-English Translation-

Ref No. CPO 13/2026

13 November 2026

Subject Notification of the Resolutions of the Board of Directors' Meeting No. 4/2026 regarding the Disposal of Assets and Connected Transaction, and the determination of the date of the Extraordinary General Meeting of Shareholders No. 1/2026

To The President

The Stock Exchange of Thailand

Enclosure Information Memorandum on the Disposal of Assets by way of Business Transfer, which Constitutes a Related Party Transaction of Winnergy Medical Public Company Limited

Winnergy Medical Public Company Limited (the "**Company**" or "**WINMED**") would like to inform the resolutions of the Board of Directors' Meeting No. 4/2026, held on 13 November 2026 (the "**Board of Directors' Meeting**"), which approved the following material matters to be reported to the Stock Exchange of Thailand ("**SET**") as follows:

1. The Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve the entry into the disposition of assets transaction (Disposal Transaction) by way of business transfer, which constitutes a related party transaction (Related Party Transaction) of the Company, to Winnergy (Thailand) Company Limited ("**WINTH**") (the "**Transfer Transaction of the HPV screening business under the NHSO")**, the details of which are as follows:

   The Company intends to change the business operating model of the cervical cancer screening project delivered through mobile service units under the benefit scheme of the National Health Security Office (the "**NHSO**") (the "**HPV screening business under the NHSO**") by defining the roles and responsibilities of WINMED and WINTH in line with the capabilities of, and the activities carried out by, each party.

   The restructuring of the operation of the HPV screening business under the NHSO for the Transfer Transaction of the HPV screening business under the NHSO is intended to align with the expertise, readiness and potential of WINMED and WINTH. The operation of the HPV screening business under the NHSO required laboratory testing and analysis, the operation of such project also requires on-site field operations and management in the operating areas (Front-end Operation), including, but not limited to, the following activities: (a) project development and presentation; (b) outreach to and coordination with Provincial Administrative Organizations ("**PAOs**") and local public health agencies; (c) organization of health promotion activities; (d) management of mobile service teams and the number of service recipients; and (e) eligibility verification, preparation and submission of information for reimbursement claims, and follow-up on payments from the NHSO or other relevant agencies, for which WINMED previously engaged WINTH, which has expertise in on-site field management (Front-end Operation), to carry out such activities.

   Historically, WINTH has played a key role in on-site field operations and management (Front-end Operation), particularly in outreach to and coordination with PAOs and local agencies, project presentation, and coordination to enable the implementation of the project in each area, whereas WINMED's core expertise lies in back-end activities (Back-end Operation), particularly products, technology, and laboratory testing and analysis.

Subsequently, the relevant PAOs commenced the process of entering into Memoranda of Understanding (MOUs) directly with WINTH, having recognized WINTH's capability and readiness to coordinate and manage on-site activities, which is consistent with the PAOs' objective of expanding the coverage of health services to the public. Consequently, the Company is required to restructure the operation of the HPV screening business under the NHSO as described above.

However, following the transfer of the business operations to WINTH as part of the aforementioned business restructuring, WINMED will continue to participate in and derive economic benefits from the growth of the HPV screening business under the NHSO. The Company will continue to provide laboratory (LAB) personnel services and sell HPV test kits to WINTH, which are activities within the Company's areas of expertise, in order to support WINTH in providing services to the NHSO in accordance with its capabilities. The Company will receive remuneration for such products and services in accordance with the agreements between WINMED and WINTH. Accordingly, the Company will continue to generate revenue from the project without having to make its own investment in field operations, thereby enabling the Company to utilize its resources and allocate its capital more efficiently, and to fully focus on the long-term development of its core businesses in which it has competitive advantages and expertise.

Transfer Transaction of the HPV screening business under the NHSO constitutes a disposition of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 45/2568 Re: Rules on Material Transactions dated 19 December 2025 and the Regulation of the Stock Exchange of Thailand Re: Procedure for the Disclosure of Information and Submission of Documents of Listed Companies through the Electronic System B.E. 2560 (2017) dated 2 October 2017 (collectively, the "**Notification on Acquisition or Disposal of Assets**"). When calculating the transaction size based on the various criteria under the Acquisition or Disposition Notifications, the highest size of the disposition transaction is equal to 10.13 (ten point one three) percent based on the total value of consideration criterion, calculated from the percentage of the value of consideration with reference to the Company's financial statements for the period ended 30 September 2026, which have been reviewed by the Company's auditor.

The Company has not entered into any other disposition of assets transactions that are related to, or form part of the same project as this transaction which occurred in the 12 (twelve) month period prior to the entry into this transaction which would require aggregation of the transaction size. Accordingly, the Transfer Transaction of the HPV screening business under the NHSO has a highest transaction size of 10.13 (ten point one three) percent based on the total value of consideration criterion, and is therefore classified as a material transaction involving a disposition of assets with a value of less than 25 (twenty-five) percent. As such, the Company is not required to comply with the Notification on Acquisition or Disposal of Assets by disclose information to the **SET** and convene a shareholders' meeting under the Notification on Acquisition or Disposal of Assets. **However, as the Company wishes to propose the Transfer Transaction of the HPV screening business under the NHSO to the shareholders' meeting in order to clear the transaction size so that it will not be aggregated with any transactions that may occur in the future, the Company is required to comply with the Notification on Acquisition or Disposal of Assets.**

In addition, **Transfer Transaction of the HPV screening business under the NHSO constitutes a related party transaction** under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2568 Re: Rules on Related Party Transactions dated 19 December 2025 and the Regulation of the Stock Exchange of Thailand Re: Procedure for the Disclosure of Information and Submission of Documents of Listed Companies through the Electronic System B.E. 2560 (2017) dated 2 October 2017 (the "**Notification on Related Party Transactions**"), as WINTH is a Connected Person of the Company. The transaction size is 17.39 (seventeen point three nine) percent of the Company's net assets. On 23 July 2026, the Company entered into a transaction with WINTH involving the disposal of assets to WINTH in the amount of THB 518,691.59 (five hundred eighteen thousand six hundred ninety-one Baht and fifty-nine Satang). As such transaction was entered into with WINTH within 6 (six) months prior to the date on which the Company will enter into this transaction. The transaction size was 0.08 (zero point zero eight) percent of the Company's net asset, the Company is required to aggregate its size with that of this transaction. Following such aggregation under the Notification on Related Party Transactions, the size of the related party transaction is 17.47 (seventeen point four seven) percent of the Company's net assets, which constitutes a large-sized related party transaction under the Notification on Related Party Transactions. The Company is therefore required to comply with the Notification on Related Party Transactions by proposing to the shareholders' meeting for approval.

The Company intend to propose the Transfer Transaction of the HPV screening business under the NHSO to the shareholders' meeting for consideration and approval pursuant to the Notification on Acquisition or Disposal of Assets and the Notification on Related Party. Upon obtaining approval from the shareholders' meeting, the Company will not be aggregated with any transactions that may occur in the future (if any), the Company is required to comply with the Notification on Acquisition or Disposal of Assets as follow:

(1) Prepare a report and disclose information on the transaction to the SET;
(2) Appoint an independent financial advisor to provide an opinion on the Transfer Transaction of the HPV screening business under the NHSO, and deliver the independent financial advisor's opinion to the shareholders for their consideration together with the notice of the shareholders' meeting;
(3) Convene a shareholders' meeting to consider and approve the transaction. The Company will deliver the notice of the shareholders' meeting, together with the supporting documents, to the shareholders at least 14 (fourteen) days prior to the meeting date. The transaction must be approved by the shareholders' meeting by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders.

    In the event that the Independent Financial Advisor expresses the opinion that the Transfer Transaction of the HPV screening business under the NHSO, the transaction shall be deemed not to have been opposed at the shareholders' meeting if no shareholder or group of shareholders holding, in aggregate, 10% (ten percent) or more of the total voting rights of the shareholders attending the meeting and having the right to vote casts a vote against the transaction;

(4) Following approval of the transaction by the shareholders' meeting, the Company will prepare a report on the implementation of the transaction and disclose such report through

the SET, in accordance with the timeline and conditions prescribed under the Notifications on Acquisition or Disposal of Assets.

In this regard, this transaction has been duly reviewed by the Audit Committee Meeting No. 4/2026, held on 11 November 2026.

Further details of the Information Memorandum on the Disposal of Assets by way of Business Transfer, which Constitutes a Related Party Transaction of Winnergy Medical Public Company Limited, are set out in **the Enclosure** hereto.

2. The Board of Directors' Meeting resolved to appoint **Siam Alpha Capital Company Limited**, a financial advisor on the list approved by the Securities and Exchange Commission, as an Independent Financial Advisor to provide an opinion on the Transfer Transaction of the HPV screening business under the NHSO. The Company will deliver the independent financial advisor's opinion to the shareholders together with the notice of the shareholders' meeting

3. The Board of Directors' Meeting resolved to amendment of the Company's Objectives and Clause 3 of the Memorandum of Association to be in line with the Company's business operations. The Company holds a license to operate a business relating to weighing and measuring instruments, and the relevant authority requires that the objectives relating to weights and measures be stated in the Company's objectives for the renewal of such license. Therefore, the Company needs to amend its objectives, increasing them from 28 clauses to 30 clauses, as follows:

   Clause 29. To operate a health data center business, providing services for the storage, management, processing, analysis and exchange of health data, medical data and electronic medical records, as well as developing and providing related information systems, software and cloud systems to medical facilities, individuals, juristic persons, government agencies and state organizations, subject to the law on personal data protection and other relevant laws.

   Clause 30. To engage in the import, export, sale, distribution, installation, repair and maintenance of weighing machines, volumetric measures, measuring instruments and all related equipment of every kind and type, provided that permission has been obtained under the law on weights and measures and other relevant laws.

4. The Board of Directors' Meeting resolved to approve the convening of the Extraordinary General Meeting of Shareholders No. 1/2026 to be held on 17 December 2026, at 13.00 hrs. via electronic means (E-AGM), broadcast from the meeting room of Winnergy Medical Public Company Limited, No. 636/2 Soi Ramkhamhaeng 39 (Thep Leela 1), Prachauthit Road, Wang Thonglang Sub-district, Wang Thonglang District, Bangkok, in accordance with the criteria prescribed by the laws relating to meetings via electronic means, to consider the following agenda:

   Agenda 1 To consider and approve the entry into the disposition of assets transaction by way of business transfer, which constitutes a related party transaction of the Company, to Winnergy (Thailand) Company Limited

   Agenda 2 To consider and approve the amendment of the Company's objectives and Clause 3 of the Memorandum of Association to be in line with the Company's business operations.

Agenda 3 Other matters (if any).

The Company has set the Record Date to **determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2026 on 27 November 2026**. The Board of Directors has also authorized the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any person assigned by them to consider amending or adding to the agenda of the meeting, including the date, time, venue and format of the meeting, and to take any related actions as appropriate, with primary regard to the benefit and impact on the shareholders.

In addition, shareholders may submit questions relating to the agenda of the Extraordinary General Meeting of Shareholders No. 1/2026 or the Company's business in advance through the Company's website, by email at comsec@winnergy.co.th, or by registered mail to the "Company Secretary's Office", Winnergy Medical Public Company Limited, No. 634/4 Soi Ramkhamhaeng 39 (Thep Leela 1), Prachauthit Road, Wang Thonglang Sub-district, Wang Thonglang District, Bangkok 10310. Shareholders are kindly requested to state their full name, telephone number and email address (if any). The questions will be considered and answered at the meeting on 17 December 2026.

Please be informed accordingly.

-Signature-

(Mr. Nanthiya Darakananda)

Chief Executive Officer

Winnergy Medical Public Company Limited

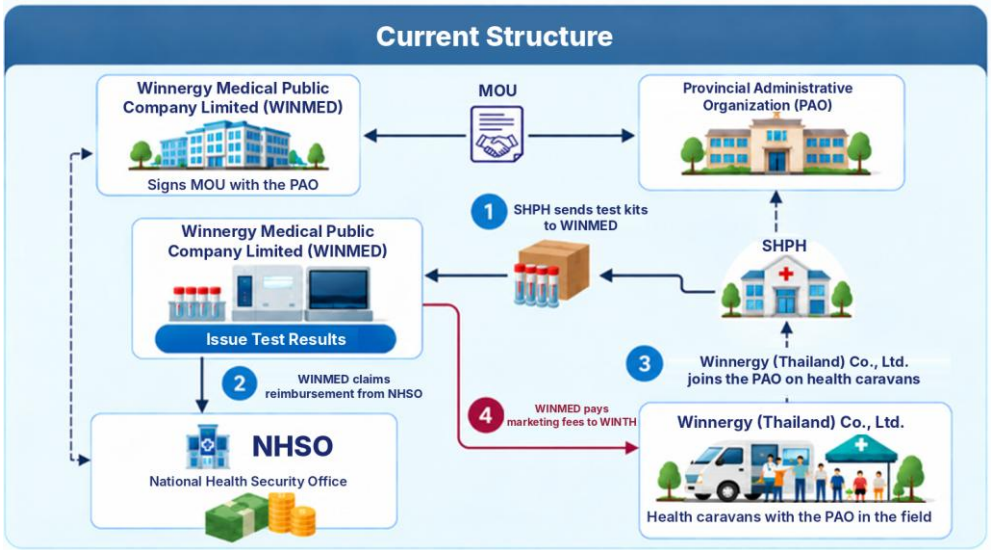
Information Memorandum on the Disposition of Assets by way of Business Transfer, which Constitutes a Related Party Transaction of Winnergy Medical Public Company Limited

(English Translation)

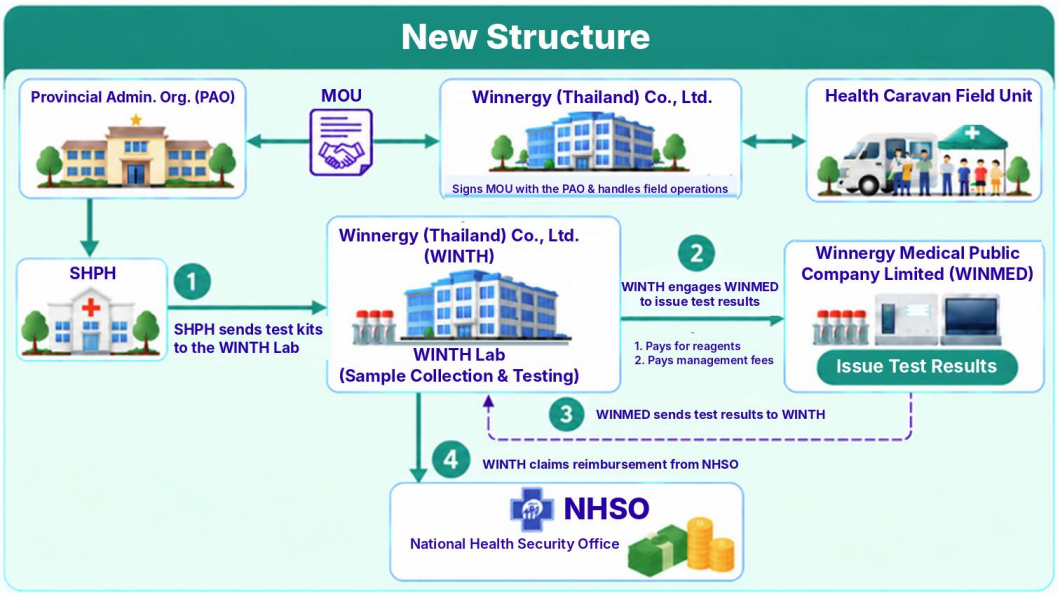
The Board of Directors' Meeting No. 4/2026 of Winnergy Medical Public Company Limited (the "**Company**" or "**WINMED**"), held on 13 November 2026, resolved to propose to the Extraordinary General Meeting of Shareholders of the Company **to consider and approve the entry into the disposition of assets transaction (Disposal Transaction) by way of business transfer, which constitutes a related party transaction (Related Party Transaction) of the Company,** to Winnergy (Thailand) Company Limited. ("**WINTH**") (**the "Transfer Transaction of the HPV screening business under the NHSO**"), the details of which are as follows:

The Company intends to change the business operating structure of the cervical cancer screening project delivered through mobile service units under the benefit scheme of the National Health Security Office (the "**NHSO**") (the "**HPV screening business under the NHSO**") by defining the roles and responsibilities of WINMED and WINTH in line with the capabilities of, and the activities carried out by, each party. Details of the operating structures of the HPV screening business under the NHSO under the existing structure and the new structure are as follows:

Operating Structure of the HPV screening business under the NHSO (Existing Structure)



Operating Structure of the HPV screening business under the NHSO (New Structure)



The restructuring of the operation of the HPV screening business under the NHSO for the Transfer Transaction of the HPV screening business under the NHSO is intended to align with the expertise, readiness and potential of WINMED and WINTH. The operation of the HPV screening business under the NHSO required laboratory testing and analysis, the operation of such project also requires on-site field operations and management in the operating areas (Front-end Operation), including, but not limited to, the following activities: (a) project development and presentation; (b) outreach to and coordination with Provincial Administrative Organizations ("**PAOs**") and local public health agencies; (c) organization of health promotion activities; (d) management of mobile service teams and the number of service recipients; and (e) eligibility verification, preparation and submission of information for reimbursement claims, and follow-up on payments from the NHSO or other relevant agencies, for which WINMED previously engaged WINTH, which has expertise in on-site field management (Front-end Operation), to carry out such activities.

Historically, WINTH has played a key role in on-site field operations and management (Front-end Operation), particularly in outreach to and coordination with PAOs and local agencies, project presentation, and coordination to enable the implementation of the project in each area, whereas WINMED's core expertise lies in back-end activities (Back-end Operation), particularly products, technology, and laboratory testing and analysis.

Subsequently, the relevant PAOs commenced the process of entering into Memoranda of Understanding (MOUs) directly with WINTH, having recognized WINTH's capability and readiness to coordinate and manage on-site activities, which is consistent with the PAOs' objective of expanding the coverage of health services to the public. Consequently, the Company is required to restructure the operation of the HPV screening business under the NHSO as described above.

However, the execution of the MOU directly between the PAOs and WINTH is at the sole discretion of the PAOs. This is because the operating structure of the HPV screening business under the NHSO has evolved and expanded in scope. Accordingly, the PAOs require a contractual party with the capabilities to provide comprehensive management of Front-end Operations in the relevant operating

areas, including area management, network development, marketing, and field operations, which are WINTH's areas of expertise. For this reason, the PAOs have elected to enter into the MOU directly with WINTH.

Furthermore, the Company has historically accessed and developed opportunities to operate the HPV screening business under the NHSO with PAOs and local agencies through WINTH, which already possesses the network, personnel and experience in coordinating and managing on-site projects. **Accordingly, should WINMED invest to build such capabilities entirely anew, this may result in duplication of resources, increased capital expenditure and operating costs, and exposure to risks from field operations, which are not the Company's core expertise.**

However, following the transfer of the business operations to WINTH as part of the aforementioned business restructuring, WINMED will continue to participate in and derive economic benefits from the growth of the HPV screening business under the NHSO. The Company will continue to provide laboratory (LAB) personnel services and sell HPV test kits to WINTH, which are activities within the Company's areas of expertise, in order to support WINTH in providing services to the NHSO in accordance with its capabilities. The Company will receive remuneration for such products and services in accordance with the agreements between WINMED and WINTH. Accordingly, the Company will continue to generate revenue from the project without having to make its own investment in field operations, thereby enabling the Company to utilize its resources and allocate its capital more efficiently, and to fully focus on the long-term development of its core businesses in which it has competitive advantages and expertise.

The restructuring of the operations of the HPV screening business under the NHSO is intended to enable WINMED to focus on its core businesses and utilize its resources more efficiently, as well as to eliminate potential conflicts of interest that may arise in the future. Furthermore, the future expansion of such business requires more comprehensive capabilities in managing Front-end Operations in the relevant operating areas, including marketing, business development, coordination with PAOs and local agencies, network development, management of mobile service teams, and area operations management. Currently, WINMED does not have the structure, personnel, and resources to comprehensively support these activities. If the Company were to undertake these activities itself, it would be required to make additional investments in personnel, systems, and resources, and would bear higher operating costs and risks.

Accordingly, the restructuring represents an adjustment to the participation structure to align with each company's respective areas of expertise. WINMED will continue to have opportunities to generate revenue from the provision of laboratory testing services, sales of products, technology, test kits, reagents, and related support services to WINTH, based on actual engagements and workload, and subject to the service rates and commercial terms mutually agreed upon by the parties. In addition,, WINTH will utilize another laboratory facility leased from A New Day Company Limited, a subsidiary in which WINMED holds a 99.99 % (ninety nine-point nine nine percent) of the shares ("**AND**"), under the relevant lease agreement. The facility will be a laboratory to support the continuity of services in the event that the main laboratory cannot operate normally.

However, the restructuring is expected to help WINMED reduce the need for investment in the management of Front-end Operation capabilities, while reducing its cost burden, working capital requirements, and risks associated with field operations compared to the existing structure. Accordingly, WINMED and its subsidiary still have the opportunity to generate revenue from the sale of product, service provision and the use of spare laboratory space in accordance with the term of the relevant contract. The income from the sale of products and services depends on the actual commissioning and workload. It is not a guaranteed income or return. However, the benefits that

WINMED expects to receive from the restructuring include reducing investment burden and operational risks, as well as long-term opportunities to generate revenue from the Company's specialist business.

In this regard, the Board of Directors therefore deemed it appropriate to propose that the shareholders' meeting consider and approve the Transfer Transaction of the HPV screening business under the NHSO to WINTH in order to restructure the business operations and asset ownership to align with the new operating structure, since certain assets currently held by the Company are specifically intended to support such business, which is no longer consistent with WINMED's role and asset utilization requirements under the new structure.

Transfer Transaction of the HPV screening business under the NHSO constitutes a disposition of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 45/2568 Re: Rules on Material Transactions dated 19 December 2025 and the Regulation of the Stock Exchange of Thailand Re: Procedure for the Disclosure of Information and Submission of Documents of Listed Companies through the Electronic System B.E. 2560 (2017) dated 2 October 2017 (collectively, the "**Notification on Acquisition or Disposal of Assets**").When calculating the transaction size based on the various criteria under the Notification on Acquisition or Disposal of Assets ,the highest size of the disposition transaction is equal to 10.13 (ten point one three) percent based on the total value of consideration criterion, calculated from the percentage of the value of consideration with reference to the Company's financial statements for the period ended 30 September 2026, which have been reviewed by the Company's auditor.

The Company has not entered into any other disposition of assets transactions that are related to, or form part of the same project as this transaction which occurred in the 12 (twelve) month period prior to the entry into this transaction which would require aggregation of the transaction size. Accordingly, the Transfer Transaction of the HPV screening business under the NHSO has a highest transaction size of 10.13 (ten point one three) percent based on the total value of consideration criterion, and is therefore classified as a material transaction involving a disposition of assets with a value of less than 25 (twenty-five) percent. As such, the Company is not required to comply with the Notification on Acquisition or Disposal of Assets by disclose information to the Stock Exchange of Thailand (the "**SET**") and convene a shareholders' meeting under the Notification on Acquisition or Disposal of Assets. However, as the Company wishes to propose the Transfer Transaction of the HPV screening business under the NHSO to the shareholders' meeting in order to clear the transaction size so that it will not be aggregated with any transactions that may occur in the future, the Company is required to comply with the Notification on Acquisition or Disposal of Assets.

In addition, **Transfer Transaction of the HPV screening business under the NHSO constitutes a related party transaction** under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2568 Re: Rules on Related Party Transactions dated 19 December 2025 and the Regulation of the Stock Exchange of Thailand Re: Procedure for the Disclosure of Information and Submission of Documents of Listed Companies through the Electronic System B.E. 2560 (2017) dated 2 October 2017 (the "**Notification on Related Party Transactions**"), as WINTH is a Connected Person of the Company. The transaction size is 17.39 (seventeen point three nine) percent of the Company's net assets. On 23 July 2026, the Company entered into a transaction with WINTH involving the disposal of assets to WINTH in the amount of THB 518,691.59 (five hundred eighteen thousand six hundred ninety-one Baht and fifty-nine Satang). As such transaction was entered into with WINTH within 6 (six) months prior to the date on which the Company will enter into this transaction. The transaction size was 0.08 (zero point zero eight) percent of the Company's net asset, the Company is required to aggregate

its size with that of this transaction. Following such aggregation under the Notification on Related Party Transactions, the size of the related party transaction is 17.47 (seventeen point four seven) percent of the Company's net assets, which constitutes a large-sized related party transaction under the Notification on Related Party Transactions. The Company is therefore required to comply with the Notification on Related Party Transactions by proposing to the shareholders' meeting for approval.

Furthermore, the transaction entered into by the Company with WINTH on 23 July 2026 constitutes a Related Party Transaction, and therefore, the Company is required to aggregate the transaction value with other transactions pursuant to the Notification on Related Party Transactions, as the transaction was entered into with the same person. However, the Company is not required to aggregate such transaction under Notification on Acquisition or Disposal of Assets, although the transaction was entered into with the same person, the assets involved are neither related to nor connected with the implementation of the Transfer Transaction of the HPV screening business under the NHSO.

In this regard, the Company has appointed **Siam Alpha Capital Company Limited**, a financial advisor approved by the Office of the Securities and Exchange Commission (the "**SEC**"), as the independent financial advisor to provide an opinion to the shareholders on the Transfer Transaction of the HPV screening business under the NHSO .

The Company hereby discloses the information relating to the entry into the Transfer Transaction of the HPV screening business under the NHSO , which constitutes a disposition of assets and a related party transaction of the Company with WINTH., the details of which are as follows:

1. Characteristics and Details of the Transaction

1.1 Transaction Date

The Company will enter into the Transfer Transaction of the HPV screening business under the NHSO with WINTH after obtaining approval from the Extraordinary General Meeting of Shareholders of the Company, which is scheduled to be held on 17 December 2026. The Company expects the transaction to be completed within December 2026.

1.2 Parties Involved and Relationship with the Listed Company

Seller	:	**WINMED**
Purchaser	:	**WINTH**
Relationship with the Company as at the Transaction Date	:	WINTH is a Connected Person of the Company under the Notification on Related Party Transactions, as the transaction is entered into with WINTH, a juristic person in which Connected Person of the Company are major shareholders and/or controlling persons. The details of the relationship are as follows:

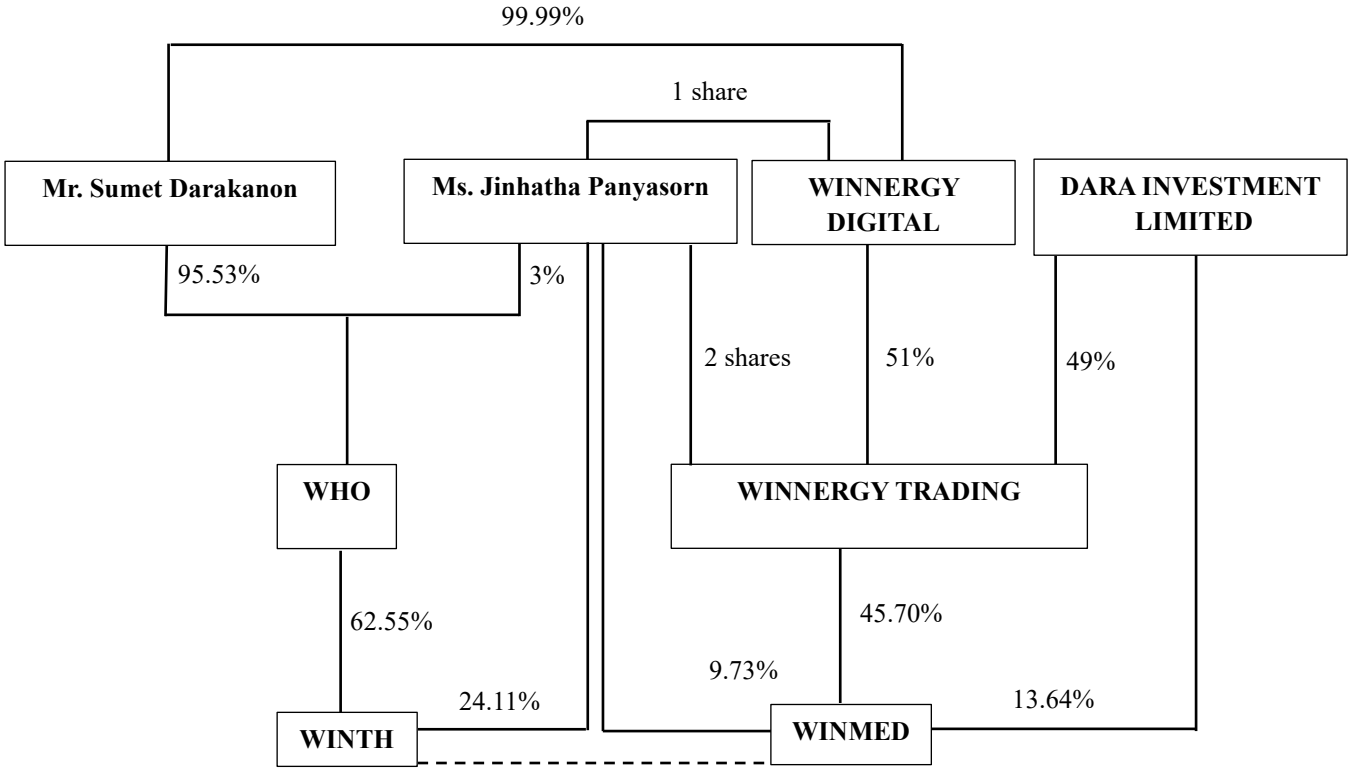
- **Mr. Sumet Darakananda** is a major shareholder of Winnergy Holding Co., Ltd. ("**WHO**"), holding 95.53 (ninety-five point five three) percent of its shares, and is the controlling person of

WHO. WHO holds 62.55 (sixty-two point five five) percent of the shares in WINTH. Mr. Sumet Darakananda is the father of **Mr. Nanthiya Darakananda**, who is a director, authorized director, executive and shareholder of the Company.

– **Miss Jinhatha Panyasorn** is a major shareholder of the Company and has an interest in WINTH by holding 24.11 (twenty-four point one one) percent of the shares in WINTH. Miss Jinhatha Panyasorn is the director of the Company and she is the spouse of **Mr. Nanthiya Darakananda**, who is a director, authorized director and executive of the Company, and a shareholder of the Company.

– The Company and WINTH have 3 (three) common directors, namely Mr. Nanthiya Darakananda, Mr. Tanakorn Vidhayasirinun and Mr. Amarin Pataranavig, all of whom are directors and authorized directors of both the Company and WINTH.

Shareholder Structure



Common Directors

1. Mr. Nanthiya Darakananda
   (a child of Mr. Sumet Darakanon and the spouse of Ms. Jinhatha Panyasorn)
2. Mr. Tanakorn Vidhayasirinun
3. Mr. Amarin Pataranavig

General Information of WINTH

Company Name	WINTH
Company Registration No.	0105546067780
Date of Incorporation	13 June 2003
Address	88/168 Moo 5, Soi King Kaeo 40, Racha Thewa Sub-district, Bang Phli District, Samut Prakan Province10540
Business Type	Sale of fuel oil and natural gas, electric vehicle charging, and medical laboratory testing services
Directors	1. Mr. Nanthiya Darakananda 2. Mr. Tanakorn Vidhayasirinun 3. Miss Ladawan Englertchaphat 4. Mr. Amarin Pataranavig 5. Mr. Rachan Arayawongchai 6. Mr. Komkrit Kanchana
Authorized Directors	Two directors jointly sign with the Company's seal affixed
Shareholders as at 5 October 2026	Par value of THB 10.00 per share

Shareholder	Number of Shares	Shareholding (%)
Winnergy Holding Co., Ltd.	12,791,971	62.55
Miss Jinhatha Panyasorn	4,931,027	24.11
Mrs. Pimolthip Banditkitsada	1,820,000	8.90
Union Button Corporation Co., Ltd.	505,001	2.47
Mr. Tanakorn Vidhayasirinun	401,999	1.97
Total	**20,449,998**	**100**

1.3 General Characteristics of the Transaction

The Board of Directors' Meeting No. 4/2026, held on 13 November 2026, resolved to approve the proposal to be submitted to the Extraordinary General Meeting of Shareholders of the Company for consideration and approval of the Transfer Transaction of the HPV screening business under the NHSO to WINTH. The Transfer Transaction of the HPV screening business under the NHSO has a total value of THB 112,000,000 (one hundred and twelve million Baht), and WINTH will pay the consideration to the Company in cash.

WINMED intends to restructure the operations of the HPV screening business under the NHSO by transferring such business, together with the assets used in its operations, including land and buildings, medical instruments and equipment, laboratory equipment, and machinery and equipment for generating electricity from solar energy, to WINTH. This is because the PAOs have considered and elected to enter into the MOU directly with WINTH, as WINTH has the capability to coordinate and manage activities in the relevant areas, which is consistent with the PAOs' requirements for expanding healthcare services to the public to achieve more comprehensive coverage. Accordingly, the PAOs wish to have WINTH as their contractual party and the party directly responsible for the operations with the PAOs. Therefore, the Company is required to restructure the operations of the HPV screening business under the NHSO.

Under the Existing Structure, WINMED is the party entering into the MOU with the PAOs and directly operating the HPV screening business under the NHSO, while WINTH provides support for field operations. The process begins with WINTH entering the relevant areas together with the PAOs to organize health caravans, coordinate with local agencies, and manage mobile service teams providing services to the public. Thereafter, the Sub-district Health Promoting Hospitals (the "**SHPHs**"), which are under the supervision of the PAOs, send the sample-collected test kits to WINMED's laboratory for analysis and issuance of test results. Once the test results have been issued, WINMED claims the testing service fees from the NHSO in its capacity as the service provider and pays marketing fees to WINTH as remuneration for its area engagement and field operations. Under this structure, WINMED receives all revenue from the NHSO but also bears all marketing expenses and business risks.

Under the New Structure, WINTH will be the party entering into the MOU with the PAOs and will be responsible for field operation, including organizing service units and coordination with the relevant agencies. The SHPHs will send the sample-collected from the patients to WINTH's laboratory, which is responsible for receiving samples and delivering test result. WINTH will engage WINMED to perform the analysis and issue test results, and WINMED has the opportunity to receive compensation from the sale of reagents and the provision of related services, depending on the scope of engagement, actual workload, and the conditions stipulated in the agreement between the parties.

In addition, WINTH will lease another laboratory space from AND, a subsidiary of the Company, to be used as a backup laboratory to ensure continuity of services in the event that the main laboratory is unable to operate normally. This is a different site from the laboratory transferred from WINMED to WINTH. Under the New Structure, WINTH will be responsible for claiming reimbursement for service fee from the NHSO as a service provider, according to the relevant rights and conditions.

The Company intends to propose that the shareholders' meeting consider and approve the Transfer Transaction of the HPV screening business under the NHSO under both the Notification on Acquisition or Disposal of Assets and the Notification on Related Party Transactions. Upon obtaining such approval, the Company will not be required to aggregate the size of this transaction with any future transactions (if any) under either the Notification on Acquisition or Disposal of Assets or the Notification on Related Party Transactions.

The Company expects to proceed with the transaction in accordance with the following timeline:

No.	Details	Timeline
1.	The Board of Directors resolves to approve the proposal to the Company's shareholders' meeting for consideration and approval of the Disposal of Assets Transaction in the Form of a Business Transfer, which Constitutes a Related Party Transaction of the Company.	13 November 2026
2.	Record Date for determining the list of shareholders entitled to attend the shareholders' meeting.	27 November 2026
3.	The shareholders' meeting resolves to approve the asset disposal transaction and the Related Party Transaction.	17 December 2026
4.	The parties execute the agreement.	Following approval by the shareholders' meeting
5.	The Company transfers ownership of the assets to WINTH	By 31 December 2026
6.	Transaction completion date.	By 31 December 2026

Upon obtaining approval from the shareholders' meeting, which will be held on 17 December 2026, the Company will enter into agreements with WINTH to transfer the business and assets relating to the HPV screening business under the NHSO. The key terms of the agreements are summarized as follows:

Key Terms of the Draft Business Transfer Agreement for the HPV screening business under the NHSO

Transferor	WINMED
Transferee	WINTH
Agreement Date	After obtaining approval from the Extraordinary General Meeting of Shareholders No. 1/2026, which is scheduled to be held on 17 December 2026

Description of Assets	– The HPV screening business under the NHSO (f), which comprises laboratory testing and analysis (Back-end Operation), and the operation and management of field operations in the relevant operating areas (Front-end Operation), including but not limited to the following activities: (a) project development and presentation; (b) engagement and coordination with PAOs and local public health agencies; (c) organization of health promotion activities; (d) management of mobile service teams and the number of service recipients; and (e) verification of eligibility, preparation and submission of information for reimbursement claims, and follow-up. – Land and buildings Medical instruments and equipment, office equipment, vehicles, and machinery and equipment, including solar power generation machinery and equipment
Business Transfer Consideration	THB 112,000,000 (one hundred twelve million Baht)
Expected Date of Transfer of Ownership	On or before 31 December 2026, or such other date as the **parties** may agree in writing
Payment Terms	The Transferee shall pay the total business transfer consideration to the Transferor in cash within December 2026
Other Material Conditions	– The parties agree to enter into the Relevant Agreements to set out the rights and obligations in respect of the transfer of certain categories of assets separately from the business transfer. – The parties agree that the business shall be transferred in such a manner that the Transferee is able to continue operating it immediately. Following the business transfer, the Transferee shall be primarily responsible for the operation and management of the entire transferred business, and may engage the Transferor to perform certain operations or provide certain services relating to the operation of the business under the HPV screening business under the NHSO.

Key Terms of the Draft Land and Building Sale and Purchase Agreement

Purchaser	WINTH
Seller	WINMED
Agreement Date	After obtaining approval from the Extraordinary General Meeting of Shareholders No. 1/2026, which is scheduled to be held on 17 December 2026

Description of Assets	1 (one) plot of land under Title Deed No. 2028 with an area of 0-0-99.3 rai, or 99.3 (ninety-nine point three) square wah, together with a 3 (three)-storey office building and extensions (the "**Land and Buildings for Sale**") The Land and Buildings for Sale are free and clear of any encumbrances.
Purchase Price	THB 42,000,000 (forty-two million Baht) However, this Purchase Price is part of the total business transfer consideration of Baht 112,000,000 (One Hundred and Twelve Million Baht).
Expected Date of Transfer of Ownership	Within December 2026
Payment Terms	The Purchaser shall pay the purchase price of THB 42,000,000 (forty-two million Baht) to the Seller in cash by bank transfer from the Purchaser's bank account to the Seller's bank account. Payment shall be deemed complete upon the Seller's receipt of the full amount. The Purchaser shall pay the purchase price to the Seller in accordance with the following details: 1) Land Purchase Price: THB 30,390,000 (Thirty Million Three Hundred and Ninety Thousand Baht), payable within December 2026, prior to the date of registration of the transfer of ownership of the land. 2) Building Purchase Price: THB 11,610,000 (Eleven Million Six Hundred and Ten Thousand Baht), payable within December 2026.
Other Material Conditions	– The Parties agrees to register the transfer of ownership of the Land and Buildings for Sale to the Purchaser or its representative at the Bang Kapi Branch Land Office once the Purchaser has made payment in accordance with the payment terms. – The Seller represents and warrants that the Land and Buildings for Sale are free and clear of any mortgage, servitude, lease, third-party possessory rights, or any other encumbrances or claims that may hinder the transfer of ownership or the Purchaser's use and enjoyment of the properties, except for any encumbrances that have been disclosed in writing and consented to by the Purchaser. – The Purchaser and the Seller agree to bear equally all expenses arising from the registration of the juristic act and the transfer of ownership of the

	land and buildings under the agreement, including fees, stamp duty and other related expenses. – The Seller shall transfer the utility meters and utility accounts into the name of the Purchaser within 90 (ninety) days from the date of registration of the transfer of ownership of the Land and Buildings for Sale. – Following the execution of the agreement, the Seller shall not take any action that would create any additional encumbrance on the Land and Buildings for Sale or that would be detrimental to the Purchaser, whether in whole or in part.

Key Terms of the Draft Medical instruments and Equipment Sale and Purchase Agreement

Purchaser	WINTH
Seller	WINMED
Agreement Date	After obtaining approval from the Extraordinary General Meeting of Shareholders No. 1/2026, which is scheduled to be held on 17 December 2026.
Description of Assets for Sale	Medical instruments and equipment, office equipment, vehicles, and machinery and equipment, including solar power generation machinery and equipment.
Purchase Price	THB 23,446,000 (twenty-three million four hundred forty-six thousand Baht) However, this Purchase Price is part of the total business transfer consideration of Baht 112,000,000 (One Hundred and Twelve Million Baht).
Expected Date of Delivery and Acceptance of Assets	Within December 2026
Payment Terms	The Purchaser shall pay the purchase price by transfer to the bank account notified in writing by the Seller to the Purchaser, on the date of delivery and acceptance of the assets or within the period specified in the invoice, as the case may be. In any event, the Purchaser shall complete the payment of the purchase price by December 2026.
Other Material Conditions	– The disposal of the assets constitutes a disposal of the Seller's fixed assets that have previously been used and does not constitute a sale of goods in the ordinary course of the Seller's business.

	– The costs of and liabilities for dismantling, relocation, packing, reinstallation, system testing and in-transit insurance shall be borne by the Purchaser, unless otherwise agreed in writing by the parties. – The sale and purchase of assets excludes trade names, trademarks, intellectual property, licenses, agreements with third parties, receivables, payables, employees, personal data, and other rights and obligations of the Seller, unless expressly specified or separately agreed in writing. – If either party commits a material breach of the agreement, the other party shall be entitled to notify the defaulting party to remedy the breach within 15 (fifteen) days from the date of receipt of such notice. If the breach is not remedied within such period, the non-defaulting party shall be entitled to terminate the agreement in whole or only in respect of the affected part, and to claim actual and provable damages in accordance with the law.

Key Terms of the Draft Laboratory Testing Services Agreement

Client	WINTH
Service Provider	WINMED
Agreement Date	1 January 2027
Objectives and Scope of Services	To provide laboratory testing services in accordance with professional standards and quality standards, including the preparation and delivery of test results.
Term of the Agreement	A period of 3 (three) years, commencing on 1 January 2027 and ending on 31 December 2029. The Parties shall review the service fees at least once a year. Any amendment to the terms and conditions shall be made in writing.
Service Fee	1. The testing fee for cervical cancer screening using the HPV DNA Test shall be THB 170 (one hundred and seventy Baht) per completed test 2. The cytological testing fee using the Liquid-Based Cytology (LBC) method shall be THB 200 (two hundred Baht) per completed test. The testing fee covers the costs of reagents and consumables used in the laboratory testing.
Payment Terms	Within 30 (thirty) days from the invoice date.
Other Material Terms and Conditions	The testing volume shall be determined based on the actual number of samples delivered by WINTH to WINMED and actual tested by WINMED. WINTH shall not be obligated to guarantee any minimum testing volume, nor shall WINTH be required to exclusively engage WINMED for laboratory testing services (non-exclusivity). The engagement of such services shall be conducted on fair and normal commercial terms on an Arm's-Length Basis, taking into consideration the service fees, quality, standards and service capabilities of the Parties.

	– Either Party may terminate the Agreement prior to its expiry by giving the other Party at least 90 (ninety) days' prior written notice. In the event of a material breach of the Agreement, the non-breaching Party shall be entitled to require the breaching Party to remedy such breach within 30 (thirty) days. If such breach is not remedied within the specified period, the non-breaching Party shall be entitled to terminate the Agreement. In addition, either Party shall be entitled to terminate the Agreement immediately upon the occurrence of certain specified material events, such as the loss of any material license, a material violation of applicable laws, or fraud.

Key Terms of the Draft Management and Operational Support Services Agreement

Client	WINTH
Service Provider	WINMED
Agreement Date	1 January 2027
Objectives and Scope of Services	To provide management and operational support services by arranging for qualified personnel with appropriate knowledge, skills and qualifications to be stationed at WINTH's laboratory or such other locations as may be mutually agreed upon by the Parties, in order to support the continuous and efficient operation of the business. The services shall cover management and operational support, coordination, preparation and storage of information or documents, preparation of reports, and other related support services within the prescribed scope.
Term of the Agreement	A period of 3 (three) years, commencing on 1 January 2027 and ending on 31 December 2029. The Parties shall review the service fees at least once a year. Any amendment to the terms and conditions shall be made in writing.
Service Fee	THB 315,000 (three hundred and fifteen thousand Baht) per month. However, the Service Fee under this Agreement are separate from the service fees under the draft of Laboratory Testing Services Agreement.
Payment Terms	Within 30 (thirty) days from the invoice date.
Other Material Terms and Conditions	– In the event of a change in the service fee, the Parties may consider adjusting the service fees, in accordance with the changes in costs and scope of services, based on fair pricing principles and in accordance with normal commercial terms that would be agreed upon by independent parties (Arm's Length Basis). – In the event that either Party commits a material breach of the Agreement, the non-breaching Party shall be entitled to give notice requiring the breaching Party to remedy such breach within 30 (thirty) days. If such breach is not remedied within the specified period, the non-breaching Party shall be entitled to terminate the Agreement. In addition, either Party may terminate the Agreement without cause by giving at least 60 (sixty) days' prior written notice.

Key Terms of the Draft Sublease Agreement for Space within Building No. 31

Sublessee	WINTH
Sublessor	AND (The Subsidiary, in which WINMED holds 99.99% (ninety-nine-point nine nine percent) of the shares.)
Agreement Date	1 January 2027
Leased Premises	A part of Building No. 31, Soi Lat Phrao 80, Yaek 12, Wang Thonglang Subdistrict, Wang Thonglang District, Bangkok, with a total leased area of 241.60 (two hundred and forty-one point six zero) square metres.
Purpose of Use of the Leased Premises	To be used as a backup laboratory site (Backup Laboratory Site) to accommodate cervical cancer screening by HPV DNA Testing and Liquid-Based Cytology (LBC), in order to ensure continuity of services in the event that the main laboratory is unable to operate normally.
Term of the Agreement	A period of 3 (three) years, commencing on 1 January 2027 and ending on 31 December 2029.
Rental Fee	THB 76,475 (seventy-six thousand four hundred and seventy-five Baht) per month.
Payment Terms	Within 30 (thirty) days from the invoice date.
Other Material Terms and Conditions	– Upon the expiry or termination of this Agreement for any reason whatsoever, the Sublessee agrees to return the Leased Premises to the Sublessor in a reasonably good and clean condition. The Sublessee shall not be required to remove any permanently installed fixtures or improvements, unless the Sublessor gives written notice requiring their removal within the specified period. – The Sublessee shall be responsible for water supply charges, electricity charges and other utility expenses relating to the use of the Leased Premises, based on actual consumption.
Remark	– The Leased Premises constitute property leased by the Company to AND. The Company has consented to AND subleasing the Leased Premises throughout the term of this Agreement.

1.4 Details of the Operating Assets to Be Transferred to WINTH

The Company will transfer the assets relating to the HPV screening business under the NHSO to WINTH on the date on which the Company receives full payment of 112,000,000 (One Hundred and Twelve Million Baht). The operating assets to be transferred to WINTH comprise the following:

1) Land and Buildings: One (1) plot of land under Title Deed No. 2028, with a total area of 0-0-99.3 rai, or 99.3 square wah, together with a three (3)-storey office building and extensions, located at No. 636/8, AEC Project, branching off Soi Sahakarn Prachakhun, Pracha Uthit Road, Wang Thonglang Sub-district, Wang Thonglang District, Bangkok.

2) Medical Instruments and Equipment, Laboratory Equipment, and Machinery and Equipment for Generating Electricity from Solar Energy.

1.5 Total Value of the Transaction and Payment of Consideration

The total value of the Transfer Transaction of the HPV screening business under the NHSO is THB 112,000,000 (one hundred twelve million Baht), covering the business transfer and the disposal of assets relating to the operation of the project under the business restructuring, namely the land and buildings, medical instruments and equipment, laboratory equipment, solar power generation machinery and equipment, and other related assets. WINTH will pay the consideration in cash in accordance with the details specified in the agreements described in item 1.3.

1.6 Criteria for Determining the Consideration Value

The Company determined the consideration value based on the valuation of the HPV testing business under the NHSO, together with the related assets to be transferred to WINTH, using the Discounted Cash Flow method (DCF), which is a valuation method based on the transferred business's ability to generate future cash flows. The valuation was prepared by the Company's management. The valuation was used as a basis for determining the transaction value of the business transfer and did not include the valuation of WINMED's revenue-generating opportunities from the sale of products or the provision of laboratory testing services (Back-end Operation) following the business transfer.

Based on the valuation using such method, the enterprise value was approximately THB 111.87 million (one hundred and eleven point eight seven million Baht). The Company used the results of such valuation as a reference basis for determining the business purchase price of THB 112,000,000 (one hundred and twelve million Baht), which is the price mutually agreed upon by the parties.

In this regard, the valuation was based on projected free cash flows of the HPV testing business under the NHSO, to be transferred to WINTH, together with the related assets, taking into consideration the projected revenues, costs, expenses, investments, and changes in working capital relating to the business operations, under hypothetical scenario for valuation purposes, whereby the business would continue to be operated by WINMED throughout the projection period as if the business transfer had not yet taken place. The expected future cash flows were discounted to their present value using the Weighted Average Cost of Capital (WACC), less the aggregate amount of interest-bearing debt. In this regard, the valuation did not include the value of WINMED's revenue-generating opportunities from the sale of products or the provision of laboratory testing services (Back-end Operation) following the business transfer. The valuation was based on the following key assumptions:

Projection Period: 20 (twenty) years (2027–2046)

Discount Rate (WACC): 9.5% (nine-point five percent)

Terminal Growth Rate: Not calculated

1.7 Type and Size of the Transaction

Financial Information of the Company as at 30 September 2026

Financial Information of WINMED as at 30 September 2026	THB
Total assets	1,105,449,962.81
Less Total liabilities	461,263,833.31
Less Non-controlling interests	-
Net Assets (NA)	**644,186,129.50**

1) Type and Size of the Disposition Transaction under the Notification on Acquisition or Disposal of Assets

The Company calculated the size of the disposition transaction based on its latest financial statements prior to the transaction date, for the period ended 30 September 2026. Key financial information is as follows:

The calculation is based on the Company's financial statements for the period ended 30 September 2026, which have been reviewed by the Company's auditor, as follows:

Criterion	Formula	Calculation	Transaction Size
1. Value of Net assets	(Proportion of asset acquired or disposed of × NA of the investee company ×100 / NA of the listed company	Not applicable,	Not applicable
2. Net profits	(Net operating profit of the target company) × shareholding proportion × 100 / Net operating profit of the company	Not applicable,	Not applicable
3. Total value of consideration	Value of consideration paid or received × 100 / Total assets of the listed company	THB 112,000,000 × 100 ÷ THB 1,105,449,962.81	10.13%
4. Value of securities issued	Number of shares issued as consideration for the assets × 100 / Number of issued and paid-up shares of the listed company	Not applicable, as no shares will be issued as consideration for the assets	Not applicable

Based on the above calculation, the Transfer Transaction of the HPV screening business under the NHSO has a highest transaction size of 10.13 (ten point one three) percent based on the total value of consideration criterion. The Company has not entered into any other disposition of

assets transactions that are related to, form part of the same project as, or were entered into with the same group of persons as this transaction during the 12 (twelve)-month period prior to the date of agreement to enter into this transaction which would require aggregation of the transaction size. Accordingly, this transaction has a highest transaction size under the Notification on Acquisition or Disposal of Assets of 10.13 (ten point one three) percent based on the total value of consideration criterion, which is less than 25 (twenty-five) percent, and the Company is therefore not required to comply with the Notification on Acquisition or Disposal of Assets. However, as the Company wishes to propose the Transfer Transaction of the HPV screening business under the NHSO to the shareholders' meeting for approval under the Notification on Acquisition or Disposal of Assets, the Company will take the following actions under the Notification on Acquisition or Disposal of Assets:

(1) Prepare a report and disclose information on the transaction to the SET;

(2) Appoint an independent financial advisor to provide an opinion on the Transfer Transaction of the HPV screening business under the NHSO, and deliver the independent financial advisor's opinion to the shareholders for their consideration together with the notice of the shareholders' meeting; and

(3) Convene a shareholders' meeting to consider and approve the transaction. The Company will deliver the notice of the shareholders' meeting, together with the supporting documents, to the shareholders at least 14 (fourteen) days prior to the meeting date. The transaction must be approved by the shareholders' meeting by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders. In the event that the Independent Financial Advisor expresses the opinion that the Company should not proceed with the Transfer Transaction of the HPV screening business under the NHSO, the transaction shall be deemed not to have been opposed at the shareholders' meeting if no shareholder or group of shareholders holding, in aggregate, 10% (ten percent) or more of the total voting rights of the shareholders attending the meeting and having the right to vote casts a vote against the transaction.

(4) Following approval of the transaction by the shareholders' meeting, the Company will prepare a report on the implementation of the transaction and disclose such report through the SET, in accordance with the timeline and conditions prescribed under the Notifications on Acquisition or Disposal of Assets.

2) Type and Size of the Related Party Transaction under the Notification on Related Party Transactions

For the purpose of calculating the transaction size under the Notification on Related Party Transactions, the Company calculated the transaction size based on its latest financial statements prior to the transaction date, for the period ended 30 September 2026. Key financial information is as follows:

Financial Information of WINMED as at 30 September 2026	**THB**
Net Tangible Assets	**644,186,129.50**
0.03 percent of net assets	193,255.84
Lower threshold for related party transaction size (the higher of 0.03% of NA or THB 1.00 million)	**1,000,000.00**
3 percent of net assets	19,325,583.89
Upper threshold for related party transaction size (the higher of 3.00% of NA or THB 20.00 million)	**20,000,000.00**
Value of Related Party Transaction	**THB**
Value of the related party transaction:	**THB 112,000,000 or 17.39 percent of the Company's net assets as at 30 September 2026**
Other related party transactions **Related party transactions between WINMED and WINTH during the past 6 months totaling THB 518,691.59 (five hundred eighteen thousand six hundred ninety-one Baht and fifty-nine Satang)**	**Total of THB 518,691.59 or 0.08 percent of the Company's net assets as at 30 September 2026**
Aggregate size of related party transactions **(this transaction and transactions entered into during the past 6 months)**	**THB 112,518,691.59 or 17.47 percent of the Company's net assets as at 30 September 2026**
Size of Related Party Transaction	**Large-sized transaction (value ≥ THB 20 million)**

The above transaction has a related party transaction value of THB 112,000,000 (one hundred twelve million Baht), representing a transaction size of 17.39 (seventeen point three nine) percent of the Company's net assets (NA) as at 30 September 2026. When aggregated with the other related party transaction entered into by the Company with WINTH on 23 July 2026, the aggregate value of related party transactions under the Notification on Related Party Transactions is THB 112,518,691.59 (one hundred twelve million five hundred eighteen thousand six hundred ninety-one Baht and fifty-nine Satang), or 17.47 (seventeen point four seven) percent of the Company's net assets as at 30 September 2026. As this value is THB 20,000,000 (twenty million Baht) or more, the transaction constitutes a large-sized related party transaction. Accordingly, the Company is required to take the following actions under the Notification on Related Party Transactions:

(1) Prepare a report and disclose information on the transaction to the SET;

(2) Appoint an independent financial advisor to provide an opinion on the Transfer Transaction of the HPV screening business under the NHSO, and deliver the independent financial advisor's opinion to the shareholders for their consideration together with the notice of the shareholders' meeting; and

(3) Convene a shareholders' meeting to consider and approve the transaction, and deliver the notice of the shareholders' meeting, together with the supporting documents, to the shareholders at least 14 (fourteen) days prior to the meeting date. The transaction must be approved by the shareholders' meeting by a vote of not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders. In the event that the Independent Financial Advisor expresses the opinion that the Company should not proceed with the Transfer Transaction of the HPV screening business under the NHSO, the transaction shall be deemed not to have been opposed at the shareholders' meeting if no shareholder or group of shareholders holding, in aggregate, 10% (ten percent) or more of the total voting rights of the shareholders attending the meeting and having the right to vote casts a vote against the transaction.

(4) Following approval of the transaction by the shareholders' meeting, the Company will prepare a report on the implementation of the transaction and disclose such report through the SET, in accordance with the timeline and conditions prescribed under the Notification on Related Party Transactions.

1.8 Opinion of Independent Experts

The Company has appointed **Siam Alpha Capital Company Limited**, a financial advisor approved by SEC, to act as the Independent Financial Advisor to provide its opinion on the transaction to the shareholders. The Company will deliver the opinion of the Independent Financial Advisor to the shareholders together with the notice of the shareholders' meeting.

1.9 Summary of Key Terms of the Relevant Agreements

The key terms of the Relevant Agreements are set out in item 1.3.

1.10 Approvals from Relevant Authorities

-None-

1.11 Legal Disputes Relating to the Transaction or the Assets Involved in the Transaction

-None-

1.12 Other Information that May Materially Affect Investors' Decisions

-None-

1.13 Business Policies and Plans (Business Plan) Relevant to the Transaction

The Company has the following business policies and plans (business plan) relevant to the Transaction:

1) Business Policies and Plans Relevant to the Transaction, Briefly Specifying the Timeframe

The Company has a policy of focusing on its core businesses in which it has expertise, namely, the provision of medical laboratory testing services and the procurement and distribution of related products, technology, test kits, and reagents. Following the transfer of the HPV screening business under the NHSO and the disposal of the related assets to WINTH, the Company will change its role from being the operator of the business and the party directly claiming service fees from the NHSO to becoming the provider of testing and result reporting services and the supplier of reagents to WINTH pursuant to the agreements between the parties. As a result, the Company have opportunities to generate revenue from the sale of test kits and reagents, the provision of laboratory testing services, and related support services to WINTH, depending on the scope of engagement, actual testing volume, and the terms and conditions stipulated in the agreement between the parties. Such revenue will therefore depend on the actual volume of work and services utilized, while the Company will not be required to directly undertake field operations or local marketing activities.

In addition, the Company plans to utilize the net proceeds received from the Transaction as part of the business restructuring, including the consideration received from the disposal of assets, as working capital, for loan repayment, and to support operations in accordance with its business plans, including investments in and expansion of businesses with the potential to generate returns for the Company and its shareholders in the future, in order to enhance liquidity and support the long-term growth of its core businesses.

Timeline	Actions
13 November 2026	The Board of Directors' Meeting considered and approved the Transaction and resolved to propose the Transaction to the shareholders' meeting for consideration and approval.
17 December 2026	The Extraordinary General Meeting of Shareholders considered and approved the Transaction.
Within December 2026	Execution of the business transfer agreement, the asset disposal agreement, and the laboratory testing services and reagent supply agreement between WINMED and WINTH, and completion of the transfer of ownership of the land and buildings, instruments, and equipment.
From 2027 onwards	The Company will focus on developing and expanding its core businesses and repaying the Company's loans.

2) Analysis of Market Conditions and Competition, Including Business Opportunities

Cervical cancer is one of the most common cancers among Thai women. Accordingly, the public sector places importance on proactive screening. The NHSO has included HPV vaccination and screening using the HPV DNA Test in the benefit package for women in the target groups and supports self-sampling, thereby enabling more rapid expansion of access to screening services. Furthermore, the transfer of responsibilities for Sub-district Health Promoting Hospitals (SHPHs) to the PAOs has resulted in the PAOs playing an important role in providing proactive healthcare services in their respective areas. Consequently, there is an increasing demand for service providers capable of providing comprehensive operations, from area engagement and the organization of service units to laboratory testing and analysis.

In terms of competition, the HPV screening business is relatively competitive. Market participants include public-sector laboratories, such as the Department of Medical Sciences and public hospitals, as well as private laboratories and other suppliers of test kits and reagents. Test kits and reagents are generally available from various suppliers, which limits the ability of service providers to differentiate themselves based on the products themselves. Accordingly, competition in this business primarily depends on the ability to access operating areas, establish relationships with PAOs and local agencies, and manage service costs. Under the new structure, WINTH will assume the risks arising from competition at the local level, including maintaining and expanding MOUs with PAOs, price competition, and field operating costs, while WINMED will receive remuneration under the agreements between WINMED and WINTH and focus on laboratory operations in which the Company has expertise. Such separation of roles will therefore help reduce the risks arising from competition that the Company would otherwise directly bear and enhance the competitiveness of the group in both field operations and laboratory operations.

In terms of business opportunities, if WINTH is able to expand its services to the PAOs and new areas, this may result in increased demand for products and laboratory testing service. WINMED may benefit from such growth in accordance with the actual volume of services engaged and utilized, without having to independently invest in Front-end Operation capabilities. In addition, WINMED will still be able to utilize its laboratory capacity to provide services to other customers.

3) Risk Factors or Events That May Affect the Company's Ability to Proceed in Accordance with the Plan

(1) **Risk from Dependence on Revenue from WINTH:** Following the Transaction, the Company's revenue from the HPV screening business under the NHSO will primarily be derived from the provision of services to WINTH, with the testing volume depending on the actual number of samples submitted

by WINTH to the Company for testing. In this regard, WINTH is not obligated to guarantee any minimum testing volume, nor is WINTH required to exclusively use the Company's service (non-exclusivity). In addition, both Parties are entitled to terminate the agreement prior to its expiration in accordance with the terms and conditions stipulated therein. Accordingly, if WINTH is unable to expand its service areas as planned, or if its MOUs with the PAOs are terminated or not renewed, or if WINTH engages other service providers, or if the agreement is terminated prior to its expiration, the Company's workload, revenue and cash flow may be affected. However, following the Transaction , the Company will no longer be directly responsible for investing in the HPV screening business under the NHSO, enabling it to reduce investment risks and manage operating costs burden more efficiently.

(2) **Risk from Changes in NHSO Policies:** Adjustments to reimbursement rates, target groups, or screening methods by the NHSO may affect the volume of tests and the revenue of the business.

(3) **Competition Risk:** The entry of new service providers or the expansion of laboratory capabilities by government agencies themselves may put pressure on prices and the volume of work.

(4) **Risk from Entering into a Related Party Transaction:** The pricing and contractual terms of the agreements between WINMED and WINTH must be fair and in accordance with general commercial terms. The Audit Committee will regularly review related party transactions in accordance with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

(5) **Risk of the Transaction Not Being Approved or Being Delayed:** The Transaction requires approval from the shareholders' meeting and may also require consent from contractual parties or relevant authorities for the transfer of rights under the relevant agreements. If such approval or consent is not obtained, the Transaction may not be completed within the specified timeframe.

(6) **Risk of WINTH's Inability to Make Payment:** The Company is exposed to credit risk from WINTH in respect of the consideration payable for the Transfer Transaction of the HPV screening business under the NHSO scheme. If WINTH is unable to secure sufficient funding or pay the consideration in full within the specified period, the transaction may be delayed or may not be successfully completed, and the Company may not receive the proceeds as anticipated. To mitigate such risk, the Company has clearly stipulated the payment period and payment terms, including requiring the transfer of ownership of the assets only upon receipt of the full payment in accordance with the conditions specified in the agreement. In this regard, the transaction

shall be conducted on fair commercial terms on an arm's-length basis (Arm's-Length Basis).

4) Contingency Plan in the Event That the Transaction Cannot Be Successfully Completed, Including an Analysis of Potential Impacts

If the shareholders' meeting does not approve the Transaction, or if the Transaction cannot be successfully completed for any other reason, the Company will continue to hold the land and buildings, medical instruments and equipment, laboratory equipment, and machinery and equipment for generating electricity from solar energy related to such business. The Company will consider appropriate business operation alternatives together with WINTH and the relevant authorities to maintain the continuity of services under the existing agreements and rights. However, as the PAO has already entered into an MOU directly with WINTH, the Company may not be able to immediately resume its business operations under the previous business structure. In this regard, the Company will consider alternatives for utilizing the assets that it continues to own, as well as appropriate measures for managing any potential conflicts of interest.

In the event that the transaction cannot be successfully completed, the Company will not receive the consideration from the business transfer and asset disposal

from the transfer of the business and the disposal of the assets as specified in the transaction and will continue to bear the costs associated with such assets. The Company will consider alternatives for utilizing the assets, providing laboratory testing services, and selling products to WINTH or other service users under appropriate commercial terms. In this regard, if the Company intends to operate or expand its business independently, it may be necessary to make additional investments in personnel, systems and resources to support its operations. The Company will also need to consider its readiness in terms of access to the premises and coordination with the PAO, which may affect the Company's workload, revenue and profitability in the future.

1.14 Expected Benefits to the company and its Shareholders

The transaction is expected to benefit the Company and its shareholders as follows:

1) To enhance the stability of the Company's operating results and improve cost management efficiency

Under the existing operating structure, WINMED is exposed to revenue volatility depending on testing volumes while continuing to bear fixed costs, particularly depreciation of assets, tools and equipment, which may result in losses from the project during periods of lower work volume.

Following the restructuring, WINMED will focus on the distribution of products and the provision of services within its area of expertise,with opportunities to generate revenue based on service engagements, actual workload and the terms and

conditions specified in the agreements between the Parties, without any guarantee of minimum workload. At the same time, the disposal of assets that are no longer necessary to be held under the new business structure will help reduce depreciation expenses and fixed costs. The Company expects that this will result in a more flexible cost structure that is better aligned with its revenue, reduce the Company's exposure to losses, and support the stability of its operating performance and long-term profitability.

2) To enable the Company to continue to benefit from the business's growth opportunities while reducing the need for additional investment

The transaction merely realigns the Company's role with its expertise and resources and does not constitute a withdrawal by WINMED from business opportunities relating to screening programs under the NHSO benefit scheme. WINMED will continue to participate through the sale of products, test kits, reagents, medical instruments and technology, as well as the provision of testing and related support services, through the execution of service agreements with WINTH, thereby retaining the opportunity to benefit from the future expansion of the HPV screening business under the NHSO.The expansion of the project requires readiness in marketing, coordination with local agencies, management of mobile service teams and field operations, which in turn requires additional capital and resources. By restructuring the HPV screening business under the NHSO so that WINTH, which has the personnel, network and readiness for such operations, assumes responsibility, WINMED will be able to retain the opportunity to generate revenue from the project's growth without having to invest in developing resources that are duplicative or outside the Company's core expertise, thereby improving capital efficiency and reducing the risks of expanding operations on its own.

3) To enable the Company to focus its operations and allocate resources to its core business and expertise

The Company's core expertise lies in the procurement and distribution of medical products, tools, test kits, reagents and technology, whereas operating the HPV screening business under the NHSO on a fully integrated basis requires additional resources and expertise in marketing, coordination with local agencies, management of mobile service teams and field operations, which may require the Company to make further investment and bear higher management costs.

Under the new business structure, WINMED will focus on its core expertise, including the provision of related support services, without the need to invest in and manage the HPV screening business under the NHSO on a fully integrated basis or to own and manage laboratories itself. This will enable the Company to allocate capital, personnel and resources more efficiently towards expanding its product portfolio, developing partnerships and broadening its customer base, thereby strengthening its competitiveness and supporting the long-term growth of its core business.

4) To improve the efficiency of the Company's asset and capital utilization

Following the restructuring, WINMED's need to use retain certain assets will decrease, as WINTH will be directly responsible for the related operations. The disposal of such assets to WINTH will therefore align asset ownership with asset utilization under the new business structure and reduce depreciation, maintenance and other unnecessary holding costs. It will also convert capital tied up in such assets into liquidity, increasing the Company's working capital, which may be used to repay its obligations or invest in developing its core business, thereby improving capital allocation efficiency and supporting the Company's long-term growth.

1.15 Plan for the Use of Proceeds from the Transaction under the Restructuring of the Business Structure and Disposal of Assets

The Company will receive consideration in cash of approximately THB 112,000,000 (one hundred and twelve million Baht) from the transaction. After deducting taxes, fees and expenses related to the transaction, the Company intends to use the net proceeds received from the business restructuring, including the consideration from the disposal of assets, as working capital, to repay loans, to support its operations in accordance with its business plan, and to fund investments in and the expansion of businesses with the potential to generate returns for the Company and its shareholders in the future

1.16 Reasonableness of the Transaction

1) <u>Advantages</u> of Entering into the Transaction

a. Reduces volatility in operating results and improves the Company's cost structure

Under the existing operating structure, revenue from the HPV screening business under the NHSO fluctuates depending on the number of service recipients, the volume of work in each area and the duration of the project, while WINMED must continuously bear certain costs and expenses even during periods of lower work volume, particularly asset holding costs, depreciation, maintenance, and the expenses and resources used to support the project. As a result, the Company may incur losses from the project during periods when revenue or work volume is insufficient.

Following the restructuring and the disposal of the related assets, WINMED will reduce its asset holding burden and related depreciation, and will refocus its role primarily on generating revenue from the sale of products, test kits, reagents, medical instruments and technology, and related support services. This will make the Company's cost structure more flexible and better aligned with the activities for which WINMED is responsible, which is expected to reduce the risk of losses during periods of fluctuating work volume and support the stability of operating results and the Company's long-term ability to generate returns.

b. The Company will continue to benefit from the business's growth without having to invest in building additional front-end operating capabilities

Following the restructuring, WINMED will continue to have the opportunity to generate revenue from the sale of products, test kits, reagents, medical instruments and technology, and related support services. If WINTH is able to increase the number of service recipients or expand itstproject to additional areas, WINMED may benefit from increased demand for its product and services. The purchase and sale of products and the engagement of services between the Parties shall be conducted on fair commercial terms on an Arm's-Length Basis, without any guarantee of minimum workload. Accordingly, any revenue that may arise in the future represents only a business opportunity and does not constitute guaranteed returns or a factor confirming the appropriateness of the business transfer consideration.

At the same time, WINMED will not be required to make additional investment to independently establish an on-site operational management structure (Front-end Operation), thereby reducing the need for investment and the risks associated with activities outside the Company's core areas of expertise, while retaining opportunities to benefit from business growth in line with the actual volume of service engagements and utilization of services.

c. Improves the efficiency of the Company's asset, capital and resource utilization

The disposal of such assets to the party that will use them directly in its operations will reduce the capital tied up in such assets, as well as depreciation, maintenance and other holding costs, and will align asset ownership with the party directly responsible for, and utilizing, such assets.

In addition, WINMED will be able to use the proceeds from the transaction as working capital, to repay its obligations, or to invest in its core business and in projects with the potential to generate appropriate returns. The transaction will therefore enable resources and capital previously tied up in such business and assets to be reallocated more efficiently for the benefit of the Company and its shareholders.

2) <u>Disadvantages</u> and Risks of Entering into the Transaction

a. The Company will become more dependent on WINTH's performance and ability to expand the project

Following the restructuring, WINTH will be responsible for on-site field management (Front-end Operation) of the HPV screening business under the NHSO, while WINMED will focus on the sale of products, test kits, reagents, medical instruments and technology, as well as the provision of laboratory testing services and related support services. A portion of WINMED's product sales and services will depend on the volume of work that WINTH is able to generate and manage.

Nevertheless, the Laboratory Testing Services Agreement does not stipulate any minimum testing volume or impose any obligation on WINTH to exclusively engage WINMED as its service provider (non-exclusivity). Furthermore, either Party is entitled to terminate the agreement prior to its expiry in accordance with the terms and conditions specified therein. Accordingly, if WINTH is unable to maintain or expand the projects as planned, fails to obtain a renewal of the MOU with the PAO, chooses to engage other service providers, or terminates the agreement prior to its expiry, the

volume of work, revenue and cash flows that WINMED expects to receive from such business may decrease.

Nevertheless, under the previous business structure, WINTH already played a significant role in accessing and coordinating with the PAO and local agencies. Accordingly, the risk arising from reliance on WINTH's ability to carry out the projects is, to some extent, a pre-existing risk prior to the restructuring. Meanwhile, the absence of any minimum workload commitment, the non-exclusive nature of the service arrangements, and the possibility of early termination of the agreements are factors that WINMED must take into consideration under the new business structure. In this regard, the restructuring will help clarify the respective roles and responsibilities of each Party and reduce WINMED's investment burden and field operating costs.

b. Risk relating to the fairness of price and terms, as the transaction is entered into with a Connected Person

As the sale and purchase of goods, services and assets, as well as the entry into the related agreements, are transactions between WINMED and WINTH, which are Connected Person , there is a risk that shareholders may question whether the price and terms of the transaction were negotiated on a fully arm's length basis between independent parties.

The Company therefore determines the price and terms of each transaction with reference to appropriate criteria according to the nature of the transaction, such as appraised values determined by independent appraisers, market data, costs and appropriate returns, or other reliable comparable data, and follows the approval process for related party transactions, in order to demonstrate that the transaction is reasonable and takes into account the interests of the Company and its shareholders as a whole. The Company will enter into transactions with WINTH on fair terms and conditions and at arm's length prices (Arm's Length Price), without any transfer of benefits between the parties, having regard primarily to the best interests of the Company and its shareholders.

3) <u>Advantages</u> of Not Entering into the Transaction

a. The Company retains the authority to determine the direction of, and control,the business for which it is directly responsible

Retaining the existing structure would allow WINMED to continue to directly determine the business direction, resource allocation and project management for the portion under its control, as well as to independently formulate strategies to further develop such business in the future, without depending on WINTH's decisions or performance to the same extent as under the new structure.

b. The Company retains ownership of the business and assets and the opportunity to benefit from their future value

If the transaction is not entered into, WINMED will continue to hold the assets relating to the operation and retain the right to benefit from the future value of such business and assets. If the business grows or the assets appreciate in value, the Company may benefit from such increase in value. However, such benefits must be weighed against the holding, maintenance and depreciation costs and the capital required to continue operating the business.

4) <u>Disadvantages</u> of Not Entering into the Transaction

a. The Company will remain exposed to revenue volatility and the risk of losses arising from fixed costs

The project's revenue is linked to the number of service recipients and the volume of work, which may vary from period to period, while certain costs, particularly depreciation of assets, maintenance expenses and the cost of maintaining resource readiness, cannot be reduced immediately in line with revenue. Accordingly, if the volume of work falls below the break-even level, WINMED may remain exposed to the risk of losses from the project.

Not entering into the transaction would therefore mean that the Company would continue to be exposed to such volatility in operating results and would need to maintain capital and resources to support the project, even if the volume of work in certain periods falls short of expectations.

b. The Company may need to make additional investment to build front-end capabilities, which it currently lacks on a fully integrated basis

If WINMED wishes to operate and expand the project itself, the Company would need to develop additional capabilities in marketing, outreach to PAOs and local agencies, networking, management of mobile service teams, and project management support systems, which would require personnel, capital investment and time to develop.

Such investment may result in additional costs, and there is uncertainty as to whether such additional investment would generate sufficient work volume and returns, or do so within an appropriate timeframe.

5) <u>Advantages</u> of Entering into the Transaction with a Connected Person Compared with a Third Party

a. WINTH has greater readiness and continuity in operating the project than starting with a third party

WINTH has been continuously involved in outreach to and coordination with PAOs and local agencies, as well as in developing business opportunities and operating the project, and therefore already understands the nature of the project, its operating processes, local needs and the relevant agencies.

Entering into the transaction with WINTH will therefore support a more seamless transition to the new structure than selecting a third party, which may require time to study the business, build relationships with local agencies, recruit personnel and develop new operating systems.

b. Smooth Negotiation Process

WINTH is already engaged by the Company as its field operator for the HPV screening business under the NHSO and therefore has a thorough understanding of the business operations, assets, and relationships with relevant local authorities and agencies. Accordingly, the negotiation process can be conducted more expeditiously than negotiations with an external party, which would require an initial

understanding of the business and a comprehensive due diligence process. Furthermore, this arrangement will facilitate a seamless business transition without disrupting the provision of services in the relevant areas.

c. Preserves the continuity of the project and WINMED's revenue opportunities

As WINTH is already involved in developing the project and has established relationships with local agencies, entering into the transaction with WINTH will reduce the risk of disruption during the transition period and facilitate the continued operation of the project under the new structure.

Such continuity is important to WINMED because, although the Company will not operate the project directly, it will continue to have the opportunity to generate revenue from the sale of products, test kits, reagents, medical instruments and technology, and related support services. WINTH's ability to continuously operate and expand the project will therefore also support WINMED's future revenue opportunities.

d. Mitigation of Potential Conflicts of Interest That May Arise in the Future

Entering into the Transaction will help ensure a clearer segregation of the roles, duties, and responsibilities between the Company and WINTH in operating the HPV screening business under the NHSO. WINTH will be responsible for the operations and management of field operations in the relevant operating areas (Front-end Operation), while the Company will focus on conducting business in areas in which it has expertise, namely, the procurement and supply of products, test kits, reagents, medical instruments and technology, as well as the provision of laboratory testing services and related support services.

Clearly defining the scope of business operations of each party will help reduce duplication of business operations and the risk of overlapping business opportunities, as well as prevent potential conflicts of interest between the Company and WINTH, which is a related party of the Company, that may arise in the future. This will result in clearer and more transparent business operations by each party and ensure that such operations are conducted in the best interests of the Company and its shareholders in the long term.

6) <u>Disadvantages</u> of Entering into the Transaction with a Connected Person Compared with a Third Party

a. Greater risk of conflicts of interest than entering into a transaction with an independent third party

As the Company and WINTH are Connected Person, the negotiation and determination of the price and commercial terms, as well as the approval of the transaction, may give rise to concerns regarding the independence of decision-making and conflicts of interest, as compared with entering into a transaction with a third party that has no relationship with the Company. However, the Company has proposed the transaction to the Audit Committee for approval and appointed an Independent Financial Advisor (IFA) to prepare an opinion report for submission to the shareholders' meeting for consideration.

b. Increased governance and regulatory compliance burden

As the transaction with WINTH is a related party transaction, the Company is required to comply with the rules and procedures applicable to related party transactions, which may include assessing the reasonableness and fairness of the transaction, consideration and approval by the relevant committees and the Board, disclosure of information, obtaining an opinion from an Independent Financial Advisor (IFA), and proposing to the shareholders' meeting for approval, depending on the nature and size of the transaction and the applicable rules.

These procedures may impose additional documentation, time, cost and coordination burdens on the Company as compared with ordinary course business transactions. However, they serve as an important governance mechanism to safeguard the interests of the Company and its shareholders, particularly shareholders who have no interest in the transaction.

1.17 Opinion of the Board of Directors

The Board of Directors has carefully considered the rationale, risks and potential impacts, as well as the appropriateness of the price and terms and conditions of the transaction involving the Transfer Transaction of the HPV screening business under the NHSO scheme and the disposal of the related assets. The Board of Directors unanimously resolved to approve the proposal to the Shareholders' Meeting for consideration and approval of the aforementioned transactions, as it considered that the business restructuring was reasonable and consistent with the Company's business direction.

The transaction value was determined based on the valuation of the HPV testing business under the NHSO scheme to be transferred, together with the related assets, using the Discounted Cash Flow method (Discounted Cash Flow: DCF). The valuation was conducted based on the assumption that such business would continue to be operated by WINMED throughout the forecast period, for the purpose of specifically assessing the value of the business to be transferred. In this regard, the valuation did not include the value of the opportunity to generate revenue from the sale of products and the provision of laboratory testing services (Back-end Operation) by WINMED following the business transfer as part of the transaction price.

In addition, the Board of Directors considered that entering into the transactions with WINTH, which is a Connected Person, would help support the continuity of the HPV testing business under the NHSO scheme and mitigate the risk of business interruption during the transition period, as WINTH already has experience and expertise in accessing and coordinating with the PAO and local agencies. This would be more advantageous than selecting an external party, which may require time to study the business, establish relationships with local agencies and prepare the resources necessary to support the operations.

Following the business transfer, WINMED will continue to have opportunities to generate revenue from the sale of products, test kits, reagents, medical instruments and technologies, as well as the provision of laboratory testing services and related support services to WINTH, based on service engagements, actual workload and fair commercial terms on an Arm's-Length Basis. There will be no guarantee of minimum testing volume or any obligation on WINTH to exclusively engage WINMED as its service provider. In this regard, such revenue-generating opportunities do not

constitute guaranteed revenue or returns and have not been taken into account in supporting the transaction value.

In this regard, the Company has appointed an Independent Financial Advisor (IFA) to provide an opinion on the rationale for the transactions, the appropriateness of the price and terms and conditions, as well as the benefits and risks associated with the transactions. The IFA's opinion report will be prepared and presented to the Shareholders for their consideration in deciding whether to approve the transactions. The Board of Directors considers that entering into the aforementioned transactions is appropriate and will be in the best interests of the Company and its shareholders as a whole in the long term.

The Board of Directors hereby certifies that, in considering and approving the entry into the Transaction, the Board of Directors has performed its duties with responsibility, due care, and integrity, taking into account the best interests of the Company as its primary consideration (the Fiduciary Duties), in accordance with the principles prescribed under Sections 89/7 and 89/8 of the Securities and Exchange Act B.E. 2535 (1992) (as amended). In this regard, the Board of Directors has sufficiently and carefully reviewed the information relevant to the entry into the Transaction, including the reasonableness, terms and conditions, and appropriateness of the consideration value, as well as the risks and potential impacts arising from the entry into the Transaction. The Board of Directors has further ensured that its consideration was free from any action that may conflict with or prejudice the interests of the Company, and is of the opinion that the entry into the Transaction is reasonable and beneficial to the Company and its shareholders.

The interested directors, namely (1) Mr. Nanthiya Darakananda, (2) Miss Jinhatha Panyasorn, (3) Mr. Amarin Pataranavig, and (4) Mr. Tanakorn Vidhayasirinun, being directors with an interest in the related party transaction under the Notification on Related Party Transactions, did not attend and had no right to vote at the Board of Directors' Meeting No. 4/2026 held on 13 November 2026 during the consideration and approval of the agenda items relating to the related party transaction.

1.18 Opinion of the Audit Committee

At the Audit Committee Meeting No. 4/2026, held on 11 November 2026, the Audit Committee considered the Transfer Transaction of the HPV screening business under the NHSO, and the disposal of the related assets, taking into consideration the information and valuation results presented by the management, as well as the rationale, necessity, benefits and risks associated with entering into the transactions. The Audit Committee considered that the transactions were reasonable and consistent with the Company's business direction. The prices and terms and conditions of the transactions should be determined in accordance with fair commercial terms on an Arm's-Length Basis. In this regard, the Company has appointed an Independent Financial Advisor (IFA) to prepare an opinion report on the rationale for the transactions and the appropriateness of the prices and terms and conditions thereof for further consideration by the shareholders. No member of the Audit Committee expressed an opinion different from that of the Board of Directors.