

AUDITOR'S PROFILE



Name: Mr. Sophon Permsirivallop

Age: 62 years

Nationality: Thai

Highest Educational Background:

Master Degree in Management from Sasin Graduate Institute of Business Administration of Chulalongkorn University

Certified Public Accountant Number: 3182

Work Experience:

Over 30 years with EY Office Limited's audit department, and over 20 years as an audit partner. Most of Mr. Sophon's recent work has been for larger companies, and he currently serves a very significant number of SET-listed and multinational clients. Mr. Sophon has served clients in wide range of fields and has experience with manufacturing and trading companies. For the past years, he has also built up a large portfolio of experience in real estate industry, both audit and due diligence work e.g. for merger and acquisition as well as being listed on the Stock Exchange of Thailand.

In addition to client involvement, Mr. Sophon has particular interests in the use of computer assisted audit techniques and audit innovation, and in the development of people. He is also the firm's leader of Human Resources and Learning & Development Department.

No. of Shareholding in the Company (%): none

Record of illegal action: none

AUDITOR'S PROFILE



Name: Ms. Rungnapa Lertsuwankul

Age: 57 years

Nationality: Thai

Highest Educational Background:

Master of Business Administration from Thammasat University

Certified Public Accountant Number: 3516

Work Experience:

Ms. Rungnapa joined EY Office Limited in 1982. She has been an audit partner here for a number of years, serving clients in a varied range of industries, while building up particular specialisation in the real estate, and hotel industries. She has extensive experience with the audit and due diligence of SET-listed companies, including audit work to IFRS.

No. of Shareholding in the Company (%): none

Record of illegal action: none

AUDITOR'S PROFILE



Name: Ms. Rosaporn Decharkom

Age: 43 years

Nationality: Thai

Highest Educational Background:

Master Degree in Accounting from Thammasat University

Certified Public Accountant Number: 5659

Work Experience:

Ms. Rosaporn joined EY Office Limited in 1994. She has been an audit partner here for a number of years, serving clients in a wide range of industries. Her clients include SET-listed companies and a large number of multinationals. She has special expertise in audit work related to real estate and hotel industries. She has extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services, especially for real estate clients.

No. of Shareholding in the Company (%): none

Record of illegal action: none

AUDITOR'S PROFILE



Name: Ms. Pimjai Manitkajohnkit

Age: 46 years

Nationality: Thai

Highest Educational Background:

Master Degree in Accounting from Thammasat University

Certified Public Accountant Number: 4521

Work Experience:

Ms. Pimjai joined EY Office Limited in 1992. She has been an audit partner here for a number of years, serving clients in a wide range of industries. Her clients include SET-listed companies and a large number of multinationals. She has special expertise in audit work related to real estate and hotel industries. She has extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services, especially for real estate clients. In addition, she is currently a member of Investigation Subcommittee of the Federation of Accounting Professions.

No. of Shareholding in the Company (%): none

Record of illegal action: none

AUDITOR'S PROFILE



Name: Ms. Sumana Punpongsanon

Age: 44 years

Nationality: Thai

Highest Educational Background:

Master Degree in Accounting from Chulalongkorn University

Certified Public Accountant Number: 5872

Work Experience:

Ms. Sumana joined EY Office Limited in 1995. She has been an audit partner here for a number of years, serving clients in a wide range of industries. Her clients include SET-listed companies and a large number of multinationals. She has special expertise in audit work related to real estate, manufacturing, securities and finance businesses. She has extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

No. of Shareholding in the Company (%): none

Record of illegal action: none

PROXY FORM B (SPECIFIC DETAILS FORM)

PURSUANT TO NOTIFICATION OF DEPARTMENT OF BUSINESS DEVELOPMENT
RE: FORM OF PROXY (NO. 5) B.E. 2550

Duty stamp
of Baht 20

Made at _____

Date _____ 2017

(1) I/We _____ Nationality _____, Residing at No. _____,
Road _____, Tambol/Kwaeng _____, District/Khet _____,
Province _____, Postcode _____, Country _____

(2) I/We am/are a shareholder of **Laguna Resorts & Hotels Public Company Limited**, holding a total
of _____ shares and I/we am/are entitled to cast _____ votes as described below:

- Ordinary shares in the amount of _____ shares and the number of votes for which I/we
am/are entitled to cast is _____ votes.
- Preferred shares in the amount of _____ - _____ shares and the number of votes for which I/we
am/are entitled to cast is _____ - _____ votes.

(3) I/We hereby appoint either of

(1) Mr./ Mrs./ Miss _____ Age _____ Years
Residing at No. _____ Road _____, Tambol/Kwaeng _____,
Amphor/Khet _____, Province _____, Postcode _____
Country _____ or

(2) Mr./ Mrs./ Miss _____ Age _____ Years
Residing at No. _____ Road _____, Tambol/Kwaeng _____,
Amphor/Khet _____, Province _____, Postcode _____
Country _____ or

(3) Mr./ Mrs./ Miss _____ Age _____ Years
Residing at No. _____ Road _____, Tambol/Kwaeng _____,
Amphor/Khet _____, Province _____, Postcode _____
Country _____.

as my/our proxy to attend and vote on my/our behalf at the 2017 Annual General Meeting to be held at 14:30 hrs. on Thursday, April 20, 2017 in 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 or on such other date and at such other time and venue as the Meeting may be adjourned or changed to.

- (4) I/We hereby authorize the Proxy to vote on my/our behalf in this Meeting as follows:

Agenda 1 : To consider and certify the minutes of the 2016 Annual General Meeting

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 2 : To consider and acknowledge the Company's 2016 business operations report

Agenda 3 : To consider and approve the Company's audited financial statements for the year ended December 31, 2016 with the auditor's report thereon

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 : To consider and approve the payment of dividend

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 : To consider and approve matters relating to directorships of the Company

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

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ To elect the directors as a group
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ To elect each director individually
1. Name of director: **Mr. Vudhiphol Suriyabhivadh**
- ☐ Approve ☐ Disapprove ☐ Abstain
2. Name of director: **Mr. Ho KwonCjan**
- ☐ Approve ☐ Disapprove ☐ Abstain
3. Name of director: **Mr. Shankar Chandran**
- ☐ Approve ☐ Disapprove ☐ Abstain
4. Name of director: **Mr. Stuart David Reading**
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 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

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 : To consider and approve the appointment of an auditor and determination of its remuneration for the year 2017

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 : To consider any other appropriate business, if any

☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve

☐ Disapprove

☐ Abstain

(5) Any vote cast by the Proxy concerning any agenda item which is not as specified in this Proxy Form will be deemed incorrect and not be counted as my/our votes as shareholders.

(6) If I/we did not specify my/our intention to vote on any agenda item or the intention is not clearly specified or if there is an agenda item considered at the Meeting other than those specified above or if there is any change or amendment to any facts, the Proxy is authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects.

Any act performed by the Proxy at the Meeting shall be deemed to have been done by me/us in all respects except for a vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Note:

1. A shareholder appointing a Proxy must authorize only one proxy to attend the Meeting and vote on his/her behalf. A shareholder may not split his/her votes to more than one proxy.
2. For the agenda item relating to election of directors, the shareholder may elect the directors as a group or elect each director individually.
3. If there are agenda items other than those specified above, the shareholder may use the annex to the Proxy Form (Form B) attached.

ANNEX TO PROXY FORM B

Granting of power to a proxy as a shareholder of **Laguna Resorts & Hotels Public Company Limited**

The 2017 Annual General Meeting is scheduled to be held at 14:30 hrs. on Thursday, April 20, 2017 in 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 or on such other date and at such other venue and time as the Meeting may be adjourned or changed to.

Agenda No. ____ Re: _____

- ☐ (A) The Proxy may consider the matters and vote on our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. ____ Re: _____

- ☐ (A) The Proxy may consider the matters and vote on our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. ____ Re: _____

- ☐ (A) The Proxy may consider the matters and vote on our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. ____ Re: _____

- ☐ (A) The Proxy may consider the matters and vote on our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on our behalf as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. ____ Re: Election of directors

Name of director: _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of director: _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of director: _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of director: _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of director: _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of director: _____

☐ Approve ☐ Disapprove ☐ Abstain

I/We certified that the information contained in this Annex to Proxy Form is complete and true.

Signed _____ Shareholder
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

PROXY FORM C

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND TO KEEP AND SAFEGUARD SHARES)
PURSUANT TO NOTIFICATION OF DEPARTMENT OF BUSINESS DEVELOPMENT
RE: FORM OF PROXY (NO. 5) B.E. 2550

Duty stamp
of Baht 20

Made at _____

Date _____ 2017

- (1) We _____, Office Address at No. _____,
Road _____, Tambol/Kwaeng _____, District/Khet _____,
Province _____, Postcode _____, Country _____.
acting as a Custodian for _____
being a shareholder of **Laguna Resorts & Hotels Public Company Limited**, holding a total of
_____ shares and for which the shareholder is entitled to cast _____ votes
as described below:

- Ordinary shares in the amount of _____ shares and the number of votes for which the shareholder is entitled to cast is _____ votes.
- Preferred shares in the amount of _____ - _____ shares and the number of votes for which I/we am/are entitled to cast is _____ - _____ votes.

- (2) We hereby appoint either of

- (1) Mr./ Mrs./ Miss _____ Age _____ Years
Residing at No. _____ Road _____, Tambol/Kwaeng _____,
Amphor/Khet _____, Province _____, Postcode _____
_____ Country _____ or
- (2) Mr./ Mrs./ Miss _____ Age _____ Years
Residing at No. _____ Road _____, Tambol/Kwaeng _____,
Amphor/Khet _____, Province _____, Postcode _____
_____ Country _____ or
- (3) Mr./ Mrs./ Miss _____ Age _____ Years
Residing at No. _____ Road _____, Tambol/Kwaeng _____,
Amphor/Khet _____, Province _____, Postcode _____
_____ Country _____.

as our proxy to attend and vote on our behalf at the 2017 Annual General Meeting to be held at 14:30 hrs. on Thursday, April 20, 2017 in 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 or on such other date and at such other time and venue as the Meeting may be adjourned or changed to.

(3) We hereby authorize the Proxy to attend that Meeting and vote on our behalf as follows:

☐ to vote with all shares held and entitled to vote

☐ to partially vote as follows:

☐ Ordinary shares in the amount of _____ shares and the number of votes for which we are entitled to cast is _____ votes.

☐ Preferred shares in the amount of _____ - _____ shares and the number of votes for which we are entitled to cast is _____ - _____ votes.

Total voting right _____ votes

(4) We hereby authorize the Proxy to vote on our behalf at that Meeting as follows:

Agenda 1 : To consider and certify the minutes of the 2016 Annual General Meeting

☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve _____ votes

☐ Disapprove _____ votes

☐ Abstain _____ votes

Agenda 2 : To consider and acknowledge the Company's 2016 business operations report

Agenda 3 : To consider and approve the Company's audited financial statements for the year ended December 31, 2016 with the auditor's report thereon

☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve _____ votes

☐ Disapprove _____ votes

☐ Abstain _____ votes

Agenda 4 : To consider and approve the payment of dividend

☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve _____ votes

☐ Disapprove _____ votes

☐ Abstain _____ votes

Agenda 5 : To consider and approve matters relating to directorships of the Company

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

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ To elect the directors as a group
- ☐ Approve_____votes ☐ Disapprove_____ votes ☐ Abstain_____ votes
- ☐ To elect each director individually
1. Name of director: **Mr. Vudhiphol Suriyabhivadh**
- ☐ Approve_____votes ☐ Disapprove_____ votes ☐ Abstain_____ votes
2. Name of director: **Mr. Ho KwonCjan**
- ☐ Approve_____votes ☐ Disapprove_____ votes ☐ Abstain_____ votes
3. Name of director: **Mr. Shankar Chandran**
- ☐ Approve_____votes ☐ Disapprove_____ votes ☐ Abstain_____ votes
4. Name of director: **Mr. Stuart David Reading**
- ☐ Approve_____votes ☐ Disapprove_____ votes ☐ Abstain_____ votes

Agenda 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

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve_____votes ☐ Disapprove_____ votes ☐ Abstain_____ votes

Agenda 6 : To consider and approve the appointment of an auditor and determination of its remuneration for the year 2017

- ☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:
- ☐ Approve_____votes ☐ Disapprove_____ votes ☐ Abstain_____ votes

Agenda 7 : To consider any other appropriate business, if any

☐ (A) The Proxy may consider the matters and vote on my/our behalf, as the Proxy deems appropriate in all respects.

☐ (B) The Proxy may consider the matters and vote on my/our behalf as follows:

☐ Approve _____ votes

☐ Disapprove _____ votes

☐ Abstain _____ votes

(5) Any vote cast by the Proxy concerning any agenda item which is not as specified in this Proxy Form will be deemed incorrect and not be counted as a shareholder vote.

(6) If we did not specify our intention to vote on any agenda item or the intention is not clearly specified or if there is an agenda item considered at the Meeting other than those specified above or if there is any change or amendment to any facts, the Proxy is authorized to consider the matters and vote on our behalf as the Proxy deems appropriate in all respects.

Any act performed by the Proxy at the Meeting shall be deemed to have been done by us in all respects except for a vote of the Proxy which is not in accordance with this Proxy Form.

Signed _____ Shareholder
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Note:

1. This Proxy Form C applies only for the shareholders listed in the share register as foreign investors appointing the custodian in Thailand to keep and safeguard shares.
2. The following documents must be attached to this Proxy Form:
 - (a) a Power of Attorney from the shareholder authorizing the custodian to sign the Proxy Form on the shareholder's behalf.
 - (b) a letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. A shareholder appointing a Proxy must authorize only one proxy to attend the Meeting and vote on his/her behalf. A shareholder may not split its votes between proxies.
4. For the agenda item relating to election of directors, the shareholder may elect the directors as a group or elect each director individually.
5. If there are agenda items other than those specified above, the shareholder may use the annex to the Proxy Form (Form C) attached.

ANNEX TO PROXY FORM C

Granting of power to a proxy as a shareholder of **Laguna Resorts & Hotels Public Company Limited**

The 2017 Annual General Meeting is scheduled to be held at 14:30 hrs. on Thursday, April 20, 2017 in 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 or on such other date and at such other venue and time as the Meeting may be adjourned or changed to.

Agenda No. ____ Re: _____

- ☐ (A) The Proxy may consider the matters and vote on our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on our behalf as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Agenda No. ____ Re: _____

- ☐ (A) The Proxy may consider the matters and vote on our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on our behalf as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Agenda No. ____ Re: _____

- ☐ (A) The Proxy may consider the matters and vote on our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on our behalf as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Agenda No. ____ Re: _____

- ☐ (A) The Proxy may consider the matters and vote on our behalf, as the Proxy deems appropriate in all respects.
- ☐ (B) The Proxy may consider the matters and vote on our behalf as follows:
- ☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Agenda No. ____ Re: Election of directors

Name of director: _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Name of director: _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Name of director: _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Name of director: _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Name of director: _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Name of director: _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

I/We certified that the information contained in this Annex to Proxy Form is complete and true.

Signed _____ Shareholder
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

**PROFILES OF INDEPENDENT DIRECTORS WHO ARE APPOINTED AS PROXIES FOR
SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING**



Name: Dr. Jingjai Hanchanlash

Position: Independent Director,
Audit and Risk Committee Member and
Nomination and Remuneration Committee Chairman

Age: 74 years

Nationality: Thai

Address: Polo Park Condominium No.19/22 Soi Polo, Wireless Road, Lumpini, Pathumwan,
Bangkok 10330

Date of First Appointment as Director: 15 May 2001

No. of Years of Directorship in the Company: 15 years 11 months

Number of Company Shares Held: None (No movement during the year)

Highest Educational Background / Director Certificate Program:

- Doctorate, University de Caen (Mention droit), France
- Certificate in Project Analysis Training, University of Connecticut, USA
- Certificate in Mid Career Management Training, University of Western Ontario, Canada
- Director Accreditation Program (2003), Thai Institute of Directors Association
- Audit Committee Program (2007), Thai Institute of Directors Association

Work Experience - Present:

In Listed Companies:

- Independent Director, Audit and Risk Committee Member and
Nomination and Remuneration Committee Chairman,
Laguna Resorts & Hotels Public Company Limited
- Independent Director, Audit and Risk Committee Member and
Nomination and Remuneration Committee Chairman,
Thai Wah Public Company Limited
- Vice Chairman, Muang Thai Insurance Public Company Limited
- Director, Loxley Public Company Limited
- Director, Asian Phytoceuticals Public Company Limited

In Non-Listed Companies:

- Honorary Chairman, Greater Mekong Sub-Region Business-Forum
- Chairman of the Executive Board, Rutnin-Gimbel Excimer Laser Eye Centre
- Vice Chairman, Thai Chamber of Commerce

In Non-Listed Companies: (con't)

- Director, SPIE Oil & Gas Services (Thailand) Limited
- Director, Hamilcar Company Limited
- Board Member, King Prajadhipok's Institute

In Other Legal Entity that may have a Conflict of Interests with the Company:

None

Record of Illegal Activity: None

Meeting Attendance in 2016:

Board of Directors:	4 out of 4
Audit and Risk Committee:	4 out of 4
Nomination and Remuneration Committee:	2 out of 2
Shareholders' Meeting:	1 out of 1

Conflict of Interest in Agenda Item: None

Other Related Relationships

Relationship	Details
Close relative to management / major shareholder of the Company or a subsidiary	No
Relationship with Company / its parent company / its subsidiary / its associates or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years	
1. as an executive director, employee, member of staff or advisor who receives a regular salary	No
2. as a professional service provider	No
3. in a material business relationship which may affect their independence	None

**PROFILES OF INDEPENDENT DIRECTORS WHO ARE APPOINTED AS PROXIES FOR
SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING**



Name: Mr. Vudhiphol Suriyabhivadh
Position: Independent Director,
Audit and Risk Committee Chairman and
Nomination and Remuneration Committee Member
Age: 72 years
Nationality: Thai

Address: 1 Soi Judsunt Timruengved 1, Sukhumvit 62 Road, Bangchak, Phrakonong,
Bangkok 10260

Date of First Appointment as Director: 7 May 2003

No. of Years of Directorship in the Company: 13 years 11 months

Number of Company Shares Held: None (No movement during the year)

Highest Educational Background / Director Certificate Program:

- Bachelor of Commerce (Accountancy), University of New South Wales, Australia
- Bachelor of Law, Sukhothai Thammathirat University
- Director Certification Program (2003), Thai Institute of Directors Association
- Audit Committee Program (2005), Thai Institute of Directors Association
- Executive Course, IMD, Lausanne, Switzerland

Work Experience - Present:

In Listed Companies:

- Independent Director, Audit and Risk Committee Chairman and
Nomination and Remuneration Committee Member,
Laguna Resorts & Hotels Public Company Limited
- Independent Director, Audit and Risk Committee Chairman and
Nomination and Remuneration Committee Member,
Thai Wah Public Company Limited
- Independent Director, Audit Committee Chairman and
Nomination, Remuneration and Good Corporate Governance Committee Chairman,
L.P.N. Development Public Company Limited
- Independent Director and Audit Committee Chairman,
Bangkok Ranch Public Company Limited

In Non-Listed Companies:

None

In Other Legal Entity that may have a Conflict of Interests with the Company:

None

Record of Illegal Activity: None

Meeting Attendance in 2016:

Board of Directors:	4 out of 4
Audit and Risk Committee:	4 out of 4
Nomination and Remuneration Committee:	2 out of 2
Shareholders' Meeting:	1 out of 1

Conflict of Interest in Agenda Item:

Mr. Vudhiphol Suriyabhivadh is one of 4 retiring directors proposed to be reappointed for another term of directorships in Agenda Item 5.1

Other Related Relationships

Relationship	Details
Close relative to management / major shareholder of the Company or a subsidiary	No
Relationship with Company / its parent company / its subsidiary / its associates or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years	
1. as an executive director, employee, member of staff or advisor who receives a regular salary	No
2. as a professional service provider	No
3. in a material business relationship which may affect their independence	None

DOCUMENTS VERIFYING ELIGIBILITY TO ATTEND THE MEETING

On the day of the Meeting all shareholders and/or their appointed proxy are kindly requested to register and submit the following documents to the Company Secretary before the Meeting begins.

1. If the shareholder is attending the Meeting:

- 1.1 Where the shareholder is a **Thai individual**, a copy of his/her identification card, government officer identification card, state enterprise employee card or driver's license, certified true and correct by the shareholder, including document of first name/family name change (if any) or
- 1.2 Where the shareholder is a **foreign individual**, a copy of his/her passport, certified true and correct by the shareholder, including document of first name/family name change (if any).

2. If the shareholder would like to appoint a proxy to attend the Meeting:

- 2.1 Please complete Proxy Form, sign where indicated and with a duty stamp (Baht 20) affixed, and
- 2.2 Where the shareholder is an **individual**, a copy of the relevant document listed under 1. above is required, or
- 2.3 Where the shareholder is a **legal entity**,
 - 2.3.1 If a **Thai** legal entity
 - a copy of the company's Affidavit issued by the Ministry of Commerce not more than 6 months before the date of the Meeting, certified true and correct by an authorized director(s) of the company, and
 - a copy of one of the following pieces of evidence of identity of the authorized director(s) who signed the above listed documents:
 - identification card, government officer identification card, state enterprise employee card or driver's license, certified true and correct by the authorized director(s) (if the authorized director(s) is a Thai national); or
 - passport, certified true and correct (if the authorized director(s) is a foreign national)

2.3.2 If a **foreign** legal entity

- a copy of the company's Affidavit or Certificate of Incorporation issued not more than 6 months before the date of the Meeting, which must contain the name and head office address of the legal entity, and the name(s) of the person(s) having authority to sign on behalf of the legal entity together with any restrictions on or conditions attached to the person(s) signing power, certified true and correct by the company's authorized director(s) in the presence of a Notary Public officer and endorsed by the Thai consulate office, and
- an English translation attached to any original document which is not in English, certified by the authorized director(s) of the legal entity, and
- a copy of one of the following pieces of evidence of identity of the authorized director(s) who signed the above listed documents:
 - identification card, government officer identification card, state enterprise employee card or driver's license, certified true and correct by the authorized director(s) (if the authorized director(s) is a Thai national); or
 - passport, certified true and correct (if the authorized director(s) is a foreign national)

2.4 A copy of the proxy's evidence of identity,

- identification card, government officer identification card, state enterprise employee card or driver's license, certified true and correct by the proxy if the proxy is a **Thai national**, or
- passport, certified true and correct by the proxy if the proxy is a **foreign national**

3. For a foreign investor appointing custodian in Thailand to keep and safeguard shares

- 3.1 All evidence similar to that specified in Items 2.1, 2.3 and 2.4.
- 3.2 Power of Attorney from a shareholder authorizing the custodian to sign the Proxy Form on the shareholder's behalf
- 3.3 Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business
- 3.4 An English translation attached to any original document which is not in English, certified by the shareholder or authorized director(s) of the legal entity.

THE COMPANY'S ARTICLES OF ASSOCIATION RELATING TO SHAREHOLDERS' MEETING

Shareholders' Meeting

Clause 20 The Board of Directors shall elect one of the directors to be the Chairman of the Board. The Chairman of the Board shall be the Chairman of the Board of Directors' meetings and the shareholders' meetings.

Clause 29 The Board of Directors shall call for a shareholders' meeting which is an annual general meeting within four months of the last day of the financial year of the Company.

The shareholders' meetings other than the one referred to in the above paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting anytime they think fit or shareholders holding not less than one-fifth of the total number of shares sold or shareholders not less than 25 persons holding in aggregate of not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting anytime, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders' meeting within 1 month of the date of receipt of such request from the said shareholders.

Clause 31 Shareholders and proxies (if any) must be present at a shareholders' meeting not less than 25 persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold in aggregate of not less than one-third of the total number of shares sold in order to constitute a quorum.

Clause 37 The Board of Directors shall send the following documents together with the notice calling for the annual general meeting to the shareholders:

- (1) A copy of the balance sheet and income statements, audited by the auditor together with the auditor's report.
- (2) Annual report of the Board of Directors

Voting

Clause 32 A resolution of the shareholders' meeting shall be as follows:

- (1) In an ordinary case, a majority of the votes of the shareholders who are present and cast their votes in the meeting is required. In the case of a tie vote, the Chairman of the meeting shall have a casting vote.

- (2) In the following cases, a vote of not less than three-fourths of the total number of the votes of the shareholders who are present and are eligible to vote at the meeting is required:
- (a) The sale or transfer of the whole or important part of the business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of the business of other companies or private companies to be under ownership of the Company;
 - (c) The entering, amending or terminating of any contract with respect to the granting of a lease of the whole or important part of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) The amendment of the Memorandum of Association and Articles of Association of the Company;
 - (e) The increase or decrease of the capital;
 - (f) The dissolution of the Company;
 - (g) The issuance of debentures
- (3) Any remuneration, gratuity, meeting fee of directors shall be fixed by a vote of not less than two-thirds of the total number of the votes of the shareholders who are present and are eligible to vote at the meeting.

Method of Election of Directors

Clause 13 Directors shall be elected in the general meeting of shareholders in accordance with the following rules and procedures:

- (1) In voting to elect directors, the votes shall be non-accumulative.
- (2) Each shareholder shall have a number of votes equal to the number of shares held by each of them or one share is entitled to one vote.

Clause 14 At each annual general meeting, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third shall retire from office.

Retiring directors in the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the director who has held office the longest shall retire.

Retiring directors are eligible for re-election.

Directors' Remuneration

Clause 28 Any remuneration, gratuity, meeting fee of directors shall be in accordance with the resolution of the shareholders' meeting supported by a vote of not less than two-thirds of the total number of the votes of the shareholders who are present at the meeting.

Payment of Dividend

Clause 38 No dividend shall be paid other than out of profits. If the Company still has an accumulated loss, no dividend shall be distributed.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

The Board of Directors may pay interim dividend to the shareholders from time to time if the Board believes that the profit of the Company justify such payment and shall report such payment to the shareholders at the next meeting.

In case where the Company does not sell all shares which have been registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders with the consent of the shareholders' meeting.

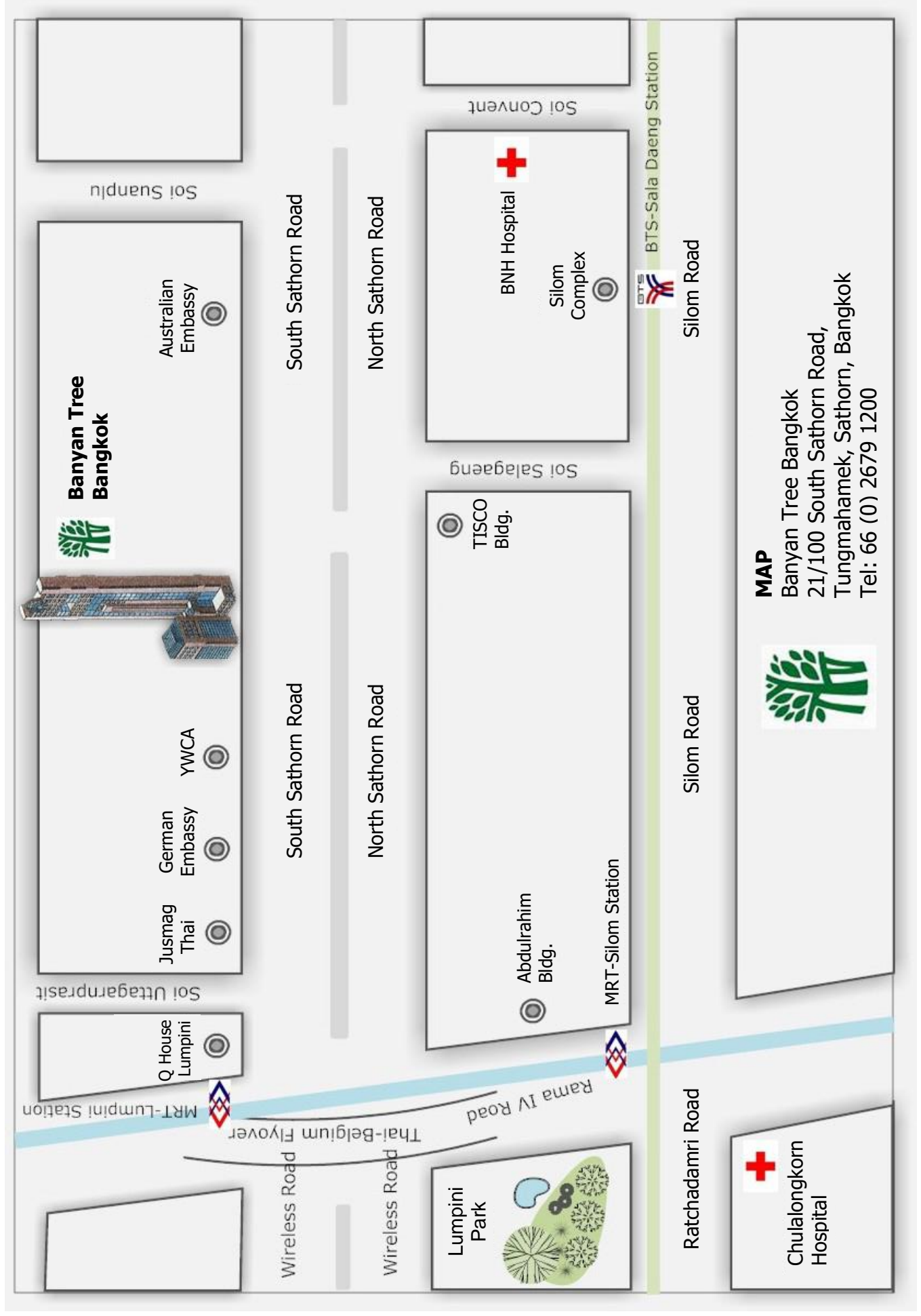
Dividend shall be paid within 1 month of the date of the resolution of the shareholders' meeting or of the Board of Directors' meeting, as the case may be. The shareholders shall be notified in writing of such payment of dividend, and the notice shall also be published in a newspaper.

Clause 39 The Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

Auditor

Clause 40 The auditor shall not be a director, staff member, employee or any person holding any position in the Company.

Clause 42 The auditor has the duty to attend every shareholders' meeting at which the balance sheet, income statement and the problems relating to the accounts of the Company are to be considered in order to clarify the auditing of accounts to the shareholders. In this regard, the Company shall also send such report and documents which the shareholders are to be received at that shareholders' meeting to the auditor.





2016 ANNUAL REPORT REQUISITION FORM

Please fill in the details below and either fax this form to telephone number 66 (0) 2285 0733 or email it to ir@lagunaresorts.com

To: The Company Secretary

I, _____

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____ Country _____

Telephone number: Home _____ Office _____ Mobile _____

would like to receive a printed copy of the following reports. (Please select your choice)

☐

2016 Annual Report (Thai version)

☐

2016 Annual Report (English version)