



บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน) (สำนักงานใหญ่) เลขประจำตัวผู้เสียภาษีอากร 0107557000144

483 ซอยสุทธิพร ถนนประชาสงเคราะห์ แขวงดินแดง เขตดินแดง กรุงเทพมหานคร 10400

**SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED**

Tel: +662 641 6619-20 Fax: +662 641 6621

483 Soi Suthiporn Prachasongkroh Road, Din Daeng, Bangkok 10400 THAILAND

No: SWG 010/2018

Date: March 27, 2018

Subject: Report of Resolutions of the Annual General Meeting of Shareholders for year 2018

To: President,  
The Stock Exchange of Thailand

Siam Wellness Group Public Company Limited or “the Company” held the 2018 Annual General Meeting of Shareholders on Tuesday 27<sup>th</sup> March 2018 at 10.00 am. The Meeting will be taken place at Jubilee Ballroom, 11<sup>th</sup> Floor, The Berkeley Hotel Pratunam address no. 559 Ratchaprarop Rd, Khwaeng Makkasan, Khet Ratchathewi, Bangkok. There were total of 303 shareholders, in person and by proxies, representing a total of 450,937,591 shares were present at the Meeting. The shares presented in aggregate were 79.1119 % of the total paid-up shares. The resolutions which have been passed at the Meeting are as follows:

**Agenda 1: To certify and approve the Minutes of the Annual General Meeting of Shareholders for the Year 2017**

**Resolution:** The Meeting passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving the minutes of the Annual General Meeting of Shareholders for year 2018 held on March 27, 2018. The vote results are as followed:

There are total shareholders who attended and cast the vote of 450,995,397 votes

Approve	450,995,397	votes	or	100	%	* of total votes
Disapprove	0	votes	or	0	%	* of total votes
Abstain	0	votes	or	0	%	* 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 2017**

**Resolution:** The Meeting acknowledged the report on the operating results of 2017, as proposed.

**Agenda 3: To consider and approve the Company’s Financial Statements for the Year Ended December 31, 2017**

**Resolution:** The Meeting passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving the Financial Statement for year 2017 ended December 31, 2017 which were audited by auditor and reviewed by the Audit Committee and agreed by the Board of Directors with summary as follows:

Total assets	THB 1,176	million
Total liabilities	THB 421	million
Revenues	THB 962	million
Net profit	THB 175	million

The vote results are as followed:

There are total shareholders who attended and cast the vote of 451,784,198 votes

Approve	451,784,198	votes	or	100	%	* of total votes
Disapprove	0	votes	or	0	%	* of total votes
Abstain	0	votes	or	0	%	* of total votes

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

**Agenda 4: To acknowledge the Distribution of Interim Dividend**

**Resolution:** The Meeting acknowledged the payment of the interim dividend for the net profit of the operating results between 1 January 2017 – 30 June 2017 to all existing ordinary shareholders of 570,000,000 shares (Five hundred seventy million shares) at the rate of THB 0.05 (five satang) per share with the total amount of THB 28,500,000 (Twenty-eight million and five hundred thousand baht).

**Agenda 5: To consider and approve the Allocation for Retained Earnings as a Legal Reserve and the Distribution of a Dividend from the Operating Performance for the Year 2017**

**Resolution:** The Meeting has passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving to not allocate the net profit for retained earnings as a legal reserve for this year because the Company's legal reserve had already attained the number of 10 percent of the registered capital as required by law and approving the appropriation of dividend payment for the net profit of the operating results between 1 July 2017 – 31 December 2017 at the rate of THB 0.07 (zero point zero seven baht) per share with the total amount of THB 39,900,000 (thirty-nine million and nine hundred thousand baht) with the record date of April 4, 2017 and dividend payment date of April 25, 2017.

The vote results are as followed:

There are total shareholders who attended and cast the vote of 451,843,398 votes

Approve	451,843,398	votes	or	100	%	* of total votes
Disapprove	0	votes	or	0	%	* of total votes
Abstain	0	votes	or	0	%	* of total votes

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

**Agenda 6: To consider and approve the Election of Directors in place of the directors whose terms expired by rotation**

The company has converted to public company on 8 May 2014. Thus, there are three directors who are due to retire by rotation in the year 2018: Mrs. Pranee Suphawanakiat, M.R. Pensiri Chakrabandhu and Mr. Polchet Likittanasombat.

**Resolution:** The Meeting has passed the resolution approving the appointment of directors who were elected with the highest rank for 3 persons respectively, i.e., M.R. Pensiri Chakrabandhu Mr. Polchet Likittanasombat Mrs. Pranee Suphawanakiat and be re-elected as Director / Independent Director / Audit Committee Director/Nomination and Compensation Director/ Corporate Governance Director, Director / Independent Director / Chairman of the Audit Committee/ Corporate Governance Director, and Chairwoman

The vote results are as followed:

6.1 M.R. Pensiri Chakrabandhu (Director / Independent Director / Audit Committee Director/Nomination and Compensation Director/ Corporate Governance Director)

There are total shareholders who attended and cast the vote of 451,843,398 votes

Approve	451,843,397	votes	or	100	%	* of total votes
Disapprove	0	votes	or	0	%	* of total votes
Abstain	1	votes	or	0	%	* of total votes

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

6.2 Mr. Polchet Likittanasombat (Director / Independent Director / Chairman of the Audit Committee/ Corporate Governance Director)

There are total shareholders who attended and cast the vote of 451,843,398 votes

Approve	451,843,397	votes	or	100	%	* of total votes
Disapprove	1	votes	or	0	%	* of total votes
Abstain	0	votes	or	0	%	* of total votes

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

6.3 Mrs. Pranee Suphawanakiat (Chairwoman )

There are total shareholders who attended and cast the vote of 451,843,398 votes

Approve	387,711,197	votes	or	85.8065	%	* of total votes
Disapprove	9,409,800	votes	or	2.0825	%	* of total votes
Abstain	54,722,401	votes	or	12.1109	%	* of total votes

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

**Agenda 7: To consider and approve the Remuneration of the Directors**

**Resolution:** The Meeting has passed the resolution with not less than two-thirds of total votes of the shareholders attending the meeting, approving the

remuneration, meeting allowance and annual bonus of the directors for year 2018 as proposed below:

No.	Consideration	2018 Proposed Rate (not the increased rate)
1.	Director's Remuneration	
1.1	Monthly Allowance (per month per person)	- Chairman 22,000 Baht - Director 11,000 Baht  * If one has been selected to more than one position, one shall receive only the highest rate of the position.  **Director who is member of Executive Committee will not receive monthly allowance
1.2	Meeting Allowance (per month per person)	- Chairman / Director 12,000 Baht
2.	Audit Committee's Remuneration	
2.1	Monthly Allowance (per month per person)	- Chairman 22,000 Baht - Audit Committee 16,500 Baht  * If one has been selected to more than one position, one shall receive only the highest rate of the position.  **Director who is member of Audit Committee will not receive the monthly allowance as Director
2.2	Meeting Allowance (per month per person)	- Chairman / Audit Committee 12,000 Baht
3.	Meeting Allowance for the Nomination and Compensation Committee (per month per person)	-Chairman 8,000 Baht - Committee 6,000 Baht

No.	Consideration	2018 Proposed Rate (not the increased rate)
4.	Meeting Allowance for the Risk Committee (per month per person)	-Chairman 8,000 Baht - Committee 6,000 Baht
5.	Meeting Allowance for the Corporate Governance Committee (per month per person)	-Chairman 8,000 Baht - Committee 6,000 Baht
6.	Bonus	2,450,000 Baht

There are total shareholders who attended and cast the vote of 451,845,398 votes

Approve	442,435,598	votes	or	97.9175	%	* of total votes
Disapprove	9,409,800	votes	or	2.0825	%	* of total votes
Abstain	0	votes	or	0	%	* of total votes

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

**Agenda 8: To consider and approve the Appointment of the Company's Auditor and the Determination of the Audit Fee**

**Resolution:** The Meeting has passed the resolution approving the appointment of

- 1) Ms. Sumana Punpongsanon, certified public accountant no. 5872 and/or
- 2) Mr. Sophon Permsirivallop, certified public accountant no. 3182 and/or
- 3) Ms. Rungnapa Lertsuwankul, certified public accountant no. 3516 and/or
- 4) Ms. Pimjai Manitkajohnkit, certified public accountant no. 4521 and/or
- 5) Mrs. Ginkarn Atsawarangsalit, certified public accountant no. 4496 and/or
- 6) Mr. Chayapol Suppasertanon, certified public accountant no. 3972

of EY Office Limited as the Company's auditor for the year 2018, with the audit fee in total of THB 2,450,000. (The Meeting has passed the resolution approving the audit fee of the Company in the amount of THB 1,400,000 and acknowledged the audit fee of subsidiaries in the amount of THB 1,050,000.)

The vote results are as followed:

There are total shareholders who attended and cast the vote of 451,845,398 votes

Approve	451,844,398	votes	or	99.9998	%	* of total votes
Disapprove	1,000	votes	or	0.0002	%	* of total votes
Abstain	0	votes	or	0	%	* of total votes

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

**Agenda 9: To consider and approve the Amendments of the Articles of Association Clause 36 Chapter 4 Shareholders' Meeting**

**Resolution:** The Meeting has passed the resolution with not less than three-fourths of total votes of the shareholders attending the meeting, approving the amendment to Clause 36 Chapter 4 Shareholders' Meeting of the Articles of Association. The vote results are as followed:

There are total shareholders who attended and cast the vote of 451,845,398 votes

Approve	451,845,398	votes	or	100	%	* of total votes
Disapprove	0	votes	or	0	%	* of total votes
Abstain	0	votes	or	0	%	* of total votes

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

**Agenda 10: To consider and approve the Amendments of the Articles of Association Clause 29 Chapter 3 Board of Directors**

**Resolution:** The Meeting has passed the resolution with not less than three-fourths of total votes of the shareholders attending the meeting, approving the amendment to Clause 29 Chapter 3 Board of Directors of the Articles of Association. The vote results are as followed:

There are total shareholders who attended and cast the vote of 451,845,398 votes

Approve	451,845,398	votes	or	100	%	* of total votes
Disapprove	0	votes	or	0	%	* of total votes
Abstain	0	votes	or	0	%	* of total votes

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

**Agenda 11: To consider and approve the Amendments of the Articles of Association Clause 28 Chapter 3 Board of Directors**

**Resolution:** The Meeting has passed the resolution with not less than three-fourths of total votes of the shareholders attending the meeting, approving the amendment to Clause 28 Chapter 3 Board of Directors of the Articles of Association. The vote results are as followed:

There are total shareholders who attended and cast the vote of 451,845,398 votes

Approve	444,590,398	votes	or	98.3944	%	* of total votes
Disapprove	0	votes	or	0	%	* of total votes
Abstain	7,255,000	votes	or	1.6056	%	* of total votes

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

Please be informed accordingly.

Yours Sincerely,

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