

March 25, 2016

**Subject** : Notice Calling for the 2016 Annual General Meeting

**Attention** : Shareholders  
Laguna Resorts & Hotels Public Company Limited

- Attachments**
1. Minutes of the 2015 Annual General Meeting
  2. The 2015 Annual Report and the Company's audited Financial Statements for the Year Ended December 31, 2015 (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. 2015 Annual Report Requisition Form

Notice is hereby given that the 2016 Annual General Meeting ("**AGM**") of Laguna Resorts & Hotels Public Company Limited ("**Company**") will be convened as follows:

**Date and time** : Tuesday, April 26, 2016 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 2015 Annual General Meeting**

**FACTS AND RATIONALE:** The Company's 2015 Annual General Meeting was held on Monday, April 27, 2015 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 2015 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 2015 business operations report**

**FACTS AND RATIONALE:** To report to shareholders for acknowledgement, the Company's 2015 business operations, details of which are provided in the Annual Report which had been sent to shareholders together with the notice calling for the AGM, as shown in Attachment 2.

**OPINION OF THE BOARD:** To propose to the AGM to acknowledge the Company's 2015 business operations report.

**REQUIRED VOTE FOR RESOLUTION:** No resolution on this agenda item 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, 2015 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, 2015, 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. 110-174) as shown in Attachment 2 and can be summarized as follows:

(Unit : Million Baht)

	<b>Consolidated Financial Statements</b>	<b>Separate Financial Statements</b>
Total Assets	20,091	6,595
Total Liabilities	8,416	1,212
Total Revenues	5,658	211
Net Profit / (Loss)	175	(22)
Profit / (Loss) per Share (Baht)	1.05	(0.13)

**OPINION OF THE BOARD:** To propose in the AGM to approve the Company's audited financial statements for the year ended December 31, 2015 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 175 million as shown in the income statement for the year ended December 31, 2015, which has been audited by the auditor.

The Company's Dividend Policy seeks to maximize shareholder value and encourage shareholder loyalty with predictable annual growth in dividend payout which is not impacted by profit volatility. With that objective, the Company's Dividend Policy is based on the principles of stability, predictability and managed growth, outlined as follows:

- **Stability**

Unless the Company suffers a substantial net loss, it will pay a dividend each year so that shareholders are not negatively affected by annual profit volatility.

- **Predictability**

Shareholders will be able to better anticipate the appropriate level of dividends to expect each year and therefore may be better able to manage their portfolio investment strategy.

- **Managed growth**

The Company will strive to increase and smooth out the dividends year-on-year within a broad band but the specific rate will be dependent on the Company's actual profit performance, cash and cash flow projections.

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, 2015 as follows:

- a) Dividend payment to shareholders in the amount of Baht 0.36 per share for 166,682,701 shares, totaling Baht 60,005,772.36.
- 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 10, 2016 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 11, 2016. Dividend payment will be made on May 25, 2016.

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, 2015 represents approximately 34 percent of consolidated net profit. Comparative details are set out in the table below.

<b>Details of Dividend Payment</b>	<b>2015</b>	<b>2014</b>
1) Consolidated net profit (Million Baht)	175.26	18.14
2) Number of shares issued and paid-up (Million Shares)	167	167
3) Dividend payment		
• Interim dividend (Baht/Share)	-	-
• Annual dividend (Baht/Share)	0.36	0.125
4) Total dividend payment (Million Baht)	60.01	20.84
5) Percentage compared to consolidated net profit	34%	115%

**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 matters relating to directorship of the Company**

### **5.1 To approve the 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. Surapon Supratya    | Deputy Chairman of the Board |
| 2) Dr. Jingjai Hanchanlash | Independent Director         |
| 3) Mr. Eddy See Hock Lye   | Director                     |
| 4) Mr. Ho Ren Hua          | 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 to consider and nominate directors for shareholders' approval.

In view of the professional qualifications, knowledge and work experience 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. Surapon Supratya, Dr. Jingjai Hanchanlash, Mr. Eddy See Hock Lye and Mr. Ho Ren Hua 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 To acknowledge the remuneration for the directors of the Board and directors who are members of the Audit and Risk Committee and the Nomination and Remuneration Committee**

**FACTS AND RATIONALE:** On April 27, 2015, the Company's 2015 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, 2015 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 remunerations table.

### Board of Directors

Position	Remuneration / Meeting / Person (Baht)	Spa & Gallery Vouchers / Year / Person
Chairman of the Board	253,000	-
Deputy Chairman of the Board	210,000	-
Independent Director	169,000	USD2,000
Non-Executive Director	169,000	USD2,000
Executive Director	111,000	-

### Audit and Risk Committee and Nomination and Remuneration Committee

Position	Remuneration / Meeting / Person (Baht)
Chairman	84,000
Member	43,000

The Nomination and Remuneration Committee has reviewed the directors' remuneration stated above and recommended the Board to maintain the 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 for the remuneration fees of year 2016 with the amount and format approved by the 2015 AGM.

**OPINION OF THE BOARD:** To propose to the AGM to acknowledge the 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 approved by the 2015 AGM which will continue to be in effect in 2016 and for each subsequent year, unless or until resolved otherwise by a general meeting of the shareholders of the Company.

The scopes of duties and responsibilities of the Company's Sub-Committees, namely 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 2015 is in the "Remuneration and Other Benefits of the Directors during the Year 2015" section of the Annual Report (page No. 73) as shown in [Attachment 2](#).

**REQUIRED VOTE FOR RESOLUTION:** No resolution on this agenda item and therefore no voting is required since it is only the Directors' Remuneration for the year 2016 for shareholders' acknowledgement.

**6. To consider and approve the appointment of an auditor and determination of its remuneration for the year 2016**

**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 Ms. Rosaporn Decharkom, CPA No. 5659 and/or Ms. Pimjai Manitkajohnkit, CPA No. 4521 of EY Office Limited to be the Company's auditor for the year 2016 with total remuneration not exceeding Baht 640,000. Only the audit fee is included in the remuneration for the Company's auditor.

To date, EY 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, 2015, 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 EY Office Limited in 2015 is in the "Auditor's Remuneration" section of the Annual Report (page No. 175) as shown in [Attachment 2](#).

Mr. Sophon Permsirivallop was the Company's auditor during 2006-2010 and 2013-2014, Ms. Rungnapa Lertsuwankul was the Company's auditor during 2011-2012, Ms. Rosaporn Decharkom was the Company's auditor in 2015 and Ms. Pimjai Manitkajohnkit has 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.

EY 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 EY Office Limited to be the Company's auditor for the year 2016 with total remuneration not exceeding Baht 640,000.

**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 at No. 21/66 Thai Wah Tower 1, 22nd Floor, South Sathorn Road, Tungmahamek, Sathorn, Bangkok, attention to the Company Secretary.

The Company has fixed the record date on which the shareholders are entitled to attend the AGM on March 11, 2016 and fixed the share register book closing date on which the shareholder list as specified under Section 225 of the Securities and Exchange Act to be compiled on March 14, 2016.

The Annual Report of the Company for the year 2015 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 2015 Annual Report, are requested to fill in the 2015 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, call telephone number 66 (0) 2677 4455 Ext. 295 or email to [ir@lagunaresorts.com](mailto: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](mailto: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**