the total value of consideration paid or received, calculated based on the reviewed quarterly financial statements of the Company ended December 31, 2023. The Company has not entered into any asset acquisition transaction in the past 6 months prior to the entry into

this transaction, which has not been approved by the Shareholders' Meeting. Therefore, the transaction is classified as a "Class 1 Transaction" under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a value equal to 50 percent or higher but lower 100 percent. The Company is, therefore, obliged to prepare and disclose information memorandum which must at least contain information as required in List (1) attached to the Notifications on Acquisition and Disposition of Assets, and convene a Shareholders' Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. As well as appointing FynnCorp Co., Ltd., a financial advisor approved by the SEC Office to act as an independent financial advisor (IFA) and to opine their opinion on the transaction.

Moreover, Fruita Shares Purchase Transaction is considered a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Connected Transaction Rules, dated August 31, 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclose of Information and Other Acts of Listed Companies Concerning the Connected Transaction, 2003, dated November 19, 2003 (as amended), by the following reasons:

- (a) Mr. Rakchai Rengsomboon, as the Seller, will be nominated to be a director of the Company after the completion of Fruita Shares Purchase Transaction.
- (b) Ms. Satita Balasuvatthi, as the Seller, as well as other investors will be offered to purchase 600,000,000 newly issued ordinary shares which the Company issued to support the offering by way of private placement in accordance with the resolution of the Board of Directors' Meeting No. 1/2024 held on February 15, 2024. After subscription of the newly issued ordinary shares, Ms. Satita Balasuvatthi will be nominated to be a director of the Company.

This connected transaction is considered a connected transaction relating to assets or services that has a value of not exceeding THB 447,525,000, which is more than THB 20,000,000, therefore, the Company is required to proceed to prepare and disclose information memorandum related to connected transaction to the SET, and require to receive the approval from the Board of Directors' Meeting, as well as from the Shareholders' Meeting to enter into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. As well as appointing a financial advisor approved by the SEC Office to act as an independent financial advisor (IFA) and to opine their opinion on the connected transaction of the Company.

In this regard, the Board of Directors' Meeting deemed appropriate to propose to the Shareholders' Meeting to approve to authorize the Company's director, the Executive Directors, or the Chairman of the Executive Committee or the person authorized by the Executive Committee to have the power to make

any arrangements in connection with or necessary for the execution of the Fruita Shares Purchase Transaction, including to negotiate, enter into, sign and amend the share purchase agreement, and other arrangements, contracts, and documents relating to the Fruita Shares Purchase Transaction, and to set out rules, conditions, and other details necessary for and in connection with Fruita Shares Purchase Transaction, as necessary and appropriate under the applicable laws.

Please refer to additional details in Enclosure 11 (Information Memorandum of Wow Factor Public Company Limited on the Acquisition of Assets and Connected Transaction), Enclosure 12 (Information Memorandum of Wow Factor Public Company Limited on the Acquisition of Assets (on list 2)) and Enclosure 10 (Opinion of the Independent Financial Advisor on the Issuance and Offering of New Ordinary Shares of the Company through Private Placement, which is considered as a Significant Transaction and the Acquisition of Assets and Connected Transaction).

#### Opinion of the Board of Directors

The Board of Directors considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the acquisition of shares in Fruita Biomed Company Limited and entering into connected transaction as proposed in all respect.

#### Voting

The resolution on this agenda requires votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting and entitled to vote.

**Agenda 13** To consider and approve the offering and allotment of the warrants to purchase newly issued ordinary shares of Wow Factor Public Company Limited No.7 (W-W7 Warrant) to allocate to the existing shareholders proportionate to their respective shareholding (Right Offering) and the allocation of newly issued ordinary shares to support the exercise of the warrants to purchase the newly issued ordinary shares of WOW Factor Public Company Limited No. 7 (W-W7 Warrant) in the amount of not exceeding 893,532,406 shares at a par value of THB 1 per share

#### Fact and Reasons

As the Company plans to increase its registered capital to accommodate the Company's business expansion in the future, including utilizing fund as working capital for the Company's operations, the Board of Directors therefore passed a resolution to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the issuance and allocation of warrants to purchase the Company's ordinary shares No. 7 (the "W-W7 Warrants") in the amount of not exceeding 893,532,406 units (free of charge) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering) at the



allocation ratio of 3 existing ordinary shares to 1 unit of the W-W7 Warrants. The W-W7 Warrants shall have the term of 3 years from the issuance date of the W-W7 Warrants with the exercise ratio of 1 unit of the W-W7 Warrants having the right to purchase 1 ordinary share of the Company and the exercise price is THB 1 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers and Holders of the W-W7 Warrants). In this regard, the Company will announce the date for determining the shareholders who are entitled to the allocation of the W-W7 Warrants (Record Date) and the issuance date of W-W7 Warrants to the shareholders accordingly. This will occur after the allocation of ordinary shares for offering to limited persons (Private Placement) is completed, **whereby 10 limited individual investors will receive allocations of warrants W-W7 accordingly.**

Moreover, the Board of Directors' Meeting deemed it appropriate to propose the meeting to consider and approve the allocation of 893,532,406 shares at a par value of THB 1 per share to support the exercise of the warrants to purchase W-W7 Warrants.

Key conditions and details of the W-W7 Warrants are as appeared in [Enclosure 13](#) (Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares of Wow Factor Public Company Limited No. 7 (W-W7)) and the details of the allocation of newly issued shares are as appeared in [Enclosure 8](#) (Capital Increase Form (F53-4)), and [Enclosure 9](#) (Information Memorandum regarding the Issuance Offering and Allotment of Newly Issued Ordinary Shares and Related Transaction of Wow Factor Public Company).

In this regard, in order to provide the terms and conditions of the W-W7 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, propose 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-W7 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-W7 Warrants, the amendment of exercise ratio and exercise price under the term and condition, provided that the Board of Directors shall consider 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 SEC Office, 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; and

- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the 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.

#### Opinion of the Board of Directors

The Company's Board of Directors considered and deemed it appropriate to issue and allocate warrants to purchase of Wow Factor Public Company Limited no. 7 (W-W7 Warrants) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering). This can enable the Company to achieve the capital increase plan for the Company's business expansion and utilize as working capital for the future business operation. Therefore, it is deemed appropriate to propose to the Shareholders' Meeting to consider and approve the issuance and allocation of warrants to purchase of Wow Factor Public Company Limited no. 7 (W-W7 Warrants) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering), as well as the allocation of newly issued ordinary shares to support the exercising of right to purchase newly issued shares of Wow Factor Public Company Limited no.7 (W-W7) in the amount of not exceeding 893,532,406 shares, with a par value of THB 1 per share, and relevant authorizations as proposed details.

#### Voting

The resolution on this agenda requires votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the meeting and entitled to vote.

#### Agenda 14 Other matters (if any)

To comply with the section 105 paragraph two of the Public Limited Companies Act which prescribes that the shareholders holding shares amounting not less than one-third of the total number of paid-up shares in aggregate are entitled to request the meeting to consider any matter other than those set out in the invitation letter.

The Company has published the invitation letter, together with the Enclosures on the Company's website at [www.wowfactor.co.th](http://www.wowfactor.co.th), therefore, the shareholders are invited to attend the 2024 Annual General Meeting of Shareholders on Friday 30 April 2024 at 10.00 a.m. in the form of the electronic meeting (E-AGM) under the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws.

To preserve the rights and benefits of shareholders in cases where shareholders are unable to attend the meeting himself/herself and wish to delegate their proxies to the Company's independent directors to vote on their behalf, please grant a proxy to an independent director as listed and detailed in [Enclosure 14](#) (Profile of the Independent Directors to be Appointed as Proxy of Shareholders and the Definition of Independent Director) by using either Proxy Form A or Form B, and for the foreign shareholders who have appointed a custodian, please use Proxy Form C as detailed in [Enclosure 15](#) (Proxy Form A, Form B and Form C)

The Company requests the shareholders or proxies, who would like to attend the electronic meeting (E-AGM), please refer to details of the guidelines for attending the Shareholders' Meeting through Electronic Media (E-AGM) and the appointment of proxies in [Enclosure 17](#) (the Guidelines for attending the Shareholders' Meeting through Electronic Media (E-AGM) and the Appointment of Proxies through IR PLUS AGM application).

For the registration process, please download the "IR Plus AGM" application from the App Store or Google Play Store to verify your identity for attending the meeting through the "IR Plus AGM" application between April 11, 2024, at 9:00 hours, and April 29, 2024, at 17:00 hours. Your registration documents will be reviewed to confirm the shareholder's identity, and once your registration is approved, you will receive a notification from the "IR Plus AGM" application to set a PIN code for logging in to participate in the ordinary Shareholders' Meeting via electronic media. Shareholders can log in to the meeting system from 8:00 hours.

The Company provides stamp duty for a proxy form without charge. In the case where the shareholders have questions in relation to the meeting or would like to request for significant information of the Company, the shareholders may submit the questions in advance prior to the date of the meeting to the Company or via e-mail [investor@wowfactor.co.th](mailto:investor@wowfactor.co.th) In this regard, the Company specified the date for determining the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) to be on March 18, 2024. In the case where Company alters any details in relation to the 2024 Annual General

Meeting of Shareholders, the Company shall urgently inform the shareholders via the SET and website of the Company at [www.wowfactor.co.th](http://www.wowfactor.co.th).

Your sincerely,



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(Mr. Tanawat Ueasiripan)  
Vice Chairman of the Board of Directors