



Invitation to the 2022 Annual General Meeting of Shareholders Of

Healthlead Public Company Limited

22 April 2022 at 10.00 a.m.

At The Grande Thonglor Hall, 6th Floor, Grande Centre Point Sukhumvit 55 Hotel
300 Sukhumvit Soi 55 (Thonglor), Klongton Nua, Wattana, Krung Thep Maha Nakhon

Due to the pandemic situation of Corona virus 2019 has not returned to normal. The company is aware and concerned about the health and safety of all attendees. Therefore, we ask for cooperation from all attendees who will attend the meeting in person to comply with measures and management practices for safety under the situation of the pandemic of Corona virus disease 2019 strictly determined by the company and in response to measures to prevent the spread of such pathogens, the number of seats will be limited due to social distancing.

The company asks for cooperation to ask shareholders to appoint independent directors of the company to attend the meeting instead of attending the meeting in person. In this regard, if any shareholders have questions on any agenda, they can send the questions to the Company Secretary through
E-mail : CompanySecretary@healthleadgroup.com

Then the company shall propose to the Meeting for further consideration and record in the minutes of the shareholders' meeting for dissemination via the Company's website. The company refrains from distributing all kinds of food/drinks are not allowed in the meeting area.

- Subject** Invitation to the 2022 Annual General Meeting of Shareholders
- To** Shareholders of Healthlead Public Company Limited
- Enclosure**
1. Copy of the minutes of the 2021 Annual General Meeting of Shareholders
 2. Annual Registration Statement/ Annual Report (56-1 One Report Form) comprising financial statement for the fiscal year ended 31 December 2021 in the QR-Code format
 3. Profiles of the candidate directors nominated to replace the directors retiring by rotation
 4. Definition of an Independent Director
 5. Profiles of the Auditor for the year 2022
 6. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting
 7. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders
 8. Proxy Form
 9. Profiles of the independent directors proposed as proxies by the Company
 10. Map of the venue for the meeting
 11. Privacy Notice
 12. Measures and guidelines for the Annual General Meeting of Shareholders under the pandemic situation of the Coronavirus Disease 2019 (Covid-19)

The Board of Directors of Healthlead Public Company Limited (the “**Company**”) resolved to hold the 2022 Annual General Meeting of Shareholders on 22 April 2022 at 10.00 a.m. at The Grande Thonglor Hall, 6th Floor, Grande Centre Point Sukhumvit 55 Hotel, 300, Sukhumvit Soi 55 (Thonglor), Klongton Nua, Wattana, Krung Thep Maha Nakhon. The agenda of the meeting will be as follows:

Agenda 1 To acknowledge the minutes of the 2021 Annual General Meeting of Shareholders.

Fact and reasons

The 2021 Annual General Meeting of Shareholders of the Company was held on 16 March 2021 the copy of the minutes was recorded in accordance with the shareholders' resolution.

Board's Opinion

The Board of Directors deemed it appropriate to propose the shareholders meeting to acknowledge the Minutes of the 2021 Annual General Meeting of Shareholders held on 16 March 2021 and it was accurately recorded according to the meeting resolution. A copy of the Minutes is attached as **Enclosure No. 2.**

Voting Requirement

This agenda is for acknowledgement; thus, no meeting's resolution is required.

Agenda 2 To acknowledge the Company's operating results.

Fact and reasons

The Company has prepared the Company's operating result report for the year 2021 (56-1 One Report Form) under Part: 4, Subject: Financial Statements and Management Discussion and Analysis, re: Financial Statements which has been provided to the shareholders in the QR-Code format attached hereto. The detail is attached in **Enclosure No. 3**

Board's Opinion

The Board of Directors deemed it appropriate to report the operating results of the Company for the year 2021 to the meeting of shareholders. The detail is attached as **Enclosure No. 3**

Voting Requirement

This agenda is for acknowledgement; thus, no meeting's resolution is required.

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2021

Fact and reasons

In accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992), the board of directors must cause to be made a balance-sheet and a profit and loss account as of the end of the Company's fiscal year to be submitted to an annual general meeting of shareholders for consideration and approval. The board of director shall have the balance-sheet and the profit and loss account must be audited by an auditor prior to their submission to a meeting of shareholders.

The Board had the Company's audited statements of financial position for the fiscal year ended at 31 December 2021 certified by auditors as well as verified by Audit Committee in order to propose the Annual General Meeting of Shareholders for consideration and approval in accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992) (see details in **Enclosure No. 3**). The summary is as follows:

List (Baht)	Year 2021	Year 2022
Total Assets	1,118,302,788.13	413,813,796.06
Total Liabilities	252,413,380.00	273,227,519.70
Revenue	1,216,413,609.93	1,080,105,362.23
Annual Net Profit	79,663,979.43	52,075,543.62
Basic Earnings Per Share	0.39	0.33

Board's Opinion

The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the audited financial statements for the year ended 31 December 2021 of the Company which certified by auditors. The relevant details are disclosed in the 56 - 1 One Report Form (Part: 4, Subject: Financial Statements and Management Discussion and Analysis, re: Financial Statements) provided to shareholders including with AGM invitation (see details in **Enclosure No. 3**)

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and cast their votes.

Agenda 4 To consider and approve the payment of dividend in respect of the Company's operating results ended as at 31 December 2021 and the appropriation of profit as legal reserve

Fact and reasons

Regarding to section 115 of the Public Limited Companies Act B.E. 2535 (1992), no dividends shall be paid otherwise than out of profits. In the case where a company has incurred accumulated loss, no dividends may be paid. Besides, according to section 116 and article 50 of the Company's Articles of Association requires that a company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

Besides, the Company's policy is to pay dividends at a minimum rate of 40 percent of its net profit from separate financial statement after corporate income and legal reserves allocation according to the law and the Company's Articles of Association. However, the Company may consider the dividend payout by considering the business profit, financial positions, liquidity, necessity for working capital and business expansion plan in future as the board of directors deem appropriated.

According to the Financial Statement ended 31 December 2021 certified by auditor, the Company had the net profit according to the Company's operating results equivalent to 79,663,979.43 million Baht and according to the separate financial statement the Company had retained profit of 79,663,979.43 Baht.

Board of Director's Opinion

According to the operating results and financial statement of the year of 2021, the board of directors meeting No.3/2021, held on 13 August 2021, resolved to pay the interim dividend (for the six months' operating result during 1 January 2021 – 30 June 2021) at the rate of 0.12 Baht per share for 200,000,000 shares equivalent to 24,000,000 Baht (before the Initial Public Offering), paid to the shareholders on 25 August 2021.

The board of directors deemed it appropriate to proposed to the shareholder meeting for consideration and approval (for the operating results, for the last six months during 1 July 2021 -31 December 2021) at the rate of 0.16 Baht per share, for 272,000,000 shares, equivalent to 43,520,000 Baht, paid to the shareholders who are entitled to receive the dividend payment on 14 March 2022 (Record Date) and the dividend payment is fixed to pay to the shareholders within 20 May 2022.

Therefore, the dividend ratio pay-out for 2021 including the interim dividend compared to Separate Financial Statement is at 84.76, in accordance to the dividend payment policy of the Company.

However, the rights to receive such dividend payment shall remain uncertain, unless it is approved by the 2022 Annual General Meeting of Shareholders.

Comparison of the dividends payment for the operating results of 2020 and 2022

Details of dividend payment	2022 (as proposed)	2021
1. Net profit derived from operating performance	79,663,979.43	52,075,543.62
2. Number of shares	272,000,000	200,000,000
3. Interim Dividend pay-out per share	0.12	4.40
Interim dividend pay-out	24,000,000.00	35,200,000.00

Details of dividend payment	2022 (as proposed)	2021
Annual dividend pay-out per share	0.16	0.07
Annual dividend pay-out	43,520,000.00	14,000,000.00
4. Total amount dividend paid	67,520,000.00	49,200,000.00
5. Dividend Pay-out Ratio (%) comparing to net profit according to financial statement	0.85	0.95

Besides, The Company has proposed to the shareholders' meeting to consider and approve the allocation of the profit equivalent to 3,983,198.97 Baht as legal reserve.

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and cast their votes.

Agenda 5 To consider and approve the appointment of directors replacing those who retire by rotation.

Fact and reasons

Regarding to section 71 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Article of Association clause 18, at least one-third of the directors must vacate their office by rotation at each annual general meeting of shareholders, and if the number of directors is not a multiple of 3, the nearest number of 1/3 must retire by rotation. Three must be a drawing by lots to determine the directors retiring on the first and the second year following the registration of the Company. In each subsequent year, the directors who occupy the position for the longest period must retire. The director who retire by rotation may be re-elected.

The 2022 Annual General Meeting The directors who shall retire by drawing lots are as follows:

- 1) Mr. Supakorn Bhandhukanonda Director
- 2) Mrs. Marayart Teeratomorn Independent Director

Criteria for the selection of person to be the director of the Company has not been considered by the Nomination and Remuneration Committee since the Company has not yet appointed the Nomination and Remuneration Committee. However, the Board of Directors has considered the structure of the Board of Directors and the qualifications of each individual director. Two directors who had to retire by rotation have qualifications, knowledge, abilities, experience and performance as a director of the Company which were beneficial to the company. Moreover, both directors do not have any prohibited qualifications and does not

operate any business or hold shares in any business that competes with the Company's operations. The Board of Directors has considered that the person nominated to be appointed as an independent director will be able to perform their duties independently and in accordance with the relevant regulations. Therefore, it is appropriate to propose that the two directors be re-elected for another term. Profiles of the two directors appear in Enclosure No.4 and the qualifications of independent directors of the Company are in accordance with the rules prescribed by the Capital Market Supervisory Board. (Qualification of an Independent Director appears in Enclosure No. 5 and 56-1 One Report Form under Part: 1, Subject: Company's Overview, re: Information of the Board of Directors and Management, Enclosure No. 3)

Details of shareholding by nominated directors.

Persons nominated to be a director	Number of shares	Voting rights
1. Mr. Supakorn Bhandhukanonda	66,008,800	66,008,800
2. Mrs. Marayart Teeratomorn	150,000	150,000

Board's Opinion

The Board has carefully considered and agreed to the proposal by the Nomination and Remuneration Committee and deemed it appropriate to propose the Annual General Meeting of Shareholders to approve the re-appointment of (1) Mr. Supakorn Bhandhukanonda (2) Mrs. Marayart Teeratomorn as the Company's director for another term.

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 6 To consider and approve the determination of the director's remuneration.

Fact and Reasons

Regarding to the Section 90 of the Public Company Limited Act B.E. 2535 (1992), and Clause 33 of the Company's Articles of Association, provide that directors are entitled to receive remuneration from the Company in form of rewards, meeting allowance, remuneration, bonus or benefits paid in other forms as specified in the Articles of Association or as considered by the shareholders' meeting. Such remuneration may be fixed or set forth as regulations, or may be determined from time to time or for perpetual effect until any change is made. In addition, allowances and welfare benefits shall be paid in accordance with the Company's regulations.

Rules and Procedures for Proposing Remuneration for Directors, the committee has determined the director's remuneration based on the director's performance and their scope of

responsibilities by comparing how other companies in the same business or similar industries remunerate their directors as well as the survey results of directors' remuneration of the Thai Institute of Directors (IOD).

Board's Opinion

The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the directors' remuneration 2022 which will be paid as the meeting allowance. The details are as follows.

Position	Meeting allowance (Baht/Person/Time)
Chairman of the Board	20,000
Director	10,000
Chairman of the Audit Committee	15,000
Audit Committee	10,000

Remarks: 1) Meeting allowance shall be paid exclusively to the directors who attend the meeting.

2) The director who is entitled to receive monthly salary as the Company's permanent employee will not receive remuneration for acting as the Company's director.

Comparison of the remuneration paid to directors in 2021 and 2022

Directorship	Meeting Allowance (Baht/Time)	
	2022 (As proposed)	2021
Chairman of the Board	20,000	20,000
Director	10,000	10,000
Chairman of the Audit Committee	15,000	15,000
Audit Committee	10,000	10,000

In determining the directors' remuneration, the Board of Directors and sub-committees of the Company do not receive any benefits other than meeting allowance as detailed above. Details of the scope of duties and responsibilities of the Board of Directors and sub-committees appear on Form 56-1 One Report under Part 3, Subject: Corporate Governance Re: Corporate Governance Structure and Important Information of the Board of Directors, Sub-committees, Executives, Employees and Others Organization Chart in the Enclosure No. 3.

Voting Requirement

This agenda requires approval by majority vote of no less than two-thirds of total votes of the shareholders who attend the meeting.

Agenda 7 To consider and approve the appointment of the auditor, and their remuneration.

Fact and reasons

Regarding to the Section 120 of the Public Company Limited Act B.E. 2535 (1992), and Article 55 of the Company's Articles of Association, provide that the Annual General Meeting of Shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former auditor may be re-appointed.

In addition, as prescribed by the Notification of the Capital Market Supervisory Board: the Company must ensure the rotation of the auditors if any of the auditors have performed their duties for seven years, whether consecutive or not. However, the rotation does not mean that the Company is required to engage a new auditing firm. The Company may appoint any auditors in the existing auditing firm to replace the auditor(s) in previous year. Nevertheless, the Company can appoint an auditor who has rotated after passed at least five financial years consecutively from the date of retirement.

The Audit Committee's Opinion

The audit committees have considered the change of the Company's auditor for the year 2022, Due to AMT Associate Co., Ltd. has been serving the Company for more than 3 years, therefore, it should be the rotation for the other auditors to receive new advice and suggestions in the preparation of financial reports. Consequently, it is deemed appropriate to propose the appointment of certified public accountant of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's auditor, which is the world's leading auditing company and is recognized in the auditing field as well as having an auditor who is knowledgeable, competent, and experienced for companies listed in the Stock Exchange of Thailand (SET) as well as being an audit firm with a global network that will assure the company, including its shareholders and investors, to have confidence in the preparation of financial statements with international standards. Therefore, deemed it appropriate to appoint Ms. Lasita Margut, CPA License No. 9039 or Mr. Nantawat Sumraunhant, CPA License No. 7731 or Mr. Mongkol Somphol, CPA License No. 8444 or Mr. Wee Sujarit, CPA License No. 7103 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the auditor of the Company for the year 2022. The audit's fee in the amount of 3,000,000 Baht.

Table of Audit Fees Comparison

Auditors' remuneration	Fiscal year 2022 (New Auditor) (As proposed)	Fiscal year 2021 (Former Auditor)
1. Audit fees	3,000,000	3,000,000
2. Other expenses	Pay per use	Pay per use

Board's Opinion

The Board of Directors deemed it appropriate to propose to the shareholders meeting to consider and approve the appointment of Ms. Lasita Margut, CPA License No. 9039 or Mr. Nantawat Sumraunhant, CPA License No. 7731 or Mr. Mongkol Somphol, CPA License No. 8444 or Mr. Wee Sujarit, CPA License No. 7103 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the auditor of the Company for the year 2022. Any of the said auditors shall conduct audit works and express the opinion to the Company's financial statements. In case those auditors are not able to perform their function, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited shall provide its other auditor to perform duties instead. In this regard, the auditors nominated for appointment to be the Company's auditors in this year are the first year of the auditor's services and have not provided any other services for the Company and have no relation or interest with the Company, subsidiaries, executives, major shareholders or any other party related thereto and their remuneration for audit works in 2022 is totaling Baht 3,000,000 per annum.

The auditors as detailed above have no relation or interest with the Company, executives, major shareholders or any other party related thereto (The auditors' details are appear in the Enclosure No.6).

The subsidiary's auditor is a certified public accountant from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, as well as the Company's auditor.

Voting Requirement

This agenda requires the majority of votes of the shareholders in attendance and exercise their votes.

Agenda 8 To consider and approve the change of the Company's head office's address and the amendment to the Company's Memorandum of Association Clause 5.

Fact and Reasons.

Due to the increase of the Company's branches, the Company needs more space to store its products. Therefore, the Company purchased land for warehouse and relocated its head office to the same area.

Board's Opinion

The Board of Directors deemed it appropriate to propose to the shareholders' meeting for consideration and approval for the change of the Company's head office's address.

Old Address

37, Soi Sirikasem 7, Bang Pai Sub-District, Bang kae District, Krung Thep Maha Nakhon

New Address

99/4 Moo 10, Bang Muang Sub-District, Bang-Yai District, Nonthaburi

And the Company's Memorandum of Association Clause 5. Shall be amended as follows:

Clause 5 The Company's head office is located at Nonthaburi Province.

Voting Requirement

This agenda requires the approval of the Meeting no less than three-fourths of the total votes of the shareholders attending the Meeting and entitled to vote.

Agenda 9 Other business (if any)

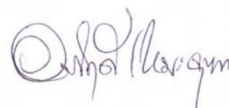
Shareholders are invited to attend the meeting on the date, time and place as specified above. For any shareholder who wishes to appoint a proxy to attend and vote on their behalf, please complete the attached proxy form either form A or B before attending the meeting. For any foreign shareholder who appoints a custodian in Thailand for shares depository, please use the attached proxy form either form A, or B, or C.

If you are unable to attend the 2022 Annual General Meeting, you may appoint an independent director, whose CV is attached to the proxy form, as your proxy to attend and vote at the AGM on your behalf.

The Company has fixed 14 March 2022 as the record date for determining the list of shareholders who are entitled to attend the 2022 Annual General Meeting and to receive the dividend payment

Yours sincerely,

Healthlead Public Company Limited



(Mrs. Aphirudee Hemachudha)

Chairman of The Board of Directors