

## The criteria for the shareholders to propose the AGM agenda and a qualified candidate for directorship

November 29, 2021

Health Empire Corporation Public Company Limited (HEMP) invites its shareholders to propose agenda for consideration to be included in its meeting agenda, and to propose individual with appropriate qualification for director appointment consideration at the Annual General Shareholders' Meeting for the year 2022 scheduled to convene within April of 2022.

To treat all shareholders equally and to promote shareholder participation in matters of importance to the Company, which is a part of the Company's good corporate governance shareholders are invited to submit issues mentioned from December 1, 2021 until January 31, 2022. Nonetheless the Board of Directors reserves the right to consider appropriate agenda for the best interest of the Company, and its shareholders, and shall incorporate appropriate supplementary agenda at the shareholders' meeting, with reference to the criteria below.

### 1. Qualification of the Shareholder

Shareholder who has the right to propose an AGM agenda or a qualified candidate for directorship must possess the following qualification;

- 1.1 be the Company's shareholder, with shares holding minimum shares of not less than 0.25% of total number of the voting right either for one shareholder or combined shareholders, and
- 1.2 must have the evidence of share held, such as copies of certificate of shares held issued by securities company, or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

### 2. Proposal of the AGM Agenda

2.1 The proposal that will not be included as the AGM agenda

- (1) Matter relating to normal business of the Company
- (2) Matter that is beyond authority of the Company
- (3) Matter that shareholders already proposed in shareholders' meeting within the past 12 months and was supported by less than 10% of total number of the voting right, provided that the facts of said matters have not yet change significantly
- (4) Matter proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth.
- (5) Matter unlike to benefit the Company

- (6) Matter or evidence sufficed by shareholders is incomplete or untrue or ambiguous.
- (7) Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- (8) Matter that violates to the laws, rules, regulations of the government agencies or other regulatory bodies or is not complied with the objectives or articles of association of the Company
- (9) Matter, as stipulated by laws, for AGM consideration, which has been pursued regularly by the Company.
- (10) Matter already undertaken by the Company

## 2.2 Procedure to propose an AGM Agenda

- (1) The shareholder who possesses qualifications according to Item 1 above must fill in the “Propose Agenda Form for Annual General Shareholders’ Meeting for the year 2015” (“Form A”) with his/her signature. In case many shareholders have unified to propose AGM agenda, each shareholder must fill in **Form A** and sign their names as evidence separately and gather into one set.
- (2) Shareholder must enclose the following documents with **Form A**
  - (a) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (“SET”) or Thailand Securities Depository Co., Ltd.
  - (b) *In case shareholder is an individual*
    - A copy of identity card/ government officer identity card/ driver’s license/ passport or alien identity card, which has not expire, must be enclosed and certified true and correct by that shareholders.
  - (c) *In case shareholder is a juristic person:*
    - A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and
    - A copy of identity card/ government officer identity card/ driver’s license/ passport or alien identity card of the authorized person(s), which has not expire, must be enclosed and certified true and correct by that person(s).
- (3) Shareholder may send **Form A** together with the required documents to the Company unofficially via [www.hempcorp.co.th](http://www.hempcorp.co.th) before submitting the original copy via registered mail to:-

Company Secretary  
Health Empire Corporation Public Company Limited  
19 Ramkhamhaeng 22 (Chittranukhro), Ramkhamhaeng RD., Huamark Sub-District,  
Bangkapi District, Bangkok 10240

within January 31, 2022. The Company Secretary will initially review the accuracy and completeness of Form and the required documents for the Board's consideration. In the case that the proposed matters have been included in the AGM agenda, it will be remarked as "agenda form shareholders" in the notice to shareholders. In the case that the Board of Directors denied the proposed matters, the Board of Directors will inform the rationales at the annual general shareholders' meeting.

### 3. The Nomination of a Qualified Candidate for Directorship

- 3.1 The shareholder who possesses qualifications according to Item 1 above must fill in the "Nominated Qualified Candidate for Directorship Form" ("Form B") with his/her signature. In case many shareholders have unified to propose a qualified candidate for directorship, each shareholder must fill in **Form B** and sign their names as evidence separately.
- 3.2 The proposed candidate must fill in the "Resume of Propose Candidate for Directorship" ("**Form C**") with his/her signature.
- 3.3 Shareholder must enclose the documents as mentioned in 2.2 (2) together with the supporting document of candidate's qualification, i.e. a copy of identity card/ government officer identity card/ driver's license/ passport, education and work experience (Curriculum Vitae).
- 3.4 Shareholder may send **Form B** and **Form C** together with the required documents to the Company unofficially via [www.hempcorp.co.th](http://www.hempcorp.co.th) before submitting the original copy via registered mail to:-

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19 Ramkhamhaeng 22 (Chittranukhro), Ramkhamhaeng RD., Huamark Sub-District,  
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within January 31, 2022. The above nomination of a qualified candidate for directorship shall meet scrutiny by the Company Secretary before further submission to the Board's consideration. In the case that the proposed candidates have been nominated for directorship positions, they will be remarked as "proposed by shareholders" in the notice to shareholders.