



บริษัท สยามเวลเนสกรุ๊ป จำกัด (มหาชน) ทะเบียนเลขที่ 0107557000144
565,567 อาคาร บี.ยู.เพลส ชั้น 22 ซอยสุทธิพร ถนนประชาสงเคราะห์ แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400
SIAM WELLNESS GROUP PUBLIC COMPANY LIMITED
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No: SWG 060/2022

Date: April 22, 2022

Subject: Report of Resolutions of the Annual General Meeting of Shareholders for year 2022

To: President,
The Stock Exchange of Thailand

Siam Wellness Group Public Company Limited or “the Company” held the 2022 Annual General Meeting of Shareholders on Friday 22nd April 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. There were total of 345 shareholders, in person through E-AGM platform and by proxies, representing a total of 620,415,202 shares were present at the Meeting. The shares presented in aggregate were 72.56% 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 2021

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 2021 held on April 30, 2021. The vote results are as followed:

There are total shareholders who attended and cast the vote of 620,445,202 votes

Approve	620,445,202	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

Agenda 2: To acknowledge the Company’s Performance for the year 2021

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

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 2021 ended December 31, 2021 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	2,258.00	million
Total liabilities	THB	1,639.00	million
Revenues	THB	174.94	million
Net loss	THB	(286.72)	million

The vote results are as followed:

There are total shareholders who attended and cast the vote of 620,448,501 votes

Approve	620,448,501	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

Agenda 4: To Consider and Approve Non-Allocation for Retained Earnings as a Legal Reserve and Non-Distribution of a Dividend from the Operating Performance for the Year 2021

Resolution: The Meeting has passed the resolution, with a majority of votes of the shareholders attending the meeting and casting their votes, approving non-allocation for retained earnings as a legal reserve and non-distribution of a dividend from the operating performance for the year 2021.

The vote results are as followed:

There are total shareholders who attended and cast the vote of 620,448,501 votes

Approve	620,448,501	votes	or	100.000 %	* of total votes
Disapprove	0	votes	or	0.000 %	* of total votes
Abstain	0	votes	or	0.000 %	* 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 company has converted to public company on 8 May 2014. Thus, there are three directors who are due to retire by rotation in the year 2022 namely: Mr. Wiboon Utsahajit, Mrs. Kobboon Srichai and Mr. Phumiphan Bunjapamai

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., Mr. Wiboon Utsahajit, Mrs. Kobboon Srichai and Mr. Phumiphan Bunjapamai and be re-elected as Director.

The vote results are as followed:

5.1 Mr. Wiboon Utsahajit as director (Chairman of Executive Committee and CEO)

There are total shareholders who attended and cast the vote of 525,491,201 votes

Approve	525,491,201	votes	or	100.0000 %	* of total votes
Disapprove	0	votes	or	0.0000 %	* of total votes
Abstain	0	votes	or	0.0000 %	* of total votes

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

5.2 Mrs. Kobboon Srichai as an independent director (Chairwoman of Risk Committee, Audit Committee, and Corporate Governance Committee)

There are total shareholders who attended and cast the vote of 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

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

5.3 Mr. Phumiphan Bunjapamai as an independent director (Risk Committee)

There are total shareholders who attended and cast the vote of 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

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

Agenda 6: To consider and approve the Remuneration of the Directors for the year 2022

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 2022 as proposed below:

No.	Consideration	2022 Proposed Rate (not the increased rate from 2021)
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	

No.	Consideration	2022
		Proposed Rate (not the increased rate from 2021)
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
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	None

There are total shareholders who attended and cast the vote of 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

**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

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

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

of EY Office Limited as the Company’s auditor for the year 2022, with the audit fee in total of THB 1,290,000.

The vote results are as followed:

There are total shareholders who attended and cast the vote of 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

**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

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 of the Articles of Association Chapter 9 Clause 64 Company’s Seal

The vote results are as followed:

There are total shareholders who attended and cast the vote of 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

**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