

**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 \_\_\_\_\_ 2011

(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 2011 Annual General Meeting to be held at 14:30 hrs. on Wednesday, April 27, 2011 in Banyan Ballroom, 10<sup>th</sup> 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 Extraordinary General Meeting No. 1/2010**

(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 2010**

**Agenda 3 : To consider and approve the Company's audited balance sheet as at December 31, 2010 and income statement for the year ended December 31, 2010 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 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 Kwon Cjan**
      - Approve                       Disapprove                       Abstain
    2. Name of director: **Mr. Vudhiphol Suriyabhivadh**
      - Approve                       Disapprove                       Abstain
    3. Name of director: **Mr. Bernold O. Schroeder**
      - Approve                       Disapprove                       Abstain
    4. Name of director: **Mr. Stuart D. 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 2011**

- (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 and approve amendment to Clause 27 of the Company's Articles of Association**

- (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 8 : 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 2011 Annual General Meeting is scheduled to be held at 14:30 hrs. on Wednesday, April 27, 2011 in Banyan Ballroom, 10<sup>th</sup> 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



Made at \_\_\_\_\_

Date \_\_\_\_\_ 2011

(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 2011 Annual General Meeting to be held at  
14:30 hrs. on Wednesday, April 27, 2011 in Banyan Ballroom, 10<sup>th</sup> 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 Extraordinary General Meeting No. 1/2010**

- (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 2010**

**Agenda 3 : To consider and approve the Company's audited balance sheet as at December 31, 2010 and income statement for the year ended December 31, 2010 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 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 Kwon Cjan**
      - Approve\_\_\_\_\_votes       Disapprove\_\_\_\_\_ votes       Abstain\_\_\_\_\_ votes
    2. Name of director: **Mr. Vudhiphol Suriyabhivadh**
      - Approve\_\_\_\_\_votes       Disapprove\_\_\_\_\_ votes       Abstain\_\_\_\_\_ votes
    3. Name of director: **Mr. Bernold O. Schroeder**
      - Approve\_\_\_\_\_votes       Disapprove\_\_\_\_\_ votes       Abstain\_\_\_\_\_ votes
    4. Name of director: **Mr. Stuart D. 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 2011**

- (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 and approve amendment to Clause 27 of the Company's Articles of Association**

- (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 8 : 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 2011 Annual General Meeting is scheduled to be held at 14:30 hrs. on Wednesday, April 27, 2011 in Banyan Ballroom, 10<sup>th</sup> 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  
( \_\_\_\_\_ )