

February 22, 2011

**Subject: Dividend Payment and the 2011 Annual General Meeting (“AGM”)**

**To: President  
The Stock Exchange of Thailand**

The Board of Directors’ Meeting of Laguna Resorts & Hotels Public Company Limited (“Company”) No. 1/2011 held on February 22, 2011 resolved the following significant matters:

1. Agreed to propose in the AGM to acknowledge the business operations of the Company for the year 2010.
2. Agreed to propose in the AGM to approve the Company’s audited balance sheet as at December 31, 2010 and income statement for the year ended December 31, 2010 with the auditor’s report thereon.
3. Agreed to propose in the AGM to appropriate the retained earnings for the year ended December 31, 2010 as follows:
  - a. Legal reserve amounting to Baht 44,992,657.00 in order for the legal reserve to reach an amount of not less than 10 percent of the registered capital of the Company.
  - b. Dividend payment to shareholders in the amount of Baht 7.50 per share for 166,682,701 shares, totaling Baht 1,250,120,257.50
  - c. Unappropriated retained earnings to be carried forward.

The Company has fixed the record date on which the shareholders are entitled to receive dividend on May 9, 2011 and fixed the share register book closing date on which the shareholder list as specified under Section 225 of the Securities and Exchange Act shall be compiled on May 10, 2011. Dividend payment will be made on May 26, 2011.

4. Agreed to propose in the AGM to re-elect all 4 directors (namely Mr. Ho Kwon Cjan, Mr. Vudhiphol Suriyabhivadh, Mr. Bernold O. Schroeder and Mr. Stuart D. Reading) who are due to retire for another term of their directorships, as recommended by the Nomination and Remuneration Committee.
5. Agreed to propose in the AGM to approve an increase in the remuneration for the directors of the Board and directors who are members of the Audit and Risk Committee and/or Nomination and Remuneration Committee by Baht 300,000 or approximately 3 percent to a total amount not exceeding Baht 9.9 million per year with effect from January 1, 2011 and for each ensuing year, unless or until resolved otherwise by a general meeting of the shareholders of the Company and the authorization to the Board of Directors, at its own discretion, to determine the details and amount of remuneration to be paid to each director of the Board and each director who is a member of the Audit and Risk Committee and/or the Nomination and Remuneration as the Board of Directors may deem appropriate, as recommended by the Nomination and Remuneration Committee.
6. Agreed to propose in the AGM to appoint Ms. Rungnapa Lertsuwankul, C.P.A. No. 3516 and/or Ms. Sumalee Reewarabandith, C.P.A. No. 3970 and/or Ms. Gingkarn Atsawarangsalit, C.P.A No. 4496 of Ernst & Young Office Limited to be the Company's auditor for the year 2011 with total remuneration not exceeding Baht 670,000 per year.
7. Agreed to propose in the AGM to amend Clause 27 of the Company's Article of Association to be read as follows:

"Clause 27 A meeting of the Board of Directors shall be held at least every three months at the province where the head office or branch office is located or at any province nearby or at any place as the Chairman deems appropriate."
8. Agreed to propose in the AGM to certify the minutes of the Extraordinary General Meeting No. 1/2010.
9. Approved for the AGM to be held at 14:30 hrs. on Wednesday, April 27, 2011 in Banyan Ballroom on the 10<sup>th</sup> Floor of the Banyan Tree Hotel located at No. 21/100, Thai Wah Tower II, South Sathorn Road, Tungmahamek Sub-district, Sathorn District, Bangkok 10120.

The Company has fixed the record date on which the shareholders are entitled to attend the AGM on March 9, 2011 and fixed the share register book closing date on which the shareholder list as specified under Section 225 of the Securities and Exchange Act shall be compiled on March 10, 2011.

10. Approved the following agenda for the AGM:

1. To consider and certify the minutes of the Extraordinary General Meeting No. 1/2010
  2. To consider and acknowledge the business operations of the Company for the year 2010
  3. To consider and approve the Company's audited balance sheet as at December 31, 2010 and income statement for the year ended December 31, 2010 with the auditor's report thereon
  4. To consider and approve the payment of dividend
  5. To consider and approve matters relating to directorships of the Company
    - 5.1 Election of new directors to succeed those who will be retiring on completion of their terms
    - 5.2 Remuneration for the directors of the Board and directors who are members of the Audit and Risk Committee and the Nomination and Remuneration Committee
  6. To consider and approve the appointment of an auditor and determination of its remuneration for the year 2011.
  7. To consider and approve amendment to Clause 27 of the Company's Articles of Association
  8. To consider any other appropriate business, if any
11. Approved the sale of all shares in Laguna Beach Club Limited ("LBC") held by the Company and its subsidiaries (i.e. 199,999 shares held by the Company, 1,000,000 shares held by TWR-Holdings Limited and 1 share held by Laguna Banyan Tree Limited being 1,200,000 shares in aggregate) to Laguna Phuket Club Co., Ltd (the "Buyer") at the total purchase price of Baht 723,565,000 in aggregate for the Company and its subsidiaries subject to adjustments in accordance with the customary practice of the sale and purchase of a hotel property.

RHI Group Pte. Ltd., the joint venture partner of the Company in LBC will also sell all of its shares together with the Company and the subsidiaries. As a result, all shares in LBC will be sold to the Buyer under the same Share Purchase Agreement (“Agreement”).

To complete the sale of shares under the Agreement, certain conditions precedent specified in the Agreement must be satisfied before the completion date which is three months after signing or such other date as mutually agreed by the parties. The current completion date is expected to be May 10, 2011. Upon completion of the transaction, LBC and Laguna (1) Limited, a wholly-own subsidiary of LBC, will no longer be a subsidiary of the Company.

This transaction does not constitute a transaction that requires a disclosure of, or approval at the shareholders’ meeting of the Company.

Please be informed accordingly.

Yours sincerely,

(Ms. Sirivan Skulkerevathana)  
Senior Assistant Vice President - Finance