

Ref. No. CPO-09 / 2022

5 August 2022

Subject Notification of Board's resolutions regarding entry into the Connected Transaction

To The President
The Stock Exchange of Thailand

Enclosure Information Memorandum on the Connected Transaction regarding receiving services related to being a Personal Data Protection Officer from IT Intrend Company Limited

Winnergy Medical Public Company Limited (the "**Company**") would like to inform the Stock Exchange of Thailand (the "**SET**") that on 5 August 2022, the Board of Directors' meeting resolved to ratify the Company's entry into the service agreement with IT Intrend Company Limited ("**ITI Company**"), who is a connected person for ITI Company to provide personal data protection officer to the Company. The total value of the transaction is THB 198,000 (excluding VAT) (the "**Transaction**").

The Transaction is also considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (as amended) (collectively referred to as the "**Notifications on Connected Transactions**") because it is a transaction with a juristic person's major shareholder and controlling person is the Company's major shareholder and controlling person, namely, **Mr. Sumeth Darakananda ("Mr. Sumeth")**. In this regard, Mr. Sumeth indirectly holds shares in the Company through Winnergy Trading Company Limited ("**WTD**") and Dara Investment Limited ("**DI**") of 59.35 percent of the Company's total issued shares based on information from the latest list of shareholders of WTD and DI on 21 June 2022 and 17 July 2020 (respectively). Mr. Sumeth is the father of Mr. Nanthiya Darakananda who is the Company's director, authorized director, executive, and shareholder.

Mr. Sumeth indirectly holds shares in ITI Company through Winnergy Holding Co., Ltd. ("**WHO**") 50.25 percent of the total shares of ITI Company and WTD 49.75 percent of the total shares of ITI Company, net investment (Effective Shareholding) of 100 percent of the total shares of ITI Company based on information from the latest list of shareholders of WHO and WTD on 24 August 2020 and 21 June 2022 (respectively).

The Transaction is a type 4 connected transaction of a listed company, which is a transaction involving assets or services. When the value of the aforementioned connected transaction was calculated, it was discovered that the Transaction size was THB 198,000 (excluding VAT). The Company has entered into transactions with such connected persons in the last six months that have not yet been approved by the shareholders' meeting with a total transaction value of THB 17,295,570.89. However, when the aforementioned transactions size is combined with this Transaction size, the total is THB 17,493,570.89. It is a medium-sized connected transaction, that is, a connected transaction size with a value more than THB 1 million but not more than THB 20 million¹. As a result, the Company must obtain the Board of Directors' approval, and disclose information memorandum related to the aforementioned connected transaction to the SET with at least the information required by the Notifications on Connected Transactions.

Remark : ¹ Because 3 percent of the Company's net tangible assets (NTA) equals THB 16,863,616.53 refer to the consolidated financial statements for the three-month period ending 31 March 2022 reviewed by the auditor which is less than THB 20,000,000 million.

In this regard, the Company has been approved by the Board of Directors' meeting on 5 August 2022 and would like to inform the SET of the information memorandum on the connected transaction specified in the Enclosure.

Please be informed accordingly.

Yours Sincerely,



(Mr. Nanthiya Darakananda)

Chief Executive Officer

Winnergy Medical Public Company Limited

Company Secretary

Tel: 02-725-0888

Information Memorandum on the Connected Transaction
regarding receiving services related to being a Personal Data Protection Officer
from IT Intrend Company Limited

1. Date of the Transaction

Winnergy Medical Public Company Limited (the “**Company**”) entered into the personal data protection officer service agreement with IT Intrend Company Limited (“**ITI Company**”) on 1 July 2022 (the “**DPO Service Agreement**”).

2. Related Parties and Relationship with the Company

2.1 Related Parties

Service Provider : IT Intrend Company Limited

Service Recipient : Winnergy Medical Public Company Limited

2.2 Relationship with the Company

ITI Company is considered as a connected person of the Company according to the definition prescribed by the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) dated 19 November 2003 (as amended) (collectively referred to as the “**Notifications on Connected Transactions**”) because it is a transaction with a juristic person’s major shareholder and controlling person is the Company’s major shareholder and controlling person, namely, **Mr. Sumeth Darakananda** (“**Mr. Sumeth**”). In this regard, Mr.Sumeth indirectly holds shares in the Company through Winnergy Trading Company Limited (“**WTD**”) and Dara Investment Limited (“**DI**”) of 59.36 percent of the Company’s total issued shares based on information from the latest list of shareholders of WTD and DI on 21 June 2022 and 17 July 2020 (respectively). Mr. Sumeth is the father of Mr. Nanthiya Darakananda who is the Company’s director, authorized director, executive, and shareholder.

Mr. Sumeth (1) indirectly holds shares in ITI Company through Winnergy Holding Co., Ltd. (“**WHO**”) 50.25 percent of the total shares of ITI Company and WTD 49.75 percent of the total shares of ITI Company, net investment (Effective Shareholding) of 100 percent of the total shares of ITI Company based on

information from the latest list of shareholders of WHO and WTD on 24 August 2020 and 21 June 2022 (respectively).

3. General Characteristics of the Transaction

The Company entered into the DPO Service Agreement with ITI Company, who is connected person for ITI Company to provide service relating to personal data protection officer to the Company for a period of 1 year, from 1 July 2022 to 30 June 2023, with a total transaction value of THB 198,000 (excluding VAT). Such service provided to the Company will include consulting and dispatching personnel with expertise and qualifications to act as personal data protection officer in accordance with the Personal Data Protection Laws (the "Transaction").

4. Total Value of the Transaction, Criteria for Determination of Transaction Size, and Terms of Payment

4.1 Total Value of the Transaction

The Transaction's total value is THB 198,000 (excluding VAT), which was negotiated between the Company as a service recipient and ITI Company as a service provider by comparing the service fee with 2 other service providers, which is considered a reasonable remuneration when compared to the remuneration negotiated by the Company with ITI Company. The service fee and trade terms of this Transaction are the same as those of a transaction with the general public that are not specifically related (arm's length transaction).

4.2 Criteria for Determination of Transaction Size

The Transaction is considered is a type 4 connected transaction of a listed company, which is a transaction involving assets or services. When the value of the aforementioned connected transaction was calculated, it was discovered that the Transaction size was THB 198,000 (excluding VAT). The Company has entered into transactions with such connected persons in the last six months that have not yet been approved by the shareholders' meeting with a total transaction value of THB 17,295,570.89. However, when the aforementioned transactions size is combined with this Transaction size, the total is THB 17,493,570.89. It is a medium-sized connected transaction, that is, a connected transaction size with a value more than THB 1 million but not more than THB 20 million¹. As a result, the Company must obtain the Board of Directors' approval before engaging in such connected transaction, and disclose information memorandum related to the aforementioned connected transaction to the SET with at least the information required by the Notifications on Connected Transactions.

Remark : ¹ Because 3 percent of the Company's net tangible assets (NTA) equals THB 16,863,616.53 refer to the consolidated financial statements for the three-month period ending 31 March 2022 reviewed by the auditor which is less than THB 20,000,000 million.

4.3 Terms of Payment

The Company will pay THB 16,500 per month to ITI Company (excluding VAT).

5. Details and scope of interests of connected persons entering in the Transaction

Please consider details of relationship between ITI Company and the Company under item 2. above.

6. Directors have the Interest and/or directors who are connected persons and abstaining from voting on the agenda that the Board of Directors approved the Transaction.

Mr. Amarin Pataranavig and Mr. Tanakorn Vidhayasirinun, who are the director having interests, have abstained from the vote in the agenda that the Board of Directors approved the Transaction.

7. The Rationale and Necessity for the Transaction

Due to the resignation of the Company's Personal Data Protection Officer on June 30, 2022, the Company must expedite the appointment of a new Personal Data Protection Officer to ensure compliance with the laws on Personal Data Protection. Therefore, the Company considers hiring ITI Company to serve as the Personal Data Protection Officer first and presented for consideration to ratify at the Board of Directors' meeting later.

8. Opinion of the Board of Directors regarding entry into the Transaction

The Board of Directors (excluding the director having interests) has resolved to ratify the Transaction because it has been carefully considered that entering into the Transaction with ITI Company is reasonable and, when compared to enter into other transactions with independent third parties, it is in the best interests of the Company, and even though the Company did not seek approval from the Board of Directors prior to entering into the Transaction. However, in order for the Company complies with the laws on personal data protection. As a result, The Board of Directors believes that the Transaction is in the best interests of the Company, and shareholders are crucial.

9. Opinion of the Audit Committee and the directors that differs from the Opinion of the Board of Director

The Audit Committee and the directors did not have any different opinions from the Board of Director.

The Company certifies that the information contained in this information memorandum is true and accurate in all respects. It has been prepared with prudence and due care in the shareholders' best interest. This information memorandum is true and complete in all material respects and not misleading. It is made for the purpose of demonstrating relevant information only, and does not constitute an invitation or offer to acquire or subscribe for securities.