



Invitation to the 2025 Annual General Meeting of Shareholders  
Of  
Healthlead Public Company Limited

25 April 2025 at 10.00 a.m.

At Rama 9 Room, 6<sup>th</sup> Floor, SC Park Hotel, No. 474, Soi Ramkhamhaeng 39  
(Thepleela 1), Phubpla Sub-district, Wangthonglang District, Bangkok

The Company used an e-Proxy Voting service provided by Thailand Securities Depository Co., Ltd. to facilitate and add more channels of the exercise of voting right to shareholders. The Shareholders can learn more details of an e-Proxy Voting service at <https://www.set.or.th/th/tsd/services/investors/e-services/e-proxy-voting>

Date 24 March 2025

Subject Invitation to the 2025 Annual General Meeting of Shareholders

To Shareholders of Healthlead Public Company Limited

Enclosure

1. Copy of the minutes of the 2024 Annual General Meeting of Shareholders
2. Annual Registration Statement/ Annual Report (56-1 One Report Form) comprising of financial statement for the fiscal year ended 31 December 2024 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 Auditors for the year 2025
6. Documents or evidence showing the identity of the shareholders or proxies of the shareholders entitled to attend the meeting
7. The Company's Articles of Association in relation to the Meeting of Shareholders
8. Proxy Form
9. Profiles of the independent directors proposed as proxy by the Company
10. Map of the meeting venue
11. Privacy Notice

The Board of Directors of Healthlead Public Company Limited (the "Company") has resolved to hold the 2025 Annual General Meeting of Shareholders on 25 April 2025 at 10.00 a.m. at the Rama 9 Room, 6<sup>th</sup> Floor, SC Park Hotel, No. 474, Soi Ramkhamhaeng 39 (Thepleela 1), Plubpla Sub-district, Wangthonglang District, Bangkok. The Company provided an opportunity for minority shareholders to exercise their rights to propose the meeting agendas in advance to comply with Good Corporate Governance, with the opportunity to propose agendas of the 2025 Annual General Meeting of Shareholders from 1 November 2024 to 1 February 2025. The Company had published the rules and regulations on the Company's website as well as disseminated a notification through the Stock Exchange of Thailand, which no shareholders submitted any proposed agenda items. The Company, therefore, has determined the following agendas for the meeting:

Agenda 1 To acknowledge the minutes of the 2024 Annual General Meeting of Shareholders

Fact and reasons

The 2024 Annual General Meeting of Shareholders of the Company was held on 12 April 2024 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](http://www.healthleadgroup.com)) for disclosing to shareholders and general investors. It appeared that no shareholder objected or requested for amendment.



Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose the General Meeting of Shareholders to acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders held on 12 April 2024 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 2024 operating results

Fact and reasons

The Company has prepared the Company's operating result report for the year 2024 as it appears in the annual report for the year 2024 (56-1 One Report Form) under Part 3, Subject: Financial Statements which has been provided to shareholders in the QR-Code format attached hereto. The detail appears in Enclosure No. 2

Board of Directors' Opinion

The Board of Directors deemed it appropriate to report the operating results of the Company for the year 2024 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.

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Agenda 3 To consider and approve the Company's audited consolidated financial statements for the fiscal year ended 31 December 2024

Fact and reasons

To be in line with section 112 of the Public Limited Company 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 Annual General Meeting of Shareholders for consideration and approval.

The Board of Directors has arranged the consolidated financial statements for the fiscal year ended at 31 December 2024 certified by auditor as well as verified by the Audit Committee in order to propose to the Shareholders' Meeting for consideration and approval in accordance with section 112 of the Public Limited Companies Act B.E. 2535 (1992) with the details specified in Enclosure No. 2. The summary is as follows:



ITEMS (Unit: Baht)	Year 2024	Year 2023
Total Assets	1,499,055,906	1,382,345,400
Total Liabilities	493,231,981	414,294,703
Total Revenue	2,017,894,039	1,659,312,456
Profit (loss) for the year	78,264,188	74,678,566
Basic Earnings Per Share	0.29	0.27

#### Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to approve the Company's audited consolidated financial statements for the fiscal year ended as of 31 December 2024 certified by auditor as well as verified by the Audit Committee, and has been appeared in the 2024 Annual Report (56-1 One Report Form) under Part: 3, Subject: Financial Statements 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 of the year 2024

#### Fact and reasons

Regarding to section 115 of the Public Limited Company 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 for the fiscal year ended 31 December 2024 certified by auditor, the Company had the net profit according to the Company's operating results equivalent to 78,264,188 baht and according to the separate financial statement the Company had net profit of 78,264,188 baht.

**Board of Director's Opinion**

The Board of Directors deemed it appropriate to propose to the Shareholders' Meeting for consideration and approval on the dividend payment derived from the retained earnings and the net profits from operating results of the year ended 2024 at the rate of 0.17 baht per share, for 272,000,000 shares, equivalent to 46,240,000 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 17 March 2025 (Record Date) and the dividend payment is fixed to pay to the shareholders within 15 May 2025. Therefore, the dividend ratio pay-out for year 2024 compared to net profits according to Separate Financial Statement is at 59.08 percent, 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 2025 Annual General Meeting of Shareholders.

**Ccomparison of the dividends payment for the operating results of 2023 and 2024**

Details of dividend payment	Year 2024 (as proposed)	Year 2023
1. Net profit derived from operating performance	78,264,188	74,678,566
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	0.17	0.15
Annual dividend pay-out	46,240,000	40,800,000
4. Total amount dividend paid	46,240,000	40,800,000
5. Dividend Pay-out Ratio (%) comparing to net profit according to financial statement	59.08	54.63

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 approval by 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 Company Act B. E. 2535 (1992) and clause 18 of the Company's Article of Association, 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. Directors who shall be retire 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. directors who retire by rotation may be re-elected. The directors who shall retire by rotation in the 2025 Annual General Meeting are as follows:

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

The Company has given shareholders the opportunity to nominate qualified persons for consideration and election as directors according to the nomination process in advance from 1 November 2024 to 1 February 2025, through the news system of the Stock Exchange of Thailand and the Company's website and it appeared that no shareholder nominated an appropriate person to be elected as the Company's 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. However, it was jointly considered by the Company's Board of Directors to propose for the suitable person to the shareholders' meeting for consideration. By considering the structure of the Board of Directors and the qualifications of 2 directors individually, it deemed that the directors' qualifications are in accordance with the law on public limited company, law on the Securities and Exchange, 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, 2 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 person nominated as independent director will be able to express his opinions independently on the Company's operations and has qualifications in accordance with the laws related to the independent directors' requirements relating, details of the definition of independent directors appear in Enclosure No. 4.



Details of shareholding by nominated directors. (Information as of 17 March 2025)

Persons nominated to be a director	Number of shares	Voting rights
1. Mr. Supakorn Bhandhukanonda	66,136,000	66,136,000
2. Mrs. Marayart Teeratomorn	150,000	150,000

#### The Board of Directors' Opinion

The Board of Directors has carefully considered that it is appropriate to propose to the General Meeting of Shareholders for the consideration and approval of the re-appointment of (1) Mr. Supakorn Bhandhukanonda (2) Mrs. Marayart Teeratomorn who are directors retired by rotation shall be re-elected as the Company's director for another term. Details of the profiles of 2 candidates' directors appear in Enclosure No. 3.

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

#### Voting Requirement

This agenda requires the approval by 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 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.

#### Board's Opinion

The Board of Directors has determined the director's remuneration based on the director's performance and comparative data referring to other companies in the same business with similar size and characteristic of business as well as the survey results of directors' remuneration of the Thai Institute of Directors (IOD) so that the Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders for consideration and approval the directors' remuneration for the year 2025 which will be paid as the meeting allowance. The details are as follows.



Position	Meeting allowance (Baht/Person/Time)
Chairman of the Board	25,000
Director	15,000
Chairman of the Audit Committee	20,000
Audit Committee	15,000

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 employee will not receive remuneration for acting as the Company's director.

Comparison of the remuneration paid to directors for 2025 and 2024

Position/Components of Remuneration	Meeting Allowance (Baht/Time)	
	Year 2025 (As proposed)	Year 2024
Chairman of the Board	25,000	20,000
Director	15,000	10,000
Chairman of the Audit Committee	20,000	15,000
Audit Committee	15,000	10,000

The Board of Directors and sub-committees of the Company do not receive any other benefits than meeting allowance as abovementioned details. Details of the scope of duties and responsibilities of the Board of Directors and sub-committees appear on the 2024 Annual Report (Form 56-1 One Report) under Part 2, Subject: Corporate Governance The details are as shown in the Enclosure No. 2.

Voting Requirement

This agenda requires the 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 auditors, and their remuneration

Fact and reasons

Regarding to the section 120 of the Public Company Limited Act B.E. 2535 (1992), and clause 63 and 64 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 consecutive years from the date of vacancy of their duty.

#### The Audit Committee's Opinion

The Audit Committee of the Company has considered the qualification of the Company's auditor based on their independence and remuneration. The Audit Committee deemed and proposed the appointment of Ms. Lasita Margut, CPA License No. 9039, or Ms. Waraporn Kriengsuntornkij CPA No. 5033, or Mr. Wee Sujarit, CPA License No. 7103, or Mr. Kiatniyom Kuntisook CPA License No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the auditor of the Company for the year 2025. The audit's fee is in the amount of 3,100,000 baht per annum.

#### Comparative Table of Audit Fees

Auditors' remuneration	Fiscal year 2025 (New Auditor) (As proposed)	Fiscal year 2024 (Former Auditor)
1. Audit fees	3,100,000	3,000,000
2. Other expenses	Actual cost	Actual cost

#### The Board of Directors' Opinion

The Board of Directors deemed it appropriate to propose to the General Meeting of Shareholders to consider and approve the appointment of Ms. Lasita Margut, CPA License No. 9039, or Ms. Waraporn Kriengsuntornkij CPA No. 5033, or Mr. Wee Sujarit, CPA License No. 7103, or Mr. Kiatniyom Kuntisook CPA License No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the auditor of the Company for the year 2025. Any of the said auditors shall perform the audit and expression 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 auditor nominated for appointment to be the Company's auditor this year is the fourth year of their services, has not provided any other services for the Company, and has no relation to or interest in the Company, subsidiaries, executives, major shareholders or any other party related thereto. Their remuneration for audit fee in 2025 is in total 3,100,000 baht per annum, excluding other expenses. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited provided a service to prepare a performance report according to the agreed method for destroying goods; this report was prepared to be used as information for Icare Health Co., Ltd. in accordance with the announcement of the Revenue Department No. Por. 79/2541 for the amount of 25,000 baht.



The auditors as proposed 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 approval by majority of votes of the shareholders in attendance and exercise their votes.

**Agenda 8**      To consider other agenda

Shareholders are invited to attend the meeting on the date, time and place as specified above. For any shareholders who wishes to appoint another person 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 shareholders who appoints a custodian in Thailand for shares depository, please use the attached proxy form either form A, or B, or C.

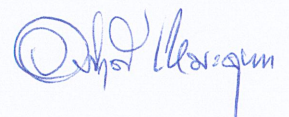
In the event that a shareholder is unable to attend the 2025 Annual General Meeting, you may appoint a proxy to an independent director of the Company, as details attached to the proxy form, to attend and vote on your behalf.

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, No. 99/4, Moo 10, Bang Muang Sub-District, Bang-Yai District, Nonthaburi Province 11140 within 11 April 2025.

The Company has fixed 17 March 2025 as the record date for determining the list of shareholders who are entitled to attend the 2025 Annual General Meeting and to receive the dividend payment

Yours sincerely,

Healthlead Public Company Limited



(Asst. Prof. Aphirudee Hemachudha)  
Chairman of The Board of Directors