

No: SWG 019/2024

Date: April 19, 2024

Subject: Report of Resolutions of the Annual General Meeting of Shareholders for year 2024

To: President,  
The Stock Exchange of Thailand

Siam Wellness Group Public Company Limited or “the Company” held the 2024 Annual General Meeting of Shareholders on Friday 19<sup>th</sup> April 2024 at 10.00 am by using solely E-AGM platform, broadcasting live from Meeting Room 4, 22<sup>nd</sup> Floor, Siam Wellness Group Public Company Limited, B.U. Place building. There were total of 777 shareholders, in person through E-AGM platform and by proxies, representing a total of 712,042,655 shares were present at the Meeting. The shares presented in aggregate were 83.2798 % of the total paid-up shares. The resolutions which have been passed at the Meeting are as follows:

**Agenda 1: To certify and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2023**

**Resolution:** The Meeting passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving the minutes of the Annual General Meeting of Shareholders for year 2023 held on April 7, 2023. The vote results are as followed:

There are total shareholders who attended and cast the vote of 712,152,671 votes

Approve	712,152,671	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	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 acknowledge the Company’s Performance for the year 2023**

**Resolution:** The Meeting acknowledged the report on the operating results of 2023, as proposed.

**Agenda 3: To consider and approve the Company’s Financial Statements for the Year Ended December 31, 2023**

**Resolution:** The Meeting passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving the Financial Statement for year 2023 ended December 31, 2023 which were audited by auditor and

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

Total assets	THB	1,973	million
Total liabilities	THB	1,072	million
Revenues	THB	1,473.29	million
Net Profit	THB	332.14	million

The vote results are as followed:

There are total shareholders who attended and cast the vote of 712,236,671 votes

Approve	712,236,671	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

**Agenda 4: To Consider and Approve the decrease in the Company's registered capital from 213,750,000 baht to 213,749,982 baht by cancelling 72 unpaid remaining ordinary shares that have not allocated and the amendment to Article 4 of the company's Memorandum of Association to reflect the decrease of the company's registered capital**

**Resolution:** The Meeting has passed the resolution, with not less than three quarters of total votes of the shareholders attending the meeting and casting their votes, approving the decrease in the Company's registered capital from 213,750,000 baht to 213,749,982 baht by cancelling 72 unpaid remaining ordinary shares that have not allocated and the amendment to Article 4 of the company's Memorandum of Association to reflect the decrease of the company's registered capital

The vote results are as followed:

There are total shareholders who attended and cast the vote of 712,236,671 votes

Approve	712,236,671	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

**Agenda 5: To Consider and Approve to Allocation for Legal Reserve and Distribution of a Dividend by stock dividend and cash dividend from the Operating Performance for the Year 2023**

**Resolution:** The Meeting passed the resolution, with a majority of votes with not less than three quarters of votes of the shareholders attending the meeting and casting their votes, approving to allocation for legal reserve and distribution of a dividend by stock dividend and cash dividend from the Operating Performance for the Year 2023

The vote results are as followed:

There are total shareholders who attended and cast the vote of 712,236,671 votes

Approve	712,236,671	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

**Agenda 6: To Consider and Approve the increase in Company's registered capital from 213,749,982 baht to 320,624,973 baht and allocation of these issued shares and the amendment to Article 4 of the company's Memorandum of Association to reflect the decrease of the company's registered capital**

**Resolution:** The Meeting passed the resolution, with not less than three quarters votes of the shareholders attending the meeting and casting their votes, approving the increase in Company's registered capital from 213,749,982 baht to 320,624,973 baht and allocation of these issued shares and the amendment to Article 4 of the company's Memorandum of Association to reflect the decrease of the company's registered capital

The vote results are as followed:

There are total shareholders who attended and cast the vote of 712,236,671 votes

Approve	712,236,671	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

**Agenda 7: To consider and approve the Election of Directors in place of the directors whose terms expired by rotation**

The company has converted to public company on 8 May 2014. Thus, there are three directors who are due to retire by rotation in the year 2024 namely:

Mrs. Pranee Suphawatanakiat, Mr. Polchet Likittanasombat and, Mr. Bancha Chernchujit

**Resolution:** The Meeting has passed the resolution approving the appointment of directors who were elected with the highest rank for 3 persons respectively, i.e., Mrs. Pranee Suphawatanakiat, Mr. Polchet Likittanasombat and, Mr. Bancha Chernchujit and be re-elected as Director.

The vote results are as followed:

7.1 Mrs. Pranee Suphawatanakiat, as director (Chairman)

There are total shareholders who attended and cast the vote of 639,456,671 votes

Approve	638,512,471	votes	or	99.8523 %	* of total votes
Disapprove	944,200	votes	or	0.1477 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

7.2 Mr. Polchet Likittanasombat as director (Independent Director/ Chairman of Audit Committee, Chairman of Nomination and Compensation Committee, and Corporate Governance Committee)

The vote results are as followed:

There are total shareholders who attended and cast the vote of 712,236,671 votes

Approve	664,432,221	votes	or	93.2881 %	* of total votes
Disapprove	47,804,450	votes	or	6.7119 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

7.3 Mr. Bancha Chernchujit as director (Independent Director and Audit Committee)

The vote results are as followed:

There are total shareholders who attended and cast the vote of 712,236,671 votes

Approve	712,236,671	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

**Agenda 8: To consider and approve the Remuneration of the Directors for the year 2024**

**Resolution:** The Meeting has passed the resolution with not less than two-thirds of total votes of the shareholders attending the meeting, approving the remuneration, meeting allowance and annual bonus of the directors for year 2024 as proposed below:

No.	Consideration	2024 Proposed Rate (not the increased rate from 2023)
1.	Director's Remuneration	
1.1	Monthly Allowance (per month per person)	- Chairman 22,000 Baht - Director 11,000 Baht  * If one has been selected to more than one position, one shall receive only the highest rate of the position.  **Director who is member of Executive Committee will not receive monthly allowance
1.2	Meeting Allowance (per month per person)	- Chairman / Director 12,000 Baht
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

No.	Consideration	2024 Proposed Rate (not the increased rate from 2023)
		shall receive only the highest rate of the position. **Director who is member of Audit Committee will not receive the monthly allowance as Director
2.2	Meeting Allowance (per month per person)	- Chairman / Audit Committee 12,000 Baht
3.	Meeting Allowance for the Nomination and Compensation Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht
4.	Meeting Allowance for the Risk Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht
5.	Meeting Allowance for the Corporate Governance Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht
6.	Bonus	2,450,000 Baht

There are total shareholders who attended and cast the vote of 712,236,671 votes

Approve 711,292,471 votes or 99.8674 % \* of total votes

Disapprove 944,200 votes or 0.1326 % \* of total votes

Abstain 0 votes or 0.0000 % \* of total votes

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

**Agenda 9: To consider and approve the Appointment of the Company’s Auditor and the Determination of the Audit Fee for the Year 2024**

**Resolution:** The Meeting has passed the resolution approving 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. Ms. Nummon Kerdmongkhonchai, certified public accountant no.8368

of EY Office Limited as the Company’s auditor for the year 2024, with the audit fee in total of THB 1,500,000

The vote results are as followed:

There are total shareholders who attended and cast the vote of 712,236,671 votes

Approve	709,857,971	votes	or	99.6660 %	* of total votes
Disapprove	1,568,500	votes	or	0.2202 %	* of total votes
Abstain	810,200	votes	or	0.1138 %	* of total votes

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

Please be informed accordingly.

Yours Sincerely,

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