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15 November 2021

Subject: The Entry into the Connected Transaction, in a Category of the Receipt of Financial Assistance

To: President

The Stock Exchange of Thailand

Enclosure: Information Memorandum in relation to Connected Transaction of Wow Factor Public Company Limited

The meeting of the board of directors of Wow Factor Public Company Limited (the "Company") no. 5/2021, held on 15 November 2021 passed a resolution to authorize the Company to enter into the connected transaction with Mr. Sirutt Ratanapaitoon, a Director and Chief Financial Officer of the Company, for the purpose of utilizing working capital for the group of the Company. The transaction is to receive a financial assistance from Mr. Sirutt Ratanapaitoon up to Baht 69,322,500, which is an unsecured loan, with the interest rate of 6.00 percent per annum, amounting to the interest of Baht 4,694,938 in total. Such transaction is considered a connected transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board. No. TorChor. 21/2551. Re: Rules on Connected Transactions (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) (as amended). The size of the transaction equals to Baht 4,694,938, where it is unable to calculate the size of transaction based on the net tangible asset value (NTA) of the Company since the NTA of the Company according to the reviewed financial statements of the Company for nine-month period ended 30 September 2021 is negative.

In this regard, during the past 6 months prior to the date on which the board of directors passed a resolution to approve the entry into this transaction, the Company received a financial assistance from Mr. Sirutt Ratanapaitoon without the interest. Therefore, there is no size of transaction to be collectively calculated with the size of this transaction in any respect. Furthermore, the Company has not entered into any other connected transaction with Mr. Sirutt Ratanapaitoon's related persons or close relatives.

In this regard, details of the connected transaction in a category of the receipt of the financial assistance can be found in the Information Memorandum in relation to Connected Transaction of Wow Factor Public Company Limited (Enclosure).

Please be informed accordingly.

Yours sincerely,

(Mr. Sirutt Ratanapaitoon)

Director / Chief Financial Officer

Information Memorandum in relation to Connected Transaction of Wow Factor Public Company Limited

The meeting of the board of directors of Wow Factor Public Company Limited (the “Company”) no. 5/2021, held on 15 November 2021 passed a resolution to authorize the Company to enter into the connected transaction with Mr. Sirutt Ratanapaitoon, a Director and Chief Financial Officer of the Company, for the purpose of utilizing working capital for the group of the Company. The transaction is to receive a financial assistance from Mr. Sirutt Ratanapaitoon up to Baht 69,322,500, which is an unsecured loan, with the interest rate of 6.00 percent per annum, amounting to the interest of Baht 4,694,938 in total. Such transaction is considered a connected transaction of the Company pursuant to the Notification of the Capital Market Supervisory Board. No. TorChor. 21/2551. Re: Rules on Connected Transactions (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) (as amended) (the “**Notification on Connected Transaction**”). The size of the transaction equals to Baht 4,694,938, where it is unable to calculate the size of transaction based on the Net Tangible Asset Value (NTA) of the Company since the NTA of the Company according to the reviewed financial statements of the Company for nine-month period ended on 30 September 2021 is negative.

In this regard, during the past 6 months prior to the date on which the board of directors passed a resolution to approve the entry into this transaction, the Company received a financial assistance from Mr. Sirutt Ratanapaitoon without the interest. Therefore, there is no size of transaction to be collectively calculated with the size of this transaction in any respect. Furthermore, the Company has not entered into any other connected transaction with Mr. Sirutt Ratanapaitoon’s related persons or close relatives.

The Company has a duty to comply with the Notification on Connected Transaction by disclosing the information memorandum in relation to the transaction to the Stock Exchange of Thailand (the “SET”) as follows:

1. Date of Occurrence of Transaction

The Company shall enter into the transaction after the board of directors’ meeting no. 5/2021, held on 15 November 2021, approved the entry into the transaction, which is expected to be on 15 November 2021.

2. Relevant Party and Relationship with the Company

Person receiving a financial assistance : The Company

Person offering a financial assistance : Mr. Sirutt Ratanapaitoon

Relationship of the Parties : Mr. Sirutt Ratanapaitoon is a Director and Chief Financial Officer of the Company, thus, he is a connected person of

the Company under the Notification on Connected Transaction.

3. General Characteristics, Category, and Size of Transaction

The Company shall receive the financial assistance up to Baht 69,322,500, which is an unsecured loan, with the interest rate of 6.00 percent per annum, amounting to the interest of Baht 4,694,938 in total. Details of the receipt of the financial assistance can be summarized as follows:

Objectives of the receipt of the financial assistance	To utilize as working capital for the group of the Company as during the outbreak of the coronavirus disease 2019 (COVID-19) since 2019, food business has directly been affected by a decrease in the number of tourists and purchasing power, as well as government measures which are rigid and amended all the time. Consequently, the Company, as a company investing in food business, has to seek for loans to solve incurred problems during COVID-19 situation and be utilized for business operation during such period, as well as to increase liquidity of cash flows revolved in the business.
Loan credit	Baht 69,322,500
Interest rate (per annum)	6.00 percent per annum; the interest payment shall be made on a monthly basis after the date on which the interest is calculated or on the payment date of principal, in case that the principal is repaid prior to the maturity date.
Term of loan	From 15 November 2021 to 31 December 2022, amounting 412 days
Total interest	Baht 4,694,938
Security and value of security	None

Size of transaction

According to such receipt of the financial assistance, the Company shall pay the interest of the loan under the agreement to Mr. Sirutt Ratanapaitoon in the rate of 6.00 per annum in return. Such interest equals to the number of interest of Baht 4,694,938 that the Company shall pay throughout the period of borrowing loan. Thus, the size of transaction equals to Baht 4,694,938, where it is unable to calculate the size of transaction based on the Net Tangible Asset Value (NTA) of the Company since the NTA of the Company according to the reviewed financial statements of the Company for nine-month period ended 30 September 2021 is negative.

Therefore, this receipt of the financial assistance is considered the transaction with the size that is higher than Baht 1 million but not exceeding Baht 20 million. As a result, the Company has to request for an approval to enter into such transaction from the board of directors of the Company and disclose the information memorandum to the SET, pursuant to the Notification on Connected Transaction.

Entry	Details
Financial statement of the Company for nine-month period ended 30 September 2021	
Total assets (thousand Baht) – (1)	1,237,668
Total liabilities (thousand Baht) – (2)	497,245
Intangible assets* (thousand Baht) – (3)	1,016,118
Non=controlling interest (thousand Baht) – (4)	3
Net asset value (thousand Baht) = (1) – (2) – (3) – (4)	(275,698)
Value of consideration = Value of interest that the Company shall pay throughout the period of borrowing loan (Baht)	4,694,938
Size of transaction (using high value to calculate size of the transaction; thus, it is higher than Baht 1 million but not exceeding Baht 20 million)	4,694,938

**Intangible assets include right-of-use asset and goodwill.*

4. Details of Assets in relation to the Transaction

- None -

5. Value of Consideration and Payment Method

According to such receipt of the financial assistance, the Company shall pay the interest of the loan under the agreement to Mr. Sirutt Ratanapaitoon in the rate of 6.00 per annum in return. Such interest equals to the number of interest of Baht 4,694,938 that the Company shall pay throughout the period of borrowing loan. The interest payment shall be made on a monthly basis after the date on which the interest is calculated or on the payment date of principal, in case that the principal is repaid prior to the maturity date.

6. Name of Connected Person who is a Party

Mr. Sirutt Ratanapaitoon is a Director and Chief Financial Officer of the Company, thus, he is a connected person of the Company under the Notification on Connected Transaction. He holds 43,870,264 shares in the Company, equivalent to 5.39 percent of the total number of the issued and sold shares of the Company (information as of 1 November 2021).

7. Characteristics and Scope of Interests of Connected Person according to Entry into the Connected Transaction

Mr. Sirutt Ratanapaitoon is a person offering the financial assistance to the Company and receiving the interest of the loan under the agreement in the rate of 6.00 per annum in return. Such interest equals to the number of interest of Baht 4,694,938 that the Company shall pay throughout the period of borrowing loan and the loan is an unsecured loan.

8 Conditions that may Affect Rights of Shareholders

This receipt of the financial assistance shall not significantly affect the rights of the shareholders of the Company in any respect since the Company does not place the security to the lender and set out restriction on the dividend payment.

9. Directors Having Vested Interest and/or Directors Being Connected Persons Do Not Attend the Meeting and Have the Right to Vote

Mr. Sirutt Ratanapaitoon, as a Director having vested interest and/or being a connected person, did not attend the meeting and did not have the right to vote in the board of directors of the Company no. 5/2021, held on 15 November 2021 during the consideration and approval the agenda items in relation to the entry into the connected transaction.

10. Opinions of the Board of Directors on the Entry into the Transaction

The board of directors' meeting no. 5/2021, held on 15 November 2021 (by the directors having no vested interest) opines that the receipt of the financial assistance from Mr. Sirutt Ratanapaitoon, a connected person of the Company, is reasonable since the Company needs to utilize working capital for the group of the Company as during the outbreak of the coronavirus disease 2019 (COVID-19) since 2019, food business has directly been affected by a decrease in the number of tourists and purchasing power, as well as government measures which are rigid and amended all the time. Consequently, the Company, as a company investing in food business, has to seek for loans to solve incurred problems during COVID-19 situation and be utilized for business operation during such period, as well as to increase liquidity of cash flows revolved in the business. Since September 2021, the government measures have been loosened that food business is allowed to open and provide service for eating at the restaurant, as well as the announcement to open the country on 1 November 2021. As a result, food business is in an upward trend. Therefore, Mr. Sirutt Ratanapaitoon shall impose the interest on the loan granted to the Company at the rate of 6.00 percent per annum, which approximates to the average Minimum Retail Rate (MRR) imposed by Kasikorn Bank Public Company Limited, Siam Commercial Bank Public Company Limited, Bangkok Bank Public Company Limited, and Bank of Ayudhya

Public Company Limited as of 30 September 2021. Such interest rate is not higher than the interest rate paid to other persons currently granting loan to the Company. In this regard, the Company does not procure security for debt repayment to the connected person. Therefore, the entry into this transaction is reasonable and bases upon the significant consideration on the utmost benefits of the Company. As such, the board of directors passed a resolution on the entry into such transaction.

11. Opinions of the Audit Committee and/or directors of the Company which are Different from the Opinions of the Board of Directors under item 10.

The Audit Committee does not have different opinions from the opinions of the board of directors.