

Laguna Resorts & Hotels Public Company Limited
Minutes of the 2014 Annual General Meeting

Date and time : Tuesday, April 22, 2014 at 14:30 hours

Venue : Banyan Ballroom, 10th floor, Banyan Tree Bangkok hotel, Thai Wah Tower II
No. 21/100 South Sathorn Road, Tungmahamek Sub-district, Sathorn District,
Bangkok 10120, Thailand.

Mr. Ho Kwon Ping, Chairman of the Board, presided as the Chairman of the 2014 Annual General Meeting (the “**Meeting**”). Mr. Ho Kwon Ping is also the Chief Executive Officer of the Company.

The Chairman announced that there were 142 shareholders and proxy holders present at the Meeting, holding 104,865,288 shares, equivalent to 62.91 percent of the total paid-up capital of 166,682,701 shares, thus constituting a quorum according to the Company’s Articles of Association. The Chairman then declared the Meeting duly convened.

The Chairman informed the Meeting on the Company’s score in relation to the 2013 AGM assessment conducted by the Thai Investors Association. The Company received a score of 96.00 points out of 100 points for the 2013 AGM assessment. The Company will continue to strive to improve its good corporate governance practices.

For the convenience of all shareholders, the Chairman then invited Mr. Surapon Supratya, Deputy Chairman of the Board, to introduce the directors, the auditor and the legal advisor of the Company who were present at the Meeting and to take the Meeting through each of the agenda items 1 to 7 and any additional agenda items, in Thai.

Mr. Surapon introduced the directors, the auditor and the legal advisor of the Company as follows:

Directors

1. Mr. Vudhiphol Suriyabhivadh Independent Director,
Audit and Risk Committee Chairman and
Nomination and Remuneration Committee Member

2. Dr. Jingjai Hanchanlash Independent Director,
Nomination and Remuneration Committee Chairman and
Audit and Risk Committee Member

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| 3. | Mr. Udom Vichayabhai | Independent Director,
Audit and Risk Committee Member and
Nomination and Remuneration Committee Member |
| 4. | Mr. Ho KwonCjan | Director |
| 5. | Mr. Ariel P. Vera | Director |
| 6. | Mr. Eddy See Hock Lye | Director |
| 7. | Mr. Ho Ren Hua | Director |
| 8. | Mr. Shankar Chandran | Director and Managing Director |
| 9. | Mr. Stuart David Reading | Director |

Auditor

Ms. Rosaporn Dechakorn, who represented Mr. Sophon Permsirivallop, from Ernst & Young Office Limited (currently renamed to read “EY Office Limited”), the Company’s auditor.

Legal Advisor

Mr. Sarayut Jitprasertngam and his team from Allen & Overy (Thailand) Company Limited as the legal advisor and inspector for registration and vote counting procedures.

Mr. Surapon added that in the interest of good corporate governance in regards to transparency, the Company welcomed minority shareholders to witness the vote counting of each agenda item. However, no shareholder volunteered to observe the vote counting.

Before commencing the agenda proper, Mr. Surapon invited the Company Secretary to advise all shareholders of the voting procedure for the Meeting.

Ms. Nanchalee Kecharananta, Company Secretary, advised all shareholders of the voting procedure for the Meeting as follows:

1. With regard to voting at the shareholders’ meeting, section 102 and section 33 of Public Company Act B.E. 2535 stipulates that shareholders shall have votes equal to the number of shares held by each of them, which means one share is entitled to one vote.

2. Shareholders and proxy holders who have been authorized to vote during the Meeting, are to use the voting slip for the relevant agenda item handed out at the time of registration to vote on the agenda item. Shareholders and proxy holders are requested to complete the voting slip by ticking one of the voting boxes (i.e. "approve", "disapprove", or "abstain"), and for custodians only - to state the number of votes under each of the selected choices. Shareholders and proxy holders are to then sign on the lower part of the voting slip and immediately return the same to the Company's officer.
3. Proxy holders with the votes cast by their shareholders as specified in the proxy forms submitted to the Company prior to the commencement of the Meeting do not have to vote during the Meeting. Such votes have already been collected and counted by the Company as indicated in the proxy forms received during registration.
4. In addition, all shareholders and proxy holders (except in the case of foreign investors appointing a custodian in Thailand to keep and safeguard their shares) cannot split the number of votes. All votes must be cast as "approve", "disapprove", or "abstain" in each agenda item. Votes will not be counted if the voting slip is incomplete or void (e.g. no signature on the voting slip).
5. The custodians appointed by foreign investors may cast all the votes or split the number of votes as "approve", "disapprove", or "abstain" in each agenda item. Votes will not be counted if the voting slip is incomplete or void (e.g. no signature on the voting slip, and/or the number of votes cast exceed the voting right).

In counting the votes, the Company will count the votes based on the voting slips returned to the Company's officers. If any shareholder does not return the voting slip, it will be deemed that such shareholder does not wish to consider and vote on that agenda item and the votes of such shareholder will not be counted as part of that resolution.

Mr. Surapon then proceeded with the Meeting by proposing to the Meeting each of the agenda items as detailed below:

1. **To consider and certify the minutes of the 2013 Annual General Meeting**

Mr. Surapon requested the Meeting to review the minutes of the 2013 Annual General Meeting, a copy of which was sent to all shareholders together with the notice calling for the Meeting. He also informed the Meeting that the Board had recommended that the minutes of the 2013 Annual General Meeting be certified by the shareholders.

Mr. Surapon opened the floor for shareholders to raise questions.

As there were no questions, the Meeting then considered this agenda item and resolved as follows:

Resolution: The Meeting certified the minutes of the 2013 Annual General Meeting by a unanimous vote of the shareholders and proxy holders who were present at the Meeting and cast their votes, with details as shown in the following vote counting summary:

Voting Results	Number of Votes*	
• Approved	102,420,451	100.00%
• Disapproved	0	0.00%
Total no. of votes cast by shareholders	102,420,451	100.00%

• Abstained	3,054,400
Total no. of votes of the shareholders who are eligible to vote	105,474,851

Note: * The Company's Articles of Association states that a resolution of the shareholders' meeting in an ordinary matter requires a majority of the votes of the shareholders who are present and cast their votes.

2. To consider and acknowledge the Company's 2013 business operations report

Mr. Surapon invited Mr. Shankar Chandran, Director and Managing Director, to report the business operations of the Company for the year 2013 to the Meeting.

Mr. Shankar Chandran reported to the Meeting as follows:

2013 was a good year for the Company's hotel operations. Angsana Laguna Phuket hotel, in its 2nd year of re-opening, posted increased occupancies from 56 percent last year to 73 percent in 2013, Banyan Tree Bangkok hotel continued to post good occupancies and room rates, while Banyan Tree Phuket hotel was stable.

Property Sales division continues to grow. The year 2013 saw further establishment of Laguna Shores, project launched in the end of 2012, and Laguna Park in 2013. The Company sold a total of 168 units amounting Baht 1,544 million in 2013 but could recognize only 19 units in comparison to the year 2012 whereby 26 units were recognized. This was due to the accounting revenue recognition policy. The

Company has built up a strong pipeline of revenue, amounting to Baht 2 billion, which will be recognized over the next several years.

The Company continued its commitment to Corporate Social Responsibility (CSR) in a variety of ways such as fair employment, providing jobs in the local community & environmental conservation. It has now registered for Earth Check, is about to start on a mobile learning initiative for children, while Laguna Phuket Kindergarten continued to give free education to the children of the Company's employees as well as those of the community.

In terms of the 2014 outlook, the Company remains vigilant to any impact on the Company's business and will be prudent on managing the cash flow. The Company's restructure last year has helped to streamline its costs. Given the property sales pipeline, the Company remains confident that it will continue to cope with any downturns that may arise.

Details of business operations can be found in the Company's annual report for the year 2013 which was sent to all shareholders together with the notice calling for the Meeting.

Mr. Surapon opened the floor for shareholders to raise questions.

The following are the queries from shareholders and Management's replies:

Mr. Rithichai Yibcharoenporn, shareholder

- What is the value of the two ongoing property development projects, Laguna Shores & Laguna Park?

Response: Mr. Shankar Chandran clarified that the total value of these 2 projects was Baht 4.5 billion. Mr. Stuart Reading, Director, added that Laguna Shores total sales value was approximately Baht 2.3 billion comprising of 334 units of apartments, while Laguna Park consisted of 251 units of Townhomes and Detached Houses with the total sales value of approximately another Baht 2.2 billion.

- A part from Laguna Shores & Laguna Park, are there any new projects planned in order to increase the Company's income next year?

Response: Mr. Stuart Reading clarified that as of now the Company has sold property worth Baht 2.5 billion out of the total Baht 4.5 billion, which would be recognized over the next few years.

Another Baht 1.1 billion worth of completed inventory would be recognized as it is sold. Strategies are being implemented to sell these units over the next few years. Mr. Shankar Chandran added that the company has yet an additional 1,100 Rai land which can be developed.

Mr. Nopchai Tangtritham, shareholder

- Given that the Company's net profit was Baht 112 million in 2013, would it be correct to say that the Company's operations would have suffered a loss if there is no reversal of Baht 245 million on the provision of Baht 334 million previously set up for the impairment of Thai Wah Starch Public Company Limited (**TWS**) shares?

Response: Mr. Shankar Chandran explained that 2013 consisted of several exceptional items such as Laguna Shores marketing commission (Baht 40 million), severance pay arising from the restructuring (Baht 30 million), and other items such as withholding tax (Baht 10 million). Thus, exceptional items amounted to about Baht 80-90 million. However, the annualized savings from the restructuring exercise is approximately Baht 82 million which would benefit the Company going forward.

Mr. Narong Pannorad, shareholder

- Queried regarding the explanation on the reversal of revaluation surplus on assets of Baht 1,160 million shown in the Statement of Comprehensive Income.

Response: Mr. Kuan Chiet, Senior Assistant Vice President – Finance & Administration, explained that in the Company's Statement of Financial Position, the item "Property, Plant and Equipment" saw a decrease of Baht 1.5 billion due to the reduction in land value arising from the revaluation exercise performed in 2013. It should be noted that it is the Company's policy to carry out a revaluation every 3 years. In the previous valuation the appraiser valued all the undeveloped land (gardens and lagoons) adjacent to each of the hotels as part of the respective hotel and this resulted in a higher land valuation. However, after the sale of Dusit Thani Laguna Phuket Hotel and Laguna Beach Resort, the same undeveloped land adjacent to each of the hotels were valued separately from the hotels and are not considered a part of the hotel for valuation purposes, thus resulting in the reduced land valuation. Mr. Kuan Chiet also emphasized that this reduction in valuation did not impact the Company's profit & loss in anyway.

Mr. Suvit Laohapholwattana, shareholder

- How many phases do Laguna Shores and Laguna Park have?

Response: Mr. Shankar Chandran explained that Laguna Shores consists of 2 phases. The construction of Phase 1 has just commenced and is expected to complete in the 4th quarter of 2015. Mr. Stuart Reading further explained that Phase 1 of Laguna Park is being developed on 53 rai of land which the Company already owns and the project consists of 251 housing units. The Company has an option until July 2018 to purchase an additional 183 rai of land. Since the acquisition price of the land was around Baht 7 million per rai, Mr. Suvit suggested that the Company exercise the option to acquire the rest of the land.

- Whether the Company would have income recognition from property sales this year amounting to Baht 1.1 billion?

Response: Mr. Stuart Reading explained that there was Baht 1.1 billion worth of completed property and it will be recognized upon sale and receiving a minimum of 50 percent down payment.

- What are the Company's gross profit and net profit percentage of the property sales compared to the hotel business?

Response: Mr. Shankar Chandran clarified that the gross profits of the hotel business range from approximately 35 to 50 percent depending on several factors such as sales volume, average room rate, branding and etc. Mr. Stuart Reading further elaborated on the property sales, adding that Property sales gross margin range between 30 to 45 percent varying on the type of product, for instance Laguna Shores and Laguna Park have a margin of 30 to 40 percent, branded products such as the Banyan Tree Residences have higher gross margins of about 40 to 50 percent. While the gross profit is the revenue less direct construction and land costs, the net profit is after deducting operating expenses, such as sales and marketing cost (7 to 10 percent), staff costs (approximately 5 percent) and corporate income tax.

- Referring to the Financial Ratios, why were the Return on Total Revenue and the Return on Total Equity ratios in 2013 so low at 2.57 percent and 0.94 percent respectively?

Response: Mr. Kuan Chiet explained that this was largely due to the low net profit margin of the hotel operations of about 2 percent which was in turn attributed to the huge depreciation and interest expenses which the hotel operations have to carry.

- Construction progress and the revenue from the Company's investment in the Banyan Tree Indochina Hospitality Fund which has developed an integrated resort in Hue, Vietnam

Response: Mr. Shankar Chandran clarified that the first phase of the project consisting of an Angsana Hotel, Banyan Tree Hotel, Nick Faldo Golf Course and Hill Villas for property sales was completed last year and the grand opening took place in April 2013. The project is now into its first 10 months of operations and the occupancy rates are showing signs of improvement. The management is hopeful the hotel occupancies will continue to improve and the property sales will start to do well.

- What are the investment proportion and the amount the Company has invested in the Vietnam project? Additionally, how many years would it take for the Company to get returns?

Response: The Chairman explained that LRH Group together with Banyan Tree Holdings Group and other third party investors have invested in a Fund called the Banyan Tree Indochina Hospitality Fund with a total investment of US\$ 283 million in cash. Currently US\$ 200 million have been invested in Laguna Lang Co Project located in the Hue Province near Da Nang City, Vietnam. This Fund has a life of 6 years which will mature in the year 2016 but there is an option to extend the fund life by another 2 years. There are several options for exit after 6 years which include alternatives such as (i) the sale of some hotels or the whole project to investors, (ii) Initial Public Offering in Hong Kong or in Vietnam, or (iii) restructure with other assets. Mr. Shankar Chandran added that the Company has invested Baht 418 million amounting to a 5 percent stake and the Company has yet to make a decision on the exit from the project.

- What is the benefit that the Company received from investing in Banyan Tree Indochina Hospitality Fund?

Response: The Chairman explained that as of now it was still too early to predict when and what the results from this investment would be as the hotel operations have just commenced for less than a year. In general the hotels' present performance is lower than what was expected but an overall return estimate can only be made at the point of exit from the Fund.

- What was the criterion against which the Company decided to consider investing in the Vietnam Project? When the investment was made, what was the initial projected return from the investment?

Response: The Chairman clarified that a 10 percent of IRR (Internal Rate of Return) is the minimum expectation. If the IRR is to be below that there is no incentive or profit for the fund manager, for anything above this percentage the fund manager would receive 20 percent.

Therefore, the Company directors are aiming between 10 to 20 percent of IRR. However, at present, the value of the project is below the expectation of the Company as the project has just begun. Conversely, the Company does not guarantee any investment returns for the investors.

- Asked for explanation on the Company's oversea investment through Tropical Resorts Limited (TRL) and Bibace Investment Ltd (BI)

Response: Mr. Kuan Chiet explained that the Company holds a 19.8 percent share in BI while BI's investment is a 36 percent share in Banyan Tree Holdings Limited (BTH), the parent company of LRH. The Company also has a 26 percent stake in TRL which in turn has a share of ownership in the Laguna Bintan development consisting of Banyan Tree Bintan, Angsana Bintan and a golf course.

- Does the Company receive the dividend from BTH through BI Investment?

Response: Mr. Kuan Chiet clarified that the Company has not received dividends from BI and because the Company is only a minority shareholder it is not in a position to force a dividend payment. Mr. Ariel Vera, Director, provided further background on BI citing that it was set up to hold BTH shares, in order to list BTH in the stock market. BI is now looking into investing in real estate projects overseas, such as New York, to develop apartments for sale. BI does not have much cash as its only source of income is dividend payments from BTH.

- What is the budget for full renovation of the 18-hole golf course, the completion date and the impact?

Response: Mr. Shankar Chandran clarified that a total of US\$ 3 million has been budgeted for the renovation including new buggy pathways for golf carts and is expected to complete in January 2015. The renovation was planned in advance and the hotel marketing team advised hotel guests of the golf course renovation before they arrived at the resort. The renovation will enhance revenue and attract more golf players and the payback is estimated at 4 to 5 years.

- Referring to the Note 17.4 to Consolidated Financial Statements, what does it mean by the Company "stopped recognizing its share of TRL losses"? Why and when?

Response: Mr. Kuan Chiet explained that this was the same case as TWS, whereby the Company, setup a 100 percent allowance for impairment of investment in TRL. The value of the investment is zero in the Statement of Financial Position. Mr. Ariel Vera further explained that, this was due to the limited liability concept whereby the shareholder is liable only to the amount that they invest, once

the Company's loss exceed the shareholders invested amount, the shareholder is no longer subject to carry the loss of the associate.

- Other than Laguna Bintan does TRL have investment in other subsidiaries? Are there any plans for the restructuring of TRL's debts?

Response: Mr. Eddy See explained that the investment of TRL is primarily in Laguna Bintan and it has no other operations. The Chairman added that TRL is just one of the shareholders in Laguna Bintan and other shareholders include the LG Group (Korea), JAIC (Japan) etc. As a result of the financial crisis in 1997 which resulted in the devaluation of the Indonesian Rupiah, TRL could not repay its USD denominated loans and had tried to restructure but was unsuccessful. Although some assets have been sold, TRL is still unable to service its debt and may never be able to do so completely. The only way to restructure debt is to sell off assets and with Indonesia now coming back into the world market, there may be opportunities in the near future to get better valuation of the assets.

- What is the allowance for impairment of investment in TWS, now after it resumed trading on 31 October 2013? Does the price of TWS share now affect this allowance?

Response: Mr. Kuan Chiet explained that the Company setup an allowance for impairment of TWS at a total amount of Baht 334 million. As the share price of TWS was Baht 19 per share at the end of December 2013, Baht 245 million (representing the market value at Baht 19 per share of the TWS shares owned by the Company) of the provision for impairment was reversed. Should the share price of TWS increase in the future, the Company can further reverse up to a maximum of Baht 89 million of the impairment provision or Baht 334 million in total.

- What is the total value of TWS shares that the Company currently holds?

Response: Mr. Kuan Chiet clarified that the value is approximately Baht 400 million based on the current market price and he also added that if and when the Company decides to sell these shares, the amount received above the cost of the investment can be recognized as profit.

- Referring to the section of Explanation and Analysis by Management; "share of loss from investment in associate increased by Baht 16 million mainly due to the higher loss of Lijiang Banyan Tree Hotel Co., Ltd." (**LBTH**) compared to the transaction between the Group and Related Parties in Year 2013 whereby "LBTH paid dividend amounting to Baht 85 million to Laguna Banyan Tree Limited" (**LBTL**). Kindly explain this inconsistency.

Response: Mr. Kuan Chiet clarified that the Company's share of LBTH's loss amounted to Baht 21 million in 2013. Despite the loss, LBTH paid out a dividend of Baht 85 million to LBTL in 2013. However, this dividend payment was paid from the property sales income in the previous year and not from the Company's operating profit in 2013. Mr. Eddy See, Director, added that LBTH has 2 parts of their business, the hotel operation and the property sales. The dividend received from LBTH amounts to 24 percent of the investment made by the LBTL in LBTH and the dividend was due to the good property sales. LBTH is now going into its second phase of property sales, thus the Company is hopeful that better returns will be seen in the future.

- The sales commission of Laguna Shores project, amounting to Baht 34 million. What is the rate of sales commission which is given to a salesperson?

Response: Mr. Stuart Reading clarified that the company pays approximately 1 percent as sales commission to their own salesperson, while the external agents are given 5 to 8 percent as commission.

- How are the rental space and rental rate of Thai Wah Tower and Canal village? Are there any plans to improve the area in order to increase revenue? The annual report reflected a 4 percent decrease in the rental revenue in the year 2013.

Response: Mr. Kuan Chiet clarified that Thai Wah Tower has a net rentable area of approximately 13,000 square meters and the average monthly rental rate is approximately Baht 550 per square meter. On the other hand, Canal Village has a rental space of about 3,000 square meters at the average monthly rental rate of Baht 1,000 per square meter. Thai Wah Tower lobby was renovated in 2013 and in 2014 the plan is to renovate the drive way and other common areas. As for Canal Village, management is looking at redeveloping the entire site but has yet reached a conclusion.

- Other income decreased by Baht 58 million, which is largely from a decrease of gain on change in fair value of investment properties. How to calculate the fair value of investment properties?

Response: Ms. Areewan Siriwichupong explained that the revaluation of investment property is done every year by an independent appraiser. In 2012 "other income" increased by Baht 80 million as a result of the revaluation while in 2013 the revaluation increased by only Baht 20 million, therefore the increase of "other income" in 2013 was lower by about Baht 60 million as compared to that of 2012.

Mr. Sompop Chunhachotianant, proxy holder

- Does the Company have any plan to improve performance of Laguna Bintan, as in the year 2013 TRL had a loss of Baht 305 million which was higher than that of 2012.

Response: Mr. Eddy See explained that the investment in TRL, where the liability now exceeds the asset, has been written off and as TRL is an associate company, any loss in the future will not affect the Company. In relation to Laguna Bintan continually having losses, the reason was that it has a huge debt burden due to Asian financial crisis which took place 15 year ago and although the operations are making a profit, the net profit would still be loss as a result of the high interest cost. Thus, from the Company's perspective all of the investment was written off to zero a long time ago.

- Does the Company have any plans to secure more loans in order to reduce the high interest cost of Laguna Bintan?

Response: Mr. Eddy See explained that reducing the interest costs would be difficult. This was because the financial institutions who lend the Company money to invest in the project need to be paid first in order to replace the debt, and the ability to do so in the near future does not look possible. This issue is ongoing for 15 years when Indonesia was adversely impacted by the financial crisis and its native Rupiah currency collapsed, which gravely affected the exchange rate in 1997. Consequently, it has resulted in a grave impact on the Laguna Bintan operations.

The following are additional queries from shareholder and management's replies:

- How is the occupancy rate in the 2014 first quarter as compared to the first quarter of 2013?

Response: Mr. Shankar Chandran clarified that the occupancy rate for the first quarter of the year 2014 was approximately 10 percent lower than last year. This was mostly due to the drop of Banyan Tree Bangkok's occupancy to 57 percent in the first quarter of 2014. The occupancy rates of the hotels in Phuket are holding up due to the high season and the continued direct flights to Phuket. Therefore, the political instability in Bangkok has not seemed to impact the Phuket results greatly.

- What is the revenue ratio between the hotel business and the property sales, for the year 2013?

Response: Mr. Stuart Reading explained that the revenue from the property sales cannot be recognized until the units are completed. In terms of a percentage to total revenue, the Company's

property sales revenue recognized was about 10 percent of total revenue of the year 2013, compared to year 2006-2008 when the revenue recognized was 30 percent. However, in terms of sale value Baht 1,000 million or 93 units were sold in the first quarter of the year 2014.

As there were no further questions, the Meeting then acknowledged the Company's 2013 business operations report.

3. To consider and approve the Company's audited financial statements for the year ended December 31, 2013 with the auditor's report thereon

Mr. Surapon provided the Meeting with an overview of the financial performance as reflected in the Company's audited financial statements as at December 31, 2013, which the auditor had expressed a clean opinion upon, including an overview of the Group's revenue and profit analysis.

Mr. Surapon further informed the Meeting that the Company's audited financial statements for the year ended December 31, 2013 had been reviewed by the Audit and Risk Committee, the Board of Directors, and audited by a certified public accountant. Mr. Surapon referred the Meeting to the "Financial Statements" section of the Annual Report which had been sent to all shareholders, together with the notice calling for the Meeting, and advised that the Board had recommended that this agenda item be proposed for shareholders' approval at this Meeting.

Mr. Surapon opened the floor for shareholders to raise questions.

The following are queries from shareholders and Management's replies.

Mr. Sompop Chunchachoti-anant, proxy holder

- What is the status of the legal dispute, Allamanda case?

Response: Mr. Shankar Chandran clarified that the Court has now postponed the hearing to May 30, 2014.

Mr. Suvit Laohapolwatana, shareholder

- How are the management fee expenses shown in the section of Transactions between the Group and Related Parties amounting to more than Baht 10 millions calculated in each of the following 3 categories as follow:

1. The use of “Banyan Tree” or “Angsana” trademark and all proprietary rights.
2. Expertise in managing hotels.
3. Centralised marketing to promote “Banyan Tree” or “Angsana” brands. Additionally, what does BTH do on marketing?

Response: Mr. Shankar Chandran clarified that the charges were 3 percent for management fee and 10 percent as incentive fee for managing operations. This expense would assist the Company by creating brand awareness and providing sale offices around the world as well as expert management. The Chairman added that this was a third party management agreement.

The Chairman further added that the centralized marketing fee is a part of the Management Agreement. It is a standard fee all hotel owners have to pay to management companies to offset the cost of doing centralized marketing for the hotels. BTH charges the same rate of 1-3 percent of total revenue to all hotel owners. Centralized marketing fee is used to pay for the overheads of the group marketing and it is transparent for any owner to review. Currently, BTH is managing about 40 hotels. Mr. Eddy See provided further insight that the centralized marketing fee is based on cost recovery basis and BTH does not profit from this. Furthermore, the fee is fairly charged to all the hotels.

- If the royalty fee at 3 percent of total revenue and the management fee at 10 percent of the gross operating profit are the same as the centralized marketing fee? If not, what is the rate of the centralized marketing fee?

Response: Mr. Kuan Chiet clarified that the management fee of Angsana Phuket is 3 percent of revenue plus 10 percent of gross operating profit, the same rate as BTH charges for Banyan Tree Bangkok and other hotels. The management fee of Banyan Tree Phuket hotel is lower at 2 percent of revenue plus 7.5 percent of gross operating profit because the agreement was made almost 20 years ago and it was Banyan Tree’s first hotel management agreement.

- Thus, centralized marketing fee is not included in the agreement, is it?

Response: Mr. Kuan Chiet explained that this is based on the cost recovery basis and may change from year-to-year based on the number of hotels managed by BTH. Mr. Eddy see elaborated that the disclosure in the Annual report are all the actual formal contracts but in terms of the actual marketing fee it depends on the circumstances for that year but on an average the fee varies between 1 percent and 3 percent. It is done on the cost recovery basis and BTH as a manager

does not profit from this fee. The main earning of BTH is the management fee 3 percent plus incentive 10 percent. The centralized marketing fee is purely an expense item like a reimbursement. Mr. Ariel Vera further added that the centralized marketing fee is also included in the management agreement. In the agreement, it is called "Group Services Fee." It is actually a reimbursement for the marketing expenses that BTH spent for hotels.

- What is the status of the land in Chiangmai and Chiangrai, what are their latest land valuation, and when were the valuations done?

Response: The Chairman explained that from his recent visit to Chiangrai and Chiangmai, he concluded that as of now it was not the right time to either develop or sell the land as it would not be profitable for the Company. However, the Company shall revisit the site every 2 years to see the possibility for land development. Mr Kuan Chiet further elaborated that the land in Chiangmai amounts to 465 rai and has a land value of Baht 68 million whereas the land in Chiangrai is a total of 900 rai with the land value of Baht 77 million. Ms. Areewan Sriwichupong provided that the valuation was last done in the year 2013.

Mr. Rakkiat Thairporn, proxy holder

- Whether the value of land in Chiangmai and Chiangrai, at Baht 68 million baht and Baht 77 million respectively, was the official land price or market price.

Response: Ms. Areewan Sriwichupong clarified that it was the market price.

As there were no more questions, the Meeting considered this agenda item and resolved as follows:

Resolution: The Meeting approved the Company's audited financial statements for the year ended December 31, 2013 with the auditor's report thereon by a unanimous vote of the shareholders and proxy holders who were present at the Meeting and cast their votes, with details as shown in the following vote counting summary:

Voting Results	Number of Votes*	
• Approved	105,371,303	100.00%
• Disapproved	0	0.00%
Total no. of votes cast by shareholders	105,371,303	100.00%

• Abstained	3,300
Total no. of votes of the shareholders who are eligible to vote	105,374,603

Note: * The Company's Articles of Association states that a resolution of the shareholders' meeting in an ordinary matter requires a majority of the votes of the shareholders who are present and cast their votes.

4. To consider and approve the payment of dividend

Mr. Surapon reported to the Meeting that the Company had reported a consolidated net profit of Baht 111.79 million for 2013. Taking into account the consolidated net profit, the Company's expansion plans, and debt repayment obligations, the Board of Directors had agreed to propose to this Meeting to appropriate the retained earnings for the year ended December 31, 2013 as follows:

- a) Dividend payment to shareholders in the amount of Baht 0.34 per share for 166,682,701 shares, totalling Baht 56,672,118.34.
- b) Un-appropriated retained earnings to be carried forward.

No appropriation of the net profit to legal reserve is required since the legal reserve has already reached 10 percent of the registered capital as stipulated by laws.

Mr. Surapon informed the Meeting that the Company will pay dividend to the shareholders whose names appeared in the Company's share register book as at May 6, 2014 which would be the date for determination of shareholders who are entitled to the dividend payment (Record Date) fixed by the Board of Directors. The closing date of the Company's share register book for collecting shareholders' names under Section 225 of the Securities and Exchange Act would be fixed on May 7, 2014. Dividend payment would be made on May 21, 2014.

The proposed dividend is consistent with the Company's dividend payment policy. The proposed amount to be paid in respect of the year ended December 31, 2013 represents approximately 51 percent of consolidated net profit.

Mr. Surapon opened the floor for shareholders to raise questions.

As there were no questions, the Meeting considered this agenda item and resolved as follows:

Resolution: The Meeting approved, by a unanimous vote of the shareholders and proxy holders who were present at the Meeting and cast their votes, the appropriation of retained earnings for the year ended December 31, 2013 and dividend payment in the amount of Baht 0.34 per share as details proposed by the Board, with details as shown in the following vote counting summary:

Voting Results	Number of Votes*	
• Approved	105,355,803	100.00%
• Disapproved	0	0.00%
Total no. of votes cast by shareholders	105,355,803	100.00%

• Abstained	20,000
Total no. of votes of the shareholders who are eligible to vote	105,375,803

Note: * The Company's Articles of Association state that a resolution of the shareholders' meeting in an ordinary matter requires a majority of the votes of the shareholders who are present and cast their votes.

5. **To consider and approve matters relating to directorships of the Company**

5.1 **Election of directors to succeed those who will be retiring on completion of their terms**

Mr. Surapon explained that Article 13 of the Company's Articles of Association stipulated that in voting to elect directors, the votes shall be non-cumulative and the shares of each shareholder shall be counted as one vote for every one share, and that Article 14 of the Company's Articles of Association stipulated that at each Annual General Meeting, one-third of the directors shall retire from office. Retiring directors would be eligible for re-election. The following 4 directors were due to retire at the Meeting.

- | | | |
|----|-----------------------------|----------------------------------------------------------------------------------------------------------------|
| 1) | Mr. Vudhiphol Suriyabhivadh | Independent Director,
Audit and Risk Committee Chairman and
Nomination and Remuneration Committee Member |
| 2) | Mr. Ho KwonCjan | Director |
| 3) | Mr. Shankar Chandran | Director |
| 4) | Mr. Stuart David Reading | Director |

The profiles of the 4 retiring directors were shown in Attachment 3 of the notice calling for the Meeting.

Mr. Surapon informed the Meeting that in view of the experience, knowledge and past contribution of the retiring directors, the Board of Directors had agreed to propose to the Meeting to re-elect all 4 retiring directors for another term of directorships as recommended by the Nomination and Remuneration Committee.

Mr. Surapon opened the floor for shareholders to raise questions.

As there were no questions, the Meeting then considered this agenda item and resolved as follows:

Resolution: The Meeting approved the re-election of all 4 retiring directors, namely Mr. Vudhiphol Suriyabhivadh, Mr. Ho KwonCjan, Mr. Shankar Chandran, and Mr. Stuart David Reading for another term of directorships by a majority vote of the shareholders and proxy holders who were present at the Meeting and cast their votes, with details as shown in the following vote counting summary:

1) Mr. Vudhiphol Suriyabhivadh

Voting Results	Number of Votes*	
• Approved	105,253,403	100.00%
• Disapproved	100	0.00 %
Total no. of votes cast by shareholders	105,253,503	100.00%

• Abstained	4,000
Total no. of votes of the shareholders who are eligible to vote	105,257,503

2) Mr. Ho KwonCjan

Voting Results	Number of Votes*	
• Approved	103,678,103	98.50%
• Disapproved	1,575,400	1.50 %
Total no. of votes cast by shareholders	105,253,503	100.00%

• Abstained	4,000
Total no. of votes of the shareholders who are eligible to vote	105,257,503

3) Mr. Shankar Chandran

Voting Results	Number of Votes*	
• Approved	103,677,903	98.50%
• Disapproved	1,575,400	1.50 %
Total no. of votes cast by shareholders	105,253,303	100.00%

• Abstained	4,000
Total no. of votes of the shareholders who are eligible to vote	105,257,303

4) Mr. Stuart David Reading

Voting Results	Number of Votes*	
• Approved	103,678,103	98.50%
• Disapproved	1,575,400	1.50%
Total no. of votes cast by shareholders	105,253,503	100.00%

• Abstained	4,000
Total no. of votes of the shareholders who are eligible to vote	105,257,503

Note: * The Company's Articles of Association state that a resolution of the shareholders' meeting in an ordinary matter requires a majority of the votes of the shareholders who are present and cast their votes.

5.2 Remuneration for the directors of the Board and directors who are members of the Audit and Risk Committee and/or the Nomination and Remuneration Committee

Mr. Surapon informed that on April 25, 2013, the Company's 2013 Annual General Meeting approved remuneration for each category of directors of the Board and for each category of committee members of the Audit and Risk Committee and Nomination and Remuneration Committee, which took effect from January 1, 2013 and for each subsequent year, unless or until resolved otherwise by a general meeting of the shareholders of the Company. Details of remuneration approved for each category are shown in the following comparative details of remunerations table.

Mr. Surapon reported that the Nomination and Remuneration Committee has reviewed the directors' remuneration, taking into account industry norms and the responsibilities of each directorship position and recommended an increase in directors' remuneration of approximately 2.5 percent in fees for each category of directors of the Board and for each category of committee members of the Audit and Risk Committee and Nomination and Remuneration Committee from the preceding year. The proposed fees are rounded up to the nearest thousand Baht. The proposed fees are rounded up to the nearest thousand Baht. Comparative details of remunerations are set out in the following table.

Board of Directors

Position	Remuneration / Meeting / Person (Baht)		Spa & Gallery Vouchers / Year / Person	
	2014	2013	2014	2013
Chairman of the Board	247,000	241,000	-	-
Deputy Chairman of the Board	205,000	200,000	-	-
Independent Director	165,000	161,000	USD2,000 (Approximately THB 60,000)	
Non-Executive Director	165,000	161,000	USD2,000 (Approximately THB 60,000)	
Executive Director	108,000	105,000	-	-

Audit and Risk Committee and/or Nomination and Remuneration Committee

Position	Remuneration / Meeting / Person (Baht)	
	2014	2013
Chairman	82,000	80,000
Member	42,000	41,000

The Board of Directors agreed to propose in the Annual General Meeting to approve an increase in fee for each category of directors of the Board and for each category of committee members of the Audit and Risk Committee and Nomination and Remuneration Committee from the preceding year as recommended by the Nomination and Remuneration Committee. If the proposed remuneration is approved, it will take effect from January 1, 2014 and for each subsequent year, unless or until resolved otherwise by a general meeting of the shareholders of the Company.

If the Annual General Meeting does not approve the proposed fees of remuneration for 2014, the remuneration fees of year 2013 shall continue to apply.

Mr. Surapon opened the floor for shareholders to raise questions.

As there were no questions, the Meeting then considered this agenda item and resolved as follows:

Resolution: The Meeting approved, by not less than two-thirds of the total number of the votes of the shareholders who are present and are eligible to vote, an increase of approximately 2.5 percent in fee for each category of directors of the Board and for each category of committee members of the Audit and Risk Committee and Nomination and Remuneration Committee as details proposed by the Board with effect from January 1, 2014 and for each subsequent year, unless or until resolved otherwise by a general meeting of the shareholders of the Company, with details as shown in the following vote counting summary:

Voting Results	Number of Votes*	
• Approved	105,160,602	99.80%
• Disapproved	29,500	0.03%
• Abstained	185,001	0.18%
Total no. of votes of the shareholders who are eligible to vote	105,375,103	100.00%

Note: * The Company's Articles of Association state that a resolution of the shareholders' meeting to determine any remuneration for the directors requires not less than two-thirds of the votes of the shareholders who are present and are eligible to vote.

6. To consider and approve the appointment of an auditor and determination of its remuneration for the year 2014

Mr. Surapon informed the Meeting that as recommended by the Audit and Risk Committee, the Board has agreed to propose to the Meeting to appoint Mr. Sophon Permsirivallop, C.P.A. No. 3182 and/or Ms. Rungnapa Lertsuwankul, C.P.A. No. 3516 and/or Ms. Rosaporn Decharkom C.P.A. No. 5659 and/or Ms. Pimjai Manitkajohnkit, C.P.A. No. 4521 of Ernst & Young Office Limited (currently renamed to read "EY Office Limited" – **EY**) to be the Company's auditor for the year 2014 with total remuneration not exceeding Baht 670,000. The profile of the 4 nominated auditors had been sent to all shareholders as shown in Attachment 6 of the notice calling for the Meeting. Comparative details of auditor's remuneration are set out in the following table.

(Unit : Baht)

	2014	2013
LRH	670,000	670,000
24 Subsidiary Companies	5,430,000	5,430,000
Total	6,100,000	6,100,000

Mr. Surapon opened the floor for shareholders to raise questions.

Mr. Suvit Laohapholwattana, shareholder, queried whether EY audits any of LRH subsidiary companies which are incorporated overseas?

Response: Ms. Areewan Sriwichupong, explained that EY does not audit any of the Company's subsidiaries which are incorporated overseas.

As there were no more questions, the Meeting considered this agenda item and resolved as follows:

Resolution: The Meeting approved the appointment of an auditor and determination of its remuneration for the year 2014 as per the details proposed by the Board by a unanimous vote of the shareholders and proxy holders who were present at the Meeting and cast their votes, with details as shown in the following vote counting summary:

Voting Results	Number of Votes*	
• Approved	105,368,303	100.00%
• Disapproved	0	0.00%
Total no. of votes cast by shareholders	105,368,303	100.00%

• Abstained	7,300
Total no. of votes of the shareholders who are eligible to vote	105,375,603

Note: * The Company's Articles of Association states that a resolution of the shareholders' meeting in an ordinary matter requires a majority of the votes of the shareholders who are present and cast their votes.

7. To consider any other appropriate business, if any

Mr. Surapon asked the shareholders whether any shareholder would like to propose any other agenda item for the Meeting to consider. However, no agenda item was raised.

Mr. Surapon opened the floor for shareholders to raise questions. The shareholders raised questions and the management made clarification as follows:

- What is the development plan for Laguna Park?

Response: Mr. Stuart Reading explained that Phase 1 of Laguna Park (53 rai) is currently being marketed and 150 units out of 251 units have been sold. As for the remaining phases, 3 more land plots of similar size are being planned. Phase 1 is forecasted to sell out in about 18 months based on the sale trend. The whole project is estimated to complete in another 4 - 5 years.

- Whether the Company plans to participate in the Stock Exchange of Thailand's "Opportunity Days" event which attracted more than 100 companies in 2013. At the event, performances of the participating companies are showcased to potential investors.

Response: The Chairman explained that since the performance of the Company in the past few years had not been good, no effort was made to create awareness amongst the public in events such as analyst meetings or industrial presentations. However, keeping in mind the good results that the Company expects to see in the coming years, the Company may take a different approach and market Laguna Resorts & Hotels more actively to investors and the analysts.

- Requested the Company to look into the illegal beach hawkers at Angsana Laguna Phuket as it spoils the beauty of the beach and the hotel. The shareholder also recommended the Company to add additional activities such as water sports which would appeal to the family market.

Response: The Meeting took note of the matters.

- Whether LRH has any plans for TWS shares?

Response: The Chairman explained that TWS just very recently resumed trading in 2013. To the extent that the TWS shares are non-core to LRH, LRH is consistently looking at the possibility to divest non-core assets. The issue would be discussed in due course and decisions will be made at an appropriate time.

Mr. Phumraphee Ananthasingha, Proxy Holder from Thai Investors Association,

- Whether the Company has any Anti-corruption policy in place?

Response: Mr. Shankar Chandran clarified that the Company takes corruption very seriously and already has a Code of Corporate Conduct, Whistle-Blowing and Fraud Reporting policy. Dr. Jingjai Hanchanlash, Independent Director, Nomination and Remuneration Committee Chairman and Audit and Risk Committee member concurred that the Company takes a strong stand against corruption and he is not aware of any corruption issues in the Company.

The video regarding an overview of Laguna LangCo and Laguna Shores were presented to the Meeting.

Mr. Suvit Laohapolwatana expressed his appreciation to the Chairman and the board of directors on managements' sincere efforts in addressing all of the shareholders questions. He stated that after having attended many of the Company's AGMs in the past, he is of the opinion that management's replies and explanation given at this year's Meeting was one of the most forthcoming and complete. He added that he hopes this would be the same in future meetings. As the meeting was conducted only once a year, it was the only opportunity the shareholders could ask question regarding the Company and its respective investments. Mr. Suvit pointed out that there is a growing price competition in Phuket and many hotels are at about the same level as Laguna Phuket. He said that he agreed with the Chairman's vision and that the Laguna property projects would be more likely to succeed even with the hotel side of the business facing immense upcoming competition

As there were no further questions or agenda items raised, Mr. Surapon then handed the Meeting back to the Chairman.

The Chairman thanked all shareholders for attending the Meeting and declared the Meeting adjourned.

The Meeting was closed at 18:16 hours

Ho KwonPing
(Mr. Ho KwonPing)
Chairman of the Meeting

Nanchalee Kecharananta
(Ms. Nanchalee Kecharananta)
Minutes-Taker