

No. Tor Hor D067/2007

August 10, 2007

**Subject: Approval of: the 2<sup>nd</sup> Quarter 2007 Financial Statements; the Modification to the Company's Dividend Policy; the Appointment of New Audit and Risk Committee's Chairman; the Appointments of Deputy Chairman and Managing Director of the Company**

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

**Attachments:**

- 1. Form for Report on Names of Members and Scope of Performance of the Audit and Risk Committee: 1 copy**
- 2. Certificate and Resume of the Audit and Risk Committee's Member: 1 copy**
- 3. List of Board of Directors as of August 10, 2007: 1 copy**

The Board of Directors' Meeting of Laguna Resorts & Hotels Public Company Limited ("the Company") No. 4/2007 held on August 10, 2007 resolved the following:-

1. Approved the Company's balance sheet as at June 30, 2007 and statement of earnings for the six-month period ended June 30, 2007 reviewed by the Auditor with the report thereon.
2. Approved the modification to the Company's dividend policy in accordance with the notification of the Federation of Accounting Profession No. 26/2549 relating to the Thai Accounting Standard No. 44 "Consolidated Financial Statements and Accounting for Investment in Subsidiaries" (Amendment No.1) so as to ensure clear and mutual understanding between the Company and its shareholders and investors to be read as follow:-

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.
3. Approved the appointment of Mr. Vudhiphol Suriyabhivadh to be the Company's Audit and Risk Committee's Chairman replacing Mr. Steven M. Small who had resigned from the position of Audit and Risk Committee's Chairman with effect from August 10, 2007. Mr. Vudhiphol Suriyabhivadh takes position as Audit and Risk Committee Chairman with effect from August 10, 2007 onwards and his term as Audit and Risk Committee Chairman will be equal to the remaining term of the former Audit and Risk Committee Chairman, which will be expired on November 13, 2007.

Mr. Steven M. Small will be in the position of the Company's director in lieu of the Company's independent director.

4. Approved the appointment of Mr. Surapon Supratya, Group Managing Director to be Deputy Chairman of the Company with effect from August 10, 2007.
5. Approved the appointment of Mr. Michael R. Ayling, Managing Director (Laguna Phuket) to be Managing Director of the Company with effect from August 10, 2007.

Please be informed accordingly.

Sincerely yours,

(Ms. Sirivan Skulkerevathana)  
Director

**Form for Report on Names of Members, and Scope of Performance, of  
the Audit and Risk Committee (F 24-3)**

The Board of Directors' Meeting of Laguna Resorts & Hotels Public Company Limited ("the Company") No. 4/2007 held on August 10, 2007 passed resolutions to approve the appointment of Mr. Vudhiphol Suriyabhivadh to be the Company's Audit and Risk Committee's Chairman replacing Mr. Steven M. Small who had resigned from the position of Audit and Risk Committee's Chairman with effect from August 10, 2007. Mr. Vudhiphol Suriyabhivadh takes position as Audit and Risk Committee's Chairman with effect from August 10, 2007 onwards and his term as Audit and Risk Committee Chairman will be equal to the remaining term of the former Audit and Risk Committee Chairman, which will be expired on November 13, 2007.

therefore, at August 10, 2007

1. Names of members of the Audit and Risk Committee are as follows:

<b>Position</b>	<b>Name</b>	<b>Remaining terms of holding office</b>
Chairman of the Audit and Risk Committee	Mr. Vudhiphol Suriyabhivadh	3 months 4 days
Member of the Audit and Risk Committee	Mr. Udom Vichayabhai	3 months 4 days
Member of the Audit and Risk Committee	Dr. Jingjai Hanchanlash	3 months 4 days
Secretary of the Audit and Risk Committee	Ms. Nanchalee Kecharananta	

Certificate and Resume of the Chairman of the Audit and Risk Committee is attached hereto.

2. The Audit and Risk Committee of the Company shall have its scope of performance, and shall report to the Board of Directors on, the duty and responsibility to:

1. seek to ensure that the financial reports of the Company are accurate and sufficient;
2. seek to ensure that the Company has appropriate and effective internal controls and internal audit;
3. consider, select, nominate and propose fees for the external auditor of the Company;
4. be responsible for the resolution of disagreements between management and the external auditor regarding financial reporting;

5. evaluate the independence of the external auditor. In this connection, the external auditor shall report directly to the Audit and Risk Committee on matters related to the activities within the Company;
6. seek to ensure that the Company has complied with the Securities and Exchange Acts, Stock Exchange requirements or laws related to the business of the Company;
7. seek to ensure disclosure of accurate and complete information concerning the Company in the case of an entry into a related party transaction or a transaction that may cause a conflict of interest;
8. review or discuss, as and when appropriate, policies regarding risk assessment and risk management and the steps management has taken to monitor and control such exposures;
9. seek to oversee and ensure a continuous process for managing risk and to report on all areas of concern to the Board;
10. review and assess the adequacy of the Audit and Risk Committee Charter annually and recommend modification to the Board as needed;
11. prepare a report concerning the control and supervision of the business of the Audit and Risk Committee to be disclosed in the annual report of the Company, which must be signed by the Chairman of the Audit and Risk Committee; and
12. perform any other acts authorised by the Board of Directors of the Company with the approval of the Audit and Risk Committee.

Signature \_\_\_\_\_ Director

(Ms. Sirivan Skulkerevathana)

(Seal)

Signature \_\_\_\_\_ Director

(Ms. Nanchalee Kecharananta)

**List of Board of Directors as of August 10, 2007**

1. Mr. Ho	Kwon Ping	Chairman
2. Mr. Surapon	Supratya	Deputy Chairman
3. Mr. Michael	R. Ayling	Managing Director
4. Mr. Ho	Kwonjan	Managing Director (Design Services)
5. Mr. Vudhiphol	Suriyabhivadh	Independent Director
6. Mr. Udom	Vichayabhai	Independent Director
7. Dr. Jingjai	Hanchanlash	Independent Director
8. Mr. Satit	Rungkasiri	Independent Director
9. Mr. Steven	M. Small	Director
10. Mr. Ariel	P. Vera	Director
11. Ms. Sirivan	Skulkerevathana	Director
12. Mr. Kuan	Chiet	Director
13. Mr. Niyom	Tassaneetipagorn	Director
14. Mr. Bernold	O. Schroeder	Director
15. Mr. Stuart	D. Reading	Director
16. Ms. Nanchalee	Kecharananta	Director & Secretary to the Board