



บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน) (สำนักงานใหญ่) เลขประจำตัวผู้เสียภาษีอากร 0107557000144

483 ซอยสุทธิพร ถนนประชาสงเคราะห์ แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400

SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED

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No: SWG 072/2021

Date: April 30, 2021

Subject: Report of Resolutions of the Annual General Meeting of Shareholders for year 2021

To: President,
The Stock Exchange of Thailand

Siam Wellness Group Public Company Limited or “the Company” held the 2021 Annual General Meeting of Shareholders on Friday 30th April 2021 at 10.00 am by using solely E-AGM platform, broadcasting live from Meeting Room 4, 22nd Floor, Siam Wellness Group Public Company Limited, BU Place building. There were total of 287 shareholders, in person through E-AGM platform and by proxies, representing a total of 645,236,752 shares were present at the Meeting. The shares presented in aggregate were 75.4663% of the total paid-up shares. The resolutions which have been passed at the Meeting are as follows:

Agenda 1: To certify and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2020

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 2020 held on April 30, 2020. The vote results are as followed:

There are total shareholders who attended and cast the vote of 645,711,752 votes					
Approve	558,151,952	votes	or	86.4398 %	* of total votes
Disapprove	0	votes	or	0 %	* of total votes
Abstain	87,559,800	votes	or	13.5602 %	* of total votes

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

Agenda 2: To acknowledge the Company’s Performance for the year 2020

Resolution: The Meeting acknowledged the report on the operating results of 2020, as proposed.

Agenda 3: To consider and approve the Company’s Financial Statements for the Year Ended December 31, 2020

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 2020 ended December 31, 2020 which were audited by auditor and

reviewed by the Audit Committee and agreed by the Board of Directors with summary as follows:

Total assets	THB	2,632.00	million
Total liabilities	THB	1,727.00	million
Revenues	THB	433.29	million
Net loss	THB	209.09	million

The vote results are as followed:

There are total shareholders who attended and cast the vote of 645,961,752 votes

Approve	645,961,752	votes	or	100	%	* of total votes
Disapprove	0	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 Consider and Approve Non-Allocation for Retained Earnings as a Legal Reserve and Non-Distribution of a Dividend from the Operating Performance for the Year 2020

Resolution: The Meeting has passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving non-allocation for retained earnings as a legal reserve and non-distribution of a dividend from the operating performance for the year 2020.

The vote results are as followed:

There are total shareholders who attended and cast the vote of 645,961,752 votes

Approve	645,961,752	votes	or	100	%	* of total votes
Disapprove	0	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 5: To consider and approve the Election of Directors in place of the directors whose terms expired by rotation

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 2021: Mrs. Pranee Suphawanakiat, M.R. Pensiri Chakrabandhu and Mr. Polchet Likittanasombat.

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., Mrs. Pranee Suphawanakiat, M.R. Pensiri Chakrabandhu and Mr. Polchet Likittanasombat and be re-elected as Director.

The vote results are as followed:

5.1 Mrs. Pranee Suphawanakiat as director (Chairwoman)

There are total shareholders who attended and cast the vote of 567,881,752 votes

Approve	567,881,752	votes	or	100	%	* of total votes
Disapprove	0	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*

5.2 M.R. Pensiri Chakrabandhu as director (Chairwoman of Corporate Governance Committee/Audit Committee/Nomination and Compensation Committee)

There are total shareholders who attended and cast the vote of 645,961,752 votes

Approve 643,745,302 votes or 99.6569 % * of total votes
 Disapprove 2,216,450 votes or 0.3431 % * 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*

5.3 Mr. Polchet Likittanasombat as director (Chairman of Audit Committee/ Nomination and Compensation Committee/ Corporate Governance Committee)

There are total shareholders who attended and cast the vote of 645,961,752 votes

Approve 643,745,302 votes or 99.6569 % * of total votes
 Disapprove 2,216,450 votes or 0.3431 % * 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 Remuneration of the Directors for the year 2021

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 2021 as proposed below:

No.	Consideration	2021	
		Proposed Rate (not the increased rate from 2020)	
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

No.	Consideration	2021	
		Proposed Rate (not the increased rate from 2020)	
2.	Audit Committee's Remuneration		
2.1	Monthly Allowance (per month per person)	- Chairman 22,000 Baht - Audit Committee 16,500 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 Audit Committee will not receive the monthly allowance as Director	
2.2	Meeting Allowance (per month per person)	- Chairman / Audit Committee 12,000 Baht	
3.	Meeting Allowance for the Nomination and Compensation Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht	
4.	Meeting Allowance for the Risk Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht	
5.	Meeting Allowance for the Corporate Governance Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht	
6.	Bonus	None	

There are total shareholders who attended and cast the vote of 645,961,752 votes

Approve	645,961,752	votes	or	100	%	* of total votes
Disapprove	0	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 7: To consider and approve the Appointment of the Company's Auditor and the Determination of the Audit Fee for the Year 2021

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

- 1) Ms. Sumana Punpongsanon, certified public accountant no. 5872 and/or
- 2) Mr. Chayapol Suppasedtanon, 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

of EY Office Limited as the Company's auditor for the year 2021, with the audit fee in total of THB 1,290,000.

The vote results are as followed:

There are total shareholders who attended and cast the vote of 645,961,752 votes

Approve	645,961,752	votes	or	100	%	* of total votes
Disapprove	0	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*

Please be informed accordingly.

Yours Sincerely,

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