



Health Empire Corporation Public Company Limited

Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022

via electronic media (E-EGM)

On August 9, 2022 at 8.30 a.m.

Registration opens at 7:30 a.m.

Remark:

1. Shareholders who wish to attend the meeting, please proceed according to the procedure for using the electronic meeting Inventech Connect (Live Streaming) (Enclosures 6 and 7) and for appointing a proxy (Enclosure 8).
2. The petition form registration system will be operational from August 2, 2022 onwards and the registration will end on August 9, 2022 when the meeting is closed.
3. The Company will only conduct the meeting via electronic media and will not provide a meeting space for shareholders in order to prevent the spread of the coronavirus disease 2019 (COVID-19).

July 19, 2022

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 1/ 2022

To Shareholders

Enclosure 1. A Copy of the Minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022

 2. Information Memorandum on Offering and Allocation of Newly Issued Ordinary Shares of Health Empire Corporation Public Company Limited by way of Private Placement and reservation of the right of adjustment for exercise of the right under the Warrants to Purchase Ordinary Shares of the Company Series 2 (HEMP-W2)

 3. Capital Increase Report Form (F 53-4)

 4. Profiles of Independent Directors for shareholders to appoint as proxy

 5. Articles of Association relating to the shareholders' meeting

 6. List of documents that must be presented and delivered to the Company in the registration of the meeting and voting Criteria for counting votes and announcement of results

 7. Procedure for attending the meeting via electronic media and flowchart demonstrating the process to attend the Extraordinary General Meeting of Shareholders No. 1/2022 using electronic media means (E-Meeting) via the app link or scanning the QR Code

 8. Proxy Form B. (It is recommended that shareholders appoint independent directors) (Form A or Form C can be downloaded from www.hempcorop.com)

 9. Privacy Notice for the Shareholders' Meeting

The meeting of the Board of Directors of Health Empire Corporation Public Company Limited (the “**Company**”) No. 5/2022, held on June 3, 2022, has resolved to schedule the Extraordinary General Meeting of Shareholders No. 1/2022 on August 9, 2022 at 8.30 am, by organizing a meeting via electronic media (e-EGM) under the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other relevant regulations to consider the meeting agenda as follows:

Agenda 1 To consider and adopt the minutes of the 2022 Annual General Meeting of the Shareholders

Fact and Reason The Company has prepared the minutes of the 2022 Annual General Meeting of Shareholders, which was held on April 28, 2022, and sent a copy of the said meeting minutes to the Stock Exchange of Thailand (“SET”) and the Department of Business Development Ministry of Commerce as required by law. The details appear in Enclosure, 1, which has been delivered to all the shareholders with this invitation letter.

Boards’ opinion The Board of Directors considered and deemed that the minutes of the 2022 Annual General Meeting of Shareholders, which was held on April 28, 2022, were properly recorded in accordance with the resolution of the meeting. Therefore, it deemed it appropriate to propose that the shareholders’ meeting adopt the minutes of the meeting.

Resolution The resolution for this agenda item must be adopted by a majority of votes of the shareholders present at the meeting and casting their votes.

Given that Agenda 2 and Agenda 3 of the Extraordinary General Meeting of Shareholders No. 1/2022 are interrelated, should either particular item not be approved by the Extraordinary General Meeting of Shareholders No. 1/2022, the remaining interrelated agenda items shall not longer be considered accordingly and the approved agenda items shall be deemed to be cancelled.

Agenda 2 To consider and approve the increase of the Company’s registered capital by THB 49,366,750 from the existing registered capital of THB 533,549,250 to be THB 582,916,000 by issuing not exceeding 49,366,750 new ordinary shares at a par value of THB 1 per share and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital

Fact and Reason The Board of Directors Meeting No. 5/2022, held on June 3, 2022, resolved to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 consider and approve an increase of the Company’s registered capital by THB 49,366,750 from the current registered capital of THB 533,549,250 to be THB 582,916,000 by issuing not exceeding 49,366,750 new ordinary shares at a par value of THB 1 per share by means of (1) offer by the way of private placement in an amount not exceeding 11,250,000 shares; (2) reservation for the right adjustment for exercise of

the right under the Warrants to Purchase Ordinary Shares of the Company Series 2 (HEMP-W2) (the “HEMP-W2 Warrants”) in an amount not exceeding 2,546,800 shares; and (3) offer by the means of General Mandate for offering by way of a Private Placement in an amount not exceeding 35,569,950 shares and approval of an amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital as follows:

“Clause 4.	Registered Capital	:	THB 582,916,000	(Five Hundred Eighty-Two Million Nine Hundred Sixteen Thousand Baht)
	Divided into	:	582,916,000 shares	(Five Hundred Eighty-Two Million Nine Hundred Sixteen Thousand shares)
	Par value per share	:	THB 1.00	(One Baht)
	Classified into	:		
	Ordinary shares	:	582,916,000 shares	(Five Hundred Eighty-Two Million Nine Hundred Sixteen Thousand shares)
	Preferred shares	:	-None-	-“

Boards’ opinion

The Board of Directors has considered and deemed it appropriate to propose that the Extraordinary General Shareholders’ meeting No. 1/2022 consider and approve the increase of the Company’s registered capital and the amendment to Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the Company’s registered capital, including to consider and approve authorizing the Board of Directors or the Executive Committee or Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or Chief Executive Officer to have the power to make any arrangements in relation to the registration of the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to make any

necessary arrangements in compliance with the registrar's order to effect the registration from the details above.

Resolution

The resolution for this agenda requires approval by votes of not less than three-fourths of the total number of shareholders who attend the meeting and have the right to vote.

Agenda 3

To consider and approve the issuance and allocation of not exceeding 49,366,750 new ordinary shares of the Company at a par value of THB 1 per share (1) by offer by the way of private placement in an amount not exceeding 11,250,000 shares; (2) to reserve for the rights adjustment for exercise of the right under the Warrants to Purchase Ordinary Shares of the Company Series 2 (HEMP-W2) in an amount not exceeding 2,546,800 shares; and (3) by offer by means of General Mandate for offering by way of Private Placement in an amount not exceeding 35,569,950 shares at a par value of THB 1 per share.

Agenda 3.1

To consider and approve the allocation of the newly issued ordinary shares by means of an offer by the way of private placement in an amount not exceeding 11,250,000 shares

Fact and Reason

As the Company has the intention to purchase and accept the transfer of ordinary shares in Health Up Company Limited ("HUG") in the amount of 1,000,000 shares at the par value of THB 100 per share, representing 40 percent of the total registered and paid-up shares in HUG, from TF Wealth Company Limited (the "Seller of HUG Shares") (Fourson Group Enterprise Co., Ltd. ("FGE") holds shares in the Seller of HUG Shares in the proportion of 99.997 percent of the total registered and paid-up capital of the Seller of HUG Shares). The Seller of HUG Shares holds the shares in HUG in the amount of 1,000,000 shares, representing 40 percent of the total registered and paid-up shares in HUG. The offering price for HUG's share is equal to THB 180 per share, totaling at the value of not exceeding THB 180,000,000 by reference to the valuation of the ordinary share of HUG conducted by the executive referenced to the discounted cash flow method and the negotiation price between the Company and the Seller of HUG Shares, which based on the internal financial statements by the Company's executive. The payment for HUG shares will be (1) in cash in the amount of THB 90,000,000 and (2) the issuance of newly issued ordinary shares of the Company by way of a private placement offering as payment in kind instead of cash in an amount not exceeding 11,250,000 shares at a par value of THB

1.00 per share, with the offering price of THB 8 per share, totaling THB 90,000,000 to the Seller of HUG Shares as payment in kind for the acquisition and acceptance of the ordinary shares in HUG from the Seller of HUG Shares, representing 3.07% of all issued and paid-up shares of the Company (based on all issued and paid-up shares of the Company after the execution of share allocation pursuant to the Share Purchase Transaction of HUG). Details are in accordance with the Information Memorandum of Health Empire Corporation Public Company Limited Re: Acquisition of Assets Relating to the Acquisition of Ordinary Shares of Health Up Company Limited under Schedule (2). (Articles 1, 2, 3, 5 (3) and 8) (Circular Letter) sent to shareholders on June 17, 2022.

The Board of Directors Meeting No. 5/2022, held on June 3, 2022, therefore, resolved to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 consider and approve the allocation of newly issued ordinary shares in an amount not exceeding 11,250,000 shares at a par value of THB 1 per share with the offering price of THB 8 per share, totaling THB 90,000,000 to offer to the Seller of HUG Shares by way of Private Placement as payment in kind for the Share Purchase Transaction of HUG. In this regard, the Seller of HUG Shares shall pay the purchase price by delivering to the Company 1,000,000 ordinary shares of HUG at a par value of THB 100 per share (representing 40 percent of total registered and paid-up shares in HUG) instead of making a cash payment for the Company's newly issued shares. The remaining purchase price for Share Purchase Transaction of HUG shall be made in cash in the amount of THB 90,000,000.

The issuance and allocation to the Seller of HUG Shares of newly issued ordinary shares in consideration of the acquisition of shares in HUG as aforementioned above constitutes an offering of newly issued ordinary shares by way of private placement, whereby the Shareholders' Meeting of the Company shall pass a resolution to specifically determine the offering price at THB 8 per share, which is not lower than 90% of the market price of the Company's shares pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Specific Investors dated October 28, 2015 (as amended) (the "**Notification No. TorJor. 72/2558**"). The transaction must be approved by the Shareholders' Meeting of the Company with the affirmative votes of not less than three-fourths of the total number of votes of the shareholders who attend

and are entitled to vote at the meeting. In addition, not only must the Company secure the approval from the Shareholders' meeting to allow the Company to offer and allocate the newly issued ordinary shares of the Company, the Company also is required to obtain approval from the Securities and Exchange Commission (the "SEC Office") as specified in the Notification No. TorJor.72/2558 before such offering and allocation of the Company's newly issued ordinary shares.

In this regard, the "market price" for the offering the newly issued shares allocated to the Seller of HUG Shares calculated from the weighted average price of the Company's shares listed on the SET for the past period of 7 consecutive business days prior to the date the Board of Directors passed its resolution to propose this matter to the Shareholders' Meeting of the Company to approve the capital increase and the allocation of new shares during the period from May25,2022 to June 2, 2022 is equal to THB 7.95 per share (Source: SETSMART from www.setsmart.com)

Moreover, if the offering price of the newly issued ordinary shares to the Seller of HUG Shares is lower than 90 percent of the market price of the Company's shares before the first day of offering of the newly issued ordinary shares, the Company is obliged to prohibit the Seller of HUG Shares from selling all of such newly issued ordinary shares within one year from the date on which the Company's newly issued ordinary shares start trading on the SET (Silent Period). Upon a lapse of six months after the Company's newly issued ordinary shares have started trading on the SET, the Seller of HUG Shares may gradually sell up to 25 percent of such locked-up shares in accordance with the requirements set out in the Notification of the SET Re: Rules, Conditions and Procedures for Consideration of Application for Listing of Ordinary Shares or Preferred Shares for Capital Increase as Listed Securities B.E. 2558 (2015) dated May 11, 2015 (as amended).

Even the offering price of the issuance and offering of the newly issued ordinary shares to the Seller of HUG Shares on this occasion is not lower than 90 percent of the market price of the ordinary of the Company as detailed above and not considered as the cause of right adjustment as specified in terms and conditions governing the rights and obligations of the issuer and holders of the warrants to purchase the ordinary shares of health empire corporation public company limited series 2 (HEMP-W2) (the "Terms and Conditions"), however the meeting of the Board of Directors deemed it appropriate to propose that the Shareholders' meeting

consider and approve the capital increase to reserve for the rights adjustment for exercise of the right under the Warrants to Purchase the Ordinary Shares of the Company Series 2 (HEMP-W2) due to the Terms and Conditions, which specified that “The Company will adjust the exercise price and exercise ratio to purchase ordinary shares throughout the term of the Warrants when the Company offers to sell its newly issued ordinary shares to the existing shareholders and/or the public and/or private placement at the average price per share of the newly-issued ordinary share lower than 90 percent of the “market price of the Company’s ordinary shares”. In this regard, “market price of the Company’s ordinary shares” means the average weighted price of the Company’s ordinary share traded on the SET during the seven (7) consecutive Business Days before the first date of the offering of the newly issued ordinary shares to the private placement.

Therefore, if the offering price at the first date of the offering of the newly issued ordinary shares pursuant to the private placement is lower than 90 percent of the market price of the Company’s ordinary shares which the right adjustment shall effective immediately from the first date of the offering to the private placement.

In this regard, after the issuance and allocation of the newly issued ordinary shares of the Company, the Seller of HUG Shares shall hold the shares in the Company (after the increase of the registered paid-up shares of the Company) in the proportion of 3.07 of all issued and paid-up shares of the Company after the increase of the registered paid-up shares of the Company. Therefore, the Seller of HUG shares does not hold a number of shares that reaches or passes the trigger point requiring such investor to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated May 13, 2011 (and as amended) (“**Notification TorJor. 12/2554**”) and the above transaction is not regarded as connected transactions under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (as amended). Moreover, the Seller of HUG shares will not appoint director or executive to hold position in the Company.

The Company expects that the entire sale and purchase process will be complete within August 2022 (subject to the completion of the conditions precedent under the share purchase agreement) and after the Shareholders' Meeting has approved the Transaction involving the Share Allocation in Consideration of the Acquisition of Shares in HUG, including approval of matters necessary and/or in connection with the transaction.

In addition, the Board of Directors' Meeting resolved to propose that the Shareholders' Meeting consider approving authorizing the Board of Directors or the Executive Committee or Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or Chief Executive Officer to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares, including the following matters:

- (1) To determine, amend, add details relating to the issuance, offering, allocation and subscription for the newly issued ordinary shares, the offering date of the newly issued ordinary shares, list of investors in the private placement, and the payment method for the newly issued ordinary shares (whereby the period of allocation and subscription may be on one or several occasions), including such arrangements relating to the issuance, offering, allocation and subscription for such newly issued ordinary shares, and information filing and disclosure to the SET; and
- (2) To sign, amend, change, contact or report any information in the applications and evidence necessary for and in connection with the issuance, offering, allocation, subscription and delivery of such newly issued ordinary shares, including contact details and filing of the applications, documents and evidence with the Ministry of Commerce, the SEC Office, the SET, government agencies, or other relevant authorities, and the listing of the Company's newly issued ordinary shares on the SET, and to have the authority to take any other actions as deemed necessary and appropriate to ensure the successful completion of the Company's issuance, offering and allocation of the newly issued ordinary shares by way of private placement.

According to the Notification No. TorJor. 72/2558, the Company shall complete the offering of shares within the period approved by the shareholders' meeting but not later than three (3) months from the date on which the shareholders' meeting resolves to approve the offering of new shares, or the Company must complete the offering of shares within 12 months from the date on which the shareholders' meeting has approved to offer the shares provided that the shareholders have clearly resolved that after the expiration of the three (3) months' period, the Board of Directors or the person assigned by the Board of Directors shall determine the offering price according to the market price during the offering period.

Please refer to details of the opinion of the Board of Directors and of the issuance, offer and allocation of the Company's newly issued ordinary shares in the Information Memorandum on Offering and Allocation of Newly Issued Ordinary Shares of Health Empire Corporation Public Company Limited by way of Private Placement and to reserve for the rights adjustment for exercise of the right under the Warrants to Purchase the Ordinary Shares of the Company Series 2 (HEMP-W2) (**Enclosure 2**) and Capital Increase Report Form (F 53-4) (**Enclosure 3**).

Boards' opinion The Board of Directors has considered and deemed appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 consider and approve the allocation of newly issued ordinary shares to an offer by way of private placement in an amount not exceeding 11,250,000 shares at a par value of THB 1 per share with the offering price of THB 8 per share, totaling THB 90,000,000 to offer to the Seller of HUG Shares by the way of Private Placement as payment in kind for the Share Purchase Transaction of HUG. In this regard, the Seller of HUG Shares shall pay the purchase price in kind, with 1,000,000 ordinary shares of HUG at a par value of THB 100 per share (representing 40 percent of total registered and paid-up shares in HUG) instead of making a cash payment for the Company's newly issued shares. The offering of shares shall complete within the period approved by the shareholders' meeting but not later than three (3) months from the date on which the shareholders' meeting resolves to approve the offering of new shares, or the Company must complete the offering of shares within 12 months from the date on which the shareholders' meeting has approved to offer the shares provided that the shareholders have clearly resolved that after the expiration of the three (3) months' period, the Board of Directors or the person assigned by the Board

of Directors shall determine the offering price according to the market price during the offering period and consider and approve to authorize the Board of Directors or the Executive Committee or the Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or the Chief Executive Officer to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares as proposed detail in all respects.

Resolution

The resolution for this agenda requires approval by votes of not less than three-fourths of the total number of shareholders who attend and have the right to vote at the meeting.

Agenda 3.2

To consider and approve the allocation of the newly issued ordinary shares to reserve for the rights adjustment for exercise of the right under the Warrants to Purchase the Ordinary Shares of the Company Series 2 (HEMP-W2) in an amount not exceeding 2,546,800 shares

Fact and Reason

The Board of Directors Meeting No. 5/2022, held on June 3, 2022, resolved to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 consider and approve the allocation of the newly issued shares in the amount not exceeding 2,546,800 shares at a par value of THB 1 per share to reserve for the rights adjustment of the HEMP-W2 Warrants which shall be adjusted.

Please refer to details of the opinion of the Board of Directors and issuance, offer and allocation of the Company's newly issued ordinary shares in the Information Memorandum on Offering and Allocation of Newly Issued Ordinary Shares of Health Empire Corporation Public Company Limited by way of Private Placement and to reserve for the rights adjustment for exercise of the right under the Warrants to Purchase the Ordinary Shares of the Company Series 2 (HEMP-W2) (**Enclosure 2**) and Capital Increase Report Form (F 53-4) (**Enclosure 3**).

Board s' opinion

The Board of Directors has considered and deemed it appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 consider and approve the allocation of newly issued ordinary shares to reserve for the rights adjustment for exercise of the rights under the HEMP-W2 Warrants in an amount not exceeding 2,546,800 shares as proposed detail in all respects.

<u>Resolution</u>	The resolution for this agenda item must be adopted by a majority of votes of the shareholders present at the meeting and casting their votes.
Agenda 3.3	To consider and approve the allocation of the newly issued ordinary shares by the means of General Mandate in an amount not exceeding 35,569,950 shares
<u>Fact and Reason</u>	<p>The Board of Directors Meeting No. 5/2022, held on June 3, 2022, resolved to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 consider and approve the allocation of newly issued shares by means of General Mandate in an amount not exceeding 35,569,950 shares at a par value of THB 1 per share for offering by the way of a Private Placement.</p> <p>In this regard, the offering price in the private placement shall be the best price based on the market value at the time of offering to the investor for the best interest of the Company and the shareholders, provided that the offering price shall not be the lower price under the price criteria regulation of the SEC and the SET which shall not be lower than any one of the following price criteria: (a) the weighted average price of the Company's shares trading in the stock exchange market for not less than seven (7) consecutive business days, but not more than fifteen (15) consecutive business days prior to the date on which the offering price is determined, and the discount must not exceed 10 percent of such price or (b) the price through the process of opening for the investor to present their intention to purchase the newly ordinary shares of the Company at the desired price (Book Building) which was investigated by the securities company pursuant to the criteria prescribed under the Notification No. TorJor. 72/2558.</p> <p>In addition, the allocation of the shares as above must not result in any investors' holding shares of the Company in the number that reaches or passes the trigger point requiring such investors to make a tender offer as required under the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the foreign shareholding restriction as specified in the Articles of Association of the Company, which allows, foreigners to hold shares in the Company in an amount not exceeding 49 percent of the total sold shares of the Company.</p> <p>Moreover, the Board of Directors has resolved to propose to the Shareholders' Meeting to consider authorizing the Board of Directors or the Executive Committee</p>

or Chief Executive Officer or the person authorized by the Board of Directors or the Executive Committee or Chief Executive Officer to consider and proceed with any matters necessary for, or relating to the issuance, offering, allocation, and the newly issued shares subscription which are included the proceeding as follows:

- (a) To determine the objective, date and time of the offering, an offering price for issuing and offering the newly ordinary shares, details, and any conditions in connection with the issuance, allocation, and subscription for the newly issued ordinary shares, including to sign any documents and any relevant agreements, including any executions which are necessary and appropriate connected to the issuing and offering of the newly issued ordinary shares in this occasion, and including to list the newly issued ordinary shares on the Market for Alternative Investment (mai)

In this regard, the offering price by way of the private placement shall not be lower than the price as prescribed in the market price of SEC and the SET regulations including the issuance and the allocation of newly issued share shall be in accordance with the regulation of the SEC.

- (b) To consider the offering of new shares of the Company, whether for the shares to be made in a single offering or in multiple offerings, and whether the shares will be offered to any person or group of the people at one time, including to determine the date and time, and offering price and the details and any related conditions with the allocation of such newly issued shares.

However, after the offering of newly ordinary share by way of private placement by means of the General Mandate, the additional paid-up capital of the Company shall not exceed ten (10) percent of paid-up registered capital at the date on which the Board of Directors has the resolution to approve the capital increase in the means of the General Mandate. The allocation of the newly issued ordinary shares shall be completed before the date on which the Company holds the next Annual General Meeting of Shareholders or before the date on which the laws require the Company to hold its next Annual General Meeting of Shareholders, whichever is earlier.

Please refer to the details of the allocation of the Company's newly issued ordinary shares in Capital Increase Report Form (F 53-4) (**Enclosure 3**).

Boards' opinion

The Board of Directors has considered and deemed appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 consider and approve the allocation of newly issued ordinary shares by the means of General Mandate for offering by way of a Private Placement in an amount not exceeding 35,569,950 shares and consider and approve to authorize the Board of Directors to make any arrangements in relation to the issuance, offering, allocation and subscription for such newly issued ordinary shares as proposed detail in all respects.

Resolution

The resolution for this agenda item must be adopted by a majority of votes of the shareholders present and casting their votes at the meeting.

Agenda 4**To consider other matters (if any)**

In addition, the Company has published the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2022 together with the meeting documents on the Company's website at <https://www.hempcorp.co.th/> from August 2, 2022. Therefore, we would like to invite the shareholders of the Company to attend the Extraordinary General Meeting of Shareholders No. 1/2022 on August 9, 2022 at 8.30 am via electronic means according to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and other relevant regulations. In the event that the shareholders are unable to attend the meeting in person via electronic media (E-meeting) and wish to authorize others to attend the meeting and vote on their behalf through the meeting via electronic media (E-meeting), please complete and sign the Proxy Form A. or Form B. or Form C. (used only in the case of shareholders who are foreign investors and appoint a custodian in Thailand to be the recipient of deposit and custody of shares). Proxy Form B is shown in Enclosure 8, and shareholders can download the Proxy Form A and Form C. from www.hempcorp.co.th by selecting only one of the specified types. The Company would like to ask for your cooperation to send the proxy form together with the supporting proxy documents to the Company in advance to enable the Company to receive them not later than August 8, 2022.

In order to protect the rights and interests of the shareholders in the event that the shareholders are unable to attend the meeting in person and wish to appoint an independent director of the Company to attend the meeting and to vote on their behalf, the shareholders may appoint independent directors of the Company as the names and profiles appear in Enclosure 4 by using the Proxy Form B as in Enclosure 8 to appoint an independent director of the Company to attend the meeting and vote on behalf of the shareholders and send the Proxy Form B together with the supporting documents as detailed as shown in Enclosure 6 to Health Empire Corporation Public Company Limited at No. 51 Major Tower Rama 9 - Ramkhamhaeng, 20th Floor, Room No. OFFICE 2, Rama 9 Road, Huamark Subdistrict, Bang Kapi District,



Bangkok 10240, Tel 0-2514-5000, 0-2514-5151 and for the convenience of document verification, the Company, therefore, asks for your corporation to submit the documents to the Company by 8 August 2022.

The Company is concerned with the shareholders regarding the situation of the coronavirus (COVID-19) epidemic which has not returned to normal. Therefore, the meeting was held in electronic format (E-AGM) by using the system of Inventech Connect (Live Streaming) which is a service provider that receives the electronic conference control system certification according to Information Security Standards of the Electronic Transactions Development Agency's Conference Control System. The Company would like to inform you how to attend the meeting via electronic media (E-AGM) in Enclosure 6 and 7. We would like to invite you to attend the Extraordinary General Meeting of Shareholders No. 1/2022 in electronic format (E-EGM) according to the rules and procedures set by the Company on 9 August 2022.

In addition, the Company has set the date to determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) on June 23, 2022.

Sincerely yours,

Sign -Samart Chuasiriphattana-

(Mr. Samart Chuasiriphattana)

Director and Chief Executive Officer