

**Minutes of the Extraordinary General Shareholders Meeting No.1/2024  
of Siam Wellness Group Public Company Limited**

**Time and Place:**

The Meeting was held on July 26, 2024 at 10.00 am by using solely e-EGM platform, broadcasting live from Meeting Room 4, 22<sup>nd</sup> 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<br>Chairman of the Audit Committee<br>Chairman of Nomination and Compensation Committee<br>Member of Corporate Governance Committee |
| 3. Mrs. Kobboon Srichai        | Independent Director<br>Member of Audit Committee<br>Chairwoman of Risk Committee<br>Chairwoman of Corporate Governance Committee                        |
| 4. Mr. Phumiphan Bunjapamai    | Director<br>Member of Risk Committee<br>Member of Nomination and Compensation Committee  |
| 5. Mr. Wiboon Utsahajit        | Executive Director<br>Chairman of Executive Committee<br>Chief Executive Officer   |
| 6. Mr. Prasert Jiravanstit     | Executive Director<br>Member of Nomination and Compensation Committee<br>Managing Director   |
| 7. Mrs. Thanit Amorntirasan    | Director<br>Member of Corporate Governance Committee   |
| 8. Mr. Narun Wiwattanakrai     | Executive Director<br>Member of Risk Committee<br>Deputy Managing Director   |

**The following directors were absent:**

- |                           |   |
|---------------------------|---|
| 1. Mr. Bancha Chernchujit | Independent Director<br>Member of Audit Committee |
|---------------------------|---|

**Other participants:**

- |                                    |   |
|------------------------------------|---|
| 1. Ms. Yonlawan Ahemalongkorn      | Chief Financial Officer and Assistant Managing Director<br>Accounting & Finance |
| 2. Ms. Kulsiri Chongviwatthanatham | Accounting Director   |
| 3. Ms. Nitikarn Supakalin          | Observer from EY Office Limited   |
| 4. Mr. Prin Ekmanochai             | Company Secretary   |

88.89% of all directors attended this Meeting.

**Commencement:**

As Chairwoman of the Board of Directors, Mrs. Pranee Suphawatanakiat presided as Chairwoman of the Meeting as prescribed by the Company's Articles of Association No. 41.

**Chairwoman** thanked all the shareholders and informed the shareholders that there were 3 shareholders, holding aggregate amount of 4,136,550 shares, and 618 proxies holding aggregate amount of 1,070,384,926 shares attended the Meeting. The 621 shareholders and proxies who attended the Meeting through e-EGM platform held 1,074,521,476 shares, equivalent to 83.7834 percent of the Company's sold shares which together total no less than 1/3 of the total number of shares sold by the Company, which are 1,282,499,124 shares, constituting a quorum of the Meeting as prescribed by the Company's Articles of Association No. 38 Re: The Extraordinary General Meeting No.1/2024.

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 the Company holds a meeting in e-EGM (Electronic Extraordinary General Meeting) format only 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. This meeting will be subject to the laws and regulations related to the e-EGM and will be broadcast live from the meeting place according to the rules and procedures prescribed by law. In addition, the Company also recorded the Meeting in form of Video media.

**The Conductor** In this meeting, there is a total of 3 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  Disagree or  Abstain on the screen. The Company shall deduct such votes from the total votes in each agenda to obtain the votes of approval.

For Agenda 2, approval of increasing the number of directors from 9 to 10 directors and appointing M.R. Pensiri Chakrabandhu as the new director, all votes will be collected.

The process of attending the meeting via e-EGM 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) and Company's website, which is specified in the attachment no.5, 6 and 7

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

1. Ms. Nitikarn Supakalin      Observer from EY Office Limited

**Agenda 1: To Certify and Approve the Minutes of the Annual General Meeting of Shareholders for the Year 2024**

**The Conductor** proposed to the Meeting to consider and certify the minutes of the 2024 Annual General Meeting of Shareholders, held on April 19, 2024, of which the copy has been delivered to all shareholders along with the invitation letter convening this Meeting in QR code form.

**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 Section 107 of Public Limited Companies Act 1992

**Resolution:**

The Meeting resolved to adopt the Minutes of the Annual General Meeting of Shareholders of Siam Wellness Group Company Limited No. 1/2024 held on April 19, 2024. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 1,074,544,705 votes

Approved	1,074,544,705	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 Consider and Approve increasing the number of directors from 9 to 10 directors and appointing M.R. Pensiri Chakrabandhu as the new director**

**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** The Nomination and Compensation Committee agrees to present to the Board of Directors to consider and approve increasing the number of directors from 9 to 10 directors and appointing M.R. Pensiri Chakrabandhu as the new director.

The Nomination and Compensation Committee excluding the directors with special interest not being in this meeting, has thoroughly considered the nomination of the director by

considering the qualifications, experiences, expertise, and suitability of the nominee for the Company's business. Profile of the directors proposed for election appeared in Attachment No. 2 to the invitation to this Meeting, which was delivered to all shareholders.

Moreover, the Nomination and Compensation Committee has considered that the nominee has the qualifications according to the law regarding the requirements regarding independent directors and will be able to give independent opinions.

Therefore, The Board of Directors' meeting held on 21<sup>st</sup> June 2024 approved that the Extraordinary General Shareholder's Meeting No.1/2024 should consider increasing the number of directors from 9 to 10 directors and appointing M.R. Pensiri Chakrabandhu as the new director.

**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 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 (In the case where only one director is elected, shareholders will use their existing votes to elect a single person for this agenda)
- (3) Candidate with the greatest 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. (For this agenda only one director is elected, so no case of individuals receiving the highest number of votes in order.)  
(the Articles of Association No. 17)

### **Resolution:**

The Meeting passed the resolution approving the increase in the number of directors from 9 to 10 and appointing M.R. Pensiri Chakrabandhu as the new director. By a majority vote of the shareholders attending the meeting and casting their votes, details of which were as followed:

Total 1,074,544,705 votes

Approve	1,047,246,255	votes	or	97.4595	%	* of total votes
Disapprove	27,298,450	votes	or	2.5405	%	* 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 3: To consider and other matters (if any)**

**The Chairwoman** According to Section 105 paragraph 2 of Public Limited Companies Act and Company's Articles of Association No. 40, if at least 1/3 of shareholders request an additional Agenda to be discussed in the Extraordinary General Meeting, an additional Agenda can be added.

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**The Chairwoman** Since there were no further questions, **the Chairwoman**, therefore, thanked all shareholders, directors, management team, representative of EY Office Limited and Thai Investor Association 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](mailto:prine@siamwellnessgroup.com) and the Meeting was closed.

-Signature-

(Mrs. Pranee Suphawatanakiat)  
Chairwoman of the Meeting

-Signature-

(Mr. Prin Ekmanochai)  
Company Secretary  
Rapporteur