

# Invitation to the 2026 Annual General Meeting of Shareholders

S Hotels and Resorts Public Company Limited

**Friday, 24 April 2026 at 2.00 p.m.**

By electronic means (E-AGM) only in accordance with  
the Emergency Decree on Electronic Meetings, B.E. 2563 (2020),  
as well as other relevant laws and regulations



(Translation)

No. CS-02/2026/005

24 March 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders  
To: Shareholders of S Hotels and Resorts Public Company Limited  
Enclosures: 

1. 2025 Annual Report (Form 56-1 One Report) together with the Audited Financial Statements for the year ended 31 December 2025 in QR Code format
2. Profiles and Work Experience of the Nominated Directors to Replace of Those Who Retire by Rotation (Material for Agenda Item 4)
3. Criteria for Director Nomination and Definition of Independent Director (Material for Agenda Item 4)
4. Profile and Work Experience of the Nominated Person to Be Appointed as the New Director of the Company (Material for Agenda Item 5)
5. Profiles and Work Experience of Auditors for the Year 2026 (Material for Agenda Item 7)
6. Guidelines, Method, and Procedure for Attending the Shareholders' Meeting by Electronic Means (E-AGM)
7. Guidelines for Appointment of Proxy, Documents Required for Attending the Shareholders' Meeting by Electronic Means, Vote Casting and Vote Counting
8. List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders
9. The Company's Articles of Association Concerning the Shareholders' Meeting
10. Proxy Form A, Proxy Form B and Proxy Form C
11. QR Code Procedures for Downloading the Documents of Shareholders' Meeting
12. Privacy Notice for the Shareholders' Meeting

The Board of Directors' Meeting of S Hotels and Resorts Public Company Limited (the "Company") No. 1/2026 on 26 February 2026 has passed the resolutions to convene the 2026 Annual General Meeting of Shareholders on Friday, 24 April 2026 at 2.00 p.m. by electronic means only (E-AGM), according to the conditions and criteria specified by law regarding electronic meeting, as well as other relevant laws and regulations.

In order to determine the 2026 Annual General Meeting of Shareholders agenda items, the Company has announced, on its website [www.shotelsresorts.com](http://www.shotelsresorts.com) and through the disclosure channel of the Stock Exchange of Thailand (the "SET") on 30 September 2025, to invite the shareholders to propose agenda in advance from 1 October 2025 to 31 December 2025 following the criteria and guideline as determined by the Company. However,

there was no agenda proposed by the shareholders during such period. The Company, therefore, would like to notify the agenda items proposed by the Board of Directors as follows:

**Agenda Item 1 To Consider and Acknowledge the Report on the Company's Operating Performance for the Year 2025**

Facts and rationales:

The Company has summarized the operating performance of the year 2025 along with the significant changes that occurred during the year as appeared in the 2025 Annual Report (Form 56-1 One Report) under the topics "Significant Development in 2025" and "Management Discussion and Analysis (MD&A)", which are downloadable via the QR Code, details as appeared in [Enclosure 1](#).

The Board of Directors' opinion:

The Board of Directors considered it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders acknowledge the Company's operating performance for the year 2025.

Voting:

This agenda item is for acknowledgement, and no casting vote is required for this agenda.

**Agenda Item 2 To Consider and Approve the Company's Financial Statements for the Fiscal Year Ended 31 December 2025**

Facts and rationales:

According to Section 112 of the Public Limited Company Act B.E. 2535 (as amended) ("Public Limited Company Act") and Article 49 of the Company's Articles of Association, details appeared in [Enclosure 9](#), which stipulate that the Company is required to prepare a balance sheet and profit and loss statements to propose to the Annual General Meeting of the Shareholders for consideration and approval.

The Audit Committee's opinion:

The Audit Committee considered the audited financial statements of the Company for the fiscal year ended 31 December 2025, which have been audited by the certified auditor, and viewed that they were accurate, complete, and credible, with adequate information disclosed.

The Board of Directors' opinion:

The Board of Directors considered the financial statements and concurred with the opinion of the Audit Committee. Therefore, it is deemed appropriate to propose that the 2026 Annual General Meeting of the Shareholders consider and approve the Company's financial statements for the fiscal year ended 31 December 2025, which were audited by the Company's certified auditors with an unqualified opinion and reviewed by the Audit

Committee. Details appeared in the 2025 Annual Report (Form 56-1 One Report) under the topics “Independent Auditor’s Report”, “Financial Statements” and “Notes to Financial Statements”, which are downloadable via the QR Code as per [Enclosure 1](#).

Voting:

The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 3 To Consider and Approve the Appropriation of Net Profit as the Legal Reserve and the Dividend Payment from the Company’s 2025 Operating Performance**

Facts and rationales:

According to Sections 115 and 116 of the Public Limited Company Act and Articles 54 and 55 of the Company’s Articles of Association, details appeared in [Enclosure 9](#), which stipulate that 1) the dividend shall not be paid other than out of profits. In the case where the Company still has accumulated loss, no dividend shall be paid. Moreover, the dividend payment must be approved by the shareholders’ meeting except for the interim dividend payment, and 2) The Company must appropriate at least 5 percent of its annual net profits less the accumulated loss carried forward (if any) as a legal reserve until such legal reserve reaches an amount of not less than 10 percent of the Company’s registered capital.

The Company has a policy to pay dividends of not less than 40 percent of the net profit under the separate financial statements after deduction of corporate income tax, and all specified reserves required by law and as specified by the Company in each year. The Company shall set the dividend payment rate subject to operating results, financial status, liquidity, necessity of investment, additional investment, business expansion, reserves to repay loans, or working capital of the Company, terms and conditions as specified in loan agreements, and other relevant factors in management as the Board and/or shareholders of the Company deem appropriate. The dividend payment shall not exceed the retained earnings as appeared in the Company’s separate financial statements and conforms to all related laws. Upon the Board of Directors’ approval of the annual dividend payment, the dividend payment must be proposed to the shareholders’ meeting of the Company for approval, except for the interim dividend payment for which the Board of Directors has the power to approve and then report it to the shareholders’ meeting at the next meeting.

Regarding the Company’s separate financial statements for the fiscal year ended 31 December 2025, the Company recorded the net profit after corporate income tax in the amount of THB 538,961,772, with no accumulated loss. The Board of Directors’ Meeting No. 1/2026, held on 26 February 2026, resolved to approve the appropriation of net profit from the Company’s 2025 operating performance as the legal reserve in the amount of THB 26,948,088.49, representing 5 percent of the net profit from the Company’s 2025 operating performance. After such appropriation

of net profit as the legal reserve, the Company shall have the legal reserve in the amount of THB 46,408,512, representing 0.26 percent of the Company's registered capital.

After the appropriation of net profit as the legal reserve, the Company records a net profit from the Company's 2025 operating performance in the amount of THB 512,013,683, with no accumulated loss. In addition, the Company has sufficient cash flow to support the dividend payment in accordance with the Company's dividend payment policy. Therefore, it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the dividend payment from the Company's 2025 operating performance, at the rate of THB 0.07 per share (7 Satang per share), in the total amount of THB 251,554,800. Of this amount, the Company has fully paid an interim dividend at the rate of THB 0.015 (1.5 Stang per share) on 10 September 2025, in the total amount of THB 53,904,600. Therefore, the Company proposes the payment of the remaining dividend at the rate of THB 0.055 (5.5 Stang per share), in the total amount of not exceeding THB 197,650,200, representing 46.67 percent of the net profit according to the separate financial statements, which is in line with the Company's dividend payment policy.

In this regard, the Board of Directors set the record date for determining the shareholders who are entitled to receive the dividends on 12 March 2026, and the dividend payment date on 11 May 2026. However, the rights to receive the dividends remain uncertain as it requires prior approval from the 2026 Annual General Meeting of Shareholders and any shareholders who are disqualified to receive dividends pursuant to the applicable laws shall not be entitled to receive such dividends.

Since the aforementioned dividend is distributed from net profits exempt from corporate income tax calculation, individual shareholders shall not be entitled to claim any tax credit when computing personal income tax on the dividend.

Details of Dividend Payment

Items	Fiscal Year Ended 31 December		
	2025	2024	2023
Number of Shares (Share)	3,593,640,000	3,593,640,000	3,593,640,000
Net Profit after corporate income tax from the Separated Financial Statements (THB)	538,961,772	274,776,144	114,432,313
Retained earnings (Deficits) from the Separated Financial Statements (THB)	710,115,915	332,838,158	114,432,313
Legal Reserve (THB)	26,948,089	13,738,807	5,721,616
Dividend per Share (THB)	0.070	0.030	0.015
- Interim Dividend	0.015	-	-
- Final Dividend	0.055	0.030	0.015

Items	Fiscal Year Ended 31 December		
	2025	2024	2023
Total dividend Payout (THB per share)	251,554,800	107,809,200	53,904,600
Dividend payout ratio according to the net profit from the Separate Financial Statements (%)	46.67	39.23*	47.11

\*Remarks: Dividend payout ratio according to net profit from the separate financial statements after deducting the legal reserve accounted to 41.3 percent, which is in line with the Company's dividend payment policy.

The Board of Directors' opinion:

The Board of Directors considered the Company's operating results, financial status, liquidity, and business expansion plan, including necessity and other suitable factors. Therefore, it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the appropriation of net profit as the legal reserve and the dividend payment from the Company's 2025 operating performance as follows:

- 1) To approve the appropriation of net profit as the legal reserve in the amount of THB 26,948,088.49, equivalent to 5 percent of the net profit from the Company's 2025 operating performance.
- 2) To approve the dividend payment from the Company's 2025 operating performance at the rate of THB 0.07 per share (7 Satang per share) to the Company's shareholders, totaling THB 251,554,800, which is in line with the Company's dividend payment policy. Of this amount, the Company has fully paid an interim dividend at the rate of THB 0.015 (1.5 Stang per share) on 10 September 2025, in the total amount of THB 53,904,600. Therefore, the Company proposes the payment of the remaining dividend at the rate of THB 0.055 (5.5 Stang per share), in the total amount not exceeding THB 197,650,200. In this regard, the Board of Directors set the record date for determining the shareholders who are entitled to receive the dividends on 12 March 2026, and the dividend payment date on 11 May 2026. However, the rights to receive the dividends remain uncertain as it requires prior approval from the 2026 Annual General Meeting of Shareholders and any shareholders who are disqualified to receive dividends pursuant to the applicable laws shall not be entitled to receive such dividends.

Voting:

The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 4 To Consider and Approve the Election of Directors to Replace those who Retire by Rotation for the Year 2026**

Facts and rationales:

According to Section 71 of the Public Limited Company Act and Article 20 of the Company’s Articles of Association, details appeared in Enclosure 9, which stipulate that at every annual general meeting of the shareholders, one-third (1/3) of the directors shall retire, or if the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire. A director who has been in the office for the longest shall retire and such director who retires by rotation may be re-elected.

Currently, the Company has a total of 9 directors. The 3 following directors are due to retire by rotation at the 2026 Annual General Meeting of Shareholders:

Name	Position	The tenure of directorship until this retirement*
1. Mr. Stephen Tirador Briones	Independent Director	8 Months
2. Mr. Chairath Sivapornpan	Director	8 Months
3. Mr. Michael David Marshall	Director	2 Years 5 Months

\*Remark: The term of office for each director from the first appointment, i.e., (a) Mr. Stephen Tirador Briones was appointed as a independent director of the Company on 13 August 2025, (b) Mr. Chairath Sivapornpan was appointed as a director of the Company on 13 August 2025, and (c) Mr. Michael David Marshall was appointed as a director of the Company on 16 November 2023.

In order to promote compliance with the corporate governance principles, elevating rights and equitable treatment of shareholders, the Company has invited the minority shareholders to nominate candidate(s) with qualifications pursuant to the Public Limited Company Act and the Securities and Exchange Act B.E. 2535 (1992) (as amended) (“Securities and Exchange Act”) to be elected as the Company’s directors from 1 October 2025 to 31 December 2025 by notifying shareholders through the SET’s disclosure channel and on the Company’s website ([www.shotelsresorts.com](http://www.shotelsresorts.com)), following the criteria and guideline as determined by the Company. However, there was no nominated director proposed by shareholders during such period.

The Nomination and Remuneration Committee’s opinion:

The Nomination and Remuneration Committee (excluding members with conflicts of interest) thoroughly and carefully considered the appropriateness of each nominated individual on an individual basis, taking into account several factors, including board diversity, suitable qualifications aligned with the Company’s business strategies and directions, as well as skills required and currently lacking on the Board of Directors, as identified through the Board Skill Matrix. The Nomination and Remuneration Committee considered the qualifications of those 3 nominated individuals and was of the opinion that they possess the knowledge, competencies, expertise, and experience which are beneficial to the Company’s operations. They are fully qualified and do not possess any prohibited characteristics under the Public Limited Company Act and the Securities and Exchange Act, including other relevant notifications and the Company’s Articles of Association. In addition, the individual nominated for

the position of independent director is qualified under the Company's definition of independent director which is more stringent than the minimum requirement of the notification of the Capital Market Supervisory Board. The criteria for director nomination and definition of the independent director appear in Enclosure 3.

Therefore, the Nomination and Remuneration Committee has nominated the 3 following directors, namely (1) Mr. Stephen Tirador Briones, (2) Mr. Chairath Sivapornpan, (3) Mr. Michael David Marshall, to be re-elected as the Company's director for another term, the profiles of the nominated directors to replace those who retire by rotation appear in Enclosure 2.

The Board of Directors' opinion:

The Board of Directors (excluding members with conflict of interest) thoroughly and carefully considered and concurred with the proposal of the Nomination and Remuneration Committee that the three directors who passed the nomination process of the Company are appropriately qualified under the Articles of Association of the Company, the Public Limited Company Act, the Securities and Exchange Act and criteria for director nomination of the Company. In addition, they possess knowledge, capabilities, expertise, and experience suitable for the Company's business, and are aligned with the Company's strategic direction. They are also able to devote sufficient time and effort to perform their duties for the maximum benefit of the Company, its shareholders, and stakeholders. Furthermore, they do not hold any directorship or occupy any management positions in other organizations that may give rise to a conflict of interest with the Company. Accordingly, they are considered suitable for election as directors of the Company. In addition, the individual nominated for the position of independent director is fully qualified under the relevant laws and meets the definition of independent director of the notification of the Capital Market Supervisory Board, the notification of the Securities and Exchange Commission Board, and the Company's definition of an Independent Director. Moreover, such individual is capable of independently expressing opinions and performing duties with integrity in accordance with relevant laws, rules, requirements, and regulations.

Therefore, it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders elect the following 3 individuals, namely (1) Mr. Stephen Tirador Briones, (2) Mr. Chairath Sivapornpan, and (3) Mr. Michael David Marshall, to resume their positions as the directors of the Company for another term, where Mr. Stephen Tirador Briones serves as an independent director.

Voting:

The resolution of this agenda item requires the simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base. The Company shall arrange the voting on this agenda at the 2026 Annual General Meeting of Shareholders for each candidate on an individual basis.

## Agenda Item 5 To Consider and Approve the Increase in the Number of the Company's Directors and the Appointment of the New Director

### Facts and rationales:

According to Article 18 of the Company's Articles of Association, details appeared in Enclosure 9, which stipulates that the Board of Directors shall consist of no less than 5 directors and no more than 12 directors. At least one-third of the total number of directors must be independent directors but not be less than 3 persons. No less than half of the total number of directors must be domiciled in Thailand. All directors must be qualified persons and must not possess any prohibited characteristics as prescribed by law. At present, the Company has 9 directors (4 of whom are independent directors), all of whom are qualified individuals possessing knowledge, capabilities, skills, experience, and diverse expertise relevant to the Company's business.

However, in order to align with the Company's growth direction and its strong commitment to becoming a premier international hospitality management and hotel investment company, as well as enhancing management efficiency which is becoming increasingly complex, it is deemed appropriate to propose that 2026 Annual General Meeting of Shareholders consider and approve an increase in the number of directors from 9 to 10, and the appointment of First Lieutenant Naiyanobh Bhirombhakdi as an additional new director of the Company.

### The Nomination and Remuneration Committee's opinion:

The Nomination and Remuneration Committee reviewed the structure and composition of the Board of Directors to ensure that it is appropriate for the Company's size, business strategies, and changing circumstances. It is deemed appropriate for the Board of Directors to propose that the 2026 Annual General Meeting of Shareholders consider and approve the increase in the number of the Company's directors from 9 to 10. Additionally, the Nomination and Remuneration Committee thoroughly considered the skills, characteristics and qualifications of First Lieutenant Naiyanobh Bhirombhakdi, and was of the opinion that he possesses the knowledge, capabilities, experience and expertise that are beneficial to the Company's operations, particularly in finance and investment. He is fully qualified and does not possess any prohibited characteristics under the Public Limited Company Act and Securities and Exchange Act, as well as other relevant notifications. He is deemed suitable to be a director of the Company. Therefore, it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders appoint First Lieutenant Naiyanobh Bhirombhakdi as the new director of the Company. Profile of the nominated person to be appointed as the new director of the Company appears in Enclosure 4.

### The Board of Directors' opinion:

The Board of Directors thoroughly and carefully considered, and concurred with the proposal of the Nomination and Remuneration Committee to increase the number of directors from 9 to 10, in order to align with the Company's growth direction and strong commitment to becoming a premier international hospitality management and hotel investment company, as well as enhancing management efficiency which is becoming increasingly

complex. This increase is intended to strengthen the diversity of expertise and experience, and to enhance capabilities in strategic decision-making. The Board of Directors also considered it appropriate to appoint First Lieutenant Naiyanobh Bhirombhakdi, who passed the nomination process of the Company as a new director of the Company, as he is fully qualified in accordance with the Article of Association, the Public Limited Company Act, and the Security and Exchange Act, including the Company's criteria for director nomination and does not possess any prohibited characteristics under applicable laws and relevant regulations. Furthermore, he possesses expertise in finance and investment, along with qualifications that are suitable and aligned with the Company's strategy and business direction, as well as experience that will be beneficial in driving the Company's business forward in the future.

Therefore, it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the increase in number of the Company's directors from 9 to 10 and the appointment of First Lieutenant Naiyanobh Bhirombhakdi as the new additional director of the Company.

Voting:

The resolution of this agenda item requires the simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 6 To Consider and Approve the Determination of Directors' Remuneration for the Year 2026**

Facts and rationales:

According to the Section 90 of the Public Limited Company Act and Article 32 of the Company's Articles of Association, details as appeared in Enclosure 9, which stipulate that the remuneration for directors must be approved by the shareholders' meeting with a vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting.

The Nomination and Remuneration Committee's opinion:

The Nomination and Remuneration Committee considered the remuneration of the directors by taking into account the rate commensurate with the directors' responsibilities, the performance of the Board of Directors, and the linkage of the remuneration and the Company's overall performance, as well as by benchmarking against publicly listed companies on the Stock Exchange of Thailand with similar market capitalization and companies in the same industry of comparable size. Therefore, it is deemed appropriate that the Board of Directors propose to the 2026 Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2026 to remain the fixed remuneration, meeting allowance, other benefits and directors' bonuses at the same rate as the previous year, the details of which are as follows:

Comparison of the remuneration scheme for the Board of Directors and Sub-committees with the previous year

1) Remuneration for the Board of Directors

	Remuneration Rate	
	2026 (Proposing Year)	2025
<b>Board of Director</b>		
<b>Fixed remuneration</b>	<b>Per month / Person</b>	<b>Per month / Person</b>
Chairman	THB 100,000	THB 100,000
Director	THB 40,000	THB 40,000
<b>Meeting Allowance</b>	<b>Per attendance / Person</b>	<b>Per attendance / Person</b>
Chairman	THB 50,000	THB 50,000
Director	THB 30,000	THB 30,000
<b>Other Benefits</b>	Accommodation and services at any of the Company's hotels and its groups' hotel of not exceeding THB 100,000 /person/year	Accommodation and services at any of the Company's hotels and its groups' hotel of not exceeding THB 100,000 /person/year
<b>Bonus*</b>	Not exceeding 0.5 percent of the total dividend payout amount for the whole board and in average of not exceeding THB 3 million/person/year for each director, where the Chairman of the Board of Directors is entitled to receive 25 percent higher than other directors	Not exceeding 0.5 percent of the total dividend payout amount for the whole board and in average of not exceeding THB 3 million/person/year for each director, where the Chairman of the Board of Directors is entitled to receive 25 percent higher than other directors

**Remark:** \*The directors' bonus shall be calculated based on the dividend payment from the Company's 2025 operating performance to the Company's shareholders, subject to approval from the 2026 Annual General Meeting of Shareholders.

2) Remuneration for the Sub-committees

	Remuneration Rate	
	2026 (Proposing Year)	2025
<b>Audit Committee</b>		
<b>Fixed remuneration</b>	<b>Per month / Person</b>	<b>Per month / Person</b>
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000
<b>Meeting Allowance</b>	<b>Per attendance / Person</b>	<b>Per attendance / Person</b>
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000

	Remuneration Rate	
	2026 (Proposing Year)	2025
<b>Executive Committee*</b>		
Meeting Allowance	Per attendance / Person	Per attendance / Person
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000
<b>Risk Management Committee</b>		
Meeting Allowance	Per attendance / Person	Per attendance / Person
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000
<b>Nomination and Remuneration Committee</b>		
Meeting Allowance	Per attendance / Person	Per attendance / Person
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000
<b>Corporate Governance and Sustainable Development Committee</b>		
Meeting Allowance	Per attendance / Person	Per attendance / Person
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000

**Remark:** \*The members of Executive Committee who are the executives of the Company shall not receive meeting allowance for holding the position as a member of the Executive Committee.

There is no other form of remuneration or benefit for directors other than those presented above.

The Board of Directors' opinion:

The Board of Directors considered the recommendation of the Nomination and Remuneration Committee and deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders approve the directors' remuneration for the year 2026 as proposed in all respects.

Voting:

The resolution for this agenda item requires an affirmative vote of not less than two-thirds (2/3) of the total number of shareholders attending the meeting, including abstentions in the calculation base.

**Agenda Item 7 To Consider and Approve the Appointment of Auditors and the Determination of Audit Fee for the Year 2026**

Facts and rationales:

According to Sections 120 and 121 of the Public Limited Company Act and Articles 51 of the Company's Articles of Association, details as appeared in Enclosure 9, which stipulate that the annual general meeting of the

shareholders shall appoint auditors every year, and the former auditors may be re-appointed. The shareholders' meeting shall determine the audit fee. The auditors must not be the Company's directors, officers, employees or persons holding any positions in the Company.

The Audit Committee's opinion:

The Audit Committee considered the appropriateness of the auditors according to criteria stipulated in the Public Limited Company Act and relevant notifications of the Capital Market Supervisory Board. The selection is based on the past year's performance of the auditors from EY Office Limited ("EY Office"). The Audit Committee was of the opinion that the auditors from EY Office have performed their duties with responsibility, independence, and possess knowledge, expertise, and experience in auditing, as well as a strong understanding of the Company's business. Therefore, it is deemed appropriate to propose to the Board of Directors for further proposal to the 2026 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from EY Office as the Company's auditors for the year 2026. Any of the following auditors may audit and express an opinion on the Company's financial statements for the fiscal year ending 31 December 2026, namely: (this appointment is for the third fiscal year (2024-2026))

- |                                  |   |
|----------------------------------|---|
| 1) Mr. Chatchai Kasemsrithanawat | Certified Public Accountant No. 5813, or  |
| 2) Mr. Napop Thanawitchayakarn   | Certified Public Accountant No. 10266, or |
| 3) Ms. Watoo Kayankannavee       | Certified Public Accountant No. 5423      |

In the event any proposing auditors are unable to perform their duties, the Company allows any auditors from EY Office Limited to perform the duty in replacement.

The nominated auditors do not have any relationship and/or conflict of interest with the Company, its subsidiaries, managements, major shareholders, or related persons of the foregoing parties. Therefore, they maintain independence in conducting the audit and expressing opinions on the financial statements of the Company and they have been certified by the Office of Securities and Exchange Commission. Furthermore, none of them have performed as the Company's auditor for 7 consecutive fiscal years. Therefore, the auditors listed herein possess the qualifications as specified in the relevant notifications of the Capital Market Supervisory Board. Details of each auditor's profile and work experience appear in Enclosure 5.

Furthermore, the Audit Committee reviewed the audit fees for the year 2026 from EY Office and opined that the proposed audit fee is appropriate in terms of the quality and scope of the audit. Therefore, it is deemed appropriate to propose to the Board of Directors for further proposal to the 2026 Annual General Meeting of Shareholders to consider and approve the audit fee for the year 2026, in the amount of not exceeding THB 2,235,000 (the same as for the year 2025). However, the proposed audit fee excludes non-audit fees and out-of-pocket expenses which the Company will pay on actual basis.

**Comparison of Audit Fee of the Company**

Audit Fee	2026 (Proposing Year)	2025
Audit Fee (excluding the audit fee of subsidiaries and associate companies)	THB 2,235,000	THB 2,235,000
Non-Audit Fee	Actual Basis	None

In the year 2026, 7 subsidiaries of the Company (excluding overseas subsidiaries) have appointed auditors from EY Office as their auditors. The appointed auditors are the same as those for the Company, with an audit fee of approximately THB 2,435,000, (an increase of THB 370,000 from the audit fee proposed for the Company's subsidiaries in the previous fiscal year, as there is one additional subsidiary under the scope of audit), excluding the non-audit fee and out-of-pocket expenses, which will be paid on actual basis.

The Board of Directors' opinion:

The Board of Directors considered and concurred with the recommendation of the Audit Committee. Therefore, it is deemed appropriate to propose that the 2026 Annual General Meetings of Shareholders consider and approve the appointment of the auditors from EY Office namely, 1) Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813, 2) Mr. Napop Thanawitchayakarn, Certified Public Accountant No. 10266, or 3) Ms. Watoo Kayankannavee, Certified Public Accountant No. 5423 as the auditor of the Company for the year 2026, and the determination of an audit fee in the amount of THB 2,235,000, excluding non-audit fee and out-of-pocket expenses which will be paid on actual basis. Furthermore, it is deemed appropriate to propose that the 2026 Annual General Meetings of Shareholders acknowledge that the EY Office, which is the same audit firm of the Company, has been appointed to be the auditors of the 7 subsidiaries (excluding overseas subsidiaries), with an audit fee of approximately THB 2,435,000, excluding non-audit fee and out-of-pocket expenses which will be paid on actual basis. The Board of Directors is responsible for ensuring that the financial statements are completed within the scheduled timelines.

Voting:

The resolution of this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda Item 8 To Consider and Approve the Issuance and Offering of the Company's Debentures**

Facts and rationales:

In order to support the Company's investment and business expansion plans, strengthen its financial stability and debt repayment capability, ensure sufficient working capital, and facilitate the redemption of maturing debentures, it is deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders consider

and approve the cancellation of the remaining THB 2,000 million debenture issuance and offering limit, which was approved by the 2023 Annual General Meeting of Shareholders, and the issuance and offering of the Company's debentures with a total value not exceeding THB 8,000 million. In this regard, the total outstanding debentures issued and offered by the Company shall not exceed this total authorized amount. The key details are as follows:

Objectives	:	To support the investment/business expansion and/or use as a working capital and/or repay loans, including but not limited to other necessary and appropriate future purposes of the Company
Type of debenture	:	Debentures of all types and forms, including but not limited to, name-registered or bearer form, secured or unsecured debentures, and subordinate or unsubordinated debentures, with or without debenture holders' representatives, depending on the appropriateness of the marketing conditions at the time of each issuance and offering.
Total Principal Value	:	At any time, the amount must not exceed THB 8,000 million, whether to offer debentures in one or more lots in one scheme, or more schemes. In case of redemption or early redemption or maturity, the Company is able to issue and offer additional debentures in place of the existing debentures if the total value of additional debentures and outstanding unredeemed debentures does not exceed or equal to the total principal value.
Term of the Debenture	:	The Board of Directors and/or any person(s) designated by the Board of Directors is authorized to determine term of the debentures as deems appropriate, according to the type of debentures, repayment method and market condition at the time of each issuance and offering.
Currency	:	Thai Baht and/or any foreign currencies in the equivalent amount.
Interest Rate	:	Depending on the market condition at the time of each issuance and offering.
Early Redemption	:	The debenture holders and/or the Company may or may not be entitled to redeem the debentures before the maturity date, depending on terms and conditions of each issuance of debentures.
Placement Method	:	Offering of debentures in one and/or more slots and/or on a revolving basis, within the country and/or overseas, in a public offering and/or a private placement, to institutional investors in the country and/or institutional investors overseas and/or high net worth investors, at the same time or different times (pursuant to the

Notifications of the Securities and Exchange Commission, and/or the Office of the Securities and Exchange Commission, and/or other relevant regulations applicable at the time of each issuance and offering).

As well as the delegation of authority to the Board of Directors and/or any persons designated by the Board of Directors to undertake the following actions:

- (a) To determine the terms and conditions in relation to the issuance and offering of the debentures, e.g. name, placement method, number to be issued and offered, type, securities, offering price per unit, term, redemption period, early redemption rights, interest rate, principal and interest repayment methods, allocation methods, and details of the offering;
- (b) To appoint financial advisor and/or underwriter and/or credit rating agency and/or any other person relevant to the issuance and offering of debentures, in accordance with the relevant regulations, or in any other cases as deemed appropriate by the Company;
- (c) To contact, negotiate, agree on, execute, deliver, amend any agreements and/or documentation relevant to the issuance and offering of debentures, as well as to provide information, and file documentation and/or applications with the Office of the Securities and Exchange Commission, the Thai Bond Market Association, the Bank of Thailand, or any other authorities or persons relevant to the issuance and offering of the debentures, as well as to register or list the debentures with the Thai Bond Market Association or other secondary markets, and to undertake any acts relevant to or necessary for the issuance and offering of debentures as it deems appropriate; and
- (d) To appoint any persons as the authorized persons, representatives, or agents to undertake any acts under Clauses (a) – (c) above.

The Board of Directors' opinion:

The Board of Directors considered the rationale, terms and conditions of the issuance and offering of the debentures and deemed appropriate to propose that the 2026 Annual General Meeting of Shareholders consider and approve the cancellation of the remaining THB 2,000 million debenture issuance and offering limit, which was approved by the 2023 Annual General Meeting of Shareholders, and the issuance and offering of the Company's debentures with a total value not exceeding THB 8,000 million, as well as the delegation of authority to the Board of Directors and/or any persons designated by the Board of Directors to determine the terms and conditions of the debentures according to the aforementioned details, and to carry on any actions for the utmost benefit of the Company and the shareholders.

Voting:

The resolution for this agenda item requires an affirmative vote of not less than three-fourths (3/4) of the total number of shareholders attending the meeting, including abstentions in the calculation base.

**Agenda Item 9 Other Business (if any)**

The Company set the record date to determine the shareholders who are entitled to attend the 2026 Annual General Meeting of Shareholders on 12 March 2026. The Company cordially invites all shareholders to attend the 2026 Annual General Meetings of Shareholders on Friday, 24 April 2026 at 2.00 p.m., which will be convened by electronic means (E-AGM) only (no physical meeting venue provided). The Company will conduct the meeting by using an electronic system for the registration, vote casting, submission of questions and vote counting. The representative(s) from the Company's auditor will be invited to attend the 2026 Annual General Meeting of Shareholders according to the Company's Articles of Association, and a representative(s) from the Company's legal advisor will monitor the voting and meeting procedures to ensure transparency and conforming to the laws as well as a good corporate governance practice, and in compliance with the relevant laws and regulations on the shareholders' meeting and the electronic meeting.

For shareholders who wish to attend the meeting in person via electronic means or appoint a proxy to attend the meeting via electronic means, please kindly study the details of guidelines, method, and procedure for attending the shareholders' meeting by electronic means as detailed in Enclosure 6 and details of guidelines for appointment of proxy, documents required for attending the shareholders' meeting by electronic means, vote casting and vote counting as detailed in Enclosure 7.

The shareholders may consider appointing the Company's independent director as detailed in Enclosure 8 to attend the meeting and casting vote on his/her behalf. In addition, shareholders may utilize the "e-Proxy Voting" service provided by Thailand Securities Depository Company Limited as another registration channel through the TSD Investor Portal system at <https://ivp.tsd.co.th/signin>. In this regard, the Company shall prepare stamp duty to be affixed to the proxy form to facilitate shareholders in appointing proxies in any form.

The E-Request for Username, Password and URL Link for attending the 2026 Annual General Meetings of Shareholders by electronic means will be available for the shareholders to access on 10 April 2026 until the Meeting is adjourned. After receiving the username, password, and link, the shareholders or proxies will be eligible to register their attendance at the 2026 Annual General Meetings of Shareholders which can only be made on the meeting date (24 April 2026) from 12.00 p.m. onwards.

Available on 10 April 2026 until the adjournment of the 2026 Annual General Meetings of Shareholders, the shareholders or proxies can submit the form for obtaining Username, Password, and Link for attending the 2026 AGM through E-Request at <https://sent.inventech.co.th/SHR710222R/#/homepage> or this QR Code.



Any shareholders who wish to inquire or encounter any issue in relation to the registration or the attendance at the meeting may contact telephone number 02-460-9229 or by “Line” Application: @inventechconnect from 10 – 24 April 2026, 8:30 a.m. – 5:30 p.m. (for business day only, excluding national and public holidays).

For the submission of any inquiries regarding the agenda matters, please send to the Company Secretary Department in advance to be received by Thursday, 23 April 2026 stating the shareholder’s name, address, telephone number and email (if any) for contact to the following channels. The Company shall collect queries and answer those directly related to the agenda items at the meeting. For other queries and recommendations, the Company will disclose the summary of clarifications in the note to the minutes of the 2026 Annual General Meeting of Shareholders, which shall be disclosed via the SET’s disclosure channel and the Company’s website within 14 days from the meeting date.

Email: comsec-shr@shotelsresorts.com, or  
Postal mail: Company Secretary Department  
S Hotels and Resorts Public Company Limited  
No. 123 Sun Towers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road  
Chom Phon, Chatuchak, Bangkok 10900

Please be informed accordingly.

Yours faithfully,

By order of the Board of Directors

- Signed -

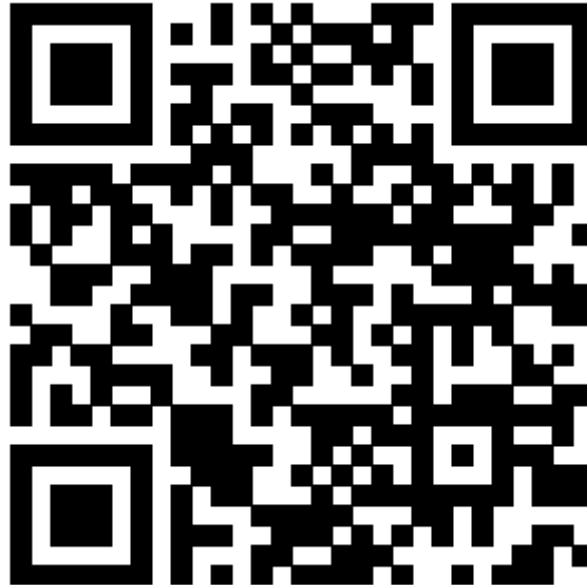
(Mr. Michael David Marshall)  
Chief Executive Officer

*Company Secretary Department  
Tel: +66 2058 9888 Ext. 343-345  
Email: comsec-shr@shotelsresorts.com*

Enclosure 1

2025 Annual Report (Form 56-1 One Report) together with

The Audited Financial Statements for the year ended 31 December 2025 in QR Code format



Enclosure 2

**Profile and Work Experience of  
the Nominated Directors to Replace of Those Who Retire by Rotation**  
(Material for Agenda Item 4)

**Name** Mr. Stephen Tirador Briones

**Position** Independent Director and Chairman of the Audit Committee

**Type of Director Nominated for Election** Independent Director

**Age** 59 Years

**First Appointment Date** 13 August 2025

**Address** No. 123 Suntowers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900 Thailand



**Shareholding in the Company as of 31 December 2025**

Owns -None-  
Spouse/Minor child -None-

**Education**

- Master of Business Administration in Finance and International Business, Columbia Business School, United States of America
- Bachelor of Arts (East Asian, Focus: Southeast Asia and Japan), Columbia College, United States of America

**Certification from the Thai Institute of Directors Association (IOD)**

- Director Certification Program (DCP), Class 326/2022
- Director Accreditation Program (DAP), Class 108/2014

**Other Training**

-None-

**Work Experience**

**Position held in other Listed Companies in the Stock Exchange of Thailand (1 company)**

Present Director, Member of the Nomination and Remuneration Committee, and Chairman of the Risk Oversight Committee, Thai Credit Bank Public Company Limited

**Position held in other Companies/Organizations**

Present Director and Chairman of the Risk Oversight Committee, VNB Holding Company Limited

**Experience**

2024 – 2025 Chief Country Representative Officer, Natixis Corporate & Investment Banking (Thailand) (under group BPCE)

2021 – 2024 Chief Executive Officer, Fenway Ventures Company Limited

2004 – 2022 Managing Director and Country Manager (Thailand), Regional Coverage (Greater Mekong), ING Bank, N.V.

Criteria and procedure for nomination : Considered and reviewed by the Nomination and Remuneration Committee and the Board of Directors as detailed in [Enclosure 3](#)

Position in other companies that compete with/related to the Company/business which may cause the conflict of interest to the Company : -None-

Family Relationship with other Directors and Executives : -None-

Lawsuits in the 10 Preceding Years : -None-

**Meeting Attendance in the Year 2025**

Meeting Attendance	No. of meetings attended/ Total meetings held	Percentage (%)
Board of Directors' Meeting	2/2	100
Non-executive Director's Meeting	1/1	100
Audit Committee's Meeting	1/1	100

**Remark:**

The Board of Directors' Meeting No. 4/2025 held on August 13, 2025, resolved to appoint Mr. Stephen Tirador Briones as an Independent Director and Chairman of the Audit Committee in replace of Mr. Sompong Tantapart, effective from August 13, 2025, onwards. Therefore, the number of meetings to attend in 2025 were as follows: (1) 2 Board of Directors meetings; and (2) 1 Audit Committee meeting including the Non-executive Director's Meeting, Mr. Stephen fully attended all the meetings.

**Name** Mr. Chairath Sivapornpan

**Position** Director, Member of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainable Development Committee and Member of the Nomination and Remuneration Committee  
(Authorized Director)

**Type of Director** Director

**Nominated for Election**

**Age** 43 Years

**First Appointment Date** 13 August 2025

**Address** No. 123 Suntowers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road,  
Chom Phon, Chatuchak, Bangkok 10900 Thailand



**Shareholding in the Company as of 31 December 2025**

Owns -None-  
Spouse/Minor child -None-

**Education**

- Master of Business Administration – Finance, University of Illinois – Urbana Champaign, United States of America
- Bachelor of Economics, Thammasat University

**Certification from the Thai Institute of Directors Association (IOD)**

- Director Certification Program (DCP 331/2023)
- Director Accreditation Program (DAP 184/2021)
- Company Secretary Program (CSP 101/2019)

**Other Training**

- Anti-Corruption: Trust Building Through Transparency and ESG Risks Oversight: Key Mechanism for Strengthening Corporate Defenses Seminar in 2025
- ESG/Sustainability and Accountants, by Singha Estate Public Limited Company
- Continuing Development Courses in Accounting and Finance in 2024
  - Guidelines for Enhancing the Quality of Financial Reports of Listed Companies, Thai Listed Companies Association
  - Economic Update for CFO, Thai Listed Companies Association
  - Tax Governance, Thai Listed Companies Association
  - Accounting Standards Related to the Issuance of ESG Securities, Thai Listed Companies Association
- Top Executive Program in Commerce and Trade Class of 15/2023, by University of the Thai Chamber of Commerce (UTCC)
- Financial Advisor Refresher Course 2020 by Association of Thai Securities Companies
- RE-CU CEO Class of 5, RE-CU Management Unit
- Strategic CFO Class of 6/2018, The Stock Exchange of Thailand

**Work Experience**

**Position held in other Listed Companies in the Stock Exchange of Thailand (1 company)**

Present Director, Member of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainable Development Committee and Chief Executive Officer, Singha Estate Public Company Limited

**Position held in other Companies/Organizations**

Present 54 directorships in the subsidiaries and associated companies of the Company and Singha Estate Public Company Limited

**Experience**

2021 – 2025 Chief Financial Officer, Singha Estate Public Company Limited  
 2021 – 2023 Company Secretary, Singha Estate Public Company Limited  
 2019 – 2021 Chief Financial Officer and Company Secretary, S Hotels and Resorts Public Company Limited  
 2018 – 2019 Senior Vice President – Corporate Finance, Singha Estate Public Company Limited  
 2011 – 2018 First Vice President – Capital Market and Investor Relations, B.Grimm Power Public Company Limited

**Criteria and procedure for nomination** : Considered and reviewed by the Nomination and Remuneration Committee and the Board of Directors as detailed in [Enclosure 3](#)

**Position in other companies that compete with/related to the Company/business which may cause the conflict of interest to the Company** : -None-

**Family Relationship with other Directors and Executives** : -None-

**Lawsuits in the 10 Preceding Years** : -None-

**Meeting Attendance in the Year 2025**

Meeting Attendance	No. of meetings attended/ Total meetings held	Percentage (%)
Board of Directors' Meeting	2/2	100
Non-executive Director's Meeting	1/1	100
Risk Management Committee's Meeting	1/1	100
Nomination and Remuneration Committee's Meeting	2/2	100
Corporate Governance and Sustainable Development Committee's Meeting	2/2	100
Executive Committee's Meeting	12/12	100

**Remark:**

The Board of Directors' Meeting No. 4/2025 held on August 13, 2025, resolved to appoint Mr. Chairath Sivapornpan as a director in replace of Mrs. Thitima Rungkwansiroj, as Member of the Risk Management Committee, Nomination and Remuneration Committee, and Corporate Governance and Sustainable Development Committee, effective from 13 August 2025 onwards. Therefore, the number of meetings to attend in 2025 were as follows: (1) 2 Board of Directors meetings; (2) 1 Risk Management Committee meeting; (3) 2 Nomination and Remuneration Committee meetings; (4) 2 Corporate Governance and Sustainable Development Committee meetings; and (5) 12 Executive Committee meetings, including the Non-executive Director's Meeting, Mr. Chairath fully attended all the meetings.

**Name** Mr. Michael David Marshall

**Position** Director, Member of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainable Development Committee and Chief Executive Officer (Authorized Director)

**Type of Director** Director

**Nominated for Election**

**Age** 63 Years

**First Appointment Date** 16 November 2023



**Address** No. 123 Suntowers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900 Thailand

**Shareholding in the Company as of 31 December 2025**

Owns -None-  
Spouse/Minor child -None-

**Education**

- Post Graduate Diploma in Marketing, Chartered Institute of Marketing, United Kingdom
- Bachelor of Business Studies & Marketing, University of Wolverhampton, United Kingdom

**Certification from the Thai Institute of Directors Association (IOD)**

- Director Certification Program (DCP 196/2014)

**Other Training**

- Anti-Corruption: Trust Building Through Transparency and ESG Risks Oversight: Key Mechanism for Strengthening Corporate Defenses Seminar presented by Second Lieutenant Sivaraks Phinicharomna, during 8 May 2025
- C-Level Assessment and Development Programme - DDI
- Situational Leadership II
- Covey 7-Habits of Highly Effective People
- Academe Management/Leadership Development Programme
- Emergents Training Programme
- David Ulrich Leadership Code
- SIGMA Presentation Skills & Management Assessment Programme
- Creative Circle Advertising Development Programme
- IHG Management Development Programme
- Mercuri Advanced Sales Training & Negotiation Skills
- MHA Sales Training, I, II, III
- TSA ESS 1, 2, 3

**Work Experience**

**Position held in other Listed Companies in the Stock Exchange of Thailand (1 company)**

Present Member of Executive Committee, Singha Estate Public Company Limited

**Position held in other Companies/Organizations**

Present 31 directorships in the Company's subsidiaries and associated companies

**Experience**

2014 – 2023 Chief Commercial Officer, Hotel Group - Minor International Public Company Limited

Criteria and procedure for nomination : Considered and reviewed by the Nomination and Remuneration Committee and the Board of Directors as detailed in [Enclosure 3](#)

Position in other companies that compete with/related to the Company/business which may cause the conflict of interest to the Company : -None-

Family Relationship with other Directors and Executives : -None-

Lawsuits in the 10 Preceding Years : -None-

**Meeting Attendance in the Year 2025**

Meeting Attendance	No. of meetings attended/ Total meetings held	Percentage (%)
Board of Directors' Meeting	6/6	100
Risk Management Committee's Meeting	5/5	100
Corporate Governance and Sustainable Development Committee's Meeting	4/4	100
Executive Committee's Meeting	12/12	100
Annual General Meeting of Shareholders	1/1	100

## Criteria for Director Nomination and Definition of Independent Director

(Material for Agenda Item 4)

### Criteria and Procedures

The Board of Directors shall appoint qualified persons under securities and exchange laws and in line with the Company's defined qualifications or propose a nominated director to a shareholders' meeting for approval in accordance with the Company's Articles of Association. For the nomination of director, the following channels will be considered:

- An opportunity is given for shareholders to nominate directors before each Annual General Meeting of Shareholders, the latest one being from 1 October 2025 to 31 December 2025, under the criteria and conditions announced on the Company's website
- Persons recommended by the Board of Directors and external independent advisers
- Qualified persons recommended by professional search firms
- An opportunity is given for directors to nominate qualified persons.

The Board of Directors has authorized the Nomination and Remuneration Committee to review annually the directors' skills and characteristics together with the board's overall composition conforming to the Company's strategy and business direction. Then, the Board Skill Matrix is tabled annually for consideration of the gap of necessary skills and the set-up of nomination criteria. In such reviews, the Nomination and Remuneration Committee also considers the diversity of skills, expertise, proficiency, experience, and other special competencies of directors, regardless of age and gender before proposing to the Board of Directors for consideration.

#### 1. Position becomes vacant with term completion

When a position becomes vacant with term completion for a given director, the Nomination and Remuneration Committee shall nominate persons with suitable qualifications for seeking approval from the Board of Directors and the Annual General Meeting of Shareholders respectively. As for directors' reappointment for another term, the Nomination and Remuneration Committee shall consider several factors, including performance outcomes, meeting attendance and participation, and support to the Board of Directors' activities. For an independent director, his or her independence shall also be taken into account.

The election of directors conforms to the Company's Articles and Association and other relevant laws, which must be transparency and clarity. The criteria and methodology of election of directors at a shareholders' meeting are as follows:

- 1) Each shareholder's votes equal his or her number of shares held, one share per one vote.
- 2) Voting is to be done for individual nominees, for which each shareholder is to exercise his or her entire votes for individual directors, one by one.

- 3) Those that secure the highest votes, and those with the second highest votes, and so on, are regarded as being elected, matching the number of directors to be elected. Should there be more than one person with equal votes for a given position, the chairman of the meeting is to cast a deciding vote.

## 2. Position becomes vacant for other reasons

The Board of Directors shall consider and nominate qualified persons without any legal prohibitions as defined by the Public Limited Company Act for appointment replacing the resigned director(s) at the next Board of Directors' meeting. An exception applies if the remaining term is less than two months, in which case approval is needed from the Annual General Meeting of Shareholders. In any case, the replacement director can be in position only within the remaining term of the previous director. The vote in favor of the appointment must be no less than three-quarters of the remaining directors.

### Definition of Independent Director

The Company's definition of independent director is more stringent than the requirement of the Notifications Capital Market Supervisory Board as follows:

- 1) Holding no more than 0.5 percent of the total voting shares of the Company, parent companies, subsidiaries, associate companies, major shareholders, or its controllers; for this purpose, shares held by related persons of such independent directors are to be included;
- 2) Neither being nor not having been an executive director, employee, staff, salaried consultant, or controlling persons of the Company, parent companies, subsidiaries, associate companies, same-level subsidiaries, major shareholders, or the Company's controlling persons, unless foregoing status has ended for not less than 2 years;
- 3) Not being a blood-related person or legal registration as father, mother, spouse, sibling, or child, including the spouses of the children of the directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives, or controlling persons of the Company or its subsidiaries;
- 4) Not having business relationship with the Company, parent companies, subsidiaries, associate companies, major shareholders, or the Company's controlling persons in a manner which may interfere with his/her independent judgment; neither being nor have been a strategic shareholder, or controlling person of any person having business relationship with the Company, parent companies, subsidiaries, associate companies, major shareholders, or controlling persons, unless foregoing status has ended for not less than 2 years.

Subject to business relationship specified in the first paragraph, including any normal business transaction, leasing or being leased of property, asset-related or service-related transactions, or financial assistance provided or received through receiving or extending loans, guarantee or provision of assets as loan collateral or any actions in the same manner resulting in obligations to the Company or relevant parties, one against another, to be responsible to at least 3 percent of its net tangible assets or THB 20 million upwards

(whichever is lower). The calculation of such debts is to follow the method of calculating the value of connected transactions pursuant to the notifications of the Capital Market Supervisory Board on the criteria for engaging in connected transactions mutatis mutandis. However, in the consideration of such debts, they are incorporated debts incurred during the year before the business relationship date with the same person;

- 5) Neither being nor having been an auditor of the Company, parent companies, subsidiaries, associate companies, major shareholders, or controlling persons of the Company, and not being a strategic shareholder, controlling person, or partners of an auditing firm of which the auditor of the Company, parent companies, subsidiaries, associate company, major shareholder, or controlling person of the Company, is a member, unless foregoing status has ended for not less than 2 years;
- 6) Not being nor having been any professional advisor, including legal advisor or financial advisor who receives service fees exceeding to THB 2 million per annum from the Company, parent companies, subsidiaries, associate companies, major shareholders or controlling persons, and not being a strategic shareholder, controlling person, or partners of such professional advisors, unless foregoing status has ended for not less than 2 years;
- 7) Not being a director appointed as a representative of the Company's directors, major shareholders, or shareholders related to the Company's major shareholders;
- 8) Not engaging a business having the same nature and significantly competitive with businesses of the Company and its subsidiaries; nor being key partner in partnership; nor being executive director, employee, staff, salaried consultant, nor holding shares exceeding 1 percent of total voting shares of other companies which engages in the business in the same nature and competitive with business of the Company and its subsidiaries; and
- 9) Not possessing any characteristics disabling the expression of independent opinions with respect to the Company's business operation.

**Profile and Work Experience of the Nominated Person to Be Appointed  
as the New Director of the Company**  
(Material for Agenda Item 5)

**Name** First Lieutenant Naiyanobh Bhirombhakdi  
**Nominated position** Director  
**Age** 35 Years  
**Address** No. 123 Suntowers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road,  
Chom Phon, Chatuchak, Bangkok 10900 Thailand



**Shareholding in the Company as of 31 December 2025**

**Ordinary shares (SHR)**

Owns 10,003,093 shares, representing 0.28% of total paid-up capital.  
 Spouse/Minor child -None-

**Education**

- Master of Business Administration (Executive MBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University, Thailand
- Bachelor of Economics, University of San Francisco, United States of America
- RMAS Commissioning Course, Royal Military Academy Sandhurst, United Kingdom

**Certification from the Thai Institute of Directors Association (IOD)**

- Boardroom Success through Financing and Investment (BFI) 2018
- Financial Statements for Directors (FSD) 2017
- Director Certification Program (DCP) 2017

**Other Training**

- Financial Management for Non-Financial Executives, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Thailand Royal Thai Army Airborne School, Class 54, Infantry Center, Thanarat Camp, Prachuap Khiri Khan Province
- Thailand Royal Thai Army Assault Course, Class 115, Infantry Center, Thanarat Camp, Prachuap Khiri Khan Province
- Thailand Commissioned as a Second Lieutenant, Royal Thai Army, 2014
- RMAS Commissioning Course, Class 133, Royal Military Academy Sandhurst, United Kingdom

**Work Experience**

Present Advisor to the Executive Committee, S Hotels and Resorts Public Company Limited

**Position held in other Listed Companies in the Stock Exchange of Thailand**

-None-

**Position held in other Companies/Organizations**

Present Director and Senior Executive Vice President, Boon Rawd Brewery Company Limited  
Present Chairman, Paralympic Committee of Thailand  
Present Central Committee Member, Golf Association of Thailand under Royal Patronage  
Present President, Cerebral Palsy Sports Association of Thailand

**Experience**

2016 – 2025 Director and Executive Vice President, Boon Rawd Brewery Company Limited

**Criteria and procedure for nomination** : Considered and reviewed by the Nomination and Remuneration Committee and the Board of Directors as detailed in Enclosure 3

**Position in other companies that compete with/related to the Company/business which may cause the conflict of interest to the Company** : -None-

**Family Relationship with other Directors and Executives** : Cousin with Mr. Chayanin Debhakam, D.B.A.

**Lawsuits in the 10 Preceding Years** : -None-

**Profiles and Work Experience of Auditors for the Year 2026**  
(Material for Agenda Item 7)

Profiles and Work Experience of Auditors	
<p><b>Mr. Chatchai Kasemsrithanawat</b> Partner (Audit Services) EY Office Limited Certified Public Accountant (Thailand) No. 5813</p>	
<b>Profiles and Work Experience</b>	
Working Period	: 1996 - Present
Professional Qualification	: Certified Public Accountant (Thailand) and Auditor Approved by the office of the Securities and Exchange Commission of Thailand
Academic Qualification	: Master of Business Administration, Chulalongkorn University Bachelor of Accounting, Thammasat University
Experience	: More than 29 years of public accounting experience with EY Office Limited serving clients in a wide range of industries, including both multinational corporations and listed companies in Thailand. His industry knowledge and experience include real estate development, construction, manufacturing and trading, service, and power sectors.
Relationship with or Interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently	: - None -
Contact Details	: EY Office Limited 1875 One Bangkok Tower 3, Level 34 - 37, Rama 4 Road, Lumpini, Pathumwan, Bangkok 10330 Telephone : 0 2494 9999 E-mail : chatchai.kasemsrithanawat@th.ey.com

**Profiles and Work Experience of Auditors**

**Mr. Napop Thanawitchayakarn**

Partner  
(Audit Services)

EY Office Limited

Certified Public Accountant (Thailand) No. 10266



**Profiles and Work Experience**

- Working Period : 2006 - present
- Professional Qualification : Certified Public Accountant (Thailand) and Auditor Approved by the office of the Securities and Exchange Commission of Thailand
- Academic Qualification : Master of Management (Dean's List), Mahidol University  
Bachelor of Accounting (First Class Honours), Thammasat University
- Experience : Working with EY Office in audits of several large corporations, including listed companies and multinational enterprises, in a wide range of industries, e.g., manufacturing, services, technology, infrastructure fund and real estate investment trust.
- Relationship with or Interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -
- Contact Details : EY Office Limited  
1875 One Bangkok Tower 3, Level 34 - 37, Rama 4 Road, Lumpini, Pathumwan, Bangkok 10330  
Telephone : 0 2494 9999  
E-mail : Napop.Thanawitchayakarn@th.ey.com

**Profiles and Work Experience of Auditors**

**Ms. Watoo Kayankannavee**

Partner  
(Audit Services)

EY Office Limited  
Certified Public Accountant (Thailand) No. 5423




**Profiles and Work Experience**

- Working Period : 1995 - Present
- Professional Qualification : Certified Public Accountant (Thailand) and Auditor Approved by the office of The Securities and Exchange Commission of Thailand
- Academic Qualification : Master of Accounting, Chulalongkorn University  
Bachelor of Accounting, Chulalongkorn University
- Experience : More than 30 years of public accounting experience with EY Office Limited serving clients in a wide range of industries, including both multinational corporations and listed companies in Thailand. Her industry knowledge and experience include construction, hospitality, manufacturing, service, distribution, and retail
- Relationship with or Interest in (except for the audit service) the Company, subsidiaries, executives, major shareholders, or their related persons capable of undermining the ability to perform duties independently : - None -
- Contact Details : EY Office Limited  
1875 One Bangkok Tower 3, Level 34 - 37, Rama 4 Road, Lumpini, Pathumwan, Bangkok 10330  
Telephone : 0 2494 9999  
E-mail : watoo.kayankannavee@th.ey.com

**Guidelines, Method and Procedure for Attending the Shareholders' Meeting via Electronic Means**

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

**Procedure for Requesting Username & Password via e-Request System**

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://sent.inventech.co.th/SHR710222R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* Merge user accounts, please using the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the Invitation to Annual General Meeting
- 2 Choose type request for request form to 4 steps
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verification
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password


2. For shareholders who wish to attend the e-meeting either on his/her behalf or by appointing proxy to individual who is not the Company's independent director, **the e-Request shall be available from 10 April 2026 at 8:30 a.m. towards the adjournment of the E-AGM on 24 April 2026 until the end of the meeting.**


3. The electronic conference system will be **available on 24 April 2026 at 12:00 p.m.** (2 hours before the opening of the meeting). Shareholders or proxies shall use the provided Username, Password, Link and follow the instruction manual to access the system.


**Appointment of Proxy to the Company's Independent Director**

Shareholders who wish to appoint the Company's independent director as proxy to attend the meeting and cast vote on his/her behalf, please study the information of the independent director in consideration of granting the proxy as per **Enclosure 8**. Shareholders may submit the request form and related documents through the e-Request system following the procedures specified above or use the e-Proxy Voting service of the Thailand Securities Depository Co., Ltd. by accessing the TSD Investor Portal at <https://ivp.tsd.co.th/signin> or submit the proxy form along with supporting documents to the Company as per **Enclosure 7**.

**If you have any problems with the software, please contact Inventech Call Center**

 02-460-9229

 @inventechconnect

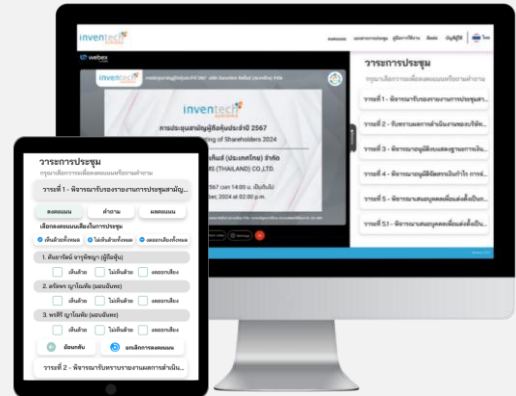
 The system available during 10 – 24 April 2026 at 08.30 a.m. – 05.30 p.m.  
**(Specifically excludes holidays and public holidays)**



Report a problem  
[@inventechconnect](https://line.me/tv/@inventechconnect)

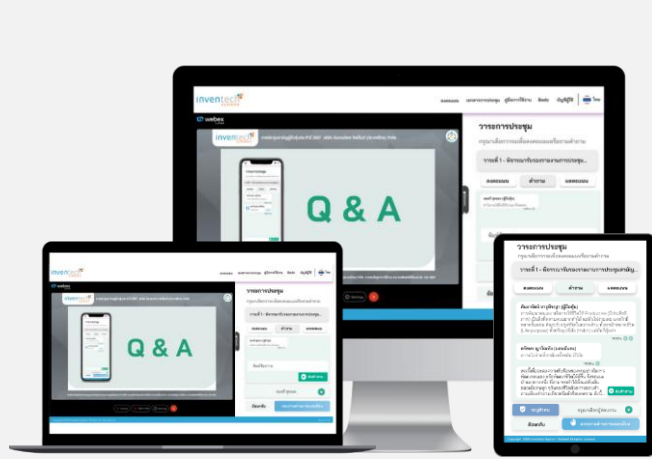
## Registration Procedure for Attending the Meeting (e-Register) and Voting Process (e-Voting)

- 1 Fill in e-mail and password that you received from your email or request OTP to login
- 2 Click on "Register" button, then you will be registered and counted as a quorum.
- 3 Click on "Join Attendance" button, then click on "Join Meeting" button
- 4 Select the agenda to cast a vote
- 5 Click on "Vote" button
- 6 Click the voting button to cast a vote at your discretion
- 7 The system will display status your latest vote



To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result). Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

## Inquiry Procedure via Inventech Connect



- Select the agenda to inquire
  - Click "Ask a question" button
- 1 Inquiry Submission
    - Type the question then click "Send" button
  - 2 Inquiry via video and sound
    - Click "Conference" button
    - Click "OK" button to confirm your queue
    - Please wait for the queue to open microphone and camera for query

## How to Use Inventech Connect

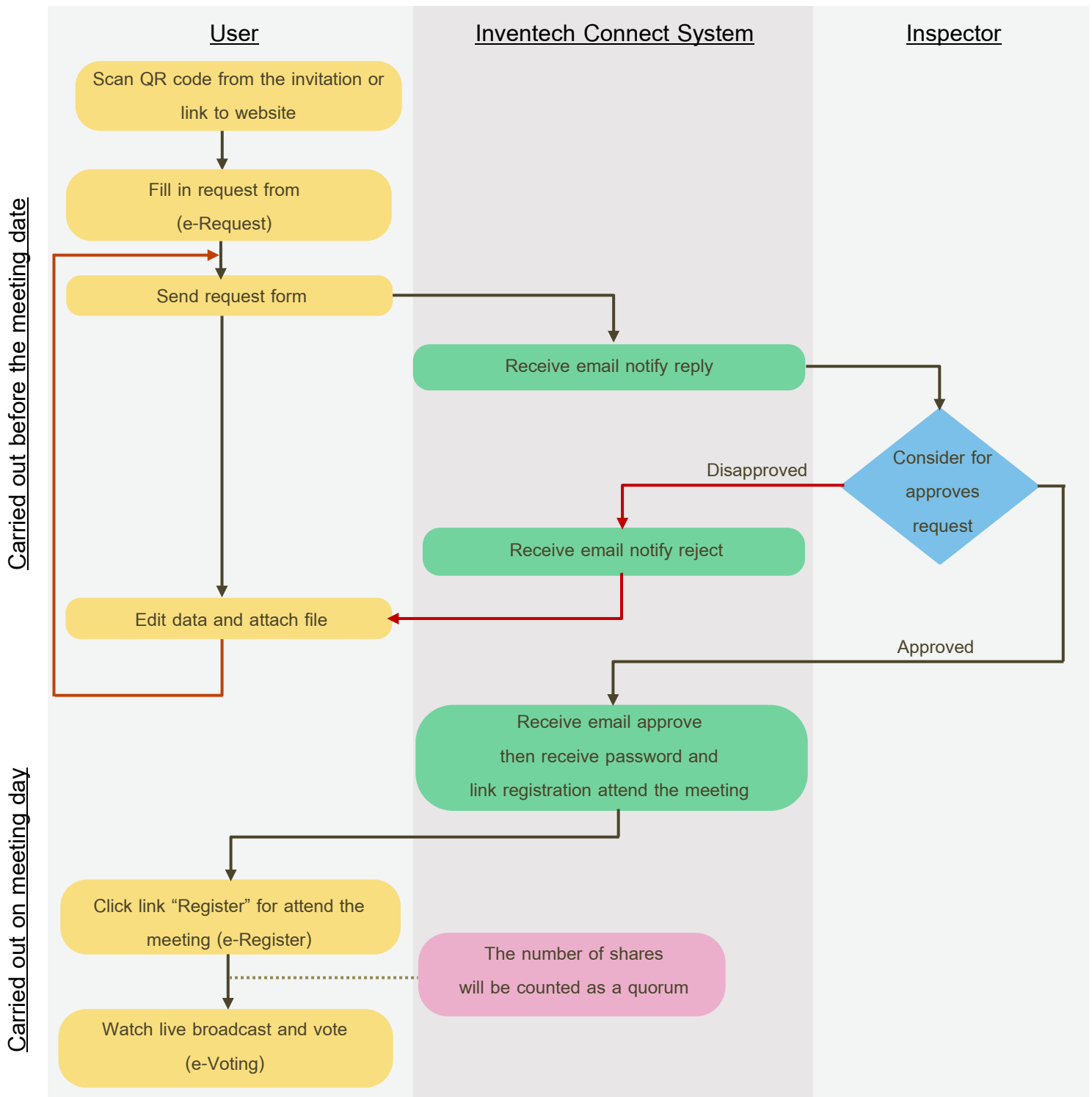


User Manual and Video of using Inventech Connect

\*Remark: Operation of the electronic conferencing system and Inventech Connect systems are subject to the internet system of shareholder or proxy including equipment and/or program used. Please see equipment and/or program as follows for the best performance:

1. Internet speed recommend
  - High-Definition Video: Must have an internet speed at 2.5 Mbps (Recommended internet speed)
  - High Quality Video: Must have an internet speed at 1.0 Mbps
  - Standard Quality Video: Must have an internet speed at 0.5 Mbps
2. Equipment requirements
  - Smartphone / Tablet with IOS or android OS
  - PC / Laptop that with Windows or Mac OS
3. Internet Browser: Chrome (Recommended) / Safari and Microsoft Edge **\*\* The system does not support Internet Explore**

## Guidelines for Attending of Electronic Meeting



### Condition of use

**To Merge account/change account**

In case filing request multiple by using the same email and phone number, the system will merge account or in case user has more than 1 account, you can click on "Change account" button and the previous account shall be included as the calculation base of the meeting.

**To Exit the meeting**

Attendees can click on "Register to leave to quorum" button, the system shall deduct your shares from the calculation base.

Enclosure 7**Documents Required for Attending the Shareholders' Meeting via Electronic Means,  
Vote Casting and Vote Counting****1. E-Request**

Shareholders or the proxies who wish to attend the e-Meeting must submit an application through e-Request in advance to obtain Username and Password before e-registering to attend the meeting. The E-Request system available for submission of application and required documents in advance on 10 April 2026, toward the adjournment 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-Meeting. The e-Register system will be available for shareholders to register their attendance to Annual General Meeting of Shareholder on 24 April 2026, 2 hours before the meeting or at 12.00 p.m. onwards. For more details, please see Enclosure 6 regarding the guidelines, method and procedure for attending the shareholders' meeting of shareholders via electronic means (E-AGM).

**2. 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](http://www.shotelsresorts.com)

**3. Proxy Granting**

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 of the Company (as detailed in Enclosure 8) as follows:

2.1) Shareholders may appoint any person or an independent director of the Company by specify the name and details of the proxy on the proxy form, as well as submitting an application and related documents through e-Request system in advance, as detailed in Item 1. E-Request above.

2.2) Shareholders may appoint an independent director of the Company as a proxy via these channels:

1) Shareholders may appoint an independent director of the Company as a proxy via the “e-Proxy Voting” service provided by Thailand Securities Depository Company Limited by accessing the TSD Investor Portal system at <https://ivp.tsd.co.th/signin>. After completing the registration, select “Proxy Appointment/Shareholder Meeting Voting”, which shareholders can proceed with from 2 April 2026 to 23 April 2026 at 5:00 p.m. Shareholders can find more details about the e-Proxy Voting service at <https://www.set.or.th/th/tsd/services/investors/e-services/investor-portal>. (For further details, please contact Thailand Securities Depository Co., Ltd.)

2) Shareholders may appoint an independent director of the Company as a proxy by submitting the original proxy form and relevant documents, duly signed and certified as true copies, to the Company by 23 April 2026 at 5:00 p.m., as follows:

Postal mail:           Company Secretary Department  
                              S Hotels and Resorts Public Company Limited  
                              No. 123 Sun Towers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road  
                              Chom Phon, Chatuchak, Bangkok 10900

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 THB 20 duty stamp on the Proxy Forms, cross out and date for the form to be valid and legally binding according to the laws.

#### 4. Documents Required for Attending the E-AGM

##### (1) Individual:

(1.1) In the event that shareholders attend the e-Meeting on their behalf, shareholders shall submit a copy of valid photographic identification document issued by the governmental authorities, e.g. identification card, driver license, or passport, that has been signed to certify true copy and redact, conceal or taken any actions to invisible those sensitive data, i.e., religion and blood type. 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-Meeting, the following documents are required.

- (a) A Proxy Form A or Proxy Form B that has been accurately and completely 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 signed to certify true copies 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 signed to certify true copies by the proxy.

**(2) Juristic person**

- (2.1) In the event that shareholders who are juristic persons attend the e-Meeting by their director/authorized representative (the "Authorized Representative"), the following documents are required.
  - (a) A copy of valid identification document of the Authorized Representative issued by the governmental authorities as described in Item (1.1) above, which has been signed to certify true copies.
  - (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 as a person(s) having authority to act on the shareholder's behalf. Such copy must be signed to certify true copies 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-Meeting, the following documents are required.
  - (a) A Proxy Form A or Proxy Form B that has accurately and completely filled in, signed by the Authorized Representative 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 as person having authority to act on the shareholder's behalf. Such copy must be signed to certify true copies by the Authorized Representative, together with affixing the company's seal (if any).
  - (c) A copy of an identification document of the Authorized Representative issued by the government authorities as described in Item (1.1) above, which has been certified true copies by 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 signed to certify true copies 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 accurately and completely filled in, signed by the custodian's authorized representative(s) as the grantor and the proxy(ies), and affixed with THB 20 duty stamp, which must be crossed out and dated upon 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 true copies 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 signed to certify true copies 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 true copies 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 signed to certify true copies 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 true copies 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).

## 5. E-Vote Casting

(5.1) One share shall have one vote. Shareholders or proxies attending the e-Meeting 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

- 1) 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.
- 2) 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 the election of directors to replace those who retire by rotation, shareholders shall cast their entire votes to elect for each candidate on an individual basis.

#### **6. Vote counting and announcement**

- (6.1) The Chairman of the meeting or any person designated by the Chairman will inform vote casting procedure before the commencement of the meeting.
- (6.2) The Chairman 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-Meeting. 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:

- (a) In ordinary cases, a resolution of the meeting requires a simple majority vote of the shareholders attending the meeting and casting their votes;
- (b) 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;
- (c) In the case of a tie, the Chairman of the meeting shall have an additional vote as the deciding vote;
- (d) A shareholder or a proxy who has any special interests in any matter shall not be entitled to vote on such matters.

List of the Independent Directors Proposed by the Company to Serve as Proxy for Shareholders



1. Mr. Yongyoot Luangrattanamart

Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee

Age: 54 years

Address: S Hotels and Resorts Public Company Limited  
123 Suntowers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road  
Chom Phon, Chatuchak, Bangkok 10900 Thailand

Conflict of Interest in any agenda to this Meeting: - None -



2. Mr. Gunpong Panthongprasert

Independent Director / Member of the Nomination and Remuneration Committee

Age: 46 years

Address: S Hotels and Resorts Public Company Limited  
123 Suntowers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road  
Chom Phon, Chatuchak, Bangkok 10900 Thailand

Conflict of Interest in any agenda to this Meeting: - None -



3. Mr. Jukr Boon-long

Independent Director / Member of the Audit Committee / Chairman of the Corporate Governance and Sustainable Development Committee

Age: 68 years

Address: S Hotels and Resorts Public Company Limited  
123 Suntowers Building B, 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road  
Chom Phon, Chatuchak, Bangkok 10900 Thailand

Conflict of Interest in any agenda to this Meeting: - None -

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Remark: Details of profile of the above Independent Directors are shown in the Annual Report 2025 (Form 56-1 One Report) under the topic "Details of Directors and Executives".

## The Company's Articles of Association Concerning the Shareholders' Meeting

### Section 5 Board of Directors

Article 18. The Board of Directors shall consist of no less than five (5) directors but shall not be exceeding twelve (12) persons, by having at least 1 of 3 of total number of directors as independent directors but shall not be less than three (3) persons. The qualification of independence shall be under the laws on securities and exchange. No less than half of the total number of directors must be domiciled in Thailand. All directors of the Company shall be qualified persons and shall not have prohibited characteristics as specified by law. The director maybe or may not be a shareholder of the company.

Article 19. The meeting of shareholders shall elect the directors of the Company in accordance with the following rules and procedures:

- (a) each shareholder shall carry one (1) vote per one (1) share held;
- (b) each shareholder may vote, by all shares held according to (a) above, to nominate a person or persons to be a director or directors, and if persons are nominated to be directors, no cumulative voting shall be permitted;
- (c) nominated persons receiving the maximum number of votes shall be elected as directors in descending order in the number of directors required or required to be elected at such election. If the number of nominated persons with an equal number of votes exceeds the number of directors required or required to be elected at such an election, the chairman shall have a casting vote.

Article 20. At each annual general meeting, at least one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3), must retire from office.

A retiring director may be eligible for re-election.

Directors to retire from office by rotation in the first year and the second year after the registration of the Company may retire voluntarily or by drawing lots until the number of directors retiring by rotation is complete as per the foregoing paragraph. In subsequent years, directors who have remained in office for the longest term shall retire.

Article 23. In case of vacancy for other reasons than retirement by rotation, the Board of Directors may, at the next board of directors meeting, elect a person who is qualified and does not possess characteristics that are prohibited by the law on public limited companies and securities and exchange to replace the vacating directors, except where the remaining term of such vacating

directors is less than two (2) months. Any person so appointed shall retain office only during such time as the director whom he replaces would have been entitled to retain.

Any resolution of the Board of Directors under paragraph one of this Article shall require affirmative votes from no less than three-fourths (3/4) of the total number of remaining directors. In case that the numbers of directors are less than the quorum resulting from the vacancy, the remaining directors shall determine to hold the shareholders' meeting on behalf of the Board of Directors particularly for election of directors to fill the vacant position within one (1) month from the date that the number of directors is less than the quorum and such person shall be in the position of the director for the remaining term of the director whom he replaces.

Article 31. The number of authorized directors who can sign to bind the Company shall be two directors to jointly sign and affix with the seal of the Company. The meeting of shareholders or the Board of Directors shall have the power of authority to determine the names of authorized directors who can sign to bind the Company.

Article 32. It is prohibited that the Company pays money or assets to directors; unless, it is the remuneration paid for the directors, and the directors are entitled to receive the remuneration from the Company in accordance with the regulations of the Company or by the shareholders' resolution having considered resolved with the votes of no less than two-thirds (2/3) of the shareholders attending the meeting. The remuneration shall be determined as a fixed rate or under a specific scheme, and it shall be within a specified period or shall be effective until any further change from a resolution of the shareholders.

Details in the foregoing paragraph shall not affect the rights of the directors appointed by the employees or officers of the Company to receive remuneration and other benefits as employees or officers of the Company.

Article 34. Directors are prohibited from conducting businesses that are similar to and in competition with those of the Company, or becoming a partner in any ordinary partnership, becoming a partner with unlimited liability at any limited partnership, being directors of other private companies or other public companies that conduct businesses that are similar to and in competition with those of the Company, except in cases in which the shareholders meeting is notified of the matter before a resolution is passed to appoint such directors referring to the Article 19.

#### **Section 6 Shareholders' meeting**

Article 36. The Board of Directors shall determine to have an annual general meeting of shareholders within four (4) months from the end of the fiscal year of the Company.

Any other shareholders meeting other than paragraph one shall be called an extraordinary general meeting. The Board of Directors shall determine to hold an extraordinary general meeting

of shareholders at any time they may think fit. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period under paragraph three. The shareholder(s) shall serve the invitation to such meeting by electronic means upon expression or consent given by shareholders to the Company or the Board of Directors in accordance with criteria, means and conditions set out by applicable laws. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

Article 37. In calling a general meeting the Board of Directors shall prepare written notice specifying the place, day and hour, agenda, and matters to be presented thereat in reasonable detail. The notice must clearly indicate whether each matter is for acknowledgment, approval, or consideration, as applicable, and must include the Board's opinion on the respective matters. Such notice shall be sent to each shareholder and the Registrar no less than seven (7) days before the scheduled date of the meeting and published in newspaper or via electric means according to criteria, means and conditions set out by applicable laws for three (3) consecutive days.

Thus, the place where the meeting will take place is located in the province where the head office of the Company is located, or any other place as the Board of Directors will determine.

Article 38. At a shareholders meeting, there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders, and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold, whereby a quorum would then be constituted. In this respect, the proxy shall be proceeded via electric means according to criteria, means and conditions set out by applicable laws.

At any shareholders meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders meeting was called as a result of a request of the shareholders, the meeting shall be cancelled. If the meeting was not called as a result of a request

of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, a quorum is not required.

Article 39. The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. In case of absence of the Chairman, or if the chairman is incapable of performing his or her duties, the vice-chairman, if any, shall preside over the meeting. If there is no vice-chairman, or if the vice-chairman is absent or incapable of performing his or her duties, shareholders present at the meeting shall elect one among themselves to preside over the meeting.

Article 40. In the meeting of shareholders, the persons with the right to vote shall be the shareholder in the shareholder registration list on the date specified by the Board of Directors, and numbers of shares held by each shareholder shall have votes as it is specified in the shareholder's registration list on the same date. In this regard, the rights of such a person shall not affect the rights even there is a change in the shareholder register on the shareholders' meeting date.

The date specified by the directors in paragraph one shall be before the meeting date for not exceeding two (2) months, but it shall not be before the date of approval for a shareholders meeting. The Company shall inform the shareholders for not less than fourteen (14) days or any other period in compliance with the regulations of the SET. When the Board of Directors determines the names of shareholders who are entitled to attend the Meeting, it cannot be changed; except it is under the regulations of the SET.

Article 41. In voting at the shareholders' meeting, one (1) share carries one (1) vote. Any shareholder who has special interests in any matter shall have no right to vote on such matter except for the election of directors Resolutions of shareholders meetings shall be passed by the following votes:

- (a) For normal matters, a resolution requires a majority vote of shareholders who attend the meeting and cast their votes. In case the number of votes is equal, the Chairman of the meeting has an additional vote as the decisive vote.
- (b) For determination of remuneration for directors, the votes shall be no less than two-thirds (2/3) of the total votes of shareholders attending the meeting.
- (c) In the following cases, resolutions of the meeting shall be passed by a vote of no less than three-fourths (3/4) of the total number of votes of shareholders who are present at the meeting and are entitled to vote:
  - (1) sale or transfer of the entire business of the Company or a material part thereof to other people
  - (2) purchase or acceptance of business transfer of another Company or a public limited Company to the Company

- (3) entering into, amendment, or termination of agreements relating to the lease of the entire business of the Company or a material part thereof; authorization of other persons to manage the business of the Company; or consolidation of business with other persons to share profit and loss
- (4) The amendment of the memorandum of association or the Articles of Association of the Company
- (5) capital increase or decrease of the Company
- (6) dissolution
- (7) Issuance of Debentures offered to the public
- (8) Merger with other companies

Thus, it is in the case of No. 41 (c) (1) and (2) of these Articles of Association, and in that case, the Company needs the resolution of the shareholders' meeting to operate under the laws of securities and exchange related to the acquisition or disposal of the material assets of the Company.

Article 42. Business to be transacted at an annual general meeting shall be the following:

- a) To acknowledge the report of the Board of Directors on the performance of the Company in the preceding year
- b) To consider and approve the balance sheet and profit and loss statements of the previous fiscal year
- c) To consider and approve the allocation of profit, dividend payment, and appropriation of profits as a legal reserve
- d) To consider the election of new directors to replace those retiring by rotation
- e) To consider the determination of the remuneration of directors
- f) To consider the appointment of auditors and determination of audit fees, and
- g) Other business

Article 43. The meeting of shareholders of the Company can be held via electronic media conferencing in line with the criteria, methods, and conditions as prescribed by laws. In this respect, the shareholder' meeting held via electronic means shall be deemed to be held at the Company's headquarter.

#### **Section 8 Finance, Accounting, and Auditing**

Article 49. The Board of Directors shall cause a balance sheet and a profit and loss account to be made at the end of the fiscal year of the Company. Such balance sheet and profit and loss account must be audited before being presented to the annual general meeting of shareholders for approval.

Article 50. The Board of Directors shall provide the following documents to the shareholders, together with the invitation to the annual general meeting:

- (a) a copy of the audited balance sheet and profit and loss account, together with the auditor's report; and
- (b) the board of directors' annual report and documents presenting the supporting information.

Article 51. The Company's auditor shall be appointed at an annual general meeting. A retiring auditor is eligible for re-election.

The auditor must not be a director, officer, employee, or person holding any position of the Company.

Thus, the Company shall consider changing the auditors under the principles specified in the laws of securities and exchange, and/or relevant laws.

Article 53. The auditor has a duty to join the meeting of the shareholders of the Company every time that the balance sheet, profit and loss, and problems related to the accounts are considered in order to clarify the audit to the shareholders, and the Company shall delivery reports and all documents of the Company that the shareholders shall receive in the shareholders meeting to the auditor as well.

#### Section 9 Dividend and Reserve

Article 54. No dividend from other types of income except for profit. In case the Company still has accumulated losses, there will be no dividend payment.

The dividends shall be divided equally by the number of shares; unless, it is otherwise provided for in preference shares which is different from the ordinary shares, so the dividend shall be arranged as it is specified.

Unless, it is the payment of dividend under the fourth paragraph, the dividend payment must be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to shareholders from time to time when considering that the Company is profitable enough to do so. And, when the interim dividends are paid, the dividend payment shall be reported to the shareholders 'meeting at the next shareholders' meeting.

In the case that the Company has not completely distributed the shares as it is registered or as the Company has registered to increase the capital, the Company shall distribute all or parts of the dividend by issuing as a new ordinary share to the shareholders under the approval of the shareholders' meeting.

The dividend payment shall be made within one (1) month from the date of the shareholders' meeting or by the resolution of the Board of Directors' Meeting as the case may be, in writing, to the shareholders, and to advertise the notice of payment in the newspaper or via electronic means in accordance with criteria, means and conditions set out by applicable laws for no less than three (3) consecutive days.

Article 55. The Company shall be required to set aside a portion of its annual net income to a reserve fund of not less than five (5) percent until the reserve reaches ten (10) percent of the registered capital. Upon such reserved capital stated above, the Board of Directors may propose to the shareholders' meeting to resolve to allocate other legal reserves as deemed appropriate for the operation of the Company.

หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B.

สิ่งที่ส่งมาด้วย 10 / Enclosure 10

อากรแสตมป์ 20 บาท  
Duty Stamp THB 20

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_

Shareholder Registration No.

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_

I/We

อยู่บ้านเลขที่ \_\_\_\_\_

Residing at

สัญชาติ \_\_\_\_\_

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท เอส โฮเทล แอนด์ รีสอร์ท จำกัด (มหาชน)

Being a shareholder of S Hotels and Resorts Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

Holding the total number of

shares,

and having the right to vote equal to

votes as follows:

หุ้นสามัญ

\_\_\_\_\_

หุ้น

ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Ordinary share

shares,

having the right to vote equal to

votes

หุ้นบุริมสิทธิ

\_\_\_\_\_

หุ้น

ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

Preferred share

shares,

having the right to vote equal to

votes

(3) ขอมอบฉันทะให้ (ท่านสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ คนใดคนหนึ่งเป็นผู้แทนของท่านเพื่อเข้าประชุมตามรายละเอียดในหนังสือเชิญประชุมฯ ตามสิ่งที่ส่งมาด้วย 8)

Hereby appoint (You may appoint one of the Company's Independent Directors as listed in Enclosure 8 to be your proxy to attend the Meeting.)

1. นาย / นาง / นางสาว \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Mr. / Mrs. / Ms.

Age

Years, Residing at

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_

Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_ หรือ

Province \_\_\_\_\_ Postal Code \_\_\_\_\_, or

2. กรรมการอิสระของบริษัทฯ ดังต่อไปนี้

The following independent directors of the Company

นายยงยุทธ เหลืองรัตนมาต อายุ 54 ปี อยู่บ้านเลขที่ 123 อาคารชั้นทาวเวอร์บี ชั้น 10

Mr. Yongyoot Luangrattanamart Age 54 Years, Residing at 123 Sun Towers Building B 10 Fl.,

ถนน วิภาวดีรังสิต ตำบล/แขวง จอมพล อำเภอ/เขต จตุจักร

Road Vibhavadi-Rangsit Sub-District Chom Phon District Chatuchak

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ

Province Bangkok Postal Code 10900, or

นายกัณฑ์พงษ์ พานทองประเสริฐ อายุ 46 ปี อยู่บ้านเลขที่ 123 อาคารชั้นทาวเวอร์บี ชั้น 10

Mr. Gunpong Panthongprasert Age 46 Years, Residing at 123 Sun Towers Building B 10 Fl.,

ถนน วิภาวดีรังสิต ตำบล/แขวง จอมพล อำเภอ/เขต จตุจักร

Road Vibhavadi-Rangsit Sub-District Chom Phon District Chatuchak

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900 หรือ

Province Bangkok Postal Code 10900, or

นายจักร บุญหลง อายุ 68 ปี อยู่บ้านเลขที่ 123 อาคารชั้นทาวเวอร์บี ชั้น 10

Mr. Jukr Boon-long Age 68 Years, Residing at 123 Sun Towers Building B 10 Fl.,

ถนน วิภาวดีรังสิต ตำบล/แขวง จอมพล อำเภอ/เขต จตุจักร

Road Vibhavadi-Rangsit Sub-District Chom Phon District Chatuchak

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10900

Province Bangkok Postal Code 10900,

คนหนึ่งคนใดเพียงผู้เดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569 ของบริษัท เอส โฮเทล แอนด์ รีสอร์ท จำกัด (มหาชน) ในวันศุกร์ที่ 24 เมษายน 2569 เวลา 14.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of them to be my/our proxy to attend and vote on my/our behalf at the 2026 Annual General Meeting of Shareholders of S Hotels and Resorts Public Company Limited on Friday, 24 April 2026, at 02.00 P.M. by electronic means (E-AGM) only, or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

At this meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

- ระเบียบวาระที่ 1 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทฯ ประจำปี 2568  
Agenda Item 1 To consider and acknowledge the report on the Company's operating performance for the year 2025
- ให้ผู้รับมอบฉันทะรับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2568  
To grant my/our proxy to acknowledge the Company's operating performance for the year 2025
- ระเบียบวาระที่ 2 พิจารณานำอนุมัติงบการเงินของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุด วันที่ 31 ธันวาคม 2568  
Agenda Item 2 To consider and approve the Company's financial statements for the fiscal year ended 31 December 2025
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ระเบียบวาระที่ 3 พิจารณานำอนุมัติการจัดสรรเงินกำไรไว้เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลสำหรับผลประกอบการ ประจำปี 2568  
Agenda Item 3 To consider and approve the appropriation of net profit as the legal reserve and the dividend payment from the Company's 2025 operating performance
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- ระเบียบวาระที่ 4 พิจารณานำอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่พ้นจากตำแหน่งตามวาระ ประจำปี 2569  
Agenda Item 4 To consider and approve the election of directors to replace those who retire by rotation for the year 2026
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- เลือกตั้งกรรมการทั้งหมด
- Vote for all nominated candidates**
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

เลือกตั้งกรรมการเป็นรายบุคคล

**Vote for an individual nominated candidate**

บุคคลที่ได้รับการเสนอชื่อ

1. นายสตีเฟน ที่ราดอร์ บริโอเนส

Name of the nominated candidate

1. Mr. Stephen Tirador Briones

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

บุคคลที่ได้รับการเสนอชื่อ

2. นายชัยรัตน์ ติวะพรพันธ์

Name of the nominated candidate

2. Mr. Chairath Sivapornpan

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

บุคคลที่ได้รับการเสนอชื่อ

3. นายไมเคิล เดวิท มาร์แชล

Name of the nominated candidate

3. Mr. Michael David Marshall

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 5

พิจารณาอนุมัติการเพิ่มจำนวนกรรมการและการแต่งตั้งกรรมการเข้าใหม่เพิ่มเติม

Agenda Item 5

**To consider and approve the increase in the number of the Company's directors and the appointment of the new director**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2569

Agenda Item 6

**To consider and approve the determination of directors' remuneration for the year 2026**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2569

Agenda Item 7

**To consider and approve the appointment of auditors and the determination of audit fee for the year 2026**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ระเบียบวาระที่ 8 พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้ของบริษัทฯ

Agenda Item 8 To consider and approve the issuance and offering of the Company's debentures

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ระเบียบวาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 9 To consider other business (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and not signify my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes any resolution other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้เสมือนถือว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy at this meeting shall be deemed as having been performed by myself/ourselves in all respects.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Grantor  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( )

หมายเหตุ :

Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing a proxy must appoint only one proxy to attend and vote at the Meeting and shall not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Either all or each nominees to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are additional agenda apart from those specified above brought into consideration in this meeting, the Grantor may use the Attachment to this Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. / Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอส โฮเทล แอนด์ รีสอร์ท จำกัด (มหาชน)  
The appointment of proxy by shareholder of **S Hotels and Resorts Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2569 ของบริษัท เอส โฮเทล แอนด์ รีสอร์ท จำกัด (มหาชน) ในวันศุกร์ที่ 24 เมษายน 2569 เวลา 14.00 น. โดยเป็นการจัดประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

**At the 2026 Annual General Meeting of Shareholders of S Hotels and Resorts Public Company Limited on Friday, 24 April 2026, at 02.00 P.M. by electronic means (E-AGM) only, or any adjournment of any date, time and place thereof.**

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

**Agenda** **Subject:**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

**Agenda** **Subject:**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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(b) To grant my/our proxy to vote at my/our desire as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

**Agenda** **Subject:**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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|-----------------------------------|--------------------------------------|-------------------------------------|
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| Approve                           | Disapprove                           | Abstain                             |

ระเบียบวาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

**Agenda** **Subject:**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
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- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

Enclosure 11**QR Code Procedures for Downloading the Documents of Shareholders' Meeting**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders' meeting documents and the Annual Report (Form 56-1 One Report) in electronic form which is accessible through QR Code, thus allows the shareholders to access the information conveniently and quickly. The aforementioned documents could be downloaded from the QR Code by following the steps below.

**For iOS System**

1. Turn on the mobile camera
2. Turn the mobile camera to the QR Code to scan
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook, or Line

**For Android System**

1. Open applications such as QR CODE READER, Facebook or Line

**How to scan the QR Code with Line application**

- Open Line application and click on "Add friend"
  - Choose QR Code
  - Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting

## Privacy Notice for the Shareholders' Meeting

pursuant to the Personal Data Protection Act B.E. 2562 (2019)

This privacy notice for the shareholders' meeting of S Hotels and Resorts Public Company Limited (the "Company") is provided to inform you, as a shareholder, a proxy, a custodian, or an authorized person of a shareholder who is a juristic person, who is the owner of personal data, about the policy on the collection, use, and/or disclosure of your personal data, according to the Personal Data Protection Act B.E. 2562 (2019), as well as your rights under this law, as detailed below:

### 1. Personal Data to be collected

The Company shall collect your personal data, including but not limited to, name-surname, nationality, age, date of birth, photograph, identification card number (or government identification card number, or passport number), securities registration number, address, telephone number, email, vote casting, images taken at and voice recorded during the shareholders' meeting, and information related to electronic systems access and usage such as IP Address (in case of online attendance and/or access to the shareholders' meeting).

Remark For registration documents and/or proxy submitted by you to the Company which may contain sensitive data, such as race, blood type, and religion, which are not required for the purpose of holding the shareholders' meeting, the Company would like to inform you that the Company has no intention to collect such sensitive data. As such, you may redact those sensitive data prior to submitting your documents to the Company. In case you did not redact those sensitive data contained in your documents, the Company reserves its right to redact such sensitive data of yours. In such case, it shall be deemed that the Company has not collected any of the said sensitive data.

### 2. Purpose of the Collection, Use and/or Disclosure

The Company shall collect, use or disclose your personal data on a basis of (1) legitimate interest, (2) initiation or fulfilment of a contract, (3) fulfilment of legal obligations, or (4) other legal basis pursuant to the Personal Data Protection Act B.E. 2562 (2019), including but not limited to, for the fulfilment of the Company's legal obligations as a public company limited and a listing company in the Stock Exchange of Thailand, identification verification, meeting registration, calculation of meeting quorum, vote counting at the shareholders' meeting, contact and delivery of the Company's documents to you upon your request, e.g. annual report, for the prevention or suppression of a danger to a person's life, body or health. If you do not wish to provide your personal data to the Company where such personal data is needed for performing the objectives abovementioned, the Company reserves its right to reject your registration to attend the shareholders' meeting or performing any other action for you if such action requires the said personal data.

### 3. Period for Retention of Personal Data

The Company shall retain your personal data for as long as it is reasonably necessary to fulfill the Company's purpose of personal data collection, use and/or disclosure. However, to comply with the applicable laws, the Company may have to retain your personal data for a longer duration, as required by applicable law.

### 4. Third parties whom the Company may disclose your personal data

The Company may disclose or transfer your personal data to the following third parties:

- 1) Service providers that the Company engages for processing your personal data for the purpose of registration to attend the shareholders' meeting, calculation of the meeting quorum and vote counting in the shareholders' meeting;
- 2) Government agencies or competent authorities, so that the Company fulfills with its legal obligations, e.g. (a) the Department of Business Development, the Ministry of Commerce, and the Stock Exchange of Thailand for submission of minutes of meeting and shareholders list, and (b) other relevant agencies; and
- 3) The Company's website in order to publicize the minutes of the shareholders' meeting.

### 5. Your rights as data subject

You, as the data subject, are entitled to withdraw consent given for the collection, use or disclosure of personal data (only in case the Company rely on your consent), to request access to or to obtain a copy of your personal data processed by the Company, to request for personal data transfer, to object the personal data processing, to delete or de-identity personal data, to restrict the data processing, to request for correction of personal data and to lodge a complaint, subject to rules and procedures as required by the personal data protection laws. The Company may reasonably and lawfully refuse to proceed with your request.

### 6. Contact detail

If you have any queries or if you wish to exercise the rights relating to your personal data, please contact the Company at:

Company Secretary Department  
S Hotels and Resorts Public Company Limited  
No. 123, Suntowers B Building 10<sup>th</sup> Floor, Vibhavadi-Rangsit Road  
Chomphon Sub-District, Chatuchak District, Bangkok 10900, Thailand  
Telephone: 02 058 9888 Extension 344 – 345  
Email: comsec-shr@shotelsresorts.com

**S Hotels & Resorts, A Singha Estate Company**

123 Sun Towers Building B, 10th Floor, Vibhavadi-Rangsit Road,  
Chom Phon, Chatuchak, Bangkok 10900, Thailand

Tel. +66 (0) 2058-9888

[www.shotelsresorts.com](http://www.shotelsresorts.com)