

**Criteria of granting shareholders' right to propose matters as the 2023 Annual General Meeting of
Shareholders' agenda items of
Healthlead Public Company Limited**

1. Objective

Healthlead Public Company Limited (“The Company”) is aware of the importance of shareholders and, as to comply with the Company’s policy of treating each of shareholders equally and fairly according to good corporate governance, the Company, thus, provides to shareholders the opportunity to propose the agenda items for the Company’s Annual General Meeting of Shareholders under the rules and conditions of the Company.

2. Qualification of Shareholders

- 2.1 Being a shareholder or shareholders of the Company holding accumulative shares of not less than five percent of the total voting shares of the Company as of the date of proposing the matters as the agenda items and/or the eligible persons to be director(s) of the Company, provided that either one of shareholder or many shareholders may jointly propose such matters.
- 2.2 Being shareholder(s) of the Company holding shares as mentioned in 2.1 constantly of not less one year and remaining the holding such shares at the date proposed until the date of the Annual General Meeting in such year.

3. Criteria and procedures for the proposal

- 3.1 The Company reserves the right not to include the following matters in the agenda.
 - (1) The proposed matter violates the law, rules, regulations of government agencies or other governing agencies or do not comply with the objectives, articles of association, the shareholders’ resolutions, the good corporate governance or code of conduct of the Company.
 - (2) The proposed matter is beneficial for a specific person or groups or unbeneficial for the Company’s business operation.
 - (3) The proposed matter is beyond the authority of the Company.
 - (4) The proposed matter is already operated by the Company.
 - (5) The proposed matter is relevant to the operation of the Company and shareholders did not indicate any reasonable suspicion about the irregularity of such matter.
 - (6) The proposed matter is within the scope of authority of the Board of Directors unless it causes a significant effect on the Company and/or the shareholders in general.

- (7) The proposed matter that the shareholders has already been proposed to the shareholders' meeting during the previous 12 months and was casted by the votes of less than 10 percent of total voting shares, provided that the facts of the matter shall have not been changed significantly.
- (8) Matter which the information and evidence provided by shareholders is incomplete or incorrect or the supporting document are ambiguous or contains an incorrect information.
- (9) The proposed matter that the Board of Directors consider that it is unnecessary to include as an item on the agenda, provided that the Board of Director shall have reasonable grounds and shall be able to clarify to the shareholders for their understanding.
- (10) The matter that is normally required by law to be considered at the shareholders' meeting and the Company has set them as agenda in every meeting.
- (11) The matter is proposed by the shareholder who is not qualified and is not complied with the Company's criteria, or a shareholder does not comply with the rules of the Company in such matters.

3.2 Conditions and procedures for the considerations:

- (1) The shareholder shall arrange to have a letter proposed matters to be included in the agenda's meeting and submit the form of the proposal matters as the 2023 Annual General Meeting of Shareholders' agenda items downloaded from the Company's website: <http://www.healthleadgroup.com> with complete and accurate verification identity documents by explicitly specifying that such matter is for acknowledgment, for consideration, or for approval with a summary of the brief important details and attach with supporting documents. In the case of more than one agenda items are proposed, shareholder shall provide all details in such form of proposal matters as the agenda items of the meeting.

In the case of the agenda items proposed by accumulative shares by many of shareholders, all of such shareholders shall complete their information and affix their signatures as the evidence then gather all of those forms together submitted in one set.

- (2) The Company Secretary shall be responsible to initially review the agenda item proposed including documents or relevant evidence before propose to the Board of Directors for the further consideration.
- (3) The Board of Directors shall consider the appropriateness of the proposal which shall be included in the agenda of the Annual General Meeting which specified as an agenda proposed by the shareholders. For proposals disapproved by the Board of Directors, the Board of Directors will inform the disapproval to the shareholder and give the clarification in the Invitation to the Annual General Meeting of shareholders as well as inform to the shareholders' meeting. The results of the Board's consideration are final.

4. Contact

A shareholder can submit the Form of the proposal matters as the 2023 Annual General Meeting of Shareholders' agenda items and the relevant documents to the Company's Secretary at the address provided hereinafter from October 3, 2022 to December 31, 2022. The Company shall consider the postal stamp in front of the envelope no later than date December 31, 2022.

Company Secretary

[the Company's Address] 275 Pradit Manutham Rd., Wang Thong Lang Sub-District,
Bangkok

Or unofficially send the proposal via the e-mail: companysecretary@healthleadgroup.com prior to the submission of the original with the relevant documents.

5. Documents and Evidence for Consideration

5.1 Identity Verification Documents

A shareholder shall provide the following evidences and affix the signature to certify true copy by the shareholder or by the authorized directors of such entity (as the case may be).

- (1) The evidence of the shares held, i.e., Certification from a securities company or Thailand Securities Depository Co., Ltd., or share certificate certified true copy.
- (2) The evidence of shareholder's identity.

Natural Person : a certified true copy of an identification card or government officer identification card or driving license or passport or alien identification card (in the case of a foreign shareholder) which are not expired.

In the case that the shareholder changes the title, first name, last name, a copy of evidence of such change must be attached.

Juristic Person : A copy of the juristic person's certificate, not older than 3 months of issuance, certified by authorized person of such entity, together with certified true copies of authorized director's identification card or the government officer identification card or passport or alien identification card, which are not expired and certified by Notary Public in the case of the foreign juristic person registered abroad.

Form of the proposal matters as the 2023 Annual General Meeting of Shareholders' agenda items of Healthlead Public Company Limited

I, (Mr./Mrs./Ms./etc.).....

Residing at.....

Tel..... Fax..... E-mail.....

Being the shareholder of Healthlead Public Company Limited, holding.....shares,

Would like to propose the matters as the Annual General Meeting of Shareholders' agenda items of the year.....

Subject:
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Objective: [] to approve [] to acknowledge [] to consider

The reasons and details are as follows:
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and provide supporting documents for the proposal above..... pages in total.

I hereby certify that all information written in this form, the evidence of shares' held, and other supporting documents are correct and affix the signature as evidence below.

Signed.....Shareholder's Signature

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Date.....