



Siam Wellness Group
Public Company Limited

Invitation to the Annual General
Meeting of Shareholders 2023
By Teleconference using Electronic Devices (E-AGM)
Friday 7th April 2023 at 10:00 am

Date: March 15, 2023

Subject: Invitation to the Annual General Meeting of Shareholders 2023

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. 1/2022 on 22 April 2022 (Refer for Agenda 1)
2. Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report), Financial Statements and, Report of Independent Auditor for the Year Ended December 31, 2022 in the form of QR Code (Refer for Agenda 2 and 3)
3. Profiles of the Nominated Persons being proposed for Directors Appointment (Refer for Agenda 5)
4. Profile of Auditors (Refer for Agenda 7)
5. Amendments of the Articles of Association (Refer for Agenda 8)
6. Amendments of the certificate of registration's the Company Clause 3 directors' authorization in respect of carrying out to competent authority (Refer for Agenda 9)
7. Proxy Form A, B and C (Choose only one form)
8. Definition of the Company's Independent Director and Profiles of the Independent Directors Who Serves as Proxy for Shareholders
9. Electronic Annual General Meeting (E-AGM) Registration Form
10. Guidelines for attending Electronic Annual General Meeting (E-AGM) and Proxy
11. Form for the submission of questions prior to the Annual General Meeting of Shareholders 2023 (E-AGM)
12. 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 2023 on Friday 7th April 2023 at 10.00 am using E-AGM Platform only. This complies with the relevant rules and regulations. For shareholders who do not wish to attend the Company's Electronic Annual General Meeting (E-AGM) meeting, the Company recommends that the shareholders grant proxy to independent directors instead of attending the meeting in person by granting a proxy. The agendas of the Meeting has been set as follows:

Agenda 1: To Certify and Approve the Minutes of the Annual General Meeting of Shareholders for the Year 2022

Preamble: The Company's General Meeting of Shareholders No. 1/2022 was held on 22 April 2022. The Meeting considered the agenda namely approving the Company's financial statements for the year ended December 31, 2021, the

non-allocation for retained earnings as a legal reserve and non-distribution of a dividend from the operating performance for the year 2021, 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, the determination of the audit fee and the amendment of Article of Association Chapter 9 Clause 64 Company's Seal. The Company has provided a copy of minutes of the Annual General Meeting of Shareholders for the Year 2022 (Attachment No.1)

Board's Opinion: The minutes of the general meeting of shareholders for the year 2022 on 22 April 2022 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 2022

Preamble: The Company's performance has been presented in the Company's Annual Registration Statement / Annual Report 2022 (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 2023

Required Votes: Vote is not required

Agenda 3: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 2022

Preamble: The Company has prepared the Statement of Financial Positions and Statement of Comprehensive Incomes for the Year Ended December 31, 2022 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, 2022 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 2023 and have shareholders approve the consolidated Company's financial statements for the year ended December 31,

2022 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 2022

- 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.1/2023 on February 27, 2023 has thoroughly considered that due to COVID 19 situation, the Company had the net loss of 79,589,913 Baht (Seventy-Nine Million Five Hundred Eighty-Nine Thousand and Nine Hundred Thirteen Baht) according to the Company's financial statement for the year ended December 31, 2022. Hence, the Company cannot pay the shareholders this year's dividend from the Operating Performance for the year ended December 31, 2022 pursuant to the laws and Company's policy.

Comparison of dividend distribution in the year 2022 to the preceding year is as follows:

Details of dividend payment	Year 2021	Year 2022
1. Accumulated Profit (Loss) (baht)	15,595,244	(79,589,913)
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 2023 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 2023 were as followed:

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

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) as well as on SET's News during 26 December 2022 – 27 February 2023. 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 2023

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 2022 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 2023 as followed:

No.	Consideration	2022 Existing Rate	2023 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.	- 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.

No.	Consideration	2022 Existing Rate	2023 Proposed Rate (the same rate as previous year's rate)
		**Director who is member of Executive Committee will not receive monthly allowance	**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
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 2023

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

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

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

of EY Office Limited as the Company and its Subsidiaries' auditor for the year 2023, whereby any one of them being authorized to conduct the audit and express an opinion on the financial statements of the Company and its Subsidiaries. therefore, the Audit Committee, has thoroughly considered proposing for the auditors as above for this year. In 2023, The EY Office, the Audit Firm, has proposed the audit fee of the Company of 1,350,000 Baht. (Attachment No. 4)

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

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

of EY Office Limited as the Company and its Subsidiaries' auditor for the year 2023, in which none has relationship or conflict of interest with the Company/Subsidiary Companies/Executives/Major Shareholders/Related Parties.

In 2023, the audit fee of the Company is 1,350,000 Baht. (An increase of 60,000 Baht from the year 2022) as detailed below:

Audit Fee of the Company	Year 2022 (Baht)	Year 2023 (Baht)
1. Annual audit fee for the Company's financial statement	804,000	840,000
2. Quarterly Review fee for the Financial statements (in total of three quarters)	486,000	510,000
Total	1,290,000	1,350,000

The above Audit Fee for the year 2023 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 3 Clause 31 Numbers or Names of the directors authorized to affix signatures on behalf of the Company

Preamble: The Company proposed to amend the Article of Association regarding the Numbers or Names of the directors authorized to affix signatures on behalf of the Company for convenience and flexibility in processing documents to the competent authorities i.e. Ministry of Public Health, Ministry of Commerce, Ministry of Labour, Revenue Department or any other authorities which the Company regularly liaises with. (Attachment No.5)

Board's Opinion: The Board of Directors agrees to present to the Annual General Meeting of Shareholders 2023 and have shareholders approve the amending the Article of Association of the Company Chapter 3 article 31 Numbers or Names of the directors authorized to affix signatures on behalf of the Company.

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 Approve the Amendment of the certificate of registration's the Company Clause 3 directors' authorization in respect of carrying out to competent authority.

Preamble: The Company proposed to amend the certificate of registration's the Company Clause 3 directors' authorization in respect of carrying out to competent authority to be in accordance with the amendment of the Articles of Association Chapter 3 Clause 31 Numbers or Names of the directors authorized to affix signatures on behalf of the Company. (Attachment No.6)

Board's Opinion: The Board of Directors agrees to present to the Annual General Meeting of Shareholders 2023 and have shareholders approve the amending the directors' authorization in respect of carrying out to competent authority.

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 10: 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 2023 Annual General Shareholders Meeting in advance of the Meeting, through an announcement on the Company's website and SET's News during 26 December 2022 – 27 February 2023. 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 2023 is scheduled on 13 March 2023.

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

In this regard, shareholders are requested to study the rules for attending the shareholders' meeting via electronic Annual General Meeting (E-AGM) and proxy, as detailed in Attachment No. 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,



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

**Minutes of the Annual General Shareholders Meeting No.1/2022
of Siam Wellness Group Public Company Limited**

Time and Place:

The Meeting was held on April 22, 2022 at 10.00 am by using solely E-AGM platform, broadcasting live from Meeting Room 4, 22nd Floor, Siam Wellness Group Public Company Limited, B.U. Place building, address no. 565, 567, Soi Suthiporn, Prachasongkroh Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400

The following directors were present:

- | | |
|--------------------------------|---|
| 1. Mrs. Pranee Suphawatanakiat | Chairwoman of the Board of Directors |
| 2. Mr. Polchet Likittanasombat | Independent Director / Chairman of the Audit Committee / Chairman of Nomination and Compensation Committee / Member of Corporate Governance Committee |
| 3. M.R. Pensiri Chakrabandhu | Independent Director / Member of the Audit Committee / Chairwoman of Corporate Governance Committee / Member of Nomination and Compensation Committee |
| 4. Mrs. Kobboon Srichai | Independent Director / Chairwoman of Risk Committee / Member of Audit Committee / Member of Corporate Governance Committee |
| 5. Mr. Phumiphan Bunjapamai | Independent Director / Member of Risk Committee |
| 6. Mr. Wiboon Utsahajit | Director / Chief Executive Officer |
| 7. Mr. Prasert Jiravanstit | Director / Member of Nomination and Compensation Committee / Managing Director |
| 8. Mrs. Thanit Amorntirasan | Director / Member of Corporate Governance Committee |
| 9. Mr. Narun Wiwattanakrai | Director / Member of Risk Committee / Assistant Managing Director / Acting Deputy Managing Director |

Other participants:

- | | |
|------------------------------------|--|
| 1. Ms. Yonlawan Ahemalongkorn | Chief Financial Officer and Assistant Managing Director – Accounting & Finance |
| 2. Ms. Kulsiri Chongviwatthanatham | Accounting Director |
| 3. Ms. Sumana Punpongsanont | Auditor from EY Office Limited |

- | | |
|----------------------------------|--|
| 4. Ms. Kirdsiri Karnjanaprakasit | Auditor from EY Office Limited |
| 5. Ms. Nitikarn Supakalin | Assistant Auditor from EY Office Limited |
| 6. Mr. Prin Ekmanochai | Company Secretary |

100% of all directors attended of this Meeting. (M.R. Pensiri Chakrabandhu, Mrs. Kobboon Srichai and Mr. Phumiphan Bunjapamai attended the meeting via E-AGM platform)

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 4 shareholders, holding aggregate amount of 3,162,751 share, and 341 proxies holding aggregate amount of 617,252,451 shares attended the Meeting. The 345 shareholders and proxies who attended the Meeting through E-AGM platform held 620,415,202 shares, equivalent to 72.56 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 epidemic situation of COVID-19 which is a dangerous communicable disease according to the notification of the Ministry of Public Health, The Board of Directors therefore resolved to convene the 2022 Annual General Meeting of Shareholders in the form of electronic media (E-AGM). This meeting will be subject to the laws and regulations related to the situation of the Coronavirus Disease 2019 (COVID-19) epidemic. The Company has given Digital Access Platform Company Limited (DAP). which is a group of companies of the Stock Exchange of Thailand, to be the operator of the Company's shareholder meeting management system through electronic media, DAP-e-Shareholder Meeting, in accordance with the information security standard of the Electronic Transactions Development Agency's meeting control system. The E-AGM will be broadcast live from the meeting place according to the rules and procedures prescribed by law.

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 2022 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 9 December 2021 to 27 February 2022. After the closing date, there were no submissions or suggestions from shareholders. In this meeting, there is a total of 9 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.

The process of attending the meeting via E-AGM platform has been clarified through the Invitation Letter which was sent to all shareholders and the meeting, asking questions, answering question and voting process has been clarified through manual on the website of Stock Exchange of Thailand (SET), which is specified in the attachment no.9

In order to comply with the Governance of Annual General Meetings, the Company has assigned a 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 2021

The Conductor proposed to the Meeting to consider and certify the minutes of the 2021 Annual General Meeting of Shareholders, held on April 30, 2021, of which the copy has been delivered to all shareholders along with the invitation letter convening this Meeting in QR code form.

The Conductor proposed to the Meeting to consider and certify the minutes of the 2021 Annual General Meeting of Shareholders, held on April 30, 2021, 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. 1/2021 held on April 30, 2021. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 620,445,202 votes

Approved	620,445,202	votes	or	100.0000	%	* of total votes
Disapproved	0	votes	or	0.0000	%	* of total votes
Abstained	0	votes	or	0.0000	%	* of total votes
Void	0	votes	or	0.0000	%	* of total votes

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

Agenda 2: To Acknowledge the Company's Performance for the year 2021

The Chairwoman asked Mr. Wiboon Utsahajit, CEO, to report of the Company's performance for the year 2021

Mr Wiboon Utsahajit (CEO) stated that as of 31st December 2021, there are a total of 70 branches

- RarinJinda Wellness Spa 3 branches
- Let's Relax 49 branches (44 domestic branches and 5 overseas branches in China, Cambodia and Myanmar)
- Baan Suan Massage 10 branches
- Stretch Me 4 branches and Stretch me Clinic 1 branch
- Dr. Spiller 3 branches

RarinJinda: CAPEX 25 million, Average Spending 2,200 THB

Let's Relax: CAPEX 15-20 million, Average Spending 1,100 THB

Baan Suan: CAPEX 10 million, Average Spending 600 THB

Stretch me: CAPEX 5-7 million, Average Spending 1,200 THB

Dr. Spiller: : CAPEX 5-7 million, Average Spending 1,700 THB

Although in 2021 the company has to face the epidemic of COVID-19, The company has opened two new branches, Let's Relax Pattaya Veranda Resort and Let's Relax Bangkok Novotel Platinum Pratunam, which is a Spa Operating in Hotel model. The location of the hotel that opened both new branches is a very good location. The hotel has already invested in decorations, thereby making investments in 2 branches a light investment. The management therefore saw an opportunity to operate in both hotels.

During the lockdown, the Back of House still operates. The Company developed a new CRM system, the "WellnessMe" program, a loyalty program for customers to use for bookings. and collect various points and used as a marketing tool.

When the Spa Business reopened on October 1, the company saw an opportunity to build confidence and hygiene safety for returning customers and build confidence for therapists. The company has imported saliva ATK testing kits for use in the service. At the same time, they are also brought in for distribution. which is another channel that can generate income for the company as well.

In 2021, the company's Spa business was ordered to temporarily close by CCSA between 2-22 January and 18 April – 30 September.

When the Spa Business reopened on October 1, the company has brought a saliva ATK test kit to test all customers who come to receive the service because at that time the risk was quite high. At the same time, the Company tested all employees each day before service. These policies gain confidence from customers who come to receive services and has been greatly appreciated as a true leader in spa services.

In 2021, the company was ordered to suspend spa business operations for about 6 and a half months, or about 200 days. The Company had total Revenue of 175 million baht. EBITDA is 75 million bahts. The Net loss is 287 million bahts, mainly from Depreciation impacted from the new TFRS9 and TFRS16. Company has put great efforts in managing and reducing any costs and expenses such as negotiating rent

In 2021, The Company has received many awards globally, regionally and nationally including Best CFO - mai award and the Outstanding Investor Relations Award from SET Awards 2021. In addition, The company continues to contribute to society by supporting various medical devices. in order to join the fight against the COVID-19 pandemic.

Mr. Chaisit Arammongkolvichai (Shareholder) asked that

1. How much was ATK Sales in 2021. What's the Revenue Contribution?

Mr. Narun Wiwattanakrai answered

The Company received the FDA Approval for the Saliva ATK Test in Quarter 4, 2021. Thereby, the Contribution from Sale of Saliva ATK Test in Quarter 4, 2021 was not that high. However the Sales increased in Quarter 1, 2022 due to the spread of Omicron variant

Mr. Chaisit Arammongkolvichai (Shareholder) asked that

2. How the Company manages the Future risk as the Revenue depends a lot on tourists. If there is no chinese tourists, how Company mitigate?

Mr. Wiboon Utsahajit answered

Answering to the first question; At the end of last year the epidemic was quite severe, thereby ATK was quite limited. The Company received the FDA Approval for the Saliva ATK Test in Quarter 4, 2021 and in the first period, it is more imported for internal use (test staff and customers). Thereby, the proportions of the numbers are not considered significant as Mr. Narun stated. In Q1 we started selling ATK seriously.

Answering to the second question; The company is aware of the risk of dependency on Chinese tourists. The company has tried to find new business to provide services to local Thai customers in order to reduce dependence on tourists. There were new business openings such as Stretch Me or opening branches of Baan Suan Masage. For Stretch me, it will specifically target Thai customers who are athletes, Urbanista with Office syndromes and Active Seniors. We try to spread the risk, But in this round, I have to admit that Covid-19 is something that exceeds everyone's expectations and can spread for a long time. At first, people were quite panicked. because of the limited information of vaccines and the treatment. It's been 2 years and still cannot fully control the outbreak. Fortunately, outbreaks or infection symptoms can be reduced. Now people are relaxed in their fear of COVID since the situation was not as severe as in the beginning of the pandemic and the public health itself has a treatment approach. Whether it's in the matter of home isolation or quarantine, it can be seen that now the government itself is trying to make it a local infectious disease. In many foreign countries, whether it is Europe or

Asia, the situation began to relax and some countries permits no mask wearing in public area. In Thailand, tourists are starting to gradually come back. Most of them are European tourists. But the timing of the Russian-Ukraine war broke out, it causes the Russian tourists to shrink. However, the company forecasts that the number of tourists will begin to return to normal life. For Chinese tourists, from what I heard many as for whether the public sector or the private sector is hoping that China will release Chinese tourists in the last quarter of this year.

Mr. Chaisit Arammongkolvichai (Shareholder) asked that

3. How many branches has reopened? Any branches make profit? What's the Company directions in 2022.

Mr. Narun Wiwattanakrai answered

Currently, the Company has reopened 80% of its branches. There are few branches in hotel that has not reopened as some hotels are not reopened or do not have Thai customers as well as some hotel has converted temporary to be ASQ (Alternative State Quarantine) Hotels. As for the Directions, Mr. Wiboon has already stated that we will continue to drive business target both local Thai customers and upcoming tourist customers.

Mr. Chaisit Arammongkolvichai (Shareholder) asked that

4. What is the current financial status of the Company? Any Profit for Quarter 2? Will there be a raise of Capital? How about the Cash flow?

Ms. Yonlawan Ahemalongkorn answered

As stated in the Company's Financial Statements, we have cash about 100 million bahts. In 2021, during lockdown cash burn is about 10 million bahts per month but when the business reopened, the month cash burn reduces. In December 2021, the Cash flow returns to positive but the spread of Omicron in first quarter of 2022 results in negative cash flow again but not as high as previously.

As Mr. Wiboon stated, our biggest cost is Depreciation. Approximately 80 million baht per quarter. EBITDA may turns positive for Quarter 2 however we needs to monitor situation.

Raise of Capital is most common question amongst shareholders. Company is doing all that it can to manages finance and reduce cost. Raise of Capital will be the last option.

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 2021, as proposed.

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

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, 2021

Ms. Yonlawan Ahemalongkorn (Chief Financial Officer and Assistant Managing Director – Accounting and Finance), stated that in 2019 there were no COVID-19 impact. We were growing approximately 20% per annum reaching the total profit of 254.49 million baht. After COVID-19 epidemic, the sales has been impacted from the order to temporary close the spa business operations (March – May 2020, January 2021 and April – September 2021. As a result, 2021 Revenue was 174.94 million baht. A drop of 60%. Spa business remained the biggest contribution approximately 74%. The Cost of sales and services was 318.52 million baht, drops 37%. Revenue drops 60%, but Cost drops only 37% as there are some unavoidable costs such as Depreciation, Staff Costs and some Rent. Company has managed the costs and negotiated with the landlord. Gross Loss is 150.90 million baht, increase of 90%.

SG&A is 107.69 million baht . drops 10%. There were one time expense from some branch closure and by the nature of expense which are the staff cost. The finance cost was 44.17 million baht, an increase of 22 million baht fro additional loan to support the Cash flow

In 2021, the spa business operations was closed total 6 ½ months.. Net loss was 286.72 million baht. However, if looks specifically in Quarter 4 (Operations resumed), the Total Revenue was 80 million baht and the Net Loss is only 46 million baht. This shows that the Company can recovers.

Total Assets is 2,258 million baht, a decrease of 14%. Debt is 1,639 million baht, a decrease of 5%. Shareholder's Equity is 618 million baht, a decrease of 32% mainly from reported net loss.

Cash and cash equivalents is 109 million baht, a drop of 4%. Loan increased to 141 million baht and some Loan and interest has been repaid. Cash flow from operation approximately 90 million baht, Temporary Investment is 4 million baht, Trade & Other Receivables is 15 million baht, drops 30% from drop of agent sales, Inventories is 28 million baht, drops 31% due to stock clearance and limited order of new inventories. Land, Building and Equipment is 947 million baht, drops 12% mainly from Depreciation. Right of Use according to the new accounting standard TFRS 16 is 945 million baht, drops 19% mainly from Depreciation.

The Main Debt is Loan from Financial Institutions categorized into Short-term and Long-term total 521 million baht. Additional Loan is 140 million baht and Loan Repayment is 10 million baht. Liabilities under Lease Agreement is 998 million baht, drops 200 million. There is no change to Debt to Employee provision.

The statements of financial position and statements of comprehensive income for the year ended December 31, 2021 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).

--Translation--

For the statement of comprehensive income 2019 - 2021 are as follows:

Statement of Comprehensive Income 2019 – 2021

Million THB

Details	2019	2020	2021
Revenue	1,402.41	435.62	174.94
Costs of Goods Sold	942.56	506.64	318.52
Gross Profit	441.12	(79.73)	(150.90)
SG&A	162.57	118.66	107.69
Net Profit Before Tax	297.28	(198.39)	(258.60)
Interest	9.75	21.50	44.17
Tax	45.19	(2.08)	(8.72)
Net Profit After Tax	242.34	(209.09)	(286.72)
NCI	3.64	-	-
Net Profit	245.98	(209.09)	(286.72)
Other Items	8.51	-	-
Net Profit attributed to the Company	254.49	(209.09)	(286.72)

Statement of Financial Position

Million THB

	31 December 2021	31 December 2020	an increase (a decrease)	%
Total Assets	2,258	2,632	(374)	-14%
Total Liabilities	1,639	1,727	(88)	-5%
Total Shareholder Equity	618	905	(287)	-32%

Million THB

Assets	31 December 2021	31 December 2020	an increase (a decrease)	%
Cash or Cash Equivalent	109	114	(5)	-4%
Current Investments	4	4	0	0%
Trade or Other Receivables	15	22	(7)	-30%
Inventories	28	40	(12)	-31%
Non-current assets classified as held for sale	32	32	0	-1%
Property, Plant and Equipment	947	1,074	(127)	-12%
Right of Use	945	1,170	(223)	-19%

Million THB

Liabilities	31 December 2021	31 December 2020	an increase (a decrease)	%
Short Term Loan	114	103	11	11%
Long Term Loan	407	288	119	41%
Liabilities under Financial Lease Agreement	998	1,198	(200)	-17%
Provision for Long Term Employee Benefits	10	10	0	0%

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, 2021. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 620,448,501 votes

Approved	620,448,501	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 2021

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.1/2022 on February 28, 2022 had approved the Statements of Financial Position and Statements of Comprehensive Income of the Company. For the fiscal year ended December 31, 2021, the Company has loss results of the Company's separate statements. The amount of 271,707,932 baht (Two hundred seventy-one million seven hundred seven thousand and nine hundred thirty-two 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 2021 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.

Resolution:

The Meeting resolved to approve non-allocation for retained earnings as a legal reserve and non-distribution of a dividend from the operating performance for the year 2021. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 620,448,501 votes

Approved	620,448,501	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 5: To Consider and Approve the Election of Directors in place of the directors whose terms expired by rotation

The Conductor 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”. Company was transformed to Public Company on 8 May 2014. Therefore, three directors who are due to retire by rotation in the year 2022 were as followed:

- | | |
|-----------------------------|--|
| 1. Mr. Wiboon Utsahajit | Director / Chief Executive Officer |
| 2. Mrs. Kobboon Srichai | Independent Director / Chairwoman of Risk Committee / Member of Audit Committee / Member of Corporate Governance Committee |
| 3. Mr. Phumiphan Bunjapamai | Independent Director / Member of Risk Committee |

The Nomination and Compensation Committee 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 Board 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.

The Chairwoman asked Any Shareholders have any questions or suggestions?

The Conductor for clarity, I would like to invite Mr. Wiboon Utsahajit, Mrs. Kobboon Srichai and Mr. Phumiphan Bunjapamai to leave the room during the vote of this agenda. These directors can return to the Meeting when considering the next agenda.

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 Mr. Wiboon Utsahajit as director (Director / Chief Executive Officer)

Total 525,491,201 votes

Approved	525,491,201	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 Mrs. Kobboon Srichai as director (Independent Director / Chairwoman of Risk Committee / Member of Audit Committee / Member of Corporate Governance Committee)

Total 620,445,101 votes

Approved	620,445,101	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*

3. Re-elect Mr. Phumiphan Bunjapamai as director (Independent Director / Member of Risk Committee)

Total 620,445,101 votes

Approved	620,445,101	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*

The Chairwoman invited Mr. Wiboon Utsahajit, Mrs. Kobboon Srichai and Mr. Phumiphan Bunjapamai back to the Meeting.

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

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 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 the same rate as previous year's rate below:

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)	- 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 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	-Chairman 8,000 Baht - Committee 6,000 Baht	-Chairman 8,000 Baht - Committee 6,000 Baht

No.	Consideration	2021 Existing Rate	2022 Proposed Rate (the same rate as previous year's rate)
	(per month per person)		
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

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 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 2022'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 620,445,101 votes

Approve	620,445,101	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*

Agenda 7: To Consider and Approve the Appointment of the Company's Auditor and the Determination of the Audit Fee for the year 2022

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. Mr. Chayapol Suppasertanon, 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 Karnjanaprakassit, 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. (the same rate as 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. Mr. Chayapol Suppasertanon, 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 Karnjanaprakassit, certified public accountant no. 6014

of EY Office Limited as the Company's auditor for the year 2022, with the audit fee in total of THB 1,290,000 (same rate as the previous year). By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 620,445,101 votes

Approve	620,445,101	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*

Agenda 8: To Consider and Approve the Amendment of the Articles of Association
Chapter 9 Clause 64 Company's Seal

The conductor stated that 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 as appeared in the attachment no.5 of invitation letter.

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 at least 3/4 (three-fourths) votes of the shareholders attending the Meeting and casting their votes.

Resolution:

The Meeting resolved to approve the amendment of the Articles of Association Chapter 9 Clause 64 Company's Seal. By an at least 3/4 (three-fourths) vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 620,442,601 votes

Approve	620,442,601	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*

Agenda 9: 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 2022 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 9 December 2021 to 27 February 2022. 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.

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.

--Translation--

-Signature-

(Mrs. Pranee Suphawatanakiat)
Chairwoman of the Meeting

-Signature-

(Mr. Prin Ekmanochai)
Company Secretary
Rapporteur



Profile of Director

Name Mr. Prasert Jiravanstit
Age 60
Position Director / Managing Director / Executive Director /
 Nomination and Compensation Committee
Date of Appointment 28 November 2001
Education Bachelor of Marketing, Bentley University, USA

Training from Institute of Directors (IOD)

Course	Year
Director Accreditation Program (DAP)	2013

Other Training

- Certificate, Capital Market Academy Class 32

Work Experience

Period	Position	Company	Business Type
2001 - Present	- Director - Managing Director - Executive Director	Siam Wellness Group Public Company Limited	Spa
2017 - Present	Nomination and Compensation Committee	Siam Wellness Group Public Company Limited	Spa
2005 - Present 2013 - Present	- Director - Executive Director	Siam Wellness Resort	Resort & Restaurant
2007 - Present	- Director - Executive Director	Siam Wellness Lab Company Limited	Spa Products
2011 - Present	Director	Siam Wellness Education Company Limited	Massage School
2013 - Present	Vice President International Relations Director	Thai Spa Association	Association
2018 - Present	Director	G.G.P. Property Company Limited	Real Estate

Current Position Director / Managing Director / Executive Director / Nomination and Compensation Committee, Siam Wellness Group Public Company Limited

Other Position

Public Company None

Other Companies 5 companies

- Director and Executive Director, Siam Wellness Resort Company Limited
- Director and Executive Director, Siam Wellness Lab Company Limited
- Director, Siam Wellness Education Company Limited
- Director, G.G.P. Property Company Limited
- Vice President, Thai Spa Association

Other companies that may have conflict of interest none

Specialization Marketing and Operations

Attendance to Meeting 5/5 (From January 1 – December 31, 2022)

Profile of Director

Name Mrs. Thanit Amorntirasan
Age 61
Position Director / Executive Director /
 Corporate Governance Committee
Date of Appointment 28 November 2001
Education Bachelor in Architecture, Chulalongkorn University
 Master in Graphic Design, California State University, USA
 Master in Business Administration, Chulalongkorn University

**Training from Institute of Directors (IOD)**

Course	Year
Director Accreditation Program (DAP)	2013

Work Experience

Period	Position	Company	Business Type
2010 - Present	- Director - Executive Director - Corporate Governance Committee	Siam Wellness Group Public Company Limited	Spa
2007 - Present	Director	Siam Wellness Lab Company Limited	Spa Products
2010 - Present	Director	Siam Wellness Resort Company Limited	Hotel & Restaurant
2010 - Present	- Director - Executive Director	Asian Fortune Property Company Limited	Real Estate
2013 - Present	Director	Utsahajit Holding Company Limited	Holding Company investing in Printing Company and Service Apartment
2013 - Present	Director	Cyberprint Group Company Limited	Printing
2017 - Present	Director	Klom Kliao Pattana Company Limited	Real Estate
1989 - 2013	Director	B.U. Enterprise Company Limited	Service Apartment

Period	Position	Company	Business Type
2005 – 2013	- Director - Executive Director	C.P.I. Interprint Company Limited	Printing

Current Position Director / Executive Director / Corporate Governance Committee, Siam Wellness Group Public Company Limited

Other Position

Public Company None

Other Companies 6 companies

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

Other companies that may have conflict of interest none

Specialization Architecture, Graphic Design and Business Administration

Attendance to Meeting 5/5 (From January 1 – December 31, 2022)



Profile of Director

Name Mr. Narun Wiwattanakrai
Age 35
Position Director / Deputy Managing Director /
 Executive Director / Risk Committee
Date of Appointment 2 March 2013
Education

- Bachelor in Economics / Political Studies, University of Auckland, New Zealand
- Master of Business Administration in Marketing / Strategic Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Training from Institute of Directors (IOD)

Course	Year
Director Accreditation Program (DAP)	2013
Risk Management Program (RMP)	2014

Work Experience

Period	Position	Company	Business Type
2010 - Present	- Director - Deputy Managing Director - Executive Director - Risk Committee	Siam Wellness Group Public Company Limited	Spa
2010 - Present	- Director	Asian Fortune Property Company Limited	Real Estate
2010 - Present	- Director - Executive Director	Siam Wellness Resort Company Limited	Hotel & Restaurant
2013 - Present	- Director - Executive Director	Siam Wellness Lab Company Limited	Spa Product
2018 - Present	Director	G.G.P. Property Company Limited	Real Estate
2008 - 2009	Business Development Executive	Cyberprint Group Company Limited	Printing

Current Position Director / Deputy Managing Director / Executive Director /
Risk Committee, Siam Wellness Group Public Company Limited

Other Position

Public Company None

Other Companies 4 companies

- Director and Executive Director, Siam Wellness Resort Company Limited
- Director and Executive Director, Siam Wellness Lab Company Limited
- Director, Asian Fortune Property Company Limited
- Director, G.G.P. Property Company Limited

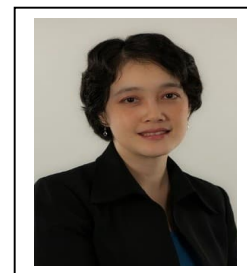
Other companies that may have conflict of interest none

Specialization Marketing

Attendance to Meeting 5/5 (From January 1 – December 31, 2022)

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

Auditor's Profile

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



Qualifications

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

Education

- Bachelor's degree in Accountancy, Chulalongkorn University
- Master of Business Administration, Chulalongkorn University

Experience

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

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

- None -

Record of illegal action

- None -

Contact information

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

Auditor's Profile

Name	Ms. Nummon Kerdmongkhonchai
Audit firm	EY Office Limited
CPA No.	8368
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
- A member of Investigation Subcommittee of the Federation of Accounting Professions

Education

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

Experience

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

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

- None -

Record of illegal action

- None -

Contact information

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

CHAPTER 3
BOARD OF DIRECTORS

<u>Existing Article of Association</u>	<u>Proposed Article of Association</u>
<p>Article 31 The directors who can sign to bind the Company shall be two authorized directors to jointly sign and affix the Company's seal. The meeting of the shareholders or the Board of Directors shall have the power to specify the names of directors authorized to sign to bind the Company.</p>	<p>Article 31 The directors who can sign to bind the Company shall be two authorized directors to jointly sign and affix the Company's seal <u>except for the processing or signing the documents relating to Ministry of Commerce, Ministry of Labour, Ministry of Public Health, Revenue Department and/or any other authorities, the director who can sign to bind the Company shall be one authorized director and affix the Company's seal.</u> The meeting of the shareholders or the Board of Directors shall have the power to specify the names of directors authorized to sign to bind the Company.</p>

The Certificate of registration's the Company Clause 3 Directors'
Authorization

<u>Existing Numbers or Names of the authorized directors</u>	<u>Proposed Numbers or Names of the authorized directors</u>
<p>Names or numbers of the directors authorized to affix signatures on behalf of the company are Mr. Wiboon Utsahajit or Mr. Prasert Jiravanstit or Mr. Narun Wiwattanakrai, two directors out of these three persons, who can jointly affix signatures with the corporate seal of the company affixed.</p>	<p>Names or numbers of the directors authorized to affix signatures on behalf of the company are Mr. Wiboon Utsahajit or Mr. Prasert Jiravanstit or Mr. Narun Wiwattanakrai, two directors out of these three persons, who can jointly affix signatures with the corporate seal of the company affixed <u>except for the processing or signing the documents relating to Ministry of Commerce, Ministry of Labour, Ministry of Public Health, Revenue Department and/or any other authorities, names or numbers of the director authorized to affix signature on behalf of the company is Mr. Wiboon Utsahajit or Mr. Prasert Jiravanstit or Mr. Narun Wiwattanakrai, one director out of these three persons, who can affix signature with the corporate seal of the company affixed.</u></p>

Proxy Form A (General Form)

Place _____
Date ____ Month _____ B.E. _____

1. I/We _____

Nationality _____

Residing at No. _____ Road _____

Tambol/Kwaeng _____

Amphur/Khet _____ Province _____ Post Code _____

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

Ordinary share _____ share(s) and shall hold _____ number of votes

Preference share _____ share(s) and shall hold _____ number of votes

3. Hereby appoint

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

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

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

As my/our proxy to attend and vote on my/our behalf in the 2023 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Friday 7th April 2023 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 2023 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Friday 7th April 2023 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 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 2: To Acknowledge the Company's Performance 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 3: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 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 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 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 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. Prasert Jiravanstit (Director/ Managing Director/ Executive Director/ Nomination and Compensation Committee)

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

2. Mrs. Thanit Amorntirasan (Director/ Executive Director/ Corporate Governance Committee)

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

3. Mr. Narun Wiwattanakrai (Director/ Deputy Managing Director/ Executive Director/ Risk Committee)

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Agenda 6: **To Consider and Approve the Remuneration of the Directors for the Year 2023**

☐ (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 2023**

☐ (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 3 Clause 31 Numbers or Names of the directors authorized to affix signatures on behalf of the Company

☐ (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 Approve the Amendment of the certificate of registration's the Company Clause 3 directors' Authorization in respect of carrying out to competent authority

☐ (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 10: 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 2023 Annual General Meeting of Shareholders by Teleconference using Electronic Devices
on Friday 7th April 2023 at 10.00 am or at any adjournment thereof to any other date, time and venue.

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

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

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

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

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

Name of Director_____
_ Approve _ Disapprove _ Abstain
Name of Director_____
_ Approve _ Disapprove _ Abstain
Name of Director_____
_ Approve _ Disapprove _ Abstain

Proxy Form C
(specifically for a foreign shareholder for which a custodian in Thailand is appointed)

Place _____
Date ____ Month ____ B.E. ____

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

As a custodian of

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

2. Hereby appoint

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

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

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

As my/our proxy to attend and vote on my/our behalf in the 2023 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Friday 7th April 2023 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 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 2: To Acknowledge the Company's Performance 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 3: To Consider and Approve the Company's Financial Statements for the Year Ended December 31, 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 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 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 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. Prasert Jiravanstit (Director/ Managing Director/ Executive Director/ Nomination and Compensation Committee)

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

2. Mrs. Thanit Amorntirasan (Director/ Executive Director/ Corporate Governance Committee)

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

3. Mr. Narun Wiwattanakrai (Director/ Deputy Managing Director/ Executive Director/ Risk Committee)

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Agenda 6: To Consider and Approve the Remuneration of the Directors for the Year 2023

☐ (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 2023

- ☐ (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 Amendments of the Articles of Association Chapter 3 Clause 31 Numbers or Names of the directors authorized to affix signatures on behalf of the Company

- ☐ (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 Approve the Amendment of the certificate of registration's the Company Clause 3 directors' Authorization in respect of carrying out to competent authority

- ☐ (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 10: To Consider and Other matters (if any)

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

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

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

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

Signed _____	Grantor
(_____)	
Signed _____	Grantee
(_____)	
Signed _____	Grantee
(_____)	
Signed _____	Grantee
(_____)	

Remarks:

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

Annex to Proxy Form (Form C)

Grant of proxy as a shareholder of **Siam Wellness Group Public Company Limited**
At the 2023 Annual General Meeting of Shareholders by Teleconference using Electronic Devices on Friday 7th April 2023 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 56
(Director / Independent Director / Chairman of the Audit Committee
/ Chairman of Nomination and Compensation Committee / Corporate
Governance Director)

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

Does he have conflict of interest in any agenda?
No



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

Written at _____

Date ____ Month _____ Year ____

I/We _____ Nationality _____ Address _____

Road _____ Sub-district _____ District _____

Province _____ Postal code _____ Mobile _____

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

I hereby confirm to attend the meeting and cast the votes in the 2023 Annual General Meeting of Shareholders on Friday, 7 April 2023 10.00 am by Teleconference using Electronic Devices (E-AGM)

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

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

Sign _____ Shareholder
(_____)

Sign _____ Proxy
(_____)

Remark:

Kindly send this registration form for attending the 2023 E-AGM which has been completely filled out, and attached identification document for inspection in relation to attending the E-AGM to the Company within 6 April 2023 before noon via the following channels:

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

- **Via Registered Mail**

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

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

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

1.1 Please fill the registration form for attending the E-AGM (Attachment No.9). **Kindly fill email and your cell phone number clearly in order to be used for the meeting registration** and attach identification document to confirm the attendance of E-AGM as follows:

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

Please submit the registration form for the E-AGM and such identification document to the Company within 6 April 2023 before noon ONLY via the following channels:

- **Via Email address:** pensri@siamwellnessgroup.com or prine@siamwellnessgroup.com
- **Via Registered Mail**

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

1.2 When the Company receives document as per item 1.1 from you, the Company will proceed with inspecting document for confirming the meeting attendance. Once the inspection is completed, the Company will send username and password, together with Weblink for attending the E-AGM. Kindly refrain from giving your username and password provided for the shareholder to another person. In the case that your username and password are lost or you have not received it within 6 April 2023, please immediately contact Quidlab Co., Ltd., the E-AGM service provider, phone number 02-0134322 or 080-0087616, Email info@quidlab.com or contact the Company via phone number 02-6416619-20 ext. 108, 140 or 142.

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

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

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

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

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

- **Mr. Polchet Likitthanasombat**, Independent Director, Age 56 years
Address: 3/1 Soi Punnavithi 11, Bang Chak Subdistrict, Phra Khanong District, Bangkok

(The above independent directors have no special interests that are different from other directors. in every agenda proposed in the Annual General Meeting of Shareholders No. 1/2566)

In this regard, the Company would like to request shareholders to fill statement and sign in the proxy, details of which appear in Attachment No. 7 of the invitation letter and send the proxy together with supporting documents for the appointment of proxy (as specified below) to the Company within 6 April 2023 before noon ONLY via the following channels:

- **Via Email address:** pensri@siamwellnessgroup.com or prine@siamwellnessgroup.com
- **Via Registered Mail**

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

Supporting documents for the appointment of proxy

Shareholder appoints a proxy:

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

Juristic person:

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

A juristic person registered outside the country:

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

certified a true copy by the representative of the juristic person (authorized director), with the company seal affixed (if any).

3. Documents from the custodian

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

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

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

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

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

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

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

- **Via Email address:** pensri@siamwellnessgroup.com or prine@siamwellnessgroup.com
- **Via Registered Mail**

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

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

Date _____

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

Question(s)

No.1 _____

No.2 _____

No.3 _____

Sign _____ Shareholder
(_____)

Remark:

The Shareholder who is entitled to attend the 2023 AGM, may submit the “Form for the submission of questions prior to the Annual General Meeting of Shareholders (E-AGM)” with the complete information to the Company within 6 April 2023 before noon ONLY via the following channels:

- **Via Email address:** pensri@siamwellnessgroup.com or prine@siamwellnessgroup.com
- **Via Registered Mail**

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

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

Chapter 3

Director and Authority of Director

17. The directors shall be elected at the meeting of the Shareholders in accordance with the following rules and methods.

- (1) Each shareholder shall have one vote for each share.
- (2) In election of directors, the votes can be for each director or several directors at the same time as the meeting of shareholders deemed appropriated. A shareholder shall exercise all the votes he has but may not split his votes to any person at any number.
- (3) The persons who received highest votes in their respective order of the votes shall be elected as directors in the number required to be elected at such meeting. In the event of equal votes among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors of the Company, election shall be made by casting vote of the chairman of the meeting.

18. At least one-third of the directors must retire from the office by rotation at the Annual General Shareholder's Meeting. If the number is not a multiple of three, then the number nearest to one-third, must retire from office.

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

31. The directors who can sign to bind the Company shall be two authorized directors to jointly sign and affix the Company's seal. The meeting of the shareholders or the Board of Directors shall have the power to specify the names of directors authorized to sign to bind the Company.

34. Annual Director's Remuneration shall be approved by Shareholder's Meeting

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

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

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

Chapter 4
Shareholder's meeting

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- Mergers or Revoke of Company
- Issue of Debentures (Changes debt to capital) as specified in the Public Limited Company Act (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.