

**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 |

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|----------------------------------|--|
| 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).

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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%

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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. Phumiphon 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. Phumiphon 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

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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 Karnjanaprakasi, 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 Karnjanaprakasi, 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 Suphawanakiat)
Chairwoman of the Meeting

-Signature-

(Mr. Prin Ekmanochai)
Company Secretary
Rapporteur