

March 21, 2014

Subject : Notice Calling for the 2014 Annual General Meeting

Attention : Shareholders
Laguna Resorts & Hotels Public Company Limited

- Attachments**
1. Minutes of the 2013 Annual General Meeting
 2. The 2013 Annual Report and the Company's audited Financial Statements for the Year Ended December 31, 2013 (CD-ROM)
 3. Information on Nominated Directors to be Re-elected
 - 3.1 Non-Independent Directors' Profile
 - 3.2 Independent Director's Profile
 4. Definition of the Company's Independent Directors
 5. Duties and Responsibilities of the Company's Sub-Committees
 - 6 Auditor's Profile
 7. Proxy Forms
 8. Profiles of Independent Directors who are Appointed as Proxies for Shareholders who are unable to Attend the Meeting
 9. Documents Verifying Eligibility to Attend the Meeting
 10. The Company's Articles of Association relating to Shareholders' Meeting
 11. Map to the Banyan Tree Bangkok Hotel
 12. 2013 Annual Report Requisition Form

Notice is hereby given that the 2014 Annual General Meeting ("AGM") of Laguna Resorts & Hotels Public Company Limited ("**Company**") will be convened as follows:

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

Venue : Banyan Ballroom, 10th floor, Banyan Tree Bangkok hotel, Thai Wah Tower II, 21/100 South Sathorn Road, Tungmahamek Sub-district, Sathorn District, Bangkok 10120 , Thailand.

The agenda for the AGM is as follows:

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

FACTS AND RATIONALE: The Company's 2013 Annual General Meeting was held on Thursday, April 25, 2013 and the minutes of the meeting are set out in Attachment 1. The minutes have been correctly and accurately recorded.

OPINION OF THE BOARD: To propose in the AGM to certify the minutes of the 2013 Annual General Meeting.

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes pursuant to Clause 32 (1) of the Company's Article of Association.

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

FACTS AND RATIONALE: To report to shareholders for acknowledgement, the Company's 2013 business operations, details of which are provided in the Annual Report as shown in Attachment 2.

OPINION OF THE BOARD: To propose to the AGM to acknowledge the Company's 2013 business operations report.

REQUIRED VOTE FOR RESOLUTION: No resolution and therefore no voting is required since it is only a report for shareholders' acknowledgement.

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

FACTS AND RATIONALE: Clause 36 of the Company's Articles of Association stipulates that the audited financial statements as at the end of the fiscal year of the Company shall be prepared and submitted to the annual general meeting for approval. The Company's audited financial statements for the year ended December 31, 2013, which have been reviewed by the Audit and Risk Committee and the Board of Directors, are in the "Financial Statements" section of the Annual Report (page No. 104-168) as shown in Attachment 2 and can be summarized as follows:

(Unit : Million Baht)

	Consolidated Financial Statements	Separate Financial Statements
Total Assets	18,047	6,406
Total Liabilities	6,646	1,231
Total Revenues	4,352	510
Net Profit / (Loss)	112	85
Profit / (Loss) per Share (Baht)	0.67	0.51

OPINION OF THE BOARD: To propose in the AGM to approve the Company's audited financial statements for the year ended December 31, 2013 with the auditor's report thereon.

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes pursuant to Clause 32 (1) of the Company's Article of Association.

4. To consider and approve the payment of dividend

FACTS AND RATIONALE: The Company reported a consolidated net profit of Baht 111.79 million as shown in the income statement for the year ended December 31, 2013, which has been audited by the auditor.

The Company's dividend policy is structured into 2 components as follows:

- 1) A fixed component amounting to one-third of the consolidated net profit for the year attributable to the shareholders; and
- 2) A variable component subject to the Board of Directors' discretion on the availability of cash after taking into account major capital expenditure and debt repayment obligations in the following year.

However, Clause 39 of the Company's Articles of Association stipulates that the Company shall allocate not less than 5 percent of the Company's annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital.

OPINION OF THE BOARD: Taking into account the consolidated net profit, the Company's expansion plan and debt repayment obligations, the Board of Directors agreed to propose in the AGM 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, totaling 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. The Company will pay the dividend to the shareholders whose names appear in the Company's share register book as at May 6, 2014 which is the date for determining the 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 is fixed on May 7, 2014. Dividend payment will 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. Comparative details are set out in the table below.

Details of Dividend Payment	2013	2012
1) Consolidated net profit (Million Baht)	111.79	41.39*
2) Number of shares issued and paid-up (Million Shares)	167	167
3) Dividend payment		
• Interim dividend (Baht/Share)	-	-
• Annual dividend (Baht/Share)	0.34	0.125
4) Total dividend payment (Million Baht)	56.67	20.84
5) Percentage compared to consolidated net profit	51%	50%

Remark: * Baht 19.86 million is the restated consolidated net profit in accordance with the change in accounting standards for deferred tax which was adopted in 2013.

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes pursuant to Clause 32 (1) of the Company's Article of Association.

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

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

FACTS AND RATIONALE: Clause 14 of the Company's Articles of Association stipulates that at each annual general meeting, one-third of the directors shall retire from office. Retiring directors are eligible for re-election. The following 4 directors are due to retire at the AGM:

- 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 process for nominating directors is made through the Nomination and Remuneration Committee which considers qualifications, i.e. appropriateness, competency, experience, knowledge, and proficiency in various professional fields as well as past contribution and performance, before recommending that the Board of Directors nominate directors for shareholders' approval.

In view of the experience, knowledge and past contribution of the 4 retiring directors, the Nomination and Remuneration Committee recommended that the Board of Directors nominate all of the 4 retiring directors for another term of directorships.

OPINION OF THE BOARD: To propose in the AGM to re-elect all 4 retiring directors, namely Mr. Vudhiphol Suriyabhivadh, Mr. Ho KwonCjan, Mr. Shankar Chandran and Mr. Stuart David Reading for another term of directorships as recommended by the Nomination and Remuneration Committee. The profiles of the 4 retiring directors are shown in [Attachment 3](#).

The definition of the Company's independent directors is shown in [Attachment 4](#).

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes pursuant to Clause 32 (1) of the Company's Article of Association.

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

FACTS AND RATIONALE: Clauses 28 and 32 of the Company's Articles of Association stipulate that any payment of remuneration to directors must be approved by the shareholders' meeting with a vote of at least two-thirds of the total number of votes of shareholders who are present and eligible to vote.

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.

The Nomination and Remuneration Committee has reviewed the directors' remuneration stated above, taking into account industry norms and the responsibilities of each directorship position. Based on its review, the Nomination and Remuneration Committee recommended an increase of 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 from the preceding year. 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

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 general meeting does not approve the proposed fees of remuneration for 2014, the remuneration fees of year 2013 shall continue to apply.

OPINION OF THE BOARD: To propose in the AGM to approve an increase of 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 from the preceding year as recommended by the Nomination and Remuneration Committee as outlined above.

The scopes of duties and responsibilities of the Audit and Risk Committee and Nomination and Remuneration Committee are as shown in [Attachment 5](#) and details of remuneration paid to each director in 2013 is in the “Remuneration and Other Benefits of the Directors during the Year 2013” section of the Annual Report (page No. 71) as shown in [Attachment 2](#).

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by the votes of not less than two-thirds of the votes of the shareholders who are present and are eligible to vote pursuant to Clause 32 (3) of the Company’s Article of Association.

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

FACTS AND RATIONALE: Section 120 of the Public Limited Companies Act B.E. 2535 stipulates that the appointment of an auditor and determination of its remuneration be approved at every annual general meeting. The selection of the auditor and determination of its remuneration have been reviewed by the Audit and Risk Committee and the Board of Directors.

The Audit and Risk Committee has recommended the appointment of Mr. Sophon Permsirivallop, C.P.A. No. 3182 and/or Ms. Rungnapa Lertsuwankul, C.P.A. No. 3516 and/or Rosaporn Decharkom, CPA No. 5659 and/or Ms. Pimjai Manitkajohnkit, CPA No. 4521 of Ernst & Young Office Limited to be the Company's auditor for the year 2014 with total remuneration not exceeding Baht 670,000 which is the same amount as approved for the year 2011-2013. Only the audit fee is included in the remuneration for the Company's auditor.

To date, Ernst & Young Office Limited has performed its duty well and the Audit and Risk Committee and the Board of Directors are satisfied with its performance. In addition, none of the 4 nominated auditors has a relationship or any interest in / with the Company / Company's subsidiaries / management / major shareholders or other connected persons to the former mentioned persons. In the financial year ended December 31, 2013, the Company and its subsidiaries did not pay any non-audit fee to the audit firm which acted as the Company's auditor, or to other persons or businesses related to the 4 nominated auditors. For the benefit of all shareholders, the profiles of the 4 nominated auditors are included in Attachment 6 of this Notice, and the details of the remuneration paid to Ernst & Young Office Limited in 2013 is in the "Auditor's Remuneration" section of the Annual Report (page No. 169) as shown in Attachment 2.

Mr. Sophon Permsirivallop was the Company's auditor during 2006-2010 and 2013, Ms. Rungnapa Lertsuwankul was the Company's auditor during 2011-2012, Ms. Rosaporn Decharkom and Ms. Pimjai Manitkajohnkit have never been the Company's auditor. In compliance with the Office of Securities and Exchange Commission's notification, the auditor may be re-appointed for not more than 5 consecutive financial years and the Company may re-appoint a former auditor after that auditor has not been the Company's auditor for at least 2 consecutive financial years.

Ernst & Young Office Limited is also the audit firm of most of the Company's subsidiaries/ associates.

OPINION OF THE BOARD: To propose in the AGM 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, CPA No. 5659 and/or Ms. Pimjai Manitkajohnkit, CPA No. 4521 of Ernst & Young Office Limited to be the Company's auditor for the year 2014 with total remuneration not exceeding Baht 670,000.

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes pursuant to Clause 32 (1) of the Company's Article of Association.

7. To consider any other appropriate business, if any

All shareholders are invited to attend the AGM at the date, time and venue mentioned above. Registration of attendance at the AGM will start at 13:30 hrs. To attend the AGM, on the AGM day, all shareholders and proxies must bring all documents verifying eligibility to attend the AGM and vote as stipulated in Attachment 9.

A shareholder may appoint a proxy to attend the Meeting and vote on his/her behalf by completing and signing, including affixing a duty stamp to, Proxy Form B. For foreign shareholders who have appointed a custodian in Thailand to keep and safeguard their shares can choose to use either Proxy Form B or Proxy Form C. Both Proxy Forms B and C are attached as Attachment 7. If a shareholder wishes to give a proxy to an independent director, that shareholder may appoint **Dr. Jingjai Hanchanlash** or **Mr. Vudhiphol Suriyabhivadh**, the Company's independent director, as a proxy. Their profiles are shown in Attachment 8. The Proxy Form, together with all documents, are to be presented to the Company Secretary before the commencement of the AGM or to be sent to the Company Secretary by post at the Company's address.

The Company has fixed the record date on which the shareholders are entitled to attend the AGM on March 12, 2014 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 13, 2014.

The Annual Report of the Company for the year 2013 as per the Attachment No. 2 is made in the form of CD-ROM, which has been sent to the shareholders together with the notice of this meeting. Shareholders who would like to receive a printed copy of the 2013 Annual Report, are requested to fill in the 2013 Annual Report Requisition Form as per the Attachment 12 and send it to the Company Secretary via fax at the facsimile number 66 (0) 2285 0733 or call telephone number 66 (0) 2677 4455 Ext. 295 or email to ir@lagunaresorts.com.

The Company will conduct the AGM in accordance with the details in Attachment 10. To ensure that shareholders' rights are preserved, it is advised that any queries requiring clarification by the Company at the AGM be sent in advance either by email to ir@lagunaresorts.com or by fax to number 66 (0) 2285 0733.

Yours sincerely,

By the order of the Board of Directors,


(Mr. Shankar Chandran)
Managing Director