



Siam Wellness Group
Public Company Limited

Invitation to the Annual General
Meeting of Shareholders 2022
By Teleconference using Electronic Devices (E-AGM)
Friday 22nd April 2022 at 10:00 am

Date: 25 March 2022

Subject: Invitation to the Annual General Meeting of Shareholders 2022

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

Attached:

1. A copy of the Minutes of the Annual General Meeting of Shareholders No. 1/2021 on 30 April 2021 (Refer for Agenda 1)
2. Annual Registration Statement/Annual Report 2021 (Form 56-1 One Report), Financial Statements and, Report of Independent Auditor for the Year Ended December 31, 2021 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 Auditor (Refer for Agenda 7)
5. Amendments of the Articles of Association Chapter 9 Clause 64 Company’s Seal (Refer for Agenda 8)
6. Proxy Form A, B and C (Choose only one form)
7. Definition of the Company’s Independent Director and Profiles of the Independent Directors Who Serves as Proxy for Shareholders
8. Electronic Annual General Meeting (E-AGM) Registration Form
9. Guidelines for attending Electronic Annual General Meeting (E-AGM) and Proxy
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 2022 on Friday 22nd April 2022 at 10.00 am using E-AGM Platform only. This complies with the rules and regulations under current COVID-19 situation. 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 Annual General Meeting of Shareholders for the Year 2021

Preamble: The Company’s General Meeting of Shareholders No. 1/2021 was held on 30 April 2021. The Meeting considered the agenda namely approving the Company’s financial statements for the year ended December 31, 2020, the non-allocation for retained earnings as a legal reserve and non-distribution of a dividend from the operating performance for the year 2020, the election of directors in place of those whose terms are to be expired, the remuneration for the Company’s directors, the appointment of the Company’s auditor and

the determination of the audit fee. The Company has provided a copy of minutes of the Annual General Meeting of Shareholders for the Year 2021 (Attachment No.1)

Board's Opinion: The minutes of the general meeting of shareholders for the year 2021 on 30 April 2021 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 2021

Preamble: The Company's performance has been presented in the Company's Annual Registration Statement / Annual Report 2021 (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 2022

Required Votes: Vote is not required

Agenda 3: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 2021

Preamble: The Company has prepared the Statement of Financial Positions and Statement of Comprehensive Incomes for the Year Ended December 31, 2021 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, 2021 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 2022 and have shareholders approve the consolidated Company's financial statements for the year ended December 31, 2021 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 Non-Allocation for Retained Earnings as a Legal Reserve and Non-Distribution of a Dividend from the Operating Performance for the Year 2021

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. 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. The Board of Directors meeting no.1/2022 on February 28, 2022 has thoroughly considered that due to COVID 19 situation, the Company had the net loss of 271,707,932 Baht (Two Hundred Seventy-One Million Seven Hundred Seven Thousand and Nine Hundred Thirty-Two Bath) according to the Company's financial statement for the year ended December 31, 2021. Hence, the Company cannot pay the shareholders this year's dividend from the Operating Performance for the year ended December 31, 2021 pursuant to the laws and Company's policy.

Comparison of dividend distribution in the year 2021 to the preceding year is as follows:

Details of dividend payment	Year 2020	Year 2021
1. Profit (loss) (baht)	(179,828,055)	(271,707,932)
2. Shares (shares)	854,999,928	854,999,928
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)	-	-
Total amount of dividend paid	-	-

Board's Opinion:

The Board of Directors agrees to propose the Annual General Shareholder's Meeting 2022 to consider regarding non-allocation of dividend income and non-allocation for retained earnings as a legal reserve for this year.

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 2022 were as followed:

1. Mr. Wiboon Utsahajit
2. Mrs. Kobboon Srichai
3. Mr. Phumiphon Bunjapamai

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 (www.siamwellnessgroup.com/investor_relation) during December 9, 2021 – February 27, 2022. 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. The Nomination and Compensation 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 on 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 2022

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 2021 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 2022 as followed:

No.	Consideration	2021 Existing Rate	2022 Proposed Rate (the same rate as previous year's 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
1.2	Meeting Allowance (per month per person)	- Chairman / Director 12,000 Baht	- Chairman / Director 12,000 Baht

No.	Consideration	2021 Existing Rate	2022 Proposed Rate (the same rate as previous year's rate)
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 Committee (per month per person)	- Chairman 8,000 Baht - Committee 6,000 Baht	- Chairman 8,000 Baht - Committee 6,000 Baht
6.	Bonus	None	None

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 2022

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) Mr. Chayapol Suppasedtanon, certified public accountant no. 3972 and/or
- 2) Ms. Orawan Techawatanasirikul, certified public accountant no. 4807 and/or
- 3) Ms. Rosaporn Decharkom, certified public accountant no. 5659 and/or
- 4) Ms. Kirdsiri Kanchanaprakasit certified public accountant no. 6014

of EY Office Limited as the Company and its Subsidiaries' auditor for the year 2022, 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. In the absence of the above-named auditors, EY is authorized to appoint other Certified Public Accountants of EY to carry out the work. Ms. Sumana Punpongsanon, certified public accountant no.5872 as our auditor has duly conducted the audit and expressed an opinion on the Company and its Subsidiaries' financial statements for 7 years, therefore, the Audit Committee, has thoroughly considered proposing for the auditors as above for this year. In 2022, The EY Office, the Audit Firm, has proposed the audit fee of the Company of 1,290,000 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) Mr. Chayapol Suppasedtanon, certified public accountant no. 3972 and/or
- 2) Ms. Orawan Techawatanasirikul, certified public accountant no. 4807 and/or
- 3) Ms. Rosaporn Decharkom, certified public accountant no. 5659 and/or
- 4) Ms. Kirdsiri Kanchanaprakasit certified public accountant no. 6014

of EY Office Limited as the Company and its Subsidiaries' auditor for the year 2022, in which none has relationship or conflict of interest with the Company/Subsidiary Companies/Executives/Major Shareholders/Related Parties.

In the absence of the above-named auditors, EY is authorized to appoint other Certified Public Accountants of EY to carry out the work. In 2022, the audit fee of the Company is 1,290,000 Baht. (the same rate as 2021) as detailed below:

Audit Fee of the Company	Year 2021 (Baht)	Year 2022 (Baht)
1. Annual audit fee for the Company's financial statement	804,000	804,000
2. Quarterly Review fee for the Financial statements (in total of three quarters)	486,000	486,000
Total	1,290,000	1,290,000

The above Audit Fee for the year 2022 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 Approve the Amendment of the Articles of Association Chapter 9 Clause 64 Company’s Seal

Preamble: The Company proposed to amend the Article of Association regarding the Company seal in order to be in harmony with the image and business of the company in the future (Attachment No.5)

Board’s Opinion: The Board of Directors agrees to present to the Annual General Meeting of Shareholders 2022 and have shareholders approve the amending the

Article of Association of the Company Chapter 9 article 64 the Company seal

Required Votes: The passing of a resolution requires at least 3/4 (three-fourths) of the shareholders who attend the meeting and cast their votes (Articles of Association No. 43)

Agenda 9: 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 2022 Annual General Shareholders Meeting in advance of the Meeting, through an announcement on the Company's website during December 9, 2021 – February 27, 2022. For this Meeting, there is not any minority shareholder 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 2022 is scheduled on March 14, 2022.

Therefore, Company would like to invite the shareholders to attend the meeting on the day and at that time, with the situation of the spread of Coronavirus Disease 2019 (COVID-19) that has a new outbreak, the company holds a meeting in E-AGM (Electronic Annual General Meeting) format and Digital Access Platform Company Limited (DAP), a subsidiary of SET Group, operates the Company's shareholder meeting system via electronic means called DAP e-Shareholder Meeting which is in accordance with the Electronic Transactions Development Agency's information security standards for meeting control systems.

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. 9, 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,

A handwritten signature in blue ink, appearing to read 'Wiboon Utsahajit', written in a cursive style.

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

**Minutes of the Annual General Shareholders Meeting No.1/2021
of Siam Wellness Group Public Company Limited**

Time and Place:

The Meeting was held on April 30, 2021 at 10.00 am by using solely E-AGM platform, broadcasting live from Meeting Room 4, 22nd Floor, Siam Wellness Group Public Company Limited, BU Place building, address no. 567 Ratchadapisek Soi 3, Dindaeng Sub-district, Dindaeng District, Bangkok 10400.

The following directors were present:

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

Other participants:

- | | |
|-------------------------------|--|
| 1. Ms. Yonlawan Ahemalongkorn | Chief Financial Officer and Assistant Managing Director – Accounting & Finance |
| 2. Ms. Sumana Punpongsanont | Auditor from EY Office Limited |
| 3. Ms. Nitikarn Supakalin | Assistant Auditor from EY Office Limited |
| 4. Mr. Prin Ekmanochai | Company Secretary |

88.88% of all directors attended of this Meeting. (Mr. Phumiphan Bunjapamai attended the meeting via E-AGM platform whilst Mrs. Kobboon Srichai could not attend the meeting as she was attending other company's shareholders 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 1 shareholder, holding aggregate amount of 1 share, and 286 proxies holding aggregate amount of 645,236,751 shares (75.4663% of total vote) attended the Meeting. The 287 shareholders and proxies who attended the Meeting through E-AGM platform held 645,236,752 shares, equivalent to 75.4663 percent of the Company's issued shares, which are 854,999,928 shares, constituting a quorum of the Meeting as prescribed by the Company's Articles of Association No. 38 Re: The Annual General Meeting.

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 due to the situation of the spread of COVID-19, a dangerous communicable disease according to the announcement of the Ministry of Public Health which has generated a new wave of outbreaks during this month. As a result, the company has to postpone the meeting from April 9, 2021 to today and will hold the meeting only in electronic format by Quidlab Company Limited, a service provider that received a certificate for electronic conference control system. According to the information security standard of the meeting control system of the Electronic Transactions Development Agency whom is the manager of the meeting this time. It will broadcast live from the meeting place. According to the rules and procedures prescribed by the law in order to comply with the guidelines the Stock Exchange of Thailand requests for cooperation and it follows the order of the 25th Bangkok Metropolitan Administration's Announcement. The Company apologizes to everyone for the inconvenience caused by postponement of the said meeting here.

In addition, Mr. Prin Ekmanochai informed that this year there were 2 directors resigned before the end of term. Therefore, the Nomination and Remuneration Committee selected 2 directors to propose to the Board of Directors' meeting. The Board of Directors considered and passed a resolution on February 22, 2021 to elect two directors to take the position of Company Directors in place of the resigned director as follows:

1. Mrs. Kobboon Srichai, age 55, appointed the Company's director as an independent director. to replace Mr. Chaiyut Thienvuttichai who has resigned. The term of directorship is equal to the period remaining by Mr. Chaiyut Thienvuttichai, which is 1 year. In addition, the Board of Directors' meeting has also appointed her to serve as a member of the Company's sub-committee as Audit Committee and Chairwoman of the Risk Committee

2. Mr. Phumiphan Bunjapamai, age 58, has been appointed as a director of the Company as an independent director to replace Mrs. Supee Pongpanich who has resigned. The term of directorship is equal to the period remaining by Mrs. Supee Pongpanich, which is 1 year. In

addition, the Board of Directors' meeting has appointed him to serve as a member of the Risk Committee.

The Conductor To comply with the good governance of a public company regulation of the Stock Exchange of Thailand as well as to follow the Good Corporate Governance Policy of the Company, the Company gave the opportunity for the shareholders to participate in which they can submit the agenda for considering in the Annual General Meeting of Shareholders for year 2021 and for nominating individual(s) to become the director(s) of the Company in advance. The submissions and suggestions of the agenda are required to follow the guidelines that are available on the company website at www.siamwellnessgroup.com/investor_relations/ from 7 January 2021 to 21 February 2021. After the closing date, there were no submissions or suggestions from shareholders. In this meeting, there is a total of 8 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 on the screen. The Company shall deduct such votes from the total votes in each agenda to obtain the votes of approval.

For Agenda 5, approval of appointed directors, to comply with the Governance of Quality Annual General Meetings, all votes will be collected. Each vote is for each director.

In this regard, attending the meeting via E-AGM system. The process of participation has been clarified through the Invitation Letter which was sent to all shareholders and the meeting, asking questions, answering questions and voting. In addition, the details to the shareholders were informed in accordance with the E-AGM System User Manual, which was sent to the e-mail that the shareholders had already sent to the company.

In order to comply with the Governance of Annual General Meetings, the Company has assigned 1 representative from EY Office Limited as a witness by attending the meeting through E-AGM platform.

1. Ms. Nitikarn Supakalin Representative from EY Office Limited

Agenda 1: To Certify and Approve the Minutes of the Annual General Meeting of Shareholders for the Year 2020

The Conductor proposed to the Meeting to consider and certify the minutes of the 2020 Annual General Meeting of Shareholders, held on April 30, 2020, of which the copy has been delivered to all shareholders along with the invitation letter convening this Meeting.

The Conductor proposed to the Meeting to consider and certify the minutes of the 2020 Annual General Meeting of Shareholders, held on April 30, 2020, as per the details stated above.

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 Public Limited Company Act 1992 No. 107

Resolution:

The Meeting resolved to adopt the Minutes of the Annual General Meeting of Shareholders of Siam Wellness Group Company Limited No. 1/2020 held on April 30, 2020. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 645,711,752 votes

Approved	558,151,952	votes	or	86.4398	%	* of total votes
Disapproved	0	votes	or	0.0000	%	* of total votes
Abstained	87,559,800	votes	or	13.5602	%	* 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 Acknowledge the Company's Performance for the year 2020

The Chairwoman asked Mr. Wiboon Utsahajit, CEO, to report of the Company's performance for the year 2020

Mr Wiboon Utsahajit (CEO) stated that as of 31st December 2020, there are a total of 70 branches in which 65 branches are domestic and 5 branches are overseas.

- RarinJinda Wellness Spa 3 branches
- Let's Relax 48 branches (43 domestic branches and 5 overseas branches in China, Cambodia and Myanmar)
- Baan Suan Massage 10 branches
- Stretch Me 6 branches
- Dr. Spiller 3 branches

In 2020, the Company opened 6 new domestic branches namely,

Let's Relax 4 branches:

- Carlton Hotel
- Leisure Space CentralWorld
- Movenpick Pattaya
- Mahanakhon Cube

Baan Suan Massage 1 branch:

- Ramintra 62

Stretch me 1 branch:

- The Allez Sukhumvit 13

Rebranded Face Care by Let's Relax to Dr. Spiller Pure Skin Care Solutions and opened new branches

- Ginza Thonglor
- Leisure Space CentralWorld
- Terminal 21 Pattaya

Opened new business unit, Stretch me Clinic, which is the extension of Stretch me, a stretching studio, at Leisure Space CentralWorld.

The Company also expanded new distribution channels (Specialty Stores) and Online Channels for its lifestyle products, LRL (Let's Relax Lifestyle) and Dr. Spiller, a German skincare brand, whom the Company is the sole distributor.

During the COVID-19 pandemic, the Company has launched "A Place you can trust" campaign to help build trust and inform Company's COVID-19 measures.

Following the COVID-19 Global Pandemic, the local and global economy have slowed down with significant impact on Tourism Industry. In 2020, the Company had total Revenue of 433 million baht. EBITDA is 12 million bahts or 2.9% of Revenue. The Net loss is 209 million bahts, mainly from Depreciation impacted from the new TFRS9 and TFRS16.

In 2020, The Company has received many awards globally, regionally and nationally including Best Investor Relations from SET Awards 2020 and IR Magazine Awards. The Company also received Forbes Best Under a Billion for 3rd consecutive years.

The Chairwoman asked Any Shareholders have any questions or suggestions?

With no further questions, **the Conductor** informed that Resolution in this agenda does not require votes.

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

Agenda 3: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 2020

The Chairwoman asked Ms. Yonlawan Ahemalongkorn (Chief Financial Officer and Assistant Managing Director – Accounting and Finance), to report the Company's Financial Statements for the Year Ended December 31, 2020

Ms. Yonlawan Ahemalongkorn (Chief Financial Officer and Assistant Managing Director – Accounting and Finance), stated that as shown in the financial statements and as explained by Mr. Wiboon Utsahajit, at the end of 2020, Revenue was 433.29 million baht. 2020 is the first year that Company reported net loss due to the impact of COVID-19. The Cost of sales and services was 506.64 million baht. This is lower due to lower Variable cost, while Fixed costs such as

rental, depreciation remained, resulting in accumulated gross loss of 79.73 million baht. SG&A is 118.66 million baht which is mainly Staff Cost. Even though our branches were shut down temporarily and weakening customer number, the Company had to accept this Fix Cost, although some has been subsidized by the Government. Gross Loss before tax is 192.01 million baht. The finance cost was 19.16 million baht, an increase from the previous year as a result of higher waiting time for loan and impact from the COVID-19 and TFRS 16 about the lease in which part of it reported as share interest. There were no Income Tax as the Company reported Net Loss of 209.09 million baht. It is the first year we reported a loss since entering the stock market. However, according to Mr. Wiboon Uthahajit explained EBITDA is 12 million baht or about 12% of total assets for this year (2,632 million baht), most of which are Fixed Assets and Equipment. Under new Thai Financial Reporting Standards, there is new asset which is the Right of Use.

Debt is 1,727 million baht which has been added according to the new financial reporting standard. from liability of the ROU estimated about 1 billion. Shareholder's Equity is 905 million baht, a slight drop, because we have incurred losses this year. Cash and cash equivalents is 114 million baht, an increase from the previous year. The company has waited for a loan to be used in an emergency. Temporary investments have sold out in order to put the money in reserve. Accounts receivable and other receivables dropped from the number of transactions of purchases of goods and services during the COVID period where the number of transactions was less. Inventories were similar to the previous year. The cost of shares pending repayment, which is the share value of the sale of the business back to Chaba last year, dropped approximately 12 million baht. Land, Building and Equipment is relatively similar to last year because we did not invest much in the past year. The new accounting standard which has the new Rights of use assets added approximately 1 billion baht. Short-term loans increased because we have to wait for the loan during the year. Likewise, the long-term loan increased from 80 million baht to 288 million baht. The total lease liability was 1,198 million baht, an increase according to the new accounting standard TFRS 16 and employee benefit liabilities increased.

The statements of financial position and statements of comprehensive income for the year ended December 31, 2020 were reviewed by the Audit Committee of the Company. And has been audited by the auditor, the details are in the financial statements section of the annual report. Along with the Statement of Financial Position and the Income Statement of the company With the auditor's report For the year ended December 31, 2020, which will be sent to the shareholders together with the invitation letter of this meeting (in the form of QR Code).

The figures that will be presented in this agenda for 2020 will be numbers that exclude the Chaba business. In order to be able to compare each other for the past 3 years For the statement of comprehensive income 2018 - 2020 are as follows:

Statement of Comprehensive Income 2018 – 2020

Million THB

Details	2018	2019	2020
Revenue	1,152.49	1,402.41	433.29
Costs of Goods Sold	750.13	942.56	506.64
Gross Profit	384.12	441.12	(79.73)

--Translation--

SG&A	152.48	162.57	118.66
Net Profit Before Tax	249.88	297.28	(192.01)
Interest	8.84	9.75	19.16
Tax	35.44	45.19	(2.08)
Net Profit After Tax	205.60	242.34	(209.09)
NCI	-	3.64	-
Net Profit	205.60	245.98	(209.09)
Other Items	49.86	8.51	-
Net Profit attributed to the Company	255.46	254.49	(209.09)

Statement of Financial Position

Million THB

	31 December 2020	31 December 2019	an increase (a decrease)	%
Total Assets	2,632	1,516	1,116	74
Total Liabilities	1,727	384	1,343	350
Total Shareholder Equity	905	1,131	(226)	-20

Million THB

Assets	31 December 2020	31 December 201	an increase (a decrease)	%
Cash or Cash Equivalent	114	52	62	119
Current Investments	-	73	(73)	(100)
Trade or Other Receivables	22	37	(15)	(41)
Inventories	40	40	0	0
Share Returns Receivables	42	54	(12)	(22)

--Translation--

Property, Plant and Equipment	1,074	1,083	(9)	(1)
Right of Use	1,170	0	1,170	

Million THB

Liabilities	31 December 2020	31 December 2019	an increase (a decrease)	%
Short Term Loan	103	80	23	29
Long Term Loan	288	80	208	260
Liabilities under Financial Lease Agreement	1,198	-	1,198	
Provision for Long Term Employee Benefits	10	9	1	11

The Chairwoman asked Any Shareholders have any questions or suggestions?

The Conductor Question from Ms. Poonsri Karncharoenkulwong, a representative from Investor Rights and Investor Promotion Association

Question: Receivables for payment of shares, waiting for repayment, totaling 45 million baht from the sale of shares of Chaba Elegance Co., Ltd. returned to the existing shareholders on October 6, 2019, which cannot be charged by check in 2020 in the amount of 30 million. And the check paid in advance in year 2021 of 15 million baht would like to inquire about how the company cannot receive the refund, what can the company do? In addition to the prosecution, the check cannot be collected. (As per note 12 to financial statements)

Ms. Yonlawan Ahemalongkorn answered for Chaba's non-billable cheques, Siam Wellness Group Public Company Limited has taken legal action. The first cheque that was filed has already been filed. The Chaba is trying to negotiate. Chaba informed the request that he would like to return the first payment due. But is in the process of bargaining on how to return each other

Question: The sale of the condominium unit that the buyer has not paid 34.5 million baht by 31 December 2020 according to the contract and the company has made an agreement to postpone the payment to be within 1 July 2021, if the payment is due and has not yet received What measures will the company have? (As per note 17 to financial statements)

Ms. Yonlawan Ahemalongkorn answered the Company understands the COVID-19 situation and has postpone the sale pay for the apartment right here If it is in accordance with the

contract, that is, if the buyer does not pay the rest by July 1, 2021, we have the right to forfeit the deposit that we have deposited in the amount of 2 million baht.

Question: I would like to inquire about the Company's policy and strategy. The cash and cash equivalents increased from 52.56 million baht to 114.53 million baht, an increase of 61.97 million baht from the previous year, representing an increase of 117.89 percent. Therefore, there was a withdrawal of loan from financial institutions 245 million baht and temporary investment of 73.10 million baht, but the company continued to invest in new branches and renovate the same branch in 2020 equal to 141 million baht, although sales in 2020 were 400,000 baht decreased from the year 2019 at 1.43 million baht or down more than 70%.

Ms. Yonlawan Ahemalongkorn answered the inquiries that 400,000 baht should have been printed in error. I would like to give a rough summary of the money that the company actually withdraws. The company wants to support the COVID situation as reported. But what I see that there is investment is investment from the same branch which has already been approved in 2019, which we try to postpone as much as possible. But there are some branches that are actually postponed That is, if the company does not open, there will be a penalty fee from the lessor. Therefore, the company needs to continue and the large Renovation fee is in Phuket Patong 2nd Street branch, it is the one that we have opened for a long time. During the first round of COVID, we see it as a good opportunity to improve here in order to accommodate the return of tourists. So we decided to do this first.

Question: The impact of the COVID situation As a result, there is uncertainty from continuing operations. The Company has current liabilities more than current assets 129.8 million baht (separate financial statements 147.6 million baht) and a loss in the year 209.1 million baht. (As per note 1.2 to financial statements)

Ms. Yonlawan Ahemalongkorn answered if looking only at the ratio, the negative Current ratio is partly affected by the revised TFRS 16 in terms of the right-of-use assets. The classification method is that it is classified as Long-Term Asset, but the debt portion is divided into short term and long term, resulting in increased liabilities arising from this short-term lease if this effect is removed. Ratio will be at 1 similar to the past. Therefore, the Current Ratio may not be much of a concern. Because it is an accounting number and other strategies in resolving this situation, Mr. Wiboon may be able to help share that in this difficult situation, what strategies the company has to support.

Mr Wiboon Utsahajit (CEO) shared in the matter of strategy. The company sees that in this situation, developing new business investment strategies is quite risky. At this moment, the company has been watching on the cash flow that we will be able to support the company. Whether it is to reserve money from borrowers from financial institutions or reduce unnecessary expenses in order to have the least negative cash burn per month. At the same time, we try to release the stock of the various products we prepared last year. Try to drain the stock by converting to cash as much as possible. The company hopes that when the situation improves, it can bring us back soon. Because our business is directly related to tourism, the main industry of the country, and it is an industry that can generate the most revenue back into the country than any other industry. If it happens in a better condition, the Company is therefore quite conservative and will not invest in anything that is uncertain about the incoming income.

Mr. Teerapak Nickmanon (Shareholder) asked Can the loss statement be used for tax credit in the next year?

Ms. Yonlawan Ahemalongkorn answered in this consolidated financial statement, we have Tax Credit of about 50 million baht, which, if next year, we have a profit, we can use the Tax Credit here as a whole.

The Chairwoman asked Any Shareholders have 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.

Resolution:

The Meeting resolved to approve the financial statements of the Company and its subsidiaries for the year ended December 31, 2020. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 645,961,752 votes

Approved	645,961,752	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 4: To Consider and Approve Non-Allocation for Retained Earnings as a Legal Reserve and Non-Distribution of a Dividend from the Operating Performance for the Year 2020

The Conductor informed the Meeting that the Company's dividend policy is to pay out at least 40 percent of its net profit, after deducting income tax and legal reserve. 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. Dividend shall be considered from net profit only according to Company's Articles of Association no. 6 Dividend Payment and Reserves, no. 49, 50 and 51.

The Board of Directors at its meeting No.1/2021 on February 22, 2021 had approved the Statements of Financial Position and Statements of Comprehensive Income of the Company. For the fiscal year ended December 31, 2020, the Company has loss results of the Company's separate statements. The amount of 179,828,055 baht (one hundred seventy nine million eight hundred twenty eight thousand and fifty-five baht) due to the situation of the spread of the COVID 19 virus. Therefore, profits are not allocated as legal reserves and unable to pay dividends for the Company's operating results for the period ended 31 December 2020 to shareholders this year.

The Chairwoman asked Any Shareholders have 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 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.

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 Chairwoman will be the decision-maker (No.17)

Resolution:

By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

1. Re-elect Mrs. Pranee Suphawatanakiat as director (Chairwoman)

Total 567,881,752 votes

Approved	567,881,752	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*

2. Re-elect M.R. Pensiri Chakrabandhu as director (Chairwoman of Corporate Governance Committee/Audit Committee/Nomination and Compensation Committee)

Total 645,961,752 votes

Approved	643,745,302	votes	or	99.6569	%	* of total votes
Disapproved	2,216,450	votes	or	0.3431	%	* 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*

3. Re-elect Mr. Polchet Likittanasombat as director (Chairman of Audit Committee/Chairman of Nomination and Compensation Committee/Corporate Governance Committee)

Total 645,961,752 votes

Approved	643,745,302	votes	or	99.6569	%	* of total votes
Disapproved	2,216,450	votes	or	0.3431	%	* 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*

The Conductor invited Mrs. Pranee Suphawatanakiat, M.R. Pensiri Chakrabandhu and Mr. Polchet Likittanasombat back to the Meeting.

Agenda 6: To Consider and Approve the Remuneration of the Directors for the year 2021

The Conductor 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.

The Nomination and Compensation Committee has considered the remuneration for the Directors from the performance of the year 2020 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 2021 as the same rate as previous year's rate below:

No.	Consideration	2020 Existing Rate	2021 Proposed Rate (the same rate as previous year's rate)
1.	Director's Remuneration		
1.1	Monthly Allowance (per month per person)	- Chairwoman 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	- Chairwoman 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)	- Chairwoman/Director 12,000 Baht	- Chairwoman / 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	- Chairman 22,000 Baht - Audit Committee 16,500 Baht * If one has been selected to more than one position, one shall

--Translation--

No.	Consideration	2020 Existing Rate	2021 Proposed Rate (the same rate as previous year's rate)
		receive only the highest rate of the position. **Director who is member of Audit Committee will not receive the monthly allowance as Director	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)	-Chairwoman 8,000 Baht - Committee 6,000 Baht	-Chairwoman 8,000 Baht - Committee 6,000 Baht
5.	Meeting Allowance for the Corporate Governance Committee (per month per person)	-Chairwoman 8,000 Baht - Committee 6,000 Baht	-Chairwoman 8,000 Baht - Committee 6,000 Baht
6.	Bonus	2,450,000 Baht	None

With no further questions, **the Conductor** informed that Resolution in this agenda shall be approved by at least 2/3 (two-thirds) votes of the shareholders attending the Meeting and casting their votes.

Resolution:

The Meeting resolved to approve the remuneration of directors for the year 2021's proposed rate. By an at least 2/3 (two-thirds) vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 645,961,752 votes

Approve	645,961,752	votes	or	100.0000	%	* of total votes
Disapprove	0	votes	or	0.0000	%	* of total votes

--Translation--

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 7: To Consider and Approve the Appointment of the Company's Auditor and the Determination of the Audit Fee for the year 2021

The conductor stated that 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 Board of Directors, with recommendation of the Audit Committee, has thoroughly considered proposing for the appointment of

1. Ms. Sumana Punpongsanon, certified public accountant no. 5872 and/or
2. Mr. Chayapol Suppasatdanon, certified public accountant no. 3972 and/or
3. Ms. Orawan Techawatanasirikul, certified public accountant no. 4807 and/or
4. Ms. Kerdsiri Karnjanaprakasit, certified public accountant no. 6014

of EY Office Limited as the Company's auditor for the year 2021. The nominated auditor has no relationship and / or interest in the company / Subsidiary / Management / Major shareholder / Person related to such person by having any one of them perform the audit and express an opinion on the Company's financial statements. And in the event that the aforementioned certified auditors are unable to perform their duties, EY Office Company Limited shall recruit another certified public accountant of EY Office Limited who has the qualifications in accordance with the requirements and has been approved by the SEC. EY Office Limited has been the Company's Auditor for 6 years. 2021's audit fee is THB 1,290,000 (A decrease of 60,000 Baht from the previous year).

The Chairwoman asked Any Shareholders have 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.

Resolution:

The Meeting resolved to approve appointment of

1. Ms. Sumana Punpongsanon, certified public accountant no. 5872 and/or
2. Mr. Chayapol Suppasatdanon, certified public accountant no. 3972 and/or
3. Ms. Orawan Techawatanasirikul, certified public accountant no. 4807 and/or

4. Ms. Kerdsiri Karnjanaprakasit, certified public accountant no. 6014

of EY Office Limited as the Company's auditor for the year 2021, with the audit fee in total of THB 1,290,000 (A decrease of 60,000 Baht from the previous year). By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 645,961,752 votes

Approve	645,961,752	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
Void	0	votes	or	0.0000	%	* of total votes

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

The Chairwoman thanked EY Office Limited for reducing the audit fee.

Agenda 8: To consider and other matters (if any)

The Chairwoman stated that the Company gave the opportunity for the shareholders to participate in which they can submit the agendas for considering in the Annual General Meeting of Shareholders for year 2021 and for nominating individual(s) to become the director(s) of the Company in advance. The submissions and suggestions of the agenda are required to follow the guidelines that are available on the company website at www.siamwellnessgroup.com/investor_relations/ from 7 January 2021 to 21 February 2021. After the closing date, there were no submissions or suggestions from shareholders.

Moreover, According to Public Companies Act No. 105(2) and Company's Articles of Association No. 40, if at least 1/3 of shareholders request an additional Agenda to be discussed in the Annual General Meeting, an additional Agenda can be added.

As this year's meeting is held through E-AGM platform, the shareholders' questions shall be submitted via the platform.

Mr. Teerapak Nickmanon (Shareholder) asked Please update the recovery in China. Understand that this country should recover first

Mr. Wiboon Utsahajit (CEO) answered In regards to China, Currently, there is one branch in China, which is a branch of the franchisee in China itself. The recovery is quite good because it uses domestic consumption, i.e. local spending. After Chinese unable to travel to Thailand or other countries, they will be able to travel domestically. The spa business is another business that has received good results. Thai spa in particular made our franchisee quite enjoy with the numbers skyrocketed. However, the company is still unable to do any additional action regarding the franchise because it is still unable to travel, but there are many enquiry inquiries who want to open a franchise in China in various provinces, but may have to wait for the situation to be completed first. Otherwise, they cannot go to do training or that the delivery of products will be quite difficult. Must wait for the situation to resolve in a good way first

Mr. Teerapak Nickmanon (Shareholder) asked How Stretch me Clinic different from Stretch me and how was the feedback?

Mr. Wiboon Utsahajit (CEO) answered After opening Stretch me, a stretching studio by physio-therapists and Sports Science specialists, the feedback was quite good. But when physical therapists were involved, there was another group of customers who wanted to use the services in a way to heal by continuing physical therapy after having been treated with a doctor at the hospital There is a doctor to give a prescription on how to do physical therapy. But since it is not a clinic, it is still unable to serve this group of customers. So the idea was to make one branch of Stretch me a clinic, only by physical therapist. Which can perform treatment according to the doctor's orders. At the same time, it can reimburse expenses. It depends on the insurance company that if you can use the clinic outside. It will be another way for customers to reimburse expenses with insurance companies and trying to break it down is about wellness, because after the coronavirus, many companies have focused on wellness because people are taking more care of their health and taking care of themselves. It is a good way to start a wellness business, as Siam Wellness Group already has a background in wellness, thus taking on another level to start as a clinic.

Mr. Teerapak Nickmanon (Shareholder) asked What is Dr. Spiller Pure Skin Care Solutions? How was the feedback?

Mr. Wiboon Utsahajit (CEO) answered From the moment of being locked down The company cannot open the service. Company explored how it is going to be able to generate income. The company has imported facial products in the Dr. Spiller, a German skincare brand that the company is the Sole Distributor. Customers can see the results clearly after use. After customers sharing their comments or feedback online, it has caused a continuous flow of word of mouth, making it possible to sell a lot of this product online. So it comes that if customers are popular with this product, then there should be a salon that will be able to offer a facial treatment that uses Dr.Spiller products using all German techniques. Thus, the company has rebranded from the facial Spa of Face care by Let's Relax to Dr. Spiller Pure Skin and another branch opened at Central World. In the opening period before second and third waves of COVID-19, there were quite a lot of customers coming to use the service and has repeatedly use the service. It is expected that after the situation has resolved, it will return to popularity once again.

Mr. Teerapak Nickmanon (Shareholder) How confidence is the Company in the recovery. Is there a need to increase capital or how do you rely on funding sources. If the COVID situation ends, how confident are you for the working team?

Mr. Wiboon Utsahajit (CEO) answered From this situation, in terms of finance, it can still support the company. From the company's existing cash flow, it should be able to survive for about a year to a year and a half without raising capital. However, if there is a crisis, there are other options besides the capital increase. Now the management is looking at options to prepare, but as of now there is no need to raise capital.

On the matter of confidence from the COVID situation according to Marketing Oops China Market Inside survey from Thai Chinese Intelligence Center or TCIC survey of Chinese tourists that after COVID Which country will Chinese tourists travel the most if the event is calm? Thailand is the number one place where 55% of people want to come to Thailand, leaving 24% from Japan, 11%, Korea, 5%, and Europe and America with 5% depending on the number of vaccines that can be injected in each other. If Thailand is able to vaccinate up to 70% of our own people, then tourists will be happy to come back. And in provinces that want to visit Bangkok come first at 40%, Phuket ranked second at 34%, Pattaya third at 12% and Chiang Mai ranked fourth at 10%. which are the cities that we already have branches. It is expected

--Translation--

that after the situation has improved, tourists will return to use the service. Causing the company to quickly revive

In addition, during the lockdown, the company has prepared a back-of-house system to support a reservation system, a CRM system, a rewards system in which Thai customers responded quite well, making the brand better known by Thai people as well. This can be seen from the moment the situation began to resolve. The numbers of Thai customers have been increasing every month. When there were second and third waves of COVID-19, the numbers dropped further. It is expected that after being able to control the situation and return to open for business, it is likely that Thai customers will return to use more of Let's Relax Spa services

Mr. Smith Saengsupavanich (Shareholder) asked Worst Case Scenario. If tourists still cannot enter until the end of 2021, how do you plan the administration? Will there be a capital increase or a warrant?

Mr. Wiboon Utsahajit (CEO) answered The company has considered that if in the event that tourists in 2021 have not returned to In terms of cash flow, how much will it be able to continue? How much is it? If Worst Case Scenario can continue to operate for one year to a year and a half, if after that, the company is considering options. In terms of capital increase, we may want to look at other tools such as borrow from financial institutions or other sources of loan, it will consider which one will benefit the company the most and will probably use the tools.

Since there were no further questions, **the Chairwoman**, therefore, thanked all shareholders 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 and the Meeting was closed.

-Signature-

(Mrs. Pranee Suphawanakiat)
Chairwoman of the Meeting

-Signature-

(Mr. Prin Ekmanochai)
Company Secretary
Rapporteur

Profile of Director

Name Mr. Wiboon Utsahajit
Age 58
Position Director / Chief Executive Officer / Executive Director
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 President Chief Executive Officer	Siam Wellness Group Public Company Limited	Spa
2005 - Present 2013 - Present	Director Executive Director	Siam Wellness Resort Company Limited	Hotel and 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 2010 - 2013	Director Executive Director	Asian Fortune Property Company Limited	Real Estate
2013 - Present	Director	Cyberprint Group Company Limited	Printing

Period	Position	Company	Business Type
2013 - Present	Director	Utsahajit Holding Company Limited	Holding Company investing in Printing Company and Service Apartment
2010 – 2012	Director	C.P.I. Interprint Company Limited	Printing
2001 - 2012	Director	Blooming Intergift Company Limited	Property
1992 - 2012	Director	Blooming Company Limited	Premium Goods

Current Position Director / Chief Executive Officer / Executive Director
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
- Director, Klom Kliao Pattana Company Limited

Other companies that may have conflict of interest none

Specialization Computer Science

Attendance to Meeting 5/5 (From January 1, 2021 – December 31, 2021)



Profile of the Director

Name Mrs. Kobboon Srichai

Age 55

Position Director / Independent Director / Audit Committee / Chairwoman of Risk Committee / Corporate Governance Committee

Date of Appointment 22 February 2021

Education Bachelor of Law, Thammasat University
Master of Business Administration, Azusa Pacific University, USA

Training from Institute of Directors (IOD)

Course	Year
Director Leadership Certification Program (DLCP)	2020
Director Certificate Program (DCP)	2008
Company Secretary Program	2005

Other Training Course

- Executive Development Program (EDP), Thai Listed Company Association
- Leadership Succession Program (LSP), Institute of Research and Development for Public Enterprise
- National Defence Diploma, The National Defence College
- Rule of Law and Development (ROLD Program), Thailand Institute of Justice
- Thailand Insurance Leadership Program, Office of Insurance Commission
- The Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy

Work Experience

Period	Position	Company	Business Type
2021 - Present	Director Independent Director Audit Committee Chairwoman of Risk Committee	Siam Wellness Group Public Company Limited	Spa

Period	Position	Company	Business Type
	Corporate Governance Committee		
1995 - Present	Head of Investor Relations and Capital Market	Charoen Pokphand Foods Public Company Limited	Agriculture and Foods
2021 - Present	Company Secretary	Charoen Pokphand Foods Public Company Limited	Agriculture and Foods
2020 - Present	Executive Director	Charoen Pokphand Foods Public Company Limited	Agriculture and Foods
2016 - Present	Sub-Committee, Consideration of Criteria for Issuance and Offering of Equity Securities	Securities Exchange Commission	Government Agency
2019 - Present	Working Group, ESG Best Practices for Directors	Institute of Directors	Education

Current Position Director / Independent Director / Audit Committee / Chairwoman of Risk Committee / Corporate Governance Committee
Siam Wellness Group Public Company Limited

Other Position

Public Company 1 company

- Charoen Pokphand Foods Public Company Limited

Other Companies 0 company

Other companies that may have conflict of interest none

Specialization Organizational Management, Sustainability and 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 3/4 (From February 23, 2021 – December 31, 2021)

Profile of the Director

Name Mr. Phumiphan Bunjapamai

Age 57

Position Director / Independent Director / Risk Committee

Date of Appointment 22 February 2021

Education Bachelor of Business Administration, Major in Management, Assumption University, Bangkok, Thailand
 Master Degree in Marketing, Thammasart University, Bangkok, Thailand, Gothenburg University, Gothenburg, Sweden (joint program)
 Doctoral Degree in Business Management Psychology, California School of Professional Psychology, Los Angeles, California, USA

Training from Institute of Directors (IOD)

Course	Year
Risk Management Program for Corporate Leaders (RCL23/2021)	2021
Board Matters and Trends (BMT3/2017)	2017
Role of the Chairman Program (RCP 41/2017)	2017
Director Certification Program (DCP 236/2017)	2017

Other Training Course

- Suan Sunandha Rajabhat University
 - Graduate Diploma Program for Health Innovation Digital Age (HIDA 1)
- ASEAN Institute for Health Development, Mahidol University
 - Wellness & Healthcare Business Opportunity Program for Executives I (WHB 1)
- The Thai Institute of Directors Association (IOD), Bangkok, Thailand
 - Risk Management Program for Corporate Leaders (RCL23/2021)
- Sripatum University
 - Digital Edge Fusion (DEF)

- National Institute of Development Administration (NIDA)
 - Advanced Master of Management Program, AMM 5
- Sasin Graduate Institute of Business Administration of Chulalongkorn University
 - Senior Executive Program (SEP-33)
- Commerce Academy, University of the Thai Chamber of Commerce, Bangkok, Thailand
 - Top Executive Program for Creative & Amazing Thai Services (ToPCATS 1)
- Academic Service Center of Chulalongkorn University
 - Executives Bhumipalung Plandin Class 5
- Thai-Chinese Leadership Institute, Huachiew Chalermprakiet University, Bangkok, Thailand
 - Thai-Chinese Leadership Studies (TCL 2)
- Capital Market Academy, Bangkok, Thailand
 - Leader Program (CMA27)
- Stanford Center for Professional Development, California, USA
 - Leading in a Disruptive World Program (Stanford-SEAC)
- Budget Bureau, Bangkok, Thailand
 - Budgeting for Executives (BEP5)
- The Thai Institute of Directors Association (IOD), Bangkok, Thailand
 - Board Matters and Trends (BMT3/2017)
- The Thai Institute of Directors Association (IOD), Bangkok, Thailand
 - Role of the Chairman Program (RCP 41/2017)
- The Thai Institute of Directors Association (IOD), Bangkok, Thailand
 - Director Certification Program (DCP 236/2017)
- Commerce Academy, University of the Thai Chamber of Commerce, Bangkok, Thailand
 - Top Executive Program in Commerce and Trade (TEPCoT 10)
- The National Defence College
 - National Defence Diploma 2558 (NDC 2558)
- Academic Service Center of Chulalongkorn University
 - Executives Bhumipalung Plandin Class 4
- Thai Listed Company Association
 - TLCA Leadership Development Program, (LDP 2)
- Thai Listed Company Association
 - TLCA Executive Leadership Development Program, (EDP 5)

- Business Networking Office, CP All Public Company Limited
 - Advanced Retail Management (ARM)
- University of Southern California, Marshall School of Business, USA
 - Strategic Leadership Programme
- University of California, Los Angeles, USA
 - The Executive Management Academy
- Certified International Property Specialist (CIPS), USA
 - Accredited by National Association of Realtors, USA
- Gemological Institute of America, Santa Monica, California, USA
 - Graduate Jeweler Gemologist

Work Experience

Period	Position	Company	Business Type
2021 - Present	Director Independent Director Risk Committee	Siam Wellness Group Public Company Limited	Spa
2002 - Present	Chairman	TKI Perpetual Company Limited	Jewelries, Watches and Luxury Products Retailer
1994 - Present	Chairman	TKI Trading Company Limited	Real Estate Investment, Real Estate Broker
2015 - Present	Chairman	TKI 1919 Company Limited	Investment
1995 - 2005	Executive Consultant of Gemological Institute of America	Gemological Institute of America, Bangkok, Thailand	
1986 - 1989	Macmillan Publishing Incorporation, N.Y., USA	Regional Manager for Thailand	Book Publishing

Current Position Director / Independent Director / Risk Committee
Siam Wellness Group Public Company Limited

Other Position

Public Company 0 company

Other Companies 3 companies

- Chairman, TKI Perpetual Company Limited
- Chairman, TKI Trading Company Limited

- Chairman, TKI 1919 Company Limited

Other companies that may have conflict of interest none

Specialization Organizational Management

Conflict of Interest

Holding shares in the company 448,000 shares (0.05%)

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 4/4 (From February 23, 2021 – December 31, 2021)

Auditor's Profile



Name	Mr. Chayapol Suppasedtanon
Audit firm	EY Office Limited
CPA No.	3972
Years of service	Over 30 years
Position	Partner

Qualifications

- Certified Public Accountant (Thailand)
- Auditors approved by The Securities and Exchange Commission, Thailand
- Subcommittee on Investigation in Considering the Code of Conduct for Professional Accountants, Federation of Accounting Professions

Education

- Bachelor's degree in Accounting, Chiang Mai University
- Master of Business Administration, Ramkhamhaeng University

Experience

- Leading a wide range of audit assignments for numerous large corporations in a variety of industries; comprising both SET-listed companies and multinational clients with cross-border businesses for over 30 years
- His areas of particular expertise are manufacturing, real estate, logistic, wholesale and retails and 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 chayapol.suppasedtanon@th.ey.com

Auditor's Profile

Name	Ms. Orawan Techawatanasirikul
Audit firm	EY Office Limited
CPA No.	4807
Years of service	Over 25 years
Position	Partner



Qualifications

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

Education

- Bachelor's degree in Accounting, Thammasat University
- Diploma program in Auditing, Thammasat University
- Master's degree in Accounting, Thammasat University

Experience

- Leading a wide range of audit assignments for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of expertise are automotive business, manufacturing, logistics, agriculture business, hotel and hospitality, and services business
- Due diligence review and the J-SOX internal control attestation procedure for automotive manufacturing company
- Overseeing management advisory and SET listing engagements

Contact information

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

Auditor's Profile



Name	Ms. Rosaporn Decharkom
Audit firm	EY Office Limited
CPA No.	5659
Years of service	Over 25 years
Position	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 honours)
- Master's degree in Accounting, Thammasat University

Experience

- Leading a wide range of audit assignments for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of expertise are real estate, manufacturing and trading, information and technology, energy and logistics businesses
- Overseeing management advisory and SET listing engagements

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	rosaporn.decharkom@th.ey.com

Auditor's Profile

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

Chapter 9
Addendum

64. The company's Seal is as follow:



Proxy Form A (General Form)

Date _____ Place _____
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 votes(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 2022 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Friday 22nd April 2022 at 10.00 am 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)

Date _____ Place _____
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 2022 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Friday 22nd April 2022 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 Annual General Meeting of Shareholders for the Year 2021

(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 2021

(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, 2021

(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 Non-Allocation for Retained Earnings as a Legal Reserve and Non-Distribution of a Dividend from the Operating Performance for the Year 2021

(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/ Executive Director/ CEO)

Approve _____ votes Disapprove _____ votes Abstain _____ votes

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

Approve _____ votes Disapprove _____ votes Abstain _____ votes

3. Mr. Phumiphan Bunjapamai (Director/ Independent Director/ Risk Committee)

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda 6: To Consider and Approve the Remuneration of the Directors for the Year 2022

(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 2022

(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 Approve the Amendment of the Articles of Association Chapter 9 Clause 64 Company's Seal

(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 9: 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 2022 Annual General Meeting of Shareholders by Teleconference using Electronic Devices
on Friday 22nd April 2022 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)

Date _____ Place _____
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 2022 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Friday 22nd April 2022 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 of the Annual General Meeting of Shareholders for the Year 2021

- (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 2021

- (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, 2021

- (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 Non-Allocation for Retained Earnings as a Legal Reserve and Non-Distribution of a Dividend from the Operating Performance for the Year 2021

- (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/ Executive Director/ CEO)

Approve _____ votes Disapprove _____ votes Abstain _____ votes

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

Approve _____ votes Disapprove _____ votes Abstain _____ votes

3. Mr. Phumiphan Bunjapamai (Director/ Independent Director/Risk Committee)

Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda 6: To Consider and Approve the Remuneration of the Directors for the Year 2022

(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 2022

- (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 Approve the Amendment of the Articles of Association Chapter 9 Clause 64 Company’s Seal

- (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 9: 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 form 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 2022 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Friday 22nd April 2022 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 55
(Director / Independent Director / Chairman of the Audit Committee
/ Chairman of Nomination and Compensation Committee / Corporate
Governance Director)

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

Does he have conflict of interest in any agenda?

No



Electronic Annual General Meeting (E-AGM) Registration Form

Write at.....

Date.....Month.....Year.....

I.....Nationality.....with address at
..... Street.....Sub-district.....
District.....Province.....
Post Code.....Mobile No.

Shareholder No.....is the shareholder of Siam
Wellness Group Public Co., Ltd. with the total ofshares

I hereby confirm that I will attend and vote in the Annual General Meeting of Shareholders 1/2022
which is held under Electronic Annual General Meeting (E-AGM) format on 22nd April 2022 at
10.00 a.m. by

- Attending E-AGM meeting by myself and requesting the Company to send the link to attend the
meeting via E-mail.....
- Appointing a proxy to Mr./Miss/Mrs. to attend the
E-AGM meeting on my behalf and requesting the Company to send the link to attend the
meeting via E-mail.....

Signed.....Shareholder

(.....)

Signed.....Proxy

(.....)

Remark;

Please send a completed “Electronic Annual General Meeting (E-AGM) Registration Form” with
self-identified documents as stated in the E-AGM Procedures and Proxy Form (Attachment 9) to
Company via

- **Email:** pensri@siamwellnessgroup.com or prine@siamwellnessgroup.com

Guidelines for attending the shareholders' meeting via Electronic Annual General Meeting (E-AGM) and proxy

Siam Wellness Group Public Company Limited (the “Company”) holds a meeting in E-AGM (Electronic Annual General Meeting) format and Digital Access Platform Company Limited (DAP), a subsidiary of SET Group, operates the Company's shareholder meeting system via electronic means called DAP e-Shareholder Meeting which is in accordance with the Electronic Transactions Development Agency's information security standards for meeting control systems. Therefore, the Company would like to inform the guideline for shareholders who wish to attend the shareholders' meeting of the Company this time. The details are as follows:

1. Registration methods for attending the shareholder meeting via DAP e-Shareholder Meeting

1.1 e-Registration via DAP e-Shareholder Meeting system

Attending the shareholder meeting by yourself or appointing a proxy on your behalf

Either you wish to attend the shareholder meeting by yourself or appointing a proxy on your behalf, please fill out the shareholder's information in registration form via this link <https://bit.ly/3iwXYpP> or [click here](#) by April 21, 2022, before 12.00 noon for the Company to check the shareholder's identity and the right to attend the shareholders meeting via DAP e-Shareholder Meeting. Once the Company and/or DAP has completed the aforementioned procedures, DAP will send the link to shareholder for attending the shareholder meeting via DAP e-Shareholder Meeting

Please visit <https://www.set.or.th/th/eservice/shareholder.html> for the registration manual.

1.2 Register by sending documents to the Company

In case a shareholder wishes to attend the E-AGM meeting

Please fill out the registration form for the Electronic Annual General Meeting of Shareholders (E-AGM) (Attachment No.8) and provide your e-mail and phone number as well as a copy of Notice of Meeting which the Company sent to you by post (if any) for use in meeting registration together with a copy of the identity document to confirm the eligibility to attend the E-AGM meeting as follows:

- For individual shareholders - Copy of ID card or copy of passport or a copy of other documents issued by government agencies that has not expired with Ready to sign to certify a true copy
- For corporate shareholders (juristic person) - Power of Attorney or a fully signed proxy form with supporting documents as detailed in the topic "Documents for Proxy" on the next page.

You are requested to submit the registration form for the Electronic Annual General Meeting (E-AGM) and the aforementioned identity documents to the Company by 20 April 2022 before 12:00 noon through the following channels:

- Email: pensri@siamwellnessgroup.com or prine@siamwellnessgroup.com

In case a shareholder wishes to appoint a proxy to attend the E-AGM meeting

For shareholders who are unable to attend the E-AGM meeting, shareholders can authorize other persons or independent director of the Company as follows to attend and vote on their behalf:

- **Mr. Polchet Likitthanasombat**, Independent Director, Age 55 years

Address: 3/1 Soi Punnawithi 11, Bang Chak Subdistrict,
Phra Khanong District, Bangkok

(The above independent directors do not have any special interest which is different from the other directors. For all agendas proposed in this Annual General Meeting of Shareholders No. 1/2022)

In this regard, the shareholders are requested to fill out the registration form for the Electronic Annual General Meeting of Shareholders (E-AGM) (Attachment No.8) and provide e-mail and phone number as well as a copy of Notice of Meeting which the Company sent to you by post (if any) for use in meeting registration and fill out and sign the proxy form that the Company has delivered to the shareholders or can be downloaded from the company website at http://siamwellnessgroup.com/investor_relations/public_download/ and submit the proxy form and a copy of supporting documents (as specified below) to the Company by

- In case of authorizing independent director of the Company, please submit the aforementioned documents to the Company by April 21, 2022 before 12:00 noon
- In case of authorizing other person, please submit the aforementioned documents by April 20, 2022 before 12:00 noon (for the Company to check submitted documents before sending to DAP to send the link for attending the shareholder meeting)

Please submit the proxy form and a copy of supporting documents (as specified below) through the following channel:

- **Email:** pensri@siamwellnessgroup.com or prine@siamwellnessgroup.com

or

- **Send to the company at (By Hand)**

Company Secretary Office

Siam Wellness Group Public Company Limited

Number 565, 567 B.U. Place Building, 22nd Floor, Soi Suthiporn, Prachasongkhro Road,
Dindaeng Sub-District, Din Daeng District, Bangkok 10400

(In the case of sending by e-mail, Shareholders can send original documents to the Company's address by post afterward to the company)

Documents for Proxy

Shareholders appoint a proxy

1. The completed proxy form and the signature of the grantor and the proxy and
2. Copy of ID card or a copy of the valid passport and sign to certify the correct copy of the grantor and

3. Copy of ID card or a copy of the valid passport and sign to certify the true copy of the proxy

Juristic person for proxy

1. The completed proxy form and the signature of the person authorized to sign to bind the juristic person including the seal of the juristic person (if any) of the grantor and sign the proxy and
2. Certificate of registration as a juristic person of the grantor Which is certified to certify a true copy and issued no later than 6 months before the date of the shareholders' meeting and
3. Copy of ID card or a copy of the valid passport and signed to certify a true copy of the person authorized to sign to bind the juristic person (Grantor) and
4. Copy of ID card or a copy of the valid passport and sign to certify the true copy of the proxy

Both 1.1 and 1.2, for Non-Thai national or foreign juristic person registered

In the event that the documents or evidence mentioned above Not a Thai or English document. Shareholders are required to present an English translation of the document which signed to certify the translation by the shareholders or by an authorized person to bind a juristic person who is a shareholder

The Company reserves the right in the event that the documents are submitted later than above specified date. In case your username and password are lost or have not received it by April 21, 2022 before 5 pm, please contact the Company via phone number 02-6416619-20 ext. 108, 140 or 142

2. Attending the shareholder meeting via DAP e-Shareholder Meeting

Please visit <https://www.set.or.th/th/eservice/shareholder.html> for the shareholder meeting's terms and condition via DAP e-Shareholder meeting as well as how to use the DAP e-Shareholder Meeting system.

The Company ask for your cooperation to submit questions in relation to each agenda via e-mail pensri@siamwellnessgroup.com or prine@siamwellnessgroup.com by April 21, 2022, 5 pm. However, during the E-AGM meeting, shareholders who attend the meeting can still submit suggestions or questions through DAP e-Shareholder Meeting.

3. The Company's procedure in compliance with Personal Data Protection Law

In order to hold the shareholder meeting via DAP e-Shareholder Meeting, the Company will collect, use and disclose shareholder's personal data for the performance required by laws and for benefit of providing services for attending the shareholders meeting. The shareholders shall be protected according to the Company's Data Privacy Policy and Notice published at https://www.siamwellnessgroup.com/pages/data_policy_en.html

**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. "Two of the Authorized Directors sign with company stamp" is the authorization of the company. Authorized Directors are selected by Shareholder's meeting or by Board of Directors.
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 (2nd 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.

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.

Chapter 9
Addendum

64. The company's Seal is as follow: