

(Translation)

## Corporate Governance Policy

S Hotels and Resorts Public Company Limited



## Corporate Governance Policy

S Hotels and Resorts Public Company Limited

S Hotels and Resorts (Public Company) Limited (the "Company") operates under the Corporate Governance Principles of the Securities and Exchange Commission Thailand ("SEC") and the Stock Exchange of Thailand ("SET") with recognition of the importance of business operation and the enhancement of existing corporate governance to ensure sustainable corporate growth and transparency. CG Code not only increases confidence among shareholders, investors or all stakeholders but also benefits the Company's operations, business performance, competitiveness and sustainable growth.

In addition, the Company continuously gives significance to shareholders' rights and its responsibility toward shareholders and stakeholders, fair treatment of shareholders, recognition of stakeholders' roles, including disclosure and transparency of information. To enhance the confidence of the Company's shareholders, investors and related parties, the Board of Directors (the "Board") deems it appropriate to formulate a corporate governance policy to outline the Board of Director's structure, roles, functions, responsibilities, transparency and accountability based on the practices and principles set forth by the SEC's 2017 Corporate Governance Code ("CG Code"), which shall be used as guidelines for the Company's corporate management to ensure fair treatment and maximum benefits for its shareholders and stakeholder. The essence of the Company's corporate governance policy consists of eight principles as follows:

### Principle 1 Establish Clear Leadership Role and Responsibilities of the Board

1.1 The Board of Directors understands and recognizes the importance of its roles and responsibilities in overseeing good corporate governance practices through the formulation of the Company's objectives, goals, strategies, policies, and allocation of key resources to achieve the prescribed objectives and goals as well as the monitoring, evaluation and examination of the corporate performance reports.

1.2 The Board establishes various policies, including corporate governance policies and corporate social responsibility policies to create sustainable business values in order to promote ethical business practices, to respect the rights and responsibilities to shareholders and stakeholders, to achieve success in the business operations of the company, to benefit the society, to develop or reduce environmental impact, and to adapt under changing factors.

1.3 The Board is responsible for supervising the directors and executives to perform their duties with responsibility (Accountability and Responsibility), to be careful (Duty of Care), to be honest to the organisation (Duty of Loyalty) for the highest benefits of the company, as well as to comply with the law, objectives,



regulations, resolutions of the Board, the resolution of the shareholders' meeting, and the policy or guidelines specified by the company. The Board has to provide sufficient mechanisms to ensure that the operations of the company are in compliance with relevant laws, objectives, regulations, resolutions of the Board's and shareholders' meetings, and various policies of the company such as related party transaction policy, anti-corruption policy, the delegation of authority. The Board must also supervise processes of important operations such as investment, transactions that affect the company, significantly transaction with connected persons, acquisition or disposition of assets, and dividend payment

1.4 The Board of Directors understands the role Scope of duty and responsibilities of the board, clearly specifies the scope of delegation of duties and responsibilities to the committees and management, follows up and supervises them to perform the duties as assigned. The Board establishes various charters of the Board and sub-committees in writing and will review the said charters regularly at least once a year to be in line with SHR's direction.

#### **Principle 2 Define Objectives and Goals that Promote Sustainable Value Creation**

2.1 The Board values the definition of SHR's core objectives and goals in the conduct of its business for sustainable growth together with society, value creation and benefit for the organisation, customers, business partners, employees, shareholders, stakeholders, and society as a whole. The Board promotes communication and ensures that the corporation's core objectives and goals are reflected in the decision-making and performance of all its employees that they become corporate culture in conformity to the corporate governance principles.

2.2 The Company's yearly and long-term business objectives, goals and strategies must be in keeping with the achievement of its primary objectives, environment, factors, and risks that may affect all stakeholders. The Company has appropriately and securely adopted new innovation and technology for its operations. It must recognize the risks of setting the corporate goals that may lead to illegal or unethical conducts and supervise dissemination of its objectives and goals through comprehensive corporate strategies and work plans.

#### **Principle 3 Strengthen Board Effectiveness**

3.1 The Board shall consist of no less than five and no more than 12 board members who have the duties and responsibilities of formulating and reviewing the Board's structure in terms of composition, qualifications, expertise, experiences, appropriate number of Board members and appropriate ratio of independent Board members to achieve the prescribed objectives and goals. The relevant corporate governance practices can be briefly summarized as follows:

3.1.1 The shareholders' meeting shall determine the number of Board members who shall have a 3-year terms of office. Members who vacate office upon expiration of their term of office may be reappointed by the shareholders' meeting.



3.1.2 The Board members must have the qualifications and none of the prohibited characteristic prescribed by the law.

3.1.3 At least one-third of the total number the Board members, but not less than three members, must be independent Board members. They must have the qualifications and none of the prohibited characteristics prescribed by the Board. Such qualification and prohibited characteristic requirements must not be less stringent than those prescribed by the Capital Market Advisory Board and the SET.

3.1.4 The Company's directors and top executives shall have the duties of reporting information on its executive directors, individuals with the controlling power in another limited company or public company, managing partners in an ordinary partnership or partners with limited liability in a limited liability partnership to the Company under the criteria and procedures prescribed by the Board.

3.1.5 The Board shall clearly specify its scope of authority in the Charter of the Board of Directors. Details of the composition of the Board and Board members' qualifications, appointment, terms of office and leave of office shall be as prescribed in the Charter of the Board of Directors.

3.1.6 The Board shall disclose its policy on diverse composition and members' information, such as age, education, experience, shareholding percentage, and the number of years in office and directorship in other listed companies in the Company's annual report and website.

3.1.7 The Board shall appoint a Company Secretary to perform the duties prescribed by the law and any other duties as assigned by the Board.

3.2 The Board shall appoint a suitable person as Chairman of the Board and make sure that the Board's composition and operations shall allow independent judgement and decision of Board members. If the Board Chairman is not an independent member, the Board shall appoint one independent member to make joint determination of the Board's meeting agenda. This is to create a balance of power between the Board and the Management in accordance with the principles of good corporate governance for listed companies. The Company make clear separation of the roles, duties and responsibilities of the Board and the Management for clarity of performance of each position, creation of a balance of power, administrative review, efficient and transparent management.

*The Board of Directors:* The Board plays important roles in setting corporate directions, policies and business strategies capable of creating investment returns and maximum benefits to shareholders. It also has the primary duties of supervising and monitoring the Management's performance to ensure successful implementation of the prescribed policies and strategies in compliance with the Company's objectives, regulations and the resolutions of shareholders' meetings.



**The Management:** The Management is responsible for the management of the Company's operations that are successful and consistent with the directions, policies and business strategies prescribed by the Board. It is also responsible for the conducting of the Company's day-to-day activities and smooth operation.

**Chairman of the Board of Directors:** The Board Chairman is the leader of the Board of Directors who plays important roles in the supervising and supporting of the Board's performance in accordance, and in the supervising of business operations as specified in Clause 2.

**Chairman of the Executive Committee:** Chairman of the Executive Committee has the controlling power over the supervision of the Company's operations for compliance with the Board's policies under the scope of the law, the Company's objectives and regulations, the resolutions of the Board and the shareholders' meetings.

**Chief Executive Officer:** Chief Executive Officer is the head and leader of the Company's executives who is assigned by the Board to conduct the Company's regular business operations in accordance with the Board's authorized operation plans and budgets. The Chief Executive Officer shall perform his/her duties with honesty, integrity and maximum benefits to the Company and the shareholders, and shall not act in any way that may results in gaining interests or benefits that are conflicting with the interests of the Company and its subsidiaries.

3.3 The Board shall supervise clear and transparent processes to select and appoint individuals with the prescribed qualifications for as directors and members of other Sub-committees.

3.4 Since the shareholders' meeting has the power to consider and approve directors' remunerations, the Board shall set the proposed remuneration structure and rates according to the responsibilities of each member to provide good incentives for the achievement of the Company's short-term and long-term goals.

3.5 The Board shall supervise and ensure that all directors conduct their duties with responsibilities and sufficiently devote their time to the performance of their duties.

3.6 The Board has prescribed appropriate frameworks and mechanisms for policy regulation and operations individual subsidiary and associate company. It also ensures that both the subsidiaries and associate companies have correct and mutual understanding of such frameworks and mechanisms.

3.7 The Board conducts an annual performance assessment of itself, sub-committees and individual directors as a scope for monitoring Board performance and whether it has been following good practices, so as to improve Board performance and to review problems and obstacles during the past year. The result of the assessment will also be used for the improvement of performance in the future.

SHR has devised a Board self-assessment in accordance with SET's guidelines and adapting it to the business and structure of the Board. The assessment comprises two sets of evaluation forms:

- 1) Board and sub-committee performance self-assessment (group assessment)



2) Board's individual self-assessment

Criteria for evaluation cover the following essential points:

- 1) Board and subcommittee structure and qualifications
- 2) Board Meetings
- 3) Roles, duties and responsibilities of the Board and sub-committees
- 4) Others, such as relations with the management, directors' self-development, and executive development

Scoring In each of the topics, five levels of score are assigned:

- 1 = totally disagree or nothing has been done
- 2 = disagree or a few things have been done
- 3 = agree or reasonable action has been done
- 4 = rather agree or good action has been taken
- 5 = totally agree or there has been excellent undertaking

#### Evaluation process

The Board considers and reviews the Board of Directors' Performance Evaluation Form. The Company Secretary then distributes copies of the evaluation form to all directors to be evaluated and handed in at the end of each year. The calculated results will be summarised in an evaluation report to be submitted to the Board to determine appropriate annual remuneration for the directors in each year. The evaluation report will be submitted to the Board for acknowledgment and for discussion for future improvement.

3.8 The Board shall strive to have each director understand his/her roles, duties, the characteristics of the Company's business operations and the relevant laws. All directors are encouraged to acquire the necessary skills and knowledge for the conducting of their duties on a regular basis.

3.9 The Board shall supervise and create confidence in the Company's smooth operations, easy access to essential information. A corporate secretary with appropriate and necessary knowledge and experiences will be appointed to support the Board's operation.

3.10 In order to promote effective performance, the Board shall appoint a certain number of directors as members of the Sub-committees set up to perform a special task. Each Sub-committee shall have the same terms of office as the Board's and shall perform the duties as assigned by the Board.

3.11 The Board shall disclose its roles and duties and those of the Sub-committees, the number of their meetings and the number of meeting attendance of each member in the previous year. The performance of each Sub-committee shall also be reported.



### 3.11.1 The Audit Committee

The Audit Committee is set up to perform the duties assigned by the Board, including financial audit, internal control system review, compliance with the law, selection of the auditor, disclosure of the Company's data and the preparation of the Audit Committee.

### 3.11.2 The Executive Committee

The Executive Committee is set up to perform the duties assigned by the Board which include the management of the Company's general affairs, screening of the Company's policies, business plans, budgets, administrative structure and administrative powers. It also sets up regulations and criteria for business operation that are in keeping with the economic situations for consideration and authorization and/or approval of the Board's meetings. It examines and monitors the Company's performance under the Board's prescribed policies, etc., as specified in the Charter of the Executive Committee.

3.11.3 The Nomination and Remuneration Committee (or working committee. In the case where such committee is still in the establishment process such task will be performed by a person(s) assigned by the Board.)

This Committee is set up to perform the duties assigned by the Board which include selecting and preparing suitable person for a director or top executive position and a person to perform the administrative power. It shall formulate transparent rules and criteria or methods of recruitment and selection to be submitted for consideration and approval by the Board's and/or the shareholders' meeting. It also has the duties of considering guidelines and determining remunerations for a director, top executive and person with the management power by formulating fair and reasonable rules and criteria or method and submit them to the Board's meeting and/or the shareholders' meeting for consideration and approval.

3.11.4 The Risk Management Committee (or a working committee/person assigned by the Board in the case where such committee is still in the establishment process).

This Committee is set up to perform the duties assigned by the Board which include formulating polices, management strategies and risk management frameworks for submission to the Board. It also monitors the performance of such measures to make sure that there shall be sufficient and timely assessment of possible risks and risk impacts at the organizational level as specified by the Charter of the Risk Management Committee.

## Principle 4      Ensure Effective CEO and People Management

4.1      The Board shall have a personnel recruitment and development processes in place to ensure that the Company's Chief Executive Officer and high-rank executives are equipped with the knowledge, skills, experiences and qualifications that are essential for the steering of the Company toward the prescribed goals.

4.2      The Board should supervise the formulation of suitable remuneration structure and performance assessment.



4.3 It is the Board's policy to understand the shareholder structure and relations that may affect the Company's business operation and administrative control power to prevent any obstacles to the Board's performance of duties. The Board shall arrange suitable disclosure of any information that may affect the control of business operations. The Board shall monitor and supervise personnel management and development operations to ensure that they will have suitable knowledge, skills, experiences and incentives.

#### **Principle 5 Nurture innovation and Responsible Business Operation**

5.1 The Board values the promotion of value-creating innovations in parallel with benefit to all stakeholders and responsibilities towards society and the environment by promoting actions that add value to SHR according to the changing environmental factors. These may cover the business model, perspectives about the design and development of products and services, analysis of the improvement of production processes and work processes, and cooperation with partners.

5.2 The Board monitors SHR's business operations, as reflected in SHR's operating plans, to ensure responsibility toward society and the environment in accordance with SHR's objectives, core targets, and strategic plans. The Board takes into account the roles of the stakeholders and will provide a mechanism to ensure that the business operates ethically, undertake social and environmental responsibility, and not violate the rights of stakeholders in order to be a guideline for all sectors in the organisation to achieve the main objectives and goals sustainably. The Board has established guidelines for various stakeholders as part of the Corporate Social Responsibility Policy (CSR) and the Charter and Code of Ethics, and will sufficient and reliable disclose sufficient, reliable, and important information that is relevant and necessary to those stakeholders on time.

The Board takes seriously the rights of all stakeholders, namely shareholders, investor, analysts, customers, employees, business partners, the public and society with transparency, appropriateness, equality and fairness.

##### **5.2.1 Shareholders, investors, and analysts**

The Company treats all shareholders and investor equally and fairly. All of the Company's executives and employees are determined to perform their duties with honesty and integrity, and conduct their businesses in a transparent and fair manner to generate maximum benefits for the shareholders. They shall not act in any way that may cause conflicts of interests and shall not use inside information for the advantage of themselves or the others, and shall not disclose confidential information to outsiders. Furthermore, the Company also recognizes and respects the rights of all shareholders, investors and analysts regarding full and regular acquisition of necessary information about the Company's business performance. It will communicate the performance outcomes and other essential information via the Company's activities and related work units.



#### 5.2.2 Employees

Employees are considered the most valuable resources. Therefore, SHR strictly complies with laws regarding labour, social welfare, and human rights. It is SHR's policy to treat all employees with fairness, equality, and without discrimination regardless of differences in race, place of birth, skin colour, religion, gender, age, disability, or personal characteristics irrelevant to their duties. It is committed to ensuring that all employees have a healthy work attitude, awareness of duties and responsibilities, pride and confidence in the organisation, as well as focus on teamwork. SHR's core value and organisation culture to be instilled in all employees is "PRIDE". SHR also encourages employees to take various training courses relevant and useful to work. It pays attention to employees' health by arranging annual physical check-ups for all employees, promoting safety and good work environment, and providing sufficient and suitable remuneration and welfare. Moreover, the consideration of employees' remuneration is mainly based on the assessment of their performances, relating to the company's short-term and long-term operating results, against their industry peers.

In addition, the company also focuses on continuously promoting and developing personnel to have knowledge and ability. SHR considers the rights of employees as a priority, and give the opportunity to the employees to file a complaint in case of unfair treatment via various channels such as the comments box or through the Human Resources department. SHR is responsible for providing a safe, hygienic and conducive working environment for effective work.

#### 5.2.3 Customers

SHR builds long-term relationships and cooperation with customers by adhering to the principles of honesty and mutual trust. SHR has a duty to provide maximum satisfaction for the customers of SHR by being responsible, attentive and paying attention to the problems and needs of customers first. By having all executives and employees comply with this policy, the company ensures that it places great importance to providing good quality service and not stopping to develop new services that are effective for the company's customers. In addition, the company will operate and conduct business with its customers based on ethics, strictly abide by the agreements, agreements and trade conditions, keep confidential information of customers and not use the information to seek benefits for themselves and their allies, except with the consent of the customer.

#### 5.2.4 Creditors

SHR creates relationships and treats with creditors with of honesty, mutual trust, responsibility, attentiveness to various conditions as agreed with the creditors. SHR manages loans in accordance with objectives and will not spend money in a way that may cause damage to the company. The company aims to manage the capital with the most efficiency so that the creditors are confident in the financial status and repayment ability of the



company. If the company is unable to comply with the obligations in the contract, it will hurry to inform creditors to find solutions together.

#### 5.2.5 Business Partners

SHR treats its business partners with honesty and equality to ensure that the company's business operations are appropriate, fair and benefit both parties. The company advocates sustainable development and being long-term partners. SHR will choose to do business with partners from various conditions such as price, quality, control and environmental protection, technical expertise, legal compliance, trust, and adherence to the right things.

#### 5.2.6 Communities, Society, and the Environment

SHR is well aware that it must be responsible for communities, society, and the environment. Therefore, its business is conducted under the principle of creating mutual values among business and society. It emphasises environmental protection by promoting efficient and effective resource use to help reduce energy consumption, to prevent the operations of the company from causing damage to the quality of life of a society, communities and the environment.

The company and employees are committed to conducting business responsibly to benefit the society and community, to behave themselves towards neighbourhood communities with friendliness, to help and support the development of communities be well-being, as well as to be responsible for the company's business operations with fairness and equality to promote sustainable development.

In addition, the company must treat the environment in accordance with the social responsibility policy, support conservation of natural resources for sustainability, and support environment and natural resources conservation projects. The company discloses various activities including the support of employee participation that demonstrates the implementation of the social responsibility policy. The company also oversees the preparation of corporate social responsibility reports in the annual report or a separate report.

#### 5.2.7 Trade competitors

The Board shall ensure transparency of the Company's business operations and shall not unfairly gain advantage over competitors.

#### 5.2.8 Related Government Agencies

Various government agencies ensure that the company comply with relevant laws and regulations. The company supports various government activities on any appropriate occasions. The company will adhere to providing services and selling quality products and services and in accordance with the law. In addition, the company will treat government and government agencies with political neutrality as specified in the Charter and Code of Conduct (Anti-Corruption Policy).



In addition, letters of complaint and/or opinions can be sent to S Hotels and Resorts Public Company Limited, 123 Suntowers Building B, 10th Floor, Vibhavadi-Rangsit Rd., Chom Phon, Chatuchak, Bangkok 10900. Emails can be directly sent to the Corporate Secretary at comsec-shr@shotelsresorts.com. There are measures to protect whistleblowers and keeping their information confidential. The internal audit unit shall initially compile and summarize data on the complaints and submit them to the Audit Committee for consideration and fact finding. If such data are found to be sensitive data that shall have some impacts on the Company, they must be submitted to the Board for further consideration.

5.3 The Board will monitor the management to allocate and manage resources efficiently. The company takes into account the impact and the development of resources throughout the value chain in order to achieve the main objectives and goals sustainably. The resources concerning the company are at least of 4 types: financial capital, human capital, social and relationship capital, and natural capital.

5.4 The Board shall set up the regulatory frameworks and information technology management systems to serve the corporate needs, supervise the adoption of information technology to increase business opportunities, operational development, and risk management for the achievement of the Company's objectives and goals.

#### **Principle 6 Strengthen Effective Risk Management and Internal Control**

6.1 The Board will ensure that the company has a risk management system and internal control to achieve the objectives effectively and complies with relevant laws and standards.

6.2 The Boards appointed at least 3 audit committees, all of whom must be independent directors that do not have prohibited characteristics under the relevant laws. The Audit Committee must have the qualifications and duties in accordance with the regulations of the Office of the SEC and the SET. The Committee must perform various duties as assigned by the Board which includes the duty to review financial reports, internal control system, legal compliance, independence of the Internal Audit department, Selection of auditor, disclosure of company information, and preparation of the audit committee's report, as these items appears in the audit committee charter.

6.3 The Board monitors and manages any potential conflicts of interest between the company and the management, the Board, or shareholders. The Board also prevents undue use of property, information about the company, and transactions with persons who have a relationship with the company in an inappropriate manner. The company set out a guideline in the Charter and Ethics (Code of Conduct) and internal data usage policy in writing.

6.4 The Board of Directors has a clear anti-corruption policy. The company communicates with all levels of the organisation and third parties for actual implementation. The Board will arrange a project or a guideline to combat corruption, and support activities that promote and encourage all employees to comply with relevant laws and regulations.



6.5 The Board has set up mechanisms to accept complaints and handle whistleblower's information, and specified clear guidelines for such practices in its whistleblower policies. Complaint channels are given on the Company's website or annual report.

#### **Principle 7 Ensure Disclosure and Financial Integrity**

7.1 The Board is responsible for the setting up of mechanisms for the preparation of the Company's financial reports and the disclosure of important information in an accurate, adequate, and timely manner in accordance with the relevant criteria, standards and practices.

7.2 The Board monitors and supervises business operations of the Company Group to ensure sufficient financial liquidity and debt payment ability.

7.3 If the Company is faced with a financial trouble or possible trouble, the Board shall ensure that there are plans or other mechanisms to solve such financial problems, with consideration to stakeholders' rights and reasonable solutions.

7.4 It is the Board's policies to prepare appropriate sustainability reports, disclose information on legal compliance, comply with the Code of Conduct and anti-corruption policies, treat employees and stakeholders with fairness and respect of human rights and responsibility toward society and environment. Such information may be disclosed in the Company's annual reports or in a separate report as the Company deems suitable.

7.5 The Board shall supervise the Management in setting up an Investor Relations Unit to communicate and publicize news and information that are beneficial to shareholders, investors, analysts and related parties in an appropriate, fair and timely manner.

7.6. The Board promotes the use of information technology in the dissemination of information in accordance with the criteria and channels prescribed by SEC. In addition, the Company also discloses updated information, both in Thai and English, via other channels such as the Company's website.

7.7 The Board specifies that disclosure and transparency of information are included as parts of its Code of Conduct.

#### **Principle 8 Ensure Engagement and Communication with Shareholders**

The Board recognises the importance of the shareholders of the company by ensuring that the shareholders receive fair treatment and the shareholders can fully exercise their basic rights as shareholders, such as (1) the right to buy or sell shares (2) the right to receive dividends from the company (3) the right to receive relevant information via the company's website or the website of SET, or by any other means (4) the right to participate in a meeting to exercise the right to vote in a shareholders' meeting independently to appoint or remove directors, to consider the remuneration of directors, appoint auditors, dividend payment, to determine or amend the regulations or memoranda of association, capital reduction, increase of capital and issue new shares, as



well as the right to ask questions to the Board regarding the report of the Board and any other matters proposed to the meeting for consideration and approval, the right to propose meeting agendas and to nominate persons to be elected as directors, and participation in decision-making on important matters of the company in which every shareholder has the right to vote according to the number of shares he holds and each share has one vote.

In addition, the Board recognizes the importance of shareholders' rights by not acting in any way that is a violation or infringement of shareholders' rights. The Board promotes and set up the following shareholders' rights policies:

8.1. The Board shall ensure that shareholders are able to take part in deciding the Company's important affairs and shall strive to:

8.1.1 Protect and respect the fundamental rights of shareholders, namely, the right to purchase, sell or transfer shares, participate in the Company's profits, receive sufficient business information, attend shareholders' meetings for the appointment or removal of directors, appointment of the auditor, allocation of dividends, formulation or revision of the Company's Articles of Association or Memorandum of Association, capital increase or decrease and approval of special transactions.

8.1.2 Promote and encourage shareholders to exercise their rights at the annual general shareholders' meeting, such as the right to propose meeting agenda before the meeting, the right to advanced nomination of candidate(s) for a selection of directors, the right to submit questions to the meeting in advance, the right to give opinions and make an enquiry to the meeting. Facilitate petty shareholders in nominating a person(s) to become Board member by sending such person's resume and letter of consent to the nomination to Chairman of the Board in accordance with the criteria, rules and procedures prescribed by the Company.

8.1.3 Ensure that details of shareholders' meeting and relevant documents are sent to shareholders and are publicized on the Company's website at least 28 days before the date of meeting; prepare Thai and English letter of invitation to shareholders.

8.1.4 Encourage shareholders to use a proxy form to determine the manner and direction of approval/disapproval voting or abstinence from voting by sending Form A, Form B and Form C (specific custodian's letter of power of attorney) to shareholders. Facilitate shareholders who cannot attend the meeting in person but wish to exercise their voting rights through the use of a power of attorney by appointing independent directors to attend and vote on their behalf at a meeting. Encourage shareholders to exercise the right to choose any one of the independent directors to act on their behalf.

8.1.5 Refrain from any act that is a violation or limitation or infringement of shareholders' rights to access the Company's information to be disclosed under the relevant regulations, the rights to attend the shareholders' meetings. Some of the prohibited actions are, for example, abruptly presenting documents with additional



information, add new meeting agenda or change important information without notifying shareholders in advance.

8.1.6 Facilitate shareholders in the exercising of rights such as providing important and updated information via the Company's website.

8.2 Ensure smooth, transparent and efficient execution of shareholders' meetings and allow shareholders to exercise their rights, including:

8.2.1 Facilitate shareholders in exercising the rights to attend and vote at a shareholders' meeting. Refrain from performing any act that will restrict the opportunity of shareholders to attend shareholders' meetings. If shareholders cannot attend a shareholders' meeting in person, provide an opportunity for shareholders to authorize an independent director or another person to attend the meeting on their behalf.

8.2.2 Notify criteria and procedures for participation in a shareholders' meeting to shareholders in the letter of invitation to attend shareholders' meeting and on the date of shareholders' meeting. The Master of Ceremony of the meeting shall inform meeting regulations and voting procedures to shareholders. Notification of the meeting regulations and voting procedures shall be recorded in the minutes of each shareholders' meeting.

8.2.3 Hold a meeting in an appropriate manner and give shareholders opportunity to enquire about matters that are related to the meeting agenda or to the Company, and to express their opinions. Chairman of the Board shall ask if shareholders have any questions or opinions on each meeting agenda. Enquiries about matters related to a meeting agenda or to the Company, shareholders' opinions and explanations provided by the Board and/or the Company executives shall be recorded in the minutes of each shareholders' meeting.

8.2.4 Conduct shareholders' meetings in order of the meeting agenda given in the letter of invitation to attend the meeting; executives who are also the Company's shareholders shall not propose to add unnecessary meeting agenda at a meeting, especially the meeting agenda that require some times to properly study and decide.

8.2.5 Endorse at use of technology, such as bar codes, voting tickets or any other measures to ensure fast, accurate, precise, transparent and accountable shareholder registration, vote counts and display of voting results, being approval, disapproval, or abstain shall be presented in the minutes of each shareholders' meeting.

8.2.6 Arrange to have an independent person to witness the counting of votes or to act as a vote counter/checker at shareholders' meetings. This person can be, for example, the Company's auditor or legal advisor. The voting results will be disclosed at the meeting and recorded in the meeting minutes.

8.2.7 Recognise the significance of the general shareholders' meetings and respecting the rights of shareholders, the Board encourages all members to attend the meeting.



8.3 The Board shall ensure disclosure of shareholders' meeting resolutions and have minutes of the shareholders' meeting accurately and completely prepared.

8.3.1 Have information on the meeting date, time, venue and agenda as well as relevant data for the meeting agenda that must be decided at the meeting together with its explanation and supplemental reasoning available to shareholders in advance in a timely manner. It is the Company's policy to provide shareholders with the opportunity to study relevant information in advance of the meeting date by posting the same information as the one sent to shareholders on the Company's website.

8.3.2 Upon completion of each shareholders meeting, the Board shall ensure that meeting details, including details of the agenda, name lists of both the present and absent directors, meeting resolutions, voting results as well as shareholders' queries and opinions shall be prepared as a "shareholders' meeting minutes" for posting on the Company's website and submission to SET and/or relevant authorities within 14 days of the meeting date. These undertakings shall be executed in accordance with SEC/SET's regulations; meeting resolutions and voting results on each agenda will be disclosed to the public, via SET's news release system, within the prescribed period.

8.3.3 Encourage the exercising of shareholders' rights without limitation by disclosing information in advance on the Company's website. The Company shall not present additional important information during a shareholders' meeting and shall not propose any additional agenda or change important information without informing shareholders in advance.

8.3.4 Ensure that shareholders shall have the opportunity to receive updated news and information via the Company's website on a regular basis.

Announced on 3 May 2019

-Mr. Sompong Tantapart-

Chairman of the Board of Directors

S Hotels and Resorts Public Company Limited