

Enclosure 5

Guidelines for appointment of proxy and documents required
for attending the 2022 AGM by electronic means (E-AGM)

1. Proxy Form

The Company has prepared Proxy Forms in accordance with the Notification of the Department of Business Development Re: Proxy Forms (No. 5) B.E. 2550 (2007) which prescribes 3 types of Proxy Form to be used for the meeting of shareholders:

- Form A is a general form that is simple and uncomplicated;
- Form B is an explicit form that sets out specific details of authorization;
- Form C is a form to be used specifically by shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository.

In this regard, the Company has enclosed Proxy Form B for the shareholders. In addition, the shareholders can download Proxy Form A, Form B and Form C from the Company's website at www.shotelsresorts.com

2. Proxy

Shareholders can appoint any person or an independent director of the Company as their proxy to attend the meeting and cast the votes on their behalf according to the following procedures:

- (1) Shareholders may choose to use either Proxy Form A or Form B only, except for shareholders who are foreign investors and appoint a custodian in Thailand to be their share depository. In such a case, Proxy Form C shall be chosen.
- (2) Shareholders may appoint any person or an independent director (as detailed in Enclosure 7) as their proxy by specifying his/her name and details of the proxy.
- (3) A shareholder who appoints a proxy shall appoint only one proxy to attend and vote at the meeting and may not split his/her votes to multiple proxies to vote separately, except for shareholders who are foreign investors and appoint a custodian in Thailand to be their share depository and use Proxy Form C.
- (4) To facilitate the shareholder, the Company will affix Baht 20 duty stamp on the Proxy Forms, cross out and date for the form to be valid and legally binding according to the laws.
- (5) Appointment of proxy

(5.1) Appoint any person as the proxy to attend the E-AGM

Shareholders or proxies shall follow Items 1. – 2. and submit the e-Request in advance (e-Request system is available 7 days before the meeting date until the meeting is adjourned) to receive a Username and Password for further registration. For more details, please see Enclosure 6 regarding the Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means.

(5.2) Appoint an independent director of the Company as the proxy to attend the E-AGM

Shareholders shall follow the Items 1. – 2. and send the complete Proxy Form with those required documents to the Company. **No e-Request is required for this case.**

- (6) For the appointment of a proxy, either per Item (5.1) or (5.2), it is required to deliver a complete proxy form in original together with relevant documents to the Company, certified true and correct, to the Company by 18 April 2022, 17.00 hrs. by mailing to the following address:

Company Secretary Department
S Hotels and Resorts Public Company Limited
No. 123, Suntowers B Building 10th Floor, Vibhavadi-Rangsit Road
Chomphon Sub-District, Chatuchak District, Bangkok 10900
(For shareholders' meeting)

3. Documents Required for Attending the E-AGM

(1) Individual:

- (1.1) In the event that shareholders attend the E-AGM on their behalf, shareholders shall submit a copy of a valid photographic identification document issued by the governmental authorities, e.g., identification card, driver's license, or passport, that has been signed to certify the true copy. In case of name or surname change, documentary evidence to such effect must also be presented.
- (1.2) In the event that shareholders appoint a proxy to attend the E-AGM, the following documents are required.
- (a) A Proxy Form A or Form B that has been correctly and filled in, signed by the grantor, and the proxy
 - (b) A copy of an identification document of the grantor issued by the government authorities as described in Item (1.1) above, which has been certified true and correct by the grantor
 - (c) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item (1.1) above, which has been certified true and correct by the proxy

(2) Juristic person

- (2.1) In the event that shareholders who are juristic persons attend the E-AGM by their authorized representative, the following documents are required.
- (a) A copy of a valid photographic identification document of the authorized representative issued by the governmental authorities, e.g., identification card, driver's license, or passport, that has been signed to certify the true copy. In case of name or surname change, documentary evidence to such effect must also be presented.
 - (b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months before the meeting date, showing the name of such authorized representative(s) as a person(s) having authority to act on the shareholder's behalf. Such copy must be certified true and correct by the authorized representative(s), together with affixing the company's seal (if any).
- (2.2) In the event that shareholders who are juristic persons appoint a proxy to attend the E-AGM, the following documents are required.

- (a) A Proxy Form A or Form B that has been correctly and filled in, signed by the authorized representative(s) (director(s)), and the proxy
- (b) A copy of the affidavit of the shareholder, which must be issued no later than 6 months prior to the meeting date, showing the name of such authorized representative(s) as a person(s) having authority to act on the shareholder's behalf. Such copy must be certified true and correct by the authorized representative(s), together with affixing the company's seal (if any)
- (c) A copy of an identification document of the authorized representative(s) issued by the government authorities as described in Item (1.1) above, which has been certified true and correct by the authorized representative(s)
- (d) A copy of an identification document of the proxy issued by the governmental authorities, as described in Item (1.1) above, which has been certified true and correct by the proxy

(3) Shareholders who are foreign investors and have appointed a custodian in Thailand to be their share depository

(3.1) Documents from custodian

- (a) A Proxy Form C that has been correctly and filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with Baht 20 duty stamp, which must be crossed out and dated upon the appointment of the proxy
- (b) A document confirming the license to engage in the custodian business
- (c) A copy of the custodian's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the Proxy Form is empowered to act on behalf of the custodian, and which has been certified as true and correct copy by the custodian's authorized representative(s)
- (d) A copy of an identification document of the custodian's authorized representative(s), who signs the Proxy Form, issued by the government authorities as referred in Item (1.1), which has been certified as true and correct by such custodian's authorized representative(s)
- (e) An identification document of the proxy issued by the government authorities as referred to in Item (1.1)

(3.2) Documents from shareholder

- (a) A power of attorney from the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf;
- (b) In the case of an individual shareholder
 - A copy of an identification document of the shareholder issued by the government authorities as referred to in Item (1.1), which has been certified as true and correct by the custodian's authorized representative(s).
- (c) In the case of a juristic person
 - A copy of the shareholder's affidavit, which must be issued no later than 6 months prior to the meeting date, containing a statement showing that the person who signs the power of attorney in Item (3.2) (a) is empowered to act on behalf of the juristic person, and which has been certified as true and correct by the custodian's authorized representative(s);

- A copy of an identification of the authorized representative(s) of the shareholder, who signs the power of attorney, issued by the government authorities as referred in Item (1.1), which has been certified as true and correct by the custodian's authorized representative(s).

Should any document presented not be made in Thai or English, a Thai or English translation must be provided together with such document. The translation must be certified correct translation by the shareholder or the authorized representative(s) of the shareholder (as the case may be).

4. E-Request

Shareholders or the proxies who wish to attend the E-AGM must apply the e-Request system in advance to obtain Username and Password before e-registering to attend the meeting. The Company will make the E-Request system available for submission of application and required documents on 7 April 2022, 7 days before the meeting date, until the end of the meeting. After verification of the application and required documents, the approval will be considered, and shareholders will then receive an e-mail to inform the Username and Password for e-registration as well as the link to attend the E-AGM. The Company will make the e-Register system available for shareholders to attend the E-AGM on 21 April 2022, at 12.00 hrs., or early 2 hours before the meeting.

For more details, please see Enclosure 6 regarding the Guidelines for attending the 2022 AGM by electronic means.

5. E-Vote Casting

(5.1) One share shall have one vote. Shareholders or proxies attending the E-AGM can cast their votes in one of the following manners, i.e., approve, disapprove, abstain, or no action. No shareholders can split their votes (except for the vote casting from the custodian).

(5.2) Vote casting by the proxy

- (a) In the event that the grantor has specified the voting instruction in the Proxy Form, the Company will record such votes, together with the registration to attend the meeting of the proxy.
- (b) In the event that the grantor has not specified the voting instruction for any agenda in the Proxy Form, or the voting instruction is unclear, or the meeting considers additional agenda aside from the agenda stipulated in the Proxy Form as well as any changing and adding of the fact thereon, the proxy can consider and cast his/her vote as deemed appropriate.

(5.3) For the agenda of reappointment of directors who are retired by rotation, the vote casting of each director will be conducted individually. Shareholders shall cast their entire votes for individual directors, one by one.

6. Vote counting and announcement

(6.1) The Chairperson of the meeting or any person designated by the Chairperson will inform vote casting procedure before the commencement of the meeting.

(6.2) Chairperson will announce the vote casting period for each agenda and allow shareholders or proxies to cast their vote via the e-Voting system. Any change to the vote can be exercised until the vote casting period ends.

(6.3) Upon the end of the defined vote casting period, all votes will be counted immediately according to the counting criteria of each agenda, and then the voting result will be announced.

(6.4) By means of the e-Voting system, there is no voting card. Therefore, the voided ballot is not applicable.

The number of shareholders attending the meeting may change at different points of time due to additional attendees registering or exiting during the E-AGM. In addition, the Company will engage a legal advisor and/or a representative(s) to witness and verify the vote counting.

Resolutions of the shareholders' meeting require the following votes:

1. In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes;
2. In other cases, as specified otherwise by-laws or the Company's Articles of Association, a resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has remarked the required resolution for each agenda item in the Invitation;
3. In the case of a tie, the Chairperson of the meeting shall have an additional vote as the deciding vote;
4. A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matters.