



Siam Wellness Group  
Public Company Limited

Invitation to the Annual General  
Meeting of Shareholders 2025  
By Teleconference using Electronic Devices (E-AGM)  
Thursday 17<sup>th</sup> April 2025 at 10:00 am

Date: March 24, 2025

Subject: Invitation to the Annual General Meeting of Shareholders 2025

Dear Shareholder(s) of Siam Wellness Group Public Company Limited (“Company”)

Attached:

1. A copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 on July 26, 2024 (Refer for Agenda 1), (as for the Minutes of the Annual General Meeting of Shareholders, held on April, 19 2024 can be access at Company’s Website at <https://siamwellnessgroup.com/investors/public-document/>)
2. Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report), Financial Statements and, Report of Independent Auditor for the Year Ended December 31, 2024 in the form of QR Code (Refer for Agenda 2 and 3)
3. Profiles of the Nominated Persons being proposed for Directors Appointment (Refer for Agenda 5)
4. Profile of Auditors (Refer for Agenda 7)
5. Proxy Form A, B and C (Choose only one form)
6. Definition of the Company’s Independent Director and Profiles of the Independent Directors for Shareholders Proxy purposes
7. Electronic Annual General Meeting (E-AGM) Registration Form
8. Guidelines for attending Electronic Annual General Meeting (E-AGM) and Proxy
9. Advance Question Submission Form for Electronic Meetings (E-AGM)
10. Company’s Articles of Association relating to the Meeting of Shareholders

With reference to the resolution of the Board of Directors of Siam Wellness Group Public Co., Ltd. (the “Company”), the Company would hereby like to invite the shareholders to the Annual General Meeting of Shareholders 2025 on Thursday 17<sup>th</sup> April 2025 at 10.00 am using E-AGM Platform only. This complies with the relevant rules and regulations. For shareholders who do not wish to attend the Company's Electronic Annual General Meeting (E-AGM) meeting, the Company recommends that the shareholders grant proxy to independent directors instead of attending the meeting in person by granting a proxy. The agendas of the Meeting has been set as follows:

**Agenda 1: To Certify and Approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1 for the Year 2024 on July 26, 2024**

Preamble:

The Company’s Extraordinary Meeting of Shareholders No. 1/2024 was held on July 26, 2024. The Meeting considered the agenda namely approving the increase of number of directors of the Company and the appointment of one new director, M.R. Pensiri Chakrabandhu (the number of directors of the Company will increase from the original 9 to 10) The Company has provided a copy of minutes of the Extraordinary General Meeting of Shareholders No. 1 for the Year 2024 on July 26, 2024 (Attachment No.1).

Board's Opinion: The minutes of the extraordinary general meeting of shareholders No. 1 for the year 2024 on July 26, 2024 have correctly been stated and recommends according to the resolution of shareholders. The Board agrees to present to the Annual General Meeting of Shareholders for its adoption of such minutes.

Required Votes: The passing of a resolution requires a majority vote of the shareholders who attend the meeting and cast their votes. (the Articles of Association No. 43)

**Agenda 2: To Acknowledge the Company's Performance for the year 2024**

Preamble: The Company's performance has been presented in the Company's Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report). The Company has sent a copy of the annual report in the form of QR Code along with this invitation letter (Attachment No. 2)

Board's Opinion: The Board of Directors agrees to present to the Annual General Meeting of Shareholders

Required Votes: Vote is not required

**Agenda 3: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 2024**

Preamble: The Company has prepared the Statement of Financial Positions and Statement of Comprehensive Incomes for the Year Ended December 31, 2024 as duly audited and certified by the auditor of EY Office Limited and reviewed by the Audit Committee. The statements have been included in the Company's annual report – Financial Statements. This included Financial Statements for the Year Ended December 31, 2024 and Report of Independent Auditor. (Attachment No. 2)

Board's Opinion: The Board of Directors agrees to present to the Annual General Meeting of Shareholders and have shareholders approve the consolidated Company's financial statements for the year ended December 31, 2024 as duly audited and certified by the auditor of EY Office Limited and has been reviewed by the Audit Committee.

Required Votes: The passing of a resolution requires a majority vote of the shareholders who attend the meeting and cast their votes (the Articles of Association No. 43)

**Agenda 4: To Consider and Approve the Allocation for Legal Reserve and Dividend Payment from the Company's Performance for the Year 2024**

**Preamble:**

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 (if any). Each year's payout depends on the Company's investment plan, necessity, and future considerations. Upon approval by the Board of Directors, the annual dividend payout shall be presented to the shareholders' meeting for approval. However, for an interim dividend, the Board has the authority to pay the dividend and report the payout at the next shareholders' meeting. Dividend shall be considered from net profit only according to the Articles of Association Chapter 6 Subject: Dividend and Legal Reserve No. 49, No. 50 and No. 51
2. According to Section 116 of the Public Limited Companies Act B.E. 2535 and Section 52 of the Company's Articles of Association, the Company is required to allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to legal reserve until this reserve attains an amount not less than 10 percent of the registered capital. Nevertheless, the Company's legal reserve had already attained the number of 10 percent of the registered capital. The Company's Board of Directors Meeting No. 1/2025 on February 21, 2025 resolved to allocate net profits as a legal reserve in the amount of 10,687,499.90 Baht, equivalent to 3.3 percent of net profits deducted by the amount of accumulated losses. This will allow the company to have a certain amount of reserve capital 32,062,498.10 Baht complete as required by law.
3. The Board of Directors meeting no. 1/2024 on February 21, 2025 had also approved that according to the consolidated Company's financial statements for the year ended December 31, 2024, the Company has a net profit after deducting income tax and accumulated losses and other reserves (if any), from the Company's separate financial statements, amounting to 312,388,194.37 (Three hundred twelve million three hundred eighty-eight thousand one hundred ninety-four Baht thirty-seven satang). Therefore, it is appropriate to determine the payment of dividend to shareholders in cash at a rate of 0.10 Baht (Ten Satang) per share, for a total of 1,282,499,124 shares (One billion two hundred eighty-two million four hundred ninety-nine thousand one hundred twenty-four shares), amounting to 128,249,912.40 Baht (One hundred twenty-eight million two hundred forty-nine thousand nine hundred twelve Baht and forty Satang).

Remarks: The dividend payment rate is in accordance with the Company's dividend payment policy. All dividends will be subject to withholding tax according to the law. The above dividend distribution shall be payable to the shareholders entitled to receive the dividend in accordance with the Company's Articles of Association and who were listed on the record date on April 24, 2025. The dividend payment will be made on May 15, 2025.

Compare dividend payments for operating results in 2024 with previous year as follows:

<b>Details of dividend payment</b>	<b>Year 2023</b>	<b>Year 2024</b>
1. Profit (Loss) (Baht)	219,369,380 (Accrued Profit)	312,388,194 (Net Profit)
2. Shares (shares)	854,999,928	1,282,499,124
3. Interim Dividend (Baht/share) (for the accounting period from 1 January to 30 June)	-	-
Total amount of interim dividend paid	-	-
4. Dividend (Baht/share)		
- stock dividend	0.125	
- cash dividend	0.01389	0.10
<b>Total amount of dividend paid</b>	118,750,940	128,249,912

In this regard, the right to receive such dividends there is still uncertainty until approval from the Annual General Shareholder's Meeting 2025

Board's Opinion:

1. The Board requests the meeting for the approval of the Dividend Payment in cash at 0.10 Baht (Ten Satang) per share for a total of 1,282,499,124 shares (One billion two hundred eighty-two million four hundred ninety-nine thousand one hundred twenty-four shares), amounting to 128,249,912.40 Baht (One hundred twenty-eight million two hundred forty-nine thousand nine hundred twelve Baht and forty Satang).

Required Votes:

The passing of a resolution requires a majority vote of the shareholders who attend the meeting and cast their votes (the Articles of Association No. 43)

**Agenda 5: To Consider and Approve the Election of Directors in place of the directors whose terms expired by rotation**

**Preamble:**

1. According to No. 18 of the Articles of Association which stated that “one-third of the directors must retire from the office by rotation at the Annual General Shareholders Meeting. If the number is not a multiple of three, then the number nearest to one-third, must retire from office. A director who vacates the office under this Article may be re-elected”.
2. 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 2025 were as followed:
  1. Mr. Wiboon Utsahajit
  2. Mrs. Kobboon Srichai
  3. Mrs. Thanit Amorntirasan

In compliance with the good corporate governance regarding the equitable treatment of shareholders, the Company provides opportunities for the minority shareholders to propose names of qualified candidates to be nominated for selection as member of the Company’s Board of Directors in advance of the Meeting, through an announcement on the Company’s website (<https://siamwellnessgroup.com/investors/public-document/>) as well as on SET’s News during December, 18 2024 – February 21, 2025. For this Meeting, there is not any minority shareholder proposing nominees to the Company.

**Board’s Opinion:**

The Nomination and Compensation Committee excluding the directors having special interest not being in this meeting, has thoroughly considered the nomination of directors by taking into consideration the qualifications, experiences, and expertise of all three nominees, including their previous performance. All three nominees have been considered according to the process designated by the Company have qualifications in accordance with relevant regulations and are suitable for the Company’s business. Moreover, the Nomination and Compensation Committee has considered that the nominee has the qualifications according to the law regarding the requirements regarding independent directors and will be able to give independent opinions. Then, the committee has accordingly agreed to present to this Meeting for its approval of the re-election of three directors, who are due to retire by rotation, to resume their positions as the directors of the Company for another session with the same job titles as their previous ones. Profiles of the retiring directors proposed for re-election appeared in Attachment No. 3 to the invitation to this Meeting, which was delivered to all shareholders.

Required Votes: The passing of a resolution requires a majority vote of the shareholders with following conditions

- (1) Each shareholder has the number of votes equals to number of shares
- (2) Each shareholder can select one or more candidate as director
- (3) Candidate with the most number of votes will be selected. Candidates will be selected according to number of vacant director's numbers available. If the vote is equal, the chairman will be the decision-maker (the Articles of Association No. 17)

**Agenda 6: To Consider and Approve the Remuneration of the Directors for the Year 2025**

Preamble: According to No. 34 and 44 of the Company's Articles of Association, the directors are entitled to receive remuneration in the form of reward, meeting allowance, gratuity, bonus or other form of benefit under the Articles of Association or as determined by shareholders meeting in either fixed sum or under certain criteria.

Board's Opinion: The Nomination and Compensation Committee, has considered the remuneration for the Directors from the performance of the year 2024 of the Company, their duties and responsibilities and comparison with the remuneration payment of the other listed companies on the Stock Exchange of Thailand. After due consideration, the Board then deemed it appropriate to propose this Meeting to approve the directors' remuneration for the year 2025 as followed:

No.	Consideration	2024 Existing Rate	2025 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	- 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

No.	Consideration	2024 Existing Rate	2025 Proposed Rate
1.2	Meeting Allowance (per month per person)	- Chairman / Director 12,000 Baht	- Chairman / Director 12,000 Baht
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	- 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	- 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	- Chairman 8,000 Baht - Committee 6,000 Baht
4.	Meeting Allowance for the Risk Management Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht	- Chairman 8,000 Baht - Committee 6,000 Baht
5.	Meeting Allowance for the Corporate Governance and Sustainability Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht	- Chairman 8,000 Baht - Committee 6,000 Baht
6.	Bonus	2,450,000 Baht	2,575,000 Baht



Required Votes The passing of a resolution requires at least 2/3 (two-thirds) of the shareholders who attend the meeting and cast their votes (Section 90 second paragraph of the Public Limited Companies Act )

**Agenda 7: To Consider and Approve the Appointment of the Company’s Auditor and the Determination of the Audit Fee for the Year 2025**

Preamble: According to Section 120 of the Public Limited Companies Act and No. 60 of the Company’s Articles of Association, the appointment of the auditor and the determination of the audit fee shall be brought into consideration in the Annual General Shareholders’ Meeting.

This year, the Audit Committee, has thoroughly considered proposing for the appointment of

- 1) Ms. Kirdsiri Kanjanaprakasit, certified public accountant no. 6014 and/or
- 2) Ms. Wilaiporn Chaowiwatkul, certified public accountant no. 9309 and/or
- 3) Mrs. Nummon Kerdmongkhonchai, certified public accountant no.8368

of EY Office Limited as the Company and its Subsidiaries’ auditor for the year 2023, whereby any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Company and its Subsidiaries and Ms. Wilaiporn Chaowiwatkul has been being the Company’s auditor for 2 year. therefore, the Audit Committee, has thoroughly considered proposing for the auditors as above for this year. In 2025, The EY Office, the Audit Firm, has proposed the audit fee of the Company of 1,590,000 Baht. (Attachment No. 4)

Board’s Opinion: The Board of Directors, with recommendation of the Audit Committee, has deemed it appropriate to propose for the appointment of

- 1) Ms. Kirdsiri Kanjanaprakasit, certified public accountant no. 6014 and/or
- 2) Ms. Wilaiporn Chaowiwatkul, certified public accountant no. 9309 and/or
- 3) Mrs. Nummon Kerdmongkhonchai, certified public accountant no.8368

of EY Office Limited as the Company and its Subsidiaries’ auditor for the year 2025, in which none has relationship or conflict of interest with the Company/Subsidiary Companies/Executives/Major Shareholders/Related Parties.

The audit fee of the Company is 1,590,000 Baht. (An increase of 90,000 Baht from the year 2024) as detailed below:

<b>Audit Fee of the Company</b>	<b>Year 2024 (Baht)</b>	<b>Year 2025 (Baht)</b>
1. Annual audit fee for the Company's financial statement	900,000	960,000
2. Quarterly Review fee for the Financial statements (in total of three quarters)	600,000	630,000
<b>Total</b>	<b>1,500,000</b>	<b>1,590,000</b>

The above Audit Fee for the year 2025 excludes Non-Audit Fee paid by the Company and its Subsidiaries.

**Note:** According to the Notification of Practice Guidelines No. NorPor. 5/2561 Re: Guidelines on Auditor Rotation in Capital Market and Relaxation on Auditor Rotation in Capital Market ("New Guideline") issued by The Securities and Exchange Commission (SEC), the New Guideline stipulates that an auditor of a listed company must be rotated every 7 fiscal years (regardless of consecutiveness) and must cease performing audit services for such listed company for 5 consecutive fiscal years, which is different from the prior one. It was stated that an auditor of a listed company for 5 consecutive fiscal years shall be rotated. In such case, a former auditor may be re-appointed after ceasing performing audit services for such listed company not less than 2 consecutive fiscal years. the New Guideline has been issued in order to either promote the true independence of auditors' duties or increase investor's confidence in financial statements. The New Guidelines become effective on January 1, 2019.

Required Votes: The passing of a resolution requires a majority vote of the shareholders who attend the meeting and cast their votes (the Articles of Association No. 43)

**Agenda 8: To Consider and Other matters (if any)**

Board's Opinion: In compliance with the good corporate governance regarding the equitable treatment of shareholders, the Company provides opportunities for the minority shareholders to propose agenda of 2025 Annual General Shareholders Meeting in advance of the Meeting, through an announcement on the Company's website and SET's News during December 18, 2024 – February 21, 2025. For this Meeting, there is not any minority shareholders proposing additional agenda to the Company.

However, according to Section 105 paragraph 2 of the Public Limited Companies Act and No. 40 of Company's Articles of Association, shareholders has the right to propose agenda if combined shares are at least 1/3 of total shares.

The Record Date for the right of shareholders to attend the Annual General Meeting of Shareholders 2025 is scheduled on March 7, 2025.

Therefore, the Company would like to invite the shareholders to attend the meeting on the day and at that time, The Company holds a meeting in E-AGM (Electronic Annual General Meeting) format using the system of Quidlab Company Limited, a service provider that has been certified for electronic conferencing control system according to the information security standard of the meeting control system of the Electronic Transactions Development Agency.

In this regard, shareholders are requested to study the rules for attending the shareholders' meeting via electronic Annual General Meeting (E-AGM) and proxy, as detailed in Attachment No. 5, whereby the Company will conduct the meeting in accordance with Company's Articles of Association In connection with the meeting According to Attachment No. 10

Yours Sincerely,



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

**Minutes of the Extraordinary General Shareholders Meeting No.1/2024  
of Siam Wellness Group Public Company Limited**

**Time and Place:**

The Meeting was held on July 26, 2024 at 10.00 am by using solely e-EGM platform, broadcasting live from Meeting Room 4, 22<sup>nd</sup> Floor, Siam Wellness Group Public Company Limited, B.U. Place building, address no. 565, 567, Soi Suthiporn, Prachasongkroh Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400

**The following directors were present:**

- |                                |  |
|--------------------------------|--|
| 1. Mrs. Pranee Suphawatanakiat | Chairwoman of the Board of Directors   |
| 2. Mr. Polchet Likittanasombat | Independent Director<br>Chairman of the Audit Committee<br>Chairman of Nomination and Compensation Committee<br>Member of Corporate Governance Committee |
| 3. Mrs. Kobboon Srichai        | Independent Director<br>Member of Audit Committee<br>Chairwoman of Risk Committee<br>Chairwoman of Corporate Governance Committee                        |
| 4. Mr. Phumiphan Bunjapamai    | Director<br>Member of Risk Committee<br>Member of Nomination and Compensation Committee  |
| 5. Mr. Wiboon Utsahajit        | Executive Director<br>Chairman of Executive Committee<br>Chief Executive Officer   |
| 6. Mr. Prasert Jiravanstit     | Executive Director<br>Member of Nomination and Compensation Committee<br>Managing Director   |
| 7. Mrs. Thanit Amorntirasan    | Director<br>Member of Corporate Governance Committee   |
| 8. Mr. Narun Wiwattanakrai     | Executive Director<br>Member of Risk Committee<br>Deputy Managing Director   |

**The following directors were absent:**

- |                           |   |
|---------------------------|---|
| 1. Mr. Bancha Chernchujit | Independent Director<br>Member of Audit Committee |
|---------------------------|---|

**Other participants:**

- |                                    |   |
|------------------------------------|---|
| 1. Ms. Yonlawan Ahemalongkorn      | Chief Financial Officer and Assistant Managing Director<br>Accounting & Finance |
| 2. Ms. Kulsiri Chongviwatthanatham | Accounting Director   |
| 3. Ms. Nitikarn Supakalin          | Observer from EY Office Limited   |
| 4. Mr. Prin Ekmanochai             | Company Secretary   |

88.89% of all directors attended this Meeting.

**Commencement:**

As Chairwoman of the Board of Directors, Mrs. Pranee Suphawatanakiat presided as Chairwoman of the Meeting as prescribed by the Company's Articles of Association No. 41.

**Chairwoman** thanked all the shareholders and informed the shareholders that there were 3 shareholders, holding aggregate amount of 4,136,550 shares, and 618 proxies holding aggregate amount of 1,070,384,926 shares attended the Meeting. The 621 shareholders and proxies who attended the Meeting through e-EGM platform held 1,074,521,476 shares, equivalent to 83.7834 percent of the Company's sold shares which together total no less than 1/3 of the total number of shares sold by the Company, which are 1,282,499,124 shares, constituting a quorum of the Meeting as prescribed by the Company's Articles of Association No. 38 Re: The Extraordinary General Meeting No.1/2024.

The Chairwoman then proceed the Meeting with the following agenda items:

**Chairwoman** has assigned Mr. Prin Ekmanochai, Company Secretary, to conduct the Meeting and explain the rules and Company's Articles of Association and voting procedures.

**The Conductor** informed the shareholders that the Company holds a meeting in e-EGM (Electronic Extraordinary General Meeting) format only using the system of Quidlab Company Limited, a service provider that has been certified for electronic conferencing control system according to the information security standard of the meeting control system of the Electronic Transactions Development Agency. This meeting will be subject to the laws and regulations related to the e-EGM and will be broadcast live from the meeting place according to the rules and procedures prescribed by law. In addition, the Company also recorded the Meeting in form of Video media.

**The Conductor** In this meeting, there is a total of 3 Agendas as specified in the invitation letter.

- When counting the votes, 1 share equals to 1 vote.
- Shareholder or Proxy under Proxy A or B shall make one decision per agenda (Agree/ Disagree/Abstain)
- Proxy as Custodian under Proxy C can split the vote in each agenda

The shareholders make a disapprove vote or an abstain vote shall click  Disagree or  Abstain on the screen. The Company shall deduct such votes from the total votes in each agenda to obtain the votes of approval.

For Agenda 2, approval of increasing the number of directors from 9 to 10 directors and appointing M.R. Pensiri Chakrabandhu as the new director, all votes will be collected.

The process of attending the meeting via e-EGM platform has been clarified through the Invitation Letter which was sent to all shareholders and the meeting, asking questions, answering question and voting process has been clarified through manual on the website of Stock Exchange of Thailand (SET) and Company's website, which is specified in the attachment no.5, 6 and 7

In order to comply with the Governance of Extraordinary General Meetings, the Company has assigned a representative from EY Office Limited as a witness by attending the meeting through e-EGM platform.

1. Ms. Nitikarn Supakalin      Observer from EY Office Limited

**Agenda 1: To Certify and Approve the Minutes of the Annual General Meeting of Shareholders for the Year 2024**

**The Conductor** proposed to the Meeting to consider and certify the minutes of the 2024 Annual General Meeting of Shareholders, held on April 19, 2024, of which the copy has been delivered to all shareholders along with the invitation letter convening this Meeting in QR code form.

**The Chairwoman** asked Any Shareholders has any questions or suggestions?

With no further questions, **the Conductor** informed that Resolution in this agenda shall be approved by the majority votes of the shareholders attending the Meeting and casting their votes. In the event of a tie, the Chairwoman will make additional vote as a resolution as prescribed by the Company's Articles of Association No. 43 and Section 107 of Public Limited Companies Act 1992

**Resolution:**

The Meeting resolved to adopt the Minutes of the Annual General Meeting of Shareholders of Siam Wellness Group Company Limited No. 1/2024 held on April 19, 2024. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 1,074,544,705 votes

Approved	1,074,544,705	votes	or	100.0000	%	* of total votes
Disapproved	0	votes	or	0.0000	%	* of total votes
Abstained	0	votes	or	0.0000	%	* of total votes
Void	0	votes	or	0.0000	%	* of total votes

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

**Agenda 2: To Consider and Approve increasing the number of directors from 9 to 10 directors and appointing M.R. Pensiri Chakrabandhu as the new director**

**Chairwoman** has assigned Mr. Prin Ekmanochai, Company Secretary, to conduct the Meeting and explain the rules and Company's Articles of Association and voting procedures.

**The Conductor** The Nomination and Compensation Committee agrees to present to the Board of Directors to consider and approve increasing the number of directors from 9 to 10 directors and appointing M.R. Pensiri Chakrabandhu as the new director.

The Nomination and Compensation Committee excluding the directors with special interest not being in this meeting, has thoroughly considered the nomination of the director by

considering the qualifications, experiences, expertise, and suitability of the nominee for the Company's business. Profile of the directors proposed for election appeared in Attachment No. 2 to the invitation to this Meeting, which was delivered to all shareholders.

Moreover, the Nomination and Compensation Committee has considered that the nominee has the qualifications according to the law regarding the requirements regarding independent directors and will be able to give independent opinions.

Therefore, The Board of Directors' meeting held on 21<sup>st</sup> June 2024 approved that the Extraordinary General Shareholder's Meeting No.1/2024 should consider increasing the number of directors from 9 to 10 directors and appointing M.R. Pensiri Chakrabandhu as the new director.

**The Chairwoman** asked Any Shareholders has any questions or suggestions?

With no further questions **the Conductor** informed that Resolution in this agenda shall be approved by the majority votes of the shareholders attending the Meeting and casting their votes with following conditions

- (1) Each shareholder has the number of votes equals to number of shares
- (2) Each shareholder can select one or more candidate as director (In the case where only one director is elected, shareholders will use their existing votes to elect a single person for this agenda)
- (3) Candidate with the greatest number of votes will be selected. Candidates will be selected according to number of vacant director's numbers available. If the vote is equal, the chairman will be the decision-maker. (For this agenda only one director is elected, so no case of individuals receiving the highest number of votes in order.)  
(the Articles of Association No. 17)

### **Resolution:**

The Meeting passed the resolution approving the increase in the number of directors from 9 to 10 and appointing M.R. Pensiri Chakrabandhu as the new director. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 1,074,544,705 votes

Approve	1,047,246,255	votes	or	97.4595	%	* of total votes
Disapprove	27,298,450	votes	or	2.5405	%	* of total votes
Abstain	0	votes	or	0.0000	%	* of total votes
Void	0	votes	or	0.0000	%	* of total votes

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

### **Agenda 3: To consider and other matters (if any)**

**The Chairwoman** According to Section 105 paragraph 2 of Public Limited Companies Act and Company's Articles of Association No. 40, if at least 1/3 of shareholders request an additional Agenda to be discussed in the Extraordinary General Meeting, an additional Agenda can be added.

--Translation--

**The Chairwoman** Since there were no further questions, **the Chairwoman**, therefore, thanked all shareholders, directors, management team, representative of EY Office Limited and Thai Investor Association for their attendance at the Meeting. Should the shareholders have any question or enquiry, please contact the Company Secretary at Telephone number: 0-2641-6619-20 or E-mail: [prine@siamwellnessgroup.com](mailto:prine@siamwellnessgroup.com) and the Meeting was closed.

-Signature-

(Mrs. Pranee Suphawatanakiat)  
Chairwoman of the Meeting

-Signature-

(Mr. Prin Ekmanochai)  
Company Secretary  
Rapporteur



## Profile of director

**Name :** Mr. Wiboon Utsahajit  
**Age :** 60  
**Position :** Director / Chairman of the Executive Committee / Chief Executive Officer  
**Date of Appointment :** 28 November 2001  
**Education :** Bachelor of Computer Science, University of Southern California, Los Angeles



### Training from Institute of Directors (IOD)

Course	Year
Director Accreditation Program (DAP)	2013
Financial Statements for Directors	2014
Director Certification Program (DCP)	2014

### Other Training :

- Certificate, Capital Market Academy Class 27
- Certificate, Thai-China Leadership Program Class 3
- Wellness & Healthcare Business for Executives (WHB) Class 1

### Work Experience :

Period	Position	Company	Business Type
2001 - Present	Director Chairman of the Executive Committee Chief Executive Officer	Siam Wellness Group Public Company Limited	Spa
2005- Present 2013 - Present	Director Executive Director	Siam Wellness Resort Company Limited	Resort & Restaurant
2007- Present	Director	Siam Wellness Lab Company Limited	Spa Products
2011 - Present	Director Executive Director	Siam Wellness Education Company Limited	Massage School
2010 - Present	Director Executive Director	Asian Fortune Property Company Limited	Real Estate
2013 - Present	Director	Cyberprint Group Company Limited	Printing
2013 - Present	Director	Utsahajit Holding Company Limited	Holding Company investing in Printing Company and Service Apartment

**Current Position :** Director / Chief Executive Officer / President / Chairman of the Executive Committee, Siam Wellness Group Public Company Limited

### Other Position :

Public Company None

Other Companies 6 companies

- Director and Executive Director, Siam Wellness Resort Company Limited
- Director, Siam Wellness Lab Company Limited
- Director and Executive Director, Siam Wellness Education Company Limited
- Director, Asian Fortune Property Company Limited
- Director, Cyberprint Group Company Limited
- Director, Utsahajit Holding Company Limited

Other companies that may have conflict of interest none

**Specialization :** Computer Science

**Attendance to Meeting:** 8/8 (From January 1 – December 31, 2024)

## Profile of Director

**Name :** Mrs. Kobboon Srichai  
**Age :** 58  
**Position :** Director / Audit Committee /Independent Director /  
 Chairwoman of Risk Committee / Member of Corporate  
 Governance and Sustainability Committee  
**Date of Appointment :** 22 February 2021  
**Education :** •Bachelor of Law, Thammasat University  
 •Master of Business Administration, Azusa Pacific University, U.S.A



### Training from Institute of Directors (IOD)

Course	Year
Ethical Leadership Program (ELP)	2022
Director Leadership Certification Program (DLCP)	2020
Board Reporting Program	2019
Risk Management Program for Corporate Leaders (RCL)	2017
Director Certificate Program (DCP)	2008
Executive Development Program	2008
Director Accreditation Program (DAP)	2005
Company Secretary Program	2005

### Other Training Course :

- Executive Program for Senior Management (EX-PSMS), Fiscal Policy Research Institute Foundation (2009)
- Leadership Succession Program (LSP) , Institute of Research and Development for Public Enterprise (2009)
- National Defence Diploma, The National Defence College (2015-2016)
- Rule of Law and Development (ROLD Program) ,Thailand Institute of Justice (TIJ) (2017)
- Thailand Insurance Leadership Program, Office of Insurance Commission (2017-2018)
- Capital Market Academy Programs, Capital Market Academy (2020)
- Thailand Energy Academy Program, Thailand Energy Academy (2020)

### Work Experience :

Period	Position	Company	Business Type
2021 - Present	Director Audit Committee Independent Director Chairwoman of Risk Committee Member of Corporate Governance and Sustainability Committee	Siam Wellness Group Public Company Limited	Spa
2023 - Present	Head of Corporate Affairs and Investor Relations	Charoen Pokphand Foods Public Company Limited	Agriculture and Foods
2019 - Present	Executive Director and Company Secretary	Charoen Pokphand Foods Public Company Limited	Agriculture and Foods
1995 - 2023	Chief, Investor Relations and Capital Market	Charoen Pokphand Foods Public Company Limited	Agriculture and Foods
2023 - Present	Director	CPF Global Food Solution Public Company Limited	Wholesale and Retail of Food Product
2022 - Present	Director	C.P. Merchanding Company Limited	International Investment and Commercial
2016 - Present	Sub-Committee, Consideration of Criteria for Issuance and Offering of Equity Securities	Securities Exchange Commission (SEC)	

**Current Position :** Director/Audit Committee /Independent Director / Chairwoman of Risk Committee /Member of Corporate Governance and Sustainability Committee, Siam Wellness Group Public Company Limited

**Other Position :**

Public Company 2 company

- Charoen Pokphand Foods Public Company Limited
- CPF Global Food Solution Public Company Limited

Other Companies 2 company

- C.P. Merchandising Co., Ltd
- The Securities and Exchange Commission ,Thailand

Other companies that may have conflict of interest none

**Specialization :** Organizational Management, Sustainability, Corporate Governance

**Conflict of Interest :** Holding shares in the company None

Other conflict in the past 2 years :

- is not an Executive Director, employee or advisor that receives full-time salary
- is not the professional advisor of the company (such as Auditor or Legal Advisor)
- does not have special relationship with the company that prevents from acting independently

**Attendance to Meeting:** 7/8 (From January 1 – December 31, 2024)

## Profile of Director

**Name :** Mrs. Thanit Amorntirasan  
**Age :** 62  
**Position :** Director / Executive Director / Corporate Governance and Sustainability Committee  
**Date of Appointment :** 28 November 2001  
**Education :**

- Bachelor in Architecture, Chulalongkorn University
- Master in Graphic Design, California State University, USA
- Master in Business Administration, Chulalongkorn University



### Training from Institute of Directors (IOD)

Course	Year
Director Accreditation Program (DAP)	2013

### Experience :

Period	Position	company	Business Type
2010 – Present	Director Member of Corporate Governance and Sustainability Committee	Siam Wellness Group Public Company Limited	Spa
2017 - Present	Director	Klom Kliao Pattana Company Limited	Real Estate
2007 - Present	Director	Siam Wellness Lab Company Limited	Spa Products
2010 – Present	Director	Siam Wellness Resort Company Limited	Hotel & Restaurant
2010 – Present	Director Executive Director	Asian Fortune Property Company Limited	Real Estate
2013 – Present	Director	Utsahajit Holding Company Limited	Holding Company investing in Printing Company and Service Apartment
2013- Present	Director	Cyberprint Group Company Limited	Printing
2024 - Present	Director	B.U. Enterprise Company Limited	Service Apartment

**Current Position :** Director / Corporate Governance and Sustainability Committee,  
Siam Wellness Group Public Company Limited

### Other Position :

Public Company None

Other Companies 7 companies

- Director, Klom Kliao Pattana Company Limited
- Director, Siam Wellness Lab Company Limited
- Director, Siam Wellness Resort Company Limited
- Director, Asian Fortune Property Company Limited
- Director, Utsahajit Holding Company Limited
- Director, Cyberprint Group Company Limited
- Director, B.U. Enterprise Company Limited

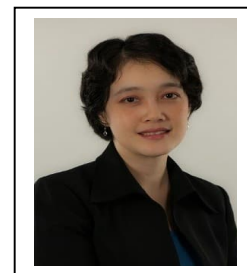
Other companies that may have conflict of interest none

**Specialization :** Graphic Design and Business Administration

**Attendance to Meeting:** 8/8 (From January 1 – December 31, 2024)

**Auditor's Profile**

<b>Name</b>	<b>Ms. Kirdsiri Kanjanaprakasit</b>
<b>Audit firm</b>	EY Office Limited
<b>CPA No.</b>	6014
<b>Years of service</b>	Over 20 years
<b>Position</b>	Partner



**Qualifications**

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand

**Education**

- Bachelor's degree in Accountancy, Kasetsart University
- Master's degree in Accountancy, Thammasat University

**Experience**

- Providing audit services in a wide range of industries, including real estate, manufacturing, securities and service businesses, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

**Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:**

- None -

**Record of illegal action**

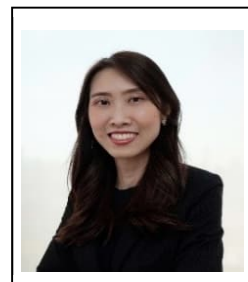
- None –

**Contact information**

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	kirdsiri.kanjanaprakasit@th.ey.com

## **Auditor's Profile**

<b>Name</b>	<b>Ms. Wilaiporn Chaowiwatkul</b>
<b>Audit firm</b>	EY Office Limited
<b>CPA No.</b>	9309
<b>Years of service</b>	Over 20 years
<b>Position</b>	Partner



### **Qualifications**

- Certified Public Accountant (Thailand)
- Approved auditor of The Securities and Exchange Commission of Thailand
- A member of Subcommittee on setting auditing standards and audit procedures of Thailand Federation of Accounting Professions under the Royal Patronage of his Majesty the King

### **Education**

- Master of Business Administration, Chulalongkorn University
- Bachelor of Accountancy, Chulalongkorn University

### **Experience**

- Providing audit services in a wide range of industries, including real estate, manufacturing and trading and service, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

### **Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:**

- None -

### **Record of illegal action**

- None –

### **Contact information**

Telephone 02 264 0777 / 02 264 9090  
Fax 02 264 0789-90  
Email [wilaiporn.chaowiwatkul@th.ey.com](mailto:wilaiporn.chaowiwatkul@th.ey.com)

## **Auditor's Profile**

<b>Name</b>	<b>Mrs. Nummon Kerdmongkhonchai</b>
<b>Audit firm</b>	EY Office Limited
<b>CPA No.</b>	8368
<b>Years of service</b>	Over 20 years
<b>Position</b>	Partner



### **Qualifications**

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- A member of Investigation Subcommittee of the Federation of Accounting Professions

### **Education**

- Bachelor's degree in Accounting, Thammasat University (2nd class honor)
- Master of Business Administration, Chulalongkorn University

### **Experience**

- Providing audit services in a wide range of industries, including real estate, hotel, manufacturing and trading and service, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

**Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:**

- None -

### **Record of illegal action**

- None –

### **Contact information**

Telephone      02 264 0777 / 02 264 9090  
Fax                02 264 0789-90  
Email             nummon.kerdmongkhonchai@th.ey.com

**Proxy Form A (General Form)**

Place \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_

1. I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambon/Sub-district \_\_\_\_\_  
Amphur/District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

2. As a shareholder of Siam Wellness Group Public Company Limited, holding a total number of \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of vote(s) as follows:  
Ordinary share \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of votes  
Preference share \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of votes

3. Hereby appoint

(1) Name \_\_\_\_\_ Age \_\_\_\_\_ year  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambon/Sub-district \_\_\_\_\_  
Amphur/District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_ or

(2) Name \_\_\_\_\_ Age \_\_\_\_\_ year  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambon/Sub-district \_\_\_\_\_  
Amphur/District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_ or

(3) Name \_\_\_\_\_ Age \_\_\_\_\_ year  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Tambon/Sub-district \_\_\_\_\_  
Amphur/District \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_ or

Only one of them as my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of Shareholders 2025 by Teleconference using Electronic Devices on Thursday 17<sup>th</sup> April 2025 at 10.00 am by broadcasting or at any adjournment thereof to any other date, time and venue.

Any act of the proxy holder performed at the meeting shall be deemed as my/our act.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Proxy holder  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Proxy holder  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Proxy holder  
( \_\_\_\_\_ )

Remark: A shareholder shall assign a proxy to only one proxy holder to attend and vote in the meeting. He/She cannot split his/her shares and assign to several proxy holders for splitting votes.



**Proxy Form B (voting is clearly and definitely specified)**

Place \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_

1. I/We \_\_\_\_\_

Nationality \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_

Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

2. As a shareholder of Siam Wellness Group Public Company Limited, holding a total number of \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of vote(s) as follows:

Ordinary share \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of votes

Preference share \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of votes

3. Hereby appoint

(1) Name \_\_\_\_\_ Age \_\_\_\_\_ year

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_

Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_

Post Code \_\_\_\_\_ or

(2) Name \_\_\_\_\_ Age \_\_\_\_\_ year

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_

Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_

Post Code \_\_\_\_\_ or

(3) Name \_\_\_\_\_ Age \_\_\_\_\_ year

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_

Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_

Post Code \_\_\_\_\_

As my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of Shareholders 2025 by Teleconference using Electronic Devices on Thursday 17<sup>th</sup> April 2025 at 10.00 am or at any adjournment thereof to any other date, time and venue.

4. I/We hereby authorize the proxy to vote on my/our behalf in this meeting as follows;

**Agenda 1: To Certify and Approve the Minutes of the Extraordinary General Meeting of Shareholders No.1 for the Year 2024 on July 26, 2024**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows;

Approve  Disapprove  Abstain

**Agenda 2: To Acknowledge the Company's Performance for the year 2024**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
- Approve       Disapprove       Abstain

**Agenda 3: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 2024**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
- Approve       Disapprove       Abstain

**Agenda 4: To Consider and Approve to Allocation for Legal Reserve and Dividend Payment from the Company's Performance for the Year 2024**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
- Approve       Disapprove       Abstain

**Agenda 5: To Consider and Approve the Election of Directors in place of the directors whose terms expired by rotation**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
- Appointment of the whole set of directors**

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Appointment of certain members**

1. Mr. Wiboon Utsahajit (Director / Chairman of the Executive Committee / Chief Executive Officer)

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

2. Mrs. Kobboon Srichai (Director/ Independent Director / Audit Committee / Chairwoman of the Risk Committee / Corporate Governance and Sustainability Committee)

Approve \_\_\_\_\_ votes    Disapprove \_\_\_\_\_ votes    Abstain \_\_\_\_\_ votes

3. Mrs. Thanit Amorntirasan (Director / Corporate Governance and Sustainability Committee)

Approve \_\_\_\_\_ votes    Disapprove \_\_\_\_\_ votes    Abstain \_\_\_\_\_ votes

**Agenda 6:    To Consider and Approve the Remuneration of the Directors for the Year 2025**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows;

Approve             Disapprove             Abstain

**Agenda 7: To Consider and Approve the Appointment of the Company’s Auditor and the Determination of the Audit Fee for the Year 2025**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
  - Approve       Disapprove       Abstain

**Agenda 8: To Consider and Other matters (if any)**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
  - Approve       Disapprove       Abstain

5. Any votes by the proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

6. If I/We do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any acts taken by the proxy at the meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed as my/our own act(s) in all aspects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Grantee  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Grantee  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Grantee  
( \_\_\_\_\_ )

**Remarks:**

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the vote on its behalf and all votes of a shareholder may not be split for more than one proxy.
2. In respect of the agenda as to the appointment and election of the directors, either the whole set of board members or only certain members may be voted for.
3. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form B as attached.

**Annex to Proxy Form (Form B)**

Grant of proxy as a shareholder of **Siam Wellness Group Public Company Limited**  
At the 2025 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on  
Thursday 17<sup>th</sup> April 2025 at 10.00 am or at any adjournment thereof to any other date, time and venue.

\_Agenda\_\_\_\_\_ Subject\_\_\_\_\_

\_ (A) The proxy may consider the matters and vote on my/our behalf as the proxy  
deems appropriate in all respects.

\_ (B) The proxy may consider the matters and vote on my/our behalf as follows;

\_ Approve      \_ Disapprove      \_ Abstain

\_Agenda\_\_\_\_\_ Subject\_\_\_\_\_

\_ (A) The proxy may consider the matters and vote on my/our behalf as the proxy  
deems appropriate in all respects.

\_ (B) The proxy may consider the matters and vote on my/our behalf as follows;

\_ Approve      \_ Disapprove      \_ Abstain

\_Agenda\_\_\_\_\_ Subject\_\_\_\_\_

\_ (A) The proxy may consider the matters and vote on my/our behalf as the proxy  
deems appropriate in all respects.

\_ (B) The proxy may consider the matters and vote on my/our behalf as follows;

\_ Approve      \_ Disapprove      \_ Abstain

\_Agenda\_\_\_\_\_ Subject\_\_\_\_\_

\_ (A) The proxy may consider the matters and vote on my/our behalf as the proxy  
deems appropriate in all respects.

\_ (B) The proxy may consider the matters and vote on my/our behalf as follows;

\_ Approve      \_ Disapprove      \_ Abstain

\_Agenda\_\_\_\_\_ To consider and approve the re-election of the directors, who are due to retire by  
rotation (Continued)

Name of Director\_\_\_\_\_

\_ Approve      \_ Disapprove      \_ Abstain

Name of Director\_\_\_\_\_

\_ Approve      \_ Disapprove      \_ Abstain

Name of Director\_\_\_\_\_

\_ Approve      \_ Disapprove      \_ Abstain

**Proxy Form C**

**(specifically for a foreign shareholder for which a custodian in Thailand is appointed)**

Place \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ B.E. \_\_\_\_\_

1. I/We \_\_\_\_\_  
Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_  
Tambol/Kwaeng \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Post Code \_\_\_\_\_

As a custodian of

\_\_\_\_\_ being a Shareholder of Siam Wellness Group Public Company Limited, holding a total number of \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of vote(s) as follows:  
Ordinary share \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of votes  
Preference share \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of votes

2. Hereby appoint

(1) Name \_\_\_\_\_ Age \_\_\_\_\_ year  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_  
Tambol/Kwaeng \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
Post Code \_\_\_\_\_ or

(2) Name \_\_\_\_\_ Age \_\_\_\_\_ year  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_  
Tambol/Kwaeng \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
Post Code \_\_\_\_\_ or

(3) Name \_\_\_\_\_ Age \_\_\_\_\_ year  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_  
Tambol/Kwaeng \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
Post Code \_\_\_\_\_

As my/ our proxy to attend and vote on my/our behalf in the 2025 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Thursday 17<sup>th</sup> April 2025 at 10.00 am or at any adjournment thereof to any other date, time and venue.

3. I/We hereby authorize the proxy to vote on my/our behalf in this meeting as follows;

- To vote based on the total number of shares held by my/our behalf in this meeting
- To split the votes as follows:

Ordinary share \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of votes  
Preference share \_\_\_\_\_ share(s) and shall hold \_\_\_\_\_ number of votes  
Total \_\_\_\_\_ number of votes

4. I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

**Agenda 1: To Certify and Approve the Minutes the Extraordinary General Meeting of Shareholders No. 1 for the Year 2024 on 26 July 2024**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
  - Approve
  - Disapprove
  - Abstain

**Agenda 2: To Acknowledge the Company's Performance for the year 2024**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
  - Approve
  - Disapprove
  - Abstain

**Agenda 3: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 2024**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
  - Approve
  - Disapprove
  - Abstain

**Agenda 4: To Consider and Approve the Allocation for Legal Reserves and Dividend Payment from the Company's Performance for the year 2024**

- (A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (B) The proxy may consider the matters and vote on my/our behalf as follows;
  - Approve
  - Disapprove
  - Abstain

**Agenda 5: To Consider and Approve the Election of Directors in place of the directors whose terms expired by rotation**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows;

**Appointment of the whole set of directors**

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Appointment of certain members**

1. Mr. Wiboon Utsahajit (Director / Chairman of the Executive Committee / Chief Executive Officer)

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

2. Mrs. Kobboon Srichai (Director / Audit Committee /Independent Director / Chairwoman of Risk Committee / Member of Corporate Governance and Sustainability Committee)

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

3. Mrs. Thanit Amorntirasan (Director / Executive Director / Corporate Governance and Sustainability Committee)

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Agenda 6: To Consider and Approve the Remuneration of the Directors for the Year 2025**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows;

Approve     Disapprove     Abstain

**Agenda 7: To Consider and Approve the Appointment of the Company's Auditor and the Determination of the Audit Fee for the Year 2025**

(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows;

Approve     Disapprove     Abstain

**Agenda 8: To Consider and Other matters (if any)**



(A) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(B) The proxy may consider the matters and vote on my/our behalf as follows;

Approve       Disapprove       Abstain

5. Any votes by the proxy in any agenda not rendered in accordance with my/our intention specified herein shall not be deemed as my/our votes as a shareholder.

6. If I/We do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any acts taken by the proxy at the meeting shall, unless the proxy cast the votes not in compliance with my/our intention specified herein, be deemed as my/our own act(s) in all aspects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Grantee  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Grantee  
( \_\_\_\_\_ )  
Signed \_\_\_\_\_ Grantee  
( \_\_\_\_\_ )

Remarks:

1. This Proxy Form C is applicable only to a shareholder whose name appears in the shareholder registration book as a foreign investor and a custodian in Thailand is appointed therefore.
2. Evidence of documents required to be attached to the proxy from are:
  - (1) A Power of Attorney executed by the shareholder authorizing the custodian to execute the proxy form on behalf of such shareholder
  - (2) A letter confirming that the person executing the proxy form has obtained a license for being a custodian
3. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
4. Either all or each of the members of the Board of Directors may be appointed in the agenda of election of the directors.
5. If the matters to be considered are more than those specified above, the proxy grantor may apply the Annex to Proxy Form C as attached.

**Annex to Proxy Form (Form C)**

Grant of proxy as a shareholder of **Siam Wellness Group Public Company Limited**  
At the 2025 Annual General Meeting of Shareholders by Teleconference using Electronic Devices  
on Thursday 17<sup>th</sup> April 2025 at 10.00 am or at any adjournment thereof to any other date, time and  
venue.

\_Agenda\_\_\_\_\_ Subject\_\_\_\_\_

    \_ (A) The proxy may consider the matters and vote on my/our behalf as the proxy  
        deems appropriate in all respects.

    \_ (B) The proxy may consider the matters and vote on my/our behalf as follows;

        \_ Approve\_\_\_\_\_votes   \_ Disapprove\_\_\_\_\_votes   \_ Abstain\_\_\_\_\_votes

\_Agenda\_\_\_\_\_ Subject\_\_\_\_\_

    \_ (A) The proxy may consider the matters and vote on my/our behalf as the proxy  
        deems appropriate in all respects.

    \_ (B) The proxy may consider the matters and vote on my/our behalf as follows;

        \_ Approve\_\_\_\_\_votes   \_ Disapprove\_\_\_\_\_votes   \_ Abstain\_\_\_\_\_votes

\_Agenda\_\_\_\_\_ Subject\_\_\_\_\_

    \_ (A) The proxy may consider the matters and vote on my/our behalf as the proxy  
        deems appropriate in all respects.

    \_ (B) The proxy may consider the matters and vote on my/our behalf as follows;

        \_ Approve\_\_\_\_\_votes   \_ Disapprove\_\_\_\_\_votes   \_ Abstain\_\_\_\_\_votes

\_Agenda\_\_\_\_\_ Subject\_\_\_\_\_

    \_ (A) The proxy may consider the matters and vote on my/our behalf as the proxy  
        deems appropriate in all respects.

    \_ (B) The proxy may consider the matters and vote on my/our behalf as follows;

        \_ Approve\_\_\_\_\_votes   \_ Disapprove\_\_\_\_\_votes   \_ Abstain\_\_\_\_\_votes

\_Agenda \_\_\_\_\_ To consider and approve the re-election of the directors, who are due to retire  
by rotation (Continued)

Name of Director\_\_\_\_\_

    \_ Approve\_\_\_\_\_votes   \_ Disapprove\_\_\_\_\_votes   \_ Abstain\_\_\_\_\_votes

Name of Director\_\_\_\_\_

    \_ Approve\_\_\_\_\_votes   \_ Disapprove\_\_\_\_\_votes   \_ Abstain\_\_\_\_\_votes

Name of Director\_\_\_\_\_

    \_ Approve\_\_\_\_\_votes   \_ Disapprove\_\_\_\_\_votes   \_ Abstain\_\_\_\_\_votes

**Definition of Independent Director and Profile of Independent Director of Siam  
Wellness Group Public Company Limited for proxy**

**Definition of Independent Director**

1. Hold not more than 1.0% of the voting shares in the Company, its subsidiaries, associates, or related companies, major shareholder or person with controlling power over the Company, whilst the number of shares held by any related person of such an independent director must also be counted.
2. Have not been or are not involved in the management, employees, wage earners, advisors on the payroll of the Company, its subsidiaries, associates, or equivalent companies, major shareholder or person with controlling power over the Company except when such qualifications have ended for more than two years, provided that such restriction or prohibition shall not apply to an independent director who has been a government authority, which is the major shareholder of the Company or the person having controlling power over the Company.
3. Are not related by blood or registration as parents, spouses, siblings, or children, spouses of any of the children to members of the management, major shareholders, those exercising control, or those about to be nominated as members of the management or those exercising control over the Company or subsidiaries.
4. Do not have and have not any business relationship with the Company, subsidiaries, associated companies, major shareholders or those exercising control over the Company in the manner in which independent discretion might be affected, and not be and have not been a substantial shareholder of or a person having power to control the person that has business relationship with the Company, subsidiaries, associated companies, major shareholders or those exercising control over the Company unless such an independent director has not been a person referred to above for at least two years.

Business referred to in the first paragraph above shall meant to include any ordinary course of business or trade for business engagement purpose, any lease taking or lease out of any property, any transaction relating to asset or service, any financial support or acceptance of financial support by way of either borrowing, lending, guaranteeing or collateral providing or any other manner similar thereto that could result to an obligation required to be performed by the applicant or the party thereto in an amount of three percent or more of the net tangible asset value of the applicant or twenty million baht or more, whichever is lesser. In light of this, the method for calculating the value of connected transaction pursuant to the Capital Market Supervising Committee's Notification, Re: Regulations in respect of an Entering into a Connected Transaction shall be applied mutatis mutandis for the purpose of calculation of such amount of debt of the applicant, provided that the amount of the debt incurred during the past one year prior to the date on which such a business relationship with such a business relationship with such person exists;

5. Is not and has not been an auditor of the Company, subsidiary, associated company, major shareholder or those with controlling power over the Company and not be and have not been a substantial shareholder of, a person having power to control over, or a partner of any auditing firm or office in which the auditor of the Company, subsidiary, associated company, major shareholder or those with

controlling power over the Company unless such an independent director has not been a person referred to above for at least two years.

6. Is not and has not been a professional advisor, including legal or financial advisor who obtains fee more than two million baht a year from the Company, subsidiary, associated company, major shareholder or those with controlling power over the company and is not and have not been a substantial shareholder of, a person having controlling power over, or a partner of any of such professional service provider firm or office, unless such an independent director has not been a person referred to above for at least two years.
7. Is not a director appointed as a representative of a director of the Company, a representative of a major shareholder of the Company, or a representative of a shareholder of the Company which is a related person of the major shareholder of the Company.
8. Does not engage in any business with similar nature as that of the Company and is competitive with the business of the Company, subsidiary or is not a substantial partner in a partnership, a director participating in any management role, an employee or officer, an advisor obtaining regular salary from, or a shareholder holding more than one percent of the voting shares of accompany engaging in any business with similar nature to the Company or subsidiary.
9. Does not have any characteristics which will inept the ability to provide independent comment or opinion on the operation of the Company.
10. Is not a director appointed to conduct major business decisions of the Company, subsidiary, associated company, major shareholder or those with controlling power over the Company.
11. Is not a director of other publicly listed company within same industry.

This Articles of Association complies with the minimum requirement set by the Securities Exchange Commission and Stock Exchange of Thailand.

Independent Director Profile for Proxy

- 1. Mr. Polchet Likittanasombat** Age 58  
(Director / Independent Director / Chairman of the Audit Committee  
/ Chairman of Nomination and Compensation Committee)

Address 3/1 Soi Punnavithi 11, Bangchak, Phrakanong, Bangkok

Does he have conflict of interest in any agenda?

No



**Registration form for attending the Annual General Meeting of Shareholders**  
**By Teleconference using Electronic Devices (E-AGM)**

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Postal code \_\_\_\_\_ Mobile \_\_\_\_\_

as a shareholder of Siam Wellness Group Public Company Limited (the “Company”) holding to total number of shares \_\_\_\_\_ shares

I hereby confirm to attend the meeting and cast the votes in the 2025 Annual General Meeting of Shareholders on Thursday, 17<sup>th</sup> April 2025 at 10.00 am by Teleconference using Electronic Devices (E-AGM)

Attending E-AGM by myself and requesting the Company to send the Username, Password and weblink to attend the meeting via Email \_\_\_\_\_

Appointing a proxy to Mr./Miss/Mrs. \_\_\_\_\_ to attend the E-AGM on my behalf and requesting the Company to send the Username, Password and weblink to attend the meeting via Email \_\_\_\_\_

Sign \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Sign \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Remark:**

Kindly send this registration form for attending the 2025 E-AGM which has been completely filled out, and attached identification document for inspection in relation to attending the E-AGM to the Company within 16<sup>th</sup> April 2025 before noon via the following channels:

- **Via Email address:** [pensri@siamwellnessgroup.com](mailto:pensri@siamwellnessgroup.com) or [prine@siamwellnessgroup.com](mailto:prine@siamwellnessgroup.com)

- **Via Registered Mail**

Attn: Company Secretary  
Siam Wellness Group Public Company Limited  
No. 565, 567 B.U. Place Building, 22<sup>nd</sup> Floor, Soi Suthiporn  
Prachasongkroh Road, Dindaeng Sub-district, Dindaeng District  
Bangkok 10400

**Guidelines for attending Electronic Annual General Meeting (E-AGM) and Proxy**

**1. In case the shareholders attending the E-AGM by themselves**

1.1 Please fill the registration form for attending the E-AGM (Attachment No.7).

**Kindly fill email and your cell phone number clearly in order to be used for the meeting registration** and attach identification document to confirm the attendance of E-AGM as follows:

- In the event that the **shareholder is an ordinary person** - a valid certified true copy of ID card, passport or other official documents issued by government authority.
- In the event that the **shareholder is a juristic person** - an executed version of the power of attorney or a proxy and supporting documents as per the detail in item “supporting documents for the appointment of proxy” below.

Please submit the registration form for the E-AGM and such identification document to the Company within 16<sup>th</sup> April 2025 before noon ONLY via the following channels:

- **Via Email address:** [pensri@siamwellnessgroup.com](mailto:pensri@siamwellnessgroup.com) or [prine@siamwellnessgroup.com](mailto:prine@siamwellnessgroup.com)
- **Via Registered Mail**

Attn: Company Secretary  
Siam Wellness Group Public Company Limited  
No. 565, 567 B.U. Place Building, 22<sup>nd</sup> Floor, Soi Suthiporn  
Prachasongkroh Road, Dindaeng Sub-district, Dindaeng District  
Bangkok 10400

1.2 When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspection is completed, the Company will send username and password, together with Weblink for attending the E-AGM. Kindly refrain from giving your username and password provided for the shareholder to another person. In the case that your username and password are lost or you have not received it within 16<sup>th</sup> April 2025, please immediately contact Quidlab Co., Ltd., the E-AGM service provider, phone number 02-0134322 or 080-0087616, Email [info@quidlab.com](mailto:info@quidlab.com) or contact the Company via phone number 02-6416619-20 ext. 108, 140 or 142.

1.3 The Company will send details such as username and password to you and also send



a manual for using the E-AGM system at the same time. Please read the manual thoroughly from the email that the Company sends to you. The system will be opened 60 minutes prior to the meeting in advance so that the shareholder can register for attending the meeting. However, the live broadcast will only begin at 10.00 am

1.4 For casting the vote during the E-AGM, a shareholder may cast his or her vote in each agenda to either approve, disapprove, or abstain from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approve”.

1.5 If you have encounter with any technical problem in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited who will be the Company’s service provider for the Company’s E-AGM’s meeting. The Company will specify a contact channel to Quidlab Company Limited in the email sending username and password to you.

## **2. In case the shareholders appointing proxy to attend the E-AGM**

In case that a shareholder is unable to attend the meeting, he/she may authorize another person or the Company’s independent director, to attend and vote on his/her behalf. The name of independent directors are as follows:

- **Mr. Polchet Likitthanasombat**, Independent Director, Age 58 years  
Address: 3/1 Soi Punnawithi 11, Bang Chak Subdistrict, Phra Khanong District, Bangkok

(The above independent directors have no special interests that are different from other directors. in every agenda proposed in the Annual General Meeting of Shareholders)

In this regard, the Company would like to request shareholders to fill statement and sign in the proxy, details of which appear in Attachment No. 5 of the invitation letter, or shareholders can download from the company website at <https://siamwellnessgroup.com/investors/public-document/> and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company within 16<sup>th</sup> April 2025 before noon ONLY via the following channels:

- **Via Email address:** [pensri@siamwellnessgroup.com](mailto:pensri@siamwellnessgroup.com) or [prine@siamwellnessgroup.com](mailto:prine@siamwellnessgroup.com)
- **Via Registered Mail**

Attn: Company Secretary  
Siam Wellness Group Public Company Limited  
No. 565, 567 B.U. Place Building, 22<sup>nd</sup> Floor, Soi Suthiporn  
Prachasongkroh Road, Dindaeng Sub-district, Dindaeng District  
Bangkok 10400

## **Supporting documents for the appointment of proxy**

### **Shareholder appoints a proxy:**

1. Proxy Form A or Proxy Form B, correctly and completely filled in, and signed by the shareholder and the proxy
2. A copy of an identification document of the grantor, certified a true copy by the grantor; and
3. A copy of an identification document of the proxy, certified a true copy by the proxy:

### **Juristic person:**

1. Proxy Form A or Proxy Form B, correctly and completely filled in, and signed by the representative of the juristic person and the proxy:
2. A copy of the affidavit of the juristic person, issued by the Department of Business Development, Ministry of Commerce, which shows that the representative of the juristic person (authorized director) attending the meeting in person, is authorized to act on behalf of the juristic person, which is a shareholder, issued no earlier than six months prior to the meeting, and certified a true copy by the representative of the juristic person (authorize director), with the company seal affixed (if any)
3. A certified true copy of an identification document of the representative of the juristic person (authorized director); and
4. A copy of an identification document of the proxy, certified a true copy by the proxy.

### **A juristic person registered outside the country:**

1. Proxy Form C, correctly and completely filled in, and signed by the representative of the juristic person (authorized director) and the proxy, with the Company seal affixed (if any)
2. Documents from the shareholder
  - A copy of the affidavit of the juristic person which is a shareholder, which is issued by a government agency of such country (which shows that the representative of the juristic person (authorized director), who signs as the grantor, is authorized to act on behalf of the juristic person which is a shareholder), issued no earlier than six months prior to the meeting, and certified a true copy by the representative of the juristic person (authorized director), with the company seal affixed (if any).
  - A certified true copy of an identification document of the representative of the juristic person (authorized director).
  - A copy of the power of attorney from the shareholder, which is a foreign investor, appointing the custodian to attend the meeting and cast a vote, certified a true copy by the representative of the juristic person (authorized director), with the company seal affixed (if any).

### 3. Documents from the custodian

- A copy of the power of attorney in which the custodian authorizes its director or executive or employee to appoint any other employee or person to attend the meeting on behalf of the shareholder, certified a true copy by the director or the management or the employee of the custodian, who is the grantor.
- A document or a copy of a permit confirming the custodian's authority, certified a true copy by the grantor.
- A certified true copy of an identification document of the grantor.
- A certified true copy of an identification document of the proxy.

### 4. In the case of appointing multi-level of attorney-in-fact prior to granting proxy to custodian:

- The power of attorney for every level of attorney-in-fact must be complete. The power of attorney must contain the provision that permits the appointment of sub-attorney.
- Copies of identification documents for all levels of attorney-in-fact, certified as true by affixing the signature of the grantor of attorney (in the case of juristic person, please affix the signature of the authorized directors of the grantor of attorney).

In this regard, in the case that the document is produced outside Thailand, such document shall be notarized by a notary public. In the case that the original document is not in English, the English translation shall be required and certified the correct translation by the shareholder or the authorized director.

### **3. Channel for shareholder to send comment or questions related to business, industry and business operation of the Company or any relevant agenda to be considered in this E-AGM are as follows:**

3.1 During the E-AGM meeting, the shareholder attending the meeting can submit comment or questions during E-AGM system.

3.2 The shareholder can submit comments or question in advance to the Company prior to the meeting date via following channels:

- **Via Email address:** [pensri@siamwellnessgroup.com](mailto:pensri@siamwellnessgroup.com) or [prine@siamwellnessgroup.com](mailto:prine@siamwellnessgroup.com)
- **Via Registered Mail**

Attn: Company Secretary  
Siam Wellness Group Public Company Limited  
No. 565, 567 B.U. Place Building, 22<sup>nd</sup> Floor, Soi Suthiporn  
Prachasongkroh Road, Dindaeng Sub-district, Dindaeng District  
Bangkok 10400

**Form for the submission of questions prior to the Annual General Meeting of Shareholders (E-AGM)**

Date \_\_\_\_\_

1. I, (Mr./Mrs./Ms) \_\_\_\_\_ Nationality \_\_\_\_\_  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ Email \_\_\_\_\_  
Tel./mobile. \_\_\_\_\_ Shareholder's Register No. \_\_\_\_\_  
a shareholder of Siam Wellness Group Public Co., Ltd (the"Company") holding \_\_\_\_\_ shares  
Conflict of Interest (if any) \_\_\_\_\_

Question(s)

No.1 \_\_\_\_\_  
\_\_\_\_\_

No.2 \_\_\_\_\_  
\_\_\_\_\_

No.3 \_\_\_\_\_  
\_\_\_\_\_

Sign \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

**Remark:**

The Shareholder who is entitled to attend the 2025 AGM, may submit the “Form for the submission of questions prior to the Annual General Meeting of Shareholders (E-AGM)” with the complete information to the Company within 16<sup>th</sup> April 2025 before noon ONLY via the following channels:

- **Via Email address:** [pensri@siamwellnessgroup.com](mailto:pensri@siamwellnessgroup.com) or [prine@siamwellnessgroup.com](mailto:prine@siamwellnessgroup.com)
- **Via Registered Mail**

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Bangkok 10400

**COMPANY'S ARTICLES OF ASSOCIATION  
RELATING TO THE MEETING OF SHAREHOLDERS**

**Chapter 3**  
**Director and Authority of Director**

17. The directors shall be elected at the meeting of the Shareholders in accordance with the following rules and methods.
- (1) Each shareholder shall have one vote for each share.
  - (2) In election of directors, the votes can be for each director or several directors at the same time as the meeting of shareholders deemed appropriated. A shareholder shall exercise all the votes he has but may not split his votes to any person at any number.
  - (3) The persons who received highest votes in their respective order of the votes shall be elected as directors in the number required to be elected at such meeting. In the event of equal votes among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors of the Company, election shall be made by casting vote of the chairman of the meeting.
18. At least one-third of the directors must retire from the office by rotation at the Annual General Shareholder's Meeting. If the number is not a multiple of three, then the number nearest to one-third, must retire from office.

Order of the Director that will retire will be through ballot for the first and second year after conversion to public company. For other years, the length of directorship will determine the retirement of the directors.

31. The directors who can sign to bind the Company shall be two authorized directors to jointly sign and affix the Company's seal. The meeting of the shareholders or the Board of Directors shall have the power to specify the names of directors authorized to sign to bind the Company.
34. Annual Director's Remuneration shall be approved by Shareholder's Meeting

Directors are entitled to receive remuneration in the form of reward, meeting allowance, gratuity, bonus or other form of benefit under the articles of association or as determined by shareholders meeting in either fixed sum or under certain criteria.

If the Director is also the employee of the company, they shall receive other benefits and compensation, as they are entitled for as the employee of the company.

Remunerations of Directors and Employees shall not be in conflict of interest of Independent Directors according to the SEC and SET's guidelines.

**Chapter 4**  
**Shareholder's meeting**

35. The Shareholders' Meeting should be conducted in the province of the Head Office or nearby provinces or set by the Board of Directors
36. There shall be one shareholders' meeting at least once every one (1) year. Such meeting shall be called the "general meeting", which shall be organized within four (4) months from the last day of the fiscal year of the Company.

Any other shareholders' meeting shall be called the "extraordinary general meeting."

The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate or a shareholder or a group of shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold, may at any time subscribe their names and clearly state the reasons in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case the Board of Directors shall convene the shareholder meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

37. The Board of Directors shall summon a meeting of shareholders by sending a notice specifying the place, date, time and agenda of the meeting and the subject matter to be presented to the meeting together with appropriate details with a clear indication that such matter will be presented for acknowledgment, approval, or consideration, as the case may be, and including the opinions of the Board of Directors on said matters. Such notice shall be sent to the shareholders and the registrar not less than seven (7) days before the date of the meeting and be published in a newspaper not less than three (3) days before the date of the meeting.
38. The quorum of a general meeting of shareholders shall be either at least twenty-five shareholders present and represented (if any), or not less than half of the total number of shareholders, who hold not less than one-third of the total number of shares sold, unless it is stipulated otherwise by law.

If after one hour from the time fixed for any general meeting of shareholders the number of shareholders present does not constitute a quorum as prescribed, such meeting shall be cancelled if such general meeting of shareholders was requested by the shareholders. However, if such meeting of shareholders was not requested by the shareholders, the meeting shall be called again and notice for the new meeting shall be sent to shareholders not less than seven (7) days before the meeting. In that new meeting no quorum shall be required.

39. Shareholders may appoint any other person as proxy to attend the meeting and vote on his or her behalf. The appointment shall be made in writing. The proxy instrument shall be dated and signed by the shareholder in the form as specified by the Registrar and shall contain at least the following particulars:

- (1) number of shares held by the shareholder;
- (2) name of the proxy; and
- (3) the meeting which the proxy is authorized to attend during the period of the authorization.

The proxy shall submit the proxy instrument to the chairman of the Board of Directors or person designated by the chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.

40. The person presiding over the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the Company. In such meeting, the agenda specified in the notice calling for the meeting shall be followed, unless the meeting passes a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

After completing all agendas, shareholders can request additional agenda if the shareholders who hold at least 1/3 of the total number of the shares sold request.

However, if the agenda is not completed within that meeting day, the meeting can be rescheduled by specifying the venue, date and time and invitation letter shall be sent out at least 7 days before the new meeting date and shall be advertised in newspaper at least 3 days before the meeting date. Advertisement shall be done in 3 consecutive days.

41. The chairman of the board shall preside over shareholder meetings. If the chairman of the board is not present at a meeting or cannot perform his/her duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman but he is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to preside over the meeting.
42. In voting, one share shall have one vote.

Any shareholder who has special interest in any matter subject to the votes shall not be entitled to vote on such matter, except for the vote on the election of directors.

43. The passing of a resolution requires a majority vote of the shareholders who attend the meeting and cast their votes unless specified in the Articles of Association. The following resolutions shall receive at least 3/4 of the total votes:
  - Sell or Transfer of whole or part of business to others
  - Buy or Transfer of other publicly listed company or other limited company
  - Agreement (Compose, Modify or Revoke) of Lease of whole or part of business, including giving authority to others and mergers with the objectives of splitting profit and loss
  - Modify of Company Certificate and Articles of Association
  - Increase or Decrease of Registered Capital
  - Issue of Warrants
  - Mergers or Revoke of Company



- Issue of Debentures (Changes debt to capital) as specified in the Public Limited Company Act (2<sup>nd</sup> edition) B.E. 2544

44. Annual General Shareholders' Meeting Agenda shall include
- (1) To acknowledge the Board of Directors' report on the Company's performance
  - (2) To consider the auditor's report and approve the financial statements of the Company and its subsidiaries
  - (3) To consider and approve the non-allocation of annual net profit and the dividend omission
  - (4) To consider and approve the re-election of the directors, who are due to retire by rotation and to consider and approve the determination of the directors' remuneration
  - (5) To consider and approve the appointment of the Company's auditor and the determination of the audit fee
  - (6) To consider other matters

## **Chapter 6** **Dividend and Reserve**

49. No dividend may be declared except by a resolution passed in a General Meeting. The directors may time to time pay to the shareholders such interim dividends as appeared to the directors to be justified by the profits of the company.

Dividend Payment shall be informed to shareholders via written notification and advertisement in newspaper at least 3 consecutive days. Dividend payment shall be made within 1 month from resolution date.

50. The board of directors may pay interim dividends to shareholders from time to time when it appears to the directors that the company has sufficient profits to allow it to do so, and when dividends have been paid, they shall report them to the next shareholders' meeting.
51. No dividend shall be paid otherwise than out of profits. If the company has incurred losses, no dividend may be paid unless such losses have been made good.

Dividend Payment shall be distributed equally based on number of shares unless stated in the company's articles of association for Preference share

In the event that the shares have been not been fully distributed or the company has increased the registered capital, the company may payout full or partial dividend via new stock to shareholders in which the shareholders' meeting must approved.

52. A minimum of 5% of the annual net profit, after accumulated loss (if any), shall be appropriated to a reserve fund until the total is not less than 10% of the registered capital.

Moreover, the Board may increase the reserve fund if necessary, but must get approval from shareholder's meeting.

After approval, the company may transfer other reserve fund, legal reserve fund and additional reserve fund over stock value in order to support net loss (if any).

**Chapter 8**  
**Accounting Book and Auditor**

60. Shareholders' meeting shall approve the appointment of the Company's auditor in Annual General Shareholders' Meeting and the auditor appointed by the Annual General Shareholders' Meeting can be re-appointed.
  
61. The audit fee shall be approved by shareholder's meeting.