

No. CPO-2/2567

February 27, 2024

Subject Board of Directors Meeting No. 1/2024 Re: Acquisition of Assets and Connected Transactions, Determination of the Date for the 2024 Annual General Meeting of Shareholders, Dividend Payment, and Appointment of the Company Secretary (Revised)

To The President  
The Stock Exchange of Thailand

Enclosure Information Memorandum of Winnergy Medical Public Company Limited Re: Acquisition of Assets and Connected Transaction

Winnergy Medical Public Company Limited ("the Company") hereby announces the resolutions of the Board of Directors Meeting No. 1/2024 held on February 26, 2024, approving the following important matters that must be disclosed to the Stock Exchange of Thailand ("SET"):

1. Resolution to Present for approval at the Shareholders' Meeting for consideration of entering into a transaction to purchase land and warehouse buildings from Winnergy Holding Company Limited, which is a related person of the Company. The Company will pay compensation for the purchase and transfer of land and warehouse buildings from Winnergy Holding Company Limited. The significant assets include 5 land plots with 2 buildings at a price of THB 140 million. The Company will pay the price on the completion date of the transaction, which is the date the Company receives the ownership transfer of land with buildings at the Land Office. Initially, the Company expects that if the Shareholders' Meeting approves the transaction, the Company will purchase and receive the ownership transfer of land with buildings and complete the transaction within the third quarter of 2024.

The transaction of purchasing the land and warehouse buildings is regarded as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 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 Acquisition or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "Notifications on Acquisition or Disposal of Assets").

Upon calculation of the transaction size of acquisition of assets, if the highest transaction value based on the net tangible assets criteria is equal to 14.32% per the Company's consolidated financial statements for the period ended December 31, 2023, which have been audited by the Company's auditor, and which is lower than 15.0% of the net tangible assets of the Company (the Company does not have any acquisition of assets transaction over the past six months which has not been approved by the Shareholders' Meeting). Thus, the transaction of purchasing the lands and warehouse buildings shall not be deemed the acquisition of assets which requires the Company to report and disclose information memorandum to the SET.

Notwithstanding, this transaction is regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 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 November 19, 2003 (as amended) (the "Notifications on Connected Transactions") because the Company acquires the lands and buildings from Winnery Holding Company Limited which is a connected person of the Company. Upon the calculation of the transaction, the size is equal to 24.53% of the Company's net tangible assets per the Company's financial statements for the period ended December 31, 2023, which have been audited by the Company's auditor. Additionally, when combined with any other connected transactions with connected persons or parties related to connected persons of the aforementioned transaction within the six months prior to the Board of Directors Meeting No. 1/2024, which had a transaction size of 3.97%, it results in a cumulative transaction size of 28.50%, which qualifies as a large transaction that is higher than THB 20 million and 3% of the Company's net tangible assets per the Company's consolidated financial statements.

Therefore, the Company is required to comply with the Public Limited Companies Act B.E. 2535 (1992) (as amended) on the calling of the Shareholders' Meeting and the Notifications on Connected Transactions, which require the Company:

- (1) To prepare a report and disclose the information memorandum on such acquisition of assets, which is a connected transaction of the Company, to the SET immediately, which must at least contain the information as required in the Notifications on Connected Transactions.
- (2) To appoint an independent financial advisor to carry out relevant functions, including providing its opinions as required by the Notifications on Connected transactions, and the independent financial advisor's report shall be delivered to the shareholders for consideration along with the invitation letter for the Shareholders' Meeting. In this regard, the Company has appointed Siam Alpha Capital Company Limited, which is a financial advisor on the list approved by The Securities and Exchange

- Commission (the “SEC Office”), as the independent financial advisor to provide the shareholders with its opinion on the execution of the transaction on acquisition of assets which is a connected transaction; and
- (3) To convene a Shareholders’ Meeting of the Company to approve such transaction on acquisition of assets, which is a connected transaction, by delivering an invitation letter for the Shareholders’ Meeting to the shareholders at least fourteen days prior to the date of the Shareholders’ Meeting, in order to obtain approval from the Shareholders’ Meeting with not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote, excluding the votes of interested shareholders. The notice of the Shareholders’ Meeting shall indicate the name and the number of shares of the shareholders who are not entitled to vote.

The funding source for the transaction to purchase land with buildings, amounting to THB 140 million, will come from a loan from financial institutions and the Company's cash flow.

In this regard, please consider the details regarding the transaction to purchase land and warehouse buildings from Winnergy Holding Company Limited in the Information Memorandum of Winnergy Medical Public Company Limited Re: Acquisition of Assets and Connected Transaction (Enclosure). Mr. Nanthiya Darakananda, D.D.S Jinhatha Panyasorn, Mr. Amarin Pataranavig, and Mr. Tanakorn Vidhayasirinun, the interested directors, left the Board of Directors’ meeting room and did not cast their votes on this agenda item.

In addition, the Board of Directors’ Meeting resolved to propose that the Shareholders’ Meeting consider and approve authorizing the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to determine any amendment and/or add any details, including to prepare, negotiate, agree, sign, and amend the agreement, application, evidence, and documents relating to the Transaction of the Company, including, to contact, submit the documents and other relating evident documents and any actions with the relevant government organizations and to have the authority to take any other actions as deemed necessary and which relate to the Transaction under the resolution of the Shareholders’ Meeting and the applicable laws and regulations.

2. It was resolved to approve the appointment of Siam Alpha Capital Company Limited a financial advisor on the list approved by the SEC Office, as the independent financial advisor to provide its opinion on the purchase of land and warehouse buildings from Winnergy Holding Company Limited which is the Company’s connected person.

3. It was resolved to propose to the 2024 Annual General Meeting of Shareholders for consideration and approval of the financial statements of the Company for the fiscal year ending December 31, 2023, which have been audited by a certified auditor and considered by the Audit Committee.
4. It was resolved to propose the 2024 Annual General Meeting of Shareholders to consider approving the allocation of net profits from the operating results for the year 2023, ended December 31, 2023, as legal reserve in the amount of THB 1,529,924.51 which is not less than 5% of the annual net profit and dividend payment in cash from net profit for the year 2023 at the rate of THB 0.0295 per share or not exceeding THB 11,800,000. Calculated at 40.59% of the net profit of the Company, in accordance with the Company's dividend payment policy.

The date to determine the list of shareholders who are entitled to receive dividends will be on March 13, 2024 (Record Date), and such dividend payment will be made on May 21, 2024, However, the right to such dividend payment is still uncertain until it receives approval from the Shareholders Meeting.

5. It was resolved to propose the 2024 Annual General Meeting of Shareholders to consider approving the re-appointment of 3 retiring directors (the Company has 8 directors) to be the Company's directors for another term, as follows:
  - (1) Mr. Chanat Sorakraikitikul Independent Director
  - (2) D.D.S Jinhatha Panyasorn Director
  - (3) Mr. Tanakorn Vidhayasirinun Director

Under the approval of the Nomination and Remuneration Committee, the Board of Directors has considered the suitability and maximum benefit of the Company and opine that the persons nominated had undergone a strict, careful, and cautious consideration from the Board of Directors that they are qualified and suitable for the Company's business operations, knowledge, capability, expertise, experience, vision, and credibility. Such persons also have no prohibited characteristics as prescribed by law. For the independent director, has possess the qualifications of being independent director as stipulated by the SEC and deemed suitable to hold the position of director and/or independent director of the Company. Therefore, the Board of Directors deems it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider appointing the directors who retired by rotation to be re-elected as the Company's directors for another term.

6. It was resolved to propose the 2024 Annual General Meeting of Shareholders to consider approving the remuneration of the directors for the year 2024 (as approved by the Nomination and Remuneration Committee) as follows:

Board of Directors	Position	Meeting Attendance Fee (THB / Time / Person) <sup>(1)</sup>	
		2023	2024
Board of Directors	Chairman	30,000	30,000
	Director	15,000	15,000
Audit Committee	Chairman	20,000	20,000
	Director	15,000	15,000
Subcommittee <sup>(2)</sup>	Chairman	15,000	15,000
	Director	10,000	10,000

Remark:

- (1) Directors of the Company who are executives, consultants, employees of the Company, or representatives of major shareholders shall not receive remuneration in their capacity as directors or members of subcommittees.
- (2) Other subcommittees include the Nomination and Remuneration Committee, the Executive Committee, the Risk Management Committee, and the Corporate Governance and Sustainability Committee.

In addition to the above remuneration details, the Board of Directors has no other benefits.

7. It was resolved to propose the 2024 Annual General Meeting of Shareholders to consider the appointment of auditors and audit fees (as approved by the Audit Committee) as follows:

- (1) Appoint the auditor for the year 2023 from ANS Audit Company Limited as follows:

Mr. Atipong Atipongsakul	CPA Registration No. 3500
Mr. Vichai Ruchitanont	CPA Registration No. 4054
Mr. Sathien Vongsnan	CPA Registration No. 3495
Ms. Kultida Pasurakul	CPA Registration No. 5946
Mr. Yuttapong Chuamuangpan	CPA Registration No. 9445
Ms. Atchara Suknaibaiboon	CPA Registration No. 4642

Any of the above auditors can conduct the audit and express an opinion on the Company's financial statements for the year ended 2024.

Notwithstanding, ANS Audit Company Limited and the auditors listed above have no relationship and interests with the Company/management/major shareholders of the Company or the related persons of such person and have sufficient independence in auditing and expressing opinions on the Company's financial statements.

- (2) Determine the 2024 audit fees of the Company and its subsidiaries for the fiscal year 2024 at THB 2,120,000 per year with the details as follows:

Information for consideration	2023	2024
Winnergy Medical Public Company Limited	1,820,000	1,770,000
A New Day Company Limited	400,000	350,000
Discount	(100,000)	-
<b>Total</b>	<b>2,120,000</b>	<b>2,120,000</b>

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))

8. It was resolved to schedule the 2024 Annual General Meeting of Shareholders to be held on April 23, 2024, at 14.00 hrs. via electronic meeting (E-AGM). The meeting will be broadcasted from the meeting room of Winnergy Medical Public Company Limited, No. 636/2 Ramkhamhaeng 39 (Thepleela 1), Pracha Uthit Road, Wangthonglang Sub-district, Wangthonglang District, Bangkok. in accordance with the laws relating to electronic conferencing, to consider various matters according to the agendas, as follows:

- Agenda 1 To consider and acknowledge the Company group's operating results for the year 2023
- Agenda 2 To consider and approve the Company's Financial Statements for the year ended December 31, 2023
- 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 2023.
- Agenda 4 To consider and approve the appointment of directors to replace those who retire by rotation for the year 2024.
- Agenda 5 To consider and approve the directors' remuneration for the year 2024
- Agenda 6 To consider and approve the appointment of auditors and auditor's remuneration for the year 2024

Agenda 7 To consider and approve the purchase of land and warehouse buildings from a connected person

Agenda 8 Other matters (if any)

The Record Date to determine the list of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders on March 13, 2024. Moreover, assign the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or persons assigned by the Board of Directors and/or Executive Committee and/or the Chief Executive Officer is empowered to make amendments ~~and/or change the date to determine the names of shareholders for the right to attend the 2024 Annual General Meeting of Shareholders (Record Date)~~ as well as taking any action related to the meeting as appropriate by considering the benefits and impacts on the shareholders.

In this regard, the Company has provided a channel to send questions related to the agenda of the 2024 Annual General Meeting of Shareholders or questions related to the Company's business prior to the meeting date on the Company's website, email at [comsec@winnergy.co.th](mailto:comsec@winnergy.co.th) or by registered mail to "Company Secretary Office" of Winnergy Medical Public Company Limited No. 634/4 Ramkhamhaeng 39 (Thepleela 1), Pracha Uthit Road, Wangthonglang Sub-district, Wangthonglang District, Bangkok, 10310. The Company requests that the shareholders specify their full name, telephone number, email (if any). For any more inquiries relating to the agendas of the 2024 Annual General Meeting of Shareholders or relating to the Company's business operations will be considered and answered in the meeting on April 23, 2024.

9. It was resolved to appoint Miss Pavarisa Damrongsuntisuk as the Company Secretary of the Company, effective from February 26, 2024, onwards.

Please be informed accordingly,

Sincerely Yours,

(Mr. Nanthiya Darakananda)

Chief Executive Officer

**Information Memorandum of Winnergy Medical Public Company Limited**

**Re: Acquisition of Assets and the Connected Transaction**

The Board of Directors' Meeting No. 1/2024 of Winnergy Medical Public Company Limited, which was held on February 26, 2024, resolved to approve to enter into a to land and warehouse buildings acquisition from Winnergy Holding Company Limited transaction which is a connected person of the Company. The assets included in the transaction are as follows:

The details of the land which serve as the location for the warehouse:

No	Land Details	Land Area
1	Title Deed No. 25293	1 Ngan 98 Square Wah
2	Title Deed No. 25294	2 Ngan 8 Square Wah
3	Title Deed No. 25295	2 Ngan 16 Square Wah
4	Title Deed No. 25296	1 Ngan 50 Square Wah
5	Title Deed No. 25297	1 Ngan 50 Square Wah
<b>Total Land Area</b>		<b>2 Rai 1 Ngan 22 Square Wah</b>

The details of building and construction:

No.	Building House No.	Description	Usable Area (square meters)	Located on Land Title Deed No.
1	31	3-story warehouse building with offices	2,100.50	25295, 25296, 25297
2	31/1	3-story warehouse building with offices	1,971.00	25293, 25294
<b>Other Development and Improvement Details:</b>				
-	-	Reinforced Concrete and Steel Fence with a height of 2.5 meters, with a length of 252.00 meters	630.00	25293, 25294, 25295, 25296, 25297
-	-	Reinforced Concrete Yard	1,952.50	25293, 25294, 25295, 25296, 25297

Remark:

- (1) The land and buildings are located at No. 31 and 31/1, Wangthonglang Sub-district, Wangthonglang District, Bangkok, 10310.
- (2) Winnergy Holding Company Limited certifies that it is the rightful owner of the land and buildings, possessing complete sale rights to the land and guaranteeing that there are no encumbrances on the said land and buildings.



The Company will remunerate the purchase and transfer of land and warehouse buildings from Winnergy Holding Company Limited at a price of THB 140 million. This remuneration will be made on the completion date of the transaction, which is the date the Company receives the transfer of land ownership along with the buildings at the land office initially. The Company anticipates that if the Shareholders' Meeting passes a resolution approving the aforementioned transaction, the Company will purchase and receive the transfer of land ownership along with the buildings and complete the transaction within the third quarter of 2024.

The transaction of purchasing the land and warehouse buildings is regarded as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated August 31, 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 Acquisition or Disposition of Assets B.E. 2547 (2004) dated October 29, 2004 (as amended) (the "Notifications on Acquisition or Disposal of Assets").

Upon calculation of the transaction size of acquisition of assets, if the highest transaction value based on the net tangible assets criteria is equal to 14.32% per the Company's consolidated financial statements for the period ended December 31, 2023, which have been audited by the Company's auditor, and which is lower than 15.0% of the net tangible assets of the Company (the Company does not have any acquisition of assets transaction over the past six months which has not been approved by the Shareholders' Meeting). Thus, the transaction of purchasing the lands and warehouse buildings shall not be deemed the acquisition of assets which requires the Company to report and disclose information memorandum to the SET.

Notwithstanding, this transaction is regarded as a connected transaction of a listed company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions, dated August 31, 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 November 19, 2003 (as amended) (the "Notifications on Connected Transactions") because the Company acquires the lands and buildings from Winnergy Holding Company Limited which is a connected person of the Company. Upon the calculation of the transaction, the size is equal to 24.53% of the Company's net tangible assets per the Company's financial statements for the period ended December 31, 2023, which have been audited by the Company's auditor. Additionally, when combined with any other connected transactions with connected persons or parties related to connected persons of the aforementioned transaction within the six months prior to the Board of Directors Meeting No. 1/2024, which had a transaction size of 3.97%, it results in a cumulative transaction size of 28.50%, which qualifies as a large transaction that is higher than THB 20 million and 3% of the Company's net tangible assets per the Company's consolidated financial statements.

Therefore, the Company is required to comply with the Public Limited Companies Act B.E. 2535 (1992) (as amended) on the calling of the Shareholders' Meeting and the Notifications on Connected Transactions, which require the Company:

- (1) To prepare a report and disclose the information memorandum on such acquisition of assets, which is a connected transaction of the Company, to the SET immediately, which must at least contain the information as required in the Notifications on Connected Transactions.
- (2) To appoint an independent financial advisor to carry out relevant functions, including providing its opinions as required by the Notifications on Connected transactions, and the independent financial advisor's report shall be delivered to the shareholders for consideration along with the invitation letter for the Shareholders' Meeting. In this regard, the Company has appointed Siam Alpha Capital Company Limited, which is a financial advisor on the list approved by The Securities and Exchange Commission (the "SEC Office"), as the independent financial advisor to provide the shareholders with its opinion on the execution of the transaction on acquisition of assets which is a connected transaction; and
- (3) To convene a Shareholders' Meeting of the Company to approve such transaction on acquisition of assets, which is a connected transaction, by delivering an invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, in order to obtain approval from the Shareholders' Meeting with not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote, excluding the votes of interested shareholders. The notice of the Shareholders' Meeting shall indicate the name and the number of shares of the shareholders who are not entitled to vote.

In this regard, the details of the land and warehouse acquisition transaction are as follows:

**1. Date, Month, Year of the Transaction**

The aforementioned land and warehouse buildings acquisition transaction will occur upon approval from the 2024 Annual General Meeting of Shareholders of the Company, which is scheduled for April 23, 2024. Initially, it is expected that the transaction will be completed within the third quarter of 2024.

**2. Parties Involved and their Relationship with the Company**

Purchaser:	Winnergy Medical Public Company Limited
Seller:	Winnergy Holding Company Limited
Relationship with the Company:	- The legal entity with Mr. Sumet Darakananda (the major shareholder of the Company) as the controlling shareholder and having control

over Winnergy Holding Company Limited, holding 95.53 percent of the registered capital in Winnergy Holding Company Limited.

- Mr. Nanthiya Darakananda, Mr. Tanakorn Vidhayasirinun, and Mr. Amarin Pataranavig serve as directors and authorized directors which similar to the Company.
- Mr. Rachan Arayawongchai who is an executive of the Company, serves as a director and authorized director of Winnergy Holding Company Limited.

### 3. General Description and Size of the Transaction

#### 3.1 General Description of the Transaction

The Company intends to purchase land and warehouse buildings from Winnergy Holding Company Limited. The significant assets involved in this transaction include 5 land plots with 2 buildings. Below are the details of the transaction:

Asset to be purchased and sold:	Please consider the details in clause 4.
Value of consideration:	The Company will make a payment to the purchase of land and warehouse buildings to the seller in an amount not exceeding THB 140 million (excluding taxes, transfer fees, and transaction-related expenses). <i>In this regard, the expenses related to the transfer of ownership shall be equally divided between both parties.</i>
Transaction date:	Within the third quarter of 2024 or as mutually agreed upon by the relevant contracting parties.
Key conditions precedent:	(1) The Shareholders' Meeting of the Company shall have resolved to approve the land and warehouse acquisition transaction. (2) The Company received the transfer of land and warehouse building ownership which free from any encumbrances or related debts.

### 3.2 Calculation of the Transaction Size

#### 3.2.1 Calculation of the Acquisition of Assets

The calculation of the transaction size for the acquisition of land and warehouse buildings from Winnergy Holding Company Limited is under the Notification on Acquisition or Disposal of Assets based on the Company's financial statements for the period ended December 31, 2023, which have been audited by the Company's auditors. The details are as follows:

Calculation Bases	Calculation Formula	Calculation	Transaction Size
Net value of tangible asset (Net tangible asset – NTA)	$\frac{\text{NTA of assets acquired} \times \text{Proportion of acquisition}}{\text{NTA of the Company}} \times 100$	Not entitle to calculate	Not entitle to calculate
Net profit from the business operation	$\frac{\text{Net profit of assets acquired} \times \text{Proportion of acquisition}}{\text{Net profit of the Company}} \times 100$	Not entitle to calculate	Not entitle to calculate
Total value of consideration received	$\frac{\text{Total value of consideration received}}{\text{Total assets of the Company}} \times 100$	$\frac{140 \times 100}{977.88}$	14.32 %
Value of securities issued for the payment of assets	$\frac{\text{The amount of issued shares for the payment of assets}}{\text{The amount of paid-up shares of the Company}} \times 100$	Not entitle to calculate	Not entitle to calculate

#### 3.2.2 Calculation of the Connected Transaction Size

Winnergy Holding Company Limited is a connected person of the Company. Thus, an acquisition of assets transaction of the Company shall be deemed a connected transaction of a listed company under the Notification on Connected Transactions, normal business transaction without general trading conditions type, per the Company's consolidated financial statements for the period ended December 31, 2023, which have been audited by the Company's auditor and the total value of consideration will be calculated from the value of the acquisition of land and warehouse buildings amounting to THB 140 million. Details of the calculation are as follows:

Consideration	Total value of consideration received	Total value of tangible assets of the Company	Percent of the total assets value of the Company
The payment for the land cost.	140,000,000	570,641,641.03	24.53
<b>Total</b>	<b>140,000,000</b>	<b>570,641,641.03</b>	<b>24.53</b>

The value of net intangible assets (NTA) of the Company as of December 31, 2023, are shown in the table below:

Consolidated Financial Statements	Unit : THB
Total Assets	977,879,247.41
<u>Deduct</u> Deferred income tax assets	(9,139,536.33)
Intangible assets	(24,233,931.02)
Total liabilities	(373,864,139.03)
Minority interest in equity	-
<b>Net Tangible Assets (NTA)</b>	<b>570,641,641.03</b>

Additionally, there are other connected transactions that occurred within the six months preceding the agreement of this current transaction, which have not yet been approved by the Shareholders' Meeting which had a transaction size of 3.97%, it results in a cumulative transaction size of 28.50%, exceeding the threshold of 3%, therefore, in proceeding with this transaction, the Company is obligated to comply with the Public Limited Company Act and related transaction disclosure regulations, which mandate certain actions from the Company as follows:

- (1) To prepare a report and disclose the information memorandum on such acquisition of assets, which is a connected transaction of the Company, to the SET immediately, which must at least contain the information as required in the Notifications on Connected Transactions.
- (2) To appoint an independent financial advisor to carry out relevant functions, including providing its opinions as required by the Notifications on Connected transactions, and the independent financial advisor's report shall be delivered to the shareholders for consideration along with the invitation letter for the Shareholders' Meeting. In this regard, the Company has appointed Siam Alpha Capital Company Limited, which is a financial advisor on the list approved by The Securities and Exchange Commission (the "SEC Office"), as the independent financial advisor to provide the shareholders with its opinion on the execution of the transaction on acquisition of assets which is a connected transaction; and
- (3) To convene a Shareholders' Meeting of the Company to approve such transaction on acquisition of assets, which is a connected transaction, by delivering an invitation letter for the Shareholders' Meeting to the shareholders at least fourteen days prior to the date of the Shareholders' Meeting, in order to obtain approval from the shareholders' meeting with not less than three-fourths of all votes of the shareholders present at the meeting and entitled to vote, excluding the votes of interested shareholders. The notice of the Shareholders' Meeting shall indicate the name and the number of shares of the shareholders who are not entitled to vote.

#### 4. Details of the Assets Acquired

Upon completion of the transaction, the Company will acquire ownership of 5 land plots and 2 buildings, along with the development and improvement part. The details are as follows:

The details of the land which serve as the location for the warehouse:

No	Land Details	Land Area
1	Title Deed No. 25293	1 Ngan 98 Square Wah
2	Title Deed No. 25294	2 Ngan 8 Square Wah
3	Title Deed No. 25295	2 Ngan 16 Square Wah
4	Title Deed No. 25296	1 Ngan 50 Square Wah
5	Title Deed No. 25297	1 Ngan 50 Square Wah
<b>Total Land Area</b>		<b>2 Rai 1 Ngan 22 Square Wah</b>

The details of building and construction:

No.	Building House No.	Description	Usable Area (square meters)	Located on Land Title Deed No.
1	31	3-story warehouse building with offices	2,100.50	25295, 25296, 25297
2	31/1	3-story warehouse building with offices	1,971.00	25293, 25294
<b>Other Development and Improvement Details:</b>				
-	-	Reinforced Concrete and Steel Fence with a height of 2.5 meters, with a length of 252.00 meters	630.00	25293, 25294, 25295, 25296, 25297
-	-	Reinforced Concrete Yard	1,952.50	25293, 25294, 25295, 25296, 25297

Remark:

- (1) The land and buildings are located at No. 31 and 31/1, Wangthonglang Sub-district, Wangthonglang District, Bangkok, 10310.
- (2) Winnergy Holding Company Limited certifies that it is the rightful owner of the land and buildings, possessing complete sale rights to the land and guaranteeing that there are no encumbrances on the said land and buildings.

**5. Total Value of Consideration and Term of Payment**

The total value of consideration for the transaction shall not exceed THB 140 million. The Company will pay the consideration in the form of a cashier's cheque to the counterparty, after all conditions precedent under the Land and Buildings Purchase Agreement are completed and various actions have been taken to complete the transaction as stipulated in the aforementioned Agreement.

**6. Value of the Assets Acquired**

The value of the assets acquired from entering into the land and warehouse buildings acquisition transaction will be equal to the total value of consideration.

**7. Basis of Calculation of the Value of Consideration**

The value of the consideration outlined above was determined through negotiations and mutual agreement, including the appraisal value of the land and warehouse buildings received from two independent property appraisers approved by the SEC as follows:

- (1) True Valuation Company Limited which appraised that the land and warehouse buildings was valued at THB 132,690,000.
- (2) K.T. Appraisal Company Limited which appraised that the land and warehouse buildings was valued at THB 145,300,000.

**8. Expected benefits to the Company**

- (1) To enhance competitiveness and expand the Company's medical service business:

The Company currently operates cancer screening services in collaboration with the National Health Security Office (NHSO). This initiative is an expansion plan initiated in 2023. As of February 26, 2024, the Company has a laboratory located at building No. 636/8, with an area of 369.97 square meters, capable of conducting cervical cancer screening for up to 1,000 tests per day. It is estimated that in the fiscal year 2024, the project, jointly implemented with local Provincial Administrative Organizations (PAO) and funded by the NHSO, will conduct approximately 360,000 tests. However, this estimation does not include the expansion of new laboratory facilities in the future.

Considering the current laboratory space, it is insufficient to support the ongoing expansion plans. Therefore, this investment will help generate additional revenue for the Company. The investment project aims to expand the laboratory in the warehouse space to be acquired, including adjusting the layout to comply with the requirements of the Ministry of Public Health for future service provision.

This initiative will also mitigate business risks by ensuring continuity of operations in case the existing laboratory space needs to be temporarily suspended due to unforeseen circumstances or disasters.

(2) Mitigating the Risk of Lease Termination:

Given that the majority of the Company's products are medical equipment, solutions, and medical supplies, which must be stored under controlled conditions according to regulations, clear storage guidelines certified by relevant government agencies must be followed. Additionally, compliance with the conditions set by product manufacturers supplied to the Company, verified through Good Distribution Practice (GDP) audits and other certifications from overseas manufacturers like CERUS and Haemonetics, is crucial.

Furthermore, the warehouse has been certified under the ISO9001:2015 quality management system, ISO 13485:2016 quality management system for medical devices, and rigorous safety standards following warehouse standards. Moreover, its strategic location near the head office of the Company facilitates easy management and is within the city area, simplifying transportation cost management due to proximity to major clients such as hospitals and leading medical facilities. Should the need arise to find alternative storage space due to lease termination, the Company would require time, resources, and capital to secure new premises, including upgrading security systems and allocating space in compliance with various control measures. Such measures would ensure operational stability, preventing disruptions in operations. Therefore, the investment in purchasing land and warehouse buildings in this instance serves to prevent potential lease termination issues, providing assurance for the Company's operational continuity amid uncertainties from the lessor, thereby fostering operational stability.

**9. Sources of Funds**

The funding for the acquisition of land and warehouse buildings transaction will come from loans obtained from financial institutions and the Company's cash flow.

**10. Opinion of the Company's Board of Directors**

The Board of Directors of the Company has considered the acquisition transaction of land and warehouse buildings from Winnergy Holding Company Limited and has passed a unanimous resolution to approve the said transaction. This decision is based on the thorough consideration that the transaction is rational and highly beneficial to the Company. Furthermore, the criteria used to determine the compensation



value are deemed appropriate and in the best interest of the Company and its shareholders in the long term.

In this connection, Mr. Nanthiya Darakananda, D.D.S Jinhatha Panyasorn, Mr. Amarin Pataranavig, and Mr. Tanakorn Vidhayasirinun, interested directors, did not attend the meeting, and did not have the right to vote at the board of directors meeting No. 1/2024 held on February 26, 2024, during the consideration for approval of agenda items related to the transaction.

11. **Opinions of the Company's Audit Committee**

The Company's Audit Committee does not give opinions that are different from the opinions of the Board of Directors of the Company.

The Company certifies that the Information Memorandum under this report is correct and complete in all respects.

Sincerely Yours,

(Mr. Nanthiya Darakananda)

Chief Executive Officer