

Ref. No. CS 02 / 2566

28 February 2023

Subject Dividend payment, the determination of the date for the 2023 Annual General Meeting of Shareholders, the amendment of the Company's Articles of Association and objectives, the entry of the connected transaction, and the invitation to shareholders to submit questions in advance prior to the 2023 Annual General Meeting of Shareholders (Amendment No.1)

To The President
The Stock Exchange of Thailand

Attachment Information Memorandum on the Connected Transaction regarding the purchase of cars from Winnergy Holding Company Limited

Winnergy Medical Public Company Limited (the “**Company**”) wishes to inform the Stock Exchange of Thailand that on 27 February 2023, the Board of Directors’ meeting (excluding the directors who have interest) has resolved the following material matters:

1. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the financial statements for the year ended 31 December 2022, audited by a certified public accountant, and reviewed by the Audit Committee.
2. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the allocation of net profit from operating results for the year 2022 as a legal reserve in the amount of THB 2,959,872.37.
3. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the dividend payment based on the operating results of the year 2022 to the Company's shareholders, at a rate of THB 0.0569 per share with a par value of THB 0.50 per share, a total of THB 22,760,000, or 40.47 percent of the net profit according to the Company's separate financial statements. The dividend will be distributed to shareholders who are entitled to dividends as of the record date for determining the list of shareholders who are entitled to dividends for the year 2022 (Record Date) on 14 March 2023 and dividends payable on 19 May 2023. Until it is approved by the shareholders' meeting, however, the right to receive such dividends remains uncertain.

4. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of 3 directors to replace those retiring by rotation in 2023, namely:

Name of Directors	Position
1. Mr. Terdsak Rojsurakitti	Independent Director
2. Mrs. Renu Ubol	Director
3. Mr. Amarin Pataranavig	Director

In this regard, the Company has provided shareholders with the opportunity to nominate qualified candidates for election as directors between 1 December 2022 and 31 December 2022 by posted the nomination criteria and procedures on the Company's website. It appeared that no shareholder proposed a candidate for consideration as a director.

5. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the remuneration of directors for the year 2023 in the form of meeting allowances at the same rate as the year 2022, with the remuneration of directors for the year 2023 not to exceed THB 925,000 with the following details:

Position		Meeting Allowances (THB/Time/Person) ^{1/}	
		2023 (Proposed Year)	2022
The Board of Directors	Chairman	30,000	30,000
	Director	15,000	15,000
The Audit Committee	Chairman	20,000	20,000
	Director	15,000	15,000
Other Sub-Committees ^{2/}	Chairman	15,000	15,000
	Director	10,000	10,000

Remarks:

- 1/ The directors who are the Company's executives, consultants, employees, or representatives of its major shareholders are not entitled to receive remuneration as a director or sub-committee member.
- 2/ Other sub-committees are the Nomination and Remuneration Committee, the Executive Committee, the Risk Management Committee, and the Good Corporate Governance and Sustainability Committee.

6. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of ANS Audit Company Limited, a certified public accountant approved by the Securities and Exchange Commission, as the Company's auditor for the year 2023. The name lists of the auditors are as follows:

Name of Auditors	CPA Registration No.
1. Mr. Sathien Vongsnan	3495
2. Mr. Atipong Atipongsakul	3500
3. Mr. Vichai Ruchitanont	4054
4. Ms. Atchara Suknaibaiboon	4642
5. Ms. Kultida Pasurakul	5946
6. Mr. Yuttapong Chuamuangpan	9445

One of the auditors can conduct the audit and give an opinion on the Company's financial statements for the year 2023.

In addition, it was approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the auditor's remuneration for the year 2023 (Audit Fee) in the total amount of THB 1,820,000 per year. The following is important information for consideration.

Information for consideration	2022	2023 (Proposed year)	Increase (Percent)
Audit fee for the Company (THB)	1,720,000	1,820,000	5.8

The rationale for the increased audit fee is due to the Company's expanded business scope in 2023, such as an increase in the number of customers resulting from the expansion of distribution channels, etc., the auditor is required to conduct audits in expanding businesses.

The stated audit fee does not include other service fees (Non-Audit Fee) associated with the actual audit work (including other expenses incurred during the provision of services (Out of Pocket Expense)).

7. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's objective in Article 6 to be in line with the current business operation of the Company as follows:

Former Objective	Amended Objective
(6) Business trades are conducted via an online system via a website with the product as specified in the objectives, which is not a direct sale or direct marketing business.	(6) Business trades are conducted via an online system via a website with the product as specified in the objectives, <u>including direct marketing business according to the Direct Sale and Direct Marketing Act B.E. 2545 (2002), as well as any future laws related to direct marketing business.</u>

In addition, it was approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the delegation of authority to the Executive Board, or the Chief Executive Officer, or a person authorized by the Executive Committee or the Chief Executive Officer to register the amendment of the Company's objective with the Department of Business Development, Ministry of Commerce, and to take any action necessary to comply with the registrar's instructions and to complete the registration procedure.

8. Approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Articles of Association to be in line with the amendment of the law governing the Public Company Limited, as summarized as follows:

Reference Article	Former Wording	Amended Wording
25	In calling the Board of Directors' meeting, the chairman of the Board or a person delegated by him must send the meeting notice to the directors not less than seven (7) days prior to the date of the meeting, unless it is necessary to protect the Company's rights and interests, the Company will determine the meeting in a	In calling the Board of Directors' meeting, the chairman of the Board or a person delegated by him, <u>or in the absence of the chairman, allow the vice chairman to call the meeting, or in the absence of the vice chairman, two (2) or more directors may jointly call the Board of Directors' meeting.</u> The meeting notice to the directors will be sent to the directors not less

Reference Article	Former Wording	Amended Wording
	different manner and set the meeting date before that.	than three (3) seven (7) days prior to the date of the meeting, unless it is necessary to protect the Company's rights and interests, the Company will determine the meeting in a different manner and set the meeting date before that. <u>The meeting notices may be sent to the directors via electronic methods, if the directors have notified their intentions or consented.</u>
29	<p>The Board of Directors shall convene at least every three (3) months per time in the province where the Company's headquarter is located, or adjacent provinces, or elsewhere. The date, time, and venue are up to the discretion of the chairman of the Board.</p> <p>The Board of Directors' meeting or sub-committees of the Company may call a meeting and be able to conduct meetings via electronic media and such meeting shall have the same legal effect as the Board of Directors' meeting held in accordance with the law's procedures. Such meetings via electronic media must be conducted through a meeting control system with a security procedure for electronic media meetings as specified by the Ministry of Digital Economy and Society and in accordance with applicable laws, which includes but not limited to the Royal Decree on the Emergency Decree</p>	<p>The Board of Directors shall convene at least <u>one (1) time every three (3) months</u> once every three (3) months in the <u>location province</u> location province where the Company's headquarter is located, or adjacent provinces, or elsewhere <u>in the Kingdom of Thailand</u>. The date, time, and venue are up to the discretion of the chairman.</p> <p>The Board of Directors' meeting or sub-committees of the Company may call a meeting and be able to conduct meetings via electronic media <u>in accordance with the laws governing electronic meetings. It is deemed that the Company's headquarter is venue of the meeting,</u> and such meeting shall have the same legal effect as the Board of Directors' meeting held in accordance with the law's procedures. Such meetings via electronic media must be conducted through a meeting control system with a security procedure for electronic media meetings as specified by the Ministry of Digital Economy and Society and</p>

Reference Article	Former Wording	Amended Wording
	<p>on Electronic Meetings, B.E. 2563 (2020), and relevant notifications.</p>	<p>in accordance with applicable laws, which includes but not limited to the Royal Decree on the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and relevant notifications.</p>
31	<p>The Board of Directors shall arrange for the Annual General Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Other shareholder meetings not described in the first paragraph shall be designated as extraordinary meetings. The Board of Directors may call an extraordinary shareholders' meeting whenever it deems appropriate.</p> <p>One (1) or more shareholders holding shares altogether at not less than ten (10) percent of the total number of sold shares may submit a letter requesting the Board of Directors to convene an Extraordinary Meeting of Shareholders at any time, but they shall give clearly express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Extraordinary Meeting of Shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p>	<p>The Board of Directors shall arrange for the Annual General Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Other shareholder meetings not described in the first paragraph shall be designated as extraordinary meetings. The Board of Directors may call an extraordinary shareholders' meeting whenever it deems appropriate.</p> <p>One (1) or more shareholders holding shares altogether at not less than ten (10) percent of the total number of sold shares may submit a letter requesting the Board of Directors to convene an Extraordinary Meeting of Shareholders at any time, but they shall give clearly express subjects and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the Extraordinary Meeting of Shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.</p>

Reference Article	Former Wording	Amended Wording
	<p>In case the board of directors fails to arrange for the meeting within such period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under second paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall provide facilitation as appropriate.</p> <p>In the case where, at the meeting called by the shareholders under fourth paragraph, the number of the shareholders presented does not constitute quorum as provide by Article 33, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>	<p>In case the board of directors fails to arrange for the meeting within such period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under second <u>third</u> paragraph. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall provide facilitation as appropriate. <u>The shareholders who called the meeting in accordance with this section, the meeting notice may be sent to shareholders via electronic methods, if the shareholder has given consent to the Company or the Board of Directors.</u></p> <p>In the case where, at the meeting called by the shareholders under fourth paragraph, the number of the shareholders presented does not constitute quorum as provide by Article 33, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>
32	The Board of Directors must prepare an invitation to each shareholders' meeting that mentions the venue, the date and	The Board of Directors must prepare an invitation to each shareholders' meeting that mentions the venue, the date and time, the

Reference Article	Former Wording	Amended Wording
	<p>time, the meeting agenda, and the issues to be proposed including proper details. The said invitation must also mention whether an issue is prospered for acknowledgement, approval or consideration, as the case may be, and the opinions of the Board of the Directors on each issue must be included. The invitation must be sent to the shareholders and the registrar not less than seven (7) days prior to the meeting date. At least three (3) days before the meeting date, the said invitation must be advertised in the newspaper for three (3) consecutive days.</p> <p>However, the venue of the meeting shall be held at the Company's headquarter, or any other elsewhere designed by the Board of Directors.</p>	<p>meeting agenda, and the issues to be proposed including proper details. The said invitation must also mention whether an issue is prospered for acknowledgement, approval or consideration, as the case may be, and the opinions of the Board of the Directors on each issue must be included. The invitation must be sent to the shareholders and the registrar not less than seven (7) days prior to the meeting date. <u>The calling the meeting in accordance with this section, the meeting notice may be sent to shareholders via electronic methods, if the shareholder has given consent to the Company or the Board of Directors.</u></p> <p>At least three (3) days Before the meeting date, the said invitation must be advertised in the newspaper for three (3) consecutive days. <u>Alternatively, advertisements may utilize electronic media, including but not limited to advertising on the Company's website, online newspaper website, or website of the Stock Exchange of Thailand.</u></p> <p>However, the venue of the meeting shall be held at <u>the location where</u> the Company's headquarter <u>is located,</u> or any other elsewhere <u>in the Kingdom of Thailand</u> designed by the Board of Directors or <u>held via electronic media which it is deemed that the Company's headquarter is venue of the meeting.</u></p>

Reference Article	Former Wording	Amended Wording
33	<p>The shareholders' meeting must be attended by not less than twenty-five (25) shareholders and proxies (if any) or at not less than a half of the entire shareholders and their combined shares must not be less than one-third (1/3) of the total number of sold shares. That is the quorum requirement.</p> <p>In case of the elapsing of one (1) hour of the shareholders' meeting coupled with the failure of the shareholders to adhere to the stipulated quorum requirement in the first paragraph, if that shareholders meeting has been summoned at the request of the shareholders, that meeting is to be cancelled. If that meeting has not been called at the request of the shareholders, a new one is to be arranged and the invitation must be sent to shareholders not less than seven (7) days prior to the meeting date. The next meeting does not require that a quorum be present.</p>	<p>The shareholders' meeting must be attended by not less than twenty-five (25) shareholders and proxies (if any) or at not less than a half of the entire shareholders and their combined shares must not be less than one-third (1/3) of the total number of sold shares. That is the quorum requirement.</p> <p>In case of the elapsing of one (1) hour of the shareholders' meeting coupled with the failure of the shareholders to adhere to the stipulated quorum requirement in the first paragraph, if that shareholders meeting has been summoned at the request of the shareholders, that meeting is to be cancelled. If that meeting has not been called at the request of the shareholders, a new one is to be arranged and the invitation must be sent to shareholders not less than seven (7) days prior to the meeting date. The next meeting does not require that a quorum be present.</p> <p><u>The calling the meeting in accordance with this section, the meeting notice may be sent to shareholders via electronic methods, if the shareholder has given consent to the Company or the Board of Directors.</u></p>

Reference Article	Former Wording	Amended Wording
40	<p>The Board of Directors shall send the following documents to the shareholders together with the invitation notice of the annual general meeting:</p> <p>(1) copies of the audited balance sheet and profit and loss accounts which have been audited by the auditor together with the report of the auditor; and</p> <p>(2) the annual report of the Board of Directors and supporting documents attached to the annual report of the Board of Directors.</p>	<p>The Board of Directors shall send the following documents to the shareholders together with the invitation notice of the annual general meeting. <u>Such documents may be sent to shareholders via electronic methods, if the shareholder has given consent to the Company or the Board of Directors:</u></p> <p>(1) copies of the audited balance sheet and profit and loss accounts which have been audited by the auditor together with the report of the auditor; and</p> <p>(2) the annual report of the Board of Directors and supporting documents attached to the annual report of the Board of Directors.</p>
44	<p>No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.</p> <p>Dividends shall be distributed according to the number of shares in equal number for each share, except in the case where the Company issues share and require that preferred shares receive dividends different from ordinary shares to allocate the specified dividends. The dividend payment must be approved by the shareholders' meeting.</p>	<p>No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.</p> <p>Dividends shall be distributed according to the number of shares in equal number for each share, except in the case where the Company issues share and require that preferred shares receive dividends different from ordinary shares to allocate the specified dividends. The dividend payment must be approved by the shareholders' meeting.</p>

Reference Article	Former Wording	Amended Wording
	<p>The Board of Directors may occasionally pay shareholders interim dividends, when the Company views that the Company had sufficient profits, When the interim dividend has been paid, the dividend payment will be reported to the next shareholders' meeting.</p> <p>The dividends must be distributed within one (1) month from the date on which the shareholders' meeting or the Board of Directors meeting is approved. The dividend payment must be announced to shareholders as a letter and advertised in newspaper for three (3) consecutive days.</p>	<p>The Board of Directors may occasionally pay shareholders interim dividends, when the Company views that the Company had sufficient profits, When the interim dividend has been paid, the dividend payment will be reported to the next shareholders' meeting.</p> <p>The dividends must be distributed within one (1) month from the date on which the shareholders' meeting or the Board of Directors meeting is approved. The dividend payment must be announced to shareholders as a letter, or may be sent to shareholders via electronic methods, if the shareholder has given consent to the Company.</p> <p>The notice of dividend payment must be advertised in the newspaper, or via electronic media, (including but not limited to advertising on the Company's website, online newspaper website, or website of the Stock Exchange of Thailand) for three (3) consecutive days.</p>

In addition, it was approved to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the delegation of authority to the Executive Board, or the Chief Executive Officer, or a person authorized by the Executive Committee or the Chief Executive Officer to register the amendment of the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, and to take any action necessary to comply with the registrar's instructions and to complete the registration procedure.

9. Approved the date of the 2023 Annual General Meeting of Shareholders to be held on 21 April 2023, at 1:30 p.m., as a single electronic meeting (e-AGM), based on the laws governing electronic meetings. The following is the meeting's agendas:

Agenda 1 To consider and acknowledge the Company group's operating results for the year 2022.

Agenda 2 To consider and approve the Company's Financial Statements for the year ended 31 December 2022.

Agenda 3 To consider and approve the allocation of profit as legal reserve and the distribution of dividend payment for the operating results for the year 2022.

Agenda 4 To consider and approve the appointment of directors to replace those who retire by rotation for the year 2023.

Agenda 5 To consider and approve the remuneration of the Company's directors for the year 2023.

Agenda 6 To consider and approve the appointment of auditors and the determination of the auditors' remuneration for the year 2023.

Agenda 7 To consider and approve the amendment of the Company's objectives.

Agenda 8 To consider and approve the amendment of the Company's Article of Association.

Agenda 9 To consider and acknowledge the change in objectives and a change in the timing of the use of the capital increase received from the initial public offering (IPO) fundraising.

Agenda 10 To consider other matters (if any)

and approve the delegation of authority to the Executive Committee, or the Chief Executive Officer, or an authorized person from the Executive Committee or the person authorized by the Chief Executive Officer is authorized to take any action related to convening the 2023 Annual General Meeting of Shareholders, including preparing the invitation letter to the 2023 Annual General Meeting of Shareholders, amending the date, time, venue, meeting format, and other details as necessary and appropriate under the requirements of the law.

In addition, the Company would like to inform you that the minutes of the 2022 Annual General Meeting of Shareholders have been posted on the Company's website for shareholders to acknowledge on 6 May 2022. Furthermore, The Company would like to inform shareholders that at the 2023 Annual General Meeting of Shareholders and in subsequent years, the approval of the meeting's minutes will not be included as an agenda item for shareholder approval.

The details of the change in objectives and a change in the timing of the use of the capital increase received from the initial public offering (IPO) fundraising, which will be proposed to the 2023 Annual General Meeting of Shareholders for consideration and acknowledgement in agenda item no. 9 as above, will be appeared in the Company's disclosure information no. CPO-12/2565, which the Company has been disclosed through the disclosure system of the Stock Exchange of Thailand on 16 December 2022.

10. Approved the date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders (Record Date) on 13 March 2023.
11. Ratified the purchase of 3 cars together from Winnergy Holding Company Limited ("**WHO**"), who is a connected party, with a total transaction value of THB 5,994,500 (including VAT) (the "**Transaction on Cars Purchase from WHO**").

The Transaction on Cars Purchase from WHO is considered as 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 the Company entered into the transaction with a juristic person who is a 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 sold 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 directly holds shares in WHO of 95.53 percent of the total shares of WHO based on information from the latest list of shareholders of WHO on 24 August 2020.

The Transaction on car purchase from WHO is a type 4 connected transaction of a listed company, which is a transaction involving assets or services. When the value of the connected transaction was calculated, it was discovered that the transaction size was THB 5,994,500 (including VAT). In addition, 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 5,608,638.85. However, when the aforementioned transactions size is combined with this transaction size, the total is THB 11,603,138.85. It is a medium-sized connected transaction, that is, a connected transaction size with a value of more than THB 1 million but not more than THB 20 million. 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.

In this regard, the Company has been approved by the Board of Directors' meeting on 27 February 2023 and would like to inform the SET of the information memorandum on the connected transaction specified in the Enclosure.

However, the Transaction on Cars Purchase from WHO is regarded as an asset acquisition transaction according to the Notification of Capital Market Supervisory Board No. TorChor 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (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 Acquisition and Disposition of Assets, B.E. 2547 (2004) (collectively referred to as the “**Notifications on Acquisition and Disposition of Assets**”). When considering the size of this transaction and information in the Company's financial statements for the period ending 30 September 2022, which has been reviewed by the accountant, by calculating based on the numerous criteria specified in the Notifications on Acquisition and Disposition of Assets. It was discovered that the maximum transaction size, based on the total value of consideration criteria, was 1.23 percent, and when combining with the acquisition transaction size conducted in the last six months that have not yet been approved by the shareholders' meeting with a total transaction value of 0.46 percent based on the total value of consideration criteria. However, when the former transactions size is combined with this transaction size, the total is THB 1.69 percent based on the total value of consideration criteria. Therefore, the size of this transaction is less than 15 percent, the Company is not required to seek approval from the Board of Directors and are not required to disclose information regarding the Company's transaction to the Stock Exchange of Thailand in accordance with the Notifications on Acquisition and Disposition of Assets.

In addition, the Company considers the rights of shareholders and the equitable treatment of shareholders, both of which are essential components of good corporate governance. Therefore, prior to the 2023 Annual General Meeting of Shareholders, the Company invites shareholders to submit questions from 27 February 2023 to 13 April 2023. In this regard, the Company has published the criteria for exercising the right to submit questions about the Company in advance prior to the 2023 Annual General Meeting of Shareholders on the Company's website. <https://www.winmed.com/th/investor-relations/downloads/shareholders-meeting>; alternatively, scan the QR code below.

Please be informed accordingly.

Yours Sincerely,

(Mr. Nanthiya Darakananda)
Chief Executive Officer
Winnery Medical Public Company Limited



**Information Memorandum on the Connected Transaction
regarding the purchase of cars from Winnery Holding Company Limited**

1. Date of the Transaction

Winnery Medical Public Company Limited (the “**Company**”) entered the cars purchase agreement with Winnery Holding Co., Ltd. (“**WHO**”) on 1 December 2022 and the Company received the car on 23 December 2022.

2. Related Parties and Relationship with the Company

2.1 Related Parties

Seller : Winnery Holding Co., Ltd.

Purchaser : Winnery Medical Public Company Limited

2.2 Relationship with the Company

WHO 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, who 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 Winnery 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 directly holds shares in WHO of 95.53 percent of the total shares of WHO based on information from the latest list of shareholders of WHO on 24 August 2020.

3. General Characteristics of the Transaction

The Company entered the cars purchase agreement with WHO, who is a connected party, for the purpose of purchasing 3 cars from WHO, with a total transaction value of THB 5,994,500 (including VAT). The details will be as follows (the “Transaction on car purchase from WHO”):

No.	Details	Number (car)	Price (including VAT) (THB)
1.	Passenger car for more than 7 seats, Toyota Majesty 2.8, brand	1	1,450,000
2.	Passenger car for more than 7 seats, Toyota Alphard 3.5 brand	1	1,900,000
3.	Passenger car for more than 7 seats, Mercedes Benz Sprinter 3.0 brand	1	2,644,500
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4. Total Value of the Transaction, Criteria for Determination of Transaction Size, and Terms of Payment

4.1 Total Value of the Transaction

The total transaction value of THB 5,994,500 (including VAT), which was negotiated between the Company as a purchaser and WHO as a seller, based on a comparison with the market price of cars of the same brand and condition on the market and based on information from 3 car dealerships. The details will be as follows:

No.	Details	Market Value Range (THB)
1.	Passenger car for more than 7 seats, Toyota Majesty 2.8, brand	1,915,887.85 - 2,055,140.19
2.	Passenger car for more than 7 seats, Toyota Alphard 3.5 brand	3,710,280.37 - 4,672,897.20
3.	Passenger car for more than 7 seats, Mercedes Benz Sprinter 3.0 brand	2,696,263.55 - 3,471,962.62
Total		8,322,431.77- 10,200,000

However, in light of the aforementioned market price, the Company considers the purchase price to be reasonable, including the purchase price and the commercial terms 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 on car purchase from WHO 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 5,994,500. 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 5,608,638.85. However, when the aforementioned transactions size is combined with this transaction size, the total is THB 11,603,138.85. It is a medium-sized connected transaction, that is, a connected transaction size with a value of more than THB 1 million but not more than THB 20 million. 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.

4.3 Terms of Payment

The Company will pay THB 5,994,500 (including VAT) to WHO on the date on which WHO delivered the purchased cars to the Company.

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

Please consider details of the relationship between WHO 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 on car purchase from WHO.

Mr. Amarin Pataranavig, Mr. Nanthiya Darakananda and Mr. Tanakorn Vidhayasirinun, who are the directors having interests, have abstained from the vote in the agenda that the Board of Directors approved the Transaction on car purchase from WHO.

7. The Rationale and Necessity for the Transaction

Since the Company has expanded its business and sales channels, including increased number and diversified its customer base, this is a strategy that will contribute to the Company's revenue reaching its target. In addition, the epidemic of the novel coronavirus disease 2019 (COVID-19) has subsided and tends to return to normal at this time. This resulted in the resumption of normal communications, i.e., Company's personnels met and negotiated directly with clients. Additionally, after more than two years of being listed on the Market for Alternative Investment, the Company has met with the media, investors, and analysts, as well as participated in activities with relevant organizations to increase its visibility and disclose its information to these parties.

Currently, however, the Company's vehicles are only used for transporting goods. In addition, the Company has always utilized WHO's vehicles for its operations during the preceding period. Therefore, the Company must expedite the acquisition of vehicles to support its activities. In addition, the Company has surveyed the market's car condition and prices, including asking all connected parties.

Therefore, in the Company's best interests, the purchase of vehicles to support the aforementioned activities must be expedited. In this regard, the Company has surveyed the market's car condition and prices, including asking all connected parties. It appeared that WHO has informed the Company that it wishes to sell 3 cars (the "**Purchased Cars**"). The management team has considered the market price for cars of this type, according to the Company's procurement policy, and after evaluating the cars' condition, it was determined that the Purchased Cars were in good condition, a reasonable price, and this is the type of car for which the Company is researching, namely a car with at least 7 seats, good quality, high performance, and brands that are dependable in the marketplace.

Due to the aforementioned rationale and necessity, the Company purchased the Purchased Cars from WHO prior to presenting them to the Board of Directors for ratification.

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

The Board of Directors, after carefully considering (excluding the director who has interests), has resolved to ratify the Transaction on car purchase from WHO on car purchase from WHO. Although the Company did not first seek approval from the Board of Directors' meeting. However, the Company's management informed the Board of Directors' meeting that the purchase of the Purchased Cars from WHO is urgently required for the benefit of the Company.

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

The Audit Committee has suggestions in addition to those of the Board of Directors; for instance, the Company may consider renting a car rather than purchasing one.

Other directors did not have any different opinion 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.