



Invitation to the 2023 Annual General Meeting of Shareholders Of

Healthlead Public Company Limited

12 April 2023 at 10.00 a.m.

At Ratchada Ballroom, 6th floor SC Park Hotel, 474 Soi
Ramkhamhaeng 39 (Thepleela 1), Plubpla Sub-district,
Wangthonglang District, Bangkok

Date 10 March 2023.

Subject Invitation to the 2023 Annual General Meeting of Shareholders

To Shareholders of Healthlead Public Company Limited

Enclosure 1. Copy of the minutes of the 2022 Annual General Meeting of Shareholders

 2. Annual Registration Statement/ Annual Report (56-1 One Report Form) comprising of financial statemet for the fiscal year ended 31 December 2022 in the QR-Code format

 3. Profiles of the nominated candidates for the election of directors in replacement of those to be retired by rotation

 4. Definition of an Independent Director

 5. Profiles of the Auditor for the year 2023

 6. Draft of specific Articles in the Articles of Association proposed to be amended

 7. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the meeting

 8. The Company's Articles of Association in relation to the Annual General Meeting of Shareholders

 9. Proxy Form

 10. Profiles of the independent directors proposed as proxies by the Company

 11. Map of the meeting venue

 12. Privacy Notice

The Board of Directors of Healthlead Public Company Limited (the “**Company**”) resolved to hold the 2023 Annual General Meeting of Shareholders on 12 April 2023 at 10.00 a.m. at **Ratchada Ballroom, 6th floor** SC Park Hotel, 474 Soi Ramkhamhaeng 39 (Thepleela 1), Plubpla Sub-district, Wangthonglang District, Bangkok. Additionally, the Company gave shareholders the opportunity to propose matters to be included in the meeting agenda from October 3, 2022 until December 31, 2022 The Company announced publicly on the Company’s website and informed through the Stock Exchange of Thailand. It appeared that there was no shareholder proposing any agenda for the meeting. The company has determined the agenda for the meeting. to consider as follows:

Agenda 1 To acknowledge the minutes of the 2022 Annual General Meeting of Shareholders.

Fact and reasons

The 2022 Annual General Meeting of Shareholders of the Company was held on 22 April 2022 the copy of the minutes was recorded in accordance with the shareholders’ resolution and submitted to the Stock Exchange of Thailand and Ministry of Commerce within the specified period.

Board's Opinion

The Board of Directors deemed it appropriate to propose the shareholders meeting to acknowledge the Minutes of the 2022 Annual General Meeting of Shareholders held on 22 April 2022 and it was accurately recorded according to the meeting resolution. A copy of the Minutes is attached as Enclosure No. 1.

Voting Requirement

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

Agenda 2 To acknowledge the Company's 2022 operating results.

Fact and reasons

The Company has prepared the Company's operating result report for the year 2022 as it appears in the annual report for the year 2022 (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 appears in Enclosure No. 2.

Board's Opinion

The Board of Directors deemed it appropriate to report the operating results of the Company for the year 2022 to the meeting of shareholders. The detail is attached as Enclosure No. 2

Voting Requirement

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

Agenda 3 To consider and approve the Company's audited consolidated financial statements for the year ended 31 December 2022

Fact and reasons

To be in line with section 112 of the Public Limited Companies Act B.E. 2535 (1992), which determined that the board of directors must prepare a balance sheet and a profit and loss account as of the end of the Company's fiscal year and must arrange for the auditor to examine the such statement of financial position and profit and loss account before proposing it to the shareholders' meeting. annual general meeting for consideration and approval.

The Board of Directors has arranged the financial statements for the fiscal year ended at 31 December 2022 certified by auditors as well as verified by the 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. 2). The summary is as follows:

List	Year 2021	Year 2022
Total Assets	1,288,185,087	1,118,302,788
Total Liabilities	346,197,787	252,413,380
Revenue	1,538,212,951	1,216,371,669
Annual Net Profit	118,229,097	79,663,980
Basic Earnings Per Share	0.43	0.39

Board's Opinion

The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the Company's audited consolidated financial statements for the year ended 31 December 2022 which certified by auditors as well as verified by the Audit Committee. Additionally, it appears 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) which be sent to shareholders together with AGM Invitation (see details in **Enclosure No. 2**)

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 dividends in respect of the Company's operating results for the year 2022 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 business of the Company especially the Company's business each year after corporate income tax withholding and legal reserves allocation according to the law and the Company's Articles of Association. However, the Company may consider paying dividends differently from the specified policy depending on the business profit, financial positions, liquidity, necessity for working capital and business expansion plan in future including economic conditions.

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 118,229,097 Baht and according to the separate financial statement the Company had net profit of 118,229,097 Baht.

Board of Director's Opinion

The board of directors deemed it appropriate to propose to the shareholder meeting for consideration and approval the dividend payment derived from the retained earnings and the net profits from operating results for the year 2022 at the rate of 0.18 Baht per share, for **272,000,000** shares, equivalent to 48,960,000 Baht, paid to the shareholders who are entitled to receive the dividend payment on 13 March 2023 (Record Date) and the dividend payment is fixed to pay to the shareholders within 11 May 2023. Therefore, the dividend ratio pay-out for 2022 including the interim dividend compared to Separate Financial Statement is at 41.41, 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 2023 Annual General Meeting of Shareholders.

Comparison of the dividends payment for the operating results of 2021 and 2022

Details of dividend payment	2022 (as proposed)	2021
1. Net profit derived from operating performance	118,229,097	79,663,980
2. Number of shares	272,000,000	272,000,000
3. Interim Dividend pay-out per share	-	0.12
Interim dividend pay-out	-	24,000,000
Annual dividend pay-out per share	0.18	0.16
Annual dividend pay-out	48,960,000	43,520,000
4. Total amount dividend paid	48,960,000	67,520,000
5. Dividend Pay-out Ratio (%) comparing to net profit according to financial statement	41.41	84.76

Besides, The Company has proposed to the shareholders' meeting to consider and approve the allocation of the profit equivalent to 5,660,259 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 directors who shall retire by rotation in the 2023 Annual General Meeting are as follows:

- | | |
|-------------------------------|----------------------|
| 1. Ms. Ampaivan Limprapassorn | Independent Director |
| 2. Mr. Thanasak Kulrattanak | Independent Director |

The Company has given shareholders the opportunity to nominate qualified persons for consideration and election as directors in advance from October 3, 2022 to December 31, 2022, through the Company's website and it appeared that no shareholder nominated an appropriate person to be elected as the Company's director.

Criteria for the selection of the person to be the director of the Company have not been considered by the Nomination and Remuneration Committee since the Company has not yet appointed the Nomination and Remuneration Committee. However, it was jointly considered by the Company's Board of Directors, which proposed the appropriate person to the shareholders' meeting for consideration by considering the structure of the Board of Directors and the qualifications of both directors and deemed that the directors' qualifications are in accordance with the law on public limited companies, the Securities and Exchange Law, and other related laws (if any). Furthermore, they have qualifications, knowledge, abilities, and experience that are appropriate for the company's business, and their previous performance as a director of the company has been beneficial to the company. Moreover, both directors do not have any prohibited qualifications and do not operate any business or hold shares in any business that competes with the Company's operations. Besides, the Board of Directors has considered that the persons nominated as independent directors will be able to express their opinions independently on the Company's operations. and have qualifications in accordance with the laws related to the requirements relating to independent directors Details of the definition of independent directors appear in **Enclosure No. 4**.

Details of shareholding by nominated directors.

Persons nominated to be a director	Number of shares	Voting rights
1. Ms. Ampaivan Limprapassorn	-	-
2. Mr. Thanasak Kulrattanak	150,000	150,000

Board's Opinion

The Board has carefully considered that it is appropriate to propose to the Annual General Meeting of Shareholders for the approval of the re-appointment of (1) Ms. Ampaivan Limprapassorn (2) Mr. Thanasak Kulrattanak who are directors retired by rotation as the Company's director for another term. Details of the profiles of both candidates directors appear in **Enclosure No. 3**.

In this regard, the person nominated this time has been considered in accordance with the specified nomination process. and has qualifications in accordance with the law on public limited companies Securities and Exchange Law, and other related laws (if any) and is suitable for the business of the company and independent directors are qualified according to the laws related to the requirements relating to independent directors.

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.

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). It found that the remuneration of directors set by the company was close to the overall average of the market.

Board's Opinion

The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the directors' remuneration 2023 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 2022 and 2023

Directorship	Meeting Allowance (Baht/Time)	
	2023 (As proposed)	2022
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

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. 2**.

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 qualification of the Company's auditor by considering the independence and remuneration and have deemed and proposed 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 2023. The audit's fee is in the amount of 3,000,000 Baht per annum.

Table of Audit Fees Comparison

Auditors' remuneration	Fiscal year 2023 (New Auditor) (As proposed)	Fiscal year 2022 (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 2023. Any of the said auditors shall conduct audit works and express their 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 another auditor to perform duties instead. In this regard, the auditors nominated for appointment to be the Company's auditors this year are the second year of their services, have not provided any other services for the Company, and have no relation to or interest in the Company, subsidiaries, executives, major shareholders or any other party related thereto. Their remuneration for audit work in 2023 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 appear in the **Enclosure No.5**).

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 amendment to the Company's Articles of Association

Fact and reasons

In accordance to the amendment to the Public Limited Companies Act B.E. 2565, regarding the calling for the board of directors meeting by directors and the period of sending notice of the board of directors' meeting and sending of letters, documents, or meeting notices, the publication, and the appointment of a proxy by electronic means, it shall be deemed appropriate to amend the Articles

of Association of the Company as to be aligned with the Public Limited Companies Act B.E. 2565 (as amended).

Board's Opinion

The board of directors deemed it appropriated to propose the shareholders' meeting to consider and approve the amendment to Clause 22, 27, 35, 36, 38, 39, 46, 47 and 68 of the Articles of Association in accordance with the amended Public Limited Companies Act, details of which are shown in the Articles of Association of the Company, **Enclosure No. 6.**

Voting Requirement

This agenda requires A vote of not less than 3 in 4 of the total number of votes of shareholders who attend the meeting and have right 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 2023 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 13 March 2023 as the record date for determining the list of shareholders who are entitled to attend the 2023 Annual General Meeting and to receive the dividend payment

Yours sincerely,

Healthlead Public Company Limited



(Mrs. Aphirudee Hemachudha)
Chairman of The Board of Directors