

– Translation –

1 April 2024

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

Propose to the Board of Directors and Shareholders of
Wow Factor Public Company Limited



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

1 April 2024

Subject: Opinion of the Independent Financial Advisor on;

- (1) The issuance and offering of new ordinary shares of the Company through private placement, which is considered as a significant transaction and connected transaction and
- (2) The acquisition of assets and connected transaction on investing in Fruita Biomed Company Limited.

To: Board of Directors and Shareholders of Wow Factor Public Company Limited

Refer to:

- 1) Notification of the Resolutions of the Board of Directors' Meeting of Wow Factor Company Public Company Limited No. 1/2024, which held on 15 February 2024
 - 1.1) Information memorandum on the issuance, offering, and allocation of newly issued ordinary shares and connected transaction of Wow Factor Public Company Limited and the revised versions
 - 1.2) Capital Increase Form (F 53-4)
- 2) Notification of the resolutions of the Board of Directors' Meeting of Wow Factor Company Public Company Limited No. 2/2024, which held on 4 March, 2024
 - 2.1) Information memorandum on the acquisition of assets and connected transactions of Wow Factor Public Company Limited and the revised versions
- 3) Annual financial statements and financial information of Wow Factor Public Company Limited, end on 31 December 2021, audited by Grant Thornton Co., Ltd., by Ms. Saranya Akharamahaphanit, certified public accountant No. 9919., and end on 31 December 2022, audited by BDO Audit Co., Ltd., by Mr. Teerasak Chuasrisakul, certified public accountant No. 6624., and end on 31 December 2023, audited by A & A Office Co., Ltd., by Mr. Somchat Kalsuk, certified public accountant No. 9669
- 4) Annual report of the year 2020, 2021, and 2022 of Wow Factor Public Company Limited

- 5) Annual financial statements and financial information of Fruita Biomed Company Limited, end on 31 December 2021 and 31 December 2022, audited by SS Accountancy Co., Ltd., by Ms. Sirima Na Takuathung, certified public accountant No. 10921 and management account of financial statements of Fruita Biomed Co., Ltd., end on 31 December 2023
- 6) Draft share purchase agreement of Fruita Biomed Co., Ltd.
- 7) Report on financial due diligence of Fruita Biomed Co., Ltd. by BBS Co., Ltd., dated 12 March, 2024
- 8) Report on legal due diligence of Fruita Biomed Co., Ltd. by Kudan and Partners Co., Ltd., dated 12 March, 2024
- 9) Company Certificate, Memorandum of Association, contract document information and any other document information, as well as interviews with executives and officials related to Wow Factor Public Company Limited and Fruita Biomed Co., Ltd.

Disclaimers

1. The results of the study by FynnCorp Advisory Company Limited (the “Independent Financial Advisor” or “FynnCorp”) in this report are based on information and assumptions received from Wow Factor Public Company Limited and Fruita Biomed Co., Ltd. and information that has been disclosed to the public or disclosed on the website of the Securities and Exchange Commission, website of the Stock Exchange of Thailand, and information announced to the public through other channels, and including information from interviews with executives and officials related to the Company from Wow Factor Public Company Limited and Fruita Biomed Co., Ltd.
2. The Independent Financial Advisor studies the information using knowledge, ability, and caution based on a professional basis. However, the Independent Financial Advisor cannot be held responsible for profits or losses and various impacts resulting from entering into this transaction.
3. The results of the Independent Financial Advisor's study are based on the assumption that publicly available documents and information received from Wow Factor Public Company Limited and Fruita Biomed Co., Ltd. is accurate and complete. This opinion is based on currently perceivable situation and information. If the situation and information changes significantly, it may affect the results of the study of the Independent Financial Advisor.
4. This report is not intended to guide any decisions concerning the operation of businesses related to the Company or does not have the objective of inviting to buy or sell the shares of the Company or companies related to this report in any respect.
5. In preparing the report of the opinion of the Independent Financial Advisor, The Independent Financial Advisor certifies that they have studied and analyzed abovementioned information according to professional basis and have given reasons based on information and objective analysis by taking into account the benefits of shareholders as the main focus. However, the opinion of the Independent Financial Advisor is based on the assumption that the information and documents received, including interviews with executives and related parties, as well as information disclosed to the public is accurate and true at the time the Independent Financial Advisor prepared this opinion report. Therefore, if such information is inaccurate and/or untrue and /or is incomplete and/or has significant changes in the future, it may affect the opinion of the Independent Financial Advisor. For this reason, the Independent Financial Advisor cannot confirm the future impact that may have on the Company and shareholders from such factors. In addition, the opinion of the Independent Financial Advisor this time has an objective to provide shareholders an opinions on entering into the transaction as detailed above only. The decision to vote for approval for entering into this transaction depends mainly on the discretion of the shareholders. Shareholders should study the information and consider reasons, advantages, disadvantages, risk factors, limitations, and opinions on various issues related to entering into the transaction as attached with

the invitation to the shareholder meeting with caution before voting. To consider and approve the entry into such transactions appropriately. However, giving opinions does not guarantee the success of entering into the transaction, including the effects that may occur. The Independent Financial Advisor is not responsible for any consequences that may occur from entering into the said transaction whether directly or indirectly.

Abbreviation or definition

"SEC"	The Securities and Exchange Commission
"Stock Exchange" or "SET"	The Stock Exchange of Thailand and the Market for Alternative Investment (as the case may be)
"W" or the "Business" or the "Company"	Wow Factor Public Company Limited
"FH"	Food Holding Company Limited
"BAKE"	Bake Cheese Tart (Thailand) Company Limited
"ETC"	Eastern Cuisine (Thailand) Company Limited
"CCD"	Crepes & Co. Development Company Limited
"FRUITA"	Fruita Biomed Company Limited
The "Investors"	10 individuals who will be allocated newly issued ordinary shares of Wow Factor Company Public Company Limited with total amount not exceeding 2,543,532,406 shares at Par value of 1.00 baht per share and offering price of 0.65 baht per share, through Private Placement (PP). The 10 individuals consist of (1) Miss Satita Balasuvatti (2) Miss Charinraj Pengsawatd (3) Mr. Suphachai Watanasuvith (4) Dr. Patima Jeerapaet (5) Mr. Nattapong Seetavorarat (6) Dr. Chartchai Pookayaporn (7) Mr. Thiti Wongsuttirat (8) Mr. Boon-Aue Chitthanom (9) Miss Punyane Wongcharoenwattana (10) Mr. Patipol Prawangsuk.
"IFA" or "Independent Financial Advisor" or "FynnCorp"	FynnCorp Advisory Company Limited
"BOI"	The Board of Investment of Thailand
"Notification Regarding Offering Newly Issued Shares to Specific Investors"	The Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Ordinary Shares via Private Placement, dated 28 December 2022 (including amendments)
"Notification Regarding Connected Transactions"	The Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated 31 August 2008 (including amendments) and 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 2003, dated 19 November 2003 (including amendments)
"Notification Regarding Acquisition or Disposal of Assets"	The Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (including amendments) and 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, 2004, dated 29 October 2004 (including amendments)

The "PP"	Issuance and allocation of newly issued ordinary shares of the Company not exceeding 2,543,532,406 shares, with par value of 1.00 baht per share and offering price of 0.65 baht per share to 10 specific investors (Private Placement: PP).
"Transaction to purchase ordinary shares of FRUITA"	Transaction to acquire ordinary shares of Fruita Biomed Co., Ltd. in the total amount of 1,632,000 shares, or calculated as 51% of the total issued and paid-up shares of FRUITA, at a selling price per share not exceeding 274.22 baht, calculated as a total amount not exceeding 447,525,000 baht.

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Executive Summary

According to the Meeting of the Board of Directors of Wow Factor Public Company Limited (the “Company” or “W”) No. 1/2024, held on 15 February 2024, and No. 2/2024, held on 4 March 2024, the meeting has resolved to propose to the Annual General Meeting of Shareholders 2024, to be held on Tuesday 30 April 2024, to consider and approve the issuance and offering of newly issued ordinary shares of the Company to specific investors (Private Placement: PP) and the acquisition of assets and connected transaction on investing in ordinary shares of Fruita Biomed Company Limited (“FRUITA”) from the existing shareholders of FRUITA in the proportion of 51% of the total issued and paid-up shares of FRUITA with the following details:

Transaction	Related agenda at Annual General Meeting of Shareholders' of the Company 2024
Transaction 1: The issuance and offering of newly issued ordinary shares of Wow Factor Public Company Limited through private placement, which is considered as a significant transaction and connected transaction. <i>The transaction will occur only after receiving approval to enter into the transaction from the shareholders' meeting of the Company, which will be held on 30 April 2024.</i>	Agenda 10 : To consider and approve the increase in the Company's registered capital of 2,543,532,406 baht from the current registered capital of 1,401,666,357 baht to the new registered capital of 3,945,198,763 baht by issuing newly issued ordinary shares of 2,543,532,406 shares with a par value of 1.00 baht per share and the amendment to the memorandum of association, clause 4 to be consistent with the capital increase.
	Agenda 11 : To consider and approve the issuance and allocation of newly issued ordinary shares of the Company to specific investors by way of private placement in the amount not exceeding 1,650,000,000 shares at a par value of 1.00 baht per share.
Transaction 2: Acquisition of asset and connected transaction on investing in Fruita Biomed Co., Ltd. <i>The transaction will occur only after receiving approval to enter into the transaction. <u>And must receive approval to enter into Transaction 1 from the shareholders' meeting of the Company, which will be held on 30 April 2024.</u></i>	Agenda 12: To consider and approve the acquisition of ordinary shares of Fruita Biomed Co., Ltd.

Transaction 1 The issuance and offering of newly issued ordinary shares of Wow Factor Public Company Limited through private placement, which is considered as a significant transaction and connected transaction

Meeting of the Board of Directors of Wow Factor Public Company Limited (the “Company” or “W”) No. 1/2024, held on 15 February 2024, resolved to propose to the Annual General Meeting of Shareholders 2024 to consider and approve the issuance and allocation of newly issued ordinary shares of the Company in the amount not exceeding 1,650,000,000 shares, par value of 1.00 baht per share, offering price of 0.65 baht per share to 10 specific individuals (Private Placement: PP) (collectively called the “Investors”).

List of persons who will be allocated newly issued ordinary shares (collectively referred to as the "Investors")	Number of shares allocated (shares)	After the PP allocation	
		Number of shares (shares)	Percentage of paid-up capital after capital increase by PP
1. Miss Satita Balasuvatti	600,000,000	600,000,000	22.38
2. Miss Charinraj Pengsawatd	381,000,000	381,000,000	14.21
3. Mr. Suphachai Watanasuvith	185,000,000	185,000,000	6.90
4. Dr. Patima Jeerapaet	135,000,000	135,000,000	5.04
5. Mr. Nattaphong Seetavorarat	100,000,000	100,000,000	3.73
6. Dr. Chartchai Pookayaporn	99,000,000	99,000,000	3.69
7. Mr. Thiti Wongsuttirat	50,000,000	50,000,000	1.87
8. Mr. Boon-Aue Chitthanom	40,000,000	63,000,000	2.35
9. Miss Punyanee Wongcharoenwattana	30,000,000	30,000,000	1.12
10. Mr. Patipol Prawangsuk	30,000,000	34,404,900	1.28
Total	1,650,000,000	1,677,404,900	62.58

This issuance and offering of newly issued ordinary shares is considered to be within the scope of offering new shares by way of Private Placement, as deemed significant according to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 RE: Permission for Listed Companies to Offer Newly Issued Ordinary Shares via Private Placement, dated 28 December 2022 (including amendments) ("**Notification Regarding Offering Newly Issued Shares to Specific Investors**") since the issuance and offering of newly issued ordinary shares this time will make the investors who are allocated become shareholders with the highest voting rights in the Company and cause an impact on profit sharing (Earning per share) or voting rights of shareholders (Control dilution), accounting for a proportion of not less than 25 percent, considering the number of paid-up shares before the date the board of directors resolved to propose to the shareholder meeting. Therefore, the Company must appoint an Independent Financial Advisor to provide opinions to shareholders on (1) the appropriateness of the price and conditions of the share offering (2) the reasonableness and benefits of the share offering to investors, including plan to use the fund received from the share offering compared to the impact on shareholders and (3) the opinion on whether shareholders should vote to approve or not, along with reasons.

The table shows the shareholding structure before and after the capital increase

Before entering into the transaction (information as of 12 February 2024)

Name	Number of shares (shares)	Percentage
1. Ms. Naphat Tavisangsiri	43,000,000	4.17
2. Mr. Kajonsit Singsansern	42,800,000	4.15
3. Mr. Trinawat Thanitnithipan	40,800,000	3.96

Name	Number of shares (shares)	Percentage
4. Aqua Corporation Public Company Limited	40,000,000	3.88
5. Ms. Chatchalai Veerasakumpai	36,600,000	3.55
6. Mr. Phakpoom Termsereekul	34,200,000	3.32
7. Mr. Amonthep Watcharaphrueksadee	30,800,100	2.99
8. Mrs. Navaporn Rattanachaikanont	29,720,300	2.88
9. Ms. Natthakamon Namkaeng	26,865,100	2.61
10. Mr. Boon-Aue Chitthanom	23,000,000	2.23
Other shareholders	682,811,718	66.25
Total shareholders	1,030,597,218	100.00

After entering into the transaction

Name	Number of shares (shares)	Percentage
1. Miss Satita Balasuvatthi	600,000,000	22.38
2. Miss Charinraj Pengsawatd	381,000,000	14.21
3. Mr. Suphachai Watanasuvith	185,000,000	6.90
4. Dr. Patima Jeerapaet	135,000,000	5.04
5. Mr. Nattaphong Seetavorarat	102,508,900	3.82
6. Dr. Chartchai Pookayaporn	99,000,000	3.69
7. Mr. Boon-Aue Chitthanom	63,000,000	2.35
8. Mr. Thiti Wongsuttirat	50,000,000	1.87
9. Ms. Naphat Tavisangsiri	43,000,000	1.60
10. Mr. Kajonsit Singsansern	42,800,000	1.60
Other shareholders	981,797,218	36.63
Total shareholders	2,680,597,218	100.00

The issuance and allocation of newly issued shares of the Company to Ms. Satita Balasuvatthi is a connected transaction of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated 31 August 2008 (including amendments) and 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 2003, dated 19 November 2003 (including amendments) ("**Notification Regarding Connected Transactions**") since before this capital increase, Ms. Satita Balasuvatthi has no relationship with the Company, directors, executives, controlling persons, or a person who will be proposed to be an executive or controlling person of the Company. However, after entering into the transaction to purchase newly issued ordinary shares of the Company, Ms. Satita Balasuvatthi will become a major shareholder of the Company, holding 600,000,000 shares or equivalent to approximately 22.38 percent of the total number of shares offered after increasing the paid-up registered capital of the Company and will be nominated to serve as a director of the Company by requesting approval from the next meeting of the Board of Directors. As a result, the allocation of newly issued ordinary shares to be offered to



Ms. Satita Balasuvatti is considered a connected transaction, type of transaction regarding assets or services according to the Notification Regarding Connected Transaction. Apart from Ms. Satita Balasuvatti, the other 9 investors have not made any agreements with the Company that they will be nominated to become executives or directors of the Company.

This connected transaction has a transaction size of 390,000,000 baht, which is more than 20,000,000 baht. The Company is therefore obliged to take the following actions: (1) Prepare a report and disclose information regarding the offering of newly issued ordinary shares to specific investors and immediately disclose information about connected transactions to the Stock Exchange of Thailand (the “**Stock Exchange**” or “**SET**”) in accordance with the Notification Regarding Offering Newly Issued Shares to Specific Investors. And Notification Regarding Connected Transactions (2) Appoint an independent financial advisors to perform any other related obligation, including providing opinions as specified in the Notification Regarding Connected Transactions by sending the Independent Financial Advisor's opinion report to the shareholders for consideration and approval of the transaction along with the shareholder meeting invitation letter. (3) Arrange the shareholders' meeting of the Company to approve the issuance and allocation of newly issued ordinary shares to investors and entering into such connected transactions. The shareholder meeting invitation letter must be sent to shareholders at least 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 number of votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders who have conflicting interest.

The issuance of such newly issued ordinary shares is an offering of shares for which the Board of Directors has resolved to set the fixed offering price in order to propose to the shareholders' meeting to consider setting the offering price, equal to 0.65 baht per share, total value not exceeding 1,072,500,000 baht, which is not considered as an offering of newly issued shares at a price lower than 90 percent of the market price according to the Notification Regarding Offering Newly Issued Shares to Specific Investors. The “**Market Price**” is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange over the past 15 consecutive business days before the date the board meeting resolved to propose the agenda to the shareholders' meeting to request approval for the Company to offer newly issued ordinary shares to investors, which is a period between 25 January 2024 and 14 February 2024. The market price is equal to 0.7082 baht (information from SETSMART). Since the Company has accumulated losses appearing in the separate financial statements for the accounting period ending 31 December 2023, the Company is therefore able to determine the offering price of the Company's newly issued ordinary shares that will be offered for sale to investors who are specific investors at a price lower than the par value. The Company must comply with Section 52 of the Public Limited Companies Act B.E. 2535 (and as amended) and the Company must receive approval from the shareholder meeting with a vote of not less than three - fourths of the total

number of votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders who have conflicting interest.

According to the offering price of newly issued ordinary shares offered to specific investors this time is not considered as an offering of newly issued shares at a price lower than 90 percent of the Market Price according to the criteria of the Notification Regarding Offering Newly Issued Shares to Specific Investors. The offered shares are therefore not subject to being prohibited from being sold (Silent Period). Therefore, the Company has not obliged to prohibit investors who are allocated shares from this offering of shares to specific investors from selling their shares allocated from the offering within a specified period of time in accordance with the criteria specified in the Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 25588, dated May 11, 2015 (including additional amendments). However, the Company and all 10 investors have not entered into an agreement that prohibits such investors from selling newly issued ordinary shares that the Company offers to 10 individuals who are specific investors.

However, the allocation of shares as detailed above in any case must not result in the Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investors to make a tender offer as required under the Notification of 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.

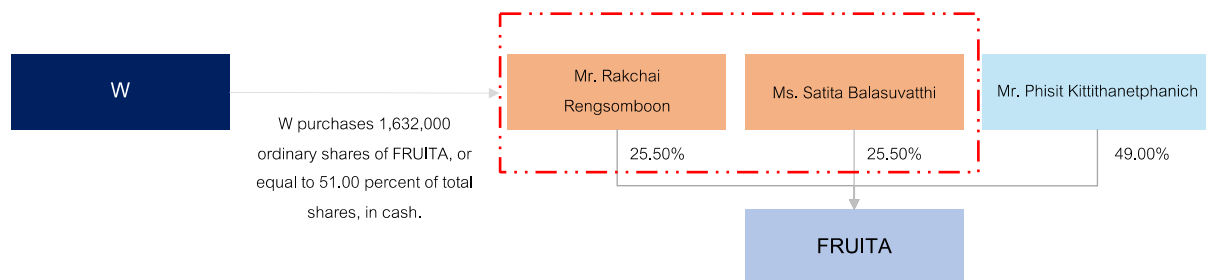
In addition, Notification Regarding Offering Newly Issued Shares to Specific Investors requires the Company to complete the share offering within the time period approved by the shareholder meeting, but not exceeding 3 months from the date the shareholder meeting resolved to approve the offering of newly 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, the Board of Directors' meeting deemed it appropriate to propose to the shareholders' meeting to consider approving to assign the Board of Directors or those assigned by the Board of Directors to be able to set offering price according to the market price during the offering period after a period of 3 months from the date the shareholder meeting resolved to approve the offering of newly issued shares.

Transaction 2 The Acquisition of assets and connected transaction in investing in Fruita Biomed Company Limited

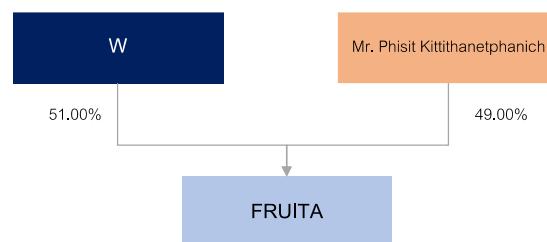
The Board of Directors' Meeting No. 2/2024 of Wow Factor Public Company Limited (the “Company” or “W”), held on 4 March 2024, resolved to approve to propose to the shareholder meeting to consider and approve the acquisition of ordinary shares of Fruita Biomed Company Limited (“FRUITA”) in the total of 1,632,000 shares, or 51 percent of the total number of issued and paid-up shares of FRUITA, at the price of not exceeding 274.22 baht per share, calculated as a total amount not exceeding 447,525,000 baht (“**Transaction to purchase ordinary shares of FRUITA**”) by purchasing shares from 2 existing shareholders of FRUITA in cash (1) Mr. Rakchai Rengsomboon or person/juristic person that Mr. Rakchai Rengsomboon determines, in amount of 816,000 shares or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA at a purchase price of not exceeding 223,762,500 baht (2) Ms. Satita Balasuvatthi or person / juristic person that Ms. Satita Balasuvatthi determines, in amount of 816,000 shares or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA at a purchase price of not exceeding 223,762,500 baht.

Structure of entering into the transaction to acquire ordinary shares of Fruita Biomed Company Limited

Before entering into the transaction



After entering into the transaction



Transaction to purchase ordinary shares of FRUITA is considered as an acquisition of assets according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (including amendments) and 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, 2004, dated 29 October 2004 (including amendments) (“**Notification Regarding Acquisition or Disposal of Assets**”).

Upon calculation of the transaction size based on rules under the Notification Regarding Acquisition or Disposal of Assets, the highest transaction size is 60.53 percent according to the total value of consideration paid or received criteria, calculated from the audited annual financial statement of the Company for the accounting period ended 31 December 2023. The Company has not entered into any asset acquisition transaction in the past the 6 months before entering into the transaction, which has not yet been approved by the shareholders' meeting. Therefore, the transaction is considered as a class 1 transaction according to the Notification Regarding Acquisition or Disposal of Assets, which the transaction size is equal to or higher than 50 percent but lower than 100 percent, the Company is therefore obliged to prepare a report and disclose the transaction with minimum information according to the list (1) attached to the Notification Regarding Acquisition or Disposal of Assets and request approval to enter into the transaction from the shareholders' meeting which must be approved with a vote of not less than three - fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding such votes of the interested shareholders. As well as appointing an independent financial advisor, which must be listed as a financial advisor approved by the SEC to opine their opinion on the transaction.

In addition, Transaction to purchase ordinary shares of FRUITA is considered a connected transaction according to the The Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated 31 August 2008 (including amendments) and 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 2003, dated 19 November 2003 (including amendments) ("**Notification Regarding Connected Transactions**") for the following reasons:

- (1) Mr. Rakchai Rengsomboon, as a seller, will be nominated to serve as a director of the Company after the Transaction to purchase ordinary shares of FRUITA is completed.
- (2) Ms. Satita Balasuvatthi, as a seller and investors who will receive an offer to purchase newly issued ordinary shares in amount of 600,000,000 shares which the Company issues and offers to specific investors (Private Placement) according to the resolution of the Board of Directors' Meeting No.1/2024, held on 15 February 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 a connected transaction regarding assets or services with a value of not exceeding 447,525,000 baht, which is more than 20,000,000 baht. Therefore, the Company is obligated to disclose information regarding connected transactions to the Stock Exchange of Thailand ("**SET**") and received approval to enter into the transaction from the Company's Board of Directors and approval of entering into the transaction from the shareholders' meeting of the Company. The shareholders' meeting invitation letter must be sent to shareholders at least 14 days in advance of the shareholder meeting date and



must be approved by the shareholders' meeting with a vote of not less than three - fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding such votes of the interested shareholders. As well as appointing an independent financial advisor, which must be listed as a financial advisor approved by the SEC to opine their opinion on the connected transaction.

In this regard, the Board of Directors' Meeting resolved to propose to the shareholders' meeting to approve to authorize the Company's board of directors or the management committee or the person authorized by the Company's board of directors or the management committee or the chairman of the management committee to have the power to make any arrangements in connection with or necessary for the execution of Transaction to purchase ordinary shares of FRUITA, including to negotiate, enter into, sign and amend the share purchase agreement, and other arrangements, contracts, and documents relating Transaction to purchase ordinary shares of FRUITA, and to set out rules, conditions, and other details necessary for and in connection with Transaction to purchase ordinary shares of FRUITA,, as necessary and appropriate under the applicable laws.

Opinion of the Independent Financial Advisor regarding the reasonableness of the transaction

Transaction 1 The issuance and offering of newly issued ordinary shares of the Company through private placement, which is considered as a significant transaction and connected transaction

The Independent Financial Advisor is of the opinion that this offering of newly issued ordinary shares is appropriate. considering appropriateness of the price and conditions for the share offering, reasonableness and benefits of offering shares to Investors, and the plan to utilize the fund received from the IPO compared to the impact on shareholders. It can be summarized as follows:

1) Objectives and necessity of offering newly issued shares to specific investors

Currently, the Company's main business is the food and beverage distribution business. The Company has the following business characteristics:

- 1) Pastry shop business, through Bake Cheese Tart (Thailand) Co., Ltd. ("BAKE") which is an indirect subsidiary of the Company, by receiving a master franchise to operate a kiosk shop under the trademarks "Bake Cheese Tart" "Croquant Chou ZakuZaku" and "RAPL"
- 2) Japanese restaurant business, through Eastern Cuisine (Thailand) Co., Ltd. ("ECT"), which is an indirect subsidiary of the Company, by receiving a master franchise to operate an original Shabu buffet restaurant, namely KAGONOYA from Osaka, Japan.
- 3) European style restaurant business, through Crepes And Co. Development Ltd. ("CCD") which is an indirect subsidiary of the Company, by operating a restaurant business under the name Le Boeuf, which serves food and beverages in Fine Dinning and Buffet style.

The Japanese restaurant business under the KAGONOYA brand can be considered the Company's main revenue stream. Revenues from operating Japanese restaurant services under the KAGONOYA brand in 2021 – 2023 are approximately 65 percent, 72 percent, and 78 percent of the Company's total revenues, respectively. The growth rates of revenue from operating Japanese restaurant services under the KAGONOYA brand in 2022 - 2023 were 47 percent and 1 percent, respectively. This business of the Company has a good profit margin and opportunity to expand the business further. However, the current Japanese restaurant business seems to attract many entrepreneurs as it has a continuous growth rate, it is still in the restaurant category which is related to one of the four factors of consumers, this business does not require very high funding sources, and it has fast cash flow turnover. Therefore, it is a highly competitive business with the same or similar business operators which can easily replace each other. In addition, when considering the Company's operating results during the past 3 years from 2021 - 2023, the Company has a continuous operating loss equal to 276.45 million baht, 575.99 million baht, and 147.52 million baht, respectively. This resulted from unpleasant management of selling or administrative expenses and high the Company's financial costs due to the need to use funds to support the Company's operations. In addition, the Company's continuous operating loss effected the Company's shareholders' equity decreased significantly over the past 3 years, causing the Stock Exchange to post a CB (Caution) sign since the Company's shareholders' equity is less than 50 percent of the paid-up and registered capital of the Company.

Therefore, the Company needs to obtain additional funds with the objective of the capital increase as follows:

- (1) To allow the Company to increase the efficiency of operations in the Company's existing business. Both investing in branch expansion and improving existing branches for Japanese restaurants under the brand KAGONOYA, restaurant under the name Le Boeuf, and others
- (2) To allow the Company to invest in businesses that can be expanded from the Company's existing businesses smoothly including potential businesses, which has a good return on investment. This will help make the Company's operating results likely to be better in the future. The Company plans to invest in FRUITA which operates biotechnology development business and has business types as follow:
 - Produce and sell biodegradable plastic products (Bio Packaging)
 - Manufacture, distribute, and provide services regarding beverage, food, and healthy seasoning (Bio Beverage / Bio Food / Bio Condiments)
 - Research consulting services and develop products related to biotechnology
 - Design consulting service and construction of a biotechnology factory

- (3) To use the fund to pay off the Company's debt to reduce the interest burden and reduce problems from overdue payments with various trade partners, including using it as working capital to enhance liquidity.
- (4) This issuance and offering of newly issued ordinary shares will help the Company raise funds within a short period of time and reduce the burden on existing shareholders in increasing capital. This will result in the Company having better liquidity and operating results.
- (5) This increase in registered capital will help the Company resolve the situation of posting the CB (Caution) sign on the Company's securities (shareholders' equity < 50% of the paid-up registered capital). If this capital increase is successful, the Company will receive money amounting to 1,072.50 million baht. It will make the shareholders' equity equal to 59.73%, which is > 50% of the paid-up registered capital. The CB sign will disappear after submitting audited or reviewed financial statements after the capital increase.

Calculation = Shareholder's equity + Shareholders' equity from this capital increase / (Paid-up capital + Shareholders' equity from this capital increase - Discount on share value resulting from this capital increase)

$$= (182.80 + 1,072.50) / (1,030.60 + 1,650.00 - 577.50)$$

$$= 59.69\%$$

However, the Company has considered various forms of financing. Including borrowing money from financial institutions and increasing capital in other ways. However, the Company has considered that additional borrowing from financial institutions will take a long time to process and there is uncertainty whether the Company will receive financial assistance from financial institutions or not. In addition, it will cause the Company to have more burden in repaying the principal and interest, as well as causing the Company to not have flexibility in operating in the future. The raising capital by offering securities to the general public (Public Offering) will take a relatively long time, have a high cost, and must receive permission from relevant agencies which the Company cannot control or determine the certain time period. Therefore, the Board of Directors has considered the issuance and offering of newly issued ordinary shares through Private Placement to individuals with capital potential, stable financial position, and able to pay for the capital increase, is an appropriate fund raising method and consistent with the objectives of this capital increase. This will allow the Company to receive the required amount of capital in a short period of time and reduce the investment burden of existing shareholders in increasing capital. In addition, having the Company receive acceptance from potential investors will build confidence for existing shareholders in the success of the capital increase. This will result in the Company being able to increase capital as targeted and creating opportunities for the Company to

increase efficiency in its original business operations and has fund to invest in FRUITA, which is expected to help make the Company's performance likely to be better in the future, increasing competitive potential, and developing the Company's business to grow steadily and sustainably.

2) Reasonableness of offering newly issued ordinary shares to specific investors (Private Placement)

The Independent Financial Advisor considers the advantages, disadvantages, and risks of entering into the transaction and the advantages and disadvantages of not entering into the transaction of offering newly issued ordinary shares to specific investors (Private Placement), which can be summarized as follows:

Advantages of entering into the transaction

- The Company can raise the expected amount of capital.
- The Company can raise capital in a short period of time.
- The Company will be a business partner with investors who will help support business operations and enhance business growth potential, have a network to create business opportunities, and / or are an investors.
- The Company will have sufficient funds to carry out the utilization plan, including expanding investment in existing businesses and invest in new businesses.
- The Company will have a more stable financial structure after the capital increase.
- It is a way to raise funds without additional debt and interest.
- There is a chance to remove the CB sign on the Company's securities.

Disadvantages of entering into the transaction

- The effect on the reduction of the shareholding proportion of existing shareholders (Control Dilution) equal to 61.55 percent and the effect on the market price of the shares (Price Dilution) equal to 5.06 percent.
- It will change in the shareholder structure and management structure of the Company.
- There is a burden for operating expenses according to the conditions, processes, and methods for offering newly issued ordinary shares to specific investors.
- Entering into transactions with connected persons may effect negotiations and conditions to not being as same as doing transactions with outsiders.

Risks of entering into the transaction

- Risk from investors deciding to sell newly issued ordinary shares due to the price of the PP lower than the current Market Price, and no prohibition from selling of the newly issued shares allocated to investors (Silent Period).
- Risk from not being approved by the shareholder meeting.
- Risk that the Company may not receive the fund in full of expected amount.
- Risk that the Company may not be able to issue and offer newly issued ordinary shares on scheduled time.
- Risk from using additional capital to invest in restaurant business and the performance not turn out as expected.
- Risk from using additional capital to invest in new businesses and the return on investment not turn out as expected.
- Risk from the business operations of FRUITA, which is in the biotechnology business, such as risks from business competition, risk from the expected rate of return not turn out as expected, etc.

Advantages of not entering into the transaction

- No expenses that will occur from entering into the transaction.
- No changes to the shareholder structure and management of the Company.
- The existing shareholders of the Company are not affected by the capital increase (Dilution effect).
- There is no risks from entering into the transaction.

Disadvantages of not entering into the transaction

- Do not receive fund from the issuance and offering of the Company's newly issued ordinary shares to specific investors (Private Placement).
- It may take longer and cost more for the Company to secure investment.

The Independent Financial Advisor has considered that entering into the transaction is necessary, and the benefits that will be received is outweigh the disadvantages of entering into the transaction and choosing not to enter into the transaction.

3) Appropriateness of the Company's share offering price

The Independent Financial Advisor has considered the appropriateness of the fair value of W's ordinary shares using 6 different methods, with details as shown in the following table.

Valuation method	Value of W's share (Baht per share)	Value of W's shares (million baht)	Opinion of the Independent Financial Advisor
1. Book Value Approach : BV	0.18	182.80	Not appropriate
2. Adjusted Book Value Approach : ABV	0.18	182.80	Not appropriate
3. Market Value Approach : VWAP	0.71 – 1.28	729.90 – 1, 317.37	Appropriate
4. Price to Book Value Ratio Approach : P/BV Ratio	0.45 – 0.59	464.78 – 611.93	Not appropriate
5. Price to Earnings Ratio Approach : P/E Ratio	(3.86) – (2.59)	(3,982.37) – (2,668.79)	Not appropriate
6. Discounted Cash Flow : DCF	(0.61) – (0.58)	(633.39) – (606.67)	Not appropriate

Note: Total number of paid-up shares is 1,030,597,218 shares, par value of 1.00 baht per share, as of 12 February 2023

The Independent Financial Advisor is of the opinion that the most appropriate valuation method to value W's shares this time is the Market Value Approach: VWAP, which will get a value between 729.90 – 1,317.37 million baht or the value of W's shares will be between 0.71 – 1.28 baht per share. Therefore, the Independent Financial Advisor is of the opinion that this offering of newly issued ordinary shares at the offering price of 0.65 baht per share is lower than the reasonable estimated price of the Independent Financial Advisor according to the comparison table of the price of entering into the transaction as follows:

Comparison between the price of entering into the transaction and the appropriate value	Value of W's share (baht per share)
Appropriate value according to Market Value Approach: VWAP	0.71 – 1.28
Minimum share offering value for entering into this transaction	0.65
Difference from the fair price of ordinary shares	0.06 – 0.63
Difference from the fair price of ordinary shares (%)	9.23 – 96.92

Note: Total number of paid-up shares is 1,030,597,218 shares, par value of 1.00 baht per share, as of 12 February 2023

Therefore, the Independent Financial Advisor is of the opinion that the price of the offering of newly issued ordinary shares to specific investors (Private Placement) this time compared to the fair value of W is not appropriate. However, there are additional reasons for consideration in setting the offering price of newly issued ordinary shares at 0.65 baht per share as follows:

- When considering the past performance of the Company in terms of revenue, net profit, shareholders' equity of the Company, and share price, the details are as follows:

Financial figures (million baht)	2021	2022	2023
Total income ^{1/}	426.22	347.82	323.49
Net profit ^{1/}	(276.45)	(574.04)	(147.52)
Shareholders' equity ^{1/}	673.40	102.54	182.80
Share price ^{2/}	4.34	1.98	0.71

Note : 1/ As of 31 December 2021, 2022, and 2023. Sourced from www.setsmart.com

2/ As of the last business day of 2021 - 2023

From past information, it is found that net profits and the Company's share prices are consistent and moving in the same direction. If the Company has a continuous net operating loss and the contraction of total income, it will cause the share price of the Company that is traded on SET to decrease accordingly as can be seen from the table comparing the Company's past performance and share price over the past 3 years since 2021– 2023. It is likely to cause the market price of the Company's shares to continue to decline if the Company's operating results continue to suffer losses. Therefore, a plan for PP and a plan for using the fund received from the offering of PP are proposed to the shareholders' meeting to help reduce the problem of operating losses and the liquidity of the Company (However, the Company's share price also depends on the Company's current and past performance and other factors, such as future growth opportunities, news, events, and external factors that affect business operations and the demand for trading in the Company's shares. etc.)

- The issuance of such newly issued ordinary shares is an offering of shares for which the Board of Directors has resolved to clearly set the offering price in order to propose to the shareholders' meeting to consider setting the offering price equal to 0.65 baht per share. It is not considered as an offer for sale of newly issued shares at a price lower than 90 percent of the Market Price According to Notification Regarding Offering Newly Issued Shares to Specific Investors. "Market Price" is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange in the past 15 consecutive business days before the date the board of directors' meeting resolved to propose the agenda to the shareholder meeting to request approval for the Company to offer newly issued ordinary shares to investors, which is between 25 January 2024 and 14 February 2024. The market price is 0.7082 baht (information from SETSMART).

The conditions for share offering are appropriate as it gives rights to major shareholders to serve as directors of the Company. Additionally, Ms. Satita Balasuvatti is an expert in business management in which the Company is going to invest in.

- 4) The plan for using the fund received from the offering of newly issued ordinary shares to specific investors (Private Placement) and the appropriateness of the worthiness of the offering of newly issued ordinary shares compared to the impact on the existing shareholders of the Company

The Company plans to use the fund that will be received from this offering of newly issued ordinary shares in the amount of 700.00 – 1,250.00 million baht as follows:

Objectives and plans to use the fund	Estimated amount (million baht)	Expected period for using the fund
1. To support the expansion and improvement of Kagonoya brand restaurant branches and investment in subsidiaries.	50 – 150	2024 - 2025
2. To support investment in various businesses related to the Group's current business and/or potential business which has a good return on investment. This is an investment in FRUITA.	300 – 650	
3. To repay the Company's existing debt that the Company has used as a source of funds for the Company's operations in the past. (This includes investors who have been allocated newly issued ordinary shares this time, namely Mr. Natthaphong Sitaworarat) account payables, and other creditors.	350 – 450	
4. To be used as working capital of the Company	The remaining fund from 1 - 3	

Plan for using the additional capital as mentioned above will be beneficial to the Company in the operations of the Company's existing business, which will be used to repay the existing debt and used as working capital for the Company, including further expansion of the Company's business through investment in restaurants expansion and invest in new businesses, namely FRUITA, to reduce the problem of operating losses and the Company's liquidity. In addition, this capital increase will allow the Company to remove the CB (Caution) sign on the Company's securities (Shareholders' equity < 50% of the paid-up and registered capital). If this capital increase is successful, the Company will receive funds in the amount of 1,072.50 million baht, which will make the shareholders' equity equal to 59 percent, > 50 % of the paid-up and registered capital after the capital increase of the Company. The CB sign will disappear after submitting the audited financial statements or review after the capital increase is completed.

However, the existing shareholders of the Company will be affected by a reduction in the shareholding proportion of the existing shareholders (Control Dilution) equal to 61.55 percent and affected by a decrease in the market price of the shares (Price Dilution) equal to 5.06 percent due to the issuance and offering of newly



issued ordinary shares through the PP, which offers PP shares at a price slightly lower than the market price (The market price is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange over the past 15 consecutive business days before the date the board meeting resolved to propose the agenda to the shareholder meeting to request approval for the Company to offer newly issued ordinary shares to investors, which is between 25 January 2024 and 14 February 2024. The market price is 0.7082 baht). However, shareholders will not be affected by the reduction in profit sharing (Earnings dilution). Since the Company operated a net loss for the year 2023.

Therefore, the Independent Financial Advisor is of the opinion that the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) this time will be beneficial to the Company's shareholders more than the impact of dilution on the existing shareholders of the Company.

In conclusion, considering the advantages and disadvantages of entering into the transaction and not entering into the transaction, necessity of offering newly issued ordinary shares to specific investors, appropriateness of offering of newly issued ordinary shares and the plan for using the fund receiving from the issuance and offering of newly issued ordinary shares, the Independent Financial Advisor is of the opinion that entering into the transaction of offering newly issued ordinary shares to specific investors (Private Placement) is appropriate. Even though the price offered to specific investors is not appropriate, the price that the Independent Financial Advisor considers appropriate is the price valued by the Market Value Approach (VWAP), which is between 0.70 – 1.28 baht per share. However, the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) this time will be directly beneficial and important to the future business operations of the Company by allowing the Company to raise a large amount of capital, having partners that will help support business operations and enhance business growth potential, having a network to create business opportunities and / or is an investor. The Company will have sufficient funds to carry out the utilization plan, including expanding investment in existing businesses and investing in new businesses that the Company will invest in (additional details of Fruita Biomed Company Limited is according to Transaction 2 The Acquisition of asset and connected transaction of Wow Factor Public Company Limited, Section 6, details of entering into the acquisition of asset and connected transactions) to help reduce the problem of operating loss results and the Company's liquidity. Therefore, the Independent Financial Advisor is of the opinion that the shareholder meeting should approve the entering into the transaction.

However, the decision to vote to approve or disapprove the transaction depends mainly on the discretion of each shareholder. Shareholders should therefore study all information contained in the Opinion Report of the Independent Financial Advisor and all documents attached with the invitation letter of the Extraordinary General Meeting of Shareholders and carefully use discretion when casting the vote.

Opinion of the Independent Financial Advisor regarding the reasonableness of the transaction

Transaction 2 The Acquisition of asset and connected transaction in investing in Fruita Biomed Company Limited

The Independent Financial Advisor is of the opinion that the Acquisition of asset and connected transaction in investing in Fruita Biomed Company Limited is appropriate, considering advantages, disadvantages and risks of entering into the transaction, appropriateness of price and conditions of transaction. It can be summarized as follows:

1) Objective of entering into the transaction

Currently, the Company operates in the food and beverage distribution business. The Company's nature of business is operating a restaurant business (1) Pastry shop, namely BAKE WORKS, through BAKE, which has a variety of products including "Bake Cheese Tart" "Croquant Chou ZakuZaku" and "RAPL" (2) Japanese restaurant, shabu buffet, original from Japanese brand KAGONOYA proceeds through ECT and (3) European style restaurant namely Le Boeuf, which serves food and beverages in Fine Dinning and Buffet style through CCD. Financial performance of the Company's restaurant business in 2021 – 2023 has continued losses, as a result, the Company has to continually raise additional funds to be used as the Company's working capital.

The Company therefore has a plan to issue and offer newly issued ordinary shares to specific investors (Private Placement) and plan to invest in FRUITA that operates the business of biotechnology, which can be divided into the main business groups (1) Produce and sell biodegradable plastic products (Bio Packaging) for beverages and food, which are produced from biological-processed agricultural waste processed into packaging that has an appearance and features like general packaging (2) produce sell and provide services regarding beverage, food, and healthy seasonings (Bio Beverage / Bio Food / Bio Condiment) that use biological processes to reduce sugar, salt, and sodium and use the process to create important biologically substances for each product appropriately. (3) Consulting services in research and development of products related to biological technology (Bio Technology), which consists of research services, consulting, and product development of products produced from biological substances by applying biological technology to provide services (4) Consulting services regarding the design and construction of biotechnology plants that provides design consultation, system planning, research rooms and factories related to biotechnology, including construction contracting for projects that FRUITA provides services. In this regard, the Company considers that the transaction of purchasing shares of FRUITA will allow the Company to invest in a company with good performance, continuous growth, and having potential and opportunity for long-term growth. Moreover, the biotechnology development business of FRUITA can be further developed in various ways, including food industry, agriculture and medicine.

The Company's Board of Directors Meeting No. 2/2024, held on 4 March 2024, therefore resolved to propose to the shareholders' meeting to consider the transaction of purchasing ordinary shares of FRUITA totaling 1,632,000 shares, or 51 percent of the total issued and paid-up shares of FRUITA, at a price of not exceeding 274.22 baht per share, calculated as a total amount not exceeding 447,525,000 baht. The Company shall purchase the shares from the two sellers, namely (1) Mr. Rakchai Rengsomboon or person / juristic person that Mr. Rakchai Rengsomboon appoints, in amount of 816,000 shares, or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA, at a purchase price of not exceeding 223,762,500 baht (2) Ms. Satita Balasuvatthi or person / juristic person that Ms. Satita Balasuvatthi appoints, in amount of 816,000 shares, or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA, at a purchase price of not exceeding 223,762,500 baht. The Company will pay the consideration value in cash received from the issuance and offering of newly issued ordinary shares to specific investors, which is in accordance with the plan to use of funds received from the issuance and offering of newly issued ordinary shares to specific investors (Private Placement).

2) Advantages and disadvantages of entering into a transaction and not entering into a transaction, the risks of entering into the transaction, the appropriateness, and benefits of entering into the transaction

Advantages of entering into the transaction

- Expand investment to new business that has the opportunity to generate good returns for the Company.
- The Company can expand its business scope and diversify risk into new business that has future growth opportunities.
- The Company will take part in business operation decisions and strategies.
- The Company can start new businesses immediately compared to starting on its own.
- Purchase price of ordinary shares of FRUITA in this transaction is in the range of fair value of ordinary shares of FRUITA.
- Allow the Company to consolidate operating results of FRUITA as a subsidiary of the Company. This is expected to make the Company's operating results in the Company's consolidated financial statements better.

Disadvantages of entering into the transaction

- Lose opportunity to invest in other businesses.

- The Company has no experience in operating a biotechnology development business and must rely on the existing directors and key executives of FRUITA.

Risks of entering into the transaction

- Risk from business competition, which there may be new entrepreneurs entering the market due to the trend of environmental protection.
- Risk from the expected rate of return not being as expected.
- Risk from investing in the Company's future projects and addition of other products and services.
- Risk from exchange rate fluctuations.
- Risk from the form and quality of the product not being as customers' demand.
- Risks from the price of significant transactions may not be close to the market price, such as factory rental transaction, factory management transaction, etc., which are connected transactions with the companies that were connected to FRUITA in the past.

Advantages of not entering into the transaction

- There are no expenses incurred from entering into the transaction.
- There is no need to finance for the transaction.
- There is no risks regarding entering into the transaction.

Disadvantages of not entering into the transaction

- The Company will not allow to expand investment according to the Company's utilization plan and do not receive returns from new business.
- The Company will lose the opportunity to diversify investment risk.

From analyzing the advantages, disadvantages, and risks of entering into the transaction. The Independent Financial Advisor is of the opinion that entering into such a transaction will be beneficial to the Company and shareholders. Entering into the transaction to purchase shares of FRUITA will give the Company an opportunity to create returns for the Company and shareholders. FRUITA has continuously had positive operating results during the past 3 years and has continually increased operating income during the past 3-year period, as detailed below:



List	Unit	2021	2022	2566 ^{1/}
Income from operations	MB	202.30	218.93	304.98
Net profit (loss)	MB	85.42	55.76	55.03
Net profit (loss) margin	%	42.08	25.18	18.01
Return on equity	%	76.74	21.77	21.72

Note : 1/ Information from FRUITA's 2023 management account, which is currently being examined by the auditor, expected to be completed by March 2024

From an interview with FRUITA's management, FRUITA's net profit margin is 18.01 percent in 2023, which decreased from the previous year (net profit margin in 2022 equal to 25.18 percent) because FRUITA experimented and adjusted product formulation, resulting in increase of production costs in 2023, including an increase in the number of employees caused increase in employee salary expenses and increase in depreciation of machinery, and increased tax expenses from higher revenues of business operations that are not exempt from corporate income tax. In this regard, FRUITA's management expects that FRUITA's production costs will return to normal, which is close to production costs in 2022.

However, the acquisition of shares of FRUITA this time will help the Company expand its business scope and diversify business risk into new businesses that have the potential to grow in the future by reducing reliance on main income coming from the restaurant and dessert business, and enhance income and operating results of FRUITA, which operates a biotechnology development business, consolidated into the Company's consolidated financial statements. To enter into this transaction, the Company will still be involved in business decision making or strategies planning according to the shareholding proportion of the Company.

3) Appropriateness of the price for entering into the transaction

The Independent Financial Advisor has considered the appropriateness of the fair value of FRUITA's ordinary shares using 5 different methods as detailed in the following table.

Valuation method	Value of FRUITA's share (Baht per share)	Value of 100% of FRUITA's shares (million baht)	Value of 51% of FRUITA's shares (million baht)	Opinion of the Independent Financial Advisor
1. Book Value Approach : BV	67.03	214.51	109.40	Not appropriate
2. Adjusted Book Value Approach : ABV	67.03	214.51	109.40	Not appropriate
3. Price to Book Value Ratio Approach : P/BV Ratio	101.72 – 115.65	325.52 – 370.09	166.01 – 188.75	Not appropriate
4. Price to Earnings Ratio Approach : P/E Ratio	362.79 – 384.73	1,160.93 – 1,231.15	592.07 – 627.89	Not appropriate
5. Discounted Cash Flow Approach: DCF	256.27 – 283.30	820.05 – 906.57	418.23 – 462.35	Appropriate

Note: Total number of FRUITA shares is 3,200,000 shares. The par value of the shares is 100.00 baht per share, as of 31 December 2023

The Independent Financial Advisor is of the opinion that the most appropriate valuation method for valuing FRUITA's shares is the Discounted Cash Flow Approach, which equal to 256.27– 283.30 baht per share. This method reflects the profitability and ability to generate cash flow of FRUITA by evaluating the

present value of net cash flow expected to be received in the future of FRUITA. Comparing the fair value of FRUITA with the purchase price not exceeding 274.22 baht per share, it is higher (lower) than the purchase price at range of (17.95) – 9.08 baht per share, or calculated as (6.55) – 3.31 percent. Therefore, it can be concluded that the price of entering into this transaction is appropriate as the purchase price is between the fair value valued by the Independent Financial Advisor.

The conditions for entering into the transaction are appropriate because it is determined to reduce the risk of the Company entering into the transaction as a purchaser of FRUITA's ordinary shares. The details of the conditions are as follows.

1. The Company has finished a due diligence of FRUITA and is satisfied with the results of the due diligence (Currently, the Company has carried out a legal due diligence of FRUITA and found important issue. The issue is that some ordinary shares of FRUITA, including the portion of purchasing shares, have not yet paid the full value of the shares. The par value is 100.00 baht per share, but the paid-up value of 90 baht per share. Currently, FRUITA has an investment promotion certificate issued by the Office of the Board of Investment ("BOI"). In this regard, FRUITA must call on shareholders to pay the full registered capital of the shares before operating as a business that receives investment promotion from the BOI. The conditions specified in the investment promotion certificate stipulates that the operating period for FRUITA is within a specified period of not more than 36 months from the date of issuance of the investment promotion certificate (within 14 December 2024). However, FRUITA has the right to request an extension of the operating period with BOI.

2. The Board of Directors meeting and the Company's shareholder meeting resolved to approve the transaction to purchase ordinary shares of FRUITA and various matters necessary and/or related to such transaction.

3. On the date of purchase of FRUITA's ordinary shares, no event or action occurred, was caused to occur, or could reasonably be expected to occur, which may cause a significant negative impact on FRUITA or prevent an entry into the transaction to purchase ordinary shares of FRUITA. Including, it must not appear that FRUITA's shareholders' equity is less than 350.00 million baht.

4. The Company must receive approval from the shareholders' meeting to increase the Company's registered capital by an amount of 2,543,532,406 baht from the existing registered capital of 1,401,666,357 baht to the new registered capital of 3,945,198,763 baht by issuing new ordinary shares in the amount of 2,543,532,406 shares, with a par value of 1.00 baht per share to offer to specific investors (Private Placement) in the amount not exceeding 1,650,000,000 shares with a par value of 1.00 baht per share.

5. Offering of 2,543,532,406 newly issued ordinary shares, with a par value of 1.00 baht per share, to specific investors (Private Placement), in an amount not exceeding 1,650,000,000 shares, with a par value of 1.00 baht per share, must be completed and the Company must receive the payment of such ordinary shares from the investors which are specific investors. (The newly issued ordinary shares offered to specific investors (Private Placement) must be sold at least 688,500,000 shares, in order for the Company to have enough money to enter into the transaction to purchase FRUITA's ordinary shares in the proportion of 51 percent)

6. The Sellers have paid up the par value of shares to FRUITA in full and proceed with other shareholders of FRUITA to pay up the par value of shares to FRUITA in full.

7. The Sellers have proceeded with FRUITA to notify the start of operation to the Office of the Board of Investment ("BOI") under FRUITA's investment promotion certificate after FRUITA's registered capital has been fully paid.

Therefore, considering the advantages, disadvantages, and risks of entering into the transaction and not entering into the transaction, objective of entering into the transaction, appropriateness of price and conditions for entering into the transaction. The Independent Financial Advisor is of the opinion that entering into the acquisition of assets and connected transaction in investing in Fruita Biomed Company Limited is appropriate and the shareholder meeting should approve the entering into the transaction.

However, the decision to vote to approve or disapprove the said transaction depends mainly on the discretion of each shareholder. Shareholders should therefore study all information contained in the Opinion Report of the Independent Financial Advisor and all documents attached with the notification of the Extraordinary General Meeting of Shareholders and carefully use discretion when casting the vote.

Transaction 1 : The issuance and offering of new ordinary shares of the Company through private placement, which is considered as a significant transaction and connected transaction

1. Characteristics and details of capital increase to specific investors (Private Placement)

1.1 The background and purpose of capital increase to specific investors

The Board of Directors' Meeting No. 1/2024 of Wow Factor Public Company Limited (the "Company" or "W"), held on 15 February 2024, resolved to propose to the Annual General Meeting of Shareholders 2024 to consider and approve the issuance and allocation of newly issued ordinary shares of the Company in the amount not exceeding 1,650,000,000 shares, at par value of 1.00 baht per share, at offering price of 0.65 baht per share to specific investors (Private Placement: PP) to 10 individuals (collectively called the "Investors") (the "PP").

No.	List of persons will be allocated newly issued ordinary shares (collectively referred to as the "Investors")	Number of newly issued ordinary shares (shares)	Total capital increase value (Baht)
1	Miss Satita Balasuvatthi	600,000,000	390,000,000
2	Miss Charinraj Pengsawatd	381,000,000	247,650,000
3	Mr. Suphachai Watanasuvith	185,000,000	120,250,000
4	Dr. Patima Jeerapaet	135,000,000	87,750,000
5	Mr. Nattaphong Seetavorarat	100,000,000	65,000,000
6	Dr. Chartchai Pookayaporn	99,000,000	64,350,000
7	Mr. Thiti Wongsuttirat	50,000,000	32,500,000
8	Mr. Boon-Aue Chitthanom	40,000,000	26,000,000
9	Miss Punyanee Wongcharoenwattana	30,000,000	19,500,000
10	Mr. Patipol Prawangsuk	30,000,000	19,500,000
Total		1,650,000,000	1,072,500,000

After issuing and allocating newly issued ordinary shares of the Company to specific investors (Private Placement), each investor will have a proportion of shares in the Company as follows:

No.	List of the Investors (Private Placement)	Shareholding proportion before the PP		Shareholding proportion after the PP	
		Number of shares (shares)	%	Number of shares (shares)	%
1	Miss Satita Balasuvatthi	-	-	600,000,000	22.38
2	Miss Charinraj Pengsawatd	-	-	381,000,000	14.21
3	Mr. Suphachai Watanasuvith	-	-	185,000,000	6.90
4	Dr. Patima Jeerapaet	-	-	135,000,000	5.04
5	Mr. Nattaphong Seetavorarat	2,508,900	0.24	102,508,900	3.82
6	Dr. Chartchai Pookayaporn	-	-	99,000,000	3.69



No.	List of the Investors (Private Placement)	Shareholding proportion before the PP		Shareholding proportion after the PP	
		Number of shares (shares)	%	Number of shares (shares)	%
7	Mr. Thiti Wongsuttirat	-	-	50,000,000	1.87
8	Mr. Boon-Aue Chitthanom	23,000,000	2.23	63,000,000	2.35
9	Miss Punyanee Wongcharoenwattana	-	-	30,000,000	1.12
10	Mr. Patipol Prawangsuk	4,730,000	0.46	34,730,000	1.30
Number of registered ordinary shares ^{1/}		1,030,597,218		2,680,597,218	

Source : Report on the list of major shareholders as of the registration book, dated 12 February 2024.

Note : 1/ Number of registered ordinary shares after the PP allocation.

The table shows the shareholding structure before and after the PP

Before entering into the transaction (information as of 12 February 2024)

Name	Number of shares (share)	%
1. Ms. Naphat Tavisangsiri	43,000,000	4.17
2. Mr. Kajonsit Singsansern	42,800,000	4.15
3. Mr. Trinawat Thanitnithipan	40,800,000	3.96
4. Aqua Corporation Public Company Limited	40,000,000	3.88
5. Ms. Chatchalai Veerasakumpai	36,600,000	3.55
6. Mr. Phakpoom Termseerukul	34,200,000	3.32
7. Mr. Amonthep Watcharaphrueksadee	30,800,100	2.99
8. Mrs. Navaporn Rattanachaikanont	29,720,300	2.88
9. Ms. Natthakamon Namkaeng	26,865,100	2.61
10. Mr. Boon-Aue Chitthanom	23,000,000	2.23
Other shareholders	682,811,718	66.25
Total	1,030,597,218	100.00

After entering into the transaction

Name	Number of shares (share)	%
1. Miss Satita Balasuvatthi	600,000,000	22.38
2. Miss Charinraj Pengsawatd	381,000,000	14.21
3. Mr. Suphachai Watanasuvith	185,000,000	6.90
4. Dr. Patima Jeerapaet	135,000,000	5.04
5. Mr. Nattaphong Seetavorarat	102,508,900	3.82
6. Dr. Chartchai Pookayaporn	99,000,000	3.69
7. Mr. Boon-Aue Chitthanom	63,000,000	2.35
8. Mr. Thiti Wongsuttirat	50,000,000	1.87
9. Ms. Naphat Tavisangsiri	43,000,000	1.60

Name	Number of shares (share)	%
10. Mr. Kajonsit Singsansern	42,800,000	1.60
Other shareholders	981,797,218	36.63
Total	2,680,597,218	100.00

The objective of this capital increase are as follows

- (1) To allow the Company to increase the efficiency of operations in the Company's existing business. Both investing in branch expansion and improving existing branches for Japanese restaurants under the brand KAGONOYA, restaurant under the name Le Boeuf, and others
- (2) To allow the Company to invest in businesses that can be expanded from the Company's existing businesses smoothly including potential businesses, which has a good return on investment. This will help make the Company's operating results likely to be better in the future.
- (3) To use the fund to pay off the Company's debt to reduce the interest burden and reduce problems from overdue payments with various trade partners, including using it as working capital to enhance liquidity.
- (4) This issuance and offering of newly issued ordinary shares will help the Company raise funds within a short period of time and reduce the burden on existing shareholders in increasing capital. This will result in the Company having better liquidity and operating results.
- (5) This increase in registered capital will help the Company resolve the situation of posting the CB (Caution) sign on the Company's securities (shareholders' equity < 50% of the paid-up registered capital). If this capital increase is successful, the Company will receive money amounting to 1,072.50 million baht. It will make the shareholders' equity equal to 59.73%, which is > 50% of the paid-up registered capital. The CB sign will disappear after submitting audited or reviewed financial statements after the capital increase.

Calculation = Shareholder's equity + Shareholders' equity from this capital increase / (Paid-up capital + Shareholders' equity from this capital increase - Discount on share value resulting from this capital increase)

$$= (182.80 + 1,072.50) / (1,030.60 + 1,650.00 - 577.50)$$

$$= 59.69\%$$

The issuance and offering newly issued ordinary shares to specific investors is the most efficient, reasonable, and suitable fundraising method for the current situation of the Company and will bring the most benefit to the Company by allowing the Company to raise fund in a short period of time, reduce the burden on existing shareholders in increasing capital, and get the amount of capital as expected. Moreover, using the method of increasing capital for specific investors is a fundraising method that can definitely and quickly meet the Company's capital usage needs when compared with increasing capital by public offering, funding from borrowing money from financial institutions, and increasing capital by other means that may cause the Company to delay the fund raising and not receive the expected amount of capital, which will affect the operating plan and financial status of the Company. The Company's Board of Directors has considered raising funds through other methods and has the following opinions.

- a) Raising capital by public offering: The Board of Directors considers that raising capital using this method requires a longer period of time than raising capital by issuing and offering newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholding and to specific investors. In addition, the Company may not be able to offer shares as planned because the Company will take a relatively long time to prepare and must receive permission from relevant agencies, which the Company cannot control the exact timing.
- b) Issuing debt instruments or borrowing money: The Board of Directors has considered the issuance of debt instruments or borrowing money to be inappropriate at this time because requesting a loan from a financial institution will require a period of time for consideration, which may not keep up with the need for funds of the Company. Therefore, issuing debt instruments or borrowing money is likely to have low possibility and be inconsistent with the Company's capital needs at this time.
- c) Issuing and offering newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering): The Board of Directors is of the opinion that fundraising through this method has limitation regarding the uncertainty of the amount of funds that will be raised due to the volatility of the Stock Market and the uncertainty of the overall economic and political situation, both domestically and abroad, which causes the trading price of the Company's shares decreased significantly. It will cause the money that the Company will receive from the capital increase not to meet the Company's capital increase objectives.

This issuance and offering of newly issued ordinary shares is considered to be within the scope of offering new shares by way of Private Placement, as deemed significant according to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 RE: Permission for Listed Companies to Offer Newly Issued Ordinary Shares via Private Placement, dated 28 December 2022 (including amendments) ("**Notification**



Regarding Offering Newly Issued Shares to Specific Investors”) since (1) the issuance and offering of newly issued ordinary shares this time will make the investors who are allocated become shareholders with the highest voting rights in the Company and (2) cause an impact on profit sharing (Earning per share) or voting rights of shareholders (Control dilution), accounting for a proportion of not less than 25 percent, considering the number of paid-up shares before the date the board of directors resolved to propose to the shareholder meeting. Therefore, the Company must appoint an Independent Financial Advisor to provide opinions to shareholders on (1) the appropriateness of the price and conditions of the share offering (2) the reasonableness and benefits of the share offering to investors, including plan to use the fund received from the share offering compared to the impact on shareholders and (3) the opinion on whether shareholders should vote to approve or not, along with reasons. In this regard, the Company has appointed FynnCorp Advisory Company Limited to serve as an Independent Financial Advisor to provide opinions to such shareholders.

This connected transaction has a transaction size of 390,000,000 baht, which is more than 20,000,000 baht. The Company is therefore obliged to take the following actions: (1) Prepare a report and disclose information regarding the offering of newly issued ordinary shares to specific investors and immediately disclose information about connected transactions to the Stock Exchange of Thailand (the “**Stock Exchange**” or “**SET**”) in accordance with the Notification Regarding Offering Newly Issued Shares to Specific Investors. And Notification Regarding Connected Transactions (2) Appoint an independent financial advisors to perform any other related obligation, including providing opinions as specified in the Notification Regarding Connected Transactions by sending the Independent Financial Advisor's opinion report to the shareholders for consideration and approval of the transaction along with the shareholder meeting invitation letter. (3) Arrange the shareholders’ meeting of the Company to approve the issuance and allocation of newly issued ordinary shares to investors and entering into such connected transactions. The shareholder meeting invitation letter must be sent to shareholders at least 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 number of votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders who have conflicting interest.

The issuance of such newly issued ordinary shares is an offering of shares for which the Board of Directors has resolved to set the fixed offering price in order to propose to the shareholders' meeting to consider setting the offering price, equal to 0.65 baht per share, total value not exceeding 1,072,500,000 baht, which is not considered as an offering of newly issued shares at a price lower than 90 percent of the market price according to the Notification Regarding Offering Newly Issued Shares to Specific Investors. The “Market Price” is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange over the past 15 consecutive business days before the date the board meeting resolved to propose the



agenda to the shareholders' meeting to request approval for the Company to offer newly issued ordinary shares to investors, which is a period between 25 January 2024 and 14 February 2024. The market price is equal to 0.7082 baht (information from SETSMART). Since the Company has accumulated losses appearing in the separate financial statements for the accounting period ending 31 December 2023, the Company is therefore able to determine the offering price of the Company's newly issued ordinary shares that will be offered for sale to investors who are specific investors at a price lower than the par value. The Company must comply with Section 52 of the Public Limited Companies Act B.E. 2535 (and as amended) and the Company must receive approval from the shareholder meeting with a vote of not less than three - fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders who have conflicting interest.

According to the offering price of newly issued ordinary shares offered to specific investors this time is not considered as an offering of newly issued shares at a price lower than 90 percent of the Market Price according to the criteria of the Notification Regarding Offering Newly Issued Shares to Specific Investors. The offered shares are therefore not subject to being prohibited from being sold (Silent Period). Therefore, the Company has not obliged to prohibit investors who are allocated shares from this offering of shares to specific investors from selling their shares allocated from the offering within a specified period of time in accordance with the criteria specified in the Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 25588, dated May 11, 2015 (including additional amendments). However, the Company and all 10 investors have not entered into an agreement that prohibits such investors from selling newly issued ordinary shares that the Company offers to 10 individuals who are specific investors.

However, the allocation of shares as detailed above in any case must not result in the Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investors to make a tender offer as required under the Notification of 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, Notification Regarding Offering Newly Issued Shares to Specific Investors requires the Company to complete the share offering within the time period approved by the shareholder meeting, but not exceeding 3 months from the date the shareholder meeting resolved 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, the Board of Directors' meeting deemed it appropriate to propose to the shareholders' meeting to consider approving to assign the Board of Directors or those assigned by the Board of Directors to be able to set offering price according to the market price during the offering period after a period of 3 months from the date the shareholder meeting resolved to approve the offering of newly issued shares.

1.2 Date, month, year of offering of newly issued ordinary shares

After the Annual General Meeting of the Company's shareholders No. 1/2024, which will be held on 30 April 2024, have resolved to approve the PP, the Company expects that the PP will be completed within the third quarter of 2024.

1.3 Issuer and offerer of shares and persons who will be allocated newly issued ordinary shares

Issuer and offerer of shares : Wow Factor Public Company Limited

Persons who will be allocated newly issued ordinary shares :

List of specific investors (Private Placement)	Shareholding Proportion Before capital increase ^{1/}		Shares for PP	Shareholding Proportion After the capital increase	
	Number of shares (shares)	%	Number of shares (shares)	Number of shares (shares)	%
Miss Satita Balasuvatti	-	-	600,000,000	600,000,000	22.38
Miss Charinraj Pengsawatd	-	-	381,000,000	381,000,000	14.21
Mr. Suphachai Watanasuvith	-	-	185,000,000	185,000,000	6.90
Dr. Patima Jeerapaet	-	-	135,000,000	135,000,000	5.04
Mr. Nattaphong Seetavorarat	2,508,900	0.24	100,000,000	102,508,900	3.82
Dr. Chartchai Pookayaporn	-	-	99,000,000	99,000,000	3.69
Mr. Thiti Wongsuttirat	-	-	50,000,000	50,000,000	1.87
Mr. Boon-Aue Chitthanom	23,000,000	2.23	40,000,000	63,000,000	2.35
Miss Punyanee Wongcharoenwattana	-	-	30,000,000	30,000,000	1.12
Mr. Patipol Prawangsuk	4,730,000	0.46	30,000,000	34,730,000	1.30

Source : 1 /Information from the list of major shareholders as of the registration book, dated 12 February 2024.

In addition, the investors do not have any relationship with each other in the form of persons acting together (Concert Party) or have any relationship that is considered to be a person under Section 258 of the Securities and Exchange Act B.E. 2535 (including additional amendments) that will cause the duty to make a tender offer for all securities of the Company after receiving the allocation of newly issued ordinary shares of the Company.



1.4 Determination of the offering price and the total value and criteria used to determine the total value of the transaction

The Company will issue 1,650,000,000 newly ordinary shares with a par value of 1.00 baht per share to specific investors (Private Placement) at a price of 0.65 baht per share. Total value does not exceed 1,072,500,000 baht.

Allocation type	Number of shares	Selling price	Fundraising value (Baht)
specific investors (Private Placement) by clearly specifying the offering price.	Not exceeding 1,650.00 million shares	0.65 baht per share	Not exceeding 1,072.50 million baht

The offering price of newly issued ordinary shares this time is not considered as an offering of newly issued shares at a price lower than 90 percent of the Market Price according to the criteria of the Notification Regarding Offering Newly Issued Shares to Specific Investors. "Market Price" is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange in the past 15 consecutive business days before the date the board meeting resolved to propose the agenda to the shareholder meeting to request approval for the Company to offer newly issued ordinary shares to investors, which is between 25 January 2024 and 14 February 2024. The market price is equal to 0.7082 baht (information from SETSMART according to www.setsmart.com). The Board of Directors' Meeting therefore considered and agreed that the offering price is set at 0.65 baht per share, representing a discount from the market price of 8.22 percent. The price is a mutual negotiation between investors and the Company based on the Market Price. The details of calculating the average price are as follows:

Historical working day no.	Date	Total amount (shares)	Total value (baht)	Average price (baht/share)
1	14 February 2024	19,655,990.00	14,390,799.53	0.7321
2	13 February 2024	17,713,500.00	12,672,548.00	0.7154
3	12 February 2024	8,772,700.00	6,295,661.00	0.7176
4	9 February 2024	17,160,800.00	12,173,638.00	0.7094
5	8 February 2024	11,226,700.00	7,844,873.00	0.6988
6	7 February 2024	7,546,000.00	5,258,557.00	0.6969
7	6 February 2024	6,346,300.00	4,422,788.00	0.6969
8	5 February 2024	1,559,600.00	1,083,671.00	0.6948
9	2 February 2024	3,056,001.00	2,113,505.52	0.6916
10	1 February 2024	4,116,386.00	2,826,877.37	0.6867
11	31 January 2024	8,403,200.00	5,737,678.00	0.6828
12	30 January 2024	4,682,600.00	3,278,787.00	0.7002
13	29 January 2024	4,059,300.00	2,848,573.00	0.7017
14	26 January 2024	471,567.00	335,405.86	0.7113
15	25 January 2024	547,406.00	388,470.20	0.7097



Historical working day no.	Date	Total amount (shares)	Total value (baht)	Average price (baht/share)
Weighted average price for 15 business days before the date of the Board of Directors' Meeting resolved to propose the agenda to the shareholders' meeting.				0.7082
90 percent of the weighted average price for 15 business days before the date of the Board of Directors' Meeting resolved to propose the agenda to the shareholders' meeting.				0.6374

According to the offering price of newly issued ordinary shares offered to specific investors this time is considered as an offering of newly issued shares at a price lower than 90 percent of the Market Price according to the criteria of the Notification Regarding Offering Newly Issued Shares to Specific Investors. The offered shares are therefore not subject to being prohibited from being sold (Silent Period). Therefore, the Company has no duty to prohibit investors who are allocated shares from this offering of shares to specific investors from selling their shares allocated from the offering within a specified period of time in accordance with the criteria specified in the Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (including additional amendments).

However, since the Company has accumulated losses appearing in the separate financial statements for the accounting period ended 31 December 2023 (audited version), the Company is able to determine the offering price of the Company's newly issued ordinary shares that will be offered to investors this time at a price lower than the Company's par value complying with Section 52 of the Public Limited Companies Act B.E. 2535 (and as amended) and the Company must receive approval from the shareholder meeting.

1.5 Allocation of newly issued ordinary shares to specific investors and the list of specific investors

The Company has found investors who are interested in investing in the Company, able to consider and make investment decisions in a timely manner, able to invest in the Company, and can help support the Company's business according to its goals. So that the Company will be able to use the funds raised for investment and expand the Company's business in the future and used as working capital for the Company's business operations. In considering the allocation of newly issued ordinary shares to specific investors, the Company will consider both reasons and necessity, as well as the opportunity to use the money to benefit the Company in each period as well.

10 investors have never had any relationship with the Company, directors, executives, or controlling persons, or a person who will be nominated as an executive or controlling person of the Company. Meanwhile, the Company's Board of Directors resolved to propose to the shareholders' meeting to consider approving the PP. However, Ms. Satita Balasuvatti will become a major shareholder of the Company by holding 600.00 million shares, or 22.38 percent of the total number of shares sold after increasing the paid-up registered capital of the Company, and will be nominated to serve as a director of the Company. This will also require approval from the next meeting of the Board of Directors. Therefore, the transaction of issuing and offering

newly issued ordinary shares to Ms. Satita Balasuvatthi is considered a connected transaction according to the Notification Regarding Connected Transactions.

In addition, all investors are not related to directors, executives, or major shareholders of the Company. Hence, the Company's Board of Directors resolved to propose to the shareholder meeting to consider and approve the PP.

Name and information of the specific investors who will receive the offering and allocation of newly issued ordinary shares

Name	Number of shares allocated (shares)	Offering price (baht per share)	Total value (baht)
1. Miss Satita Balasuvatthi	600,000,000	0.65	390,000,000
2. Miss Charinraj Pengsawatd	381,000,000	0.65	247,650,000
3. Mr. Suphachai Watanasuvith	185,000,000	0.65	120,250,000
4. Dr. Patima Jeerapaet	135,000,000	0.65	87,750,000
5. Mr. Nattaphong Seetavorarat	100,000,000	0.65	65,000,000
6. Dr. Chartchai Pookayaporn	99,000,000	0.65	64,350,000
7. Mr. Thiti Wongsuttirat	50,000,000	0.65	32,500,000
8. Mr. Boon-Aue Chitthanom	40,000,000	0.65	26,000,000
9. Miss Punyanee Wongcharoenwattana	30,000,000	0.65	19,500,000
10. Mr. Patipol Prawangsuk	30,000,000	0.65	19,500,000

The top 10 shareholders before the PP (information as of 12 February 2024)

Name	Number of shares (shares)	%
1. Ms. Naphat Tavisangsiri	43,000,000	4.17
2. Mr. Kajonsit Singansern	42,800,000	4.15
3. Mr. Trinawat Thanitnithipan	40,800,000	3.96
4. Aqua Corporation Public Company Limited	40,000,000	3.88
5. Ms. Chatchalai Veerasakumpai	36,600,000	3.55
6. Mr. Phakpoom Termseerukul	34,200,000	3.32
7. Mr. Amonthep Watcharaphrueksadee	30,800,100	2.99
8. Mrs. Navaporn Rattanachaikanont	29,720,300	2.88
9. Ms. Natthakamon Namkaeng	26,865,100	2.61
10. Mr. Boon-Aue Chitthanom	23,000,000	2.23
Other shareholders	682,811,718	66.25
Total	1,030,597,218	100.00

The first 10 shareholders after the PP.

Name	Number of shares (shares)	%
1. Miss Satita Balasuvatthi	600,000,000	22.38



Name	Number of shares (shares)	%
2. Miss Charinraj Pengsawatd	381,000,000	14.21
3. Mr. Suphachai Watanasuvith	185,000,000	6.90
4. Dr. Patima Jeerapaet	135,000,000	5.04
5. Mr. Nattaphong Seetavorarat	102,508,900	3.82
6. Dr. Chartchai Pookayaporn	99,000,000	3.69
7. Mr. Boon-Aue Chitthanom	63,000,000	2.35
8. Mr. Thiti Wongsuttirat	50,000,000	1.87
1. Ms. Naphat Tavisangsiri	43,000,000	1.60
2. Mr. Kajonsit Singsansern	42,800,000	1.60
Other shareholders	981,797,218	36.63
Total	2,680,597,218	100.00

1.6 Type and size of the transaction

Calculation of the transaction size

In entering into the transaction of offering newly issued ordinary shares to specific investors this time, Ms. Satita Balasuvatti will be nominated to be a director of the Company. Therefore, the transaction is considered a connected transaction according to the Notification Regarding Connected Transactions. The size of the transaction is calculated using the total value of consideration and the net tangible assets ("NTA") of the Company using information from the financial statements as of 31 December 2023 with the following details:

Details of calculation of the connected transaction size

(Unit : Million Baht)	W As of the 31st December 2023
Total assets	739.39
Deduct Intangible assets	146.54
Deduct Goodwill	246.18
Deduct Total liabilities	556.58
Deduct Non-Controlling Shareholders' equity	0.00
Net Tangible Asset Value (NTA)	(209.92)

Note : Net asset value (NTA) means Total assets - Intangible assets - Total liabilities - Non-controlling shareholders' equity (if any).

Calculating the size of connected transactions

Criteria	Calculation formula
Transactions regarding assets or services	Total value of consideration / NTA of the Company



Specific investor	Calculation formula
Ms. Satita Balasuvatthi	390.00 / (209.92)
	cannot be calculated

Note : It cannot be calculated because the Company's net tangible assets are negative. According to the audited financial statements as of 31 December 2023.

When taking the total value of the investment consideration of Ms. Satita Balasuvatthi, who is a connected person with a value of approximately 390.00 million baht to calculate the size of the transaction according to the Notification Regarding Connected Transactions. It was found that the size of the transaction could not be calculated because the value of the net tangible assets ("NTA") of the Company, according to the audited financial statements as of 31 December 2023, was negative. However, the total value of the investment consideration of Ms. Satita Balasuvatthi has a value of approximately 390.00 million baht, which has a transaction size of more than 20 million baht. Therefore, the transaction is considered a large connected transactions. Therefore, the Company is obligated to comply with the Notification Regarding Connected Transactions by disclosing information about the Company's transactions to the Stock Exchange and perform obligations, including:

1. Arrangement of the Company's shareholder meeting. The notification of shareholder meeting must be sent to shareholders at least 14 days in advance of the shareholder meeting date and must be approved by the shareholder meeting with a vote of not less than three - quarters of the total number of votes of shareholders who attend the meeting and have the right to vote. Without counting the shareholders who are stakeholders as a basis for counting votes.
2. Appoint an independent financial advisors to perform any other related obligation, including providing opinions as specified in the Notification Regarding Connected Transactions by sending the Independent Financial Advisor's opinion report to the shareholders for consideration and approval of the transaction along with the notification of shareholder meeting. In this regard, the Company has appointed FynnCorp Advisory Company Limited to serve as an Independent Financial Advisor to perform any related obligation.

The Company has not entered into any other connected transactions with investors or connected persons or close relatives of investors during the six months prior to the date of agreement to enter into this transaction.

1.7 Plan for using the funds received from the issuance and offering of newly issued ordinary shares

The Company will issue and allocate newly issued ordinary shares to offer for sale to investors, and the fund received from the payment for newly issued ordinary shares will be used to expand investment for the business expansion of the Company and its subsidiaries in the future, as well as used as working capital for

the Company's business operations. The objectives for using the fund received from the capital increase are as follows:

Objectives and plans for using the fund	Estimated amount (million baht)	The period for using the money
1. To support the expansion and improvement of Kagonoya brand restaurant branches and investment in subsidiaries.	50 – 150	2024 - 2025
2. To support investment in various businesses related to the Group's current business and/or potential business which has a good return on investment. That is an investment in FRUITA.	300 – 650	
3. To be used to repay the Company's existing debt that the Company has used as a source of funds for the Company's operations in the past. (This includes investors who have been allocated newly issued ordinary shares this time, namely Mr. Natthaphong Seetavorarat) account payables, and other creditors	350 – 450	
4. To be used as working capital of the Company	The remaining money from 1 - 3	

The plan for using such funds may also be changed depending on the cash and liquid assets currently held by the Company, operating results, cash flow, business plans, investment plans, other necessities and suitability as determined by the Board of Directors seems appropriate, which takes into account mainly the benefits of the Company and shareholders. The Company will report any future changes in the utilization plan to the Company's shareholders.

However, in the case where the Company uses the fund received from this capital increase to be used to support investment expansion for the Company's business expansion and future subsidiaries as mentioned above, the Company will present various details related to the abovementioned business to seek approval from the Company's board of directors to consider reasonableness and the highest benefits of shareholders as important. The Company will comply with the The Notification of the Capital Market Supervisory Board No. TorJor. 20/ 2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (including amendments) and and 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, 2004, dated 29 October 2004 (including amendments). Moreover, if the investment is considered to be a connected transaction, the Company will comply with the Notification Regarding Connected Transactions and rules related to such investments in all respects.

1.8 Impact on existing shareholders from the offering of newly issued ordinary shares to specific investors

Regarding the decrease in the shareholding proportion of existing shareholders (Control Dilution)

After the issuance and offering of newly issued ordinary shares to specific investors (Private Placement), it will have an impact on the voting rights of existing shareholders. It will have voting rights reduced by 61.55 percent. The impact can be calculated as follows:

Impact on the voting rights of existing shareholders (Control Dilution)	Formula for calculating the impact on shareholding proportion
	[Number of newly issued ordinary shares offered to specific persons / (Number of newly issued ordinary shares offered to specific persons + Total number of shares issued and sold by the Company)]
	1,650,000,000 / (1,030,597,218 + 1,650,000,000)
	61.55 percent

Regarding the decrease in the market price of shares (Price Dilution)

After the issuance and offering of newly issued ordinary shares to specific investors (Private Placement), there will be the impact on the price of the Company's shares decreased by 5.06 percent. The effect can be calculated as follows:

Price Dilution	Formula for calculating price impact
	(Market price before the PP offering – Market price after the PP offering) / Market price before the PP offering
	(0.7082 – 0.6724) / 0.7082
	5.06 %

The market price before the offering equal to the weighted average price of ordinary shares on the Stock Exchange over the past 15 consecutive business days before the Board of Directors' meeting between 25 January 2024 to 14 February 2024, which is equal to 0.7082 baht per share.

The market price after the offering can be calculated as follows:

Market price after the offering	Calculation formula
	[(Total number of issued and sold shares of the Company x market price) + (Number of newly issued ordinary shares offered to specific investors x Offering price of newly issued ordinary shares offered to specific investors)] / (Total number of issued and sold shares of the Company + number of newly issued ordinary shares offered for sale in a private placement)
	[(1,030,597,218 x 0.7082) + (1,650,000,000 x 0.6500)] / (1,030,597,218 + 1,650,000,000)
	0.6724 baht per share

1.9 The worthiness that shareholders receive is compared with the impact on shareholders' voting rights

When comparing the benefits that shareholders will receive from issuing and offering newly issued ordinary shares to specific investors this time, the Board of Directors is of the opinion that such offering of newly issued ordinary shares will benefit shareholders more than the impact that shareholders will receive from the reduction of shareholders' voting rights because it gives the Company capital to expand its

investment and There is an increase in working capital. This will result in the Company having more liquidity and a strong financial position, including the ability to generate more income in the future. The plan for using the funds will definitely help generate income and sustainable for the Company This makes it possible to reduce the impact from the fluctuations of the Company's current business. It also results in the Company having more liquidity and potential for business growth. This will help create income and profits for the Company in the future. If the Company has good operating results, shareholders will receive the Company's dividends according to the dividend policy.

1.10 Opinion of the Board of Directors

Reasons, necessity of capital increase, and reasonableness of capital increase

The Company will use funds to increase efficiency of operations in the Company's existing business, including investment in branch expansion, improving existing branches, and to invest in businesses that can flexibly expand on the Company's existing businesses, and have a potential to make a good return on investment. It will help make the Company's operating results likely to be better in the future. The Company will also use the funds to pay off the Company's debts to reduce the interest burden and reduce problems from overdue payments with various trading partners, and to use it as working capital to enhance liquidity. In addition, the issuance and offering of newly issued ordinary shares this time will help the Company to be able to raise funds within a short period of time and reduce the burden on existing shareholders in raising capital, which will result in the Company have better liquidity and operating results. In addition, the Board of the Directors is of the opinion that increasing the registered capital this time will help the Company resolve the situation of posting the CB (Caution) sign on the Company's securities (Shareholders' equity < 50% of the paid-up registered capital). If this capital increase is successful, the Company will receive funds in the amount of 1,072.50 million baht, which will make the shareholders' equity equal to 59 percent, which > 50 % of the paid-up registered capital after the capital increase of the Company.

Calculation	Details
	(Shareholders' equity + Shareholders' equity from this capital increase) / (Paid-up capital + Shareholders' equity from this capital increase - Share discount resulting from the capital increase this time)
	$(182.80 + 1,072.50) / (1,030.60 + 1,650.00 - 577.50)$
	59.69 %

CB sign will disappear after submitting the audited or reviewed financial statements after the capital increase. However, if the Company does not receive fund from this capital increase, the Company may not have money to repay debts and reduce the Company's interest burden, have no source of funds to create opportunities to create profits from expanding the existing business an the businesses with potential that have good returns on investment. In addition, it may not be possible to solve the problem of posting the CB (Caution) sign on the Company's securities in a short time.

For the reasons mentioned above, the Board of Directors is of the opinion that the Company needs to increase capital this time to use the proceeds for the above purposes. This will help make the overall picture of the Company better in the long term.

Reasons and necessity of issuing and offering newly issued ordinary shares to specific investors

The Board of Directors is of the opinion that this issuance and offering of newly issued ordinary shares of the Company to investors is an effective way of fundraising, which is reasonable, most suitable for the current situation of the Company, and will bring the greatest benefit to the Company. This will allow the Company to raise capital in a short period of time and reduce the burden on existing shareholders in increasing capital, and receive the required amount of capital.

Moreover, the increasing capital through specific investors is a fundraising form that can definitely and quickly meet the Company's capital usage needs when compared with increasing capital by public offering, funding from borrowing money from financial institutions, and increasing capital by other means that may cause the Company to delay the fund raising and not receive the expected amount of capital. It will affect the operating plan and financial status of the Company. The Company's Board of Directors has considered raising funds through other methods and has the following opinions.

1. Raising capital by public offering: The Board of Directors considers that raising capital using this method requires a longer period of time than raising capital by issuing and offering newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholding and to specific investors. In addition, the Company may not be able to offer shares as planned because the Company will take a relatively long time to prepare and must receive permission from relevant agencies, which the Company cannot control the exact timing.
2. Issuing debt instruments or borrowing money: The Board of Directors has considered the issuance of debt instruments or borrowing money to be inappropriate at this time because requesting a loan from a financial institution will require a period of time for consideration, which may not keep up with the need for funds of the Company. Therefore, issuing debt instruments or borrowing money is likely to have low possibility and be inconsistent with the Company's capital needs at this time.
3. Issuing and offering newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering): The Board of Directors is of the opinion that fundraising through this method has limitation regarding the uncertainty of the amount of funds that will be raised due to the volatility of the Stock Market and the uncertainty of the overall economic and political situation, both domestically and abroad, which causes the trading price of the Company's shares decreased significantly. It will cause the money that the Company will receive from the capital increase not to meet the Company's capital increase objectives.

For the reasons mentioned above, the Board of Directors is of the opinion that the Company needs to increase capital by means of offering newly issued ordinary shares to specific investors this time.

Feasibility of the plan for using additional capital and the adequacy of funding sources

The Company expects to issue and offer newly issued ordinary shares of the Company to investors at and will receive money from the offering of newly issued ordinary shares completely within the third quarter of 2024 and the Company expects to issue warrant W-W7 within the fourth quarter of 2024. With a term of 3 years from the date of issuance of warrant W-W7.

The Company is studying and searching for appropriate investment opportunities to support the Company's business expansion in the future. After the Board of Directors has considered the guidelines and reasonableness of the plan for using the additional capital and the adequacy of the funding source this time, The committee is of the opinion that plan for using the additional capital of the Company is reasonable and will be beneficial to the Company and shareholders of the Company in the future. This capital increase will allow the Company to raise funds within a short period of time and reduce the investment burden of existing shareholders in raising capital. In this regard, existing shareholders will benefit from the capital that the Company receives from raising funds for use in future business expansion, including using it as capital circulating to enhance liquidity. The Board of Directors expects to issue and offer newly issued ordinary shares to investors, and then receiving money from the offering of the new shares to be completed within the time frame specified in accordance with the Notification Regarding Offering Newly Issued Shares to Specific Investors and as approved by the shareholder meeting.

In addition, the Company will use some of the proceeds from the capital increase to repay the existing debt of the Company that the Company has used as a source of funds for the Company's operations in the past, account payables, and other creditors, which is approximately 350 - 450 million baht.

Consolidated financial statements as of 31 December 2023	Liability (million baht)	Note
1) Loans from financial institutions	20.09	
2) Short-term loans from outsiders	284.50	
3) Deferred tax liabilities	27.88	Debt items 1 - 3 Total approximately 332.47 million baht.
4) Account payables and other current liabilities	103.26	Debt items 1 - 4 Total approximately 435.73 million baht.
5) Liabilities under lease agreements (ROU)	110.46	
6) Other liabilities	10.39	
Total liabilities	556.58	

However, the amount of liabilities may increase or decrease from the operation of the business. In addition, the payment of various liabilities, depending on suitability as the Company deems appropriate.

Expected impacts on the Company's business operations as well as the overall financial position and operating results of the Company due to capital increase

The Board of Directors considered that Entering into the transaction increases the Company's opportunity to generate income, increase liquidity, support the current business operations of the Company and the expansion of the Company's business in the future, as well as working capital to enhance liquidity, increase strength in terms of financial structure and the ratio of debt to equity of the Company in the long term. It will help increase the financial flexibility of the Company's business operations in the future and is a source of reserve funds to be used as working capital to support the Company's operations. Therefore, the capital increase will not have a negative impact on the Company's business operations, financial status, and operating results.

Since the Company has account payables and other creditors, which is approximately 350 - 450 million baht. Therefore, the impact after the PP is based on 2 assumptions : the case where the Company can use the fund from the capital increase to pay off debt of 350 million baht and the case where the Company can use the fund from the capital increase to pay off debt 450 million baht.

As of 31 December 2023	Before PP	Predicting the impact after PP	
		In the case of debt repayment 350 million baht	In the case of debt repayment 450 million baht
Assets	739.39 million baht	1,461.89 million baht	1,361.89 million baht
Liabilities	555.80 million baht	205.80 million baht	105.80 million baht
Company's shareholders' equity	182.80 million baht	1,255.30 million baht	1,255.30 million baht
Paid-up registered capital	1,030.60 million baht	2,680.60 million baht	2,680.60 million baht
Shareholders' equity of the Company / paid-up capital minus discount on share value	17.74 %	59.69 %	59.69 %
D/E Ratio	3.04 times	0.16 times	0.08 times

Appropriateness of the offering price and the background of the offering price

The Company determines the offering price from the negotiation between the Company and investors. The Company compares it with the market price of the Company's shares. The market price is calculated from the weighted average price of the Company's shares traded on the Stock Exchange over the past 15 consecutive business days before the meeting of the Board of Directors, which is between 25 January 2024 and 14 February 2024, which is equal to 0.7082 baht per share, the above offering price of newly issued ordinary shares is therefore not less than 90 percent of the Market Price according to the Notification Regarding Offering Newly Issued Shares to Specific Investors. Considering the reasons, necessity, and

benefits that the Company will receive from issuing and allocating newly issued ordinary shares to investors as mentioned above. The Board of Directors therefore resolved to approve the issuance and allocation of newly issued ordinary shares to investors. It is of the opinion that the allocation conditions and the offering price of newly issued ordinary shares to investors are appropriate and in the best interest of shareholders. This will allow the Company to obtain funding in the required amount within a limited time.

In addition, the investors who are allocated newly issued ordinary shares come from people with connections from many business areas. It is possible that the Company will have new partners who can conduct business together with the Company's current business. It increases the chance to invest in businesses that have potential and may be able to expand from the Company's existing business flexibly. However, in the case that the Company uses the fund received from this capital increase to be used to support investment expansion for the Company's business expansion and future subsidiaries as mentioned above. The Company will present various details related to the business to seek approval from the Company's Board of Directors to consider reasonableness and the highest benefit of shareholders as important. The Company will comply with the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (including amendments) 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, 2004, dated 29 October 2004 (including amendments). Moreover, if such investment is considered to be connected transaction. The Company will comply with the Notification Regarding Connected Transactions and rules related to every such investment in all respects.

Reason and necessity of capital increase and reasonableness of capital increase

The Board of Directors is of the opinion that This issuance and offering of newly issued ordinary shares of the Company to investors will allow the Company to have working capital to operate the Company's business and support the expansion of the Company's business in the future. Issuing and offering such newly issued ordinary shares will help the Company be able to raise funds within a short period of time, which will result in the Company having strong financial stability and improved operating performance, having remaining money from the offering newly issued ordinary shares to pay off the Company's outstanding debts. It can also solve the problem of the Company's accumulated losses.

However, if the Company does not receive money from this capital increase, it will result in the Company having no source of funds to create opportunities to create profits from expanding the Company's business in the future, not enough money to repay debts to the Company's creditors. Moreover, the Company may take more time to resolve the Company's accumulated losses. For this reason, the Board of Directors is therefore of the opinion that the Company has a need of this capital increase to use the money as working capital for the Company's business operations to provide the Company with additional sources of funds, which

strengthens the capital structure and financial status of the Company to be stronger, including increasing the efficiency of operations in the Company's business and invest in businesses that can be expanded from the Company's existing businesses flexibly. This will help make the Company's operating results likely to be better in the future.

1.11 Affirmations of the Board of Directors

In the event that any director of the Company fails to perform their obligations in accordance with the law, objective and company, regulations, as well as the resolutions of the shareholder meeting with honesty and care to protect the interests of the Company in matters related to this capital increase, by performing or refraining from doing anything which is a failure to perform such duties and causing damage to the Company. Shareholders can sue for compensation from such director on behalf of the Company according to Section 85 of the Public Limited Companies Act B.E. 2535 (and as amended). In addition, if any action or omission of the director is a failure to perform his or her duties, comply with the law, objectives, regulations of the Company, as well as the resolutions of the shareholder meeting with honesty and care to protect the interests of the Company in matters related to this capital increase until it caused the directors, executives, or connected persons have gained illegitimate benefits, one or more shareholders who hold shares in the Company and have voting rights totaling not less than 5 percent of the total number of voting rights of the Company will exercise the right to sue to recover benefits from that director on behalf of the Company according to Section 89 / 18 of the Securities and Exchange Act B.E. 2535 (and as amended).

However, There are no directors who have conflicts of interest and / or directors who are connected persons attended the meeting and such directors do not have the right to vote at the meeting.

In this matter, the Board of Directors would like to certify that the Board of Directors has used caution in considering and examining investor information. It is of the opinion that the allocation of newly issued ordinary shares to such investors is appropriate.

1.12 Opinions of the Audit Committee and/or Directors that are different from the opinions of the Board of Directors

The Audit Committee has opinions consistent with the Board of Directors. However, There are no directors who have conflicts of interest and / or directors who are connected persons attended the meeting. And such directors do not have the right to vote at the meeting.

2. Summary information of investors

(1) Miss Satita Balasuvatthi

First and last name	Miss Satita Balasuvatthi
Address	No. 49/85 Moo. 9, Bang Talat Sub-District, Pak Kret District, Nonthaburi Province
Occupation	Vice Chairman of the Executive Committee and Director of Fruita Biomed Company Limited, which operates the business of developing biotechnology. and develop processes to create important substances for beverage and food products. and is a shareholder in Fruita Biomed Company Limited, both directly and indirectly, together in the proportion of 25.5 percent.
Work experiences	<ul style="list-style-type: none"> - 10 years of work experience in international trade and exports - 8 years of experience working in branding and marketing
Number of shares held in the Company	There are no shares held in the Company (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Miss Satita Balasuvatthi had no relationship with the Company, directors, executives, controlling persons. or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions.</p> <p>However, after completing the transaction to purchase newly issued ordinary shares of the Company, Miss Satita Balasuvatthi will become a major shareholder of the Company by holding 600.00 million shares, or approximately 22.38 percent of the total number of shares sold after increasing the paid-up capital of the Company and will be nominated to serve as a director of the Company. Approval will be requested from the Board of Directors' meeting, which will be considered a connected transaction, type of transaction regarding assets or services according to the Notification Regarding Connected Transactions.</p>

(2) Miss Charinraj Pengsawatd

First and last name	Miss Charinraj Pengsawatd
Address	No. 29 Soi Suksawat 26, Yaek 2-3, Suksawat Road, Bangpakok Sub-District, Rat Burana District. Bangkok 10140
Occupation	Personal businesses and independent investors
Work experiences	Personal business and independent investors
Number of shares held in the Company	There are no shares held in the Company (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Miss Charinraj Pengsawatd has no relationship with the Company, directors, executives, controlling persons. or a person who will be nominated to be an executive or controlling person of the Company Including not being a connected person of the Company according to the Notification Regarding Connected Transactions.</p> <p>After completing the transaction to purchase newly issued ordinary shares of the Company, Miss Charinraj Pengsawatd will become a shareholder of the Company</p>

	by holding 381.00 million shares, or approximately 14.21 percent of the total number of shares sold after increasing the paid-up capital of the Company.
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(3) Mr. Suphachai Watanasuvith

First and last name	Mr. Suphachai Watanasuvith
Address	No. 77 Phaholyothin 87, Soi 8, Prachathipat Sub-District, Thanyaburi District, Pathum Thani Province
Occupation	Independent investor
Work experiences, knowledge, abilities, shareholding, and / or other directorship positions at present	Independent investor
Number of shares held in the Company	There are no shares held in the Company (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Mr. Supachai Wattanasuwit Does not have any relationship with the Company, directors, executives, or controlling persons or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions.</p> <p>After completing the transaction to purchase newly issued ordinary shares of the Company, Mr. Supachai Wattanasuwit will become shareholders of each company by holding 185. 00 million shares, or approximately 6.90 percent of the total number of shares sold after increasing the paid-up capital of the Company.</p>

(4) Dr. Patima Jeerapaet

First and last name	Dr. Patima Jeeraphaet
Address	3 Soi Pridi Banomyong 28, Sukhumvit 31 Road, Khlong Tan Nuea Sub-District, Wattana District, Bangkok 10110
Occupation	<ul style="list-style-type: none"> - Chairman of the Board of Directors, Phoenix 1010 Holding Company Limited. Type of business is a holding company to invest in various companies. - Chairman of the Board of Directors Phoenix Property and Consultancy Company Limited is a real estate consulting and brokerage company. - Chairman of the Board of Directors Phoenix Move Company Limited is an agent and broker company. energy business and aviation business - Chairman of the Board of Directors Rockdale Solutions Company Limited is an energy consulting company. - Chairman of the Board of Directors Rockdale Carbon Company Limited is a carbon credit consulting and brokerage company.
Work experiences	<ul style="list-style-type: none"> - Has experience as an executive in both the public and private sectors. - Currently an independent director of SCPP REITs company (TPRIME REITs) - Used to be a director of a public company
Number of shares held in the Company	There are no shares held in the Company (information as of 12 February 2024)

Relationship with the Company	<p>Before this capital increase, Dr. Patima Jeerapaet does not have any relationship with the Company, directors, executives, or controlling persons or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions.</p> <p>After completing the transaction to purchase newly issued ordinary shares of the Company, Dr. Patima Jeerapaet will become a shareholder of the Company by holding 135.00 million shares, or approximately 5.04 percent of the total number of shares sold after increasing the paid-up capital of the Company.</p>
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(5) Mr. Nattaphong Seetavorarat

First and last name	Mr. Nattaphong Seetavorarat
Address	No. 11 Soi Aree Samphan 4, Phaholyothin Road, Phaya Thai District, Bangkok 10400
Occupation	- Executive Director, Ruambut Company Limited
Work experiences	- Executive committee company including children Ltd.
Number of shares held in the Company	2.51 million shares (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Mr. Nattaphong Seetavorarat did not have any relationship with the Company, directors, executives, controlling persons, or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions. After completing the transaction to purchase newly issued ordinary shares of the Company, Mr. Nattaphong Seetavorarat will become a shareholder of the Company by holding 100.00 million shares, or approximately 3.82 percent of the total number of shares sold after increasing the paid-up registered capital of the Company.</p>

(6) Dr. Chartchai Pookayaporn

First and last name	Dr. Chartchai Pookayaporn
Address	No. 43/1 Phahonyothin Road, Anusawari Sub-District, Bang Khen District, Bangkok 10220
Occupation	Investors
Work experiences	- Government executives private and charitable organizations
Number of shares held in the Company	There are no shares held in the Company (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Dr. Chartchai Pookayaporn did not have any relationship with the Company, directors, executives, controlling persons or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions.</p> <p>After completing the transaction to purchase newly issued ordinary shares of the Company, Dr. Chartchai Pookayaporn will become a shareholder of the Company</p>

	by holding 99.00 million shares, or approximately 3.69 percent of the total number of shares sold after increasing the paid-up registered capital of the Company.
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(7) Mr. Thiti Wongsuttirat

First and last name	Mr. Thiti Wongsuttirat
Address	No. 1/3 Moo 4, Ban Laem Sub-District, Ban Laem District, Phetchaburi Province
Occupation	Managing Director, Noppakao Phetchaburi Gold Shop Company Limited : Gold jewelry trading business
Work experiences	Managing Director, Noppakao Phetchaburi Gold Hang Company Limited : Gold jewelry trading business
Number of shares held in the Company	There are no shares held in the Company (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Mr. Thiti Wongsuttirat Does not have any relationship with the Company, directors, executives, or controlling persons. or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions.</p> <p>After completing the transaction to purchase newly issued ordinary shares of the Company, Mr. Thiti Wongsuttirat will become a shareholder of the Company by holding 50.00 million shares, or approximately 1.87 percent of the total number of shares sold after increasing the paid-up registered capital of the Company.</p>

(8) Mr. Boon-Aue Chitthanom

First and last name	Mr. Boon-Aue Chitthanom
Address	No. 32/124 the Viridian Home Village, Moo 7, Bang Muang Sub-District, Bang Yai District, Nonthaburi province
Occupation	Head of IT Operation & Service Delivery, Siam Commercial Bank Public Company Limited, executive and expert in advanced information technology services.
Work experiences	<ul style="list-style-type: none"> - Director of WB Skin Care Company Limited - Director of Home Villa Company Limited - Director of Udimdindee Organic Fertilizer Limited Partnership
Number of shares held in the Company	23.00 million shares (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Mr. Boon-Aue Chitthanom did not have any relationship with the Company, directors, executives, controlling persons. or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions.</p> <p>After completing the transaction to purchase newly issued ordinary shares of the Company, Mr. Boon-Aue Chitthanom will become a shareholder of the Company by holding 63.00 million shares, or approximately 2.35 percent of the total number of shares sold after increasing the paid-up registered capital of the Company.</p>

(9) Ms. Punyanee Wongcharoenwattana



Report of the opinion of the Independent Financial Advisor

First and last name	Ms. Punyanee Wongcharoenwattana
Address	No. 567/184, Si Ayutthaya Road, Thanon Phaya Thai Sub-District, Ratchathewi District, Bangkok
Occupation	Investors
Work experiences	Securities company
Number of shares held in the Company	There are no shares held in the Company (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Ms. Punyanee Wongcharoenwattana Does not have any relationship with the Company, directors, executives, or controlling persons. or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions.</p> <p>After completing the transaction to purchase newly issued ordinary shares of the Company, Ms. Punyanee Wongcharoenwattana will become a shareholder of the Company by holding 30.00 million shares, or approximately 1.12 percent of the total number of shares sold after increasing the paid-up registered capital of the Company.</p>

(10) Mr. Patipol Prawangsuk

First and last name	Mr. Patipol Prawangsuk
Address	No. 185/225, Ratchadamri Road, Lumpini Sub-District, Pathumwan District, Bangkok 10330
Occupation	Investors
Work experiences	<ul style="list-style-type: none"> - Managing Director of Inno Hub Company Limited (Innohub) - Managing Director, Fijital Space Development Company Limited (PSD)
Number of shares held in the Company	4.73 million shares (information as of 12 February 2024)
Relationship with the Company	<p>Before this capital increase, Mr. Patipol Praruangsuk had no relationship with the Company, directors, executives, controlling persons. or a person who will be nominated to be an executive or controlling person of the Company, including not being a connected person of the Company according to the Notification Regarding Connected Transactions. After completing the transaction to purchase newly issued ordinary shares of the Company, Mr. Patipol Praruangsuk will become a shareholder of the Company by holding 34.40 million shares, or approximately 1.30 percent of the total number of shares sold after increasing the Company's paid-up capital.</p>

3. Objectives and necessity of offering newly Issued shares to specific investors (Private Placement)

Currently, the Company's main business is the food and beverage distribution business. The Company has the following business characteristics:

- 1) Pastry shop business, through Bake Cheese Tart (Thailand) Co., Ltd. ("BAKE") which is an indirect subsidiary of the Company, by receiving a master franchise to operate a kiosk shop under the trademarks "Bake Cheese Tart" "Croquant Chou ZakuZaku" and "RAPL"
- 2) Japanese restaurant business, through Eastern Cuisine (Thailand) Co., Ltd. ("ECT"), which is an indirect subsidiary of the Company, by receiving a master franchise to operate an original Shabu buffet restaurant, namely KAGONOYA from Osaka, Japan.
- 3) European style restaurant business, through Crepes And Co. Development Ltd. ("CCD") which is an indirect subsidiary of the Company, by operating a restaurant business under the name Le Boeuf, which serves food and beverages in Fine Dining and Buffet style.

The Japanese restaurant business under the KAGONOYA brand can be considered the Company's main revenue stream. Revenues from operating Japanese restaurant services under the KAGONOYA brand in 2021 – 2023 are approximately 65 percent, 72 percent, and 78 percent of the Company's total revenues, respectively. The growth rates of revenue from operating Japanese restaurant services under the KAGONOYA brand in 2022 - 2023 were 47 percent and 1 percent, respectively. This business of the Company has a good profit margin and opportunity to expand the business further. However, the current Japanese restaurant business seems to attract many entrepreneurs as it has a continuous growth rate, it is still in the restaurant category which is related to one of the four factors of consumers, this business does not require very high funding sources, and it has fast cash flow turnover. Therefore, it is a highly competitive business with the same or similar business operators which can easily replace each other. In addition, when considering the Company's operating results during the past 3 years from 2021 - 2023, the Company has a continuous operating loss equal to 276.45 million baht, 575.99 million baht, and 147.52 million baht, respectively. This resulted from unpleasant management of selling or administrative expenses and high the Company's financial costs due to the need to use funds to support the Company's operations. In addition, the Company's continuous operating loss effected the Company's shareholders' equity decreased significantly over the past 3 years, causing the Stock Exchange to post a CB (Caution) sign since the Company's shareholders' equity is less than 50 percent of the paid-up and registered capital of the Company.

Therefore, the Company needs to obtain additional funds with the objective of the capital increase as follows:

- (1) To allow the Company to increase the efficiency of operations in the Company's existing business. Both investing in branch expansion and improving existing branches for Japanese restaurants under the brand KAGONOYA, restaurant under the name Le Boeuf, and others
- (2) To allow the Company to invest in businesses that can be expanded from the Company's existing businesses smoothly including potential businesses, which has a good return on investment. This will help make the Company's operating results likely to be better in the future. The Company plans to invest in FRUITA which operates biotechnology development business and has business types as follow:
 - Produce and sell biodegradable plastic products (Bio Packaging)
 - Manufacture, distribute, and provide services regarding beverage, food, and healthy seasoning (Bio Beverage / Bio Food / Bio Condiments)
 - Research consulting services and develop products related to biotechnology
 - Design consulting service and construction of a biotechnology factory
- (3) To use the fund to pay off the Company's debt to reduce the interest burden and reduce problems from overdue payments with various trade partners, including using it as working capital to enhance liquidity.
- (4) This issuance and offering of newly issued ordinary shares will help the Company raise funds within a short period of time and reduce the burden on existing shareholders in increasing capital. This will result in the Company having better liquidity and operating results.
- (5) This increase in registered capital will help the Company resolve the situation of posting the CB (Caution) sign on the Company's securities (shareholders' equity < 50% of the paid-up registered capital). If this capital increase is successful, the Company will receive money amounting to 1,072.50 million baht. It will make the shareholders' equity equal to 59.73%, which is > 50% of the paid-up registered capital. The CB sign will disappear after submitting audited or reviewed financial statements after the capital increase.

Calculation = Shareholder's equity + Shareholders' equity from this capital increase / (Paid-up capital + Shareholders' equity from this capital increase - Discount on share value resulting from this capital increase)

$$= (182.80 + 1,072.50) / (1,030.60 + 1,650.00 - 577.50)$$

$$= 59.69\%$$

However, the Company has considered various forms of financing. Including borrowing money from financial institutions and increasing capital in other ways. However, the Company has considered that additional borrowing from financial institutions will take a long time to process and there is uncertainty whether the Company will receive financial assistance from financial institutions or not. In addition, it will cause the Company to have more burden in repaying the principal and interest, as well as causing the Company to not have flexibility in operating in the future. The raising capital by offering securities to the general public (Public Offering) will take a relatively long time, have a high cost, and must receive permission from relevant agencies which the Company cannot control or determine the certain time period. Therefore, the Board of Directors has considered the issuance and offering of newly issued ordinary shares through Private Placement to individuals with capital potential, stable financial position, and able to pay for the capital increase, is an appropriate fund raising method and consistent with the objectives of this capital increase. This will allow the Company to receive the required amount of capital in a short period of time and reduce the investment burden of existing shareholders in increasing capital. In addition, having the Company receive acceptance from potential investors will build confidence for existing shareholders in the success of the capital increase. This will result in the Company being able to increase capital as targeted and creating opportunities for the Company to increase efficiency in its original business operations and has fund to invest in FRUITA, which is expected to help make the Company's performance likely to be better in the future, increasing competitive potential, and developing the Company's business to grow steadily and sustainably.



4. Reasonableness of offering newly issued ordinary shares to specific investors (Private Placement)

4.1 Appropriateness of the offering price of newly issued ordinary shares to specific investors (Private Placement)

In considering the appropriateness of the price for the offering of newly issued ordinary shares to specific investors (Private Placement) of the Company, the Independent Financial Advisor has used information received from the Company and related companies, interview with the Company executives, as well as documents received from the Company, including assumptions for preparing projection, contracts related to business operations, audited financial statements, Including information that is available to the public, such as annual report, financial statements that have been audited or reviewed, financial information from various websites and publicly available information. Including studying the business and financial information of other comparable companies.

However, the opinion of the Independent Financial Advisor is based on the assumption that the information and documents received, including interviews with executives and related parties, as well as information disclosed to the public is accurate and true at the time the Independent Financial Advisor prepared this opinion report. If there are any changes, it may have a significant impact on business operations and may also affect the shareholders' decision to consider the appropriateness of the price of the assets to be acquired this time.

The Independent Financial Advisor has considered the appropriateness of the fair value with 6 different methods including:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Market Price Approach (VWAP)
4. Price to Book Value Ratio Approach or P/BV Ratio
5. Price-to-Earnings Ratio Approach or P/E Ratio
6. Present value of cash flow method (Discounted Cash Flow: DCF)

The details of valuation of the fair value in each method can be summarized as follows.

4.1.1 Book Value Approach

This method of valuation is based on the book value of net assets. (Total assets minus total liabilities) or equal to shareholders' equity W and divided by the number of shares, will be the book value per share. Based on information from W's financial statements as of 31 December 2023, which was audited by A and A Office Company Limited by Mr. Somchat Kalsuk (Certified Public Accountant No. 9669) with the following details:



Details	Value (million baht)
Issued and paid-up capital (1)	1,030.60
Premium (Discount) On Share Capital (2)	268.50
Retained Earnings (Deficits) (3)	(1,116.30)
Non-Controlling Interests (4)	0.00
Company shareholders' equity (5) = (1) + (2) + (3) - (4)	182.80
Total number of paid-up shares (shares) ^{1/} (6)	1,030.60
Book value per share (Baht) (7) = (5) / (6)	0.18

Note : 1/ Number of paid-up shares is 1,030,597,218 shares, at a par value 1.00 baht per share as of 12 February 2024

From the valuation of W's shares by this method, the value of W's ordinary shares is equal to 182.80 million baht or 0.18 baht per share. The book value approach (Book Value Approach) will reflect the financial position at the moment and the value of assets as recorded in the accounts without considering the future profitability and performance of W, including the competitiveness of the business Economic trends and industry overview, future growth and investment. Therefore, the Independent Financial Advisor is of the opinion that share valuation using the book value valuation method is not appropriate for evaluating the fair value of W's ordinary shares.

4.1.2 Adjusted Book Value Approach

Assessing the fair value of a business using the Adjusted Book Value Approach involves taking the total assets of the Company and deducting all liabilities, including commitments and liabilities that may occur in the future (Commitments and Contingent Liabilities) according to the financial statements ending on 31 December 2023 and adjusted with various items that occurred after the closing date of the said financial statements or items that have an effect on making the book value more reflective of the actual value, such as an increase or discount from property appraisal that has not yet been recorded in the financial statements, etc. After that, the calculated result is divided by the total number of paid-up shares of the Company. It can be summarized as follows.

Details	Value (million baht)
Issued and paid-up capital (1)	1,030.60
Premium (Discount) On Share Capital (2)	268.50
Retained Earnings (Deficits) (3)	(1,116.30)
Non-Controlling Interests (4)	0.00
Company shareholders' equity (5) = (1) + (2) + (3) - (4)	182.81
Total number of paid-up shares (shares) ^{1/} (6)	1030.60
Book value per share (Baht) (7) = (5) / (6)	0.18

Source : Audited financial statements as of 31 December 2023

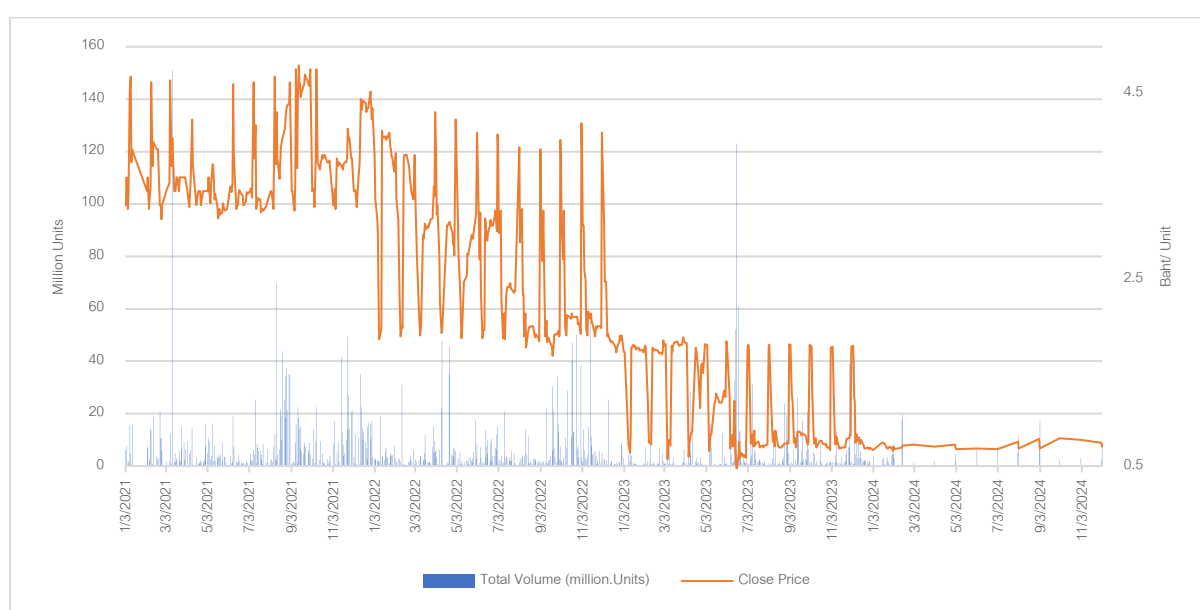
From the valuation of shares using the Adjusted Book Value Approach, the share price of W is equal to 182.81 or 0.18 baht per share by Adjusted Book Value Approach. And can reflect W's financial position as of 31 December 2023, but does not reflect its ability to make a profit and the competitiveness of the business



in the future. Including in the financial statements, there are no items adjusted with increases or discounts based on the market price of fixed assets of various items. As a result, there are no adjustment items that can be used to improve the business value. Therefore, the Independent Financial Advisor is of the opinion that share valuation using the book value adjustment method is not appropriate for evaluating the fair value of ordinary shares of W.

4.1.3 Market Price Approach

Share valuation by this method uses the weighted average market price from the trading of W's securities (Volume Weighted Average Price: VWAP) on the Stock Exchange in the past at various times, which reflects the demand and supply for trading stocks on the Stock Exchange of the group of investors who have views on W's shares, as detailed in the chart below.



Source : from www.setsmart.com W stock trading information for the past 3 years from 14 February 2024

The Independent Financial Advisor considers the weighted average market price of W shares (the trading value of the Company's shares to the trading volume of the Company's shares) over the past 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days, 270 days. and 360 days before the date of the Board of Directors' resolution.

Market Value ^{1/}	Historical period								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
Trading value of W shares (million baht)	63.06	81.67	114.54	267.17	307.15	586.93	990.79	1,165.63	2,739.83
Trading volume of W shares (million baht)	88.42	115.32	158.03	339.47	391.06	731.80	1,228.11	1,330.68	2,143.41
Value per share W (Baht per share)	0.71	0.71	0.72	0.79	0.79	0.80	0.81	0.88	1.28
Enterprise value W (million baht) ^{2/}	734.98	729.90	746.94	811.12	809.48	826.58	831.44	902.77	1,317.37

Note : 1/ Sourced from www.setsmart.com., Information as of 14 February 2024, which is the business day before the Board of Directors Meeting No. 1/2024.

2 / Total number of paid-up shares is 1,030,597,218 shares, a par value equal to 1.00 baht per share, as of 12 February 2024

From share valuation using this method, the share price of W is in the range between 729.90 - 1,317.37 million baht or 0.71 - 1.28 baht per share. The market price is determined by the demand mechanism and supply where stocks are traded on the Stock Exchange of the group of investors who have views on W shares which investors will consider from the news Disclosed information and predictions of W's future performance, with the Company's securities being freely traded. In addition, there is no concentration of shares among the major shareholders. Therefore, the Independent Financial Advisor is of the opinion that the valuation of shares using the market value method is appropriate to use to evaluate the fair price of W ordinary shares.

4.1.4 Price to Book Value Ratio Approach (P/BV Ratio)

Price valuation by this method brings the book value of W according to audited financial statements on date 31 December 2023 which is equal to 0.18 baht per share, multiply with the average of the closing price to average book value per share (P/BV) ratio of companies similar to W. The Independent Financial Advisor uses criteria to select from companies that provide similar services in the market or that operates a business similar to W, which have businesses operating in the agricultural and food industry groups and have main income from providing restaurant services, with the latest operating results of 4 recent quarters was not at a loss and the Company has been listed on the Stock Exchange for more than 360 previous trading days. By selecting companies in the agricultural and food industries. However, There is only 4 Companies that pass the specified criteria from all 6 companies include: M SNP ZEN and AU.

W information

Unit : Million Baht

Symbol	Nature of business	Market value ^{1/}	Total assets ^{2/}	Total income ^{2/}	Net profit ^{2/}
W	Providing a Japanese buffet restaurant under the Kagonoya brand. Pastry shop under the brand Bake Cheese Tart, ZakuZaku, RAPL, a n d restaurant under the brand Le Boeuf.	793.56	739.39	739.39	(147.52)

Note: 1/ Information of Market value as of 14 February 2024 from Setsmart.

2/ Total assets, total income, and net profit of W as of 31 December 2023

List of comparable companies in the industry group - agriculture and food industry

Unit : Million Baht

No.	Symbol	Nature of business ^{1/}	Market value ^{2/}	Total assets ^{3/}	Total income ^{4/}	Net profit ^{4/}
1	M	Operates the restaurant business "MK Suki" and the Japanese restaurant "Yayoi" which has franchise rights from Japan. Including 2 other Japanese restaurant brands : "Hakata" and	34,302.71	20.35	16,973.55	1,681.94

Unit : Million Baht

No.	Symbol	Nature of business ^{1/}	Market value ^{2/}	Total assets ^{3/}	Total income ^{4/}	Net profit ^{4/}
		"Miyazaki", Thai restaurants "Na Siam" and "Le Siam", coffee shop/bakery "Le Petit"				
2	SNP	Restaurant and bakery business Including selling products, divided into 1) restaurants and bakeries within the country 2) restaurants abroad 3) producing and distributing bakery products Frozen prepared food Through the restaurant and bakery branches and supermarket Including sending products abroad 4) Providing other related services such as home food delivery services and off-site catering services	8,080.95	5.04	6,290.40	485.23
3	ZEN	Conducts business by holding shares in other companies (Holding Company), with the core company being Zen Restaurant Holding Company Limited, which operates a Japanese restaurant business under the brand "ZEN" and other related businesses.	2595.00	3.24	3,945.38	157.60
4	AU	1. Dessert shop 2. Sales of products and raw materials 3. Sales and off-site events 4. Franchise	7,055.14	1.40	1,233.76	178.17
5	JCKH ^{5/}	JCK Hospitality Public Company Limited operates a restaurant business. Buffet restaurant business under "All You Can Eat" concept, with a Suki Shabu restaurant under the brand "Hot Pot Inter Buffet" "Hot Pot Gold" and "Shabu Tomo" Grill restaurants under the brands "Daidomon" and "Daidomon Korean" Grill" as well as A La Carte restaurants, including Suki Shabu restaurants under the brand "Hot Pot Suki Shabu" and a Hong Kong style Chinese seafood restaurant under the brand "Zhengdou Grand" as well as the company has received the right to operate a restaurant business under the trade name "Burger and Lobster" in Thailand.	304.40	1.50	397.60	(108.86)
6	MUD	Operating business by holding shares in other companies (Holding Company) whose main business is The food and beverage business is divided into (1) the food and beverage business under franchise rights, including the brands	2,085.71	5.18	3,552.32	(12.08)



Unit : Million Baht

No.	Symbol	Nature of business ^{1/}	Market value ^{2/}	Total assets ^{3/}	Total income ^{4/}	Net profit ^{4/}
		Dunkin' Donuts, Au Bon Pain, and Baskin Robbins, and (2) the food and beverage business under the brands of its own brands include Greyhound Cafe, Another-hound Cafe, M Kitchen, and Le Grand Vefour. Including other businesses: Lifestyle business under the brand Greyhound, Golden Donuts (Thailand) Company Limited, which operates food and beverage businesses under the franchise rights of the Dunkin' Donuts brand, as the core company.				

Note: 1/ Information from the Stock Exchange website and 56-1 One-Report.

2 / Market value information as of 14 February 2024 from Setsmart

3 / Information on total assets as of date 31 December 2024 from Setsmart

4/ Total income information and net profit for the last 12 months reached 31 December 2023 from Setsmart

5/ Does not meet the selection criteria established by the Independent Financial Advisor to be used as a comparison partner in valuing W shares, including 1) Companies that do business are in the agricultural industry and food industry group. The main income comes from providing restaurant services. 2) The latest operating results for the last 4 quarters are not at a loss. 3) The Company has been listed on the stock exchange for more than 360 past trading days.

The Independent Financial Advisor uses the average of the closing price to book value per share (P/BV) ratio of the listed companies being compared. Calculated from the moving average of the group of companies over the past 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days, 270 days, and 360 days, divided by the book value of that company. Details can be summarized. as follows:

P/BV: (times) ^{1/}	Historical period								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
M	2.59	2.55	2.59	2.68	2.76	2.88	2.98	3.22	3.43
SNP	3.12	3.13	3.17	3.24	3.30	3.35	3.30	3.35	3.37
ZEN	1.93	1.95	1.98	2.05	2.14	2.31	2.48	2.97	3.24
AU	7.61	7.79	8.01	8.02	8.28	8.65	8.64	9.13	9.39
Average (Mean) ^{2/}	2.54	2.54	2.58	2.66	2.74	2.85	2.92	3.18	3.35
Book value per share (baht/share) ^{3/}	0.18	0.18	0.18	0.18	0.18	0.18	0.18	0.18	0.18
Value per share (baht/share) ^{4/}	0.45	0.45	0.46	0.47	0.49	0.50	0.52	0.56	0.59
Share value (million baht) ^{4/}	465.20	464.78	471.72	485.76	500.02	520.23	534.33	581.24	611.93

Note: 1/ Sourced from www.setsmart.com, information as of the 15 February 2024

2/ However, calculation the average to find the value per share does not calculate the value of AU since it has high deviation (outlier).

3/ The book value of W from the audited consolidated financial statements ending on 31 December 2023 is equal to 182.81 million baht, calculated as a book value of 0.18 baht per share.

4/ Total number of paid-up shares is 1,030,597,218 shares, at par value of 1.00 baht per share, as of 12 February 2024.

From the share valuation method, the value of W's ordinary shares will be **between 464.78 – 611.93 Million baht or 0.45 – 0.59 baht per share**. The group of companies that are registered and traded on the Stock Exchange that were compared with 4 companies in the agriculture and food industry. The main income comes from providing restaurant services. However, each company is different in terms of business, company size, capital structure, shareholding in subsidiaries and associated companies, and operations of the Company, which affects the capital of the Company's net profit and retained earnings that are part of the book value. This valuation method does not take into account W's future profitability and operating results. **Therefore, the Independent Financial Advisor is of the opinion that the valuation of shares using the price to book value per share ratio method is not appropriate for estimating the fair price of W's ordinary shares.**

4.1.5 Price to Earnings Ratio Approach (P/E Ratio)

This valuation method uses earnings per share (Earnings per Share) from latest past 4 quarters according to the audited consolidated financial statements as of 31 December 2023, multiply with the average of the closing price to earnings per share (P/E) ratio of the group of companies used as a reference, according to the reasons stated in the previous section. The details can be summarized as follows.

P/E: (times) ^{1/}	Historical period								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
M	22.90	22.63	22.97	23.77	24.47	25.46	26.76	28.97	34.43
SNP	16.49	16.55	16.78	17.12	17.47	17.73	18.05	18.69	19.20
ZEN	14.98	15.09	15.34	15.91	16.12	17.10	18.12	24.55	27.35
AU	42.64	43.61	44.85	44.94	47.43	50.21	53.13	63.37	83.41
Average (Mean) ^{2/}	18.12	18.09	18.36	18.93	19.35	20.10	20.98	24.07	27.00
Earnings per share (baht/share) ^{3/}	(0.14)	(0.14)	(0.14)	(0.14)	(0.14)	(0.14)	(0.14)	(0.14)	(0.14)
Value per share (baht/share) ^{4/}	(2.59)	(2.59)	(2.63)	(2.71)	(2.77)	(2.88)	(3.00)	(3.45)	(3.86)
Share value (million baht) ^{4/}	(2,673.65)	(2,668.79)	(2,709.12)	(2,792.68)	(2,855.06)	(2,965.08)	(3,094.81)	(3,551.06)	(3,982.37)

Note: 1/ Sourced from www.setsmart.com, information as of the 15th February 2024

2/ However, calculation the average to find the value per share does not calculate the value of AU since it has high deviation (outlier).

3/ The Company has a net loss from the audited consolidated financial statements ending 31 December 2023 equal to 147.52 million baht, calculated as a net loss per share (Earnings Per Share) equal to (0.14) baht per share.

4/ Total number of paid-up shares is 1,030,597,218 shares, par value of 1.00 baht per share, as of 12 February 2024.

From the share valuation method, it will get the value of W's ordinary shares within the range **between (3,982.37) – (2,668.79) million baht or (3.86) – (2.59) baht per share**. The group of companies that are registered and traded on the Stock Exchange that were compared with 4 companies in agriculture and food industry that have the main income comes from providing restaurant services. However, each company is different in terms of business, company size, capital structure, shareholding in subsidiaries, associated companies, and operations of companies, which affects the capital of the Company's net profit and retained earnings that are part of the book value. This valuation method does not take into account W's future profitability and operating results. **Therefore, the Independent Financial Advisor is of the opinion that the**



valuation of shares using the price to book value per share ratio method is not appropriate for estimating the fair price of W's ordinary shares.

4.1.6 Discounted Cash Flow (DCF method)

Valuation of fair value of the shareholders' equity of the Company by using the present value of cash flow method (Discounted Cash Flow), which calculates the present value of the estimated free cash flow (Free Cash Flow : FCF) with an appropriate discount rate. The Independent Financial Advisor has calculated the weighted average cost of capital (WACC) to be used as a discount rate and to calculate the present value of net cash flows from the projection. Independent Financial Advisors use actual data that occurred in the past from 1 January 2021 to 31 December 2023 as a guideline for making estimates for the next 5 years (years 2024 - 2028). Based on the assumption that W's business will continue uninterrupted (Going Concern Basis), with no significant changes occurring and under the current economic conditions and circumstances. There will also be no significant impacts from natural disaster events in the future.

The financial projections used in valuation of the shares are prepared based on assumptions and information received from the Company and are determined under the current economic conditions and circumstance, and in conjunction with past information. If there are any changes about business plans and policies of the Company or changing economic conditions that causes the Company's business operations to change from the estimates and parameters that were set, this may cause the estimates made under the assumptions mentioned above to change significantly and may affect the estimated value of the Company's shares to change as well. The Independent Financial Advisor has summarized various factors and assumptions to be used to value the value of shares with the following details:

Main assumptions for making projection to value the share value using the Discounted Cash Flow

Approach: DCF

1. Revenue assumptions

W is operating in the food and beverage distribution business. It provides services to a Japanese restaurant under the brand KAGONOYA under the supervision of ECT, Le boeuf restaurant under the supervision of CCD, and a dessert shop under the brand Bake Works under the supervision of BAKE. The assumptions in the estimation are as follows.

Revenue from sales and services (Sales and services income)

The Independent Financial Advisor has estimated sales and service income from the average price per person and number of customers, divided by business category of subsidiary companies. The details and assumptions in the projection are as follows.

Revenue from sales and services of ECT	The number of customers in 2024 - 2028 is set to be 2,176 people per month per branch. This is based on the average number of customers who come to use the
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	<p>services of each branch that ECT provides services in 2023, while the number of branches at the end of 2023 is equal to 15 branches and the number of branches is scheduled to increase by 2 branches per year in the quarter 3 of 2024 and in 2025 According to the Company's branch expansion plan.</p> <p>The average price per customer in 2024 is set to be 667.13 baht per customer, Based on the average income from sales and services of ECT per total number of customers in 2022 and 2023, and will increase by 4.29 percent in 2025 – 2028 according to CEIC DATA, which states that the Thailand Price Index (CPI) of food and non-alcoholic beverages total average is equal to 4.29 percent since January 1977 to January 2024.</p>
Revenue from sales and services of CCD	<p>Number of customers in 2024 - 2028 of the Ari branch is set to be equal to 16,442 people, which is based on the average of customers who come to use the services of the Ari branch in the past 2 years from 2022 – 2023.</p> <p>Number of customers 2024 of the Lang Suan branch is set to be 1,744 people, which is based on the average of customers who come to use the services of the Lang Suan branch in the past 2 years, starting from 2022 – 2023 and reduced in proportion to the opening of the Lang Suan branch is because the Company has closed this branch in February 2024 and plans to increase the number of branches by 1 branch in the 3rd quarter of 2024 according to the Company's branch expansion plan.</p> <p>The price per customer in 2024 - 2028 is set to be equal to 1,474.61 baht per customer, based on the average service revenue of CCD per total number of customers in 2022 and 2023 and increasing by 4.29 percent in the year 2025 – 2028 according to CEIC DATA, which states that the Thailand Price Index (CPI) of food and non-alcoholic beverages total average is equal to 4.291 percent since January 1977 to January 2024.</p>
Revenue from sales and services of BAKE	<p>The sales volume of BAKE in 2024 - 2028 is set to be 54,195 pieces per branch, which is based on the average sales volume of BAKE in each branch in 2022 – 2023 and set BAKE branches to be equal to 3 branches from 2024 - 2028.</p> <p>The selling price of BAKE's products in 2024 is set to be 144.63 baht per piece, based on the average selling price per piece of 2022 and 2023, and will increase by 4.29 percent in 2025 – 2028 according to CEIC DATA, which states that the domestic price index in Thailand (CPI) of food and non-alcoholic beverages total average is equal to 4.291 percent since January 1977 to January 2024.</p>

2. Cost of sales and services

The Independent Financial Advisor has determined the assumptions of sales and service costs which can be summarized as follows.

Cost of sales and services of ECT	
Raw material costs	Raw material costs in 2024 - 2028 are set to be equal to 42.26 percent of ECT's sales and service income, based on the average ratio of raw material costs to ECT's sales and service income over the past 3 years from 2021 – 2023.
Employee salary expenses	Employee salary expenses are set to remain constant in 2024 - 2028 and the number of employees will increase by 16 people per year in 2024 - 2025 due to the opening of more branches.
Cost of sales and services of CCD	
Raw material costs	Raw material costs in 2024 - 2028 are set to be equal to 30.70 percent of CCD 's sales and service income, based on the average ratio of raw material costs to CCD's sales and service income over the past 3 years from 2021 – 2023.
Beverage costs	Beverage costs in 2024 - 2028 are set to be equal to 5.88 percent of CCD 's sales and service income, based on the average ratio of beverage costs to CCD 's sales and service income in the past 3 years from 2021 – 2023.
Employee salary expenses	Employee salaries are set to remain constant in 2024 - 2028 and the number of employees is set to increase by 8 people in 2024 due to the opening of additional branches.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024– 2028 is equal to 0.05 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Equipment costs	Equipment expenses in 2024 - 2028 are set to be equal to 0.01 percent of CCD 's sales and service income, based on the average ratio of equipment expenses to CCD 's sales and service income in the past 2 years from 2022 – 2023.
Cost of sales and services of BAKE	
Cost of sales	Cost of sales of BAKE in 2024 – 2028 is equal to 37.88 percent of BAKE's sales and service income, based on the average of the ratio of cost of sales to sales and service income of BAKE over the past 3 years from 2021 - 2023.
Employee salary expenses	Employee salaries and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.03 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in the past 3 years from 2021 – 2023
Warehouse cost	The cost of warehouse storage set in 2024 – 2028 is equal to 1.85 percent of BAKE's sales and service income, based on the average proportion of warehouse costs to BAKE's sales and service income over the past 3 years from 2021 - 2023.
Transportation expenses	Transportation expenses for 2024 – 2028 is equal to 0.29 percent of BAKE's sales and service income, based on the average of the proportion of transportation expenses to BAKE's sales and service income over the past 3 years from 2021 - 2023.

Other expenses	Other expenses for 2024 – 2028 is equal to 0.29 percent of BAKE's sales and service income, based on the average of the proportion of other expenses to BAKE's sales and service income over the past 3 years from 2021 - 2023.
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3. Selling expenses

The Independent Financial Advisor has determined the assumptions of selling expenses, which can be summarized as follows.

Selling expenses of ECT	
Employee salary expenses	Employee salary expenses and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Franchise royalties	The royalty fee is equal to 3.00 percent of ECT's sales and service income according to the contract that the Company entered into with the owner of the KAGONOYA brand.
Marketing expenses	Marketing expenses is set to be equal to 3.84 percent of sales and service income based on the average ratio of marketing expenses to sales and service income of ECT over the past 3 years from 2021 - 2023.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.05 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Utilities costs	Utility costs will increase according to the average inflation rate for the past 20 years in Thailand at 2.15 percent per year based on information from the Bank of Thailand.
Service fee	Service fees for 2024 – 2028 is equal to 0.14 percent of ECT's sales and service income, based on the average ratio of service fees to ECT's sales and service income over the past 3 years from 2021 - 2023.
Bank fees and other fees	Fees and other service charges for 2024 – 2028 is equal to 1.38 percent of ECT's sales and service income, based on the average ratio of fees and other service charges to ECT's sales and service income over the past 3 years from 2021 - 2023.
Restaurant expenses	Restaurant expenses in 2024 – 2028 is equal to 2.30 percent of ECT's sales and service income, based on the average ratio of restaurant expenses to ECT's sales and service income over the past 3 years from 2021 – 2023.
Travel expenses	Travel expenses for 2024 – 2028 is equal to 0.09 percent of ECT's sales and service income, based on the average of the proportion of travel expenses to ECT's sales and service income over the past 3 years from 2021 – 2023.
Maintenance costs	Maintenance costs for 2024 – 2028 is equal to 0.60 percent of ECT's sales and service income, based on the average of the proportion of maintenance costs to ECT's sales and service income over the past 3 years from 2021 – 2023.
Other expenses	Specify other expenses equal to 0.77 percent of ECT's sales and service income, based on the average of the proportion of other expenses to ECT's sales and service income over the past 3 years from 2021 - 2023.

Rental expense	Rental expense is set to be in 2024 – 2028 according to the space rental agreement of each branch of the Company.
Selling expenses of CCD	
Employee salary expenses	Employee salaries and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.05 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Marketing expenses	Marketing expenses for 2024 – 2028 is equal to 4.84 percent of CCD 's sales and service income, based on the average ratio of marketing expenses to CCD 's sales and service income over the past 3 years from 2021 - 2023.
Customer related expenses	Customer-related expenses for 2024 – 2028 is equal to 1.23 percent of CCD 's sales and service income, based on the average ratio of customer expenses to CCD 's sales and service income over the past 3 years, starting in 2021 – 2023
Material cost	Material costs are set in 2024 – 2028 is equal to 0.24 percent of CCD 's sales and service income, based on the average ratio of material costs to CCD 's sales and service income over the past 3 years from 2021 - 2023.
Utilities costs	Utility costs will increase according to the average inflation rate for the past 20 years in Thailand at 2.15 percent per year. Based on information from the Bank of Thailand.
Rental expense	Rental expense is set to be in 2024 – 2028 according to the space rental agreement of each branch of the Company.
Other expenses	Other expenses for 2024 – 2028 is equal to 3.29 percent of CCD 's sales and service income, based on the average of the proportion of other expenses to CCD 's sales and service income over the past 3 years from 2021 - 2023.
Selling expenses of BAKE	
Employee salary expenses	Employee salaries and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Franchise royalties	5.00 percent of BAKE's sales and service income according to the contract the Company enters into with the brand owner.
Commission	7.82 percent of BAKE's sales and service income, based on the average of the proportion of commission to BAKE's sales and service income over the past 3 years from 2021 - 2023.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.06 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Marketing expenses	Marketing expenses for 2024 – 2028 is equal to 5.94 percent of BAKE's sales and service income, based on the average ratio of marketing expenses to BAKE's sales and service income over the past 3 years from 2021 - 2023.
Utilities costs	Utility costs will increase according to the average inflation rate for the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.

Rental expense	Rental expense is set to be in 2024 – 2028 according to the space rental agreement of each branch of the Company.
Other expenses	Other expenses for 2024 – 2028 is equal to 0.21 percent of BAKE's sales and service income, based on the average of the proportion of other expenses to BAKE's sales and service income over the past 3 years from 2021 - 2023.

4. Administrative expenses

The Independent Financial Advisor has set assumptions for administrative expenses which can be summarized as follows:

Administrative expenses of ECT	
Employee salary expenses	Employee salaries and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.08 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Professional service fees	professional service fees in 2024 – 2028 increases according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year. Based on information from the Bank of Thailand.
Travel expenses	Travel expenses for 2024 – 2028 is equal to 0.07 percent, based on the proportion of travel expenses to ECT's sales and service income in 2023.
Rental expense	Rental expense is set to be in 2024 – 2028 according to the space rental agreement of each branch of the Company. which is allocated to administrative expenses approximately 4 percent of the total Rental expense.
Utilities costs	Utility costs will increase according to the average inflation rate for the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.
Other expenses	Other expenses for 2024 – 2028 is equal to 0.88 percent of sales and service income, based on the average of the proportion of other expenses to the income from sales and services of ECT.
CCD administrative expenses	
Employee salary expenses	Employee salaries and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.11 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Travel expenses	Travel expenses for 2024 – 2028 is equal to 0.31 percent of CCD 's sales and service income, based on the average of the proportion of travel expenses to CCD 's sales and service income over the past 3 years from 2021 - 2023.
Maintenance costs	Maintenance costs for 2024 – 2028 is equal to 1.23 percent of CCD 's sales and service income, based on the average ratio of maintenance costs to CCD 's sales and service income over the past 3 years from 2021 - 2023.

Utilities costs	Utility costs will increase according to the average inflation rate for the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.
Professional service fees	Professional service fees in 2024 – 2028 increases according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.
Other expenses	Other expenses for 2024 – 2028 is equal to 2.79 percent of CCD 's sales and service income, based on the average of the proportion of other expenses to CCD 's sales and service income over the past 3 years from 2021 - 2023.
Administrative expenses of BAKE	
Employee salary expenses	Employee salaries and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.10 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Professional service fees	Professional service fees in 2024 – 2028 increases according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.
Utilities costs	Utility costs will increase according to the average inflation rate for the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.
Other expenses	Other expenses for 2024 – 2028 is equal to 8.91 percent of BAKE's sales and service income, based on the average of the proportion of other expenses to BAKE's sales and service income over the past 3 years from 2021 - 2023.
Administrative expenses W	
Employee salary expenses	Employee salaries and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Directors' remuneration	Directors' remuneration and number of directors are set to remain constant in 2024 - 2028.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.07 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Marketing expenses	Set marketing expenses in 2024-2028 to be equal to 0.04 percent of sales and service income, based on the average of the ratio of marketing expenses to sales and service income over the past 3 years from 2021 - 2023.
Professional service fees	Professional service fees in 2024 – 2028 increases according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.
Utilities costs	Utility costs will increase according to the average inflation rate for the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.
Rental expense	Rental expense is set to be in 2024 – 2028 according to the Company's office space rental agreement.

Other expenses	Other expenses for 2024 – 2028 is equal to 1.11 percent of sales and service income. Based on the average ratio of other expenses to sales and service income of Going back 3 years from 2021 - 2023
FH administrative expenses	
Professional service fees	Professional service fees in 2024 – 2028 increases according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year. Based on information from the Bank of Thailand.
Administrative expenses of FEF	
Employee salary expenses	Employee salaries and the number of employees in 2024 - 2028 are set to be equal to in 2023.
Employee welfare expenses such as employee training costs, medical expenses, etc.	Employee welfare expenses for 2024 – 2028 is equal to 0.07 million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Professional service fees	Set professional service fees in 2024 – 2028 increased according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year, based on information from the Bank of Thailand.
Other expenses	Other expenses for 2024 – 2028 is equal to 0.02 percent of sales and service income, based on the average ratio of other expenses to sales and service income in 2023.

5. Capital expenditures

The Independent Financial Advisor determines capital expenditures throughout the estimation period based on interviews with W's executives. Capital expenditures, includes Building improvements Office equipment and office supplies and vehicles, etc., are summarized in the table below as follows:

Unit : million baht	2024F	2025F	2026F	2027F	2028F
Capital expenditures	83.58 ^{1/}	58.80 ^{2/}	25.74	25.74	45.74

Note : 1/ There are 2 KAGONOYA branches and 1 Le Boeuf branch opened.

2 / Two KAGONOYA branches will be opened.

6. Depreciation and Amortization

Depreciation and amortization include building improvements, office equipment and office supplies and vehicles, etc. The Independent Financial Advisor has determined that depreciation will be carried out at a constant rate using the straight-line method. and refer to the amortization of depreciation from the Company as follows

Depreciation of land improvements, buildings and building improvements, machinery and equipment, office decorations and equipment, vehicles

Building improvements	2 – 10 years
Office equipment and supplies	1.5 – 6 years
vehicle	5 years

7. W's financial projections

Unit : million baht	2021A	2022A	2023A	2024F	2025F	2026F	2027F	2028F
Sales and service income	254.04	344.49	311.77	368.13	452.88	472.31	492.57	513.70
Cost of sales	126.82	172.30	159.67	186.71	224.19	232.01	240.41	249.22
Gross profit	127.23	172.18	152.11	181.43	228.69	240.30	252.16	264.48
Other income	9.46	3.33	11.72	-	-	-	-	-
Selling and administrative expenses	227.79	455.41	272.53	255.68	279.25	285.28	293.46	304.45
Profit before finance costs and income tax	(91.10)	(279.90)	(108.71)	(74.26)	(50.56)	(44.97)	(41.31)	(39.97)
Financial costs	14.45	56.52	39.94	31.56	31.56	31.66	31.66	31.66
Profit before income tax	(105.55)	(336.41)	(148.65)	(105.82)	(82.12)	(76.63)	(72.96)	(71.63)
income tax	5.65	5.65	1.13	-	-	-	-	-
Loss for the year from discontinued operations - net of income taxes	(176.55)	(245.22)	-	-	-	-	-	-
Net profit (loss)	(276.45)	(575.99)	(147.52)	(105.82)	(82.12)	(76.63)	(72.96)	(71.63)

8. Discount Rate Assumption

The discount rate is used to calculate the net present value of cash flows derived from the calculation of the Weighted Average Cost of Capital (WACC). The Independent Financial Advisor has calculated the WACC value from the weighted average of the cost of debt (Kd) and the cost of capital (Ke) of W. The details of the discount rate estimation are as follows.

$$WACC = Ke \times E / (D+E) + Kd \times (1 - T) \times D / (D+E)$$

where

Ke = Cost of capital or rate of return that shareholders expect.

Kd = Cost of debt or the Company's loan interest rate, with average is 8.43 percent, based on average interest rates of short-term loans, long-term loans from financial institutions as disclosed in the Company's financial statements for the year 2023

T = Corporate income tax rate at 20 percent

E = Total shareholders' equity of W as of 31 December 2023 equals 182.80 million baht.

D = Interest-bearing debt of W as of 31 December 2023, equal to 415.04 million baht.

The cost of capital (Ke) or the rate of return that shareholders require (Re) is calculated from the Capital Asset Pricing Model (CAPM) as follows.

$$Ke \text{ (or Re)} = R_f + \beta (R_m - R_f)$$

where

Risk Free Rate (R_f) = Based on the rate of return of 15 -year government bonds, which is equal to 2.87 percent per year (information as of 14 February 2023)



Market Return (R_m) = Average rate of return from investing in the Stock Exchange of Thailand (SET) over the past 15 years, which is equal to 10.95 percent per year (information as of 14 February 2023)

Beta (β) = Based on the average Beta of a group of companies doing similar business to W in the same industry during the past 5 years until 14 February 2024.

The Independent Financial Advisor selects a group of companies to use in the calculation of Beta of W. The Independent Financial Advisor uses the criteria to select companies with business models similar to W that operate restaurant business and listed in Agro & Food Industry. There are a total of 4 companies, including M SNP ZEN and AU, with complete trading data for 5 years, counting back to 14 February 2024, with details shown in the following table.

Comparison companies	M	SNP	ZEN	AU	MUD
Beta – 5 Years	1.05	0.83	1.66	0.84	0.49
Interest Bearing Debt (million baht)	3,084.80	1,154.31	1,109.89	219.38	2,275.77
Shareholder's equity (million baht)	13,843.36	2,722.79	1,393.42	982.44	2,162.81
Interest Bearing Debt to Equity Ratio	0.22	0.42	0.80	0.22	1.05
Tax Rate	20%	20%	20%	20%	20%
Unlevered Beta – 5 Years ^{1/}	0.90	0.61	1.01	0.71	0.26
Average Unlevered Beta	0.81				

Note: 1/ Unlevered Beta = Levered Beta / (1 + Interest Bearing Debt to Equity Ratio x (1 – Tax Rate))

$$\begin{aligned}
 \text{Levered Beta of W} &= \text{Average Unlevered Beta} \times (1 + \text{Interest Bearing Debt to Equity Ratio} \times (1 - \text{Tax Rate})) \\
 &= 0.81 \times [1 + 2.27 \times (1 - 20\%)] \\
 &= 2.28
 \end{aligned}$$

Such Beta can be used to calculate the cost of capital (K_e) or the rate of return that shareholders require (R_e) as follows:

$$\begin{aligned}
 K_e \text{ (or } R_e) &= R_f + \beta (R_m - R_f) \\
 &= 2.87\% + [2.28 \times (10.95\% - 2.87\%)] \\
 &= 21.27\%
 \end{aligned}$$

From Beta calculation from the average Unlevered Beta of M SNP ZEN and AU, the Levered Beta value of W is equal to 1.97. The Independent Financial Advisor is of the opinion that the reference to the average Unlevered Beta of M SNP ZEN AU and MUD is appropriate because there is business operations providing restaurant services which is similar to W's business and is in Agriculture and Food Industry and Food and Beverage sector. Therefore, the calculated Unlevered Beta value can reflect the risk of W's business operations

and/or reflect the cost of equity (Ke) or the current rate of return that shareholders require (Re). From the above calculation data, WACC of W can be calculated as follows:

$$\begin{aligned}
 \text{WACC} &= K_e \times E / (D+E) + K_d \times (1 - T) \times D / (D+E) \\
 &= 21.27\% \times 30.58\% + 8.43\% \times (1 - 20\%) \times 69.42\% \\
 &= 11.18\%
 \end{aligned}$$

Calculating the present value (Net Present Value) of net cash flows

W's estimated free cash flow can be shown in the following table.

Estimated net cash flow (unit : million baht)	2024	2025	2026	2027	2028
Number of years for discounting	1	2	3	4	5
Profit before financial costs and income tax (1)	(74.26)	(50.56)	(44.97)	(41.31)	(39.97)
Net operating profit after tax (2) = (1) x (1 - 20 %)	(59.40)	(40.45)	(35.98)	(33.05)	(31.97)
Add back: Depreciation (3)	31.07	35.06	36.53	40.15	46.10
Changes in working capital (4)	9.53	12.41	2.38	2.63	2.77
Deducted: CAPEX investment (5)	(83.58)	(58.80)	(25.74)	(25.74)	(45.74)
Net cash flow of W (6) = (2) + (3) + (4) + (5)	(102.39)	(51.78)	(22.81)	(16.00)	(28.85)
Terminal value (7) ^{1/}	-	-	-	-	(257.94) ^{3/}
The Company's cash flows include the terminal value (8) = (6) + (7)	(102.39)	(51.78)	(22.81)	(16.00)	(286.79)
Present value of free cash flow of W	(92.09)	(41.89)	(16.60)	(10.47)	(168.79)
Total present value of free cash flow of W – (Enterprise Value) ^{2/}	(329.83)				
Plus: Cash and cash equivalents as of 31 December 2023	27.15				
Less: Interest-bearing debt as of 31 December 2023	311.37				
Value of shareholders' equity of W (Equity Value)	(614.05)				
Total paid-up shares as of 31 December 2023 (million shares)	1,030.60				
Value per share (baht/share)	(0.60)				

Note : 1 / Set the terminal growth rate (Terminal Growth Rate: G) to be equal to 0 percent per year.

2 / Discounted back to be as of 1 January 2024

3/ (FCFF of the final year x (1 + G) / (WACC – G)) = (-28.85 x (1 + 0.00%) / (11.18% - 0.00%))

Sensitivity Analysis

The Independent Financial Advisor has performed a sensitivity analysis by changing the discount rate from financial costs with the weighted average cost of capital (WACC) and the price growth rate according to the Thailand Domestic Price Index (CPI) of food and non-alcoholic beverages. The details are as follows.

Present value of cash flow of Shareholders' Equity (Equity Value) (million baht)	Discount rate from finance costs (WACC)		
Price growth rate according to Thailand's Domestic Price Index (CPI)	(-0.25%)	10.43 %	(+0.25%)
(-0.25%)	(633.39)	(627.00)	(620.88)
4.29 %	(620.08)	(614.05)	(608.29)
(+0.25%)	(606.67)	(601.01)	(595.60)

Present value of cash flow of Shareholders' Equity (Equity Value) (Baht per share)	Discount rate from finance costs (WACC)		
Price growth rate according to Thailand's Domestic Price Index (CPI)	(-0.25%)	10.43 %	(+0.25%)
(-0.25%)	(0.61)	(0.61)	(0.60)
4.29 %	(0.60)	(0.60)	(0.59)
(+0.25%)	(0.59)	(0.58)	(0.58)

From the valuation using the Discounted Cash Flow Approach, the fair value per share of W is estimated to be negative, with the present value of cash flow to shareholders in the range between (633.39) – (606.67) million baht or calculated as a value per share equal to (0.61) – (0.58) baht per share because the Company's cash flow is negative, causing the sum of the present value of the Company's cash flows to be negative as well. In addition, the Company's past business operations have always had net losses. Therefore, the Independent Financial Advisor is of the opinion that the Discounted Cash Flow Approach cannot reflect the appropriate value of W and is an valuation method that is not appropriate for valuing the Company for consideration of the share offering price for this capital increase.



4.2 Summary of the opinion of the Independent Financial Advisor regarding the appropriateness of the offering price of newly issued ordinary shares to specific investors (Private Placement)

The value of W's shares from each method can be summarized as follows:

Valuation method	W's share value (baht per share)	W's share value (million baht)	Opinion of the Independent Financial Advisor
1. Book Value Approach : BV	0.18	182.80	Not appropriate
2. Adjusted Book Value Approach : ABV	0.18	182.80	Not appropriate
3. Market Price Approach	0.71 – 1.28	729.90 – 1, 317.37	Appropriate
4. Price to Book Value Ratio Approach : P/BV Ratio	0.45 – 0.59	464.78 – 611.93	Not appropriate
5. Price to Earnings Ratio Approach : P/E Ratio	(3.86) – (2.59)	(3,982.37) – (2,668.79)	Not appropriate
6. Discounted Cash Flow Approach: DCF	(0.61) – (0.58)	(633.39) – (606.67)	Not appropriate

Note: Total number of paid-up shares of W 1,030,597,218 share. The par value of the shares is 1.00 baht per share, as of 12 February 2024

1.) **Book Value Approach** takes into account the financial position at any one time and the value of assets as recorded in the accounts without taking into account the future profitability and performance of W, the competitiveness of the business economic trends and industry overall. Therefore, the Independent Financial Advisor is of the opinion that share valuation using the book value method is not appropriate to use to evaluate the fair price of W's ordinary shares.

2.) **Adjusted Book Value Approach** can reflect W's financial position as of 31 December 2023, which has adjusted various items that happened after the date of closing the financial statements or items that have an effect on making the book value more reflective of the true value without taking into account the future profitability and performance of W, the competitiveness of the business economic trends and industry overview. Therefore, the Independent Financial Advisor is of the opinion that valuation of shares using the adjusted book value method may not be appropriate for estimating the fair value of W.

3.) **The Market Price Approach** uses the weighted average market price from trading securities of W (Volume Weighted Average Price: VWAP) in the stock market in the past on different times. The equity value of W is in the range between 729.90 - 1,317.37 million baht or 0.71 - 1.28 baht per share. The market price is determined by the demand and supply where stocks are traded on the Stock Exchange of the group of investors who have views on W shares which investors will consider from the news Disclosed information and forecasts of future operating results of W, where the Company's securities are freely traded. Additionally, there is no concentration of shares among the major shareholders. Therefore, the Independent Financial Advisor is of the opinion that the valuation of shares using the market value method is appropriate to use to evaluate the fair price of W's ordinary shares.

4.) **Price to Book Value Ratio Approach (P/BV Ratio)** takes into account the financial position at any one time by comparing it with the average ratio of the group of companies used as a reference. The valuation of W by this method assumes that W must have potential similar to other companies in the group, but does not



take into account the future profitability and performance of W. The group of companies that the Independent Financial Advisor has compared is 4 companies, which are listed on the stock exchange. However, all 4 companies are also different in terms of business, capital structure, company structure, shareholding in subsidiaries and associated companies, and business operations. This affects the Company's capital and retained earnings that are part of the book value and may result in discrepancies in evaluating the fair value of W's ordinary shares. Therefore, the Independent Financial Advisor is of the opinion that this method of valuation of shares is not appropriate for evaluating the fair price of W's ordinary shares.

5.) Price to Earnings Ratio Approach (P/E Ratio) is, though, a method that takes into account the profitability of the business by comparing it to the average of the ratio of the group of companies used as a reference. This is considered a method for valuing stocks that is popular and is quite commonly referenced. The valuation of W using this method assumes that W must have similar potential to other companies in the group, but does not take into account the ability of making profits and operating results of W in the future. The group of companies that the Independent Financial Advisor has compared, is all listed on the stock exchange; however, all 4 Companies also vary in company size, capital structure and business operations. This affects the net profit of each company, which is part of the calculation by this method. Therefore, the Independent Financial Advisor is of the opinion that the valuation of shares using this method is not appropriate for evaluating the fair price of W's ordinary shares.

6.) Discounted Cash Flow Approach (DCF) gives the fair value per share of W negative because the Company's cash flow is negative, causing the sum of the present value of the Company's cash flows to be negative as well. In addition, the Company's past business operations have always had net losses. Therefore, the Independent Financial Advisor is of the opinion that the Discounted Cash Flow Approach cannot reflect the appropriate value of W and is an valuation method that is not appropriate for valuing the business for consideration of the share offering price for the capital increase this time.

Independent Financial Advisor It is of the opinion that the valuation method is most appropriate for valuing W this time. Including the market value approach (Market Value Approach: VWAP), which will get a value between 729.90 – 1,317.37 million baht or there is a value of W's shares between 0.71 – 1.28 baht per share. Therefore, the Independent Financial Advisor is of the opinion that this offering of newly issued ordinary shares will at the stock selling price of 0.65 baht per share is a price lower than the reasonable share price valued by the Independent Financial Advisor.

4.3 Appropriateness of the conditions for offering newly issued ordinary shares to specific investors (Private Placement)

The issuance and offering of newly issued ordinary shares to specific investors must be approved by a shareholder meeting with a vote of not less than three - fourths of the total number of votes of shareholders who attend the meeting and have rights to vote, excluding the shareholders who have interests. In addition, this capital increase in PP is considered a connected transaction and therefore must be approved by the shareholders' meeting with a vote of not less than three - quarters of the total number of votes of shareholders who attend the meeting and have the right to vote. It does not include shareholders who have interests as the basis for counting votes. This is in accordance with the criteria for issuing and offering newly issued ordinary shares to specific investors and criteria for making connected transactions according to the Notification Regarding Connected Transactions.

In addition, the issuance and offering of newly issued ordinary shares in the PP this time allows new investors to hold shares in the Company in the proportion of 61.55 percent of the paid-up capital of the Company after the increase in PP capital, which makes Ms. Satita Balasuvatthi become a major shareholder of the Company by holding 600,000,000 shares or equivalent to approximately 22.38 percent of the total number of shares sold after increasing the paid-up registered capital of the Company. She will be nominated to serve as a director of the Company, which will request approval from the next meeting of the Company's Board of Directors. Ms. Satita Balasuvatthi is a person with knowledge and expertise in management of biotechnology business which is a business that the Company is investing in. Therefore, Ms. Satita Balasuvatthi will continue to be responsible for managing the biotechnology development business and will take part in giving opinions and setting the Company's direction in the biotechnology development business. After the transaction to purchase ordinary shares of FRUITA, to proposed to appoint Ms. Satita Balasuvatthi to replace the directors who retire by rotatio, it needs to propose to the Company's shareholder meeting and must be approved by a majority vote of the total number of votes of shareholders who attend the meeting and have the right to vote.

The Independent Financial Advisor is of the opinion that the conditions for the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) this time are reasonable.

4.4 Reasonableness of the plan for using the funds received from Increase capital to specific investors (Private Placement) compared to the impact on the existing shareholders of the Company

1. Plan for usings the fund received from the capital increase to specific investors (Private Placement)

The Company plans to use the fund that will be received from this offering of newly issued ordinary shares in the amount is approximately 700.00 – 1,250.00 million baht, *as shown in section 1.8, plan for using the fund received from the issuance and offering of newly issued ordinary shares* as follows:

1.1. To support the expansion and improvement of Kagonoya brand restaurant branches and investment in subsidiaries

The Company will use the funds received from the issuance and offering of newly issued ordinary shares to specific investors this time, approximately 50.00 - 150.00 million baht, to support the expansion and improvement of Kagonoya brand restaurant branches and investment in the Company. The details of the service income of the Company's subsidiaries are as follows.

Sales and service income ^{1/} (million baht)	2021	2022	2023
ECT	170.02	249.62	251.21
CCD	39.25	49.22	39.95
BAKE	44.77	45.64	20.61

Note : 1/ The income of each company shown has eliminated the income within group of companies

The Company has operated 16 branches of Kagonoya brand restaurants as of 31 December 2023, under ECT, an indirect subsidiary of the Company. The income from providing services to restaurants under the Kagonoya brand Calculated as 78 percent of the Company's total revenue in 2023. The proceeds from the issuance and offering of newly issued ordinary shares will be used this time to expand Kagonoya brand restaurant branches, and will increase the income from providing Kagonoya brand restaurants as the number of branches providing the service increases. This will help reduce the Company's overall losses. In addition, the renovation of branches of the Kagonoya brand restaurant must comply with the space rental conditions of the space owner in each location that requires the restaurant to be renovated as agreed with the space owner of each area in order to have the right to continue renting space in the future to be able to provide restaurant services. If there is no branch expansion or being terminated from renting space that serves Kagonoya brand restaurants because the restaurant has not been renovated as specified by the owner of the space, may result in an impact on the Company's income. **Therefore, the Independent Financial Advisor is of the opinion that the use of the proceeds received from the issuance and offering of newly issued ordinary shares this time will be used to expand and improve the branches of the Kagonoya brand restaurant. and investment in subsidiaries in the future is appropriate**

1.2. To support investment in various businesses related to the Group's current business and/or potential business which has a good return on investment. That is an investment in FRUITA

The Company will use the fund received from the issuance and offering of newly issued ordinary shares to specific investors this time, approximately 300.00 – 650.00 million baht to invest in various businesses related to the current business of the group of companies and/or the potential business that proposed this to the shareholders' meeting, which is investing in FRUITA in the amount of 1. 63 million shares, or 51.00 percent of FRUITA's paid-up capital. Considering the operating results of FRUITA, it is found that net profit in 2021 - 2023 equals 85.42 million baht 55.76 million baht and 55.03 million baht, respectively, with a

net profit margin in 2021 - 2023 equals to 42.08 percent 25.18 percent and 18.01 percent respectively and has a return on shareholders' equity in 2021 - 2023 equals to 76.74 percent 21.77 percent and 21.72 percent respectively. These show the ability to create good returns for FRUITA. At present, FRUITA is considered the only integrated producer of packaging from PHA plastic in the country from the production of PHA plastic pellets to packaging from PHA plastic, which is a production technology that requires a lot of expertise to operate.

In addition, the Independent Financial Advisor has prepared a fair value assessment of FRUITA, with a value between 418.23 – 462.35 million baht (for shareholders' equity of 51.00 percent) or equivalent to a value per share equal to 256.27 – 283.30 baht (*Additional information can be studied in Section 8 : Opinion of the Independent Financial Advisor regarding the appropriateness of the price of acquiring FRUITA ordinary shares*). Using the fund from the issuance and offering of newly issued ordinary shares to invest in FRUITA, the total amount not exceeding 447.53 million baht, or the price per share not exceeding 274.22 baht, is within the range of fair value of FRUITA that the Independent Financial Advisor can estimate. Therefore, it is considered that the value of entering into the investment transaction in FRUITA is appropriate. **Therefore, the Independent Financial Advisor views that the use of the funds received from the issuance and offering of newly issued ordinary shares this time supports investment in various businesses, related to the current business of the group of companies and/or Potential business that has a good return on investment, which is a business related to agriculture and the food industry, is appropriate.**

- 1.3. To repay the Company's existing debt that the Company has used as a source of funds for the Company's operations in the past. (This includes investors who have been allocated newly issued ordinary shares this time, namely Mr. Natthaphong Seetavorarat) account payables, and other creditors

The Company will use the funds received from the issuance and offering of newly issued ordinary shares to specific investors this time to repay the Company's existing debt of approximately 350.00 – 450.00 million baht. The Company has various liabilities according to the Company's consolidated financial statements as of 31 December 2023 as follows:

Items according to the Company's consolidated financial statements As of 31 December 2023	Unit : million baht	Note
Loans from financial institutions	20.09	
Short-term loans from outsiders	284.50	
Deferred tax liabilities	27.88	Items 1 - 3 total approximately 332.47 million baht.
Trade payables and other current payables	103.26	Items 1 - 4 total approximately 435.73 million baht.
Lease liabilities (ROU)	110.46	
Other liabilities	10.39	
Total liabilities	556.58	

The liabilities may increase or decrease from the operation of the business. The payment of various debts depends on the suitability as the Company deems appropriate. In addition, the debt-to-equity ratio according to the Company's consolidated financial statements as of 31 December 2023 is equal to 3.04 times, when comparing the debt-to-equity ratio after the issuance and offering of newly issued ordinary shares and then used to repay debt according to the Company's utilization plan in the case of repaying debt of 350.00 million baht or 450.00 million baht. It was found that the debt-to-equity ratio after the issuance and offering of newly issued ordinary shares this time will be equal to 0.16 times and 0.08 times

As of 31 December 2023	Before the PP	Projected impact after the PP	
		In the case of debt repayment 350 million baht	In the case of debt repayment 450 million baht
Assets	739.39 million baht	1,461.89 million baht	1,361.89 million baht
Liabilities	555.80 million baht	205.80 million baht	105.80 million baht
Company's shareholders' equity	182.80 million baht	1,255.30 million baht	1,255.30 million baht
Paid-up registered capital	1,030.60 million baht	2,680.60 million baht	2,680.60 million baht
Shareholders' equity of the Company / paid-up capital minus discount on share value	17.74%	59.69%	59.69%
D/E Ratio	3.04 times	0.16 times	0.08 times

Therefore, the Company will use the funds received from the issuance and offering of newly issued ordinary shares this time to pay off the Company's debts. It will help the Company reduce the interest burden that must be paid back to creditors, enhance liquidity for the Company to continue doing business in the future, strengthen the Company's financial structure and reduce the Company's debt-to-equity ratio in the long run. It will also help increase the financial flexibility of the Company's business operations in the future. It will also make the Company's operating results likely to improve as the Company's financial costs will decrease. Therefore, the Independent Financial Advisor views that the use of the fund received from the issuance and offering of newly issued ordinary shares this time to pay off the Company's original debt is appropriate.

1.4. To use the Company's working capital

The Company will use the funds received from the issuance and offering of newly issued ordinary shares remaining from the plan to use as working capital of the Company. When considering the Company's cash flow statement, It was found that the Company has net cash used in operating activities of the Company continuously from 2021 - 2023, which is a result of the operating results of the Company that have continuously incurred losses during the past 3 years, causing the Company procured funds from both borrowing from financial institutions or other persons and offering of newly issued ordinary shares, as can be observed from the Company's financing activities. In addition, borrowing money will result in the Company being obliged to pay interest as agreed upon and to repay the principal as well.



Cash flow statement (unit : million baht)	2021	2022	2023
Net cash provided by (used in) operating activities.	(139.05)	(152.41)	(76.31)
Net cash provided by (used in) investment activities	(73.97)	131.56	(53.18)
Net cash provided by (used in) financing activities.	197.61	8.99	140.09
Net increase (decrease) in cash and cash equivalents	(15.40)	(11.86)	10.59

Therefore, the Company will use the funds received from the issuance and offering of newly issued ordinary shares remaining from various plans to use as working capital within the Company. It will help the Company have enough cash to use for internal management and operations of the Company. The Company may not need to borrow from financial institutions or or additional persons causing having interest burden and pay additional principal. Therefore, the Independent Financial Advisor views that the use of the fund received from the issuance and offering of the remaining newly issued ordinary shares To use the Company's working capital is appropriate

2. Impact on shareholders from the issuance and offering of newly issued ordinary shares PP

The existing shareholders of the Company will be affected by a reduction in the shareholding proportion of the existing shareholders (Control Dilution) equal to 61.55 percent and affected by a decrease in the market price of the shares (Price Dilution) equal to 5.06 percent due to the issuance and offering of newly issued ordinary shares through the PP, which offers PP shares at a price slightly lower than the market price. (The market price is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange over the past 15 consecutive business days before the date the board meeting resolved to propose the agenda to the shareholder meeting to request approval for the Company to offer newly issued ordinary shares to investors, which is between 25 January 2024 and 14 February 2024. It is equal to 0.7082 baht per share). However, shareholders will not be affected by the reduction in profit sharing (Earnings dilution) since the Company operated a net loss for the year 2023. Information on calculation of the impact on shareholders can be studied in Section 1.9 Impact on existing shareholders from the offering of newly issued ordinary shares to specific investors.

3. The appropriateness of the worthiness of the offering of newly issued ordinary shares compared to the impact on the existing shareholders of the Company

Issuance and allocation of newly issued ordinary shares of the Company to specific investors (Private Placement) in an amount not exceeding 1,650,000,000 shares, par value per share 1.00 baht, offering price 0.65 baht per share will cause the Company to receive an amount not exceeding 1,072,050,00 baht. The Company plans to use the fund received from the issuance and offering of newly issued ordinary shares as follows:

- To support the expansion and improvement of Kagonoya brand restaurant branches and investment in subsidiaries.

- To support investment in various businesses related to the Group's current business and/or potential business which has a good return on investment, that is an investment in FRUITA
- To repay the Company's existing debt that the Company has used as a source of funds for the Company's operations in the past. (This includes investors who have been allocated newly issued ordinary shares this time, namely Mr. Natthaphong Seetavorarat) account payables, and other creditors.
- To be used as working capital of the Company.

Plan for using the funds as mentioned above will be beneficial to the Company in the operations of the Company's existing business, which will be used to repay the existing debt and used as working capital for the Company, including further expansion of the Company's business through investment in restaurants expansion and invest in new businesses, namely FRUITA, to reduce the problem of operating losses and the Company's liquidity. In addition, this capital increase will allow the Company to remove the CB (Caution) sign on the Company's securities. (Shareholders' equity < 50% of the paid-up and registered capital). If this capital increase is successful, the Company will receive funds in the amount of 1,072.50 million baht, which will make the shareholders' equity equal to 59 percent, which > 50 % of the paid-up and registered capital after the capital increase of the Company. The CB sign will disappear after submitting the audited financial statements or review after the capital increase is completed.

Therefore, the Independent Financial Advisor is of the opinion that the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) this time will be more beneficial to the Company's shareholders than the impact of dilution on the existing shareholders of the Company.

4.5 Advantages and Disadvantages of offering newly issued ordinary shares to specific investors (Private Placement)

4.5.1 Advantages of entering into the transaction

1. The Company can raise the expected amount of capital

The Company will issue and offer capital increase ordinary shares of not exceeding 1,650.00 million shares with a par value of 1.00 baht per share to specific investors (Private Placement) at an offering price of 0.65 baht per share. The offering of shares this time will allow the Company to receive money from fundraising only for the portion allocated to specific investors (Private Placement), totaling 1,072.50 million baht, to be used for the Company's utilization objectives as specified in Section 1.8, the plan for using the fund received from the issuance and offering of newly issued ordinary shares. This will allow the Company to raise the required amount of capital to be able to obtain the required amount of funding to support the expansion and improvement of Kagonoya brand restaurant branches, investing in businesses with potential that have good returns on investment and use it to pay off the Company's existing debt to reduce the interest rate bearing and reduce problems from overdue payments with various trading partners, and using it as working capital to

enhance the Company's liquidity. In addition, the issuance and offering of newly issued ordinary shares this time will help the Company to raise funds within a short period of time and reduce the burden on existing shareholders in increasing capital. This will result in the Company having better liquidity and operating results.

2. The Company can raise capital in a short period of time

The Company's issuance and offering of newly issued ordinary shares to specific investors (Private Placement) will enable the Company to raise funds in a short period of time. Other forms of funding, either issuing debt instruments or borrowing money from financial institutions, will have limitations in terms of how long the process takes and there is uncertainty in receiving the full amount from the offering or approval from financial institutions. In addition, it will cause the Company to have more burden in repaying the principal and interest, as well as causing the Company to not have flexibility in operating in the future. The issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) also has limitations regarding the uncertainty of the amount of capital that will be received. The Company has issued newly issued ordinary shares of the Company to existing shareholders in 2022 - 2023, but the results were not as expected. Raising funds by means of offering to the general public (Public Offering) requires a long period of time and must have a process for requesting permission for an offering.

Therefore, financing is in the form of issuing and allocating newly issued ordinary shares to specific investors will help the Company to raise funds within a short period of time. There is a chance that this form of capital increase will be successful compared to other methods.

3. The Company will be a business partner with investors who will help support business operations and enhance business growth potential, have a network to create business opportunities, and/or are an investors

Investors have been allocated newly issued ordinary shares to specific investors (Private Placement) this time are a group of people who have financial stability, the potential to help support business operations and enhance business growth potential. Each investor who is allocated newly issued ordinary shares has different expertise. This can help make the Company's business operations more efficient. They also have business relationships in various fields from work experience, which can be used to expand the existing business and new businesses of the Company. Ms. Satita Balasuvatti, who will become a director of the Company after the PP capital increase is complete, has knowledge and ability to develop marketing and branding that will help the Company have better competitiveness, including a better image of the Company.

4. The Company will have sufficient funds to carry out the spending plan. Including expanding investment in existing businesses and invest in new businesses

After issuing and offering newly issued ordinary shares to specific investors (Private Placement) in the amount of 1,650.00 million shares at an offering price of 0.65 baht per share, equivalent to a total value of 1,072.50 million baht, the Company will have objectives and plan for using additional capital to support

investment in various businesses related to the Group's current business and/or potential business which has a good return on investment, which is related to agricultural and food industry, with amount of 300.00 - 650.00 million baht, one of the investment plans includes investing in FRUITA (*the details of Fruita Biomed Company Limited according to the details of Transaction 2, entering into the asset acquisition transaction, and connected transactions of Wow Factor Public Company Limited, Section 6, details of entering into the asset acquisition transaction and connected transactions*). The Company expects that such business is a business with performance has always been good from the past until the present, with good growth trends. It will also be beneficial to the Company in expanding its business scope to be more diverse, able to develop in many ways, including the food, agriculture and medical industries, and help diversify risk from relying on the main business alone. In addition, the Company will have objectives and plans for using the additional capital for branch expansion and improvement of Kagonoya brand restaurants and investment in subsidiaries in the future. This makes it possible to increase the efficiency of operations in the original business, including use the money to pay off the Company's existing debt to reduce the Company's interest burden that must be paid to creditors. This will result in the Company's operating results having a better trend in the future.

5. The Company will have a more stable financial structure after the capital increase

From the Company's consolidated financial statements as of 31 December 2023, the Company has total liabilities of 556.58 million baht and shareholders' equity of 182.80 million baht. As a result, the Company has a debt to equity ratio (D/E Ratio) equal to 3.04 times. Therefore, issuing and offering newly issued ordinary shares to specific investors (Private Placement) in the amount not exceeding 1,650.00 million shares at the offering price of 0.65 baht per share, equivalent to a total value of 1,072.50 million baht

Allocation type	Number of shares	Offering price	Fundraising value (Baht)
Specific investors (Private Placement) by clearly specifying the offering price.	Not exceeding 1,650.00 million shares	0.65 baht per share	Not exceeding 1,072.50 million baht

The increase in PP capital is expected to result in the Company's shareholders' equity increasing from 182.80 million baht to 1,255.30 million baht, with the assumption that all investors pay the value of the newly issued shares in full. This is expected to cause the debt to equity ratio (D/E Ratio) of the Company after the capital increase of PP to decrease to 0.44 times (calculated based on financial information according to the consolidated financial statements as of 31 December 2023, excluding the effect of repayment the debt with the funds raised)

Case	Total liabilities (million baht)	Shareholders' equity (million baht)	D/E Ratio (times)
Before the PP	556.58	182.80	3.04
After the PP	556.58	1,255.30	0.44

Source : W's consolidated financial statements ending on 31 December 2023.

Therefore, increasing capital for specific investors this time will make the Company's financial position more stable and have a lower debt to equity ratio (D/E Ratio), which will reduce financial risk for the Company, and help reduce financial costs from borrowing money from financial institutions. The debt to equity ratio (D/E Ratio) of the Company after the transaction is subject to change depending on the actual use of additional capital by the Company and the Company's debt burden after the transaction.

6. It is a way to raise funds without additional debt and interest

Issuing and offering newly issued ordinary shares to specific investors (Private Placement) is a form of capital increase without the burden of interest that must be paid over time like issuing debt instruments or borrowing money. As a result, the Company does not have financial costs or additional financial costs, and makes it more flexible in managing and expanding its business.

7. There is a chance to remove the CB sign on the Company's securities

The Stock Exchange put the CB sign posted on the Company's securities as the Company's 2022 annual financial statements have shareholders' equity less than 50 percent of the paid-up registered capital minus the share discount (if any). From the Company's consolidated financial statements as of 31 December 2023, the Company has shareholders' equity equal to 182.80 million baht and paid-up registered capital equal to 1,030.60 million baht (there is no share capital discount) in which the shareholders' equity of the Company is less than 50 percent of the paid-up registered capital, It is determined that the Company has a duty to prepare solutions and report on the progress of correcting the CB (Caution) sign in accordance with the Stock Exchange. Therefore, the issuance and offering of the Company's newly issued ordinary shares to specific investors (Private Placement) this time will allow the Company to remove the CB (Caution) sign on the Company's securities. If this capital increase is successful, the Company will receive 1,072.50 million baht, making the shareholders' equity equal to 59.73 percent, which is more than 50 percent of the paid-up registered capital. This calculation is based on information from the Company's consolidated financial statements on 31 December 2023, not including the additional exercise of rights of W-5, W-6 and W-7 owing to the higher of the exercise price compared to the market price as of 8 March 2024 of W at 0.81 baht.

Case	Paid-up registered capital minus discount on share value (million baht)	Shareholder's equity (million baht)	%
Before increasing capital	1, 030.60	182.80	17.74
After the capital increase	2, 103.10	1,255.30	59.69

4.5.2 Disadvantages of entering into the transaction

- The effect on the reduction of the shareholding proportion of existing shareholders (Control Dilution) and the effect on the market price of the shares (Price Dilution)**

In offering newly issued ordinary shares to specific investors (Private Placement) this time, there will be an impact on the Company's existing shareholders as follows:

Effect of capital increase (Dilution Effect)	
Impact on the voting rights of existing shareholders (Control Dilution)	The Private Placement this time will <u>have an impact on the voting rights of existing shareholders, whose voting rights will be reduced by 61.55</u>
Impact on profit sharing (Earnings Dilution)	Unable to calculate the impact on profit sharing (Earnings Dilution) because the Company has a net loss, Considering the net profit attributable to the parent company for the latest 12- month period up to 31 December 2023, based on the Company's consolidated financial statements that have been audited by a certified public accountant. For the accounting period ending 31 December 2023
Price Dilution	This issuance and offering of capital increase ordinary shares to specific investors (Private Placement) causes an impact on the price of shares because the offering price of capital increase shares is 0.65 baht per share, although it does not fall under the criteria. It is an offer for sale at a price lower than 90 percent of the market price according to securities with respect to the market price specified in the the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Ordinary Shares via Private Placement, dated 28 December 2022 (including amendments), but the offering price of newly issued ordinary shares of 0.65 baht per share this time is a discount of 9.17 percent from the market price of W ordinary shares traded on the stock exchange. The market price was calculated from the weighted average price of the Company's shares on the Stock Exchange of Thailand. (Stock Exchange) for the past 15 consecutive business days before the date the Board of Directors resolved to propose an agenda to the shareholder meeting to request approval for the issuance and offering of newly issued shares to specific investors (Private Placement) during 25 January 2024 to 14 February 2024, which is equal to 0.7082 baht per share. <u>The effect on the price dilution will be equal to 5.06 percent</u>

Considering the case where the Company continues to conduct business without increasing capital and additional investment Including considering past operating results in 2022 - 2023 that are closest to the current status of the Company, It can be predicted that the Company will continue to suffer losses from its business operations. This may cause the value of the Company to continue decreasing.

Company performance for 2022 - 2023

Item	2022	2023
Operating income (million baht)	344.49	311.77
Profit (loss) before interests, tax, depreciation and amortization (EBITDA) - net from discontinued operations (million baht)	(234.71)	(129.22)
Net profit (loss) - net from canceled operations (million baht)	(330.77)	(147.52)
Profit before interest tax depreciation and amortization (percentage)	(95.10)	(45.60)
Net profit margin (percent)	(67.48)	(39.94)

Therefore, the implementation of the capital increase plan and plans to use the money from the Company's capital increase is expected that the Company's operating results will improve from the current situation, although it will cause existing shareholders to be affected by a reduction in their shareholding proportion (Control Dilution) and the impact on the market price of shares (Price Dilution) from this capital increase.

2. There have been changes in the shareholder structure and management structure of the Company

As of 12 February 2024, the Company has the top 10 major shareholders. Total shareholding in the Company equals 33.75 percent of the total paid-up shares of the Company. The shareholder ranked 1 of the Company holds the Company's shares only 4.17 percent of the total number of paid-up shares of the Company.

Name	Number of shares (share)	%
1. Ms. Naphat Tavisangsiri	43,000,000	4.17
2. Mr. Kajonsit Singsansern	42,800,000	4.15
3. Mr. Trinawat Thanitnithipan	40,800,000	3.96
4. Aqua Corporation Public Company Limited	40,000,000	3.88
5. Ms. Chatchalai Veerasakumpai	36,600,000	3.55
6. Mr. Phakpoom Termsereekul	34,200,000	3.32
7. Mr. Amonthep Watcharaphrueksadee	30,800,100	2.99
8. Mrs. Navaporn Rattanachaikanont	29,720,300	2.88
9. Ms. Natthakamon Namkaeng	26,865,100	2.61
10. Mr. Boon-Aue Chitthanom	23,000,000	2.23
Other shareholders	682,811,718	66.25
Total	1,030,597,218	100.00

If the shareholder meeting approves entering into the transaction and the PP transaction has been completed, Ms. Satita Balasuvatthi will become a major shareholder of the Company in the proportion of 22.38 percent of the total paid-up shares of the Company after the PP and Ms. Satita Balasuvatthi will be nominated as a director and / or Company executives or have the right to nominate a person who represents them to be

a director and / or executive of the Company. This will cause the shareholder structure and management structure of the Company to change from the original and may cause the Company's policy or business practices to change from the original. In addition to requesting approval for the transaction to purchase ordinary shares of FRUITA, all 10 investors who will be allocated newly issued ordinary shares issued to specific investors (Private Placement) have no plans or intentions to do together in the form of acting in concert or having any relationship that is considered to be Persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including any amendments). Even though Ms. Satita Balasuvatthi, who will be nominated to be a director and/or executive of the Company, does not have work experience related to restaurant services, Ms. Satita Balasuvatthi is a person with experience and ability in brand management and marketing that may help strengthen the Company's marketing management. Likewise, Mr. Rakchai Rengsomboon, who will be nominated as a director and/or executives of the Company, may have no work experience related to restaurant services, but Mr. Rakchai Rengsomboon has management skill and has expertise in business operations related to biotechnology development that will help the Company receive benefits in managing FRUITA after completing the transaction to purchase FRUITA's ordinary shares.

3. There is a burden for operating expenses according to the conditions, processes, and methods for offering newly issued ordinary shares to specific investors

The Company has expenses in hiring various consultants in order to perform according to the conditions step and methods for offering newly issued ordinary shares to specific investors, such as financial advisors, legal advisor, Independent Financial Advisor, etc., which will result in increased expenses for the Company. However, when compared with the benefits and funds already received, this will allow the Company to continue operating its original business and expand the business through additional investment.

4.6 Risks of offering newly issued ordinary shares to specific investors (Private Placement)

1. Risk from investors deciding to sell newly issued ordinary shares

The Company will issue and offer newly issued ordinary shares in the amount not exceeding 1,650 million shares with a par value of 1.00 baht per share to specific investors (Private Placement), representing a ratio of 61.55 percent of the number of shares of the Company issued and sold (after registration of the increase in paid-up capital), at an offering price of 0.65 baht per share, which is not considered an offering of newly issued shares at a price lower than 90 percent of the weighted average price of the Company's shares on the Stock Exchange of Thailand for the past 15 consecutive business days between 25 January 2024 and 14 February 2024, which is the business day before the date the Board of Directors resolved to propose the agenda to the shareholder meeting in order to request approval for the Company to offer newly issued shares to specific investors (Private Placement) in accordance with the the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 Re: Permission for Listed Companies to Offer Newly Issued Ordinary Shares via Private Placement, dated 28 December 2022 (including amendments), which is equal to 0.7082

baht per share. Therefore, the shares issued and offered for sale to specific investors (Private Placement) do not meet the conditions for prohibiting for sales (Silent Period) according to the Notification of the Stock Exchange of Thailand Re : Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (including additional amendments) ("Notification Regarding Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase"). However, if the market price on the date that the newly issued ordinary shares begin trading on the stock exchange is higher than the price that investors who are allocated additional common shares, it may cause investors to sell common shares to increase capital in order to make a profit from the price difference. This may cause the market price of the Company's shares to decrease.

2. Risk from not being approved by the shareholder meeting

Annual General Meeting of Shareholders 2024 of the Company that will be held on 30 April 2024 has an agenda to consider approving the allocation of newly issued ordinary shares to specific persons (Private Placement) as well as consider approving entering into connected transactions. The related agenda is as follows:

Agenda 10 : To consider and approve an increase in the Company's registered capital in the amount of 2,543,532,406 baht from the original registered capital amount of 1,401,666,357 baht to a new registered capital amount of 3,945,198,763 baht, by issuing newly issued ordinary shares in the amount of 2,543,532,406 shares, at a par value of 1.00 baht per share, and approve the amendment to the memorandum of association, clause 4 to be consistent with the increase in the registered capital of the Company.

Agenda 11 To consider and approve the issuance and allocation of newly issued ordinary shares of the Company to specific investors (Private Placement) in the amount not exceeding 1,650,000,000 shares. Par value of 1.00 baht per share.

Approval must receive a vote of not less than three - quarters of the number of votes of shareholders attending the meeting and have the right to vote without counting the votes of shareholders who have interests. If the Company's shareholders do not approve the PP capital increase, the Company will not be able to enter into the transaction successfully. As a result, they did not receive additional capital to carry out the plan for using the additional capital.

3. Risk that the Company may not receive the fund in full of expected amount

As the issuance and offering of newly issued ordinary shares to a specific investors (Private Placement) has not resulted in the signing of the share subscription agreement for newly issued ordinary shares between the Company and investors, the Company is therefore at risk of receiving the complete amount of capital increase as specified. However, the Company has presented a plan for using the money to

increase capital for investors to know and understand, and investors who have expressed their intention and confirmed their intention to increase capital with the Company after the shareholder meeting of the Company has approved the transaction.

4. Risk that the Company may not be able to issue and offer newly issued ordinary shares on scheduled time

As the issuance and offering of newly issued ordinary shares to a specific investors (Private Placement) must be approved by the shareholder meeting, including the method of offering, at one time or several times to specific investors, with the offering price assigned to the Board of Directors and/or the person receiving assigned by the Board of Directors to determine the share offering price, which must not be less than 90 percent of the Company's ordinary shares market price, the Company must complete the offering within period approved by the shareholders' meeting, not exceeding 3 months from the date the shareholders' meeting resolved to approve the offering of newly issued shares, or the Company must offer for sale of shares, which may be subject to risk from various factors such as price fluctuations, readiness of investors who have been allocated, including other external factors such as economic, political, industrial situations, etc. For this reason, the Company may face a risk of not being able to issue and offer newly issued ordinary shares in time as scheduled. However, the Board of Directors' meeting has proposed that the shareholders' meeting consider approving the assignment to the Company's Board of Directors or those assigned by the Board of Directors. The offering price can be set according to the market price during the offering period after a period of 3 months has elapsed from the date the shareholders' meeting resolved to approve the offering of newly issued shares.

5. Risks from using additional capital to invest in restaurant business and the performance not turn out as expected

The Company has set objectives and plans to use the funds from the capital increase to ensure the expansion and improvement of Kagonoya brand restaurant branches under ECT and investment in subsidiaries in the future. The total value is 50 - 150 million baht, according to the original business plan. The Company aims to have at least 30 branches in the country, which as of 31 December 2023, there were 16 branches. There is also a need to improve the stores according to the requirements of the department store or the owner of the land where it is opened, always keep it in good condition. Normally, it is necessary to renovate the store every 5 - 7 years. However, if there is additional investment in Kagonoya brand restaurants, sales are not as expected. It may result in additional losses for the Company.

From the study of information and interviews with executives, the Company is carefully considering investment in additional stores by considering the location, expected number of customers, and expected investment return before investing in opening additional stores, including the Kagonoya brand restaurant is famous in Japan and popular among Thai people. Therefore, it has an advantage in competing with business

operators of shabu buffet shops that do not have a brand, and other restaurant brands of the Company that have brand strengths have an opportunity to expand the business further.

6. Risks from using additional capital to invest in new businesses and the return on investment not turn out as expected

The Company plans to invest in FRUITA ordinary shares totaling 1,632,000 share, calculated as 51 percent of the total issued and paid-up shares of FRUITA, at a price per share not exceeding 274.22 baht, with total amount not exceeding 447,525,000 baht. The investment in FRUITA is an investment in ordinary shares of company engaged in the business of developing biotechnology. The Company has studied the feasibility of the business, including estimates of income, profits and returns of the business on various assumptions before investing. If there are changes in various factors that may not be as expected, it may have an impact on business operations and may cause the Company to receive returns that are not as expected or there may be additional losses.

Considering the operating results of FRUITA, it is found that net profit in 2021 - 2023 equals 85.42 million baht 55.76 million baht and 55.03 million baht, respectively, with a net profit margin in 2021 - 2023 equals to 42.08 percent 25.18 percent and 18.01 percent respectively and has a return on shareholders' equity in 2021 - 2023 equals to 76.74 percent 21.77 percent and 21.72 percent respectively. These show the ability to create good returns for FRUITA. At present, FRUITA is considered the only integrated producer of packaging from PHA plastic in the country from the production of PHA plastic pellets to packaging from PHA plastic, which is a production technology that requires a lot of expertise to operate.

7. Risks from operating FRUITA, which is a biotechnology development business

The Company will be at risk from operating a biotechnology development business. *As described in Section 7.3. Risks of entering into an asset acquisition transaction which shareholders of The Company can study additional information on the aforementioned topic.*

4.7 Advantages and disadvantages of not offering newly issued ordinary shares to specific investors (Private Placement)

4.7.1 Advantages of not entering into the transaction

1. There are no expenses that will occur from entering into the transaction

Requesting approval to enter into the transaction, there are expenses for hiring various consultants in order to perform according to the conditions steps and methods for offering newly issued ordinary shares to specific investors, such as financial advisor, legal advisor, Independent Financial Advisor, etc., which will result in increased expenses for the Company. However, when compared with the benefits and funds already received, this will allow the Company to continue operating its original business and expand the business through additional investment.

2. There are no changes to the shareholder structure and management of the Company

If the Company does not issue and offer newly issued ordinary shares to specific investors (Private Placement) this time, the Company's shareholder structure will remain unchanged.

3. The existing shareholders of the Company are not affected by the capital increase (Dilution effect)

If the Company does not issue and offer newly issued ordinary shares to specific investors (Private Placement) this time, the existing shareholders of the Company will not be affected in terms of their shareholding proportion (Control Dilution) and Price (Price Dilution).

4. There is no risks from entering into the transaction

If the Company does not issue and offer newly issued ordinary shares to specific investors (Private Placement) this time, there will be no risk from entering into the transaction as mentioned above, *the additional information in the topic. 4.5 Risks of offering newly issued ordinary shares to specific investors (Private Placement).*

4.7.2 Disadvantages of not entering into the transaction

1. Do not receive funds from the issuance and offering of the Company's newly issued ordinary shares to specific investors (Private Placement)

If the shareholders' meeting of the Company does not approve the Company issuing and offering newly issued shares to specific investors (Private Placement) this time, the Company will not receive additional capital in an amount not exceeding 1,072.50 million baht, which will make it necessary for the Company to raise funds from other sources. This may incur additional costs and it takes longer to obtain financing, and it may cause the Company to lose investment opportunities according to the plan for using funds because fundraising through other channels may not be able to raise funds in full or within the specified period.

2. It may take longer and cost more for the Company to secure investment

The Company must raise funds by other means to support the issuance and offering of newly issued ordinary shares to specific investors (Private Placement), such as borrowing from financial institutions and/or issuing and offering debt instruments and/or offering securities to the public (Public Offering), etc. Each of the above methods will take a longer period of time and may not receive the full amount of funds that the Company has need. There is also a chance that expenses will increase from financing such as interest expenses, credit line usage fees, expenses for preparing information for the issuance of newly issued ordinary shares and issuance of bonds, etc.

4.8 Advantages and disadvantages between entering into transactions with connected persons and with outsiders

4.8.1 Advantages between entering into transactions with connected persons and with outsiders

The Issuance and offering of newly issued ordinary shares to Ms. Satita Balasuvatthi, which is a connected person this time, has an advantage that the Company will have investors and directors who have potential and expertise in business management and marketing, including knowledge in the biotechnology development business that the Company will invest in. Additionally, she has fund that can subscribe the share price from the increase capital due to seeing the potential of the Company that will occur in the future. Details of investors can be studied in Section 2, Summary Information of Investors.

4.8.2 Disadvantages between entering into transactions with connected persons and with outsiders

Ms. Satita Balasuvatthi is an investor who will receive an offering of 600,000,000 newly issued ordinary shares, which the Company will issue for sale to specific investors (Private Placement), the nominated person as directors and / or executives of the Company, and the seller of ordinary shares of Transaction to purchase ordinary shares of FRUITA as well. Therefore, the transaction of capital increase of PP and the transaction to purchase ordinary shares of FRUITA are related to Ms. Satita Balasuvatthi, making this offer not to be compared with other people's offers. These transactions are specific; however, the Company has considered the appropriateness of the capital increase compare with the benefits received and concluded that it was worth doing the transaction.

5. Summary of the opinion of the Independent Financial Advisor for the offering of newly issued ordinary shares to specific investors (Private Placement)

The Independent Financial Advisor is of the opinion that this offering of newly issued ordinary shares is appropriate, considering appropriateness of the price and conditions for the share offering, reasonableness and benefits of offering shares to Investors, and the plan to utilize the fund received from the IPO compared to the impact on shareholders. It can be summarized as follows:

1) Objectives and necessity of offering newly issued shares to specific investors

Currently, the Company's main business is the food and beverage distribution business. The Company has the following business characteristics:

- 1) Pastry shop business, through Bake Cheese Tart (Thailand) Co., Ltd. ("BAKE") which is an indirect subsidiary of the Company, by receiving a master franchise to operate a kiosk shop under the trademarks "Bake Cheese Tart" "Croquant Chou ZakuZaku" and "RAPL"
- 2) Japanese restaurant business, through Eastern Cuisine (Thailand) Co., Ltd. ("ECT"), which is an indirect subsidiary of the Company, by receiving a master franchise to operate an original Shabu buffet restaurant, namely KAGONOYA from Osaka, Japan.
- 3) European style restaurant business, through Crepes And Co. Development Ltd. ("CCD") which is an indirect subsidiary of the Company, by operating a restaurant business under the name Le Boeuf, which serves food and beverages in Fine Dinning and Buffet style.

The Japanese restaurant business under the KAGONOYA brand can be considered the Company's main revenue stream. Revenues from operating Japanese restaurant services under the KAGONOYA brand in 2021 – 2023 are approximately 65 percent, 72 percent, and 78 percent of the Company's total revenues, respectively. The growth rates of revenue from operating Japanese restaurant services under the KAGONOYA brand in 2022 - 2023 were 47 percent and 1 percent, respectively. This business of the Company has a good profit margin and opportunity to expand the business further. However, the current Japanese restaurant business seems to attract many entrepreneurs as it has a continuous growth rate, it is still in the restaurant category which is related to one of the four factors of consumers, this business does not require very high funding sources, and it has fast cash flow turnover. Therefore, it is a highly competitive business with the same or similar business operators which can easily replace each other. In addition, when considering the Company's operating results during the past 3 years from 2021 - 2023, the Company has a continuous operating loss equal to 276.45 million baht, 575.99 million baht, and 147.52 million baht, respectively. This resulted from unpleasant management of selling or administrative expenses and high the Company's financial costs due to the need to use funds to support the Company's operations. In addition, the Company's continuous operating loss effected the Company's shareholders' equity decreased significantly over the past

3 years, causing the Stock Exchange to post a CB (Caution) sign since the Company's shareholders' equity is less than 50 percent of the paid-up and registered capital of the Company.

Therefore, the Company needs to obtain additional funds with the objective of the capital increase as follows:

- (1) To allow the Company to increase the efficiency of operations in the Company's existing business. Both investing in branch expansion and improving existing branches for Japanese restaurants under the brand KAGONOYA, restaurant under the name Le Boeuf, and others
- (2) To allow the Company to invest in businesses that can be expanded from the Company's existing businesses smoothly including potential businesses, which has a good return on investment. This will help make the Company's operating results likely to be better in the future. The Company plans to invest in FRUITA which operates biotechnology development business and has business types as follow:
 - Produce and sell biodegradable plastic products (Bio Packaging)
 - Manufacture, distribute, and provide services regarding beverage, food, and healthy seasoning (Bio Beverage / Bio Food / Bio Condiments)
 - Research consulting services and develop products related to biotechnology
 - Design consulting service and construction of a biotechnology factory
- (3) To use the fund to pay off the Company's debt to reduce the interest burden and reduce problems from overdue payments with various trade partners, including using it as working capital to enhance liquidity.
- (4) This issuance and offering of newly issued ordinary shares will help the Company raise funds within a short period of time and reduce the burden on existing shareholders in increasing capital. This will result in the Company having better liquidity and operating results.
- (5) This increase in registered capital will help the Company resolve the situation of posting the CB (Caution) sign on the Company's securities (shareholders' equity < 50% of the paid-up registered capital). If this capital increase is successful, the Company will receive money amounting to 1,072.50 million baht. It will make the shareholders' equity equal to 59.73%, which is > 50% of the paid-up registered capital. The CB sign will disappear after submitting audited or reviewed financial statements after the capital increase.

$$\begin{aligned}
 \text{Calculation} &= \text{Shareholder's equity} + \text{Shareholders' equity from this capital increase} / (\text{Paid-up} \\
 &\quad \text{capital} + \text{Shareholders' equity from this capital increase} - \text{Discount on share value} \\
 &\quad \text{resulting from this capital increase}) \\
 &= (182.80 + 1,072.50) / (1,030.60 + 1,650.00 - 577.50) \\
 &= 59.69\%
 \end{aligned}$$

However, the Company has considered various forms of financing. Including borrowing money from financial institutions and increasing capital in other ways. However, the Company has considered that additional borrowing from financial institutions will take a long time to process and there is uncertainty whether the Company will receive financial assistance from financial institutions or not. In addition, it will cause the Company to have more burden in repaying the principal and interest, as well as causing the Company to not have flexibility in operating in the future. The raising capital by offering securities to the general public (Public Offering) will take a relatively long time, have a high cost, and must receive permission from relevant agencies which the Company cannot control or determine the certain time period. Therefore, the Board of Directors has considered the issuance and offering of newly issued ordinary shares through Private Placement to individuals with capital potential, stable financial position, and able to pay for the capital increase, is an appropriate fund raising method and consistent with the objectives of this capital increase. This will allow the Company to receive the required amount of capital in a short period of time and reduce the investment burden of existing shareholders in increasing capital. In addition, having the Company receive acceptance from potential investors will build confidence for existing shareholders in the success of the capital increase. This will result in the Company being able to increase capital as targeted and creating opportunities for the Company to increase efficiency in its original business operations and has fund to invest in FRUITA, which is expected to help make the Company's performance likely to be better in the future, increasing competitive potential, and developing the Company's business to grow steadily and sustainably.

2) Reasonableness of offering newly issued ordinary shares to specific investors (Private Placement)

The Independent Financial Advisor considers the advantages, disadvantages, and risks of entering into the transaction and the advantages and disadvantages of not entering into the transaction of offering newly issued ordinary shares to specific investors (Private Placement), which can be summarized as follows:

Advantages of entering into the transaction

- The Company can raise the expected amount of capital.
- The Company can raise capital in a short period of time.

- The Company will be a business partner with investors who will help support business operations and enhance business growth potential, have a network to create business opportunities, and / or are an investors.
- The Company will have sufficient funds to carry out the utilization plan, including expanding investment in existing businesses and invest in new businesses.
- The Company will have a more stable financial structure after the capital increase.
- It is a way to raise funds without additional debt and interest.
- There is a chance to remove the CB sign on the Company's securities.

Disadvantages of entering into the transaction

- The effect on the reduction of the shareholding proportion of existing shareholders (Control Dilution) equal to 61.55 percent and the effect on the market price of the shares (Price Dilution) equal to 5.06 percent.
- It will change in the shareholder structure and management structure of the Company.
- There is a burden for operating expenses according to the conditions, processes, and methods for offering newly issued ordinary shares to specific investors.
- Entering into transactions with connected persons may effect negotiations and conditions to not being as same as doing transactions with outsiders.

Risks of entering into the transaction

- Risk from investors deciding to sell newly issued ordinary shares due to the price of the PP lower than the current Market Price, and no prohibition from selling of the newly issued shares allocated to investors (Silent Period).
- Risk from not being approved by the shareholder meeting.
- Risk that the Company may not receive the fund in full of expected amount.
- Risk that the Company may not be able to issue and offer newly issued ordinary shares on scheduled time.
- Risk from using additional capital to invest in restaurant business and the performance not turn out as expected.
- Risk from using additional capital to invest in new businesses and the return on investment not turn out as expected.

- Risk from the business operations of FRUITA, which is in the biotechnology business, such as risks from business competition, risk from the expected rate of return not turn out as expected, etc.

Advantages of not entering into the transaction

- No expenses that will occur from entering into the transaction.
- No changes to the shareholder structure and management of the Company.
- The existing shareholders of the Company are not affected by the capital increase (Dilution effect).
- There is no risks from entering into the transaction.

Disadvantages of not entering into the transaction

- Do not receive fund from the issuance and offering of the Company's newly issued ordinary shares to specific investors (Private Placement).
- It may take longer and cost more for the Company to secure investment.

The Independent Financial Advisor has considered that entering into the transaction is necessary, and the benefits that will be received is outweigh the disadvantages of entering into the transaction and choosing not to enter into the transaction.

3) Appropriateness of the Company's share offering price

The Independent Financial Advisor has considered the appropriateness of the fair value of W's ordinary shares using 6 different methods, with details as shown in the following table.

Valuation method	Value of W's share (Baht per share)	Value of W's shares (MB)	Opinion of the Independent Financial Advisor
1. Book Value Approach : BV	0.18	182.80	Not appropriate
2. Adjusted Book Value Approach : ABV	0.18	182.80	Not appropriate
3. Market Value Approach : VWAP	0.71 – 1.28	729.90 – 1, 317.37	Appropriate
4. Price to Book Value Ratio Approach : P/BV Ratio	0.45 – 0.59	464.78 – 611.93	Not appropriate
5. Price to Earnings Ratio Approach : P/E Ratio	(3.86) – (2.59)	(3,982.37) – (2,668.79)	Not appropriate
6. Discounted Cash Flow : DCF	(0.61) – (0.58)	(633.39) – (606.67)	Not appropriate

Note: Total number of paid-up shares is 1,030,597,218 shares, par value of 1.00 baht per share, as of 12 February 2023

The Independent Financial Advisor is of the opinion that the most appropriate valuation method to value W's shares this time is the Market Value Approach: VWAP, which will get a value between 729.90 –



1,317.37 million baht or the value of W's shares will be between 0.71 – 1.28 baht per share. Therefore, the Independent Financial Advisor is of the opinion that this offering of newly issued ordinary shares at the offering price of 0.65 baht per share is lower than the reasonable estimated price of the Independent Financial Advisor according to the comparison table of the price of entering into the transaction as follows:

Comparison between the price of entering into the transaction and the appropriate value	Value of W's share (baht per share)
Appropriate value according to Market Value Approach: VWAP	0.71 – 1.28
Minimum share offering value for entering into this transaction	0.65
Difference from the fair price of ordinary shares	0.06 – 0.63
Difference from the fair price of ordinary shares (%)	9.23 – 96.92

Note: Total number of paid-up shares is 1,030,597,218 shares, par value of 1.00 baht per share, as of 12 February 2023

Therefore, the Independent Financial Advisor is of the opinion that the price of the offering of newly issued ordinary shares to specific investors (Private Placement) this time compared to the fair value of W is not appropriate. However, there are additional reasons for consideration in setting the offering price of newly issued ordinary shares at 0.65 baht per share as follows:

- When considering the past performance of the Company in terms of revenue, net profit, shareholders' equity of the Company, and share price, the details are as follows:

Financial figures (million baht)	2021	2022	2023
Total income ^{1/}	426.22	347.82	323.49
Net profit ^{1/}	(276.45)	(574.04)	(147.52)
Shareholders' equity ^{1/}	673.40	102.54	182.80
Share price ^{2/}	4.34	1.98	0.71

Note : 1/ As of 31 December 2021, 2022, and 2023. Sourced from www.setsmart.com

2/ As of the last business day of 2021 - 2023

From past information, it is found that net profits and the Company's share prices are consistent and moving in the same direction. If the Company has a continuous net operating loss and the contraction of total income, it will cause the share price of the Company that is traded on SET to decrease accordingly as can be seen from the table comparing the Company's past performance and share price over the past 3 years since 2021– 2023. It is likely to cause the market price of the Company's shares to continue to decline if the Company's operating results continue to suffer losses. Therefore, a plan for PP and a plan for using the fund received from the offering of PP are proposed to the shareholders' meeting to help reduce the problem of operating losses and the liquidity of the Company (However, the Company's share price also depends on the Company's current and past

performance and other factors, such as future growth opportunities, news, events, and external factors that affect business operations and the demand for trading in the Company's shares. etc.)

- The issuance of such newly issued ordinary shares is an offering of shares for which the Board of Directors has resolved to clearly set the offering price in order to propose to the shareholders' meeting to consider setting the offering price equal to 0.65 baht per share. It is not considered as an offer for sale of newly issued shares at a price lower than 90 percent of the Market Price According to Notification Regarding Offering Newly Issued Shares to Specific Investors. "Market Price" is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange in the past 15 consecutive business days before the date the board of directors' meeting resolved to propose the agenda to the shareholder meeting to request approval for the Company to offer newly issued ordinary shares to investors, which is between 25 January 2024 and 14 February 2024. The market price is 0.7082 baht (information from SETSMART).

The conditions for share offering are appropriate as it gives rights to major shareholders to serve as directors of the Company. Additionally, Ms. Satita Balasuvatthi is an expert in business management in which the Company is going to invest in.

- 4) The plan for using the fund received from the offering of newly issued ordinary shares to specific investors (Private Placement) and the appropriateness of the worthiness of the offering of newly issued ordinary shares compared to the impact on the existing shareholders of the Company

The Company plans to use the fund that will be received from this offering of newly issued ordinary shares in the amount of 700.00 – 1,250.00 million baht as follows:

Objectives and plans to use the fund	Estimated amount (million baht)	Expected period for using the fund
1. To support the expansion and improvement of Kagonoya brand restaurant branches and investment in subsidiaries.	50 – 150	2024 - 2025
2. To support investment in various businesses related to the Group's current business and/or potential business which has a good return on investment. This is an investment in FRUITA.	300 – 650	
3. To repay the Company's existing debt that the Company has used as a source of funds for the Company's operations in the past. (This includes investors who have been allocated newly issued ordinary shares this time, namely Mr. Natthaphong Sitaworarat) account payables, and other creditors.	350 – 450	



Objectives and plans to use the fund	Estimated amount (million baht)	Expected period for using the fund
4. To be used as working capital of the Company	The remaining fund from 1 - 3	

Plan for using the additional capital as mentioned above will be beneficial to the Company in the operations of the Company's existing business, which will be used to repay the existing debt and used as working capital for the Company, including further expansion of the Company's business through investment in restaurants expansion and invest in new businesses, namely FRUITA, to reduce the problem of operating losses and the Company's liquidity. In addition, this capital increase will allow the Company to remove the CB (Caution) sign on the Company's securities (Shareholders' equity < 50% of the paid-up and registered capital). If this capital increase is successful, the Company will receive funds in the amount of 1,072.50 million baht, which will make the shareholders' equity equal to 59 percent, > 50 % of the paid-up and registered capital after the capital increase of the Company. The CB sign will disappear after submitting the audited financial statements or review after the capital increase is completed.

However, the existing shareholders of the Company will be affected by a reduction in the shareholding proportion of the existing shareholders (Control Dilution) equal to 61.55 percent and affected by a decrease in the market price of the shares (Price Dilution) equal to 5.06 percent due to the issuance and offering of newly issued ordinary shares through the PP, which offers PP shares at a price slightly lower than the market price (The market price is calculated from the weighted average price of the Company's ordinary shares on the Stock Exchange over the past 15 consecutive business days before the date the board meeting resolved to propose the agenda to the shareholder meeting to request approval for the Company to offer newly issued ordinary shares to investors, which is between 25 January 2024 and 14 February 2024. The market price is 0.7082 baht). However, shareholders will not be affected by the reduction in profit sharing (Earnings dilution). Since the Company operated a net loss for the year 2023.

Therefore, the Independent Financial Advisor is of the opinion that the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) this time will be beneficial to the Company's shareholders more than the impact of dilution on the existing shareholders of the Company.

In conclusion, considering the advantages and disadvantages of entering into the transaction and not entering into the transaction, necessity of offering newly issued ordinary shares to specific investors, appropriateness of offering of newly issued ordinary shares and the plan for using the fund receiving from the issuance and offering of newly issued ordinary shares, the Independent Financial Advisor is of the opinion that entering into the transaction of offering newly issued ordinary shares to specific investors (Private Placement) is appropriate. Even though the price offered to specific investors is not appropriate, the price that the Independent Financial Advisor considers appropriate is the price valued by the Market Value Approach

(VWAP), which is between 0.70 – 1.28 baht per share. However, the issuance and offering of newly issued ordinary shares to specific investors (Private Placement) this time will be directly beneficial and important to the future business operations of the Company by allowing the Company to raise a large amount of capital, having partners that will help support business operations and enhance business growth potential, having a network to create business opportunities and / or is an investor. The Company will have sufficient funds to carry out the utilization plan, including expanding investment in existing businesses and investing in new businesses that the Company will invest in *(additional details of Fruita Biomed Company Limited is according to Transaction 2 The Acquisition of asset and connected transaction of Wow Factor Public Company Limited, Section 6, details of entering into the acquisition of asset and connected transactions)* to help reduce the problem of operating loss results and the Company's liquidity. **Therefore, the Independent Financial Advisor is of the opinion that the shareholder meeting should approve the entering into the transaction.**

However, the decision to vote to approve or disapprove the transaction depends mainly on the discretion of each shareholder. Shareholders should therefore study all information contained in the Opinion Report of the Independent Financial Advisor and all documents attached with the invitation letter of the Extraordinary General Meeting of Shareholders and carefully use discretion when casting the vote.

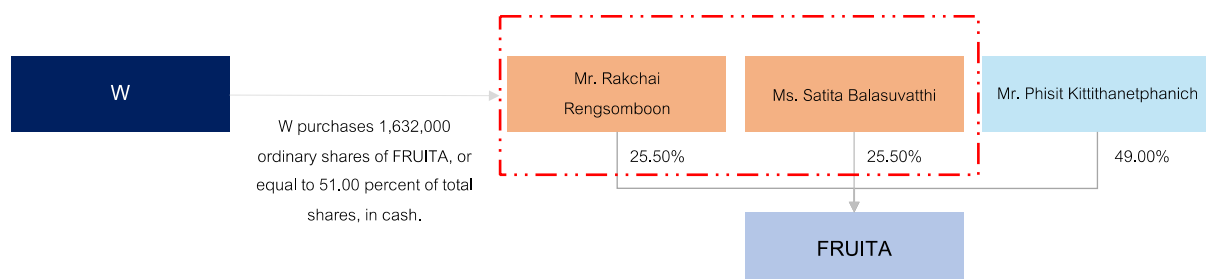
Transaction 2 The acquisition of assets and connected transaction in investing in Fruita Biomed Company Limited

6. Details of entering into the acquisition of assets and connected transaction

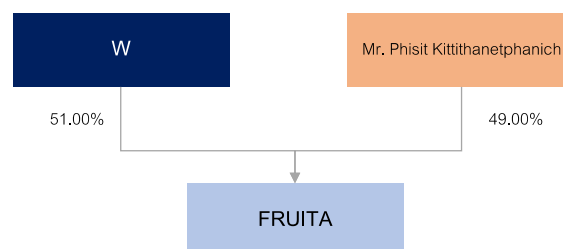
The Board of Directors' Meeting No. 2/2024 of Wow Factor Public Company Limited (the "Company" or "W"), held on 4 March 2024, resolved to approve to propose to the shareholder meeting to consider and approve the acquisition of ordinary shares of Fruita Biomed Company Limited ("FRUITA") in the total of 1,632,000 shares, or 51 percent of the total number of issued and paid-up shares of FRUITA, at the price of not exceeding 274.22 baht per share, calculated as a total amount not exceeding 447,525,000 baht ("Transaction to purchase ordinary shares of FRUITA") by purchasing shares from 2 existing shareholders of FRUITA in cash (1) Mr. Rakchai Rengsomboon or person/juristic person that Mr. Rakchai Rengsomboon determines, in amount of 816,000 shares or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA at a purchase price of not exceeding 223,762,500 baht (2) Ms. Satita Balasuvatthi or person / juristic person that Ms. Satita Balasuvatthi determines, in amount of 816,000 shares or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA at a purchase price of not exceeding 223,762,500 baht

Structure of entering into the transaction to acquire ordinary shares of Fruita Biomed Company Limited

Before entering into the transaction



After entering into the transaction



Transaction to purchase ordinary shares of FRUITA is considered as an acquisition of assets according to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (including amendments) and 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, 2004, dated 29 October 2004 (including amendments) ("**Notification Regarding Acquisition or Disposal of Assets**"). Upon calculation of the transaction size based on rules under the Notification Regarding Acquisition or Disposal of Assets, the highest transaction size is 60.53 percent according to the total value of consideration paid or received criteria, calculated from the audited annual financial statement of the Company for the accounting period ended 31 December 2023. The Company has not entered into any asset acquisition transaction in the past the 6 months before entering into the transaction, which has not yet been approved by the shareholders' meeting. Therefore, the transaction is considered as a class 1 transaction according to the Notification Regarding Acquisition or Disposal of Assets, which the transaction size is equal to or higher than 50 percent but lower than 100 percent, the Company is therefore obliged to prepare a report and disclose the transaction with minimum information according to the list (1) attached to the Notification Regarding Acquisition or Disposal of Assets and request approval to enter into the transaction from the shareholders' meeting which must be approved with a vote of not less than three - fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding such votes of the interested shareholders. As well as appointing an independent financial advisor, which must be listed as a financial advisor approved by the SEC to opine their opinion on the transaction.

In addition, Transaction to purchase ordinary shares of FRUITA is considered a connected transaction according to the The Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated 31 August 2008 (including amendments) and 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 2003, dated 19 November 2003 (including amendments) ("**Notification Regarding Connected Transactions**") for the following reasons:

- (1) Mr. Rakchai Rengsomboon, as a seller, will be nominated to serve as a director of the Company after the Transaction to purchase ordinary shares of FRUITA is completed.
- (2) Ms. Satita Balasuvatthi, as a seller and investors who will receive an offer to purchase newly issued ordinary shares in amount of 600,000,000 shares which the Company issues and offers to specific investors (Private Placement) according to the resolution of the Board of Directors' Meeting No.1/2024, held on 15 February 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 a connected transaction regarding assets or services with a value of not exceeding 447,525,000 baht, which is more than 20,000,000 baht. Therefore, the Company is obligated to disclose information regarding connected transactions to the Stock Exchange of Thailand ("**SET**") and received approval to enter into the transaction from the Company's Board of Directors and approval of

entering into the transaction from the shareholders' meeting of the Company. The shareholders' meeting invitation letter must be sent to shareholders at least 14 days in advance of the shareholder meeting date and must be approved by the shareholders' meeting with a vote of not less than three - fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding such votes of the interested shareholders. As well as appointing an independent financial advisor, which must be listed as a financial advisor approved by the SEC to opine their opinion on the connected transaction.

In this regard, the Board of Directors' Meeting resolved to propose to the shareholders' meeting to approve to authorize the Company's board of directors or the management committee or the person authorized by the Company's board of directors or the management committee or the chairman of the management committee to have the power to make any arrangements in connection with or necessary for the execution of Transaction to purchase ordinary shares of FRUITA, including to negotiate, enter into, sign and amend the share purchase agreement, and other arrangements, contracts, and documents relating Transaction to purchase ordinary shares of FRUITA, and to set out rules, conditions, and other details necessary for and in connection with Transaction to purchase ordinary shares of FRUITA,, as necessary and appropriate under the applicable laws.

6.1 Objective and background of entering into the transaction

Currently, the Company operates in the food and beverage distribution business. The Company's nature of business is operating a restaurant business (1) Pastry shop, namely BAKE WORKS, through BAKE, which has a variety of products including "Bake Cheese Tart" "Croquant Chou ZakuZaku" and "RAPL" (2) Japanese restaurant, shabu buffet, original from Japanese brand KAGONOYA proceeds through ECT and (3) European style restaurant namely Le Boeuf, which serves food and beverages in Fine Dining and Buffet style through CCD. Financial performance of the Company's restaurant business in 2021 – 2023 has continued losses, as a result, the Company has to continually raise additional funds to be used as the Company's working capital.

The Company therefore has a plan to issue and offer newly issued ordinary shares to specific investors (Private Placement) and plan to invest in FRUITA that operates the business of biotechnology, which can be divided into the main business groups (1) Produce and sell biodegradable plastic products (Bio Packaging) for beverages and food, which are produced from biological-processed agricultural waste processed into packaging that has an appearance and features like general packaging (2) produce sell and provide services regarding beverage, food, and healthy seasonings (Bio Beverage / Bio Food / Bio Condiment) that use biological processes to reduce sugar, salt, and sodium and use the process to create important biologically substances for each product appropriately. (3) Consulting services in research and development of products related to biological technology (Bio Technology), which consists of research services, consulting, and product development of products produced from biological substances by applying biological technology

to provide services (4) Consulting services regarding the design and construction of biotechnology plants that provides design consultation, system planning, research rooms and factories related to biotechnology, including construction contracting for projects that FRUITA provides services. In this regard, the Company considers that the transaction of purchasing shares of FRUITA will allow the Company to invest in a company with good performance, continuous growth, and having potential and opportunity for long-term growth. Moreover, the biotechnology development business of FRUITA can be further developed in various ways, including food industry, agriculture and medicine.

The Company's Board of Directors Meeting No. 2/2024, held on 4 March 2024, therefore resolved to propose to the shareholders' meeting to consider the transaction of purchasing ordinary shares of FRUITA totaling 1,632,000 shares, or 51 percent of the total issued and paid-up shares of FRUITA, at a price of not exceeding 274.22 baht per share, calculated as a total amount not exceeding 447,525,000 baht. The Company shall purchase the shares from the two sellers, namely (1) Mr. Rakchai Rengsomboon or person / juristic person that Mr. Rakchai Rengsomboon appoints, in amount of 816,000 shares, or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA, at a purchase price of not exceeding 223,762,500 baht (2) Ms. Satita Balasuvatthi or person / juristic person that Ms. Satita Balasuvatthi appoints, in amount of 816,000 shares, or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA, at a purchase price of not exceeding 223,762,500 baht. The Company will pay the consideration value in cash received from the issuance and offering of newly issued ordinary shares to specific investors, which is in accordance with the plan to use of funds received from the issuance and offering of newly issued ordinary shares to specific investors (Private Placement).

6.2 Date, month, year of the transaction

The transaction to purchase ordinary shares of FRUITA will occur only after the Company receives approval from the 2024 Annual General Meeting of Shareholders, which will be held on 30 April 2024. The Company expects that the transaction will enter into the transaction to purchase ordinary shares of FRUITA will be completed by the third quarter of 2024.

6.3 Relevant parties and their relationships with the Company

Purchaser	:	Wow Factor Public Company Limited
Sellers	:	1. Mr. Rakchai Rengsomboon or person/juristic person that Mr. Rakchai Rengsomboon determines, in amount of 816,000 shares or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA.

- Nature of relationship between each other :
2. Ms. Satita Balasuvatti or person/juristic person that Ms. Satita Balasuvatti determines, in amount of 816,000 shares or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA.
 1. Mr. Rakchai Rengsomboon, as a seller, will be nominated to serve as a director of the Company after the Transaction to purchase ordinary shares of FRUITA is completed.
 2. Ms. Satita Balasuvatti, as a seller and investors who will receive an offer to buy newly issued ordinary shares in amount of 600,000,000 shares which the Company issues and offers to specific investors (Private Placement) according to the resolution of the Board of Directors' meeting No.1/2024, held on 15 February 2024. She will be nominated to serve as a director of the Company after entering into the transaction to purchase newly issued ordinary shares of the Company.

List of shareholders of FRUITA

As of 23 February 2024, FRUITA's shareholders are as follows:

	List of shareholders	Number of shares (shares)	Proportion (%)
1.	Mr. Phisit Kittithanetphanich	1,568,000	49.00
2.	Mr. Rakchai Rengsomboon	816,000	25.50
3.	Ms. Satita Balasuvatti	816,000	25.50
	Total	3,200,000	100

Before entering into the transaction to purchase ordinary shares of FRUITA, each seller has no relationship with the Company or (1) directors and executives of the Company (2) persons with controlling power (3) major shareholders of the Company or (4) other companies in which the persons listed in (1), (2) or (3) are major shareholders or persons with controlling power of the Company. However, (1) Mr. Rakchai Rengsomboon, a seller is a person who will be nominated to be a director of the Company after the transaction of purchasing ordinary shares of FRUITA finished, and (2) Ms. Satita Balasuvatti, a seller and Investor who will receive an offering of newly issued ordinary shares 600.00 million shares which the Company issues for sale to specific investors (Private Placement) according to the resolution of the Board of Directors' meeting No. 1/2024 on 15 February 2024, she will be nominated to be a director of the Company after entering into the transaction to purchase newly issued ordinary shares of the Company.

Therefore, purchase of ordinary shares of FRUITA this time is considered as a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/ 2551 Re: Rules on Connected Transactions, dated 31 August 2008 (including amendments) and 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 2003, dated 19 November 2003 (including amendments) (“**Notification Regarding Connected Transactions**”)

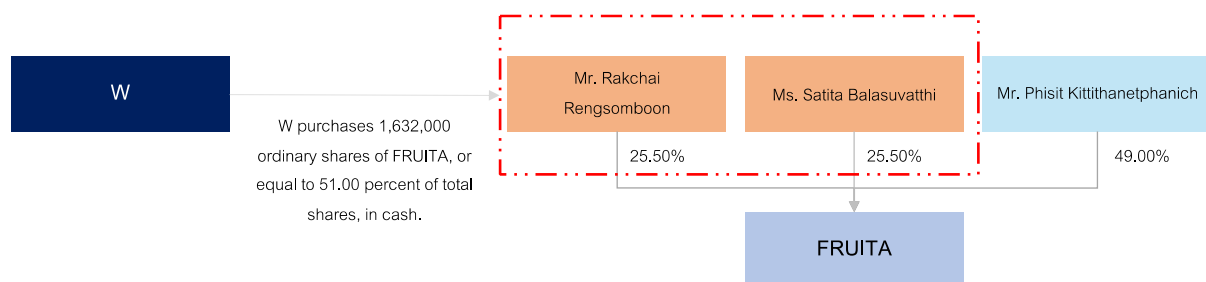
The connected transaction this time is a transaction regarding asset or service with a value not exceeding 447.53 million baht which is worth more than 20.00 million baht, so the Company is therefore obligated to disclose information regarding connected transactions to the Stock Exchange and received approval to enter into the transaction from the Company's Board of Directors and the shareholders' meeting of the Company. The Company must send the invitation letter of the shareholders' meeting to shareholders at least 14 days before the shareholders' meeting and must be approved by the shareholders' meeting with a vote of not less than 3 in 4 of the total number of votes of shareholders who attended the meeting and had the right to vote, excluding the shareholders who have interests.

6.4 Type and size of the transaction

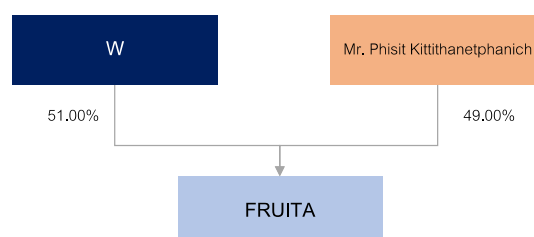
General characteristics of the transaction

The Company will enter into an agreement to purchase shares of FRUITA in number of 1,632,000 shares, par value of 100 baht per share, calculated as 51.00 percent of all issued and paid-up ordinary shares of FRUITA from the Sellers at a price not exceeding 274.22 baht per share, accounting for the total purchasing value not exceeding 447,525,000 baht, which is a payment of the entire amount to the Sellers. However, the Company can request to change to a gradual payment over installments. The reason must be informed to the Sellers.

Shareholding structure before entering into the transaction



Shareholding structure after entering into the transaction



Transaction size

Details of the calculation of the transaction size according to the Notification Regarding Connected Transactions are as follows

Financial information

(Unit : Million Baht)	W As of 31 December 2023	FRUITA As of the 31 December 2022
Total assets	739.39	364.98
<u>Deduct</u> Intangible assets	146.54	0.07
<u>Deduct</u> Goodwill	246.18	-
<u>Deduct</u> Total liabilities	556.58	84.34
<u>Deduct</u> Non-Controlling Shareholders' equity	0.00	-
Net Tangible Asset Value (NTA)	(209.92)	280.57
Net profit (loss)	(147.52)	55.76

Calculating the size of the asset acquisition transaction

Criteria	Calculation formula	Calculation (million baht)	Transaction size (%)
Net tangible asset value criteria	<u>NTA of acquired assets x acquired proportion x 100</u> Company NTA	Unable to calculate because the Company's NTA is negative.	
Net profit criteria from operations	<u>Net profit of acquired assets x acquired proportion x 100</u> Company's net profit	Unable to calculate because the Company's operating results are at a loss.	
Total value of consideration criteria	<u>Total value of consideration x 100</u> Total assets of the Company	<u>447.26 x 100</u> 739.39	60.53
Criteria for the value of equity shares issued to pay for assets	<u>Number of shares issued to pay for assets x 100</u> Number of issued and paid-up shares of the Company	cannot be calculated Because the Company Shares were not issued to pay for assets.	

Calculating the size of connected transactions

Criteria	Calculation formula
Transactions regarding assets or services	Total value of consideration / NTA of the Company

Sellers	Calculation formula
Mr. Rakchai Rengsomboon	223.76 / (209.92)
	cannot be calculated
Ms. Satita Balasuvatthi	223.76 / (209.92)
	cannot be calculated



Note : Cannot be calculated because the Company's net tangible assets are negative. According to the audited financial statements as of 31 December 2023

Entering into such a transaction has the highest transaction size equal to 60.53 percent according to the total value of consideration paid or received criteria calculated from the audited annual financial statement of the Company for the accounting period ended 31 December 2023. The Company has not entered into any transactions to acquire the Company's assets which has not yet been approved by the shareholders' meeting during the 6 months before entering into the transaction. Therefore, the transaction is considered as class 1 transaction according to the Notification Regarding Acquisition or Disposal of Assets, which is, the transaction size is equal to or higher than 50 percent but lower than 100 percent

The Company has a duty to disclose information related to entering into the transaction to acquire the Company's assets and the Company has a duty to comply with announcements regarding the acquisition or disposal of assets. The duties to carry out are as follows:

1. Disclose information related to the asset acquisition transaction to the Stock Exchange according to the announcement of the item of acquisition or disposal.
2. Arrange a shareholder meeting to ask for approval to enter into the transaction and must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders who has an interest.
3. Appoint an Independent Financial Advisor to perform various related duties, including giving opinions as specified in the announcement of the acquisition or disposal of assets by sending the opinion report of the Independent Financial Advisor to shareholders for consideration along with sending the shareholders' meeting invitation letter. The Company has appointed FynnCorp Advisory Company Limited as an Independent Financial Advisor to perform various duties related to the above.

In addition, the connected transaction this time is a transaction regarding asset or service with a value not exceeding 447.53 million baht when taking the total value of the investment consideration of Mr. Rakchai Renmsomboon and Ms. Satita Balasuvatti who are connected persons. The value is approximately 447.53 million baht, using to calculate the size of the transaction according to the Notification Regarding Connected Transactions. It was found that the size of the transaction could not be calculated because the value of the net tangible assets ("NTA") of the Company according to the audited financial statements as of 31 December 2023 was negative. However, the total value of the investment consideration of Mr. Rakchai Rensomboon and Ms. Satita Balasuvatti have a value of approximately 447.53 million baht, which has a transaction size of more than 20 million baht. Therefore, the transaction is considered a large transaction of connected transactions. Therefore, the Company has a duty to comply with the Notification Regarding

Connected Transactions by disclosing information about the Company's transactions to the Stock Exchange and carry out various activities, including

1. Arrangement the shareholders' meeting of the Company by sending the shareholders' meeting invitation letter at least 14 days in advance of the meeting date in order to receive approval from the Company's shareholder meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding the shareholders who has an interest.
2. Appoint an Independent Financial Advisor to perform various duties and any others including giving opinions on connected transactions of the Company and sending report of opinions of Independent Financial Advisors to shareholders for consideration along with sending invitation letter of the shareholders' meeting. The Company appointed FinnCorp Advisory Company Limited as an Independent Financial Advisor to perform various duties related to the above.

6.5 Details of assets to be acquired for the ordinary shares acquisition transaction

General information about Fruita There are details and can be summarized as follows.

1. General information

Company name	Fruita Biomed Company Limited
Business type	Biotechnology development business
Location	No. 37/11 Moo 4, Takhian Sub-District, Sam Khok District, Pathum Thani Province
Legal entity registration number	0135563020711
Company registration date	22 September 2020
Registered capital	320.00 million baht
Issued and paid-up capital	288.00 million baht
Authorized director	Ms. Satita Balasuvatti sign and affix the company's seal

2. List of shareholders as of 23 February 2024

Before entering into the transaction

No.	List of shareholders	Number of shares (shares)	Proportion (%)
1	Mr. Phisit Kittithanetphanich	1,568,000	49.00
2	Mr. Rakchai Rengsomboon	816,000	25.50
3	Ms. Satita Balasuvatti	816,000	25.50
	Total	3,200,000	100.00

After entering into the transaction

No.	List of shareholders	Number of shares (shares)	Proportion (%)
1	Mr. Phisit Kittithanetphanich	1,568,000	49.00
2	Wow Factor Public Company Limited	1,632,000	51.00
	Total	3,200,000	100.00

3. List of FRUITA's Board of Directors as of 23 February 2024

No.	List of directors
1	Mr. Rakchai Rengsomboon
2	Ms. Satita Balasuvatthi

After the transaction to purchase ordinary shares of FRUITA is completed, the Company may consider sending a representative of the Company to be FRUITA's board of directors as appropriate.

Even though Mr. Phisit Kittithanetphanich will be the major shareholder, holding shares in the proportion of 49.00 percent of all ordinary shares of FRUITA, Mr. Phisit Kittithanetphanich does not intend to manage FRUITA's business by serving as a director of FRUITA.

Information details of Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatthi

Mr. Rakchai Rengsomboon	
Education	<ul style="list-style-type: none"> Bachelor's degree in Industrial Engineering Chulalongkorn University Bioengineering & Biomaterial Engineering, UCLA (University of California Los Angeles)
Work experience	<p>Experienced in biotechnology, engineering technology, and biomaterials engineering and founder of the first PHA plastic production plant in the Southeast Asia. In addition, he has approximately 20 years of experience in business administration and international marketing.</p> <ul style="list-style-type: none"> Founder, Director and Chief Executive Officer – Fruita Biomed Company Limited ("FRUITA") (Biotechnology development business) 2020 – Present Founder and Director – Fruita Bio Company Limited (Holding company) 2021 - Present Founder and Executive Chairman - Fruita Natural Company Limited (General fruit drink business) 2015 – 2023. Currently, Mr. Rakchai Rengsomboon is no longer holding shares and not a director.
Ms. Satita Balasuvatthi	
Education	<ul style="list-style-type: none"> Bachelor's degree, Faculty of Business Administration, Major in Accounting, International Program, Thammasat University. Master's Degree, Faculty of Entrepreneurship Management, International Program, Mahidol University. Master of Science in Finance University of Aberdeen, United Kingdom

Work experience

- Founder, Director and Deputy Chief Executive Officer - Fruita Biomed Company Limited ("FRUITA") (Biotechnology development business) 2020 – Present
- Founder and Deputy Managing Director - Fruita Natural Company Limited (General fruit drink business) 2015 – 2023 Currently, Ms. Sathita Phonsuwat does not hold shares and take position as a director.
- Experienced in marketing for Central Retail Corporation Public Company Limited and Aryan (Thailand) Co., Ltd.

4. Nature of business

FRUITA operates biotechnology development business, which was established on 22 September 2020 and started earning income from operations in March 2021.

The nature of FRUITA's business operations at present can be divided into main business groups. As follows:

1. Produce and sell biodegradable plastic products (Bio Packaging) for beverages and food.

Produces and sells bioplastic packaging that can decompose, upstream biopolymers type PHA (Polyhydroxylalanoates) made from agricultural waste or fruit vegetables waste which undergoes a biological process and processed into packaging. Packaging has the appearance and features that can be used like general plastic packaging, but it can be 100 % biodegraded in nature when taken to landfill or in an appropriate condition. Examples of FRUITA's products are such as bottle packaging, shockproof plate, plastic bags with handles, etc.



In 2023, FRUITA's domestic sales of bio-packaging products accounted for 96.92 percent of the revenue from sales of bio-packaging products. Products of FRUITA are sold to foreign countries such as China, Ireland, etc., with the proportion of sales to foreign countries accounting for 3.08 percent of the revenue from sales of bio-packaging products.

Normally, FRUITA will provide a credit term of approximately 30 - 60 days.

2. Manufacture, distribute, and provide services regarding beverage, food, and healthy products (Bio Beverage / Bio Food / Bio Condiments)

Manufacture, distribute, and provide services regarding beverages, food, and healthy food ingredients. This product is produced using a biological process to reduce sugar, salt and sodium Including using appropriate processes to create important biological substances for beverage and food products in each product provide services regarding beverage, food.



In addition, FRUITA provides ready-made food and beverage services for organizing banquets in various locations. It is a contractor for producing and distributing food and beverages.

Normally, FRUITA will provide a credit term of approximately 30 - 60 days.

3. Research consulting services and developing products related to biotechnology (Bio Technology)

Providing research services and provide research advice and product development (Research & Development) products which are produced from biological substances By applying biotechnology to provide such services.

Normally, FRUITA will provide a credit term of approximately 90 days.

4. Design consulting service and construction of a biotechnology factory

Provide design consulting services Set up the system Research rooms and factories related to biotechnology Including construction contracting projects that the Company provides consulting services.

The shareholders can study more details of Fruita Biomed Co., Ltd. in the attached document 2 Overview of business operations and operating results of Fruita Biomed Co., Ltd.

5. FRUITA's Financial Information

Statement of Financial Position

Unit : million baht	2020	2021	2022	2023
Assets				
Current assets				
Cash and cash equivalents	2.10	5.22	46.30	67.62
Trade accounts receivable	-	184.26	114.01	103.98
Inventories	-	2.15	0.65	5.50
Other current assets	2.88	73.32	73.06	113.22 ^{1/}
Total current assets	4.98	264.95	234.02	290.31
Non-current assets				
Long-term loans to related parties	-	0.40	0.35	-
Building and equipment – net	-	101.10	130.54	198.23
Intangible assets – net	-	-	0.07	-
Total non-current assets	-	101.50	130.96	198.23
Total assets	4.98	366.45	364.98	488.55
Liabilities and shareholders' equity				
Current liabilities				
Trade and other payables	0.02	128.38	67.82	265.53 ^{2/}
Short-term loans from related parties	-	1.55	0.01	-
Accrued corporate income tax	-	14.58	15.77	7.21
Other current liabilities	2.21	2.04	0.58	0.63
Total current liabilities	2.23	146.55	84.18	286.73
Non-current liabilities				
Provisions for long-term employee benefits	-	0.02	0.16	0.66
Total non-current liabilities	-	0.02	0.16	0.66
Total liabilities	2.23	146.57	84.34	287.39
Shareholder's equity				
Share capital				
Registered capital				
In 2022: 3,200,000 ordinary shares Value per share 100.00 baht			<u>320.00</u>	320.00
In 2021: 2,500,000 ordinary shares Value per share 100.00 baht		<u>250.00</u>		
In 2020: 50,000 ordinary shares Value per share 100.00 baht	<u>5.00</u>			
Issued and paid-up capital				
In 2022: 2,500,000 ordinary shares Value per share 55.80 baht			157.00	157.00 ^{3/}
: 700,000 ordinary shares Value per share 25 baht				
In 2021: 2,500,000 ordinary shares Value per share 55.80 baht		139.50		
In 2020: 50,000 ordinary shares Value per share 55.80 baht	2.79			
Less share receivables	-	(5.00)	(17.50)	(17.50)
Legal reserve				7.50

Unit : million baht	2020	2021	2022	2023
Retained earnings (deficits)	(0.04)	85.38	141.14	67.51
Shareholder's equity	2.75	219.88	280.64	214.51
Total liabilities and shareholders' equity	4.98	366.45	364.98	488.55

Note: 1/ Other current assets consist of advance payment for land in the amount of 110.61 million baht and other current assets in the amount of 2.61 million baht.

2/ Account payables and other creditors consist of outstanding dividends in the amount of 132.80 million baht and account payables and other creditors in the amount of 132.73 million baht.

3/ As of 23 February 2023, FRUITA's shareholders have paid the value of their shares at 90 baht per share, resulting in FRUITA having a total paid-up registered capital of 288.00 million baht and remaining outstanding registered capital of 32.00 million baht.

Statement of Comprehensive Income

Unit : million baht	2020	2021	2022	2023
Revenues				
Sales income and service	-	202.30	218.93	304.98
Other revenue	0.00	0.69	2.52	0.56
Total revenues	0.00	202.99	221.45	305.54
Expenses				
Cost of sales and services	-	89.31	148.06	231.98
Selling expenses	-	0.27	1.23	0.70
Administrative expenses	0.04	13.21	3:00 p.m.	13. 49
Total expenses	0.04	102.79	164.29	246.17
Profit (loss) before financial costs and income tax	(0.04)	100.20	57.16	59.3 6
Financial costs	-	-	(0.03)	-
Profit (loss) before income tax	(0.04)	100.20	57.13	59. 36
Income tax	-	(14.79)	(1.37)	(4. 33)
Net profit (loss)	(0.04)	85.42	55.76	5 5.03

6.6 Total value of consideration and payment conditions

Total value of all consideration that the Company will receive from entering into this transaction. The total value not exceeding 447,525,000 baht. The Company will pay the entire amount to the seller in cash.

6.7 Criteria used to determine the value of consideration

Determining the value of consideration is a negotiation between the purchaser and seller, and based on the value from Discounted Cash Flow Approach, which takes into account the potential and the future profitability of the business By the value of shareholders' equity of FRUITA. The fair value is in range of approximately 777.40 – 888.40 million baht (for 100% of shareholders' equity) or equivalent to a value of 396.47 - 453.08 million baht (for shareholders' equity of 51.00 percent) or the price of share 242.94 – 277.63 baht per share, which the evaluation is prepared by Wealth Plus Advisory Ltd., a financial advisor that has

been approved by SEC. The Company's management determined the purchase price based on the estimated price prepared by Wealth Plus Advisory Company Limited.

FYNNCORP, as an Independent Financial Advisor, has prepared the valuation of FRUITA's shares according to section 8.5, Discounted Cash Flow Approach, in order to provide an opinion on the appropriateness of the price for entering into the transaction to acquire ordinary shares of FRUITA.

6.8 Source of funds

In entering into this transaction of the Company, the Company will pay compensation for the ordinary shares of FRUITA with a source of funds received from the offering of newly issued shares of the Company, which the Company will receive by offering shares to specific investors.

6.9 Expected benefits to the Company from the acquisition of assets

1. FRUITA's main income comes from producing packaging from biodegradable plastic, which is a profitable business for FRUITA. FRUITA is expanding its business scope to the business of producing, distributing and providing services regarding Bio Beverage / Bio Food / Bio Condiments products and concentrating on importance on the growth of this business because it can create a better profit margin than packaging production. In addition, the biotechnology development business can be further developed in many areas, including food, agricultural and medical industries, which will make FRUITA able to support a wide range of customer groups and have the ability to adapt well in business operations.
2. Biopackaging business and the business of producing, distributing and providing services regarding Bio Beverage / Bio Food / Bio Condiments products are continuous businesses, and have a possibility that can be developed further, and help reinforce the Company's core business. In particular, FRUITA's food-related packaging business may help the Company manage costs better in terms of raw materials, whether storing, transporting or extending the shelf life of food while still maintaining the quality of nutrients. In addition, FRUITA's food-related businesses can create opportunities for food development and beverages that can be sold together with restaurants in the Company's network.
3. FRUITA is a company that has always had good performance from the past until the present, including having various channels for future growth. This is expected to make the Company's operating results likely to improve in the future.

However, the Company considers the considerations when entering into the transaction. If after this transaction, FRUITA's business operations are not as expected, this may cause the returns that shareholders will receive not to be as expected.

6.10 Conditions for entering into the transaction

Important conditions precedent for entering into the transaction are as follows.

1. The Company has finished a due diligence of FRUITA and is satisfied with the results of the due diligence (Currently, the Company has carried out a legal due diligence of FRUITA and found important issue. The issue is that some ordinary shares of FRUITA, including the portion of purchasing shares, have not yet paid the full value of the shares. The par value is 100.00 baht per share, but the paid-up value of 90 baht per share. Currently, FRUITA has an investment promotion certificate issued by the Office of the Board of Investment ("BOI"). In this regard, FRUITA must call on shareholders to pay the full registered capital of the shares before operating as a business that receives investment promotion from the BOI. The conditions specified in the investment promotion certificate stipulates that the operating period for FRUITA is within a specified period of not more than 36 months from the date of issuance of the investment promotion certificate (within 14 December 2024). However, FRUITA has the right to request an extension of the operating period with BOI)
2. The Board of Directors meeting and the Company's shareholder meeting resolved to approve the transaction to purchase ordinary shares of FRUITA and various matters necessary and/or related to such transaction.
3. On the date of purchase of FRUITA's ordinary shares, no event or action occurred, was caused to occur, or could reasonably be expected to occur, which may cause a significant negative impact on FRUITA or prevent an entry into the transaction to purchase ordinary shares of FRUITA. Including, it must not appear that FRUITA's shareholders' equity is less than 350.00 million baht.
4. The Company must receive approval from the shareholders' meeting to increase the Company's registered capital by an amount of 2,543,532,406 baht from the existing registered capital of 1,401,666,357 baht to the new registered capital of 3,945,198,763 baht by issuing new ordinary shares in the amount of 2,543,532,406 shares, with a par value of 1.00 baht per share to offer to specific investors (Private Placement) in the amount not exceeding 1,650,000,000 shares with a par value of 1.00 baht per share.
5. Offering of 2,543,532,406 newly issued ordinary shares, with a par value of 1.00 baht per share, to specific investors (Private Placement), in an amount not exceeding 1,650,000,000 shares, with a par value of 1.00 baht per share, must be completed and the Company must receive the payment of such ordinary shares from the investors which are specific investors. (The newly issued ordinary shares offered to specific investors (Private Placement) must be sold at least 688,500,000 shares, in order for

the Company to have enough money to enter into the transaction to purchase FRUITA's ordinary shares in the proportion of 51 percent)

6. The Sellers have paid up the par value of shares to FRUITA in full and proceed with other shareholders of FRUITA to pay up the par value of shares to FRUITA in full.
7. The Sellers have proceeded with FRUITA to notify the start of operation to the Office of the Board of Investment ("BOI") under FRUITA's investment promotion certificate after FRUITA's registered capital has been fully paid. (FRUITA is in the process of considering calling for the payment of the share capital from the shareholders of FRUITA until it is fully paid, and will proceed to initiate operations for the business that has received investment promotion from the BOI thereafter.)

In this regard, the Company has prepared a draft share purchase agreement of FRUITA's ordinary shares. The information on the draft share purchase agreement can be summarized as follows.

Purchaser	Wow Factor Public Company Limited
Sellers	Mr. Rakchai Rensomboon and Ms. Satita Balasuvatti
Number of shares	1,635,000 million shares, representing 51.00 percent of the registered and paid-up capital of Fruita Biomed Company Limited.
Total consideration	447,525,000 baht
Conditions precedent	<ol style="list-style-type: none"> 1. There were no events or actions occur, are occurred, or is reasonably expected to have a significant adverse impacts on FRUITA or prevent the transaction. 2. The purchaser was satisfied with the results of FRUITA's legal and financial due diligence and found no significant adverse impacts. 3. There is no applicable government law that has been announced or is in the process of being promulgated and will take effect after the date of completion of the transaction, which <ol style="list-style-type: none"> a. prohibit buying or selling the purchasing shares or b. prohibit purchaser from buying the purchasing shares or prohibit the Sellers, and/or the person designated by the Sellers, sell or transfer ownership of purchasing shares 4. There will be no lawsuit or proceeding, regardless of whether the Sellers or FRUITA is the plaintiff or defendant, which will affect the integrity of the purchasing shares, and no legal action or action by any person to dispute the transaction as set forth in this contract.
Conditions precedent of the Seller	<ol style="list-style-type: none"> 1. The Sellers' representations and warranties are true and correct in all respects as of the date of signing this contract until the date of completion of the transaction. 2. The Sellers have not breached any of its obligations under this contract prior to and on the date of each completion of the purchase.

	<ol style="list-style-type: none"> 3. The Sellers have paid up the par value of shares sold to FRUITA in full and proceed with other shareholders of FRUITA to pay up the par value of shares to FRUITA in the full. 4. The Sellers arranges for the Company to maintain shareholder equity worth not less than 350,000,000 baht. 5. The Sellers has arranged for FRUITA to receive the transfer of ownership of the land title deed number 41868, land number 636, survey page 3857, Khlong Khwai Subdistrict, Sam Khok District, Pathum Thani, with an area of approximately 75 (seventy-five) rai from the seller, namely Fruita Bioplas Company Limited, under a land purchase and sale contract dated 10 February 2021 between the Company and Fruita Bioplas Co., Ltd. (FRUITA intends to use the purchased land to build a new factory.) 6. The Sellers has made an amendment to the factory rental agreement, dated 5 January 2024, between FRUITA as the lessee and Fruita Natural Company Limited as the lessor to extend the rental period according to the contract to the period starts from 5 January 2024 to 4 February 2031 at a fixed rental rate of 100, 000 baht per month (one hundred thousand baht), excluding VAT and withholding tax. However, the rent can be adjusted by increasing at a rate not exceeding 3 percent per year throughout the lease term, including at the end of the above rental period the lessor must grant the lessee the right to request an extension of the lease period for a period to be mutually agreed upon between the parties (FRUITA currently rents this factory for FRUITA's operations). 7. The Sellers has proceeded to have FRUITA inform the opening to the Office of the Board of Investment under the Company's investment promotion certificate number 64-1376-1-00-4-0 along with submitting documents evidence of such notification for the purchaser to consider after the registered capital of FRUITA has been fully paid-up.
Conditions precedent of the Purchaser	<ol style="list-style-type: none"> 1. The Purchaser's representations and warranties are true and correct in all respects. 2. The Board of Directors' meeting and the shareholders' meeting of the Purchaser resolved to approve the Purchaser to purchase the purchasing shares from the Sellers and/or the person designated by the Sellers and enter into this contract.
Seller's undertakings	<p><u>Non-compete agreement^{1/}</u></p> <ol style="list-style-type: none"> 1. The Sellers agree not to take the following actions, whether directly or indirectly, throughout the period of 2 (two) years since the completion of the transaction. The following actions will not be performed, hether directly or indirectly, throughout the period of 2 (two) years since the completion of the transaction. <ol style="list-style-type: none"> a. Operate or conduct any business or participate in management, give advice, give advice or join as a member, become a partner, shareholder, joint investor, or jointly conduct business in a company or joint venture, or other legal entities, which conducts the same business or significantly

	<p>similar to FRUITA's business, except for becoming a shareholder and directors of the Company only.</p> <ol style="list-style-type: none"> b. Induce FRUITA's customers, partners, or distributors to prevent themselves from doing business with the Company. c. Conduct any act which is done in a manner that is believed to have been intended, determined, or expected to be used or disclose confidential information or trade secrets of FRUITA related to FRUITA's business, whether FRUITA's business is currently operating or has a project to be operated in the future. <ol style="list-style-type: none"> 2. The parties agree that the obligations herein is for the benefit of the Purchaser and is reasonable. If the clause no.1 is considered past the deadline, having geographic limitations, or other restrictions under applicable law. It is considered that the part of the clause has been edited so that it can be enforced according to law.
Other agreements	<p>Within a period not exceeding 3 (three) months after the date of completion of the transaction, the Sellers must arrange for FRUITA to do as follows:</p> <ol style="list-style-type: none"> 1. Submit a registration application to the Department of Intellectual Property to register a trademark under the name of FRUITA. 2. Revoke the registration application of Mr. Rakchai Rengsomboon to obtain a patent for biodegradable bubble wrap of polymers from the production process of Polyhydroxyalkanoates (PHA) from organic agricultural waste and industrial by-products, which was requested to be transferred from the inventors, namely Mr. Rakchai Rengsomboon, Mr. Panupong Sawangwaree, and Mr. Rechawat Bunmasingh, and submit an application for registration to receive the transfer of the patent for the invention once again to the Department of Intellectual Property under the name of FRUITA or enter into a contract to transfer the patent of the invention to FRUITA, as the case may be.

Note: 1/ From interviews with FRUITA executives, it is confirmed that Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatthi do not have any other business operations that compete with or are the same as FRUITA.

In entering into the transaction, the Company will proceed according to the following estimated schedule and will inform the stock exchange later if there are any changes.

No.	Process	Estimated time
1.	Meeting of the Company's Board of Directors Consider approving the transaction to purchase ordinary shares of FRUITA	4 March 2024
2.	Determine the names of shareholders who have the right to attend the Annual General Meeting of Shareholders 2024	18 March 2024

No.	Process	Estimated time
3.	Meeting of shareholders of the Company Consider approving the transaction to purchase ordinary shares of FRUITA	30 April 2024
4.	The transaction to purchase ordinary shares of FRUITA will be completed	within the quarter 3 of 2024

6.11 Opinion of the Board of Directors

The Board of Directors' Meeting where there are no directors with conflicts of interest and/or Directors who are connected persons attended the meeting resolved to approve this transaction. For the following reasons

1. The purchase price of FRUITA shares at 274.22 baht per share is within the fair value range according to the Discounted Cash Flow Approach as of 31 December 2023, equal to the price per share of 242.94 - 277.63 baht per share, valuated by Wealth Plus Co., Ltd., which is a financial advisor that has been approved by the office of the Securities and Exchange Commission. The Board of Directors is of the opinion that the price is appropriate when considering it with the conditions precedent before entering into the transaction.

FYNNCORP, as an Independent Financial Advisor, has prepared the valuation of FRUITA's shares according to section 8.5, Discounted Cash Flow Approach in order to provide an opinion on the appropriateness of the price for entering into the transaction to acquire ordinary shares of FRUITA.

2. Transaction to acquire ordinary shares of FRUITA is worth the investment since FRUITA is a business operator that engages in the biotechnology development business. Currently, its main income is from producing packaging from biodegradable plastic, which is a profitable business for FRUITA. The business is growing continuously and still has the potential to continue growing in the long-term future because FRUITA is expanding business scope to manufacturing, distributing and provide services regarding products Bio Beverage / Bio Food / Bio Condiments, which will be a continuous business and help reinforce the Company's core business. In particular, FRUITA's business of packaging production for food and beverages may help the Company manage costs in terms of raw materials, both storage and transportation. Moreover, the packaging produced by FRUITA extends the shelf life of food while maintaining its nutritional quality. Such businesses can therefore support the main business of the Company and its subsidiaries. In addition, FRUITA's food-related businesses can create opportunities for food development and beverages that can be sold together with restaurants in the Company's network and subsidiaries.

3. FRUITA is a company that has continuously had good operating results from the past until the present. The biotechnology development business can be developed further in many ways, such as food industry, agriculture, and medicine, which is in the feasibility study plan of FRUITA's future projects. The Board of Directors therefore sees that it is an interesting business opportunity with appropriate risk and the ability to create operating results of FRUITA. This is expected to make the Company's operating results likely to improve in the future, which will be beneficial to the Company and long-term shareholders. In addition, the value of entering into the transaction is reasonable and is worthwhile in business terms.

In this matter, there are no directors who have conflicts of interest and/or Directors who are connected persons attended the meeting and such directors do not have the right to vote at the meeting.

In this matter, the Board of Directors would like to certify that the Board of Directors has used caution in considering and examining investor information and is an opinion that entering into the transaction to purchase FRUITA's shares is appropriate.

6.12 Opinion of the Audit Committee

- None -

7. Opinion of the Independent Financial Advisor regarding the reasonableness and benefits of the asset acquisition transaction

7.1 Objective and background of the transaction

Currently, the Company operates in the food and beverage distribution business. The Company's nature of business is operating a restaurant business (1) Pastry shop, namely BAKE WORKS, through BAKE, which has a variety of products including "Bake Cheese Tart" "Croquant Chou ZakuZaku" and "RAPL" (2) Japanese restaurant, shabu buffet, original from Japanese brand KAGONOYA proceeds through ECT and (3) European style restaurant namely Le Boeuf, which serves food and beverages in Fine Dining and Buffet style through CCD. Financial performance of the Company's restaurant business in 2021 – 2023 has continued losses, as a result, the Company has to continually raise additional funds to be used as the Company's working capital.

The Company therefore has a plan to issue and offer newly issued ordinary shares to specific investors (Private Placement) and plan to invest in FRUITA that operates the business of biotechnology, which can be divided into the main business groups (1) Produce and sell biodegradable plastic products (Bio Packaging) for beverages and food, which are produced from biological-processed agricultural waste processed into packaging that has an appearance and features like general packaging (2) produce sell and provide services regarding beverage, food, and healthy seasonings (Bio Beverage / Bio Food / Bio Condiment) that use biological processes to reduce sugar, salt, and sodium and use the process to create important biologically substances for each product appropriately. (3) Consulting services in research and development of products related to biological technology (Bio Technology), which consists of research services, consulting, and product development of products produced from biological substances by applying biological technology to provide services (4) Consulting services regarding the design and construction of biotechnology plants that provides design consultation, system planning, research rooms and factories related to biotechnology, including construction contracting for projects that FRUITA provides services. In this regard, the Company considers that the transaction of purchasing shares of FRUITA will allow the Company to invest in a company with good performance, continuous growth, and having potential and opportunity for long-term growth. Moreover, the biotechnology development business of FRUITA can be further developed in various ways, including food industry, agriculture and medicine.

The Company's Board of Directors Meeting No. 2/2024, held on 4 March 2024, therefore resolved to propose to the shareholders' meeting to consider the transaction of purchasing ordinary shares of FRUITA totaling 1,632,000 shares, or 51 percent of the total issued and paid-up shares of FRUITA, at a price of not exceeding 274.22 baht per share, calculated as a total amount not exceeding 447,525,000 baht. The Company shall purchase the shares from the two sellers, namely (1) Mr. Rakchai Rengsomboon or person / juristic person that Mr. Rakchai Rengsomboon appoints, in amount of 816,000 shares, or calculated as 25.50 percent of the

total issued and paid-up shares of FRUITA, at a purchase price of not exceeding 223,762,500 baht (2) Ms. Satita Balasuvatti or person / juristic person that Ms. Satita Balasuvatti appoints, in amount of 816,000 shares, or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA, at a purchase price of not exceeding 223,762,500 baht. The Company will pay the consideration value in cash received from the issuance and offering of newly issued ordinary shares to specific investors, which is in accordance with the plan to use of funds received from the issuance and offering of newly issued ordinary shares to specific investors (Private Placement).

7.2 Advantages and disadvantages of entering into the transaction

7.2.1 Advantages of entering into the transaction

1. Expand investment to new businesses that have the opportunity to generate good returns for the Company

The Company is interested in investing in FRUITA, which operates a biotechnology development business. FRUITA has continuously positive operating results for 3 years, which can be considered from net profits. This can be briefly summarized in the table below.

Item	Unit	2021	2022	2023 ^{1/}
Income from operations	Million baht	202.30	218.93	3 04.98
Net Profit (Loss)	Million baht	85.42	55.76	55.03
Net profit (loss) margin	percentage	42.08	25.18	18.01
Rate of return on equity	percentage	76.74	21.77	21.72

Note : 1 / Information from FRUITA's 2023 management account, which is currently being examined by the auditor, expected to be completed by March 2024

Considering the operating results of FRUITA, it is found that the net profit in 2021 - 2023 is equal to 85.42 million baht, 55.76 million baht and 55.03 million baht, respectively, with a net profit margin in 2021 - 2023 equals 42.08 percent 25.18 percent and 18.01 percent respectively and has a return on shareholders' equity in 2021 - 2023 equals 76.74 percent 21.77 percent and 21.72 percent respectively, which shows the ability to create good returns for FRUITA. Investing in FRUITA will allow the Company to expand its business and increase business competitiveness.

2. The Company can expand its business scope and diversify risk into new business that has future growth opportunities

Currently, the Company's main business involves providing food services in the form of fine dining restaurants under the Le Boeuf brand, including shabu buffet restaurants with the brand of Kagonoya and dessert shops under the brands Bake Cheese Tart ZakuZaku and RAPL. The restaurant and dessert service business has challenges in operating the business due to intense competition. There are many entrepreneurs, both small and large players coming to compete for market share. Therefore, the Company must always

manage marketing and must control the budget for business expansion and operating expenses to be more efficient. The operating results of the Company's restaurant business in 2021 – 2023 have continued losses. This causes the Company to continually need additional funding. In addition to efficient management and cost control. Expanding to new businesses with good income and performance, high opportunity for growth, having the potential to compete in an industry like FRUITA that operates a biotechnology development business, will allow the Company to diversify the risk from business operations and help create cash flow into the Company. FRUITA produces and sells biopackaging products, provides food services for catering businesses (Catering) and provides services regarding beverage products, food, and health equipment. This will result in the Company able to have additional income and cash flow, as well as the business being able to limit the risks from operating the business to an appropriate level, and does not affect existing businesses such as restaurants and desserts. After entering into this transaction, the Company will hold shares in FRUITA in the proportion of 51.00 percent of the total number of shares of FRUITA.

3. The Company will take part in business operation decisions and strategies

After entering into the transaction to purchase FRUITA's ordinary shares, the Company will have a proportion of FRUITA's ordinary shares in the proportion of 51 percent of FRUITA's paid-up capital, giving the Company the power to control FRUITA at the shareholder level according to shareholding proportion and is expected to have full control power at the board level Through Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatti who is expected to become a director of the Company. The company will also be able to formulate business strategies, make various decisions, and set monetary policy and dividend payment policy.

4. The Company can start new businesses immediately compared to starting on its own

Expanding the Company's investment into biotechnology development business by purchasing ordinary shares in FRUITA at the ratio of 51.00 percent of FRUITA's paid-up capital, FRUITA will be considered a subsidiary of the Company. As a result, the Company has the power to control FRUITA as well as set guidelines for the management of FRUITA immediately, which will help reduce the time for research and development and time to invest and creating expertise and experience in running such businesses, compared to creating your own business. The Company can also enter the biotechnology development business immediately and increases the opportunity to receive a return on investment earlier than developing from scratch. The Company will recognize income and operating results from FRUITA's business immediately after entering into the transaction and help strengthen operating results and cash flow for the Company in the future.

5. Purchase price of ordinary shares of FRUITA in this transaction is in the range of fair value of ordinary shares of FRUITA

According to the fair value assessment of FRUITA using the discounted cash flow method prepared by Independent Financial Advisor, the value is between 418.23 – 462.35 million baht (for shareholders' equity

of 51.00 percent) or calculated as a value per share equal to 256.27 – 283.30 baht (*Additional information can be studied in Section 8 : Opinion of the Independent Financial Advisor regarding the appropriateness of the price of acquiring FRUITA ordinary shares*). Using the money from the issuance and offering of newly issued ordinary shares to invest in FRUITA with total amount not exceeding 447.53 million baht, or the price per share not exceeding 274.22 baht is within the range of fair value of FRUITA that the Independent Financial Advisor estimated. Therefore, it is considered that the value of entering into the investment transaction in FRUITA is appropriate and the Company can purchase ordinary shares of FRUITA at an appropriate price, which will bring benefits to the Company and shareholders of the Company.

6. Allow the Company to consolidate operating results of FRUITA as a subsidiary of the Company. This is expected to make the Company's operating results according to the Company's consolidated financial statements better

After entering into this transaction, the Company will have a proportion of ordinary shares in FRUITA in the proportion of 51.00 percent of the paid-up registered capital of FRUITA, which will allow the Company to consolidate the operating results of FRUITA as a subsidiary and is expected to improve the Company's operating results according to the Company's consolidated financial statements.

7.2.2 Disadvantages of entering into the transaction

1. Lose opportunity to invest in other businesses

Entering into the transaction to purchase ordinary shares of FRUITA this time, the Company must use the funds received from the issuance and offering of newly issued ordinary shares to specific investors (Private Placement), with total amount not exceeding 447.53 million baht in order to acquire 1,632,000 ordinary shares of FRUITA or equivalent to 51.00 percent of the total number of issued and paid shares of FRUITA. Entering into the transaction to purchase ordinary shares of FRUITA this time will cause the Company to lose the opportunity to invest in other companies due to insufficient funds. In case that in the future the Company has investment projects in other businesses that have potential and appropriate returns.

2. The Company has no experience in operating a biotechnology development business and must rely on the existing directors and key executives of FRUITA

Currently, the Company operates a business providing restaurants and dessert shops under various brands. While entering into the transaction to purchase ordinary shares of FRUITA will allow the Company to invest and conduct Biotechnology development business which is different from the main business operations of the Company. Both in terms of operating models, production process, and sales and marketing. However, after entering into the transaction, FRUITA still manages the business with the same executives and directors led by Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatthi, which are 2 directors of FRUITA, out of the total number of FRUITA's board of directors of 2 people. The Company considers that the designation of Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatthi still hold the position of director of FRUITA as same as

previous because both are persons with knowledge and expertise in the business and able to manage the business to have good operating results. In addition, Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatti are expected to be appointed as directors of the Company. The Company will determine strategies and policies and control the management of FRUITA through both of them. The Company may appoint additional directors and executives as appropriate. The Company has a policy to closely monitor the operating results and operating results of the companies in which it invests, including supervising data collection and accounting recording in order for the Company can audit.

7.3 Risk of entering into the transaction

1. Risk from business competition

Nowadays, people in many countries are paying more attention to environmental protection, causing the industry to develop biotechnology, especially in the area of Bioplastics that are made from natural polymers such as Bio-based polymers (polysaccharides, proteins, lignin) or polymers made from bacteria from leftovers from the food and agricultural industries (polyhydroxyalkanoates: PHA), which is a packaged product that is truly biodegradable in nature. There is a trend of continuous growth. According to Mordor Intelligence, it is expected that the world's market of biodegradable packaging will have a CAGR of 5.97 percent throughout the projection period 2024 – 2029. Even though the COVID outbreak has caused the growth of the Bioplastics industry In the past period, it slowed down only in the introduction of Bioplastics to be used in the automotive industry for interior decoration, but the use of Bioplastics to produce disposable packaging (Biopackaging) such as water bottles, food wrappers, plastic bags, water straws, etc. is still likely to grow continuously. As a result, FRUITA realizes an opportunity in doing this business. There are new entrepreneurs who see this business opportunity and come to compete continuously. Therefore, FRUITA is at risk from business competition of Biopackaging, which is considered one of the main types of business of FRUITA.

At present FRUITA is the only integrated manufacturer of packaging made from PHA plastic in the country from the production of PHA plastic pellets to packaging from PHA plastic, which PHA plastic has the ability to decompose at normal temperatures, different from plastic type Polylactic Acid (PLA) that can only degrade in suitable environments. However, PHA plastic still has a higher price than PLA plastic as well as traditional plastics, causing FRUITA to still be affected by competition from manufacturers of bioplastics' other types include traditional plastic manufacturers.

FRUITA has competitors that produce bioplastics, which is a famous company operating business in Thailand. The names are as follows:

1. Total Energies Corbion currently has a Polylactic Acid (PLA) plastic production plant in Rayong Province. It has a production capacity of 75,000 tons per year, which is ranked second in the world

after production capacity in the United States. This type of plastic is made from cane sugar that is fermented to become lactic acid, which is a precursor to the production of plastic pellets.

2. PTT MCC Biochem Company Limited (PTTMCC), which is a joint venture between PTT Global Chemical (PTTGC) and Mitsubishi Chemical Corporation, currently has a factory producing Polybutylene Succinate (PBS), or BioPBS, which is located in Rayong with production capacity 25,000 tons per year.

2. Risk from the expected rate of return not being as expected

From the study of FRUITA's business operations, it was found that FRUITA's main income comes from selling biopackaging made from PHA plastic. Although the biopackaging industry will have a high growth trend, the products made from PHA plastic are still more expensive than products made from normal plastic. This is due to the production volume factor that has not yet reached the production volume that causes economies of scale (Economy of Scale). In addition, if there is a change from both internal and external factors affecting FRUITA's operations in the future, for example, inventing other types of plastic that do not harm the environment and that have lower production costs, high competition in business, increasing PHA production technology that become more widespread and has become more competitive, changes in consumer demand, change related laws and regulations, it may cause the Company to receive returns that are not as expected. However, at present FRUITA is considered only the integrated producer of packaging made from PHA plastic in the country starting from the production of PHA plastic pellets to packaging from PHA plastic. Together with consideration of FRUITA's operating results, it is found that net profit in 2021 - 2023 equals 85.42 million baht 55.76 million baht and 55.03 million baht, respectively, with a net profit margin in 2021 - 2023 equals percent 42.08 percentage 25.18 and percentage 18.01 respectively and has a return on shareholders' equity in 2021 - 2023 equals percent 76.74 percentage 21.77 and percentage 21.72 respectively, which shows the ability To create good returns for FRUITA continuously. Therefore, it builds confidence in the Company in deciding to invest this time and it is expected that FRUITA will create good operating results. and has continued growth rate. However, when analyzing FRUITA's operating results in 2023, it was found that the net profit margin continued to decrease even though revenue grew. This is because FRUITA has experimented and adjusted production formulation, resulting in increase of production costs in 2023, including an increase in the number of employees caused increase in employee salary expenses and increase in depreciation of machinery, and increased tax expenses from higher revenues of business operations that are not exempt from corporate income tax. In this regard, FRUITA's management expects that FRUITA's production costs will return to normal, which is close to production costs in 2022. In addition, when analyzing FRUITA's working capital from 2021 - 2023, it was found that FRUITA's average collection period and average payment period are quite high. However, FRUITA has better working capital management, resulting in the average collection period and the average payment period tends to be better.

- Average inventory collection periods in 2021 – 2023 are 8.79 days, 3.94 days, and 3.32 days, respectively
- Average collection periods in 2021 – 2023 are 332.45 days, 277.92 days, and 154.46 days, respectively
- Average payment periods in 2021 – 2023 are 262.38 days, 200.05 days, and 208.30 days, respectively (Average payment period in 2023 excluding accrued dividends is 156.06 days)

However, the average collection period and the average payment period are still considered to be at a relatively high level. It may affect FRUITA to be at risk of lack of working capital.

3. Risk from investing in the Company's future projects and addition of other products and services

Currently, FRUITA has several future projects that cannot be disclosed. The success of investing in future projects and/or adding other products and services of FRUITA depends on many factors such as consumer demand, cost and availability of loan sources, expected returns and expected risks, related legal and regulatory factors, technological changes, and political and economic changes in the world and Thailand, etc. These factors may affect the operating results and financial position of FRUITA. However, the board of directors and executives of FRUITA including the board of directors and executives of the Company will consider and study various information related matters carefully and will evaluate carefully until reaching the conclusion that Future projects that will be implemented can create good returns for the Company's shareholders before deciding to invest.

4. Risk from exchange rate fluctuations

From interviews with FRUITA's executives, it was found that major income of FRUITA comes from products are sold to domestic customers; however, FRUITA's future plan will include increasing sales of products directly to end-users, which is a foreign customer, causing the Company to increase greater proportion of income in foreign currencies. Revenues in foreign currencies are not exceeding 10 percent of the total revenue of FRUITA in 2023. The management of FRUITA will have discussions with the Company's management regarding its policy for managing foreign exchange risk to mitigate such risks that may increase in the future.

5. Risk from the form and quality of the product not being as customers' demand

The products of FRUITA are products that must be produced according to international standards and quality according to customers' needs. Therefore, it must be accurate and high quality in production. If the products of FRUITA is unable to meet customers' needs in terms of form and quality, It will affect the Company by increasing costs from replacing products or canceling purchases, and affecting on reputation and trust from customers. However, FRUITA has controlled efficiency and quality in collecting customer

demand information and communicate with customers correctly, including regularly increasing product inspections during production to ensure that the product meets the quality and characteristics specified by the customer.

6. Risk from the price of significant transactions may not be close to the market price, such as factory renting transaction, factory management transactions, etc., which are connected transactions with companies that were connected to FRUITA in the past

FRUITA has connected transactions with related companies in the past. The significant connected transactions are summarized as follows:

Nature of transaction	Nature of relationship	Details	Criteria for calculating prices between each other	Transaction value in 2023 (million baht)
1. Rental transaction according to the factory building rental agreement between FRUITA and Fruita Natural Co., Ltd. (lessor)	Fruita Natural Co., Ltd. has common director, Ms. Pithana Korbua, but now as of 23 February 2017, there are no more common directors. In addition, Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatti are the founders of Fruita Natural Co., Ltd. Currently, both of them are no longer holding shares and are not directors in Fruita Natural Co., Ltd.	Factory Building Lease Agreement No. 37/11 Village No. 4, Tai Ko Subdistrict, Sam Khok District, Pathum Thani Province and the area behind the building Rental period from 5 January 2024 - 4 February 2027.	Contract price	1.20
2. Transaction of project management services, factory management, and business support ^{1/} according to the management service contract between FRUITA and Fruita	Fruita Natural Co., Ltd. has common directors, Ms. Pithana Korbua, but now as of 23 February 2017, there are no more common directors. In addition, Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatti are	Management service contract It provides project management services, factory management, and business support wages. which has an annual contract	Contract price	13.80

Nature of transaction	Nature of relationship	Details	Criteria for calculating prices between each other	Transaction value in 2023 (million baht)
Natural Co., Ltd. (contractor)	the founders of Fruita Natural Co., Ltd. Currently, both of them are no longer holding shares and are not directors in Fruita Natural Co., Ltd.			
3. Transaction of purchases of goods and services from (1) Fruita Natural Co., Ltd. and (2) Fruita Bioplast Co., Ltd.	(1) Fruita Natural Co., Ltd. has common director, Ms. Pилanthana Korbua, but now as of 23 February 2017, there are no more common directors. In addition, Mr. Rakchai Rengsomboon and Ms. Satita Balasuvattthi are the founders of Fruita Natural Co., Ltd. Currently, both of them are no longer holding shares and are not directors in Fruita Natural Co., Ltd. (2) Fruita Bioplast Co., Ltd. has common director, Ms. Pилanthana Korbua, but now as of 23 February 2017, there are no more common directors.	Purchasing various types of raw materials to be used as a raw material in the production of Bioplastics, such as waste from agriculture and the food business, chemicals used in production, etc.	Market price	98.85

Source : FRUITA's 2022 audited financial statements, 2023 financial information received from FRUITA, contracts related to FRUITA's business operations and Financial Due Diligence report of Fruita Biomed Company Limited by BBS Company Limited.

Note: 1/ Providing project management services includes providing employee control services, controlling cleanliness, and factory safety to meet the standards.

Factory management includes providing services to operational staff in the production line.

Business support includes public utility systems, such as electrical systems, gas systems, steam systems, etc.

Connected transactions shown in the table above are connected transaction between FRUITA and connected persons in the past. Currently, FRUITA's management has confirmed that all companies are no longer connected persons with FRUITA and are not considered as connected persons to the Company. The Company will consider various contracts that have already been made or will be made or renewed with such persons using the same criteria and conditions as transactions with outsiders. This is to prevent conflicts of interest in the future. The Company and its subsidiaries' procedures must be followed according to relevant laws, including having the Company's board of directors investigate and amend the contract with the same criteria and conditions as doing transactions with third parties. So that the price and conditions of every contract or transaction are a commercial agreement in the same way that a reasonable person would deal with a general contracting party in the same situation. With trade bargaining power without interference in business and are independent of each other, this is in accordance with the principles of Arm's Length Basis, with the highest benefit of the Company and the shareholders of the Company as important.

7.4 Advantages and disadvantages of not entering into the transaction

7.4.1 Advantages of not entering into the transaction

1. There are no expenses incurred from entering into the transaction

Requesting approval to enter into a company transaction, there are expenses for hiring various consultants in order to operate according to the conditions, steps, and methods for entering into asset acquisition transactions and connected transactions, such as financial advisor, legal advisor, Independent Financial Advisor, etc., which will result in an increase in the Company's expenses. However, if there is no entry into the transaction, no such costs will be incurred.

2. There is no need to finance the transaction

In the event that the Company does not enter into a transaction to invest in FRUITA's ordinary shares this time, the Company will not need to provide funds for entering into the transaction with amount not exceeding 447.53 million baht. It may reduce the impact on existing shareholders (Dilution Effect) from the issuance and offering of additional PP shares.

3. There is no risks regarding entering into the transaction

If the Company does not invest in new business, the Company will not have any risks related to making transactions.

7.4.2 Disadvantages of not entering into the transaction

1. The Company will not allow to expand investment according to the Company's utilization plan and do not receive returns from new businesses

If the Company does not invest in new business this time, the Company's plan to use the funds to invest in FRUITA, which operates a biotechnology development business with high potential and opportunity for growth, has not been implemented. The company shall not receive returns from investing in new businesses which can recognize income immediately and have good operating results.

2. The Company will lose the opportunity to diversify investment risk

In the case that the Company does not enter the list this time, this will cause the Company to lose investment opportunities and expand into other businesses, and does not reduce investment risk through diversification into new businesses with potential.

7.5 Advantages and disadvantages between entering into the transaction with connected persons and with outsiders

7.5.1 Advantages of entering into the transaction with connected persons

Entering into transaction to acquire assets from connected persons, the Company will have investors and directors who have potential and expertise in business management and marketing, as well as knowledge in doing the biotechnology development business that the Company will invest in. The company will have funds from people that can pay for newly issued ordinary shares because they see the potential of the Company that will occur in the future. Details of investors can be studied in Section 2. Summary information of investors.

7.5.2 Disadvantages of entering into the transaction with connected persons

Entering into transaction to acquire assets from connected persons, It may have an impact on negotiations and various conditions since it is not as complete as doing transactions with outsiders. There may be suspicions that there is a conflict of interest, which may affect the Company's minor shareholders. However, the Company's board of directors and executives understand the rules and are well aware of the impact of making transactions with connected persons. The purchase price has been determined using an accepted evaluation method and is a price that has been negotiated as if making a transaction with a third party and has complied with the rules and regulations for connected transactions. In the shareholders' meeting to approve this connected transaction, stakeholders will not be able to vote, which various operations are the methods that helps preserve the Company's interests in entering into transactions with connected persons.

7.6 Opinion of the Independent Financial Advisor regarding the appropriateness of the conditions for entering into the transaction

In entering into the transaction, the Company and the Sellers have established important conditions precedent to entering into the transaction as set out in the draft share purchase agreement of FRUITA as follows:



Condition	Opinion of the Independent Financial Advisor
<p>1. The Company has finished a due diligence of FRUITA and is satisfied with the results of the due diligence (Currently, the Company has carried out a legal due diligence of FRUITA and found important issue. The issue is that some ordinary shares of FRUITA, including the portion of purchasing shares, have not yet paid the full value of the shares. The par value is 100.00 baht per share, but the paid-up value of 90 baht per share. Currently, FRUITA has an investment promotion certificate issued by the Office of the Board of Investment (“BOI”). In this regard, FRUITA must call on shareholders to pay the full registered capital of the shares before operating as a business that receives investment promotion from the BOI. The conditions specified in the investment promotion certificate stipulates that the operating period for FRUITA is within a specified period of not more than 36 months from the date of issuance of the investment promotion certificate (within 14 December 2024). However, FRUITA has the right to request an extension of the operating period with BOI.</p>	<p>Investing in FRUITA's ordinary shares is considered a capital-intensive investment. Therefore, the Company has hired consultants to financial and legal due diligence to know in-depth information of FRUITA and be aware of various significant issues. The due diligence of the company which is expected to invest in is considered a standard principle and conducted generally. <u>The financial advisor is therefore of the opinion that setting such conditions is appropriate and beneficial to the Company as a Purchaser.</u></p> <p><i>For important points from the legal due diligence, opinion will given on conditions 6 – 7 of this topic.</i></p>
<p>2. The Board of Directors meeting and the Company's shareholder meeting resolved to approve the transaction to purchase ordinary shares of FRUITA and various matters necessary and/or related to such transaction.</p>	<p>The transaction to purchase ordinary shares of FRUITA is considered an asset acquisition transaction according to the announcement regarding the acquisition or disposal of assets. The transaction can be made only after receiving approval from the Board of Directors and approval to enter into the transaction from the shareholders, which must be approved by the shareholder meeting with not less than three fourths of the total number of votes of shareholders who attended the meeting and had the right to vote, excluding the shareholders who have an interest.</p> <p>In addition, the transaction to purchase ordinary shares of FRUITA is a connected transaction according to the Notification Regarding Connected Transactions. The transaction can be made only after receiving approval from the Board of Directors and approval by the Company's shareholder meeting with a vote of not less than three fourths of the total number of votes of shareholders who attended the meeting and had the right to vote, excluding the shareholders who have an interest.</p>

Condition	Opinion of the Independent Financial Advisor
	<u>The financial advisor is therefore of the opinion that setting such conditions is appropriate.</u>
3. On the date of purchase of FRUITA's ordinary shares, no event or action occurred, was caused to occur, or could reasonably be expected to occur, which may cause a significant negative impact on FRUITA or prevent an entry into the transaction to purchase ordinary shares of FRUITA. Including, it must not appear that FRUITA's shareholders' equity is less than 350.00 million baht.	<p>Such conditions are specified for the benefit of the Company as the Purchaser. If an event occurs that has a significant negative impact on shares transferring days, this may result in a significant decrease in the value of FRUITA or FRUITA may not be able to continue as a business. The Company, as the Purchaser, will have the right to refuse to enter into the transaction. Determination of shareholders' equity FRUITA has a lower amount 350.00 million baht is considered a condition that prevents the company that will be invested taking any action to decrease the shareholders' equity of the company that will be invested lower than the registered and paid capital of the company that will be invested as of ordinary shares trading days equal to 320.00 million baht. This is a condition that can be determined and beneficial to the Company.</p> <p><u>The financial advisor is therefore of the opinion that setting such conditions is appropriate.</u></p>
4. The Company must receive approval from the shareholders' meeting to increase the Company's registered capital by an amount of 2,543,532,406 baht from the existing registered capital of 1,401,666,357 baht to the new registered capital of 3,945,198,763 baht by issuing new ordinary shares in the amount of 2,543,532,406 shares, with a par value of 1.00 baht per share to offer to specific investors (Private Placement) in the amount not exceeding 1,650,000,000 shares with a par value of 1.00 baht per share. (The newly issued ordinary shares for offering to specific investors (Private Placement) must be sold at least 688,500,000 shares in order for the Company to have sufficient money to enter into the transaction to purchase FRUITA's ordinary shares in the proportion of 51 percent)	<p>The Company must raise funds to pay for FRUITA's shares in an amount not exceeding 447.30 million baht. From the current internal liquidity of the Company's operations, there is not enough cash. Therefore, in order to have sufficient funds, this condition has been specified as follows: <i>"The Company must receive approval from the shareholder meeting for increasing the registered capital of the Company by an amount 2,543,532,406 baht from the original registered capital amount 1,401,666,357 baht It is a new registered capital amount 3,945,198,763 baht By issuing newly issued ordinary shares in the amount 2,543,532,406 share Par value per share 1.00 baht by offering newly issued ordinary shares to specific investors (Private Placement) not exceeding 1,650,000,000 share Par value per share 1.00 baht"</i> This is to ensure that the Company will receive the funds from the PP capital increase before paying for Transaction to purchase ordinary shares of FRUITA.</p> <p><u>The financial advisor is therefore of the opinion that setting such conditions is appropriate.</u></p>
5. Offering of 2,543,532,406 newly issued ordinary shares, with a par value of 1.00 baht per share, to specific	<u>The financial advisor is therefore of the opinion that setting such conditions is appropriate as same as the opinion in condition 4.</u>

Condition	Opinion of the Independent Financial Advisor
<p>investors (Private Placement), in an amount not exceeding 1,650,000,000 shares, with a par value of 1.00 baht per share, must be completed and the Company must have received the payment of such ordinary shares from the investors which are specific investors. (The newly issued ordinary shares offered to specific investors (Private Placement) must be sold at least 688,500,000 shares, in order for the Company to have enough money to enter into the transaction to purchase FRUITA's ordinary shares in the proportion of 51 percent).</p>	
<p>6. The sellers have paid up the par value of shares to FRUITA in full and proceed with other shareholders of FRUITA to pay up the par value of shares to FRUITA in full.</p>	<p>From the important issues found from the examination of the legal status of FRUITA as follows:</p> <ul style="list-style-type: none"> - Some ordinary shares of FRUITA including the portion of shares that will be traded have not yet paid the full value of the shares. Par value is 100 baht, paying for each share 90 baht. - FRUITA has an investment promotion certificate, which is issued by BOI. FRUITA must require shareholders to pay the full amount of their registered capital before opening a business that receives investment promotion from BOI, which is in accordance with the conditions specified in the investment promotion certificate. <p>In this regard, the opening period for operations of FRUITA is within the time limit not exceeding 36 months From the date of issuance of the investment promotion certificate (within date December 14 2024). However, FRUITA has the right to request an extension of the period for processing with BOI.</p> <p>Therefore, in order for the Company to not receive risk from investing in FRUITA which has not yet received an investment promotion certificate from BOI. If the request to open operations is not possible, FRUITA may be revoked investment benefits such as tax benefits, etc., and the Company will not have to bear the burden of existing shareholders in paying the full share price. The Company has therefore set conditions in points 6 - 7 in order for FRUITA to complete what should be done and comply with relevant criteria or laws. The above conditions is considered to be the benefit of the Company as a Purchaser.</p>

Condition	Opinion of the Independent Financial Advisor
	<u>The financial advisor is therefore of the opinion that setting such conditions is appropriate.</u>
7. The sellers have proceeded with FRUITA to notify the start of operation to the Office of the Board of Investment (“BOI”) under FRUITA’s investment promotion certificate after FRUITA’s registered capital has been fully paid.	<u>The financial advisor is therefore of the opinion that setting such conditions is appropriate as same as the opinion in condition 6.</u>
8. The Sellers has arranged for FRUITA to receive the transfer of ownership of the land title deed number 41868, land number 636, survey page 3857, Khlong Khwai Subdistrict, Sam Khok District, Pathum Thani. An area of approximately 75 (seventy-five) rai from the seller, namely Fruita Bioplas Company Limited, under a land purchase and sale contract dated 10 February 2021 between the Company and Fruita Bioplas Co., Ltd.	<p>FRUITA and Fruita Bioplast Company Limited have entered into a contract to buy and sell land, dated February 10, 2021. The purchase price is set at 112.50 million baht, with FRUITA as the person who will purchase the land. A deposit for the land was placed equal to 110.61 million baht, or 98.32 percent of the agreed purchase price. The Company therefore considered that FRUITA should be the owner of the land to reduce the risk of not receiving the land transfer or not receiving the deposit back. The land will be used for investment expansion for the Company’s future projects and supports the expansion of biotechnology production. FRUITA must pay the remaining land cost of 1.89 million baht on the date of ownership transfer.</p> <p><u>The Independent Financial Advisor is therefore of the opinion that setting such conditions is appropriate since most of the deposit for the purchase of the land has already been paid. FRUITA should be the owner of the land.</u></p>
9. The Sellers has made an amendment to the factory rental agreement, dated 5 January 2024, between FRUITA as the lessee and Fruita Natural Company Limited as the lessor to extend the rental period according to the contract to the period starts from 5 January 2024 to 4 February 2031 at a fixed rental rate of 100, 000 baht per month (one hundred thousand baht), excluding VAT and withholding tax. However, the rent can be adjusted by increasing at a rate not exceeding 3 percent per year throughout the lease term, including, at the end of the above rental period, the lessor must grant the lessee the right to request an extension of the lease period for a period to be mutually agreed upon between the parties (FRUITA currently rents this factory for FRUITA’s operations).	<p>FRUITA has rented a factory building from the Company, Fruita Natural Ltd. to be used as a factory building for use in the production of biotechnology products. This is to reduce the risk of not being able to renew the factory building lease contract, which may cause FRUITA to be unable to produce products continuously. The Company has therefore set the extension of the lease term with the lessor as a condition before entering into the transaction. It determines this condition will reduce the risk as mentioned above and extend the period to cover the period of receiving BOI benefits from FRUITA.</p> <p><u>The financial advisor is therefore of the opinion that setting such conditions is appropriate.</u></p>

Additionally, the seller's deed agreement is established. and other agreements in the draft share purchase agreement of FRUITA as follows:

Seller's Agreement	Opinion of the Independent Financial Advisor
<p><u>Non-compete agreement</u></p> <p>1. The Sellers agree not to take the following actions, whether directly or indirectly, throughout the period of 2 (two) years since the completion of the transaction. The following actions will not be performed, whether directly or indirectly, throughout the period of 2 (two) years since the completion of the transaction.</p> <p>a. Operate or conduct any business or participate in management, give advice, give advice or join as a member, become a partner, shareholder, joint investor, or jointly conduct business in a company or joint venture, or other legal entities, which conducts the same business or significantly similar to FRUITA's business, except for becoming a shareholder and directors of the Company only</p> <p>b. Induce FRUITA's customers, partners, or distributors to prevent themselves from doing business with the Company.</p> <p>c. Conduct any act which is done in a manner that is believed to have been intended, determined, or expected to be used. or disclose confidential information or trade secrets of FRUITA related to FRUITA's business, whether FRUITA's business is currently operating or has a project to be operated in the future.</p> <p>2. The parties agree that the obligations herein is for the benefit of the purchaser and is reasonable. If the message in 1. is considered past the deadline, having geographic limitations, or other restrictions under applicable law. It is considered that the said part of the message has been edited so that it can be enforced according to law.</p>	<p>A non-compete agreement is an agreement established for the benefit of the Purchaser. This agreement defines general business dealings to prevent business competition from Sellers who may return to the same business, including inducing customers, partners or distributors of FRUITA. However, according to the information regarding the acquisition of assets and entering into connected transactions of Wow Factor Public Company Limited, Mr. Rakchai Rengsomboon and Ms. Satita Balasuvatti (Seller of FRUITA shares) will be nominated to serve as a director of the Company. The directors of listed companies must comply with the rules of the SEC Office and the Stock Exchange and related laws Including having to act as specified in the Public Limited Companies Act, Section 86 "No directors of the Company are allowed to engage in business that has the same nature as the Company's business and is in competition with the Company's business or being a director of another company whose business has the same nature as the Company's business and is in competition with the Company's business as well."</p> <p><u>The financial advisor is therefore of the opinion that setting such conditions is appropriate. and beneficial to the Company</u></p>
<p><u>Other agreements</u></p> <p>Within a period not exceeding 3 (three) months after the date of completion of the transaction, the Sellers must arrange for FRUITA to do as follows:</p>	<p>There is a condition for submitting an register application with the Department of Intellectual Property to register a trademark under the name of FRUITA as FRUITA is currently not registered trademark under the name of FRUITA to the</p>

Seller's Agreement	Opinion of the Independent Financial Advisor
<ol style="list-style-type: none"> 1. Submit a registration application to the Department of Intellectual Property to register a trademark under the name of FRUITA. 2. Revoke the registration application of Mr. Rakchai Rengsomboon to obtain a patent for biodegradable bubble wrap of polymers from the production process of Polyhydroxyalkanoates (PHA) from organic agricultural waste and industrial by-products, which was requested to be transferred from the inventors, namely Mr. Rakchai Rengsomboon, Mr. Panupong Sawangwaree, and Mr. Rechawat Bunmasingh, and submit an application for registration to receive the transfer of the patent for the invention once again to the Department of Intellectual Property under the name of FRUITA or enter into a contract to transfer the patent of the invention to FRUITA, as the case may be. 	<p>Department of Intellectual Property of Thailand. Therefore, such action should be taken correctly.</p> <p>At the time the application was registered for a patent on the invention of a biodegradable bubble wrap of polymers from the production process of Polyhydroxyalkanoates (PHA) from organic agricultural waste and industrial by-products., which was originally requested in the name of Mr. Rakchai Rengsomboon must be revoked. The new application will be submitted and registered to receive the transfer of invention patent in the name of FRUITA, which is the producer using this technology to produce and sell products. Biodegradable bubble wrap is one of the product types in FRUITA's bioplastic packaging group.</p> <p>Both agreements are considered conditions to be executed after entering into a share purchase agreement, which the Company's board of directors and the management team must follow up on the implementation of such matters.</p> <p><u>The financial advisor is therefore of the opinion that setting such conditions is appropriate and beneficial to the Company.</u></p>

8. Opinion of the Independent Financial Advisor regarding the appropriateness of the price of acquiring FRUITA ordinary shares

According to the purpose of using the money that will be received from the capital increase, this will cause the Company to acquire 1.63 million ordinary shares of FRUITA with a par value of 100.00 baht per share, or equivalent to 51.00 percent of FRUITA's paid-up capital. Therefore, the Independent Financial Advisor has given an opinion on the appropriateness of the price through evaluating the value of FRUITA's shares using the following methods:

Valuation of FRUITA's ordinary shares

To consider appropriateness of the price of acquiring FRUITA's 1.63 million ordinary shares, or 51.00 percent of FRUITA's paid-up capital shares, the Independent Financial Advisor has considered the appropriateness of the fair value with 5 different methods as follows:

1. Book Value Approach
2. Adjusted Book Value Approach
3. Price to Book Value Ratio Approach (P/BV Ratio)
4. Price to Earnings Ratio Approach (P/E Ratio)
5. Discounted Cash Flow Approach (DCF)

However, the opinion of the Independent Financial Advisor is based on the assumption that the information and documents are complete and correct. It is also considered from the current situation and information that can be perceived. If there are any changes that have a significant impact on business operations, it may affect the shareholders' decision to consider the appropriateness of the price of the assets to be acquired this time.

8.1 Book Value Approach

This method of valuation is based on the book value of net assets (Total assets minus total liabilities) or equal to FRUITA shareholders' equity and divided by the number of shares. It will be the book value per share. The details of the calculation based on information from FRUITA's management account as of 31 December 2023 are as follows.

Details	Value (million baht)
Issued and paid-up capital (1)	157.00
Deduct share receivables (2)	(17.50)
Retained earning (loss) (3)	75.01
Shareholders' equity (4) = (1) – (2) + (3)	214.51
Total number of paid-up shares (shares) (5) ^{1/}	3,200,000
Book value per share (Baht) (6) = (4) / (5)^{2/}	67.03



Report of the opinion of the Independent Financial Advisor

Note : 1 / Number of shares: 3,200,000 shares, par value 100.00 baht per share as of 31 December 2023

2 / For comparative information, as of 31 December 2022, FRUITA has shareholders' equity of the Company amounting to 292. 28.

Million baht or equivalent to 91. 34 Baht per share based on FRUITA's 2022 audited budget.

From the valuation of FRUITA shares by this method, the value of FRUITA's ordinary shares is equal to 214.51 million baht or 67.03 baht per share. The book value approach reflects the financial position at any given moment and the value of assets as recorded in the accounts without considering the future profitability and performance of FRUITA, including the business's competitiveness, economic trends and industry overview, future growth and investment. **Therefore, the Independent Financial Advisor is of the opinion that share valuation using the book value approach is not appropriate for estimating the fair value of FRUITA's ordinary shares.**

8.2 Adjusted Book Value Approach

This method of valuing shares is FRUITA's total assets minus its total liabilities, including commitments and liabilities that may occur in the future (Commitments and Contingent Liabilities) which appear in the FRUITA's management account as of 31 December 2023 and updated with various items or events occurring after the closing date of the financial statements or items that have an impact that makes the book value more reflective of the true value, such as an increase or discount from an asset appraisal that has not yet been recorded in the financial statements, items deducting/adding back doubtful debts or bad debts that have been repaid, increase/decrease in registered capital, etc. After that, the calculated result is divided by the total number of paid-up shares of the Company. The details of the share value adjustment are as follows:

Details	Value (million baht)
Issued and paid-up capital (1)	157.00
Deduct share receivables (2)	(17.50)
Retained earning (loss) (3)	75.01
Shareholders' equity (4) = (1) – (2) + (3)	214.51
Total number of paid-up shares (shares) (5) ^{1/}	3,200,000
Book value per share (Baht) (6) = (4) / (5)	67.03

Note : 1 / Number of shares: 3,200,000 shares, par value 100.00 baht per share as of 31 December 2023

From the valuation of shares using the Adjusted Book Value Approach, the share price of W is equal to 214.51 or 67.03 baht per share. The valuation of the shares using Adjusted Book Value Approach can reflect the financial position of FRUITA as of 31 December 2023, but does not reflect its ability to make a profit and the competitiveness of the business in the future Including in the financial statements, there are no adjustment items with an increase or discount based on the market price of fixed assets of various items. Therefore, there are no adjustment items that can be used to improve the business value. **Therefore, the Independent Financial Advisor has the It is of the opinion that the valuation of shares using adjusted book value of shares is not appropriate for estimating the fair value of FRUITA's ordinary shares.**

8.3 Price to Book Value Ratio Approach (P/BV Ratio)

The valuation by this method brings the book value of FRUITA according to management account date December 31, 2023 which is equal to 67.03 baht per share multiply with the average of the closing price to average book value per share (P/BV) ratio of companies similar to FRUITA. The Independent Financial Advisor uses criteria to select from companies with similar services in the market or that operates a business similar to FRUITA, which is production and distribution business of packaging products, and its main income comes from selling packaging products. There is no loss in the latest operating results for the last 4 quarters and the company has been listed on the stock exchange for more than 360 trading days past by selecting companies that are in the industrial industry and packaging business sector. However, There is only 6 companies out of 8 companies that passed the specified criteria, namely SFLEX THIP TPAC TPBI TPLAS and PDG.

FRUITA Company Information

Unit : Million Baht

Symbol	Nature of business	Market value ^{1/}	Total assets ^{2/}	Total income ^{2/}	Net profit ^{2/}
FRUITA	Biotechnology development business divided into 1. Producing and selling biodegradable plastic products (Bio Packaging) for beverages and food 2. Producing Sell and provide services regarding beverage products. food and healthy seasonings (Bio Beverage / Bio Food / Bio Condiment) 3. Consulting services in research and development of products related to biological technology (Bio Technology). 4. Consulting services regarding the design and construction of biotechnology plants.	N/A	488.55	305.54	55.03

Note: 1/ FRUITA does not have market value because it is not listed on the stock exchange.

2 / Total assets, total income and net profit of FRUITA as of 31 December 2023

List of companies in the industrial products industry and packaging sector

Unit : Million Baht

No.	Symbol	Nature of business ^{1/}	Market value ^{2/}	Total assets ^{3/}	Total income ^{4/}	Net profit ^{4/}
1	NEP	Produce and sell plastic packaging, including other types of packaging, divided into 1. Sales of plastic sack packaging 2. Sales of flexible packaging.	465.08	603.29	129.21	(37.81)
2	SFLEX	Produces and sells flexible plastic packaging (Flexible Packaging) for consumer products according to customer orders (Made to Order),	2,706.02	2,036.10	1,820.52	184.25

Unit : Million Baht

No.	Symbol	Nature of business ^{1/}	Market value ^{2/}	Total assets ^{3/}	Total income ^{4/}	Net profit ^{4/}
		divided into 2 formats: roll packaging (Roll Form) and sachet packaging (Pre Form Pouch).				
3	THIP	Thantawan Industry Public Company Limited is one of the complete manufacturers of plastic bags and beverage straws. The main products include straws for drinking various types of drinks Ziploc bags for food packaging both with built-in zipper and zip slide Bags used in various industrial applications Bags for use in the freezer, shopping bags, bags with handles, garbage bags, zip lines for packaging. All of them can be produced in single-layer films (Mono Layer) and multiple layers (Multi-Layer) and can produce the above mentioned products in the groups of bioplastics (Bioplastics) and biodegradable plastics (Compostable plastics), including products that Use modern technology in raw materials, such as packaging to extend the shelf life of fruits and vegetables (Modify Atmosphere Packaging), antimicrobial packaging (Anti-Bacterial Packaging), temperature indicating packaging (TEMP. Indicator Packaging), etc.	2,654.99	3,165.71	3,481.44	288.51
4	TPAC	a manufacturer and designer stable plastic packaging for everyday consumer products and medical supplies, which focuses on stable plastic packaging in the group of consumer products/daily consumption and packaging for medical supplies	4,963.56	7,484.12	6,893.35	490.20
5	TPBI	an operator of the plastic packaging industry and other types of packaging, consisting of 1) a group of disposable products, including various types of plastic bags, such as plastic bags with handles Reusable plastic bags Plastic bags for food packaging and garbage bags 2) Flexible packaging group includes flexible plastic packaging for consumer products (Flexible Packaging) and various types of films such as laminated film, barrier film, wrapping film, and shrink film, etc. 3) Paper packaging group includes	1,667.52	4,533.55	5,265.39	203.75



Unit : Million Baht

No.	Symbol	Nature of business ^{1/}	Market value ^{2/}	Total assets ^{3/}	Total income ^{4/}	Net profit ^{4/}
		paper cups, paper cups either coated with plastic or coated with bioplastic. (can be naturally biodegradable) and paper bags. 4) Buying and selling business group includes woven jute bags, woven plastic bags, etc.				
6	TPLAS	Produces and distributes the following products: 1. Food packaging bags Polypropylene Under the logo (Chess) 2. High Density Polyethylene food bags and handle bags under the logo (Chess) 3. Polyvinyl Chloride food preservation film under the logo (Vow Wrap) 4. Paper packaging Under the logo (BEAT BOX)	442.80	362.36	520.34	12.59
7	MBAX	Produce and sell plastic packaging products made to order (Made to Order) of customers for export and distribution abroad.	586.97	1,389.41	1,133.48	(38.16)
8	PDG	Engaging in the business of producing and distributing Polyethylene Terephthalate bottle packaging ("PET bottles"). Product group can be divided into 4 groups according to the usage of PET bottles, namely 1) PET bottle packaging group for bottled fruit juice, 2) PET bottle product group for vegetable oil, 3) PET bottle product group for bottled water, and 4) PET bottle product group for fish sauce and condiments	742.50	701.27	634.41	28.90

Note: 1/ Information from the Stock Exchange website and 56-1 One-Report.

2 / Market value information as of date 4 March 2027 from SetSMART

3 / Information on total assets as of date 4 March 2024 from SetSMART

4/ Total income information and net profit for the last 12 months reached 31 December 2566 from SetSMART

5/ Does not meet the selection criteria set by the Independent Financial Advisor to be used as a comparison partner in valuing FRUITA shares, including 1) Companies that do business Its main income comes from providing packaging business 2) It has the latest operating results for the last 4 quarters with no losses. 3) The Company has been listed on the stock exchange for more than 360 trading days.

The Independent Financial Advisor uses the average of the closing price to book value per share (P/BV) ratio of the listed companies being compared. The calculated from the moving average of the group of companies over the past 7 days, 15 days, 30 days, 60 days, 90 days, 120 days, 180 days, 270 days, and 360 days, divided by the book value of its company. The details can be summarized as follows:

P/BV: (times) ^{1/}	Historical period								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
SFLEX	2.71	2.73	2.77	2.79	2.77	2.85	3.04	2.99	2.95
THIP	1.00	1.00	1.01	0.98	0.96	0.95	0.96	1.04	1.18
TPAC	2.18	2.17	2.16	2.06	2.02	2.05	2.16	2.13	2.06
TPBI	0.54	0.53	0.53	0.51	0.50	0.51	0.52	0.59	0.64
TPLAS	1.55	1.55	1.58	1.54	1.56	1.61	1.59	1.76	1.96
PDG	1.29	1.30	1.31	1.30	1.30	1.33	1.41	1.50	1.57
Average (Mean)	1.55	1.55	1.56	1.53	1.52	1.55	1.61	1.67	1.73
Book value per share (baht/share) ^{2/}	67.03	67.03	67.03	67.03	67.03	67.03	67.03	67.03	67.03
Value per share (baht/share) ^{2/}	103.57	103.66	104.56	102.56	101.72	103.89	107.98	111.83	115.65
Share value (million baht) ^{3/}	331.42	331.71	334.60	328.18	325.52	332.43	345.55	357.87	370.09

Note: 1 / Sourced from www.setsmart.com, information as of 14 February 2024

2 / Book value of FRUITA from the management account ending on the 31 December 2023 equal to 214.51 million baht, calculated book value per share equal to 67.03 baht per share

3 / Total number of shares 3.20 million shares, par value 100.00 baht per share as of 31 December 2023

From the share valuation using this method, the value of FRUITA's ordinary shares will be in the range **between 325.52 – 370.09 million baht or 101.72 – 115.6 5 baht per share**. The group of companies that are registered and traded on the stock exchange that were compared are 6 companies that do business in the industrial products industry and packaging sector, and the main income comes from selling packaging products. However, each company is different in terms of business, company size, capital structure, shareholding in subsidiaries and associated companies, and operations of the company which affects the capital of the company, net profit and retained earnings that are part of the book value. This valuation method does not take into account the future profitability and operating results of FRUITA. **Therefore, the Independent Financial Advisor is of the opinion that the valuation of shares using the price to book value per share ratio method is not appropriate to use to evaluate the fair price of FRUITA's ordinary shares.**

8.4 Price to Earnings Ratio Approach (P/E Ratio)

This method of evaluation uses earnings per share for the latest past 4 quarters according to the management account as of 31 December 2023, multiplied by the average of the closing price to earnings per share (P/E) ratio of the group of companies used as reference according to the reasons mentioned in the previous section. The details can be summarized as follows.

P/E: (times) ^{1/}	Historical period								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
SFLEX	15.64	15.75	16.01	16.13	17.15	18.54	24.92	33.53	35.08
THIP	9.69	9.70	9.81	9.52	9.09	8.98	8.67	8.44	8.40
TPAC	11.46	11.43	11.38	10.85	10.81	11.05	12.28	13.26	13.96
TPBI	8.01	7.92	7.79	7.49	7.09	6.93	6.78	7.74	9.34

P/E: (times) ^{1/}	Historical period								
	7 days	15 days	30 days	60 days	90 days	120 days	180 days	270 days	360 days
TPLAS	35.22	35.14	35.94	34.92	34.72	35.39	31.42	28.27	26.83
PDG	52.84	53.00	53.30	53.14	50.90	50.48	44.22	37.24	32.95
Average (Mean) ^{3/}	22.15	22.16	22.37	22.01	21.63	21.90	21.38	21.41	21.10
Earnings per share (baht/share) ^{2/}	17.20	17.20	17.20	17.20	17.20	17.20	17.20	17.20	17.20
Value per share (baht/share) ^{2/}	380.85	381.05	384.73	378.48	371.93	376.56	367.72	368.24	362.79
Share value (million baht) ^{2/}	1,218.71	1,219.37	1,231.15	1,211.13	1,190.17	1,205.00	1,176.69	1,178.36	1,160.93

Note: 1 / Sourced from www.setsmart.com Information as of 14 February 2024

2 / Net profit of FRUITA from the management account ended 31 December 2023 equal to 55.03 million baht, calculated as earnings per share equal to 17.20 baht per share

3 / Total number of shares 3.20 million shares, par value 100.00 per share Baht as of 31 December 2023

From the share valuation using this method, the value of FRUITA's ordinary shares will be in the range between 1,160.93 – 1,231.15 million baht or 362.79 – 384.73 baht per share. The group of 6 companies that are registered and traded on the stock exchange that the Independent Financial Advisor selected are companies that do business in the industrial products industry and packaging sector and the main income comes from selling packaging products. However, each company is different in its size, capital structure, and operations of each company which affects the net profit of each company. The valuation of FRUITA using this method does not take into account the future profitability and operating results of FRUITA. Therefore, the Independent Financial Advisor is of the opinion that the valuation of shares using the price to earning ratio method is not appropriate to evaluate the fair value of FRUITA's ordinary shares.

8.5 Discounted Cash Flow Approach (DCF)

The valuation of the shareholders' equity using the present value of cash flow method (Discounted Cash Flow), which calculates the present value of the estimated free cash flow (Free Cash Flow : FCF) with an appropriate discount rate (Discount Rate). The Independent Financial Advisor has calculated the weighted average cost of capital (WACC) to be used as a discount rate and to calculate the present value of net cash flows from the projection. Independent Financial Advisors use actual data that occurred in the past from 1 January 2021 to 31 December 2023 as a guideline for making projections for the next 8 years (year 2024 - 2031). It is based on the assumption that FRUITA's business will continue uninterrupted (Going Concern Basis). There will be no significant changes occurring and under the current economic conditions and situation and no significant impacts from natural disaster events in the future.

The financial projections used in valuing the shares were prepared based on assumptions and information received from FRUITA and were determined under the current economic conditions and circumstance, considered in conjunction with past information. If there are any changes about business plans and policies of FRUITA or changing economic conditions, this causes FRUITA's business operations to change from the estimates and parameters that were set. This may cause the estimates made under the assumptions mentioned above to change significantly and may affect the estimated value of FRUITA's shares

to change as well. The Independent Financial Advisor has summarized various factors and assumptions to be used to evaluate the value of shares with the following details:

Important assumptions for making estimates to calculate the share value using the Discounted Cash Flow Approach (DCF)

1. Revenue assumptions

The Independent Financial Advisor estimates sales and service income from the product selling price per unit and the number of products sold divided by product category. The details and assumptions in the estimation are as follows.

Bottle-type biological packaging products	<p>FRUITA sells bio-packaging products in bottles in 2021 – 2566 equals 27.00, 11.74 and 6.88 million pieces per year, respectively. The Company's sales of bottled packaging products have continuously decreased as a result of FRUITA producing bottled packaging products to be used in providing other types of services of FRUITA such as food and beverage catering section, etc. Therefore, the Independent Financial Advisor determines that the number of products sold will remain equal to 2023, which is equal to 6.88 million pieces per year from 2024 - 2031.</p> <p>The biological packaging products in bottle type are divided into 3 products, namely 250 milliliters, 300 milliliters and 500 milliliters, with a price per unit equal to 4.20, 4.60, and 5.60 respectively. The Independent Financial Advisor sets the price per unit of each product to remain constant in the projection period from 2024 – 2031 according to past selling price trends.</p>
Bio-packaging products, shockproof plastic type	<p>FRUITA sells shockproof plastic bio-packaging products in 2021 – 2023 equals 0.05, 0.21, and 0.19 million pieces per year, respectively. Independent Financial Advisor sets the number of products sold to increase by 5.79 percent per year, which is based on estimates from Mordor Intelligence^{1/} that indicate that bio-packaging products will have a compound growth rate (CAGR) at 5.79 percent from 2024 - 2029.</p> <p>The plastic bio-packaging product is divided into 2 products, size 30 * 30 centimeters and 50 * 70 centimeters, with a selling price per unit equal to 170.00 and 670.00 baht, respectively, by an Independent Financial Advisor. The unit price of each product is set to remain constant in the future for the projection period from 2024 - 2031 according to past sales price trends.</p>
Bio-packaging products, food packaging bags	<p>FRUITA sells bio-packaging products in the category of food bags in 2022 – 2023 equal to 0.19 and 0.31 million pieces per year, respectively. The Independent Financial Advisor determines that the number of products sold will increase at 5.79 percent per year, which is based on estimates from Mordor Intelligence^{1/} that indicate that bio-packaging products will have a compound growth rate (CAGR) at 5.79 percent from 2024 – 2029.</p>

	<p>The bio-packaging product, food bag type, is divided into 3 products: small, medium and large, with a selling price per unit equal to 204.00, 272.00, and 340.00 respectively. The Independent Financial Advisor sets the price per unit of each product to remain constant in the projection period from 2024 - 2031 based on past selling price trends.</p>
Bio-packaged products in the form of large envelopes or bags	<p>FRUITA sells 3.85 million bio-packaged products in the form of sachets or large bags in 2023. The IFA estimates that the number of products sold will increase by 5.79 percent per year, which is based on estimates from Mordor Intelligence^{1/}, which indicates that bio-packaging products will have a compound annual growth rate (CAGR) at 5.79 percent from 2024 - 2029.</p> <p>The bio-packaging product is a sachet type. The selling price per unit is equal to 5.00 baht. The Independent Financial Advisor sets the price per unit of each product to remain constant in the future according to the projection period from 2024 - 2031.</p>
Revenue from services related to beverage and food products	<p>FRUITA has services related to beverage and food products for catering businesses in 2022 - 2023 in the amount of 10.10 and 53.17 million baht, respectively, and FRUITA has the number of jobs provided in 2022 - 2023 equal to 57 jobs. and 510 jobs (according to total orders) respectively, calculated as the average price per service of beverage and food products equal to 0.18 and 0.10 million baht, respectively.</p> <p>The Independent Financial Advisor has determined that the number of jobs for the years 2024 - 2031 will remain constant and set the average price per service of beverages and food to be equal to 0.10 million baht and increase the price from 2023 according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year.</p>

Note: 1/ Mordor Intelligence is a company that provides industry analysis services. It contains various information, such as industry growth rate, market value, industry growth trends, major players in the industry, etc.

2. Cost of sales and services

The Independent Financial Advisor has determined the assumptions of sales and service costs which can be summarized as follows:

Production costs of biological packaging products	<p>Set production costs of bio-packaged products in 2024 – 2031 is equal to 52.10 percent of revenue from sales of biological packaging products based on the average production cost of bio-packaged products per revenue from sales of bio-packaged products between 2021 – 2023.</p> <p>In 2021 - 2023, the production costs of bio-packaged products are equal to 37.32, 53.48 and 65.50 percent of the revenue from sales of bio-packaged products. However, from an interview with FRUITA's executives, the reasons for the increased production costs of bio-packaged products are continuously increasing. FRUITA's executives stated that in 2023, FRUITA has experimented and adjusted production formulation that resulted in products being damaged during production</p>
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	in the initial period, thus the production costs of the packaging products has increased, causing the IFA to set the production cost of packaging products at 52.10, which is the ratio of the production costs of bio-packaging products to the average revenue from sales of bio-packaging products during 2021 - 2023. It is consistent with the ratio of the production costs of bio-packaging products to the revenue from sales in the view of FRUITA management of 50.00%.
Cost of providing food and beverage products	The cost of providing food and beverage products in 2024 - 2031 is determined to be equal to 48.42 percent of the revenue from providing food and beverage products based on the average of the past 2 years.
Employee salary expenses	Employee salary expenses in 2024 - 2031 are set to increase by 7.00 percent per year from interviews with FRUITA executives.
Employee welfare expenses	Employee welfare expenses in 2024 - 2031 are set to be equal to 0.02 million baht per employee, based on the average of employee welfare expenses per number of employees in 2023.
Import and export costs	Set import and export expenses in 2024 - 2031 is equal to 0.09 percent of sales and service income based on the average of the past 3 years between 2021 - 2023.
Packaging costs	Packaging expenses are set to be in 2024 - 2031 is equal to 1.35 percent of sales and service income, based on 2023.
Factory expenses	Factory expenses are set in 2024 - 2031 is equal to 0.93 percent of sales and service income, based on 3-year average during 2021 - 2023
Project management services fee, including providing employee control services, controlling cleanliness, factory safety in accordance with standards	Project management services fee is set to be equal to 0.48 million baht per month according to the service contract and stipulates that project management service fee will increase according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year from 2025 - 2031.
Factory management fee, including providing services to operational staff in the production line	Factory management fee is set to be equal to 0.35 million baht per month. according to the service contract and stipulates that factory management fee will increase according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year from 2025 - 2031.
Business support fee, including public utility systems, such as electrical systems, gas systems, steam systems, etc.	Business support fee is set to be equal to 0.32 million baht per month according to the service contract and stipulates that business support fee will increase according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year from 2025 - 2031.
Rent	Rent is set to be equal to 0.10 million baht per month according to the space rental agreement during the period 2024 - 2026 and the space rental fee increases at 10.00 percent per 3 years during the period 2027 - 2031.
Service fee	The service fee in 2024 - 2031 is set to be equal to 0.02 percent of sales and service income based on the average of the past 3 years between 2021 - 2023.

Utilities costs	It is determined that utility costs in 2024 - 2031 will increase from 2023 according to the average inflation rate over the past 20 years of Thailand at 2.15 percent per year.
Other expenses	Set other expenses in 2024 - 2031 to be equal to 1.13 percent of sales and service income. Based on the average of the past 3 years between 2021 - 2023.

3. Selling expenses

The Independent Financial Advisor has determined the assumptions of selling expenses which can be summarized as follows.

Product design fee	Product design fee in 2024 - 2031 are set to increase from 2023 according to the average inflation rate over the past 20 years in Thailand at 2.15 percent per year.
Sample product cost	The cost of sample products in 2024 - 2031 is set to be equal to 0.12 percent of sales and service income based on the average of the past 2 years between 2022 - 2023.
Transportation expenses	Transportation expenses in 2024 - 2031 are set to be equal to 0.02 percent of sales and service income based on transportation expenses in 2022. FRUITA has no transportation expenses in 2021 and 2023. However, the Independent Financial Advisor considers that there should be an assumption of transportation expenses in the projection because such expenses may occur in the future.
Other expenses	Other expenses are determined in 2024 - 2031 to be equal to 0.02 percent of sales and service income based on the average of the past 3 years between 2021 - 2023.

4. Administrative expenses

The Independent Financial Advisor has set assumptions for administrative expenses which can be summarized as follows:

Employee salary	Employee salary in 2024 - 2031 are set to increase by 7.00 percent per year from interviews with FRUITA executives.
Employee welfare expenses	Set employee welfare expenses in 2024 - 2031 to be equal to 0.05 Million baht per 1 employee, based on the average of employee welfare expenses per number of employees in 2023.
Office expenses	Office expenses in 2024 - 2031 are set to be equal to 0.18 percent of sales and service income, based on the average of the past 3 years between 2021 - 2023.
Travel expenses	Travel expenses in 2024 - 2031 to be equal to 0.02 percent of sales and service income, based on the average of the past 3 years between 2021 - 2023.
Consultant expenses	Consulting expenses on seeking foreign customers are set to be equal to 2,500 USD per month, with 1 USD equal to 34.64, based on the weighted average exchange rate of 2023 from the Bank of Thailand.

Service fee	It is determined that service fees in 2024 - 2031 will increase from 2023 according to the average inflation rate over the past 20 years of Thailand at 2.15 percent per year.
Other expenses	Set other expenses in 2024 - 2031 to be equal to 0.44 percent of sales and service income based on the average of the past 3 years between 2021 - 2023.

5. Capital Expenditures

The Independent Financial Advisor determines capital expenditures throughout the projected period from interviews with FRUITA's executives. Capital Expenditures include machinery and equipment, building improvements and office decorations and equipment, etc., as summarized in the table below:

Unit : million baht	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Capital Expenditures	15.00	15.00	15.00	15.00	15.00	15.00	15.00	32.00

6. Depreciation and Amortization

Depreciation and amortization include land improvements, buildings and building improvements machinery and equipment, furniture and office equipment, vehicles, etc. The IFA has determined that depreciation will be at a constant rate using the straight-line method and refer to the amortization of depreciation from the Company as follows

Depreciation of land improvements, buildings and building improvements, machinery and equipment, office decorations and equipment, vehicles

Land improvement	5 – 10 years
Buildings and building improvements	5 – 20 years
Machinery and equipment	5 – 10 years
Office decorations and supplies	5 years
Vehicle	5 years

7. FRUITA's financial projections

Unit : million baht	2021A	2022A	2023E	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Revenue from sales and services	202.30	218.93	304.98	249.46	260.40	271.95	284.14	297.02	310.62	324.98	340.15
Other revenues	0.69	2.52	0.56	-	-	-	-	-	-	-	-
Total revenues	202.99	221.45	305.54	249.46	260.40	271.95	284.14	297.02	310.62	324.98	340.15
Cost of sales	89.31	148.06	231.98	186.77	195.18	203.59	212.10	221.49	231.58	242.30	252.86
Selling and administrative expenses	13.47	16.23	14.19	14.91	15.68	16.48	17.30	18.21	19.19	20.22	21.29
Total expenses	102.79	164.29	246.17	201.68	210.87	220.07	229.40	239.71	250.76	262.52	274.15



Unit : million baht	2021A	2022A	2023E	2024F	2025F	2026F	2027F	2028F	2029F	2030F	2031F
Profit(loss) from operations	100.20	57.16	59.37	47.78	49.54	51.88	54.74	57.31	59.85	62.46	66.00
Financial costs	-	(0.03)	-	-	-	-	-	-	-	-	-
Profit(loss) before income tax	100.20	57.13	59.37	47.78	49.54	51.88	54.74	57.31	59.85	62.46	66.00
Income tax expenses	(14.79)	(1.37)	(4.33)	(2.07)	(2.10)	(2.15)	(2.22)	(2.27)	(2.31)	(2.36)	(13.20)
Profit (loss) for the period	85.42	55.76	55.03	45.71	47.44	49.73	52.52	55.05	57.54	60.10	52.80

8. Discount Rate Assumption

The discount rate is used to calculate the net present value of cash flows derived from the calculation of the Weighted Average Cost of Capital (WACC). The Independent Financial Advisor has calculated the WACC value from the weighted average of the cost of debt (Kd) and the cost of capital (Ke) of FRUITA. The details of the discount rate estimation are as follows.

$$WACC = K_e \times E / (D+E) + K_d \times (1 - T) \times D / (D+E)$$

where

- Ke = Cost of capital or rate of return that shareholders expect
- Kd = cost of debt or FRUITA loan interest rates ss of 31 December 2023, FRUITA has no debt obligations.
- T = Corporate income tax rate at 20 percent
- E = Total shareholders' equity of FRUITA as of 31 December 2023 equals 214.51 million baht.
- D = Interest-bearing debt of FRUITA as of 31 December 2023 equal to 0.00 million baht.

The cost of capital (Ke) or the rate of return that shareholders require (Re) is calculated from the Capital Asset Pricing Model (CAPM) as follows.

$$K_e \text{ (or } R_e) = R_f + \beta (R_m - R_f)$$

where

- Risk Free Rate (R_f) = Based on the rate of return of 15 -year government bonds, which is equal to 2.87 percent per year (information as of 14 February 2023)
- Market Return (R_m) = Average rate of return from investing in the Stock Exchange of Thailand (SET) over the past 15 years, which is equal to 10.95 percent per year (information as of 14 February 2023)
- Beta (β) = Based on the average Beta of a group of companies doing similar business to FRUITA in the same industry during the past 5 years until 14 February 2024.

The Independent Financial Advisor selected a group of companies to use in the calculation to find the Beta of FRUITA. The Independent Financial Advisor used the criteria to select companies with business models similar to FRUITA that is in packaging business and listed in industrial products Industry. There are a total of 6



companies, including SFLEX THIP TPAC TPBI TPLAS and PDG, with complete data for 5 years, counting back to 14 February 2024, with details shown in the following table.

Comparison companies	SFLEX	THIP	TPAC	TPBI	TPLAS	PDG
Beta – 5 Years	0.51	0.85	0.72	0.70	1.07	0.41
Interest-bearing debt (Interest Bearing Debt)	648.26	33.84	2,439.43	849.52	0.25	-
Shareholder's equity	1,000.51	2,643.29	3,109.12	2,700.25	310.77	594.82
Interest Bearing Debt to Equity Ratio	0.65	0.01	1.28	0.32	0.00	-
Tax Rate	20%	20%	20%	20%	20%	20%
Unlevered Beta – 5 Years ^{1/}	0.34	0.58	0.36	0.56	1.07	0.41
Average Unlevered Beta	0.55					

Note: 1/ Unlevered Beta = Levered Beta / (1 + Interest Bearing Debt to Equity Ratio x (1 – Tax Rate))

$$\begin{aligned}
 \text{the Levered Beta of FRUITA can be calculated} &= \text{Average Unlevered Beta} \times (1 + \text{Interest Bearing Debt to Equity Ratio} \times (1 - \text{Tax Rate})) \\
 &= 0.55 \times [1 + 0.00 \times (1 - 20\%)] \\
 &= 0.55
 \end{aligned}$$

Such Beta can be used to calculate the cost of capital (Ke) or the rate of return that shareholders require (Re) as follows:

$$\begin{aligned}
 \text{Ke (or Re)} &= R_f + \beta (R_m - R_f) \\
 &= 2.87\% + [0.55 \times (10.95\% - 2.87\%)] \\
 &= 7.33\%
 \end{aligned}$$

From Beta calculation from the average Unlevered Beta of SFLEX THIP TPAC TPBI TPLAS and PDG, the Levered Beta of FRUITA is equal to 0.55, which the Independent Financial Advisor considers that the reference to the average Unlevered Beta of SFLEX THIP TPAC TPBI TPLAS and PDG is appropriate because they have production of packaging which is similar to FRUITA's business and is in Industrial products industry and packaging sector. Therefore, the calculated Unlevered Beta value can reflect the risk of FRUITA's business operations and/or reflect the cost of equity (Ke) or the rate of return that shareholders require (Re) at present. From the above calculation data, WACC of FRUITA can be calculated as follows.

$$\begin{aligned}
 \text{WACC} &= K_e \times E / (D+E) + K_d \times (1 - T) \times D / (D+E) \\
 &= 7.33\% \times 100.00\% + 0.00\% \times (1 - 20\%) \times 0.00\% \\
 &= 7.33\%
 \end{aligned}$$

Calculating the present value (Net Present Value) of net cash flows

FRUITA's estimated free cash flow can be shown in the following table.



Report of the opinion of the Independent Financial Advisor

Estimated net cash flow (unit : million baht)	2024	2025	2026	2027	2028	2029	2030	2031
Number of years for discounting	1	2	3	4	5	6	7	8
Profit before finance costs and income tax of bio-packaging business (1) ^{1/}	37.44	39.04	41.13	43.65	45.97	48.28	50.66	53.84
Profit before financial costs and income tax of the business providing services related to food and beverage products (2)	10.34	10.49	10.75	11.09	11.35	11.57	11.79	12.16
Net operating profit after tax (3) = (1) + (2) x (1-20%)	45.71	47.44	49.73	52.52	55.05	57.54	60.10	62.80
Add back: Depreciation (4)	24.52	26.02	27.10	27.74	28.97	30.44	31.94	32.86
Changes in working capital (5)	(5.87)	0.88	0.67	0.51	0.76	0.89	0.99	0.62
Deduct: CAPEX investment (6)	(15.00)	(15.00)	(15.00)	(15.00)	(15.00)	(15.00)	(15.00)	(32.00)
FRUITA's net cash flow (7) = (3) + (4) + (5) + (6)	49.37	59.34	62.50	65.77	69.78	73.88	78.03	84.28
Terminal value (8) ^{2/}	-	-	-	-	-	-	-	740.67 ^{3/}
FRUITA's cash flows include the terminal value (9) = (7) + (8)	49.37	59.34	62.50	65.77	69.78	73.88	78.03	794.95
Present Value of FRUITA 's Free Cash Flows	46.00	51.51	50.55	49.56	49.00	48.33	47.56	451.47
Total present value of FRUITA's free cash flow – (Enterprise Value) ^{3/}	793.98							
Plus: Cash and cash equivalents as of 31 December 2023	67.62							
Deduct: Interest-bearing debt as of 31 December 2023	-							
Equity value of FRUITA (Equity Value)	861.60							
Total paid-up shares as of 31 December 2023 (million shares)	3.2							
Value per share (baht/share)	269.25							

Note : 1 / FRUITA's bio-packaging business is exempt from corporate tax for a period of 10 years.

2 / Set the terminal growth rate to be equal to 0 percent per year.

3/ (FCFF of the final year x (1 + G) / (WACC – G)) = (54.28 x (1 + 0.00%) / (7.33% - 0.00%))

3 / Discounted back as of 1 January 2024.

Sensitivity Analysis

The Independent Financial Advisor has performed a sensitivity analysis by changing the discount rate from FRUITA's weighted average cost of capital (WACC) and the growth rate of sales of bio-packaging. The details are as follows.

Present value of cash flow of Shareholders' Equity (Equity Value) (million baht)	Discount rate from finance costs (WACC)		
Growth rate of sales of biological packaging products	(-0.25%)	7.33 %	(+0.25%)
(-0.25%)	870.59	844.48	820.05

Present value of cash flow of Shareholders' Equity (Equity Value) (million baht)	Discount rate from finance costs (WACC)		
Growth rate of sales of biological packaging products	(-0.25%)	7.33 %	(+0.25%)
5.79 %	888.44	861.60	836.49
(+0.25%)	906.57	878.98	853.17

Present value of cash flow of Shareholders' Equity (Equity Value) (Baht per share)	Discount rate from finance costs (WACC)		
Growth rate of sales of biological packaging products	(-0.25%)	7.33 %	(+0.25%)
(-0.25%)	272.06	263.90	256.27
5.79 %	277.64	269.25	261.40
(+0.25%)	283.30	274.68	266.62

From the business valuation using the Discounted Cash Flow Approach, the net present value of shareholders' equity will be in the range between 820.05 – 906.57 million baht or equivalent to a value per share equal to 256.27 – 283.30 baht per share, which the price for the transaction to purchase FRUITA shares not exceeding 274.22 baht per share is within the fair price range of FRUITA.

8.6 Summary of the opinion of the Independent Financial Advisor regarding the appropriateness of the price of the acquisition of FRUITA shares

FRUITA's shares, the value calculated from each method can be summarized as follows:

Valuation method	FRUITA's share value (baht per share)	FRUITA's share value (million baht)	Opinion of the Independent Financial Advisor
1. Book Value Approach : BV	67.03	214.51	Not appropriate
2. Adjusted Book Value Approach: ABV	67.03	214.51	Not appropriate
3. Price to Book Value Ratio Approach : P/BV Ratio	101.72 – 115.65	325.52 – 370.09	Not appropriate
4. Price to Earnings Ratio Approach: P/E Ratio	362.79 – 384.73	1,160.93 – 1,231.15	Not appropriate
5. Discounted Cash Flow Approach: DCF	256.27 – 283.30	820.05 – 906.57	Appropriate

Note: Total number of FRUITA shares 3,200,000 share The par value of the shares is 100.00 per share.Baht as of 31 December 2023

Each method of share valuation has different advantages and disadvantages. This reflects the appropriateness of share price valuation in each of the 5 different methods, with details as follows:

1. **Book Value Approach** takes into account the financial position at any point in time and the value of assets as recorded in the accounts without taking into account the future profitability and

performance of FRUITA, the competitiveness of the business economic trends and industry overall. Therefore, the Independent Financial Advisor is of the opinion that share valuation using the book value method is not appropriate to use to evaluate the fair price of FRUITA's ordinary shares.

2. **Adjusted Book Value Approach** can reflect the financial position of FRUITA as of 31 December 2023, with various adjustments made without taking into account the future profitability and performance of FRUITA, the competitiveness of the business Economic trends and industry overview. Therefore, the Independent Financial Advisor is of the opinion that the share valuation using the adjusted book value method is not appropriate for FRUITA's share valuation this time.
3. **Price to Book Value Ratio Approach (P/BV Ratio)** takes into account the financial position at any given time by comparing with the average of the ratio of the group of companies used as a reference. In this regard, the valuation of FRUITA by this method, it is assumed that FRUITA must have similar potential to other companies in the group, but does not take into account the future profitability and performance of FRUITA. The group of companies that the Independent Financial Advisor has compared is 6 companies which are listed on the stock exchange. However, All 6 companies are also different in terms of business, capital structure, company structure, shareholding in subsidiaries and associated companies ,and business operations. This affects the Company's capital and retained earnings that are part of the book value and may result in discrepancies in evaluating the fair value of FRUITA's ordinary shares. Therefore, the Independent Financial Advisor is of the opinion that this method of valuation of shares is not appropriate for evaluating the fair price of FRUITA's ordinary shares.
4. **Price to Earnings Ratio Approach (P/E Ratio)** is, though, a method that takes into account the profitability of the business by comparing it to the average of the ratio of the group of companies used as a reference. This is considered a method for valuing stocks that is popular and is quite commonly referenced. The valuation of FRUITA using this method assumes that FRUITA must have similar potential to other companies in the group, but does not take into account the ability of making profits and operating results of FRUITA in the future. The group of companies that the Independent Financial Advisor has compared, is all listed on the stock exchange; however, all 6 Companies also vary in company size, capital structure and business operations. This affects the net profit of each company, which is part of the calculation by this method. Therefore, the Independent Financial Advisor is of the opinion that this method of valuation of shares is not appropriate for evaluating the fair price of FRUITA's ordinary shares.
5. **Discounted Cash Flow Approach (DCF)** is a method that reflects the profitability and ability to generate cash flow of FRUITA by evaluating the present value of FRUITA's expected free cash flow received in the future. The assumption is based on the economic trend and future operations

of FRUITA, thus the valuation of shares using this method is able to reflect the true value of FRUITA. Therefore, the Independent Financial Advisor is of the opinion that the valuation of FRUITA's ordinary shares by Discounted Cash Flow Approach method is appropriate.

9. Overview summary of the opinion of the Independent Financial Advisor

The Independent Financial Advisor is of the opinion that the Acquisition of asset and connected transaction in investing in Fruita Biomed Company Limited is appropriate, considering advantages, disadvantages and risks of entering into the transaction, appropriateness of price and conditions of transaction. It can be summarized as follows:

1) Purpose of entering into the transaction

Currently, the Company operates in the food and beverage distribution business. The Company's nature of business is operating a restaurant business (1) Pastry shop, namely BAKE WORKS, through BAKE, which has a variety of products including "Bake Cheese Tart" "Croquant Chou ZakuZaku" and "RAPL" (2) Japanese restaurant, shabu buffet, original from Japanese brand KAGONOYA proceeds through ECT and (3) European style restaurant namely Le Boeuf, which serves food and beverages in Fine Dining and Buffet style through CCD. Financial performance of the Company's restaurant business in 2021 – 2023 has continued losses, as a result, the Company has to continually raise additional funds to be used as the Company's working capital.

The Company therefore has a plan to issue and offer newly issued ordinary shares to specific investors (Private Placement) and plan to invest in FRUITA that operates the business of biotechnology, which can be divided into the main business groups (1) Produce and sell biodegradable plastic products (Bio Packaging) for beverages and food, which are produced from biological-processed agricultural waste processed into packaging that has an appearance and features like general packaging (2) produce sell and provide services regarding beverage, food, and healthy seasonings (Bio Beverage / Bio Food / Bio Condiment) that use biological processes to reduce sugar, salt, and sodium and use the process to create important biologically substances for each product appropriately. (3) Consulting services in research and development of products related to biological technology (Bio Technology), which consists of research services, consulting, and product development of products produced from biological substances by applying biological technology to provide services (4) Consulting services regarding the design and construction of biotechnology plants that provides design consultation, system planning, research rooms and factories related to biotechnology, including construction contracting for projects that FRUITA provides services. In this regard, the Company considers that the transaction of purchasing shares of FRUITA will allow the Company to invest in a company with good performance, continuous growth, and having potential and opportunity for long-term growth. Moreover, the biotechnology development business of FRUITA can be further developed in various ways, including food industry, agriculture and medicine.

The Company's Board of Directors Meeting No. 2/2024, held on 4 March 2024, therefore resolved to propose to the shareholders' meeting to consider the transaction of purchasing ordinary shares of FRUITA

totaling 1,632,000 shares, or 51 percent of the total issued and paid-up shares of FRUITA, at a price of not exceeding 274.22 baht per share, calculated as a total amount not exceeding 447,525,000 baht. The Company shall purchase the shares from the two sellers, namely (1) Mr. Rakchai Rengsomboon or person / juristic person that Mr. Rakchai Rengsomboon appoints, in amount of 816,000 shares, or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA, at a purchase price of not exceeding 223,762,500 baht (2) Ms. Satita Balasuvatti or person / juristic person that Ms. Satita Balasuvatti appoints, in amount of 816,000 shares, or calculated as 25.50 percent of the total issued and paid-up shares of FRUITA, at a purchase price of not exceeding 223,762,500 baht. The Company will pay the consideration value in cash received from the issuance and offering of newly issued ordinary shares to specific investors, which is in accordance with the plan to use of funds received from the issuance and offering of newly issued ordinary shares to specific investors (Private Placement).

2) Advantages and disadvantages of entering into a transaction and not entering into a transaction, the risks of entering into the transaction, the appropriateness, and benefits of entering into the transaction

Advantages of entering into the transaction

- Expand investment to new business that has the opportunity to generate good returns for the Company.
- The Company can expand its business scope and diversify risk into new business that has future growth opportunities.
- The Company will take part in business operation decisions and strategies.
- The Company can start new businesses immediately compared to starting on its own.
- Purchase price of ordinary shares of FRUITA in this transaction is in the range of fair value of ordinary shares of FRUITA.
- Allow the Company to consolidate operating results of FRUITA as a subsidiary of the Company. This is expected to make the Company's operating results in the Company's consolidated financial statements better.

Disadvantages of entering into the transaction

- Lose opportunity to invest in other businesses.
- The Company has no experience in operating a biotechnology development business and must rely on the existing directors and key executives of FRUITA.

Risks of entering into the transaction

- Risk from business competition, which there may be new entrepreneurs entering the market due to the trend of environmental protection.
- Risk from the expected rate of return not being as expected.
- Risk from investing in the Company's future projects and addition of other products and services.
- Risk from exchange rate fluctuations.
- Risk from the form and quality of the product not being as customers' demand.
- Risks from the price of significant transactions may not be close to the market price, such as factory rental transaction, factory management transaction, etc., which are connected transactions with the companies that were connected to FRUITA in the past.

Advantages of not entering into the transaction

- There are no expenses incurred from entering into the transaction.
- There is no need to finance for the transaction.
- There is no risks regarding entering into the transaction.

Disadvantages of not entering into the transaction

- The Company will not allow to expand investment according to the Company's utilization plan and do not receive returns from new business.
- The Company will lose the opportunity to diversify investment risk.

From analyzing the advantages, disadvantages, and risks of entering into the transaction. The Independent Financial Advisor is of the opinion that entering into such a transaction will be beneficial to the Company and shareholders. Entering into the transaction to purchase shares of FRUITA will give the Company an opportunity to create returns for the Company and shareholders. FRUITA has continuously had positive operating results during the past 3 years and has continually increased operating income during the past 3-year period, as detailed below:

List	Unit	2021	2022	2566 ^{1/}
Income from operations	MB	202.30	218.93	304.98
Net profit (loss)	MB	85.42	55.76	55.03
Net profit (loss) margin	%	42.08	25.18	18.01



List	Unit	2021	2022	2566 ^{1/}
Return on equity	%	76.74	21.77	21.72

Note : 1/ Information from FRUITA's 2023 management account, which is currently being examined by the auditor, expected to be completed by March 2024

From an interview with FRUITA's management, FRUITA's net profit margin is 18.01 percent in 2023, which decreased from the previous year (net profit margin in 2022 equal to 25.18 percent) because FRUITA experimented and adjusted product formulation, resulting in increase of production costs in 2023, including an increase in the number of employees caused increase in employee salary expenses and increase in depreciation of machinery, and increased tax expenses from higher revenues of business operations that are not exempt from corporate income tax. In this regard, FRUITA's management expects that FRUITA's production costs will return to normal, which is close to production costs in 2022.

However, the acquisition of shares of FRUITA this time will help the Company expand its business scope and diversify business risk into new businesses that have the potential to grow in the future by reducing reliance on main income coming from the restaurant and dessert business, and enhance income and operating results of FRUITA, which operates a biotechnology development business, consolidated into the Company's consolidated financial statements. To enter into this transaction, the Company will still be involved in business decision making or strategies planning according to the shareholding proportion of the Company.

3) Appropriateness of the price for entering into the transaction

The Independent Financial Advisor has considered the appropriateness of the fair value of FRUITA's ordinary shares using 5 different methods as detailed in the following table.

Valuation method	Value of FRUITA's share (Baht per share)	Value of 100% of FRUITA's shares (million baht)	Value of 51% of FRUITA's shares (million baht)	Opinion of the Independent Financial Advisor
1. Book Value Approach : BV	67.03	214.51	109.40	Not appropriate
2. Adjusted Book Value Approach : ABV	67.03	214.51	109.40	Not appropriate
3. Price to Book Value Ratio Approach : P/BV Ratio	101.72 – 115.65	325.52 – 370.09	166.01 – 188.75	Not appropriate
4. Price to Earnings Ratio Approach : P/E Ratio	362.79 – 384.73	1,160.93 – 1,231.15	592.07 – 627.89	Not appropriate
5. Discounted Cash Flow Approach: DCF	256.27 – 283.30	820.05 – 906.57	418.23 – 462.35	Appropriate

Note: Total number of FRUITA shares is 3,200,000 shares. The par value of the shares is 100.00 baht per share, as of 31 December 2023

The Independent Financial Advisor is of the opinion that the most appropriate valuation method for valuing FRUITA's shares is the Discounted Cash Flow Approach, which equal to 256.27– 283.30 baht per share. This method reflects the profitability and ability to generate cash flow of FRUITA by evaluating the present value of net cash flow expected to be received in the future of FRUITA. Comparing the fair value of FRUITA with the purchase price not exceeding 274.22 baht per share, it is higher (lower) than the purchase price at range of (17.95) – 9.08 baht per share, or calculated as (6.55) – 3.31 percent. Therefore, it can be

concluded that the price of entering into this transaction is appropriate as the purchase price is between the fair value valued by the Independent Financial Advisor.

The conditions for entering into the transaction are appropriate because it is determined to reduce the risk of the Company entering into the transaction as a purchaser of FRUITA's ordinary shares. The details of the conditions are as follows.

1. The Company has finished a due diligence of FRUITA and is satisfied with the results of the due diligence (Currently, the Company has carried out a legal due diligence of FRUITA and found important issue. The issue is that some ordinary shares of FRUITA, including the portion of purchasing shares, have not yet paid the full value of the shares. The par value is 100.00 baht per share, but the paid-up value of 90 baht per share. Currently, FRUITA has an investment promotion certificate issued by the Office of the Board of Investment ("BOI"). In this regard, FRUITA must call on shareholders to pay the full registered capital of the shares before operating as a business that receives investment promotion from the BOI. The conditions specified in the investment promotion certificate stipulates that the operating period for FRUITA is within a specified period of not more than 36 months from the date of issuance of the investment promotion certificate (within 14 December 2024). However, FRUITA has the right to request an extension of the operating period with BOI.

2. The Board of Directors meeting and the Company's shareholder meeting resolved to approve the transaction to purchase ordinary shares of FRUITA and various matters necessary and/or related to such transaction.

3. On the date of purchase of FRUITA's ordinary shares, no event or action occurred, was caused to occur, or could reasonably be expected to occur, which may cause a significant negative impact on FRUITA or prevent an entry into the transaction to purchase ordinary shares of FRUITA. Including, it must not appear that FRUITA's shareholders' equity is less than 350.00 million baht.

4. The Company must receive approval from the shareholders' meeting to increase the Company's registered capital by an amount of 2,543,532,406 baht from the existing registered capital of 1,401,666,357 baht to the new registered capital of 3,945,198,763 baht by issuing new ordinary shares in the amount of 2,543,532,406 shares, with a par value of 1.00 baht per share to offer to specific investors (Private Placement) in the amount not exceeding 1,650,000,000 shares with a par value of 1.00 baht per share.

5. Offering of 2,543,532,406 newly issued ordinary shares, with a par value of 1.00 baht per share, to specific investors (Private Placement), in an amount not exceeding 1,650,000,000 shares, with a par value of

1.00 baht per share, must be completed and the Company must receive the payment of such ordinary shares from the investors which are specific investors. (The newly issued ordinary shares offered to specific investors (Private Placement) must be sold at least 688,500,000 shares, in order for the Company to have enough money to enter into the transaction to purchase FRUITA's ordinary shares in the proportion of 51 percent)

6. The Sellers have paid up the par value of shares to FRUITA in full and proceed with other shareholders of FRUITA to pay up the par value of shares to FRUITA in full.

7. The Sellers have proceeded with FRUITA to notify the start of operation to the Office of the Board of Investment ("BOI") under FRUITA's investment promotion certificate after FRUITA's registered capital has been fully paid.

Therefore, considering the advantages, disadvantages, and risks of entering into the transaction and not entering into the transaction, objective of entering into the transaction, appropriateness of price and conditions for entering into the transaction. The Independent Financial Advisor is of the opinion that entering into the acquisition of assets and connected transaction in investing in Fruita Biomed Company Limited is appropriate and the shareholder meeting should approve the entering into the transaction.

However, the decision to vote to approve or disapprove the said transaction depends mainly on the discretion of each shareholder. Shareholders should therefore study all information contained in the Opinion Report of the Independent Financial Advisor and all documents attached with the notification of the Extraordinary General Meeting of Shareholders and carefully use discretion when casting the vote.

FynnCorp Company Advisory Ltd., as an Independent Financial Advisor to shareholders appointed by the Company, hereby certify that we have considered and provided the above opinions carefully in accordance with professional standards. By mainly taking into account the interests of minor shareholders.

Best regards

FynnCorp Advisory Company Limited

(Mr. Pombhuda Rijiravanich)

Authorized Director

(Mr. Suchat Olannaranon)

Supervisor

in financial advisory division

Attachment 1 Business information and operating results of Wow Factor Public Company Limited

1. Basic information

1.1. General information of the Company

Company Name	: Wow Factor Public Company Limited (“Company” or “W”)
Type of business	: W is a holding company with its main investment in subsidiaries operating the food business
Headquarter Address	: No.304 Vanit Place Aree Tower (Tower A), Room No.1803-1806,18 Floor, Phahon Yothin Road, Sam Sen Nai, Phayathai Bangkok 10400
Website	: www.wowfactor.co.th
Listing Date	: 22 December 2003 ^{1/}
Registered capital	: 1,704,744,069 Baht (As of February 12, 2024)
Paid-up capital	: 1,030,597,218 Baht (As of February 12, 2024)
Paid-up shares	: 1,030,597,218 shares (As of February 12, 2024)
Par value	: 1.00 Baht per share

Remark: 1/ Starting from the day of registration with the Stock Exchange of Thailand

Source: The information from the 56-1 One Report

1.2. General information of subsidiary

Company name	: Food Holding Company Limited
Type of business	: Food business
Headquarter address	: No.304 Vanit Place Aree Tower (Tower A), Room No.1803-1806,18 Floor, Phahon Yothin Road, Sam Sen Nai, Phayathai Bangkok 10400
Registered capital	: 780,000,000 Baht (As of December 31, 2023)
Paid-up capital	: 736,000,000 Baht (As of December 31, 2023)
Shareholding	: 100%
Related status	: Subsidiary Company (Direct Shareholding)

Source: The information from the 56-1 One Report

Company's name	: Fresh Energy Fusion Company Limited
Type of business	: The business involves the production and distribution of electricity from renewable energy sources, including renewable energy and various types of alternative energy.
Headquarter address	: No.304 Vanit Place Aree Tower (Tower A), Room No.1803-1806,18 Floor, Phahon Yothin Road, Sam Sen Nai, Phayathai Bangkok 10400
Registered capital	: 10,000,000 Baht (As of December 31, 2023)



Paid-up capital : 2,500,000 Baht (As of December 31, 2023)
 Shareholding : 100%
 Related status : Subsidiary Company (Direct Shareholding)

Source: The information from the 56-1 One Report

1.3. General information of indirect subsidiary

Company name : Bake Cheese Tart (Thailand) Company Limited
 Type of business : Food Business
 Headquarter address : No.304 Vanit Place Aree Tower (Tower A), Room No.1803-1806,18 Floor,
 Phahon Yothin Road, Sam Sen Nai, Phayathai Bangkok 10400
 Registered capital : 1,000,000 Baht (As of December 31, 2023)
 Paid-up capital : 1,000,000 Baht (As of December 31, 2023)
 Shareholding : Food Holding Company Limited holds 100%
 Related status : Subsidiary Company (Indirect Shareholding)

Source: The information from the 56-1 One Report

Company name : Eastern Cuisine (Thailand) Company Limited
 Type of business : Food Business
 Headquarter address : No.304 Vanit Place Aree Tower (Tower A), Room No.1803-1806,18 Floor,
 Phahon Yothin Road, Sam Sen Nai, Phayathai Bangkok 10400
 Registered capital : 140,000,000 Baht (As of December 31, 2023)
 Paid-up capital : 140,000,000 Baht (As of December 31, 2023)
 Shareholding : Food Holding Company Limited holds 100%
 Related status : Subsidiary Company (Indirect Shareholding)

Source: The information from the 56-1 One Report

Company's name : Crepes & Co. Development Company Limited
 Type of business : Food Business
 Headquarter address : No.304 Vanit Place Aree Tower (Tower A), Room No.1803-1806,18 Floor,
 Phahon Yothin Road, Sam Sen Nai, Phayathai Bangkok 10400
 Registered capital : 78,163,300 Baht (As of December 31, 2023)
 Paid-up capital : 78,163,300 Baht (As of December 31, 2023)
 Shareholding : Food Holding Company Limited holds 100%
 Related status : Subsidiary Company (Indirect Shareholding)

Source: The information from the 56-1 One Report

2. Nature of business and operations

Wow Factor Public Company Limited (“Company” or “W”) was established on February 17, 1984. The Company's securities were first traded on December 22, 2003, on the Stock Exchange of Thailand. The Company current trading name of the securities is “W” (formerly known as Electronics Industry Public Company Limited) using the securities name “EIC”). In 2023, the Company has operated food and beverage business through its subsidiaries as details shown below:

Investment Business	Operating Company (Subsidiaries and /or Indirect Subsidiaries of the Company)	Percentage of Shareholding in Operating Company (Both Direct and Indirect)	Revenue (Million Baht) Year 2023
Japanese Restaurant Business • KAGONOYA	Eastern Cuisine (Thailand) Co., Ltd.	100	251.21
European Restaurant Business • Crape&Co , Le Boeuf	Crepes & Co.Development Co., Ltd.	100	39.95
Pastry Business • Bake Cheese Tart • ZakuZaku • RAPL	Bake Cheese Tart (Thailand) Co., Ltd.	100	20.61

3. The Significant Change and Development

Period	Details
May, 2020	<ul style="list-style-type: none"> - The Annual General Meeting resolved to approve the decrease of the registered capital of the Company in the amount of 118,388,696 Baht from the original registered capital of 10,221,363,523 Baht as a newly registered capital of 10,102,974,827 Baht by canceling the number of ordinary shares of the Company which had not been sold 118,388,696 shares at a par value of 1 Baht per share. - Amendment of the Company name and securities quote from Electronics Industry Public Company Limited (“EIC”) to Wow Factor Public Company Limited (“W”). - The Annual General Meeting resolved to approve the increase of registered capital of 2,917,392,182 Baht from the original registered capital amount of

Period	Details
	10,102,974,827 Baht to the newly registered capital amounts to 13,020,367,009 Baht by issuing 2,917,392,182 ordinary shares with a par value of 1 Baht per share.
June, 2020	<ul style="list-style-type: none"> The Board of Directors Meeting, No.5/2020 resolved to approve the schedule for the subscription and payment of the new ordinary shares allocated to the existing shareholders in proportion to their rights offering in accordance with the general mandate. The resolution considered and approved the allocation of the ordinary shares amounting to 2,817,392,182 shares with a par value of 1 Baht per share, with an allocation ratio of 1 existing share to 0.30 new shares, and the offering price is 0.12 Baht per share.
August, 2020	<ul style="list-style-type: none"> The Extraordinary General Meeting No.1/2020 resolved to approve Domino Asia Pacific Co., Ltd. ("Subsidiary"), a subsidiary of the Company (the Company holds 9,997 shares or 99.99% of the total issued shares of the subsidiary) (1) entering into an asset acquisition transaction by receiving the transferred pizza restaurant under tradename "DOMINO'S PIZZA" in Thailand from the former owner, Domino (Thailand) Co., Ltd. and FC Commissaries Co., Ltd., with the total compensation not exceeding 400,000,000 Baht with the interest rate of 10% per year, but not exceeding 26,612,000 Baht, and (2) entering into the Master Franchise Agreement with DOMINO's PIZZA INTERNATIONAL FRANCHISING INC. to obtain exclusive rights in stores opening, management, and developing business under its tradename, either in the Company's or giving sub-licensing to others in Thailand under the same system and standard as DOMINO's PIZZA in the USA., including assigning the authority to the authorized Company's directors to sign contracts, or legal documents related to this transaction until completion. The Extraordinary General Meeting resolved to approve the decrease of the Company's registered capital in the amount of 735,751,437 Baht from the originally registered capital in the amount of 13,020,367,009 Baht to 12,284,615,572 Baht by canceling 735,751,437 ordinary shares at a par value of 1 Baht per share, which are the shares issued to support the exercise of the warrants No.2 (W-W2).
September, 2020	<ul style="list-style-type: none"> The Board of Directors Meeting, No.8/2020 resolved to approve the disposition of all ordinary shares of EIC Semiconductor Co., Ltd. ("EIC SEMI") that the Company currently holds totaling 2,417,564 shares at a par value of 100 Baht per share or 51% of all registered and paid-up shares of EIC SEMI, at the price of 50.63 Baht per share. EIC SEMI shares was sold at the total of 122,401,265.32 Baht to Mr.

Period	Details
	<p>Wittaya Chakphet who at that time was a director of EIC SEMI but did not have any relationship and/or connection with directors, executives, major shareholders, or the authorized person of the Company. After the sale of EIC SEMI shares, EIC SEMI was not a subsidiary of the Company. The Company selected Bake Cheese Tart (Thailand) Co., Ltd., Eastern Cuisine (Thailand) Co., Ltd., and Crepes & Co. Development Co., Ltd. (as a wholly-owned indirect subsidiary of the Company through Food Holding Co., Ltd.) and Domino Asia Pacific Co., Ltd., (Food and Beverage business) to be subsidiaries to operate the food and beverage business as the main business of the Company.</p>
November, 2020	<ul style="list-style-type: none"> - The Extraordinary General Meeting No.2/2020 resolved to approve the issuance and offering of 5th warrants to purchase the new ordinary shares of the Company (W-W5) in the amount not exceeding 4,883,480,196 units to the existing shareholders who subscribed and paid for the subscription of the new ordinary shares at the ratio of 2.5 of new ordinary shares per 1 unit of the warrant with free of charge.
January, 2021	<ul style="list-style-type: none"> - The Company allocated warrants to purchase ordinary shares of Wow Factor Public Company Limited, No.5 (W-W5) to the Company's shareholders whose names are on the shareholder list as at December 26, 2020. The total allocation was 4,883,479,841 units with remaining unallocated warrants in a total of 355 units which the Company will cancel the remaining warrants.
February, 2022	<ul style="list-style-type: none"> - The Board of Directors Meeting No. 2/2022 resolved to approve Crepes & Co. Development Co., Ltd., a subsidiary of the Company (the Company holds shares through Food Holding Co., Ltd. in proportion of 99 percent) jointly invested with One Indreeya Co., Ltd. ("Joint Venture") by establishing a joint venture company to operate a food and beverage distribution business ready to serve in the hotel and restaurant opening catering service provision of food and beverages in the room (room dining) and other areas of the hotel. It provides services to both hotel guests and outsiders to take any other actions related to such business operations with initial registered capital of 12,000,000 baht.
April, 2022	<ul style="list-style-type: none"> - The Company has signed a joint venture agreement with an investor, reaching an agreement to establish joint venture by registering the establishment of a joint venture company named "DK Wow Venture Company Limited".

Period	Details
	<ul style="list-style-type: none"> - The 2022 Annual General Meeting of Shareholders resolved to approve the allocation of newly issued ordinary shares of the Company to existing shareholders in proportion to their shareholding (Right Offering) in the amount not exceeding 180,869,643 shares at the ratio of 9 existing shares to 2 new shares, with the offering price of 3.30 baht per share.
June, 2022	<ul style="list-style-type: none"> - DK Wow Venture Company Limited has started operating Jardin Du Boeuf restaurant for the first branch to provide food and beverage distribution services in the SOMERSET RAMA 9 hotel.
October, 2022	<ul style="list-style-type: none"> - The Extraordinary Board of Directors Meeting No. 1/2022 resolved to propose the Company's shareholders meeting to cancel the Company's capital increase and the issuance and offering of newly issued ordinary shares to existing shareholders (Rights Offering), including the cancellation of the capital increase in the amount of not more than 180,869,643 shares with a par value of 1 baht per share.
November, 2022	<ul style="list-style-type: none"> - The Board of Directors Meeting No. 5/2022 approved to propose to the shareholders' meeting to consider and approve the allocation of not more than 465,000,000 newly issued ordinary shares at a par value of 1.00 baht per share for Private Placement to 14 persons, which the issuance of such newly issued ordinary shares is an offering of shares that the Board of Directors resolved to the determined offering price at 1.73 baht per share, totaling not exceeding 804,450,000 baht, to propose to the shareholders' meeting. The price was not considered as an offering of newly issued shares at a price lower than 90 percent of market price. - Board of Directors Meeting resolved to approve the disposal of the investment in Domino Asia Pacific Company Limited (a subsidiary of the Company operating the business of selling food and beverages, which the main menu is pizza under the Domino's Pizza brand), consisting of (1) shares of Domino Asia Pacific Company Limited held by the Company in the amount of 9,209,605 shares, which represent 91.18 percent of the total shares of DMN (2) the loan that the Company gave Domino Asia Pacific Company Limited in the amount of approximately 570,441,507.74 baht divided into the remaining principal of 529,718,830.38 baht and accrued interest in the amount of 32,076,574.96 baht (6% interest rate calculated until 25 November 2022) and accrued management fee in the amount of 8,646,102.40 baht.

Period	Details
	<ul style="list-style-type: none"> - Board of Directors Meeting resolved to approve the disposal of the ordinary shares in DK Wow Venture Company Limited, which the Company indirectly holds shares in DK Wow Venture Company Limited through Crepes & Co. Development Company Limited, which holds 160,998 shares in DK Wow Venture Company Limited, representing 69.99 percent of the total ordinary shares in DK Wow Venture Company Limited, a subsidiary of the Company, which operates the business of sale of food and beverages. DK Wow Venture Company Limited operates the restaurant named Jardin Du Boeuf which distributes food and beverages at the hotel, with the selling price including outstanding debts owe to the Company of 20,500,000 baht. However, after the disposal of the investment in DK Wow Venture Company Limited, the Company has no outstanding shares in DK Wow Venture Company Limited and DK Wow Venture Company Limited would cease to be the Company's subsidiary. - Board of Directors Meeting resolved to approve the disposal assets in the dessert business unit on macaron under La Lune brand including related trademarks which is one of business of Bake Cheese Tart (Thailand) Company Limited (a subsidiary of the Company) at selling price of 6,500,000 baht (VAT included).
December, 2022	<ul style="list-style-type: none"> - The Board of Directors Meeting No. 6/2022 resolved to cancel the resolution of the Board of Directors' Meeting No. 5/2022 in relation to the capital increase, allocation of capital increase shares to Private Placement and resolved to propose to the shareholders' meeting to consider and approve the allocation of the newly issued ordinary shares of the Company in the amount of not more than 445,000,000 shares at the par value of 1.00 baht per share to Private Placement, to 13 persons which the issuance of such newly issued ordinary shares is an offering of shares that the Board of Directors resolved to the determined offering price at 1.74 baht per share, totaling not exceeding 774,300,000 baht, to propose to the shareholders' meeting. The price was not considered as an offering of newly issued shares at a price lower than 90 percent of market price.

4. Business Characteristics

Wow Factor Public Company Limited operates in the food and beverage business through its subsidiaries, including Bake Cheese Tart (Thailand) Co, Ltd., Eastern Cuisine (Thailand) Co, Ltd. and Crepes & Co. Co, Ltd., which are the indirect holding through Food Holding Co, Ltd. since February 1, 2019, August 1, 2019, and August 1, 2019, respectively. In 2022, the Company conducted its food and beverage distribution

business through its subsidiaries and indirectly subsidiaries. The business characteristic of the subsidiaries are shown as follows:

4.1 Japanese Restaurant Business

The Company has operated Japanese restaurant business through its indirect subsidiary, Eastern Cuisine (Thailand) Co., Ltd., (“Eastern Cuisine”). The type of restaurant is a Japanese-style shabu buffet restaurant under KAGONOYA brand from Osaka, Japan.

KAGONOYA

Eastern Cuisine has run the business of KAGONOYA, a Japanese-style shabu buffet restaurant, with a solely exclusive right from KR Food Corporation, to conduct business under the trade name of KAGONOYA in Thailand. KAGONOYA was originated from Osaka, Japan since 1990, and is a premium shabu restaurant. It is very successful in Japan with more than 100 branches in Osaka, Kyoto, and Tokyo. KAGONOYA are currently opened in Thailand for 12 years.

KAGONOYA is known for its authentic Osaka-style cuisine, which offers a much wider variety compared to Tokyo-style cuisine, as Osaka has been a historical capital for a long time, it has a rich cultural diversity. This reflects in the remarkable variety of food options, including a selection of carefully chosen imported meats to complement the best-suited cuts for shabu. Additionally, there are over 60 items of deep-fried and appetizer dishes, mostly representing local specialties of Osaka, available for unlimited consumption. The menu starts at a price of 549++ baht for the All You Can Eat option.

As of December 31, 2023, there are a total of 16 KAGONOYA restaurants in Thailand at the following locations: 1) Mercury Ville 2) The Walk Kaset-Nawamin 3) The Walk Ratchaphruek 4) Mega Bangna 5) Sena Fest 6) Market Place Nanglinchee 7) K-village 8) Central Pinklao 9) Central Rama 9 and 10) Central Rama 3 11) Siamese Ratchakru Building 12) Central World 13) Marche' Thonglor 14) Central Westgate 15) The Mall Lifestore Ngamwongwan 16) Siam Discovery

4.2 European Style Restaurant Business

The Company operates this business through its indirect subsidiary, Crepes & Co. Development Company, Limited. (“CCD”), which operates Le Boeuf, the first French steakhouse serving a special sauce, Café De Paris, in Thailand since 2015 or for 8 years.

Le Boeuf

Le Boeuf has opened since 2015, or more than 8 years offering a special sauce inherited from the inventor of the original sauce from Geneva, Switzerland, with an 81-year-old reputation as Café de Paris. In 2023, CCD has currently opened 2 branches at Lang Suan and Ari branches.

Le Boeuf restaurant is inspired by the famous Café de Paris in Geneva, Switzerland under the concept of Steak & Fries Bistro Le Boeuf. Le Boeuf has served only steak, one main menu, with a special secret recipe passed down from generations since 1940 as the same recipe as the original Café de Paris in Geneva. Initially, it served only a beef steak menu in Thailand, but later, to respond to more Thai customers, salmon steaks, lamb steak, lobster, and scallops are added on.

Le Boeuf provides full service, features a well-known fine dining style offering a more high-quality menu than a typical restaurant. The service of its staff will provide a formal service with formal attire to make the customers feel special and like VIPs, unlike other normal restaurants, but at an affordable price. Le Boeuf received diplomas in several areas of the restaurant business, from many trusted and famous credit ranking agencies in Thailand such as Thailand Tatler Magazine with the Best Restaurant 2019 Award.

Normally, the customer groups of Le Boeuf are all of the groups, ages, and professions, but they come to Le Boeuf for a similar purpose, that is privacy with luxurious and formal services on special occasions at an affordable price.

As of December 31, 2023, CCD has its branches as follows:

Ari branch: Le Boeuf Ari Noble Reform Condo 8/2, Phahon Yothin 7 Alley, Samsen Nai, Phaya Thai, Bangkok, 10400

Langsuan branch: Le Boeuf Langsuan Marriott Mayfair Hotel, 60 Soi Langsuan, Lumpini, Pathum Wan, Bangkok 10330

Brand	Number of Branches
Le Boeuf	2

4.3 Pastry Business

Bake Cheese Tart (Thailand) Co., Ltd., ("BAKE CO."), an indirect subsidiary, runs the business with its ownership of kiosk shops under the trade name of Bake Cheese Tart, ZakuZaku, and RAPL. The three brands have currently distributed in a shop with a new concept "BAKE WORKS". So far, BAKE CO. has been granted an exclusive right from the founder in Japan to distribute and conduct marketing in Thailand. The 3 brands of pastries above are imported products with semi-finished processes from factories in Japan before delivering frozen products to Thailand for fresh-daily baking in each store in Thailand. The revenues have come from selling baked products through the brand's storefront as from other channels such as pop-up stores or temporary sales areas, distributing products to event organizers and distribution through delivery channels, etc.

Bake Cheese Tart

The famous brand of pastries, cheese tarts from Japan, made in a factory in Hokkaido. The specialty of cheese tart is the production of fluffy mousse made from original cream cheese, with the perfect blending of crunchy touch and tart cup made from fine flour. It is first baked to keep the shape of the tart cup and then baked again after filling the cream cheese in for crispiness. All tarts are made in the Hokkaido factory and passed the food freezing process before being delivered directly to the dealer. This allows to control the taste of the tart and maintain the quality of food and can be last long to 6 months. The customer can enjoy having the tart in 4 types:

1. Consume it immediately at room temperature for enjoying its freshness and crispy tart edge.
2. Chill it to increase the softness of the cheese even more.
3. Frozen it to feel like eating ice cream.
4. Reheat it in the oven to taste its fragrance as a freshly baked tart.

ZakuZaku

The original cream puff brand introduced a new version of choux cream called Croquant Chou, a familiar version of the cream puff, transform into a bar shape, coated with Croquant, almond mixed with egg white, which is the brand's special secret recipe, adding aroma and crunchy texture, filled with daily- fresh vanilla custard. The meaning of the French word Croquant and the word ZakuZaku in Japanese means crunchy. ZakuZaku is the first to introduce a new style of choux cream from Japan to Thailand and can reinforce the difference from its brand competitors with the concept of "Factory=Shop Counter" using showcases of the production process of every desert meticulously in a Japanese style with the finest ingredients. The ingredients are sent directly from Japan, such as crunchy Croquet made from premium almonds. Its special recipe of Croquet flour is baked in the oven to show every attention in each step. The presentation of products is under the shop concept of Factory in Shop, including Soft Serve, a product under the ZakuZaku brand, made from special quality cow milk imported from Hokkaido, sprinkled with Croquant to add more crunchiness.

RAPL

RAPL, a famous brand known as Ringo in Japan, has offered an apple custard cream pie made by selecting the best raw materials, such as its pie dough is imported from Hokkaido, with 144 layers stacked together until the thickness is perfect. It is combined with apples selected from the top-grossing regions of Japan. For example, Aomori, and producing fresh custard cream. It also offers everyday with meticulous baking ready-to-hot-serve from the oven.

BAKE WORKS Café

BAKE WORKS Café is a line of beverages sold under BAKE WORKS which includes Coffee (coffee drink or coffee-containing beverage) and Non-Coffee based beverages formed by the creation of the expertise barista team. The highlight of the drink is the selection of premium grade raw materials such as Specialty grade coffee beans, imported chocolate, and specially selected milk to create the perfect taste of each glass blend. The specialty of the beverage line is the Signature Menu, which presents pastries under BAKEWORKS of all 3 brands: Bake Cheese Tart, ZakuZaku and RAPL in the form of drinks, namely “BAKE IN HEAVEN” inspired by BAKE CHEESE TART, “MILO CLIFF” inspired by ZakuZaku and “APPLE ON ICE” inspired by RAPL

As of December 31, 2023, BAKE has its branches as follows:

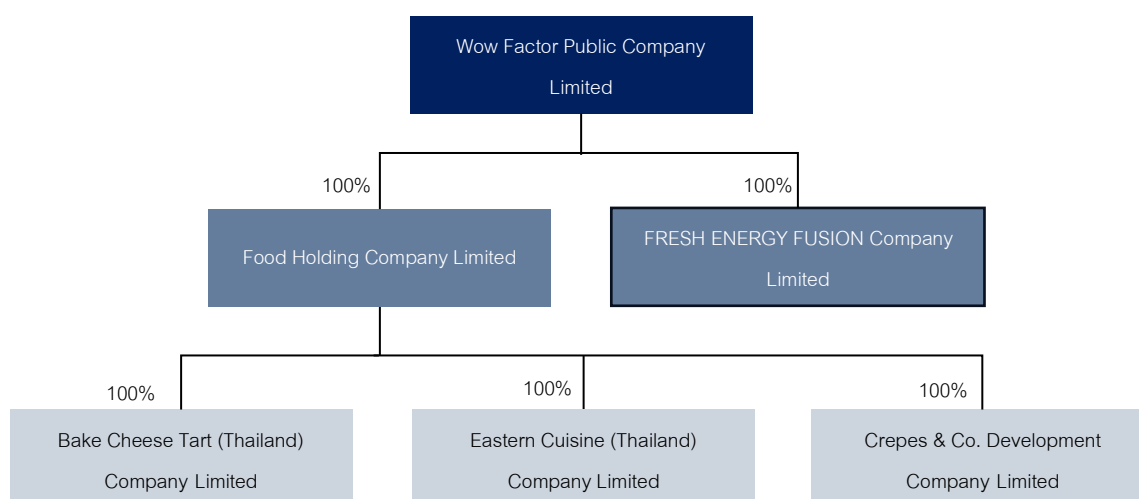
- Siam Center, M Floor (BTS Skybridge): Rama 1 Road, Pathumwan, Bangkok, 10330
- Singha Complex, G Floor: 1788 New Petchaburi Road, Bang Kapi, Huai Khwang, Bangkok, 10310
- Silom Complex, B Floor: 191, Silom Road, Silom, Bang Rak, Bangkok, 10500

Brand	Number of Branches
BAKE WORKS ^{1/}	3

Note: 1) Bake Works is a new concept store that combines Bake Cheese Tart, ZakuZaku, and RAPL brands in one store.

5. Shareholding structure of W

Shareholding structure of W or Wow Factor Public Company Limited as of December 31, 2023 as follows:



6. Revenue structure

Revenue structure classified by business group for 2021-2023 are as follows:

(Unit: THB Million)	Operating Company	Shareholding Proportion	2021		2022		2023	
			Amount	%	Amount	%	Amount	%
Revenue from Japanese Restaurant Business	Eastern Cuisine (Thailand) Co., Ltd.	100	44.77	17.62	45.64	13.25	20.61	6.61
Revenue from European Restaurant Business	Crepes & Co. Development Co., Ltd.	100	170.02	66.93	249.62	72.46	251.21	80.57
Revenue from Pastry Business	Bake Cheese Tart (Thailand) Co., Ltd.	100	39.25	15.45	49.22	14.29	39.95	12.81
Total Revenue			254.04	100.00	344.49	100.00	311.77	100.00

7. Shareholders and Board of Directors

The first 10 shareholders as of February 12, 2024, are as follows:

No.	List of shareholders	Number of share hold	Shareholding (%)
1.	Miss Naphat Tavisangsiri	43,000,000	4.17
2.	Mr. Kajonsit Singsansern	42,800,000	4.15
3.	Mr. Trinnawat Thanitnithiphan	40,800,000	3.96
4.	Aqua Corporation Public Company Limited	40,000,000	3.88
5.	Miss Chachalai Veerasakumpai	36,600,000	3.55
6.	Mr. Phakpoom Termseerekul	34,200,000	3.32
7.	Mr. Amornthep Watcharapruksadee	30,800,100	2.99
8.	Mrs. Navaporn Rattanachaikanont	29,720,300	2.88
9.	Miss Natkamon Namkaeng	26,865,100	2.61
10.	Mr. Boon-Aue Chitthanom	23,000,000	2.23
11.	Others	682,811,718	66.25
Total		1,030,597,218	100.00%

As of February 12, 2024, The Board of Directors of W are consisting of 9 individuals as follows:

No.	List of Directors	Position
1.	Mr. Tanawat Ueasiripan	Director / Vice Chairman of the Board of Directors
2.	Miss Saowanee Khaoubol	Director / Acting Chief Executive Office
3.	Miss Naphat Tavisangsiri	Director
4.	Mr. Phurit Wongkham	Director
5.	Mr. Somboon Prasobpiboon	Independent Director
6.	Mr. Sivaporn Chomsuwan	Independent Director
7.	Mr. Yuthaveera Achawangkul	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee
8.	Mr. Chantap Pumphiran	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee
9.	Mr. Tom Chalermkarnchana	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee

8. Consolidated Financial Statement

Statement of Financial Position

(Unit: THB Million)	31 December 2021	31 December 2022	31 December 2023
Assets			
Current assets			
Cash and cash equivalents	28.01	16.16	26.75
Trade and other current receivables	36.34	25.87	37.67
Short-term loans to related parties	-	-	-
Inventories	35.12	13.09	6.77
Advances for share subscription	-	-	-
Total current assets	99.47	55.12	71.19
Non-current assets			
Restricted deposits with financial institution	0.80	0.40	0.40
Investments in subsidiaries	-	-	-
Other non-current financial assets	-	27.25	27.25
Building improvement and equipment	146.68	57.35	105.23
Right-of-use assets	147.95	116.21	108.64
Goodwill	516.10	267.44	246.18
Intangible assets	364.85	150.05	146.55
Other non-current assets	44.75	26.27	33.96
Total non-current assets	1,221.13	644.97	668.20
Total assets	1,320.59	700.09	739.39

(Unit: THB Million)	31 December 2021	31 December 2022	31 December 2023
Liabilities			
Current liabilities			
Bank overdraft and short-term loans from financial institution	273.01	340.34	293.24
Trade and other current payables	116.24	86.33	103.26
Short-term loans from related parties	28.54	-	-
Current portion of employee benefit obligations	0.62	-	-
Current portion of lease liabilities	36.39	27.23	26.64
Current portion of long-term loans from financial institution	3.14	3.21	3.05
Total current liabilities	457.94	457.12	426.20
Non-current liabilities			
Deferred tax liabilities	34.65	29.01	27.88
Employee benefit obligations	6.95	2.30	3.25
Lease liabilities	114.78	91.51	83.81
Long-term loans from financial institutions	13.20	10.68	8.29
Provision for cost of dismantling assets	19.06	6.30	6.79
Other non-current liabilities	0.61	0.64	0.36
Total non-current liabilities	189.25	140.43	130.38
Total liabilities	647.19	597.55	556.58
Shareholders' equity			
Share capital	1,144.56	1,320.37	1,704.77
Issued and paid-up share capital	813.91	813.91	1,030.60
Share premium account (discount) on issue of share	257.40	257.40	268.50
Legal reserve	-	-	-
Retained Earnings – Unappropriated	(397.91)	(968.78)	(1,116.30)
Shareholders' equity of Parent Company	673.41	102.54	182.80
Non-controlling interests of subsidiaries	0.00	0.00	0.00
Shareholders' equity of Parent Company	673.41	102.54	182.81
Total liabilities and shareholders' equity	1,320.59	700.09	739.39

Source: The information from the consolidated financial statements for the year ended December 31, 2021-2023

Statement of Comprehensive Income

(Unit: THB Million)	31 December 2021	31 December 2022	31 December 2023
Revenues			
Revenue from sales	254.04	344.49	311.78
Other income	9.46	3.33	11.72
Total revenues	263.50	347.82	323.49
Expense			
Costs of goods sold	(126.82)	(172.30)	(159.67)



Report of the opinion of the Independent Financial Advisor

(Unit: THB Million)	31 December 2021	31 December 2022	31 December 2023
Selling expenses	(124.29)	(154.75)	(155.77)
Administrative expenses	(96.00)	(111.95)	(107.39)
Remuneration of Directors and Executives	(7.50)	(7.41)	(9.37)
Loss on sale of investment in subsidiaries	-	(100.71)	-
Loss impairment of goodwill	-	(80.60)	-
Total cost of sale and service	(354.61)	(627.72)	(432.20)
Finance costs	(14.45)	(56.52)	(39.94)
Profit (loss) before income tax expense	(105.55)	(336.42)	(148.65)
Tax income (expense)	5.65	5.65	1.13
Profit (loss) for the period from continuing operations	(99.90)	(330.77)	(147.52)
Profit (loss) for the period from discontinued operation	(176.55)	(245.22)	-
Profit (loss) for the year	(276.45)	(575.99)	(147.52)
Other comprehensive income (loss)	0.33	3.18	-
Total comprehensive income (loss) for the year	(274.70)	(572.81)	(147.52)

Source: The information from the consolidated financial statements for the year ended December 31, 2021-2023

Statement of Cash Flow

(Unit: THB Million)	Consolidated financial statement		
	31 December 2021	31 December 2022	31 December 2023
Net cash from (used in) operating activities	(139.13)	(152.41)	(76.31)
Net cash from (used in) investing activities	(73.97)	131.56	(53.18)
Net cash from (used in) financing activities	197.62	8.99	140.09
Cash and cash equivalents at beginning of period	43.42	28.01	16.16
Cash and cash equivalents at ending of period	28.01	16.16	26.75
Net increase (decrease) in cash and cash equivalents	(15.40)	(11.86)	10.59

Source: The information from the consolidated financial statements for the year ended December 31, 2021-2023

Key Financial Ratios

Key Financial Ratio	Unit	2021	2022	2023
Profitability Ratios				
Return on Equity	%	-34.1	-147.96	-103.4
Return on Assets	%	-20.4	-27.7	-15.1
Net Profit Margin	%	-64.86	-165.6	-45.6
EBIT Margin	%	-62.25	-80.47	-33.6
Gross Profit Margin	%	46.9	49.98	48.79
Liquidity Ratios				
Current Ratio	Times	0.22	0.12	0.17
Quick Ratio	Times	0.14	0.09	0.15



Key Financial Ratio	Unit	2021	2022	2023
Efficiency Ratios				
Fixed Asset Turnover	Times	2.14	1.49	1.67
Total Asset Turnover	Times	0.33	0.34	0.45
Inventory Turnover	Times	7.91	7.15	16.08
Average Inventory Period	Days	46.12	51.06	22.69
Account Receivable Turnover	Times	13.22	11.08	9.81
Average Collection Period	Days	27.61	32.96	37.2
Accounts Payable Turnover	Times	2.39	1.7	1.68
Average Payment Period	Days	152.8	214.56	216.7
Cash Cycle	Days	-79.07	-130.54	-156.81
Coverage Ratios				
Debt to Equity Ratio	Times	0.96	5.83	3.04
Interest Coverage Ratio	Times	-15.81	-4.95	-2.72
Dividend Yield	%	-	-	-

9. Management discussion and analysis

9.1 Summary of previous operating result

For operating results in 2023 revealed net loss from continuing operation in the amount of 147.52 million baht, which decreased by 183.25 million baht compared to the end of 2022. The main reason for this decrease was the recognition of losses on sale of investment in subsidiaries in the amount of 100.71 million baht and the recognition of loss impairment of goodwill in the amount of 80.60 million baht. Additionally, in the year 2023, the Company had a decrease in financial costs of 16.58 million baht.

9.2 Operating result and profitability

Revenue from sales of the Company for the year 2023 decreased by 32.71 million baht or 9.50% compared to the end of 2022. The main reason is the closure of the La Lune (Macaron & Pastries) restaurant branch and the disposal of the pastry business in 2022, which resulted in no revenue from La Lune restaurant in 2023. However, in the future, the Company plans to open new branches of Kagonoya and Le Boeuf in strategic locations that are expected to increase sales.

The gross profit of the Company decreased by 20.08 million baht or 11.66% compared to the year 2022. This decrease was primarily due to branch closures in 2023 and increased promotion of discounted prices.

9.3 Cost of goods and services and gross profit

For the year 2023, the Company's cost of sales and services amounted to 159.67 million baht, decreased by 12.63 million baht or 7.33% compared to the year 2022. Meanwhile, the gross profit margin decreased by 1.20% compared to the same period of the previous year, standing at 48.79%.

9.4 Selling and administrative expenses

For the year 2023, the Company's selling and administrative expenses amounted to 263.16 million baht, decreased by 3.54 million baht or 1.33% compared to the year 2022. The decrease in selling and administrative expenses was partly due to the reduction in the number of restaurant branches.

9.5 Financial costs

For the year 2023, the Company's financial costs decreased by 16.57 million baht compared to the previous year. This decrease was due to the need of the Company's financing from external to support its operations, but the Company also made increased debt repayments due in 2023.

9.6 Financial position

As of December 31, 2023, the Company had total assets of 739.39 million baht, total liabilities of 556.58 million baht, and shareholder's equity of 182.81 million baht, or a book value of 0.18 baht per share. In comparison, as of the end of 2022, the Company had total assets of 700.09 million baht, total liabilities of 597.58 million baht, and shareholder's equity of 102.54 million baht, or a book value of 0.13 baht per share. The financial position of the Company has significant changes as follows:

- 1) As of December 31, 2023, the Company had total assets of 739.39 million baht, an increase of 39.29 million baht or 5.61% compared to the end of 2022. The main reason for this increase was the growth in building and equipment improvements, amounting to 47.88 million baht or increased by 83.49% compared to the previous year. The building and equipment improvements for the year 2023 amounted to 105.23 million baht, compared to 57.35 million baht in 2022.
- 2) As of December 31, 2023, the Company had total liabilities of 556.58 million baht, a decrease of 40.96 million baht or 6.86% compared to the end of 2022. The main reason for this decrease was the reduction in bank overdraft and short-term loans, amounting to 47.10 million baht or decrease by 13.84% compared to the previous year. Bank overdraft and short-term loans for the year 2023 amounted to 293.24 million baht, compared to 340.34 million baht in 2022.

As of December 31, 2023, the Company's shareholder's equity increased by 80.26 million baht or 78.27% compared to the end of 2022. This increase was due to an increase in paid-up capital of 216.68 million baht. The Company reported a net loss of 147.52 million baht and an increase in share premium of 11.10 million baht. Currently, the Company has paid-up capital of 1,030.60 million baht, divided into 1,030.60 million shares with a par value of 1.00 baht per share.

9.7 Cashflow Statement

As of December 31, 2023, the Company had a net increase in cash flow of 10.59 million baht. The cash and cash equivalents at beginning of period balance was 16.16 million baht, resulting in a cash and cash equivalents at ending of period of 26.75 million baht. This resulted from net cash flow used in operating activities

of 76.31 million baht, net cash flow used in investing activities of 53.18 million baht, and net cash flow from financing activities of 140.09 million baht.

10. Factors or events that may affect operating result and financial position in the future

External factors that may affect the Company's operations potentially deviate from the set objectives or undergo significant changes including highly uncertain economic conditions, volatility in interest rates, political implications, as well as natural disasters and other unforeseen events.

10.1 Providing Products and Services

Japanese Restaurant Business

Eastern Cuisine has controlled its standards of raw materials at KAGONOYA restaurant by procuring raw materials in all kinds of ingredients as specified by KR Food Corporation, such as meat, soup, sauces, and fresh vegetables. The KR Food Corporation also randomly checks those raw materials regularly to ensure that the quality of food can meet the specified standards. The aim is to ensure that restaurant customers will have food cooked from quality ingredients with the same standards of taste as in Japan.

In terms of raw material cost management, the Company has excellent business partnerships that collaborate to achieve a comprehensive supply chain management for raw materials. This collaboration aims to procure higher quality ingredients, while ensuring that the price aligns with the quality of the raw materials and the value customers receive from the food and encourages customers to repeatedly place orders with the Company.

In terms of service, the Company offers a premium dining experience. To Elaborate, staffs bring food directly to customers' tables, whether it's buffet-style (Buffet) or à la carte dining without customers having to serve themselves as in regular buffet restaurants. The staff members receive training and development in ingredient knowledge and dining etiquette to confidently address any consumer inquiries. To have Shabu-Shabu in Japanese style, meat cooked according to preference will be dipped in fresh eggs before eaten. The Company has selected certified fresh eggs to serve as fresh and unarmful to customers.

Additionally, in the future, there are plans to implement CSR initiatives that aim to increase the benefits from food surplus, such as donating excess food for animal feed, utilizing it for bio-gas production, or converting it into organic fertilizer for agricultural purposes. Including innovating and diversifying its menu offerings, providing a wide range of portion sizes to choose from when placing orders. Additionally, the Company has planned to formulate a Zero Waste Policy to support the reduction of waste as well.

European Style Restaurant Business

Le Boeuf prioritizes sourcing quality ingredients from quality manufacturers from local ingredients, meticulous preparation of each dish taste with the standard recipe, including the selection of fresh vegetables,



fruits, and meats of the highest quality recognized by the Food and Drug Administration to ensure consumer's confidence in food. Besides, Le Boeuf still pay attention to every step of the order and storage of each type of product freight because raw materials must be hygienic with the best quality until it reaches the consumer's tables.

Pastry Business

Bake Cheese Tart, ZakuZaku, and RAPL, which are pastry brands of BAKE WORKS, are imported as semi-finished goods from a factory located in Japan. They are delivered directly to Thailand in the form of frozen food. Afterwards, they are freshly baked daily within each branch in Thailand. The quantity of orders is projected in advance based on market trends and sales history, using data collected by the Company from past to present. This data is analyzed using computational tools to determine the appropriate order quantities that meet market demand. These operations adhere to the production policies of BAKE INC., the parent company based in Japan, which manufactures and distributes baked goods.

10.2 Marketing and Competition

(A) Competition and product distribution policies

Japanese Restaurant Business

KAGONOYA aims to create high-end food and service at a moderate price for most customers to reach easily, which leads KAGONOYA to become one of the leaders in Japanese-style Shabu- Shabu buffet restaurants and 15% of customers who return to the restaurant are repeat customers. The brand's main customers are the group that prioritizes the quality of the products and services. In accordance with the Company's trading position in the market for high-quality products, the location of stores then has opened in the city center or in suburban areas with population growth. Those mentioned factors have contributed to the brand under the management of Eastern Cuisine (Thailand) Company Limited, has taken a business advantage owing to the good training of standards of service and in-store operations directly from Japan. Likewise, another group of target customers that the Company focuses on and is planning to develop our service for the group of customers who purchase a high volume of products, such as a catering business, etc.

In addition, KAGONOYA has planned and developed product management as well as communication and sales channels to adapt to the changing market conditions as well as focus on online marketing across all platforms, including the brand's own platforms and those of influencers/KOLs and various partner applications, along with delivery services. Consideration is given to selecting the appropriate location, focus on quality and service, make a difference as well as building relationships with customers, which is the key to a business' long-term survival.

European Style Restaurant Business

Le Boeuf restaurant has implemented a modernized service approach to cater to the dining habits of Thai customers by offering diverse promotions to meet the increasing demand in various forms. Moreover, they

recognize that high-quality food must be accompanied by quality service, so they provide training to their staff to develop their skills alongside the food quality.

Le Boeuf focuses on targeting customers of all genders and ages, emphasizing cooking methods, ingredients, flavors, and beautiful presentation to appeal to the target audience interested in online content creation.

Through studying customer behaviors and preferences. To serve customers' need, they have developed various food formats and services, created promotions for customers and prioritize convenient, easily accessible locations with multiple transportation options, along with online communication through various platforms, collaborating with influencers / KOLs who have influence in recommending different types of food. Additionally, they promote sales through various media channels both domestically and internationally. They adjust their marketing strategies to align with different festivals to resonate with Thai people and welcome foreign visitors to Thailand. Furthermore, they have planned distribution channels and payment methods to provide easy access for customers in all target groups.

Pastry Business

Normally, BAKE WORKS has focused on competition in the market for high-quality products which has few direct competitors. Most of which are imported brands from abroad. The main customers of the brand are those that focus on the quality of the products because of the brand positioning emphasizing the market of high-quality products as well as the strategy of opening a store in a central location to reach the target customer group. The customers in this market have spending behaviors that mainly focus on the quality of products and services. Those have made brands under the management of BAKE CO. have business advantages due to standard service and in-store operations. The employees are well trained by trade rights owners both in Japan and in Thailand. Likewise, another group of target customers that the Company focuses on and is planning to develop our service for the group of customers who purchase a high volume of products, such as a catering business, etc.

Moreover, BAKE CO. has imposed a marketing plan and the development of product management as well as communication and sales channels to adapt to the changing market conditions by an emphasis on the roles of Influencer/KOLs in food recommendations and increasing popular online platforms to search for restaurants. As a key to the business' Long-term survival, the Company has considered and emphasized choosing the right location, better quality, making differentiation, and good relationships with customers.

(B) Industry and competitive conditions

Japanese Restaurant Business

The trend of the food business in Thailand continues to show consistent growth. The restaurant industry in 2023 reached a value of 435 billion baht, with a growth rate of 7.1%. The expansion of the food business is



not yet widespread, and most entrepreneurs still face various challenges, such as intense competition in every segment and price level, high business costs, and labor shortages. These factors affect the ability to generate profits and sustain the business in the long run, given the longer payback period. This is evident in the survival rate of restaurants that manage to stay in operation for more than three years after opening. Restaurants that are likely to encounter challenges include those in the Casual Dining segment, as there is a high density of players in this segment, and Quick Service Restaurants that face changing consumer behaviors.

Amidst the wide variety of food options available to Thai consumers from different countries and cuisines, it is undeniable that one of the popular choices among Thai people is "Japanese cuisine." The Japanese food market remains significant and continues to grow, despite intense competition in the restaurant industry. This is further supported by the findings of a recent survey conducted by the Japan External Trade Organization (JETRO) Bangkok, which provides clear data and statistics. The latest survey conducted in 2023 revealed that there are a total of 5,751 Japanese restaurants in Thailand, an increase of 426 restaurants or 8.0% compared to the previous year (5,325 restaurants in 2022). The increase in the number of Japanese restaurants is evident not only in Bangkok but also in the surrounding provinces and various other provinces, particularly in the suburban areas and major cities.

Currently, it is observed that shabu-shabu restaurants in the Thai market cater to a diverse range of customers based on the location of their branches and the time periods. This results in a high level of diversity among consumer groups. As for buffet-style Japanese restaurants under the KAGONOYA brand, which has branches in both Bangkok and the surrounding provinces, located in large and medium-sized shopping centers, including standalone stores. They face competition from other brands and services targeting similar customer segments, making them direct competitors of KAGONOYA. The notable competitors consist of 7 brands, which are Mo Mo Paradise, You & I, Akiyoshi, Onyasai, Shibuya Shabu, Tajimaya, and Nobu Shabu.

European Style Restaurant Business

The restaurant Le Boeuf is a full-service restaurant that has experienced growth compared to the previous year. The Kasikorn Research Center estimates that the restaurant business is expected to grow by 2.7% to 4.5% from 2022 (compared to an estimated expansion of 12.9% in 2022), with a total value of 4.18 to 4.25 trillion baht. This total value is still lower than before the COVID-19 pandemic, due to the challenges faced by full-service restaurants in their recovery process. While street food and limited-service restaurants with storefronts may see a higher revenue recovery compared to pre-pandemic levels, maintaining profitability for full-service restaurants remains a continuous challenge that business owners need to handle cautiously.

Le Boeuf prioritizes building brand loyalty due to the intense competition in the current market, particularly in the food and beverage industry by focusing on both service and food, aiming to meet every customer's needs. Not only the food and taste, but also to creating a memorable experience for customers that will make them want to return. Le Boeuf also emphasize the importance of food delivery services because this

changing behavior is not just dining out. The trend of ordering food through applications is continuously increasing, and delivering food directly to consumers' hands is an important channel that can increase sales and the efficiency of our business.

Pastry Business

For the year 2023, the value of the bakery market in Thailand is estimated to be 44,250 million baht (according to Thailand Business Plus). This market has shown continuous growth due to the recovering economic situation and increased consumer confidence in returning to normal life. It is evident that the bakery products have consistently grown, aligning with the current lifestyle that emphasizes convenience, speed, and satiety. However, beyond satiety, people nowadays tend to consider the visual appearance of the pastries as an important factor. The brands we have gathered data on not only maintain quality in terms of taste but also have visually appealing products that attract consumers.

In 2023, this led to increased competition within the industry. This was due to 1) a large number of shops distributing in pastry and bakery business have expanded their distribution channels by purchasing from the store or Grab and Go, to be the delivery channel to customer's hand due to the changing behavior and lifestyle of consumers by focusing on using online media to search for places and food menus, including ordering food through various applications widely. This phenomenon can be seen in the emergence of many food applications, resulting in consumers have more alternatives to access more products of small entrepreneurs; and 2) There have been many new players joining this industry, especially the pastry and bakery in Café style, for example, beverage shops serving bakery products which in line with consumers' behaviors to drink and eat in. This has been a growing tendency of intense competition as it currently is a popular food serving.

From the above information, although there are increasing new competitors in the market. BAKE WORKS' business has a comparative advantage of competitiveness with other non-branded pastry competitors since it has taken a famous bakery brand from Japan as well as popular Thai brands of Thai people. In addition, BAKE WORKS has the potential to search and negotiate for qualified locations for both permanent stores and temporary stores which have helped to promote an advantage in reaching customers.

Attachment 2 Business information and operating results of Fruita Biomed Company Limited

1. Basic information

1.1. General information of the Company

Company's Name	: Fruita Biomed Company Limited ("FRUITA")
Type of business	: Operating in a biotechnology development business
Headquarter	: No. 37/11 Moo 4, Takhian Sub-District, Sam Khok District, Pathum Thani
Address	: Province 12160
Date of Incorporation	: September 22, 2020
Registered capital	: 320,000,000 Baht (As of February 23, 2023)
Paid-up capital	: 288,000,000 Baht (As of February 23, 2023)
Par value	: 100.00 Baht (per share)

2. Business Characteristics

FRUITA was established on September 22, 2563. FRUITA initially started with the production of vegetable and fruit beverages. Then the company embarked on research and development of a biodegradable plastic called PHA (Polyhydroxyalkanoates) using by-products from production, such as banana peels, mango peels, pineapple peels, and yellow bean husks, by utilizing biotechnology to biodegrade these materials into various forms of biochemicals used as materials for bioplastic production and manufacturing of products.

Currently, FRUITA conducts business in relation to biotechnology development, with the following main business segments:

2.1 Bio-grade plastic products business (Bio Packaging)

FRUITA produces and distributes compostable packaging for beverages and food. The packaging is made from biopolymer called PHA (Polyhydroxyalkanoates), derived from agricultural by-products, fruits, and vegetables, which undergo a biological process and transformed into packaging that has similar appearance and characteristics to conventional plastic packaging but can fully biodegrade in natural conditions when buried or under suitable circumstances. Additionally, each product has unique properties, such as food packaging that extends the shelf life of food, garbage bags that slow down the decomposition process, document pouches with moisture-resistant and UV light protection properties, and delicate plastic packaging for consumer goods that inhibits oxidation reactions and prolonging the shelf life of the packaged goods. FRUITA also offers other products, including spoons, forks, drinking straws, adhesive tapes, handle bags, and food-preserving plastic films.



2.2 Bio Beverage / Bio Food / Bio Condiments

FRUITA produces, distributes, and provides services related to beverages, food, and health food ingredients. These products are manufactured using synthetic bioprocessing techniques to create suitable nutritional substances. The food products and health food ingredients are produced by a formulation development process that helps reduce sugar, sodium, and fat content. The main customer groups include individuals with food allergies, the elderly, those seeking dietary control, and patients. The products are typically ready-to-eat or pre-prepared foods that have a longer shelf life. Regarding the health beverage products, they are produced from fresh fruits and organic ingredients without any processing, and adding probiotics, which are beneficial living microorganisms, which also reduced sugar and calorie content. FRUITA also provides food and beverage services, including the delivery of ready-to-eat food and beverages or pre-prepared food and beverages through centralized kitchens for various events and venues.



2.3 Consulting services in research and development of products related to biotechnology.

Provide conducting research and consulting services for research and development, focusing on products derived from biotechnology. The company applies biotechnological techniques in delivering such services.

2.4 Consulting services in the design and construction of biotechnology facilities

Provide consulting services for designing and establishing research laboratories and facilities related to biotechnology. This includes designing and constructing research facilities and projects where the company provides consulting services.

3. Revenue structure

Revenue structure classified by business group for 2021-2023 are as follows:

(Unit: THB Million)	2021		2022		2023	
	Amount	%	Amount	%	Amount	%
Revenue from sales	181.19	89.57	195.04	89.09	192.99	63.28
Revenue from services	21.11	10.43	13.80	6.30	58.82	19.29
Revenue from food and beverage services	0.00	0.00	10.09	4.61	53.17	17.43
Total revenue	202.30	100.00	218.93	100.00	304.98	100.00

4. Shareholders and Board of Directors

As of February 23, 2024, list of shareholders are as follows:

No.	List of shareholders	Number of share hold	Shareholding (%)
1.	Mr. Phisit Kittithanetphanich	1,568,000	49.00
2.	Mr. Rakchai Rengsomboon	816,000	25.50
3.	Ms. Satita Balasuvatthi	816,000	25.50
Total		3,200,000	100.00%

As of February 23, 2024, The Board of Directors of FRUITA are consisting of 2 individuals as follows:

No.	List of Directors	Position
1.	Mr. Rakchai Rengsomboon	Director
2.	Ms. Satita Balasuvatthi	Director

5. Consolidated Financial Statement

Statement of Financial Position

(Unit: THB Million)	2020	2021	2022	2023
Assets				
Current assets				
Cash and cash equivalents	2.10	5.22	46.30	67.62
Trade and other current receivables	-	184.26	114.01	103.98
Inventories	-	2.15	0.65	5.50

(Unit: THB Million)	2020	2021	2022	2023
Other current assets	2.88	73.32	73.06	113.22
Total current assets	4.98	264.95	234.02	290.31
Non-current assets				
Long-term loans to related parties	-	0.40	0.35	-
Building and equipment – net	-	101.10	130.54	198.23
Intangible assets	-	-	0.07	-
Total non-current assets	-	101.50	130.96	364.98
Total assets	4.98	366.45	364.98	488.55
Liabilities and Shareholders' equity				
Current liabilities				
Trade and other current payables	0.02	128.38	67.82	265.53
Short-term loans from related parties	-	1.55	0.01	-
Income tax payable	-	14.58	15.77	7.21
Other current liabilities	2.21	2.04	0.58	0.63
Total current liabilities	2.23	146.55	84.18	273.38
Non-current liabilities				
Employee benefit obligations	-	0.02	0.16	0.66
Total non-current liabilities	-	0.02	0.16	0.66
Total liabilities	2.23	146.57	84.34	274.03
Shareholders' equity				
Share capital				
Registered capital				
2022: 3,200,000 Ordinary shares @ Baht 100.00 each			320.00	320.00
2021: 2,500,000 Ordinary shares @ Baht 100.00 each		250.00		
2020: 50,000 Ordinary shares @ Baht 100.00 each	5.00			
Issued and paid-up share capital				
2022: 2,500,000 Ordinary shares @ Baht 55.80 each			157.00	157.00
: 700,000 Ordinary shares @ Baht 25.00 each				
2021: 2,500,000 Ordinary shares @ Baht 55.80 each		139.50		
2020: 50,000 Ordinary shares @ Baht 55.80 each	2.79			
Share Subscription Receivable	-	(5.00)	(17.50)	(17.50)
Legal reserve	-	-	-	7.50
Retained Earnings	(0.04)	85.38	152.78	67.51
Shareholders' equity	2.75	219.88	292.28	214.51
Total liabilities and shareholders' equity	4.98	366.45	364.98	488.55

Statement of Comprehensive Income

(Unit: THB Million)	2020	2021	2022	2023
Revenues				
Revenue from sales	-	202.30	218.93	304.98
Other income	-	0.69	2.52	0.56



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(Unit: THB Million)	2020	2021	2022	2023
Total revenues	-	202.99	221.45	305.54
Expense				
Costs of goods sold and services	-	89.31	148.06	231.98
Selling expenses	-	0.27	1.23	0.70
Administrative expenses	0.04	13.21	15.00	13.49
Total cost of sale and service	0.04	102.79	164.29	246.17
Profit (loss) before finance costs and income tax expense	(0.04)	100.20	57.16	59.37
Finance costs	-	-	(0.03)	-
Profit (loss) before income tax expense	(0.04)	100.20	57.13	59.37
Tax income (expense)	-	(14.79)	(1.37)	(4.33)
Profit (loss) for the year	(0.04)	85.42	55.76	55.03

Key Financial Ratios

Key Financial Ratio	Unit	2021	2022	2023
Profitability Ratios				
Return on Equity	%	76.74	21.77	21.72
Return on Assets	%	53.95	15.63	13.91
Net Profit Margin	%	42.08	25.18	18.01
EBIT Margin	%	49.36	25.81	19.43
Gross Profit Margin	%	55.66	32.00	23.89
Liquidity Ratios				
Current Ratio	Times	1.81	3.23	1.06
Quick Ratio	Times	1.29	2.21	0.63
Efficiency Ratios				
Fixed Asset Turnover	Times	2.01	2.04	2.18
Total Asset Turnover	Times	1.09	0.80	0.77
Inventory Turnover	Times	41.54	92.58	110.06
Average Inventory Period	Days	8.79	3.94	3.32
Account Receivable Turnover	Times	1.10	1.31	2.36
Average Collection Period	Days	332.45	277.92	154.46
Accounts Payable Turnover	Times	1.39	1.82	1.75
Average Payment Period	Days	262.38	200.05	208.30
Cash Cycle	Days	78.86	81.81	-50.52
Coverage Ratios				
Debt to Equity Ratio	Times	0.67	0.25	1.28
Interest Coverage Ratio	Times	N/A	1,905.33	N/A

6. Management discussion and analysis

6.1. Operating result and profitability

For the operating result in 2023, FRUITA had a net profit of 55.03 million baht, which decreased by 0.73 million baht compared to the previous year. This decrease was primarily due to experiment and production formula adjustments, resulting in increased production costs in 2023. Additionally, the increase in the number of employees led to higher salary expenses, and there was an increase in depreciation for machinery. Furthermore, FRUITA incurred higher income tax expenses as a result of conducting business without receiving corporate income tax exemptions. The income tax expenses for the year 2023 amounted to 4.33 million baht, representing an increase of 2.96 million baht compared to the previous year.

In 2023, FRUITA recognized revenue from its core business operations amounting to 304.98 million baht, which increased by 86.05 million baht or 39.30% compared to the previous year. FRUITA had a gross profit of 73.00 million baht (gross profit margin of 23.89%), which increased by 2.13 million baht or 3.01% compared to the gross profit in the previous year. In 2022, FRUITA had a gross profit of 70.87 million baht (gross profit margin of 32.00%).

6.2. Cost and expense of goods and services and gross profit

In 2023, FRUITA had cost of sales and service amounting to 231.98 million baht, which increased by 83.92 million baht or 56.68% compared to the same period of the previous year. Meanwhile, FRUITA had selling and administrative expenses totaling 13.49 million baht, which decreased by 1.51 million baht or 10.04% compared to the year 2022.

6.3. Financial Position

As of December 31, 2023, FRUITA's financial statement shows total assets of 488.55 million baht, total liabilities of 274.03 million baht, and shareholders' equity of 214.51 million baht. In comparison, at the end of 2022, FRUITA had total assets of 364.98 million baht, total liabilities of 72.70 million baht, and shareholders' equity of 292.28 million baht. The significant changes in FRUITA's financial position are as follows:

- 1) As of December 31, 2023, FRUITA had total assets of 488.55 million baht, which increased by 123.57 million baht or 33.86% compared to the end of 2022. The main reason for this increase was the growth in other current assets, amounting to 40.16 million baht, which represents a 54.96% increase compared to the previous year. In 2023, the other current assets amounted to 113.22 million baht, compared to 73.06 million baht in 2022. This increase was mainly attributed to advance payments for land and the expansion of buildings and equipment, totaling 67.69 million baht, or a 51.86% increase compared to the previous year. In 2023, the buildings and equipment amounted to 198.23 million baht, compared to 130.54 million baht in 2022. This increase reflects investments in machinery and equipment.

- 2) As of December 31, 2023, FRUITA had total liabilities of 274.03 million baht, which increased by 201.34 million baht or 276.94% compared to the end of 2022. The main reason for this increase was the growth in trade payables and other payables, amounting to 197.71 million baht, which represents a 291.53% increase compared to the previous year. In 2023, trade payables and other payables amounted to 265.53 million baht, compared to 67.82 million baht in 2022. This increase can be attributed to the inclusion of accrued dividend totaling 132.80 million baht.

As of December 31, 2023, FRUITA had shareholders' equity of 214.51 million baht, which decreased by 77.77 million baht or 26.61% compared to the end of 2022, due to the decrease in retained earnings of 85.27 million baht and an increase in legal reserves of 7.50 million baht. Currently, FRUITA has a paid-up capital of 157.00 million baht, divided into 2.50 million ordinary shares with a par value of 55.80 baht per share, and 0.70 million ordinary shares with a par value of 25.00 baht per share.

7. Factors or events that may affect the operating result and financial position in the future

External factors that may affect FRUITA's operating result potentially deviate from the set targets or undergo significant changes including changes in the global and Thai economic conditions, shifts in consumer demand, legal and regulatory risks, and competition-related risks.

8. Industry and competitive conditions


For the situation of PHA (Polyhydroxyalkanoates) in the global market, Statista forecasts an average annual growth rate (CAGR) of 9.29% from 2022 to 2028. The estimated market value could reach up to 95.5 million US dollars by 2028. The largest market for PHA in terms of volume and market value is the European region due to the stringent regulations, various legislations related to plastic usage, and the promotion of biodegradable and compostable plastics in many European countries. Key driving factors in the PHA market include the demand for environmentally friendly materials, such as the shift towards controlling or banning plastic bags in some countries, the UNEP's Clean Sea initiative launched in 2017, and additional regulations by the European Union regarding food contact materials (EU) No. 10/2011 in 2019, which focus on food packaging safety. These factors contribute to the increased adoption of PHA-based packaging. Although PHA effectively addresses environmental concerns and health-related issues, the production costs of PHA are higher compared to conventional plastics, ranging from 20% to 80% due to the fact that PHA is not widely used and is still in the research and development stage.


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