

PROXY FORM B (SPECIFIC DETAILS FORM)

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



Made at _____

Date _____ 2009

(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 2009 Annual General Meeting to be held at 14:30 hrs. on Friday, April 24, 2009 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 2008 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 business operations of the Company for the year 2008

Agenda 3 : To consider and approve the Company's audited balance sheet as at December 31, 2008 and income statement for the year ended December 31, 2008 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 the election of new 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. Ho KwonPing**
 - Approve Disapprove Abstain
 2. Name of director: **Mr. Udom Vichayabhai**
 - Approve Disapprove Abstain
 3. Name of director: **Mr. Satit Rungkasiri**
 - Approve Disapprove Abstain
 4. Name of director: **Mr. Ariel P Vera**
 - Approve Disapprove Abstain

Agenda 6 : To consider and approve the appointment of an auditor and determination of its remuneration for the year 2009

- (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 businesses, 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 2009 Annual General Meeting is scheduled to be held at 14:30 hrs. on Friday, April 24, 2009 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

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 _____ 2009

- (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 _____.

Attachment 6

as our proxy to attend and vote on our behalf at the 2009 Annual General Meeting to be held at 14:30 hrs. on Friday, April 24, 2009 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 2008 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 business operations of the Company for the year 2008

Agenda 3 : To consider and approve the Company's audited balance sheet as at December 31, 2008 and income statement for the year ended December 31, 2008 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 the election of new 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. Ho KwonPing**
 - Approve_____votes Disapprove_____ votes Abstain_____ votes
 2. Name of director: **Mr. Udom Vichayabhai**
 - Approve_____votes Disapprove_____ votes Abstain_____ votes
 3. Name of director: **Mr. Satit Rungkasiri**
 - Approve_____votes Disapprove_____ votes Abstain_____ votes
 4. Name of director: **Mr. Ariel P Vera**
 - 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 2009

- (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 businesses, 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 2009 Annual General Meeting is scheduled to be held at 14:30 hrs. on Friday, April 24, 2009 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 Attachment to Proxy Form is complete and true.

Signed _____ Shareholder
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)

Signed _____ The Proxy
(_____)