



บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน) (สำนักงานใหญ่) เลขประจำตัวผู้เสียภาษีอากร0107557000144
483 ซอยสุทธิพร ถนนประชาสงเคราะห์ แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400
SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED
483 Soi Suthiporn Prachasongkroh Road, Din Daeng, Bangkok 10400 THAILAND
Tel: +666619 641 2-20 Fax: +662 641 6621

No. SWG 050/2020

Date: March 2, 2020

Subject: Notification of Resolution of the Board of Director's Meeting No. 1/2020.

To : President

Stock Exchange of Thailand

The Board of Directors' meeting of Siam Wellness Group Public Company Limited ("Company") No. 1/2020 was held on 29 February 2020 at 1:30 pm. at B.U. Place located at 567 Soi Suthiporn, Phrachasongkhro Rd., Dindaeng, Bangkok, which the important resolutions can be summarized as followed:

1. The meeting approved the Company's Statement of Financial Position and Statement of Comprehensive Income of year 2019 ended 31 December 2019 that was approved by the company's auditors as well as acknowledged by the certified public accountant of the company. The result should be proposed to the Annual General Shareholder's Meeting 2020 for further consideration.
2. The meeting approved to inform to the Annual General Shareholder's Meeting 2020 regarding to the allocation of dividend income of 2019 total 88,350,000 baht or equivalent to 0.155 baht/share with details on stock dividend and cash dividend as followed:
 - 1) Approved the payment in the form of cash in the amount of 0.03 baht/share or 17,100,000 baht
 - 2) Approved the payment in the form of stock dividends in the amount of approximately 285,000,000 shares with a par value of 0.25 baht per share to the shareholders, at the ratio of 2 existing shares to 1 new share total 71,250,000 baht which is equivalent to the dividend at 0.125 baht per share. (In case that any shareholders have remaining shares after the allocation, the dividend shall be paid by cash in the amount of 0.125 baht)
 - 3) Set the Record Date in which the names of the shareholders who are entitled to receive dividends as 13 May 2020 and settle the dividend payment on 25 May 2020. The right to receive the dividend income is subject to the approval of the Annual General Shareholder's Meeting 2020



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3. The meeting approved to inform to the Annual General Shareholder's Meeting 2020 regarding to the increase in the company's registered capital from 142,500,000 Baht to 213,750,000 Baht by issuing 285,000,000 ordinary shares with a par value of 0.25 Baht, by allocating these issued shares as payment in the form of stock dividend and list as new ordinary shares
4. The meeting approved to inform to the Annual General Shareholder's Meeting 2020 regarding to consider and approve the amendment to Article 4 of the company's Memorandum of Association to reflect the increase of the Company's registered capital as followed:

Clause 4.	Registered Capital	213,750,000 Baht
	Divided into	855,000,000 shares
	Par Value	0.25 baht
	Divided into	
	Ordinary Shares	855,000,000 shares
	Preferred Shares	=none=

5. The meeting approved that the Annual General Shareholder's Meeting 2020 should consider nominating the 3 individuals, directors of the company that were resigned by random draws to re-appointment (as there was no individual nominations to be the directors of the company). The names are as followed:

1. Mr. Prasert Jiravanstit
2. Mrs. Thanit Amorntirasan
3. Mr. Narun Wiwattanakrai

6. The meeting approved that the remuneration of the company's board of directors for the year of 2020 should be considered by the Annual General Shareholder's Meeting 2020 as followed:

Unit : Baht

Position	Monthly Remuneration	Meeting Fee
Chairman of the Board Committee	22,000	12,000
Member of the Board Committee	11,000	12,000
Chairman of the Audit Committee	22,000	12,000

Member of the Audit Committee	16,500	12,000
Chairman of the Nomination and Compensation Committee	-	8,000
Member of the Nomination and Compensation Committee	-	6,000
Chairman of the Risk Management Committee	-	8,000
Member of the Risk Management Committee	-	6,000
Chairman of the Corporate Governance Committee	-	8,000
Member of the Corporate Governance Committee	-	6,000

Bonus in the limit of 2,450,000 baht shall be allocated for 9 directors considered by the Nomination and Remuneration Committee.

Remark: If any director was assigned to take up more than one position, that director should receive only the highest amount for each payment category

7. The meeting approved that the Annual General Shareholder's Meeting 2020 should consider appointing EY Office Limited to be the auditors of the company in 2020. The auditors are as followed:

- 1) Ms. Sumana Punpongsanon, certified public accountant no. 5872 and/or
- 2) Mr. Chayapol Supposedtanon, certified public accountant no. 3972 and/or
- 3) Ms. Orawan Techawatanasirikul, certified public accountant no. 4807 and/or
- 4) Miss Keadsiri Kanchanaprakasit certified public accountant no. 6014

Whereby the remuneration of the auditors for 2020 will be 1,565,000 baht according to the audit committee's review.

8. The meeting approved that the Annual General Shareholder's Meeting 2020 to be held on Thursday 30th April 2020 at 10.00 am at Jubilee Ballroom, 11th Floor The Berkeley Hotel Pratunam address no.559 Ratchaprarop Rd, Khwaeng Makkasan, Khet Ratchathewi, Bangkok. Listing of shareholders who can attend the Annual



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General Shareholder's Meeting 2020 (Record Date) will be recorded as of 16 March 2020 with the following agenda:

- Agenda 1: To certify and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2019
- Agenda 2: To acknowledge the Company's Performance for the year 2019
- Agenda 3: To consider and approve the Company's Financial Statements for the Year Ended December 31, 2019
- Agenda 4: To consider and approve the Distribution of a Dividend by stock dividend and cash dividend from the Operating Performance for the Year 2019
- Agenda 5: To consider and approve the increase in the company's registered capital from 142,500,000 Baht to 213,750,000 Baht and the allocation of the newly issued shares
- Agenda 6: To consider and approve the amendment to Article 4 of the company's Memorandum of Association to reflect the increase of the Company's registered capital
- Agenda 7: To consider and approve the Election of Directors in place of the directors whose terms expired by rotation
- Agenda 8: To consider and approve the Remuneration of the Directors for the Year 2020
- Agenda 9: To consider and approve the Appointment of the Company's Auditor and the Determination of the Audit Fee for the Year 2020
- Agenda 10: To consider other matters (if any)

Please be informed accordingly.

Yours Sincerely,

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

(F 53-4)

**CAPITAL INCREASE REPORT OF
SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED
March 2, 2020**

Siam Wellness Group Public Company Limited (“the Company”) hereby report of the resolution of the Board of Directors’ Meeting No. 1/2020, held on February 29, 2020 at 13.30 pm. in respect of capital increase and share allotment as follows:

1. Capital Increasing

The meeting of the Board of Directors passed a resolution approving the increase of the Company’s registered capital from Baht 142,500,000 to Baht 213,750,000 by issuing 285,000,000 newly ordinary shares with par value of Baht 0.25 per share, totaling Baht 71,250,000. Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares (shares)	Par value (Baht/share)	Total (Baht)
Specifying the purpose of utilizing proceeds	Ordinary Preferred	855,000,000	0.25	213,750,000
<input type="checkbox"/> General mandate	Ordinary Preferred	- -	- -	- -

2. Allotment of the newly issued ordinary shares

2.1 If specifying the purpose of utilizing proceeds

Allotted to	No. of shares	Ratio (Old:New)	Selling Price per Shares (Bath)	Subscription Date	Remarks
Existing shareholders	285,000,000	2:1	0.00	-	-
People	-	-	-	-	-
Specific Persons	-	-	-	-	-
Reserve for the Right adjustment /use of instrument	-	-	-	-	-

Note:

Record Date in which the names of the shareholders who are entitled to receive dividends as of 13 May 2020 and settle the dividend payment on 25 May 2020

2.2 The Company's plan in case there is a fraction of shares remaining

In case that there is a fraction of share, the company shall pay cash dividend instead of share dividend in amount of 0.125 baht/share

3. Schedule for the shareholders' meeting to approve the capital increase and allotment

The Annual General Shareholders' Meeting for fiscal year 2020 shall be held on April 30, 2020 at 10.00 pm. at Jubilee Ballroom, 11th Floor The Berkeley Hotel Pratunam address no. 559 Ratchaprarop Rd, Khwaeng Makkasan, Khet Ratchathewi, Bangkok. Listing of shareholders who can attend the Annual General Shareholder's Meeting 2020 (Record Date) will be recorded as of 16 March 2020.

4. Approval of the capital increase / share allotment by relevant governmental agency and condition for such approval (if any)

- 4.1 The Company will register the increase of registered capital and amend the clauses that related to increase of capital to Department of Business Development, Ministry of Commerce.
- 4.2 The Company will submit for approval to the Stock Exchange of Thailand for receiving increasingly ordinary shares from paying stock dividend into listed securities.

5. Objectives of the capital increase

To allocate stock dividend for existing shareholders as benefit of investment.

6. Benefits which the Company will receive from the capital increase / share allotment

- 6.1 To reserve the money without paying all cash dividends.
- 6.2 To expand the company's business and reserve the company's cash flow.

7. Benefits which the shareholders will receive from the capital increase/share allotment

- 7.1 The Company's dividend policy is to pay out at least 40 percent of its net profit, after deducting income tax and legal reserve. The board of director shall consider the shareholders' benefit, cash flow, paying loan or future investment.
- 7.2 The company shall take the stock dividends to register in SET
- 7.3 Others

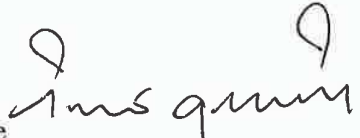
8. Other details necessary for the shareholders to approve the capital increase/share allotment

None

9. Schedule of action where the Board of Directors of the Company passes a resolution approving the capital increase / share allotment

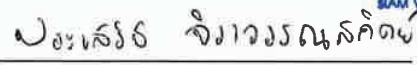
No.	Process	Date
1	Board of Directors' Meeting no. 1/2020	February 29, 2020
	Date of list of shareholders who can attend the Annual General Shareholder's Meeting 2020 (Record Date)	March 16, 2020
	The Annual General Shareholders' Meeting for fiscal year 2020	April 30, 2020
	Registration of the resolution of capital increase and related matters to Ministry of Commerce	Within 14 days after the Annual General Shareholders' Meeting Date
	Date of list of shareholders who are entitled to gain dividend (Record Date)	May 13, 2020
	Payment date for the dividends	May 25, 2020

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

Signature 
 (Mr. Wiboon Utsahajit)
 Authorized Director



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 SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

Signature 
 (Mr. Prasert Jiravanstit)
 Authorized Director