

Ref. No. CS 05 / 2566

7 March 2023

**Subject** Notification of the change of the Record Date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders and the Record Date for determining the list of shareholders who are entitled to dividends for the year 2022, the addition of the 2023 Annual General Meeting of Shareholders' agenda, as well as the change of the independent directors and members of the Audit Committee ([Amendment](#))

**To** The President  
The Stock Exchange of Thailand

**References**

1. Disclosure letter no. CS 02/2566 re: 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, has been disclosed through the disclosure system of the Stock Exchange of Thailand on 28 February 2023.
2. Disclosure letter no. CS 04/2566 re: the resignation of the member of the Audit Committee, has been disclosed through the disclosure system of the Stock Exchange of Thailand on 28 February 2023.

**Attachment** Form to Report on names of Members and Scope of Work of the Audit Committee (F24-1) of Mr. Chanat Sorakraikitikul

Winnergy Medical Public Company Limited (the "**Company**") wishes to inform the Stock Exchange of Thailand that on 7 March 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 increase of the number of directors by 1 person from 8 to 9 persons by proposing Mr. Nattaphol Vimolchalao as the Company's new director and holding a position as an independent director and member of the Audit Committee.

In this regard, the Nomination and Remuneration Committee' meeting considered and viewed that Mr. Nattaphol Vimolchalao was suitable in terms of knowledge, competence, experience, and expertise in accordance with the business strategy of the Company, including the fact that he does not hold a position as a director or executive in other businesses that may pose a conflict of interest or is in business competition with the Company, and is fully qualified according to the notifications of the

Capital Market Supervisory Board and relevant regulations, as well as Mr. Nattaphol Vimolchalao is still able to independently perform duties and provide opinions.

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 appointment of Mr. Nattaphol Vimolchalao as the Company's director 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.

Nevertheless, the appointment of such additional **directors must be approved by the shareholder's meeting and agreed by the Board of Directors' meeting, at which Mr. Nattaphol Vimolchalao is Chief Executive Officer, to allow Mr. Nattaphol Vimolchalao to serve as an independent director and member of the Audit Committee.** If the aforementioned conditions are satisfied, Mr. Nattaphol Vimolchalao will serve as an independent director and member of the Audit Committee of the Company which will take effect on 15 May 2023.

2. Approved the addition of "To consider and approve the appointment of a new independent director" to the agenda of the 2023 Annual General Meeting of Shareholders.

After the addition of such agenda, the agendas for the 2023 Annual General Meeting of Shareholders will be as follows:

- 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 and approve the appointment of a new independent director.

Agenda 11 To consider other matters (if any)

In addition to the above-mentioned amendments, the date, time, venue, and other details of the 2023 Annual General Meeting of Shareholders will be in all respects in accordance with the former information disclosed in the Company's disclosure letter reference no.1.

3. Approved the **cancellation** of (1) the Record Date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders and (2) the Record Date for determining the list of shareholders who are entitled to dividends for the year 2022 which was scheduled for 14 March 2023, and the **determination of (1) the new** Record Date for determining the names of shareholders who are entitled to attend the 2023 Annual General Meeting of Shareholders and (2) **the new** Record Date for determining the list of shareholders who are entitled to dividends for the year 2022 **on 21 March 2023**. The cancellation is due to the fact that the agenda for the 2023 Annual General Meeting of Shareholders has been amended, as detailed in item no. 2 above.
4. Approved the appointment of Mr. Chanat Sorakraikitikul as an independent director and the member of the Audit Committee to replace Mr. Phisut Areemitra, who resigned from his position as Independent Director and the member of the Audit Committee on 28 February 2023 (as detailed in the Company's disclosure letter reference no. 2).

This appointment will take effect on 8 March 2023 onward. The new director will have the same remaining term of office as the director he replaces.

In addition, it was approved 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 appointment of Mr. Chanat Sorakraikitikul as the Company's director 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.

In this regard, the Company attached the form to Report on names of Members and Scope of Work of the Audit Committee (F24-1) which is detailed in Attachment.

5. Approved the appointment of Mr. Terdsak Rojsurakitti, who is the Company's independent director, to hold the position of Chairman of the Nomination and Remuneration Committee to replace Mr. Phisut Areemitra, who resigned from his position as Chairman of the Nomination and Remuneration Committee on 28 February 2023 (as detailed in the Company's disclosure letter reference no. 2).

This appointment will take effect on 8 March 2023. The new member of the Nomination and Remuneration Committee will have the same remaining term of office as the director he replaces.

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6. Approved the appointment of Dr. Renu Ubol, who is the Company's independent director, to hold the position of member of the Nomination and Remuneration Committee, which will take effect on 8 March 2023.

Please be informed accordingly.

Yours Sincerely,

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

**Form to Report on names of Members and Scope of Work of the Audit Committee**

The Board of Directors' meeting of Winnergy Medical Public Company Limited No. 2/2566 held on 7 March 2023 resolved the meeting's resolutions in the following manners:

Appointment of the audit committee/~~Renewal for the term of audit committee~~:

- Chairman of the Audit Committee       Member of the Audit Committee

Which is ..... Mr. Chanat Sorakraikitikul .....

The appointment/~~renewal~~ of which shall take an effect as of 8 March 2023

Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

- None -

, the determination/change of which shall take an effect as of - None -

The audit committee is consisted of:

1. Chairman of the Audit Committee Mrs. Kwantieda Wattanaworakijkul remaining term in office 2 years
2. Member of the Audit Committee      Dr. Renu Ubol      remaining term in office 1 month
3. Member of the Audit Committee      Mr. Chanat Sorakraikitikul      remaining term in office 2 years

Secretary of the Audit Committee is Ms. Ampaiporn Sirisuksa

Enclosed hereto is 1 copy of the certificate and biography of the audit committee. The Audit Committee numbers 1 and 3 has adequate expertise and experience to review the creditability of financial reports.

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. To review the Company's financial reporting process to ensure that it is accurate and adequate;
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, and to determine the internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the Head of the internal audit unit or any other unit in charge of internal audit;

3. To review the connected transactions, or the transactions that may lead to a conflict of interest, to ensure that they are in compliance with the law and the Stock Exchange's regulations, and are reasonable and for the maximum benefit of the Company;
4. To consider the significant acquisition and sale of assets in accordance with the law and Stock Exchange of Thailand's regulations, as well as the disclosure of the Company's information, in the event of a connected transaction or transactions involving potential conflicts of interest, and the acquisition and sale of assets must be accurate and comprehensive.
5. To review the Company's risk management system to ensure that it is suitable and efficient;
6. To review the Company's compliance with the law on securities and exchange, the Stock Exchange's regulations and the laws relating to the Company's business;
7. To consider, select and nominate an independent person to be the Company's auditor, and to propose such auditor's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;
8. To perform its duties within its scope, authority, and responsibilities, the Audit Committee has the authority to invite management, executives, or any related person of the Company and its affiliates to attend a meeting or provide pertinent information when necessary.
9. To being the authority to inspect and investigate as needed matters that may have a significant impact on the Company's financial position and operating results, such as:
  - (a) matters involving conflicts of interest
  - (b) Instances of fraud, or anomalies, or significant control system faults
  - (c) Violation of the laws governing the securities and exchange, the requirements of the Stock Exchange of Thailand, or applicable laws governing the Company's operations.
10. To perform any other act as assigned by the Company's Board of Directors, with the approval of the Audit Committee.

The Company hereby certifies that,

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and

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- 2. The scope of duties and responsibilities of the Audit Committee as stated above meet all the requirements of the Stock Exchange of Thailand.

Signed

Director

(Mr. Nanthiya Darakananda)

Signed

Director

(Mr. Boontalerng Khampuanboot)