

March 26, 2012

Subject : Notice Calling for the 2012 Annual General Meeting

Attention : Shareholders
Laguna Resorts & Hotels Public Company Limited

- Attachments**
1. **Copy of the Minutes of the 2011 Annual General Meeting**
 2. **The 2011 Annual Report and the Company's Financial Statements for the Year Ended December 31, 2011**
 3. **Information of Nominated Directors to be Elected**
 - 3.1 **Non-Independent Directors' Profile**
 - 3.2 **Independent Directors' 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**

Notice is hereby given that the 2012 Annual General Meeting ("**AGM**") of Laguna Resorts & Hotels Public Company Limited ("**Company**") will be convened as follows:

Date and time : Friday, April 27, 2012 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 2011 Annual General Meeting

FACTS AND RATIONALE: The Company's 2011 Annual General Meeting was held on Wednesday, April 27, 2011 and the minutes of that 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 2011 Annual General Meeting.

2. To consider and acknowledge the business operations of the Company for the year 2011

FACTS AND RATIONALE: To report to shareholders for acknowledgement, the business operations of the Company for the year 2011, details of which are provided in the Annual Report as shown in Attachment 2.

OPINION OF THE BOARD: To report to the AGM to acknowledge the business operations of the Company for the year 2011.

3. To consider and approve the Company's audited statements of financial position as at December 31, 2011 and statements of comprehensive income for the year ended December 31, 2011 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 statements of financial position as at December 31, 2011 and statements of comprehensive income for the year ended December 31, 2011, 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. 174 - 235) as shown in Attachment 2 and can be summarized as follows:

Consolidated financial statements

Total Assets	19,264	Million Baht
Total Liabilities	4,675	Million Baht
Total Revenues	3,598	Million Baht
Net Loss	224	Million Baht
Loss per Share	1.34	Baht/Share

Separate financial statements

Total Assets	6,121	Million Baht
Total Liabilities	1,066	Million Baht
Total Revenues	1,099	Million Baht
Net Profit	653	Million Baht
Earnings per Share	3.92	Baht/Share

OPINION OF THE BOARD: To propose in the AGM to approve the Company's audited statements of financial position as at December 31, 2011 and statements of comprehensive income for the year ended December 31, 2011 with the auditor's report thereon.

4. To consider and approve the omission of dividend payment

FACTS AND RATIONALE: The Company suffered a consolidated net loss of Baht 224 million as shown in the income statement for the year ended December 31, 2011, which has been audited by the auditor.

The Company's dividend policy provides for a dividend payment structured in 2 components as follows:

- 1) A fixed component amounting to one-third of the consolidated net profit for the year attributable to the shareholders; and
- 2) A variable component subject to the Board of Directors' discretion on the availability of cash after taking into account major capital expenditure and debt repayment obligations in the following year.

OPINION OF THE BOARD: In view of the Company's consolidated net loss and in accordance with the Company's dividend policy, the Board of Directors agreed to propose in the AGM to approve the omission of dividend payment for the year ended December 31, 2011.

The proposed omission of dividend payment is consistent with the Company's dividend payment policy which determines the dividend payment based on the consolidated net profit basis. Comparative details are set out in the table below.

Details of Dividend Payment	2011	2010
1) Consolidated net profit (loss) (Million Baht)	(224)	1,414
2) Number of shares issued and paid-up (Million Shares)	167	167
3) Dividend payment		
• Interim dividend (Baht/Share)	-	-
• Annual dividend (Baht/Share)	-	7.50
4) Total dividend payment (Million Baht)	-	1,250
5) Percentage compared to consolidated net profit	-	88%

5. To consider and approve the election of new 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:

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| 1) Mr. Ho KwonPing | Chairman |
| 2) Mr. Udom Vichayabhai | Independent Director and
Audit and Risk Committee Member and
Nomination and Remuneration Committee Member |
| 3) Mr. Satit Rungkasiri | Independent Director and
Nomination and Remuneration Committee Member |
| 4) Mr. Ariel P Vera | 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 nominate directors for shareholders' approval.

In view of the experience, knowledge and past contribution 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. Ho KwonPing, Mr. Udom Vichayabhai, Mr. Satit Rungkasiri and Mr. Ariel P Vera 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](#).

6. 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: Based on the resolution of the Company's 2011 Annual General Meeting held on April 27, 2011, the approved budget for directors' remuneration amounts to a total not exceeding Baht 9.9 million per year with effect from January 1, 2011 and for each ensuing year, unless or until resolved otherwise by a general meeting of the shareholders of the Company. The approved budget includes remuneration for all directors of the Board and all directors who serve on the Audit and Risk Committee and the Nomination and Remuneration Committee. The resolution of the Company's 2011 Annual General Meeting also authorized the Board of Directors, at its own discretion, to determine the details and amount of remuneration to be paid to each director of the Board and each director who is a member of the Audit and Risk Committee and/or the Nomination and Remuneration as the Board of Directors may deem appropriate.

The Nomination and Remuneration Committee has reviewed the approved directors' remuneration, taking into account industry norms and the responsibilities of each directorship position. The Nomination and Remuneration Committee agreed with the Board that due to the consolidated net loss of the Company, the directors' remuneration remains unchanged from the budget approved at the 2011 Annual General Meeting.

OPINION OF THE BOARD: To report to the AGM to acknowledge that the remuneration for all directors of the Board and all directors who serve on the Audit and Risk Committee and the Nomination and Remuneration Committee remains unchanged from the budget approved at the 2011 Annual General Meeting.

The remuneration for all directors of the Board and all directors who serve on the Audit and Risk Committee and the Nomination and Remuneration Committee is therefore confirmed to remain a total amount not exceeding Baht 9.9 million per year with effect from January 1, 2012 and for each ensuing year, unless or until resolved otherwise by a general meeting of the shareholders of the Company and the Board of Directors is authorized, at its own discretion, to determine the details and amount of remuneration to be paid to each director of the Board and each director who is a member of the Audit and Risk Committee and/or the Nomination and Remuneration as the Board of Directors may deem appropriate.

The scopes of duties and responsibilities of 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 2011 is in the "Remuneration and Other Benefits of the Directors during the Year 2011" section of the Annual Report (page No. 74) as shown in Attachment 2.

7. To consider and approve the appointment of an auditor and determination of its remuneration for the year 2012

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 Ms. Rungnapa Lertsuwankul, C.P.A. No. 3516 and/or Ms. Sumalee Reewarabandith, C.P.A. No. 3970 and/or Ms. Gingkarn Atsawarangsalit, C.P.A. No. 4496 of Ernst & Young Office Limited to be the Company's auditor for the year 2012 with total remuneration not exceeding Baht 670,000 which is the same amount as approved for the year 2011. Only the audit fee is included in the remuneration for the Company's auditor.

To date, Ernst & Young 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 3 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, 2011, the Company and its subsidiaries did not pay any non-audit fees to the audit firm which acted as the Company's auditor, or to other persons or businesses related to the 3 nominated auditors. For the benefit of all shareholders, the profiles of the 3 nominated auditors are included in Attachment 6 of this Notice, and the details of the remuneration paid to Ernst & Young Office Limited in 2011 is in the "Auditors' Remuneration" section of the Annual Report (page No. 236) as shown in Attachment 2.

Ms. Rungnapa Lertsuwankul was the Company's auditor for 5 years (4 consecutive financial years) in 2005 and from 2008 to 2011 and Ms. Sumalee Reewarabandith was the Company's auditor for 4 years from 2008 to 2011 and Ms. Gingkarn Atsawarangsalit was the Company's auditor for 1 year in 2011. 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.

Ernst & Young 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 Ms. Rungnapa Lertsuwankul, C.P.A. No. 3516 and/or Ms. Sumalee Reewarabandith, C.P.A. No. 3970 and/or Ms. Gingkarn Atsawarangsalit, C.P.A. No. 4496 of Ernst & Young Office Limited to be the Company's auditor for the year 2012 with total remuneration not exceeding Baht 670,000.

8. 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. However, if you are a foreign shareholder who appoints a custodian in Thailand to keep and safeguard your shares, you 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, is to be presented to the Company Secretary before the AGM begins or to be sent to the Company Secretary by mail at the Company's address.

The Company has fixed the record date on which the shareholders are entitled to attend the AGM on February 29, 2012 and fixed the share register book closing date on which the shareholder list as specified under Section 225 of the Securities and Exchange Act shall be compiled on March 1, 2012.

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 or by fax to number 662-285-0733.

Yours sincerely,

By the order of the Board of Directors,



(Mr. Surapon Supratya)
Deputy Chairman