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No. CPO-02/2022

2 March 2022

Subject: Notice of Notification of Amendment of the Resolutions of the Board of Directors' Meeting No.1 /2022subject to dividend payment, AGM for the Year 2022 Meeting date and Acquisition and Disposition of Assets, Connected Transaction

To: The President
The Stock Exchange of Thailand

The Board of Directors' Meeting of Winergy Medical Public Company Limited (the "Company") No 1/2022 held on 28 February 2022 at 1.30 p.m. at Ballroom Meeting Address No.636/2 Soi Ramkhamhaeng 39 (Thepleela 1) Pracha-Uthit Road Sub-District Wangthonglang, District Wongthonglang, Bangkok 10310.

The Meeting agendas are as follows:

1. Resolved to hold the 2022 Annual General Meeting of Shareholders (AGM) on Friday 22 April 2022 at 9.00 a.m. by Electronic Means (E-AGM) only. in accordance with the rules prescribed by law regarding electronic meetings (E-AGM) (if shareholders are unable to attend the meeting via electronic media (E-AGM) Shareholders can appoint independent directors of the Company as proxy and vote on behalf of the shareholders. The Company will prepare a proxy form with supporting herewith and the Invitation letter of Annual General Meeting of Shareholders for the Year 2022 In this regard, the Board of Directors has scheduled the Record Date to determine the shareholders who are entitled to attend the AGM shall be on Friday, 18 March 2022. The Meeting agenda are as follows.

Agenda item 1 **Matters to be informed**

Agenda item 2 **To certify the minutes of the Annual General Meeting of Year 2021**

The Board's Opinion:

The Board of Directors has examined the minutes of Annual General Meeting of Shareholders 2021 held on 23 April 2021 and deems it appropriate to propose that the minutes be approved by the shareholders meeting.

Agenda item 3 **To acknowledge the Company's operating results for the fiscal year 2021.**

The Board's Opinion:

Agreed to propose the Company's operation results for the year 2021 ended 31 December 2021 to the Annual General Meeting of Shareholders for acknowledgement

Agenda item 4 **To consider and approve the Financial Statements of the Company and its subsidiaries for the year ended on 31 December 2021 and audited by a certified auditor.**

The Board's Opinion

Approved to propose to the shareholders' meeting for approval of the Financial Statements of the Company and its subsidiaries for the year ended on 31 December 2021. The Board has considered and deemed said financial statements correct, complete and sufficient pursuant to the generally accepted accounting standards which have been reviewed and accepted by the Audit Committee.

Agenda item 5 **To consider and approve the allocation of profit for the Company's operating performance for the year 2022 as a legal reserve.**

The Board's Opinion

The Board has agreed to be proposed to the shareholders' meeting for the Year 2021 for approval to allocate the legal reserve not more than 5% of the annual net profit after deducting accumulated losses (Separate financial statement) is equal to 3,367,808.56 Baht As a result, the Company has legal reserve funds amounting to percentage 5.11 of the Company's registered capital is equal to 10,226,120.10 Baht

Agenda item 6 **To consider and approve the dividend payment for the year 2020**

The Board's Opinion

The Board deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve for dividend payment with cash payment from net profit of the Company operation as of 31 December 2021.

Net Profit (Individual)	67,356,171.14	Million Baht
Legal reserve	3,367,808.56	Million Baht
Net Profit after Legal reserve	63,988,362.58	Million Baht
Dividend payment	0.065	Baht Per share
Number of shares	400,000,000	Shares
Total dividend payment	26,000,000.00	Million Baht

The Record Date for specifying the list of shareholders who have the right to receive this dividend will be 18 March 2022 and the dividend payment shall be paid as of 11 May 2022.

Individual shareholders are subject to withholding income tax at the rate of 10%, which individual shareholders can claim for a dividend tax credit at a rate of 20/80. In addition, the right to receive the dividends is uncertain. Until it shall be approved by Annual General Meeting of Shareholders Year 2022.

Agenda item 7

To consider and approved the appointment of Directors to replace who retire by rotation in 2022

The Board's Opinion

The Board, excluding the Directors who have conflict of interest in this matter, deemed appropriate to propose the Annual General Meeting of Shareholders to consider and approve the election of directors to replace the directors who retired by rotation to be reelected as follows:

The directors who will retire by rotation are:

- | | |
|-----------------------------------|--|
| 1. Mr. Nanthiya Darakananda | Director/Chairman of Executive Committee/Member of Nomination and Remuneration Committee/Chairman of Risk management Committee |
| 2. Mr. Tanakorn Vidhayasirinun | Director |
| 3. Ms. Yodjuta Kunjara na Ayudhya | Director/ Member of Executive Committee /Member of Risk Management Committee |

The following of three directors will be reappointed:

- | | |
|-----------------------------------|--|
| 1. Mr. Nanthiya Darakananda | Director/Chairman of Executive Committee/Member of Nomination and Remuneration Committee/Chairman of Risk management Committee |
| 2. Mr. Tanakorn Vidhayasirinun | Director |
| 3. Ms. Yodjuta Kunjara na Ayudhya | Director/ Member of Executive Committee /Member of Risk Management Committee |

Agenda item 8

To consider and approve the remuneration of the Board of Directors for the Year 2022

The Board's Opinion

The Board has agreed with the Nomination and Remuneration Committee and to be proposed to the shareholders' meeting for approval as following detail.

Meeting allowance	
Director	Bath/time
Board of Director	
Chairman	30,000.00
Director	15,000.00
Audit Committee	
Chairman	20,000
Director	15,000
Sub Committee	
Chairman	15,000
Director	10,000

Remark:

The remuneration shall be effective since 1 January 2022 onward. Such change will be effective after shareholder meeting approval 1, 2022 onwards until the shareholders' meeting resolves to change otherwise.

Agenda item 9

To consider and approve the appointment of the Company's auditors and fix their remuneration for the year 2022

The Board's Opinion

The Board has agreed with the Audit Committee and to be proposed to the shareholders' meeting for appoint ANS Audit Co., Ltd. as external auditors of the Company for the Year 2022 as presented

- 1) Mr.Atipong Atipongsakul CPA No.3500 and/or
- 2) Mr.Vichai Ruchitanont CPA No. 4054 and/or
- 3) Mr.Sathien Vongsnan CPA No. 3495 and/or
- 4) Ms.Kultida Pasurakul CPA No. 5946 and/or
- 5) Mr.Yuttapong Chuamuanpan CPA No. 9445 and/or
- 6) Mr.Atchara Suknaibaiboon CPA No. 4642

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements. And if there are any of the above could not be conduct, ANS Audit Co., Ltd. shall procure another certified public accountant of ANS Audis Co., Ltd. to perform duties on its behalf.

The audit fee for the year 2022 was fixed at 1,720,000 baht and acknowledge the audit fee for the subsidiary at the total amount is 400,000 baht, totaling 2,120,000 baht. The appointment and

remuneration of the Company's auditors for the year 2022 has been considered and acknowledged by the Audit Committee.

Agenda item 10 Any other business (if any)

2. To consider and approve the principle to enter into building purchase agreement from Biopool Co.,Ltd.

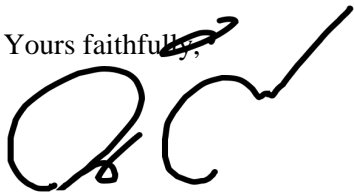
Date of Transaction:	March 2022
Parties involved: Relationship:	Buyer: Winnergy Medical Public Company Limited Seller: Biopool Co.,Ltd. Related Party transaction under Section 258 with the major shareholders of the company; indirectly Biopool Co.,Ltd through Mr. Sumeth Darakananda totaling 99.99 percent of the issued shares referring to shareholder list as of 29 April 2021. According to Mr. Sumeth Darakananda is a controlling person who's holding the share of Winnergy Trading Company Limited and Dara Investment Limited, totaling 59.364 percent of the issued shares. Refer to lasted booking closing as of 12 January 2022. In additional to Mr. Sumeth Darakananda who is a father of Mr. Nanthiya Darakananda , authorized director , executive and shareholder of the Company.
General Characteristics of the Transaction:	Acquisition and Disposition of Assets Related Party Transaction type 4 Assets : the office building 3 Level with Land. The building age is 20 years and there is not any obligation. Location : address no. 338/60 Soi Lardphrao 80 Sub-District Wang Thonglang, District Wang Thonglang, Bangkok 10310.
Value of the Transaction:	4,640,000 Bath (Exclude Vat.) Remark: Reference price is based on the price from the independent appraiser approved by the SEC, True Value Company Limited .The assessment date as of 7 February 2022 by Market Approach method.
Term of Contract:	Cheque payment or cash on transferring date
	Seller shall be responsible for all expenses, including transferring fee.
Objectives	It shall be operated as a backup center for information technology systems (Disaster Recovery Site) and the 2nd office building for emergency backup for business operations.
Financial support	Working capital

Type of Transaction	<p>The transaction is considered into 2 types</p> <p>1 . <u>Acquisition and disposal of assets</u> which issued : Notification of Capital Market Supervisory Board No.Tor Chor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors of the Stock Exchange of Thailand Re : Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (“Announcement Acquisition and Disposition of Assets)</p> <p>The size of the transaction is equal to 1 % which calculation based on total value of consideration paid or received .Reference to the consolidated financial statements for the 12-month period ended December 31, 2021 which has been audited by auditor and when occurring in the previous 6 months There will be a maximum transaction equal to the percentage 1% which is lower than 15% according to the announcement on acquisition or disposition. Therefore, the company has no obligation to disclose information in accordance with the announcement of the Acquisition and Disposition of Assets.</p> <p>2. Connected Transaction referred to Notification of Capital Market Supervisory Board No.Tor Chor 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 (“Announcement of Connected Transaction) .</p> <p>Transaction is categorized is type 4: Transactions relating to assets or services which is calculated is equal to medium size : 1 million Baht < X < 20 million Baht The calculation based on total value of consideration paid or received .Reference to the consolidated financial statements for the 12-month period ended December 31, 2021 The Company had no transaction with such major shareholder during the preceding 6 months, thus requiring the Board of Director consider and approved and report the transaction to SET</p> <p>Remark: Due to 3% of NTA is equal to 16,756,674.47 Bath, therefore calculated by comparing the transaction value with the high value.</p>
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The Board's and Audit's Committee Opinion	The Board of Directors unanimously agreed with the proceedings the transaction which it is appropriate and useful because it is suitable to be used as a Disaster Recovery Site and a second office building for emergency backup for business operations.
The Audit Committee's Opinion and others Director's	N/A

Please be informed accordingly.

Yours faithfully,



(Mr. Nanthiya Darakananda)

Chief Executive Office

Winnergy Medical Public Company Limited