



# Financial Report



## Report of the Board of Directors' Responsibilities on Financial Statements

Board of Directors is responsible for the financial statements of WOW Factor Public Company Limited and its subsidiaries, which are prepared according to financial reporting standards under the Accounting Act B.E. 2543 and in compliance with the regulations of the Supervisory Board, Securities and Exchange Commission regarding the preparation and presentation of financial reports under the Securities and Exchange Act B.E. 2535. The selection of appropriate accounting policies is carefully considered and adhered to, along with ensuring adequate disclosure of important information in the notes to the financial statements. The auditor has examined the financial statements and expressed unconditional opinions in the auditor's report.

The Board of Directors places great importance on fulfilling duties and responsibilities in accordance with the policy of good corporate governance continuously. This is to ensure the efficient, transparent, and trustworthy operations of the company, including having an internal control system in place and proper risk management to ensure the accuracy, completeness, and sufficiency of accounting information. This also helps in preventing fraud, corruption, or significantly abnormal operations.

The Board of Directors has appointed the Audit Committee consisting of independent and qualified directors to directly oversee the financial reports. This includes reviewing the adequacy of internal controls, internal audit, and risk management, as well as disclosing information about related transactions. The opinions of the Audit Committee are presented in the Audit Committee Report, which is included in this annual report.

The Board of Directors holds the opinion that the Company's internal control and internal audit system overall are at a satisfactory level. They are confident that the consolidated financial statements of the Company and its subsidiaries, as well as the separate financial statements for the year ending December 31, 2023, are correct in all aspects. They are prepared according to financial reporting standards and in compliance with relevant laws and regulations.

A handwritten signature in blue ink, appearing to read 'Saowanee Khaoubol'.

Ms.Saowanee Khaoubol

A handwritten signature in blue ink, appearing to read 'Tanawat Ueasiripan'.

Mr. Tanawat Ueasiripan

Authorized Director

Wow Factor Public Company Limited  
Independent Auditor's Report on Financial Statement  
December 31, 2023



**A&A OFFICE**  
COMPANY LIMITED

บริษัท สำนักงาน เอ แอนด์ เอ จำกัด

246 อาคารไทมส์ สแควร์ ชั้น 21 ห้องเลขที่ 21-01

ซอยสุขุมวิท 12-14 ถนนสุขุมวิท แขวงคลองเตย

เขตคลองเตย กรุงเทพมหานคร 10110 โทร. 02-254-9272

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## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Wow Factor Public Company Limited

### Opinion

I have audited the accompanying consolidated and separate financial statements of Wow Factor Public Company Limited and its subsidiaries (the Group) and of Wow Factor Public Company Limited (the Company), which comprise the consolidated and separate statements of financial position as at December 31, 2023, and the related consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in shareholders' equity and consolidated and separate statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the Wow Factor Public Company Limited and its subsidiaries and of Wow Factor Public Company Limited as at December 31, 2023, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

### Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

### Material Uncertainty Related to Going Concern

As discussed in note 2 to the financial statements, The Group has experienced the continuous operating losses. As at December 31, 2023, the Group has deficit to the consolidated and separate financial statements amounting to Baht 1,116.30 million and Baht 886.02 million respectively, however, as at the same date, the Group has the shareholders' equity according to the consolidated and separate financial statements in amounting to Baht 182.81 million and Baht 413.08 million respectively, these conditions, along with other matters as set forth in note 2 to the financial statements, indicate the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. My opinion is not modified in respect of this matter.



## Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

### Impairment of investment in subsidiaries, goodwill and intangible assets

As at 31 December 2023, the Group has investments in subsidiaries of Baht 421.44 million, goodwill of Baht 246.18 million, and intangible assets of Baht 146.54 million which is derived from investment in restaurant business. In accordance with Thai Financial Reporting Standards, the Group is required to test impairment of such assets at the end of each reporting period. Such impairment test requires significant judgement and assumptions of management, relate to the cash flows projection of restaurant business together with the consideration of discount rate for determination of projected cash flows which may affected by changes in the economic condition, market situation and specific risk of assets.

I have focus on audit of impairment of goodwill, intangible assets, and investment in subsidiaries, because these assets have significant impact to the overall financial statements and the Group has disclosed in Notes 12, 14 and 15 to financial statements.

### Audit procedures

Procedures for assessment the projection of operating results and financial model prepared by the Company's management are as follows:

- Understood and evaluated of assumptions and procedures for calculation of cash flow projections applied by management.
- Evaluated the professional competency and independence of management and auditor expert.
- Assessed the discount rate by reference and comparing the same industries information to ensure that the discount rate used by the management is reasonable.
- Tested calculation for the recoverable amount.
- Reviewed the sensitivity analysis provided by management and considered the impact to recoverable amount.
- Considered the adequacy and appropriateness of the Group's disclosure for assumption and recoverable amount of goodwill, intangible assets, and investments in subsidiaries.

#### Other Matter

The consolidated financial statements of Wow Factor Public Company Limited and its subsidiaries and separate financial statements of Wow Factor Public Company Limited for the year ended 31 December 2022, presented as comparative information, were audited by another auditor who expressed an unmodified opinion on those statements according to the report dated 27 February 2023.

#### Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance to correct the material misstatement.

#### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I have required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.



I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the accompanying consolidated and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is



Somchat Kalsuk

Certified Public Accountant Registration No. 9669

A&A OFFICE COMPANY LIMITED

Bangkok,

February 15, 2024

## WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

As at December 31, 2023

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	2023	2022	2023	2022
<u>Assets</u>					
Current assets					
Cash and cash equivalents	7	26,749,869	16,156,159	12,517,971	1,754,074
Trade and other current receivables	8	37,673,877	25,871,749	39,544,012	22,197,278
Short-term loans to related parties	6	-	-	197,184,987	254,217,093
Inventories	9	6,764,992	13,090,553	-	-
Advances for share subscription	10	-	-	-	-
Total current assets		71,188,738	55,118,461	249,246,970	278,168,445
Non-current assets					
Restricted deposits with financial institution	11	400,000	400,000	-	-
Other non-current financial assets	12	27,245,995	27,245,995	27,245,995	27,245,995
Investments in subsidiaries	13	-	-	421,438,747	302,654,364
Building improvement and equipment	14	105,234,122	57,346,636	17,647,667	232,281
Right-of-use assets	15	108,636,871	116,211,038	12,724,410	3,329,577
Goodwill	16	246,183,502	267,444,262	-	-
Intangible assets	17	146,544,610	150,051,973	3,219,626	51,933
Other non-current assets		33,954,898	26,272,364	2,785,673	1,193,908
Total non-current assets		668,199,998	644,972,268	485,062,118	334,708,058
Total assets		739,388,736	700,090,729	734,309,088	612,876,503

Notes to financial statements are an integral part of these financial statements.

6

**WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF FINANCIAL POSITION**  
**As at December 31, 2023**

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	2023	2022	2023	2022
<u>Liabilities and shareholders' equity</u>					
Current liabilities					
Bank overdraft and short-term loans from					
financial institution	18	8,742,594	10,042,363	-	-
Short-term loans	18	284,501,005	330,297,711	284,501,005	330,297,711
Trade and other current payables	19	103,262,388	86,328,078	21,866,795	20,208,322
Current portion of long-term loans from					
financial institution	20	3,049,490	3,213,610	-	-
Current portion of lease liabilities	15	26,644,432	27,234,462	2,194,365	568,294
<b>Total current liabilities</b>		<b>426,199,909</b>	<b>457,116,224</b>	<b>308,562,165</b>	<b>351,074,327</b>
Non-current liabilities					
Long-term loans from financial institutions	20	8,293,522	10,675,392	-	-
Lease liabilities	15	83,813,488	91,513,901	10,860,376	2,169,700
Deferred tax liabilities	21	27,880,515	29,007,216	-	-
Employee benefit obligations	22	3,249,750	2,296,760	1,809,394	392,529
Provision for cost of dismantling assets	23	6,785,086	6,302,157	-	-
Other non-current liabilities		360,000	635,000	-	-
<b>Total non-current liabilities</b>		<b>130,382,361</b>	<b>140,430,426</b>	<b>12,669,770</b>	<b>2,562,229</b>
<b>Total liabilities</b>		<b>556,582,270</b>	<b>597,546,650</b>	<b>321,231,935</b>	<b>353,636,556</b>

Notes to financial statements are an integral part of these financial statements.

7

## WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

As at December 31, 2023

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	2023	2022	2023	2022
<b>Liabilities and shareholders' equity (continued)</b>					
<b>Shareholders' equity</b>					
<b>Share capital</b>					
1,704,744,069 Ordinary shares					
@ Baht 1 each	24	<u>1,704,744,069</u>		<u>1,704,774,069</u>	
1,320,368,356 Ordinary shares					
@ Baht 1 each			<u>1,320,368,356</u>		<u>1,320,368,356</u>
Issued and paid-up share capital					
1,030,597,212 Ordinary shares					
@ Baht 1 each		1,030,597,212		1,030,597,212	
813,913,390 Ordinary shares					
@ Baht 1 each			813,913,390		813,913,390
Surplus		268,502,745	257,402,745	268,502,745	257,402,745
Deficit		<u>(1,116,296,191)</u>	<u>(968,774,756)</u>	<u>(886,022,804)</u>	<u>(812,076,188)</u>
Shareholders' equity of Parent Company		182,803,766	102,541,379	413,077,153	259,239,947
Non-controlling interests of subsidiaries		<u>2,700</u>	<u>2,700</u>	<u>-</u>	<u>-</u>
<b>Total shareholders' equity</b>		<u>182,806,466</u>	<u>102,544,079</u>	<u>413,077,153</u>	<u>259,239,947</u>
<b>Total liabilities and shareholders' equity</b>		<u>739,388,736</u>	<u>700,090,729</u>	<u>734,309,088</u>	<u>612,876,503</u>

Notes to financial statements are an integral part of these financial statements.

8



## WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF COMPREHENSIVE INCOME

For the year ended December 31, 2023

(Unit : Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
<b>Revenue</b>					
Management income		-	-	7,660,800	11,606,360
Revenue from sales		311,774,885	344,486,602	-	-
Costs of sales		(159,669,034)	(172,301,732)	-	-
<b>Gross Profit</b>		152,105,851	172,184,870	7,660,800	11,606,360
Other income		11,719,460	3,331,630	13,491,126	38,136,959
<b>Profit before expense</b>		163,825,311	175,516,500	21,151,926	49,743,319
Selling Expenses		(155,764,663)	(154,744,970)	-	-
Administrative Expenses		(116,766,376)	(300,667,646)	(61,345,850)	(811,963,843)
<b>Total other expenses</b>		(272,531,039)	(455,412,616)	(61,345,850)	(811,963,843)
<b>Loss before financial cost and income tax</b>		(108,705,728)	(279,896,116)	(40,193,924)	(762,220,524)
Financial cost	29	(39,942,408)	(56,518,481)	(33,752,692)	(50,413,037)
<b>Loss before income tax</b>		(148,648,136)	(336,414,597)	(73,946,616)	(812,633,561)
Income tax revenue	27	1,126,701	5,645,899	-	-
<b>Loss for the year for continuing operations</b>		(147,521,435)	(330,768,698)	(73,946,616)	(812,633,561)
<b>Discontinued operation</b>					
Loss for the year from discontinued operations					
- net of income tax		-	(245,221,690)	-	-
<b>Loss for the year</b>		(147,521,435)	(575,990,388)	(73,946,616)	(812,633,561)
<b>Other comprehensive income</b>					
<b>Item that will not be reclassified to profit or loss</b>					
<b>Actuarial gain</b>					
from continuing operations		-	3,178,081	-	1,356,857
from discontinued operations		-	-	-	-
<b>Other comprehensive income for the year</b>		-	3,178,081	-	1,356,857
Total comprehensive income for the year for continuing operations		(147,521,435)	(327,590,617)	(73,946,616)	(811,276,704)
Total comprehensive income for the year for discontinued operations		-	(245,221,690)	-	-
<b>Total comprehensive income for the year</b>		(147,521,435)	(572,812,307)	(73,946,616)	(811,276,704)

Notes to financial statements are an integral part of these financial statements.

9

**WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**  
**For the year ended December 31, 2023**

(Unit : Baht)

		Consolidated financial statements		Separate financial statements	
	Notes	2023	2022	2023	2022
<b>Loss attributable to:</b>					
The Company's shareholders	27				
Loss from continuing operations		(147,521,435)	(330,768,698)	(73,946,616)	(812,633,561)
Loss from discontinued operations		-	(243,272,587)	-	-
Non-controlling interests					
Loss from discontinued operations		-	(1,949,103)	-	-
		<u>(147,521,435)</u>	<u>(575,990,388)</u>	<u>(73,946,616)</u>	<u>(812,633,561)</u>
<b>Total comprehensive income attributable to:</b>					
The Company's shareholders	27				
Total comprehensive income from continuing operations		(147,521,435)	(327,590,617)	(73,946,616)	(811,276,704)
Total comprehensive income from discontinued operations		-	(243,272,587)	-	-
Non Controlling Interest					
Total comprehensive income from discontinued operations		-	(1,949,103)	-	-
		<u>(147,521,435)</u>	<u>(572,812,307)</u>	<u>(73,946,616)</u>	<u>(811,276,704)</u>
<b>Basic earnings (loss) per share</b>					
Basic loss per share	27				
Continuing operations		(0.168)	(0.406)	(0.084)	(0.998)
Discontinued operations		-	(0.299)	-	-
Weighted average number of ordinary shares					
(Unit : Shares)		<u>877,250,217</u>	<u>813,913,390</u>	<u>877,250,217</u>	<u>813,913,390</u>
<b>Diluted earnings (loss) per share</b>					
Diluted loss per share	27				
Continuing operations		(0.665)	(0.398)	(0.083)	(0.978)
Discontinued operations		-	(0.293)	-	-
Weighted average number of ordinary shares					
(Unit : Shares)		<u>894,179,605</u>	<u>830,842,784</u>	<u>894,179,605</u>	<u>830,842,784</u>

Notes to financial statements are an integral part of these financial statements.

10

**WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

For the year ended December 31, 2023

CONSOLIDATED STATEMENTS	Notes	Attributable to equity holders of the parent company						controlling interests of subsidiaries	Total
		Issued and paid-up share capital	Surplus on		shareholders' equity of Parent Company	Deficit	premium on share		
			share reduction	share					
Balance as at January 1, 2022		813,913,390	257,402,745	-	(397,911,552)	673,404,583	2,775	673,407,358	
Additional paid-up shares on indirect subsidiary		-	-	-	-	-	6,900,200	6,900,200	
Decrease in disposal on indirect subsidiary		-	-	-	-	-	(4,951,172)	(4,951,172)	
Transaction with shareholders		-	-	-	-	-	1,949,028	1,949,028	
Comprehensive income									
Loss for the year					(574,041,285)	(574,041,285)	(1,949,103)	(575,990,388)	
Other Comprehensive Income		-	-	-	3,178,081	3,178,081	-	3,178,081	
Total comprehensive income for the year		-	-	-	(570,863,204)	(570,863,204)	(1,949,103)	(572,812,307)	
Balance as at December 31, 2022		813,913,390	257,402,745	-	(968,774,756)	102,541,379	2,700	102,544,079	
Additional paid-up shares		216,683,822	-	11,100,000	-	227,783,822	-	227,783,822	
Comprehensive income									
Loss for the year		-	-	-	(147,521,435)	(147,521,435)	-	(147,521,435)	
Total comprehensive income for the year		-	-	-	(147,521,435)	(147,521,435)	-	(147,521,435)	
Balance as at December 31, 2023		1,030,597,212	257,402,745	11,100,000	(1,116,296,191)	182,803,766	2,700	182,806,466	

Notes to financial statements are an integral part of these financial statements.



**WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES**  
**SEPARATE STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

For the year ended December 31, 2023

SEPARATE STATEMENTS	Notes	Issued and share capital	Surplus on		Deficit	Total
			reduction	share		
Balance as at January 1, 2022		813,913,390	257,402,745	-	(799,484)	1,070,516,651
Comprehensive income						
Loss for the year		-	-	-	(812,633,561)	(812,633,561)
Other Comprehensive Income					1,356,857	1,356,857
Total comprehensive income for the year		-	-	-	(811,276,704)	(811,276,704)
Balance as at December 31, 2022		813,913,390	257,402,745	-	(812,076,188)	259,239,947
Additional paid-up shares		216,683,822	-	11,100,000	-	227,783,822
Comprehensive income						
Loss for the year		-	-	-	(73,946,616)	(73,946,616)
Total comprehensive income for the year		-	-	-	(73,946,616)	(73,946,616)
Balance as at December 31, 2023		1,030,597,212	257,402,745	11,100,000	(886,022,804)	413,077,153

(Unit : Baht)

Notes to financial statements are an integral part of these financial statements.

12

## WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF CASH FLOWS

For the year ended December 31, 2023

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Cash flows from operating activities</b>				
Loss before income tax	(148,648,136)	(581,636,287)	(73,946,616)	(812,633,561)
<b>Adjustments to reconcile profit (loss) before income tax to cash received (paid) from operating activities</b>				
Depreciation	16,832,145	45,387,706	1,254,048	281,681
Amortization of right-of-use assets	28,302,712	50,157,351	2,154,996	1,581,555
Amortization of intangible assets	1,470,127	50,669,348	30,898	30,898
Allowance for expected credit losses	-	-	-	2,850,480
Provision for cost of dismantling assets	(116,000)	5,368,421	-	-
Loss on disposal of assets	4,286	393,997	22,966	-
Gain on disposal of right-of-use		(2,829,812)	(84,299)	-
Loss on written-off assets	(1,836,254)	6,180,945	-	396,369
Loss on impairment of investment in subsidiary		-	19,715,617	145,800,000
Loss from losses control in subsidiary		-	-	61,793,205
Unrealised loss on exchange rate		124,247	-	-
Gain from rent concessions	(1,069,773)	(48,723)	-	(48,723)
Loss on sales of investment in subsidiaries and assets		100,711,458	-	562,346,725
Loss on impairment of goodwill	21,260,760	80,600,000	-	-
Loss on impairment of intangible assets	5,633,507			
Employee benefit	1,053,990	2,147,913	1,416,865	480,579
Interest expenses	39,942,408	56,518,481	33,752,692	50,413,037
Interest income	(53,168)	(13,885)	(13,054,114)	(38,026,609)
<b>Cash used in Operating Activities before changes in operating assets and liabilities</b>	(37,223,396)	(186,268,840)	(28,736,947)	(24,734,364)
<b>Changes in operating assets (increase) decrease</b>				
Trade and other current receivables	(2,811,775)	(9,715,125)	(17,346,735)	(3,115,609)
Inventories	6,325,561	(6,611,474)	-	-
Other non-current assets	(7,682,534)	(409,825)	(1,591,765)	(1,037,558)
<b>Changes in operating liabilities increase (decrease)</b>				
Trade and current other payables	(4,129,895)	100,495,035	535,939	10,119,158
Cash paid for employee benefits	(101,000)	(395,220)	-	-
Cash paid for cost of dismantling assets	-	(1,378,000)	-	-
Other none-current liabilities	(275,000)	27,000	-	-
<b>Cash paid from operating activities</b>	(45,898,039)	(104,256,449)	(47,139,508)	(18,768,373)
Received interest income	53,168	13,885	29,784,668.00	48,225,150
Paid interest expense	(30,467,393)	(48,165,380)	(29,295,612)	(51,098,032)
<b>Net cash used in operating activities</b>	(76,312,264)	(152,407,944)	(46,650,452)	(21,641,255)

Notes to financial statements are an integral part of these financial statements.

13

## WOW FACTOR PUBLIC COMPANY LIMITED AND SUBSIDIARIES

## STATEMENTS OF CASH FLOWS

For the year ended December 31, 2023

(Unit : Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
<b>Cash flows from investing activities</b>				
Cash received in short-term loan to related companies	-	-	145,806,219	570,983,683
Cash paid in short-term loan to related companies	-	-	(105,504,664)	(265,650,000)
Cash paid in restricted deposits with financial institution	-	(200,000)	-	-
Purchases of fixed assets and intangible assets	(57,280,627)	(138,814,799)	(20,791,821)	(92,700)
Cash received from disposal of assets	4,097,500	3,514,921	673,364	-
Cash received from disposal of investment in subsidiaries and assets	-	267,059,631	-	248,000,000
Cash paid for investment in subsidiaries	-	-	(138,500,000)	(576,636,000)
Net cash used in investing activities	(53,183,127)	131,559,753	(118,316,902)	(23,395,017)
<b>Cash flows from financing activities</b>				
Cash received in bank overdraft and short-term loans	260,500,000	478,450,000	260,500,000	456,900,000
Cash paid in bank overdraft and short-term loans	(311,263,220)	(309,759,835)	(309,963,451)	(303,736,549)
Cash received from short-term loan	-	39,000,000	-	39,000,000
Cash paid for short-term loans	-	(146,456,614)	-	(146,456,614)
Cash received from additional paid-up shares	227,783,822	-	-	-
Cash received for long-term loan from financial institution	-	-	-	-
Cash paid for long-term loan from financial institution	(2,524,016)	(2,527,469)	-	-
Repayment of lease liabilities	(34,407,485)	(56,614,870)	(2,589,120)	(2,381,239)
Cash received from increased share capital of indirect subsidiaries	-	6,900,200	227,783,822	-
Net cash provide from financing activities	140,089,101	8,991,412	175,731,251	43,325,598
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>				
	10,593,710	(11,856,779)	10,763,897	(1,710,674)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR</b>				
	16,156,159	28,012,938	1,754,074	3,464,748
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>				
	26,749,869	16,156,159	12,517,971	1,754,074

**Non cash items**

Transferred short-term loans to other company to short-term loans to related company	-	82,813,747	-	82,813,747
Disposal of right-of-use assets and lease liabilities	19,364,540.00	1,208,362	2,661,205.00	1,091,936
Transferred investment in subsidiary to other non-current financial assets	-	27,245,995	-	27,245,995
Recognition of right-of-use asset and lease liabilities	39,673,312	142,001,116	14,776,734	3,903,673
Payables for purchase of assets	20,504,881	(10,172,013)	1,122,533	-

Notes to financial statements are an integral part of these financial statements.

14



## WOW Factor Public Company Limited and Subsidiaries

### Notes to the financial statements

For the year ended 31 December 2023

#### 1 General information

Wow Factor Public Company Limited ("the Company") was incorporated as a public company in Thailand, and has been listed on the Stock Exchange of Thailand since 22 December 2003 with registration No. 0107546000041. The registered office address of the Company is at 304 Vanit Place Aree 18th floor, Phaholyothin Road, Samsennai, Phayathai District, Bangkok. The Company is engaged in investment in food and beverages business and the group are engaged in selling food and beverages.

#### 2 Going Concern

The Group has experienced the continuous operating losses, and the consolidated statement of comprehensive income for the years ended December 31, 2023 and 2022, present an operating loss in amount of Baht 147.52 million and Baht 572.81 million, respectively (Separate: in amount Baht 73.95 million and Baht 811.28 million, respectively). As at December 31, 2023 and 2022, the Group have deficit to the consolidated financial statements in amount of Baht 1,116.30 million and Baht 968.77 million respectively (Separate : in amount Baht 886.02 million and Baht 812.08 million, respectively), and the same date, the Group has to the shareholders' equity according to the consolidated financial statements in amount Baht 182.81 million and Baht 102.54 million, respectively, (Separate : in amount Baht 413.08 million and Baht 259.24 million, respectively).

The financial statements for the year ended December 31, 2023 of the Group have been prepared in accordance with the going concern basis, on the assumption that the Group will have working capital to be used for future project development from capital increasing and form receiving financial support from financial institutions or other financing. The management considers that the preparation of the Group's financial statements for the year ended December 31, 2023, in accordance with the accounting criteria for going concern is correct and appropriate. Therefore, the asset is not adjusted according to the recoverable amount and does not adjust the liability for the amount to be repaid and reclassify the account code, it may be necessary if the Group is unable to going concern operations.

#### 3 Basis of financial statements preparation

3.1 The consolidated and separate financial statements were prepared in accordance with the generally accepted accounting principle under the Accounting Act B.E. 2543, which include the already announced accounting standards, financial reporting standards and their interpretation including accounting guidance issued by the Federation of Accounting Professionals established under the Accounting Professions Act B.E. 2547 which reach the conclusion to be promulgated and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act, B.E. 2535 (or 1992).

The consolidated and separate financial statements were prepared and presented currency in Thai Baht which the functional currency of the Group, unless otherwise stated. And using historical cost basis except those disclosed otherwise in the accounting policies.



**WOW Factor Public Company Limited and Subsidiaries**

**Notes to the financial statements**

**For the year ended 31 December 2023**

The consolidated and separate financial statements issued for Thai reporting purposes are prepared in the Thai language. This English translation of the financial statements has been prepared for the convenience of readers not conversant with the Thai language.

**3.2 New standards and interpretations effective in current year**

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

The management of the Group has assessed and found that there is no impact on the financial statements in the year in which the standards are adopted.

**3.3 Use of judgment and estimates**

In preparation of financial statements in conformity with generally accepted accounting principles the management has to make estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and underlying assumptions are resulted from experience and other factors that the management has reasonably assurance under such circumstance. Actual results may differ from these estimates.

The estimates and underlying assumptions so used in preparation of the financial statements are reviewed on regular basis. Revisions to accounting estimates are recognised in the period in which estimates are revised and in any future periods affected. The areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amount recognized in the Group' financial statements.

**4 Basis of the consolidated financial statements preparation**

**4.1** The consolidated financial statements consist of the financial statements of the Company and subsidiaries (together called "The Group").

**4.2** The subsidiaries are enterprise under the control of the Group. This control occurs when the Group has a controlling power directly or indirectly in giving direction of financial policy and operation of that company in order to derive benefits from those subsidiaries. Also, the financial statements of the subsidiaries will be combined into the consolidated financial statements of the Group commencing from the date of control until the cessation date of such control.

**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**

- 4.3 The consolidated financial statements are prepared by using the same accounting policies for similar accounting items or events.
- 4.4 The accounting period of the subsidiaries ends on the same date as that of Wow Factor Public Company Limited.
- 4.5 The consolidated financial statements for the year ended December 31, 2023 and 2022 has been prepared by including the financial statements of Polaris Capital Public Company Limited and its subsidiaries after eliminate the significant related party balances and transactions. The Company holds directly and indirectly shares at the percentage of:

<u>Company</u>	<u>Type of business</u>	<u>Incorporated in</u>	<u>Percentage of shareholding</u>	
			<u>2023</u>	<u>2022</u>
<u>Direct Subsidiaries</u>				
Food Holding Co., Ltd.	Investment in food business	Thailand	99.99	99.80
Fresh Energy Fusion Co., Ltd.	Energy business	Thailand	99.99	-
<u>Indirect Subsidiaries</u>				
(Subsidiaries of Food Holding Co., Ltd.)				
Bake Cheese Tart (Thailand) Co., Ltd.	Selling foods and beverages	Thailand	-	-
Eastern Cuisine (Thailand) Co., Ltd.	Selling foods and beverages	Thailand	-	-
Crepes & Co. Development Co., Ltd.	Selling foods and beverages	Thailand	-	-

- 4.6 The non-controlling interest is measured at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

**5 Summary of significant accounting policies**

Significant accounting policies used in the preparation of the financial statements can be summarized as follows:

**5.1 Cash and cash equivalents**

Cash and cash equivalents items include cash on hand, bank deposits in the forms of savings and current accounts, include short-term investments with high liquidity which is ready to be converted into know amount of cash and carries an insignificant risk of a change in value that lasts on more than three months from the date of acquisition and overdraft. Bank overdrafts are at call and shown a part of Cash and cash equivalent in the statement of cashflow.

Restricted deposits with bank is presented under non-current assets in the statement of financial position.

**WOW Factor Public Company Limited and Subsidiaries**

**Notes to the financial statements**

**For the year ended 31 December 2023**

**5.2 Foreign currencies**

Foreign currencies transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss.

**a. Foreign operations**

The assets and liabilities of foreign operation are translated to Thai Baht at the exchange rates at the reporting date. The revenues and expenses of foreign operations are translated to Thai Baht at rates approximating the exchange rates at the dates of the transactions. Foreign exchange differences are recognised in other comprehensive income and accumulated in the translation reserve until disposal of the investment, except to extent that the translation difference is allocated to non-controlling interest.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to non-controlling interests.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity until disposal of the investment.

**5.3 Trade and other current receivable**

Trade accounts receivable is recognised when the Group has an unconditional right to receive consideration. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade and other current receivable presented at the net realisable value. The Group applies the TFRS 9 to measuring expected credit losses which uses a simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the trade accounts receivable. To measure the expected credit losses, trade accounts receivable have been grouped based on the days past due. The expected loss rates are based on the payment profiles and the corresponding historical credit losses which are adjusted to reflect the current and forward-looking information on economic factors affecting the ability of the customers to settle the receivables. The allowance for expected credit losses are recognised in profit or loss.



**WOW Factor Public Company Limited and Subsidiaries**

**Notes to the financial statements**

**For the year ended 31 December 2023**

**5.4 Financial instruments**

**a. Classification and measurement**

Financial assets and financial liabilities (except trade accounts receivable (see note 3 (f))) are initially recognised when the Group becomes a party to the contractual provisions of the instrument, and measured at fair value plus or minus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition.

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI); or FVTPL. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

On initial recognition, financial liabilities are classified as measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses and any gain or loss on derecognition is also recognised in profit or loss.

Financial assets measured at amortised costs are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest Income, foreign exchange gains and losses, expected credit loss and any gain or loss on derecognition are recognised in profit or loss.

**b. Derecognition and offset**

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

c. Impairment of financial assets other than trade accounts receivable

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI, and loan commitments issued which are not measured at FVTPL.

The Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

ECLs are a probability-weighted estimate of credit losses based on forward-looking and historical experience. Credit losses are measured as the present value of all cash shortfalls discounted by the effective interest rate of the financial asset.

d. Write offs

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

e. Interest

Interest income and expense is recognised in profit or loss using the effective interest method. In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability.

5.5 Investments in subsidiaries

Investments in subsidiaries in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established. If the Company disposes of part of its investment, the deemed cost of the part sold is determined using the weighted average method. Gains and losses on disposal of the investments are recognised in profit or loss.

**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**
**5.6 Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the first-in, first out basis for inventories. Net realisable value is the estimated selling price in the ordinary course of business

less the estimated costs of completion and the estimated costs necessary to make the sale. Provision is made, where necessary, for obsolete or slow-moving and defective inventories.

**5.7 Buildings improvements and equipment**
**a. Recognition and measurement**

Buildings improvements and equipment are measured at cost less accumulated depreciation and impairment losses (if any).

Cost includes expenditure that is directly attributable to the acquisition of the asset.

Differences between the proceeds from disposal with the carrying amount of property, plant and equipment are recognised in profit or loss.

**b. Revalued assets**

Revaluations of assets are performed by independent professional valuers with sufficient regularity. The Group's policy requires an appraisal to be conducted every five years or when there are factors that might materially impact the value of the land, to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the reporting date. Any increase in value, on revaluation, is recognised in other comprehensive income and presented in the "revaluation reserve" in other components of equity unless it offsets a previous decrease in value recognised in profit or loss in respect of the same asset. A decrease in value is recognised in profit or loss to the extent it exceeds the revaluation reserve previously recognised in other comprehensive income in respect of the same asset. Upon disposal of a revalued asset, any remaining related revaluation reserve is transferred directly to retained earnings and is not taken into account in calculating the gain or loss on disposal.

**c. Subsequent costs**

The cost of replacing a part of an item of property, plant and equipment is recognised in the carrying amount of the item when the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

## d. Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on freehold land and assets under construction and installation.

The estimated useful lives are as follows:

Buildings improvements	2 - 10	years
Equipment and furniture	1.5 - 6	years
Vehicles	5	years

## 5.8 Intangible assets

Intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in profit or loss.

The estimated useful lives are as follows:

Computer software, Royalty right and Trademark	5 - 10	years
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Goodwill and intangible assets with infinite useful life were tested impairment at each end of the period.

## 5.9 Leases

The Group recognises a right-of-use (ROU) asset and a lease liability at the lease commencement date. The ROU asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, initial direct costs and estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any incentive received.

The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. Impairment of ROU asset will assess when there is an indication.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease if the rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.



**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**

Lease payments included in the measurement of the lease liability are fixed payments (including in-substance fixed payments), variable lease payments that depend on an index or a rate, amounts expected to be payable under a residual value guarantee, and the exercise price under a purchase option that the Group is reasonably certain to exercise.

After initial cost measurement, when the lease liability is re-measured to reflect changes to the lease payments, the Group recognises the amount of the remeasurement of the lease liability as an adjustment to the ROU asset. However, if the carrying amount of the ROU asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

The Group recognises the short-term leases payment and leases of low-value assets payment associated with these leases as an expense on a straight-line basis over the lease term. The short-term leases is lease which had lease term of 12 months or less.

**5.10 Impairment of assets**

At the end of the reporting period, the Group assesses whether there is an indication that an asset may be impaired. If any such indication exists, the Group will make an estimate of the asset's recoverable amount. Where the carrying amount of the asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment are recognised in the statement of profit or loss. An asset's recoverable amount is the higher of fair value less costs to sell and value in use.

If there is subsequently any indication that previously recognised impairment may no longer exists or may have decreased, the Group will make another estimate of the asset's recoverable value, compare this with the carrying amount, and reverse previously recognised impairment to reflect the change in recoverable value.

**5.11 Employee benefits**
**a. Short-term employment benefits**

Salaries, wages, bonuses and contribution to the social security are recognised as expenses when incurred.

**b. Post-employment benefits (Defined contribution plan)**

The Group and its employees have jointly established a provident fund plan whereby monthly contribution are made by employees and by the Group. The fund's assets are held in a separate trust fund from the Group's assets. The Group's contribution to the fund is recognised as expenses when incurred.

**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**
**c. Post-employment benefits and other long-term employee benefits**

The Group has obligations in respect of the severance payments it must make to employees upon retirement under the labor law and other employee benefit plan. The Group treats these severance payment obligations as a defined benefit plan and the obligation is determined by a qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains or losses arising from post-employment benefits are recognised in other comprehensive income.

Actuarial gains or losses arising from other long-term employee benefits are recognised in profit or loss.

The defined benefit obligation comprises the present value of the defined benefit obligation and actuarial gain or loss.

**5.12 Provisions**

Provisions are recognised when the Group company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

**5.13 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are not based on unobservable input.

## WOW Factor Public Company Limited and Subsidiaries

### Notes to the financial statements

For the year ended 31 December 2023

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price, the financial instrument is initially measured at fair value adjusted for the difference between the fair value on initial recognition and the transaction price and the difference is recognised in profit or loss immediately. However, for the fair value categorised as level 3, such difference is deferred and will be recognised in profit or loss on an appropriate basis over the life of the instrument or until the fair value level is transferred or the transaction is closed out.

#### 5.14 Revenue from contracts with customers

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and special discounts.

##### a. Revenue from sales

Revenue from sales of goods is recognised on the date on which the goods are delivered to the customers. For the sales that permit the customers to return the goods, the Group estimates the returns based on the historical return data, does not recognise revenue and cost of sale for the estimated products to be returned. Revenue for rendering of services is recognised over time as the services are provided. The related costs are recognised in profit or loss when they are incurred.

##### b. Customer loyalty programme

For customer loyalty programmes that the Group offers to customers, the consideration received is allocated based on the relative stand-alone selling price of the products and the loyalty points. The amount allocated to the loyalty points is recognised as contract liabilities and revenue is recognised when loyalty points are redeemed or the likelihood of the customer redeeming the loyalty points becomes remote. The stand-alone selling prices of the points is estimated based on the discount provided to customers and the likelihood that the customers will redeem the points. The estimated is reviewed at the end of the reporting period.

#### 5.15 Other income

Other income comprises interest income and others, which is generally recognised based on accrual basis.



## WOW Factor Public Company Limited and Subsidiaries

### Notes to the financial statements

For the year ended 31 December 2023

#### 5.16 Income tax

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in separate financial statements.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

#### 5.17 Earnings per share

Basic earnings per share (EPS) is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

#### 5.18 Related parties

A related party is a person or entity that has direct or indirect control or joint control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that is under common control or under the same significant influence as the Group; or the Group has direct or indirect control or joint control or has significant influence over the financial and managerial decision-making of a person or entity.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

#### 5.19 Segment reporting

Segment results that are reported to the Group's management include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

6 Transactions with Related Parties

The Group has transactions with its related parties. These companies are related through common shareholding and/or directorship.

Details of relationship between the Group and related parties which related through control or transaction are as follows:

Company's Name	Located	Type of relationship
Food Holding Co., Ltd.	Thailand	Subsidiary
Domino Asia Pacific Co., Ltd.	Thailand	Subsidiary (Ended 30 November 2022)
Fresh Energy Fusion Co., Ltd.	Thailand	Subsidiary
Bake Cheese Tart (Thailand) Co., Ltd.	Thailand	Indirect subsidiary
Eastern Cuisine (Thailand) Co., Ltd.	Thailand	Indirect subsidiary
Crepes & Co. Development Co., Ltd.	Thailand	Indirect subsidiary
DK WOW Venture Co., Ltd.	Thailand	Indirect subsidiary (Ended 30 November 2022)
Dhara Dhevi Co., Ltd.	Thailand	Common director
Dhara Dhevi Hotel Co., Ltd.	Thailand	Common director

(Unit: Baht)

		Consolidated		Separate	
	Pricing policy	2023	2022	2023	2022
<u>Subsidiary companies</u>					
Management income	Mutually agreed	-	-	7,660,800	11,606,360
Interest income	Mutually agreed	-	-	14,663,000	38,018,589
Interest expense	Mutually agreed	-	-	-	-
<u>Related companies</u>					
Rental and service	Mutually agreed	-	-	-	-
<u>Related persons – Director</u>					
Interest expenses	Mutually agreed	-	2,957,533	-	2,957,533

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

## For the year ended 31 December 2023

(Unit: Baht)		Consolidated		Separate	
	Pricing policy	2023	2022	2023	2022
<u>Remunerations for directors</u>					
<u>and management</u>					
Current employment benefits		9,045,700	6,997,800	9,045,700	6,997,800
Post-employment benefits		328,355	408,421	328,355	408,421
Total		9,374,055	7,406,221	9,374,055	7,406,221

Significant balances with related parties as at 31 December 2023 and 2022 are as follows:

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
<b>Other current receivables</b>				
Subsidiaries	-	-	30,551,864	15,338,664
Related companies	7,010,803	6,788,585	-	-
	7,010,803	6,788,585	30,551,864	15,338,664
<u>Less</u> Allowance for expected credit losses	-	-	(2,850,480)	(2,850,480)
Net	7,010,803	6,788,585	27,701,987	12,488,184
<b>Short-term loans to related companies</b>				
Subsidiaries and indirect subsidiaries	-	-	197,184,987	254,217,093
<b>Other current payables</b>				
Subsidiaries	-	-	163,237	1,596,510
Related companies and directors	8,860,199	8,860,199	103,295,137	360,000
Total	8,860,199	8,860,199	103,458,374	1,956,510
<b>Employee benefits obligation</b>				
Key management personnel				
Post-employment benefits	485,297	156,941	485,297	156,941

Short-term loans to direct and indirect subsidiaries amount of Baht 197.18 million (2022: Baht 254.2 million) are denominated in Baht without collateral which will be due at call and bear interest at the rate of 6% per annum.

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

7 Cash and cash equivalents

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Cash	305,693	467,365	10,000	1,056
Deposits held at call with banks	26,444,176	15,688,794	12,507,971	1,753,018
Total	26,749,869	16,156,159	12,517,971	1,754,074

As at 31 December 2023 and 2022, the interest rates on deposits held at call with banks bear interest at the rate of 0.05% - 0.45% per annum.

8 Trade and other current receivables

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Trade accounts receivable	586,999	3,708,608	-	-
Other current receivables				
Management fee	-	-	30,576,082	15,338,664
Refundable value added tax	16,281,594	8,860,397	10,054,035	8,860,397
Prepaid expenses	1,430,102	1,537,702	349,133	53,290
Advances payment	7,078,835	6,362,102	-	2,000
Refundable rental deposit	14,800	146,000	-	146,000
Compensation from lessor	7,927,500	-	-	-
Others	4,354,047	5,256,940	1,415,242	647,407
Total other current receivables	37,086,878	22,163,141	42,394,492	25,047,758
Less Allowance for expected credit losses	-	-	(2,850,480)	(2,850,480)
Total	37,673,877	25,871,749	39,544,012	22,197,278



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

As at 31 December 2023 and 2022, the aged of trade accounts receivable are as follows:

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
<u>Trade accounts receivable</u>				
Not yet due	375,135	2,290,202	-	-
Over due:				
Less than 3 months	16,761	1,157,061	-	-
3 – 6 months	24,228	5,708	-	-
6 – 12 months	12,150	13,244	-	-
More than 12 months	158,725	242,393	-	-
<b>Total</b>	<b>586,999</b>	<b>3,708,608</b>	<b>-</b>	<b>-</b>

9 Inventories

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Finished goods	1,841,311	6,141,140	-	-
Raw materials	4,087,007	5,541,130	-	-
Supplies	836,674	1,408,283	-	-
<b>Total</b>	<b>6,764,992</b>	<b>13,090,553</b>	<b>-</b>	<b>-</b>

10 Advances for share subscription

(Unit: Baht)	Consolidated and Separate	
	2023	2022
Advance for share subscription	48,126,986	48,126,986
Allowance for doubtful accounts	(48,126,986)	(48,126,986)
Advance for share subscription - net	-	-

**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**

In 2018, the Company had sued the recipient of advance for share subscription in the bankruptcy case. On 4 November 2019, the defendant were put under absolute receivership and ordered the defendant to be bankrupt by court. On February 2022, the Company has submitted an application for debt repayment and the case is currently in the process of reviewing the debt repayment request.

The Company has recorded the allowance for doubtful account of advance for share subscription at full amount.

**11 Restricted Deposits with Financial Institution**

As at 31 December 2023 and 2022, the direct and indirect subsidiaries' deposits with bank have been pledged as corporate credit card of Baht 0.4 million and Baht 0.4 million, respectively.

**12 Other Non-Current Financial Assets**

Other non-current financial assets are investment in equity instruments in non-marketable securities, the Group made an election to present subsequent change in the fair value of such investment through other comprehensive income.

As disclosed in Note 12 to financial statements, the Company has classified the remaining interest in the former investment in subsidiary at the date of loss control to present as other non-current financial assets and measure the fair value of such investment based on fair value measurement Level 3 in the fair value hierarchy.

(Unit: Baht)

Nature of business	Percentage of Shareholding		Consolidate and Separate	
	2023	2022	2023	2022
	Percent	Percent		
Domino Asia Pacific Co., Ltd. Selling foods and beverages	9.9	9.9	27,245,995	27,245,995

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

13 Investments in Subsidiaries

(Unit: Baht)

	Separate	
	2023	2022
Cost	738,499,700	599,999,700
Less Allowance for impairment of investment	(317,060,953)	(297,345,336)
Net book value	421,438,747	302,654,364

Movement of investments in subsidiaries for the year ended 31 December 2023 and 2022 are as follows:

(Unit: Baht)

	Separate	
	2023	2022
Balances as at 1 January	302,654,364	771,204,289
Additional Investment	138,500,000	576,636,000
Disposal of investment in subsidiaries	-	(810,346,725)
Loss from impairment of investment in subsidiaries	(19,715,617)	(145,800,000)
Loss from losses control in subsidiary	-	(61,793,205)
Transferred investment from loss control	-	(27,245,995)
Balances as at 31 December	421,438,747	302,654,364

WOW Factor Public Company Limited and Subsidiaries  
Notes to the financial statements  
For the year ended 31 December 2023

Details of investments in subsidiaries as at 31 December 2023 and 2022 are as follows:

		Separate												
Company's name	Type of Business	Country	Paid-up share capital		Percentage of Shareholding and voting right		Cost method		Allowance for impairment		Net			
			2023	2022	2023	2022	2023	2022	2023	2022	2023	2022		
(Unit: Baht)														
(Percent)														
Direct subsidiaries														
Food Holding Co., Ltd.	Investment in food and beverages business	Thailand	736,000,000	600,000,000	99.99	99.80	735,999,700	599,999,700	(317,060,953)	(297,345,336)	418,938,747	302,654,364		
		Thailand	2,500,000	-	99.99	-	2,500,000	-	-	-	2,500,000	-		
Fresh Energy Fusion Co., Ltd.	Electric power generation and transmission	Thailand	1,000,000	1,000,000	99.99	99.99	-	-	-	-	-	-		
		Thailand	140,000,000	74,000,000	99.99	99.99	-	-	-	-	-	-		
Eastern Cuisine (Thailand) Co., Ltd.	Selling foods and beverages	Thailand	78,163,300	8,163,300	99.99	99.99	-	-	-	-	-	-		
		Thailand	738,499,700	599,999,700	(317,060,953)	(297,345,336)	421,438,747	302,654,364						
Indirect subsidiaries														
Bake Cheese Tart (Thailand) Co., Ltd.	Selling foods and beverages	Thailand	1,000,000	1,000,000	99.99	99.99	-	-	-	-	-	-		
		Thailand	140,000,000	74,000,000	99.99	99.99	-	-	-	-	-	-		
Crepes & Co. Development Co., Ltd.	Selling foods and beverages	Thailand	78,163,300	8,163,300	99.99	99.99	-	-	-	-	-	-		
		Thailand	738,499,700	599,999,700	(317,060,953)	(297,345,336)	421,438,747	302,654,364						



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

**Disposed of subsidiary and Discontinued operations**

On 17 November 2022, the Special Board of Directors' meeting No. 2/2033, the Board of Director passed the resolution to approve the disposal of 3 assets as 1) Shares of Domino Asia Pacific Co., Ltd. 2) Shares of DK WOW Venture Co., Ltd. and 3) Assets under cash-generating unit of sweets macaron under the La Lune brand and relevant trademarks. The Company entered into the shares purchase agreement and the assets purchase agreement with third parties on 30 November 2022.

The Group has classified the discontinued operations from the continuing operations and classified as profit (loss) for the year from discontinued operations - net of income tax in statement of comprehensive income.

(Unit: Baht)

For the period  
1 January 2022 to 30  
November 2022

**Statement of comprehensive income**

Revenues from sales	272,476,235
Cost of sale	(159,445,738)
Gross profit	113,030,497
Interest income	1,659
Other revenue	4,642,045
Profit before expense	117,674,201
Selling expenses	(247,306,273)
Administrative expenses	(107,957,857)
Remunerations for directors and management	(2,800,954)
Total expenses	(358,065,084)
Loss from operations	(240,390,883)
Finance costs	(4,830,807)
<b>Loss for the period from discontinued operations</b>	<b>(245,221,690)</b>

**Earnings (loss) per share from discontinued operations****Basic earnings (loss) per share:**

Basic loss per share (Baht per share)	(0.299)
Weighted average number of ordinary shares	
(Unit: Shares)	813,913,390

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

For the period  
1 January 2022 to 30  
November 2022

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**Diluted earnings (loss) per share:**

Diluted loss per share (Baht per share)	(0.293)
Weighted average number of ordinary shares (Unit: Shares)	830,842,784

The net cash flows incurred by discontinued operations as follows:

(Unit: Baht)

For the period  
1 January 2022 to 30  
November 2022

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Net cash use in operating activities	(122,775,161)
Net cash use in investing activities	(30,529,710)
Net cash provide from financing activities	275,518,335
Net cash flows provided from discontinued operations	<u>122,213,464</u>

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

Details of the book values of assets and liabilities of subsidiaries as at 30 November 2022 are as follows:

(Unit: Baht)

**Assets**

Cash and cash equivalents	4,259,456
Trade and other current receivables	20,371,336
Inventories	29,329,470
Restricted deposits with financial institution	600,000
Building improvement and equipment	156,899,800
Right-of-use assets	121,903,125
Goodwill	168,058,190
Intangible assets	172,374,877
Other non-current assets	19,526,124
<b>Total assets</b>	<b>693,322,378</b>

**Liabilities**

Trade and other current payables	(120,356,624)
Short-term loans from related persons	(21,550,000)
Lease liabilities	(126,588,708)
Employee benefit obligations	(3,854,571)
Provision for cost of dismantling assets	(16,744,763)
<b>Total liabilities</b>	<b>(289,094,666)</b>

Non-controlling interests of the subsidiary

(4,951,172)

**Net assets**

399,276,540

Cash receipt from sale of investment in subsidiaries	271,319,087
Less: Cash and cash equivalents of the subsidiaries	(4,259,456)
<b>Net cash receipt from sale of investment in subsidiaries</b>	<b>267,059,631</b>



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

The Group recorded loss on sale of the investment and assets in the statement of profit or loss for the year 2022 as detailed below.

(Unit: Baht)	Consolidated	Separate
Selling price of investment in subsidiaries and assets	271,319,087	248,000,000
Transferred investment in subsidiary to other non-current financial assets	27,245,995	-
Less: Book value of net assets/investment in subsidiaries as at selling date	(399,276,540)	(810,346,725)
Loss on sale of investment in subsidiaries and assets	(100,711,458)	(562,346,725)

WOW Factor Public Company Limited and Subsidiaries  
Notes to the financial statements  
For the year ended 31 December 2023

14 Property, plant and equipment

(Unit: Baht)

	Consolidated				
	Building improvements	Equipment	Vehicles	Assets in progress	Total
<u>Cost</u>					
As at 1 January 2022	124,187,955	120,850,206	2,610,238	11,077,453	258,725,852
Additions	10,996,534	25,222,689	75,000	84,104,781	120,399,004
Disposals / Write-off	(13,039,904)	(8,987,973)	-	(116,000)	(22,143,877)
Transfer in (out)	58,198,715	20,156,312	-	(78,355,027)	-
Decrease from disposal of investment in subsidiaries	(112,828,943)	(87,483,011)	-	(14,414,300)	(214,726,254)
As at 31 December 2022	67,514,357	69,758,223	2,685,238	2,296,907	142,254,725
Additions	8,755,303	4,946,603	-	61,756,256	75,458,162
Disposals / Write-off	(11,101,199)	(10,888,886)	-	-	(21,990,085)
Transfer in (out)	108,885,729	67,643,676	2,685,238	16,508,159	195,722,802
As at 31 December 2023	8,755,303	4,946,603	-	61,756,256	75,458,162
<u>Accumulated depreciation</u>					
As at 1 January 2022	(44,017,366)	(65,442,068)	(2,586,714)	-	(112,046,148)
Depreciation	(26,311,588)	(19,050,377)	(25,741)	-	(45,387,706)
Disposals / Write-off	7,173,717	7,525,594	-	-	14,699,311
Decrease from disposal of investment in subsidiaries	27,704,858	30,121,596	-	-	57,826,454
As at 31 December 2022	(35,450,379)	(46,845,255)	(2,612,455)	-	(84,908,089)
Depreciation	(9,108,829)	(7,704,535)	(18,781)	-	(16,832,145)
Disposals / Write-off	3,693,654	7,557,900	-	-	11,251,554
As at 31 December 2023	(40,865,554)	(46,991,890)	(2,631,236)	-	(90,488,680)

WOW Factor Public Company Limited and Subsidiaries  
Notes to the financial statements  
For the year ended 31 December 2023

(Unit: Baht)

	Consolidated				
	Building improvements	Equipment	Vehicles	Assets in progress	Total
<u>Net book value</u>					
As at 31 December 2022	32,063,978	22,912,968	72,783	2,296,907	57,346,636
As at 31 December 2023	68,020,175	20,651,786	54,002	16,508,159	105,234,122
<u>Depreciation for the year</u>					
2022					45,387,706
2023					16,832,145

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

	Separate		
	Building improvements	Office equipment and furniture	Total
<b><u>Cost</u></b>			
As at 1 January 2022	209,610	2,132,378	2,341,988
Additions	-	92,700	92,700
Disposals / Write-off	(209,610)	(647,267)	(856,877)
As at 31 December 2022	-	1,577,811	1,577,811
Additions	16,578,213	2,137,551	18,715,764
Disposals / Write-off	-	(203,717)	(203,717)
As at 31 December 2023	16,578,213	3,511,645	20,089,858
<b><u>Accumulated depreciation</u></b>			
As at 1 January 2022	(70,252)	(1,454,106)	(1,524,358)
Depreciation	(92,778)	(188,903)	(281,681)
Disposals / Write-off	163,030	297,479	460,509
As at 31 December 2022	-	(1,345,530)	(1,345,530)
Depreciation	(900,766)	(353,282)	(1,254,048)
Disposals / Write-off	-	157,387	157,387
As at 31 December 2023	(900,766)	(1,541,425)	(2,442,191)
<b><u>Net book value</u></b>			
As at 31 December 2022	-	232,281	232,281
As at 31 December 2023	15,677,447	1,970,220	17,647,667
<b><u>Depreciation for the year</u></b>			
2022			281,681
2023			1,254,048



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

Changes in property, building improvement and equipment and intangible assets paid by cash during the year ended 31 December 2023 and 2022 are detailed as follows:

(Unit: Baht)	Consolidated	
	2023	2022
Purchases of assets	75,458,165	128,642,768
Changes in payables for purchases of assets	(21,773,810)	10,172,031
Paid by cash	<u>53,684,355</u>	<u>138,814,799</u>

15 Lease*Right-of-use assets*

(Unit: Baht)	Consolidated				
	Right-of-use land	Building and building improvement	Machinery and factory equipment	Vehicles	Total
As at 1 January 2022	455,170	138,728,901	6,471,230	2,289,387	147,944,688
Additions	4,226,666	121,326,004	12,586,997	3,903,673	142,043,340
Amortisations	(924,799)	(43,854,314)	(4,043,444)	(1,334,794)	(50,157,351)
Disposals / Write-off	-	(1,157,029)	-	(559,485)	(1,716,514)
Decrease from disposal of investment in subsidiaries	(3,757,037)	(108,780,184)	(8,396,700)	(969,204)	(121,903,125)
As at 31 December 2022	-	106,263,378	6,618,083	3,329,577	116,211,038
Additions	-	39,673,311	-	-	39,637,311
Amortisations	-	(25,545,686)	(2,654,353)	(102,673)	(28,302,712)
Disposals / Write-off	-	(15,717,863)	-	(3,226,904)	(18,944,767)
As at 31 December 2023	-	<u>104,673,140</u>	<u>3,963,730</u>	<u>-</u>	<u>108,636,870</u>

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

	Separate		
	Right-of-use land	Vehicles	Total
As at 1 January 2022	455,170	1,595,502	2,050,672
Additions	-	3,903,673	3,903,673
Amortisations	(455,170)	(1,126,385)	(1,581,555)
Disposals / Write-off	-	(1,043,213)	(1,043,213)
As at 31 December 2022	-	3,329,577	3,329,577
Additions	14,776,734	-	14,776,734
Amortisations	(2,052,324)	(102,673)	(2,154,997)
Disposals / Write-off	-	(3,226,904)	(3,226,904)
As at 31 December 2023	12,724,410	-	12,724,410

*Lease liabilities*

(Unit: Baht)

	Consolidated		Separate	
	2023	2022	2023	2022
Lease liabilities as at 1 January	118,748,358	151,167,420	2,734,994	2,106,032
Add Increase	39,640,108	142,001,116	14,776,734	3,903,673
Recognised deferred interest	5,808,270	9,991,767	790,339	201,464
Less Payment during year	(34,374,276)	(56,614,870)	(2,589,120)	(2,381,239)
Decrease from termination	(19,364,540)	(1,208,362)	(2,661,205)	(1,091,936)
Decrease from disposals of investment in subsidiaries	-	(126,588,708)	-	-
Lease liabilities as at 31 December	110,457,920	118,748,363	13,054,742	2,737,994
Lease liabilities as at 31 December	124,551,293	131,255,684	15,429,863	3,216,682
Less Deferred interest	(14,093,373)	(12,507,321)	(2,375,121)	(478,688)
	110,457,920	118,748,363	13,054,742	2,737,994
Less Current portion	(26,644,432)	(27,234,462)	(2,194,365)	(568,294)
Net	83,813,488	91,513,901	10,860,376s	2,169,700

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

Details of present value of minimum paid under lease liabilities as at 31 December 2023 and 2022 are as follows:

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Within one year	26,664,577	27,234,468	2,194,366	568,294
More than one year not over five years	78,850,144	86,448,140	10,366,695	2,169,700
Over five years	4,943,199	5,065,755	493,681	-
Total	110,457,920	118,748,363	13,054,742	2,737,994

Rental payment not recognized as lease liabilities

The Group has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The expense related that contract not recognize for the year ended 31 December 2023 are as follows:

(Unit : Baht)	Consolidated	Separate
Short-term lease	1,097,566	-
Leases of low-value assets	157,793	10,393

16 Goodwill

(Unit: Baht)	Consolidated	
	2023	2022
Balance as at 1 January	267,444,262	516,102,452
Less Allowance for impairment	(21,260,760)	(80,600,000)
Decrease from disposal if investment in subsidiary	-	(168,058,190)
Balance as at 31 December	246,183,502	267,444,262

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

As at 31 December 2023, the Group has goodwill only for the food and beverages business.

Impairment testing

For the purpose of annual impairment testing, management calculated the recoverable amount of the Company to assess the recoverable amount of selling foods and beverages business referring to a financial and business plan of the group. The valuation is considered to be level 3 in the fair value hierarchy.

Key assumptions used in the recoverable amount assessment include:

	Consolidated
	Selling food and beverages
Growth rate (%)	3.00 – 39.00
Discount rate (%)	4.94
Terminal growth rate (%)	1.00 – 1.80

## Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant to assess the recoverable amount, holding other assumptions constant, would have affected the recoverable amount as at 31 December 2023 by the amounts shown below.

	Consolidated	
	Increase (0.25%)	Decrease (0.25%)
Discount rate	(43,422,773)	50,931,999
Terminal growth rate	45,165,744	(38,517,030)



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

17 Intangible Assets

(Unit: Baht)

	Consolidated					Separated
	Computer software	Royalty right	Trademark	Software in progress	Total	Computer software
<b><u>Cost</u></b>						
As at 1 January 2022	9,406,175	238,284,286	244,847,680	99,120	492,637,261	459,865
Additions	3,389,064	3,018,120	-	1,836,580	8,243,764	-
Disposals / write-off	(191,598)	-	-	-	(191,598)	-
Transfer in (out)	1,706,900	-	-	(1,706,900)	-	-
Decrease from disposal of investment in subsidiaries	(10,406,918)	(211,964,063)	-	(156,800)	(222,527,781)	-
As at 31 December 2022	3,903,623	29,338,343	244,847,680	72,000	278,161,046	459,865
Additions	3,596,272	-	-	-	3,596,272	3,198,592
Disposals / write-off	(294,891)	-	-	-	(294,891)	-
Transfer in (out)	72,000	-	-	(72,000)	-	-
As at 31 December 2023	7,277,004	29,338,343	244,847,680	-	281,463,027	3,658,457
<b><u>Accumulated amortisation</u></b>						
As at 1 January 2022	(4,800,801)	(51,401,918)	(71,582,107)	-	(127,784,826)	(377,034)
Amortisation	(2,265,178)	(20,174,676)	(28,229,494)	-	(50,669,348)	(30,898)
Disposals / write-off	191,597	-	-	-	191,597	-
Decrease from disposal of investment in subsidiaries	4,776,964	45,375,940	-	-	50,152,904	-
As at 31 December 2022	(2,097,418)	(26,200,654)	(99,811,601)	-	(128,109,673)	(407,932)
Amortisation	(568,942)	(761,674)	-	-	(1,330,616)	(30,898)
Disposals / write-off	155,379	-	-	-	155,379	-
As at 31 December 2023	(2,510,981)	(26,962,328)	(99,811,601)	-	(129,284,910)	(438,830)

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated					Separated
	Computer software	Royalty right	Trademark	Software in progress	Total	Computer software
<b><u>Impairment</u></b>						
As at 31 December 2022	-	-	-	-	-	-
As at 31 December 2023	-	-	(5,633,507)	-	(5,633,507)	-
<b><u>Net book value</u></b>						
As at 31 December 2022	1,806,205	3,137,689	145,036,079	72,000	150,051,973	51,933
As at 31 December 2023	4,766,023	2,376,015	139,402,572	-	146,544,610	3,219,626
<b><u>Amortisation for the year</u></b>						
2022					50,669,348	30,898
2023					1,330,616	30,898

18 Bank overdraft and short-term loans from financial institution

(Unit: Baht)	Interest rate	Consolidated		Separate	
	Per annum (%)	2023	2022	2023	2022
Bank overdrafts	MOR and MRR – 1.5	7,600,974	6,868,003	-	-
Short-term loans from unrelated parties	6.00 – 15.00	284,501,005	330,297,711	284,501,005	330,297,711
Liabilities under trust receipt agreements	MLR – 2	1,141,620	3,174,360	-	-
Total		293,243,599	340,340,074	284,501,005	330,297,711

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

## For the year ended 31 December 2023

An indirect subsidiary has a credit facilities for liabilities under trust receipt of Baht 10 million and bank overdraft facility of Baht 7.60 million. These are guaranteed by former director of the Company and personal assets of such person.

As at 31 December 2023, short-term loans from unrelated parties in consolidated and separate financial statements amounted of Baht 284.50 million are as follow:

Short-term loans (Million Baht)	Interest rate per annum (%)	Due date	Collateral
42.74	6	31 March 2024	Without collateral
10.91	9	31 March 2024	Without collateral
37.22	12	31 March 2024	Without collateral
3.00	10	At call	Without collateral
10.00	12	At call	Without collateral
102.63	6	25 January 2024	The shares of indirect subsidiaries
20.00	8	28 February 2024	Without collateral
53.00	8	At call	Without collateral
5.00	8	At call	Without collateral
284.50			

On 3 October 2022, the Special Board of Directors' meeting No. 1/2022 passed resolution to approve pledging the ordinary shares of indirect subsidiaries as collateral for repayment of loan from group of other lenders, depending on management consideration. On 20 October 2022, the Company has pledged 3.7 million shares as the collateral for partial short-term loans from other party. In addition, the Company has pledged 10 post date cheques with a financial institution which guarantee by former director as the second guarantee assets from the ordinary share of such indirect subsidiary. The Company has already repaid the loan to lenders on 30 September 2023.

On July 24, 2023, the Board of Directors' meeting resolved to approve the pledge of common shares of an indirect subsidiary to guarantee repayment of a loan from One to One Contacts Public Company Limited in the amount of 100 million baht. Common shares of an indirect subsidiary, amounting to 6,999,999 shares. and another indirect subsidiary in the amount of 81,633 shares as collateral for the said loan. On January 24, 2024, the company requested to extend the debt repayment period for another 6 months, which is currently being considered for approval by lenders.

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

19 Trade and Other Current Payables

(Unit: Baht)

	Consolidated		Separate	
	2023	2022	2023	2022
Trade accounts payable	28,220,646	29,537,750	-	-
<u>Other current payables</u>				
Accrued expenses	38,333,529	25,242,361	18,678,661	16,877,759
Other payables	29,259,246	26,709,201	207,617	24,160,991
Advances received	1,684,006	377,320	-	298,572
Others	5,764,961	4,461,446	2,980,517	3,886,240
<b>Total</b>	<b>103,262,388</b>	<b>86,328,078</b>	<b>21,866,795</b>	<b>20,208,322</b>



WOW Factor Public Company Limited and Subsidiaries  
Notes to the financial statements  
For the year ended 31 December 2023

20 Long-Term Loan from Financial institutions

				Consolidated	
(Unit: Baht)				2023	2022
Credit line					
(Million Baht)	Interest rate per annum (%)	Principal repayment conditions	Guarantees		
1. 10.0	MLR-1	Repayable by monthly of Baht 0.2 million starting from May 2021 to March 2027	Former directors and the Small Industry Credit Guarantee Corporation	6,767,153	8,241,847
2. 0.6	Without interest rate	Repayable by monthly of Baht 5,200 starting from July 2021 to April 2030 and pay principal in full amount in May 2030	Without collateral	3,890	214,268
3. 0.9	MLR-2	Repayable by monthly of Baht 18,000 starting from April 2018 to August 2023 and pay principal and interest in full amount in September 2023	Former director	520,800	520,800
4. 6.0	Year 1 – 2: 2% per annum Year 3 – 5: 6% per annum Year 6: MRR+1 per annum	Repayable by monthly of Baht 88,600 starting from December 2021 to April 2028 and pay principal and interest in full amount in May 2028	Former directors and the Small Industry Credit Guarantee Corporation	4,073,143	4,958,345
Long-term loans				11,364,986	13,935,260
Less Deferred front-end fee				(21,974)	(46,258)
Less Current portion				11,343,012	13,889,002
Net				(3,049,490)	(3,213,610)
				8,293,522	10,675,392

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

Movements in long-term loans for the years ended 31 December 2023 and 2022 is as follow:

(Unit: Baht)	Consolidated	
	2023	2022
Balance as at 1 January	13,889,002	16,343,445
Add Loan increase	-	-
Amortisation front-end fee	24,284	73,026
Less Loan repayment	(2,570,274)	(2,527,469)
Balance as at 31 December	11,343,012	13,889,002

Under the term of loan agreements with a bank, the indirect subsidiary is required to comply with loan covenants as specified in the agreements. As at 31 December 2023, the indirect subsidiary was able to comply as stipulated in the loan agreements.

21 Income Tax and Deferred Tax

## 21.1 Income tax

Income tax recognised for the years ended 31 December 2023 and 2022 are as follows:

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Deferred tax	(1,126,701)	(5,645,899)	-	-

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

Reconciliation of income tax are as follows:

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Profit (loss) before income tax	(148,648,136)	(336,414,597)	(73,946,616)	(812,633,570)
Tax calculated at a tax rate of 20%	(29,729,627)	(67,282,919)	(14,789,323)	(162,526,714)
Tax effect of :				
Exemption of income	-	(30,000)	-	-
Income subjected to tax	-	9,226,693	-	7,602,969
Non – deductible expenses for tax purposes	6,374,160	566,016	5,158,030	103,811
Expense subject to tax	-	(226,531)	-	(161,484)
Current year losses which no deferred tax assets were recognized	22,228,766	52,100,842	9,631,293	154,981,418
Temporary differences which were not recognized as deferred tax assets	-	-	-	-
<b>Total</b>	<b>(1,126,701)</b>	<b>(5,645,899)</b>		-

## 21.2 Deferred tax

Deferred tax assets and liabilities are as follows:

(Unit: Baht)	Consolidated			
	Recognised in			
		Other		
	1 January	comprehensive		31 December
	2023	Profit or loss	income	2023
Deferred tax liabilities :				
Excess of fair value over carrying amount of intangible asset	(29,007,216)	(1,126,701)	-	(27,880,515)

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated		
	Recognised in		31 December
	1 January	Other	
	2022	Profit or loss	comprehensive income
			2022
<b>Deferred tax liabilities :</b>			
Excess of fair value over carrying amount of intangible asset	(34,653,115)	5,645,899	-
			(29,007,216)

As at 31 December 2023, the Group and the Company have unutilised taxable losses of Baht 999 million (2022 : Baht 782 million) and Baht 767 million (2022: Baht 568 million), respectively. Taxable losses will be expired in 2024 to 2028 and deductible temporally difference which are still available for current income tax will not recognise as deferred tax assets because the sufficient net income to utilize tax benefits are uncertainty.

22 Employee Benefit Obligations

Movement of employee benefit obligations for the years ended 31 December 2023 and 2022 as follows:

(Unit: Baht)

	Consolidated		Separate	
	2023	2022	2023	2022
As at 1 January	2,296,760	7,576,719	392,529	1,268,807
Current service cost	995,846	2,008,703	1,402,067	456,345
Interest cost	58,144	139,210	14,798	24,234
Decrease from disposal of investment in subsidiary	-	(3,854,571)	-	-
Benefits Paid	(101,000)	(395,220)	-	-
<u>Less</u> Actuarial gain	-	(3,178,081)	-	(1,356,857)
<b>As at 31 December</b>	<b>3,249,750</b>	<b>2,296,760</b>	<b>1,809,394</b>	<b>392,529</b>



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

Actuarial gain recognized in other comprehensive income arising from:

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Change in demographic assumptions	-	-	-	-
Change in financial assumptions	-	445,843	-	11,992
Experience adjustments	-	2,732,238	-	1,344,865
<b>Total</b>	-	<b>3,178,081</b>	-	<b>1,356,857</b>

Principal actuarial assumptions at the reporting date for the years ended 31 December 2022 and 2021 are as follows:

(Unit: Baht)	Consolidated Financial Statements	
	2023	2022
Discount rates (%)	3.77% - 4.26%	3.77% - 4.26%
Salary increase rates (%)	5%	5%
Turnover rate (%)	1.91% - 45.84%	1.91% - 45.84%
Mortality	105% of Thai mortality rate (TMO2017)	105% of Thai mortality rate (TMO2017)

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

## Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation as at 31 December 2023 by the amounts as follow:

	Consolidated		Separate	
	Increase (1%)	Decrease (1%)	Increase (1%)	Decrease (1%)
Discount rates	(320,983)	390,258	(52,309)	62,366
Increase in future salary	382,078	(320,915)	60,936	(52,203)
	Increase (20%)	Decrease (20%)	Increase (20%)	Decrease (20%)
Turnover rate of employees	(344,423)	464,495	(35,046)	40,116

As at 31 December 2023 and 2022, expected maturity of employee benefits obligation before discount are as follow:

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Within 1 year	-	-	-	-
Between 2 – 5 years	339,906	339,906	-	-
Between 6 – 10 years	4,695,345	4,027,809	1,908,540	1,908,540
Between 11 – 15 years	7,384,002	7,697,309	4,970,580	4,970,580
Over 16 years	37,669,696	38,113,925	9,978,379	9,978,379

23 Provision for Cost of Dismantling Assets

(Unit: Baht)

	Consolidated	
	2023	2022
As at 1 January	6,302,157	19,056,499
Addition	1,268,929	5,368,421
<u>Less</u> Paid during the year	(786,000)	(1,378,000)
Decrease from disposal of investment in subsidiary	-	(16,744,763)
As at 31 December	6,785,086	6,302,157

**WOW Factor Public Company Limited and Subsidiaries**

**Notes to the financial statements**

**For the year ended 31 December 2023**

24 Share Capital

On 25 April 2022, the 2022 Annual General Shareholders' meeting passed resolutions as follows:

- 1) Approved the decrease in the Company's registered share capital by Baht 5,060,983 from the existing registered share capital of Baht 1,144,559,696 to Baht 1,139,498,713 by cancelling ordinary shares of the Company, which had not been issued of 5,060,983 shares at Baht 1 par value.
- 2) Approved the increase in the Company's registered share capital by Baht 180,869,643 from the existing registered share capital of Baht 1,139,498,713 to Baht 1,320,368,356 by allocation of not exceeding 180,869,643 newly issued ordinary shares, at Baht 1 par value for issuance and allocation of the newly ordinary shares to the existing shareholders of the Company (Right Offering) at the ratio of 9 existing ordinary shares to 2 new ordinary shares, at the offering price of Baht 3.3 per share.

The Company had completely registered for the decrease and increase the registered capital and the amendment to the Memorandum of Association of the Company in order to be in accordance with the decrease and the increase of the Company's registered capital with the Department of Business Development on 20 May 2022 and 23 May 2022, respectively.

The subscription and payment period for the newly issued ordinary shares proceeds from 1 June 2022 to 30 December 2022.

Subsequently, on 3 October 2022, the Special Board of Directors' meeting No. 1/2022 passed the resolutions to propose to the shareholders' meeting as following:

- 1) To approve the cancellation of the Company's capital increase and the issuance and offering of newly issued ordinary shares to the existing shareholders in the amount not exceeding 180,869,643 shares with the par value of Baht 1.
- 2) To approve the cancellation of the amendment of the Company's Memorandum of Association to be consistent with the cancellation of increase the registered capital of the Company.
- 3) To approve the cancellation of the allocation of the Company's newly issued ordinary shares.
- 4) To approve the compensation to terminate the subscription for newly issued ordinary shares at the rate equivalent to the 6 months fixed deposit interest rate of Kasikornbank of the amount of subscription payment from 1 June 2022 to 3 October 2022, total 1,436,078 shares and approve to terminate the subscription for new issued ordinary shares since 4 October 2022, onwards.



**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**

Subsequently, on 11 November 2022, the Board of Directors' meeting passed resolutions to approval as following:

- 1) To propose to the Extraordinary Shareholders' meeting for decrease in the Company's registered capital of Baht 180,869,643 from the existing registered capital of Baht 1,320,368,356 to Baht 1,139,498,713 by cancelling ordinary shares of the Company, which had not been issued of 180,869,643 shares at the par value of Baht 1 per share and propose to amendment to the Memorandum of Association of the Company to be in accordance with the decrease of the Company's registered capital.
- 2) To propose to the Extraordinary Shareholders' meeting for increase in the Company's registered capital at Baht 465,000,000 from the existing registered capital of Baht 1,139,498,713 to Baht 1,604,498,713 by issuing newly ordinary shares not exceeding 465,000,000 shares at the par value of Baht 1 per share for capital increase to a specific person (Private Placement) and propose to amendment to the Memorandum of Association of the Company to be in accordance with the increase of the Company's registered capital.
- 3) To propose to the Extraordinary Shareholders' meeting for allocation of the Company's newly issued ordinary shares to Private Placement which the newly ordinary shares will be issued not exceed 465,000,000 shares with the par value of Baht 1 per share at the offering price not exceed Baht 1.73 per share, total value is not exceed Baht 804,450,000 for repayment the existing loans and/or used as working capital to support the Group's operations and/or to support the Group's business expansion in the future.
- 4) To approve the capital increase in Domino Asia Pacific Company Limited from the existing registered share capital of Baht 430 million to a new registered share capital of Baht 1,010 million by issuing 5.8 million new ordinary shares at par valued of Baht 100 per share.

On 16 December 2022, Board of Director passed resolutions to approval as following:

- 1) To approve the cancellation of the allocation of the Company's newly issued ordinary shares to Private Placement according to the resolutions of board of director on 11 November 2022.
- 2) To propose to the extra shareholders' meeting to consider and approve the increase of 445,000,000 shares the Company's registered capital to Private Placement with the par value of Baht 1 per share at the offering price not exceed Baht 1.74 per share, total value is not exceed Baht 774,300,000.

On February 17, 2023, at the Annual General Meeting of Shareholders No. 1/2023, the following resolutions were passed:

- 1) Approved the cancellation of the registered capital increase of the company by 180,869,643 Baht, reducing the original registered capital from 1,320,368,356 Baht to a new registered capital of 1,139,498,713 Baht. This was achieved by reducing ordinary shares that have not been issued, amounting to 180,869,643 shares, with a par value of 1 Baht per share. Also approved additional amendments to the Articles of Association to align with the reduction in registered capital.



**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**

- 2) Approved the increase in the company's capital by 445,000,000 shares, from the original registered capital of 1,139,498,713 shares to a new registered capital of 1,584,498,713 shares, with a par value of 1 Baht per share. Additionally, approved further amendments to the Articles of Association to align with the increased registered capital.
- 3) Approved the allocation of ordinary shares for the increase in capital by 445,000,000 shares, at a par value of 1 Baht per share, for a specific targeted sale to limited investors at an offering price of 1.74 Baht per share, not exceeding a total value of 774,300,000 Baht. The company is required to complete the share issuance within 12 months. In case of changes to the offering price, the board of directors is authorized to adjust the price within the specified timeframe. On May 11, 2023, the company received payment for the newly issued ordinary shares from some investors, amounting to 15,000,000 shares at a price of 1.74 Baht per share, and the company was registered with the Department of Business Development on May 12, 2023, resulting in a total paid-up capital of 828,913,390 Baht.

On September 4, 2023, at the 7th/2023 Board of Directors Meeting, the following resolutions were considered and approved: The approval of the determination of the offering price for the ordinary shares to increase the company's capital for specific targeted sales to new limited investors. The resolution specified an offering price of 1.00 Baht per share. A total of 156,200,000 shares were reserved by investors, and on September 5, 2023, the company received payment for the ordinary shares, amounting to 156,200,000 shares, at a price of 1.00 Baht per share. The company was registered with the Department of Business Development on September 6, 2023, resulting in a total paid-up capital of 985,113,390 Baht.

Additionally, on October 31, 2023, an investor utilized the rights to convert 6 shares, and the company was registered with the Department of Business Development. Consequently, the total paid-up capital of the company amounted to 985,113,396 Baht.

On November 21, 2023, during the 2nd/2023 Ordinary Shareholders' Meeting, the following resolutions were passed:

- 1) Approval for the issuance and allocation of Warrants (W-W6) to existing shareholders who subscribed to the offering at a ratio of 5:1. The warrants were allocated without considering the monetary value (RO Warrant Sweetener).
- 2) Approval for the cancellation of the registered capital increase amounting to 273,800,000 Baht. This involved reducing the registered capital from the initial 1,584,498,713 Baht to 1,310,698,713 Baht by canceling 273,800,000 ordinary shares with a par value of 1 Baht each. These were the remaining shares from the earlier allocation of additional ordinary shares to limited individuals. The company registered this change to conform with the reduced registered capital.

**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**

- 3) Approval for the increase in the company's capital by issuing 394,045,356 new ordinary shares. This increased the registered capital from 1,310,698,713 shares to 1,704,744,069 shares, each with a par value of 1 Baht. The company registered this change to align with the increased registered capital. On December 21, 2023, the company received payments for the additional ordinary shares from certain investors who exercised their rights, totaling 45,483,822 shares at 1.00 Baht per share. The registration with the Department of Business Development was completed on December 26, 2023, resulting in a total paid-up capital of 1,030,597,218 Baht.

During the year 2023, there were additional changes related to the registered capital and paid-up capital of subsidiary companies:

- 1) On March 14, 2023, during the 3rd/2023 Board of Directors Meeting, it was approved to increase the registered capital of Food Holding Company Limited by 30 million Baht and Eastern Cuisine (Thailand) Company Limited by 30 million Baht. Additionally, a subsidiary company, Fresh Energy Fusion Limited, with a registered capital of 10 million Baht, was established. This subsidiary had received payments totaling 2.50 million Baht, and it was registered with the Department of Business Development on May 31, 2023.
- 2) On August 25, 2023, during the 6th/2023 Board of Directors Meeting, it was approved to increase the registered capital of Food Holding Company Limited by 70 million Baht and the registered capital of Crops and Co. Development Company Limited by 70 million Baht.
- 3) On September 4, 2023, during the 7th/2023 Board of Directors Meeting, it was approved to increase the registered capital of Food Holding Company Limited by 36 million Baht and Eastern Cuisine (Thailand) Company Limited by 36 million Baht.

WOW Factor Public Company Limited and Subsidiaries  
Notes to the financial statements  
For the year ended 31 December 2023

25 Warrants

Details of Warrants representing the right to purchase ordinary shares of the Company. Type of Warrants are name-specified and transferable, the details are as follow;

No.	Period of warrants	Issuance date of the warrants	Expiration date	Unit of warrants	Number of ordinary shares for warrants (Shares)	Exercised ratio (Unit: Share)	The remaining warrants	
							Exercised price (Baht per share)	2022
No.5* (W-W5)	3 years 10 months, the first exercise date is on 28 October 2022. The next exercise date will be on 31 October 2023 and the last exercise date will be on 31 October 2024.	8 January 2021	31 October 2024	325,565,323	325,565,323	1 : 0.0667	2.10	325,565,323
				341,980,417	401,480,417			325,565,323
								325,565,323

\* Referred to the change in number of share capital in note 22 to the financial statements, the effect to the warrants No. 5 (W-W5) are as follows:

	Before adjustment	After adjustment
Unit of warrant (Unit)	4,863,479,841	325,565,323
Exercised ratio (Unit : shares)	1 : 1	1 : 0.0667
Exercised price (Baht : shares)	0.14	2.10



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

26 Legal Reserve

Under the Public Limited Company Act. B.E. 2535, the Company is required to set aside as a legal reserve at least 5 percent of its net income for the year net of deficit (if any), until the reserve reaches 10 percent of the registered capital. This reserve shall not be distributable for dividends.

27 Basic Earning (Loss) Per Share

## 27.1 Effects on basic earnings (loss) per share

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Profit (loss) for the year from continuing operations - portion of the Company's shareholders (Baht)	(147,521,435)	(330,768,698)	(73,946,616)	(812,663,561)
Issued and paid-up share capital (shares)				
Issued and paid-up share capital	813,913,390	813,913,390	813,913,390	813,913,390
Potential ordinary shares deemed to be exercised of warrants	216,683,822	16,929,394	216,683,822	16,929,394
Weighted average number of diluted ordinary shares	1,030,597,212	830,842,784	1,030,597,212	830,842,784
The decrease of par value of the Company's share (times)	-	-	-	-
Issued and paid-up share capital	1,030,597,212	830,842,784	1,030,597,212	830,842,784
Potential ordinary shares deemed to be exercised of warrants	877,250,217	830,842,784	877,250,217	830,842,784
Diluted loss per share (Baht per share)	(0.168)	(0.398)	(0.084)	(0.978)
Loss for the year from discontinued operations – portion of the Company's shareholders (Baht)	-	(243,272,587)	-	-
Weighted average number of ordinary shares (Shares)	877,250,217	830,842,784	877,250,217	830,842,784
Basic loss per share (Baht per share)	0.000	(0.293)	0.000	0.000



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

## 27.2 Effects on diluted earnings (loss) per share

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Profit (loss) for the year from continuing operations - portion of the Company's shareholders (Baht)	(147,521,435)	(330,768,698)	(73,946,616)	(812,663,561)
Issued and paid-up share capital (shares)				
Issued and paid-up share capital	1,030,597,212	813,913,390	1,030,597,212	813,913,390
Potential ordinary shares deemed to be exercised of warrants	16,929,388	16,929,394	16,929,388	16,929,394
Weighted average number of diluted ordinary shares	1,047,526,000	830,842,784	1,047,526,000	830,842,784
Diluted loss per share (Baht per share)	(0.165)	(0.398)	(0.083)	(0.978)
Loss for the year from discontinued operations – portion of the Company's shareholders (Baht)	-	(243,272,587)	-	-
Weighted average number of ordinary shares (Shares)	894,179,605	830,842,784	894,179,605	830,842,784
Basic loss per share (Baht per share)	0.000	(0.293)	0.000	0.000

28 Expenses by Nature

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Changes in finished goods	2,493,711	2,493,711	-	-
Raw materials and consumable used	131,366,276	271,323,578	-	-
Employee expenses	112,025,344	275,675,013	10,393,589	14,398,754
Depreciation and amortizations	46,604,985	146,214,405	3,439,942	1,894,134
Professional fees	10,494,166	21,472,549	5,492,601	14,989,128
Utility expenses	14,338,011	44,319,750	209,152	216,457
Loss on written off of fixed assets	5,599,015	6,180,945	22,966	396,369
Rental and service expenses	59,794,568	46,145,447	3,040,048	1,346,117

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

29 Finance Cost

(Unit: Baht)

	Consolidated		Separate	
	2023	2022	2023	2022
Loans from financial institution	1,171,785	1,117,138	-	-
Lease liabilities	5,808,270	5,189,771	790,339	201,464
Short-term from unrelated parties	32,962,353	50,211,572	32,962,353	50,211,573
<b>Total</b>	<b>39,942,408</b>	<b>56,518,481</b>	<b>33,752,692</b>	<b>50,413,037</b>

30 Segment Reporting

Operating segment information is presentation of the management's perspective. The segment reporting is based on internal data to be regularly presented to the Company's decision maker concerning the business operations.

The Group is engaged in business sector as selling foods and beverages. All revenues, profit and entire assets shown in the financial statements are related to the same business sectors and geographical segment in Thailand. The Group's financial statements are classified by business sector as follows.

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

## For the year ended 31 December 2023

The segment for the years ended 31 December 2023 and 2022 as follows;

(Unit: Baht)	Consolidated				
	For the year ended 31 December 2023				
	Selling foods and beverages	Parent Company	Total	Eliminated transactions	Total
Revenue from sales	314,477,798	-	314,477,798	(2,702,913)	311,774,885
(Timing of revenue recognition: At a point in time)					
Costs of sales	(162,198,401)	-	(162,198,401)	2,529,367	(159,669,034)
Gross profit	152,279,397	-	152,279,397	(173,547)	152,105,851
Management income	-	22,323,800	22,323,800	(22,323,800)	-
Other income	9,502,840	14,319,141	23,821,981	(12,102,521)	11,719,460
Selling and administrative expenses	(196,920,918)	(47,486,474)	(243,621,510)	54,648,709	(188,972,801)
Depreciation and amortizations	(18,291,901)	(3,724,834)	(22,016,735)	(24,815,654)	(46,832,389)
Remunerations for directors and management	-	(9,045,700)	(9,045,700)	-	(9,045,700)
Loss on allowance for impairment on Investment in subsidiary	-	(39,431,233)	(39,431,233)	39,431,233	-
Loss on impairment of goodwill and trademark				(26,894,267)	(26,894,267)
Finance costs	(6,612,396)	(41,415,850)	(48,028,246)	8,085,838	(39,942,408)
Income tax benefit	-	-	-	1,126,701	1,126,701
Loss from continuing operations	(60,042,978)	(103,675,268)	(163,718,246)	16,982,693	(146,735,553)
Discontinued operations					
Loss from discontinued operations					
Loss for the year	(52,120,971)	(103,675,268)	(163,718,246)	16,982,693	(146,735,553)
Increase (decrease) in non-current assets	34,660,475	119,297,294	153,957,769	(130,729,966)	23,227,803
Total assets	168,997,220	1,156,908,771	1,325,905,991	(586,517,255)	739,388,736
Total liabilities	293,897,078	365,102,224	658,999,302	(102,417,032)	556,582,270

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated				
	For the year ended 31 December 2022				
	Selling foods and beverages	Parent Company	Total	Eliminated transactions	Total
Revenue from sales	344,486,602	-	344,486,602	-	344,486,602
(Timing of revenue recognition: At a point in time)					
Costs of sales	(172,301,732)	-	(172,301,732)	-	(172,301,732)
Gross profit	172,184,870	-	172,184,870	-	172,184,870
Management income	-	11,606,360	11,606,360	(11,606,360)	-
Other income	3,213,260	38,136,959	41,350,219	(38,018,589)	3,331,630
Selling and administrative expenses	(98,341,272)	(32,723,558)	(131,064,830)	10,584,298	(120,480,532)
Depreciation and amortizations	(144,320,271)	(1,894,134)	(146,214,405)	-	(146,214,405)
Remunerations for directors and managomont	-	(7,406,221)	(7,406,221)	-	(7,406,221)
Loss on allowance for impairment on Investment in subsidiary	-	(145,800,000)	(145,800,000)	145,800,000	-
Loss on sales of investment in subsidiaries and assets	1,144,522	(562,346,725)	(561,202,203)	460,490,745	(100,711,458)
Loss from losses control in subsidiary	-	(61,793,205)	(61,793,205)	61,793,205	-
Loss on impairment of goodwill	(80,600,000)	-	(80,600,000)	-	(80,600,000)
Interest expense	(19,877,533)	(50,413,037)	(70,290,570)	13,772,089	(56,518,481)
Income tax benefit	5,645,899	-	5,645,899	-	5,645,899
Loss from continuing operations	(160,950,525)	(812,633,561)	(973,584,085)	642,815,387	(330,768,698)
<b>Discontinued operations</b>					
Loss from discontinued operations	(273,350,101)	-	(273,350,101)	28,128,411	(245,221,690)
Loss for the year	(434,300,625)	(812,633,561)	(1,246,934,186)	670,943,798	(575,990,388)
Increase (decrease) in non-current assets	(136,549,733)	(439,603,713)	(576,153,446)	-	(576,153,446)
Total assets	976,853,720	612,876,503	1,589,730,298	(889,639,569)	700,090,729
Total liabilities	651,486,783	353,636,556	1,005,123,339	(407,576,689)	597,546,650

## Major customers

For the years 2023 and 2022, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

31 Financial Instruments

Categories of financial assets and financial liabilities

The carrying amount of financial assets and financial liabilities in each category are as follows:

(Unit : Baht)	Consolidated		Separate	
	2023	2022	2023	2022
Transactions				
<b>Financial assets</b>				
<i>Financial assets measured at amortized cost</i>				
Cash and cash equivalents	26,749,869	16,156,159	12,517,971	1,754,074
Trade receivables	8,514,499	3,708,608	-	-
Short-term loans to related companies		-	197,184,987	254,217,093
Restricted deposits with financial institution	400,000	400,000	-	-
<i>Financial assets measured at fair value through Comprehensive income (FVOCI)</i>				
Other non – current financial assets	27,245,995	27,245,995	27,245,995	27,245,995
<b>Total Financial assets</b>	<b>62,910,363</b>	<b>47,510,762</b>	<b>237,002,953</b>	<b>283,217,162</b>
<b>Financial liabilities</b>				
<i>Financial liabilities measured at amortized cost</i>				
Bank overdraft and short-term loans	293,243,599	340,340,074	284,501,005	330,297,711
Trade and other current payables	57,479,892	56,246,951	207,617	1,005,414
Short-term loans from related persons	-	-	-	-
Current portion of :				
- Long-term loans from financial institutions	3,049,490	3,213,610	-	-
- Lease liabilities	26,644,432	27,234,462	2,194,365	568,294
Long-term loans from financial institutions	8,293,521	10,675,392	-	-
Lease liabilities	83,813,488	91,513,901	10,860,376	2,169,700
<b>Total Financial liabilities</b>	<b>472,524,422</b>	<b>529,224,390</b>	<b>297,763,363</b>	<b>334,041,119</b>

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

## Liquidity risk

The Group monitor its liquidity risk and maintain a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

As at 31 December 2023 and 2022, the financial assets and liabilities classified by the periods of time for the date on the statements of financial position to their maturity dates are as follows:

(Unit: Baht)

	Consolidated			
	2023			
	At call	Within 1 year	Over 1 year	Total
<b>Financial liabilities</b>				
Bank overdraft and short-term loans	80,082,265	213,161,334	-	293,243,599
Trade and other current payable	57,479,892	-	-	57,479,892
Long-term loans from financial institutions	-	3,049,490	8,293,521	11,343,011
Lease liabilities	-	26,644,432	83,813,488	110,457,920

(Unit: Baht)

	Consolidated			
	2022			
	At call	Within 1 year	Over 1 year	Total
<b>Financial liabilities</b>				
Bank overdraft and short-term loans	340,340,074	-	-	340,340,074
Trade and other current payable	56,246,951	-	-	56,246,951
Long-term loans from financial institutions	-	3,213,610	10,675,392	13,889,002
Lease liabilities	-	27,234,462	91,513,901	118,748,363

(Unit: Baht)

	Separated			
	2023			
	At call	Within 1 year	Over 1 year	Total
<b>Financial liabilities</b>				
Bank overdraft and short-term loans	71,339,671	213,161,334	-	284,501,005
Other current payable	207,617	-	-	207,617
Lease liabilities	-	2,194,365	10,860,376	13,054,741

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

	Separated			
	2022			
	At call	Within 1 year	Over 1 year	Total
<b>Financial liabilities</b>				
Bank overdraft and short-term loans	-	330,297,711	-	330,297,711
Other current payable	1,005,414	-	-	1,005,414
Lease liabilities	-	568,294	2,169,700	2,737,994

**Interest rate risk**

Interest rate risk arises from the fluctuation of interest rates in the future which will affect operations and cash flows of the Group. The Group is exposed to interest rate risk in respect of assets and liabilities as follows:

(Unit: Baht)

	Consolidated			
	For the year ended 31 December 2023			
	Floating interest rate	Fixed interest rate	Non interest rate	Total
<b>Assets</b>				
Savings deposits	20,134,328	-	-	20,134,328
Current deposits	-	-	6,220,164	6,220,164
Fixed deposit	-	89,684	-	89,684
Restricted deposits with financial institution	400,000	-	-	400,000
<b>Liabilities</b>				
Bank overdraft and short-term loans	7,600,974	284,501,005	-	292,101,979
Liabilities under trust receipt agreements	1,141,620	-	-	1,141,620
Lease liabilities	-	110,457,920	-	110,457,920

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated			
	For the year ended 31 December 2022			
	Floating interest rate	Fixed interest rate	Non-interest rate	Total
<b>Assets</b>				
Savings deposits	6,951,359	-	-	6,951,359
Current deposits	-	-	8,647,751	8,647,751
Fixed deposit	-	89,684	-	89,684
Restricted deposits with financial institution	400,000	-	-	400,000
<b>Liabilities</b>				
Bank overdraft and short-term loans	6,868,303	330,297,711	-	337,166,014
Liabilities under trust receipt agreements	3,174,360	-	-	3,174,360
Lease liabilities	-	118,748,363	-	118,748,363

(Unit: Baht)

	Separated			
	For the year ended 31 December 2023			
	Floating interest rate	Fixed interest rate	Non-interest rate	Total
<b>Assets</b>				
Savings deposits	12,376,617	-	-	12,376,617
Current deposits	-	-	41,670	41,670
Fixed deposit	-	89,684	-	89,684
Short-term loans	-	197,184,987	-	197,184,987
<b>Liabilities</b>				
Short-term loans	-	284,501,005	-	284,501,005
Lease liabilities	-	13,054,742	-	13,054,742



## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

(Unit: Baht)

	Separated			
	For the year ended 31 December 2022			
	Floating interest rate	Fixed interest rate	Non-interest rate	Total
<b>Assets</b>				
Savings deposits	1,581,664	-	-	1,581,664
Current deposits	-	-	81,670	81,670
Fixed deposit	-	89,684	-	89,684
Short-term loan to related person	-	254,217,093	-	254,217,093
<b>Liabilities</b>				
Short-term loans	-	330,297,711	-	330,297,711
Lease liabilities	-	2,737,994	-	2,737,994

**Exchange rates risk**

The Group has exposure to foreign currencies risk relating to the settlement of export-import goods and services with overseas partners in foreign currencies which are currently unhedged by any derivative financial instruments.

As at 31 December 2023 and 2022, the Group's assets and liabilities denominated foreign currencies as follows:

(Unit: Baht)

		Consolidated			
		2023		2022	
		Assets	Liabilities	Assets	Liabilities
Japanese Yen	JPY	-	7,142,863	-	3,197,480

**Credit risk**

The Company is exposed to credit risk in respect of any trade accounts receivable the management has a policy and controlling method for credit provided to any trade accounts receivable by determining the credit line amount and review the settlement ability.

## WOW Factor Public Company Limited and Subsidiaries

## Notes to the financial statements

For the year ended 31 December 2023

**Capital risk management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

32 Provident Fund

The provident fund is contributed to by the Group employees at the rates of 2% - 5% of their basic salaries on a monthly basis. The Group has appointed the authorized manager to manage the provident fund in accordance with the terms and conditions prescribed in the Ministerial Regulation No.2 (B.E. 2532) issued under the Provident Fund Act B.E. 2530 amount of Baht 0.64 million. (2022 : Baht 1.63 million)

33 Commitments and Contingent Liabilities

33.1 As at 31 December 2022 and 2021, the Group have commitments for rental and services agreements and construction contracts as follows:

(Unit: Baht)	Consolidated		Separate	
	2023	2022	2023	2022
<b>Rental and services</b>				
Within 1 year	26,726,725	27,113,064	2,986,425	4,977,375
More than 1 year	44,157,434	29,348,970	5,972,850	5,972,850
but not over 3 years				
More than 3 years	37,672,444	-	6,470,588	8,959,275
	<u>108,556,603</u>	<u>56,462,034</u>	<u>15,429,863</u>	<u>17,918,550</u>
<b>Building improvement under construction and purchase fixed assets</b>				
Within 1 year	<u>29,608,653</u>	<u>2,167,356</u>		-

**WOW Factor Public Company Limited and Subsidiaries**
**Notes to the financial statements**
**For the year ended 31 December 2023**

- 33.2 The indirect subsidiaries have entered into license agreements with foreign companies for using trademark and know-how on production and sales under the conditions of the license agreements. The indirect subsidiaries have to pay monthly royalty fee according to the rates in the agreements.
- 33.3 The indirect subsidiary have entered into the rental agreements and service agreements for kitchen equipments and furnitures which have period for obligation as 3 years. If the indirect subsidiary cancel the agreements before due date, the indirect subsidiary have to pay the penalty according to the agreement rates. As at 31 December 2023, the amount is Baht 3.72 million (31 December 2022 : Baht 4.32 million).
- 33.4 As at 31 May 2018, the indirect subsidiary was sued by the third defendant ("Plaintiff") for the offense as liabilities arised from assets representative lead to the damage occurred to the plaintiff. The Criminal court have dismissed the case on 26 January 2021. Then, on 9 August 2021, the indirect subsidiary have prosecuted to group of management which it did not have the authorization. The Court of Appeal ordered to wait for the judged of the Criminal court for the judgmental. During the 2022, the plaintiff have file a complaint to the Court of Appeal and in the process of collecting additional evidence.

**34 Approval of the financial statements**

These consolidated and separate financial statements have been approved for issuance by the Company's board of directors on February 15, 2024.