

Meeting Agenda Proposal
For the 2021 Annual General Meeting of Shareholders
S Hotels and Resorts Public Company Limited



S Hotels and Resorts Public Company Limited (the "Company") is committed to the Good Corporate Governance practices in regard of promoting the rights of shareholders and equitable treatment of shareholders. The Company would like to invite our shareholders to propose meeting agenda for the 2021 Annual General Meeting of Shareholders ("AGM") in advance with the criteria as described below.

Criteria

1. Qualifications of Shareholders

- 1.1 In order to propose meeting agenda, eligible shareholders must possess one of the following qualifications:
- 1.1.1 One shareholder or a group of shareholders holding the Company's shares not less than 5 percent of total voting rights of the Company or approximately 179,682,000 shares *or*
 - 1.1.2 One shareholder or a group of shareholders holding the Company's shares not less than 1 percent of total voting rights of the Company or approximately 35,936,400 shares and must have continuously held the Company's shares for not less than 12 months until the date of their proposal of agenda.
- 1.2 The above shareholder(s) must provide following evidence to assure the aforesaid qualifications.
- 1.2.1 **Shareholding evidence:** a confirmation letter issued by brokers or the Thailand Securities Depository Co., Ltd., or other forms of evidence issued by the Stock Exchange of Thailand or custodians.
 - 1.2.2 **Identity document:**
 - Ordinary Person: a certified copy of identification card or passport (in case of foreigner). If there is any change of name or surname, a certified copy of evidence of such change must be provided.
 - Juristic Person: a copy of the juristic person registration certified by authorized person(s) with company seal affixed, and with a certified copy of identification card or passport (in case of foreigner) of the authorized person(s) attached.

2. Process of Agenda Proposal

- 2.1 Qualified shareholder(s) according to criteria 1.1.1 or 1.1.2 must fill in the "Meeting Agenda Proposal Form", attached with complete and accurate supporting documents/evidence, and send to the Company from 1 October 2020 to 31 January 2021 at the following address:

To: Chairman or Chief Executive Officer or Company Secretary
S Hotels and Resorts Public Company Limited
123 Suntowers Building B, 10th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok,
Thailand 10900

- 2.2 In case a group of shareholders would like to propose meeting agenda, a representative of the group must completely fill in the “Meeting Agenda Proposal Form” and sign, with shareholding evidence according to criteria 1.2 attached. Other shareholders must fill in only item (1) of the “Meeting Agenda Proposal Form” and sign, attached with shareholding evidence of all group members gathered in one set.

3. Content of the Proposed Agenda

- 3.1 The Company reserves its right to decline inclusive of following matters in the AGM Agenda.
- 3.1.1 Matters of normal business operation and allegation made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation;
 - 3.1.2 Matters that are beyond authority of the Company to conduct in order to meet the expected results;
 - 3.1.3 Matters with no benefits to the Company;
 - 3.1.4 Matters that were previously proposed to Shareholder Meetings during the past 12 months and were supported by less than ten percent of total voting rights of the Company. It is exceptional if the facts in the latter proposals have changed significantly from the previous ones;
 - 3.1.5 Matters that are against laws and regulations of government office, authority organizations or relevant parties; and/or matters that are not corresponding to the Company's objectives, articles of association, and statements of business conduct;
 - 3.1.6 Matters which have been completed;
 - 3.1.7 Other matters corresponding to notifications of the Capital Market Supervisory Board.
- 3.2 Please identify objective and detail of the proposed agenda, with strong supporting information deemed useful for the consideration such as facts, justification, issues for consideration, or expected benefits.

4. Consideration Process

- 4.1 The Company Secretary will screen the matters before tabling them for the Board of Directors (the “Board”) to consider. The Board will consider the necessity and suitability of the proposed matters and decide whether they should be added to the shareholders' meeting agenda. The Board's resolutions are final.
- 4.2 The Company reserves its right to decline inclusive of following matters in the AGM Agenda.
- 4.2.1 Matters proposed by shareholders who are not qualified according to criteria 1, and/or do not follow the process of agenda proposal as described in criteria 2.
 - 4.2.2 Matters which do not correspond to criteria 3.
- 4.3 Matters which have been endorsed by the Board according to criteria 4.1 will be included in the AGM agenda with the Board's opinions in the invitation to the 2021 Annual General Meeting of Shareholders. The matters that fail the screening will be announced in the AGM or through other communication channels as appropriate.