

Invitation Letter for the Extraordinary General
Meeting of Shareholders No. 1/2024

December 24, 2024



Wow Factor Public Company Limited



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

WOW FACTOR PUBLIC COMPANY LIMITED
304 VANIT PLACE AREE TOWER (TOWER A), ROOM
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,
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December 9, 2024

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To Shareholders

Wow Factor Public Company Limited

Enclosure

1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders
2. Capital Increase Report Form (F53-4)
3. Information Memorandum regarding the Issuance, Offering, and Allocation of Newly Issued Ordinary Shares of Wow Factor Public Company Limited
4. Company Regulations specific to shareholders' meeting
5. Draft Amendments to the Company's Regulations (only the amended sections)
6. Profile of the Independent Directors to be Appointed as Proxy of Shareholders and the Definition of Independent Director
7. Proxy Forms A, B, and C
8. Personal Data Protection Notice for shareholders' Meeting
9. Guidelines for attending shareholders' Meeting through Electronic Media (E-EGM) and the Appointment of Proxies through IR PLUS AGM application

The Board of Directors of Wow Factor Public Company Limited (the Company") would like to inform that the Board of Directors' Meeting No. 7/2024, held on 18 November 2024, resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on Tuesday, 24 December 2024, at 10:00 a.m.

The meeting will be conducted via electronic means (E-EGM) in accordance with the Royal Decree on Electronic Conferencing B.E. 2563 (2020) and other relevant laws. The meeting agenda is as follows:

Agenda 1 To consider and approve the minutes of the 2024 Annual General Meeting of Shareholders held on 30 April 2024

Fact and Reasons

Shareholders are invited to jointly consider and approve the minutes of the 2024 Annual General Meeting of Shareholders, held on 30 April 2024. The minutes were prepared and submitted to the Stock Exchange of Thailand ("SET") within 14 days of the 2024 Annual General Meeting of Shareholders and published on the Company's website. Details can be found in **Enclosure 1** (Copy of the Minutes of the 2024

Annual General Meeting of Shareholders), which has been sent to all shareholders along with the invitation letter.

Opinion of the Board of Directors

The Board of Directors has reviewed the minutes of the meeting and concluded that they have been accurately recorded. Therefore, the Board proposes to the Extraordinary General Meeting of Shareholders No. 1/2024 at this meeting to consider and approve said minutes.

Voting

The resolution for this agenda requires a majority vote of Shareholders who are present at the meeting and cast their votes.

Agenda 2 To Consider and Approve the Reduction of the Company's Registered Capital by THB 1,077,083,577 from the Original Registered Capital of THB 3,945,198,763 to THB 2,868,115,186 by canceling 1,077,083,577 unissued shares with a par value of THB 1.00 per share, and to approve the amendment of Clause 4 of the Company's Articles of Association to align with the reduction of the registered capital.

Fact and Reasons

The Company intends to increase its registered capital by offering additional ordinary shares through a General Mandate for Private Placement and Rights Offering to existing shareholders based on their shareholding proportion. In accordance with Section 136 of the Public Limited Companies Act B.E. 2535 (and its amendments) ("**Public Limited Companies Act**"), which stipulates that a company may increase its registered capital by issuing new shares only after all previously issued shares have been sold or fully paid, or in cases where not all shares have been sold, the remaining shares must be those issued to accommodate convertible debentures or warrants for the purchase of shares.

Presently, the Company has a registered capital of THB 3,945,198,763, paid-up capital of THB 1,929,098,958, and reserved capital for the exercise of the rights under the warrants for the purchase of additional ordinary shares of the Company, Warrants-6 (W-W6) amounting to THB 45,483,822, and warrants for the purchase of additional ordinary shares of the Company, Warrants-7 (W-W7) amounting to THB 893,532,406. Therefore, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 the reduction of the Company's registered capital by THB 1,077,083,577, from the original registered capital of THB 3,945,198,763 to THB 2,868,115,186 by canceling 1,077,083,577 unissued shares with a par value of THB 1.00 per share. Additionally, the meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the amendment of Clause 4 of the Company's Articles of Association to align with the reduction of the Company's registered capital as follows:

“Clause 4.	Registered Capital	:	THB 2,868,115,186	(Two Billion Eight Hundred Sixty-Eight Million One Hundred Fifteen Thousand One Hundred Eighty-Six Baht)
	Divided into	:	2,868,115,186 shares	(Two Billion Eight Hundred Sixty-Eight Million One Hundred Fifteen Thousand One Hundred Eighty-Six shares)
	Par Value	:	THB 1	(One Baht)
	Divided into	:		
	Ordinary Shares	:	2,868,115,186 shares	(Two Billion Eight Hundred Sixty-Eight Million One Hundred Fifteen Thousand One Hundred Eighty-Six shares)
	Preferred Shares	:	-None-	-”

Therefore, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders No. 1/2024 meeting to consider and approve the delegation of authority to the authorized directors or individuals authorized by the authorized directors to register the capital reduction and amend the Articles of Association with the Department of Business Development, Ministry of Commerce as well as, carrying out any necessary actions to comply with the Registrar’s orders to complete the registration process.

Opinion of the Board of Directors

The Board of Directors has reviewed and proposes that the Extraordinary General Meeting of Shareholders No. 1/2024 consider and approve the reduction of the Company's registered capital by THB 1,077,083,577 from the original registered capital of THB 3,945,198,763 to THB 2,868,115,186 by canceling 1,077,083,577 unissued shares with a par value of THB 1.00 per share. The Board also proposes the approval of the amendment of Clause 4 of the Memorandum of Association to align with the reduction of the Company's registered capital.

Voting

The resolution on this agenda must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

Agenda 3 To Consider and Approve the Increase of the Company's Registered Capital by THB 492,728,423 from the original registered capital of THB 2,868,115,186 to the new registered capital of THB 3,360,843,609 by issuing 492,728,423 new ordinary shares with a par value of THB 1.00 per share, and to approve the amendment of Clause 4 of the Articles of Association to align with the increase in the Company's registered capital.

Fact and Reasons

The Company plans to increase its registered capital to support future business expansion and provide working capital for its operations. Therefore, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting the approval of an increase in the Company's registered capital by THB 492,728,423 from the original registered capital of THB 2,868,115,186 to a new registered capital of THB 3,360,843,609. This will be achieved by issuing 492,728,423 new ordinary shares with a par value of THB 1.00 per share for (1) The issuance and offering of new ordinary shares under a General Mandate for Private Placement to selected individuals, and (2) The issuance and offering of shares to the Company's existing shareholders based on their respective shareholding proportions (Rights Offering). Additionally, the meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the amendment of Clause 4 of the Company's Articles of Association to align with the increase in the Company's registered capital. The details are as follows:

"Clause 4 Registered Capital		:	THB 3,360,843,609	(Three Billion Three Hundred Sixty Million Eight Hundred Forty-Three Thousand Six Hundred Nine Baht)
Divided into	:	3,360,843,609	Shares	(Three Billion Three Hundred Sixty Million Eight Hundred Forty-Three Thousand Six Hundred Nine Shares)
Par Value	:	THB 1		(One Baht)
Divided into	:			
Ordinary Shares	:	3,360,843,609	Shares	(Three Billion Three Hundred Sixty Million Eight Hundred Forty-Three Thousand Six Hundred Nine Shares)

Preferred Shares : -None- -"

Therefore, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders No. 1/2024 meeting to consider and approve the delegation of authority to the authorized directors or individuals authorized by the authorized directors to register the capital increase and amend the Memorandum of Association with the Department of Business Development Ministry of Commerce as well as, carrying out any necessary actions to comply with the Registrar's orders to complete the registration process.

Further details regarding the Company's registered capital increase are provided in Enclosure 2 (Report on Capital Increase (F53-4)), which has been sent to all shareholders along with this invitation letter.

Opinion of the Board of Directors

The Board of Directors has reviewed and proposes that the Extraordinary General Meeting of Shareholders No. 1/2024 consider and approve the increase in the Company's registered capital by THB 492,728,423, from the original registered capital of THB 2,868,115,186 to the new registered capital of THB 3,360,843,609. This will be achieved by issuing 492,728,423 new ordinary shares with a par value of THB 1.00 per share, and to approve the amendment of Clause 4 of the Company's Memorandum of Association to align with the increase in the Company's registered capital.

Voting

The resolution on this agenda must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

Agenda 4 Consideration and approval for the issuance and allocation of up to 492,728,423 new ordinary shares with a par value of THB 1.00 per share, with details as follows:

Agenda 4.1 Consideration and approval for the issuance ordinary shares to support the issuance and offering of new ordinary shares under a General Mandate to be offered to a limited group of individuals (Private Placement) of up to 190,000,000 shares with a par value of THB 1.00 per share.

Fact and Reasons

The Company plans to increase its registered capital to support future business expansion and provide working capital for its operations. Therefore, the Board of Directors has resolved to propose to the shareholders' meeting to approve the issuance and allocation of new ordinary shares to support the issuance and offering of new ordinary shares General Mandate to be offered to a limited group of individuals (Private Placement) of up to 190,000,000 shares with a par value of THB 1.00 per share.

The price at which the Company's shares will be offered to a limited group of individuals (Private Placement) will be the price based on the market conditions during the offering period, aimed at ensuring the best interests of the Company and its shareholders. The price must not be considered as below-market value, as per the criteria established by the Securities and Exchange Commission ("SEC") and the Stock Exchange of Thailand ("SET"). The price must not be lower than one of the following: (1) The weighted average price of the company's shares on the SET during the 7 to 15 consecutive trading days prior to the date on which the Board of Directors resolves to set the offering price, with a discount of no more than 10% of the price; or (2) The price determined through a process where investors can express their interest in purchasing the Company's newly issued shares at their desired price (Book Building), conducted by a securities company; or (3) The fair value of the shares, as assessed by a financial advisor approved by the SEC in accordance with the criteria set out in Notification Tor Jor. 28/2565. Furthermore, the issuance and allocation of new shares must comply with the guidelines set by the SEC.

The allocation of the newly issued shares will not involve offering shares to related parties as defined by the Notification on Related Party Transactions by the Securities and Exchange Commission (SEC) Notification Tor Jor. 21/2551, "Criteria for Related Party Transactions," dated August 31, 2008 (including any amendments), and the Notification of the Stock Exchange of Thailand on Disclosure and Practices of Listed Companies in Related Party Transactions B.E. 2546 (2003), dated November 19, 2003 (including amendments) ("**Related Party Transactions Announcement**").

Additionally, the allocation of the new shares, under any circumstances, must not result in any investor holding shares in the company to the extent that it triggers a mandatory Tender Offer as defined in the SEC Notification Tor Jor. 12/2554, "Criteria, Conditions, and Procedures for Acquiring Securities to Control a Business," dated May 13, 2011 (and amendments), or violate the foreign ownership restrictions set forth in the Company's articles of association, which limit foreign ownership to no more than 49% of the Company's outstanding shares.

Furthermore, the issuance and offering of the new shares does not qualify as a specific offering of newly issued shares to a limited group of individuals with significant implications under the SEC Notification Tor Jor. 28/2565, "Permission for Listed Companies to Offer Newly Issued Shares to a Limited Group of Individuals" (including any amendments) ("**SEC Notification Tor Jor. 28/2565**").

As the Company has accumulated losses as shown in the separate financial statements for the fiscal period ending September 30, 2024 (reviewed), the Company is therefore able to set the price of the newly issued shares offering to a limited group of investors at a price lower than the par value of the shares. However, the Company must comply with Section 52 of the Public Limited Companies Act and obtain approval from shareholders' meeting with at least three-quarters (3/4) of the total votes of shareholders present and eligible to vote, shareholders with conflicting interests in this matter will not be allowed to vote.

As the offering price for the newly issued ordinary shares offered by way of private placement does not fall below 90% of the market price according to the criteria set forth in the SEC Notification Tor Jor. 28/2565, such shares offered for sale are not subject to a "Silent Period." Therefore, the Company is not obligated to prohibit investors who receive shares through this specific offering from selling those shares within the time frame specified by the rules set out in the Stock Exchange of Thailand's announcement on the Criteria, Conditions, and Procedures for Accepting Common Shares or Preferred Shares in Capital Increases as Listed Securities, B.E. 2558 (2015), dated May 11, 2015 (including amendments).

Additionally, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders No. 1/2024 meeting to consider and approve the delegation of authority to the authorized directors to take any actions related to the issuance, offering, allocation, and subscription of the newly issued common shares, which include the following actions:

(a) Determining the offering period, offering price, the individuals to whom the shares will be offered, the subscription method and payment, the purpose of the issuance and offering of the common shares, and other details and conditions related to the issuance and offering. The price offered to the limited group of investors must not be considered as a "low price" under the criteria set by the SEC and the Stock Exchange of Thailand (SET). The allocation and issuance of the new shares must comply with the SEC's guidelines. The Company may determine whether the allocation and subscription will occur in one or multiple rounds, and whether the offering will be made to specific individuals first or to all groups at the same time.

(b) Contacting, negotiating, signing, amending contracts, documents for permission applications, waivers, notices, and necessary and related evidence for the allocation of the Company's newly issued common shares, including but not limited to subscription agreements, registrations with the Ministry of Commerce, submission of permission applications, waivers, notices, and related documents to the SEC, the Stock Exchange of Thailand, government agencies, or other relevant bodies. This also includes the registration of the newly issued shares as listed securities on the SET. Additionally, the board will consider appointing financial advisors, legal advisors, or other service providers (if necessary).

Regardless, after the offering of the Company's new ordinary shares by way of Private Placement under the General Mandate, the Company's paid-up capital from the increase must not exceed 10% of the paid-up capital as of the date the Board of Directors resolves to increase the capital under the General Mandate. The allocation of the new shares must be completed within the date of the Company's next annual general shareholders' meeting or within the legal deadline for holding the next annual general shareholders' meeting, whichever comes first.

Further details regarding the allocation of the new ordinary shares are provided in Enclosure 2 (the Capital Increase Report (F53-4)) and Enclosure 3 (Information on the Issuance, Offering, and Allocation

of New Common Shares of Vow Factor Public Company Limited), which have been sent to all shareholders along with this invitation to the meeting.

Opinion of the Board of Directors

The Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 meeting to approve the issuance and allocation of new ordinary shares to support the issuance and offering of new ordinary shares under the General Mandate to be offered to a limited group of individuals (Private Placement) of up to 190,000,000 shares with a par value of THB 1.00 per share, including the relevant powers of attorney as detailed above.

Voting

The resolution on this agenda must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

Agenda 4.2 Consideration and approval for the issuance and allocation of up to 302,728,423 new ordinary shares at a par value of 1.00 baht per share, to be offered to existing shareholders in proportion to their holdings (Rights Offering).

Fact and Reasons

The Company plans to increase its registered capital to support future business expansion and provide working capital for its operations. Therefore, the Board of Directors has resolved to propose to the shareholders' meeting to approve the issuance and allocation of up to 302,728,423 new ordinary shares at a par value of 1.00 baht per share, to be offered to existing shareholders in proportion to their holdings (Rights Offering). The allocation ratio will be 7 existing shares for 1 new ordinary share, at an offering price of 0.70 baht per share. Any fractional shares resulting from the calculation based on the shareholder's proportion of holdings will be discarded. The Record Date for determining the Extraordinary General Meeting of Shareholders No. 1/2024 entitled to receive the allocation and purchase the new shares is set for January 6, 2025. However, the rights to subscribe for and be allocated new shares are still uncertain until approved by the Extraordinary General Meeting of Shareholders No. 1/2024' meeting.

Note Those who receive the allocation of newly issued ordinary shares through the General Mandate offered by way of Private Placement, such investors will be entitled to receive an allocation for the subscription of new ordinary shares (Rights Offering), based on the proportion of shares held by each shareholder. If the allocation of ordinary shares to Private Placement investors occurs before the Record Date for determining shareholders entitled to receive the allocation and

purchase of ordinary shares offered to existing shareholders in proportion to their holdings (Rights Offering), they will be eligible for the Rights Offering.

As the Company has accumulated losses as shown in the separate financial statements for the fiscal period ending September 30, 2024 (reviewed), the Company is therefore able to set the price of the newly issued shares offering to a limited group of investors at a price lower than the par value of the shares. However, the Company must comply with Section 52 of the Public Limited Companies Act and obtain approval from the Extraordinary General Meeting of Shareholders No. 1/2024' meeting with at least three-quarters (3/4) of the total votes of shareholders present and eligible to vote, shareholders with conflicting interests in this matter will not be allowed to vote.

In the allocation of new ordinary shares to existing shareholders according to their shareholding proportion (Rights Offering), in the event that there are remaining new ordinary shares after the first round of allocation to existing shareholders, the Company may allocate the remaining shares to existing shareholders who wish to oversubscribe beyond their proportional rights at the same price as the shares allocated under the Rights Offering (Oversubscription). The details are as follows:

A. In the event that the number of shares remaining after the initial allocation to the Company's existing shareholders under the Rights Offering exceeds or equals the number of shares oversubscribed by the existing shareholders beyond their proportional rights, the Company will allocate all the remaining shares to those who oversubscribed and have fully paid for their subscriptions according to the amount they expressed interest in oversubscribing.

B. In the event that the number of shares remaining after the initial allocation to the company's existing shareholders under the Rights Offering is less than the number of shares oversubscribed by the existing shareholders beyond their proportional rights, the company will allocate the remaining shares to those who oversubscribed according to the following procedures:

(1) Shares will be allocated proportionally based on the existing shareholding percentage of each oversubscribing shareholder. The proportion of shares held by each oversubscribing shareholder will be multiplied by the number of remaining shares to determine the number of shares each is entitled to receive. If the calculation results in fractional shares, those fractions will be disregarded. However, the number of shares allocated to each shareholder shall not exceed the amount they oversubscribed for and paid in full.

(2) If there are still shares remaining after the allocation under (b)(1), the remaining shares will be reallocated to the oversubscribing shareholders who have not yet received their full allocation, based on their existing shareholding percentage. The proportion of shares held

by each oversubscribing shareholder will be multiplied by the number of remaining shares to determine the additional shares they are entitled to receive. Fractional shares from the calculation will be disregarded. The number of shares allocated in this round shall also not exceed the amount each shareholder oversubscribed for and paid in full. This reallocation process will continue until no shares remain unallocated.

The allocation of shares to the Company's existing shareholders who oversubscribe (Oversubscription) must, under no circumstances, result in any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535, as amended, related to such shareholder) holding shares of the Company in the following manners:

A. In a manner that increases their shareholding to the extent that it reaches or exceeds the threshold requiring a tender offer (Tender Offer) as stipulated in the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Criteria, Conditions, and Procedures for Acquiring Securities for Business Takeovers (including amendments) ("**Notification No. TorJor. 12/2554**"), unless such shareholder is granted an exemption from making a tender offer for all securities of the business as specified in Notification No. TorJor. 12/2554; or

B. In a manner that violates the foreign shareholding restrictions stipulated in the Company's Articles of Association.

The details of the allocation of the newly issued ordinary shares are as specified in **Enclosure 2** (Capital Increase Report Form (F53-4)) and **Enclosure 3** (Information Memorandum regarding the Issuance, Offering, and Allocation of Newly Issued Ordinary Shares of Wow Factor Public Company Limited), which have been distributed to all shareholders along with this meeting invitation.

The Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting to approve the delegation of authority to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any person appointed by the Board of Directors, the Executive Committee, or the Chief Executive Officer to have the authority to perform the following actions:

A. Determine the details of the allocation of newly issued ordinary shares for offering to the company's existing shareholders in proportion to their shareholding.

B. Specify or amend the method of share allocation, such as allocating all shares at once or in several tranches, the offering ratio, the record date for determining shareholders entitled to receive the allocation of newly issued shares, the subscription and payment period, the offering period, the offering price, the payment methods, and other details related to the allocation and offering of shares.

C. Sign application forms, requests for waivers, notifications, or any related documents concerning the allocation of newly issued shares, including contacting and submitting such documents to officials or representatives of relevant authorities, as well as registering the Company's newly issued shares as listed securities on the stock exchange.

D. Undertake any necessary or relevant actions concerning the allocation of newly issued ordinary shares for offering to the company's existing shareholders in proportion to their shareholding under applicable laws and regulations.

Opinion of the Board of Directors

The Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting to approve the issuance and allocation of new ordinary shares to support the issuance and offering of such new shares to the existing shareholders in proportion to their shareholding (Rights Offering) in the amount of not more than 302,728,423 shares, with a par value of 1 Baht per share, including the related delegations of authority as detailed above in all respects.

Voting

The resolution on this agenda must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

Given that the matters for consideration in Agenda 3 and Agenda 4 are related, if Agenda 3 is not approved by the Extraordinary General Meeting of Shareholders No. 1/2024, Agenda 4 will be automatically nullified and considered as not approved by the Extraordinary General Meeting of Shareholders No. 1/2024.

Agenda 5 To consider and approve the amendment of the Company's name and the amendment to Clause 1 of the Company's Memorandum of Association to align with the change in the Company's name.

Fact and Reasons

As the Company intends to amend its name from "Wow Factor Public Company Limited" to "X Bioscience Public Company Limited," the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting for approval of the amendment of the Company's name, the amendment to Clause 1 of the Company's Articles of Association to reflect the change in the Company's name, and the change in the Company's stock symbol. The details are as follows:

	Present	New
Thai	บริษัท วาว แฟคเตอร์ จำกัด (มหาชน)	บริษัท เอ็กซ์ไบโอไซน์เอนซ์ จำกัด (มหาชน)
English	Wow Factor Public Company Limited	X Bioscience Public Company Limited
Symbol	W	XBIO

The Board of Directors proposes to the Extraordinary General Meeting of Shareholders No. 1/2024 meeting to consider and approve the delegation of authority to the authorized directors or individuals authorized by the authorized directors to sign applications or any documents related to the registration of the amendment of the Company's name and the amendment of Article 1 of the Company's Articles of Association with the Department of Business Development, Ministry of Commerce. This includes granting authority to carry out any necessary actions related to these procedures as deemed appropriate, according to the instructions or orders of the registrar.

Opinion of the Board of Directors

The Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting to consider and approve the amendment of the Company's name and the revision of Article 1 of the Company's Articles of Association to align with the changes in the Company's name, in accordance with the details outlined above.



Voting

The resolution on this agenda must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

Agenda 6 To consider and approve the amendment of the Company's regulations in the sections related to the Company's name to align with the amendment in the Company's name, as well as the amendment of the Company seal.

Fact and Reasons

The Company plans to change its name from "Wow Factor Public Company Limited" to "X Bioscience Public Company Limited." The Board of Directors has therefore resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting for approval to amend the Company's regulations related to the Company's name in alignment with the name change. This includes the amendment of Clause 1, Clause 2, and the Company's seal as specified in Clause No. 43, as detailed below.

Present	New
Clause 1. This regulation is called the Articles of Association of Wow Factor Public Company Limited.	Clause 1. This regulation is called the Articles of Association of X Bioscience Public Company Limited.
Clause 2. The term "Company" in these articles refers to Wow Factor Public Company Limited.	Clause 2. The term "Company" in these articles refers to X Bioscience Public Company Limited.
Clause 43. The company seal shall be as stamped here. 	Clause 43. The company seal shall be as stamped here. 

The details are provided in Enclosure 5 (the Company's Articles of Association, specific to the amended sections), which has been sent to all shareholders along with this invitation to the meeting.

Opinion of the Board of Directors

The Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting to approve the amendment of the Company's Articles of Association in their entirety, to align with the change of the Company name and the amendment of the Company seal. The old Articles of Association will be revoked, and the new draft Articles will be adopted, as detailed above.

Voting

The resolution on this agenda must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

Agenda 7 To Consider and Approve the reduction of the Company's registered capital from 3,360,843,609 Baht to 1,680,421,804.50 Baht by reducing the par value of the Company's shares from 1 Baht per share to 0.50 Baht per share, and approving the amendment of Article 4 of the Memorandum of Association to align with the reduction of the Company's registered capital.

Fact and Reasons

The Company plans to reduce its registered capital to offset the deficit below par value and to clear the Company's accumulated losses as of September 30, 2024. Therefore, the Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders (EGM) No. 1/2024 for approval of the reduction of the Company's registered capital from 3,360,843,609 Baht to 1,680,421,804.50 Baht, by reducing the par value of the Company's shares from 1 Baht per share to 0.50 Baht per share. This reduction in registered capital follows the registration of an increase in registered capital of 492,728,423 Baht through the issuance of 492,728,423 new shares with a par value of 1 Baht per share, in order to accommodate: 1) the issuance and offering of new shares under the General Mandate for Private Placement, and 2) the issuance and offering of new shares to the existing shareholders in proportion to their holdings (Rights Offering).

The reduction in capital by decreasing the par value of the shares will not affect the total number of outstanding shares of the Company, the number of shares held by each shareholder, or the total shareholders' equity of the Company. The details are as follows:

Details (Unit :Million Baht)	Before the reduction of Par Value of Shares	After the reduction of Par Value of Shares
Number of Shares (Shares)	3,360,843,609	3,360,843,609
Par Value per Share (Baht per Share)	1.00	0.50
Registered Capital (Issued and Paid-up Capital)		
(a) In the case where the offering of newly issued shares to the limited group and the offering to existing shareholders in proportion to their holdings is not fully subscribed.	1,929.10	964.55
(b) In the case where the offering of newly issued shares to the limited group is fully subscribed (190 million shares) but the offering to existing shareholders in proportion to their holdings is not fully subscribed.	2,119.10	1,059.55

Details (Unit :Million Baht)	Before the reduction of Par Value of Shares	After the reduction of Par Value of Shares
(c) In the case where the offering of newly issued shares to the limited group is not fully subscribed , but the offering of newly issued shares to existing shareholders in proportion to their holdings is fully subscribed (275.59 million shares).	2,204.68	1,102.34
(d) In the case where the offering of newly issued shares to the limited group is fully subscribed (190.00 million shares) <u>after the Record Date</u> , and the offering to existing shareholders in proportion to their holdings is fully subscribed (275.59 million shares) .	2,394.68	1,197.34
(e) In the case where the offering of newly issued shares to the limited group is fully subscribed (190.00 million shares) before the Record Date, and the offering to existing shareholders in proportion to their holdings is fully subscribed (302.73 million shares) .	2,421.83	1,210.91
<i>Thus, the registered capital (issued and paid-up capital) after the reduction of par value per share will range between:</i>		964.55 - 1,210.91
	Financial Statements as of September 30, 2024.	
Paid-Up Capital in excess of par value (as of September 30, 2024)	157.30	157.30
Paid-Up Capital below par value (from the capital increase between October 1, 2024 – November 15, 2024, with a subscription price of 0.65 baht per share, amounting to 580.78 million shares)	(203.27)	(203.27)

Details (Unit :Million Baht)	Before the reduction of Par Value of Shares	After the reduction of Par Value of Shares
Paid-Up Capital below par value (from this PP and RO capital increase, assuming the subscription price is 0.70 baht per share, amounting to 492.73 million shares)	(147.82)	(147.82)
Paid-Up Capital in excess of par value (after the par value reduction)		1,210.91
Paid-Up capital in excess of par value before deducting accumulated losses	(193.79)	1,017.13
Less: Retained earnings (deficit)		(994.42)
Paid-Up Capital in excess of (below) par value	(193.79)	72.70
Other components of Shareholders' Equity	0.01	0.01

The meeting has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting for consideration and approval of the amendment to the company's Articles of Association, Clause 4, to align with the reduction of the Company's registered capital, as follows:

“Clause 4.	Registered Capital	: THB	(One Billion Six Hundred Eighty
		1,680,421,804.50	Million Four Hundred Twenty-One Thousand Eight Hundred Four Baht and Fifty Satang)
	Divided into	: 3,360,843,609 shares	(Three Billion Three Hundred Sixty Million Eight Hundred Forty-Three Thousand Six Hundred Nine Shares)
	Par Value	: THB 0.50	(Fifty Satang)
	Divided into	:	
	Ordinary Shares	: 3,360,843,609 shares	(Three Billion Three Hundred Sixty Million Eight Hundred Forty-Three Thousand Six Hundred Nine Shares)
	Preferred Shares	: -None-	-”

Therefore, the Board of Directors proposes to the Extraordinary General Meeting of Shareholders No. 1/2024 meeting to consider and approve the delegation of authority to the authorized directors or individuals authorized by the authorized directors to register the capital reduction and amend the Articles of Association with the Department of Business Development, Ministry of Commerce as well as, carrying out any necessary actions to comply with the Registrar's orders to complete the registration process.

Opinion of the Board of Directors

The Board of Directors has resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024' meeting to approve the reduction of the company's registered capital from 3,360,843,609 Baht to 1,680,421,804.50 Baht, by reducing the par value of the company's shares from 1 Baht per share to 0.50 Baht per share. Additionally, the Board proposes to approve the amendment of Article 4 of the Articles of Association to align with the reduction of the company's registered capital. And the Board of Directors proposes to the Extraordinary General Meeting of Shareholders No. 1/2024 meeting to consider and approve the delegation of authority to the authorized directors or individuals authorized by the authorized directors to register the capital reduction and amend the Articles of Association with the Department of Business Development, Ministry of Commerce as well as, carrying out any necessary actions to comply with the Registrar's orders to complete the registration process.

Voting

The resolution on this agenda must be approved by votes of not less than three-fourths (3/4) of the total votes of shareholders who are present and have the right to vote.

Given that the matters for consideration in Agenda 3 and Agenda 7 are related, if Agenda 3 is not approved by the Extraordinary General Meeting of Shareholders No. 1/2024, Agenda 7 will be automatically nullified and considered as not approved by the Extraordinary General Meeting of Shareholders No. 1/2024.

Agenda 8 Other Matters (If Any)

In accordance with Section 105, Paragraph 2 of the Public Limited Companies Act, which stipulates that shareholders holding not less than one-third of the total shares sold may request the meeting to consider other matters not specified in the notice of the meeting.

The Company has published the notice of the Extraordinary General Meeting of Shareholders No. 1/2024' meeting along with supporting documents on the Company's website at www.wowfactor.co.th. Therefore, shareholders are invited to attend the Extraordinary General Meeting of Shareholders No. 1/2024, scheduled for December 24, 2024, at 10:00 AM, to be held via electronic media (E-EGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other related laws.

Additionally, to protect the rights and interests of shareholders who are unable to attend the meeting but wish to appoint a proxy to vote on their behalf, we kindly request that shareholders appoint one of the Company's independent directors as their proxy. The list and information of the appointed independent directors are provided in the accompanying Enclosure 6 (Brief biographies of the independent directors acting as proxies for the shareholders' meeting, along with the definition of independent directors).

Shareholders are requested to use either Proxy Form A or Proxy Form B. For foreign shareholders who have designated a custodian to deposit and manage their shares, please use Proxy Form C. The details are available in the accompanying Enclosure 7 (Proxy Forms A, B, and C).

The Company requests shareholders or proxies, who would like to attend the electronic meeting (E-AGM), please refer to details of the guidelines for attending the shareholders' Meeting through Electronic Media (E-AGM) and the appointment of proxies in Enclosure 9 (the Guidelines for attending the shareholders' Meeting through Electronic Media (E-AGM) and the Appointment of Proxies through IR PLUS AGM application).

For the registration process, please download the "IR Plus AGM" application from the App Store or Google Play Store to verify your identity for attending the meeting through the "IR Plus AGM" application between December 11, 2027, at 9:00 AM and December 23, 2027, at 5:00 PM. Your registration documents will be reviewed to confirm the shareholder's identity, and once your registration is approved, you will receive a notification from the "IR Plus AGM" application to set a PIN code for logging in to participate in the ordinary Shareholders' Meeting via electronic media. Shareholders can log in to the meeting system from 8:00 hours.

The Company provides stamp duty services for proxy forms at no charge. If any shareholder has questions regarding the meeting or needs to inquire about important Company information, they can send their questions in advance before the meeting day to the Company or via email at investor@wowfactor.co.th. The Company has set the Record Date for the Extraordinary General Meeting of Shareholders, No. 1/2024, on December 2, 2024. In the event of any changes to the details of the Extraordinary General Meeting, the Company will notify shareholders via the Stock Exchange of Thailand's channels and the Company's website at www.wowfactor.co.th promptly.

Your sincerely,



(Mr. Tanawat Ueasiripan)

Vice Chairman of the Board of Directors



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

WOW FACTOR PUBLIC COMPANY LIMITED
304 VANIT PLACE AREE TOWER (TOWER A), ROOM
NO.1803-1806, 18 FLOOR, PHAHON YOTHIN ROAD,
SAMSEN NAI, PHAYA THAI, BANGKOK 10400
Tel. 02 278 5456 www.wowfactor.co.th

Minutes of the 2024 Annual General Meeting of Shareholders
of Wow Factor Public Company Limited
Tuesday 30 April 2024 at 10.00 hours
via electronic media (E-AGM)

Date and Time

The 2024 Annual General Meeting of Shareholders of Wow Factor Public Company Limited (the "Company") which was held on 30 April 2024 at 10:00 via electronic media (E-AGM) under the Royal Decree on Electronic Conferencing B.E. 2563 and other relevant laws, the meeting control venue is at the meeting room at the head office of Wow Factor Public Company Limited.

Directors Attending the Meeting

1.	Mr. Tanawat	Ueasiripan	Vice Chairman of the Board of Directors / Director
2.	Miss Saowanee	Khaoubol	Chairman of the Executive Committee (deputy) / Director
3.	Mr. Phurit	Wongkham	Director
4.	Miss Naphat	Tavisaengsiri	Director
5.	Mr. Somboon	Prasobpiboon	Independent Director
6.	Mr. Sivaporn	Chomsuwan	Independent Director
7.	Mr. Chanatip	Pumhiran	Independent Director / Chairman of the Audit Committee
8.	Mr. Yuthaveera	Achawangkul	Director
9.	Mr. Tom	Chalermkarnchana	Independent Director / Member of the Audit Committee

The Auditor Attending the Meeting

1.	Mr. Somchart	Karnsuk	A&A Office Company Limited
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The Legal Advisors Attending the Meeting

1.	Miss Thitawan	Thanasombatpaisarn	Kudun and Partners Company Limited
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The Financial Advisor Attending the Meeting

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

The Independent Financial Advisor Attending the Meeting

- | | | | |
|----|------------|------------|-----------------------------------|
| 1. | Mr. Suchat | Olanaranon | FynnCorp Advisory Company Limited |
|----|------------|------------|-----------------------------------|

Commencement of the Meeting at 10.00 hours

Miss Supawadee Maneewankul acted as a moderator of the meeting (the “**Moderator**”) and informed of details about attendees of the 2024 Annual General Meeting of Shareholders (the “**Meeting**”) that there were 3 shareholders attending the Meeting online, representing 2,946,748 shares, 39 proxies attending the Meeting, representing 422,108,340 shares, and 2 proxies attending the Meeting via online, representing 40,000,033 shares. The total number of shareholders and proxies is 44, representing 465,055,121 shares or equivalent to 45.1248 percent of the total number of sold shares, which constituted a quorum pursuant to Section 103 of Public Limited Companies Act B.E. 2535 (1992) and Article 32 of the Company’s Articles of Association. Currently, the Company does not have a Chairman of the Board of Directors, therefore, Mr. Tanawat Ueasiripan, Vice Chairman, acted as the chairman of the Meeting (the “**Chairman**”) in accordance with Section 104 of the Public Company Limited Act B.E. 2535 (as amended) (“**Public Company Act**”).

Before the commencement of the Meeting, the Moderator introduced the Board of Directors, auditor, legal advisor, financial advisor, and independent financial advisor to the Meeting in order to provide advice on matters according to the agenda items and the legal advisor is responsible for ensuring that the Meeting has transparency, legally, and in accordance with the Company’s Articles of Association, and is the person appointed to inspecting the voting and counting the votes of the attendees who attended the Meeting. The Company has 9 directors in total, 9 directors are attending the Meeting, representing 100 percent of the total number of directors.

In this regard, in order for the voting on every agenda item to be transparent and accurate, the Company has used the service from Online Asset Co., Ltd., a service provider for conference controlling system certified by the Electronic Transactions Development Agency, to gather, collect and process the number of votes for this Meeting. Besides, in order to conduct the Meeting in accordance with the principles of good corporate governance concerning the operation of the Meeting, the Moderator informed the Meeting of practice for counting the quorum, conducting the Meeting, casting the votes, counting the votes and the submission of questions or suggestions as follows:

Quorum: According to Article 103 of the Public Company Act and Article 32 of the Company’s Articles of Association prescribed the rule in relation to the quorum that at least 25 shareholders and proxies attending the

meeting or not less than half of the total number of shareholders who aggregately held shares in the number of not less than one-third (1/3) of the total number of sold shares in the Company shall constitute the quorum.

Conducting the Meeting: According to Section 104 of the Public Company Act prescribed the rule in relation to the chairman of the Board of Directors shall be the chairman of the meeting. If the chairman of the Board of Directors was not present at the meeting or was unable to perform duty, the vice chairman of the Board of Directors shall be the chairman of the meeting. If there was no vice chairman of the Board of Directors, the chairman of the meeting shall be any of the shareholders elected by the shareholders attending the meeting.

1. Every shareholder shall have the number of votes equal to the number of shares held. One share was equal to one vote.
2. Vote casting in each agenda may be different. In each agenda, the Moderator shall inform the Meeting before the vote casting.
3. For convenience to count the votes, if no shareholders press the "Disapproval" button or "Abstention" button and confirmation within the specified time, it shall be deemed that the Meeting resolved to approve the matter as proposed.

In case of shareholders casting votes for disapproval or abstention, please press the "Disapproval" button or "Abstention" button and after casting the vote please press the "Confirmation" button in order for the Company shall record the votes into the system. In this regard, the shareholders are required to cast the vote and confirm the vote within the specified time and when the voting and confirmation time is over, the staff of IR Plus shall close the voting system for such agenda item.

In consolidating the votes, the Company will deduct the votes of disapproved, abstained and voided ballots from the total votes and the remaining shall be regarded as agreeing votes.

4. If the shareholders granted a proxy with comments or votes in advance, by IR PLUS AGM Application, the Company would count the votes based upon the shareholders' intention to vote as granted in all respects.
5. For the proxies attending the Meeting, please examine the appointer's instruction and cast the votes in accordance with the votes specified by the appointer.
6. The shareholders or proxies who registered for the Meeting and participated in the electronic shareholders' meeting system (e-EGM) but had not taken the votes and were not able to participate until the end of the Meeting, may press a voting button and submit the votes in advance in the agendas which the Company have not proposed to the Meeting. The Company will count those votes when it is considered in the agenda item that the shareholders have voted.

7. The votes of shareholders in each agenda may not be equal due to the entry of shareholders and proxies into the meeting room.

Submission of questions or suggestions

The Chairman or a person designated by the Chairman will open the opportunity to shareholders or proxies to ask questions related to the agenda that is considering after the moderator has informed the details of each agenda by the following methods:

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

The Chairman therefore welcomed all shareholders attending the 2024 Annual General Meeting of Shareholders of the Company via electronic media (E-EGM) and informed the Meeting that quorum is constituted as specified in the Company's Articles of Association. Therefore, open the Meeting to consider and approve the agenda items.

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

The Moderator informed the Meeting that the minutes of the Extraordinary General Meeting No. 2/2023 which was held on 21 November 2023 have been prepared and submitted to the Stock Exchange of Thailand within 14 days from the date of the Extraordinary General Meeting No. 2/2023 and published on the Company's website and deliver the copies which send to all shareholders together with the invitation letter. The Board of Directors considered that such meeting was recorded accurately.

The Moderator gave an opportunity for the shareholders or proxies to ask a question. There are no shareholders and/or proxies asked any questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders which was held on 21 November 2023 with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	462,110,621	100.00
Disapprove	0	0.00
Abstain	2,946,700	-
	465,057,321	100.00

- Remark
1. The resolution for this agenda item must be approved by a majority vote of shareholders attending the Meeting and casting their votes.
 2. In this agenda item, there was an additional shareholder attending the Meeting, totaling 2,200 shares, in total, there were 45 shareholders attending the meeting, totaling 465,057,321 shares.

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

The moderator invited Ms. Wilawan Lowudomsap, acted as the Chief Financial Officer to report to the Meeting for acknowledgement of the annual performance report for the year 2023 as follows:

In 2023, the Company incurred a loss of THB 148 million, which decreased significantly compared to 2022. This reduction was due to structural changes within the Company, including the sale of 2 subsidiaries of the Company and the pastry department, resulting in a total loss of THB 346 million. When considering regular operations, the loss in 2022 decreased by THB 82 million compared to the previous year. Due to the Company's management, resulting in a decrease in management expenses by THB 31 million, and a decrease in loss from declining popularity by THB 54 million.

The Company's revenue and initial profit decreased by 9 and 12 percent, respectively, which was caused by the closure of some restaurant branches and promotional activities. In addition, financial expenses decreased by THB 17 million, or 29 percent, as the Company settled some of its debts.

In 2024, the Company plans to expand its business operations to enhance sales compared to 2023. This expansion entails opening more restaurant branches for the hot pot food brand "Kagonoya" and exploring other related businesses, which will allow the Company to grow in the future.

In 2023, the Company's sales totaled THB 312 million, representing a decrease of THB 32 million, or 9 percent, compared to 2021. This change was driven by an increase in sales of Kagonoya by THB

2 million, while Le Bouef decreased by THB 9 million and BAKE Works decreased by THB 25 million due to the sale of the Company's pastry department.

Regarding the financial statements as of 31 December 2023, the total assets of the group of companies amounted to THB 739 million, showing an increase of THB 39 million, or 6 percent, from 31 December 31 2022. This increase was mainly due to the opening of 3 new restaurant branches.

The group of companies' total liabilities amounted to THB 557 million as of 31 December 2023, decreasing by THB 40 million from the previous year, or a decrease of 7 percent. This decline was mainly attributed to repayments of loans to external creditors.

Regarding shareholders' equity, the group of companies had a total of THB 182 million in shareholders' equity as of 31 December 2023, representing an increase of THB 80 million from the previous year, or a growth of 78 percent. This increase was due to the increase in capital during the year.

The Moderator gave an opportunity for the shareholders or proxies to ask a question or express an opinion on relevant matters.

Ms. Vilai Siripoonkiatikul from the Thai Investors Association had the following question:

"How does the Company plan to improve sustainability in its business operations?"

In response, Ms. Miss Saowanee Khaubol, the acting Chairman of the Executive Committee, explained that the Company's business direction focuses on the food business, particularly the expansion of the Kagonoya brand's hot pot restaurants and the opening of new restaurants in Izakaya-style to increase diversity. Additionally, the Company emphasizes environmentally related initiatives and community engagement. Furthermore, the Company plans future social activities, including utilizing food waste for animal feed or organic fertilizer production to support agriculture. The Company also aims to implement Zero Waste policies to reduce waste. Moreover, the Company emphasizes the use of local ingredients to create high-quality menus, aiming to create jobs and income for farmers. Lastly, the Company focuses on social aspects, supporting projects that allow students in nearby schools to eat at the Company's restaurants for free to promote healthy eating and brand awareness.

When there are no shareholders and/or proxies asked any questions. The Moderator proposed the Meeting to acknowledge this agenda.

Resolution The Meeting acknowledged the report on the annual operational results for the fiscal year ended 31 December 2023 (This Agenda is for acknowledgement, therefore, there was no voting required).

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

The Moderator informed the Meeting that to comply with Section 112 of the Public Company Act and Article 36 of the Articles of Associations, the Company must provide a statement of financial position and the statement of comprehensive income of the Company at the end of the Company's fiscal year to propose to the Shareholders' Meeting for approval at the annual general meeting.

The Company prepared a statement of financial position and the Company's comprehensive income statement for the year ended 31 December 2023, which a certified public accountant has audited. Reviewed by the Audit Committee and approved by the Board of Directors' meeting. The details are shown in the financial statements and consolidated financial statements for the year ended 31 December 2023 in the annual registration statement/ annual report 2023 (Form 56-1 One Report), which is sent to all shareholders together with the invitation letter.

The Moderator invited Ms. Wilawan Lowudomsap, Chief Financial Officer, to report to the Meeting for consideration and approval of the financial statements and the comprehensive profit and loss statement of the Company for the year ended 31 December 2023, as follows:

Financial Position Statement for the year ended 31 December 2023	
Total Current Assets	THB 739,388,736
Total Current Liabilities	THB 556,582,270
Total Shareholders' Equity	THB 182,806,466

Profit and Loss Statement for the year 2023	
Revenue from Sales and Services	THB 311,774,885
Other Revenues	THB 11,719,460
Selling and Distribution Expenses	THB (159,669,034)
Gross Profit	THB 152,105,851
Net (Loss) Profit for the year	THB (147,521,435)
Loss carried forward from the operation	THB (147,521,435)

Cash Flow Statement for the year 2023	
Net Cash Used in Operating Activities	THB (76,312,264)
Net Cash Used in Investing Activities	THB (53,183,127)

Net Cash Provided from Financing Activities	THB 140,089,101
Net increase (decrease) in Cash and Cash Equivalents	THB 10,593,710
Cash and Cash Equivalents at the Beginning of the Year	THB 16,156,159
Cash and Cash Equivalent at ending of the year	THB 26,749,869

In this regard, the Board of Directors have considered that it was deemed appropriate to propose to the Shareholders' Meeting to consider and approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2023. It has been audited by a certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors' meeting.

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders or any proxies asked questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the statement of financial position and the Company's comprehensive income statement for the year ended 31 December 2023, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	462,110,621	100.0000
Disapprove	0	0.0000
Abstain	2,946,700	-
	465,057,321	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

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

The Moderator informed the Meeting that to comply with Section 115 and Section 116 of the Public Company Act and Article 38 and Article 39 of the Articles of Association of the Company which required the Company to pay the dividend from the profit of the Company and allocate not less than 5 percent of its annual net profit after the deficit brought forward (if any) to a reserve fund until this reserve fund attained an amount not less than 10 percent of the registered capital, and the Board of Directors was required to consider

the appropriateness of the dividend payment from the operational results and the Shareholders' Meeting shall be proposed for consideration and approval.

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

In this regard, the Board of Directors had considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2023 as the Company had a net loss and deficits.

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Chairman then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the omission of legal reserve and omission of dividend payment for the operational results for the year 2023, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the Meeting and casting their votes.
Approve	462,110,621	100.00
Disapprove	0	0.00
Abstain	2,946,700	-
	465,057,321	100.00

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

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

The Moderator informed the Meeting that to comply with Section 71 of the Public Company Act and Article 18 of the Articles of Association of the Company which required one-third (1/3) of the total number of directors to retire in every Annual General Meeting of Shareholders, and the directors who retired by

rotation may be re-elected. In the 2024, Annual General Meeting of Shareholders, there were directors who retired by rotation as follows:

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

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

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

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

In this regard, the profile of directors nominated for the election of director in replacement of those to be retired by rotation is detailed in Enclosure 4 (Profile of Directors Nominated for the Election of Director in Replacement of those to be retired by rotation) which send to all shareholders together with the invitation letter.

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

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

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

To ensure compliance with good corporate governance practices, the Moderator requested 3 vested interest directors to leave the Meeting to consider this agenda item and allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Chairman then proposed the Meeting to consider and approve the election of directors individually.

Resolution The Meeting resolved to approve the election of directors who are due to retire by rotation to resume their positions for another term as follows.

1. Resolved to approve the election of Mr. Tanawat Ueasiripan to resume the directorship as the director and Vice Chairman of the Board of Directors for another term, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their vote
Approve	422,110,621	100.00
Disapprove	0	0.00

Abstain	42,946,700	-
	465,057,321	100.00

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

2. Resolved to approve the election of Miss Naphat Tavisangsiri to resume the directorship as the director for another term, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	422,110,621	100.00
Disapprove	0	0.00
Abstain	42,946,700	-
	465,057,321	100.00

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

3. Resolved to approve the election of Mr. Sivaporn Chomsuwan to resume the directorship as the independent director for another term, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders attending the meeting and casting their votes
Approve	422,110,621	100.00
Disapprove	0	0.00
Abstain	42,946,700	-
	465,057,321	100.00

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

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

The Moderator informed the Meeting that to comply with Section 90 of the Public Company Act which required the Shareholders' Meeting to consider determining the remunerations for the Company's directors

The Nomination and Remuneration Committee had deliberately considered the determination of the directors' and sub-committees' remuneration for the year 2024 according to the appropriateness and scope of duty and responsibility, amounting to a total number up to THB 3,000,000. This year, it was proposed that the executive directors would not receive the directors' and sub-committees' remuneration. Details of which were as follows:

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

Remark:

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

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

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

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders or any proxies asked questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution

The Meeting resolved to approve the determination of the directors' and sub-committees' remuneration for the year 2024, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	462,110,621	99.3664
Disapprove	0	0.0000
Abstain	2,946,700	0.6336
	465,057,321	100.0000

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

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

The Moderator informed the Meeting that to comply with Section 120 of the Public Company Act which requires every Annual General Meeting of Shareholders to appoint auditors and determine remuneration for the auditors of the Company.

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

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

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

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

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

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

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

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

The Chairman allowed shareholders or proxies to ask questions. It appeared that no shareholders or any proxies asked questions. The Chairman then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the appointment of auditors of the Company and subsidiaries and the determination of the auditor's remuneration for the year 2024, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and cast their votes
Approve	462,110,621	100.0000
Disapprove	0	0.0000
Abstain	2,946,700	-
	465,057,321	100.0000

Remark The resolution on this agenda must be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

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

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

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

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

The Board of Directors deemed it appropriate to propose to the Shareholders’ Meeting to consider and approve the amendment to the Company’s Articles of Association by cancelling the existing Articles of Association and adopting the new Articles of Association, with details as follows:

Original	Revised
<p>Clause 10. The Company is prohibited from possessing or pledging its own shares, except under the following circumstances:</p> <p>1) The Company reserves the right to repurchase shares from shareholders who cast dissenting votes against the resolution of the Shareholders’ Meeting, which approves amendments to the Company’s Articles of Association concerning voting rights and dividend entitlements, under circumstances where shareholders perceive that they have not been treated fairly.</p>	<p>Clause 10. The Company is prohibited from possessing or pledging its own shares, except under the following circumstances:</p> <p>1) The Company reserves the right to repurchase shares from shareholders who cast dissenting votes against the resolution of the Shareholders’ Meeting, which approving amendments to the Company’s Articles of Association concerning voting rights and dividend entitlements, under circumstances where shareholders perceive that they have not been treated fairly.</p>

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

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

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders or any proxies asked questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the amendment of Article 10 of the Articles of Association of the Company to be aligned with the applicable law, as proposed in all respects, with the votes as follows:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	462,110,621	99.3664
Disapprove	0	0.0000
Abstain	2,946,700	0.6336
	465,057,321	100.0000

Remark The resolution for this agenda item must be approved by the votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the Meeting and entitled to vote.

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

The Moderator informed the Meeting that due to the Company's intention to increase the registered capital to offer to specific persons by way of private placement, as well as to accommodate the

exercising of rights under W-W7 Warrants. For the Company to comply with Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) ("Public Limited Companies Act"), which prescribed that a public company limited may increase the registered capital by issuing new shares, only if when all the shares have been sold and paid in full unless the remaining shares are the shares which issued to accommodate the convertible bonds or warrants to purchase shares.

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

"Clause 4. Registered Capital	:	THB 1,401,666,357	(One Thousand Four Hundred One Million Six Hundred Sixty-Six Thousand Three Hundred Fifty-Seven Baht)
Divided into	:	1,401,666,357 shares	(One Thousand Four Hundred One Million Six Hundred Sixty-Six Thousand Three Hundred Fifty Seven shares)
Par Value	:	THB 1	(One Baht)
Divided into	:		

Ordinary Shares	:	1,401,666,357 shares	(One Thousand Four Hundred One Million Six Hundred Sixty-Six Thousand Three Hundred Fifty Seven shares)
Preferred Shares	:	-None-	-

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

The Board of Directors also considered it appropriate to propose to the Shareholders' Meeting to consider and approve the reduction of the Company's registered capital of THB 303,077,712 from the current registered capital of THB 1,704,744,069 to the new registered capital of THB 1,401,666,357 by cancelling the remaining 303,077,712 unsold ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital reduction of the Company.

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution

The Meeting resolved to approve the decrease of the registered capital of the Company in the amount of THB 303,077,712 from the original registered capital of THB 1,704,744,069 to the registered capital of THB 1,401,666,357 by cancelling unsold 303,077,712 ordinary shares with a par value of THB 1.00 and to approve the amendment to the Memorandum of Association Clause 4 of the Company to be in accordance with the Company's registered capital decrease with the details as proposed in all respects. The Meeting also resolved to approve the authorization of the person authorized by the authorized director to have power to register the capital decrease and the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, as well as to take any necessary action to be in line with the order of the registrar to complete the registration with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	462,110,621	99.3664
Disapprove	0	0.00
Abstain	2,946,700	0.6336
	465,057,321	100.00

Remark The resolution for this agenda item must be approved by the votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the Meeting and entitled to vote.

Agenda 10 To consider and approve the increase in the Company's registered capital of THB 2,543,532,406 from the current registered capital of THB 1,401,666,357 to the new registered capital of THB 3,945,198,763 by issuing 2,543,532,406 new ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase

The Moderator informed the Meeting that the Company has an intention to increase the registered capital to support future expansion of the Company's business, including to utilize as working capital for the Company's business operations. Therefore, the Board of Directors' Meeting has resolved to propose to the Shareholders' Meeting to consider and approve the increase in the Company's registered capital of THB 2,543,532,406 from the current registered capital of THB 1,401,666,357 to the newly registered capital of THB 3,945,198,763 by issuing 2,543,532,406 new ordinary shares with a par value of THB 1 per share to support the exercise of rights under W-W7 Warrants and to offer to specific persons by way of the private placement. In addition, the Board of Directors' Meeting also resolved to propose to the Shareholders' Meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase of the Company with the details as follows:

"Clause 4. Registered Capital	:	THB 3,945,198,763	(Three Billion Nine Hundred and Forty-Five Million One Hundred Ninety-Eight Thousand Seven Hundred and Sixty-Three Baht)
Divided into	:	3,945,198,763 shares	(Three Billion Nine Hundred and Forty-Five Million One Hundred Ninety-Eight Thousand Seven Hundred and Sixty-Three shares)

Par value of	:	THB 1	(One Baht)
Categorized into	:		
Ordinary shares	:	3,945,198,763 shares	(Three Billion Nine Hundred and Forty-Five Million One Hundred Ninety-Eight Thousand Seven Hundred and Sixty-Three shares)
Preference shares	:	-None-	-

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

In this regard, the Board of Directors considered and deemed appropriate to propose to the Shareholders' Meeting to consider and approve the increase in the Company's registered capital of THB 2,543,532,406 from the current registered capital of THB 1,401,666,357 to the new registered capital of THB 3,945,198,763 by issuing 2,543,532,406 new ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase of the Company.

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the increase in the Company's registered capital of THB 2,543,532,406 from the current registered capital of THB 1,401,666,357 to the new registered capital of THB 3,945,198,763 by issuing 2,543,532,406 new ordinary shares with a par value of THB 1.00 per share and the amendment to Clause 4. of the Memorandum of Association to be in line with the capital increase of the Company with the details as proposed in all respects. The Meeting also resolved to approve the authorization of the Company's authorized director or the person authorized by the authorized director to have the power to file applications for registration of the capital increase and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action in compliance with the registrar's order to complete the registration with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	462,110,621	99.3664
Disapprove	0	0.00
Abstain	2,946,700	0.6336
	465,057,321	100.00

Remark The resolution for this agenda item must be approved by the votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the Meeting and entitled to vote.

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

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

The Company will allocate newly issued ordinary shares to offer by way of private placement to 10 persons (collectively, the "Investors") at the offering price of THB 0.65 per share, with gradual allocation as follows:

Names of Investors to whom newly issued ordinary shares are allotted	Number of shares allotted	After PP Allocation	
		Number of shares	Percent (of the total paid-up capital after capital increase through PP)
1. Ms. Satita Balasuvatti	600,000,000 shares	600,000,000 shares	22.38

Names of Investors to whom newly issued ordinary shares are allotted	Number of shares allotted	After PP Allocation	
		Number of shares	Percent (of the total paid-up capital after capital increase through PP)
2. Ms. Charinraj Pengsawatd	381,000,000 shares	381,000,000 shares	14.21
3. Mr. Suphachai Watnasuvisuth	185,000,000 shares	185,000,000 shares	6.90
4. Dr. Patima Jeerapaet	135,000,000 shares	135,000,000 shares	5.04
5. Mr. Nattapong Seetavorarat	100,000,000 shares	100,000,000 shares	3.73
6. Dr. Chartchai Pookayaporn	99,000,000 shares	99,000,000 shares	3.69
7. Mr. Thiti Wongsuttirat	50,000,000 shares	50,000,000 shares	1.87
8. Mr. Boon-Aue Chitthanom	40,000,000 shares	63,000,000 shares	2.35
9. Ms. Punyanee Wongcharoenwattana	30,000,000 shares	30,000,000 shares	1.12
10. Mr. Patipol Prawangsuk	30,000,000 shares	34,404,900 shares	1.28
Total	1,650,000,000 shares	1,677,404,900 shares	62.58

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

The offering and allocation of the newly issued ordinary shares to Miss Satita Balasuvatthi is considered a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Connected Transaction Rules, dated August 31, 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclose of Information and Other Acts of Listed Companies Concerning the Connected Transaction, 2003, dated November 19, 2003 (as amended) (the "Connected Transaction Notification"), by the following reasons:

Before the capital increase, Miss Satita Balasuvatthi had no relationship with the Company, directors, executives, or individuals with controlling power or proposed to be executives or controlling persons of the Company. However, after the subscription of newly issued ordinary shares and completion of the

registration for the increase in paid-up capital, Miss Satita Balasuvatthi will become a major shareholder of the Company by holding 600,000,000 shares, representing approximately 22.38 percent of the total issued and paid-up shares of the Company. Also, Miss Satita Balasuvatthi will be proposed to be a director of the Company. The appointment of Miss Satita Balasuvatthi as a Company's director shall be subjected to further approvals in the Board of Directors' Meeting. For the aforementioned reasons, the allocation of newly issued ordinary shares to Miss Satita Balasuvatthi, therefore, is considered a connected transaction relating to assets or services pursuant to the Connected Transaction Notification. Furthermore, apart from Ms. Sathita Pholsuwat, the other 9 Investors have not agreed with the Company to be nominated as executives or directors of the Company.

This connected transaction has a value of THB 390,000,000, which the transaction value is more than THB 20,000,000, therefore the Company is required to proceed with the following actions:

- (1) Prepare a report and disclose information regarding the offering of the newly issued ordinary shares by way of private placement and disclose information relevant to the connected transaction of 1 investor to the SET immediately, according to the Notification No. TorJor. 28/2565 re: The authorization for the listed company to offer the sale of newly issued shares to specific persons (as amended) ("**Notification No. TorJor. 28/2565**") and the Connected Transaction Notification;
- (2) Appoint an independent financial advisor to perform various related duties, including giving opinions as specified in the Connected Transaction Notification. The independent financial advisor's opinion report will be sent to shareholders for consideration along with the Shareholders' Meeting invitation letter.

In this regard, the Company has appointed FynnCorp Advisory Co., Ltd., a financial advisor approved by the SEC, to act as an independent financial advisor to provide opinions to shareholders in entering into a debt-to-equity conversion scheme with Miss Satita Balasuvatthi, who is a connected person

- (3) Convene a Shareholders' Meeting of the Company in order to approve the issuance and allocation of the newly issued ordinary shares to the Investor and enter into such connected transaction. The Shareholders' Meeting invitation letter will be sent to shareholders no less than 14 days before the Shareholders' Meeting date and must be approved by the Shareholders' Meeting with a vote of not less than three-fourths (3/4) of the total votes of shareholders who attend the Meeting and have the right to vote, excluding the shareholders who have conflicting interest.

Moreover, the issuance and offering of newly issued ordinary shares in this round fall within the scope of offering new shares by way of Private Placement, as deemed significant according to the

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

The issuance of new ordinary shares is an offering where the Board of Directors' Meeting of the Company passes a resolution to specify the offering price and propose to the Shareholders' Meeting to determine the offering price at THB 0.65 per share with the total value of not exceeding THB 1,072,500,000, which is not considered an offering of new shares at a price lower than 90 percent of the market price pursuant to the requirements of Notification No. TorJor. 28/2565. The "market price" is calculated based on the weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days before the date on which the Board of Directors' Meeting passes a resolution to propose the offering of new ordinary shares to the Investors to the Shareholders' Meeting for approval, which is a period between 25 January 2024 and 14 February 2024. The market price is THB 0.7082 per share (Source: SETSMART from www.setsmart.com).

In this regard, since the Company has accumulated losses as shown in the financial statements for the specific business as of the end of the accounting period on 31 December 2023 (audited version), the Company is, therefore, able to set the offering price of ordinary shares to increase the Company's capital, which will be offered for sale to investors, which is a specific person, in this round, at a price lower than the par value of the Company. The Company must comply with Section 52 of the Public Limited Company Act B.E. 2535 (as amended), and approval must be obtained from the Shareholders' Meeting with a vote of not less than three-fourths (3/4) of the total votes of shareholders who attend the Meeting and have the right to vote, excluding the shareholders who have conflicting interest.

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

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

However, the allotment of the shares as detailed above must not result in the Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investor to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners, to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

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

For the Company's offering of newly issued shares to comply with the Connected Transaction Notification, the meeting therefore approved to propose to the Shareholders' Meeting to consider and approve to authorize the Board of Directors, Executive Committee, Chief Executive Officer, and/or the person authorized by the Board of Directors, Executive Committee, Chief Executive Officer to have the power to take all action associated with the issuance, offering, allotment and subscription of the new ordinary shares, including the following:

- (1) To consider and determine and/or amend, adjust any details necessary for and relating to the allotment of the newly issued ordinary shares of the Company to specific persons, including but not limited to determining the offering period, and other related details and conditions to be in consistence with the laws and rules concerning the issuance and offering of securities;
- (2) To determine and/ or amend the date for shares subscription, shares offering date, and/ or allocation date of newly issued ordinary shares, either for one time or multiple

times, the shares subscription payment, including the conditions and other details concerning the subscription and offering of such newly issued ordinary shares;

- (3) To determine the share offering price based on the market price in the case where the private placement offering is made to specific persons after 3 3-month period from the date of the Shareholders' Meeting approving the share offering. This shall be in accordance with the rules set for in the Notification No. TorJor. 28/2565. The offering price shall be the best price based on the market price during the period that the Company offers the shares to specific persons.
- (4) To execute, sign, amend, contact, notify and report for any applications and evidence necessary and relevant to the issuance, offering, allotment, subscription, and distribution of the Company's newly issued ordinary shares, including but not limited to contacts and filing of such applications, documents, and evidence to the Ministry of Commerce, the SEC Office, the SET, or any government agencies or relevant agencies involved with the listing the newly issued ordinary shares of the Company as listed securities on the SET, and have the power to take any actions necessary and appropriate for the successful of issuance, offering, and allocation of the new ordinary shares to specific persons; and
- (5) To register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to take any necessary action in compliance with the registrar's order(s) to affect the registration.

Please refer to the details of the allotment of newly issued ordinary shares to offer to specific persons by way of private placement in Enclosure 8 (Capital Increase Form (F53-4)), Enclosure 9 (Information Memorandum regarding the Issuance Offering and Allotment of Newly Issued Ordinary Shares and Related Transaction of Wow Factor Public Company), and Enclosure 10 (Opinion of the Independent Financial Advisor on the Issuance and Offering of New Ordinary Shares of the Company through Private Placement, which is considered as a Significant Transaction and the Acquisition of Assets and Connected Transaction) which send to all shareholders together with the invitation letter.

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

The Moderator allowed shareholders or proxies to ask questions. It appeared that no shareholders and/or any proxies asked questions. The Moderator then proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the issuance and allotment of newly issued ordinary shares of the Company to offer to a specific person by way of private placement in the amount of not exceeding 1,650,000,000 shares, with a par value of THB 1.00 per share, including the relevant authorization with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	462,110,621	99.3664
Disapprove	0	0.00
Abstain	2,946,700	0.6336
	465,057,321	100.00

Remark The resolution for this agenda item must be approved by the votes of not less than three-fourths (3/4) of the total number of votes shareholders present at the Meeting and entitled to vote.

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

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

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

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

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

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

Fruita Shares Purchase Transaction regarded as an acquisition of assets pursuant to the Notification of the Capital Markets Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B. E. 2547 (2004) dated October 29, 2004 (as amended) (the "**Notifications on Acquisition and Disposition of Assets**"). Upon calculation of the transaction size based on rules and criteria under the Notifications on Acquisition and Disposition of Assets, the transaction size is equal to 60.53 percent based on the total value of the consideration paid or received, calculated based on the reviewed quarterly financial statements of the Company ended 31 December 2023. The Company has not entered into any asset acquisition transaction in the past 6 months before the entry into this transaction, which has not been approved by the Shareholders' Meeting. Therefore, the transaction is classified as a "Class 1 Transaction" under the Notifications on Acquisition and Disposition of Assets, i.e. transaction, which has a value equal to 50 percent or higher but lower than 100 percent. The Company is, therefore, obliged to prepare and disclose an information memorandum which must at least contain information as required in List (1) attached to the Notifications on Acquisition and Disposition of Assets, and convene a Shareholders' Meeting to approve the entering into the transaction with affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and are entitled to vote, excluding such votes of the interested shareholders. As well as appointing FynCorp Co., Ltd., a financial advisor approved by the SEC Office to act as an independent financial advisor (IFA) and to opine their opinion on the transaction.

Moreover, the Fruita Shares Purchase Transaction is considered a connected transaction according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Connected Transaction Rules, dated August 31, 2008 (as amended), and the Notification of the Board of Governors of the

Stock Exchange of Thailand Re: Disclose of Information and Other Acts of Listed Companies Concerning the Connected Transaction, 2003, dated November 19, 2003 (as amended), by the following reasons:

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

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

In this regard, the Board of Directors' Meeting deemed appropriate to propose to the Shareholders' Meeting to approve to authorize the Company's director, the Executive Directors, or the Chairman of the Executive Committee or the person authorized by the Executive Committee to have the power to make any arrangements in connection with or necessary for the execution of the Fruita Shares Purchase Transaction, including to negotiate, enter into, sign and amend the share purchase agreement, and other arrangements, contracts, and documents relating to the Fruita Shares Purchase Transaction, and to set out rules, conditions, and other details necessary for and in connection with Fruita Shares Purchase Transaction, as necessary and appropriate under the applicable laws.

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

The Moderator then informed the Meeting that there are amendments/supplements to the information in the Opinion of the Independent Financial Advisor on the Issuance and Offering of New Ordinary Shares of the Company through Private Placement, which is considered as a Significant Transaction and the Acquisition of Assets and Connected Transaction, as indicated in Enclosure 10 (Opinion of the Independent Financial Advisor on the Issuance and Offering of New Ordinary Shares of the Company through Private Placement, which is considered as a Significant Transaction and the Acquisition of Assets and Connected Transaction) on page 181 of the Report of the opinion of the Independent Financial Advisor. Specifically, adjustments have been made to the numbers in the table showing the revenue structure classified by the business group for 2021 - 2023, due to the mistaken swapping of numbers in the table as follows:

Original Table

(Unit: THB Million)	Operating Company	Shareholding Proportion	2021		2022		2023	
			Amount	%	Amount	%	Amount	%
Revenue from Japanese Restaurant Business	Eastern Cuisine (Thailand) Co., Ltd.	100	44.77	17.62	45.64	13.25	20.61	6.61
Revenue from European Restaurant Business	Crepes & Co. Development Co., Ltd.	100	170.02	66.39	249.62	72.46	251.21	80.57
Revenue from Pastry Business	Bake Cheese Tart (Thailand) Co., Ltd.	100	39.25	15.45	49.22	14.29	39.95	12.81
Total Revenue			254.04	100.00	344.49	100.00	311.77	100.00

Amended Table

(Unit: THB Million)	Operating Company	Shareholding Proportion	2021		2022		2023	
			Amount	%	Amount	%	Amount	%
Revenue from Japanese Restaurant Business	Eastern Cuisine (Thailand) Co., Ltd.	100	170.02	66.39	249.62	72.46	251.21	80.57
Revenue from European Restaurant Business	Crepes & Co. Development Co., Ltd.	100	39.25	15.45	49.22	14.29	39.95	12.81
Revenue from	Bake	100	44.77	17.62	45.64	13.25	20.61	6.61

(Unit: THB Million)	Operating Company	Shareholding Proportion	2021		2022		2023	
			Amount	%	Amount	%	Amount	%
Pastry Business	Cheese Tart (Thailand) Co., Ltd.							
Total Revenue			254.04	100.00	344.49	100.00	311.77	100.00

In this regard, the Board of Directors considered and deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the acquisition of shares in Fruita Biomed Company Limited and entering into connected transactions as proposed in all respects.

The Moderator gave an opportunity for the shareholders or proxies to ask a question. There are no shareholders or proxies asked any questions. The Moderator proposed the Meeting to consider this agenda.

Resolution The Meeting resolved to approve the acquisition of shares in Fruita Biomed Company Limited and entering into a connected transaction with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	462,110,621	99.3664
Disapprove	0	0.0000
Abstain	2,946,700	0.6336
	465,057,321	100.0000

Remark The resolution for this agenda item must be approved by the votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the Meeting and entitled to vote.

Agenda 13 To consider and approve the offering and allotment of the warrants to purchase newly issued ordinary shares of Wow Factor Public Company Limited No.7 (W-W7 Warrant) to allocate to the existing shareholders proportionate to their respective shareholding (Right Offering) and the allocation of newly issued ordinary shares to support the exercise of the warrants to purchase the newly issued ordinary shares of WOW Factor Public Company Limited No. 7 (W-W7 Warrant) in the amount of not exceeding 893,532,406 shares at a par value of THB 1.00 per share

The Moderator informed the Meeting that as the Company plans to increase its registered capital to accommodate the Company's business expansion in the future, including utilizing funds as working capital for the Company's operations, the Board of Directors therefore passed a resolution to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the issuance and allocation of warrants to purchase the Company's ordinary shares No. 7 (the "W-W7 Warrants") in the amount of not exceeding 893,532,406 units (free of charge) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering) at the allocation ratio of 3 existing ordinary shares to 1 unit of the W-W7 Warrants. The W-W7 Warrants shall have a term of 3 years from the issuance date of the W-W7 Warrants with the exercise ratio of 1 unit of the W-W7 Warrants having the right to purchase 1 ordinary share of the Company and the exercise price is THB 1 (except for the rights adjustment pursuant to Terms and Conditions, and Rights of the Issuers and Holders of the W-W7 Warrants). In this regard, the Company will announce the date for determining the shareholders who are entitled to the allocation of the W-W7 Warrants (Record Date) and the issuance date of W-W7 Warrants to the shareholders accordingly. This will occur after the allocation of ordinary shares for offering to limited persons (Private Placement) is completed, **whereby 10 limited individual investors will receive allocations of warrants W-W7 accordingly.**

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

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

In this regard, in order to provide the terms and conditions of the W-W7 Warrants to be appropriate according to the capital market and financial market conditions and for the benefit of the Company and shareholders, the Board of Directors' Meeting, therefore, propose to the Shareholders' Meeting to consider authorizing of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to take all necessary actions in connection with the issuance and allocation of the W-W7 Warrants in compliance with the law, including but not limited to the power to the following actions:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the W-W7 Warrants, the amendment of exercise ratio and exercise price under the terms and conditions provided that the Board of Directors

shall consider the determination of the date to determine the list of shareholders entitled to be allocated the W-W7 Warrants;

- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering, and various documents necessary for and in connection with the issuance and allocation of the W-W7 Warrants, and the amendment of exercise ratio and exercise price under the term and condition as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering, and various documents with the SEC Office, SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the W-W7 Warrants and the listing of the W-W7 Warrants and the newly issued ordinary shares from the exercise of the W-W7 Warrants as listed on the SET;
- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the W-W7 Warrants on this occasion; and
- (4) undertake any other necessary and appropriate actions related to the issuance and allocation of W-W7 Warrants to ensure the successful completion of the aforementioned procedures and the issuance and allocation of W-W7 Warrants this time.

In this regard, the Company's Board of Directors considered and deemed it appropriate to issue and allocate warrants to purchase Wow Factor Public Company Limited no. 7 (W-W7 Warrants) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering). This can enable the Company to achieve the capital increase plan for the Company's business expansion and utilize it as working capital for future business operations. Therefore, it is deemed appropriate to propose to the Shareholders' Meeting to consider and approve the issuance and allocation of warrants to purchase of Wow Factor Public Company Limited no. 7 (W-W7 Warrants) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering), as well as the allocation of newly issued ordinary shares to support the exercising of right to purchase newly issued shares of Wow Factor Public Company Limited no.7 (W-W7) in the amount of not exceeding 893,532,406 shares, with a par value of THB 1.00 per share, and relevant authorizations as proposed details.

The Moderator gave an opportunity for the shareholders or proxies to ask a question. There are no shareholders or proxies asked any questions. The Moderator proposed the Meeting to consider this agenda.

Resolution

The Meeting resolved to approve the issuance and allocation of warrants to purchase Wow Factor Public Company Limited no. 7 (W-W7 Warrants) to allocate to the existing shareholders proportionate to their respective shareholding (Rights Offering), as well as the allocation of newly issued ordinary shares to support the exercising of right to purchase newly issued shares of Wow Factor Public Company Limited no.7 (W-W7) in the amount of not exceeding 893,532,406 shares, with a par value of THB 1.00 per share, and relevant authorizations with the details as proposed in all respects, with the following votes:

Shareholders	Number of Votes	Percentage of the total number of votes of shareholders who attended the Meeting and have the right to vote
Approve	462,110,621	99.3664
Disapprove	0	0.0000
Abstain	2,946,700	0.6336
	465,057,321	100.0000

Remark

The resolution for this agenda item must be approved by the votes of not less than three-fourths (3/4) of the total number of votes of shareholders present at the Meeting and entitled to vote.

Agenda 14 Other matters (if any)

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

Ms. Vilai Siripoonkiatikul, a representative from the Thai Investor Association, proposed as follows:

The Thai Investor Association proposes that companies registered in the Stock Exchange of Thailand hold both physical shareholder meetings and e-AGMs, or hybrid meetings, to facilitate interactions and inquiries between shareholders, management, and the board of directors. This aligns with Circular No. KorLorTor.NorRor.(Wor) 2/2024, issued by the Securities and Exchange Commission, regarding cooperation in organizing shareholder meetings dated 10 January 2024. Therefore, we suggest that companies consider the proposal to hold hybrid meetings in accordance with the policy of the Thai Investor Association.

Miss Saowanee Khaubol, Chairman of the Executive Committee (deputy) responded to the proposal as follows:

The Company acknowledges the proposal to hold the hybrid meeting and will reconsider it for the next meeting.

Since there were no additional matters to be considered and no shareholders asked additional questions, the Chairman thanked the shareholders of the Company for attending the Meeting, and the Meeting adjourned at 12.33 hours.



(Miss Netnapa Wongma)

Meeting Recorder



(Mr. Tanawat Ueasiripan)

Chairman

(F53-4)

Capital Increase Report Form
Wow Factor Public Company Limited
November 18, 2024

Wow Factor Public Company Limited (the “Company”) would like to report the Board of Directors Meeting No. 7/2024 held on November 18, 2024 regarding the increase of registered capital, the issuance and offering of newly issued ordinary shares through private placement, and the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) as follows:

1. Capital Increase

The Board of Directors' Meeting No. 7/2024, held on November 18, 2024, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve an increase of the Company's registered capital by THB 492,728,423, from the original registered capital of THB 2,868,115,186 to the registered capital of THB 3,360,843,609 by issuing 492,728,423 newly issued ordinary shares with a par value of THB 1.00. The capital increase will be conducted as follows:

Capital Increase	Type of Share	Number of Shares (share)	Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of proceeds utilization	Ordinary	302,728,423	1.00	302,728,423
<input checked="" type="checkbox"/> General Mandate	Ordinary	190,000,000	1.00	190,000,000

2. Allocation of newly issued shares

2.1 Specifying the purpose of proceeds utilization

Allocated to	Number of Shares (share)	Ratio (Existing : New)	Sales Price (THB per share)	Subscription Date, Time, and Share Payment	Remark
1. Existing shareholders according to their	302,728,423	7 : 1	-	January 21-27, 2025	Please see remarks below

Allocated to	Number of Shares (share)	Ratio (Existing : New)	Sales Price (THB per share)	Subscription Date, Time, and Share Payment	Remark
shareholding proportion]					
Total	302,728,423				

Remarks:

- The Board of Directors' Meeting resolved to approve an increase of the Company's registered capital by THB 492,728,423, from the original registered capital of THB 2,868,115,186 to the registered capital of THB 3,360,843,609 by issuing 492,728,423 newly issued ordinary shares with a par value of THB 1 to accommodate (1) the issuance and offering of newly issued ordinary shares under the General Mandate through private placement in an amount not exceeding 190,000,000 shares with a par value of THB 1.00 and (2) the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering) in an amount not exceeding 302,728,423 shares.

Furthermore, the Board of Directors' Meeting resolved to propose the shareholders' meeting to consider approving the authorized director or the person authorized by the Board to have the authority to register the increase of the registered capital and amend the Memorandum of Association with the Department of Business Development, Ministry of Commerce. This also includes the authority to take any actions necessary to comply with the instructions of the registrar, ensuring the completion of the registration process.

- The allocation of newly issued ordinary shares in an amount not exceeding 302,728,423 shares with a par value of THB 1.00 to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering)

The allocation ratio for the shares is set at 7 existing ordinary shares to 1 newly issued share, with an offering price of THB 0.70. Any fraction resulting from the calculation based on the proportion of shares held by each shareholder shall be discarded. The date for determining shareholders entitled to the allocation and offering of newly issued ordinary shares shall be scheduled for January 6, 2025. However, the rights to subscribe and receive the allocation of the newly issued ordinary shares remain uncertain until approval is obtained from the shareholders' meeting.

Those who are allocated the newly issued ordinary shares under the General Mandate through private placement are eligible to receive an allocation of newly issued ordinary shares offered to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering). This eligibility applies if the allocation of newly issued ordinary shares under the General Mandate through private placement occurs before the date for determining shareholders entitled to the allocation and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their respective shareholder (Rights Offering) (Record Date).

Since the Company has accumulated losses shown in the audited separate financial statements for the year ended September 30, 2023. Thus, the Company is able to determine the offering price of the Company's newly issued ordinary shares, which will be offered to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering), at the price lower than the Company's par value. In this connection, the Company must comply with Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and must receive approval from the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of attending shareholders eligible to vote, excluding the shareholders with a vested interest.

In the case where there are shares remaining from the allocation to the existing shareholders of the Company in proportion to their respective shareholding, the Company will allocate such remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for in excess of the rights according to proportion of shareholding at the same price as the shares allocated according to their rights (Oversubscription), with the details as follows:

- (a) In the case that, there are shares remaining from the allocation to existing shareholders in proportion to their respective shareholding (Rights Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding, the Company will allocate the remaining shares to those who subscribe to the oversubscription shares and pay all subscription fees for such oversubscription shares.
- (b) In the case that, there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round is less than the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe to the oversubscription shares according to the following steps:
 - (1) To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - (2) In the event that there are still shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber of oversubscription shares and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares in any case shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (including its amendments) of the aforementioned shareholders) holding the Company's shares in the following manner:

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2554 regarding Rules, Conditions and Procedures for the Acquisition Securities for business takeovers (Including any amendments) (**"Notification Tor.Jor. 12/2554"**) (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification Tor.Jor. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

The details are provided in **Enclosure 3** (Information Memorandum regarding the Issuance and Offering the Newly Issued Ordinary Shares of Wow Factor Public Company Limited).

In this regard, the Board of Directors' Meeting proposed to the shareholders' meeting to consider authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have the power to proceed the following actions:

- (a) To determine the details of the allocation of newly issued ordinary shares to offer to the existing shareholders of the Company in proportion to their shareholding;
- (b) To determine or change the method of allocation of newly issued ordinary shares, such as allotment at one time in full or in multiple occasions, offering ratio, and Record Date, as well as to set the dates and times for subscription and payment, the offering period, offering price, payment method, and details of allocation and other offerings;
- (c) To sign applications for permission or relaxation, notices, or any documents related to the allocation of newly issued ordinary shares as well as to contact and file documents with officials or representatives of any relevant authority as well as listing the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand ("SET"); and
- (d) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects to offer to the existing shareholders of the Company in proportion to their shareholding under applicable laws and regulations.

2.2 Action to be taken by the company when there are fractions of shares

- (1) The newly issued shares offered through private placement will be offered as a whole amount, therefore there will be no fractional shares.
- (2) In case of fractional shares resulting from the allocation of newly issued ordinary shares to existing shareholders (Rights Offering), such fractions shall be disregarded.

2.3 General Mandate

Allocated to	Type of Share	Number of Shares	Percentage to Paid-up Capital ^{1/}	Remark
Existing Shareholders	Ordinary Share	-	-	-
	Preferred Share	-	-	-
To accommodate the conversion / exercise of transferable subscription rights	Ordinary Share	-	-	-
	Preferred Share	-	-	-
		-	-	-
Public Offering	Ordinary Share	-	-	-
	Preferred Share	-	-	-
Private Placement	Ordinary Share	190,000,000	Not exceeding 10 percent	Please see remarks below
	Preferred Share	-	-	-

Remarks:

The offering price shall be the most favorable price according to the market conditions at the time of the Company's offering to the investors in order to maximize benefits for the Company and its shareholders. The price must not be considered a "low price" according to the criteria set by the Office of the Securities and Exchange Commission ("SEC") and the SET. It must not be lower than one of the following prices: (a) the weighted average price of the Company's shares traded on the SET for not less than 7 consecutive trading days but not exceeding 15 consecutive trading days prior to the date the Board of Directors resolves to set the offering price. The Board of Directors may determine the discount on the offering price, not exceeding 10 percent of that price; (b) the price which is determined by the book building method surveyed by the securities company; or (c) the fair price of the shares determined by a qualified financial advisor according to the criteria specified in the Notification of Capital Market Supervisory Board No. TorJor. 28/2565 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (the "**Notification No. TorJor. 28/2565**"). In addition, the issuance and allocation of newly issued ordinary shares must comply with the criteria set by the SEC.

The allocation of the newly issued ordinary shares is not considered the allocation of newly issued ordinary shares to connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated August 31, 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated November 19, 2003 (as amended) (the "**Connected Transaction Notifications**").

In addition, the allocation of the shares as detailed above must not result in the investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investors to make a tender offer as required under Notification TorJor. 12/2554, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

The issuance and offering of newly issued ordinary shares does not qualify as a significant private placement of newly issued ordinary shares under the Notification No. TorJor. 28/2565.

Nonetheless, the Company has accumulated losses shown in the audited separate financial statements for the year ended September 30, 2023. Thus, the Company is able to determine the offering price of the Company's newly issued ordinary shares lower than the Company's par value. In this connection, the Company must comply with Section 52 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and must receive approval from the Shareholders' Meeting with a vote of not less than three-fourths of the total number of votes of attending shareholders eligible to vote, excluding the shareholders with a vested interest.

The offering price of the newly issued ordinary shares offered by way of private placement is not considered an offering price that is lower than 90 percent of the market price as per the criteria under the Notification No. TorJor. 28/2565, such shares offered for sale are not subject to the Silent Period. Therefore, the Company is not obligated to prohibit investors who have received shares from the offering of shares to individuals within the specified limits in this round from selling all the shares acquired from the offering within the timeframe specified by the criteria set forth in the Securities and Exchange Commission's Notification on Criteria, Conditions, and Procedures for Considering Applications for Registration of Ordinary Shares or Additional Shares Offering in the Securities Market, B.E. 2558, dated May 11, 2015 (including any amendments).

Furthermore, the Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors or a person authorized by the Board of Directors to have the power to take all necessary actions in connection with the issuance, offering, allocation, and subscription of the newly issued ordinary shares, including but not limited to the power to perform the following actions:

- (a) To consider and determine the offering period, the offering price, the recipients of the offer, subscription and payment methods, objectives for issuing and offering the newly issued ordinary shares, along with the details and other conditions related to the issuance and offering of the newly issued ordinary shares. In this regard, the offering price must not be classified as a low price according to the criteria of the SEC and the SET. In addition, the issuance and allocation of newly issued ordinary shares must comply with the criteria set by the SEC. The allocation and subscription period may be set as a single period or in multiple periods, and the shares may be offered to certain persons first or to all groups of persons at once.
- (b) To contact, negotiate, enter into, sign, and amend agreements, applications for permission or relaxation, notices, and evidence required for the allocation of the newly issued ordinary shares of the Company. This includes, but not limited to, the subscription agreement for the newly issued ordinary shares, related registrations with the Ministry of Commerce, applications for permission or relaxation, notices, and supporting documents relating to submitted to the SEC, the SET, and other relevant

government agencies or authorities. This also includes any amendments or changes to the applications or statements within these documents as necessary, the listing the Company's newly issued ordinary shares as registered securities on the SET, and the appointments of financial advisors, legal consultants, or any other service providers (if necessary).

However, after the offering of the newly issued ordinary shares of the Company under the General Mandate through the private placement, the Company's increase of the paid-up capital must not exceed 10 percent of the paid-up capital as of the date the Board of Directors' Meeting resolved to increase capital under the General Mandate. The allocation of the newly issued ordinary shares must be completed by the date of the Company's next Annual General Meeting of Shareholders or by the date required by law for holding the next Annual General Meeting of Shareholders, whichever comes first.

Further details regarding the allocation of the newly issued ordinary shares are provided in **Enclosure 3** (Information Memorandum regarding the Issuance and Offering the Newly Issued Ordinary Shares of Wow Factor Public Company Limited).

3. Schedule of the shareholders' meeting to approve the capital increase and the allocation of the newly issued shares

The Extraordinary General Meeting of Shareholders No. 1/2024 set the date on December 24, 2024 at 10.00 a.m. through electronic media pursuant to the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations, whereby:

- ☒ The record date for determining shareholders entitled to attend the shareholders' meeting is set for December 2, 2024
- ☐ The share register book will be closed for the right to attend the shareholders' meeting from..... until the completion of the said shareholders' meeting

4. Approval of the capital increase / share allotment by relevant governmental agency and conditions thereto (if any)

- (1) This capital increase must be approved by the shareholders' meeting with votes of not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of shareholders having vested interest from the calculation base.
- (2) The Company must register the increase of registered capital, the change in paid-up registered capital, and the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce.
- (3) The Company has received approval from the SEC to offer newly issued shares to investors in accordance with the criteria prescribed under the Notification No. TorJor. 28/2565.
- (4) The Company must apply for approval from the SET to list the newly issued ordinary shares as listed securities on the SET.

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

The Company will issue and allocate newly issued ordinary shares to investors and existing shareholders in proportion to their shareholding. The proceeds received from the capital increase will be used to pay trade creditors and other creditors, repay the Company's existing debts that the Company has used as a source of funding for its operations in the past (various loans), and be used as working capital for the Company's business operations, with details as follows:

Objectives and Use of Proceeds	Amount	Timeline
1. Payment of trade creditors and other creditors	Not exceeding THB 150 million	2024 - 2025
2. Loan repayment	Not exceeding THB 150 million	
3. For use as company working capital	Remaining amount from items 1 and 2	

The aforementioned use of proceeds may be subject to change depending on the Company's current cash and liquid assets, operating results, cash flow, business plans, investment plans, and other necessities and appropriateness as deemed suitable by the Board of Directors, with primary consideration given to the benefits of the Company and its shareholders.

Please consider further details regarding the allocation of the newly issued ordinary shares, including the offering price determination, in [Enclosure 3](#) Information Memorandum regarding the Issuance and Offering the Newly Issued Ordinary Shares of Wow Factor Public Company Limited.

6. Benefits which the Company will receive from the capital increase / share allotment

For the Company to use the proceeds to repay its debts to reduce interest burden and minimize payment default issues with various business partners, as well as to use as working capital to enhance liquidity. Moreover, this issuance and offering of newly issued ordinary shares will enable the Company to raise funds within an appropriate timeframe and prevent operational impacts due to liquidity issues.

Please consider further details regarding the allocation of the newly issued ordinary shares, including the offering price determination, in [Enclosure 3](#) Information Memorandum regarding the Issuance and Offering the Newly Issued Ordinary Shares of Wow Factor Public Company Limited.

7. Benefits which shareholders will receive from the capital increase / share allotment

When comparing the benefits that shareholders will receive from this issuance and offering of capital increase shares, the Board of Directors views that such offering of newly issued ordinary shares will be more beneficial to shareholders than the impact of the dilution of shareholders' voting rights. This is because it will provide the Company with increased working capital and reduce the Company's interest burden, resulting in improved liquidity and stronger financial position. Furthermore, if the Company performs well, shareholders will receive dividends according to the Company's dividend policy.

8. Other details necessary for shareholders to approve the capital increase / share allotment

Please consider further details regarding the allocation of the newly issued ordinary shares, including the offering price determination, in Enclosure 3 Information Memorandum regarding the Issuance and Offering the Newly Issued Ordinary Shares of Wow Factor Public Company Limited.

9. Schedule of actions upon the Board of Directors passing the resolution of the capital increase / share allotment

No.	Procedure	Date/Month/Year
1.	Board of Directors' Meeting of the Company	November 18, 2024
2.	The date for determining the names of the shareholders entitled to attend the Extraordinary General Meeting of Shareholders of the Company No. 1/2024 (Record Date)	December 2, 2024
3.	Extraordinary General Meeting of Shareholders of the Company No. 1/2024	December 24, 2024
4.	Register the capital increase with the Ministry of Commerce	Within 14 days from the date of the shareholders' meeting resolution
6.	The Company offers newly issued ordinary shares under General Mandate through Private Placement.	According to the future approval to be made by the Board of Directors, the offering must be completed by either the date of the Company's next Annual General Meeting of Shareholders or the date required by law to hold the

No.	Procedure	Date/Month/Year
		next Annual General Meeting of Shareholders, whichever occurs first.
7.	Register the change in paid-up capital for the portion of newly issued ordinary shares under General Mandate offered through Private Placement with the Ministry of Commerce	Within 14 days from the date the Company receives payment for the newly issued ordinary shares
8.	Submit application for listing the newly issued ordinary shares under General Mandate offered through Private Placement as listed securities on the SET	Within 30 days from the closing date of the newly issued ordinary shares offering
9.	Determine the list of shareholders who have the right to be allocated newly issued ordinary shares in proportion to their shareholding (Rights Offering) (Record Date)	January 6, 2025
10.	The Company offers newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering)	January 21-27, 2025
11.	Register the change in paid-up capital for the portion of newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering) with the Ministry of Commerce	Within 14 days from the date the Company receives payment for the newly issued ordinary shares
12.	Submit an application for listing the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Rights Offering) as listed securities on the SET	Within 30 days from the closing date of the newly issued ordinary shares offering

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

Signed

(Miss Saowanee Khaoubol)

Director

(Mr. Tanawat Ueasiripan)

Director

Information Memorandum on the Issuance Offering and Allotment of Newly Issued Ordinary Shares
of Wow Factory Public Company Limited

The Board of Directors' Meeting No. 7/2024 of Wow Factor Public Company Limited (the “**Company**”) was held on November 18, 2024, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and the allotment of newly issued ordinary shares of the Company in amount of not exceeding 492,728,423 shares at a par value of THB 1.00 per share by increasing the registered capital of THB 492,728,423 from the registered capital of THB 2,868,115,186 to the new registered capital of THB 3,360,843,609 in order to reserve (1) the issuance and offering of newly issued ordinary shares under a general mandate to specific persons by way of private placement with an amount of not exceeding 190,000,000 shares at a par value of THB 1.00 per share (2) the issuance and offering of newly ordinary issued shares to the existing shareholders in proportion to their respective shareholding with an amount of not exceeding 302,728,423 shares.

In this regard, the Company has prepared information regarding the allocation of newly issued shares, which contains essential details for shareholders' decision-making. The details are as follows:

1. Details of the Issuance and Offering of Newly Issued Ordinary Shares of the Company

1.1. General Characteristics of the Transaction

1.1.1. Allocation of newly issued ordinary shares under a general mandate to specific persons by way of private placement

The Company intends to allocate up to 190,000,000 newly issued ordinary shares, with a par value of THB 1.00 per share, under a general mandate to specific persons by way of private placement. Please refer to Section 2.2 General Mandate of the Capital Increase Report Form (F53-4). In this regard, the issuance and allocation of newly issued ordinary shares under a general mandate to specific persons by way of private placement in this round is not classified as a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the SET Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (as amended) (the “**Notification on Related Parties Transactions**”).

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

The issuance and offering of newly issued ordinary shares in this round does not fall within the scope of offering new shares to specific persons by way of private placement, as deemed significant according to the Notification No. TorJor. 28/2565 re: The authorization for the listed company to offer the sale of newly issued shares to specific persons (as amended) ("**Notification No. TorJor. 28/2565**").

The offering price to specific persons by way of private placement must be the best price based on market conditions at the time of offering to investors, ensuring the best interests of the Company and its shareholders. The price must not be considered a low price according to the criteria set by the SEC Office and the SET, and must not be lower than any of the following prices: (a) weighted average market price of the Company's ordinary shares on the SET for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date on which the Board of Directors resolves to determine the offering price, with a possible discount of not more than 10 percent of such price; or (b) price determined through a book building process in which investors indicate their desired purchase price for the Company's newly issued shares, as surveyed by a securities company; or (c) fair value of shares as appraised by a financial advisor approved by the SEC, in accordance with the criteria specified in the Notification No. TorJor. 28/2565. The issuance and allocation of the newly issued shares must also comply with the criteria prescribed by the SEC.

In this regard, since the Company has accumulated losses as shown in the financial statements for the specific business as of the end of the accounting period on September 30, 2024 (audited version), the Company is therefore able to set the offering price of ordinary shares to increase the Company's capital, which will be offered for sale to the Investors, which is a specific person, in this round, at a price lower than the par value of the Company. The Company must comply with Section 52 of the Public Limited Company Act B.E. 2535 (as amended), and approval must be obtained from the shareholders' meeting with a vote of not less than 3/4 of the total votes of shareholders who attend the meeting and have the right to vote, excluding the shareholders who have conflicting interest.

As the offering price of the newly issued ordinary shares under a general mandate to specific persons by way of private placement is not considered as the offering with price lower than 90 percent of the market price as

per the criteria under Notification No. TorJor. 28/2565, such shares offered for sale are not subject to the silent period. Therefore, the Company is not obligated to prohibit investors who have received shares from the offering of newly issued shares by way of private placement in this round from selling all the shares acquired from the offering within the timeframe specified by the criteria set forth in the Securities and Exchange Commission's Announcement on Criteria, Conditions, and Procedures for Considering Applications for Registration of Ordinary Shares or Preferred Shares Offering in the Securities Market, B.E. 2558, dated May 11, 2015 (as amended).

However, the allotment of the shares as detailed above must not result in the Investors holding shares in the Company in the number that reaches or passes the trigger point requiring the Investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company of not exceeding 49 percent of the total sold shares of the Company.

Furthermore, the meeting resolved to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors, or the Executive Committee, or the Chief Executive Officer, or the person authorized by the Board of Directors, or the person authorized by the Executive Committee, or the person authorized by the Chief Executive Officer to have the power to take any actions relating to the issuance, offering, allocation, and subscription of such newly issued ordinary shares, including the following actions:

- (1) determine any other details related to the allocation of newly issued ordinary shares under a general mandate to specific persons by way of private placement, including but not limited to determining the offering period, as well as setting conditions and details to comply with laws and regulations relating to the issuance and offering of securities;
- (2) determine and amend the subscription date and offering date of newly issued ordinary shares, the allocation of newly issued ordinary shares either once or in portions, payment for shares, including conditions and other details relating to the subscription and offering of such newly issued ordinary shares;
- (3) sign, amend, change, contact, or inform various matters in application documents and necessary and relevant evidence related to the issuance, offering, allocation, subscription, and delivery of such newly issued ordinary shares, including contacting and submitting applications, documents,

and evidence to the Ministry of Commerce, the SEC Office, the SET, government agencies, or other relevant organizations, and listing of the Company's newly issued ordinary shares on the SET, and have the power to take any other necessary and appropriate actions to ensure the successful issuance, offering, and allocation of newly issued ordinary shares to specific persons of the Company; and

- (4) register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and proceed with any necessary actions to comply with the registrar's instructions to complete the registration.

However, after the offering of the Company's newly issued ordinary shares under a general mandate to specific persons by way of private placement, the increase in paid-up capital of the Company must not exceed 10 percent of the paid-up capital as of the date on which the Board of Directors resolves to approve the capital increase under a general mandate. The allocation of such newly issued shares must be completed by the date of the Company's next annual general meeting of shareholders or by the date required by law for holding the next annual general meeting of shareholders, whichever occurs first.

1.1.2. Allocate newly issued ordinary shares in the amount of not exceeding 302,728,423 shares at a par value of THB 1.00 to existing shareholders of the Company proportionate to their respective shareholding (Rights Offering)

The share allocation ratio is 7 existing shares per 1 newly issued ordinary share, at an offering price of THB 0.70 per share. Any fractional shares resulting from proportional calculation based on each shareholder's holdings will be disregarded. The Record Date for determining the shareholders entitled to subscribe to the newly issued ordinary shares is set for January 6, 2025. However, the right to subscribe to the shares remains subject to approval by the shareholders' meeting.

Remark: Persons who are allotted newly issued ordinary shares under a general mandate through private placement shall be entitled to receive an allocation of newly issued ordinary shares to existing shareholders of the Company proportionate to their respective shareholding (Rights Offering), provided that such allocation of newly issued ordinary shares under a general mandate through private placement occurs before the Record Date for determining shareholders eligible for the allocation and offering of newly issued ordinary shares to existing shareholders of the Company proportionate to their respective shareholding (Rights Offering).

In the allocation of newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding (Rights Offering), if there are any remaining shares after the initial allocation to all existing shareholders according to their rights, the Company will allocate these remaining shares to existing shareholders who wish to subscribe beyond their entitlement in proportion to their shareholding (Oversubscription). The offering price shall be at the same price as the shares allotted according to their rights. The details are as follows:

- (a) In case there are shares remaining from the allocation to the existing shareholders of the Company proportionate to their respective shareholding (Rights Offering) in the first round which exceeds or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding, the Company will allocate the remaining shares to those who subscribe the oversubscription shares and pay all subscription fees for such oversubscription shares;
- (b) In the event that there are shares remaining from the allocation to the existing shareholders of the Company (Rights Offering) in the first round, which is less than the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding, the Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps:
 - (1) to allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - (2) in the event that there are still shares remaining after the allocation under item b (1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of

oversubscription shares to each subscriber of oversubscription shares pursuant to the procedures under this item shall be repeated until there are no shares left from the allocation.

In this regard, the allotment of shares through oversubscription must not, under any circumstances, result in any shareholder (including persons under Section 258 of the Securities and Exchange Act B.E. 2535, as amended, associated with such shareholder) holding shares of the Company in such a way that:

- (a) in the number that reaches or passes the trigger point requiring the Investor to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 Re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers (as amended) (the “**Notification No. TorJor. 12/2554**”), unless such shareholder is exempt from making a tender offer for all securities of the Company as specified under the Notification No. TorJor. 12/2554; or
- (b) in a manner that violates foreign shareholding restrictions as specified in the Company's Articles of Association.

The details of the allocation of newly issued ordinary shares are provided in Enclosure 2 (Capital Increase Report Form (F53-4))

In addition, the Board of Directors approved to propose to the shareholders' meeting to consider authorizing the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or any person appointed by the Board of Directors and/or Executive Committee and/or Chief Executive Officer to have the power to:

- (a) determine details of the allocation of newly issued ordinary shares for offering to existing shareholders in proportion to their shareholding;
- (b) determine or amend the method of allocating newly issued ordinary shares, such as allocation in one or multiple offerings, offering ratio, record date for shareholders entitled to receive newly issued shares (Record Date), setting subscription dates and payment times, offering period, offering price, payment methods, and other details regarding allocation and offering;
- (c) sign applications for permission, waiver requests, notices, or any documents related to the allocation of newly issued ordinary shares, including contacting and submitting documents to

officials or representatives of any relevant agencies, as well as listing the Company's newly issued ordinary shares on the SET; and

- (d) perform any necessary actions related to the allocation of newly issued ordinary shares in all respects to offer to existing shareholders in proportion to their respective shareholding under relevant laws and regulations.

2. Objectives of the Capital Increase and Plan for Use of Additional Funds

The Company will issue and allocate new ordinary shares for offering to Investors and existing shareholders in proportion to their shareholding, to pay trade payables and other creditors, repay the Company's existing debts that the Company has used as a source of funding for its operations in the past (various loans), and use as working capital for the Company's business operations with details as follows:

Objective and Plan for Use of Funds	Amount	Time Frame
1. Settlement of trade and other payables	Not exceeding THB 150 million	2024 - 2025
2. Loan repayment	Not exceeding THB 150 million	
3. Working capital requirements	Remaining funds from Items 1 and 2	

The plan for utilizing such funds may be changed depending on the liquidity of the Company's cash and the assets in the present, operating results, cash flow, business plans, investment plans, other necessities and suitability as deemed suitable by the Board of Directors. Such decisions will be made in consideration of the Company's overall benefits and the interests of its shareholders

3. Impact on Shareholders (Dilution Effect)

3.1 Impact of the Offering of Newly Issued Ordinary Shares under a General Mandate to Specific Persons by way of Private Placement

3.1.1 Impact on market price (Price Dilution)

Impact on market price cannot be calculated at this time as it depends on the pricing determination and market price during the payment period.

3.1.2 Impact on shareholding proportion (Control Dilution)

After the issuance and offering of newly issued ordinary shares to specific persons by way of private placement (Private Placement), it will reduce the existing shareholders' voting rights by 8.97 percent which is calculated as follows:

$$\begin{aligned}
 &= \frac{\text{Number of PP's voting rights}}{\text{Numbers of paid up shares + Number of PP shares}} \\
 &= \frac{190,000,000}{1,929,098,958 + 190,000,000} \\
 &= 8.97 \text{ percent}
 \end{aligned}$$

3.2 Impact of the issuance and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Right Offering)

3.2.1 Impact on market price (Price Dilution)

After the RO issuance and offering of which will occur after the issuance and offering of PP, it will affect the market price of the Company's share to reduce by 1.06 percent, from the following calculation:

$$\begin{aligned}
 &= \frac{\text{Market price before the RO offering} - \text{Market price after the RO offering}}{\text{Market price before the RO offering}} \\
 &= \frac{0.6924 - 0.6934}{0.6924} \\
 &= (1.06) \text{ percent}
 \end{aligned}$$

Whereby

Market price before the RO offering = Weighted average price of the Company's shares traded on the SET over a period of 15 consecutive business days prior to the date of the Board of Directors' Meeting between October 28, 2024 and November 15, 2024 is equal to THB 0.6924 per share.

Market price after the PP and RO offering =

$$\begin{aligned}
 &= \frac{(\text{Market price before the RO offering} \times \text{Number of paid-up shares}) + (\text{The RO shares offering price} \times \text{Number of RO shares offered})}{\text{Number of paid-up shares} + \text{Number of RO shares offered}}
 \end{aligned}$$

$$\begin{aligned}
 &= \frac{(0.6924 \times 1,929,098,958) + (0.70 \times 302,728,423)}{1,929,098,958 + 302,728,423} \\
 &= \text{THB 0.6934 per share}
 \end{aligned}$$

3.2.2 Impact on shareholding proportion (Control Dilution)

After the issuance and offering of RO shares, which will occur following the PP offering, if shareholders who receive RO subscription rights exercise their rights to purchase all of the newly issued ordinary shares, there will be no impact on the voting rights of the Company's shareholders. However, if shareholders who receive RO subscription rights do not exercise their rights and other shareholders exercise all rights, there will be an impact on the voting rights of existing shareholders, whose voting rights will decrease by not more than 13.56 percent, calculated as follows:

$$\begin{aligned}
 &= \frac{\text{Number of RO's voting rights}}{\text{Numbers of paid-up shares} + \text{Number of RO shares}} \\
 &= \frac{302,728,423}{1,929,098,958 + 302,728,423} \\
 &= 13.56 \text{ percent}
 \end{aligned}$$

4. Worthiness to the Shareholders Compared with Impact to Control Dilution

When comparing the benefits shareholders will receive from this issuance and offering of capital increase shares, the Board of Directors views that such offering will be more beneficial to shareholders than the impact from the dilution of shareholders' voting rights, as it will provide the Company with increased working capital and reduce its interest burden. This will result in improved liquidity and stronger financial position for the Company. If the Company achieves good operating performance, shareholders will receive dividends according to the Company's dividend policy.

5. Opinion of the Board of Directors

5.1 Rationale and necessity for capital increase

For the Company to use the proceeds to repay its debts to reduce interest burden and address overdue payments with various trade partners, as well as use as working capital to enhance liquidity. Additionally,

this issuance and offering of newly issued ordinary shares will enable the Company to raise funds within an appropriate timeframe and not affect business operation due to liquidity issues.

However, In the event that the Company does not secure funds from this capital increase, the Company might face challenges in repaying debts and alleviating its interest burden. From the abovementioned reasons, the Board of Directors is therefore of the opinion that this capital increase is necessary for the Company to utilize according to the above objectives which will enhancing the Company's operating results in long run.

5.2 Reasons and necessity of the issuance and offering of new shares by way of private placement

The Board of Directors is of the opinion that issuing and offering newly issued ordinary shares to investors and existing shareholders is an effective and reasonable approach to capital raising, which is best suited to the Company's current situation and will bring maximum benefit to the Company. Combining issuing and offering of newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding with issuing and offering of newly issued ordinary shares under a general mandate to specific persons by way of private placement is a capital-raising strategy that meets the Company's funding needs in an appropriate way. Compared to other methods, such as a Public Offering, securing funds through bank loans, or alternative capital-raising methods, which may delay or fail to provide the required funding, thus potentially impacting the Company's operational plans and financial standing, this combined approach offers a more efficient and immediate solution. The Board has considered other fundraising methods and has reached the following conclusions:

- (a) Public Offering: The Board of Directors is of the opinion that this method will take more time than the right offering and private placement methods and the Company may not be able to offer its shares as planned because it will take long preparation time and require approvals from the relevant authorities, making the Company unable to control the process schedule.
- (b) Issuing debt instruments or applying for loans: The Board of Directors has opined that this method is not appropriate at this time because the process of applying for loans from financial institutions will take a long time, which does not meet the Company's urgent capital needs. Therefore, issuing debt instruments is very unlikely and not suitable for the Company's capital needs at present.

For the reasons mentioned above, the Board of Directors believes it is necessary for the Company to increase its capital by issuing and offering newly issued ordinary shares to the existing shareholders proportionate to their respective shareholding (Rights Offering), as well as issuing and offering newly issued ordinary shares under a general mandate to specific persons by way of private placement.

5.3 Feasibility of the proceeds utilization plan and sufficiency of funding source

The Company expects to issue and offer newly issued ordinary shares to private placement investors and the issuance and offer new ordinary shares of the Company to the existing shareholders of the Company proportionate to their shareholding (Right Offering) within quarter 1 of 2025.

In this regard, the Board of Directors expects to complete the process of issuing and offering new shares to the Investors and receiving proceeds therefrom within the timeframe as approved by the shareholders' meeting.

The Company will use the proceeds for the capital increase to pay trade payables and other creditors, repay the Company's existing debts that the Company has used as a source of funding for its operations in the past (various loans), and use as working capital for the Company's business operations with details as follows:

Objective and Plan for Use of Funds	Amount	Time Frame
1. Settlement of trade and other payables	Not exceeding THB 150 million	2024 - 2025
2. Loan repayment	Not exceeding THB 150 million	
3. Working capital requirements	Remaining funds from Items 1 and 2	

However, the amount of debts may increase or decrease from the business operation. In addition, the settlement of debts will be carried out as deemed appropriate by the Company.

5.4 Expected impact on business operations, financial position and business performance of the Company due to the capital increase

The Board of Directors has considered and is of the opinion that entering into such transaction will enhance liquidity and support the Company's current business operations, as well as strengthen both the financial structure and long-term debt-to-equity ratio of the Company. This will provide greater financial flexibility for

the Company's future business operations and serve as a reserve source of working capital to support the Company's operations. Therefore, such capital increase will not have any negative impact on the Company's business operations, financial position, and operating performance.

As of September 30, 2024, the Company has trade payables and other creditors of approximately THB 125.67 million and loan liabilities of approximately THB 231.15 million. Therefore, if the proceeds from this capital increase are used to repay the aforementioned debts, the impacts will be as follows (assuming total proceeds from capital increase of THB 344.91 million):

As of September 30, 2024 (adjusted with capital increase information during October 1, 2024 - November 15, 2024, at the offering price of THB 0.65 per share for 580.78 million shares)	Before Capital Increase	Estimate effect after Private Placement (Debt repayment of THB 300 million)
Asset	THB 1,185.53 million	THB 1,230.44 million
Liabilities	THB 544.00 million	THB 244.00 million
Shareholders' Equity	THB 641.53.02 million	THB 986.44 million
Paid-up registered capital	THB 1,929.10 million	THB 2,421.83 million
Shareholders' Equity/ Paid-up registered capital net of share discount	33.26 percent	40.73 percent
D/E Ratio	0.85 times	0.25 times

5.5 Reasonableness of the offering price and the offering price determination method

Issuance and offering of newly issued ordinary shares under a general mandate through private placement:

Source of offering price: According to SEC Office and SET pricing criteria, not lower than the weighted average market price of the Company's ordinary shares on SET for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the Board's resolution on offering price, with

possible discount not exceeding 10 percent. The offering price is therefore not lower than 90 percent of market price per the Notification TorJor. 28/2565.

Issuance and offering of newly issued ordinary shares to existing shareholders proportionate to their respective shareholding (Rights Offering):

The source of offering price is based on funding requirements according to objectives.

After considering the rationale, necessity, and benefits to the Company from issuing and allocating newly issued ordinary shares, the Board of Directors resolved to approve such issuance and allocation, viewing that the allocation conditions and offering price are appropriate and serve the best interests of shareholders, enabling the Company to secure required funding within an appropriate timeframe.

5.6 Rationale, necessity, and reasonableness of the capital increase

The Board of Directors considers that this issuance and offering of newly issued ordinary shares will enable fundraising within an appropriate timeframe, resulting in stronger financial stability and improved performance, as the Company will have working capital for business operations and ability to settle outstanding debts.

However, if the Company does not receive funds from this capital increase, it will result in the Company lacking working capital for business operations and insufficient funds to settle debts with creditors. Additionally, the Company may require more time to resolve its accumulated loss issues. For these reasons, the Board of Directors views that this capital increase is necessary for the Company to use the proceeds as working capital for business operations, to provide additional funding sources, strengthen its capital structure and financial position, which will help contribute to improved operating performance trends in the future.

6 Representations of the Board of Directors

In the event where any director of the Company fails to perform his/her duties as required by law, objectives and the Articles of Association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, and such non-performance, by act or omission, causes damage to the Company, the shareholders may claim damages from such director on behalf of the Company, pursuant to Section 85 of the Public Limited Companies Act B.E. 2535

(1992) (as amended). In addition, should such non-performance, by act or omission, of director's duties as required by law, objectives and the Articles of Association of the Company as well as resolutions of the shareholders' meeting, with integrity and due care to protect the Company's interests in connection with this capital increase, causes any director, executive or related persons to derive any undue gains, one or more shareholders holding not less than 5 percent of all of the voting rights of the Company may, on behalf of the Company, exercise the right to bring an action against such director for disgorgement of benefits, pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992) (as amended).

No directors with conflicts of interest and/or directors who were connected persons attended the meeting, and such directors do not have voting rights at the meeting.

The Board of Directors also certifies that it has carefully considered and verified the information of the Investors and is of the opinion that the allotment of newly issued shares to the Investors is justifiable.

7 Opinion of the Audit Committee and/or the Director which is Different from the Board of Directors' Opinion

The Audit Committee is of the opinion in accordance with the Board of Directors of the Company.

There were no directors with conflicts of interest and/or directors who were connected persons attending the Meeting and such directors do not have the right to vote at the Meeting.

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

Sincerely yours,

Wow Factor Public Company Limited

Signed by

-Signed-

(Miss Saowanee Khaoubol)

Authorized Director

- Company's seal affixed -

Signed by

-Signed-

(Mr. Tanawat Ueasiripan)

Authorized Director

The Company's Articles of Association Relevant to the Shareholder's Meeting

Section 4

Directors

- Clause 17** The shareholders' meeting shall elect directors in accordance with the following rules and procedures:
- (a) One shareholder has votes in a number equal to number of shares he/she holds for voting one (1) Director.
 - (b) Each shareholder may use all his/her votes under (a) to elect one person or several persons as the directors but cannot allot the votes to any person in any number.
 - (c) Persons who receive highest votes arranged in descending order shall be elected directors of the Company, in a number equal to the number of directors to be appointed. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall have additional one (1) vote as a casting vote.
- Clause 18** At every annual ordinary meeting, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.
- The directors retiring from office in the first and second year after the registration of the conversion of the Company shall be selected by drawing lots. In subsequent years, the director who has held office longest shall retire. The directors who retired by rotation may be re-elected
- Clause 21** In case, the position of director is vacant for reasons other than the expiration of the term, the Board of Directors shall elect a person who has qualifications and does not have prohibited characteristics under Section 68 of the Public Limited Companies Act B.E. The director will have less than two months left. The person who becomes a replacement director will be in the position of director only for the remaining term of the director he replaces.
- The resolution of the Board of Directors under paragraph one must consist of votes of not less than three-fourths of the number of remaining directors.
- Clause 22** The shareholders' meeting may pass a resolution to remove any director prior to the expiration of his/her term of office with the votes of not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote and the total number of shares being of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and having the right to vote.

Section 5

Meeting of Shareholders

Clause 30 The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months from the end of the accounting period of the Company.

Any shareholders' meeting other than as specified in the first paragraph shall be called the Extraordinary General Meeting.

The Board of Directors may convene the Extraordinary General Meeting of Shareholders at any time as the Board of Directors deems appropriate or when a shareholder or shareholders, holding the total number of shares not less than 10 percent of the total number of sold shares, may correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting of Shareholders at any time, but the matters, the reason and the objective to convene the meeting must be clearly specified in the said letter. In such case, the Board of Directors must hold the shareholders' meeting within 45 days from the date on which the letter from the shareholder(s) is received.

If the Board of Directors does not hold the meeting within the specified period in the third paragraph, the shareholder(s) who subscribed their name in a letter or other shareholders, holding the total number of shares as required therein may convene the meeting by themselves within 45 days from the end of period specified in the third paragraph. In such event, the held shareholders' meeting shall be deemed as if it is convened by the Board of Directors and the Company must be responsible for the expenses incurred from holding the meeting and provide the facilities as appropriate.

If the number of shareholders attending any shareholders' meeting which is convened by the shareholders pursuant to the fourth paragraph do not constitute a quorum, as prescribed in Article 32. of this Articles of Association, the shareholders as per the fourth paragraph, must be jointly responsible for expenses arising out of holding such meeting to the Company.

Clause 31 In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders and registrar at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

Clause 32 The number of shareholders attended to the meeting in persons or by proxies (if any) must be not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up share to constitute a quorum.

If one hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders, the meeting shall be called not less than 7days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

Clause 33 Any shareholder who does not attend the meeting may appoint a proxy in writing to attend the meeting and vote in his replacement.

The proxy must be submitted to the chairman of the meeting or the person designated prior to the start of the meeting.

Clause 34 Voting, a resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - a. The sales or transfer of the entire or important part of business of the company to another person.
 - b. The purchase or acceptance of the transfer of the business of other companies by the company.
 - c. The making, amendment or terminating of contract with respect to the granting of a lease of the entire or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - d. The amendment of Article of Association and Memorandum of Association
 - e. The increase or decrease of the capital and the issuing of debenture
 - f. The amalgamation or Dissolution of company

Section 6



Accounting, Finance and Auditing

- Clause 36** The Company shall prepare and keep the accounts and have the accounts audited pursuant to relevant laws and shall have the balance sheet and profit & loss account which are made at the end of the Company's accounting period submitted to the annual general meeting of the shareholders for approval. The Board of Director shall arrange the balance sheet and profit & loss account to be audited by the Auditor before submitting to the shareholders' meeting.
- Clause 37** The Board of Directors shall deliver the following documents to the shareholders together with the notices of summoning of the annual general meeting of shareholders.
- (1) Copy of Balance sheet and profit & loss account which are audited by the Auditor together with his auditor's report.
 - (2) Annual report of the Board of Directors
- Clause 39** The Company must appropriate part of the annual net profit to reserve fund, at least 5% of the annual net profits extracted by the accumulated loss brought forward (if any) until the reserve fund reaches at no less than 10% of the registered capital. Notwithstanding the reserve fund referred to above, the Board of Directors may propose to the shareholders' meeting for its resolution to otherwise appropriate reserve fund as perceived by the Board to be beneficial to business operations of the Company.
- Clause 42** The Auditor has the duty to attend in every shareholders' meeting which is held to consider the balance sheet, profit & loss account, and any problem regarding the Company's accounts in order to clarify the audit to the shareholders. The Company shall also deliver to the Auditor all the reports and documents of the Company to which the shareholders are entitled to receive at such meeting

Draft of the Company's Articles of Association (Only the Amended Clause)

The company intends to change its name from the original name “Wow Factor Public Company Limited” to the new name “X Bioscience Public Company Limited.” Therefore, it is necessary to amend the company's Articles of Association in the sections related to the company's name to align with the change. The amendments include the modification of Clause 1, Clause 2, and the company seal as outlined in Clause 43 of the Articles of Association. The details are as follows:

Amendments to the Company's Regulations as follows:

Original	New
Clause 1: These regulations shall be called the Articles of Association of Wow Factor Public Company Limited.	Clause 1: These regulations shall be called the Articles of Association of X Bioscience Public Company Limited.
Clause 2: The term "Company" in these regulations refers to Wow Factor Public Company Limited.	Clause 2: The term "Company" in these regulations refers to X Bioscience Public Company Limited.
Clause 43: The company's seal shall be used as depicted here. 	Clause 43: The company's seal shall be used as depicted here. 

Clause Other points did not mention the message is the same as before.

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name - Surname : Mr. Chanatip Pumhiran Age: 40 years

Position in the Company : Independent Director, Chairman of Audit Committee,
Chairman of Nomination and Remuneration Committee

Education : - Master of Economics, London School of Economics
and Political Science United Kingdom
- Master's Degree in Business Modeling and Analysis,
Mahidol University
- Master's Degree in Finance, Thammasat University
- Bachelor's Degree in Economics, Thammasat University



Work experiences

2022 – Present : Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee
- Wow Factor Public Company Limited

2021 – Present : Assistant Vice President, Investment Department
- Peer For You Public Company Limited

2019 – 2021 : Assistant to the Dean – Finance Department
- Faculty of Medicine Siriraj Hospital, Mahidol University, Thailand

2019 : Vice President – Central Treasury Unit
- United Overseas Bank Limited, Singapore

2016 – 2018 : Portfolio Manager – Global Equities and Fixed Income, Investment Management Division
- Social Security Office, Thailand

2014 – 2016 : Senior Investment Officer, Investment Strategy Office, Reserve Management Department
- Bank of Thailand, Thailand

Shareholding proportion in the Company : - Self: None
- Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies that are not listed companies : - None

Position held in other companies that are listed companies in the Stock Exchange of Thailand : 1 company as follows:
1. Peer For You Public Company Limited

Directorship/ management in other companies which may cause conflict of interest to or complete with the business of the Company : - None

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name - Surname : Mr. Yuthaveera Achawangkul Age: 40 years

Position in the : Independent Director / Audit Committee Member /
Company Nomination and Remuneration Committee Member

Education : - Master's degree in Business Administration
Thammasat University
- Bachelor of Laws, Chulalongkorn University
- Bachelor of Business Administration Finance Major
Marketing Minor Thammasat University



Work experiences

2023 – Present : Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member

- Wow Factor Public Company Limited

2022 – Present : Assistant Dean for Finance

- Faculty of Commerce and Accountancy Thammasat University

2018 – Present : Assistant Chief Financial Officer

- Nakornluang Plastic Industry Co., Ltd.
- Art Plastic Industry Co., Ltd.

2017 – Present : Director

- Supply for Mankind Co., Ltd.

Shareholding proportion in the Company : - Self: None

- Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies that are : - None
not listed companies

Position held in other companies that are : 3 companies as follows:

listed companies in the Stock Exchange of Thailand

1. Nakornluang Plastic Industry Co., Ltd.
2. Art Plastic Industry Co., Ltd.
3. Supply for Mankind Co., Ltd.

Directorship/ management in other : - None
companies which may cause conflict of
interest to or complete with the business of
the Company

Profile of the Independent Director Who is Designated as an Authorized Person of the Shareholders

Name - Surname : Mr. Tom Chalermkarnchana Age: 42 years

Position in the : Independent Director / Audit Committee Member / Nomination
Company and Remuneration Committee Member

Education : - Master of Laws, University of Southampton, United
Kingdom
- Bachelor of Laws Siam University
- Bachelor's Degree in Business Administration,
Ritsumeikan Asia Pacific University, Japan



Work experiences

2023 - Present : Independent Director / Audit Committee Member / Nomination and Remuneration Committee
Member
- Wow Factor Public Company Limited

2023 – Present : Director
- Jinjiang Shipping Agency (Thailand) Co., Ltd.

2021 – Present : Director
- Transhub ETS (Thai) Co., Ltd.

2018 – Present : Director
- Chukong Logistics (Thailand) Co., Ltd.

2012 – Present : Chief Executive Officer
- TCC Logistics Co., Ltd. and its group of companies

Shareholding proportion in the : - Self: None
Company - Spouse and minor children: None

Director training (IOD) : - None

Position held in other companies that : - None
are not listed companies

Position held in other companies that : 4 companies as follows:
are listed companies in the Stock
Exchange of Thailand
1. Jinjiang Shipping Agency (Thailand) Co., Ltd.
2. Transhub ETS (Thai) Co., Ltd.
3. Chukong Logistics (Thailand) Co., Ltd.
4. TCC Logistics Co., Ltd.

Directorship/ management in other : - None
companies which may cause conflict
of interest to or complete with the
business of the Company

Definition of Independent Director

- Shall not hold more than one percent of the total shares with voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. The shareholding of the related persons of such independent director shall also be included;
- Shall not be nor have been an executive director, employee, staff member, advisor who receives a fixed salary, or controlling person of the Company, or of its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director. In this regard, such prohibited characteristics shall not include the case where the independent director was a former government official or advisor of a government organization being a major shareholder or controlling person of the Company;
- Shall not be a person related by blood or legal registration as the father, mother, spouse, sibling, and child, or the spouse of the child of another director, executive, major shareholder, controlling person, or person nominated for the position of a director, executive or a controlling person of the Company or its subsidiary;
- Shall not have or had a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in a manner which may interfere with his or her independent judgment. Furthermore, an independent director shall not be or have been a significant shareholder or a controlling person of a person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director

The term “business relationship” under the first paragraph shall include any commercial transaction in the ordinary course of business; the rental or leasing out of immovable properties; transactions relating to assets or services or the provision or receipt of financial assistance by means of receiving or granting loans, guarantees; the pledge of assets as security against debt repayment; as well as other circumstances of the same nature which result in the Company or its contractual party having indebtedness in favor of the other party in the amount of three percent or more of the net tangible assets of the Company, or at the minimum amount of THB 20 million, whichever is lower. In this regard, such indebtedness shall be calculated in accordance with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing the criteria on

connected transactions, mutatis mutandis. However, the consideration of the abovementioned indebtedness shall include the indebtedness that occurred during the one-year period prior to the date on which the business relationship with the person commenced;

- Shall not be nor have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
- Shall not provide nor have provided any professional services, including the provision of services as a legal or financial advisor, receiving service fees in the amount of over THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person. He or she shall not be a significant shareholder, controlling person, or partner of the professional service provider, with the exception in the case where the foregoing status ended at least two years prior to the day of the appointment of the independent director;
- Shall not be a director that has been appointed to act as a representative of the directors of the Company, its major shareholders, or its shareholders who are related to the major shareholder;
- Shall not engage in any business of the same nature and which significantly competes with the business of the Company or its subsidiary. He or she shall not be a significant partner in a partnership or an executive director, employee, staff member, or advisor who receives a fixed salary, and shall not hold shares in excess of one percent of the total number of shares with voting rights of another company that engages in a business of the same nature and which significantly competes with the business of the Company or its subsidiary.

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A.

อากรแสตมป์
Duty Stamp
20 บาท/Baht

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ดังนี้
Holding a total of _____ shares and having the vote equal to _____ votes
as follows:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
☒ และระบุรายละเอียดของผู้รับ
มอบฉันทะ
If choosing No. 1, please mark ☒
and provide details of the proxies.

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or
ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
☒ และเลือกกรรมการอิสระคนใด
คนหนึ่ง
If choosing No. 2, please mark ☒
and select one of the independent

☐ 2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

☐ นายชนาทิพย์ พุ่มหิรัญ หรือ

Mr. Chanatip Pumhiran or

☐ นายยุทธวีร์ อัจฉวงกุล หรือ

Mr. Yuthaveera Achawangkul or

☐ นายทอม เฉลิมกาญจนา

Mr. Tom Chalermkamchana

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระปรากฏตาม สิ่งที่ส่งมาด้วย 6)

In the case where the independent director who is appointed as the proxy is unable to attend the meeting, one of the other independent directors shall be appointed as the proxy in replacement. (Details of Independent Directors are set out in Enclosure 6)

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
วิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 24 ธันวาคม 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่อ
อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the
Extraordinary General Meeting of Shareholders No.1/2024 which will be held on 24 December 2024 at 10.00
a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to
any other date, time and place.

กิจการใดที่ผู้รับมอบฉันทะกระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be actions performed by
myself/ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่
สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting
and may not split his/her votes to different proxies to vote separately.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่างๆ ที่มอบฉันทะที่จะเอียงัดเจินตายตัว)

(The Form Clearly Specifying Certain Items and Authority to Grant the Proxy)

อากรแสตมป์

Duty Stamp

20 บาท/Baht

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัท”)
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ดั่งนี้

Holding a total of _____ shares and having the vote equal to _____ votes
as follows:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
☒ และระบุรายละเอียดของผู้รับ
มอบฉันทะ
If choosing No. 1, please mark ☒
and provide details of the proxies.

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or

ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District

จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ
Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
☒ และเลือกกรรมการอิสระคนใด
คนหนึ่ง
If choosing No. 2, please mark ☒
and select one of the independent
directors.

☐ 2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

- ☐ นายชนาทิพย์ พุ่มหิรัญ หรือ
Mr. Chanatip Pumhiran or
- ☐ นายยุทธวีร์ อัครวังกุล หรือ
Mr. Yuthaveera Achawangkul or
- ☐ นายทอม เฉลิหมกาญจนา
Mr. Tom Chalermkarnchana

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ
ปรากฏตาม สิ่งที่ส่งมาด้วย 6)

In the case where the independent director who is appointed as the
proxy is unable to attend the meeting, one of the other independent
directors shall be appointed as the proxy in replacement. (Details of
Independent Directors are set out in Enclosure 6).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
วิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 24 ธันวาคม 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่อ
อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the
Extraordinary General Meeting of Shareholders No.1/2024 which will be held on 24 December 2024 at 10.00
a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to
any other date, time and place.

- (4) ข้าพเจ้ามอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/we hereby grant my/our proxy to vote at the meeting on my/our behalf as follows:

- ☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ซึ่งจัดเมื่อ
วันที่ 30 เมษายน 2567

Agenda 1 To consider and certify the minutes of the 2024 Annual General Meeting of
Shareholders, which was held on April 30, 2024.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ
ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our
behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as
follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทจำนวน 1,077,083,577 บาท
จากทุนจดทะเบียนเดิมจำนวน 3,945,198,763 บาท เป็นทุนจดทะเบียนจำนวน

2,868,115,186 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้จำหน่าย
จำนวน 1,077,083,577 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการ
แก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการลดทุนจ
ทะเบียนของบริษัท

Agenda 2 To consider and approve the reduction of the registered capital by THB
1,077,083,577, from the original registered capital of THB 3,945,198,763 to
the registered capital of THB 2,868,115,186 by canceling 1,077,083,577
registered shares that have not yet been sold with the par value of THB 1.00
and to approve the amendment of Clause 4 of the Memorandum of
Association of the Company to be in line with the reduction of the registered
capital.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ
ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our
behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as
follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 3 พิจารณอนุมัติเพิ่มทุนจดทะเบียนของบริษัทจำนวน 492,728,423 บาท จาก
ทุนจดทะเบียนเดิมจำนวน 2,868,115,186 บาท เป็นทุนจดทะเบียนใหม่
จำนวน 3,360,843,609 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน
492,728,423 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติม
หนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the increase of the registered capital by THB
492,728,423, from the original registered capital of THB 2,868,115,186 to the
registered capital of THB 3,360,843,609 by issuing 492,728,423 newly
issued ordinary shares with a par value of THB 1 and to approve the
amendment of Clause 4 of the Memorandum of Association of the Company
to be in line with the increase of the registered capital.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการ
ตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our
behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as
follows:

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 4 พิจารณานุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทจำนวนไม่เกิน 492,728,423 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท โดยมีรายละเอียด ดังนี้

Agenda 4 To consider and approve the issuance and allocation of up to 492,728,423 newly issued ordinary shares of the Company, with a par value of 1.00 Baht per share, with the details as follows:

- วาระที่ 4.1 พิจารณานุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการออกและเสนอขายหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายหุ้นให้แก่บุคคลในวงจำกัด (Private Placement) จำนวนไม่เกิน 190,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท

Agenda 4.1 To consider and approve the issuance and allocation of up to 190,000,000 newly issued ordinary shares of the Company, with a par value of 1.00 Baht per share, to accommodate the issuance and offering of newly issued ordinary shares under a General Mandate for Private Placement.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 4.2 พิจารณานุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิมตามสัดส่วน (Rights Offering) จำนวนไม่เกิน 302,728,423 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท

Agenda 4.2 To consider and approve the issuance and allocation of up to 302,728,423 newly issued ordinary shares of the Company, with a par value of 1.00 Baht per share, to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- ☐ วาระที่ 5 พิจารณานุมัติการแก้ไขเปลี่ยนแปลงชื่อบริษัท แก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 1. เพื่อให้สอดคล้องกับการแก้ไขเปลี่ยนแปลงชื่อบริษัท

Agenda 5 To consider and approve the change of the Company's name and the amendment of Clause 1 of the Memorandum of Association of the Company in order to be in line with the change in the Company's name.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- ☐ วาระที่ 6 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทในส่วนที่เกี่ยวข้องกับชื่อของบริษัทเพื่อให้สอดคล้องกับการแก้ไขเปลี่ยนแปลงชื่อบริษัท และแก้ไขเพิ่มเติมตราประทับของบริษัท

Agenda 6 To consider and approve the amendment of the Company's Articles of Association related to the Company's name to align with the change of the Company's name, as well as the amendment of the Company's seal.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- ☐ วาระที่ 7 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จากจำนวน 3,360,843,609 บาท เป็นทุนจดทะเบียนจำนวน 1,680,421,804.50 บาท โดยการลดมูลค่าหุ้นที่ตราไว้ของบริษัท จากมูลค่าที่ตราไว้หุ้นละ 1 บาท เป็นมูลค่าที่ตราไว้หุ้นละ 0.50 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 7 To consider and approve the reduction of the registered capital from the original registered capital of THB 3,360,843,609 to the registered capital of THB 1,680,421,804.50 by lowering the par value of the Company's shares from THB 1 per share to THB 0.50 per share and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- ☐ วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy holder does not cast a vote in accordance with my/our instruction specified herein, such vote casting shall be deemed incorrect and is not made on my/our behalf as the shareholder.

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event I/we have not specified or have not clearly specified my/our voting instruction in any agenda, or in the event the meeting considers or passes resolutions in any matters other than those specified above, including in the event there is any amendment or addition of any facts, the proxy shall have the rights to consider and cast a vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves

ลงชื่อ ผู้มอบฉันทะ
Signatures (.....) Appointer

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder granting a proxy shall appoint only one proxy holder to attend and vote at the meeting and may not split the number of shares to several proxy holders for splitting votes.
2. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where there are other agendas to be considered in the meeting other those specified above, the Attachment to Proxy Form B shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 24 ธันวาคม 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of Wow Factor Public Company Limited, to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2024 which will be held on 24 December 2024 at 10.00 a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่ เรื่อง

Agenda Subject:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ เรื่อง

Agenda Subject:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ข. (Proxy Form B)

วาระที่ เรื่อง
Agenda Subject:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

ลงชื่อ ผู้มอบฉันทะ
Signatures (.....) Appointer

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน

ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(The Form for Foreign Shareholders Who Have Custodians in Thailand Only)

อากรแสตมป์
Duty Stamp
20 บาท/Baht

เลขทะเบียนผู้ถือหุ้น _____
Shareholder registration number

เขียนที่ _____
Written at
วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่เลขที่ _____ ซอย _____ ถนน _____ ตำบล/แขวง _____
Residing / located at Soi Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of Wow Factor Public Company Limited (the “Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ดังนี้
Holding a total of _____ shares and having the vote equal to _____ votes
as follows:

☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary share shares having the vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one option)

กรณีเลือกข้อ 1. ให้ทำเครื่องหมาย
☒ และระบุรายละเอียดของผู้รับ
มอบฉันทะ
If choosing No. 1, please mark ☒
and provide details of the proxies.

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province Postal Code Or
ชื่อ _____ อายุ _____ ปี อยู่เลขที่ _____
Name Age years Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-district District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

หรือ

Or

กรณีเลือกข้อ 2. ให้ทำเครื่องหมาย
☒ และเลือกกรรมการอิสระคนใด
คนหนึ่ง
If choosing No. 2, please mark ☒
and select one of the independent
directors.

☐ 2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The independent directors of the Company as follows:

- ☐ นายชนาทิพย์ พุ่มหิรัญ หรือ
Mr. Chanatip Pumhiran or
- ☐ นายยุทธวีร์ อัจฉรวงกุล หรือ
Mr. Yuthaveera Achawangkul or
- ☐ นายทอม เฉลิเมกาญจนา
Mr. Tom Chalermkarnchana

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะไม่สามารถเข้าประชุมได้ ให้
กรรมการอิสระคนอื่นเป็นผู้รับมอบฉันทะแทน (ข้อมูลของกรรมการอิสระ
ปรากฏตาม สิ่งที่ส่งมาด้วย 6)

In the case where the independent director who is appointed as the
proxy is unable to attend the meeting, one of the other independent
directors shall be appointed as the proxy in replacement. (Details of
Independent Directors are set out in Enclosure 6).

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
วิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 24 ธันวาคม 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่อ
อิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Any and only one of the above persons to be my/our proxy holder to attend and vote on my/our behalf at the
Extraordinary General Meeting of Shareholders No.1/2024 which will be held on 24 December 2024 at 10.00
a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to
any other date, time and place.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
Grant a proxy the total amount of shares held and entitled to vote
- ☐ มอบฉันทะบางส่วน คือ
Grant partial shares of
- ☐ หุ้นสามัญ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ เสียง
Ordinary share Shares, representing voting right equivalent to votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

- ☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ซึ่งจัดเมื่อ
วันที่ 30 เมษายน 2567

Agenda 1 To consider and certify the minutes of the 2024 Annual General Meeting of
Shareholders, which was held on April 30, 2024.

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

☐ วาระที่ 2 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทจำนวน 1,077,083,577 บาท จากทุนจดทะเบียนเดิมจำนวน 3,945,198,763 บาท เป็นทุนจดทะเบียนจำนวน 2,868,115,186 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้จำหน่ายจำนวน 1,077,083,577 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 2 To consider and approve the reduction of the registered capital by THB 1,077,083,577, from the original registered capital of THB 3,945,198,763 to the registered capital of THB 2,868,115,186 by canceling 1,077,083,577 registered shares that have not yet been sold with the par value of THB 1.00 and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

☐ วาระที่ 3 พิจารณานุมัติเพิ่มทุนจดทะเบียนของบริษัทจำนวน 492,728,423 บาท จากทุนจดทะเบียนเดิมจำนวน 2,868,115,186 บาท เป็นทุนจดทะเบียนใหม่จำนวน 3,360,843,609 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 492,728,423 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the increase of the registered capital by THB 492,728,423, from the original registered capital of THB 2,868,115,186 to the registered capital of THB 3,360,843,609 by issuing 492,728,423 newly issued ordinary shares with a par value of THB 1 and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

☐ วาระที่ 4 พิจารณออนุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทจำนวนไม่เกิน 492,728,423 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท โดยมีรายละเอียด ดังนี้

Agenda 4 To consider and approve the issuance and allocation of up to 492,728,423 newly issued ordinary shares of the Company, with a par value of 1.00 Baht per share, with the details as follows:

วาระที่ 4.1 พิจารณออนุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการออกและเสนอขายหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายหุ้นให้แก่บุคคลในวงจำกัด (Private Placement) จำนวนไม่เกิน 190,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท

Agenda 4.1 To consider and approve the issuance and allocation of up to 190,000,000 newly issued ordinary shares of the Company, with a par value of 1.00 Baht per share, to accommodate the issuance and offering of newly issued ordinary shares under a General Mandate for Private Placement.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- ☐ วาระที่ 4.2 พิจารณานุมัติการออกและจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการออกและเสนอขายหุ้นสามัญเพิ่มทุนให้แก่ผู้ถือหุ้นเดิมตามสัดส่วน (Rights Offering) จำนวนไม่เกิน 302,728,423 หุ้น มูลค่าที่ตราไว้หุ้นละ 1.00 บาท

Agenda 4.2 To consider and approve the issuance and allocation of up to 302,728,423 newly issued ordinary shares of the Company, with a par value of 1.00 Baht per share, to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- ☐ วาระที่ 5 พิจารณานุมัติการแก้ไขเปลี่ยนแปลงชื่อบริษัท แก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 1. เพื่อให้สอดคล้องกับการแก้ไขเปลี่ยนแปลงชื่อบริษัท

Agenda 5 To consider and approve the change of the Company's name and the amendment of Clause 1 of the Memorandum of Association of the Company in order to be in line with the change in the Company's name.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

- ☐ วาระที่ 6 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทในส่วนที่เกี่ยวข้องกับชื่อของบริษัทเพื่อให้สอดคล้องกับการแก้ไขเปลี่ยนแปลงชื่อบริษัท และแก้ไขเพิ่มเติมตราประทับของบริษัท

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

Agenda 6 To consider and approve the amendment of the Company's Articles of Association related to the Company's name to align with the change of the Company's name, as well as the amendment of the Company's seal.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่ 7 พิจารณอนุมัติการลดทุนจดทะเบียนของบริษัท จากจำนวน 3,360,843,609 บาท เป็นทุนจดทะเบียนจำนวน 1,680,421,804.50 บาท โดยการลดมูลค่าหุ้นที่ตราไว้ของบริษัท จากมูลค่าที่ตราไว้หุ้นละ 1 บาท เป็นมูลค่าที่ตราไว้หุ้นละ 0.50 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 7 To consider and approve the reduction of the registered capital from the original registered capital of THB 3,360,843,609 to the registered capital of THB 1,680,421,804.50 by lowering the par value of the Company's shares from THB 1 per share to THB 0.50 per share and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy holder shall vote according to my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐งดออกเสียง

Abstain

☐ วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To consider other matters (if any)

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(6) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case where the vote cast by the proxy holder on any agenda is not in accordance with my/our intention in this Proxy Form, it shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

(7) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case where I/we have expressed none of my/our intention in each agenda or unclearly expressed or in case where the meeting considers or pass the vote on any matters, other than those specified above, including in case where there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as deemed appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions undertaken by the proxy holder at the meeting, except the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

ลงชื่อ ผู้มอบฉันทะ

Signatures (.....) Appointer

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ

Signatures (.....) Appointee

หมายเหตุ / Remark

1. หนังสือมอบฉันทะ แบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้ถือฝากและดูแลหุ้นให้เท่านั้น

This Proxy Form C is applicable only to shareholders whose names appear in the shareholder register book as foreign investors and a custodian in Thailand is appointed therefore.

2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder granting a proxy shall appoint only one proxy holder to attend and vote at the meeting and may not split the number of shares to several proxy holders for splitting votes.

3. ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ

In case where there are other agendas to be considered in the meeting other those specified above, the Attachment to Proxy Form C shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท วาว แฟคเตอร์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 24 ธันวาคม 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ตามที่บริษัทฯ กำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment of the proxy holder, on behalf of the shareholder of Wow Factor Public Company Limited, to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2024 which will be held on 24 December 2024 at 10.00 a.m. in the form of electronic meeting (E-EGM) as specified by the Company or at any adjournment thereof to any other date, time and place.

วาระที่ เรื่อง

Agenda Subject:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- ☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐งดออกเสียง เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

วาระที่ เรื่อง

Agenda Subject:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- ☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐งดออกเสียง เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

สิ่งที่ส่งมาด้วย 7 (Enclosure 7)
หนังสือมอบฉันทะ แบบ ค. (Proxy Form C)

วาระที่ เรื่อง

Agenda

Subject:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall be entitled to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to my/our intention as follows:
- ☐ เห็นด้วย เสียง ☐ ไม่เห็นด้วย เสียง ☐งดออกเสียง เสียง
Approve vote(s) Disapprove vote(s) Abstain vote(s)

ลงชื่อ ผู้มอบฉันทะ
Signatures (.....) Appointer

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

ลงชื่อ ผู้รับมอบฉันทะ
Signatures (.....) Appointee

Privacy Notice for the Shareholder's Meeting
Wow Factor Public Company Limited

Wow Factor Public Company Limited (the “Company”) realizes the importance of personal data of shareholders and/or proxy holders, the Company, thus, hereby informs you of the following information in order to comply with the Personal Data Protection Act B.E. 2562 (2019). This privacy notice shall be applied for the collection, use, disclosure, and processing of personal data to identify and authenticate the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the information and rights for your clear understanding.

1. Collection of Personal Information

In the direct collection of your Personal Data, we will use the Personal Data only as necessary and in accordance with the specified purposes.

However, we may collect your Personal Data from other i.e. securities registrars of Thailand Securities Depository Co., Ltd. (TSD) as necessary and in accordance law.

2. Purpose of collection, use and disclosure of personal data

The Company collect, use, and disclose your personal Data for the purpose of calling and convening the Meeting of Shareholders as required by law. Therefore, we will collect use and disclose your Personal Data the referred person such as director as nominee as authorized by the Personal Data Protection Act B.E.2562 without law to which your consent, for legitimate interest of the Company or may other person of juristic persons of for compliance with law to which we are subjected.

3. Personal data collected

It is necessary for the company to collect your personal data i.e. name, surname, address, telephone number, photo, identification number, shareholder registration number and information related to the use of electronic system such as email and IP Address in case of online meeting.

For the sole purpose of identification, we may request copy of your personal identification data such as identification card or other document which may contain sensitive Personal Data such as religion. Therefore, we kindly request you to delete or redact such Sensitive Personal, Otherwise, you authorize us to redact such Sensitive Personal Data, and the relevant personal identification document shall be in full force and effect. If we are unable to redact such Sensitive Personal Data due to restriction, we reaffirm that the sole purpose hereof is the verification of your personal identity and that we have no intention to collect and use such Sensitive Personal Data.

The Company will record, and broadcast images and sounds of the meeting for your and our legitimate interests.

4. Personal Data Retention Period.

The company will retain your Personal Data only for the duration necessary for the purposes specified in this Privacy Notice under appropriate and strict security measure.

In the case that it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards such as the longest legal prescription of 10 years.

5. Disclosure of personal Data to Third Party

The Company may be required to disclose Personal Data to other persons or juristic personal or regulatory authorities, who works in cooperation with the Company in connection with the purposes contained herein as necessary such as technology service provider.

6. Your rights as a data subject

As the owner of Personal Data (Data Subject) you have the right as stipulated in the Personal Data Protection Act B.E. 2562 i.e. right to withdraw the consent right to access Personal Data, right to correct, delete or destroy your Personal Data, right to request suspension of the processing of your Personal Data, right to transfer your Personal Data right of complaint, right to dissent to the processing of disclosing of your Personal Data and right to be informed of changes to this Privacy Notice.

Contact Information for Exercise of Rights of Data Owner

Corporate Secretary Office, Wow Factor Public Company Limited, at No. 304 Vanit Place Aree Building, 18th Floor, Room No. 1803-1806, Phaholyothin Road, Samsen Nai, Phaya Thai, Bangkok 10400 Telephone: 0-2278-5455

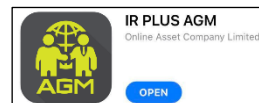
Guidelines for attending the EGM through Electronic Means (E-EGM)
and the Appointment of Proxies

IR PLUS AGM

Electronic-Annual General Meeting (E-AGM)

1. Download and Install application “IR PLUS AGM”

From App Store (Support since iOS 15) and Google Play Store (Support since Android 8)



iOS
iOS 15 ขึ้นไป



Android
Android 8.0 ขึ้นไป

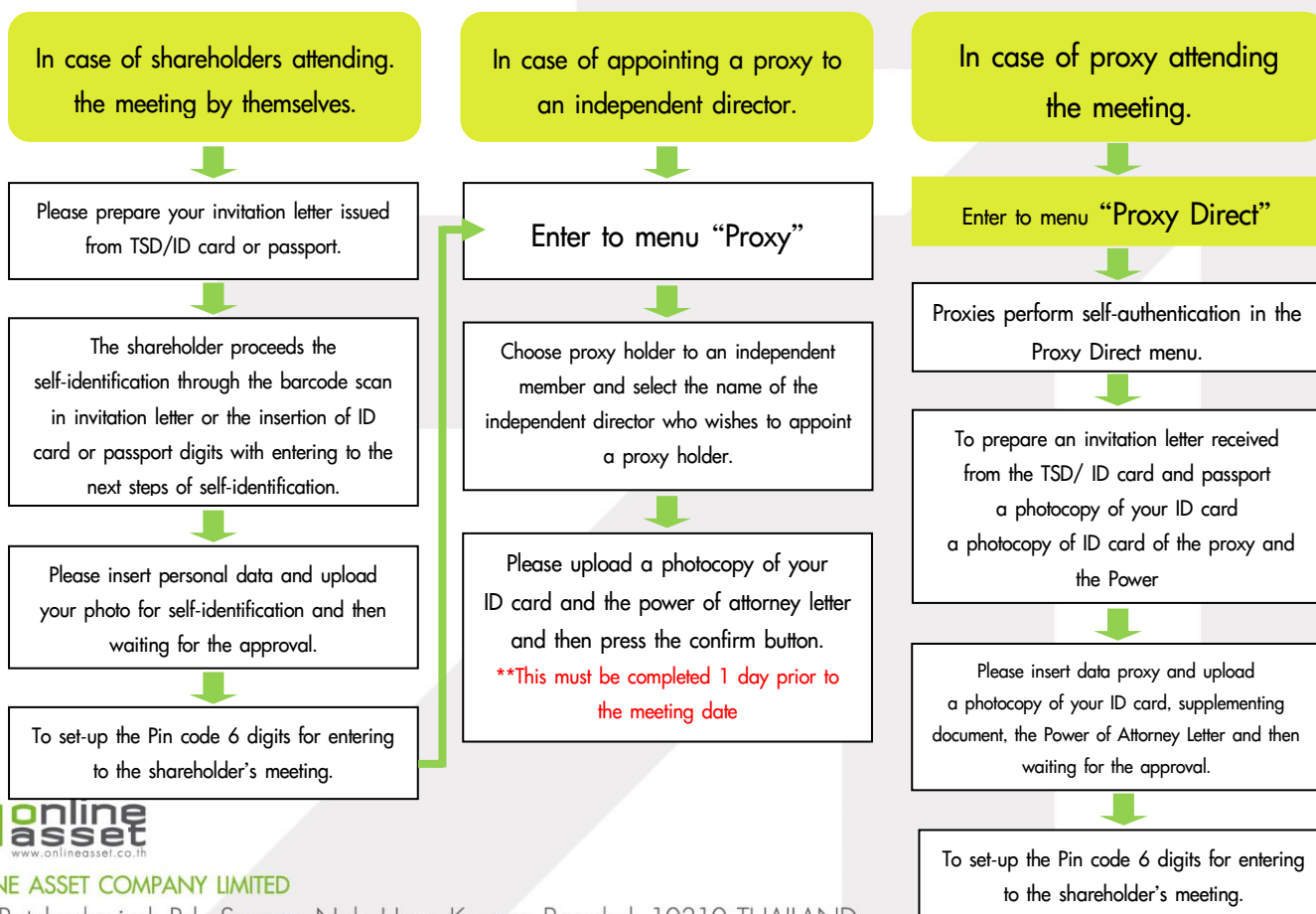


“webagm.irplus.in.th”

Or attend the meeting via the Web App “webagm.irplus.in.th” on Google without an application or program installed.

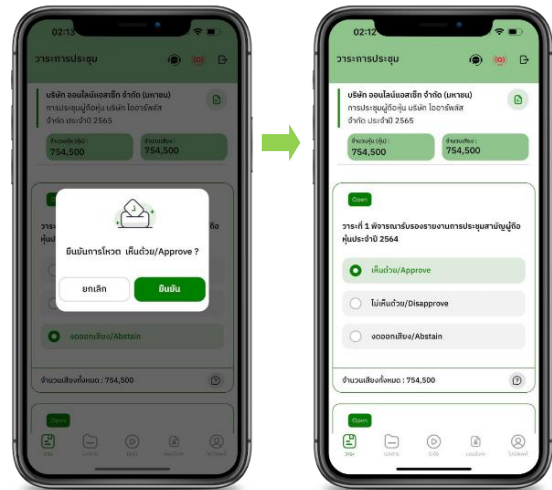
2. Identity verification process (KYC)

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text/e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.

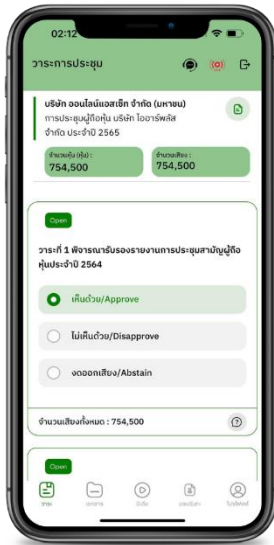






3. How to vote.

The system will Default vote “Agree” on every agenda that can change the vote result “Disagree” or “Abstain”
Then press the bottom confirms to confirm. The system Will change the voting result immediately.
As shown in the picture.









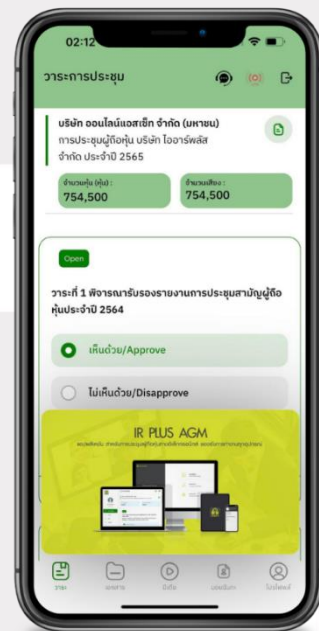
4. Asking question, Text format and VDO Call format



-  In case, Asking questions via VDO Call
Click  that shown on your screen, then type the question.
Then wait for the staff will get back to you.
-  In case, Asking questions via Text
Click  that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

5. Other Menu

-  : Document
-  : Media or VDO Presentation
-  : Proxy *Incase Provide proxy to independent directors only.
This must be completed 1 day prior the meeting date
-  : Profile
-  : Log out ****When you confirm to log out the meeting
Your vote will eliminate from the vote base immediately.**
-  : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 2, 626 Office hours: 9:00 a.m. to 5:30 p.m. Monday to Friday



Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly.



THANK YOU

