



WinnergyMEDICAL

Public Company Limited

บริษัท วินเนอร์มีเดีย จำกัด (มหาชน)

Notice of Annual General Meeting of Shareholders for 2022

Winnergy Medical Public Company Limited

Friday, 22nd April 2022 at 9.00 hours

via Electronic Meeting only

(E-AGM)

For your convenience to attend Electronic Meeting (E-AGM), the Company would like Shareholders and Proxies learning the procedure, process of register to attend E-AGM and preparing the Company documents requested for identify the right to attend the Meeting and Voting procedure for each agenda. Shareholder could be authorized an Independence Directors to attend the Meeting with voting right.

Then, Shareholders and Proxies could be asking for more information, if there are any problem to proceed Electronic Meeting (E-AGM) system, please contact: Investor Relation Department, Phone no. 02-725-0888 ext. 440 at Friday 8th April 2022 to Friday 22nd April 2022 during 8.00 -17.00 hours (except public holiday) or until the Meeting adjourned.

Shareholders or Proxies can be used e-Registration for register to attend the Meeting by scan QR Code



Table of Content

Index of Attachment to the Notice of AGM for the year 2022

Enclosure 1	A Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2021 held on 23 rd April 2021 <i>(supporting document for Agenda No. 2)</i>
Enclosure 2	QR Code for download 56-1 One Report (Annual Report) for the year 2021 <i>(supporting document for Agenda No. 3 and No. 4)</i>
Enclosure 3	The Curriculum Vitae of Directors who retire by rotation <i>(supporting document for Agenda No. 7)</i>
Enclosure 4	Information on Remuneration of Directors for the year 2022 <i>(supporting document for Agenda No. 8)</i>
Enclosure 5	Information on auditor's profile for the year 2022 <i>(support document for Agenda No. 9)</i>
Enclosure 6	The Company's Articles of Association relating to the Shareholders Meetings
Enclosure 7	Explanation of documents and evident to identify as shareholders or their proxies who are eligible to attend the meeting, voting, counting, and announcement of the vote for the Shareholders' Meeting via Electronic Meeting (E-AGM)
Enclosure 8	Procedure for register via e-Registration and attend the Shareholders' Meeting via Electronic Meeting (E-AGM)
Enclosure 9	Name List and Information on Independent Directors who will serve as Proxy for Shareholders and the Definition of Independent Director
Enclosure 10	Proxy Form

The Company has disclosed all the documents relating to the 2022 Annual General Meeting of Shareholders on its website at www.winmed.com



QR Code to access Form 56-1 One Report (Annual Report)
and documents of the Meeting

For convenience, please kindly register to attend the meeting via e-Registration in advance beginning from Friday, 8th April 2022 onward.

Registration No. 0107563000240

31st March 2022

Subject Notice to the Annual General Meeting of Shareholders for the year 2022
To All Shareholders of Winnergy Medical Public Company Limited

Notice is hereby given by the Board of Directors of Winnergy Medical Public Company Limited (“the Company”) that the Annual General Meeting of Shareholders for the year 2022 will be held on Friday, 22nd April 2022 at 9.00 hours via Electronic Meeting (E-AGM) only in compliance with related laws and regulations. The agendas are as follows:

Agenda No. 1 **Matters to be informed**

Voting: This agenda is for shareholders’ acknowledgement; voting is not required.

Agenda No. 2 **To consider and adopt the Minutes of the Annual General Meeting of Shareholders for the Year 2021, held on 23rd April 2021**

Objective and Reason: The Annual General Meeting of Shareholders for the year 2021 was held on 23rd April 2021 and the minutes of the Annual General Meeting of Shareholders for the year 2021 has been already submitted to the Ministry of Commerce within the period required by law.

The Board’s Opinion: The Board has recommended that the minutes of the Annual General Meeting of Shareholders for the year 2021, held on 23rd April 2021, be adopted because they were accurately recorded as shown in *Enclosure 1*.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 3 **To acknowledge the Board of Directors’ report on the Company’s operating results for the year 2021**

Objective and Reason: The Company has summarized the operating results for 2021 along with the significant changes that occurred during the year in the Form 56-1 One Report for 2021 (Annual Report).

The Board's Opinion: The Board has agreed to requests the Meeting to acknowledge the report on the Company's operating results for the year 2021, ended 31st December 2021 along with the significant changes that occurred during the year, as shown in Enclosure 2.

Voting: This agenda is for shareholders' acknowledgement; voting is not required.

Agenda No. 4 **To consider and approve Financial Statements of the Company for the year 2021, ended 31st December 2021 which have been audited by the certified auditor, and acknowledge the certified public accountant's report.**

Objective and Reason: According to the Public Limited Companies Act, B.E.2535, the Company must prepare the balance sheets and statements of income at the end of fiscal year, which have been audited by an external auditor, and submit these to the shareholders' meeting for approval.

The Audit Committee's Opinion: The Audit Committee has reviewed the Company's financial statements for the year ended 31st December 2021, which have been audited and signed by Mr. Atipong Atopongsakul a certified public accountant license no. 3500 of ANS Audit Company Limited and recommended that the Board submit the Company's financial statements for the year ended 31st December 2021 to the shareholders' meeting for approval.

The Board's Opinion: The Board has agreed to present the Company's audited financial statements for the year ended 31st December 2021, as duly audited and certified by the auditor, and reviewed and accepted by the Audit Committee, to the shareholders' meeting for approval. A summary of the Company's significant financial status and operating results for the year 2021 as shown in the table below;

Selected Information from the Company's Financial Statements

(Unit: Million Baht)

Description	Consolidated Financial Statements		The Company's Financial Statements	
	2021	2022	2021	2022
Total assets	755.46	492.10	747.69	479.96
Total liabilities	183.46	303.31	170.41	288.03
Total revenue	538.69	530.53	520.93	511.51
Net Profit (loss) (equity holders of the Company)	65.20	51.89	67.35	49.45
Earnings (loss) per share (Baht/share)	0.18	0.32	0.19	0.30

The Company's financial statements are shown in the Form 56-1 One Report for the year 2021 (Annual Report) included with the notice to this meeting and shown in Enclosure 2

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 5 **To consider and approve the allocation of the net profit for the year 2021 as legal reserve.**

Objective and Reason: In 2021, the Company has net profit of Baht 67,356,171.14. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 45 of the Company's Article of Association, the Company will have to allocate not less than 5 percent of the annual profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital. In 2021, the legal reserve of the Company has not reach the amount as required by laws, hence, the Company must allocate its profits for legal reserve not less than 5 percent of the annual profits at Baht 3,367,808.56. Therefore, the Company shall have a legal reserve by law at Baht 10,226,120.10 or equivalent to 5.11 percent of the Company's registered capital.

The Board's Opinion: The Board of Directors considered appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to consider and approve the allocation of the net profit from the Company's operating results as legal reserve not less than 5 percent of the annual profits, less the accumulated losses brought forward (separate financial statements) at Baht 3,367,808.56; the Company shall have a legal reserve by law at Baht 10,226,120.10 or equivalent to 5.11 percent of the Company's registered capital.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 6 **To consider and approve the dividend payment for the year 2021**

Objective and Reason: The Company has established a dividend policy for shareholders at a rate of not less than 40% of the net profit remaining from the deduction of all types of reserves according to the law and the Company's policy which is considered by the net profit according to the separate financial statements of the Company. Such dividend payment is subject to change depending on the business plan, financial status, liquidity, business expansion plans, other necessities and suitability must not affect the normal operations of the Company and the subsidiary

company as deemed appropriate by the Board of Directors and/or shareholders.

The Board of Directors determines the dividend payment with consideration of the interests of shareholders and must be approved in the shareholders' meeting except for interim dividend payments.

The Board of Directors can consider and authorize to pay interim dividends when it is profitable to do so to and report to the shareholders in the following meeting

As of 31st December 2021, the Company recorded a net profit in the separate financial statements of Baht 67,356,171.14, and there are no accumulated losses. Therefore, the Company can pay dividend payment to the Shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 44 of the Company's Article of Association

The Board's Opinion: The Board of Directors considered appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the dividend payment for the year 2021 by cash as of ended 31st December 2021 as under:

Net Profit (separate financial statements)	Baht 67,356,171.14
Allocation as legal reserve by laws	Baht 3,367,808.56
Remaining Net Profit after deduction of legal reserve by laws	Baht 63,988,362.58
Total dividend payment per share (not lower than 40 percent in accordance with the Company's dividend payment policy)	Baht 0.065
Total amount of shares	400,000,000 shares
Total amount of dividends paid	Baht 26,000,000.00

In additional, an individual shareholder shall be deducted 10 percent withholding tax, and shall be entitled to a tax credit equaling the product of dividend times 20/80 (the aforesaid dividend payment is uncertain until the Annual General Meeting of Shareholders for the year 2022 are approved. However, the total dividend payout ratio for the year 2021 is appropriate and in line with the Company's dividend payment policy.

The record date on 18th March 2022 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on 11th May 2022.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 7 To consider and approve the election of Directors to replace those retiring by rotation

Objective and Reason: According to the Public Limited Companies Act B.E. 2535 and Clause 17 of the Company's Articles of Association, one-third of all directors must retire by rotation on the date of each Annual General Meeting of the Shareholders. The Director to retire during the first and the second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. In 2022, Annual General Meeting of the Shareholders which is the second year after the registration as public company limited, hence, the Company shall be drawn by lots for the directors retire for this year. The 3 directors listed below are due to retire by rotation in 2022.

1. Mr. Nanthiya Darakananda	<ul style="list-style-type: none"> -Director -Chairman of the Executive Committee -Chairman of the Risk Management Committee -Member of the Nomination and Remuneration Committee
2. Mr. Tanakorn Vidhayasirinun	<ul style="list-style-type: none"> -Director
3. Ms. Yodjuta Kunjara na Ayudhya	<ul style="list-style-type: none"> -Director -Member of the Executive Committee -Member of the Risk Management Committee

Notes: In the Annual General Meeting of Shareholders for the year 2022 which is the second year after the registration as public company limited, hence, the Company shall be drawn by lots for the directors retire as per the Company's Article of Association Clause 17.

The Board's Opinion: The Board, with the exception of the directors who have conflict of an interest has agreed and recommends that the following retiring directors be re-elected for another term of office at the Annual General Meeting of Shareholders for the year 2022 as per the following details:

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

The directors proposed for re-appointment meet all the requirements stipulated in the Public Limited Companies Act, B.E. 2535 and relevant regulations of the Capital Market Supervisory Board. However, the Board of Directors agreed that the 3 directors are eligible persons with skill, knowledge, experience, and beneficial to the Company including a good understanding of the Company's businesses. Therefore, they are qualifying as per criteria of the Board of Directors; the Board would like to propose to re-elect as director for another term.

Details of the age, percentage of shareholding, educational background, work experience, Board of Directors' meeting attendance record, and contributions to the Company of each director appears in *Enclosure 3*.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 8 To consider and approve the remuneration of the Company's Directors for the year 2022

Objective and Reason: According to the Clause 22 of the Company's Articles of Association, the Company's Directors are eligible to receive remuneration in the form of an awards, meeting fee, retirement pension, bonuses and other benefits in other forms as per the approval of the Shareholders' Meeting. However, the Directors' remuneration and commensurate with each member's responsibility and performance and review annually. The details of remuneration are shown in *Enclosure 4*.

The Board's Opinion: The Board with recommendation of the Nomination and Remuneration Committee has agreed and proposed that the Annual General Meeting of the Shareholders' for the year 2022 to approve the Board of Directors' remuneration for 2022 which are as follows:

Summary of Director's Remuneration for the year 2022

Position	Meeting Fee (Baht/time/person)
Board of Directors	
- Chairman	30,000
- Member	15,000
Audit Committee	
- Chairman	20,000
- Member	15,000
Other Sub-Committee	
- Chairman	15,000
- Member	10,000

Notes:

1. Other Sub-Committee means Nomination and Remuneration Committee, Executive Committee, and Risk Committee.
2. The Company has fix the remuneration for the Board by compared with other companies within the same level of business and registered in the Stock Exchange of Thailand. The Remuneration has been already reviews by the Nomination and Remuneration Committee.
3. Directors who are the Company's executives, employees, major shareholder companies or representative from major shareholders shall not receive any remuneration as member of the Board or member of Sub-Committee.

The remuneration criteria and the rate of meeting fee as above remain unchanged from the year 2021. During 2021, the total of director remuneration was Baht 700,000. The details are shown in Form 56-1 One Report (Annual Report), Topic Directors and Executive's Remuneration at Enclosure 2.

Furthermore, the remuneration as mentioned above shall effective from 1st January 2022 onward until the Meeting resolves otherwise.

Voting: To approve this matter, a resolution must be passed by not less than two-thirds of the total number of votes of the shareholders who attend the meeting.

Agenda No. 9

To consider and approve the appointment of the Company's external auditors and fix the audit fees for the year 2022

Objective and Reason: According to the Section 120 of the Public Limited Companies Act, B.E. 2535 and Article 36 of the Company's Article of Association, the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Meeting of Shareholders, and the Shareholders' Meeting might be reappointed the auditors continuously.

In addition, a notification from the Capital Market Supervisory Board limits the appointment of an individual external auditor of a listed company to not more than 7 fiscal years (regardless of consecutiveness). After 7 years, the auditor must be rotated although he/she can be re-appointed after a break of 5 consecutive fiscal years.

The Audit Committee's Opinion: The Audit Committee recommended the reappointment of ANS Audit Company Limited as the Company's external audit firm for the Company and its Subsidiaries for the year 2022 due to their audit performance standard, experiences and expertise in auditing as well as good business understanding. When compared to the scope of services offered, workload and the audit fee rate of other external auditors. This will be ANS's five-year term (fiscal years 2022). The audit fees for the year 2022 (Annually and Quarterly financial statements) was fixed at not exceeding than Baht 2,120,000, excluding other actual payable non-audit fees. The Audit Committee then recommended that the Board proposed this matter to the Annual General Meeting of Shareholders for approval

In addition, ANS and the proposed auditors are independent and have no conflict of interest with the Company, the management, the major shareholders or any related person.

The Board's Opinion: The Board has agreed with the Audit Committee and proposed that the shareholders' meeting for the year 2022 to approve the appointment of the auditors from ANS as the Company's external auditors and fix the audit fees for the year 2022 as follows;

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

Any of the above auditor can conduct the audit and express an opinion on the Company's financial statements and its subsidiaries. In case of the aforementioned auditors unable to perform their duties, ANS audit company limited shall provide other auditors of its company to perform as an external auditor instead.

The Company's audit fees for the year 2022 were Baht 1,720,000 and for its subsidiaries were Baht 400,000, totaling Baht 2,120,000, excluding other actual payable non-audit fees.

Each auditor's profile by each of them and details of the audit fees for the year 2022 are shown in Enclosure 5.

Voting: To approve this matter, a resolution must be passed by a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda No. 10 Other matters, (if any)

The Company's Record Date for specifying the list of shareholders who have the right to attend the Annual General Meeting of Shareholder for the year 2022, and the right for dividend payment are 18th March 2022. All shareholders are invited to attend the Annual General Meeting of Shareholders' Meeting for the year 2022 on Friday, 22nd April 2022 at 9.00 hours via Electronic Meeting (E-AGM) only (The Company has not arranged any meeting room for shareholders or proxies or for viewing a live broadcast at the meeting control system.)

Then, the Company shall open e-Registration system for shareholders or proxies could be register herewith attached relevance documents in advance from Friday, 8th April 2022 at 8.00 hours until the meeting is adjourned to verify the shareholders or proxies and give the right to enter the meeting via Electronic Meeting (E-AGM)

Shareholders or Proxies can be used e-Registration for register to attend the Meeting

[Click here to e-Registration](#)

or scan QR Code



After your submitted registration has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about Username and Password including a link to attend the Annual General Meeting of the Shareholders' for 2022 (22nd April 2022), and the Company shall allow to log in to attend the meeting beginning from 8.00 hours onward.

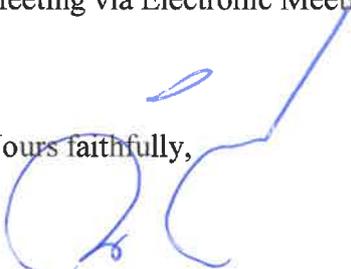
Any shareholder who wishes to appoint a proxy to attend the shareholders' meeting and vote on his or her behalf must complete either Proxy can be found in Enclosure 10 or download from the Company's website at www.winmed.com by select only one of either proxy form.(Proxy Form A, Proxy Form B, and Proxy Form C – Proxy Form C is only for foreigner investors who have authorized a custodian in Thailand to look after and safeguard their shares).

Any shareholder who is unable to attend the Shareholders' Meeting can authorize one of the Company's independent directors to attend and vote on his or her behalf. Details of Independent Directors can be found in Enclosure 9.

To complete the registration process, the Company requested shareholder for co-operation by register e-Registration for the right to attend the Meeting herewith request documents; Later send completed proxy with all relevant documents to the Company. The Company must receive completed proxy with relevant documents of the shareholders by Monday, 18th April 2022 by post addressed to Legal and Compliance Department, Winnergy Medical Public Company, address no. 634/4 Soi Ramkhamhaeng 39 (Theplila 1) Pracha Uthit Road, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok, Thailand 10310. The Company is arranging duty stamp for shareholders already.

Shareholders or proxies can find the details about explanation of documents and evident to identify as shareholders or their proxies who are eligible to attend the meeting, voting, counting, and announcement of the vote for the Shareholders' Meeting via Electronic Meeting (E-AGM) and Procedure for register via e-Registration and attend the Shareholders' Meeting via Electronic Meeting (E-AGM) shown in Enclosure 7 and 8 respectively.

Yours faithfully,



(Mr. Nanthiya Darakananda)

Director

Authorized by the Board of Directors
Winnergy Medical Public Company Limited

Remark

1. Annual General Meeting of Shareholders for the year 2022 via Electronic Meeting (E-AGM) is prepare by DAP e-Shareholder Meeting, operated by Digital Access Platform Company Limited (DAP). The shareholders or proxies can study the further information from User Manual e-Shareholder Meeting system at <http://www.set.or.th/e-shareholder-meeting>

2. Any shareholder can access the Notice of the Annual General Meeting of the Shareholders for the year 2022 and all related documents at the Company's website www.winmed.com from 31st March 2022 under "Investor Relations" > "Shareholder Information" > "Shareholders' Meeting". If there are any queries which are relevance with an agenda of the Meeting shall be submit in advance for any questions with proxy by post addressed to Legal and Compliance Department, Winnergy Medical Public Company Limited, address no. 634/4 Soi Ramkhamhaeng 39 (Theplila 1) Pracha Uthit Road, Wang Thong Lang Sub-District, Wang Thong Lang District, Bangkok, Thailand 10310. or via e-mail at comsec@winnergy.co.th and identify name, address, and phone contact no. (The Company shall reserve the right to collect any questions and prepare the answers to answer during the Meeting. The Company shall be reply questions that are relate to vote agenda only)

3. e-Registration system requires an email address to receive a link to attend the meeting, username and password to login for attend the meeting.

4. The right to attend the meeting and vote in the meeting are individual rights of a shareholder or proxy. A username and password cannot be used to log in to Electronic Meeting system to attend the meeting simultaneously with other devices. Therefore, the shareholders or proxies hereby acknowledge that the username and password shall be used to attend the meeting by themselves only.
5. The Meeting arrange via DAP e-shareholder Meeting, the Company shall be collected use and disclose personal data of shareholders or proxies in any case may be by the Law and for the beneficial to service for entering the Meeting. Shareholders and proxies shall be protected according to the Data Protection Policy for more information , please find more detail presented at www.winmed.com