



บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน) (สำนักงานใหญ่) เลขประจำตัวผู้เสียภาษีอากร
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483 ซอยสุทธิพร ถนนประชาสงเคราะห์ แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400
SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

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No: SWG 008/2017

Date: March 31, 2017

Subject: Report of Resolutions of the Annual General Meeting of Shareholders for year
2017

To: President,
The Stock Exchange of Thailand

Siam Wellness Group Public Company Limited or “SPA” held the 2017 Annual General Meeting of Shareholders on Friday 31st March 2017 at 10.00 am. The Meeting will be taken place at Mayfair Ballroom A, 11th Floor, The Berkeley Hotel Pratunam Bangkok, No.559 Ratchaprarop Road, Makkasan Sub-District, Ratchathewi District, Bangkok. There were total of 179 shareholders, in person and by proxies, representing a total of 427,523,816 shares were present at the Meeting. The shares presented in aggregate were 75.0042 % of the total paid-up shares. The resolutions which have been passed at the Meeting are as follows:

Agenda 1: To consider and approve the Minutes of the Annual General Meeting of Shareholders for year 2016

Resolution: The Meeting passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving the minutes of the Annual General Meeting of Shareholders for year 2016 held on March 28, 2016. The vote results are as followed:

There are total shareholders who attended and cast the vote of 427,531,525 votes

Approve	425,131,525 votes	or	99.4386 %	* of total votes
Disapprove	0 votes	or	0 %	* of total votes
Abstain	2,400,000 votes	or	0.5614 %	* of total votes

**Percent of total shares of shareholders who attend the meeting and cast their votes*

Agenda 2: To acknowledge the Board of Directors’ report on the Company’s performance for year 2016

Resolution: The Meeting acknowledged the report on the operating results of 2016, as proposed.

Agenda 3: To consider and approve the Financial Statement of the Company for year 2016 ended December 31, 2016

Resolution : The Meeting passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving the Financial Statement for year 2016 ended December 31, 2016 which were audited by auditor and reviewed by the Audit Committee and agreed by the Board of Directors with summary as follows:

Totals assets	THB	865	million
Total liabilities	THB	226	million
Revenues	THB	739	million
Net profit	THB	141	million

The vote results are as followed:

There are total shareholders who attended and cast the vote of 471,914,975 votes

Approve	471,914,779 votes	or	100 %	* of total votes
Disapprove	196 votes	or	0 %	* of total votes
Abstain	0 votes	or	0 %	* of total votes

**Percent of total shares of shareholders who attend the meeting and cast their votes*

Agenda 4: To acknowledge the interim dividend

Resolution: The Meeting acknowledged the payment of the interim dividend for the net profit of the operating results between 1 January 2016 – 30 June 2016 to all existing ordinary shareholders of 570,000,000 shares (Five hundreds seventy millions shares) at the rate of THB 0.05 (five satang) per share with the total amount of THB 28,500,000 (Twenty-eight millions five hundreds thousands baht).

Agenda 5: To consider and approve the allocation of legal reserve and the appropriation of dividend payment for the Company's performance for year 2016

Resolution: The Meeting has passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving the allocation of reserve total amount of THB 4,776,388.40 (Four millions seven hundreds and seventy -six thousands three hundreds and eighty -eight baht forty satang) and the appropriation of dividend payment for the net profit of the operating results between 1 July 2016 –31

December 2016 at the rate of THB 0.05 (five satang) per share with the total amount of THB 28,500,000 (Twenty-eight millions Five hundreds thousands baht) with the record date of April 11, 2017 and dividend payment date of April 28, 2017.

The vote results are as followed:

There are total shareholders who attended and cast the vote of 471,914,975 votes

Approve	471,906,275 votes	or	99.9982 %	* of total votes
Disapprove	8,700 votes	or	0.0018 %	* of total votes
Abstain	0 votes	or	0 %	* of total votes

**Percent of total shares of shareholders who attend the meeting and cast their votes*

Agenda 6: To consider and approve the appointment of the directors in replace of the retired directors

The company has converted to public company on 8 May 2014. Thus, there are three directors who are due to retire by rotation in the year 2017 : Mr. Prasert Jiravanstit Mrs.Thanit Amorntirasan and Mr. Narun Wiwattanakrai.

Resolution : The Meeting has passed the resolution approving the appointment of directors who were elected with the highest rank for 3 persons respectively, i.e., Mr. Prasert Jiravanstit , Mrs.Thanit Amorntirasan and Mr. Narun Wiwattanakrai and be re-elected as the Directors of the Company. The vote results are as followed:

6.1 Mr. Prasert Jiravanstit (Director)

There are total shareholders who attended and cast the vote of 471,914,975 votes

Approve	399,229,963 votes	or	84.5979 %	* of total votes
Disapprove	2,545,012 votes	or	0.5393 %	* of total votes
Abstain	70,140,000 votes	or	14.8628 %	* of total votes

**Percent of total shares of shareholders who attend the meeting and cast their votes*

6.2 Mrs. Thanit Amorntirasan (Director)

There are total shareholders who attended and cast the vote of 471,914,975 votes

Approve	415,186,074 votes	or	87.9790 %	* of total votes
Disapprove	1 votes	or	0 %	* of total votes
Abstain	56,728,900 votes	or	12.0210 %	* of total votes

**Percent of total shares of shareholders who attend the meeting and cast their votes*

6.3 Mr. Narun Wiwattanakrai (Director)

There are total shareholders who attended and cast the vote of 471,914,975 votes

Approve	451,672,974 votes	or	95.7107 %	* of total votes
Disapprove	1 votes	or	0 %	* of total votes
Abstain	20,242,000 votes	or	4.2893 %	* of total votes

**Percent of total shares of shareholders who attend the meeting and cast their votes*

Agenda 7: To consider and approve the directors' remuneration

Resolution: The Meeting has passed the resolution with not less than two-thirds of total votes of the shareholders attending the meeting, approving the remuneration, meeting allowance and annual bonus of the directors for year 2017 as proposed below:

No.	Consideration	Proposed Rate
1.	Director's Remuneration	
1.1	Monthly Allowance (per month per person)	- Chairman 22,000 Baht - Director 11,000 Baht * If one has been selected to more than one position, one shall receive only the highest rate of the position. **Director who is member of Executive Committee will not receive monthly allowance
1.2	Meeting Allowance (per month per person)	- Chairman / Director 12,000 Baht
1.3	Annual Bonus (per month per person)	- Chairman 350,000 Baht - Director 250,000 Baht

No.	Consideration	Proposed Rate
2.	Audit Committee's Remuneration	
2.1	Monthly Allowance (per month per person)	<p>- Chairman 22,000 Baht</p> <p>- Audit Committee 16,500 Baht</p> <p>* If one has been selected to more than one position, one shall receive only the highest rate of the position.</p> <p>**Director who is member of Audit Committee will not receive the monthly allowance as Director</p>
2.2	Meeting Allowance (per month per person)	<p>- Chairman / Audit Committee</p> <p>12,000 Baht</p>
2.3	Annual Bonus (per month per person)	<p>- Chairman 350,000 Baht</p> <p>- Audit Committee</p> <p>250,000 Baht</p> <p>* If one has been selected to more than one position, one shall receive only the highest rate of the position.</p> <p>**Audit Committee shall receive Annual Bonus as Audit Committee only and will not receive as Director</p>
3.	Meeting Allowance for the Nomination and Compensation Committee	<p>- Chairman 8,000 Baht</p> <p>- Committee 6,000 Baht</p>

No.	Consideration	Proposed Rate
	(per month per person)	
4.	Meeting Allowance for Risk Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht

There are total shareholders who attended and cast the vote of 471,914,975 votes

Approve	469,369,768 votes	or	99.4607 %	* of total votes
Disapprove	2,545,207 votes	or	0.5393 %	* of total votes
Abstain	0 votes	or	0 %	* of total votes

**Percent of total shares of shareholders who attend the meeting and cast their votes*

Agenda 8: To consider and approve the appointment of the Company's auditor and the audit fee

Resolution : The Meeting has passed the resolution approving the appointment of

- 1) Ms. Sumana Punpongsanon, certified public accountant no. 5872 and/or
- 2) Mr. Sophon Permsirivallop, certified public accountant no. 3182 and/or
- 3) Ms. Runghana Lertsuwankul, certified public accountant no. 3516 and/or
- 4) Ms. Pimjai Manitkajohnkit, certified public accountant no. 4521 and/or
- 5) Mrs. Ginkarn Atsawarangsalit, certified public accountant no. 4496 and/or
- 6) Mr. Chayapol Supposedtanon, certified public accountant no. 3972

of EY Office Limited as the Company's auditor for the year 2017, with the audit fee in total of THB 2,215,000

There are total shareholders who attended and cast the vote of 471,914,975 votes

Approve	469,361,264 votes	or	99.4589 %	* of total votes
Disapprove	2,553,711 votes	or	0.5411 %	* of total votes

Abstain 0 votes or 0 % * of total votes

**Percent of total shares of shareholders who attend the meeting and cast their votes*

Please be informed accordingly.

Yours Sincerely,

(Mr. Wiboon Utsahajit)
Chief Executive Officer
Siam Wellness Group Public Company Limited