



LEADING THROUGH INNOVATION

56-1 ONE REPORT **2021**

Winergy Medical Public Company Limited

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Attachment No. 1	Details of directors, executives, controllers, authorized persons with highest responsibility in accounting and finance and the Company secretary of Winnergy Medical Public Company Limited
Attachment No. 2	Description of Head of Department of Internal Audit and Head of Department of Legal and Compliance Affairs
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Message from the Chairman



Asst. Prof. Dr. Terdsak Rojsurakitti

Chairman of the Board of Directors



The outbreak of the COVID-19 pandemic throughout 2021 has become a challenging situation affecting both government and public sectors in Thailand. In particular, the business sector is required to adjust along with the rapid changes of this Pandemic. Moreover, the coronavirus outbreak has caused a change to people's new way of life. These were all challenges for business operations in the past year to drive our organization together through major crises.

In 2021, it was a very important milestone of Winnergy Medical Public Company Limited to be successfully listed in the Stock Exchange of Thailand for trading in the MAI market on May 11, 2021, followed by our upgrading quality and standards to become a public company to meet the expectations and trust of all shareholders and stakeholders. In addition to generate reasonable operating results for shareholders, the Company realizes the importance of a sustainability foundation in compliance with the framework of ESG (Environmental, Social and Governance) as part of the business guidelines and operational policies towards our sustainable business in the future.

For environmental and social sustainability guidelines, the Company has set the criteria for selection of products, including foreign manufacturers, not only the product appearance and properties but also the awareness of manufacturers on environmental and social risk factors, in compliance with the Company's policies according to the ESG framework towards the value chain operations and the future sustainable development.

For the good corporate governance, the Company set up the Audit Committee and the Internal Audit Department directly under the Audit Committee to oversee the overall internal control and risk management, in order to strengthen the confidence of shareholders to invest in the company.

On behalf of the Chairman of the Board of Directors, I would like to convey thanks to all parties for their continuing support of the Company's operations, including the executives, employees, and staff at all levels for their cooperation to satisfactorily overcome this year's outbreak.



Message from Chief Executive Officer

Nanthiya Darakananda
Chief Executive Officer

2021 was a very challenging year for the Thai business sector. Even WINMED itself, despite being in the basic health sector of Thai people, the Company could not avoid the impact of the COVID-19 crisis, which has become more intense and has lasted beyond 2020. The Company's traditional business segments overall had lower revenue during the COVID-19 era. There was a severe outbreak and the government sector announced the postponement of non-essential surgery throughout the country, including the avoidance of annual health check-ups among the general public and blood donations which led to severe blood shortages. However, the Company was able to handle such situations, particularly the business expansion in the detection of HPV which significantly causes cervical cancer. Also, the Company received benefits from the investment in the COVID-19 detection business (from Pro-lab). Therefore, the Company's operating results for this year yielded a total revenue of 538.70 million baht and a net profit of 65.21 million baht, which was an increase of 26.39% from the net profit in 2020.

For the business plan in 2021, WINMED used its initial public offering (IPO) in two projects: the Laboratory Project for HPV Self-Collect Cells and the pharmaceutical factory for cell-immunotherapy. In the meantime, WINMED also expanded the third construction project of a laboratory for

the detection of COVID-19. The first two projects were in response to the new normal lifestyle following the changes due to COVID-19. Moreover, the Company imported and sold the Antigen Test Kit (ATK), which was released in late 2021, even though it was outside the Company's high-tech product search policy. The Company has prepared for the COVID-19 Pandemic situation in 2022 and assured investors that as of today, it is ready to cope with all kinds of situations. If the situation of COVID-19 intensifies, products and services related to COVID testing will be able to support the situation and play an important role in generating the Company's profitable growth. In case there is relief from the COVID-19 situation, the New S-Curve and the original business group will be able to meet the needs of the new normal lifestyle and support recovery, and become a factor in supporting the Company's earnings and growth as expected by the management.

Finally, I and the management of WINMED would like to convey our thanks to our shareholders, employees, partners and all stakeholders for the confidence given to the Company during the first year of entering the mai stock market. For the upcoming year of 2022, we request that all shareholders be confident in the Company's business plan to deal with various situations, which will support our progress towards our goals of sustainable growth.

The Board of Directors



Asst Prof Dr. Terdsak Rojsurakitti

- Chairman of the Board of Directors
- Independent Director



Mr. Nanthiya Darakananda

- Director
- Chairman of the Risk Management Committee
- Chairman of the Executive Committee
- Nomination and Remuneration Committee
- Chief Executive Officer



Mr. Amarin Pataranavig

- Director



Mr. Tanakorn Vidhayasirinun

- Director



Mrs. Kwantieda Wattanaworakijkul

- Independent Director
- Chairman of Audit Committee
- Nomination and Remuneration Committee



Mr. Phisut Areemitra

- Independent Director
- Audit Committee
- Chairman of Nomination and Remuneration Committee



Dr. Renu Ubol

- Independent Director
- Audit Committee



Dr. Manas Suphap

- Director
- Risk Management Committee
- Executive Committee
- Chief Sales and Marketing officer (Women Healthcare and other business)



Mr. Boontalerng Khampuanboot

- Director
- Risk Management Committee
- Executive Committee
- Chief Sales and Marketing officer (Diagnostic, Blood Bank)



Ms. Yodjuta Kunjara na Ayudhya

- Director
- Risk Management Committee
- Executive Committee
- Chief Operation Officer
- Company Secretary

Structure and Operations of the Group

Policy and business overview



Policy, Vision, Mission, Values and Goals of the Company



Vision

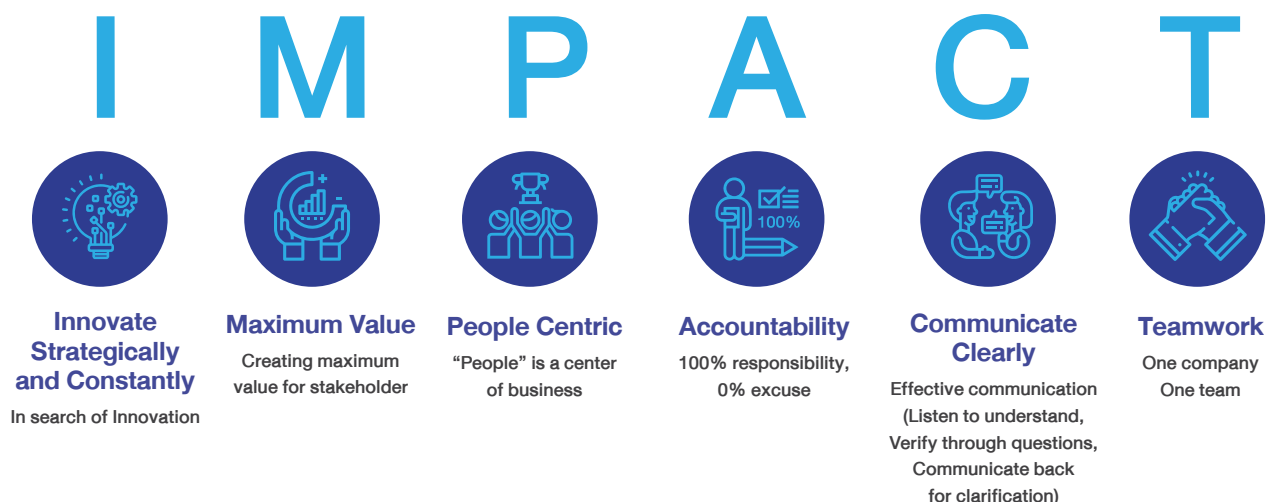
All people in Thailand with substantially happier, healthier and longer life – through the use of our globally curated advanced medical technologies.



Mission

We strive to help improve health and quality of all life in Thailand through curating exceptional and proven medical technologies from all around the world – that earn our investors reasonable return and our stakeholders are all proud of.

Guiding Principles : IMPACT



Besides, the Company has established guidelines (Ethos) for employees as follows:



Wildly Important Goals :

Successfully and proudly listed as a public company in Market for Alternative Investment (MAI) Medical & Consumer 2021

Major changes and development

The Company has undergone major changes and development as follows:

Year	Major change and development
1994	In August, Winnergy Holding Company Limited (hereinafter referred to as "WHO") was registered with an initial registered capital of 4.00 million baht, divided into 400,000 ordinary shares, at a par value of 10 baht per share to operate the import business of medical equipment and supplies from foreign manufacturers.
2000	In December, Bio Pool Company Limited (hereinafter referred to as "BP") was registered with an initial registered capital of 1.00 million baht, divided into 100,000 ordinary shares, at a par value of 10 baht per share, to operate the sales business of chemical products, scientific appliances and medical equipment.
2004	In April, Winnergy Medical Public Company Limited (hereinafter referred to as "WINMED") was registered with an initial registered capital of 5.00 million baht, divided into 500,000 ordinary shares, at a par value of 10 baht per share. In October, WHO invested in Professional Laboratories Management Corp., Ltd. (Pro-Lab), which operated the business of testing and diagnosis services.
2013	In November, Bio Space Company Limited (hereinafter referred to as "BS") was registered with an initial registered capital of 1.00 million baht, divided into 100,000 ordinary shares, at a par value of 10 baht per share to operate the business of fetus chromosome and various genetic filters screening services. In November, Pan Science 1999 Company Limited (hereinafter referred to as "PAN") was registered with an initial registered capital of 5.00 million baht, divided into 500,000 ordinary shares, at a par value of 10 baht per share to operate the import business and sales of mosquito and blood-sucking insects trapping devices.
2018	In June, A New Day Company Limited (hereinafter referred to as "AND") was registered with an initial registered capital of 1.00 million baht, divided into 100,000 ordinary shares, at a par value of 10 baht per share to operate the sales business of science and technology appliances and consumer products. WINMED held 99.99% of the registered capital in AND. In December, WINMED increased its registered capital from 5.00 million baht to 55.00 million baht, divided into 5,000,000 ordinary shares, at a par value of 10 baht per share for offering to the existing shareholders to use as working capital in the business.
2019	WINMED obtained the transfer of medical device and supplies business (Medical business group) from WHO, BP, BS and AND, as well as the sales business of scientific and technology appliances and consumer products from WHO and PAN to restructure the group of companies and remove conflicts of interest.
2020	In April, AND increased its registered capital from 1.00 million baht to 33.00 million baht, divided into 3,200,000 ordinary shares, at a par value of 10 baht per share for offering to the existing shareholders to use as working capital in the business. In June, WINMED acquired the entire investment in Pro-Lab from WHO in a bid to prevent conflicts of interest. After operations, WINMED held shares of 12.55% in the registered capital of Pro-Lab. The Extraordinary General Meeting of Shareholders of WINMED, No. 1/2020 on August 28, 2020, resolved the approval of important issues as follows: <ul style="list-style-type: none"> • The conversion from a limited company to a public company • The change of par value from 10 baht of 5,500,000 shares to 0.50 baht, resulting in the total number of common shares of 110,000,000 shares • The increase of registered capital by 85.00 million baht from the registered capital of 55.00 million baht to 140.00 million baht by issuing 170,000,000 new ordinary shares at a par value of 0.50 baht per share for offering to the existing shareholders • The increase of registered capital by 60.00 million baht from the registered capital of 140.00 million baht to 200.00 million baht by issuing 120,000,000 new ordinary shares at a par value of 0.50 baht per share for initial public offering The approval to list the Company's ordinary shares as listed securities on the Market for Alternative Investment (MAI)
2021	May 11, 2021 - Winnergy Medical Public Company Limited or WINMED was listed in the Market for Alternative Investment (mai) for the first time. In October, the Company launched a diagnostic laboratory business, with its starting operations for the diagnosis of coronavirus 2019, as well as imported and sales of test kits for both specialists and self-test, including the proactive testing service outside the facility.

Pride and Glory Awards



Utilization of capital increasing from Initial public offering (IPO)

With reference to Winergy Medical Public Company Limited ("The Company") has placed the Initial Public offering (IPO) subscription period April 30, 2021 and from May 5, 2021 to May 6, 2021 for 120,000,000 shares with Par value of Baht 0.50 per share at offering price Baht 3.10 per share with total offering value Millions Baht 372. The Company received total fund after deducting underwriting fee and other related fees at Millions Baht 349.48.

The Company would like to report the utilization of capital increasing from Initial Public Offering (IPO) at December 31st, 2021 as follows:

Objectives	Estimated amount (Millions Baht)	Estimated period of capital using	Actual spending during the period (Millions Baht)	Remaining Amount (Millions Baht)
1. Investing in the construction of a laboratory for HPV detection through a self-collected vaginal cell collection kit	18.00	2021-2023	10.04	7.96
2. Investing in the construction of a laboratory for the preparation of cell products for the cell Therapy	79.00	2021-2023	18.52	60.48
3. Investing in the construction of a laboratory for COVID-19 detection (New Project)	25.00	2021-2023	11.55	13.45
4. Loan disbursement	200.00	2021	200.00	-
5. Use as working capital	27.48	2021	27.48	-
Total	349.48		267.59	81.89

General information

Name	Winnergy Medical Public Company Limited
Company Registration Number	0107563000240
Listed on SET	WINMED
Nature of Business	<p>The Company operates as an Importer and Distributor the machines and sets of equipment for medical storage, examination, diagnosis and treatment imported from leading manufacturers abroad. Furthermore, the Company is a representative of the Company that provides genetic diagnostic services from abroad on genetic and fetal abnormalities testing services. It distributes and provides services to various hospitals across the country and for charities. It distributes and provides services to various hospitals across the country, charities (National Blood Center, Thai Red Cross Society), medical education institutions, clinics and medical personnel, both public and private.</p> <p>The Company has one subsidiary company, A New Day Company Limited (hereinafter referred to as "AND"), which engages in distributing scientific and technological appliances related to health and hygiene, such as mosquito and blood-sucking insects trap and chemical and biological waste disposal/handling kits. In addition, the Company also invests in the Professional Laboratory Management Corp Co Ltd. (hereinafter referred to as "Pro-Lab") that operates the business of a medical laboratory. There are diagnosis/check and analyze specific diseases or communicable diseases services provided.</p>
Head Office Location	No. 634/4 Soi Ramkhamhaeng 39 (Theplila 1), Pracha Uthit Road, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok 10310
Warehouse Location	<p>There are 2 buildings</p> <p>Building A</p> <p>No.31 Soi Lad Phrao 80, Intersection 12, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok</p> <p>Building B</p> <p>No.31/1 Soi Lad Phrao 80, Intersection 12, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok</p>
Website (URL)	www.winmed.com
Telephone	(66) 02-725-0888
Registered Capital	200.00 Baht (Two Hundred Million Baht)
Paid-up Capital	200.00 Baht (Two Hundred Million Baht)
Par Value per Share	0.50 Baht
Type and issued of share	Common Stock, 400 million of issued shares
Market	mai
Industrial Group	Consumer Goods
Business Category	Consumer Goods
Date of Commencement of Trading	11 May 2021
Foreign Limit	49 Percent
Commitment in disclosure reports	None

Subsidiary general information

Thai Name	บริษัท อะนิวเดย์ จำกัด (AND)
English Name	A New Day Company Limited
Nature of Business	Distribution of scientific and technological appliances related to health and hygiene
Registered Capital	33,000,000 Baht (Thirty-three Million Baht)
Paid-up Capital	33,000,000 Baht (Thirty-three Million Baht)
Par Value per Share	10 Baht

Nature of business

Revenue structure



Revenue structure by type

Revenue structure by type

In 2021, the Company's revenue can be divided into 2 types:

1. Revenue from Sales and services
2. Rentals Revenue

Detail of revenue from the past 3 years as follow;

Type of revenue	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Sale of medical products	429.22	87.17%	471.18	88.81%	476.47	88.45%
Sale of other products	23.96	4.87%	19.03	3.59%	17.77	3.30%
Revenue from sales and services	453.18	92.04%	490.21	92.40%	494.24	91.75%
Rentals revenue ^{/1}	39.19	7.96%	40.33	7.60%	44.46	8.25%
Total revenue	492.37	100.00%	530.54	100.00%	538.70	100.00%

Remark ^{/1} In 2019, the Company and its subsidiary have adopted the Financial Reporting Standards and Interpretation of the Revised Financial Reporting Standards (Revised 2018), including the new accounting practices that is applicable to financial statements with accounting periods beginning on or after January 1, 2019. The Company must apply the 15th edition of the Financial Reporting Standard on Revenue from Contracts Made with Customers to all contracts made with customers, except for contracts that fall within the scope of other accounting standards. This is to say that the Company recognizes revenue arising from contracts made with customers by recognizing revenue in an amount reflecting the compensation that the Company expects to be eligible to receive them from the exchange of goods or services delivered to customers.

Due to the procurement policy of laboratory diagnostic reagents that often specify the properties of the kit for the collection, analysis, diagnosis and medical treatment, is annexed as part of the announcement of the characteristics of the test kit to comply with the guidelines of government agencies and customers, the Company has provided a service of the toolkit used with the examination and diagnosis kit with the installation and ready to use according to the requirements of the agency, which is the partner of the Company. Therefore, to conform with the 15th edition of the financial reporting standards, the Company must separate the income from the sale of products from the installation of the machine to be ready for use (separate sales and rental incomes) to clearly reflect the remuneration from the exchange of goods or services. In this regard, the Company calculates rental income by the Cost plus pricing method, the cost of rental revenue included depreciation and maintenance cost of diagnostic machine

Revenue structure by product type

Product type	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Women healthcare products	162.74	33.05%	150.54	28.37%	178.91	33.21%
Blood banking products	145.17	29.48%	162.44	30.62%	161.5	29.98%
Blood safety products	120.65	24.50%	171.94	32.41%	163.31	30.32%
Cell therapy products	39.86	8.10%	26.60	5.01%	17.21	3.19%
Medical products ^{/2}	468.42	95.13%	511.52	96.41%	520.93	96.70%
Other products	23.96	4.87%	19.02	3.59%	17.77	3.30%
Total revenue	492.38	100.00%	530.54	100.00%	538.7	100.00%

Remark ^{/2} As a clear reflection of the revenue from the sale of medical products, the Company has prepared sales revenue, including rental income, which was deducted from the results of complying with the above accounting standards and included into revenue from the sale of medical products according to the origin of each product group.

Revenue structure by customer type

Customer type	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Government agencies ^{/3}	271.76	55.19%	298.21	56.21%	281.30	52.22%
Private hospitals	17.86	3.63%	12.88	2.42%	15.63	2.90%
Medical Laboratories (Government)	14.73	2.99%	22.31	4.21%	20.84	3.87%
Medical laboratories (Private)	115.17	23.39%	102.14	19.25%	93.77	17.41%
Clinics and medical personnel	29.60	6.01%	18.31	3.45%	67.72	12.57%
Charity organizations ^{/4}	19.30	3.92%	57.67	10.87%	41.67	7.73%
Other (other products)	23.96	4.87%	19.02	3.59%	17.77	3.30%
Total Revenue	492.38	100.00%	530.54	100.00%	538.70	100.00%

Remark ^{/3} Government agencies mean government hospitals and medical schools.

^{/4} Charity organizations mean Thai red cross or other charity organizations in government supervision

Information on products and businesses

Business overview

The company operates as an Importer and Distributor of medical equipment, Medical sample collection kits, diagnostics and therapeutic machine from the manufacturers of medical devices and equipment for which it was recognized for the quality of products from the medical community all around the world (from 23 leading manufacturers in 12 countries). The Company has been appointed as the sole distributor in Thailand (Exclusive Distributor) as well as an importer and general distributor (Non-Exclusive Distributor)

Besides, the Company also operates its business as a service provider of medical laboratories for analysis and diagnosis by using advanced and automated tools according to medical technological standards and Department of Medical Sciences

The Company and its subsidiaries divide their products into 2 main groups: Trading business and Laboratory service business.

Trading Business of 2 product groups

Medical products



WOMEN HEALTHCARE:

Products related to obstetrics and gynecology, such as cervical cancer screening, maternal and infant medical products.



BLOOD BANKING:

Blood fractionation products and equipment related to blood bank.



BLOOD SAFETY:

Products for Nucleic Acid Testing : NAT and Pathogen Inactivation in the blood of blood donors.



CELL THERAPY:

Medical services related to modern science therapy of stem cells and Immunotherapy.

Other products



CONSUMER PRODUCTS :

such as trapping devices for mosquitos and other blood-sucking insects (Sold under the name AND, a subsidiary of the Company)

The products of the Company and its subsidiaries are in details as follows:

Medical products

The Company is an importer and distributor of testing kits, medical / scientific tools and equipment for collection, analysis, diagnosis and treatment. The products are imported from other countries for distribution to domestic customers. There are 4 types of products and service:

- 1) Testing and Collection kits such as, Cervical cancer collection kit, blood typing testing kit, and Leukocyte removal filter.
- 2) Medical Durable goods and machine, such as blood refrigerator, Frozen Plasma Storage, Colposcope and stem cell separating machine
- 3) Automation system for medical diagnostics
- 4) Referral of Diagnostic services of maternal and fetal abnormalities to oversea laboratory

The products in this medical product group can be divided into 4 groups of business as follows:

Women Health Care

The Company is an importer and distributor of testing and analysis kits for cervical cancer screening and products in the maternal and fetal medicine group, including pregnancy monitoring for risk of preterm birth, Down syndrome screening, and other genetic screening tests. The details of products in the Company's women health care group are in the following:



Products imported from Hologic

The Company imports cytology and molecular microbiology products (Total diagnostic solutions) from Hologic Co., Ltd., the US, which is a prominent company in women health care products. All products are certified by the US Food and Drug Administration (US-FDA) and accepted with high medical standards worldwide. The products from Hologic include:

- Automated medical laboratory analyzer (Panther scalable solutions), with Panther system and Panther fusion system to support medical laboratories of all sizes for analytical testing of women health and detection of infectious diseases in molecular microbiology
- Collection devices of various types of specimens or secretions to be sent for further analyzed in the medical laboratory
- Respiratory & Fusion assays, such as the SAR-CoV-2 (Covid-19) test, flu and other respiratory disease test, and GBS bacterial infection test, etc.
- Cervical health products, including Aptima HPV assays, ThinPrep Pap Tests, and ThinPrep processor
- Vaginal health products for inflammation of the vagina (Aptima BV, CV/TV assays)
- Sexual health products for the detection of venereal diseases, such as gonorrhea, chlamydia (Aptima combo2, Trichomonas vaginitis, Mycoplasma genitalium, Herpes simplex)

- Virology testing products by using advanced technology in the detection of genetic materials by Nucleic acid testing (NAT), such as AIDS virus detection, Hepatitis B, Hepatitis C, etc.
- Products for preterm birth (Perinatal), including the fetal fibronectin (fFN) test



Products imported from SOFIVA Genomics:

The Company has an agreement with SOFIVA Genomics to provide diagnostic services for various conditions of mothers and babies, such as checking for Down syndrome and genetic abnormality testing, etc. SOFIVA Genomics is a leading company from Taiwan with outstanding molecular biology genetics (Next Generation Sequencing) in the Asian region. The Company shall obtain blood samples from the hospital and send to the laboratory of SOFIVA Genomics for diagnosis. When the results are complete, the Company shall deliver them to the hospital. The Company divides these services as follows:

- **Non-Invasive Prenatal Screening: NIPS**

It is a service for detecting chromosomal abnormalities in the fetus, including an abnormality of chromosome 21th (Down syndrome), pair 18th (Edward syndrome), and pair 13th (Patau syndrome) from the mother's blood. This test can be performed within 10 weeks of gestation. It is more than 99 percent accurate in detecting chromosomal abnormalities. This test has a lower risk of miscarriage than other tests.

- **Array CGH**

It is a service to confirm the NIPS test results if the results are positive (abnormal fetus) by additional test from biopsy, amniotic fluid or blood.

- **Carrier Scan**

It is a service to check for genetic abnormalities, mostly for a family plan before having children. The results show a carrier for genetic disease. The Carrier Scan test helps reduce the risk of transfer of genetic disease from parent to child.

- **Baby Check**

It is a service to check for carriers of various diseases. The blood shall be collected from the heel of the newborn for examination. There are 4 main disease groups for detection: hematology, endocrine, metabolic system and immune groups.



Prenatal

- Thalassaemia Carrier Screening
- SOFIVA Carrier Scan v1.0 / v2.0 / v3.0
- Fragile X Syndrome Carrier Screening
- Maternal Serum Screening for Down Syndro...
- SOFIVA Arrayv1.0 / v2.0 / v3.0
- Folate Metabolism Genetic Screening
- Congenital Infection Screening, TROCH
- Karyotyping
- SOFIVA NIPS v1.0/ v2.0/ v3.0
- Spinal Muscular Atrophy Carrier Screening
- Risk Assessment for Early/Late-Onset Preecla...



Newborn

- SOFIVA Baby Scan v1.0 / v2.0 / v3.0
- Congenital Cytomegalovirus (CMV) Infectio...
- Hereditary Sensorineural Hearing Loss Scree...
- Atopic Dermatitis Genetic Screening
- Congenital Central Hypoventilation Syndro...



Products imported from SEILER and Mobile ODT:

The Company is a distributor of colposcopes to meet the needs of obstetricians and gynecologists by expanding them from cervical cancer screening. Large system colposcopes are imported from Syler Co., Ltd., USA, a leader in the advanced magnifying glass technology in the medical, dental and ophthalmology industries. The Company also imports a portable colposcope, which is easy to use and maintains a high quality from Mobile ODT Co., Ltd. of Israel.



EVA System[®]



Products for BLOOD BANKING

The company is an importer and distributor of products related to equipment used for blood donation, blood quality test, as well as equipment for storing and maintaining the quality of blood inside the blood bag, such as thermometer, shaker and refrigerator for collecting blood bags. The details are as follows:



HAEMONETICS[®]

Products imported from Haemonetics

The company imports products related to blood donation and blood components from Haemonetics, USA, which is an outstanding company in the field of hematology for a good quality of blood to be sent to the hospital with prevention of undesirable side effects from blood transfusions, including the right blood products at the right time and in the right amount. The imported products from Haemonetics are as follows:

MCS®+ Mobile Platelet Collection System and PCS®2 Plasma Collection System

The MCS®+ Mobile Platelet Collection System is a platelet donor device and the PCS®2 Plasma Collection System is a plasma donor device. Both devices have a working process by centrifuging blood components with a reduction of the leukocyte volume by continuous filtration. The results are available in platelet and plasma form to be administered to patients in need of platelet or plasma. The device is characterized by its small size, light weight and easy to move.



Leukocyte Removal Filter Kits

When giving blood to recipients, leukocytes must be first filtered from the components of the blood to prevent the leukocytes already mixed in the blood bag from stimulating the body to create antibodies and cause complications after receiving the blood.



Products imported from Helmer Scientific

The company imports products in the category of blood freezers and blood products, including various equipment for use in donating blood, from Helmer Scientific, USA, a prominent company for the temperature control and blood storage equipment, as well as device and tools related to blood banking. The Company imports products from Helmer Scientific as follows:



Blood refrigerator

There are various sizes of blood refrigerators, ranging from 5 cubic meters to 56 cubic meters. They work quietly, with energy-saving and highly efficient in maintaining a constant temperature inside the cabinet to ensure the quality and safety storage of blood.

Plasma Storage Cabinet

There are two sizes of frozen plasma storage cabinets, with temperature control system and alarm if the temperature is different from the set level. The frozen plasma storage cabinet has a system to quickly adjust with the temperature after the cabinet door is opened.



Platelet storage cabinet

There are several sizes of platelet storage cabinets according to the number of bags it can hold, ranging from 15 to 396. The platelet storage cabinets have a code-protection system for security, with a temperature monitoring system for motion checks as well as the opening and closing of the cabinet door.

Platelet shaker

There are many sizes of platelet shakers. Each size is based on the number of platelets which can be collected. This is because platelets are components of blood which must be shaken at all time during storage to prevent platelet aggregation and maintain platelet quality.



Automatic plasma melting machine

The automatic plasma melting machine applies both temperature adjustment and shaking to dissolve the plasma. There are different sizes of automatic plasma melting machine. Each machine is small and compact which can save the space.



Products imported from CENTRON

The Company imports blood collection bags from Centron, South Korea, an outstanding company in blood banking equipment and supplies, with its engineering innovation of quality. The imported products from Centron are as follows:



CENTRON
AccuMix™ CM745
BLOOD COLLECTION MIXER

Blood Mixer

Centron's blood mixer can weigh precisely. There is a system which automatically closes the blood bag when the amount of blood in the bag is complete as set. It also has a tray for placing large blood bags.

Centifuge Balance

It's a small tool to help check the balance of weight on both sides of the blood bag before being put into the blood centrifuge for standardized blood centrifugation and longer life of the centrifuge.



CENTRON
CENTRIFUGE BALANCE
CB220

Tube Sealer

It is a device for connecting blood bags which can be welded within a short time. It also can connect various types of blood bags, depending on the type of machine. There is a lightweight type and easy to move for more convenient.



CENTRON
SureSeal™ SE260
TUBE SEALER



Products imported from Nano Entek

The company imports ADAM-rWBC, an instrument for counting the number of leukocytes residual in blood components, from Nano Entek, South Korea, an outstanding company for cell examination systems in the diluent through the counting device. This instrument focuses on the inspection within the laboratory or the hospital in each department. The blood goes through the process of reducing the number of leukocytes to ensure the standard number of leukocytes which should remain in blood products. This meets the established standards and reduces complications related to blood transfusion in patients at the hospital. In the process, a set of slide plates is required so that the machine can process and display the remaining leukocyte counts within 3 minutes. It is easy to use with saving time and reducing the risk for a contacting with blood samples which may be infected with the virus or contamination.



Blood Safety

The company is an importer and distributor of products related to the analysis and inhibition the growth of contaminated bacteria within donor blood due to a greater number of blood donation nowadays. Therefore, it is necessary to monitor the contamination of various pathogens and disinfect them completely, with the remaining as little as possible, before blood transfusions to blood recipients or patients. This is to ensure that patients receive the sterile blood and reduce the risk of diseases that can be transmitted through blood. Products in the blood safety group are as follows:

GRIFOLS

Products imported from Grifols

The Company is an importer and distributor of blood diagnostics products from Grifols, Spain, an outstanding company in blood banking medicine for the safest delivery of blood and blood components. The company imports products from Grifols as follows:



Procleix Panther System

It is a tool for blood testing to analyze viral infection, such as HIV, HBV and HCV, etc. by using the Nucleic Acid Testing (NAT) method, which yields quite accurate, specific and rapid results. The results will reduce the error of the operator's operations and increase the safety of blood donors. However, the NAT virus detection by the Procleix Panther System also requires a set of equipment together with the test kit for detecting the infection.

Erytra machine / Erytra Eflexis /Tool set manual and DG Gel Card

It is a machine for blood analysis by the Column Agglutination Technique (CAT)¹, which can detect blood grouping, antibody identification), irregular antibody screening, and blood compatibility between blood donors and blood recipients (Compatibility Test, Cross Matching), with 2 automatic systems: Erytra and Eflexis.

In the analysis process, it must be used together with a test kit (DG Gel Card) which serves as an analytical reagent. Each DG Gel Card uses different tests for different purposes.



¹ Column Agglutination Technique (CAT) is a method for detecting antigen-antibody interactions by spinning the red blood cells to fall through a medium which may be gel particles or micro glass beads.



Products imported from Cerus

The Company imports the INTERCEPT™ Blood System, a product to reduce the risk of infection from blood transfusions and blood products, such as plasma and platelets, from Cerus, USA, an outstanding company for enabling the donated blood to provide the highest level of safety. It is a reliable technology in blood banking, including Pathogen Inactivation, which destroys the spread of viruses, bacteria, and parasites in the blood and the components of blood. In the working process, this system requires a deterrent test kit and a set of equipment bags for storing plasma and platelet collection kit after the complete of procedure.



Products imported from Biolog ID

The Company imports Radio Frequency Identification (RFID) as an innovation to increase the efficiency which relies on radio identification technology. It is a radio-readable electronic label to monitor, track, and record information attached to the label. The label identification is very important in the blood management process because the label indicates the information and features that will be attached to the blood stem cell bag or vial at every stage from donation until distribution to hospitals and laboratories. Thus, blood centers must ensure that the labels are made of thick, durable, and quality materials, while not easy to peel or tear. The use of radio wave identification technology helps achieve the efficient, fast, and accurate management. Such technology can enhance blood centers and hospitals to increase the ability to manage blood receiving - dispensing for maximum benefits to patients. The Company has therefore signed a distributorship agreement with a manufacturer from France and it is now in the marketing process. Which is expected to generate revenue from the sales of such product in 2022.

biolog » id



Products imported from Hemasoft

The Company imports the instruction set for working in the blood bank room (e-Delphyn software). This is because the Company understand problems of the blood banks in using the instruction set (software) for the work which could not adjust and modify according to the actual work process. It is difficult for operators to operate and there is a risk for errors in the laboratory. Therefore, the Company has brought a set of products under international standards from Spain. This instruction set is designed according to the customer's requirements by studying the actual work process in the laboratory before adjusting the instruction set to match the working style of each laboratory. In addition, the instruction set can support connection with various brands of automatic machines, so the users are more comfortable and reduces errors caused by operators themselves (Human errors). Therefore, the Company has signed a distributorship agreement with a foreign manufacturer. It is now in the marketing process, which is expected to generate revenue from the sales of such product in 2022.

Cell Therapy

Products in the cell therapy technology group related to stem cells are devices for collecting and separating stem cells, as well as using stem cells with products in this group. The use of stem cells can be divided into 2 groups: one for research (Research Grade) and the other for treatment in patients (Clinical Grade). The products in the cell therapy technology group are as follows:



Products imported from Miltenyi Biotec

The Company imports these products for testing, analyzing, and separating cells from Miltenyi Biotec, Germany, an outstanding company in cell research with products that cover all the sciences related to empowering cell research in order to develop further for enabling cell therapy in various diseases, such as cancer and diseases caused by heredity.

Winergy Medical Public Company Limited is an exclusive distributor of clinical products, including reagents such as Clinical cell separation (products related to cell separation), In vitro diagnostic (IVD) and Analyte specific reagents (ASR)



(products related to diagnostics and analyzer), MACS GMP (GMP grade reagent), CryoMACS Freezing Bags & MACS Art (Cell Freezing Bags), and instruments such as CliniMACS Prodigy and CliniMACS Plus (Automatic Closed Cell Sorting and Cultivation), CliniMACS Electroporator (gene transfer machine into the nucleus).

In addition to clinical products, the Company is also a distributor of research products, such as Sample preparation (reagents for cell sample preparation), Cell separation (cell separation reagents), Cell analysis (cell analysis reagents), MACS cytokines (cytokines), MACS cell culture (cell culture reagents), Imaging (microscopic reagents), MACS molecular (molecular reagents), and instruments including MACSmix Tube Rotator (shakers), gentleMACS Dissociator, gentleMACS Octo Dissociator and gentleMACS Octo Diss. with Heating Units (device for centrifuging tissue at cellular level or molecular tissue homogenizer), autoMACS Pro Separator - Starter Kit, MultiMACS Cell24 Separator PLUS, MultiMACS M96 Separator, MultiMACS™ M96thermo Separator and MultiMACS X (Automatic Cell Sort), MACSQuant VYB, MACSQuant Analyzer 10, MACSQuant Tyto, MACSQuant X and MACSQuant Analyzer 16 (Automated Flow Cytometer for Cell Type and Volume Analyzer), as well as MACSima Imaging System (microscope).

The high-performance devices and tools which meet the needs of physicians-scientists in the field of health sciences and currently brought into the research market are as follows:

CliniMACS® Prodigy

It is a stem cell separator for use in bone marrow transplantation or cancer treatment with stem cells. The machine is certified ISO 13485 from the United States. When the blood is inserted into the machine, it maintains a process from cleaning and separating stem cells through centrifuging, mixing, and maintaining appropriate temperature, including cell culture for use in the next process where all the steps take place in an automated closed system. The main equipment for use specifically with CliniMACS® Prodigy is a single-use tool kit and a test kit for cell separation.



MACSQuant®

The MACSQuant® is a flow cytometer² for analyzing, isolating, and counting cells which contaminated in a specimen. Every process works automatically with other features of the machine, so the analysis is highly accurate. All procedures can be controlled through a specific software system that supports the operations of machine.

Main products in the MACSQuant® for flow cytometry from Miltenyi Biotec are as follows:

1. MACSQuant® Analyzer 10
2. MACSQuant® X
3. MACSQuant® Analyzer 16
4. MACSQuant® VYB

² Flow Cytometer is a method to separate different types of cells in specimens, such as blood or bone marrow aspirates, which contain both red blood cells and various types of leukocytes. This method to detect the types of cells in specimens is based on three important characteristics of cells: size, shape, and complexity of the intracellular structure as well as types of proteins in the cells.



GentleMACS™ Octo Dissociator with Heaters

It is a single-cell suspension device of 8-compartment homogenates with a heating system. The device can perform both mechanical and enzymatic sample preparation at 37°C incubation. The sample preparation with the gentleMACS™ Octo Dissociator with Heaters can minimize cell interference at the optimum temperature.

The cell separator from Miltenyi Biotec consists of:

autoMACS® Pro Separator

The fully automated cell separator is equipped with columns for both negative and positive selection. It is performed by the Magnetic Cell Sorter, with capability for separating more than 10 million cells per second in a sample of 4,000,000,000 cells



MultiMACS™ Cell24 Separator Plus

The semi-automated cell separator machine enables to sort up to 24 samples.

MACSQuant® Tyto® Cell Sorter

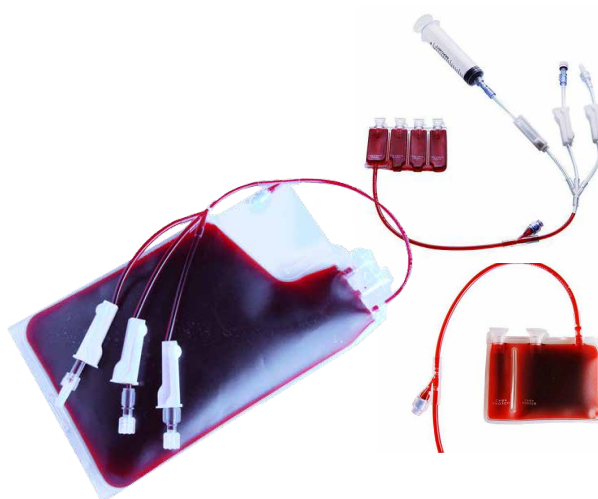
The cell sorting and flow cytometry machine, MACSQuant® Tyto® Cell Sorter, is fully automated for accuracy and reduction of external contamination rates.

OriGen

BIOMEDICAL

Products imported from Origen Biomedical

The company imports frozen cell storage bags from Origen Company, USA, a well-known company for the production and sales of cryogenic freezing equipment for cell preservation, including cell culture equipment. There is a wide variety of Origen frozen cell storage bags according to the volume to be filled and a set of components.



WAK - Chemie Medical GmbH



Products imported from WAK-Chemie Medical GmbH

The company imports reagents (Dimethyl sulfoxide, DMSO) from WAK-Chemie Medical GmbH, Germany. The reagents are used for cell, tissue, or organ collection processes together with cryopreservation to maintain the survival rate of cells when frozen for a long time.

Consumer Product group

Trapping device for mosquitos and other blood-sucking insects

Trapping device for mosquitos and other-blood sucking insects is sold under the name AND, a subsidiary of the Company. It is divided into 2 types according to technology as follows:

1. It is the light stimulation principle or Photocatalyst by using light from a UV lamp that generates heat to radiate on a special substance which is coated in the device for a reaction to produce carbon dioxide (CO₂). This process is like that of human breathing. This reaction will lure mosquitoes closer to the device. Then, the installed fan traps the mosquitoes. The mosquitoes eventually dry up and die. AND has hired a foreign manufacturer for this principle of device. The product is sold under AND's brand name "Black Hole" and "Cyclone."
2. It is the principle of mimicking the smell that comes out of the victim's skin. The device changes propane gas or LPG into carbon dioxide and humidity by an inside system. It is a specific property rights of this product for luring mosquitoes to come closer and the use of decoys that mimic the smell of human and animal skins to lure mosquitoes flying closer to the trapping device. This trapping principle is suitable for outdoor use that covers medium to large areas. AND imports the trapping device of mosquitos and blood-sucking insects from a manufacturer in the United States. It is sold under the brand "Mosquito Magnet."

The types of trapping device for mosquitos and other blood-sucking insects can be categorized for sales into 3 types according to size and usage as follows:

Size	Brand	Brand ownership	Usage	Pictures
1. Small mosquito trap	Black Hole	AND	Use in office rooms, residential houses, covering an area of approximately 20 square meters	
2. Medium mosquito trap	Cyclone		Use both inside and outside the building, covering an area of not more than 120 square meters	
3. Large mosquito trap		Manufacturer in USA	Use outdoor, covering an area of up to 2.5 rai	

Mosquito trap devices are sold for indoor and outdoor use, covering from small to large areas. There are many component parts, such as mosquito bait, light bulbs, etc. Large mosquito traps are usually for outdoor use. Most of them must be installed by the technicians of the Company and its subsidiaries. Customers can have maintenance contracts with AND. The contracts are available in monthly, semi-annual and yearly types, depending on their needs or occasional service calls. The maintenance includes replacing the lamp, adding mosquito repellent and checking the condition of the device.



Laboratory service business

Medical laboratory “Winmed Medical Technology Clinic”:

Winmed Medical Technology Clinic under Winnergy Medical Public Company Limited has started to provide various laboratory services to support the expansion of the women health care service and overall business in the future. Currently, the Company provides diagnostic analysis services according to medical technical standards and Department of Medical Sciences, Ministry of Health, by advanced automated diagnostic tools for accurate and fast services to hospitals, clinics, lab centers, and general public as follows:

- Analysis for Covid-19 virus infection by ATK, RT-PCR, and TMA techniques
- HPV mRNA test for cervical cancer screening
- Analysis for the infection causing gonorrhea syndrome and chlamydia
- Analysis for the bacteria causing vaginitis
- Analysis for AIDS virus, Hepatitis B and C
- Others

Marketing and Competition

Marketing strategy



Product

The Company focuses on the quality and efficiency of its products. The Company distributes test kits as well as medical and science devices/equipment for the preservation, analysis, diagnosis, and/or treatment of high quality and acceptance in the medical field. The Company's products have been certified for production standards, such as the European Medical Device Standards (CE Mark) and the US FDA standards (US FDA), etc., including the registration from relevant Thai government agencies such as the Food and Drug Administration, Ministry of Public Health (FDA) and the certification for the quality of products. The Company provides a product warranty for a period of 1 year after purchase or installation of devices and equipment, such as blood refrigerators, plasma storage cabinet, platelet storage cabinet and platelet shakers, etc.

The Company has established its Department of Business Development department to emphasize on data acquisition, follow-up, and analysis amidst the changes of medical technologies, while searching for technological products of better quality to be imported for sales in Thailand and continuously meet the needs of the market.

In addition, the company also focuses on services, such as product demonstration by the Company's team of specialists, as well as after-sales service by well-trained technicians on the maintenance for specific medical equipment and devices.

Price

The Company and its subsidiaries have a pricing policy by adding cost plus margin. This means setting the selling price based on the cost of product plus the desired profit margin. The cost of product comprises product cost from the manufacturer, shipping cost, import cost and taxes, other related expenses plus the desired margin in setting the selling price. The Company also considers on economic situations, competitiveness, values, and quantity of customer orders.



Place

There are 3 channels for the sales of test kits, medical and science instruments/equipment for preservation, analysis, diagnosis and/or treatment, including examination service for fetus abnormalities.

1



The sales staffs directly present products to clinics, hospitals, National Blood Center, Thai Red Cross Society or various laboratories, as well as coordinate, contact, sell or negotiate according to customer needs, such as giving product test or organizing seminars for knowledge on the Company's products.

2



Customers contact to buy products directly from the Company. The company's products are quality products and create good satisfaction for customers who make products known through word of mouth in the medical community and medical personnel.

3



The Company shall participate in the bidding according to the agency's procurement announcement, such as government hospitals, hospitals, National Blood Center, Thai Red Cross Society or medical schools. If meeting the qualifications of the bidders, the company shall prepare documents for the submission of auction. The Company also follows the bidding and auction announcement regularly through various channels.

However, the Company and its subsidiaries concern on convenience and easier access to the information of products and services among customers. The Company therefore provides information on products and services that are available through website and social network of the Company and its subsidiaries. This can be another channel for presenting products and services of the Company and its subsidiaries.

Promotion

The Company maintains its marketing and public relations through the organization of academic seminars at the national level, as well as hospital events in each relevant department, booth participation in the annual academic conference of various associations, such as the Medical Technologist Association of Thailand, Society of Cytology, Royal College of Obstetricians and Gynecologists, Royal College of Pathologists, Royal College of Anesthesiologists, etc., which are organized for those directly involved in medicine, medical diagnosis and treatment, as well as medical equipment. For more than 24 years, the Company is well known and trusted by medical personnel for its products and services.

The company also adheres to the importance to inventory management. This is because the Company's products can be divided into two main categories: medical equipment and diagnostic test kits. The two types of products have quite different service lifespans. The lifespan of medical device group is relatively long, while the diagnostic test kit has a relatively short lifespan. The Company's products, especially test kits for diagnosis, must be prepared to meet the needs of customers in



a timely manner. This is because customers need to use them for the diagnosis of patients or those who undergo continuous treatment. Sometimes, the Company does not have such products in the stock for sale to customers due to high market demand or problems on the manufacturers in the production process, causing the delivery to the Company not in time as agreed. Also, the Company must order the products with a short lifespan to reserve for the needs of customers, but exceeding the demands needs. At present, the Company maintains a guideline for inventory management by backing up products based on historical sales statistics other than the service lifespan of each type of product. In general, the Company reserves the standard products with continuous orders for distribution approximately 2-3 months in order to avoid lack of products. In addition, the Company's management has set guidelines for the sales department to closely and continuously monitor the customer's product purchase requirements to foresee and respond to the needs of customers in a timely manner.

Target customer group

The Company can divide its customers into 5 groups as follows:



Government agency

Government agencies include government hospitals in Bangkok and other provinces, including medical schools such as Bhumibol Adulyadej Hospital, Ramathibodi Hospital and Faculty of Medicine Chulalongkorn University, etc. The customers in government sector are the Company's main target groups. In 2021, the Company's revenue from government agencies accounted for 52.22 percent of the revenue from sales of medical products.



Medical laboratory

The medical laboratory or general laboratory for medical analysis and diagnosis for treatment of disease and research owned by government or private agencies maintains a demand to buy the Company's products. In 2021, the Company's revenue from medical laboratory accounted for 21.27 percent of the revenue from sales of medical products.



Private hospital

Private hospitals in Bangkok and other provinces include Bumrungrad Hospital, Bangkok Dusit Medical Services Group (BDMS), Thonburi Hospital Group, and Ramkhamhaeng Hospital Group, etc. In 2021, the Company's revenue from private hospitals accounted for 2.90 Percent of the revenue from sales of medical products.



Charity organizations

This includes the National Blood Center, Thai Red Cross Society, etc. In 2021, the Company's revenue from charity accounted for 7.74 Percent of the revenue from sales of medical products.



Clinics and medical personnel

This comprises clinic customers and medical-related people such as doctors, clinic operators, and researchers, etc. In 2021, the Company's revenue from clinic customers and medical personnel accounted for 12.57 Percent of the revenue from selling medical products.



Retail customers and general public

This includes those who receive the Company's laboratory testing services or buy the Company's products through online channels. In 2021, the Company's income from retail customers and general public accounted for 3.30 percent of the revenue from selling medical products.

Table of number of customers for a period of 3 years (Not included B2C group)

Target customer group	2019	2020	2021
1. Government agencies	149	167	192
2. Medical laboratories	35	45	66
3. Private hospitals	35	30	33
4. Charity	3	8	9
5. Clinics and medical personnel	95	129	168
Total	316	379	468

Medical device industry

The value of medical device sales in the country in 2020 was likely to grow by 3.0%, decelerating from 5.5% in 2019, according to the medical consumables group that has received positive factors from the demand to prevent the spread of the COVID-19 virus. During 2021- 2022, the value of medical device sales in the country was expected to grow at an average of 6.5% per year, driven by

- (1) increasing morbidity, especially from heart disease, stroke, cancer and diabetes, as well as the increasing number of elderly people, which result in a demand for more advanced and high technological diagnostic medical equipment;
- (2) the investment of hospital business, both in rebuilding and expanding services, which increases the demand for medical equipment and tools; and
- (3) Government support policy in granting investment privileges to medical device and part of manufacturing industry, as well as the continuous investment of medical device manufacturers from abroad in accordance with the BOI's investment promotion policy and the measures to exempt import duty on parts/raw materials for research and development. As a result, the Thai medical device industry continues to grow, but at the same time increases the competitive pressure, especially in the SME group, which is majority of entrepreneurs in this business.

Distributors of medical equipment and medical equipment in the country, both wholesale and retail, are at a total of more than 8,000 groups. Almost all (99.5%) are SME entrepreneurs with a combined income of more than 50% of the total income. The competition among distributors is quite intense. This is because registration as a medical device distribution establishment in the country is not difficult (low barrier to entry) and most of the products sold are similar. This makes it easy for consumers to choose products from another manufacturer or supplier.

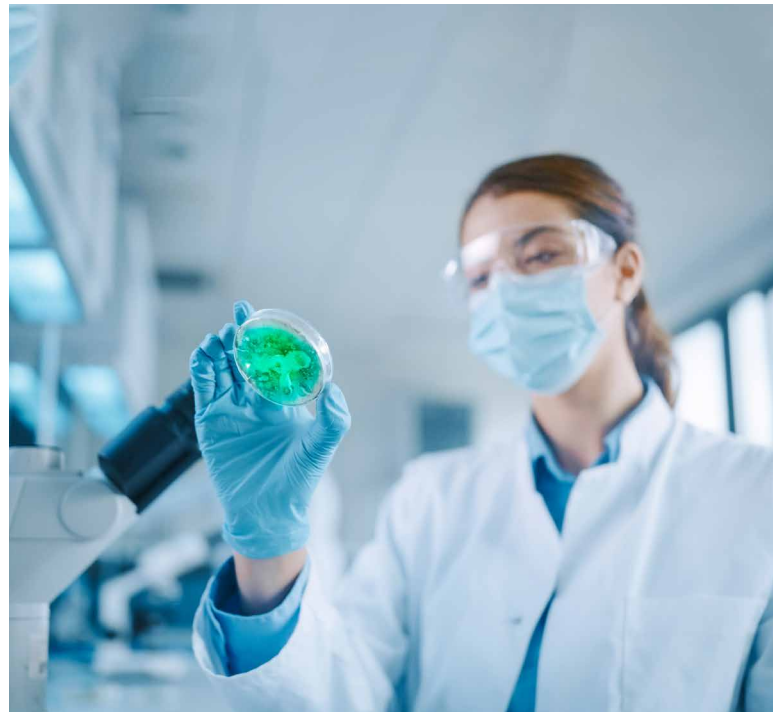
Profitability of domestic medical device manufacturers and importers is not high. This is because

- (1) medical device manufacturers that focus on their selling through auctions in hospitals often face with pressure from price competition.
- (2) The sales of most imported medical equipment have a long service lifespan, causing the frequency of changing new tools and equipment is not much.
- (3) Manufacturers and operators importing raw materials, parts, and equipment of medical equipment may face risks from the rising cost of imported goods due to changes in innovation and technology, including costs from currency hedging.

Business growth depends on the expansion of health care services and government policies. Currently, the medical device industry receives concrete support from the government, namely

- (1) the Office of the Board of Investment (BOI) offers tax incentives to investors,
- (2) medical device industry is one of the new target industries (New S-curve) , which the government supports continuous investment, especially the Eastern Economic Corridor (EEC), to serve the goal of becoming a medical center and expand the market for medical device exports to neighbouring countries (CLMV) with more demand for this type of product and
- (3) the Economic Development and National Society Plan, Vol. 12 (2017-2021) has set a direction to promote medical device manufacturers in accordance with the 20-year national strategy. The first phase will focus on promoting and developing competitiveness in the field of medical equipment and devices which are in high demand for the country but with uncomplicated technology. Due to these supports from the government, the number of entrepreneurs continues to increase along with the competition in the industry.

In the first half of 2020, the COVID-19 pandemic has dramatically increased the demand for medical devices and equipment around the world, especially the group of disposable consumables such as medical rubber gloves, masks, and puncture tube/syringe, as well as reagents and diagnostic kits for COVID-19 detection. The trade value of these two types of medical devices has increased to 22.3% and 4.4% of the world's total trade in medical devices, respectively (from 20.6% and 4.1% in 2019). However, the spread of the COVID-19 virus continues to escalate with more than 24 million infected people worldwide. Many countries, including Thailand, have slowed down the export of medical equipment, especially masks, to meet domestic demand. For example, Thailand controls the export of face masks from February to December 2020.



In 2020, the value of medical device sales in the country was expected to grow by 3.0%, the lowest rate in four years, with the medical consumables group continuing to grow. Due to the demand for equipment to prevent COVID-19 infection and measures to support investment in the medical industry during the COVID-19 situation, such products are of low value. Meanwhile, high-value products such as medical equipment were affected by the decline in the number of hospital visits due to concerns over the spread of the virus, especially during the second quarter. However, it is expected to grow by 20-24% from the demand for products in medical consumables and reagents, as well as diagnostic kits segment.



In 2021-2022, the value of medical device sales in the country is expected to grow at an average of 6.5% per year, while the export value will be at an average at 5.0% per year, with the following supporting factors:

1. Illness tends to increase,

Both communicable diseases and chronic non-communicable diseases. In addition, the number of the elderly population continues to increase. Most of them are ill with chronic non-communicable diseases. In particular, high blood pressure accounts for nearly half of the total elderly population, followed by diabetes, heart disease, ischemic stroke and cancer. As a result, there is a higher demand for modern medical equipment of more advanced technology, especially the diagnostic equipment

2. The number of foreign patients is likely to improve in 2021-2022.

This is because Thailand has advantages in terms of service quality and treatment standards. Whereas, Thai hospitals have much progress and development, as well as are well equipped with specialized medical centers. The country also maintains low-cost care centers for elderly patients when compared to competitors in other countries, such as Singapore and Malaysia, making Thailand one of the top destinations for medical tourism in the world. Tourists come to receive medical services in Thailand, including health checks, cosmetic surgery, dentistry, orthopedics and heart surgery. The increase in foreign patients will drive the demand for advanced medical equipment and equipment.

3. The hospital business has plans to expand investment in both building a new hospital and medical equipment.

This is to accommodate the increasing demand of both Thai and foreign patients. For example, Bangkok Hospital targets 50 branches in 2023 from 49 branches in 2019 and expands a new building with 172 beds to focus on treating specific diseases, such as brain and nervous system diseases, bone and joint disease. Bumrungrad Hospital plans to open Bumrungrad Hospital Phetchaburi Campus (202 beds). Kasemrad Hospital opened a new branch in Aranyaprathet in 2020. This increases the demand for modern, high quality, and innovative medical devices.

4. he growing trend of health-consciousness among Thai people from the spread of the COVID-19 virus.

This is an opportunity for entrepreneurs to focus on developing medical products and devices related to health care and hygiene to meet consumer demand.

5. Policies supported by the government

include pushing Thailand to be an international health center (Medical Hub) during 2017-2026, especially the designation of the medical industry as one of the new S-curve industries by giving privileges for investments to manufacturers of high-risk or high-tech medical devices, such as X-rays, MRIs, CT scans, and implants, including medical device manufacturers that bring research results from the government or work with the government to produce commercially. Both types of manufacturers are exempt from corporate income tax for 8 years.

In summary, the medical device industry overview in 2020 showed that the volume of production and distribution of medical devices in the country tends to slow down. Meanwhile, the export market shall grow well with increasing demand. In 2021-2022, the overall business performance would expand favorably according to the economic recovery. Medical device suppliers (Wholesale/Retail/Importer) expect the gradual growth in revenue. This is because most of the products are disposable consumables. Therefore, there is a need for use in hospitals and general patients. However, there would be a strong competition from many small and medium-sized vendors, including agents/stores which are affiliated with the manufacturers, with wider distribution channels. Thus, the overall growth is not very high.



1. The medical consumables group has a tendency to grow continuously as a result of
 - (1) public awareness of good hygiene and the government's issuance of measures to prevent the spread of the COVID-19 virus, such as requiring medical personnel to wear personal protective equipment,
 - (2) the expansion of public health services, and
 - (3) the necessity of products in this group for general use, as well as potential upstream raw materials in Thailand, such as rubber gloves, syringes/tubes, and masks. However, the competition in the industry is quite high from both domestic and foreign manufacturers, such as China (hygienic masks) and Malaysia (medical rubber gloves).
2. The medical equipment group as well as the reagents and diagnostic kits have potential to continue for the growth. The group of medical equipment is supported by government policies that support community-level disease examination and mobile disease screening units, with more expanding and building of new hospitals. Therefore, it is expected that the demand for medical equipment in the technology-enabled group is likely to increase. For reagents and diagnostic kits, it is expected that the diagnostic kits for coronary heart disease are among the groups with the highest growth rates.

Procurement of products and services and business innovation development



The company imports and sells test kits, medical and science instruments/equipment for the preservation, analysis, diagnosis and/or treatment from foreign manufacturers with high standards, high quality, and reliability. The Company has been certified for various production standards, such as European equipment standards (CE Mark) and FDA standards, USA (US FDA), etc.

At present, the company has been appointed as an importer and distributor of medical test kits as well as medical devices and equipment, particularly as the sole distributor in Thailand (Exclusive Distributor) from leading medical device and equipment manufacturers from all over the world, such as Germany, the United States, Spain and South Korea, etc. The Company negotiates with manufacturers to be appointed as an importer and seller under the brand of manufacturers under the agreed terms. The Company considers manufacturers with good recognition in the medical industry around the world and certified by the relevant government agencies from the producing country.

Since the import of medical products from Thailand will be controlled by the Medical Device Act B.E. 2551 (Amendment B.E. 2562), it is necessary to register as an establishment of medical device importation with the Medical Device Control Division, under the supervision of the Food and Drug Administration (FDA), Ministry of Public Health, and obtain a certificate for importing medical devices. This is to certify that all medical devices sold to domestic customers are medical devices with the sales in the country of the manufacturers and certified for the standards related to their production.

To comply with the requirements of the Medical Device Act as mentioned above, the company has requested to register as an importer of medical products with the responsible government agency. The procedure is performed as follows:



The manufacturer must submit a Certificate of Free Sale (CFS)¹ or EC Certificate² and a certificate of production quality system³ (if any) to the Company to certify that the medical devices being sold are medical devices with the sales in the country of manufacture.

The Company takes CFS/1 or EC Certificate² and a certificate of production quality system³ (if any) and other supporting documents to submit to the Food and Drug Administration (FDA) to issue a certificate for importing medical devices and may have to assess or verify the product, depending on the regulations of the FDA.

When receiving a certificate for importing medical devices, the Company can legally sell medical devices to customers in Thailand.

Definition :

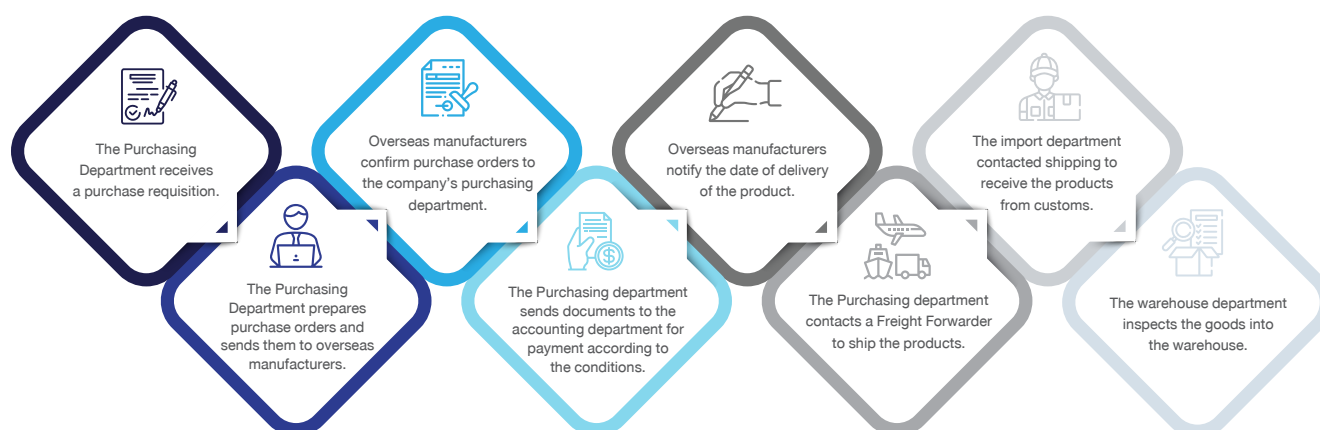
¹ Certificate of Free Sale It is a sales certificate issued by a government agency of the country of manufacturer, or if the product is not a medical device in that country, the certificate issued by a private agency that recognized by a government agency in that country can be used (There must be also a copy of the letter of duty in issuing the letter of that agency), then certified by the Ministry of Foreign Affairs of Thailand in the country of issuance or notarization of documents made later in Thailand.

² EC Certificate, EC Declaration of Conformity It is represented by a Certificate of Free Sale (CFS) to be used only by medical device manufacturers who are members of the European Union. The EC Certificate is a sales certificate for medical devices that are manufactured, assembled or contained in European Union member countries. This indicates that the medical device has the CE marking or complies with the Medical Device Act (EU - Directive).

³ Certificate of Production Quality System It is a certificate of medical device manufacturing quality system issued by a government agency or certification body, specifying one of the production quality systems: 1) Good Manufacturing Practice, or 2) Quality Management System, such as ISO 13485, or 3) other criteria or other equivalent systems to 1) or 2), approved by the Food and Drug Administration.

For the purchase of medical test kits /medical devices and equipment, including mosquito trap products which are all foreign procurement, the Company has used a Letter of Credit (L/C) and Trust Receipt: T/R products. The sales department shall plan the purchase of products based on the estimated sales of each product group according to customer's product requirements by considering the remaining inventory. Mostly, the Company shall reserve products to be sufficient for selling to customers for 2-3 months, depending on the type of products, except for medical devices which cannot predict sales in advance, such as platelet freezers, plasma storage cabinets, etc., and must make a purchase only upon orders from customers. To order products from abroad and pay in foreign currency, The Company needs to request a limit for making a forward contract with the bank in order to prevent foreign exchange risk that may occur.

Diagram of product purchasing process



Assets in business operations

Fixed assets in business operations

As of December 31, 2021, the Company had fixed assets in business operations as follows:

Items	Assets	Ownership	Net book value As of December 31, 2021 (million baht)	Obligation	Utilization
Medical equipment ¹	Analytical instruments	WINMED	144.53	--	Equipment for use with products sold by the Company, including kits and reagent kits
Vehicle	Vehicles for operations	WINMED and AND	2.13	--	Use in operations
Furnishings, Fixtures and office equipment	Furnishings, fixtures and office equipment in the Company's office buildings	WINMED and AND	7.06	--	Use in operations
Computer and electronic equipment	Equipment for operations	WINMED and AND	2.61	--	Use in operations
Appliances		WINMED and AND	3.21	--	Use in operations
Assets during installation ²	Assets under construction and installation	WINMED	6.32	--	Use in operations
Land and buildings		WINMED	32.72	--	Use in operations
Solar system		WINMED	0.43	--	Use in operations
Total equipment - net			199.01		

Note : ¹ Medical equipment means a device that the Company installs in hospitals, which is a machine for assembling a set of equipment and reagent kits sold by the Company. The Company obtains rental income from the installation of such medical devices for use in hospitals.

² Assets during installation means unfinished work for building innovation and property in transit

Long term rental

As of December 31, 2021, the Company and its subsidiaries had a net book value of the rental rights after deduction of accumulated depreciation and various impairment reserves according to the consolidated financial statements of the Company amounting to 40.17 million baht, with important details summarized as follows:

1) Rental rights under contract

Tenants	Total area (square meters)	Net book value (million baht)	Utilization	Obligation	Rental period	Due date
The Company	1,391.43	16.68	Office	None	6 years	31 December 2025
The Company	946.86	11.35	Warehouse	None	20 years	31 December 2039
Subsidiaries	131.91	1.58	Office	None	6 years	31 December 2025
Subsidiaries	880.05	10.55	Warehouse	None	20 years	31 December 2039
The Company	116.77	0.79	Office	None	4 Years 4 Days	31 December 2025

2) Intangible assets in business operations

As of December 31, 2021, the Company had net intangible assets of 13.44 million baht, namely computer software.

Important contracts in business operations

Rental contract

As of December 31, 2021, the Company and its subsidiaries had rental contracts for assets in business operations as follows:

1) Office rental contract

- The Company's rental contract from the 1st renter

Renter	:	Winnergy Holding Co., Ltd.
Tenant	:	Winnergy Medical Plc.
Rental assets	:	Building No. 636/2 and 634/4 Soi Ramkhamhaeng 39 (Theplela 1), Wang Thonglang Subdistrict, Wang Thonglang District, Bangkok Total area 1,391.43 square meters
Rental purpose	:	An office
Rental period	:	6 years from 1 January 2020 until 31 December 2025
Rental rate and common service fees	:	<p><u>Building No. 636/2</u></p> <p>The rental rate and common service fee were 174,472.88 baht per month, including rental rate of 139,724.46 baht per month (referring to the rental appraisal report from True Valuation Co., Ltd., an appraiser approved by the Office of the Securities and Exchange Commission, with Mr. Suchai Boonchuang, appraiser No. WorThor. 429, as the appraiser on August 23, 2019) and the common service of 34,748.42 baht per month (based on actual expenses). The parties agreed to increase the rental rate and common service fee by 5% every 3 years.</p> <p><u>Building No. 634/4¹</u></p> <p>The rental rate and common service fee were 225,255.09 baht per month, including rental rate of 180,392.77 baht per month (refer to the rental appraisal report from K.T. Appraisal Co., Ltd., an appraiser approved by the SEC, with Ms. Phallawee Jongtangsatjatham, appraiser No. WorThor. 179, as the appraiser on March 3, 2021) and the common service fee of 44,862.31 baht per month (based on the actual expenses). The parties agreed to increase the rent and common service fee by 5% every 3 years.</p>
Period of advance rental payment and common service fees	:	4 months
Deposits for collateral damage	:	The Company deposited 1,606,600 baht as collateral for damage from breach of contract and insurance of any damages that may occur to the rental and common service areas, utilities, or any parts of the office building. The renter shall return such deposits to the tenant without interest within 30 (thirty) days after the due date of contract period.

Other terms

:

- If the tenant wishes to request for an extension of the contract period. The tenant must request for an extension to the renter at least 1 year before the due date of this contract and the renter needs to agree for an extension under this contract to the tenant at least 3 times and not less than 3 years each time.
- If the renter wishes to sell, distribute or transfer ownership of the office building, the renter agrees and promises to sell or transfer ownership of the office building to the tenant first by giving a written notice to the tenant at least 6 months in advance. If the tenant does not accept or does not wish to purchase or obtain the transfer of the office building within a reasonable period of time, the renter has the rights to sell, distribute or transfer the ownership of the office building to others.
- The tenant is responsible for water, electricity, and related taxes, as well as common service fees in proportion to the rented space as charged by the renter, The payment period is within 7 days after the tenant received invoice from the renter
- If the tenant modifies or extends the rental space, and the modified or extended assets are permanent, the renter has the rights to accept or not accept to receive such assets. If the renter does not accept to obtain such modified or extended assets, the tenant must demolish and renovate the rental area back to normal at the tenant's expenses.
- If the tenant does not wish to rent the office space under this contract anymore, the tenant has the rights to terminate this rental contract by giving not less than 90 (ninety) days of notice to the renter. Also, the renter agrees not to claim for damages and compensation from the tenant under any circumstances.
- When the rental period is at the due date and the tenant wishes to continue the rental, the renter must give the rights to the tenant for such continuing rental before others under the terms and conditions in this contract, except for a new rental rate as received from an independent appraiser and a new common service fee as considered by the renter based on the actual expenses of maintenance and utilities. If the tenant does not wish to exercise such rights, the renter can then allow others to rent such space.

Note : ^{/1} From the information in the appraisal report of an independent appraiser, the appraiser did not show the rental rate per square meter per month because the whole building has an area of 1,942.23 square meters, but only the usable area for rent of 1,392.58 sq. m. (excluding the common areas such as hallways, stairs, reception hall, passenger elevator, kitchen on floors 2-4, men's and women's bathrooms on floors 1-4, and water pump room), which the renter is responsible for the cost of maintenance. If there is a tenant for only part of the space but refers to the rental rate as the whole building area, it should better apply the rental rate per square meter per month. Thus, it is calculated from the rent of whole building divided by the usable area that the renter can provide for a rent. If considering the rental and common service fees under the contract, it will result in higher rental and common service fees than those specified in the appraisal value by 1.72%, with an insignificant difference.

- The Company's rental contract from the 2nd renter

Renter	:	Winnergy Trading Co., Ltd.
Tenant	:	Winnergy Medical Plc.
Rental assets	:	Building No. 636/3 Soi Ramkhamhaeng 39 (Theplela 1), Wang Thonglang Subdistrict, Wang Thonglang District, Bangkok Total area 116.77 square meters
Rental purpose	:	An office
Rental period	:	4 years and 4 Days from 28 December 2021 until 31 December 2025
Rental rate and common service fees	:	<u>Building No. 636/3</u> The rental rate and common service fee were 23,354.00 baht per month, including rental rate of 17,515.00 baht per month (referring to the rental appraisal report from True Valuation Co., Ltd., an appraiser approved by the Office of the Securities and Exchange Commission, with Mr. Suchai Boonchuang, appraiser No. WorThor. 429, as the appraiser on August 23, 2019) and the common service of 5,838.50 baht per month (based on actual expenses). The parties agreed to increase the rental rate and common service fee by 5% every 3 years.
Period of advance rental payment and common service fees	:	4 months
Deposits for collateral damage	:	The Company deposited 93,400.00 baht as collateral for damage from breach of contract and insurance of any damages that may occur to the rental and common service areas, utilities, or any parts of the office building. The renter shall return such deposits to the tenant without interest within 30 (thirty) days after the due date of contract period.

Other terms

:

- If the tenant wishes to request for an extension of the contract period. The tenant must request for an extension to the renter at least 1 year before the due date of this contract and the renter needs to agree for an extension under this contract to the tenant at least 3 times and not less than 3 years each time.
- If the renter wishes to sell, distribute or transfer ownership of the office building, the renter agrees and promises to sell or transfer ownership of the office building to the tenant first by giving a written notice to the tenant at least 6 months in advance. If the tenant does not accept or does not wish to purchase or obtain the transfer of the office building within a reasonable period of time, the renter has the rights to sell, distribute or transfer the ownership of the office building to others.
- The tenant is responsible for water, electricity, and related taxes, as well as common service fees in proportion to the rented space as charged by the renter, The payment period is within 7 days after the tenant received invoice from the renter
- If the tenant modifies or extends the rental space, and the modified or extended assets are permanent, the renter has the rights to accept or not accept to receive such assets. If the renter does not accept to obtain such modified or extended assets, the tenant must demolish and renovate the rental area back to normal at the tenant's expenses.
- If the tenant does not wish to rent the office space under this contract anymore, the tenant has the rights to terminate this rental contract by giving not less than 90 (ninety) days of notice to the renter. Also, the renter agrees not to claim for damages and compensation from the tenant under any circumstances.
- When the rental period is at the due date and the tenant wishes to continue the rental, the renter must give the rights to the tenant for such continuing rental before others under the terms and conditions in this contract, except for a new rental rate as received from an independent appraiser and a new common service fee as considered by the renter based on the actual expenses of maintenance and utilities. If the tenant does not wish to exercise such rights, the renter can then allow others to rent such space.

- **Rental contract of subsidiaries**

Renter	:	Winnergy Holding Co., Ltd.
Tenant	:	A New Day Co., Ltd.
Rental assets	:	Building No. 636/2, 634/4 (1 st Floor), Soi Ramkhamhaeng 39 (Theplela 1), Wang Thonglang Subdistrict, Wang Thonglang District, Bangkok Total area 131.91 square meters
Rental purpose	:	An office
Rental period	:	6 years from 1 January 2020 until 31 December 2025
Rental rate and common service fees	:	<p><u>Building No. 636/2</u></p> <p>The rental rate and common service fee were 22,236.40 baht per month, including rental rate of 17,402.40 baht per month (referring to the rental appraisal report from True Valuation Co., Ltd., an appraiser approved by the Office of the Securities and Exchange Commission, with Mr. Suchai Boonchuang, appraiser No. WorThor. 429, as the appraiser on August 23, 2019) and the common service of 4,834.00 baht per month (based on actual expenses). The parties agreed to increase the rental rate and common service fee by 5% every 3 years.</p> <p><u>Building No. 634/4/1¹</u></p> <p>The rental rate and common service fee were 8,806.35 baht per month, including rental rate of 7,045.08 baht per month (referring to the rental appraisal report from K.T. Appraisal Co., Ltd., an appraiser approved by the SEC, with Ms. Phallawee Jongtangsatjatham, appraiser No. WorThor. 179, as the appraiser on March 3, 2021) and the common service fee of 1,761.27 baht per month (based on the actual expenses). The parties agreed to increase the rent and common service fee by 5% every 3 years.</p>
Period of advance rental payment and common service fees	:	4 months
Deposits for collateral damage	:	The Company deposited 130,000 baht as collateral for damage from breach of contract and insurance of any damages that may occur to the rental and common service areas, utilities, or any parts of the office building. The renter shall return such deposits to the tenant without interest within 30 (thirty) days after the due date of contract period.

Other terms

:

- If the tenant wishes to request for an extension of the contract period. The tenant must request for an extension to the renter at least 1 year before the due date of this contract and the renter needs to agree for an extension under this contract to the tenant at least 3 times and not less than 3 years each time.
- If the renter wishes to sell, distribute or transfer ownership of the office building, the renter agrees and promises to sell or transfer ownership of the office building to the tenant first by giving a written notice to the tenant at least 6 months in advance. If the tenant does not accept or does not wish to purchase or obtain the transfer of the office building within a reasonable period of time, the renter has the rights to sell, distribute or transfer the ownership of the office building to others.
- The tenant is responsible for water, electricity, and related taxes, as well as common service fees in proportion to the rented space as charged by the renter, The payment period is within 7 days after the tenant received invoice from the renter.
- If the tenant modifies or extends the rental space, and the modified or extended assets are permanent, the renter has the rights to accept or not accept to receive such assets. If the renter does not accept to obtain such modified or extended assets, the tenant must demolish and renovate the rental area back to normal at the tenant's expenses.
- If the tenant does not wish to rent the office space under this contract anymore, the tenant has the rights to terminate this rental contract by giving not less than 90 (ninety) days of notice to the renter. Also, the renter agrees not to claim for damages and compensation from the tenant under any circumstances.
- When the rental period is at the due date and the tenant wishes to continue the rental, the renter must give the rights to the tenant for such continuing rental before others under the terms and conditions in this contract, except for a new rental rate as received from an independent appraiser and a new common service fee as considered by the renter based on the actual expenses of maintenance and utilities. If the tenant does not wish to exercise such rights, the renter can then allow others to rent such space.

Note: ^{/1} From the information in the appraisal report of an independent appraiser, the appraiser did not show the rental rate per square meter per month because the whole building has an area of 1,942.23 square meters, but only the usable area for rent of 1,392.58 sq. m. (excluding the common areas such as hallways, stairs, reception hall, passenger elevator, kitchen on floors 2-4, men' and women's bathrooms on floors 1-4, and water pump room), which the renter is responsible for the cost of maintenance. If there is a tenant for only part of the space but refers to the rental rate as the whole building area, it should better apply the rental rate per square meter per month. Thus, it is calculated from the rent of whole building divided by the usable area that the renter can provide for a rent. If considering the rental and common service fees under the contract, it will result in higher rental and common service fees than those specified in the appraisal value by 1.72%, with an insignificant difference.

2) Warehouse rental contract

- The Company's rental contract

Renter	:	Winnergy Holding Co., Ltd.
Tenant	:	Winnergy Medical Plc.
Rental assets	:	Building No. A31 and B31/1, Soi Ramkhamhaeng 39 (Theplela 1), Wang Thonglang Subdistrict, Wang Thonglang District, Bangkok Total area 946.86 square meters
Rental purpose	:	A warehouse
Rental period	:	20 years from 1 January 2020 until 31 December 2039
Rental rate and common service fees	:	The rental rate and common service fee were 105,101.46 baht per month, including rental rate of 94,686.00 baht per month (referring to the rental appraisal report from True Valuation Co., Ltd., an appraiser approved by the SEC, with Mr. Peerawit Boonprasit, appraiser No. WorThor. 429, as the appraiser on 23 August 2019) and the common service fee of 10,415.46 baht per month (based on the actual expenses). The parties agreed to increase the rent and common service fee by 5% every 3 years.
Period of advance rental payment and common service fees	:	36 months
Deposits for collateral damage	:	The Company deposited 3,800,000 baht as collateral for damage from breach of contract and insurance of any damages that may occur to the rental and common service areas, utilities, or any parts of the office building. The renter shall return such deposits to the tenant without interest within 30 (thirty) days after the due date of contract period.

Other terms	:	<ul style="list-style-type: none"> • If the tenant wishes to request for an extension of the contract period. The tenant must request for an extension to the renter at least 1 year before the due date of this contract and the renter needs to agree for an extension under this contract to the tenant at least 3 times and not less than 3 years each time. • If the renter wishes to sell, distribute or transfer ownership of the warehouse, the renter agrees and promises to sell or transfer ownership of the warehouse to the tenant first by giving a written notice to the tenant at least 6 months in advance. If the tenant does not accept or does not wish to purchase or obtain the transfer of the warehouse within a reasonable period of time, the renter has the rights to sell, distribute or transfer the ownership of the warehouse to others. • The tenant is responsible for water, electricity, and related taxes, as well as common service fees in proportion to the rented space as charged by the renter, The payment period is within 7 days after the tenant received invoice from the renter. • If the tenant modifies or extends the rental space, and the modified or extended assets are permanent, the renter has the rights to accept or not accept to receive such assets. If the renter does not accept to obtain such modified or extended assets, the tenant must demolish and renovate the rental area back to normal at the tenant's expenses. • If the tenant does not wish to rent the warehouse under this contract anymore, the tenant has the rights to terminate this rental contract by giving not less than 90 (ninety) days of notice to the renter. Also, the renter agrees not to claim for damages and compensation from the tenant under any circumstances. • When the rental period is at the due date and the tenant wishes to continue the rental, the renter must give the rights to the tenant for such continuing rental before others under the terms and conditions in this contract, except for a new rental rate as received from an independent appraiser and a new common service fee as considered by the renter based on the actual expenses of maintenance and utilities. If the tenant does not wish to exercise such rights, the renter can then allow others to rent such space.
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• **Rental contract of subsidiaries**

Renter	:	Winnergy Holding Co., Ltd.
Tenant	:	A New Day Co., Ltd.
Rental assets	:	Building No. A31 and B31/1, Soi Ramkhamhaeng 39 (Theplela 1), Wang Thonglang Subdistrict, Wang Thonglang District, Bangkok Total area 880.05 square meters
Rental purpose	:	A warehouse
Rental period	:	20 years from 1 January 2020 until 31 December 2039

Rental rate and common service fees	:	The rental rate and common service fee were 97,685.55 baht per month, including rental rate of 88,005.00 baht per month (referring to the rental appraisal report from True Valuation Co., Ltd., an appraiser approved by the SEC, with Mr. Peerawit Boonprasit, appraiser No. WorThor. 429, as the appraiser on 23 August 2019) and the common service fee of 9,680.55 baht per month (based on the actual expenses). The parties agreed to increase the rent and common service fee by 5% every 3 years.
Period of advance rental payment and common service fees	:	36 months
Deposits for collateral damage	:	The Company deposited 3,600,000 baht as collateral for damage from breach of contract and insurance of any damages that may occur to the rental and common service areas, utilities, or any parts of the office building. The renter shall return such deposits to the tenant without interest within 30 (thirty) days after the due date of contract period.
Other terms	:	<ul style="list-style-type: none"> • If the tenant wishes to request for an extension of the contract period. The tenant must request for an extension to the renter at least 1 year before the due date of this contract and the renter needs to agree for an extension under this contract to the tenant at least 3 times and not less than 3 years each time. • If the renter wishes to sell, distribute or transfer ownership of the warehouse, the renter agrees and promises to sell or transfer ownership of the warehouse to the tenant first by giving a written notice to the tenant at least 6 months in advance. If the tenant does not accept or does not wish to purchase or obtain the transfer of the warehouse within a reasonable period of time, the renter has the rights to sell, distribute or transfer the ownership of the warehouse to others. • The tenant is responsible for water, electricity, and related taxes, as well as common service fees in proportion to the rented space as charged by the renter, The payment period is within 7 days after the tenant received invoice from the renter • If the tenant modifies or extends the rental space, and the modified or extended assets are permanent, the renter has the rights to accept or not accept to receive such assets. If the renter does not accept to obtain such modified or extended assets, the tenant must demolish and renovate the rental area back to normal at the tenant's expenses. • If the tenant does not wish to rent the warehouse under this contract anymore, the tenant has the rights to terminate this rental contract by giving not less than 90 (ninety) days of notice to the renter. Also, the renter agrees not to claim for damages and compensation from the tenant under any circumstances. • When the rental period is at the due date and the tenant wishes to continue the rental, the renter must give the rights to the tenant for such continuing rental before others under the terms and conditions in this contract, except for a new rental rate as received from an independent appraiser and a new common service fee as considered by the renter based on the actual expenses of maintenance and utilities. If the tenant does not wish to exercise such rights, the renter can then allow others to rent such space.

3) Policy contract

1. Property Risk Insurance Policy

Counterparty	:	Bangkok Insurance PCL.
Policy No.	:	821-01551-1070
Policy type	:	Property Risk Insurance Policy
Contract date	:	26 December 2021
Insured property	:	1) Building and infrastructure 2) Furniture, Decorated and medical device 3) Office equipment and solar cell
Location of the insured property	:	Building No. A31 and B31/1, Soi Ramkhamhaeng 39 (Theplela 1), Wang Thonglang Subdistrict, Wang Thonglang District, Bangkok 10310
Insurance period	:	26 December 2021 - 26 December 2022
Insurance capital	:	66,700,000 baht
Insured	:	Winnergy Medical Plc.



2. Property Risk Insurance Policy

Counterparty	:	Bangkok Insurance PCL.
Policy No.	:	821-01553-265
Policy type	:	Property Risk Insurance Policy
Contract date	:	27 December 2021
Insured property	:	Medical devices, Medical materials and equipment, Chemicals
Location of the insured property	:	Hospitals and clinics within the territory of Thailand
Insurance period	:	27 December 2021 - 26 December 2022
Insurance capital	:	170,000,000 baht
Insured	:	Winnergy Medical Plc.

3. Property Risk Insurance Policy

Counterparty	:	Bangkok Insurance PCL.
Policy No.	:	821-01551-987
Policy type	:	Property Risk Insurance Policy
Contract date	:	26 December 2021
Insured property	:	Mosquito trap and equipment
Location of the insured property	:	Warehouse Building No. 31 and 31/1, Soi Ladprao 80 Intersection 12, Wang Thonglang Subdistrict, Wang Thonglang District, Bangkok 10310
Insurance period	:	26 December 2021 - 26 December 2022
Insurance capital	:	15,000,000 baht
Insured	:	A New Day Co., Ltd.

4) เครื่องหมายการค้า

No.	Trademark image	Ownership	Product type
1		AND	Mosquito trap
2		AND	Mosquito trap

5) Contract of Importer and Distributor Appointment

No.	Counterparty	Country	Year of 1 st appointment	Type of importer and distributor
1	Grifols Asia Pacific Pte Ltd.	Spain	1999	Exclusive Distributor
2	Haemonetics (Hong Kong) Ltd.	USA	1996	Exclusive Distributor
3	Miltenyi Biotec Asia Pacific Pte Ltd.	Germany	2000	Exclusive Distributor
4	Helmer Inc.	USA	2006	Exclusive Distributor
5	Centron Corporation	South Korea	2012	Exclusive Distributor
6	Cerus Corporation	USA	2014	Exclusive Distributor
7	Temptime Corporation	USA	2015	Non-Exclusive Distributor
8	NanoEnTek Inc.	South Korea	2018	Non-Exclusive Distributor

No.	Counterparty	Country	Year of 1 st appointment	Type of importer and distributor
9	Dacor Manufacturing, LLC	USA	2018	Non-Exclusive Distributor
10	Conroy Medical AB	Sweden	2018	Exclusive Distributor
11	Wuhan bms Medicaltech Co., Ltd.	China	2019	Non-Exclusive Distributor
12	Hologic	USA	2003	Non-Exclusive Distributor
13	Origen	USA	2006	Non-Exclusive Distributor
14	Hemasoft	Spain	2020	Non-Exclusive Distributor
15	Biolog-id	French	2020	Non-Exclusive Distributor
16	Gladek	Uruguay	2020	Non-Exclusive Distributor

No.	Counterparty	Country	Year of 1 st appointment	Type of importer and distributor
17	GV Health	UK	2020	Non-Exclusive Distributor
18	Sofiva Genomics	Taiwan	2014	Inspection service contract
19	Wak-Chemical	Germany	2013	Letter of Authorities
20	Woodstream	USA	2015	Exclusive Distributor
21	MobileODT	Israel	2020	Exclusive Distributor
22	Seiler	USA	2021	Exclusive Distributor
23	X6 Innovations	France	2021	Non-Exclusive Distributor

Note:

- Exclusive Distributor means a company contracted to be the sole importer and distributor in Thailand.
- Non-Exclusive Distributor means a company contracted as an importer and distributor in Thailand.
- Diagnostic service contract means the company contracted as an agent for genetic diagnostic testing services from abroad by taking blood samples and delivering to the service provider for analysis.
- Letter of Authorities means a certificate of importation and distribution.

Shareholding structure



Remarks: ^{/1} In the year 2021, Professional Laboratory Management Corp Company Limited (Pro-lab) has increased its registered capital from 20 million baht to 65 million baht. The Company has a shareholding in the same proportion of 12.55% of the registered capital.

Subsidiary

A New Day Company Limited (hereinafter referred to as “AND”)

Date of Registration	:	June 8, 2018
Registered and Paid-up Capital	:	33,000,000 Baht (par value 10 Baht per share)
Office Location	:	634/4 Soi Ramkhamhaeng 39, Prachauthit Road, Wangthonglang Sub-district, Wang Thonglang District, Bangkok
Nature of Business	:	Selling scientific and technological products related to health and hygiene
Shareholder Structure	:	<div>Winnergy Medical Plc., Ltd. holding 3,299,998 shares, representing 99.99%</div> <div>Ms. Jiranun Komsai holding 1 share representing <0.01%</div> <div>Ms. Woralak Poonbundit holding 1 share representing <0.01%</div>
Directors	:	<div>1) Mr. Nanthiya Darakananda</div> <div>2) Mr. Manas Suphap</div> <div>3) Mr. Tanakorn Vidhayasirinun</div>
Authorized Signatory	:	Two directors sign together and affix the Company's seal.
Relationship with the Company	:	AND is a subsidiary of WINMED, holding 99,998 shares, representing 99.99 percent of the registered capital of AND and has joint directors with the Company, namely Mr. Nanthiya Darakananda, Mr. Tanakorn Vidhayasirinun and Mr. Manas Suphap.

Investment Fund

Professional Laboratory Management Corp Company Limited (Pro-lab)

Date of Registration	:	March 6, 2000
Registered and Paid-up Capital	:	65,000,000 Baht (par value 10 Baht per share) ^{/1}
Office Location	:	No. 2 Soi Pho Kao 3 Yak 2, Pho Kao Road, Khlong Chan Subdistrict, Bang Kapi District, Bangkok 10240
Nature of Business	:	Providing medical diagnostic and testing services (Lab)
Shareholder Structure	:	Mrs. Nittaya Chomngam, holding 375,976 shares, representing 18.79% Mr. Vitun Arayapipatkul, holding 321,890 shares, representing 16.09% Winnergy Medical Co., Ltd. holding 250,956 shares, representing 12.55% 30 minority shareholders, holding a total of 1,051,178 shares, representing 52.57 %.
Directors	:	1) Mrs. Nittaya Chomngam 2) Mrs. Anotai Chokpichit 3) Ms. Suwanna Mongkolchai 4) Ms. Pornuma Thewahudee 5) Mr. Vitun Arayapipatkul
Authorized Signatories	:	Mrs. Nittaya Chomngam and Mr. Vitun Arayapipatkul sign together and affix the Company's seal.
Relationship with the Company	:	Pro-Lab is a sister company of WINMED, holding 250,956 shares, representing 12.55 % of the registered capital of Pro-Lab.

Remarks : ^{/1} In the year 2021, Professional Laboratory Management Corp Company Limited (Pro-lab) has increased its registered capital from 20 million baht to 65 million baht. The Company has shareholdings in the same proportion of 12.55% of the registered capital.

1) Pro-Lab operates the business of providing diagnosis, examination and analysis of specific diseases or communicable diseases, such as COVID-19, HIV, Hepatitis B and C, influenza, new influenza 2009, dengue, tuberculosis, toxicology for human input, etc. This business is different from the business in which the Company operates and does not compete with the Company. The shareholders, directors and executives of Pro-lab are not related to the shareholders, directors and executives of WINMED according to the definition in the Announcement of the Capital Market Supervisory Commission No. Tor Jor 21/2551 on the Criteria for the Preparation of Related Transactions.

2) The directors and executives of the Company have no relationship with the directors and executives of Pro-Lab. The Company does not send its representative to be a director in Pro-Lab.

Relationship with major shareholders

The major shareholders of WINMED are Winnergy Trading Company Limited and Dara Investment Limited, which hold 45.70% and 13.65% of the Company's total issued shares, respectively. Nonetheless, the main business of WINMED has no significant relationship or other related operations with major shareholders. The Company only has a connected transaction with Winnergy Trading Company Limited as the lease of some office buildings, of which the said major shareholder is the owner of the assets (Details in the topic of connected transactions, item 9.2 page 142).

Shareholders

List of major shareholders

List of the top 10 shareholders as of the latest Record Date on March 18, 2022 as follows:⁽¹⁾

No.	List of shareholders	Number of shares (share)	Proportion (percent)
1.	Winnergy Trading Company Limited ⁽²⁾	182,785,820	45.70
2.	Dara Investment Limited ⁽³⁾	54,598,320	13.65
3.	Ms. Jinhatha Panyasorn	38,954,860	9.74
4.	Mr. Prapan Vilailert	4,823,100	1.21
5.	Mr. Nanthiya Darakananda	4,334,760	1.08
6.	Mr. Kamchai Nampaisan	3,600,000	0.90
7.	Mr. Prasert Limwiriyalet	3,270,600	0.82
8.	Mr. Pakorn Asawapisanbul	1,975,000	0.49
9.	Mr. Nattapon Senapitak	1,939,300	0.48
10.	Ms. Punrassamee Siriratrumpha	1,650,000	0.41
Total		297,931,760	74.48

Note

(1) Information from Thailand Securities Depository Co., Ltd.

(2) Winnergy Trading Company Limited is a Non-Operating Holding Company with an objective to invest in other future businesses. Winnergy Digital Co., Ltd. holds 51% of shares (Mr. Sumeth Darakananda who is the father of Mr. Nanthiya Darakananda holds 100% of shares) and Dara Investment Limited holds 49% of shares.

(3) Dara Investment Limited is a company incorporated under the laws of Hong Kong Special Administrative Region of the People's Republic of China. Dara International Inc. holds 100% of shares (Mr. Sumeth Darakananda who is the father of Mr. Nanthiya Darakananda holds 100% of the shares).

Agreement between shareholders

- None -

Dividends Policy

The Company has a policy to pay dividends not less than 40% of the remaining net profit from all types of reserves as required by laws and the Company. The dividends are considered from the net profit according to the Company's separate financial statements for each business, depending on the operational plan, financial position, liquidity, business expansion plan, other necessities and appropriateness in the future. Also, the payment of dividends shall not have any significant effects to normal operations of the Company and its subsidiaries, as deemed appropriate by the Board of Directors and/or shareholders.

The Board of Directors shall consider the payment of dividends mainly based on the benefits to shareholders and must be presented for approval at the shareholders' meeting, except the payment of interim dividends.

The Board of Directors has its power to consider and occasionally approve the payment of interim dividends when seeing that the Company is profitable and shall report for acknowledgment at the next shareholders' meeting.

Dividends Policy of Subsidiaries

The subsidiaries have a policy to pay dividends not less than 40% of the remaining net profit from all types of reserves as required by laws and the subsidiaries. The dividends are considered from the net profit according to the subsidiaries' separate financial statements for each business, depending on the operational plan, financial position, liquidity, business expansion plan, other necessities and appropriateness in the future. Also, the payment of dividends shall not have any significant effects to normal operations of the subsidiaries, as deemed appropriate by the Board of Directors and/or shareholders of subsidiaries.

The Board of Directors of the subsidiaries shall consider the payment of dividends mainly based on the benefits to shareholders and must be presented for approval at the shareholders' meeting, except the payment of interim dividends.

The Board of Directors of subsidiaries has its power to consider and occasionally approve the payment of interim dividends when seeing that the Company is profitable and shall report for acknowledgment at the next shareholders' meeting.

Risk Management Policy



The Company has established policies and criteria for risk management. Policies, objectives, scopes, responsibilities, criteria and guidelines for risk management are formulated in accordance with the strategies, goals, plans and directions of business operations and will be proceeded with the preparation of the business plan to ensure consistency.

Risk Management

The Company realizes and places importance on risk management in order to manage risks that may affect business operations. The risk management aims to create a long-term stability in business operations and to be in accordance with the goals and the level of risk that the Company can accept as well as reducing the risk of critical events or uncontrollable events and obtaining business opportunities that create added value for the Company.

Our risk management approach is designed to effectively control and manage risks, including identifying the risks our business faces, feasibility assessment, and the impact of risks to drive and prioritize risk mitigation for the efficiency and effectiveness of key risk management and continuous monitoring and reporting of risks to the Risk Management Committee and the Board of Directors.



The Company has summarized the operating results of risk management in 2021 as follows:

Risks	Impacts	Implementation of Risk Mitigation Measures
Strategic Risks		
1. The impact of the COVID-19 pandemic	The spread of the COVID-19 virus has affected the Company, causing those who wish to undergo general health checks delaying their admission or get tested at a hospital where there is a high risk of spreading of the virus. In addition, many hospitals focus on dealing with the pandemic and postponing any surgery or treatment that is not urgent. There is also a risk of delay in coordination because the organization has a work from home policy.	1. The Company focuses on expanding new markets which have been affected by behavioral changes, such as focusing on government projects. 2. Expand the business to the market related to the COVID-19 pandemic, both in the medical field and in the consumer market.

Risks	Impacts	Implementation of Risk Mitigation Measures
2. New business projects	<p>There are various risks to consider as follows:</p> <ol style="list-style-type: none"> 1) The process of recruiting new potential businesses; 2) Failure to proceed as planned; and 3) Failure to complete the projects 	<p>The Company has given importance on recruiting and developing new business projects by</p> <ol style="list-style-type: none"> 1. Assigning the Business Development Department to recruit interesting new business opportunities and report directly to the Chief Executive Officer on a regular basis. The decision to invest in new business projects will be presented to the Board of Directors for approval. 2. For projects that have been approved and initiated, the project administrators are assigned to monitor project plans both in the progress and the project budget and report to the Chief Executive Officer on a regular basis along with the progress reports to the Board of Directors periodically. 3. The Company has considered support plans for the things that have been invested both in terms of assets, tools and equipment, products, and personnel to consider in modifying or migrating to use at other jobs or projects instead if the project is unsuccessful.
3. Ordering products from major medical device manufacturers abroad	<p>There is a risk that there may be a change in the sales policy of the manufacturers to sell the products directly to customers in Thailand, not through the Company. Manufacturing companies were acquired or the companies' structures were changed or either party breaches the terms of the contract causing the contract to be cancelled or other trade competitors are importers and distributors of products from manufacturers, etc. If the Company has not renewed the import and distribution contract, it may directly affect the Company's revenue.</p>	<ol style="list-style-type: none"> 1. The Company is aware of the risk of being an importer and distributor of products from such foreign manufacturers by trying to negotiate trade in order to be appointed as the sole importer and distributor (Exclusive Distributor) first. 2. The Company has a customer base including government hospitals, private hospitals and many clinics or laboratories. The Company also has knowledge, understanding and expertise in presenting products to reach each type of customer as well. Therefore, the Company has been trusted by manufacturers continuously and has never been terminated or not renewed.

Risks	Impacts	Implementation of Risk Mitigation Measures
		<p>3. The Company always attaches importance to maintaining and building good relationships with manufacturers. Various situations have been discussed and assessed with the manufacturers, especially in the situation of the COVID-19 pandemic, which requires discussion, assessment and close monitoring as well as coordination for tracking delivery schedules.</p> <p>4. In addition, the Company plans to reduce the risk of purchasing products from large manufacturers by trying to increase product varieties in order to prevent the impact if there is any event that results in the Company being unable to import and sell the manufacturer's products including plans to invest in developing and building the Company's own products.</p>
<p>4. Delayed receipt of payment for goods from government customers</p>	<p>There is a risk of delayed receipt of payment for goods and may affect the liquidity of the Company. This may be due to regulations in the budget disbursement process or delay from coordination between the Company and customers.</p>	<p>1. In the past, the Company has never had bad debts from government hospital customers. In order to purchase goods from government hospitals, there must always be a project to approve the budget framework first. This makes the Company confident that when the budget disbursement process of the government hospital is completed, the Company will receive the payment for goods in full as charged.</p> <p>2. Also, the Company is considering giving credit to reliable customers who have potential in terms of purchasing power/use of products as well as making payment.</p> <p>3. The Company has procedures for reviewing the documents that will be delivered to the customers to ensure they are correct and do not cause any loss as well as ensuring after-sales follow-up, billing, and receiving consistently, together with the preparation of a follow-up report of the payment and report long-standing receivables to be presented to the Executive Committee and the Sales Department regularly.</p> <p>4. There is after-sales tracking and billing processes for any customers who may have a problem. The Sales Department will contact and meet with a project owner who purchases directly.</p> <p>5. Revenue distribution is emphasized by focusing on marketing to reach more retail customers (Business-to-Consumer: B2C).</p>

Risks	Impacts	Implementation of Risk Mitigation Measures
Financial Risks		
1. The fluctuations in foreign exchange rates	The fluctuations in foreign exchange rates result from payment of goods in foreign currency. If there is an economic event that causes the Thai baht to depreciate against foreign currencies, it may have a negative impact on the Company's performance.	The Company is aware of foreign currency exchange rate risks. Therefore, the financial officers, the Deputy Chief of Financial Officer, and the Chief of Financial Officer work together to take care of monitoring and assessing the exchange rate risk situation. The Company has a foreign exchange risk management policy due to the fluctuation of foreign exchange rates by requiring forward contracts for foreign currency at 100.00 percent of the invoice value. As a result, the exchange rate risk is exhausted and does not significantly cause an effect on the company.
Operation Risks		
1. Reliance on key personnel in management	The risk from dependence on the Management or key personnel and if there is a change in the Management or such key personnel, the Company may encounter management problems which will affect the Company's business operations.	<ol style="list-style-type: none"> 1. The Company has established an organizational structure that is decentralized management and reduces the risk of relying on key executives by providing the management team with knowledge, expertise, and experience to take part in business administration. 2. There is a policy for selection and succession plan of high-level executives. The Nomination and Remuneration Committee considers and presents them to the Board of Directors' meeting. In addition, the Company plans to create a human resource development (HRD) system to prepare the succession plan. 3. There is a standard operating procedures (SOP) manual that is clearly systematic. This reduces dependence on one important employee to work.
2. Human resource management	Risks related to different issues in human resources such as employee shortage risks, risks of dispute, behavioral risks of employees that affect the image of the Company, and the risks that the employees lack of awareness of goals/ organizational culture.	<ol style="list-style-type: none"> 1. The Company attaches great importance to both stability, life safety, and employee assets, satisfaction, working atmosphere, morale, and participation in the organization as well as attaching importance to safety at work and the environment in the building and working place. 2. Encourage participation in the organization through Core Value and Ethos (Common Social Characteristics) which is called the "IMPACT" that is recruiting for leadership positions responsible for human resource development including hiring outside specialist companies to be a consultant and training to help create corporate cultures.

Risks	Impacts	Implementation of Risk Mitigation Measures
		<ol style="list-style-type: none"> 3. The Company has manpower planning in each responsible work area every year to consider the suitability of work conditions and current situation and future plans on a regular basis. 4. Training is planned to improve knowledge and ability of employees on a regular basis. Employee compensation is considered and evaluated to be similar to other companies in the industry. 5. On the other hand, in the field of internal administration to deal with COVID-19, the Company has established guidelines to follow the guidelines of the Ministry of Public Health. The Company also follows up on the situation and news closely as well as disseminating information about disease prevention and sanitation. The Company's employees have completed the vaccinations as provided by the government (greater than or equal to 2 injections) at more than 90% as of October 2021, including preparing guidelines for work if there is a suspension of access to the area in order to be able to operate the business continuously.
3. Information Technology Security	<p>If the information system crashes or experiences any situation whether due to a system error, human error, cyber-attacks, etc., which cause data loss, non-operation, and/or malfunctions, it may cause severe and serious consequences for the Company in various fields, including operations, competitiveness, credibility and may be against the laws which will apply.</p>	<ol style="list-style-type: none"> 1. The Company has established policies and regulations for managing information systems. The Company has implemented security measures such as installing a firewall, antivirus software, or restricting access to important systems. 2. The Company also raises the awareness of IT security issues among its employees through regular information and updates about IT security risks. 3. The Company has implemented a reliable and standardized ERP system in operation for the security of information in the system. 4. The Company has assigned a team for monitoring, preparation, and improvement in preparation for operations under the Personal Data Protection Act, including implementing risk management practices and the statistics of problems caused by severe technological security issues.

Risks	Impacts	Implementation of Risk Mitigation Measures
Compliance Risks		
1. Compliance with relevant rules, regulations, and laws	<p>1. If the Company does not keep up with changes in the relevant rules, regulations, and laws or doing any act contrary to the said rules may be caused by human error or incomprehensible knowledge, this may affect the operations of the Company. For example, the preparation of documents for registration of imports of goods is not complete, both in the case of new registration and additional registration making it impossible to import products to sell or may be halted by government agencies from importing such products. This may affect the delivery of the product to the customer in accordance with the agreed terms and conditions. This is due to the Company's inability to deliver products as scheduled, etc.</p> <p>2. Changes related to policies or regulations related to customer procurement including the Company is a listed company on the stock exchange. If the Company fails to comply with the laws and/or the Company's Articles of Association, the Company's directors and executives may face fines or legal action that affects the Company's reputation and may damage the trust of customers, shareholders, business partners, and other stakeholders.</p>	<p>1. The Company attaches great importance to compliance with applicable rules, regulations and laws and has set responsible persons to follow the announcement of any changes of the government's regulation continuously through various channels such as websites of relevant government agencies as well as encouraging the Company's personnel to have knowledge and understanding of various processes related in order for the Company to be able to operate its business without conflicts with relevant rules, regulations and laws along with consulting with relevant experts.</p> <p>2. For various laws and regulations, as a company listed on the stock exchange, the Company has encouraged its personnel to have knowledge and understanding by training according to the requirements.</p> <p>3. The Company has established a working group to monitor, prepare, and improve in preparation for its operations under the Personal Data Protection Act (PDPA).</p> <p>4. In addition, the Company has also joined as a member of Thai Medical Device Technology Industry Association (THAIMED), which will be informed of changes in relevant laws and regulations as well as giving opinions from the perspective of entrepreneurs to communicate to the executives of the relevant departments or organizations.</p>
Fraud Risks		
1. Corruption	<p>Fraud risks associated with review, approval and/or authorization. Fraud risks in the use of power transparency duties and positions. The risk of fraud on requests and/or use of the budget.</p>	<p>1. An anti-corruption policy, the Code of Conduct, and related policies have been formulated. There are also channels for reporting clues for employees and other stakeholders including the segregation of duties and reviews. Plus, an appropriate internal control system has been created. Also, organizational cultures that value internal control and anti-corruption have been communicated and created.</p>

Risks	Impacts	Implementation of Risk Mitigation Measures
		<p>2. ERP system is used in operations to control the operation according to the authority and approved budget.</p>
ESG Risks		
<p>1. Sustainability</p>	<p>For readiness to prevent and adapt to various risks including effective “ESG” risks such as environmental impacts on the procurement of products or services, workplaces with environmental risks that affect the surrounding community, changing population structure and changing lifestyle behaviors of people in society, risk from response to or related to social movements, lack of governance within the organization, etc.</p>	<ol style="list-style-type: none"> 1. The Company has established a Code of Business Conduct. In 2021, the Board of Directors agreed to improve the Code of Business Conduct under the topic of Social and Environmental Responsibility in three areas, namely energy management, water resource and waste management, and waste and pollution management. The Company has complied with the policy such as installing Solar Rooftop, changing light bulbs to LED, energy saving campaign, reduction and reuse of shipping packaging to reduce waste. 2. The Company also has an idea to bring technology and innovation to improve the quality of life and environmentally friendly to meet the needs of customers. It is also committed to doing business in the long term with fairness to all parties involved which is in line with the vision and mission of the Company. 3. The Company has goals and plans to develop internal work systems to increase work efficiency and reduce unnecessary waste of resources (Waste) by setting goals for Lean Management (LEAN Management). 4. The Company has a process to supervise within the organization through the formulation of various policies and procedures. There is a segregation of duties and a review of the operations between each other, as well as an audit plan from the internal auditors to randomly review the performance and report the audit results to the Audit Committee on a quarterly basis as well as communicating and creating an organizational culture that values internal control, anti-corruption, and risks to the organization.

Driving Business for Sustainability





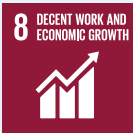
Sustainability Management Policies and Goals

The Company operates under the vision “All people in Thailand with substantially happier, healthier and longer life - through the use of our globally curated advanced medical technologies.” with the main intention of being a part of the health service capacity management in Thailand. The Company is also responsible for the group of stakeholders by defining guidelines for environmental, social and corporate governance (Environmental, Social and Governance: ESG) in accordance with the Sustainable Development Framework. The Company believes that the procurement of new medical innovations, including the distribution of products and services of the Company, must be able to meet the needs of all stakeholders as well. It must not be harmful to health and environmentally friendly. In addition, the Company will play a part in making the world a better place and safer for future generations. The Company is also committed to conducting business in the long term with fairness to all parties involved. The mentioned social responsibility guidelines are part of the business principles that the Company has always adhered to and used as a guideline for its business operations. Furthermore, the Company conducts business on the basis of ethics and good corporate governance principles, being able to effectively generate returns to shareholders and taking into account the impact of business operations on those who are involved in all aspects of the Company.

In addition, to ensure that the Company's business operations are consistent with the intention to show responsibility to stakeholders in accordance with the sustainable development framework, in the fiscal year of 2021 the Company has established six business guidelines that are in line with the UN Sustainable Development Goals (SDGs) as follows:



Sustainable Development Goals	Management Guidelines
<div data-bbox="165 1122 298 1252"> </div> <p>Goal 3: Good Health and Well-Being</p> <p>Ensure good health and well-being of all people at all ages Deliver outstanding medical products with innovation and efficiency.</p>	<ul style="list-style-type: none"> • There is always selection of up-to-date innovative products and services for customers in order for the Company's customers, who are mostly medical personnel, use quality and modern products, able to deliver effective medical services to patients. • The Company has developed the its business to promote alternative access to medical services to target customers, increasing the capacity of medical services in Thailand and the health and well-being of Thai people. During the COVID-19 outbreak, the Company has increased its business and related products in diagnostic testing, preventing the transmission of the covid-19 virus. • Developing products and services that respond to behaviors and social conditions that have changed in a new way (New Normal), such as HPV testing and STDs. Users can collect samples by themselves at home and deliver the samples to the Company's laboratory without having to travel to receive the service. <p>The Company aims to be a part of the development of cancer treatment options and access in Thailand by expanding the laboratory business into cancer medication using immunotherapy and making the immunotherapy treatments more accessible.</p>

Sustainable Development Goals	Management Guidelines
<div data-bbox="165 293 298 425">  </div> <p>Goal 4: Quality Education</p> <p>Ensure equal and comprehensive education Promote learning of the community and society</p>	<ul style="list-style-type: none"> • The Company promotes lifelong learning for employees, allowing employees to choose skill training and practice necessary for working, including ones in which employees are interested in order to develop the work process more efficient. • Promote employees access to learning innovations customers and stakeholders always by organizing training to become proficient in suing products, including providing an exchange of knowledge of product in case there is a new imported product for the first time. • Promote and develop learning innovations for medical students in Thailand. The Company supports automatic laboratory sample testing to the medical university as a model for teaching in the university. The objective is to gain expertise in the use of tools and deliver effective services and treatment to patients upon graduation, becoming future medical personnel.
<div data-bbox="165 1023 298 1155">  </div> <p>Goal 5: Gender Equality</p> <p>Achieve gender equality Develop the roles of women and girls</p>	<ul style="list-style-type: none"> • The Company announces the code of conduct in business with respect for human rights. The Company will not carry out, participate or have any activity that violates or is contrary to human rights principles. • Promote the participation of employees at all levels without gender or status discrimination.
<div data-bbox="165 1321 298 1453">  </div> <p>Goal 8: Decent Work and Economic Growth</p> <p>Promote continuous economic growth, comprehensively and sustainably Decent work, labor rights protection Promote a suitable and safe working environment.</p>	<ul style="list-style-type: none"> • The Company focuses on creating innovative medical products. There is a policy to supply quality products, which must meet the needs of customers, whether or not it is manufactured by large or small manufacturers. • The Company pays attention to the working environment promotion with regard to safety and suitable work conditions for all workers, providing welfare support to employees at all levels without employment conditions that violate human rights principles • The Company promotes learning and self-development of employees in order to keep up dealing with rapid changes in medical technology innovations nowadays.

Sustainable Development Goals	Management Guidelines
<div data-bbox="165 295 296 423">  </div> <p>Goal 9: Industry, Innovation, Infrastructure</p> <p>Develop an infrastructure that is ready for change. Promote a sustainable and thorough industrialization Promote innovation and scientific research</p>	<ul style="list-style-type: none"> • Procure products and services based on medical innovation and technology with quality that can meet the needs of healthcare professionals as well. • Develop business processes in seeking new business opportunities in order to develop the medical industry of Thailand. • Increase the proportion of access to customers in the general public (B2C) in order to promote more access to medical services of the Thai population. • For the cell and immunotherapy business, the Company aims to encourage more healthcare professionals to gain access to such services in order to promote and extend services in the medical industry of Thailand, able to grow sustainably. • Collaboration with medical schools to support clinical research equipment and facilities to develop knowledge of cancer patients with immunotherapy. <p>Be part of Thai economic growth, enhance the capability of the Thai public health service sector in order to respond to the promotion of the government for the goals of Wellness Being and Medical Tourism in the Thailand 4.0 Policy.0</p>
<div data-bbox="165 1211 296 1341">  </div> <p>Goal 16 : Peace, Justice, and Strong Institutions</p> <p>Promote a peaceful, just, non-discriminatory society for sustainable development</p>	<ul style="list-style-type: none"> • There is business ethics to support the operation according to human rights principles. • There is a policy against corruption in all forms. whether directly or indirectly, as well as channels for complaints about corruption offenses. • There are established principles of good business (Corporate Governance) published on the Company's website.

Managing impact on stakeholders in the business value chain

The Company's main business is to act as an intermediary between medical product manufacturers from all over the world and medical service providers in Thailand, whether or not it is a government, private hospital or leading medical institutions in Thailand. This makes the Company an important part of the medical service system in Thailand. Therefore, the Company has to develop and manage the value chain of its business operations for stakeholders throughout the Company's value chain. The Company is confident that it can meet the needs of the stakeholders in accordance with the expectations given to the Company. The Company's value chain can be divided into 5 activities with details as follows:

Product procurement and production factor management (Inbound Logistics)

- Procurement of innovative medical products to meet the needs of customers to keep up with the ever-changing medical technology.
- Product selection process must pass international quality standard certification such as US-FDA, CE Mark.
- Products must be environmentally friendly. This includes overseas trading partners that must have policies and operating practices that take environmental sustainability into account. This will be a response to sustainable development guidelines throughout the Company's supply chain.
- New products and services provided by the Company must be able to build on the strengths of the Company, be a product with competitive advantages, be difficult to imitate and must meet the needs of medical personnel as well.



Distribution (Outbound Logistics)

- Develop the process of products transportation and delivery to customers.
- Increase distribution channels of the Company to reach more groups of customers.



Operation

- Processing of product certification registration with the responsible agency in the country in order to enhance confidence in the products for customers.
- Drafting fair trade contracts with partners and companies and responding to the expectations of partners.
- Inventory management and the storage space management to be effective, reducing the energy consumption generated by the Company's warehouse.
- The Company has been certified the standards ISO13485:2016, which is a quality management standard for medical devices and equipment, and ISO9001:2015 standard, which is an international quality management system



After-sales service (Services)

- Provide knowledge and training on how to use the products for customers who purchase the Company's products. There is a team of staff with expertise in each product to provide information and suggestions for use.
- Provide after-sales product care service by a team of service engineers. There is a warranty and product maintenance in case of problems occurred after purchase.
- Add a variety of communication channels to coordinate and build customer confidence in the Company's products in the sales process; before and after the sale.



Sale and Marketing

- The Company has conducted market research in order to inquire about the needs of the target customers periodically so that the Company is able to supply products that meet the needs of customers. There is a Business Development Department responsible for seeking new products to develop the growth of the Company.
- The Company has promoted the products in a specific target group such as obstetricians, laboratories or hospital operation department.
- There is a marketing plan to increase wider brand awareness.

Stakeholders in the Company's value chain

The Company has classified its stakeholders into 5 groups; shareholders, employees, customers, partners and creditors and society and environment. This covers the Company's business value chain processes.

Such stakeholders' names have been published in the Company's Code of Conduct, which the Company has set expectations, responsibilities and guidelines for treating all 5 stakeholder groups as follows:

Stakeholders	Stakeholders' expectations	Responsibilities and practices towards stakeholders	Communication channel
Shareholders	<ul style="list-style-type: none"> Generate reasonable returns Operate business with sustainability in accordance with the principles of environmental and social responsibility under the principles of good corporate governance. 	<ul style="list-style-type: none"> The Company will conduct business with honesty, integrity and transparency, and continually taking the sustainable returns into account. Take the long-term value addition of the Company into account and prioritize the satisfaction and benefit of the shareholders Disclosure of information including important reports of the Company to investors based on the principles of accuracy, adequacy, equality and timeliness. 	<ul style="list-style-type: none"> Shareholder's meeting Investor Relations website 56-1 One-report (Yearly) Opportunity Day (quarterly)
Employees	<ul style="list-style-type: none"> Receive appropriate compensation and benefits. Get the opportunity to develop knowledge, experience, potential for advancement in work. 	<ul style="list-style-type: none"> The Company has a system to manage manpower to suit the workload and there is good employee welfare care. The Company encourages employees to attend training to increase their knowledge and skills necessary for the job, including supporting career advancement of employees at all levels. 	<ul style="list-style-type: none"> Staff training Annual performance evaluation channel

Stakeholders	Stakeholders' expectations	Responsibilities and practices towards stakeholders	Communication channel
Employees	<ul style="list-style-type: none"> The environment is suitable for work and occupational health. Be treated strictly under the laws and regulations related to employment, welfare and safety. 	<ul style="list-style-type: none"> Support the corporate culture, good working atmosphere and teamwork and improve the workplace 	<ul style="list-style-type: none"> Contact through the channels specified by the Human Resources Department.
Customers	<ul style="list-style-type: none"> Get to use innovative quality and medical products that can respond to the needs, as well. get advice and take care of the use, including the maintenance system if there is a problem. Receive laboratory services that are convenient, fast, accurate, standardized for diagnosis. 	<ul style="list-style-type: none"> Set up the Company's Business Development Department to find medical products that can meet the needs of customers. The Company is committed to creating maximum satisfaction for customers, especially in terms of product quality. The Company has a system to provide after-sales services, including many channels for receiving advice. Establish a department to directly oversee laboratory services to support the needs of customer groups. 	<ul style="list-style-type: none"> Communication via the website of the Company or related parties such as sales department. Organizing meetings, training After sales support hotline
Principles and creditors	<ul style="list-style-type: none"> Expect fair and reasonable contracts and choose partners with fairness and equality. The Company must be able to comply with the contract conditions completely and transparently. 	<ul style="list-style-type: none"> Strictly comply with the conditions provided to the partners with the fair selection of partners. Adhere to contracts, agreements and conditions of creditors, strictly, pay all debts on time and disclose information transparently. 	<ul style="list-style-type: none"> Company's website Partners who wish to contact the distribution and import of products can contact the Business Development Department email.BD@winnergy.co.th The Company's creditors contact the Accounting and Finance Department as the specified channels.

Stakeholders	Stakeholders' expectations	Responsibilities and practices towards stakeholders	Communication channel
Society and environment	<ul style="list-style-type: none"> Promote and support participation in the community and social development. Conduct business with sustainability. Sell product and merchandise certified and registered by responsible agencies in Thailand and the international level Expect the Company to care about and support business operations with sustainability by placing an emphasis on companies with policies and guidelines for sustainability management and social responsibility in accordance with the framework of the ESG. 	<ul style="list-style-type: none"> The Company has a policy to conduct business with care for the environment, taking environmental protection into account both inside and outside the Company, as well as the efficient use of natural resources and the maximum benefit. Set business ethics for social and environmental responsibility and strictly comply with the laws related to environmental protection and make the least impact on the environment Promote participation in community and social development and support public activities in various fields to improve the quality of society. 	<ul style="list-style-type: none"> If an unethical act is found, a complaint can be filed on the Company website in the section of the whistleblower (Whistleblowing) Contact via the Company website in the Contact Us section Organizing activities with communities and society Other channels specified by the Company.

Sustainability management in environmental dimensions

Environmental policies and practices

The Company is aware of the severity of environmental problems today, trying to be a part in solving problems and developing sustainable environment in Thailand, as well as in the international level. At present, the Company has a policy to conduct business with care for the environment, by taking into account the care of the environment both inside and outside of the Company, reducing the impact on the environment, as well as promoting the cost-effective use of resources. Furthermore, the Company has strictly controlled the operations of the Company in order to comply with the laws related to environmental protection.

In order to ensure that there will be the least impact from the Company's business operations on the environment, the Company has established guidelines for managing various environmental issues that are part of the normal operating process (In-Process) through 3 areas of management: energy, water and waste and pollution management.

Energy Management

The Company places an importance on responsibility for energy management and efficiency of the Company in order to reduce costs and energy impacts through solutions related to the low carbon economy, including addressing future climate change.

Although the Company's business is in the nature of medical equipment importation from abroad for domestic distribution and providing laboratory services for diagnosis, the Company does not have an industrial manufacturing process. However, the management has realized and recognized the importance of energy and environmental conservation by jointly establishing guidelines for business operations in every process (In-Process) from the product and service selection, sales and marketing, procurement, transportation, delivery of goods and services, after sales service, including the back office with consideration for the reduction of the Carbon Footprint of the organization. This includes the use of electricity, waste management, transportation, corporate vehicle use, the use of materials in operations with energy-saving features or using renewable energy in order to reduce the amount of greenhouse gases emitted by the activities of the organization. Apart from saving costs for the Company, it also helps save energy for the world, helping alleviate natural crises and the environment of the community and the world. Therefore, the Company has established the preliminary guidelines as follows:

- 1) Focus on bringing in modern technology to develop and improve operational tools, as well as appropriate procedures and operation methods in each department and ability to help reduce all forms of energy consumption. For example, a paperless policy has been adopted by applying technology to the operating procedures of all departments in order to minimize the use of paper in the work process through Microsoft Dynamics Navision, including the use of various online systems for document preparation and storage within the organization, Video Conference and Virtual Meeting applied to all kinds of meetings for the purpose of transportation reduction, etc.,
- 2) There is a product and service selection policy, as well as the prioritizing energy-saving and environmentally-friendly equipment from the manufacturers and suppliers, especially when selecting products that are focused on the reuse of materials in the production process.
- 3) Increase the proportion of renewable and clean energy and promote low carbon activities. The Company has installed a solar rooftop system in order to generate electricity for the laboratory and office buildings, including the Company's warehouses to promote clean energy use sell electricity to help reduce some expenses.
- 4) Arrange for maintenance and inspection of various equipment related to the Company's operations as scheduled by defining the maintenance period of the electrical system control equipment, air conditioning systems, cold rooms, tools and medical equipment that are regularly installed in various hospitals and Company's vehicles in order to maximize efficiency and reduce various pollutants
- 5) Promote the use of energy-saving products. The Company has renovated the building and workplace by making a replacement of lighting tube with LED type, which consumes less electricity than conventional ones.
- 6) Set goals and guidelines for energy management each year and communicate to all employees in order to understand and apply properly.

Water resource management

The Company places a great importance on sustainable water resource management by complying with environmental laws, international standards, local regulations on reducing the amount of water use within the organization, as well as raising awareness of the most effective and efficient use of water. Therefore, the following preliminary guidelines have been established:

- 1) Encourage employees in the organization to manage water use effectively, as well as raising awareness of the most valuable and efficient use of water.
- 2) Arrange for maintenance and inspection of the condition of various equipment related to the water distribution system in the office building and warehouse in order to maintain good and suitable condition for regular use, as well as randomly checking the wastewater management whether it complies with the standards for controlling the sewage from the building. This is to ensure that the Company has an efficient wastewater management.
- 3) Set goals and guidelines for water resource management each year and communicate to all employees in order to understand and apply properly.

Waste, sewage and pollution management

The Company focuses on the waste, sewage or unused materials management responsibly and applies the standards and regulations as required by laws, placing an importance on reducing the amount of waste, sewage or unused materials as well as pollution in the process of sustainable operation. This is to reduce the negative impact from the operations of the Company that may cause problems to the community and society. Therefore, the following preliminary guidelines have been established:

- 1) Promote the waste reduction (Reduce) such as paperless policy and drinking water dispensers' provision to reduce waste from plastic bottles, etc.
- 2) Set a system to manage waste, sewage or unused materials in accordance with the standards by focusing on waste categorization before disposal. For example, recycling waste can be separated from general waste, etc.
- 3) Set a campaign for employees within the organization to see the importance of reusing materials (Re-use); for example, recycling of packaging in good condition and still usable: paper boxes and plastic bags from the warehouse or reusing one-paged paper, etc.
- 4) For infectious waste or specimens generated by laboratory specimens, the Company has specific management and standard disposal process as required by laws.
- 5) Develop a management plan for the purchase of goods in order to have an appropriate amount of inventory. The Company has a policy on the quantity of purchase orders that must be consistent with sales and marketing plans, including orders from customers in order to avoid obsolete inventory issues or deteriorated products.
- 6) Collaborate in planning orders and delivery of products to customers from all relevant departments such as sales and marketing purchasing, import, and warehouse and transportation department in order to manage the transportation of goods from origin to destination efficiently and reduce the cost of the organization. Order management and delivery can result in a reduction in the number of transport trips, which can help reduce fuel consumption and pollution caused by the use of various vehicles that occurs in the transportation process from the manufacturer to the customer. This may directly affect the health and safety of all stakeholder groups.
- 7) Set goals and guidelines for waste management each year and communicate to all employees to understand and act correctly.

Greenhouse Gas Management

In 2021, the Company has recognized the importance of environmental issues, which are partly caused by greenhouse gases emitted from its business operations. The Company has classified activities that cause greenhouse gases, which can be divided as follows:

- 1) Direct greenhouse gas: caused by the fuel utilized by the Company's vehicles which are mainly used for goods transportation.
- 2) Indirect greenhouse gas: caused by the use of electricity in the office building and warehouse, including the amount of paper usage and water utility.

In the previous year, the Company has made efforts to minimize the amount of greenhouse gas emissions from its activities. The Company has a plan to reduce the use of electricity and paper to a minimum level (Paperless), which has received good feedback and cooperation from employees at all levels. However, currently, the Company has not calculated the amount of greenhouse gas emissions generated by the Company's operations into exact numerical data. In 2022, the Company has plans to promote and drive greenhouse gas management by setting the policy based on the resolution of the Board of Directors meeting in order to encourage the Company to be a part in solving environmental issues caused by the greenhouse gas emissions.

Environmental performance

Energy management

Electricity consumption in 2020 and 2021

In 2020 and 2021, the Company and its subsidiaries have total electricity expenses.

	2020	2021
Electricity expenses (Baht)	1,274,790	1,188,511

In 2020 and 2021, the Company has total expenses incurred from the use of fossil fuel energy by its vehicles.

	2020	2021
Fossil fuel expenses (Baht)	405,634	378,297

In addition, the Company has also installed a solar rooftop system that generates electricity for the laboratory building, office building and warehouse. This has been carried out continually, causing the reduction of the amount of electricity used. In addition, the Company also sells excess electricity to the Metropolitan Electricity Authority. This allows the Company to reduce the burden of electricity cost at a certain amount.

The amount of electricity produced from solar panels

	2020	2021
Amount of electricity generated from solar panels (Unit: Kilowatt-hour)	12,993	12,691

Revenue from sales of solar power

	2020	2021
Revenue from sales of solar power (Unit:Baht)	85,104.15	83,126.05

Water resource management

In 2020 and 2021, the Company has water utility as follows;

	2020	2021
Water utility price (Unit:Baht)	16,791	20,708

Sustainability management in social dimensions

Social policies and practices

The Company recognizes the importance of doing business with social responsibility by establishing guidelines and codes of conduct in business operations and promoting equality and self-learning development for employees at all levels without violating human rights principles. The Company also promotes sustainable social development in addition to normal operating procedures, by supporting public activities in various fields that is helping society, improving the life quality in the community to lead to long-term self-sufficiency, which in turn enhances the quality of society, promoting volunteering activities related to community and social development continually, and embedding a sense of responsibility towards communities, society and the environment for employees at all levels.

The Company adheres to the guidelines for doing business in accordance with the principles of WHY Statement that the Company has set. The Company believes that the life quality can be significantly improved by utilizing technologies and innovations which are unique and strategically different in order to develop distinctive and cutting-edge products and services.

Respect for human rights

The Company still believes that using the Company's innovative products and services must not be harmful to health and be environmentally friendly. The Company will play a part in making the world a better place and safer for future generations. Therefore, the Company innovates, creates and seeks products and services in order to provide the best solutions for customers. It is also committed to doing business in the long term with fairness to all parties involved.

The Company respects and supports the implementation of human rights at the national and international level under the Company's jurisdiction. The Company will not conduct or engage in any infringement or activities contrary to human rights principles.

Community and social development

The Company recognized the importance of social responsibility, participation in community and social development by supporting public activities in various fields that is helping society, improving the life quality in the community to lead to long-term self-sufficiency, which in turn enhances the quality of society, promoting volunteering activities related to community and social development continually and embedding a sense of responsibility towards communities, society and the environment for employees at all levels.

Social Performance

Employment

Details	Number of employees	
	Male	Female
Number of full-time employees (unit:person)	48 persons	100 persons

Employee training

	2020	2021
Number of employee training courses (number of times)	26	24

Safety, Health and Work Environment

Number of occupational accidents: 0

Basic firefighting and fire evacuation training for 2021



Number of labor dispute cases

In 2021, the Company had a total of 0 labor disputes.

Social activities and participation in community and society development

1. WINMED donated all-in-one medical equipment, weight scale, height measurement and blood pressure machine, with a total value of 300,000 baht to support the medical personnel in patient treatment to be faster and more efficient at the Police Hospital



2. WINMED delivered essentials, foods and donations worth more than 80,000 baht to Fueng Fah Home For Persons with Disabilities Protection and Development, Nonthaburi Province.



General and other important information



General information of the issuing company

Thai Name	:	บริษัท วินเนอร์ยี เมดิคอล จำกัด (มหาชน)
English Name	:	Winnergy Medical Public Company Limited
Company Registration Number	:	0107563000240
Ordinary Shares Registrar	:	Thailand Securities Depository Company Limited
Nature of Business	:	The Company operates as an importer and Distributor the machines and sets of equipment for medical storage, examination, diagnosis and treatment imported from leading manufacturers abroad. Furthermore, the Company is a representative of the Company that provides genetic diagnostic services from abroad on genetic and fetal abnormalities testing services. It distributes and provides services to various hospitals across the country and for charities. It distributes and provides services to various hospitals across the country, charities (National Blood Center, Thai Red Cross Society), medical education institutions, clinics and medical personnel, both public and private.

The Company has one subsidiary company, A New Day Company Limited (hereinafter referred to as “AND”), which engages in distributing scientific and technological appliances related to health and hygiene, such as mosquito and blood-sucking insects trap and chemical and biological waste disposal/handling kits. In addition, the Company also invests in the Professional Laboratory Management Corp Co Ltd. (hereinafter referred to as “Pro-Lab”) that operates the business of a medical laboratory. There are diagnosis/check and analyze specific diseases or communicable diseases services provided.

Head Office Location	: No. 634/4 Soi Ramkhamhaeng 39 (Theplila 1), Pracha Uthit Road, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok 10310
Telephone	: (66) 02 - 725 - 0888
Fax	: (66) 02 - 725 - 0880
Warehouse Location	: There are 2 buildings
	1. Building A
	No.31 Soi Lad Phrao 80, Intersection 12, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok
	2. Building B
	No.31/1 Soi Lad Phrao 80, Intersection 12, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok
Website (URL)	: http://www.winmed.com
Registered Capital	: 200,000,000 Baht (Two Hundred Million Baht)
Paid-up Capital	: 200,000,000 Baht (Two Hundred Million Baht)
Par Value per Share	: 0.50 Baht
Market	: mai
Industrial Group	: Consumer Goods
Business Category	: Consumer Goods
Date of Commencement of Trading	: 11 May 2021
Foreign Limit	: 49 Percent

Subsidiary general information

Thai Name	บริษัท อะนิวเดย์ จำกัด (AND)
English Name	: A New Day Company Limited
Nature of Business	: Distribution of scientific and technological appliances related to health and hygiene
Registered Capital	: 33,000,000 Baht (Thirty-three Million Baht)
Paid-up Capital	: 33,000,000 Baht (Thirty-three Million Baht)
Par Value per Share	: 10 Baht

References

Ordinary Shares Registrar	: Thailand Securities Depository Company Limited 1st Floor, Tower B, The Stock Exchange of Thailand Building, No. 93 Ratchadaphisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok 10400 Telephone : (66) 02-009-9000 Fax : (66) 02-009-9991 TSD Call Center : (66) 02-009-9999 Website : https://www.set.or.th/tsd/th/tsd.html
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Auditor

: ANS Audit Company Limited
By Mr. Sathien Vongsnan Certified Public Accountant No. 3495 or
Mr. Atipong Atipongsakul Certified Public Accountant No. 3500 or
Mr. Vichai Ruchitanont Certified Public Accountant No. 4054 or
Ms. Atchara Suknaibaiboon Certified Public Accountant No. 4642 or
Ms. Kultida Pasurasakul Certified Public Accountant No. 5946
Mr. Yuttapong Chuamuangpan Certified Public Accountant No. 9445
No. 100/72 22nd Floor, 100/2 Vongvanij Building B, Rama 9 Road,
Huai Khwang Sub-District, Huai Khwang District, Bangkok 10320
Telephone (66) 02-645-0109
Fax (66) 02-645-0110
Website : <https://www.ans.co.th/>

Other important information

Restrictions on the transfer of securities offered for sale

The Company's ordinary shares are freely transferable without restrictions on transfers. However, the transfer of the Company's ordinary shares cannot be done if the transfer of such shares results in the shareholding of non-Thai persons in the Company exceeding 49 percent of the total number of shares sold by the Company. The transfer of the Company's shares shall be valid when the transferor endorsed the back of the share certificate by specifying the transferee's name and signed by the transferor and the transferee and delivered the share certificate to the transferee. The transfer of shares can be used to confirm with the Company when the Company has received the request for registration of the transfer of shares and shall be used to confirm against a third person when the Company's share registrar has registered the transfer of shares. When the registrar of the Company sees that the transfer of shares is legal, the Company's share registrar shall register the transfer of shares within 14 days from the date of receipt of the request. Or if the Company deems that the transfer of shares is not entirely correct, the Company's share registrar shall notify the applicant within 7 days from the date of receipt of the request. The transfer of shares traded on the stock exchange shall be in accordance with the law on securities and stipulated by the stock market.

Legal Disputes

As of December 31, 2021, the Company and its subsidiary have no lawsuits or legal disputes that may have a significant impact on business operations and there are no legal cases or disputes that may have a negative impact on the assets of the Company and its subsidiaries in an amount higher than 5 percent of the shareholders' equity according to the Company's consolidated financial statement

Management Discussion and Analysis

Overall Performance Results

The company operates the business of importing and distributing the medical machines and equipment for collecting, analysis, diagnosis and treatment. These products are imported from the leading manufacturers from overseas. Moreover, the company is the dealer of a foreign company providing the service of diagnosis about genetics and disorders of babies during pregnancy. The company is distributing the products and services to the hospitals, charities (National Blood Center, Thai Red Cross Society), Medical Institutes, clinics and medical personnel of both private and public sectors all over the country. The company has one subsidiary, who distributes the scientific equipment and technology for health and hygiene, such as mosquito and horsefly traps and contaminated chemicals and biochemicals managing and eliminating machines. Furthermore, the company invests in the business related to the medical laboratory, where the diagnosis for technical diseases or contagious diseases is provided.

The company can categorize the type of revenue, based on the product groups, into five categories, including women's healthcare products, blood bank products, blood safety products, cell treatment technology products and other products. The revenue of the company, based on the financial statements of 2019, 2020 and 2021 was 492.38, 530.54 and 538.70 million baht respectively. The business performance stated in the financial statements can be further analyzed as follows.

Business Performance Analysis of 2021

1) Revenue

During 2019-2021, the company had total revenue of 492.38, 530.34 and 538.70 million baht respectively. These revenues came from products, services and rental fees. The details are as follows:

Type of Revenue	2019		2020		2021	
	Million baht	Ratio	Million baht	Ratio	Million baht	Ratio
Revenue from products and services	453.18	92.04%	490.21	92.40%	494.24	91.75%
Revenue from rental fees	39.19	7.96%	40.33	7.60%	44.46	8.25%
Total revenue	492.37	100.00%	530.54	100.00%	538.70	100.00%

Some of the business operations for distributing some kinds of test solution kits require the company to invest in the equipment and install for the customers in accordance with the Policy of Test Solution for Laboratory Distribution, in which the specification of the equipment will be stated as a part of the characteristics of that test kit. The company did not inquire for the payment of this equipment rental fee, so as to align with the Thai Financial Reporting Standards 15 about the Revenue from Contracts with Customers. Therefore, the company separated the revenue from distributing products from installing the equipment (separate the revenue from distributing from rental fee) to reflect compensation from exchanging products or services clearly. The rental revenue was calculated by the Cost plus pricing method, the cost of rental revenue included depreciation and maintenance cost of diagnostic machine.

To show the revenue from distributing the medical products clearly, as well as installation for customers without extra charge, the company has analyzed the revenue using the numbers from distribution, which includes the revenue from rental fees, based on the product groups. The details are as follows:

Revenue Structure Categorized by Product Groups	2019		2020		2021	
	Million baht	%	Million baht	%	Million baht	%
Women healthcare products	162.74	33.05%	150.54	28.37%	178.91	33.21%
Blood banking products	145.17	29.48%	162.44	30.62%	161.5	29.98%
Blood safety products	120.65	24.50%	171.94	32.41%	163.31	30.32%
Cell therapy products	39.86	8.10%	26.60	5.01%	17.21	3.19%
Revenue from Medical products	468.42	95.13%	511.52	96.41%	520.93	96.70%
Other Products	23.96	4.87%	19.02	3.59%	17.77	3.30%
Revenue from operations	492.38	100.00%	530.54	100.00%	538.7	100.00%

(1) Women's Healthcare Products

The revenue from women's healthcare products during 2019, 2020 and 2021 equaled 162.74, 150.54 and 178.91 million baht respectively, accounting for 33.05%, 28.37% and 33.21% of the total revenue from operation.

This product group contains two main types, including 1. Women's Healthcare Products, such as the products for cervical cancer screening or chlamydia and gonorrhea virus checking; and 2. investigating service of conditions for mothers and babies, such as Down's Syndrome checking when the babies are still a fetus by chromosome investigating, genetics disorders investigating and disease carrier investigating.

For 2021, the company had more revenue of 28.37 million baht, or an 18.85% increase, compared with 2020. Although this product group was affected directly during the second and third quarter of 2021 due to the COVID-19 pandemic, which caused the number of people receiving health check-up services to decrease significantly, after the relief of pandemic controlling measures, however, and the fact that the company distributed the products to the Cervical Cancer Screening Support Project by the National Health Security Office (NHSO), the women's healthcare products had a significant growth in revenue, compared with 2020.

(2) Blood Bank Products

The revenue from blood bank products during 2019, 2020 and 2021 equaled 145.17, 162.44 and 161.50 million baht respectively, accounting for 29.48%, 30.62% and 29.98% of the total revenue from operation.

This product group is the products related with blood bank, blood donation, blood quality examination and blood preservation and collection equipment, such as thermometers, shakers and blood refrigerators.

For 2021, the revenue of this product group decreased by 0.94 million baht, or 0.58%, compared with 2020 due to the COVID-19 pandemic, which caused the number of blood donors to decrease in every place during the serious epidemic. Moreover, some institutes had limitations for blood donation, which caused the amount of blood received to decrease. However, after the COVID-19 situation in Thailand got better during the end of the third quarter to the fourth quarter of 2021 as well as the relief of disease controlling measures, blood donors returned to donate blood more, especially during the second half of the year. This caused the revenue of blood bank products during the second half of the year to increase significantly.

(3) Blood Safety Products

The revenue from blood safety products during 2019, 2020 and 2021 equaled 120.65, 171.94 and 163.31 million baht respectively, accounting for 24.50%, 32.41% and 30.32% of the total revenue from operation.

This product group is the products supporting examination, demolishing or restraining the growth of contaminated germs in the donors' blood to ensure the recipients that the blood is germ-free and to reduce the risk of infectious diseases carried by blood and blood allergy. The increase and decrease of this product group depends on the demand of hospitals during that year.

For 2021, the revenue of this product group decreased by 8.63 million baht, or 5.02%, compared with 2020, mainly due to the COVID-19 pandemic and the decrease in blood needs from disease controlling measures, such as postponing the unnecessary operations and halting the arrival of foreign patients. However, after the relief of these measures during the end of the third quarter to the fourth quarter of 2021, the revenue of blood safety products increased significantly, compared with the first half of 2021, in accordance with the revenue of blood bank products.

(4) Cell Therapy Products

The revenue from cell treatment technology products during 2019, 2020 and 2021 equaled 39.86, 26.60 and 17.21 million baht respectively, accounting for 8.10%, 5.01% and 3.19% of the total revenue from operation.

This product group relates to stem cells, including stem cell collecting and sorting equipment, as well as the equipment used to analyze and diagnose the stem cell to bring back for treatment further. The products in this group are categorized into two groups, including 1. research grade; and 2. clinical grade. The revenue of this product group in 2020 decreased by 13.26 million baht, or 33.27%, compared with 2019 as 2020 was the beginning year of the COVID-19 pandemic. This made the product experts from overseas, who were the inspectors of the products before usage, not able to come and caused the new customers, that the company had distributed the products to, to be unable to operate the machines. In addition, the company could distribute only the equipment and test solution kits of research grade only.

For 2021, the revenue of this product group decreased by 9.39 million baht, or 35.30%, compared with 2020. The COVID-19 pandemic caused the laboratory of the research project for cancer patients of the hospitals to be unable to open for treatment and the research processes to stop. This led to the significant decrease of cell treatment products. However, during the third quarter of 2021, when the research project was run again after the epidemic got better, the project ordered more cell treatment products due to the successful treatment from previous samples. In the past year, there were two patients cured from metastasis cancer and these are the first two patients in the world, who were announced to be completely cured from the fourth stage of cancer. The stated success led to at least three more patients entering the research project last year. The company expects to expand the services business, which the company is operating, based on the investment plan of the company's new project, which is expected to be fully operational in the second half of 2022.

(5) Other (Consumer) Products

The revenue from other products during 2019, 2020 and 2021 equaled 23.96, 19.02 and 17.77 million baht accordingly, accounting for 4.87%, 3.59% and 3.30% of the total revenue from operation three. This revenue came from distributing mosquito and horsefly traps that the subsidiary distributed through the retailing businesses and shopping malls, such as Home Pro, Central and The Mall Department Store, as well as distributing directly to the end users through online channels.

For 2021, the revenue of other products decreased by 1.25 million baht, or 6.57%, compared with 2020. The revenue of 2021 was affected by the measure to close shopping malls during the COVID-19 controlling measures period, which caused the products of the company in these shopping malls to be unable to be sold during the stated period. The revenue from other products in 2021 was mainly from online channels and shopping applications.

Cost of Sales

In 2021, the company's cost of sales was 295.37 million baht, which increased by 12.17 million baht, or 4.30%, compared with 2020. The change in the cost of sales was mainly caused by the increased depreciation cost from investing in medical tools and equipment in 2021, which caused the company's gross profit margin to decrease a bit from 46.62% to 45.17%. Another cause affecting gross profit margin was the product mix.

Other Revenues

In 2021, the other revenues of the company were 20.01 million baht, which increased from the previous year by 19.50 million baht. 17.25 million baht was the dividend from Professional Laboratory Management Corp Co., Ltd., where the company had invested at 12.55% of the authorized capital.

Distribution Costs, Management Cost and Stock Exchange Register Cost

In 2021, the cost of distribution and management costs were 186.24 million baht, which increased by 8.38 million baht, or 4.71%, from 2020. The increased costs came from employee-related expenses, which increased by 3.81 million baht, and the expenses related to the stock exchange register process, which accounted for 5.82 million baht. The profit before financial expenses and tax of 2021 equaled 77.10 million baht, which increased by 7.11 million baht or 10.16%, compared with 2020.

Financial Costs and Income Tax Expenses

In 2021, the financial costs of the company were 4.94 million baht, which decreased from the previous year by 3.11 million baht or 38.68%. This was from the debt repayment to the financial institutes during the second quarter of 2021 after the capital raising and stock exchange register, which caused the interest payment of the company to decrease.

Tax expenses of the company for 2021 equaled 6.96 million baht, which decreased by 3.39 million baht, or 32.76%. This was from the stock exchange register expenses, which were recorded as the share premium in the account, but it is considered tax expenses in terms of tax.

Net Profit of the Year

In 2021, the total profit of the year was 65.21 million baht (12.10% of net profit margin), which increased by 13.62 million baht, or 26.39%, compared with 2020, when the total profit was 51.59 million baht (9.72% of net profit margin) and the profit per share of 2021 were 0.18 baht per share.

Company's Financial Status Analysis

1) Assets

Assets	2019		2020		2021	
	Million baht	Ratio	Million baht	Ratio	Million baht	Ratio
Current Assets	225.05	67.87%	256.02	52.03%	416.78	55.17%
Noncurrent Assets	106.55	32.13%	236.08	47.97%	338.68	44.83%
Total Assets	331.60	100.00%	492.10	100.00%	755.46	100.00%

As of 31 December 2021, the total assets of the company were 755.46 million baht, which increased from 31 December 2020 by 263.36 million baht, or 53.52%. The ratio between current assets and noncurrent assets was 55.17% and 44.83%, respectively.

Current Assets

As of 31 December 2021, the total current assets of the company were 416.78 million baht, which increased from 31 December 2020 by 160.76 million baht, or 62.79%. The main cause came from the increase of cash and cash equivalents, which increased by 118.12 million baht from the cash received from offering the common stocks to the public for the first time (IPO) during the second quarter of 2021.

Noncurrent Assets

As of 31 December 2021, the total noncurrent assets of the company increased by 102.60 million, or 43.46%, from 31 December 2020. The main cause came from the increase of land, buildings and equipment lists, which increased by 102.60 million baht. This happened from the investment in land and buildings for the laboratory, as well as the investment in medical tools and equipment, based on the business expansion plan of the company.

2) Debt and Shareholders' Equity

Debt and Shareholders' Equity	2019		2020		2021	
	Million baht	Ratio	Million baht	Ratio	Million baht	Ratio
Current Debt	224.26	67.63%	236.95	48.15%	129.12	17.09%
Noncurrent Debt	16.78	5.06%	66.36	13.49%	54.34	7.19%
Shareholders' Equity	90.56	27.31%	188.79	38.36	571.99	75.71
Total	331.60	100.00%	492.10	100.00%	755.46	100.00%

As of 31 December 2021, the current debt of the company was 129.12 million baht, which decreased from 31 December 2020 by 107.82 million baht, or 45.51%, due to the repayment of bank overdraft and short-term loans from financial institutes. The noncurrent debt decreased by 12.03 million baht, or 18.13%, due to the repayment of long-term loans from financial institutions.

The total debt as of 31 December 2021 and 31 December 2020 were 183.47 million Baht and 303.31 million baht respectively, which decreased by 119.84 million baht, or 39.51%.

For the shareholders' equity as of 31 December 2021, the shareholders' equity of the company was 571.99 million baht, which increased from 31 December 2020 by 383.20 million baht, or 202.98%. The ratio of debt and capital of the company as of 31 December 2021 equaled 0.32 times, which decreased from 31 December 2020 by 1.61 times.

Liquidity and Cash Flow Statement Analysis

For the liquidity of the company and subsidiaries of the year end 31 December 2021, the total cash flow increased by 118.12 million baht. The cash and cash equivalents at the beginning of the period were 8.29 million baht and the cash and cash equivalents at the end of the period were 126.41 million baht. The details of cash flow for each activity are as follows:

Total Financial Statement	
Total Cash Flow from Operating Activities	90.78 million baht
Total Cash Flow from Investing Activities	(136.49 million baht)
Total Cash Flow from Financing Activities	163.83 million baht
Increased Cash and Cash Equivalent-Total	118.12 million baht
Cash and Cash Equivalent at the Beginning of the Year	8.29 million baht
Cash and Cash Equivalent at the End of the Year	126.41 million baht

The cash flow from operating activities was 90.78 million baht, coming from the total profit of 65.21 million baht, which was adjusted to be cash from operating activities. The main causes of increased cash flow were depreciation and amortization costs accounting for 33.64 million baht, finance costs accounting for 4.94 million baht and income tax costs accounting for 6.96 million baht. The main cause of decreased cash flow from operating activities was account receivables, other current receivables and inventories, which decreased by 25.17 and 18.10 million baht respectively.

The cash flow for investing activities was 136.49 million baht. The main item was cash paid for land, buildings and equipment accounting for 122.18 million baht and cash paid for rights to use the assets accounting for 9.27 million baht.

The cash flow from financing activities was 163.83 million baht. The main cause for increased receivable cash flow was receivable cash from the total right offerings accounting for 359.67 million baht. The payable cash flow was cash paid for bank overdraft and short-term loans from financial institutes accounting for 132.78 million baht, cash paid for long-term loans from financial institutes accounting for 44.78 million baht and cash paid for dividends accounting for 41.698 million baht.

Major Financial Ratio

	2019	2020	2021
Capability to Generate Profit			
Gross Profit Margin (%)	48.08%	46.62%	45.17%
Net Profit Margin (%)	7.55%	9.71%	11.67%
ROE (%) (Annualized)	41.06%	27.33%	17.14%
ROA (%) (Annualized)	10.88%	14.22%	12.36%
Liquidity			
Liquidity Ratio (times)	1.00	1.08	3.23
Cash Cycle (day)	106	102	108
Financial Structure			
Debt to Shareholders' Equity Ratio (times)	2.66	1.61	0.32

Factors Affecting Future Operations

(+/-) COVID-19 Situation and Policy of Disease Controlling Measures from the Government

Due to the fast-changing COVID-19 epidemic, the disease controlling measures from the government need to change based on the situation. The company has adjusted the business plan to reduce the risk of this situation, by importing the products related to COVID-19, such as Antigen Test Kit (ATK) and laboratory services to examine for COVID-19 (RT-PCR)

(-) The Decrease of Exchange Rate, the Increase of Interest Rate and Inflation

After the COVID-19 epidemic, each country has conducted an economic stimulus policy to support the economy to not be affected much from the prolonged and serious epidemic. This policy leads to the fluctuation of factors in the macroeconomic, both the exchange rate for Thai baht, which decreased in 2021, compared with 2020, and the increase of product costs in the supply chain. This caused the inflation and interest rate raising to control the inflation.

As the main business operation of the company is importing the products from overseas manufacturers to distribute in Thailand, the decreased exchange rate for Thai baht affected the costs of products and services inevitably. However, as the company had the policy protecting the risk of exchange rate, in 2021, the decreased exchange rate did not affect the gross margin much. Furthermore, as the company repaid some of long-term loans after capital raising and registering in the Stock Exchange, the interest rate factor was not much of a concern.

(+) Future Project

The company has new projects in operation, which are expected to expand the growth of the business. The main operating projects are as follows:

- Laboratory for Coronavirus 2019 Infection Examination Project (Approved and finished construction)
- Laboratory for Self-collecting Abnormal Cells at Cervix Project (Expected to be finished in the second quarter of 2022)
- Laboratory for Cell Therapy Product Preparing Project (Expected to be finished in the third quarter of 2022)

Corporate Governance



Corporate Governance Policy

The Board of Directors recognizes the importance of good corporate governance principles and business ethics since they are considered an important factor for the Company's business to grow firmly including adding values and maximum return to shareholders and all stakeholders in the long term. In this regard, the Company has studied the relevant laws, rules, concepts, and practices to be used in the preparation of corporate governance policies and business ethics as well as various policies covering the operations of the Company and its subsidiaries and has determined that they will be reviewed annually.

In considering such review and improvement, the Company has referenced the following information:

- Public Limited Companies Act, B.E. 2535 (1992)
- Securities and Exchange Act B.E. 2535 (1992)
- Announcements, rules, regulations, and guidelines of the Office of the Securities and Exchange Commission (SEC)
- Announcements, rules, regulations, and guidelines of the Stock Exchange of Thailand (SET)
- Good Corporate Governance Principles for Listed Companies 2017 by the Securities and Exchange Commission

- Corporate governance guidelines, manuals, and procedures by the Thai Institute of Directors Association (IOD)
- Manuals, practices, and guidelines for self-assessment on anti-corruption measures by the Thai Private Sector Collective Action Against Corruption (CAC) project

For further information, please refer to “Attachment 3: Policies and Guidelines for Corporate Governance in full version and the full version of the Code of Business Conduct that the Company has prepared on page 227



The Company has disclosed “Corporate Governance Policy” and “Code of Business Conduct” on the Company’s website under the topic of “Good Corporate Governance” > “Corporate Governance Policy” (<https://www.winmed.com/th/corporate-governance/overview>).

Overview of Corporate Governance Policies and Practices

Policies and guidelines relating to the Board of Directors, shareholders, and stakeholders

The Company has set up a written policy on good corporate governance by implementing the principles of good corporate governance for listed companies in the year 2017 of the Office of the Securities and Exchange Commission to be used as a guideline for the performance of duties of directors, executives, and employees of all levels of the Company with the intention that the Company can achieve the goal of creating stability including continuous and sustainable growth for the organization, shareholders, including all stakeholders. It covers eight principles of good corporate governance as follows:

Principle 1 Recognizing the roles and responsibilities of the Board of Directors as an organization leader which creates sustainable values for the business

The Company clearly defines the roles, duties, and responsibilities of the Board of Directors as detailed in the Board of Directors Charter. The said charter will be reviewed at least once a year, with an important role in determining the objectives and main goals of doing business, operating policy, risk management, and operational strategies including allocating necessary resources to enable the Company’s personnel to perform their duties to achieve the objectives set. The Board of Directors is responsible for monitoring, evaluating, and supervising the appropriate reporting of the Company’s performance.

In this regard, the Board of Directors will supervise the operation of the Company to be ethical, respect rights, and be responsible to all shareholders and stakeholders to bring benefits to society and to consider the environment, and allowing the Company to be able to adapt to the changes from various factors at all times while maintaining competitiveness so that the Company can have good operating results and long-term benefits for all shareholders and stakeholders.

In addition, the Board of Directors has set the duties and responsibilities of the Chief Executive Officer and will supervise the directors, Chief Executive Officer, executives, and employees to perform their duties as stipulated with responsibility, caution (Duty of Care), and honesty (Duty of Loyalty) for the best benefits of the Company on the basis of sufficient information and no conflict of interest, whether directly or indirectly, in matters of decision-making. The Board of Directors will supervise the Company’s operations to be in accordance with the law, objectives, regulations, board resolutions and the resolutions of the shareholders’ meeting (Duty of Obedience) and disclosure of information accurately, completely, transparently, and in a timely manner (Duty of Disclosure).

The Board of Directors has established a Board structure which consists of qualified persons with diverse qualifications in terms of gender, skills, professions, specializations, experiences, and competences that are useful and sufficient to perform their duties effectively (Board Diversity). The Company consists of not less than five directors, with at least one-third of the total number being independent directors, and having no less than three persons to counterbalance the Board of Directors. Power of appointment and removal of the Company’s directors is held by the shareholders’ meeting, and not less than half of the directors must reside in the Kingdom.

In addition, the Board of Directors has considered and appointed four sub-committees to perform duties in screening work and assisting in the Company's management as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Risk Management Committee
- Executive Committee

In this regard, the Company has prepared a charter of the Board of Directors and each sub-committee stating the powers, duties, responsibilities, structure, qualifications of directors, independent director qualifications, criteria for nomination and appointment of directors, term of office, meetings, as well as evaluating the performance of the Board of Directors with approval from the Board of Directors' meeting.



The Company has disclosed the "Charter" of the Board of Directors and various sub-committees on the Company's website under the topic "Good Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>).

Practice 2 Determining objectives and the main goals of the business for sustainability

The Board of Directors will determine the objectives and important goals of the Company in accordance with the vision, mission, and corporate values including strategies, goals, and annual plans for personnel to follow in order for the Company to achieve such goals within the specified period including promoting the Company's sustainability by considering creating value for the Company, customers, stakeholders, and society as a whole, and innovation and technology are applied appropriately and safely.

The Company's vision, mission, and corporate values are as follows:

Vision

All people in Thailand with substantially happier, healthier and longer life - through the use of our globally curated advanced medical technologies.

Mission

We strive to help improve health and quality of all life in Thailand through curating exceptional and proven medical technologies from all around the world - that earn our investors reasonable return and our stakeholders are all proud of

Principle 3 Strengthening an effective Board of Directors

The Board of Directors must consist of persons with knowledge, abilities, and experiences, and who can perform their duties for the benefits of the Company including being accepted by all parties and playing an important role in formulating the Company's policies. The Charter of the Board of Directors stipulates that there are no less than five directors and at least one-third of whom the Company's independent directors, but must not be less than three people in order to balance the power appropriately with details about the composition of the Board of Directors, Chairman's qualifications, Director's qualifications, term of office, meetings, powers, duties, and responsibilities, performance evaluation, selection, and compensation as stated in the charter of the various committees.



The Company has disclosed "Board of Directors Charter" on the Company's website under "Good Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>).

The Board of Directors has also supervised the process of nomination and election of persons to be directors of the Company in a transparent and clear manner in order to obtain the Board of Directors whose qualifications are consistent with the specified elements as well as determining the remuneration of directors of the Board of Directors and each sub-committee to be appropriate with their duties and responsibilities and have motivation to perform duties to lead the organization to achieve the Company's main goals. The Nomination and Remuneration Committee has been assigned to be responsible for the nomination process and determine the directors' remuneration to propose to the shareholders' meeting for approval annually.

The Company arranges for an evaluation of the Board of Directors' performance and individual directors at least once a year as stipulated in the Nomination and Remuneration Committee Charter. The Nomination and Remuneration Committee has assigned the Company's secretary to be the representative to deliver the self-assessment of the directors in accordance with the guidelines of the Stock Exchange of Thailand for the Board to use as a framework for reviewing the performance of duties on various issues during the past year whether there has been sufficient supervision in accordance with the powers and duties as stipulated in the Charter. After that, the Company's secretary will summarize the results and reveal the process and criteria for evaluating to be presented to the Nomination and Remuneration Committee for consideration and to the Board of Directors for acknowledgment and use it as a guideline to improve the performance of the Board of Directors.

The details of the performance appraisal results of the Board of Directors for the year 2021 have been disclosed in Section 8.1.1 Nomination, Development and Evaluation of the Board of Directors' Performance on page 129

In addition, according to the Nomination and Remuneration Committee Charter, the Nomination and Remuneration Committee is responsible for conducting an annual assessment of the Chief Executive Officer's performance, using pre-agreed norms based on concrete criteria and reporting the results of the assessment to the Board of Directors. The results of the assessment will be used for consideration of the Chief Executive Officer's remuneration.



The Company has disclosed "Nomination and Remuneration Committee Charter" on the Company's website under "Good Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>).

The Company has appointed a company secretary which is in accordance with the law on securities and exchange for the purpose of preparing and keeping documents, meeting minutes, including reports on the interests of directors and executives and any other related as well as providing advice on rules, regulations, criteria, including matters related to corporate governance and the relevant duties of the Board of Directors which the Board of Directors should be aware of. This is in accordance with the roles and duties of the Company's Secretary as specified by the Company and arrange a meeting of the Board of Directors and other sub-committee meetings in which the Company's Secretary acts as the secretary of those sub-committees, including shareholders' meetings.

The Company's Secretary must perform duties responsibly with care and honesty as well as to comply with the laws, objectives, company's regulations including coordinating to ensure compliance with the Board of Directors' resolutions and resolutions of the shareholders' meeting. The details of the duties and responsibilities of the Company's Secretary are set out in writing.



The Company has disclosed "Duties and Responsibilities of the Secretary" on the Company's website under "Good Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>).

Practice 4 Recruiting and developing top executives and personnel management

The Board of Directors has set the qualifications of the Chief Executive Officer as a guideline for recruiting qualified personnel with experiences that are beneficial to the Company to join with the Company with details in the Chief Executive Officer Charter.



The Company has disclosed “Chief Executive Officer Charter” on the Company’s website under “Good Corporate Governance” > “Board Charter” (<https://www.winmed.com/th/corporate-governance/overview>).

The Board of Directors will supervise the payment of remuneration and performance appraisal as appropriate. The framework and remuneration policy for directors have been clearly defined at a level appropriate to the duties and responsibilities. This is also consistent with the compensation of companies in the same industry and companies of similar size, and make improvements when changes are made. The compensation must be at an appropriate level and enough to motivate and retain qualified directors. The Nomination and Remuneration Committee will consider and propose a budget for directors’ remuneration each year to present to the Board of Directors’ meeting and the shareholders’ meeting to consider and approve.

However, directors who are executives, employees or major shareholder companies have no right to receive remuneration as a director or any sub-committee.

In this regard, the Nomination and Remuneration Committee is responsible for considering and reviewing the framework and policy of directors’ remuneration annually.

The Board of Directors will understand the structure and the relationship of shareholders which may affect the power of management control.

For personnel development, the Board of Directors will monitor the management and development of personnel to have the appropriate amount of knowledge, skills, experiences, and motivations. It has a policy to encourage directors, senior management, and the Company’s Secretary to continuously train on corporate governance of the Company, whether it is organizing training within the organization and from other external institutions such as the Stock Exchange of Thailand, Securities and Exchange Commission, Thai Institute of Directors Association (IOD) or other relevant agencies

In case of change of directors or new directors, the Board of Directors requires an orientation for new directors, so that the directors have knowledge and understanding the Company’s business and related regulations by assigning the Company’s Secretary to prepare basic information about the Company, such as the organizational structure, executive structure, business information, and operations regulations and various policies as well as laws related to the Company’s business operations including the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand concerned for the new directors to be informed to be able to understand the business and operations of the Company as well as to acknowledge the roles, duties, and responsibilities of being a director or independent director (as the case may be) to the Company.

In addition, the Board of Directors realizes the importance of operating the business with efficiency and continuity; therefore, there is a succession plan to define policies and criteria for selection and succession for the Chief Executive Officer and senior management with a transparent process. This must be considered based on knowledge, capabilities, suitabilities, experiences, and ethics in the work. The Board of Directors has assigned the Nomination and Remuneration Committee to consider the criteria and prepare a development plan for the Chief Executive Officer and senior management to prepare potential candidates to succeed the position in case the position becomes vacant and report to the Board of Directors at least once a year.

Principle 5 Promote innovations and operate the business responsibly

The Board of Directors attaches great importance to innovation development for sustainable growth of the Company, thus encourages the Management to recruit innovative new products and modern technologies which benefit society and that the customer uses, in addition to promoting environmental protection and supporting the adoption of modern information technology in the organization by providing a regulatory framework and management of information technology at the organizational level as appropriate to develop operational processes and manage the risks of the business so that the Company can achieve its objectives and the main goals of the business can be sustainable.

The Board of Directors will monitor and ensure that the Management operates in a socially and environmentally responsible manner. Such matters will be reflected in the operational plan in accordance with the objectives, goals, and business strategies. In addition, the Board of Directors will ensure that the Management will develop, allocate, and manage resources efficiently and effectively in order to achieve the Company's objectives, goals, and business strategies, considering the impact and development of resources along the line.

Principle 6 Ensure the risk management system and appropriate Internal Control

The Board of Directors realizes the importance of risk management and internal control to be used as a tool for effective organization management and maximum effectiveness. Therefore, the Audit Committee has been appointed to support the Board of Directors in ensuring that the Company has a good governance system and gives honest opinions on financial reports and internal control systems as well as providing opportunities for the Management and the Auditor to discuss in order to manage the risks that may occur and to provide reliable, good quality financial reports, and ultimately add value to the organization. The Audit Committee must consist of independent directors who have all the qualifications as required by the Capital Market Supervisory Board and the Stock Exchange of Thailand, who account for at least one-third of the total number of directors of the Company and not less than three people, and at least one of whom must have knowledge, understanding, or experiences in accounting or finance and has ongoing knowledge about the reasons for the changes in the financial reports. The details of the composition of the Audit Committee Audit Committee, qualifications, term of office, meetings, authorities, and responsibilities as stated in the Audit Committee Charter.



The Company has disclosed "Audit Committee Charter" on the Company's website under "Good Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>).

In addition, the Board of Directors has appointed the Risk Management Committee to oversee the Company's risk management, to set a risk management policy to cover the entire organization as well as supervising the Company to have adequate and appropriate risk management systems or processes in accordance with relevant standards.



The company has disclosed "Risk Management Committee Charter" on the website of the Company under "Good Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>).

Therefore, the Board of Directors has set a policy to use as a guideline for risk management and adequate and appropriate Internal Control as follows:

1. Code of Conduct
2. Risk Management Policy
3. Connected Transaction Policy
4. Anti-Corruption Policy
5. Investment Policy
6. Dividend Payment Policy
7. Whistle blowing & Complaints Procedure
8. Personal Information Protection Policy

The Company is aware of the rights of all groups of stakeholders equally and has given importance to various stakeholders by specifying the importance of details and set guidelines for treating various stakeholders and publish them for all directors, executives, and employees to understand and strictly adhere to including set penalty for failing to comply with the nature of the offense as appropriate for the case and disclosed the Code of Business Conduct on the Company's website. The Code of Business Conduct contains important principles of practice which cover the following areas:

- Responsibilities to shareholders
- Responsibilities to employees and employees
- Responsibilities to customers
- Responsibilities to business partners and creditors
- Responsibilities to social and the environment
- Participating in community or social development
- Responsibility to society, environment, and stakeholders from innovation and promote and educate about innovations from operations
- Human rights responsibilities
- Trade competition
- Anti-corruption
- Compliance with laws, rules, and regulations.
- Conflicts of interest
- Related transactions
- Use of insider information and trading in securities of the Group
- Disclosure of information
- Protection, supervision, and preservation of the Company's assets
- Intellectual property
- Political activities
- Confidentiality

For further information, please refer to “Attachment 3: Policy and Guidelines for Corporate Governance in full version and the full version of the Code of Business Conduct that the Company has prepared on page 227



The company has disclosed “Code of Business Conduct” on the Company’s website under “Good Corporate Governance” > “Code of Business Conduct” (<https://www.winmed.com/th/corporate-governance/overview>).

In addition, all stakeholders are able to inquire, complain, report, or whistleblow wrongdoing in various matters through the channels specified by the Company which are disclosed on the Company’s website. The Company has provided criteria for receiving complaints and clues to wrongdoing and corruption, investigations, and protection of informants (Whistleblowing & Complaints Procedure) to be used as a guideline for the process of data verification, operations, and reporting, respectively including protection measures for whistleblowers with good faith. However, the complaints and clues received by the Company will be kept confidential and the Company will order the information to be reviewed and find a solution as soon as possible and will report to the Board of Directors’ meeting for further acknowledgment.



The Company has disclosed “Criteria for receiving complaints and whereabouts of wrongdoing and corruption, investigation and protection of informants” on the Company’s website under “Good Corporate Governance” > “Company Policy” (<https://www.winmed.com/th/corporate-governance/overview>).

Risk Management

The Company places importance on managing risks that may occur in business whether arising from internal or external factors since risk management is regarded as an important mechanism that will lead the Company to achieve its goals and missions according to the strategy that the Company has set. Therefore, the Board of Directors has established a Risk Management Policy that is consistent with the objectives, main goals, strategies, and acceptable risks of the Company to serve as a framework for the risk management process of all departments within the organization to be in the same direction.

The Board of Directors has assigned the Risk Management Committee to be responsible for overseeing the Company’s risk management in accordance with the goals by establishing a framework and formulating policies for risk management measures for executives and employees at all levels to adhere to and used to assess and manage risks that may arise from the Company’s business by covering risks in five areas, namely strategic risk, operational risk, financial risk, compliance risk, and fraud risk, and report to the Board of Directors to find a solution and risk management methods in order to improve the Company’s operations more efficiently.

However, in order to assist in determining and assessing risks appropriately for the Company’s operations, the Risk Management Committee has set the Risk Working Group, which has representatives from each department join the working group in order to assess the risks of their respective departments in each aspect as stipulated by the risk management policy and report to the Board of Directors for further risks.



The Company has disclosed “Risk management Policy” on the Company’s website under “Good Corporate Governance” > “Company Policy” (<https://www.winmed.com/th/corporate-governance/overview>).

Internal Control

The Company has an internal control system and internal audit by applying the internal control standards in accordance with the guidelines of the Securities and Exchange Commission for the organization to develop the internal audit system, internal control management, and internal audit work to be efficient and appropriate to the Company. The Board of Directors has assigned the Audit Committee to supervise the internal control system and internal audit, to review of the effectiveness and adequacy of the internal control system as well as monitoring to ensure compliance with the policies detailed in the Audit Committee Charter. Further details on internal control can be found in Section 9, Internal Control and Related Transactions on page 139

In addition, the Company has established an internal audit department which directly reports to the Audit Committee to ensure that the internal audit unit is independent on its auditing duties and assesses the efficiency as well as the adequacy of the internal control system and reports the results to the Audit Committee according to the audit plan that has been set.

Principle 7 Maintain financial trust and information disclosure

The Board of Directors attaches great importance to information disclosure and important news related to the Company that are accurate, complete, adequate, transparent, timely, and in accordance with the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand. The objective is to provide all stakeholders with equal and easy access to information both financial information and non-financial information as well as other information that affects or may affect the price of the Company's securities, all of which affect the investor's decision-making process and the stakeholders of the Company. The Company will disclose such information in accordance with the rules of the Office of the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand as well as accepted accounting standards.

In addition, the Company has appointed investor relations officers to communicate with investors or shareholders, and other stakeholders in an appropriate, equal, and timely manner, including disclosing relevant information through various channels to be always up to date, whether disseminating information through the Securities and Exchange Commission, the Stock Exchange of Thailand or the Company's website for shareholders, securities analysts, credit rating companies, and relevant government agencies to acknowledge important information of the Company.

Important information that the Company has a policy to disclose to the public is as follows:

1. Vision, corporate values, objectives, articles of association, and the Company's memorandum of association
2. Nature of Business Operation
3. Shareholding structure and organizational structure
4. List of Board of Directors and the Management of the Company including any other relevant information
5. Business ethics, good corporate governance policy, risk management policy, anti-corruption policy, investment policy, connected transaction policy, other policies of the Company including the charter of the various committees, etc.
6. Financial statements, connected transactions, financial position report, and operating results of the Company
7. Information and documents related to investor relations to present information to investors and analysts
8. Annual registration statement/Annual report (Form 56-1 One Report) and operating results including quarterly management discussion and analysis (MD&A)
9. Invitation to shareholders' meeting and any other related documents including the minutes of the shareholders' meeting
10. Disclosure of any information as required by laws or related regulations

Investor Relations Activities	Number of Times (2021)
SET Opportunity Day	2
Roadshow	9
Company Visit	1
Analyst meeting	1
Providing information to institutional investors and financial institutions	6
SET Thailand Focus	1

The Company attaches importance to financial liquidity, ability to pay debt, and giving importance to the preparation of financial statements and the Company's financial information appearing in the annual report. The Audit Committee is responsible for reviewing the quality of financial reports and internal control systems including adequate disclosure of important information in the notes to the financial statements, and reporting to the Board of Directors. It also provides a report on the Board of Directors' responsibility for the financial reports, along with the auditor's report in the annual report. In addition, in the event that the Company faces financial problems or is likely to encounter problems, the Board of Directors will ensure that the Company has a plan for solving the problem that is considered reasonable under the consideration of the rights of stakeholders including creditors.

The Company has policies and guidelines for using inside information such as securities trading policy to prevent directors, executives, and employees from using inside information for their own benefit or others in a wrong way, especially must not use inside information of the Group and information has not been disclosed to the public for the benefit of oneself or others. The Company has notified the guidelines and policy for everyone in the organization to follow and have regular follow-up.

In addition, the Board and Executives must disclose information about their interests and related persons for the Board to consider the transactions of the Company that may have conflicts of interest and make decisions for the benefit of the Company as a whole, which the directors and executives who have interests in transactions with the Company must not participate in decision-making on such transactions and should refrain from participating in the meeting to consider that agenda in accordance with the procedures or measures to approve the connected transactions of the Company.

Details on preventing conflicts of interest and the use of inside information for exploitation have been disclosed in section 8.1.4 Monitoring for Compliance with Governance Policies and Practices.



The company has disclosed "Transaction Policy" on the Company's website under "Good Corporate Governance" > "Company Policy" (<https://www.winmed.com/th/corporate-governance/overview>).

Practice 8 Encourage participation and communication with shareholders

1. The Company respects the rights of shareholders and treats all shareholders equally and fairly without doing anything that violates or deprives their rights;
2. The Company has a policy to conduct the shareholders' meeting in accordance with the laws and regulations of the Securities and Exchange Commission of Thailand and the Stock Exchange of Thailand;
3. The Company will prepare a meeting invitation letter with information supporting the meeting according to various agendas that are accurate, complete, and sufficient for the exercise of shareholders' rights in both Thai and English languages and deliver to the shareholders for acknowledgment at least 7 days prior to the meeting date or any other period as prescribed by relevant laws or regulations. In each agenda, there will be opinions of the Board of Directors and/or the Audit Committee and/or the Nomination and Remuneration Committee, as the case may be, including sufficient information for the meeting in order for the shareholders to have enough time to study the information in advance of the meeting date and will also disseminate such information on the Company's website prior to the date of the shareholders' meeting;
4. The Company has prepared a power of attorney form attached with the invitation to the shareholders' meeting, so that the shareholders who are unable to attend the meeting in person can delegate powers to any other person or independent directors of the Company can vote on their behalf;
5. All directors, executives, and related persons will attend the shareholders' meeting, so that the shareholders can ask questions on various issues related to the Company's shareholders' meeting;
6. At the shareholders' meeting, the Company gives all shareholders the opportunity to have equal rights to express their opinions, suggestions, and ask questions to the shareholders' meeting on any relevant agenda independently before voting on any agenda. There are the directors and executives of related companies participating in the shareholders' meeting to answer questions at the meeting, and important issues that have been questioned and clarified in the minutes of the shareholders' meeting will be recorded for the shareholders to examine;
7. The Company promotes and supports the use of technology in the shareholders' meeting in order to conduct the shareholders' meeting with speed and accuracy;
8. Before the meeting, the Company will inform the shareholders of the number and proportion of shareholders attending the meeting in person and by proxy including explaining the method of the meeting vote and vote counting;
9. The Company encourages the use of ballots in every agenda and allow the shareholders to vote separately on each agenda item, especially provide opportunities for the shareholders to exercise their rights to appoint directors individually or several persons together to form a single committee in full according to the total number of directors to be elected at that time. For transparency and accountability in counting the voting results as well as providing independent personnel to assist in the vote counting in each agenda, the Company will disclose the voting results of each agenda and the meeting resolutions to the shareholders at the meeting;
10. The Company arranges for independent persons to count, examine, or witness the vote counting in the meeting and disclose the voting results of agreeing, disagreeing, and abstaining votes on each agenda item to the shareholders' meeting for acknowledgment on each agenda item throughout the meeting and record in the minutes of the shareholders' meeting;

11. After the shareholders' meeting is completed, the Company will publish the resolutions of the shareholders' meeting. This includes the results of each agenda item through the SET Portal system of the Stock Exchange of Thailand and the Company's website within that date or at the latest within the next business day including to prepare and disseminate the minutes of the shareholders' meeting with complete and sufficient details via the Company's website within 14 days from the date of the shareholders' meeting;
12. The Company supports the participation of shareholders by encouraging the shareholders to propose matters to be included in the meeting agenda and nominate a person to be elected as a director of the Company according to the criteria set by the Company as well as giving the shareholders an opportunity to express their opinions and ask questions to the Board of Directors on matters related to the Company not less than 1 month in advance of the Annual General Meeting of Shareholders each year in accordance with the rules set by the Company which has published information through the Company's website;
13. The Company does not add any agenda or change important information without notifying the shareholders in advance.

The Company respects the rights that the shareholders have under the laws and/or according to the Company's Articles of Association. The Company will treat all shareholders equally, whether they are minority shareholders, foreigners, institutional investors or major shareholders and regardless of race, nationality or religion. Every shareholder has the right to be treated equally and fairly both in terms of treating minority shareholders and supervision of the use of inside information.

Code of Conduct

The Company has prepared a "Code of Conduct" manual separate from the "Corporate Governance Policy" since the Company recognizes the importance of operating its business with integrity and ethics as well as the operations of the Company, and the performance of duties of directors, executives, and employees which shall be done correctly, transparently, and verifiably. In addition, there must be a responsibility to all stakeholders in parallel at all times. The Company hopes that the guidelines for this practice will form a good corporate culture that will help lead the Company to achieve its goals in accordance with the vision, mission, core values, objectives, goals, and strategies that the Company has set, which will help the Company to grow with sustainability and be able to continue doing business in the long term with stability forever.

In addition, the Company requires that directors, executives, and employees of all levels and all new employees be informed and aware of the Company's business ethics and sign a report certifying compliance with the Code of Business Conduct for directors, executives, and employees.

For further information, please refer to "Attachment 3 Policy and Guidelines for Corporate Governance in full version and the full version of the Code of Business Conduct that the Company has prepared.



The Company has disclosed "Code of Business Conduct" on the Company's website under "Good Corporate Governance" > "Corporate Governance Policy." (<https://www.winmed.com/th/corporate-governance/overview>).

Significant changes and developments in policies, practices, and corporate governance systems in the past year

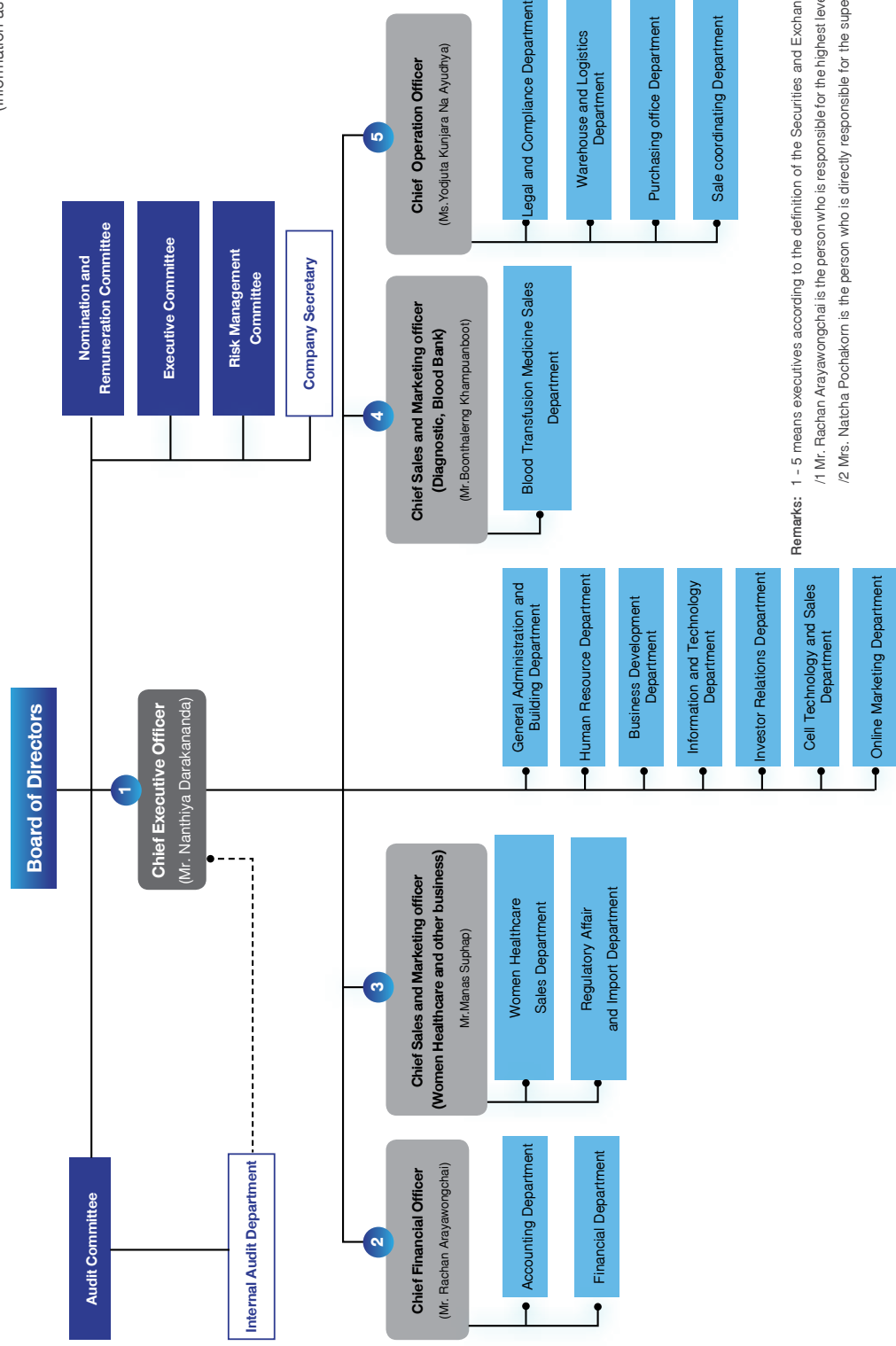
The Board of Directors places importance on the review of policies, rules, guidelines, manuals, systems, and operations in various fields related to corporate governance. In 2021, the Company underwent significant changes and developments as follows:

- Review of corporate governance policy, the code of conduct, and charter of the Company annually
- Review and improve the “Code of Business Conduct” by adding a topic “Social and Environmental Responsibility” in accordance with the goals set by the Company in the Carbon Footprint Reduction matter related to the Company’s operations in three areas: energy management; water resource management and management of waste, waste and pollution (details appear under Code of Conduct on page 227)
- Review and update the Company’s authority manual to be consistent with the transaction and approval according to the limit set by the authorized person on the Microsoft Dynamics Navision system
- Appoint a “Data Protection Office” (DPO) to comply with the Personal Data Protection Act B.E. 2562 (2019)
- Approve principles and guidelines for compliance with the Personal Data Protection Act B.E. 2562 (2019) of the Company and its subsidiaries and the “Privacy Policy” to comply with the Personal Data Protection Act B.E. 2562 (2019)
- Review and update “Corporate Governance Policy” by improving the vision, mission to be in line with the Company’s current business, guidelines, and strategies

Corporate Governance Structure and Important Information regarding the Board of Directors, Sub-committee, Executives, Employees, etc.

Corporate Governance Structure Organizational Structure

(Information as of December 31, 2021)



Remarks: 1 - 5 means executives according to the definition of the Securities and Exchange Commission

/1 Mr. Rachan Arayawongchai is the person who is responsible for the highest level of accounting and finance (CFO);

/2 Mrs. Natcha Pochakorn is the person who is directly responsible for the supervision of accounting (Accountant)

Information on the Board of Directors

Composition of the Board of Directors

The Company has a structure of the Board of Directors consisting of qualified persons with a wide range of qualifications in terms of gender, skills, professions, specializations, experience and abilities that are useful and sufficient to perform their duties effectively (Board Diversity). The Board of Directors consists of not less than 5 members, with at least one-third of the total number are independent directors and no less than 3 persons to counterbalance the Board of Directors. Appointment and removal of the Board of Directors is under the power of the shareholders' meeting and not less than half of the directors must reside in the Kingdom.

As of December 31, 2021, the Board of Directors consisted of 10 directors, 4 of which are independent directors, representing one-third of the total number of directors. All 4 independent directors are in accordance with the qualifications of independent directors according to the rules of the Capital Market Supervisory Board.

Board of Directors

As of December 31, 2021, the Board of Directors consisted of 10 directors as follows;

Name	Position
1. Asst Prof Dr. Terdsak Rojsurakitti	Chairman of the Board of Directors / Independent Director
2. Mr. Phisut Areemitra	Independent Director / Audit Committee / Chairman of Nomination and Remuneration Committee
3. Mrs.Kwantieda Wattanaworakijkul	Independent Director / Chairman of Audit Committee / Nomination and Remuneration Committee
4. Dr. Renu Ubol	Independent Director / Audit Committee
5. Mr.Amarin Pataranavig ⁽¹⁾	Director
6. Mr.Nanthiya Darakananda ^{(1) (2)}	Director / Nomination and Remuneration Committee / Chairman of the Executive Committee / Chairman of the Risk Management Committee
7. Mr. Tanakorn Vidhayasirinun ⁽¹⁾	Director
8. Dr. Manas Suphap ⁽²⁾	Director / Executive Committee / Risk Management Committee
9. Mr. Boontalerng Khampuanboot ⁽²⁾	Director / Executive Committee / Risk Management Committee
10. Ms. Yodjuta Kunjara na Ayudhya ^{(2) (3)}	Director / Executive Committee / Risk Management Committee

Remark:

⁽¹⁾ is a representative from a major shareholder (Mr. Sumeth Darkananda) who was sent to act as the Company director. In this regard, Mr. Sumeth is regarded as the person who has control over the business according to the Notifications of the Securities and Exchange Commission No. 17/2551 Re: Determination of Definitions in Notifications related to the Issuance and Offer for Sale of Securities

⁽²⁾ A director who is an executive

⁽³⁾ Company's secretary appointed by the Board of Directors Meeting No. 5/2019 on August 26, 2019. Ms. Yodjuta passed the training courses related to the duties in the position of the Company Secretary and has knowledge and understanding of the principles and practices of good corporate governance, as well as experience in working as the secretary, including other qualifications that can support the Company's secretarial works effectively and efficiently (Details of duties and responsibilities of the Company Secretary appear in Section 7.6.1 (1) Company Secretary page 125-126)

Director with Signing Authority

The directors with signing authority on behalf of the Company are Mr.Nanthiya Darakananda, Mr. Tanakorn Vidhayasirinun, Dr. Manas Suphap, Mr. Boontalerng Khampuanboot, Ms. Yodjuta Kunjara na Ayudhya, 2 of which from 5 directors jointly sign and affix the Company's seal.

Power Limitation

- None -

Roles and Duties of the Board of Directors

The Board of Directors is the entity who has been entrusted by the shareholders to act in the management of the organization on their behalf. They are responsible for the supervision of the Company's business in accordance with its objectives, regulations, including the resolutions of the Board of Directors and the resolutions of the shareholders meeting (Duty of Obedience) with honesty (Duty of Loyalty), caution (Duty of Care), responsibility. (Accountability, Ethic) and disclosure of information with accurate, complete, transparent and in a timely manner (Duty of Disclosure).

The Board of Directors has the duty to control and supervise (Monitoring and Supervision) the management to operate in accordance with the vision, mission, goals, strategies, guidelines, policies, business plans, including the Company's specified budget approved by the Board of Directors. The Board of Directors has delegated powers, duties and responsibilities to the Chief Executive Officer in monitoring the business operations, daily administration and making decisions on important matters of the Company, as well as supervising the duties of the management to ensure they are in accordance with the work plans, budgets, goals and business policies as approved by the Board of Directors. These powers and duties are clearly separate from those of chairman of the Board of Directors.

In addition, the Board of Directors has appointed various sub-committee to take care of specific tasks as appropriate and for the best interest of the Company, as well as may hire external independent consultants from or experts in other professions, specifically in that matter to give their opinions and suggestions, if deemed necessary and appropriate at the expense of the Company.



For details on the scope of powers, duties and responsibilities of the Board of Directors, you can read more from the Company's website at topic "Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>)

Term of Office of the Board of Directors

1. At the annual general shareholders' meeting, one third of the total number of directors must resign. In case the number of directors cannot be divided exactly into 3 parts, the number closest to one-third of the Board of Directors shall resign. Those who have been in office for the longest time shall be considered. In addition, the directors who were removed from the said position may be re-elected.
2. In addition to the removal from the Board of Directors, directors may be removed from office upon
 - Death
 - Resignation
 - Lack of qualifications or having prohibited characteristics under this Charter, regulations, law of public limited Company, Securities and Exchange Law and any other relevant laws
 - The shareholders' meeting passed a resolution for removal as stipulated in the law on public limited Company in Section 76
 - An order issued by the court

3. Any director who wants to resign must notify the chairman of the Board of Directors in writing no less than 30 days in advance and shall be effective from the date the resignation notification reaches the Company or at the date specified for the resignation to be effective, regardless of which is the latest date.
4. In the event that the director's position is vacant due to reasons other than by the term of office, the Board of Directors shall pass a resolution with a vote of no less than three-fourths of the remaining directors to select qualified persons. Any director with prohibited characteristics shall not become a replacement at the Board of Directors meeting at the next time unless the remaining term of the director is less than 2 months

In this regard, the person who is appointed as a replacement will be in the position only equal to the remaining term of the director he / she replaces.

5. Independent directors can hold office for a term of no more than 3 consecutive terms or no more than 9 years, regardless of which is the longer. In the event that the Board of Directors deems it necessary to request independent directors who have been in office for a period of time as specified continue to hold office, the Board of Directors is authorized to extend the term of office of independent directors, as deemed appropriate.

Sub-committee Information

The Board of Directors has appointed 4 sub-committees, consisting of the Audit Committee, the Executive Committee, the nomination and remuneration committee and the risk management committee. In this regard, all these committees are to help consider, screen and take action in making decisions on certain matters as the Board of Directors has determined scope, authority, duties and responsibilities in the charter of various sub-committees.



For details of the scope of powers, duties and responsibilities of the Board of Directors, you can read more from the Company's website at topic "Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>)

Audit Committee

As of December 31, 2021, the Audit Committee consists of 3 directors, with the names as follows:

Name	Position
1. Mrs.Kwantieda Wattanaworakijkul	Chairman of Audit Committee
2. Mr. Phisut Areemitra	Audit Committee
3. Dr. Renu Ubol	Audit Committee

In this regard, Mrs. Kwantieda Wattanaworakijkul is an Audit Committee member with knowledge in accounting, sufficient understanding and experience to be able to audit the reliability of the Company's financial statements. Ms. Ampaiporn Sirisuksa, Manager of internal audit, is the secretary of the Audit Committee.

Roles of Audit Committee

The Audit Committee is responsible for reviewing the accuracy of the Company's financial reports, directing the internal control and audit system in appropriate and effective ways and considering related party transactions, transactions with conflicts of interest or asset acquisition and disposal that are significant. In this regard, the purpose of this practice is to comply with the law, various rules and regulations of the Stock Exchange of Thailand or related agencies, as well as review the organization's risk management system to suit the Company's business operations.

The Audit Committee has the authority to consider, appoint, transfer and dismiss the Head of Internal Audit Department, as well as consider the nomination of independent persons to act as the Company's auditors and the remuneration of such persons, including performing duties of the Internal Audit Department and the Company's auditors.

In addition, the Audit Committee may perform any other duties as assigned by the Board of Directors with the approval of the Audit Committee, as well as hiring external independent consultants or experts in other specific professions to give their opinion and advice if deemed necessary and appropriate by the expense of the Company.



For details of the scope of powers, duties and responsibilities of the Board of Directors, you can read more from the Company's website at topic "Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>)

Audit Committee's Term of Office

1. The Audit Committee has a term of office according to the term of the Board of Directors.

In this regard, the Audit Committee who was dismissed upon the expiration of the term may be reappointed as an Audit Committee member.

2. Audit Committee will be dismissed when

- Death
- Resignation
- Lack of qualifications or having prohibited characteristics under this Charter, regulations, law of a public limited Company, Securities and Exchange Law and any other relevant laws.
- Board of Directors' meeting or the shareholders' meeting has a resolution to resign, as the case may be
- Order issued by the court

3. The Audit Committee who wants to resign from the position must notify the Chairman of the Board of Directors in writing no less than 30 days in advance.

4. In the event that the position of the Audit Committee is vacant due to reasons other than by the term of office, the Board of Directors shall appoint a person who is fully qualified and does not possess any prohibited characteristics as a replacement by 90 days from the date the Audit Committee does not meet the specified criteria. The person elected to replace the aforementioned Audit Committee will remain in office only for the remaining term of the director he / she replaces.

Executive Committee

As of December 31, 2021, the Executive Committee consists of 5 directors with the names as follows:

Name	Position
1. Mr.Nanthiya Darakananda	Chairman of the Executive Committee
2. Mr. Boontalerng Khampuanboot	Executive Committee
3. Dr. Manas Suphap	Executive Committee
4. Ms. Yodjuta Kunjara na Ayudhya	Executive Committee
5. Mr. Rachan Arayawongchai ⁽¹⁾	Executive Committee

Remark :

⁽¹⁾ The Board of Directors' meeting No. 4/2021, held on August 16, 2021, had a resolution to appoint a member of the Executive Committee.

In this regard, Ms. Jiranan Komsai is the secretary of the Executive Committee, as assigned.

Roles and Duties of the Executive Committee

The Executive Committee is responsible for setting the guidelines and managing the Company's business in accordance with the law, objectives, rules, regulations, policies, resolutions of the Board of Directors' meeting and of the Company's shareholders meeting. It is also responsible for reviewing business operations in accordance with the vision, mission, mission, goals, strategies, policies, plans and budgets of the Company and its subsidiaries. Furthermore, it determines the organizational structure and powers to be appropriate for the business, considers and scrutinizes the management's proposals related to the Company's business operations, development, investment, business expansion, with seeking and evaluating new business investment opportunities proposed to the Board of Directors' meeting for consideration and approval or various investment projects under the framework of the powers granted by the Board of Directors.

The Board of Directors has the authority to consider and approve the usual business transactions of the Company. According to the investment budget or budget approved by the Board of Directors, the limit for each transaction shall be as specified in the Company's authority manual (Authorization Manual) which has been approved by the Board of Directors' meeting. However, it will not be more than the annual budget approved by the Board of Directors, including making various contracts related to such matters.

Authorization Manual of the Company

Detail	Position	Board of Directors	Executive Committee	Chief Executive Officer
1. Approve the annual capital expenditure budget.		Approved by Board of Directors	-	-
2. Approve the investment in real estate or leasehold real estate that is over 3 years.		Approved by Board of Directors	-	-
3. Approve additional investment budget during the year/ per year.		Exceed 50 million baht	Not exceed 50 million baht	Not exceed 20 million baht
4. Approve the transfer of investment budget / per year.		Exceed 10 million baht	Not exceed 10 million baht	Not exceed 5 million baht
5. Approve the annual expenditure budget.		Approved by Board of Directors	-	-
6. Approve additional budgets for expenses during the year / per year.		Exceed 10 million baht	Not exceed 10 million baht	Not exceed 5 million baht
7. Approve the transfer of expense / annual budget		Exceed 10 million baht	Not exceed 10 million baht	Not exceed 5 million baht
8. Approve the procurement of goods or services to sell or provide to customers (in the case of purchasing in the country)		Exceed 20 million baht	Not exceed 20 million baht	Not exceed 10 million baht
9. Approve the procurement of goods or services to sell or provide to customers (in case of purchasing abroad)		Exceed 2 million dollars	Not Exceed 2 million dollars	Not Exceed 2 million dollars
10. Approve the bidding price of the work / per time		Exceed 150 million baht	Not exceed 150 million baht	Not exceed 100 million baht

Remark :

1. The Company's Authority Manual has been updated recently, approved by the Board of Directors' meeting No. 4/2021 on August 16, 2021.
2. In case the Company will make a transaction with a related person, the person of approval authority must consider the criteria for making "connected transactions" under Section 89/12 of the Securities and Exchange Act 1992 and the Notification of the Capital Market Board No.21/2551 and the Notification of the Board of Governors of the Stock Exchange of Thailand, Subject: Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions 2003
3. In the event that the Company will make a transaction to buy or sell assets of the Company or its subsidiary, the person of approval authority must consider the criteria for doing "Acquisition and Disposition of Assets Transactions" under Section 89/29 of the Securities and Exchange Act B.E. 2535 and the Capital Market Board Notification No. 20/2551. is the acquisition or disposition of property
4. Persons authorized to approve such transactions will not be able to approve transactions that they have a stake or interest.

In addition, the Executive Committee may perform any other duties as assigned by the Board of Directors on a case-by-case basis, including hiring an external independent consultant or experts in other specific professions to give their opinion and advice if deemed necessary and appropriate by the expense of the Company.



For details of the scope of powers, duties and responsibilities of the Board of Directors, you can read more from the Company's website at topic "Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>)

The Executive Committee's Term of Office

1. The Executive Director has a term of office of 3 years. In case the executive director is a director of the Company, the term of office shall be in accordance with the term of office of the director of the Company.

In this regard, the Executive Director who dismissed upon the expiration of the term may be reappointed as an Executive Director.

2. Executive Committee will be dismissed when

- Death
- Resignation
- Lack of qualifications as an executive director as stipulated in this charter or under any other relevant law.
- The meeting of the Board of Directors or the shareholders' meeting has a resolution to dismiss, as the case may be.
- Order issued by the court.

3. Any executive director who wants resign from the position must notify the Chairman of the Board of Directors in writing no less than 30 days in advance.

4. In case the position of the Executive Director is vacant for any reason other than the expiration of the term, the Board of Directors shall appoint a person who is fully qualified to take the position in order to fill the specified number of directors. The person who is appointed as the executive director will hold office only for the remaining term of the director he / she replaces.

Nomination and Remuneration Committee

As of December 31, 2021, the Nomination and Remuneration Committee Consisted of 3 directors. The names are as follows:

Names	Position
1. Mr. Phisut Areemitra	Chairman of Nomination and Remuneration Committee
2. Mrs.Kwantieda Wattanaworakijkul	Nomination and Remuneration Committee
3. Mr.Nanthiya Darakananda	Nomination and Remuneration Committee

In this regard, Ms. Yodjuta Kunjara na Ayudhya is the secretary of the Nomination and Remuneration Committee as assigned

Roles and Duties of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for determining the criteria, policies, methods and procedures for the nomination of persons to serve as directors and sub-committees of the Company. Its main duty is to recruit qualified persons with knowledge, skills, experience and competence in specific business-related areas or the main industry where the Company operates to take the position of director. Then it will be proposed to the Board of Directors for consideration and approval and/or to propose for approval to the shareholders meeting, as the case may be. This includes considering the nomination of suitable persons to be the Chief Executive Officer, as well as considering the criteria for succession of senior management positions and to ensure that there is an appraisal of the Board of Directors' performance, director and the Chief Executive Officer annually according to the established criteria.

For the consideration of remuneration, the Nomination and Remuneration Committee is responsible for determining the form, criteria and policy for determining the remuneration of the Board of Directors, Sub-Committees and senior management as appropriate and reasonable compared to the same industry, regardless of the monetary or other compensation.

In addition, the Executive Committee may perform any other duties as assigned by the Board of Directors on a case-by-case basis, including hiring an external independent consultant or experts in other specific professions to give their opinion and advice, if deemed necessary, and appropriate at the expense of the Company.



For details of the scope of powers, duties and responsibilities of the Board of Directors, you can read more from the Company's website at topic "Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>)

Nomination and Remuneration Committee's Term of Office

1. The Nomination and Remuneration Committee has a term of office according to the term of office of the Company director.

The Nomination and Remuneration Committee who was dismissed upon the expiration of the term may be reappointed as a Nomination and Remuneration Committee member.

2. Nomination and Remuneration Committee will be dismissed when
 - Death
 - Resignation
 - Lack qualification from being the Nomination and Remuneration Committee as stipulated in this charter or under any other relevant law.
 - Board of Directors meeting or the shareholders meeting has a resolution to dismiss, as the case may be.
 - Order issued by the court.
3. The Nomination and Remuneration Committee who wants to resign from the position must notify the Chairman of the Board of Directors in writing no less than 30 days in advance.
4. In case the position of the Nomination and Remuneration Committee is vacant due to reasons other than by the term of office, the Board of Directors shall appoint a person who is fully qualified to take the position in order to fill the specified number of directors. The person who is appointed as a member of the Nomination and Remuneration Committee will hold office only for the remaining term of the director he / she replaces.

Risk Management Committee

As of December 31, 2021, the Risk Management Committee consists of 5 directors. The names are as follows:

Names	Position
1. Mr.Nanthiya Darakananda	Chairman of Risk Management Committee
2. Dr. Manas Suphap	Risk Management Committee
3. Mr. Boontalerng Khampuanboot	Risk Management Committee
4. Mr. Rachan Arayawongchai	Risk Management Committee
5. Ms. Yodjuta Kunjara na Ayudhya ⁽¹⁾	Risk Management Committee

Remark :

⁽¹⁾ The Board of Directors Meeting No. 4/21, held on August 16, 2021, had a resolution to appoint a member of the Risk Management Committee.

In this regard, Ms. Ampaiporn Sirisuksa is the secretary of the Risk Management Committee as assigned.

Roles and Duties of the Risk Management Committee

The Risk Management Committee is responsible for monitoring compliance with the risk management policy, implementation of risk management, including analysing, evaluating, managing and monitoring the risk management process in accordance with the Company's risk management policy, by providing an assessment of the potential risks and the trend of impacts that they may have on the organization.



For details of the scope of powers, duties and responsibilities of the Board of Directors, you can read more from the Company's website at topic "Corporate Governance" > "Board Charter" (<https://www.winmed.com/th/corporate-governance/overview>)

Risk Management Committee's Term of Office

1. The Risk Management Committee has a term of office 3 years. In case the Risk Management Committee is a Company Director, the term of the Risk Management Committee is according to the term of the Company Director.

In this regard, the risk management committee who is dismissed upon the expiration of the term may be reappointed as the risk management committee.

2. Nomination and Remuneration Committee will be dismissed when

- Death
- Resignation
- Lack qualification from being the Nomination and Remuneration Committee as stipulated in this charter or under any other relevant law.
- Dismissed as Chief Executive Officer or removed from being an executive responsible for the Company's risks
- Board of Directors' meeting or the shareholders meeting has a resolution to dismiss, as the case may be.
- Order issued by the court

3. The Risk Management Committee who wants to resign from the position must notify the Chairman of the Board of Directors in writing no less than 30 days in advance.
4. In case the position of Risk Management Committee is vacant due to reasons other than by the term of office, the Board of Directors shall appoint a person who is fully qualified to take the position. The person who is appointed to be a member of the risk management committee will be in office only for the remaining term of the director he / she replaces.

Executive Information

Executive

As of December 31, 2021, there are 7 executives according to the definition of the Office of the Securities and Exchange Commission, with the names as follows:

Names	Position
1. Mr.Nanthiya Darakananda ^{(1) (2)}	Chief Executive Officer
2. Dr. Manas Suphap ⁽¹⁾	Chief Executive Officer of Sales and Marketing of Women's Healthcare Products and Other Businesses
3. Mr. Boontalerng Khampuanboot ⁽¹⁾	Chief Executive Officer of Sales and Marketing of Blood Bank Diagnostic Products
4. Mr. Rachan Arayawongchai ^{(1) (2) (3)}	Chief Financial Officer
5. Ms. Yodjuta Kunjara na Ayudhya ⁽¹⁾	Chief Operating Officer
6. Ms. Thidapat Promsuwan ⁽⁴⁾	Deputy Chief Accounting Officer
7. Mrs. Natcha Phochakon ⁽⁵⁾	Accounting Manager

Remark :

- ⁽¹⁾ Executives as defined in the Notification of the Securities and Exchange Commission No. 17/2551 Re: Determination of Definitions in Notifications Regarding Issuance and Offering of Securities.
- ⁽²⁾ Chief Executive Officer and Chief Financial Officer, qualifications as prescribed in the Notification of the Capital Market Supervisory Board No. 39/2559 Re: Application and Approval for Offer for Sale of Newly Issued Shares.
- ⁽³⁾ Is the person who is responsible for the highest level of accounting and finance. (CFO)
- ⁽⁴⁾ Is a direct supervisor in the line of accounting.
- ⁽⁵⁾ Is the person who is directly responsible for the supervision of accounting (Accountant)

The above executives do not possess any prohibited qualifications and without a criminal offense record in relation to dishonest acts regarding property and do not have history of any transactions that may cause conflicts of interest with the Company in the past year.

Chief Executive Officer

The Board of Directors has the authority to consider appointing the Chief Executive Officer. As the nomination and remuneration committee has considered and nominated persons who are suitable to hold such positions, the Chief Executive Officer has the scope of powers, duties and responsibilities as follows:

1. Manage business operation plan and operating strategy and manage the day-to-day operations of the Company.
2. Decide on important matters of the Company and set missions, objectives, guidelines and policies of the Company, including management control in various fields of tasks.
3. Supervise the performance of the management's duties in accordance with the work plans, budgets, goals and business policies as approved by the Board of Directors.
4. Being the person who has the authority to command, contact, give orders, as well as to sign any contracts, documents, orders, notifications as specified in the manual on the authority for operations.
5. Maintain the power to order and issue rules, regulations, and announcements related to the business operation and in accordance with various policies for the interest of the Company's management.
6. Maintain the power to hire, appoint, transfer, dismiss and terminate the Company's employees as deemed appropriate for positions that are not under the authority of the Board of Directors or sub-committee, as well as determine the scope of powers, duties and reasonable remuneration of employees at different levels under the framework and policies of the Company that have been laid.
7. Maintain the power to set trade terms for the interest of the Company.
8. Consider investing in new businesses or the dissolution of the business and present them to the Executive Committee and/or the Board of Directors.
9. Track Company and its subsidiaries performance measures by requiring performance results of various parties be reported regularly.
10. Operate in accordance with the rules of the Office of the Securities and Exchange Commission, Stock Exchange of Thailand regarding connected transactions and the property transactions that have been acquired and disposed, including the Company's regulations which have been approved by the Board of Directors' meeting.
11. Represent the Company in communication with shareholders and investors, as well as supporting the establishment of communication channels adequately and appropriately by strictly following standardized, accurate, complete and transparent information disclosure guidelines.
12. Approve and appoint consultants in various fields necessary for the Company's business operations.
13. Perform any acts as assigned by the Executive Committee and/or the Board of Directors.

The assignment of duties and responsibilities of the Chief Executive Officer as mentioned above does not include authority and/or sub-authorizations to approve any items that he or she has or subordinates or persons who may have conflicts (as defined by the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or the relevant agencies announced) of interest or conflict of interest with the Company or its subsidiaries. The Chief Executive Officer has no authority to approve any such actions. The matters mentioned above must be proposed to the Board of Directors meeting and/or the shareholders meeting (as the case may be) for further consideration and approval except for the approval of usual business course and normal trading conditions which are in accordance with the announcements of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant agencies.

For details about the profile of the executive, persons assigned the highest responsibility in accounting and finance and those who are directly responsible for supervising accounting, it is in attachment 1, Details of Directors, Executives, Authorized Persons, Persons Assigned for the Highest Responsibility in Accounting and Finance, Persons Assigned to be Directly Responsible for the Supervision of Accounting and Company Secretary.

Remuneration Policy for Executive Directors and Executives

The Company has clearly set a framework and the director's remuneration policy at an appropriate level to the duties and responsibilities and in accordance with the remuneration of companies in the same industry and of similar size. Improvement will be made when changes occur. The remuneration must be suitable and sufficient to motivate and retain qualified directors. Nomination and Remuneration Committee membership will annually consider and propose the director's remuneration to board of directors' meeting and the shareholders' meeting to consider and approve.

- **Director's remuneration** Remuneration is set in monetary terms only for meeting fees without other remunerations such as bonus, fixed salary, etc. The director who is an executive, employee, major shareholder or representative of a major shareholder has no right to receive remuneration as a director or sub-committee member.
- **Executive's remuneration** Remuneration is monetary remuneration in the form of a fixed salary which is set at a suitable rate for the position and workload. Bonuses are paid and social security funds are contributed with post-employment and other welfare benefits for executives and employees. In the event that the Company has profits from its business operations, it will consider the bonus payment in order to create morale for executives and employees. The bonus payment will be considered based on the net profit and success according to the KPI set by the Company of each employee and department. In addition, the Company has set other remuneration packages such as provident fund to executives and employees at the rate of 2% of the salary based on service years.

In this regard, the remuneration of directors and executives for 2021 was approved by the Board of Directors' meeting No. 2/2021 on February 24, 2021, where the Board of Directors saw that the remuneration of directors is appropriate and in accordance with the rules and as proposed to the annual general shareholders' meeting for 2021 for further consideration and approval.

Director and executive's remuneration

(1) Monetary Remuneration

(n) Director's Remuneration

At the meeting of the Board of Directors No. 2/2021, on February 24, 2021, there was a resolution to approve the remuneration of the Board of Directors, Audit Committee and other sub-committees for 2021, which have been proposed to the general shareholders' meeting 2021 for approval already. The details are as follows.

Director's Meeting Fee

Position	Meeting Fee (Baht/Time/Person)
1. Board of Directors	
- Chairman	30,000
- Director	15,000
2. Audit Committee	
- Chairman	20,000
- Director	15,000
3. Sub-committee	
- Chairman	15,000
- Director	10,000

Remark :

- Other sub-committee means the Nomination and Remuneration Committee, Executive Committee and risk management committee.
- Remuneration is determined the Company in comparison within the same industry and as listed in the Stock Exchange of Thailand. The remuneration has been considered by the nomination and remuneration committee.
- Executive directors, Company employees, major shareholders or representatives of major shareholders have no right to receive remuneration as a director or sub-committee members. There are 6 directors who are not entitled to receive such remuneration as follows:
 - Mr. Amarin Pataranavig represents major shareholder (Mr. Sumeth Darakananda).
 - Mr. Tanakorn Vidhayasirinun represents major shareholder (Mr. Sumeth Darakananda).
 - Mr. Nanthiya Darakananda is an executive who is an employee of the Company and represents major shareholder (Mr. Sumeth Darakananda).
 - Dr. Manas Suphap is an executive who is an employee of the Company.
 - Mr. Boontalerng Khampuanboot is an executive who is an employee of the Company.
 - Ms. Yodjuta Kunjara na Ayudhya is an executive who is an employee of the Company.

Director's Bonus

-None-

Summary Table of the Board of Directors' Remuneration and Sub-Committee Members for 2021

(From 1 January 2021 – 31 December 2021)

Unit : Baht

Director's Name	2021					
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk management committee	Executive Committee	Total
1.Asst Prof Dr. Terdsak Rojsurakitti ⁽¹⁾	150,000.00	-	-	-	-	150,000.00
2.Mr. Phisut Areemitra ⁽²⁾	75,000.00	90,000.00	15,000.00	-	-	180,000.00
3.Mrs.Kwantieda Wattanaworakijkul ⁽³⁾	75,000.00	120,000.00	10,000.00	-	-	205,000.00
4.Dr. Renu Ubol	75,000.00	90,000.00	-	-	-	165,000.00
5.Mr.Amarin Pataranavig	-	-	-	-	-	-
6.Mr.Nanthiya Darakananda ⁽⁴⁾	-	-	-	-	-	-
7.Mr. Tanakorn Vidhayasirinun	-	-	-	-	-	-
8.Dr. Manas Suphap	-	-	-	-	-	-
9.Mr. Boontalerng Khampuanboot	-	-	-	-	-	-
10.Ms. Yodjuta Kunjara na Ayudhya	-	-	-	-	-	-
Total	375,000.00	300,000.00	25,000.00	-	-	700,000.00

Remark:

⁽¹⁾ Chairman of the Board of Directors

⁽²⁾ Chairman of the Nomination and Remuneration Committee

⁽³⁾ Chairman of the Audit Committee

⁽⁴⁾ Chairman of the risk management committee and Executive Committee

(B) Executive remuneration

The Company and its subsidiaries have executive remuneration in 2019 and 2020 as follows:

Executive Remuneration	2020		2021	
	Amount (People)	Million Baht	Amount (People)	Million Baht
Salary and other remuneration ^{/1}	5	26.69	5	25.98

Remark :

^{/1} Other remunerations include bonuses, social security contributions, post-employment benefits and other welfare.

(2) Other Remuneration

(A) Provident Fund

The Company pays contributions to the provident fund for the executives at the rate of 2% of the salary according to the duration of service. In 2019, 2020 and 2021, the Company does not contribute to the fund due to the situation of COVID-19 and the time extension granted by the Ministry of Finance for employers and employees to postpone their contributions until December 2021. As the Company completed the fund establishment on November 13, 2020, the Company is going to contribute to the provident fund from 2022 onwards.

(B) Allocation of newly-issued ordinary shares to directors, executives and employees of the Company

The resolution of the annual general shareholders' meeting No. 1/2020, held on August 28, 2020, was to allocate the Company's newly-issued ordinary shares in the amount of not more than 30,000,000 shares, representing 25 percent of the number of shares offered for sale in the IPO. The shares were provided to the Company's patrons not more than 18,000,000 shares, equivalent to 15 percent of the number of shares offered for IPO, and allocated to directors, executives, employees of the Company and its subsidiaries not more than 12,000,000 shares, equivalent to 10% of the shares in IPO. The Chief Executive Officer of the Company will allocate shares to any person and/or in any amount as much as possible or refuse to allocate shares to any person. In case there are remaining shares from the offering to the executives and employees of the Company and subsidiaries, including the remaining shares from the offering to the Company's patrons, such shares will be offered as an initial public offering (IPO).

In addition, for the allocation of the Company's newly-issued ordinary shares to the directors and the executives of the Company and its subsidiaries, the Company has allocated the right to subscribe for newly-issued shares in the initial public offering (IPO) in the amount of not more than 12,000,000 shares, representing 10 percent of the number of shares offered for sale in the IPO of the Company for sale to persons who have a relationship with the Company ; directors and executives of the Company and its subsidiaries at an offering price equal to the initial public offering (IPO) price. The details of the directors, executives and employees allocated and subscribed for the shares are as follows;

No.	Name-Surname	Position / Company	Number of shares received, no more than (shares)	Number of shares subscribed (shares)
1	Asst Prof Dr. Terdsak Rojsurakitti	Chairman of the Board of Directors / Independent Director	400,000	400,000
2	Mr. Phisut Areemitra	Board of Directors / Independent Director / Audit Committee	350,000	350,000
3	Mrs.Kwantieda Wattanaworakijkul	Board of Directors / Independent Director / Chairman of the Audit Committee	350,000	350,000
4	Dr. Renu Ubol	Board of Directors / Independent Director / Audit Committee	350,000	350,000
5	Mr.Amarin Pataranavig	Board of Directors	300,000	300,000
6	Mr. Tanakorn Vidhayasirinun	Board of Directors	300,000	300,000
7	Mr.Nanthiya Darakananda	Board of Directors / Chief Executive Officer	4,334,700	4,334,700
8	Dr. Manas Suphap	Board of Directors / Chief Executive Officer of Sales and Marketing of Women's Healthcare Products and Other Businesses	686,800	686,800
9	Mr. Boontalemg Khampuanboot	Board of Directors / Chief Executive Officer of Sales and Marketing of Blood Banking Diagnostic Products and Stem Cell Science	554,700	554,700
10	Ms. Yodjuta Kunjara na Ayudhya	Board of Directors / Chief Operating Officer	680,400	680,400
11	Mr. Rachan Arayawongchai	Chief Financial Officer	51,600	51,600
Total allocation of ordinary shares to directors and executives			8,358,200	8,358,200
Total allocation of ordinary shares to employees			3,641,800	3,641,800
Total allocation of ordinary shares to directors, executives and employees			12,000,000	12,000,000

Remark :

/1 After the initial public offering of ordinary shares at this time, Mr.Nanthiya Darakananda will have a shareholding of no more than 1.08% of the total shares after the initial public offering of ordinary shares at this time. 3 independent directors and Audit Committee members hold no more than 1% of the total shares with voting rights of the Company after the initial public offering of ordinary shares at this time.

Employee Information

(1) The number of personnel of the Company and subsidiaries (excluding executives)

The Company and its subsidiaries have employees categorized by department as of 31 December 2020 and as of 31 December 2021 as follows:

Type / Department	2020	2021
1. Accounting	11	9
2. Credit Limit Control and Debt Collection	11	12
3. Human Resources	3	3
4. Sales Coordination	9	12
5. Purchasing and overseas	4	4
6. Sales	60	57
7. Information and Technology	2	2
8. Warehouse	5	5
9. Transportation	5	5
10. Engineering and Maintenance	18	14
11. Product Research and Development Department	3	4
12. Regulatory Affair and Import	4	4
13. General Administration and Building Department	7	7
14. Legal and Compliance	1	1
15. Internal Audit	1	2
16. Investor Relations	-	2
Total employees	144	143

(2) Significant change in the number of employees during the past year

The Company and its subsidiaries were without any significant changes in the number of employees in the past year.

(3) Personnel remuneration of the Company and its subsidiaries

The Company and its subsidiaries remuneration for personnel in 2020 and 2021 are as follows;

Personnel Remuneration	2020	2021
Salary and annual bonus	56.98	66.33
Other remuneration		
- Social insurance fund	0.87	0.74
- Insurance and health insurance fund	0.54	0.62
Total (Unit : Million Baht)	58.39	67.70

(4) Provident Fund

The Company has established a provident fund under the management of the SCB Master Fund according to the Provident Fund Act B.E.2530. The Company and its subsidiaries will deduct 3 percent from their wages and will pay contributions to the Fund at the rate of 2 percent of the salary according to the employee's service duration. It has been effective on 1 November 2020 onwards.

(5) Major labour disputes in the past year

During the past year, the Company did not have labour disputes that causes a significant impact on the Company's business operations.

(6) Personnel Development Policy

The Company and subsidiaries realize and place great importance on employees of the Company because the Company believes that employees are important factors that will help lead the Company to succeed in accordance with the objectives of the Company. Therefore, it encourages the development of knowledge of employees continuously, enhances corporate culture and a good working environment as well as promotes team work team and treats all employees politely.

Employee Training (Number of courses)

	2020	2021
Employee training (Unit:Time)	26	24

Other Important Information

List of persons who are directly responsible for accounting supervision, Company Secretary, head of internal audit, external internal auditors, head of the Company's compliance department with the following details:

(1) Company Secretary

In order to comply with Section 89/15 of the Public Company Act B.E. 2535, the Board of Directors is required to provide a Company Secretary to be responsible for various actions on behalf of the Company or the Board of Directors, as the case may be. The resolution of the Board of Directors meeting No. 5/2019 held on August 26, 2019 was that Ms. Yodjuta Kunjara na Ayudhya was appointed to be the Company Secretary. (Details of Directors, Executives, Authorized Persons, Persons Assigned for the Highest Responsibility in Accounting and Finance, Persons Assigned to be Directly Responsible for the Supervision of Accounting and Company Secretary of Winnergy Medical Public Company Limited) with the scope of powers, duties and responsibilities as follows:

1. Give advice on rules, regulations, laws, guidelines and principles related to business that the Board of Directors should be aware of.
2. Perform duties with responsibility, care and honesty as well as comply with the law, objectives, the Company's regulations, resolution of the directors as well as resolution of shareholders meeting and to coordinate to ensure the resolutions of board of directors and the shareholders meeting will be followed.

3. Supervise and arrange for board of directors' meetings, meetings of various sub-committees, including shareholders' meeting.
4. Prepare and maintain the following documents
 - 4.1. Register of directors.
 - 4.2. Notice of directors' meetings, the minutes of board of directors' meetings and the Company's annual report.
 - 4.3. Notice of the shareholders' meeting and the minutes of the shareholders' meeting.
5. Prepare and maintain a stakeholders' report to be reported by the Board of Directors or executives.
6. Submit a copy of the report on stakeholders under section 89/14 to the chairman of the board and the chairman of the Audit Committee within 7 (seven) business days from the date when the Company receives the report.
7. Take care of information disclosure and information report to the relevant agencies entirely in order to comply with the law.
8. Liaise with relevant regulatory agencies such as the Stock Exchange of Thailand, Securities and Exchange Commission, Thailand Securities Depository, etc.
9. Provide Board Orientation for new directors to be informed of the Company's information, rules and regulations, governance policies and business ethics in order to function perfectly and efficiently.
10. Provide information and advice to the directors in relation to the development and succession plans.
11. Supervise and give advice to the directors on the development and improvement of the self-assessment guidelines of directors in accordance with and appropriate to the nature and condition of the Company's business.
12. Encourage directors, executives and employees of the Company and its subsidiaries to comply with the principles of good governance.
13. Take other actions as announced by the Capital Market Supervisory Board.
14. Perform any other actions as assigned by the Board of Directors.

(2) Persons Assigned to be Directly Responsible for the Supervision of Accounting.

Mrs. Natcha Pochakon, the Account Manager, is the person who is directly responsible for the supervision of accounting, overseeing the efficiency of the Company's accounting transactions and in accordance with the rules, regulations, rules of the Company and accounting standards. Mrs. Natcha Pochakon joined the Company's accounting department since July 1, 2010. Information and related details of those who are directly responsible for accounting supervision (details are in Attachment 1 "Details of Directors, Executives, Authorized Persons, Persons Assigned for the Highest Responsibility in Accounting and Finance, Persons Assigned to be Directly Responsible for the Supervision of Accounting and Company Secretary).

(3) Head of Internal Audit Department

In November 2021, Winnergy Medical PCL. appointed Ms. Ampaiporn Sirisuksa as head of the Internal Audit Department of the Company, responsible for performing the duties of internal auditors of the Company in order to review and assess the effectiveness and adequacy; to achieve business objectives and goals, minimize potential losses and report to the Audit Committee and the Chief Executive Officer on a quarterly basis.^{/1}

(4) Head of Legal and Compliance

Currently, Ms. Yodjuta Kunjara na Ayudhya is the chief of the Legal and Compliance Department of the Company, responsible for overseeing the operations of the department, giving advice and monitoring compliance with laws, policies, regulations or rules related to the Company's business operations to ensure that the Company is properly managed in accordance with the relevant rules and regulations.

(5) Head of Investor Relations and contact information

The Company has set up an investor relations department in order to liaise with shareholders, investors, analysts, securities companies and related financial institutions with the executive and the Company management, including disclosing information to relevant agencies.

Investors can contact the Investor Relations Department via the main coordinator, Mr. Pattawut Tamuang, Manager of Investor Relations Department. Email : ir@winnergy.co.th

Audit fee at auditor's office

(1) Audit fee

The Company pays the audit fee and/or reviews the financial statements for fiscal year 2021 to the auditors as follows:

Unit: Baht

	2020	2021
Winnergy Medical PCL.		
1. Annual audit fee	1,420,000	700,000
2. Fee for reviewing interim financial statements	1,380,000	750,000
Total	2,800,000	1,450,000
A New Day Co., Ltd.		
1. Annual audit fee	230,000	230,000
2. Fee for reviewing interim financial statements	240,000	270,000
Total	470,000	500,000
Grand total	3,270,000	1,950,000

(2) Non-audit fee

Unit: Baht

	2020	2021
Winnergy Medical PCL.		
1. Miscellaneous fee ^{/1}	80,500	61,900
Total	80,500	61,900
A New Day Co., Ltd.		
1. Miscellaneous fee ^{/1}	15,600	8,500
Total	15,600	8,500
Grand total	96,100	70,400

Remark: ^{/1} Miscellaneous fee includes overtime pay

Key Corporate Governance Performance Report

Summary of Key Governance Performance



Recruiting, developing and evaluating the performance of the Board of Directors

(1) Director qualifications and independent director

The charter of the Board of Directors specifies the qualifications for those who will serve as director as follows:

1. Must be a person with competencies and has experiences from various professions that are beneficial to the Company's business operations. Must have honesty, integrity and ethical business conduct and have enough time to devote time, competencies, and perform duties for the Company to the fullest.
2. Must have qualifications and not have any prohibited characteristics under the law on public limited companies, securities and exchange law and any other relevant laws.

3. Must not have characteristics indicating lack of suitability to be entrusted to provide management services for businesses that are held by public shareholders as prescribed in the Notification of the Securities and Exchange Commission on the Re: Determination of Untrustworthy Characteristics of Company Directors and Executives.
4. The director may not operate a business of the same nature that competes with the business of the Company, its subsidiary or become a partner or director of another juristic person carrying on the same business that competes with the business of the Company, its subsidiary, whether or not for the benefit of oneself or others, unless the shareholders' meeting is notified prior to the resolution to appoint such director.
5. All directors must be able to perform their duties and express their opinions freely and honestly.
6. In case the Company's director is an independent director, they must meet the qualifications outlined in the Notification of Capital Market Supervisory Board No. TorJor. 39/2559 on Re: Application for Approval of an Offer for Sale of Newly Issued Shares Clause 17 (2), as well as the criteria and/or regulations announced by the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Company requires that the Board of Directors must consist of independent directors who are at least one-third of the total number of directors, but must not be less than 3 persons. The Board of Directors has determined the qualifications of independent directors as follows:

- (1) Holding shares no more than 1 percent of the total number of shares with voting rights of the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the authority to control the company. In this regard, the shareholding of related persons of that independent director shall also be counted.
- (2) Not being or having been a director who participates in the management, a worker, an employee, or an advisor who receives a regular salary; or controlling person of the Company, parent company, subsidiary company, associated company, same-level subsidiary company, major shareholder or the Company's controlling person unless the aforementioned relationship has been terminated for no less than 2 years prior to the date of being appointed as an independent director. However, such prohibited characteristics do not include the case where the independent director used to be a government official or a consultant of the government sector that is a major shareholder or has the authority to control the Company.
- (3) Not being a person who is related by blood or by legal registration in the form of father, mother, spouse, siblings and children including spouses of children of other directors, executives, major shareholders, controllers or a person who will be nominated to be a director, executive or the person who has the authority to control the Company.
- (4) Does not have or had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the authority to control the company in a manner that may impede the exercise of one's independent judgment. This includes not being or having been a significant shareholder or a controlling person of a person having a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or the person who has the authority to control the Company unless the aforementioned characteristics have been terminated for no less than 2 years prior to the date of being appointed as an independent director.

The first paragraph's business relationship includes normal trading transactions for the business of leasing or lending real estate, items about assets or services or giving or receiving financial assistance by accepting or lending, guaranteeing, and placing assets as collateral for liabilities, as well as other similar behaviors that result in the Company or the counterparty having debt obligations to be paid to the other party from 3 percent of the Company's net tangible assets or 20 million baht or more, whichever is less. The calculation of such indebtedness shall be in accordance with the method for calculating the value of connected transactions under the Notification of the Capital

Market Supervisory Board on Re: Rules on Connected Transactions mutatis mutandis. However, in considering such a debt burden, the debt obligations incurred within 1 year prior to the date of the business relationship with the same person shall be included.

- (5) Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, a major shareholder or the Company's controlling person. The person also not a significant shareholder, a controller or a partner of the audit firm which has auditors of the Company, parent company, subsidiary company, associated company, major shareholder or the Company's controlling person unless the aforementioned characteristics have been terminated for no less than 2 years prior to the date of being appointed as an independent director.
- (6) Not being or having been a provider of any professional services, including legal advisory services or a financial advisor who receives service fees of more than 2 million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder, or the person who has the authority to control the Company and is not a significant shareholder, a controller, or a partner of that professional service provider unless the aforementioned characteristics have been terminated for no less than 2 years prior to the date of being appointed as an independent director.
- (7) Not being a director appointed to represent the Company's director, a major shareholder or a shareholder who is related to a major shareholder.
- (8) Does not operate a business with the same condition and is a significant competitor with the Company's business or a subsidiary or not being a significant partner in the partnership or being a director who takes part in the management, a worker, an employee, a consultant who receives a regular salary or holds more than 1 percent of the total number of shares with voting rights of other companies which operate businesses with the same condition and is significant competition with the Company's business or a subsidiary.
- (9) Does not have any other characteristics that prevent him from expressing independent opinions on the Company's operations.

After being appointed as an independent director with the characteristics in (1) to (9), an independent director may be assigned by the Board of Directors to decide on the operations of the company, parent company, subsidiary company, associated company, same-level subsidiary, major shareholder or the person who has the authority to control the company with a decision in the form of a collective decision.

In the event that the person appointed by the Company to be an independent director is a person who has or had a business relationship or provide professional services in excess of the value specified under (4) or (6), the Company shall be granted a waiver of the prohibition on having or had a business relationship or providing professional services in excess of such value when the Company has provided an opinion of the Board of Directors showing that it has considered in accordance with Section 89/7 that the appointment of such person did not affect the performance of duties and independent opinions. The following information shall be disclosed in the notice of the shareholders' meeting in the agenda to consider the appointment of independent directors.

- (1) Nature of business relationships or providing professional services that cause such persons to have qualifications that do not meet the specified criteria
- (2) The reason and the necessity to remain or appoint such a person to be an independent director
- (3) Opinion of the Company's Board of Directors in proposing the appointment of such person as an independent director

For the benefit of clauses (5) and (6), the word “partner” means a person assigned by the audit firm or professional service providers to be the person to sign the audit report or professional service reports (as the case may be) on behalf of that juristic person.

(2) Nomination of directors and chief executive

Nomination and appointment of directors and chief executive

The Nomination and Remuneration Committee is in charge of identifying and nominating qualified candidates for the positions of director and senior management. The individuals shall be chosen in accordance with the specified criteria, policies, methods and procedures, and the committee shall present their recommendations to the Board of Directors' meeting and/or the shareholders' meeting for consideration and appointment, as the case may be.

When considering proposing the appointment of the same director for another term, the Nomination and Remuneration Committee shall consider a number of factors, including performance, history of attendance and participation in meetings and the support for the Board of Directors' activities.

The appointment of directors shall be in accordance with the Company's Articles of Association, legal requirements and other relevant requirements. It must be transparent and clear.

However, when it comes to the right of retail investors to appoint directors, the Company's Articles of Association state that shareholders must exercise their power to appoint directors at a shareholders' meeting. The details can be summarized as follows:

A. Each shareholder has one vote, which is equivalent to one share per vote.

B. During the election, the directors may use the voting method to select the directors individually or several people at a time, together to form a committee at one time, in full according to the total number of directors to be elected at that time as the meeting of shareholders deems appropriate. However, at each resolution, each shareholder must cast all of their votes in accordance with (A) and may elect one or more people to form a board of directors, but cannot divide the votes in any way.

C. The individuals receiving the most votes in descending order shall be elected as directors in an amount equal to the number of directors to have or to be elected at that time. If the number of directors elected in descending order has equal votes and exceeds the number of directors to have or to be elected at that time, the chairman of the meeting shall have a casting vote.

D. The shareholders' meeting may pass a resolution to remove any director from office prior to the expiration of their term by a vote of no less than three-fourths of the number of shareholders attending the meeting and having the right to vote, and holding shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

Chief Executive Officer Nomination

The Nomination and Remuneration Committee shall consider nominating suitable candidates for the position of chief executive officer in case the position becomes vacant, as well as prepares a development plan for the chief executive officer to prepare the potential person to be able to succeed the position in the event of retirement, resignation, or inability to perform duties. This includes providing an annual assessment of the chief executive officer's performance in accordance with the established criteria and reporting the results of the assessment to the Board for acknowledgment. The assessment results will be used for consideration of the chief executive officer's remuneration.

(3) Assessment of the performance of the committees

In 2021, the Nomination and Remuneration Committee assessed the Board of Directors and each sub-committee's performance. The performance assessment process started from the Nomination and Remuneration Committee considered the criteria and assessment format, including details of the questions used in the assessment, which was in accordance with the Securities and Exchange Commission criteria. The performance assessment form of the entire Board of Directors was sent to each director to answer the assessment form. The assessment covers the following main topics:

Self-assessment form for Board of Directors

The assessment form covers the following main topics:

1. Structure and qualifications of the directors
2. The board meetings and the preparation for the effective meetings of the board
3. The sub-committee's roles, duties and responsibilities have given the importance and taken time to consider, review and implement the following issues sufficiently

Self-assessment form for sub-committees

The assessment form covers the following main topics:

1. Structure and qualifications of the committee
2. The meetings of the sub-committee were carried out effectively
3. The sub-committee's roles, duties and responsibilities have given the importance and taken time to consider, review and implement the following issues sufficiently

Summary of 2021 annual performance assessment results of the entire Board of Directors

2021 Annual performance assessment	Assessment results (percentage)
Board of Directors	
Board of Directors	94
Sub-Committees	
Audit Committee	80
Executive Committee	99
Nomination and Remuneration Committee	80
Risk Management Committee	99

Notes :

The assessment results can be divided into 4 levels as follows:

- | | | |
|-----------------|---|-----------|
| > 80 percent | = | Excellent |
| 70 - 80 percent | = | Good |
| 60 - 70 percent | = | Fair |
| < 60 percent | = | Poor |

With regards to the results of the performance assessment of the Board of Directors and each sub-committee, the company secretary will calculate and summarize the assessment results and report the assessment results to the Board of Directors annually for acknowledgment.

Individual meeting attendance and compensation of committee members

2021 Meeting attendance schedule of the Board of Directors and sub-committees

(Data between January 1, 2021 – December 31, 2021)

List of Directors	2021					
	Board of Directors (10 Persons)	Audit Committee (3 Persons)	Nomination and Remuneration Committee (3 Persons)	Risk Management Committee (5 Persons)	Executive Committee (5 Persons)	General Meeting of Shareholders (10 Persons)
1. Asst.Prof.Dr.Terdsak Rojsurakitti ⁽¹⁾	5/5	-	-	-	-	1/1
2. Mr. Phisut Areemitra ⁽²⁾	5/5	6/6	1/1	-	-	1/1
3. Mrs. Kwantieda Wattanaworakijkul ⁽³⁾	5/5	6/6	1/1	-	-	1/1
4. Dr. Renu Ubol	5/5	6/6	-	-	-	1/1
5. Mr. Amarin Pataranavig	4/5	-	-	-	-	1/1
6. Mr. Nanthiya Darakananda ⁽⁴⁾	5/5	-	1/1	3/3	4/4	1/1
7. Mr. Tanakorn Vidhayasirinun	5/5	-	-	-		1/1
8. Mr.Manas Suphap	4/5	-	-	3/3	4/4	1/1
9. Mr. Boontalerng Khampuanboot	5/5	-	-	3/3	4/4	1/1
10. Ms. Yodjuta Kunjara na Ayudhya ⁽⁵⁾	5/5	-	-	1/1*	4/4	1/1
11. Mr. Rachan Arayawongchai ⁽⁶⁾	-	-	-	3/3	1/1*	-

Remark :

⁽¹⁾ Served as the chairman of the Board of Directors

⁽²⁾ Served as the chairman of the Nomination and Remuneration Committee

⁽³⁾ Served as the chairman of the Audit Committee

⁽⁴⁾ Served as the chairman of the Risk Management Committee and the chairman of the Executive Committee

⁽⁵⁾ The Board of Directors Meeting No. 4/2021, held on August 16, 2021, resolved to appoint as a member of the Risk Management Committee.

⁽⁶⁾ The Board of Directors Meeting No. 4/2021, held on August 16, 2021, resolved to appoint as an executive director

The details of remuneration for directors have been disclosed in section 7.4.3 Remuneration of Directors and Executives page 122-123.

Supervision of subsidiary and associated companies

The Board of Directors has established a mechanism to supervise the operations of subsidiary and associated companies in order to maintain benefits from the Company's investment as follows:

1. The Company will send the "representative" of the Company who possess the qualifications and experiences suitable for the business and operation of each company in which the Company invests. By accepting the position of director in such a company, the director must be considered and approved by the Board of Directors' meeting.
2. The Company's "representative" may hold the position of committee chairman, chief executive officer, director, senior management or any other person of the company without conflicts of interest with the business of those companies in order for the Company to supervise the business and operations of each company as if it were its own unit, as well as manage the various operations in accordance with the laws, Company's regulations and policies.
3. As a criterion for determining the number of directors to be in control, the submission of "representatives" to be directors in the companies that have entered into such joint ventures shall be in accordance with the shareholding proportion in each company and/or the mutual agreement in the event of being an associate.
4. The Company will set a plan and take necessary actions to ensure that each company that has made such investments discloses the information and has an adequate and suitable internal control system for business operations.
5. The Company will monitor the operating results and the performance of each company that it has closely invested, including supervision of data storage and accounting records of each company that has invested, so that the Company can check them.

Follow-up on policy compliance and corporate governance guidelines established by the Company

(1) Prevention of Conflicts of Interest

The Company has established conflicts of interest policy in the Company's Code of Conduct. The Company has the policy to prohibit directors, executives, and employees of all levels from seeking personal benefits that may conflict with the Company's interests or major transactions such as connected transactions and/or acquisition or disposition of the Company's assets by establishing policies regulations. The processes for considering and approving items or transactions must be in accordance with the internal control system for connected transactions, as well as the requirements of the agencies that govern the listed companies and related laws.

In addition, the directors, executives and employees must not personally receive any money or compensation from the customers, the Company's business partners or from any person due to working on behalf of the Company and prohibited from doing business or participating in any business that competes with the business of the Group whether or not such executives or employees will benefit directly or indirectly.

If intending to do business with the Company in the name of a person, family or juristic person in which directors, executives and employees have an interest, such interests must be disclosed to the Company before entering into the transaction every time. In this regard, it must be done correctly and in accordance with the rules of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand and such persons must not be involved in the proceedings and decision-making, directly or indirectly.



The Company has disclosed the "Code of Conduct" on the Company's website: topic "Corporate Governance" > "Code of Conduct" (<https://www.winmed.com/th/corporate-governance/overview>).

(2) Exploitation of Insider Information


The Company prohibits directors, executives and employees at all levels from using insider information that they have obtained from performing their significant duties and has not been disclosed to the public to seek benefits for themselves or others, whether directly or indirectly, regardless of whether or not they act on their own behalf or for others. Such actions may affect the price of the Company's securities or if the information is disclosed, it may cause damage or disadvantages towards the Company.

However, in order to prevent conflict of interests, The Company has a policy not to allow the directors, executives and employees at all levels who are aware of the insider information on the performance to trade the Company's securities from the date of knowing the information until the information has already been disclosed to the public. It is prohibited to disclose insider information that has never been disclosed in order to create a price for securities, especially the trading of the Company Group's securities during the 30-day period prior to the disclosure of the quarterly and annual financial statements or disseminate the financial status of the Company to the public.

Furthermore, the Company assigns directors and executives to prepare and disclose the securities holding report, as well as report changes in securities holdings, whenever there is a purchase, transfer or acceptance of transfer of the Company's securities to the Office of the Securities and Exchange Commission within 3 business days of the date of purchase, transfer, or acceptance of transfer. They also have the duty to prepare the report on the interests of the directors and executives to the Company for the Company to have information for internal use. The company secretary shall send a copy of the report to the board chairman and the Audit Committee chairman within 7 days from the date the Company receives such report.

Suppose there is an action that violates the aforementioned rules and regulations and the Company investigates the offense and discovers a violation of the mentioned regulations. In that case, the Company will treat it as a disciplinary offense in accordance with the Company's work regulations manual.

Appropriate punishment shall be considered from verbal warning, warning letter, suspension without pay for a period of not more than 7 days up to termination of employment.


 The Company has disclosed the "Code of Conduct" on the Company's website: topic "Corporate Governance" > "Code of Conduct" (<https://www.winmed.com/th/corporate-governance/overview>).

(3) Anti-Corruption

The Company is against all forms of corruption by not offering any form of money, incentives, gifts, or special benefits directly or indirectly to any person in order to obtain or maintain benefits or any business advantage. The Company is against all forms of corruption by not offering any form of money, incentives, gifts, or special benefits directly or indirectly to any person in order to obtain or maintain benefits or any business advantage. This excludes the conventional business receptions, trade discounts and the Company's promotional programs, if applicable. The mentioned policy is outlined in the Company's Code of Conduct and Anti-Corruption Policy. The Company communicates to the directors, executives, and employees for them to acknowledge and realize the significance of such policy.

The Company has campaigned for employees to receive or give traditional festivals gifts worth no more than 3,000 baht. In case of receiving gifts from third parties, the person should notify the supervisor. The gifts shall be shared within the department or between the departments without keeping it private or donated to appropriate external organizations, as the case may be.

In case of a violation of the Anti-Corruption Policy, stakeholders or whistleblowers can use channels to file complaints or report clues according to the Whistleblowing and Complaints Procedure of the Company to enter the investigation process immediately.

 The Company has disclosed "Anti-Corruption Policy" on the Company's website: topic "Corporate Governance" > "Corporate Policies" (<https://www.winmed.com/th/corporate-governance/overview>).

(4) Whistleblowing

The Company has stipulated the whistleblowing and complaints procedure to guide the process of data verification, implementation and reporting, respectively. This includes the protection measures for whistle-blowers with good faith, which allows all stakeholders to inquire, make complaints, report or provide clues of any wrongdoings through the channels specified by the Company if found any irregularities in the Company's business operations, such as governance, ethical conduct, fraud, non-compliance with rules or regulations prescribed by law, non-compliance with the Company's policies or regulations, etc. In addition, the Company has opened contact information for receiving complaints and reporting of misconduct and fraud on the Company's website and can also send information through channels on the website that have been provided as well.

If in doubt or witnessed any act that is considered an offense or corruption, complainants can file complaints or report clues through one of the following channels:

1. Notify the supervisor who is directly responsible in their line of work from manager level upward.
2. Send an e-mail to the chief of the internal audit department : ia@winnergy.co.th.
3. Send an e-mail to the chief of the human resources department : hr9@winnergy.co.th.
4. Send an e-mail to the company secretary : comsec@winnergy.co.th.
5. Send a letter to the chairman of the board of directors or the chairman of the audit committee at the following address

Winnergy Medical Public Company Limited

No. 634/4 Soi Ramkhamhaeng 39 (Theplila 1) Pracha Uthit Road,

Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok 10310

Complainants and any evidence of wrongdoing or corruption will be protected appropriately, including keeping all related information confidential unless required to be disclosed to the relevant authorities or required by law, as well as providing fairness and protection to employees who complain or report evidence of wrongdoing or corruption.

The complaint information and evidence that the Company has been informed will be kept confidential. The Company will order that the information be checked and a solution be found as soon as possible, and will report to the Audit Committee and the Board of Directors for acknowledgment.



The Company has disclosed the "Whistleblowing & Complaints Procedure" on the Company's website: topic "Corporate Governance" > "Corporate Policies" (<https://www.winmed.com/th/corporate-governance/overview>).

Report on the performance of the audit committee in the past year

Disclosed in Attachment 4: Report of the audit committee page 228-230.

Summary of the performance of other sub-committees

Present the number of meetings and attendance of the members of sub-committees individually

The details of the number of meetings and individual attendance of the members of sub-committees have been disclosed in section 8.1.2 The Meeting Attendance and Remuneration for the individual sub-committee members page 134.

Explain the performance results of such sub-committees assigned by the Board of Directors

The Board of Directors has appointed a total of 4 sub-committees to help consider, screen and make decisions in certain matters as the Board of Directors has set the scope, authority, duties and responsibilities within the charters of the sub-committees. The aforementioned sub-committees will continue to provide advice and recommendations in various areas of expertise to the Board of Directors. The duties and responsibilities of each committee can be summarized in a nutshell as follows:

(1) Audit Committee

Perform duties related to reviewing the accuracy of the Company's financial reports, ensuring compliance with laws and regulations, the effectiveness of the internal control system and risk management, the performance of the internal audit department and the auditor selection and appointment of the head of internal audit department, as well as considering the qualifications and independence of the auditors.

(2) Executive Committee

Perform duties related to setting guidelines and managing the Company's business in accordance with the law, objectives, rules, regulations, policies, resolutions of the Board of Directors and shareholders' meetings. It is responsible for reviewing business operations in accordance with the vision, mission, goals, strategies, plans and budgets of the Company and its subsidiaries, as well as determining the organizational structure and authority to manage the organization appropriately, considering and scrutinizing the proposals of the management concerning the Company's business operations, business expansion or investment in new business, together with considering and approving the Company's normal business operations according to the investment budgets or the budgets approved by the Board of Directors.

(3) Nomination and Remuneration Committee

Perform duties related to ensuring that the Company has taken appropriate procedures in the nomination and remuneration process. Its main duties include nominating directors and senior management, reviewing the composition of the Board of Directors and the succession plan of senior management and supervising the performance assessment and knowledge development training of the Board of Directors and Chief Executive Officer.

(4) Risk Management Committee

Perform duties related to ensuring that the Company has established a risk management process that complies with international standards and is in accordance with the Company's risk management policy, as well as consider and provide opinions in the preparation of risk assessments and trends of potential impacts on the organization in order for the Company to have guidelines for properly and correctly managing the organization's risks in order to achieve maximum organizational effectiveness.

Internal Control and Connected transactions



Internal control system

The Board of Directors realizes the importance of having a good, effective, adequate and appropriate internal control system to the operations in accordance with the principles of good corporate governance. Therefore, it assigns the Audit Committee to review the internal control system.

The internal audit department is independent and is directly under the supervision of the Audit Committee. It continuously reviews the performance of various departments in accordance with the professional standards of internal auditing and reports the results to the Audit Committee. This is for the Audit Committee to review and assess the effectiveness and adequacy in order for the business operations to achieve its objectives and goals and minimize potential losses. There is also the preparation of financial reports that are accurate and reliable with complete disclosure of information. The Company's internal control system has been continuously developed and improved in accordance with the Securities and Exchange Commission of Thailand guidelines, which use the Committee of Sponsoring Organizations of the Treadway Commission (hereinafter referred to as "COSO") as the reference. It consists of five components as follows:

1. CONTROL ENVIRONMENT

The Company determines for all departments to have an effective internal control culture and environment. It specifies that executives and employees have roles, duties and responsibilities in internal control by working honestly, upholding what is fair and transparent and treating stakeholders with integrity in accordance with the principles outlined in the Code of Conduct and the Corporate Governance Policy. The Company has communicated expectations in accordance with the mentioned manuals to the executives and employees for compliance. There is monitoring and evaluation through the internal audit process and the executives' and employees' performance assessments. The executives have jointly established short and long-term goals and business plans, including the Corporate Key Performance Indicator (hereinafter referred to as Corporate KPI) to assess the performance of departments. The Board of Directors has appointed sub-committees to assist and support the performance of the Board of Directors, namely the Executive Committee, the Nomination, Remuneration and Corporate Governance Committee, the Audit Committee and the Risk Management Committee. The charters of the committees clearly define the roles and duties.

The Company has stipulated the roles and duties of the Board of Directors to be clearly separated from the management. In terms of management, there is an organizational structure to support business operations in order to achieve objectives by considering the suitability of various factors. In the operations, there is the separation of duties in order to be able to audit each other according to the principles of good internal control, the imposition of reporting according to the organizational structure's chain of command and specification of duties and responsibilities in the job description document. The Company has set a schedule of authority regulation to prescribe the level of approval authority transactions systematically. The Company has a human resource management policy in place to be able to recruit personnel with competencies and qualifications as required, as well as to continuously promote and develop personnel so that they can use their competencies to their full potential in performance.

2. RISK ASSESSMENT

The Company has established a risk management policy as part of the corporate governance policy, including having a specific policy on such matters that is in accordance with the risk management framework. The Company also organizes risk management training for executives and employees so that it can be integrated as an important part of the business management process in all departments of the Company.

The Company's risk management process follows a good risk management framework. This includes risk identification and risk assessment covering both internal and external factors that may have an impact on goal achievement, including strategic, financial, operational, investment, legal and regulatory risks, etc. In assessing the likelihood and the degree of the potential impact, the Company stipulates that all executives and employees are responsible for risk management. There is also the risk management and compliance unit, which have the duty of coordinating, providing advice and following up on risk management of various departments to summarize progress reports to present to the risk management committee regularly, in order to analyze and formulate adequate and appropriate measures to avoid or reduce the potential impact on the Company.

3. CONTROL ACTIVITIES

In order to check and balance, the Company has stipulated operational controls in the manuals and procedures of various work processes, such as setting the level and limit of approval authority, separating the approval responsibility, recording accounting entries and information, and property storage to be clearly separated.

There are control measures for both preventive and abnormality detection. The Company determines appropriate measures to control the system's security through the security policy of the information technology system.

The Company has the policy to prevent conflicts of interest, which is part of the corporate governance policy. Directors, executives and employees are prohibited from seeking personal benefits. There is also a policy for making connected transactions to be used as a guideline in the event that the Company has transactions with persons who may have conflicts of interest or connected persons. There must be a report on the consideration of connected transactions to the Audit Committee meeting. The Company has an internal control unit with personnel who have knowledge and expertise in internal control systems to support the continuous development of core business processes of various departments within the Company to be appropriate and consistent with changing organizational or business conditions. There is the analysis, design, preparation of procedures and setting up internal control measures to suit the risks, including defining various operating guidelines and giving consultation and advice to agencies on developing appropriate and adequate internal controls.

4. INFORMATION AND COMMUNICATION

The Company emphasizes the importance of accurate, reliable and timely information and communication systems. The information systems are managed to cover operations, including data communication, in order to use the information for timely decision making, as well as having a data security system and establishing an effective contingency backup plan. The information systems are managed to cover operations, including data communication, in order to use the information for decision making in a timely manner, as well as having a data security system and establishing an effective contingency backup plan for protecting the information systems' safety when there is a severe accident that renders systems inoperable. In addition, the Company has the policy of storing documents by categorizing them into appropriate, complete and verifiable categories.

The Company has established an investor relations unit, which is an agency that coordinates with various investors so that investors or interested persons can contact the Company for information. (02-725-0888 ext. 440)

5. MONITORING ACTIVITIES

From May 2, 2019, The Company has appointed KPS Audit Company Limited (hereinafter referred to as "KPS Audit") to perform the duties of internal auditor of the Company and its subsidiary, with Mr. Wiwat Limnantisilp, managing director, as the main responsible person for the performance of internal auditors of the Company and its subsidiaries. The Audit Committee considered the qualifications of KPS Audit and Mr. Wiwat Limnantisilp, such as his experiences, educational backgrounds, training history, and work history and considered that he was suitable enough to perform such duties. This was due to his independence, over 25 years of operational experience, and training in internal audit operation courses. In addition, the Company has set the scope of authorities and duties for the Audit Committee after being appointed to have a responsibility to review the Company and its subsidiary to have appropriate and effective internal control systems and internal audits and consider the independence of the internal audit unit. The Company also approves the appointment of the head of the internal audit unit or any other agencies responsible for internal audits and may suggest a review or review of any items it deems necessary and important, as well as bring suggestions on improvements to the important and necessary internal control system, which it proposes to the Board of Directors after reviewing with external auditors and the internal audit department team.

Connected Transactions

Persons who may have conflicts of interest

The Company has connected transactions with related persons for the 12-month period ending 31 December 2020 and the 12-month period ending 31 December 2021 as follows:

Related person	Type of business	Nature of connected transactions
1. Mr. Nanthiya Darakananda	--	<ul style="list-style-type: none"> The Company's Director, Chairman of Executive Committee, Chief Executive Officer, and Authorized Director - Ms. Jinhatha Panyasorn, who is related to Mr. Nanthiya Darakananda, is the major shareholder of the Company in the proportion of 9.74% of registered capital (after IPO)
2. Winnergy Holding Company Limited (WHO)	Boat rental business / Space rental business and investments in other companies (Holding Company)	<ul style="list-style-type: none"> A juristic person with Mr. Sumeth Darakananda (Major shareholder of the Company) as a major shareholder and the authorized controller of Winnergy Holding Company Limited (WHO), holding 95.53% of the registered capital in WHO Having (1) Mr. Nanthiya Darakananda, (2) Mr. Tanakorn Vidhayasirinun, (3) Mr. Amarin Pattaranavig, and (4) Mr. Rachan Arayawongchai as directors and authorized directors together with the Company
3. IT Intrend Company Limited (ITI)	Information system installation services	<ul style="list-style-type: none"> A juristic person with Mr. Sumeth Darakananda (Major shareholder of the Company) as a major shareholder and the authorized controller of WHO and Winnergy Trading Company Limited (WTR) by holding shares in ITI through WHO in the proportion of 50.25% of registered capital and WTR in the proportion of 49.75% of registered capital Having (1) Mr. Nanthiya Darakananda, (2) Mr. Tanakorn Vidhayasirinun, (3) Mr. Amarin Pattaranavig, and (4) Mr. Manas Suphap as directors and authorized directors together with the Company
4. Winnergy Corporation Company Limited (WIC)	Sales of natural gas transport vehicles, Retailing of gas cylinder, main station compressor, and natural gas transport service	<ul style="list-style-type: none"> A juristic person with Mr. Sumeth Darakananda (Major shareholder of the Company) as the authorized controller and a direct and indirect shareholder through WHO and another one related juristic person, with a total shareholding proportion of 87.86% of the registered capital of WIC A juristic person with Ms. Jinhatha Panyasorn (Major shareholder of the Company) as a major shareholder, holding 12.14% of the registered capital in WIC Having (1) Mr. Nanthiya Darakananda, (2) Mr. Tanakorn Vidhayasirinun, (3) Mr. Amarin Pattaranavig, and (4) Mr. Rachan Arayawongchai as directors and authorized directors together with the Company
5. Bio Pool Company Limited (BIO) (continued)	Sales of chemical products, science and medical equipment	<ul style="list-style-type: none"> A juristic person with Mr. Sumeth Darakananda (Major shareholder of the Company) as the authorized controller and a shareholder in BIO through WHO, with the proportion of 99.99% of registered capital of BIO Having (1) Mr. Nanthiya Darakananda and (2) Mr. Tanakorn Vidhayasirinun as directors and authorized directors together with the Company

Related person	Type of business	Nature of connected transactions
6. Panscience 1999 Co., Ltd. (PAN) ¹	Sales of mosquito trap, scientific appliances, and beauty accessories	<ul style="list-style-type: none"> A juristic person with Mr. Sumeth Darakananda (Major shareholder of the Company) as the authorized controller and a shareholder in PAN through WHO, with the proportion of 99.99% of registered capital of PAN Having (1) Mr. Nanthiya Darakananda, (2) Mr. Tanakorn Vidhayasinirun, and (3) Mr. Manas Suphap as directors and authorized directors together with the Company
7. Winnergy Trading Company Limited (WTR)	Investment in other companies (Holding company) and real estate operations	<ul style="list-style-type: none"> A juristic person as major shareholder of the Company, in the proportion of 65.28% of registered capital Having (1) Mr. Nanthiya Darakananda, (2) Ms. Ladawan Englerthapat, and (3) Ms. Jinhatha Panyasorn as directors and authorized directors together with the Company
8. Dara Investment Limited	Holding company	<ul style="list-style-type: none"> A juristic person as major shareholder of the Company, in the proportion of 19.50% of registered capital Having (1) Mr. Nanthiya Darakananda and (2) Mr. Thanawat Chayaphirat as directors and authorized directors together with the Company
9. Winnergy (Thailand) Co., Ltd. (WTH)	Fuel station and natural gas businesses, Natural gas and fuel transport services	<ul style="list-style-type: none"> A juristic person with Mr. Sumeth Darakananda (Major shareholder of the Company) as the authorized controller of WHO, with the proportion of 62.55% of registered capital A juristic person with Ms. Jinhatha Panyasorn (Major shareholder of the Company) as the main shareholder in WTH, with the proportion of 24.11% of registered capital Having (1) Mr. Nanthiya Darakananda, (2) Mr. Tanakorn Vidhayasinirun, (3) Mr. Amarin Pattaranavig, and (4) Mr. Rachan Arayawongchai as directors and authorized directors together with the Company
10. V 2 Logistics Co., Ltd.	Natural gas transport services	<ul style="list-style-type: none"> Juristic persons with directors and authorized directors together with the company (1) Mr. Nanthiya Darakananda, (2) Mr. Tanakorn Vidhayasinirun, and (3) Mr. Amarin Pattaranavig

Note: ¹ At present, PAN has stopped doing business and it has changed the objectives for not competing with the Company.

Connected transactions of the Company and its subsidiaries and persons who may have conflicts of interest

The Company has structured its business in order to prevent conflicts of interest and to prepare for listing on the Stock Exchange of Thailand. In 2019, the Company obtained the transfer of medical device and equipment business (Medical business group) from Winnergy Holding Company Limited (WHO), Bio Pool Company Limited (BP), and Biospace Company Limited (BS), as well as the selling of science and technology devices/tools (such as trapping device for mosquitos and blood-sucking insects) from WHO and Pansign 1999 Co., Ltd. (PAN). The Company and its subsidiaries purchased medical tools, devices, equipment, and inventories from WHO, BP, BS, and PAN. Additionally, the Company received all medical devices and equipment from WHO as fixed assets. As of the receipt date of transfer, the Company did not obtain any other net assets.

In 2020, the management considered the details of merging businesses of the Group and completed the restructuring on December 31, 2019. Since the transfer of major assets with significance to business operations was ended on December 31, 2019, the Company thus adjusted the reversal of shareholders' equity of other companies before the merging businesses under the same control of WHO, BP, BS, and PAN. This affected the consolidated statement of financial position as of December 31, 2019, the statement of changes in shareholders' equity, and the consolidated cash flow statement for the year ended December 31, 2019. However, the adjustment had no effects on any consolidated operating results.

The Company and its subsidiaries maintained the connected transactions with related persons for the 12-month period ended 31 December 2020 and the 12-month period ended 31 December 2021 as follows:

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
1. Mr. Nanthiya Darakananda	Credit line guarantee Mr. Nanthiya and WHO jointly guaranteed credit line for the Company and its subsidiaries.	Guarantee limit of 724.65 million baht and 3.00 million USD	Guarantee limit of 660.00 million baht and 3.65 million USD	Mr. Nanthiya Darakananda and WHO jointly guaranteed credit line with financial institution creditors for the Company and its subsidiaries, in accordance with the conditions specified by the financial institution creditors. Mr. Nanthiya did not charge any compensation from the guaranteee for such credit limit. On February 15, 2021, Mr. Nanthiya submitted a letter of intent to the Company that he would not request any compensations from being a guarantor in all types of credit contracts guaranteed by the Company.

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
1. Mr. Nanthiya Darakananda (continue)				<p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest that such transactions was a type of financial assistance in accordance with the conditions specified by the financial institution creditors. The Audit Committee was of the opinion that guarantees for such credit line were appropriate, reasonable and beneficial to the Company and its subsidiaries.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
2. Winnergy Holding Company Limited (WHO)	Credit limit guarantee WHO and Mr. Nanthiya jointly guaranteed credit limit for the Company and its subsidiaries.	Guarantee limit of 716.15 million baht and 3.00 million USD	Guarantee limit of 654.00 million baht and 3.65 million USD	WHO and Mr. Nanthiya Darakananda jointly guaranteed credit line with financial institution creditors for the Company, according to the conditions specified by financial institution creditors. For the guaranteeing of such credit line, WHO charged the rate of compensation from the credit line guarantee ranging from 0.25%—1.25% of the credit line received by the Company based on the fee rate of the bank.
	credit limit for the Company and its subsidiaries.	3.38	0.57	
	Administrative expenses The Company and its subsidiaries paid for credit limit guarantees to WHO.	--	--	WHO collected the fee of credit line guarantee for the Company at the three-month period ended March 31, 2021, equal to 0.57 million baht. The Company paid for the fee on March 12, 2021.
	The Company and its subsidiaries paid for other fees to WHO.	--	--	On February 15, 2021, WHO and Mr. Nanthiya submitted a written intent to the Company that no compensation shall be charged from being a guarantor in all types of credit contracts guaranteed by the Company, which must come into effect from 1 March 2021 onwards.
	Other current payables	--	--	The Company paid for land and building taxes to WHO according to the assessment on land and building tax payment, equal to 11,675 baht.

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
2. Winnergy Holding Company Limited (WHO) (continue)				<p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest that such transactions was a type of financial assistance in accordance with the conditions specified by the financial institution creditors. The Audit Committee was of the opinion that guarantees for such credit line were appropriate, reasonable and beneficial to the Company and its subsidiaries.</p>
	<p>Credit line guarantee</p> <p>The Company guaranteed the credit line for WHO.</p> <p>Other income</p> <p>The Company received the fee for guaranteeing credit line from WHO.</p>	<p>Guarantee limit</p> <p>--</p> <p>0.03</p>	<p>Guarantee limit</p> <p>--</p> <p>--</p>	<p>In 2020, the company guaranteed credit line to WHO in accordance with the conditions specified by financial institution creditors. For guaranteeing such credit line, the Company charged the rate of compensation for the credit line guarantee from 0.25%-1.25% of the credit line received by WHO, based on the fee rate of the bank. The Company collected the fee for guaranteeing credit line to WHO at the 12-month period ending December 31, 2020, equal to 0.03 million baht. The Company released such guarantee from financial institutions on February 19, 2020.</p> <p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest that such transactions was a type of financial assistance in accordance with the conditions specified by the financial institution creditors. However, the Company canceled the guarantee for such credit line.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
2. Winergy Holding Company Limited (WHO) (continue)	Purchase assets The Company purchased lands and buildings from WHO.	0.04	25.43	The Company purchased lands and buildings from WHO, with the purchase price according to the approved appraisal price by the SEC, to support the Company's future investment projects in compliance with the resolution by the Board of Directors' meeting, No. 2/2021, dated February 24, 2021. The payment was completed on April 27, 2021. Audit Committee's opinion The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest that such purchase price of the lands and buildings was the approved appraisal price by the SEC. The Audit Committee's meeting gave additional opinions on the buildings and its fittings according to the minutes of the Audit Committee Meeting No. 1/ 2021 on February 24, 2021.
	Payable for purchase of property	--	--	
	Office rental and warehouse, common fees and utilities to WHO included: administrative expenses^{1/2} The Company and its subsidiaries paid utility bills and common fees to WHO.	2.51	2.34	The Company and its subsidiaries paid for utilities and common fees to WHO in accordance with the conditions for office space rental and warehouse buildings agreement. WHO actually charged the actual prices for utilities from the Company and its subsidiaries, while charging for common fees from the Company and its subsidiaries at the rate of 50 baht per square meter per month for office buildings and 11 baht per square meter per month for warehouse buildings (WHO determined the common rates for office and warehouse buildings according to the actual costs). The Company and its subsidiaries paid common fees to WHO according to the actual rental space. The Company and its subsidiaries paid all of such expenses to WHO on October 29, 2021. The charges were effective under the rental agreement starting from January 1, 2020 onwards.
	Accrued expenses The Company and its subsidiaries had accrued utility bills payable to WHO.	0.10	0.10	

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
2. Winnergy Holding Company Limited (WHO) (continue)	Upfront cost The Company and its subsidiaries paid common fees in advance to WHO.	0.56	0.43	Audit Committee's opinion The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest. Renting office space: It was a type of assets or services. The Company has rented office spaces since its starting of business operations. The Company continuously invested in office renovations, of which the office location was close to warehouses and made it more flexible in management. Therefore, the Audit Committee was of the opinion that long-term rental and terms from the agreement between the renter and the tenant was reasonable. The rental rate is also appropriate according to the appraisal price of independent appraisers which was approved by the SEC.
	Other non-current financial assets The Company and its subsidiaries had deposits for office building rentals and warehouses under a financial rental agreement with WHO (discounted to present value).	4.03	4.16	
	Other non-current assets The advance rental payment of warehouses which AND was exempt from WHO	1.06	0.70	
	Rental rights assets The Company and its subsidiaries had rental rights for offices and warehouses under financial rental agreement. (According to Accounting Standard No. 16)	47.52	39.39	

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
2. Winnergy Holding Company Limited (WHO) (continue)	Rental liabilities The Company and its subsidiaries had expenses under the financial rental agreement. (According to Accounting Standard No. 16)	44.46	39.66	Audit Committee's opinion (continue) Long term warehouse rental: It was a type of assets or services. The location of warehouses was near the Company's office, which made it more flexible for management. The current warehouse area was approved by the Food and Drug Administration (FDA) to be used as a warehouse for medical devices and equipment. It also received ISO 9001 and ISO 13485 certificates for medical device/equipment warehouse management. Additionally, some customers and suppliers of the Company came to visit the warehouse for the availability of certain types of storage. Therefore, the Audit Committee was of the opinion that long-term rental and terms from the agreement between the renter and the tenant were reasonable. The rental rate is also appropriate according to the appraisal price of independent appraisers which was approved by the SEC.
	Other current payables	--	--	
	Write off the rights to use the office building and warehouse (Note: It was a transaction arising from the rental of properties, which affects the statement of comprehensive income according to Accounting Standard No. 16)	6.96	7.40	

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
2. Winnergy Holding Company Limited (WHO) (continue)	<p>Purchase investment in common shares</p> <p>The Company purchased investment in common shares of PROLAB from WHO.</p>	41.68	--	<p>In 2020, the Company purchased 250,956 ordinary shares of PROLAB, with the proportion of 12.55% of registered and paid-up capital of PROLAB from WHO at the price of 166.08 baht per share, totaling 41.68 million baht (the share price of PROLAB is determined by P/E of MAI stock exchange and PROLAB's operating results, in line with stock liquidity and business opportunities) on June 19, 2020 according to the resolution of the Board of Directors' meeting, No. 3/2020, held on May 20, 2020 to restructure the Group to be a listed company on the Stock Exchange of Thailand and prevent conflicts of interest that may arise in the future. The Company planned to add another business unit for medical analysis/diagnosis services in the medical laboratory.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
2. Winnergy Holding Company Limited (WHO) (continue)				<p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a type of normal business support to prevent future conflicts of interest. The Company planned to add another business unit for medical analysis and diagnosis services in the medical laboratory. The purchase price for investment in such ordinary shares was also reasonable and appropriate according to the resolution of the Board of Directors' meeting, No. 3/2020, on May 20, 2020.</p>
	<p>Dividends payment</p> <p>The Company paid dividends to WHO.</p>	39.94	--	<p>In 2020, the Company paid interim dividends from unappropriated retained earnings to the Company's shareholders based on the proportion of their shareholding at the rate of 8.182 baht per share, totaling 45.00 million baht according to the resolution of the Board of Directors' meeting, No. 3/2020, On May 20, 2020. The Company paid dividends to WHO with a total of 39.94 million baht as a shareholder, which accounted for 88.75% of the registered capital on June 19, 2020.</p> <p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
2. Winnergy Holding Company Limited (WHO) (continue)	Purchase goods and services The subsidiaries purchased products from WHO. Accounts Payable	0.76 --	-- --	<p>In 2020, the subsidiaries purchased mosquito traps and transport vehicles from WHO to restructure the Group to be listed on the Stock Exchange of Thailand and prevent conflicts of interest that may arise in the future, at the cost price plus 10% margin (based on operating costs) for mosquito traps and transport vehicles at the book value. The terms were in accordance with normal trading. As of December 31, 2020, the payment was completed. Currently, there is no such transaction.</p> <p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a normal business transaction and the Company was obliged to perform such transaction due to the organizational structure of the Group which shall be clear, appropriate, and beneficial to the Company. The purchase price was reasonable and based on the market price.</p>
	Income from sales The subsidiaries sold products to WHO. Trade accounts receivable	0.07 --	-- --	

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
3. IT Intrend Company Limited (ITI)	Administrative expenses The Company purchased uninterruptible power supplies and Microsoft Office from ITI.	0.23	--	<p>In 2020, the Company purchased power supplies and Microsoft Office from ITI for newly purchased computer kits to support operations. Besides this, the Company purchased computers and equipment from ITI for office workers to replace the original computers and notebooks for sales staff to support the operations of the Company. The price and terms for purchasing such assets were based on the market price. As of December 31, 2020, the Company had expenses for advance payment from the purchase of Microsoft Office of 12,064 baht, which were gradually paid over the service life.</p> <p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a type of assets or service items, with general trading terms similar to transactions with other people.</p>
	Purchase property The Company purchased computers and equipment from ITI.	1.72	--	
	upfront cost	0.01	--	

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
4. Winnergy Company Corporation Limited (WIC)	<p>Purchase assets</p> <p>The Company purchased computers and equipment from WIC.</p>	0.15	--	<p>In 2020, the Company purchased computers and equipment (for office use) from WIC to be used by accounting, finance, legal, internal audit, purchasing, transport staffs and secretaries to prevent conflicts of interest and prepare the Company for listing on the Stock Exchange of Thailand based on the market price. As of December 31, 2020, the Company paid for all products.</p> <p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a type of assets or services. The Company needed to perform such transaction due to the Group's restructuring of operations in certain personnel positions and assets for the clear and appropriate benefit to the Company. The purchase price was reasonable and based on the market price.</p>
	<p>Income from sales</p> <p>The subsidiaries sold products to WIC.</p>	0.009	--	<p>In 2020, the subsidiaries sold mosquito traps to WIC as gifts to customers at the price and terms according to normal trade. The Company received payment for all of the products.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
4. Winnergy Company Corporation Limited (WIC) (continue)	Trade accounts receivable	0.009	--	<p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a normal business transaction. There were general trading terms similar to transactions with other people.</p>
5. Bio Pool Company Limited (BIO)	Purchase goods and services The Company purchased products from BIO.	1.48	0.53	<p>The Company purchased blood analysis reagents from BIO for further distribution at the cost of product plus a profit margin of 10%, based on the operating costs (BIO had no profit from selling products to the Company) and terms were in accordance with normal trading. As of March 12, 2021, the Company paid for the products.</p> <p>Note : Because of operating a business of distributing blood analysis reagents which had conflicts of interest with the Company, BIO planned to close the business in the future. However, due to the long process of obtaining a license to import new blood analysis reagents under the Company and the decreasing trend of using such products, the Company therefore continued to have BIO as the importer of such products. If there is no more demand for the products that the Company purchased from BIO, the management shall proceed to register the dissolution of BIO business. Whereas, in order to prevent future conflicts of interest, BIO appointed the Company as an exclusive distributor on April 20, 2020, with a contract term of 2 years (expired on 19 April 2022) or until BIO's import license expires (expired on 31 December 2023). Nonetheless, the management had no policy to renew the import license. BIO thus determined the selling price to the Company at the cost of product plus 10% profit margin based on the operating costs.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
5. Bio Pool Company Limited (BIO) (continue)				<p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that the designation of the Company as an exclusive distributor was to prevent conflicts of interest between the Company and BIO during the period that BIO remained in operations due to the period of applying for a license to import blood analysis reagents under the Company taking a long time, together with a decreasing trend of using such products. If there was no demand for products purchased by the Company from BIO, it was reasonable that the management would register for the dissolution of BIO's business. The agreed purchase price was reasonable and is beneficial to the Company and its subsidiaries.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
6. Panscience 1999 Co., Ltd. (PAN)	<p>Purchase assets</p> <p>The subsidiaries bought vehicles from PAN.</p>	0.21	--	<p>In 2022, the subsidiaries purchased a vehicle for transporting goods from PAN after restructuring the Group's business to prevent conflicts of interest and prepare the Company to be listed on the Stock Exchange of Thailand. The purchase price of such assets was based on the market price.</p> <p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a type of assets or services. The Company needed to perform such transaction due to the Group's restructuring of operations. Thus, the management of assets must be clear and appropriate for the benefit of the Company. The purchase price of used property was based on the reasonable market price.</p>
	<p>Purchase products and services</p> <p>The subsidiaries purchased parts for assembling mosquito traps from PAN.</p> <p>Accounts Payable</p>	0.27	--	<p>In 2020, the subsidiaries purchased products and parts for assembling mosquito traps from PAN to restructure the Group for listing the Company on the Stock Exchange of Thailand and preventing conflicts of interest that may arise in the future, at the cost price plus 10% margin, based on operating costs and terms in accordance with normal trading.</p> <p>In 2020, the subsidiaries paid such accounts payable to PAN. As of December 31, 2020, the subsidiaries had no such transaction.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
6. Panscience 1999 Co., Ltd. (PAN) (continue)				<p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a normal business transaction and the Company was obliged to perform such transaction due to the Group's restructuring to be clear and appropriate for the benefit of the Company. The purchase price was based on the reasonable market price.</p>
7. Winnergy Trading Company Limited (WTR)	<p>Dividends payment</p> <p>The Company paid dividends to WTR.</p>	--	27.22	<p>The Company paid dividends to WTR, totaling 27.22 million baht, as a shareholder in the Company, accounting for 65.28% of the registered capital. It was submitted to the Annual General Meeting of Shareholders for the year 2021 on April 23, 2021, and the dividend payment was made on April 28, 2021.</p> <p>Audit Committee's opinion</p> <p>The Audit Committee's meeting, No. 1/2022, held on February 25, 2022 was acknowledged on the principle of dividends payment. The dividends were paid according to the resolution of the Board of Directors' meeting, No. 2/2021, which was reported to the Annual General Meeting of Shareholders for the year 2021.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
7. Winnergy Trading Company Limited (WTR) (continue)	Non-current financial assets The company had deposits for the office building rental with (WTR) ³	--	0.09	The Company and its subsidiaries paid for utilities and common service fees to WHO in accordance with the terms of the office space and warehouse buildings rental agreement. WHO actually charged for utilities to the Company and its subsidiaries and the common service fees to the Company and its subsidiaries at the rate of 50 baht per square meter per month for office space and 11 baht per square meter per month for warehouse buildings (WHO determined the common service fees for office space and warehouse buildings according to the actual costs). The Company and its subsidiaries paid the common service fees to WHO in the proportion of actual rented space. At present, the Company and its subsidiaries paid such expenses to WHO on October 29, 2021. The charges were effective under the rental agreement, starting from January 1, 2020 onwards. The Company paid for the collateral contract under the terms of office space rental agreement (WTR) as a guarantee against damages that may occur to the rental space. The rates were effective according to the rental terms from 28 December 2021 onwards.
	Rental rights assets	--	0.79	
	Rental liabilities	--	0.79	

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
7. Winnergy Trading Company Limited (WTR) (continue)				<p>Audit Committee's opinion</p> <p>The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest.</p> <p>Renting office space : It was a type of assets or services. The Company has rented office spaces since its starting of business operations. The Company continuously invested in office renovations, of which the office location was close to warehouses and made it more flexible in management. Therefore, the Audit Committee was of the opinion that long-term rental and terms from the agreement between the renter and the tenant was reasonable. The rental rate is also appropriate according to the appraisal price of independent appraisers which was approved by the SEC.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
8. Dara Investment Limited	<p>Dividends payment</p> <p>The Company paid dividends to Dara Investment Limited (HK).</p>	--	8.13	<p>The Company paid dividends for the year 2020 from retained earnings that have not yet been allocated to shareholders of the Company in proportion to their shareholding at the rate of 0.1489 baht per share, totaling 41.69 million baht, according to the resolution of the Board of Directors Meeting, No. 2/2021, on February 24, 2021. The Company paid dividends to Dara Investment Limited (HK) totaling 8.13 million baht as a shareholder in the Company, accounting for 19.50% of the registered capital. It was submitted to the Annual General Meeting of Shareholders for the year 2021 on April 23, 2021, in which the dividend payment was made on April 28, 2021.</p> <p>Audit Committee's opinion</p> <p>The Audit Committee's meeting, No. 1/2022, held on February 25, 2022 was acknowledged on the principle of dividends payment. The dividends were paid according to the resolution of the Board of Directors' meeting, No. 2/2021, which was reported to the Annual General Meeting of Shareholders for the year 2021.</p>
9. Winnergy (Thailand) Co., Ltd. (WTH)	<p>Income from sales and services</p> <p>The subsidiaries sold products to WTH.</p>	--	0.03	<p>The Company sold COVID-19 testing kits to WTR as gifts to customers. The price and terms were in accordance with normal trading. The Company received payment for the products on December 30, 2021.</p>

Related persons	Characteristics	Transaction Value (Million Baht)		Details
		12-month period ended 31 December 2020	12-month period ended 31 December 2021	
9. Winnergy (Thailand) Co., Ltd. (WTH) (continue)	Other income Rental and Services income	--	--	Audit Committee's opinion The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a normal business transaction. There were general trading conditions similar to transactions with other people.
	Trade accounts receivable — connected companies	--	--	The subsidiaries sold vehicles for transporting products (WTH) in customer service operations at the agreed price from the market evaluation. The payment was received on 25 January 2022.
	Sales of assets The subsidiaries sold vehicles to WTH.	--	0.30	
	Trade accounts receivable — connected companies	--	0.33	Audit Committee's opinion The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a normal business transaction with the agreed price from the market evaluation.
10. V2 Logistics Co. Electronics Co., Ltd. (V2LO)	Income from sales and services The subsidiaries sold products to V2LO.	--	0.04	The Company sold COVID-19 testing kits to V2LO as gifts to customers. The price and terms were in accordance with normal trading. The Company received payment for the products on 17 and 24 January 2022.
	Trade accounts receivable — connected companies	--	0.04	Audit Committee's opinion The Audit Committee's Meeting, No. 1/2022, held on February 25, 2022 was informed of the connected transactions between the companies or the subsidiaries with persons who may have conflicts of interest and that it was a normal business transaction. There were general trading conditions similar to transactions with other people.

Note : ^{/1} The Company hired K.T. Appraisal Co., Ltd. (new appraiser), an appraiser approved by the SEC, for appraisal of the building at 634/4 Soi Ramkhamhaeng 39, (Theplela 1), Wang-Thonglang Subdistrict, Wang Thonglang District, Bangkok, by Ms. Phallavee Jongtang, the Appraiser No. Wor Thor. 179, on March 3, 2021. From the information in the independent appraiser's rental appraisal report, the appraiser did not show the rent as the rental rate per square meter per month because the whole building had an area of 1,942.23 square meters, but there was a usable area for rent only 1,392.58 square meters (excluding common service areas, such as hallways within the building, stairs going up and down, reception halls, passenger elevators, kitchens on floors 2-4, men's and women's bathrooms, floors 1-4, and water pump rooms). If calculated from the rent of the whole building divided by the usable area for rent, the rent and common service fees specified in the rental agreement were higher than the appraised value by 1.72%, which is an insignificant difference.

Tenants	WINMED	AND
Office building		
Rental space	1,708.98 sq. m	131.91sq. m
monthly rent ^{/1}	337,632.73 baht	24,447.48 baht
service per month	85,449.23 baht	6,595.27baht
rental period	6 years from 1 January 2020 - 31 December 2025	6 years from 1 January 2020 - 31 December 2025
Period for paying rent and common fees in advance	4 months	4 months
Damage insurance	1,700,000 baht	130,000 baht
Warehouse building		
Rental space	946.86 sq. m	880.05 sq. m
monthly rent ^{/1}	94,686.00 baht	88,005.00 baht
service per month	10,415.46 baht	9,680.55 baht
rental period	20 years from 1 January 2020 - 31 December 2039	20 years from 1 January 2020 - 31 December 2039
Period for paying rent and common fees in advance	36 months	36 months
Damage insurance	3,800,000 baht	3,600,000 baht

Note : ^{/1} The rental fee was based on the appraisal price assessed by an independent appraiser approved by the SEC/1. For rental of office buildings and warehouses, the Company and its subsidiaries recorded as assets and wrote off the expenses as depreciation and interest costs. This was in accordance with the Accounting Standard No. 16, effective from 1 January 2020 onwards.

- The parties agreed to increase the rent and 5% common service fee every 3 years.
- If the tenant wished to continue to rent the rental space, the renter agreed that the tenant had the right to renew the rental before other persons under the terms and conditions in this agreement, except for the new rental rate as received from the independent appraiser and the common fee received from renter. If the tenant did not wish to exercise such rights, the renter could then take out the rental space for other people to rent.
- If the tenant did not wish to rent an office building or warehouse under this agreement anymore, the tenant had the right to terminate the rental agreement with a written notice to the renter at least 90 days in advance. The renter agreed not to claim for damages and compensation from the tenant.
- Additional details: No. 5 Assets used in business operations, 5.3.1 Rental Agreement
- The subsidiaries faced problems in business operations due to the spread of the Coronavirus Disease 2019 (COVID-19), and therefore submitted a letter requesting for an exemption of rent and common service fees for office buildings and warehouses with WHO. The subsidiaries obtained such exemption of the rental and common service fee for office buildings and warehouses, starting May 1, 2020 until April 30, 2021 from WHO on May 22, 2020.
- On April 29, 2021, the subsidiaries submitted a letter requesting to receive the 2nd time exemption of rent and common service fees for office buildings and warehouses with WHO. The subsidiaries obtained such exemption of rental fee and common service fees for office buildings and warehouses starting May 1, 2021 until April 30, 2022 from WHO on May 14, 2021.

Tenant	WINMED
Office Building No. 636/3	
Rental space	116.77 sq. m
Rental period	1-3 years from 28 December 2021 to 31 December 2022
Monthly rent ^{/1}	17,515.50 baht
Service fee per month	5,838.50 baht
Total rent and common fees per month	23,354.00 baht
Rental period	4-6 years from 01 January 2023 - 31 December 2025
Monthly rent ^{/1}	18,449.66 baht
Service fee per month	5,838.50 baht
Total rent and common fees per month	24,288.16 baht
Insurance for damages	93,400.00 baht

Note : ^{/1} The rental fee was based on the appraisal price assessed by an independent appraiser. For rental of office buildings, the Company recorded it as assets and wrote off the expenses as depreciation and interest costs. This was in accordance with the Accounting Standard No. 16, effective from 1 January 2020 onwards.

- The parties agreed to increase the rent and common service fees every 3 years.
- If the tenant wished to continue to rent the rental space, the renter agreed that the tenant had the right to renew the rental before other persons under the terms and conditions in this agreement, except for the new rental rate as received from the independent appraiser and the common fee received from renter. If the tenant did not wish to exercise such rights, the renter could then take out the rental space for other people to rent.
- If the tenant did not wish to rent an office building or warehouse under this agreement anymore, the tenant had the rights to terminate the rental agreement with a written notice to the renter at least 90 days in advance. The renter agreed not to claim for damages and compensation from the tenant.

FINANCIAL STATEMENTS AND AUDITOR'S REPORT

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY
FOR THE YEAR ENDED DECEMBER 31, 2021

Independent Auditor's Report

To the Board of Directors and the Shareholders of Winnergy Medical Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Winnergy Medical Public Company Limited and its subsidiary, and of Winnergy Medical Public Company Limited, respectively, which comprise the consolidated and separate statements of financial position as at December 31, 2021, the consolidated and separate statements of comprehensive income, the consolidated and separate statements of changes in shareholders' equity and the consolidated and separate statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements referred to above present fairly, in all material respects, the consolidated and separate financial position of the Winnergy Medical Public Company Limited and its subsidiary, and of Winnergy Medical Public Company Limited, respectively, as at December 31, 2021, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

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

Key Audit Matters

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

Revenue recognition

Risk

The Company generally recognizes revenues when the control of goods is transferred to the customers. The Company's revenues from sales is a significant amount in statement of comprehensive income. In addition, the sales transactions of the Company are made with a large number of customers under a variety of arrangements and conditions, pertaining to matters such as bill-and-hold arrangements and the transfers of control of goods for which payment has not yet been received. Hence, the Company must make special considerations over the timing by which it transfers the control of goods to customers. Therefore, I determine that this matter is significant to my audit.

Auditor's response

I conducted the audit to obtain reasonable assurance that the Company recognized revenues in compliance with key principles under Thai Financial Reporting Standards 15 "Revenue from Contracts with Customers." In this connection, to arrive at such reasonable assurance, I:

1. Obtained an understanding of the process and tested the effectiveness of significant internal controls related to revenue recognition by focusing on the test that responded to the accuracy and the timing in which revenue was recognized in the Company's financial statements.
2. Applied a sampling method to select sale transactions to determine the point in time when control of the goods was transferred to the customer according to the obligations to be performed, to verify the accuracy and propriety of the revenue recognition and to determine whether the sales transactions followed the condition set out in the agreement or sales documents, as well the Company's revenue recognition policy.
3. Applied a sampling method to check the documents supporting sales transactions occurring during the year and during the period close to the end of the accounting period.
4. Reviewed credit notes that the Company issued after the reporting period.
5. Applied a sampling method to perform the physical count of goods that transferring the control of products to customers and obtain a confirmation reply to verify that the control of the goods was transferred to the customer.
6. Verified the significant adjustments to revenues to determine the propriety of revenues recognised throughout the accounting period.

Other Information

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

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

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

When I read the Annual Report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

(Atipong Atipongsakul)

Certified Public Accountant

Registration Number 3500

ANS Audit Company Limited

Bangkok, February 28, 2022

STATEMENTS OF FINANCIAL POSITION

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

AS AT DECEMBER 31, 2021

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
Notes		December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Assets					
Current assets					
Cash and cash equivalents	7	126,409,928.55	8,293,521.50	119,576,294.85	1,551,752.43
Trade and other current receivables - net	6.2, 8, 34	175,024,681.36	171,130,846.63	169,759,616.05	167,042,466.59
Contract assets	4.1, 9	29,019,610.00	7,740,945.40	29,019,610.00	7,740,945.40
Inventories - net	10	78,889,917.08	61,714,683.91	68,255,650.71	48,675,393.05
Other current assets	6.3, 11, 34	7,440,800.54	7,146,601.08	6,733,411.58	6,396,910.50
Total current assets		416,784,937.53	256,026,598.52	393,344,583.19	231,407,467.97
Non-current assets					
Investments in subsidiary	12	-	-	32,999,980.00	32,999,980.00
Property and equipment - net	13	199,008,890.41	103,122,735.80	198,431,359.78	102,408,969.42
Intangible assets - net	14	13,437,417.74	13,378,911.74	13,437,417.74	13,378,911.74
Right-of-use assets - net	6.7, 15.1	61,010,463.99	62,150,887.24	47,118,543.95	45,148,273.82
Deferred tax assets - net	16	6,178,398.70	7,699,745.96	5,355,358.37	7,195,478.90
Other non-current financial assets	6.4, 17	51,576,451.12	45,714,658.85	50,256,182.80	44,470,407.64
Other non-current assets	6.5, 18	7,464,764.42	4,010,442.42	6,749,144.42	2,954,402.42
Total non-current assets		338,676,386.38	236,077,382.01	354,347,987.06	248,556,423.94
Total assets		755,461,323.91	492,103,980.53	747,692,570.25	479,963,891.91

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

AS AT DECEMBER 31, 2021

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
Notes		December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	19	23,000,000.00	155,783,928.49	23,000,000.00	155,783,928.49
Trade and other current payables	6.6, 20	95,259,286.92	58,665,304.41	93,960,607.04	56,513,887.82
Contract liabilities	4.1	4,352,036.36	7,284,554.98	4,352,036.36	7,284,554.98
Current portion of lease liabilities	6.7, 15.2	2,798,130.20	2,765,932.04	2,648,627.55	2,530,954.17
Current portion of long-term loans					
from financial institutions	21	-	5,666,661.24	-	5,666,661.24
Income tax payable		-	2,496,756.37	-	2,496,756.37
Derivatives liabilities	32	695,615.96	115,721.08	695,615.96	115,721.08
Other current liabilities	22	3,018,990.97	4,166,423.76	3,000,394.91	4,156,318.78
Total current liabilities		129,124,060.41	236,945,282.37	127,657,281.82	234,548,782.93
Non-current liabilities					
Lease liabilities - net	6.7, 15.2	37,660,451.77	41,697,722.89	26,693,975.60	29,324,715.70
Long-term loans from financial institutions - net	21	-	9,111,120.99	-	9,111,120.99
Non-current provisions for					
employee benefits	23	16,683,578.47	15,557,651.78	16,065,693.47	15,054,645.78
Total non-current liabilities		54,344,030.24	66,366,495.66	42,759,669.07	53,490,482.47
Total liabilities		183,468,090.65	303,311,778.03	170,416,950.89	288,039,265.40
Shareholder's equity					
Shares capital					
Authorised					
Ordinary shares 400,000,000 shares of Baht 0.50 each	24	200,000,000.00	200,000,000.00	200,000,000.00	200,000,000.00
Issued and paid up					
Ordinary shares 400,000,000 shares of Baht 0.50 each					
(2020 : ordinary shares 280,000,000 shares					
of Baht 0.50 each)	24	200,000,000.00	140,000,000.00	200,000,000.00	140,000,000.00
Shares premium					
Premium on shares capital	24	299,686,821.71	-	299,686,821.71	-
Surplus on share-based payment transactions	24	3,361,196.00	3,361,196.00	3,361,196.00	3,361,196.00
Retained earnings					
Appropriated					
Legal reserves	25	10,226,120.10	6,858,311.54	10,226,120.10	6,858,311.54
Unappropriated		58,719,095.45	38,572,694.96	64,001,481.55	41,705,118.97
Total shareholders' equity		571,993,233.26	188,792,202.50	577,275,619.36	191,924,626.51
Total liabilities and shareholders' equity		755,461,323.91	492,103,980.53	747,692,570.25	479,963,891.91

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

FOR THE YEAR ENDED DECEMBER 31, 2021

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
	Notes	2021	2020	2021	2020
Revenue from sales and services	6.8, 29.1	494,235,568.67	490,206,402.11	476,469,178.69	471,183,016.48
Rental income		44,463,110.12	40,331,374.96	44,463,110.12	40,331,374.96
Total revenues		538,698,678.79	530,537,777.07	520,932,288.81	511,514,391.44
Cost of sales and services		(271,157,435.94)	(261,987,199.25)	(261,479,899.28)	(254,331,564.60)
Cost of rental		(24,215,259.84)	(21,214,293.60)	(24,215,259.84)	(21,214,293.60)
Total costs		(295,372,695.78)	(283,201,492.85)	(285,695,159.12)	(275,545,858.20)
Gross profit		243,325,983.01	247,336,284.22	235,237,129.69	235,968,533.24
Other income	6.8, 29.2	20,012,091.49	511,306.55	19,798,633.59	627,571.14
Distribution costs	6.8, 34	(85,897,808.55)	(83,219,397.10)	(78,822,884.17)	(76,657,857.84)
Administrative expenses	6.8, 34	(100,338,751.24)	(94,639,007.46)	(97,341,313.56)	(91,894,356.32)
Financial cost		(4,937,180.36)	(8,051,509.93)	(4,238,495.84)	(7,717,608.54)
Profit before income tax expense		72,164,334.35	61,937,676.28	74,633,069.71	60,326,281.68
Income tax expense	16	(6,958,125.30)	(10,347,895.71)	(7,276,898.57)	(10,867,436.37)
Profit for the year		65,206,209.05	51,589,780.57	67,356,171.14	49,458,845.31
Other comprehensive income for the year :					
<i>Components of other comprehensive income</i>					
<i>that will not be reclassified to profit or loss :</i>					
Actuarial gains	23	-	4,102,188.00	-	4,025,820.00
Income tax relating to components of other comprehensive income that will not be reclassified to profit or loss	16	-	(820,437.60)	-	(805,164.00)
Other comprehensive income for the year, net of tax		-	3,281,750.40	-	3,220,656.00
Total comprehensive income for the year		65,206,209.05	54,871,530.97	67,356,171.14	52,679,501.31
Profit attributable to					
Equity holders of the Company		65,206,209.05	51,589,780.57	67,356,171.14	49,458,845.31
Profit and total comprehensive income attributable to					
Equity holders of the Company		65,206,209.05	54,871,530.97	67,356,171.14	52,679,501.31
Earnings per share					
Basic earnings per share (Baht)	27	0.18	0.32	0.19	0.30
Weighted average number of ordinary shares (share)		358,575,342	163,324,205	358,575,342	163,324,205

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CHANGE IN SHAREHOLDERS' EQUITY

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

FOR THE YEAR ENDED DECEMBER 31, 2021

Unit: Baht									
Consolidated financial statements									

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CHANGE IN SHAREHOLDERS' EQUITY

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

FOR THE YEAR ENDED DECEMBER 31, 2021

Unit: Baht									
Separate financial statements									
Notes	Issued and paid-up share capital	Premium on shares capital	Surplus on share-based payment transactions	Retained earnings		Other components of equity		Total shareholders' equity	
				Appropriated Legal reserves	Unappropriated	Other comprehensive income			
						Actuarial gain			
Balance as at January 1, 2021									
Change in shareholders' equity for the year :									
24	Share capital increase	140,000,000.00	-	3,361,196.00	6,858,311.54	41,705,118.97	-	-	191,924,626.51
25	Legal reserves	60,000,000.00	299,686,821.71	-	-	-	-	-	359,686,821.71
26	Dividend paid	-	-	-	3,367,808.56	(3,367,808.56)	-	-	-
		-	-	-	(41,692,000.00)	(41,692,000.00)	-	-	(41,692,000.00)
	Total comprehensive income for the year	-	-	-	-	67,356,171.14	-	-	67,356,171.14
Balance as at December, 2021									
	200,000,000.00	299,686,821.71	3,361,196.00	10,226,120.10	64,001,481.55	-	-	-	577,275,619.36
Balance as at January 1, 2020									
Change in shareholders' equity for the year :									
23	Transferred to retained earnings	55,000,000.00	-	-	1,910,758.37	38,974,170.83	-	-	95,884,929.20
24	Share capital increase	-	-	-	-	3,220,656.00	(3,220,656.00)	-	-
24	Share-based payment transactions	85,000,000.00	-	-	-	-	-	-	85,000,000.00
25	Legal reserves	-	-	3,361,196.00	-	-	-	-	3,361,196.00
26	Dividend paid	-	-	-	4,947,553.17	(4,947,553.17)	-	-	-
		-	-	-	(45,001,000.00)	(45,001,000.00)	-	-	(45,001,000.00)
	Total comprehensive income for the year	-	-	-	-	49,458,845.31	3,220,656.00	-	52,679,501.31
Balance as at December 31, 2020									
	140,000,000.00	-	3,361,196.00	6,858,311.54	41,705,118.97	-	-	-	191,924,626.51

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash flows from operating activities :				
Net profit	65,206,209.05	51,589,780.57	67,356,171.14	49,458,845.31
Adjustments to reconcile net profit to net cash provided by (used in) operating activities				
Depreciation and amortisation	33,635,046.54	23,174,104.59	32,614,791.36	22,691,079.97
Loss on devaluation of inventories (reversal)	923,141.14	57,486.25	31,699.17	(519,036.23)
Non-current provisions for employee benefits	2,249,991.00	3,019,808.24	2,135,112.00	3,104,619.24
Allowance for expected credit losses	-	259,429.69	-	259,429.69
Loss on sale of fixed assets	310,165.64	-	337,929.76	-
Unrealized loss on exchange rate	874,636.11	1,876,557.65	874,636.11	1,876,557.65
Loss on measurement fair value of derivatives contract	695,615.96	115,721.08	695,615.96	115,721.08
Difference from rent concessions	-	128,067.59	-	-
Expense from share-based payment transactions	-	3,361,196.00	-	3,361,196.00
Interest income	(307,980.20)	(2,382.89)	(231,963.09)	(169,207.53)
Financial cost	4,937,180.36	8,051,509.93	4,238,495.84	7,717,608.54
Income tax expense	6,958,125.30	10,347,895.71	7,276,898.57	10,867,436.37
Profit from operations before changes in operating assets and liabilities	115,482,130.90	101,979,174.41	115,329,386.82	98,764,250.09
Operating assets (increase) decrease				
Trade and other current receivables - net	(25,172,499.33)	(29,908,597.80)	(23,995,814.06)	(28,263,410.74)
Inventories - net	(18,098,374.31)	(2,083,968.46)	(19,611,956.83)	(1,748,736.84)
Other current assets	(294,199.46)	1,195,998.55	(336,501.08)	525,110.67
Other non-current assets	(276,202.52)	(1,848,252.42)	(616,622.52)	(792,192.42)
Operating liabilities increase (decrease)				
Trade and other current payables	35,451,194.05	(15,533,546.52)	36,303,930.76	(3,078,869.90)
Contract liabilities	(2,932,518.62)	(29,083,844.42)	(2,932,518.62)	(29,083,844.42)
Other current liabilities	(1,147,432.79)	3,269,121.09	(1,155,923.87)	3,412,936.60
Cash received from operating activities	103,012,097.92	27,986,084.43	102,983,980.60	39,735,243.04
Corporate income tax paid	(11,111,653.89)	(19,696,844.25)	(11,111,653.89)	(19,696,844.25)
Cash paid for employee benefits	(1,124,064.31)	(145,012.50)	(1,124,064.31)	(145,012.50)
Net cash received from operating activities	90,776,379.72	8,144,227.68	90,748,262.40	19,893,386.29

The accompanying notes are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

FOR THE YEAR ENDED DECEMBER 31, 2021

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Cash flows from investing activities :				
Cash paid for purchase of investment in subsidiary	-	-	-	(32,000,000.00)
Cash paid for purchase of investment of non-listed company	(5,646,510.00)	(41,678,772.50)	(5,646,510.00)	(41,678,772.50)
Cash received from short-term loans to related party	-	-	-	8,000,000.00
Cash received from sales of equipment	3,081,590.38	123,840.22	2,542,265.30	123,840.22
Cash paid for purchase of property and equipment	(122,184,857.15)	(38,965,308.82)	(121,710,043.93)	(38,719,076.86)
Cash paid for purchase of intangible assets	(2,565,430.00)	(1,039,125.96)	(2,565,430.00)	(1,039,125.96)
Cash paid for purchase of right-of-use assets	(9,270,678.98)	(12,127,970.11)	(9,270,678.98)	(9,305,883.57)
Non-current financial assets increase	-	(4,035,886.33)	-	(2,791,635.14)
Cash received from interest	92,697.93	481,393.29	92,697.93	648,217.94
Net cash used in investing activities	(136,493,187.82)	(97,241,830.21)	(136,557,699.68)	(116,762,435.87)
Cash flows from financing activities :				
Bank overdrafts and short-term loans				
from financial institutions increase (decrease)	(132,783,928.49)	51,151,490.47	(132,783,928.49)	51,605,962.36
Cash paid for lease liabilities	(4,035,434.51)	(10,419,661.96)	(4,035,434.51)	(7,460,288.76)
Cash received from long-term loans from financial institutions	30,000,000.00	17,000,000.00	30,000,000.00	17,000,000.00
Cash paid for long-term loans from financial institutions	(44,777,782.23)	(2,222,217.77)	(44,777,782.23)	(2,222,217.77)
Cash received from increase in ordinary shares - net	359,686,821.71	85,000,000.00	359,686,821.71	85,000,000.00
Cash paid for dividends	(41,692,000.00)	(45,001,000.00)	(41,692,000.00)	(45,001,000.00)
Cash paid for financial cost	(2,564,461.33)	(5,436,803.47)	(2,563,696.78)	(5,864,555.96)
Net cash received from financing activities	163,833,215.15	90,071,807.27	163,833,979.70	93,057,899.87
Cash and cash equivalents increase - net	118,116,407.05	974,204.74	118,024,542.42	(3,811,149.71)
Cash and cash equivalents at the beginning of the year	8,293,521.50	7,319,316.76	1,551,752.43	5,362,902.14
Cash and cash equivalents at the ending of the year	126,409,928.55	8,293,521.50	119,576,294.85	1,551,752.43

Supplemental cash flows information :

Non-cash transaction consist of

Right-of-use assets increase from lease liabilities	-	52,871,335.53	-	37,615,337.32
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The accompanying notes are an integral part of these financial statements.

NOTES TO FINANCIAL STATEMENTS

WINNERGY MEDICAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

FOR THE YEAR ENDED DECEMBER 31, 2021

1. General information

Information about the Company

Winnergy Medical Public Company Limited (“the Company”) is incorporated and domiciled in Thailand. The Company is principally engaged in the distribution of medical and diagnostics equipment. The head office is located at 634/4 Ramkhamhaeng 39 (Theplila 1), Pracha Uthit Road, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok.

The Company has been transformed its status from Company Limited to be Public Company Limited under Public Company Limited Law by registering to transform its status and changing former name “Winnergy Medical Company Limited” to be “Winnergy Medical Public Company Limited” at the Department of Business Development, Ministry of Commerce on September 2, 2020.

2. Basis for preparation of the financial statements

2.1 The accompanying financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”) including related interpretations and guidelines promulgated by the Federation of Accounting Professions (“FAP”) and applicable rules and regulations of the Securities and Exchange Commission.

The presentation of the financial statements complies with the stipulations of the Notification of the Department of Business Development dated December 26, 2019, issued under the Accounting Act B.E. 2543.

The accompanying financial statements have been prepared in the Thai language and expressed in Thai Baht. Such financial statements have been prepared for domestic reporting purposes. For the convenience of the readers not conversant with the Thai language, an English version of the financial statements has been provided, translated based on the Thai version.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

Preparation of the financial statements in conformity with Thai Financial Reporting Standards (“TFRS”) requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, and in the period of the revision and future periods, if the revision affects both current and future periods.

2.2 Basis for preparation of the consolidated financial statements

- a) The consolidated financial statements include the financial statements of Winergy Medical Public Company Limited and the following subsidiary (together referred to as “the Group”) is as follows:

			Percentage of share holding	
Name of the Company	Country	Type of Business	2021	2020
<u>Subsidiary Company</u>				
A New Day Co., Ltd. (AND)	Thailand	Retail business and sale of scientific and technological equipment	100	100

- b) The Company is deemed to have control over an investee or subsidiary if it has rights, or is exposed, to variable returns from its involvement with the investee, and if it has the ability to direct the activities that significantly affect the amount of its returns.
- c) Subsidiary is fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date such control ceases.
- d) The financial statements of the subsidiary is prepared using the same significant accounting policies as the Company.
- e) Material balances and transactions between the Group has been eliminated from the consolidated financial statements.
- f) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiary that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiary under the cost method.

3. New financial reporting standards

a. Financial reporting standards that became effective in the current year

During the year 2021, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after January 1, 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

b. Financial reporting standards that will become effective for fiscal years beginning on or after January 1, 2022

The Federation of Accounting Professions issued certain revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

The adoption of these financial reporting standards will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

4.1.1 Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer. Sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances.

Revenue arrangements with multiple deliverables are allocated between the element in proportion to the delivered products and the obligations to be performed in providing services that are included in the contract using the basis of standalone selling prices of different products or services as obligated in the contract.

The recognised revenue which is not yet due according to the contracts has been presented under the caption of "Contract asset" in the statement of financial position. The amounts recognised are reclassified to trade receivables when the Group's right to consideration is unconditional.

The obligation to provide to a customer for which the Company and its subsidiary have received from the customer is presented under the caption of "Contract liability" in the statement of financial position. Contract liabilities are recognised as revenue when the Company and its subsidiary perform under the contract.

4.1.2 Service income is recognised when service has been rendered.

4.1.3 Dividend income is recognised in full amount when the dividend is declared.

4.1.4 Other incomes and expenses are recognised on an accrual basis.

4.2 Cash and Cash equivalents

Cash and Cash equivalents comprise cash, all deposits except for time deposits in financial institutions and highly liquid short-term investments which have negligible risk of value change.

4.3 Trade receivable

Trade receivables are amounts due from customers for goods sold or service performed in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at present value.

The Group applies TFRS 9's simplified approach to measure expected credit losses. The simplified approach requires expected lifetime losses to be recognised from initial recognition of the receivables.

4.4 Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined on the first-in, first-out method.

The costs of inventories comprise of the purchase price and other costs directly attributed to the acquisition of goods.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

4.5 Financial assets and financial liabilities

Classification and measurement of financial assets and financial liabilities

Classification

The classification of financial assets depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group classifies its debt instruments in the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

The equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss (FVPL), or ii) at fair value through other comprehensive income (FVOCI) without recycling to profit or loss.

Measurement

At initial recognition, where a financial asset is not at FVPL, the Group measures the financial asset at its fair value plus or minus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

There are three measurement categories into which the Group classifies its debt instruments:

- *Amortised cost*: A financial asset will be measured at amortised cost when the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows. In addition, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in financial income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented in profit or loss.
- *FVOCI*: A financial asset will be measured at FVOCI when it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. In addition, the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and related foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised on other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of other comprehensive income.
- *FVPL*: A asset that does not meet the criteria for amortised cost or FVOCI is measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments shall be subsequently measured at fair value and the fair value change is to be recognised through profit or loss or other comprehensive income depending on the classification of such equity instrument.

Derivatives are classified and measured at fair value through profit or loss unless hedge accounting is applied.

Dividends from such investments continue to be recognised in profit or loss are presented as other income when the Group's right to receive payments is established.

Impairment

Expected credit losses associated with financial assets carried at amortised cost and FVOCI, and assets from loan commitments and financial guarantees, are assessed without the increases in credit risk. The Group applies the general approach to the measurement of expected credit losses. In the case of trade receivables, however, the Group applies the simplified approach to measure expected credit losses.

4.6 Investment in subsidiary company

Investment in subsidiary is accounted for in the financial statements using the cost method. The Company performs impairment reviews in respect of the investment whenever there is an indication that it may be impaired.

The weighted average method is used for computation of the cost of investments.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

4.7 Property and equipment

Property and equipment are initially recorded at cost. All assets except for land are stated at cost less accumulated depreciation and allowance for loss on impairment of asset (if any)

Depreciation is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

	<u>Years</u>
Building	20
Solar electric generating systems	17
Computer and electronic equipment	3
Furniture fixtures	5
Office equipment	5
Instruments	5
Medical equipment	10
Vehicles	5

Residual value of property and equipment has to be measured by the amount expected to obtain from disposal of assets as if the assets had aging and expected condition at the end of its useful lives. In addition, residual value and useful lives is required to review at least once a year and adjusted if appropriate.

Depreciation is recognised as an expense in profit or loss.

4.8 Intangible assets and Amortisation

Intangible assets acquired are initially recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation recognised as an expense in profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Years</u>
Computer software	3, 10

No amortisation is provided on software under installation.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually either individually or at the cash generating unit level. The assessment of indefinite useful lives of the intangible assets is reviewed annually.

4.9 Impairment of assets

The Group has considered the impairment of assets; property, plant and equipment, investments and intangible assets and other non-current assets whenever events changes indicate that the carrying amount of an assets exceeds recoverable amount (net selling price of the asset under normal course of operations or its utilization value whichever is higher) by considering the impairment for each asset item or each asset unit generating cash flow, whichever is practical.

In case the carrying amount of an asset exceeds its net realizable value, the Group will recognise an impairment loss in the statements of the other comprehensive income or decrease appraisal surplus if those assets have been revaluated and recorded as appraisal surplus include in shareholders' equity. The Group will reverse the impairment loss whenever there is an indication that there is no longer impairment or reduction in impairment as "other income" or "appraisal surplus", whichever is practical.

4.10 Trade and other accounts payable

Trade and other accounts payable are stated at cost.

4.11 Employee benefits

Short-term employee benefits

The Group recognises salaries, wages, bonuses and contributions to Social Security Fund as expense when incurred.

Post-employment benefits – defined benefit plan

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law and other employee benefits plans. The Company treat these severance payment obligations as a defined benefit plan.

The employee benefits liabilities in relation to the severance payment under the labor law are recognised as a charge to results of operations over the employee's service period. It is calculated by the estimation of the amount of future benefit to be earned by the employee in return for the service provided to the Company through the service period up to the retirement age and the amount is discounted to determine the present value. The reference discount rate is the yield rate of government bonds as at the reporting date. The calculation is based on the actuarial technique using the Projected Unit Credit Method.

When the actuarial assumptions are changed, the Group recognises actuarial gains or losses in the other comprehensive income and loss in the period in which they arise.

Other long-term employment benefits

The obligation under the defined benefits plan is determined based on actuarial techniques, using the projected unit credit method, in order to determine present value of the obligation and be recognised as a liability in the statements of financial position. Current service cost, past service cost, net interest on the net defined benefit liability are recognised as expenses in profit or loss. Remeasurements of the net other long-term benefit liability or asset, including actuarial gains and losses are recognised in profit or loss immediately.

4.12 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors, and officers with authority in the planning and direction of the Company's operations.

4.13 Foreign currencies

Foreign currency transactions

Transactions in foreign currencies are translated into the functional currencies using the exchange rate at the date of transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of reporting period date are translated into the functional currency using the exchange rate at the end of reporting period date. Gain or loss on translating is recognised in profit or loss.

Non-monetary assets and liabilities measured at cost in foreign currencies at the end of reporting period date are translating into the functional currency using the exchange rate at the date of transaction.

4.14 Leases

Leases – where the Group is the lessee

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

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

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

Lease payments included in the measurement of the lease liability are as follows:

- fixed payments including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price, under a purchase option that the Group is reasonably certain to exercise, whereby the exercise price is considered as lease payments in an optional renewal period; and
- payments of penalties for early termination of a lease if the Group is reasonably certain to terminate early.

To apply a cost model, the Group measures the ROU asset at cost, less accumulated depreciation and accumulated impairment loss and then makes adjustments for any remeasurement of the lease liability. The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. However, if the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the ROU asset reflects that the Group will exercise a purchase option, the Group depreciates the ROU asset from the commencement date to the end of the useful life of the underlying asset. The useful life of the ROU asset is determined on the same basis as those of plant and equipment.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Buildings and Building improvements	6, 20 years
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The lease liability is re-measured when there is a change in future lease payments arising from the following:

- a change in an index or a rate used to determine those payments
- a change in the Group's estimate of the amount expected to be payable under a residual value guarantee
- the Group changes its assessment of whether it will exercise a purchase, extension or termination option

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

Short-term leases and leases of low-value assets

The Group has elected not to recognise ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Leases - where the Group is the lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease substantially transfers all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Initial direct costs are included in the initial measurement of the finance lease receivable and will be gradually reduced against the income over the lease term.

Assets leased out under operating leases are included in property and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

4.15 Income Tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current Tax

The Group recognises the current income tax is provided in the accounts at the amount expected to be paid to taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred Tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

The Group recognises corporate income tax as expense for the occurring period as described in the Revenue Code.

At each reporting date, the Group reviews and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.16 Segment Information

Segment information is the management views for reporting the Company's operation information which referenced from the internal information that the most authorised operation officer has consistently reviewed.

Geographical segments provide services within a particular economic environment that is subject to risks and returns that are different from those of components operating in other economic environments.

4.17 Basic earnings per share

Basic earnings per share are determined by dividing the net profit for the year of attributable to equity holders of the Company by the weighted average number of already issued and fully paid shares during the accounting year as if the changing the par value had been distributed at the beginning of the earliest period reported.

4.18 Fair value of measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categories of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Critical accounting estimates, assumption and judgement

The preparation of the financial statements in conformity with financial reporting standards at times requires management to make judgments and estimates. Judgments and estimations will affect the amounts in the financial statements and the information presented in the Notes to Financial Statements. Actual results may differ from these judgments and estimates. Significant judgments and estimates are as follows:

5.1 Allowances for expected credit losses of trade receivables

In determining an allowance for expected credit losses of trade receivables, management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and forecast economic conditions for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

5.2 Fair valuation of financial assets and derivatives

The fair value of financial instruments, not traded in an active market, is determined by using valuation techniques. The Group uses judgement to select a variety of methods and makes assumptions mainly based on market conditions existing at the end of each reporting period.

5.3 Allowance for obsolete and defective inventories

The Group maintains an allowance for obsolete, slow-moving and defective inventories or when market value or replacement cost decreased to reflect impairment of inventories. The allowance is based on the consideration of turnovers, defective and market value or replacement cost of inventories.

5.4 Impairment of assets

The Group considers an asset as impaired when there is an indication it may be impaired. If any such indication exists when there has been a significant decline in the fair value, the Group make an estimate of the asset's recoverable amount. Determination of the recoverable amount requires judgment. The Group will recognise as an impairment loss in profit or loss.

5.5 Building, equipment and intangible assets

Management determines the estimated useful lives and residual values for the Group's building, equipment and intangible assets. Management will revise the depreciation charge where the useful lives and residual values of such assets, so estimated, have changed or they are technologically obsolete or are no longer in use.

5.6 Leases

Determining the lease term with extension and termination options - Group as a lessee

In determining the lease term, management is required to exercise judgment in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease, considering all relevant factors and circumstances that create an economic incentive for the Group to exercise either the extension or termination option. After the commencement date, the Group reassesses the lease term to determine whether there is a significant event or change in circumstances that is within its control and affects its ability whether or not to exercise the option to extend or to terminate.

Estimating the incremental borrowing rate - Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease. Therefore, management is required to exercise judgement in estimating its incremental borrowing rate (IBR) to discount lease liabilities. IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

5.7 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

5.8 Employee benefits

The present value of employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions, including the discount rate, future salary increase rates and turnover rate. Any changes in these assumptions will have an impact on the carrying amount of employee benefits obligation. Principal actuarial assumptions are discussed in Note to Financial Statements No. 23

5.9 Litigation

The Company has contingent liabilities as a result of litigation. Management has exercised judgement to assess the results of the litigation and believes that no loss will result. Therefore, no contingent liabilities are recorded as at the end of reporting period.

6. Transactions with related parties

The Company has significant transactions with related parties, which are directly and indirectly related through inter-company shareholdings or common shareholders and directorships. The related transactions comply with the terms and conditions specified in the agreement between the Company and the concerned parties.

6.1 Relationship of the parties

Name	Country	Relationship	Business Type
<u>Subsidiary company</u>			
A New Day Co., Ltd. (AND)	Thailand	Common director	Retail business and sale of the scientific and technological appliances
<u>Related companies</u>			
Winnery Holding Co., Ltd. (WHO)	Thailand	Common director	Sale of the medical devices, chemicals, and scientific and technological appliances*
Bio Space Co., Ltd. (BSP)	Thailand	Common director	Sale of the medical devices, and scientific and technological appliances*
Pan Science 1999 Co., Ltd. (PAN)	Thailand	Common director	Retail business and sale of the scientific and technological appliances*
Biopool Co., Ltd. (BIO)	Thailand	Common director	Sale of chemicals, and scientific and technological appliances*
IT Intrend Co., Ltd.	Thailand	Common director	Development of software program, and electronic equipment
Winnery Corporation Co., Ltd.	Thailand	Common director	Natural gas distribution, retail gas tank and compressor main natural gas transportation service station
Winnery Trading Co., Ltd.	Thailand	Major shareholders and common director	Investment in other companies and investment property operations
Dara Investment Limited.	Hong Kong	Common director	Investment in other companies
Winnery (Thailand) Co., Ltd.	Thailand	Common director	Investment in retail sale of automotive fuel in specialised stores and gas station
V2 Logistics Co., Ltd.	Thailand	Common director	Natural gas transportation service

*At present, there are no longer the related business activities.

Balances with related companies as at December 31, 2021 and 2020 are as follows:

6.2 Trade and other current receivables - related companies

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Trade receivables - related companies				
Professional Laboratory				
Management Corp Co., Ltd.	-	670,000.00	-	670,000.00
Winnery Corporation Co., Ltd.	-	9,900.00	-	-
V2 Logistics Co., Ltd.	44,000.00	-	44,000.00	-
Winnery (Thailand) Co., Ltd	332,447.17	-	-	-
	<u>376,447.17</u>	<u>679,900.00</u>	<u>44,000.00</u>	<u>670,000.00</u>

6.3 Other current assets - related companies

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Prepaid expenses - related companies				
Winnergy Holding Co., Ltd.	434,763.14	559,748.64	124,985.54	249,971.04
IT Intrend Co., Ltd.	-	12,063.56	-	12,063.56
	<u>434,763.14</u>	<u>571,812.20</u>	<u>124,985.54</u>	<u>262,034.60</u>

6.4 Other current financial assets - related companies

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Rental deposits - related companies				
Winnergy Holding Co., Ltd.	4,157,768.62	4,035,886.35	2,837,500.30	2,791,635.14
Winnergy Trading Co., Ltd.	93,400.00	-	93,400.00	-
	<u>4,251,168.62</u>	<u>4,035,886.35</u>	<u>2,930,900.30</u>	<u>2,791,635.14</u>

6.5 Other non-current assets - related company

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Prepaid rental - related company				
Winnergy Holding Co., Ltd.	704,040.00	1,056,060.00	-	-

6.6 Other current payables - related company

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Accrued expenses - related company				
Winnergy Holding Co., Ltd.	91,915.10	101,156.20	73,141.09	81,150.34

6.7 Right-of-use assets and lease liabilities

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Right-of-use assets - net (Note 15.1)				
Winnergy Holding Co., Ltd.	39,379,540.00	47,523,865.53	28,033,182.99	33,213,233.56
Winnergy Trading Co., Ltd.	791,461.74	-	791,461.74	-
	<u>40,171,001.74</u>	<u>47,523,865.53</u>	<u>28,824,644.73</u>	<u>33,213,233.56</u>
Lease liabilities (Note 15.2)				
Winnergy Holding Co., Ltd.	39,664,100.64	44,463,654.93	28,548,121.82	31,855,669.87
Winnergy Trading Co., Ltd.	794,481.33	-	794,481.33	-
	<u>40,458,581.97</u>	<u>44,463,654.93</u>	<u>29,342,603.15</u>	<u>31,855,669.87</u>

6.8 Significant transactions with related companies

Significant transactions with related companies for the year ended December 31, 2021 and 2020 are as follows:

	Unit: Baht				
	Consolidated financial statements		Separate financial statements		
	2021	2020	2021	2020	Pricing Policy
Statements of comprehensive income					
<u>Revenues from sales and services</u>					
Professional Laboratory					
Management Corp Co., Ltd.	-	1,408,879	-	1,408,879	Market price
Winnergy Holding Co., Ltd.	-	77,061	-	-	Market price
Winnergy Corporation Co., Ltd.	-	9,252	-	-	Market price
V2 Logistics Co., Ltd.	41,122	-	41,122	-	Market price
Winnergy (Thailand) Co., Ltd.	29,790	-	29,790	-	Market price
<u>Other income</u>					
A New Day Co., Ltd.					
Credit guarantee service fee	-	-	25,000	-	According to the agreement
Winnergy (Thailand) Co., Ltd.					
Rental and sevice revenues	11,557	-	11,557	-	According to the agreement

Unit: Baht					
	Consolidated financial statements		Separate financial statements		
	2021	2020	2021	2020	Pricing Policy
<u>Purchase of goods and services</u>					
Winnergy Holding Co., Ltd.	-	762,568	-	92,518	Cost plus margin
Biopool Co., Ltd.	531,739	1,486,137	531,739	1,486,137	Cost plus margin
Pan Science 1999 Co., Ltd.	-	276,943	-	-	Cost plus margin
Professional Laboratory Management Corp Co., Ltd.	-	24,390	-	24,390	Agree price according to market prices
<u>Purchase of assets</u>					
Winnergy Corporation Co., Ltd.	-	147,350	-	147,350	Agree price according to market prices
IT Intrend Co., Ltd.	-	1,722,100	-	1,722,100	Market price
Pan Science 1999 Co., Ltd.	-	214,953	-	-	Agree price according to market prices
Winnergy Holding Co., Ltd.	25,426,168	46,767	25,426,168	46,767	Appraised price by independent appraiser/ Agree price according to market prices
<u>Sale of assets</u>					
Winnergy (Thailand) Co., Ltd.	299,897	-	-	-	Agree price according to market prices
<u>Distribution cost</u>					
A New day co., Ltd.					
Sale promotion expenses	-	-	107,690	168,300	Agree price according to market prices
<u>Administrative expenses</u>					
Winnergy Holding Co., Ltd.					
Wages and other services	2,344,980	2,507,212	2,107,396	2,190,163	According to the agreement
Credit guarantee service fee	567,415	3,379,431	567,415	3,376,084	Agreed price according to the rate of commercial bank
Other expenses	11,675	-	8,454	-	Agree price according to market prices
IT Intrend Co., Ltd.					
Other expenses	12,064	234,736	12,064	234,736	Market price
<u>Purchase investment in ordinary shares (Note 17)</u>					
Winnergy Holding Co., Ltd.	-	41,678,773	-	41,678,773	According to the agreement
<u>Dividend paid</u>					
Winnergy Holding Co., Ltd.	-	39,938,388	-	39,938,388	As announced for payment
Dara Investment Limited	8,129,690	-	8,129,690	-	As announced for payment
Winnergy Trading Co., Ltd.	27,216,809	-	27,216,809	-	As announced for payment

6.9 Commitment from service agreements with a related company - the Company and subsidiary are service recipients

Minimum payments of future service fees in the future under non-cancellable operating leases as at December 31, 2021 and 2020 are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Not over 1 year	1,345,686.12	1,345,686.12	1,150,376.28	1,150,376.28
Over 1 year but not over 5 years	4,213,107.20	5,382,744.48	3,576,114.36	4,601,505.12
Over 5 years	3,134,977.56	3,376,129.68	1,624,811.76	1,749,797.28
Total	8,693,770.88	10,104,560.28	6,351,302.40	7,501,678.68

Information about the service agreements

The Company and the subsidiary (A New Day Co., Ltd.) entered into service agreements for office and warehouse with the Winnergy Holding Co., Ltd. (service provider). These service agreements are for common office services for a 6-years term and for common warehouse service for a 20-years term. The service fees for the office and warehouse of both the Company and the subsidiary total Baht 0.11 million per month. The service agreements are effective from January 1, 2020 onwards.

Later, on December 28, 2021, the Company has changed some office service agreement counterparty from Winnergy holding Co., Ltd. to Winnergy trading Co., Ltd. The service agreements have remaining term of 4 years.

On May 22, 2020, the subsidiary (A New Day Co., Ltd.) was granted a waiver of the office and warehouse service fee effective from May 1, 2020 to April 30, 2021.

On May 14, 2021, the subsidiary (A New Day Co., Ltd.) was granted a waiver of the office and warehouse service fee effective from May 1, 2021 to April 30, 2022.

6.10 Directors' and management's remunerations

The Group recorded the following remunerations for directors and the management for the year ended December 31, 2021 and 2020:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Short-term employee benefits	25,419,072.97	25,850,828.97	25,419,072.97	25,850,828.97
Post-employment benefits	332,081.47	496,187.42	332,081.47	496,187.42
Other long-term employment benefits	437,392.90	347,369.86	437,392.90	347,369.86
Total	26,188,547.34	26,694,386.25	26,188,547.34	26,694,386.25

Management's remunerations

Management's remunerations are expenses related to salaries, remunerations and other benefits to the directors as a management, in accordance with the definitions of the Securities and Exchange Commission. Management, under the definition, includes a chief executive officers, the next four executive levels immediately below the chief executive officer and all persons in positions comparable to these fourth executive levels, as well as the management in accounting or finance at the level of department manager or the equivalent, and up.

Directors' remunerations

Directors' remuneration represents benefits paid to the Company's directors in accordance with Section 90 of the Public Limited Companies Act, excluding salaries and related benefits payable to executive directors.

7. Cash and cash equivalents

Cash and cash equivalents as at December 31, 2021 and 2020 are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Cash	59,574.13	95,000.00	45,283.13	80,000.00
Cash at banks - Current account	20,981,677.66	8,187,863.99	14,162,334.96	1,461,094.92
Cash at banks - Saving account	105,368,676.76	10,657.51	105,368,676.76	10,657.51
Total cash and cash equivalents	126,409,928.55	8,293,521.50	119,576,294.85	1,551,752.43

8. Trade and other current receivables - net

Trade and other current receivables - net as at December 31, 2021 and 2020 classified by age analysis are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
		(Reclassified)		(Reclassified)
Trade receivables				
Post-dated cheque	2,162,399.99	51,368.34	2,162,399.99	51,368.34
Not yet due	122,942,487.22	100,788,910.68	120,150,492.63	97,504,848.10
Receivables over due :				
Over due 1- 60 days	37,032,478.38	53,514,439.17	36,051,425.53	53,339,942.95
Over due 61- 90 days	3,068,774.08	3,124,251.50	3,066,044.08	2,976,136.56
Over due 91- 180 days	6,872,760.95	10,129,700.64	6,871,793.45	9,908,849.19
Over due 181 - 365 days	951,830.00	2,444,159.84	939,430.00	2,412,045.00
Total trade receivables	173,030,730.62	170,052,830.17	169,241,585.68	166,193,190.14
<u>Less</u> Allowance for expected credit losses	(423,737.69)	(423,737.69)	(423,737.69)	(423,737.69)
Total trade receivables - net	172,606,992.93	169,629,092.48	168,817,847.99	165,769,452.45
Other current receivables				
Accrued income - other companies	941,768.06	1,268,812.13	941,768.06	1,246,312.13
Prepaid expenses - other companies	1,475,920.37	232,942.02	-	26,702.01
Total other current receivables	2,417,688.43	1,501,754.15	941,768.06	1,273,014.14
Total trade and other current receivables - net	175,024,681.36	171,130,846.63	169,759,616.05	167,042,466.59

For the year ended December 31, 2021 and 2020, movement in the allowance for expected credit losses are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Balance at the beginning of the year	423,737.69	164,308.00	423,737.69	164,308.00
Increase during the year	-	259,429.69	-	259,429.69
Balance at the ending of the year	423,737.69	423,737.69	423,737.69	423,737.69

Expected credit losses are presented as administrative expenses in the statements of comprehensive income.

9. Contract assets

Contract assets as at December 31, 2021 and 2020, classified by age since the control of the product is transferred to the customers and that have not yet billed are as follows:

	Unit: Baht	
	Consolidated/ Separate financial statements	
	December 31, 2021	December 31, 2020
Contract assets		
which the control of product is transferred and that have not yet billed:		
1- 60 days	23,629,040.00	5,516,772.40
61- 90 days	370,604.01	1,639,523.00
91- 180 days	5,019,965.99	538,500.00
181 - 365 days	-	46,150.00
Total contract assets	29,019,610.00	7,740,945.40

10. Inventories - net

Inventories - net as at December 31, 2021 and 2020 are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Goods in transit	4,199,618.53	11,572,257.37	4,199,618.53	11,572,257.37
Finished goods	77,579,246.05	49,529,113.42	64,274,400.79	37,289,805.12
Work in process	-	2,579,119.48	-	-
<u>Less</u> Allowance for decline in value of goods	(2,888,947.50)	(1,965,806.36)	(218,368.61)	(186,669.44)
Total inventories - net	78,889,917.08	61,714,683.91	68,255,650.71	48,675,393.05

For the year ended December 31, 2021 and 2020, the movement of allowance for decline in values of goods is as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Balance at the beginning of the year	1,965,806.36	1,908,320.11	186,669.44	705,705.67
Increase during the year	1,535,750.74	576,522.48	141,150.76	-
Decrease during the year	(612,609.60)	(519,036.23)	(109,451.59)	(519,036.23)
Balance at the ending of the year	2,888,947.50	1,965,806.36	218,368.61	186,669.44

Loss on devaluation of inventories are presented as cost of sales in the statements of comprehensive income.

11. Other current assets

Other current assets as at December 31, 2021 and 2020 consisted of:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
	(Reclassified)		(Reclassified)	
Undue input VAT	81,524.07	421,794.28	77,191.03	414,079.47
Revenue Department receivable	20,528.91	106,523.13	-	-
Advance payment	1,859,363.63	3,457,308.75	1,829,174.78	3,457,308.75
Prepaid expense - related companies	434,763.14	571,812.20	124,985.54	262,034.60
Prepaid expense - other companies	4,120,046.20	2,394,678.92	4,004,023.89	2,247,777.03
Other current assets	924,574.59	194,483.80	698,036.34	15,710.65
Total	7,440,800.54	7,146,601.08	6,733,411.58	6,396,910.50

12. Investments in subsidiary

Investments in subsidiary as at December 31, 2021 and 2020 are as follows:

Company	Percentage of holding		(Million Baht)		Unit: Million Baht			
	%				Separate financial statements			
			Paid-up share Capital		Cost method		Net book value	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Subsidiary company								
A New Day Co., Ltd.	100.00	100.00	33.00	33.00	33.00	33.00	27.72	29.87
Total					33.00	33.00		

On April 17, 2020, the subsidiary (A New Day Co., Ltd) registered an increase in authorised share capital to Baht 33 million by issuing 3,300,000 ordinary shares with the par value of Baht 10. The Company holds a 100% stake the increase share capital, which was fully paid.

13. Property and equipment - net

Property and equipment - net as at December 31, 2021 and 2020 consisted of:

	Unit: Baht										
	Consolidated financial statements										
	Land	Building	Solar electric generating systems	Computers and electronic equipment	Furniture fixtures	Office equipment	Appliances	Medical devices	Vehicles	Assets during installation	Total
Cost											
As at December 31, 2020	-	-	-	3,833,844.60	30,800.00	1,006,800.00	2,692,315.74	108,476,831.27	6,154,925.85	345,223.65	122,540,741.11
Add Purchase/Transferred in during the year	19,009,318.27	14,013,453.70	426,168.22	833,900.93	3,785,705.55	3,472,286.25	2,868,212.02	71,802,811.51	-	5,973,000.70	122,184,857.15
Less Disposal/Transferred out during the year	-	-	-	(50,152.40)	-	(28,250.00)	(4,778.83)	(220,450.65)	(3,139,787.08)	-	(3,443,418.96)
As at December 31, 2021	19,009,318.27	14,013,453.70	426,168.22	4,617,593.13	3,816,505.55	4,450,836.25	5,555,748.93	180,059,192.13	3,015,138.77	6,318,224.35	241,282,179.30
Accumulated depreciation											
As at December 31, 2020	-	-	-	801,670.54	8,491.66	55,732.39	1,110,353.26	16,588,224.99	853,532.47	-	19,418,005.31
Add Depreciation for the year	-	298,819.60	686.62	1,228,566.84	528,932.93	622,966.69	1,235,292.95	18,958,874.58	32,806.31	-	22,906,946.52
Less Disposal/Transferred out during the year	-	-	-	(23,998.72)	-	(4,767.65)	(4,778.00)	(18,118.57)	-	-	(51,662.94)
As at December 31, 2021	-	298,819.60	686.62	2,006,238.66	537,424.59	673,931.43	2,340,868.21	35,528,981.00	886,338.78	-	42,273,288.89
Net book value											
As at December 31, 2020	-	-	-	3,032,174.06	22,308.34	951,067.61	1,581,962.48	91,888,606.28	5,301,393.38	345,223.65	103,122,735.80
As at December 31, 2021	19,009,318.27	13,714,634.10	425,481.60	2,611,354.47	3,279,080.96	3,776,904.82	3,214,880.72	144,530,211.13	2,128,799.99	6,318,224.35	199,008,890.41

Depreciation in the statements of comprehensive income for the year ended

2020	17,974,511.42
2021	22,906,946.52

Unit: Baht

	Separate financial statements										
	Land	Building	Solar electric generating systems	Computers and electronic equipment	Furniture fixtures	Office equipment	Appliances	Medical devices	Vehicles	Assets during installation	Total
Cost											
As at December 31, 2020	-	-	-	3,206,184.41	30,800.00	987,150.00	3,258,077.24	108,476,831.27	5,477,997.50	345,223.65	121,782,264.07
Add Purchase/Transferred in during the year	19,009,318.27	14,013,453.70	426,168.22	622,400.93	3,785,705.55	3,359,286.25	2,717,898.80	71,802,811.51	-	5,973,000.70	121,710,043.93
Less Disposal/Transferred out during the year	-	-	-	(1,052.40)	-	-	(4,778.83)	(220,450.65)	(2,677,812.00)	-	(2,904,093.88)
As at December 31, 2021	19,009,318.27	14,013,453.70	426,168.22	3,827,532.94	3,816,505.55	4,346,436.25	5,971,197.21	180,059,192.13	2,800,185.50	6,318,224.35	240,588,214.12
Accumulated depreciation											
As at December 31, 2020	-	-	-	705,404.89	8,491.66	51,473.96	1,185,590.20	16,588,224.99	834,108.95	-	19,373,294.65
Add Depreciation for the year	-	298,819.60	686.62	1,190,318.09	528,932.93	598,944.46	1,223,330.82	18,958,874.58	5,551.41	-	22,807,458.51
Less Disposal/Transferred out during the year	-	-	-	(1,002.25)	-	-	(4,778.00)	(18,118.57)	-	-	(23,898.82)
As at December 31, 2021	-	298,819.60	686.62	1,894,720.73	537,424.59	650,418.42	2,406,143.02	35,528,981.00	839,660.36	-	42,156,854.34
Net book value											
As at December 31, 2020	-	-	-	2,500,779.52	22,308.34	935,676.04	2,072,487.04	91,888,606.28	4,643,888.55	345,223.65	102,408,969.42
As at December 31, 2021	19,009,318.27	13,714,634.10	425,481.60	1,932,812.21	3,279,080.96	3,696,017.83	3,565,054.19	144,530,211.13	1,960,525.14	6,318,224.35	198,431,359.78
Depreciation in the statements of comprehensive income for the year ended											
2020											17,936,713.97
2021											22,807,458.51

Property and equipment as at December 31, 2021 and 2020 in amount of Baht 7.55 million and Baht 6.79 million, respectively in consolidated financial statements and in amount of Baht 7.01 million and Baht 6.33 million, respectively in separate financial statements, have been fully depreciated but still in use.

On April 19, 2021, the Company entered into an agreement to purchase and sale of land and buildings with Winnergy Holding Co., Ltd. at purchase price of Baht 25.43 million. The Company paid and received transferred of ownership of land and buildings on April 28, 2021. Building is depreciated using straight-line method over the estimated useful life of 20 years.

14. Intangible assets - net

Intangible assets as at December 31, 2021 and 2020 are as follows:

	Unit: Baht		
	Consolidated/Separate financial statements		
	Computer Software	Programs during installation	Total
Assets - Cost			
As at December 31, 2020	178,850.00	13,266,780.00	13,445,630.00
Purchase/Transfer in during the year	15,832,210.00	222,250.00	16,054,460.00
Disposal/Transfer out during the year	-	(13,489,030.00)	(13,489,030.00)
As at December 31, 2021	16,011,060.00	-	16,011,060.00
Less Accumulated amortisation			
As at December 31, 2020	(66,718.26)	-	(66,718.26)
Amortisation for the year	(2,506,924.00)	-	(2,506,924.00)
As at December 31, 2021	(2,573,642.26)	-	(2,573,642.26)
Net book valued			
As at December 31, 2020	112,131.74	13,266,780.00	13,378,911.74
As at December 31, 2021	13,437,417.74	-	13,437,417.74

Amortisation in the statements of comprehensive income for the year ended December 31, 2021 and 2020 is as follows:

	Unit: Baht	
	Consolidated/Separate financial statements	
	2021	2020
Amortisation for the year	2,506,924.00	48,606.03

15. Leases

15.1 Right-of-use assets - net

Right-of-use assets - net as at December 31, 2021 and 2020 consisted of:

	Unit: Baht	
	Consolidated financial	Separate financial
	statements	statements
	Building and building improvement	Building and building improvement
Cost		
As at December 31, 2020	67,932,118.54	49,854,033.79
Additions during the year	9,270,678.98	9,270,678.98
Decrease from rent concessions	(2,189,926.21)	-
As at December 31, 2021	75,012,871.31	59,124,712.77
Less Accumulated depreciation		
As at December 31, 2020	(5,781,231.30)	(4,705,759.97)
Depreciation for the year	(8,221,176.02)	(7,300,408.85)
As at December 31, 2021	(14,002,407.32)	(12,006,168.82)
Net book valued		
As at December 31, 2020	62,150,887.24	45,148,273.82
As at December 31, 2021	61,010,463.99	47,118,543.95
Depreciation for the year ended December 31,		
2020	5,781,231.30	4,705,759.97
2021	8,221,176.02	7,300,408.85

15.2 Lease liabilities - net

Lease liabilities - net as at December 31, 2021 and 2020 consisted of:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Due not later than one year:				
Minimum payments	4,247,172.60	4,344,962.52	4,051,592.76	4,051,592.76
Deferred interest	(1,449,042.40)	(1,579,030.48)	(1,402,965.21)	(1,520,638.59)
Current portion of lease liabilities - net	2,798,130.20	2,765,932.04	2,648,627.55	2,530,954.17
Due later than one year:				
Minimum payments	55,666,956.02	62,065,817.49	35,617,594.68	39,636,386.05
Deferred interest	(18,006,504.25)	(20,368,094.60)	(8,923,619.08)	(10,311,670.35)
Lease liabilities - net	37,660,451.77	41,697,722.89	26,693,975.60	29,324,715.70

Movements of lease liabilities for the year ended December 31, 2021 and 2020 is as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
As at January 1,	44,463,654.93	52,871,335.53	31,855,669.87	37,615,337.32
Increase from interest	2,220,287.76	2,514,157.93	1,522,367.79	1,700,621.31
Decrease from rent concessions	(2,189,926.21)	(502,176.57)	-	-
Paid	(4,035,434.51)	(10,419,661.96)	(4,035,434.51)	(7,460,288.76)
As at December 31,	40,458,581.97	44,463,654.93	29,342,603.15	31,855,669.87
<u>Less</u> Current portion	(2,798,130.20)	(2,765,932.04)	(2,648,627.55)	(2,530,954.17)
Lease liabilities - net	37,660,451.77	41,697,722.89	26,693,975.60	29,324,715.70

Information about leases

The Company and the subsidiary (A New Day Co., Ltd.) entered into office and warehouse leases with Winnergy Holding Co., Ltd. (lessor). The office lease has a 6-years term and rent is paid in advance on the contract date for a period of 4 months. The warehouse lease has a 20-years term and rent is paid advance on the contract date for a period of 36 months. The monthly rental fee is totals Baht 0.57 million in the consolidated financial statements and Baht 0.46 million in the separate financial statements. The security deposit is totals Baht 9.23 million in the consolidated financial statements and Baht 5.50 million in the separate financial statements. The agreements are effective as from January 1, 2020 onwards.

Later, on December 28, 2021, the Company has changed some office lease counterparty from Winnergy holding Co., Ltd. to Winnergy trading Co., Ltd. The office lease has remaining term of 4 years.

On May 22, 2020, the subsidiary (A New Day Co., Ltd.) was granted a waiver of the office and warehouse rental fee effective from May 1, 2020 to April 30, 2021.

On May 14, 2021, the subsidiary (A New Day Co., Ltd.) was granted a waiver of the office and warehouse rental fee effective from May 1, 2021 to April 30, 2022.

16. Deferred tax

Movements of deferred tax assets incurred during the year are as follows:

	Unit: Baht					
	Consolidated financial statements					
	As at January 1, 2020	Profit (loss)	Other comprehensive income (expense)	As at December 31, 2020	Profit (loss)	Other comprehensive income (expense)
						As at December 31, 2021
Deferred tax assets						
Non-current provisions for						
employee benefits	3,224,171.81	707,796.15	(820,437.60)	3,111,530.36	225,185.34	-
Provisions from litigation	-	5,816.82	-	5,816.82	-	-
Profit from goods from bill-and-hold transaction						
which treated as taxable income	6,345,871.06	(3,146,260.13)	-	3,199,610.93	(2,540,994.59)	-
Allowance for expected credit losses	32,861.61	51,885.94	-	84,747.55	-	-
Allowance for decline in value of goods	141,141.13	252,020.13	-	393,161.26	184,628.22	-
Depreciation	-	729,381.77	-	729,381.77	289,145.39	-
Leases	-	175,497.27	-	175,497.27	320,688.38	-
Total	9,744,045.61	(1,223,862.05)	(820,437.60)	7,699,745.96	(1,521,347.26)	-
						6,178,398.70

Unit: Baht

	Separate financial statements						
	As at	Profit	Other comprehensive	As at	Profit	Other comprehensive	As at
	January 1, 2020	(loss)	income (expense)	December 31, 2020	(loss)	income (expense)	December 31, 2021
Deferred tax assets							
Non-current provisions for							
employee benefits	3,224,171.81	591,921.35	(805,164.00)	3,010,929.16	202,209.54	-	3,213,138.70
Provisions from litigation	-	5,816.82	-	5,816.82	-	-	5,816.82
Profit from goods from bill-and-hold transaction							
which treated as taxable income	6,345,871.06	(3,146,260.13)	-	3,199,610.93	(2,540,994.59)	-	658,616.34
Allowance for expected credit losses	32,861.61	51,885.94	-	84,747.55	-	-	84,747.55
Allowance for decline in value of goods	141,141.13	(103,807.25)	-	37,333.88	6,339.83	-	43,673.71
Depreciation	-	729,381.77	-	729,381.77	289,145.39	-	1,018,527.16
Leases	-	127,658.79	-	127,658.79	203,179.30	-	330,838.09
Total	9,744,045.61	(1,743,402.71)	(805,164.00)	7,195,478.90	(1,840,120.53)	-	5,355,358.37

Income tax for the year ended December 31, 2021 and 2020 is as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Current tax expense				
Current period	5,436,778.04	9,124,033.66	5,436,778.04	9,124,033.66
Deferred tax income				
Movement in temporary differences	1,521,347.26	1,223,862.05	1,840,120.53	1,743,402.71
Total income tax expense	6,958,125.30	10,347,895.71	7,276,898.57	10,867,436.37

Reconciliation of effective tax rate

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Profit before income tax	72,164,334.35	61,937,676.28	74,633,069.71	60,326,281.68
Income tax rate	20%	20%	20%	20%
Current income tax expense as tax rate	14,432,866.87	12,387,535.26	14,926,613.94	12,065,256.34
Non-deductible expenses	327,658.60	1,328,188.29	315,045.26	1,324,951.83
Income tax on intercompany loss	-	(484,632.31)	-	-
Non-taxable income/deductible expense	(7,964,760.63)	(2,554,221.70)	(7,964,760.63)	(2,522,771.80)
Net loss in current year,				
not recognised as deferred tax	162,360.46	345,118.94	-	-
Others	-	(674,092.77)	-	-
Income tax expense	6,958,125.30	10,347,895.71	7,276,898.57	10,867,436.37
The average effective tax rate	10%	17%	10%	18%

Income tax rate

The Company used an income tax rate of 20% to calculate corporate income tax for the year ended December 31, 2021 and 2020.

17. Other non-current financial assets

Other non-current financial assets as at December 31, 2021 and 2020 consisted of:

		Unit: Baht					
		Consolidated financial statements					
		December 31, 2021			December 31, 2020		
Level of	Fair value through	Amortised		Fair value through	Amortised		
fair value	other comprehensive income	cost	Total	other comprehensive income	cost	Total	
Non-current financial assets							
Investment in common stock							
- Professional Laboratory							
Management Corp Co., Ltd.	Level 3	47,325,282.50	-	47,325,282.50	41,678,772.50	-	41,678,772.50
Rental deposits	Level 3	-	4,251,168.62	4,251,168.62	-	4,035,886.35	4,035,886.35
Total		47,325,282.50	4,251,168.62	51,576,451.12	41,678,772.50	4,035,886.35	45,714,658.85

		Unit: Baht					
		Separate financial statements					
		December 31, 2021			December 31, 2020		
Level of	Fair value through	Amortised		Fair value through	Amortised		
fair value	other comprehensive income	cost	Total	other comprehensive income	cost	Total	
Non-current financial assets							
Investment in common stock							
- Professional Laboratory							
Management Corp Co., Ltd.	Level 3	47,325,282.50	-	47,325,282.50	41,678,772.50	-	41,678,772.50
Rental deposits	Level 3	-	2,930,900.30	2,930,900.30	-	2,791,635.14	2,791,635.14
Total		47,325,282.50	2,930,900.30	50,256,182.80	41,678,772.50	2,791,635.14	44,470,407.64

On June 19, 2020, the Company entered into a share purchase agreement with Winnergy Holding Co., Ltd. to purchase common stock of Professional Laboratory Management Corp Co., Ltd. for 250,956 shares in proportion 12.55% of interest at price of Baht 166.08 each, totally Baht 41.68 million. The Company paid in full amount.

On August 26, 2021, the Extraordinary General Meeting of Professional Laboratory Management Corp Co., Ltd. passed a resolution to increase the registered share capital from Baht 20 million (2,000,000 ordinary shares at Baht 10 per share) to be Baht 65 million (6,500,000 ordinary shares at Baht 10 per share). On September 2, 2021, the Company executed a fully right and paid for this increase shares capital of 564,651 ordinary shares, totalling Baht 5.65 million.

The Company received dividend income from Professional Laboratory Management Corp Co., Ltd. The dividend income is recognised as other income amounting of Baht 17.25 million in consolidated and separate financial statement for the year ended December 31, 2021.

The Company's management appraised the fair values of the investment in common stock - Professional Laboratory Management Corp Co., Ltd as at December 31, 2021 and 2020, using the discounted cash flow method. The main assumptions used in the valuation are return rate, discount rate, revenue growth rate and forecasted revenue, cost and expenses. The information of revenue growth rate and forecasted revenue are obtained on September 30, 2021, from the Extraordinary General Meeting No. 2/2021 of Professional Laboratory Management Corp Co., Ltd.

18. Other non-current assets

Other non-current assets as at December 31, 2021 and 2020 consisted of:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Deposits	273,432.00	503,400.00	261,852.00	503,400.00
Retention	872,952.09	260,629.00	872,952.09	260,649.00
Prepaid rental - related company	704,040.00	1,056,060.00	-	-
Other non-current assets	2,436,220.85	2,190,353.42	2,436,220.85	2,190,353.42
Withholding tax	3,178,119.48	-	3,178,119.48	-
Total	7,464,764.42	4,010,442.42	6,749,144.42	2,954,402.42

19. Bank overdrafts and short-term loans from financial institutions

Bank overdrafts and short-term loans from financial institutions as at December 31, 2021 and 2020 are as follows:

	Unit: Baht	
	Consolidated/Separate financial statements	
	December 31, 2021	December 31, 2020
Bank overdraft, promissory notes, and short-term loans	23,000,000.00	53,300,000.00
Trust receipt	-	102,483,928.49
Total	23,000,000.00	155,783,928.49

As at December 31, 2021 and 2020, the Group has lines of credit from financial institutions as follows:

	Credit line (Million Baht)				Interest rate
	Consolidated financial statements		Separate financial statements		
	December 31,	December 31,	December 31,	December 31,	
	2021	2020	2021	2020	
Bank overdraft, promissory notes,					
and short-term loans	153.00	153.00	153.00	153.00	Contract rate
Trust receipt/Letters of credit	223.00	213.00	218.00	208.00	Contract rate
Total	376.00	366.00	371.00	361.00	

The Group receives credit facilities from banks for forward contracts to hedge against exchange rate risks associated with trust receipts/letters of credit which are denominated both in foreign currencies and Baht currency as follows:

	Unit: Million	
	Consolidated/Separate financial statements	
	December 31, 2021	December 31, 2020
Forward exchange contract (million US dollar)	3.65	3.65
Forward exchange contract (million Baht)	170.00	170.00

As at December 31, 2021 and 2020, the Group has credit facilities in the form of short-term loans from many financial institutions, which are guaranteed by Thai Credit Guarantee Corporation, related companies and certain Company's directors.

20. Trade and other current payables

Trade and other current payables as at December 31, 2021 and 2020 consisted of:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Trade payables				
Trade payables - other companies	70,836,983.00	35,823,864.71	70,764,891.76	35,696,769.45
Other current payables				
Unearned revenue - other companies	616,831.04	370,641.57	322,438.64	233,875.00
Accrued expenses - other companies	16,947,990.53	16,003,197.69	16,264,461.61	14,504,454.82
Accrued expenses - related company	91,915.10	101,156.20	73,141.09	81,150.34
Other payables - other companies	6,765,567.25	6,366,444.24	6,535,673.94	5,997,638.21
Total other current payables	24,422,303.92	22,841,439.70	23,195,715.28	20,817,118.37
Total trade and other current payables	95,259,286.92	58,665,304.41	93,960,607.04	56,513,887.82

21. Long-term loans from financial institutions - net

Long-term loans from financial institution - net as at December 31, 2021 and 2020 are as follows:

	Unit: Baht	
	Consolidated/Separate financial statements	
	December 31, 2021	December 31, 2020
Long-term loans	-	14,777,782.23
<u>Less</u> current portion	-	(5,666,661.24)
Long-term loans from financial institutions - net	-	9,111,120.99

At as December 31, 2020, the Company has long-term loan facilities from financial institutions totalling Baht 17 million.

At as December 31, 2021, the Company has fully paid such loan.

Long-term loans are guaranteed by a related company and certain directors of the Company.

The Company must comply with the terms of the long-term loan agreement.

22. Other current liabilities

Other current liabilities as at December 31, 2021 and 2020 consisted of:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
Other current liabilities				
Withholding tax - accrued	765,931.74	841,118.83	765,931.74	841,118.83
Revenue Department - payables	2,234,463.17	3,315,199.95	2,234,463.17	3,315,199.95
Others	18,596.06	10,104.98	-	-
Total	3,018,990.97	4,166,423.76	3,000,394.91	4,156,318.78

23. Non-current provisions for employee benefit

Movements of the present value of non-current provisions for employee benefits and employee benefit expenses in the statements of comprehensive income for the years ended December 31, 2021 and 2020 are as follows:

	Unit: Baht					
	Consolidated financial statements					
	For the year ended					
	December 31, 2021			December 31, 2020		
	Severance benefit	Other long-term employee benefits	Total	Severance benefit	Other long-term employee benefits	Total
Balance at the beginning of the year	3,160,042.77	12,397,609.01	15,557,651.78	6,351,366.50	10,433,677.54	16,785,044.04
<i>Included in profit or loss:</i>						
Current service cost	485,294.00	1,661,231.00	2,146,525.00	723,948.10	1,094,159.22	1,818,107.32
Interest cost	52,854.00	50,612.00	103,466.00	186,916.17	195,312.75	382,228.92
Measurement of						
other long-term employee benefits	-	-	-	-	819,472.00	819,472.00
<i>Included in other comprehensive income:</i>						
Grain from actuarial assumptions	-	-	-	(4,102,188.00)	-	(4,102,188.00)
Benefit paid during the years	(188,276.36)	(935,787.95)	(1,124,064.31)	-	(145,012.50)	(145,012.50)
Balance at the ending of the year	3,509,914.41	13,173,664.06	16,683,578.47	3,160,042.77	12,397,609.01	15,557,651.78

	Unit: Baht					
	Separate financial statements					
	For the year ended					
	December 31, 2021			December 31, 2020		
	Severance benefit	Other long-term employee benefits	Total	Severance benefit	Other long-term employee benefits	Total
Balance at the beginning of the year	3,063,333.78	11,991,312.00	15,054,645.78	6,216,875.51	9,903,983.53	16,120,859.04
<i>Included in profit or loss:</i>						
Current service cost	460,962.00	1,574,276.00	2,035,238.00	689,501.10	968,918.22	1,658,419.32
Interest cost	51,038.00	48,836.00	99,874.00	182,777.17	183,523.75	366,300.92
Measurement of						
other long-term employee benefits	-	-	-	-	1,079,899.00	1,079,899.00
<i>Included in other comprehensive income:</i>						
Grain from actuarial assumptions	-	-	-	(4,025,820.00)	-	(4,025,820.00)
Benefit paid during the years	(188,276.36)	(935,787.95)	(1,124,064.31)	-	(145,012.50)	(145,012.50)
Balance at the ending of the year	3,387,057.42	12,678,636.05	16,065,693.47	3,063,333.78	11,991,312.00	15,054,645.78

Employee benefit expenses in the statements of comprehensive income for the years ended December 31, 2021 and 2020 are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Recognised in profit or loss				
Distribution costs	706,547.00	476,244.00	591,668.00	476,244.00
Administrative expenses	1,543,444.00	2,543,564.24	1,543,444.00	2,628,375.24
Total	2,249,991.00	3,019,808.24	2,135,112.00	3,104,619.24
Recognised in other comprehensive income				
Gain from actuarial assumptions	-	4,102,188.00	-	4,025,820.00

The Group has defined benefits plan in accordance with severance payment under the labor law which entitles retired employees within work service period at various rates.

The actuarial assumption of the discount rate is estimated from the weighted average of the yield rate of government bonds that reflects the estimated timing of benefit payments.

The actuarial assumption of mortality rate for reasonable estimation of probability of retirement in the future is estimated from the mortality table from the Office of Insurance Commission.

The actuarial assumption of the resignation rate is estimated based on historical data which is based on employee age ranges.

Principal actuarial assumptions as at December 31, 2021 and 2020 (represented by the weighted-average) consisted of:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	(Percentage (%)/annum)	(Percentage (%)/annum)	(Percentage (%)/annum)	(Percentage (%)/annum)
Discount rate	1.50 - 1.51	1.50 - 1.51	1.51	1.51
Future salary increase rate	4.85	4.85	4.85	4.85
Turnover rate				
Under 20 years old	33	33	33	33
20 - 29 years old	31	31	31	31
30 - 39 years old	25	25	25	25
40 - 59 years old	16	16	16	16
Above 60 years old	-	-	-	-
Retired	60 years	60 years	60 years	60 years

The results of sensitivity analysis for significant assumptions that affect the present value of the non-current provision for employee benefits as at December 31, 2021 are summarised below:

Unit: Baht				
Change of the present value of the non-current provisions for employee benefit				
	Consolidated financial statement		Separate financial statement	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(434,075.00)	456,305.00	(417,992.00)	439,330.00
Future salary increase rate	511,005.00	(490,281.00)	492,150.00	(472,253.00)
Turnover rate	(208,308.00)	231,379.00	(213,856.00)	222,455.00

24. Share capital

Consolidated/Separate financial statements					
	Par value (Baht)	Number of shares		Share capital	
		Registered	Issued and paid up	Registered (Baht)	Issued and paid up (Baht)
Share capital as at January 1, 2020	10.00	5,500,000.00	5,500,000.00	55,000,000.00	55,000,000.00
Change in a par value	0.50	110,000,000.00	110,000,000.00	55,000,000.00	55,000,000.00
Increase in share capital	0.50	290,000,000.00	170,000,000.00	145,000,000.00	85,000,000.00
Share capital as at January 1, 2021	0.50	400,000,000.00	280,000,000.00	200,000,000.00	140,000,000.00
Increase from the receipt of increase shares	0.50	-	120,000,000.00	-	60,000,000.00
Share capital as at December 31, 2021		400,000,000.00	400,000,000.00	200,000,000.00	200,000,000.00

Increase in registered share capital and allocation of newly-issued ordinary shares of the Company

On August 28, 2020, Extraordinary General Meeting No.1/2020 of the Company passed the following significant resolutions:

- 1) Conversion of the Company to a public company limited, in accordance with the Public Limited Companies Act B.E. 2535.
- 2) Change of the par value of its ordinary shares from 5,500,000 shares at Baht 10 per share to 110,000,000 shares at Baht 0.50 per share.
- 3) Increase in the Company's registered capital from Baht 55 million (110,000,000 ordinary shares at Baht 0.50 per share) to Baht 200 million (400,000,000 ordinary shares of Baht 0.50 per share) by issuing additional 290,000,000 ordinary shares at Baht 0.50 per share, where 170,000,000 shares of which are to be offered to existing shareholders, totalling Baht 85 million, and for the initial public offering of 120,000,000 shares, totalling Baht 60 million.

The Company changed the par value of its ordinary shares and registered the share capital increase at the Ministry of Commerce on September 2, 2020 and September 8, 2020, respectively. The Company has already received share capital at full amount of Baht 85 million in September 2020 from existing shareholders.

During April 30, 2021 to May 6, 2021 the Company offered the newly-issued ordinary shares as detailed below:

- 1) Offered in initial public offering of 90,000,000 of new shares with a par value of Baht 0.50 each, at an offering price of Baht 3.10 per share, amounting to Baht 279 million.
- 2) Offered to the patron of the Company and subsidiary of 18,000,000 of new shares with a par value of Baht 0.50 each, at an offering price of Baht 3.10 per share, amounting to Baht 55.80 million.
- 3) Offered to directors, executives, and/or employees of the Company and subsidiary of 12,000,000 of new shares with a par value of Baht 0.50 each, at an offering price of Baht 3.10 per share, amounting to Baht 37.2 million.

Subsequently, on May 7, 2021, the Company received full payment of the additional capital and then registered the increase of its issued and paid-up share capital from Baht 140 million (280,000,000 ordinary shares with a par value of Baht 0.50 each) to Baht 200 million (400,000,000 ordinary shares with a par value of Baht 0.50 each) with the Ministry of Commerce on the same date. The Stock Exchange of Thailand approved the 120,000,000 ordinary shares with a par value of Baht 0.50 each as listed securities, with trading permitted as from May 11, 2021.

The Company incurred expenses relating to the share offering amounting to approximately Baht 12.31 million and these expenses were recorded as a deduction against premium on ordinary shares.

Share-based payment transactions

During the 3rd Quarter 2020, management was informed that the shareholders of the Company had entered into agreements with another shareholder for the sale and purchase of a portion of their individually owned shares. These transactions are considered share-based payment transactions. Therefore, the Company is required to measure the fair value of the shares on the grant date and recognise related expenses with a corresponding increase in equity.

The Company recorded such related expenses of Baht 3.36 million in the financial statements for the year ended December 31, 2020 as “expenses for share-based payment transactions” with a corresponding “surplus on share-based payment transactions” under shareholders’ equity in the same amount.

25. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside at least 5 percent of its net profit to a statutory reserve after deducting any accumulated deficit brought forward, until the reserve reaches 10 percent of the Company’s registered capital. The statutory reserve is not available for dividend distribution.

26. Dividend payment

26.1 On April 23, 2021, the Ordinary Shareholders' Meeting for the year 2021 passed a resolution to pay dividend to shareholders from the operating results for the year 2020 at the rate of Baht 0.1489 per share for 280 million shares, totalling Baht 41.69 million. The dividend was paid to shareholders on April 28, 2021.

26.2 On May 20, 2020, the Company's Board of Directors' Meeting No. 3/2020 passed a resolution to pay a dividend to shareholders from the unappropriated retained earnings as at the first quarter of 2020 at the rate of Baht 8.182 per share for 5,500,000 shares, totalling Baht 45 million. The dividend was paid to shareholders on June 19, 2020, and approved by the Ordinary Shareholders' Meeting for the year 2021 on April 23, 2021.

27. Basic earnings per share

Basic earnings per share for the year ended December 31, 2021 and 2020 are calculated as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Number of ordinary shares at beginning of years (Unit: Share)	280,000,000	110,000,000	280,000,000	110,000,000
Impact of shares issued during the year	78,575,342	53,324,205	78,575,342	53,324,205
Weighted average number of ordinary shares during the years (Basic) (Unit: Share)	358,575,342	163,324,205	358,575,342	163,324,205
Net profit for the year attributable to equity holders of the Company (Unit: Baht)	65,206,209.05	51,589,780.57	67,356,171.14	49,458,845.31
Basic earnings per share (Unit: Baht)	0.18	0.32	0.19	0.30

28. Segment information

Segment information will present information about the products of the Group and information about the geography in which the Group operates. The Group presents its business segment as the main form of reporting based on operating profit, gross profit and segment assets that are directly related to a segment or that can be reasonably allocated to the segments.

The main businesses of the Group are a distribution of medical devices, chemicals and medical equipment and technology. The Group operates in the geographic area of Thailand, only. Segment information for the years ended December 31, 2021 and 2020 are as follows:

	Unit: Million Baht					
	Consolidated financial statements					
	Revenue from medical products		Revenue from other products		Total	
	2021	2020	2021	2020	2021	2020
	(Reclassified)					
Revenue from sales and services	476.47	471.18	17.77	19.03	494.24	490.21
Rental income	44.46	40.33	-	-	44.46	40.33
Total revenues	520.93	511.51	17.77	19.03	538.70	530.54
Cost of sales and services	(261.48)	(253.97)	(9.68)	(8.02)	(271.16)	(261.99)
Cost of rental	(24.21)	(21.21)	-	-	(24.21)	(21.21)
Total costs	(285.69)	(275.18)	(9.68)	(8.02)	(295.37)	(283.20)
Gross profits	235.24	236.33	8.09	11.01	243.33	247.34
Other incomes					20.02	0.51
Distribution costs					(85.90)	(83.22)
Administrative expenses					(100.34)	(94.64)
Financial costs					(4.94)	(8.05)
Profit before income tax expenses					72.17	61.94
Income tax expenses					(6.96)	(10.35)
Profit for the year					65.21	51.59
Other comprehensive income for the year :						
<i>Components of other comprehensive income that will not be reclassified to profit or loss :</i>						
Gain from actuarial assumptions					-	4.10
Income tax relating to components of other comprehensive income that will not be reclassified					-	(0.82)
Other comprehensive income for the year, net of tax					-	3.28
Total comprehensive income for the year					65.21	54.87

	Unit: Million Baht	
	Consolidated financial statements	
	December 31, 2021	December 31, 2020
Inventories	78.89	61.71
Property and equipments - net	199.01	103.12
Right-of-use assets - net	61.01	62.15
Other assets	416.55	265.12
Total assets	755.46	492.10

Major customers' information

For the years ended December 31, 2021 and 2020, the Group has a major customer, attributed to 10% of total revenues.

29. Revenue from sales and Other income

29.1 Revenue from sales

The Company has established a procedure to keep the products that customers have already ordered and stored at the Company's warehouse by transferring the control of products to customers. The Company recognises the revenues from the transfer of control of such goods in accordance with the financial reporting standards No. 15, The effects to the financial statements are as follows.

	Unit: Baht	
	Consolidated/Separate financial statements	
	December 31, 2021	December 31, 2020
Balanced as at ending of the year		
Revenues from products kept at Company's warehouse		
by transferring the control	18,271,368.48	22,451,640.50
Effect to net profit	8,239,832.36	10,505,452.14

29.2 Other income

For the years ended December 31, 2021 and 2020, the Group's other income are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	31 December 2021	31 December 2020	31 December 2021	31 December 2020
Dividend income (Note 17)	17,253,225.00	-	17,253,225.00	-
Compensated income for the COVID-19 pandemic	1,726,572.79	-	1,585,572.79	-
Interest income	307,980.20	2,382.89	231,963.09	169,207.53
Other	724,313.50	508,923.66	727,872.71	458,363.61
	20,012,091.49	511,306.55	19,798,633.59	627,571.14

30. Significant expenses by nature

For the years ended December 31, 2021 and 2020, the Group's significant expenses by nature of expense are as follows:

	Unit: Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Employee expenses	124,214	120,482	118,533	114,258
Sales promotion expenses	12,250	10,627	10,347	9,521
Wages and services	12,234	12,123	11,835	11,612
Consultant and professional fee	4,498	7,352	3,998	6,882
Repair expenses	5,355	4,751	5,355	4,751
Depreciation and amortisation	33,635	23,174	32,615	22,691
Loss on exchange rate	1,283	1,995	1,280	1,992
Expenses from share-based payment	-	3,361	-	3,361

31. Capital management

The objective of financial management of the Group is to maintain the continuity of operational capability and capital structure to be duly appropriated.

32. Disclosure of financial instruments

Credit risk

Credit risk refers to the risk if the other parties fail to perform their obligations, resulting in a financial loss for the Group. However, there is no significant concentration of credit risk for the Group. If the other parties fail to perform their contracts, the Group provides a provision for allowance for expected credit losses in the full amount.

In the case of financial assets, the carrying amount of the assets recorded in the statement of financial position, net of provision for allowance for expected credit losses, represents the Group's maximum exposure to credit risk.

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows. Management believes that the interest rate risk is minimal because the interest rates on overdrafts and loans are at market rate and all of the loans are short-term maturity. Accordingly, the Group does not hedge such risk.

Financial assets and financial liabilities classified by type of interest rate was show as follow:

	Unit: Million Baht							
	Consolidated financial statements							
	As at December 31, 2021				As at December 31, 2020			
	Floating interest rate	Fixed interest rate	Non-interest bearing	Total	Floating interest rate	Fixed interest rate	Non-interest bearing	Total
<u>Financial assets</u>								
Cash and cash equivalents	105.37	-	21.04	126.41	0.01	-	8.28	8.29
Trade and other current receivables - net	-	-	175.02	175.02	-	-	171.13	171.13
Contract assets	-	-	29.02	29.02	-	-	7.74	7.74
Other non-current financial assets	-	-	51.58	51.58	-	-	45.71	45.71
<u>Financial liabilities - net</u>								
Bank overdrafts and short-term loans								
from financial institutions	23.00	-	-	23.00	155.78	-	-	155.78
Trade and other current payables	-	-	95.26	95.26	58.67	-	-	58.67
Contract liabilities	-	-	4.35	4.35	-	-	7.28	7.28
Derivatives liabilities	-	-	0.70	0.70	-	-	0.12	0.12
Lease liabilities - net	-	40.46	-	40.46	-	44.47	-	44.47
Long-term loans from financial institutions - net	-	-	-	-	14.78	-	-	14.78

	Unit: Million Baht							
	Separate financial statements							
	As at December 31, 2021				As at December 31, 2020			
	Floating interest rate	Fixed interest rate	Non-interest bearing	Total	Floating interest rate	Fixed interest rate	Non-interest bearing	Total
<u>Financial assets</u>								
Cash and cash equivalents	105.37	-	14.21	119.58	0.01	-	1.54	1.55
Trade and other current receivables - net	-	-	169.76	169.76	-	-	167.04	167.04
Contract assets	-	-	29.02	29.02	-	-	7.74	7.74
Other non-current financial assets	-	-	50.26	50.26	-	-	44.47	44.47
<u>Financial liabilities - net</u>								
Bank overdrafts and short-term loans								
from financial institutions	23.00	-	-	23.00	155.78	-	-	155.78
Trade and other current payables	-	-	93.96	93.96	56.51	-	-	56.51
Contract liabilities	-	-	4.35	4.35	-	-	7.28	7.28
Derivatives liabilities	-	-	0.70	0.70	-	-	0.12	0.12
Lease liabilities - net	-	29.34	-	29.34	-	31.85	-	31.85
Long-term loans from financial institutions - net	-	-	-	-	14.78	-	-	14.78

Foreign currency risk

The Group's exposure to the foreign currency risk relates primarily to its trading transactions that are denominated in foreign currencies. The Group seeks to reduce this risk by entering into foreign exchange forward contracts when it considers appropriate. Generally, the forward contracts mature within one year.

As at December 31, 2021 and 2020, the outstanding balance of derivative liabilities of the Group for buying forward contracts are as follows:

Currency	Consolidated/Separate financial statements					
	Foreign currencies		Contract amount		Fair value of assets (liabilities)	
			(Baht)		(Baht)	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
US dollar	860,641.01	891,732.96	29,090,136.42	27,135,517.05	(321,338.11)	(118,862.20)
Singapore dollar	233,766.00	8,347.00	5,830,508.58	189,810.78	(48,077.33)	(688.83)
Euro	312,226.24	34,593.58	12,160,211.01	1,274,098.75	(326,200.52)	3,829.95
			47,080,856.01	28,599,426.58	(695,615.96)	(115,721.08)

Fair value of financial instruments

The following methods and assumptions were used by the Group in estimating the fair value of the financial instruments: Cash and cash equivalents, trade and other current receivables, loans, trade and other current payables and lease liabilities presented with the carrying values approximate to their fair values. Bank overdrafts and loans from financial institutions, which have interest bearing at a floating rate according to market rate, have the carrying value close to their fair value approximately.

Liquidity risk

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

33. Commitments and contingent liabilities

- 33.1 As at December 31, 2021 and 2020, the Group had contingent liabilities from letters of guarantee issued by several commercial banks. These are related to certain operational obligations in the normal course of business of the Group as follows:

	Unit: Million Baht	
	Consolidated/Separate financial statements	
	December 31, 2021	December 31, 2020
Letters of guarantee	44.19	52.61

33.2 As at December 31, 2021 and 2020, the Company has obligations to pay under hire of work and service agreements with third parties as follows:

	Unit: Million Baht	
	Consolidated/Separate financial statements	
	December 31, 2021	December 31, 2020
Financial advisory agreement	0.43	0.68
Software development and installation agreement	2.89	0.58
Internal audit agreement	-	0.43
Office building renovation agreement	3.41	2.09
Office furniture purchase agreement	-	1.58
Consulting agreement and corporate communication service	-	0.82

34. Reclassification

During the year, the Company has reclassified certain accounts in the consolidated and separate statements of financial position as at December 31, 2020 and the consolidated statements of comprehensive income for the year ended December 31, 2020 to conform to the presentation of the financial statements of current period. There is no effect to net profit or equity attributable to owners of the company as follow:

	Unit: Baht		
	Consolidated financial statements		
	As previously reported	Reclassified	After reclassified
Statements of financial position as at December 31, 2020			
Trade and other current receivables - net	174,753,281.55	(3,622,434.92)	171,130,846.63
Other current assets	3,524,166.16	3,622,434.92	7,146,601.08
Statements of comprehensive income for the year ended December 31, 2020			
Cost of sales and services	261,111,132.58	876,066.67	261,987,199.25
Distribution costs	84,095,463.77	(876,066.67)	83,219,397.10
	Unit: Baht		
	Separate financial statements		
	As previously reported	Reclassified	After reclassified
Statements of financial position as at December 31, 2020			
Trade and other current receivables - net	170,208,222.02	(3,165,755.43)	167,042,466.59
Other current assets	3,231,155.07	3,165,755.43	6,396,910.50

35. Event after the reporting period

The Board of Directors' Meeting No. 1/2022, held on February 28, 2022, resolved to pay a dividend to shareholders from the operating results for the year 2021 at the rate of Baht 0.065 per share for 400 million shares, totalling Baht 26 million. The dividend will be paid within one month from the date of the resolution of the shareholders' meeting.

36. Approval of financial statements

These financial statements have been approved by the Company's Board of Directors on February 28, 2022.

Attachment 1

Details of directors, executives, controllers, and authorized persons with highest responsibility in accounting and finance, Details of directors, executives, controllers, authorized persons with highest responsibility in accounting and finance and the Company secretary of Winnergy Medical Public Company Limited and the Company's secretary of Winnergy Medical Public Company Limited

The Company has disclosed "Details of directors, executives, controllers, and authorized persons with highest responsibility in accounting and finance, as well as those assigned to be directly responsible for overseeing bookkeeping and the Company's secretary of Winnergy Medical Public Company Limited."

Details on the Company's website



QR code for website address of Detail of Directors and Executive.

Attachment 2

Description of Head of Department of Internal Audit and Head of Department of Legal and Compliance Affairs

Head of Department of Internal Audit

Name – Surname: Ms. Ampaiporn Sirisuksa

Position: Internal Audit Department Manager

Qualification:

- Master of accounting ,Kasetsart University

Work Experience

Have been working in the internal auditor of listed company in Thailand, Since 2014 to the present.

Related Training

- Risk management program for corporate leaders – RCL 25/2021 Thai Institute of Directors (IOD)

Scope of Major Duties and Responsibilities

Operate as main responsible in company internal audit, for review and evaluate the effectiveness and sufficient of internal control process. aims for the business operation able to archive in vision and mission, Reduce the chance of damage happening. And report to Audit committee and Chief Executive Officer quarterly.

Head of Department of Legal and Compliance Affairs

Name – Surname: Ms. Yodjuta Kunjara na Ayudhya

Position: Chief Operating Officer

Qualification:

- Business in International Trade, Victoria University, Australia
- Bachelor of Laws, Faculty of Law, Ramkhamhaeng University

Work Experience

Have been working in the legal and regulatory affairs for the company listed on the Stock Exchange of Thailand since 2004 to the present.

Related Training

- Directors Certificate Program (DCP) Class # 278/2019 by Thai Institute of Directors
- Financial Statements for Directors (FSD) Class # 40/2019 by Thai Institute of Directors
- Company Secretary Program (CSP) Class # 70/2016 by Thai Institute of Directors
- Corporate Governance for Executives (CGE) Class # 3/2015 by Thai Institute of Directors
- Anti-Corruption: The Practice Guide (ACPG) Class # 7/2013 by Thai Institute of Directors
- Advanced Law Class # 20, Investment Law and Securities and Exchange Law by Lawyers Council under the Royal Patronage
- Laws and Regulations for Company Secretaries under the New Securities and Exchange Law by Center for Research Law and Development, Faculty of Law, Chulalongkorn University
- Notary Public Class # 18 by Lawyers Council under the Royal Patronage
- Licensed Attorney No. 426/1995 by Lawyers Council under the Royal Patronage

Scope of Major Duties and Responsibilities

Providing advice and opinions and supervising the Company's operations to be in alignment with the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), including the rules and regulations and announcements of the Securities and Exchange Commission and the Stock Exchange of Thailand as well as guidelines on various matters in accordance with the principles of good corporate governance of the listed companies or any other relevant agencies.

Attachment 3

Policy and Guidelines for Corporate Governance and Business Ethics

The Company has disclosed “Policy and Guidelines for Corporate Governance and Business Ethics” on the Company’s website under the topic of “Good Corporate Governance” > “Corporate Governance Policy.

URL address <https://www.winmed.com/th/corporate-governance/overview>

**QR code for website
in the corporate Governance Policy**



**QR code for website
in the Code of Conduct**



Attachment 4

Audit Committee Report

Dear Shareholders,

The Audit Committee of Winnergy Medical Public Company Limited (hereinafter referred to as “the Company”) consists of 3 qualified independent directors with experience in management, accounting, finance and law, including the composition and qualifications as specified by the Stock Exchange of Thailand, including

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|----|---------------|-------------------|--|
| 1. | Mrs.Kwantieda | Wattanaworakijkul | Independent Director / Chairman of the Audit Committee |
| 2. | Mr. Phisut | Areemitra | Independent Director / Audit Committee Member |
| 3. | Dr. Renu | Ubol | Independent Director / Audit Committee Member |

The Audit Committee performs its duties independently as assigned by the Board of Directors and in compliance with the Audit Committee Charter, which is in line with the best practice of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Audit Committee is in charge of reviewing and encouraging the group of companies to follow the principles of good corporate governance by implementing adequate risk management and internal control systems, conducting an efficient and effective internal audit, emphasizing the organization’s structure and systematic work processes, focusing on transparency and improving the group of companies’ internal audit quality for the company to achieve the set goals and operate the business sustainably, taking into account the needs of all groups of stakeholders in all aspects.

A summary of the important tasks of the Audit Committee is as follows:

1. Encourage the company to have a good data governance system and encourage the management team to focus on risk management concerning personal data management to support the Personal Data Protection Act (PDPA) and corporate risks.
2. Push for the upgrading of the regulatory process, risk management, internal control and compliance with regulations with a focus on creating a corporate culture of business integrity, which provides executives and employees with a consistent understanding that efficient and effective operations can help reduce the opportunity of corruption in the organization.
3. Support the enhancement of the internal audit quality of the company and the group to enable efficient, effective, and reliable internal audits other than inspection of compliance.

In 2021, the Audit Committee had six meetings to discuss with the executives, internal auditor and auditors. In addition, the Audit Committee expressed its opinions and proposed guidelines to define directions for risk management.

A summary of the key performance of duties and viewpoints of the Audit Committee is as follows:

- **Review on Financial Report**

With the auditor and the management team, the Audit Committee reviewed the interim financial information, consolidated financial statements of the group and the company’s annual separate financial statements for accuracy and completeness, the adjustment of important accounting items, including accounting estimates affecting the financial statements; adequacy and suitability of accounting methods and audit scope; and disclosure of accurate, complete, and sufficient information; and the independence of the auditors to ensure that the preparation of financial statements conforms to the requirements of laws and accounting standards according to generally accepted accounting principles and the financial statements are reliable and

in a timely manner, as well as the information disclosed adequately for the benefits of users of the financial statements. Moreover, the Audit Committee held a specific meeting with the auditor to discuss the audit plan, risk and internal control, independence in the performance and the auditor's opinions. The auditor had no material observations or found any suspicious behavior in 2021, so the Audit Committee concluded that the company had an appropriate financial reporting system for the disclosure of financial information that was free of material misstatement and was established following Thai Financial Reporting Standards.

- **Review on Related Party Transactions or Potential Transactions with Conflicts of Interest**

The Audit Committee reviewed related party transactions or transactions that may have conflicts of interest in the business group according to the announcements of the Securities and Exchange Commission and the Stock Exchange of Thailand. The review found that the company reasonably made related party transactions in line with the general trading conditions in the best interests of the group's operations and not in favor of any party.

- **Review on Risk Management**

The Board of Directors, Risk Management Committee and management team emphasized risk management by providing an assessment on external and internal risk factors of the company, opportunities and potential impacts, and regular risk management reports to the Board of Directors. The Audit Committee also monitors and acknowledges the company's risk management report and reviews the effectiveness of risk management based on the performance of each responsible management team. The audit results of the internal auditors and auditors make us believe that the company has risk management to prevent or reduce potential impacts on business operations at an acceptable level.

- **Review on Efficiency of the Internal Control System**

The Audit Committee gives precedence to raising awareness among the executives and employees of the company's group on good corporate governance, risk management and internal control and operating supervision in conformity with the guidelines of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) by reviewing the internal control system with the auditor and the Department of Internal Audit every quarter, which include

1. Control Environment; 2. Risk Management; 3. Control Activities; 4. Information and Communication; 5. Monitoring Activities. The auditor gave a consensus opinion that no material issue or defect was found. Furthermore, the Audit Committee reviewed the assessment results on the sufficiency of the company's internal control system, prepared by the management team following the guidelines of the Securities and Exchange Commission. The results of the examination of the internal control system of the Department of Internal Audit and the auditor revealed that no issue/deficiency that may significantly affect the company was found. The management team also has continuously made the revisions by the recommendations of the Audit Committee, internal auditors, and auditors. Therefore, it has reasonable confidence that the company has an adequate and effective internal control system.

- **Review on Good Corporate Governance and Compliance with Laws**

In 2021, the Audit Committee focused on the management policy to generate systematic good corporate governance and encourage the use of information technology systems in governance and audit operations to increase efficiency and effectiveness in operating and prevent operations that do not comply with the laws or regulations of the company, including reducing the opportunities for corruption. These activities were pushed to create a good attitude on internal control (Internal Control Mindset) by reviewing strict compliance with the securities and stock exchange law, regulations of the Stock Exchange of Thailand and the laws related to business operations, reviewing the process of receiving complaints and corruption whistleblowing and providing suggestions on improvements in the process to increase effectiveness and efficiency by the principles of good corporate governance and the group's business philosophy, including considering and screening complaints fair to all parties with proper protection of complainers. The Audit Committee gave the opinion that the company has closely supervised and monitored the operations of the company's departments to ensure that all departments operate properly and in line with the relevant requirements and rules.

- **Supervision of Internal Audit Work**

The Audit Committee made recommendations for improvements to leverage internal audit in terms of personnel, processes and tools and technologies used in operations, with a focus on professionalism and dependability of internal auditors by increasing the efficiency and effectiveness of internal audit operations to keep pace with business and the changing world of the digital era. Focusing on risks that may have a significant impact on the organization, the Audit Committee reviewed the annual audit plan and the planned performance. The audit results of the Department of Internal Audit provided recommendations and followed up on corrective actions on significant issues to create good corporate governance and adequate internal control, personnel development and training plan as well as reviewed the independence and sufficiency of various resources to the performance of the Department of Internal Audit.

- **Consideration on Appointment of Auditor for the Year 2021**

The Audit Committee considered the auditor selection based on the auditor's independence, skills, competence, and experience in the auditor's work, as well as auditor rotation under the Capital Market Supervisory Board's relevant announcement. The Audit Committee considered the proposed appointment of one of the auditors, including

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|----|----------------|---------------|--|
| 1) | Mr. Athipong | Athipongsakul | Certified Public Accountant No. 3500, or |
| 2) | Mr. Wichai | Rujitanon | Certified Public Accountant No. 4054, or |
| 3) | Mr. Satien | Wongsun | Certified Public Accountant No. 3495, or |
| 4) | Ms. Kulthida | Phasurakul | Certified Public Accountant No. 5946, or |
| 5) | Mr. Yutthapong | Chueamuangpan | Certified Public Accountant No. 9445, or |
| 6) | Ms. Atchara | Suknaibaibun | Certified Public Accountant No. 4642 |

- **Maintaining the Quality of the Audit Committee**

The Audit Committee reviewed the Audit Committee Charter and assessed the performance of the Audit Committee, both the committee and the individual, for the year 2021 according to the assessment form from the Securities and Exchange Commission. The assessment results were excellent and the Audit Committee quarterly reported the results to the Board of Directors, including providing remarks and opinions to improve the governance process, risks and internal controls and supervision of operations by the company's rules and regulations. Conclusively, the Audit Committee has performed the duties and responsibilities stated in the Audit Committee Charter by using knowledge, competence, carefulness and sufficient independence, as well as giving creative opinions and recommendations for equal benefits to stakeholders. The Audit Committee gives the opinion that the company's financial reports are accurate, reliable and consistent with the accounting standards. The company operates in alignment with the laws, obligations related to business operations as well as good corporate governance systems. The company also has adequate risk management, proper and effective internal control and generally accepted internal audit systems.

On behalf of the Audit Committee
Winnergy Medical Public Company Limited



Mrs. Kwantieda Wattanaworakijkul
Chairman of the Audit Committee



Winnergy*MEDICAL*

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