

## **Criteria and Procedures for Shareholders to Propose an Agenda Item in Advance for the 2012 Annual General Meeting (“AGM”)**

In order to promote the practice of good corporate governance regarding the rights of shareholders, Laguna Resorts & Hotels Public Company Limited (“the Company”) would like to invite the shareholders to propose AGM agenda items in advance of the AGM. The proposed agenda item should be deemed significant and beneficial and be in compliance with the criteria and procedures as specified by the Company as follows:

### **Criteria and Procedures for Shareholders to Propose an AGM Agenda Item in Advance**

#### **1. Qualifications of Shareholders**

Shareholders who have the rights to propose an AGM agenda item must possess qualifications as follows:

- Being a shareholder or shareholders who hold shares of the Company representing at least 5 percent of the total voting rights of the Company
- Having continuously held the above shares for at least 12 months and remaining in such proportion on the proposed date of AGM agenda.
- Being able to provide evidences of shareholding and identity of the shareholders, details as shown in **attachment 2**.

#### **2 Proposing of AGM agenda item in advance**

**2.1 The Board of Directors shall reserve its right not to include in the AGM agenda, any agenda item that:**

- Would violate applicable laws, notifications, rules, or regulations of government authorities, or of any regulatory authority which supervises the business operation of the Company or would violate the objectives or articles of association, or the resolutions passed at a shareholders’ meeting, of the Company;
- Would be beyond the Company’s control;
- Contains incomplete or incorrect information or does not indicate whether the proposed agenda item is for information, for approval, or for consideration;

- Relates to ordinary business operations with no reasonable ground to suspect the irregularity of such matter;
- Was submitted by a party not meeting the qualifications of shareholding as specified in No. 1 or was not submitted in accordance with the Criteria and Procedures for Shareholders to Propose an AGM Agenda Item in Advance as specified in No. 2;
- Was previously proposed within the past 12 months at a shareholders' meeting of the Company and received the supporting votes of less than 10 percent of the total voting rights unless the facts had significantly changed; or
- Falls within any other case as specified by notification of the Capital Market Supervisory Board.

## **2.2 Procedures to propose an AGM agenda item**

- The fully qualified shareholders as specified in No. 1 can propose an AGM agenda item by completing and signing the form " Proposal for the 2012 Annual General Meeting" as shown in attachment 1, and enclosing all supporting documents as specified.
- In the case where two or more shareholders have united to propose the same AGM agenda item, each shareholder must separately complete and sign the form as shown in attachment 1, and enclose all supporting documents as specified. Then, documents of all such shareholders must be combined into one set and submitted together.
- In the case where a shareholder or group of shareholders wishes to propose more than one AGM agenda item, a separate form as shown in attachment 1 must be completed, signed and submitted for each AGM agenda item, with all supporting documents as specified, enclosed for each proposed agenda item.
- The original forms, duly signed, together with all supporting documents must be sent to the Company by registered mail as follows:

**The Company Secretary**  
**Laguna Resorts & Hotels Public Company Limited**  
**21/11, 21/12B, 21/13 Thai Wah Tower 1, 6<sup>th</sup> Floor**  
**South Sathorn Road, Tungmahamek Sub-district**  
**Sathorn District, Bangkok 10120**

- In case of any queries, please contact the Company Secretary at 0 2677 4455.

### 2.3 Submission period

December 1, 2011 to December 30, 2011, with the date of receipt being taken as, and evidenced by, the postmarked date on the envelope.

#### **Procedures for Considering a Proposed Agenda Item**

- The Audit and Risk Committee shall review the proposal submission and express its opinion to the Board of Directors for consideration.
- The Board of Directors shall consider the appropriateness of the proposal which shall not incorporate the matters that would not be included in the AGM as specified in No. 2.1 of the Criteria and Procedures for Shareholders to Propose an AGM Agenda Item in Advance. The determination of the Board of Directors judgement is final.
- Any proposed agenda item deemed to qualify by the Board of Directors shall be included in the AGM agenda.
- Any proposed agenda item deemed ***not*** to qualify by the Board of Directors shall be announced with reasons at the AGM.

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