

(Translation)

No. CS-02/2024/004

25 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders  
 To: Shareholders of S Hotels and Resorts Public Company Limited  
 Enclosures: 1. 2023 Annual Report (Form 56-1 One Report) together with the Audited Financial Statements for the year ended 31 December 2023 in QR Code format  
 2. Profiles and Work Experience of 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. Profiles and Work Experience of Auditors for the Year 2024 (Material for Agenda Item 6)  
 5. Guidelines, Method, and Procedure for Attending the Shareholders' Meeting by Electronic Means  
 6. Guidelines for Appointment of Proxy, Documents Required for Attending the Shareholders' Meeting by Electronic Means, Vote Casting and Vote Counting  
 7. List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders  
 8. The Company's Articles of Association Concerning the Shareholders' Meeting  
 9. Proxy Form A, Proxy Form B and Proxy Form C  
 10. QR Code Procedures for Downloading the Documents of Shareholders' Meeting  
 11. Privacy Notice for the Shareholders' Meeting

The Board of Directors' Meeting of S Hotels and Resorts Public Company Limited (the "Company") No. 1/2024 on 21 February 2024 has passed the resolutions to convene the 2024 Annual General Meeting of Shareholders on Thursday, 25 April 2024 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 2024 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 29 September 2023, to invite the shareholders to propose agenda in advance from 1 October 2023 to 31 January 2024 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 1 To consider and acknowledge the report on the Company's operating performance for the year 2023**

Facts and rationales:

The Company has summarized the operating performance of the year 2023 along with the significant changes that occurred during the year as appeared in the 2023 Annual Report (Form 56-1 One Report) under the topics "Significant Development in 2023" 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 that it is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to acknowledge the Company's operating performance for the year 2023.

Voting:

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

**Agenda 2 To consider and approve the Company's financial statements for the fiscal year ended 31 December 2023**

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 8](#), 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 2023, 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 such financial statements and indifferently opined from those of the Audit Committee. Therefore, it is deemed appropriate to propose to the 2024 Annual General Meeting of the Shareholders to consider and approve the Company's financial statements for the fiscal year ended 31 December 2023, which were audited by the Company's certified auditors with unqualified opinion and reviewed by the Audit Committee. Details are appeared in the 2023 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 3 To consider and approve the appropriation of net profit as the legal reserve and the dividend payment from the Company's 2023 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 8](#), 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% 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 for 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 2023, the Company recorded the net profit after corporate income tax in the amount of THB 114,432,312, with no accumulated loss. The Board of Directors' Meeting No. 1/2024, held on 21 February 2024, resolved to approve the appropriation of net profit from the Company's 2023 operating performance as the legal reserve in the amount of THB 5,721,616, representing 5% of the net profit from the Company's 2023 operating performance. After such appropriation of net profit as the legal reserve, the Company shall have the legal reserve in the amount of THB 5,721,616, representing 0.03 % 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 2023 operating performance in the amount of THB 108,710,696, 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 to the 2024 Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company's 2023 operating performance, at the rate of THB 0.015 per share, in the total amount of not exceeding THB 53,904,600, representing 47.11 percent of the net profit according to the separate financial statements (and representing 49.59 percent of the net profit according to the separate financial statements after deduction of legal reserve) 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 7 March 2024, and the dividend payment date on 10 May 2024. However, the rights to receive the dividends remain uncertain as it requires the prior approval from the 2024 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.

Details on the tax credit claims for the dividend by the individual shareholders under the criteria of Section 47 bis of the Revenue Code are as follows: (1) the dividend of THB 0.0041 per share payable from the Company's net profits after 20 percent corporate income tax, individual shareholders are entitled to claim tax credit at the rate of 20/80 times of the dividends received; and (2) the dividend of THB 0.0109 per share payable from the Company's net profits before corporate income tax, individual shareholders are not entitled to claim any tax credit.

Details of Dividend Payment

Items	Fiscal Year Ended 31 December		
	2023	2022	2021
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)	114,432,313	(91,586,681) <sup>2</sup>	197,262,200
Retained Earnings (Deficits) from the Separated Financial Statements (THB)	114,432,313	(461,256,094)	(369,669,413) <sup>1</sup>
Legal Reserve (THB)	5,721,616	-	-
Dividend per Share (THB)	0.015	-	-
Total dividend payout (THB)	53,904,600	-	-
Dividend payout ratio according to the net profit from the Company's separate financial statements (%)	47.11	-	-

Remarks:

- 1) In the year 2021, the Company recorded accumulated loss, consequently, the Company omitted the dividend payment from the 2021 operating performance.
- 2) In the year 2022, the Company recorded loss and accumulated loss, consequently, the Company omitted the dividend payment from the 2022 operating performance.

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 to the 2024 Annual General Meeting of Shareholders to consider and approve the appropriation of net profit as the legal reserve and the dividend payment from the Company's 2023 operating performance as follows:

- (1) To approve the appropriation of net profit as the legal reserve in the amount of THB 5,721,616, equivalent to 5 percent of the net profit from the Company's 2023 operating performance.
- (2) To approve the dividend payment from the Company's 2023 operating performance at the rate of THB 0.015 per share to the Company's shareholders, totaling of not exceeding THB 53,904,600. In this regard, the Board of Directors set the record date for determining the shareholders who are entitled to receive the dividends on 7 March 2024, and the dividend payment date on 10 May 2024. However, the rights to receive the dividends remain uncertain as it requires the prior approval from the 2024 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 4 To consider and approve the election of directors to replace those who retire by rotation for the year 2024**

**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 8, 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 2024 Annual General Meeting of Shareholders:

Name	Position	The tenure of directorship until this retirement <sup>1)</sup>
1. Mr. Praisun Wongsmith	Independent Director	5 Years 4 Months
2. Mr. Jukr Boon-long	Independent Director	5 Years 4 Months
3. Chayanin Debhakam, D.B.A.	Director	8 Years 5 Months

**Remark:** 1) The term of office for each director from the first appointment, i.e., (a) Mr. Praisun Wongsmith was appointed as a director of the Company on 30 November 2018, (b) Mr. Jak Boon-Long was appointed as a director of the Company on 30 November 2018, and (c) Chayanin Debhakam, D.B.A. was appointed as a director of the Company on 10 November 2015.

In order to promote compliance with the corporate governance principles, elevating rights and equitable treatment of shareholders, the Company has invited the minor 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 2023 to 31 January 2024 by notifying shareholders through the SET's disclosure channel and on the Company's website [www.sholelresorts.com](http://www.sholelresorts.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 (by disinterested members of the Nomination and Remuneration Committee) thoroughly and carefully considered the appropriateness of each nominated person by taking into account several factors, e.g., board diversity, suitable and qualifications conforming with the Company's business strategies and directions, including skills necessary and lacking in the Board of Directors, through the board skill matrix qualifications. The Nomination and Remuneration Committee considered the qualifications of those 3 directors who are due to retire by rotation, and opined that they are equipped with appropriate knowledge and competencies, expertise and experience which are beneficial to

the Company's operation as well as being qualified and have no forbidden 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 independent directors are qualified under the Company's definition of an 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 are appeared in Enclosure 3.

Therefore, the Nomination and Remuneration Committee has nominated the 3 following directors, namely (1) Mr. Praisun Wongsmith, (2) Mr. Jukr Boon-long, (3) Chayanin Debhakam, D.B.A, to be re-elected as the Company's directors for another term, the profiles of the nominated directors to replace of those who retire by rotation are appeared in Enclosure 2.

**The Board of Directors' opinion:**

The Board of Directors (by disinterested directors) thoroughly considered the appropriateness of each person nominated by the Nomination and Remuneration Committee by taking into account several factors, e.g. forbidden qualifications under the Public Company Limited Act, morals, ethics, knowledge, competency, and experiences which are beneficial to the Company's business operation and align with the Company's strategies and directions, including consistency and performance outcomes as a member of Board of Directors and the subcommittee individually, and viewed that the 3 following directors, namely (1) Mr. Praisun Wongsmith, (2) Mr. Jukr Boon-long, (3) Chayanin Debhakam, D.B.A are duly qualified under the Articles of Association of the Company, the Public Limited Company Act, the Securities and Exchange Act and the Company's nomination criteria. In addition, they possess knowledge, capability, expertise, and experiences suitable for the Company's business. They can also devote their time and expertise for the maximum benefit of the Company, all shareholders, and stakeholders. Furthermore, they do not hold any directorship or occupy any management positions in other organizations that might lead to a conflict of interest with the Company. Thus, they are suitable to be the Company's directors. In addition, the candidate nominated as an independent director is duly qualified under the definition of an independent director of the notification of the Capital Market Supervisory Board, the Company's Articles of Association, and the announcement of the SET, and capable of independently expressing his opinions and strictly performing his duties in accordance with relevant laws, rules, requirements, and regulations.

Therefore, it is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to re-elect the following 3 directors, namely 1) Mr. Praisun Wongsmith, 2) Mr. Jukr Boon-long, 3) Chayanin Debhakam D.B.A., to resume their positions as the directors of the Company for another term, where Mr. Praisun Wongsmith and Mr. Jukr Boon-long serve as independent directors 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. The Company shall arrange the voting in this agenda at the 2024 Annual General Meeting of Shareholders for each candidate on an individual basis.

**Agenda 5 To consider and approve the determination of directors' remuneration for the year 2024**

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 8, which require that the remuneration for directors must be approved by the shareholders' meeting with a vote of not less than two-thirds (2/3) 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 comparing the Company's directors' remuneration with peer companies listed in the SET in similar market capitalization and other companies of same business nature and similar size. Therefore, it is deemed appropriate that the Board of Directors shall propose that the 2024 Annual General Meeting of Shareholders consider and approve the directors' remuneration for the year 2024 by remaining the fixed remuneration, meeting allowance, and other benefits at the same rate as the previous year and adding the directors' bonus, 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	
	2024 (Proposing Year)	2023
<b>Board of Director</b>		
<b>Fixed remuneration</b>	Per month / Person	Per month / Person
Chairman	THB 100,000	THB 100,000
Director	THB 40,000	THB 40,000
<b>Meeting Allowance</b>	Per attendance / Person	Per attendance / Person
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	None

Remark: \*The directors' bonus shall be calculated based on the dividend payment from the Company's 2023 operating performance to the Company's shareholders, subject to approval from the 2024 Annual General Meeting of Shareholders.

2) Remuneration for the Sub-committees

	Remuneration Rate	
	2024 (Proposing Year)	2023
<b>Audit Committee</b>		
<b>Fixed remuneration</b>	Per month / Person	Per month / Person
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000
<b>Meeting Allowance</b>	Per attendance / Person	Per attendance / Person
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000
<b>Executive Committee*</b>		
<b>Meeting Allowance</b>	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>		
<b>Meeting Allowance</b>	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>		
<b>Meeting Allowance</b>	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>		
<b>Meeting Allowance</b>	Per attendance / Person	Per attendance / Person
Chairman	THB 30,000	THB 30,000
Member	THB 20,000	THB 20,000

Remark: \*The member of Executive Committee who is the executive 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 to the 2024 Annual General Meeting of Shareholders to approve the directors' remuneration for the year 2024 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 6 To consider and approve the appointment of auditors and the determination of audit fee for the year 2024**

**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 8, 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, based on their performance, knowledge and experience in auditing, independence, and audit fee. Therefore, it is deemed appropriate to propose to the Board of Directors for further proposing to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the auditors from EY Office Company Limited ("EY Office") to be the Company's auditors for the year 2024 (a change in audit firm from PricewaterhouseCoopers ABAS Limited, the auditor in preceding fiscal year), since it should have a rotation of auditors for new recommendations and suggestions on financial reports. Furthermore, EY Office has extensive experience, is recognized internationally, and able to provide comprehensive audit services both domestically and internationally which could enhance efficiency, reduce redundancy in auditing as well as pass the selection criteria of the Company both technical and pricing evaluation criteria. Any of the following auditors may audit the Company's financial statements for the fiscal year ending 31 December 2024, namely:

- 1) Mr. Chatchai Kasemsrithanawat Certified Public Accountant No. 5813, or
- 2) Mr. Kittiphun Kiatsompob Certified Public Accountant No. 8050, or
- 3) Ms. Isaraporn Wisutthiyan Certified Public Accountant No. 7480, or
- 4) Ms. Krongkaew Limkittikul Certified Public Accountant No. 5874, or
- 5) 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, subsidiaries, managements, major shareholders, or related persons of the foregoing parties. Therefore, there is 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 are appeared in Enclosure 4.

Furthermore, the Audit Committee reviewed the audit fees for the year 2024 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 to further propose to the 2024 Annual General Meeting of Shareholders to consider and approve the audit fee for the year 2024, in the amount of not exceeding THB 2,170,000 (decreased by THB 160,000 from the audit fee for the year 2023 or representing 6.9 percent of the audit fee in the year 2023). However, the proposed audit fee excludes other actual payable non-audit fees and out-of-pocket expenses. In the year 2023, there was no additional fee (non-audit fee) for the Company.

**Comparison of Audit Fee of the Company**

Audit Fee	2024 (Proposing Year)	2023
Audit Fee (excluding the audit fee of subsidiaries and associate companies)	THB 2,170,000	THB 2,330,000
Non-Audit Fee	Actual Basis	None

In the year 2024, 6 subsidiaries of the Company (excluding overseas subsidiaries) have appointed auditors from EY Office to be the auditors of the said subsidiaries. The auditors appointed are the same as those for the Company, with the audit fee in the approximate amount of THB 2,000,000, excluding the non-audit fee which will be paid to EY Office upon actual basis.

**The Board of Directors' opinion:**

The Board of Directors considered and agreed with the recommendation of the Audit Committee. Therefore, it is deemed appropriate to propose to the 2024 Annual General Meetings of Shareholders to consider and approve the appointment of the auditors from EY Office namely, 1) Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813, 2) Mr. Kittiphun Kiatsompob, Certified Public Accountant No. 8050, or 3) Ms. Isaraporn Wisutthiyan, Certified Public Accountant No. 7480, or 4) Ms. Krongkaew Limkittikul Certified Public Accountant No. 5874, or 5) Ms. Watoo Kayankannavee, Certified Public Accountant No. 5423 as the auditor of the Company's for the year 2024, and the determination of audit fee in the amount of 2,170,000, excluding non-audit fee which will be paid upon actual occurrence. Furthermore, it is deemed appropriate to propose to the 2024 Annual General Meetings of Shareholders to acknowledge that the EY Office, which is the same audit firm of the Company, has been appointed to be the auditors of the 6 subsidiaries (excluding overseas subsidiaries), with the audit fee in the approximate amount of THB 2,000,000, excluding non-audit fee which will be paid to EY Office upon actual basis. The Board of Directors is responsible for ensuring that the financial statements are completed within the schedules.

**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 7 To consider other business (if any)**

The Company set the record date to determine the shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders on 7 March 2024. The Company cordially invites all shareholders to attend the 2024 Annual General Meetings of Shareholders on Thursday, 25 April 2024 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 2024 Annual General Meeting by using the registration, vote casting and vote counting electronic systems whereby a representative(s) from the Company's auditor is invited to attend the 2024 Annual General Meeting of Shareholders according to the Company's Articles of Association, and a representative(s) from the Company's legal advisor to monitor the voting and meeting procedures for its 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 appeared in Enclosure 5 and details of guidelines for appointment of proxy, documents required for attending the shareholders' meeting by electronic means, vote casting and vote counting as appeared in Enclosure 6.

The E-Request for Username, Password and URL Link for attending the 2024 Annual General Meetings of Shareholders by electronic means will be available for the shareholders to access on 12 April 2024 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 2024 Annual General Meetings of Shareholders which can only be made on the meeting date (25 April 2024) from 12.00 p.m. onwards.

Any shareholders who wish to inquire or encounter any issue in relation to the registration or the attending to the meeting may contact telephone number 02-931-9131 or by "Line" Application: @inventechconnect from 12 – 25 April 2024, 8:30 A.M. – 5:30 P.M. (for business day only, excluding national and public holidays).

Available on 12 April 2024 until the adjournment of the 2024 Annual General Meetings of Shareholders, the shareholders or proxies can submit the form for obtaining Username, Password, and Link for attending the 2024 AGM through E-Request at <https://app.inventech.co.th/SHR170284R/#/homepage> or this QR Code.



In addition, the shareholders may consider appointing the Company's independent director as detailed in Enclosure 7 to attend the meeting and casting vote on his/her behalf. The Company shall prepare stamp duty to be affixed to the proxy form to facilitate shareholders in appointing proxies in any form.

For the submission of any inquiry regarding the agenda matters, please send to the Company Secretary Department in advance to be received by Wednesday, 24 April 2024 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 such quires at the meeting in which directly related to the agenda item of the meeting only. For other quires and recommendations, the Company will disclose the summary of clarifications in the note to the minutes of the 2024 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 through the various channels as follows.

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