



Invitation to the 2024 Annual General Meeting of Shareholders  
Of  
Healthlead Public Company Limited

12 April 2024 at 10.00 a.m.

---

At Ratchayothin Room, 20<sup>th</sup> Floor, The Bazaar Hotel Bangkok, No. 5 Ratchadapisek  
Road, Chompon, Chatuchak, Bangkok

Date 18 March 2024.

Subject Invitation to the 2024 Annual General Meeting of Shareholders

To Shareholders of Healthlead Public Company Limited

Enclosure

1. Copy of the minutes of the 2023 Annual General Meeting of Shareholders
2. Annual Registration Statement/ Annual Report comprising of financial statement for the fiscal year ended 31 December 2023 in the Link 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 2024
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 meeting venue
11. Privacy Notice

The Board of Directors of Healthlead Public Company Limited (the "Company") resolved to hold the 2024 Annual General Meeting of Shareholders on 12 April 2024 at 10.00 a.m. at Ratchayothin Room, 20<sup>th</sup> Floor, The Bazaar Hotel Bangkok, No. 5 Ratchadapisek Road, Chompon, Chatuchak, Bangkok. The Company, therefore, determined the agenda for the meeting, to consider as follows:

Agenda 1 To acknowledge the minutes of the 2023 Annual General Meeting of Shareholders.

Fact and reasons

The 2023 Annual General Meeting of Shareholders of the Company was held on 12 April 2023 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 and uploaded on the Company's website (www.healthleadgroup.com) for disclosing to shareholders and general investors. It appeared that no shareholder objected or requested for amendment.

Board's Opinion

The Board of Directors deemed it appropriate to propose the shareholders meeting to acknowledge the Minutes of the 2023 Annual General Meeting of Shareholders held on 12 April 2023 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 2023 operating results.

Fact and reasons

The Company has prepared the Company's operating result report for the year 2023 as it appears in the annual report for the year 2023 under Part 4, Subject: Financial Statements and Management Discussion and Analysis, re: Financial Statements which has been provided to the shareholders in the Link format attached hereto (<https://www.set.or.th/en/market/product/stock/quote/HL/financial-statement/company-highlights>),(<https://weblink.set.or.th/dat/news/202402/1677NWS290220240652120986E.pdf> ) 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 2023 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 2023

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 2023 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 2023	Year 2022
Total Assets	1,382,345,400	1,288,185,087
Total Liabilities	414,294,703	346,197,787
Revenue	1,659,312,456	1,538,212,951
Annual Net Profit	74,678,566	118,229,097
Basic Earnings Per Share	0.27	0.43



### Board's Opinion

The Board of Directors deemed it appropriate to propose to the meeting of shareholders to approve the Company's audited financial statements for the year ended 31 December 2023 certified by auditors as well as verified by the Audit Committee, and has been appeared in the 2024 Annual Report Part: 4, Subject: Financial Statements and Management Discussion and Analysis, re: Financial Statements in the link format (<https://www.set.or.th/en/market/product/stock/quote/HL/financial-statement/company-highlights>), (<https://weblink.set.or.th/dat/news/202402/1677NWS290220240652120986E.pdf>) which was 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 2023

### 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 of the Company each year, after deduction of corporate income tax and legal reserves allocation according to the law. However, the Company may consider paying dividends differently from the specified policy subject to the operating result, financial positions, liquidity, and necessity for utilizing of working capital in management and business expansion plan in future including economic conditions.

According to the Financial Statement ended 31 December 2023 certified by auditor, the Company had the net profit according to the Company's operating results equivalent to 74,678,566 Baht and according to the separate financial statement the Company had net profit of 74,678,566 Baht.

### Board of Director's Opinion

The board of directors deemed it appropriate to propose to the shareholder meeting for consideration and approval on the dividend payment derived from the retained earnings and the net profits from operating results for the year 2023 at the rate of 0.15 Baht per share, for 272,000,000 shares, equivalent to 40,800,000 Baht, paid to the shareholders whose name appeared on the record date for the



determination of the list of shareholders who are entitled to receive the dividend payment, on 14 March 2024 (Record Date) and the dividend payment is fixed to pay to the shareholders within 10 May 2024. Therefore, the dividend ratio pay-out for 2023 including the interim dividend compared to Separate Financial Statement is at 54.63, which is 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 2024 Annual General Meeting of Shareholders.

Ccomparison of the dividends payment for the operating results of 2022 and 2023

Details of dividend payment	2023 (as proposed)	2022
1. Net profit derived from operating performance	74,678,566	118,229,097
2. Number of shares	272,000,000	272,000,000
3. Interim Dividend pay-out per share	-	-
Interim dividend pay-out	-	-
Annual dividend pay-out per share	0.15	0.18
Annual dividend pay-out	40,800,000	48,960,000
4. Total amount dividend paid	40,800,000	48,960,000
5. Dividend Pay-out Ratio (%) comparing to net profit according to financial statement	54.63	41.41

The Company has been allocated 10 percent of the Company's registered capital as a legal reserve; thus, no additional legal reserve shall be required.

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 election 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 2024 Annual General Meeting are as follows:

1. Mrs. Aphirudee Hemachudha Independent Director
2. Mrs. Mataya Bhandhukanonda Director
3. Mr. Thatchaphon Chonwattanasakul Director

Criteria for nomination of persons to be the Company's directors has not been considered by the Nomination and Remuneration Committee since the Company has not yet appointed the Nomination and Remuneration Committee but, it was jointly considered by the Company's Board of Directors, to propose for the appropriate person for the shareholders' meeting's consideration. By considering the structure of the Board of Directors and the qualifications of 3 directors, it 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, 3 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. Mrs. Aphirudee Hemachudha	150,000	150,000
2. Mrs. Mataya Bhandhukanonda*	56,375,000	56,375,000
3. Mr. Thatchaphon Chonwattanasakul	11,800,000	11,800,000

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) Mrs. Aphirudee Hemachudha (2) Mrs. Mataya Bhandhukanonda and (3) Mr. Thatchaphon Chonwattanasakul who are directors retired by rotation as the Company's director for another term. Details of the profiles of 3 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 2024 which will be paid as the meeting allowance at the same rate as in 2023. 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. The meeting allowance will be paid for those who attend the meeting only.
2. The director who is paid 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 2024 and 2023

Directorship	Meeting Allowance (Baht/Time)	
	2024 (As proposed)	2023
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 Magut, CPA License No. 9039 or Mr. Wee Sujarit, CPA License No. 7103 or Ms. Pensri Thamvarodom CPA No. 4923 or Ms. Waraporn Kriengsuntornkij CPA No. 5033 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the auditor of the Company for the year 2024. The audit's fee is in the amount of 3,000,000 Baht per annum, exclusive of disbursement.

#### Table of Audit Fees Comparison

Auditors' remuneration	Fiscal year 2024 (New Auditor) (As proposed)	Fiscal year 2023 (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 Magut, CPA License No. 9039 or Mr. Wee Sujarit, CPA License No. 7103 or Ms. Pensri Thamvarodom CPA No. 4923 or Ms. Waraporn Kriengsuntornkij CPA No. 5033 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the auditor of the Company for the year 2024. 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 third 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 2024 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 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 2024 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.

In addition, the Company would like to invite the shareholders to submit questions related to the agenda in advance by sending inquiries with names / shareholder registration numbers / telephone numbers and others (if any) which can be contacted to E-mail : [info@healthleadgroup.com](mailto:info@healthleadgroup.com) or registered mail to "Company Secretary" Healthlead Public Company Limited, 275 Pradit Manutham Road, Wangthonglang Subdistrict, Wangthonglang District, Bangkok 10310 within 1 April 2024.

The Company has fixed 14 March 2024 as the record date for determining the list of shareholders who are entitled to attend the 2024 Annual General Meeting and to receive the dividend payment.

Yours sincerely,

Healthlead Public Company Limited



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