

December 1, 2011

Subject: The rights of shareholders to propose agenda items in advance for the 2012 Annual General Meeting (“AGM”)

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

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, which have been posted on the Company’s website www.lagunaresorts.com. The submission period for the 2012 AGM is from December 1, 2011 until December 30, 2011.

Please be informed accordingly.

Sincerely yours,

(Ms. Sirivan Skulkerevathana)
Senior Assistant Vice President – Finance

**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, 6th 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.

PROPOSAL FOR THE 2012 ANNUAL GENERAL MEETING

I am (Mr./Mrs./Ms) being a shareholder of
Laguna Resorts & Hotels Public Company Limited (“the Company”), holding a total number of
..... shares, residing at No..... Trok/Soi.....
Road..... Tambon/Kwang..... Amphur/Khet.....
Province..... Postal Code..... Mobile Phone.....
Home/Office Phone..... Email Address.....

I would like to propose the following agenda item for the 2012 Annual General Meeting:

Subject.....
.....
.....

Facts and rationale for consideration as follows:

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Together with the proposal, I have enclosed herewith additional supporting documents which have been certified true copy at every pages, a total of pages for consideration.

I hereby certify that all information in the form “Proposal for the 2012 Annual General Meeting”, evidences of shareholdings and identity and any supporting documents are correct and as such I have signed my name as evidence shown below.

.....Shareholder’s Signature

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Date.....

EVIDENCES OF SHAREHOLDING AND IDENTITY

1. Evidence of shareholding

- A copy of share certificate being certified true and correct or;
- Certificate of shareholding from the security company or;
- Other evidences of shareholding from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2. Evidence of identity

2.1 Where the shareholder is **an individual**

2.1.1 **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).

2.1.2 **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).

2.2 Where the shareholder is **a legal entity**

2.2.1 If a **Thai** legal entity

- a copy of the company's Affidavit issued by the Ministry of Commerce not more than 3 months before the date of proposing the agenda item for the Annual General 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:

If the authorized director(s) is a Thai national

identification card, government officer identification card, state enterprise employee card or driver's license, certified true and correct; or

If the authorized director(s) is a foreign national

passport, certified true and correct.

2.2.2 If a **foreign** legal entity

- a copy of the company's Affidavit or Certificate of Incorporation issued not more than 3 months before the date of proposing the agenda item for the Annual General 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:

If the authorized director(s) is a Thai national

identification card, government officer identification card, state enterprise employee card or driver's license, certified true and correct; or

If the authorized director(s) is a foreign national

passport, certified true and correct.