

No. L012/2018

March 5, 2018

Subject: Receiving of the Amendment to the Voluntary Tender Offer document (Form 247-4)

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

Enclosure: Amendment to the Voluntary Tender Offer document (Form 247-4) dated March 5, 2018

Laguna Resorts & Hotels Public Company Limited (the "**Company**") would like to inform you that, today March 5, 2018, the Company has received the Amendment to the Voluntary Tender Offer document (Form 247-4) from Banyan Tree Holdings Limited and Banyan Tree Resorts & Spas (Thailand) Company Limited (the "**Group of Offerors**"), the details of which are set out in the enclosure.

Please be informed accordingly.

Yours faithfully,

(Mr. Kuan Chiet)

Vice President – Finance & Administration

5 March 2018

Re: Amendments to the Tender Offer to Purchase the Securities of Laguna Resorts & Hotels Public Company Limited

To: Secretary-General of the Office of the Securities and Exchange Commission
President of the Stock Exchange of Thailand
Laguna Resorts & Hotels Public Company Limited and Shareholders of Laguna Resorts & Hotels Public Company Limited

Attachment The revised Appendix B, C, D, and E to replace the previous version

With reference to the Tender Offer Form (Form 247-4) for securities of Laguna Resorts & Hotels Public Company Limited (the “**Business**”) submitted by Banyan Tree Holdings Limited and Banyan Tree Resorts & Spas (Thailand) Company Limited (collectively called the “**Group of Offerors**”) and Asia Plus Advisory Company Limited (the “**Tender Offer Preparer**”) to the Office of the Securities and Exchange Commission on 2 March 2018, the Group of Offerors and the Tender Offer Preparer would like to disclose amendments to the Tender Offer Form (Form 247-4) as shown and underline below and attach the revised Appendix B, C, D, and E to replace the previous version at the end of this letter.

1. Amendment to Appendix B.1

Previous Statement (The top box)

Ordinary shareholders of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED

Amendment

Ordinary shareholders of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED

Previous Statement

2. Endorse signature on the back of certificate (The Tender Offer Agent will only accept the securities certificates bearing the name of the Offeree or the shareholder whose name appears

in the securities certificate who has endorsed to transfer the securities certificate to the Offeree with legitimate and complete transfer documents.

Amendment

2. Endorse signature on the back of certificate (The Tender Offer Agent will only accept the securities certificates bearing the name of the Offeree or the shareholder whose name appears in the securities certificate who has endorsed to transfer the securities certificate with legitimate and complete transfer documents.

Previous Statement

2) Foreign Individual

A certified copy of Alien Certificate A certified copy of Passport

Amendment

A certified copy of Alien Certificate or A certified copy of Passport

Previous Statement

3.1 A certified copy of the affidavit issued by the MOC not more than one year prior to the last day of the tender offer period and affix with the company seal (if any) of the authorized person who signed the document mentioned in Clause 3.1

3.2 Documents stated in No.1) or 2) of the person who is duly authorized by the company to certify true copy of document in 3.1 above

Amendment

3.1 A certified copy of the affidavit issued by the MOC not more than one year prior to the last day of the tender offer period and affix with the company seal (if any)

3.2 Documents stated in No.1) or 2) (as the case maybe) of the person who is duly authorized by the company to certify true copy of document in 3.1 above

Previous Statement

4) Juristic Person incorporated outside in Thailand

Amendment

- 4) Juristic Person incorporated outside Thailand

Previous Statement

5. Foreign juristic person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand; or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand

Amendment

5. If settlement by money transfer to SCB Securities Account is chosen, please attach either certified copy of first page of saving account which indicates account name and number or certified copy of bank statement of current account

6. Foreign juristic person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand; or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand

2. **Remove the signatory line of the Proxy in Appendix B.2**
3. **Adjust the contact information of the Tender Offer Agent to Appendix B.2**

Previous Statement

For more information please contact Khun Monchai Sittichoksiri or Khun Ratiwan Kirdpoke Tel. 0-2949-1000 Ext. 1213 or 1208 SCB Securities Company Limited

Amendment

For more information please contact Tel. 0-2949-1999 SCB Securities Company Limited

4. **Adjust the contact information of the Tender Offer Agent to Appendix C.1**

Previous Statement

3.1 A certified copy of the affidavit issued by MOC not more than one year prior to the last day of the tender offer period and affix the Company's seal (if any)

Amendment

3.1 A certified copy of the affidavit issued by MOC that is not more than one year prior to the last day of the tender offer period and affix the Company's seal (if any)

Previous Statement

4) Juristic Person not Incorporated Outside Thailand

Amendment

4) Juristic Person Incorporated Outside Thailand

Previous Statement

4.2 Documents state in No.1) or 2) of the person who is duly authorized by the company to certify true copy of document in 4.1 above

Amendment

4.2 Documents state in No.1) or 2) (as the case maybe) of the person who is duly authorized by the company to certify true copy of document in 4.1 above

5. Insert 2 bullet points to Appendix D.1

Insertion

3.3 A certified copy of VAT certificate (This is not required if the offeree is not VAT entity)

4.3 A certified copy of VAT certificate (This is not required if the offeree is not VAT entity)

Previous Statement (Under Additional documents)

2) A copy of document or evidence showing an identity number of the securities holder and the representative as specified above

Amendment

2) A copy of ID Card or house registration of the securities holder and the representative as specified above with an endorsement of certified true copy

6. Amendment to Payment Conditions under Appendix D.2

Previous Statement

during 10:00 a.m. to 4:30 p.m.

Amendment

during 10:00 a.m. to 4:00 p.m.

7. Amendment to Appendix E by replacing the old TSD Form with the new TSD Form

Sincerely yours,

- Mr. Ho KwonPing -

- Mr. Eddy See Hock Lye -

(Mr. Ho KwonPing)
Executive Chairman

(Mr. Eddy See Hock Lye)
Group Managing Director

Banyan Tree Holdings Limited

Group of Offerors

- Mrs. Suwanna Numnun -

- Mrs. Kingkam Olarnjanin -

(Mrs. Suwanna Numnun)

(Mrs. Kingkam Olarnjanin)

Director

Director

Banyan Tree Resorts & Spas (Thailand) Company Limited

Group of Offerors

- Dr. Kongkiat Opaswongkarn -

- Mr. Lec Sicoravit -

(Dr. Kongkiat Opaswongkarn)

(Mr. Lec Sicoravit)

Director

Director

Asia Plus Advisory Company Limited

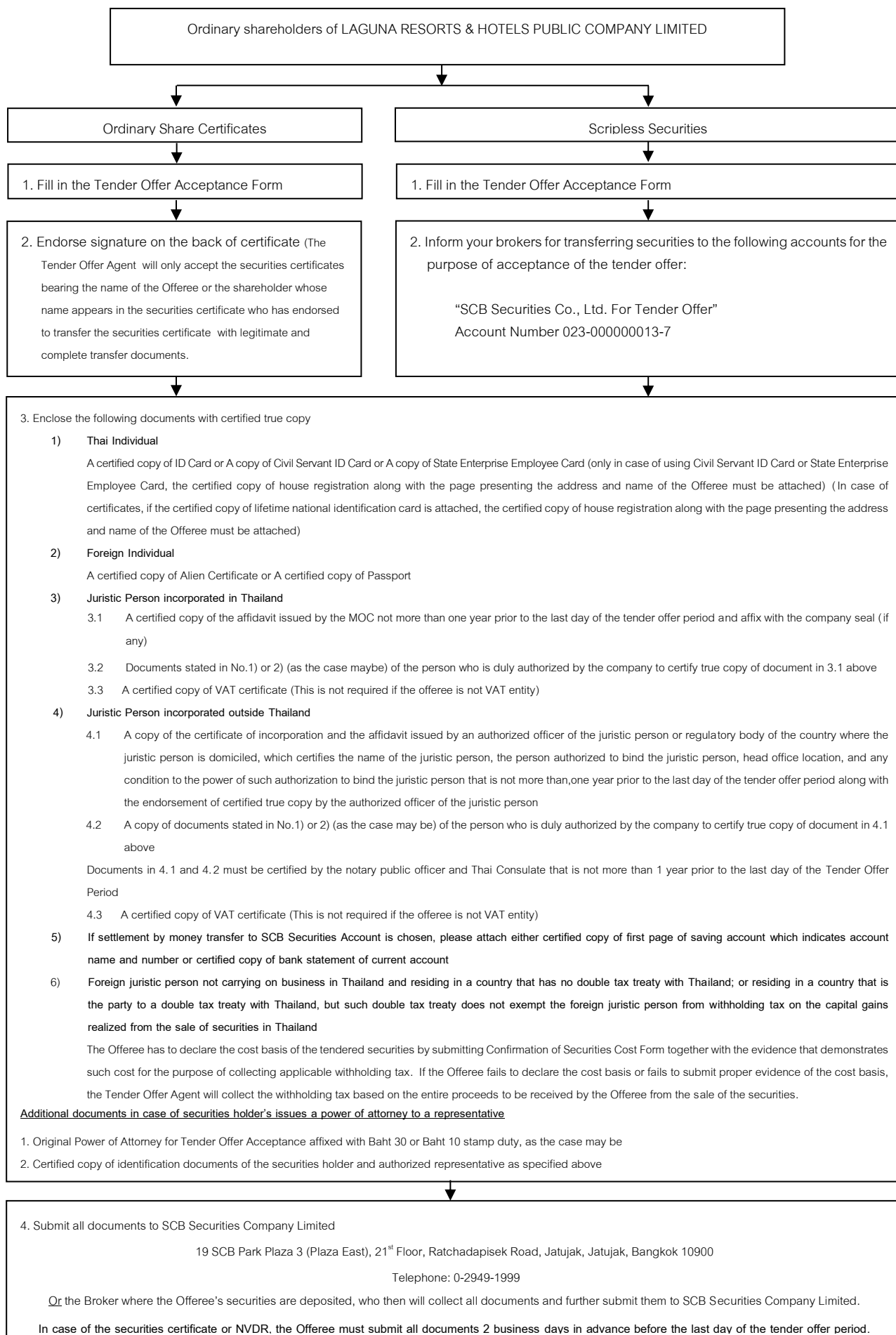
Tender Offer Preparer

Appendix B

Tender Offer Acceptance Procedure and Forms

- B.1 Tender Offer Acceptance Procedure
- B.2 Tender Offer Acceptance Form
- B.3 Confirmation of Securities Cost Form
- B.4 Power of Attorney for Tender Offer Acceptance

Tender Offer Acceptance Procedures



Confirmation of Securities Cost Form

(For foreign juristic person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand, or residing in a country that is the party to a double tax treaty with Thailand but such double tax treaty does not exempt such foreign juristic person from withholding tax on the capital gain realized from the sale of securities in Thailand.)

Date

To SCB Securities Company Limited (the "Tender Offer Agent")

I/We Nationality.....

Tax Identification No. (if any) would like to declare the securities cost of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED, which are the securities being offered hereto as follows:

For Tender of Ordinary Shares at the amount of shares

Date	No. of Securities Certificates/ No. of Transfer Slip (Date of Transfer)	Name of Securities holders as appearing in the Registration	No. of Securities	Cost per Share (Baht)
Total				

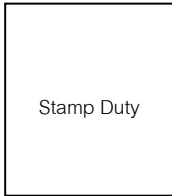
I/We hereby, attached
totally(if any), as evidence (s) of cost for withholding tax calculation.

I/we hereby certify that the statements given above are accurate.

Signed..... Offeree
(.....)

Foreign juristic person, who does not carry on business in Thailand and residing in a country that has no double tax treaty with Thailand, or who resides in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand, has to declare securities cost by submitting the Confirmation of Securities Cost Form attached with the evidence of such cost. If the form is not submitted or proper evidence of the cost basis is not enclosed with the form, the withholding tax will be imposed on the entire proceeds to be received by the Offeree from the sale of securities.

POWER OF ATTORNEY



Made at

Date

I/We Age
Nationality Resides at (address that can be reached by mail)
Postal code.....

as the holder of securities of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED,
at the amount of shares/units

hereby authorized Age Nationality Resides at (address that can be reached by mail)

..... Postal code to act as my/our proxy

- to submit Tender Offer Acceptance Form and deliver securities of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED,
to provide assistance in the cheque collection process,

through SCB Securities Company Limited (the "Tender Offer Agent") and to be authorized to do and execute all such other matter in connection with the aforesaid mentioned on my behalf until its completion.

Any acts taken by my/our proxy shall be deemed to be taken by myself/ourselves in every respect.

Signed.....Grantor
(.....)

Signed..... Proxy
(.....)

Signed..... Witness
(.....)

Signed..... Witness
(.....)

Remarks (Please attached the following):

- 1. Certified true copies of ID or Certificate of Incorporation of the Grantor and authorized representative are required to be attached herewith
2. Certified true copies of ID or Certificate of the Proxy
3. Affix a Baht 10 stamp duty in case of authorizing the Proxy to sell, transfer and deliver shares and affix Baht 10 stamp duty in case of authorizing the Proxy to assist in the cheque collection, and affix a Baht 30 stamp duty in the case of authorizing the Proxy to provide both assistance

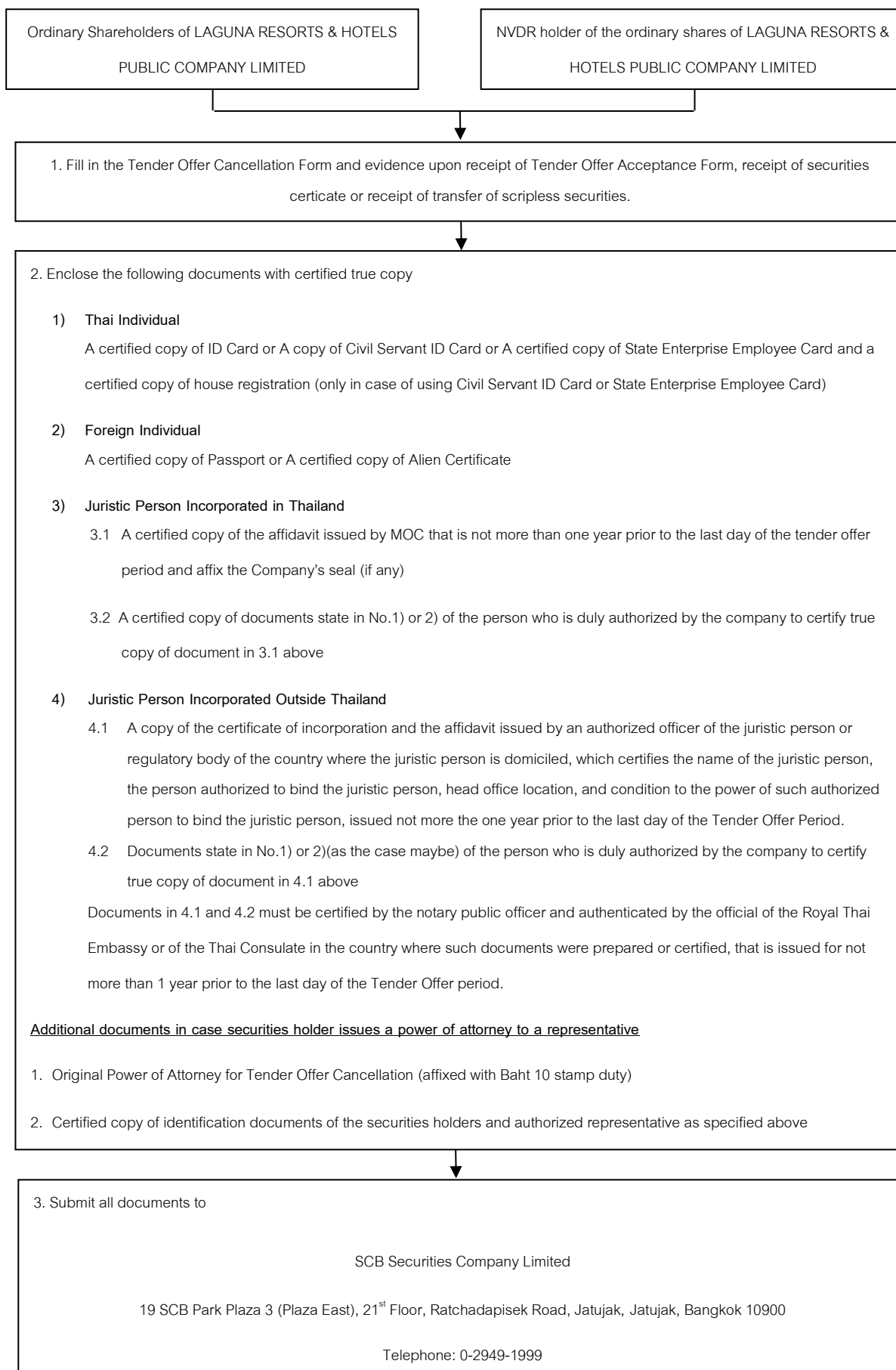


Appendix C

Tender Offer Cancellation Procedure and Forms

- C.1 Tender Offer Cancellation Procedure
- C.2 Tender Offer Cancellation Form
- C.3 Power of Attorney for Tender Offer Cancellation

**Tender Offer Cancellation Procedures of
LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED**



Tender Offer Cancellation Form
LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED

Cancellation Form No.

Date

To The Tender Offeror and SCB Securities Company Limited ("**Tender Offer Agent**")
 I/We (Mr./Mrs./Ms./(Company))

Address (that can be reached by mail).....

Postal Code Home Tel. no. Office Tel. no.....hereby cancel the offer to sell

..... ordinary shares or unit of NVDR of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED.

I/We submitted the Tender Offer Acceptance Form of the securities of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED on

(Date) Acceptance Form No.

I/We would like to receive the securities or NVDR in the same method as tendered by

Securities/NVDR certificate (the certificate will be collectible at SCB Securities Co. , Ltd. on the business day following the date of submission of the Tender Offer Cancellation Form)

Scripless/NVDR: (I/We, herewith, attached Baht 50 for securities transferring fee).Transfer securities through TSD by transferring to the following account

Broker's Name Broker's Number

Account Name Account Number

The aforementioned Broker will deposit the securities transferred from the Tender Offer Agent to my securities trading account opened with the Broker. SCB Securities Co. , Ltd. will transfer the securities through TSD into securities trading account specified above on the business day following the date of submission of the Tender Offer Cancellation Form.

I/We hereby agree to accept the terms and conditions stated above.

Signed.....Offeree

(.....)

Delivery of securities/NVDR certificates

SCB Securities Company Limited, the Tender Offer Agent, has delivered the securities/NVDR certificates as stated above to the Offeree who cancel their acceptance of the tender offer, and the Offeree has received the securities/NVDR certificate.

SignedDeliverer
(.....)Signed.....recipient/Offeree
(.....)

Receipt of Tender Offer Cancellation Form of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED

Cancellation Form No.

Date

SCB Securities Company Limited ("**Tender Offer Agent**") has received the Tender Offer Cancellation Form of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED from Mr./Mrs./Ms./(Company).....

Amount of cancellation

..... ordinary shares or NVDR and the Receipt of the Tender Offer Acceptance Form No.....

The securities will be returned to the person who intend to cancel by

Securities/NVDR certificate (the certificate will be collectible at SCB Securities Co. , Ltd. on the business day following the date of submission of the Tender Offer Cancellation Form)

Scripless/NVDR: (I/We, herewith, attached Baht 50 for securities transferring fee.) Transfer securities through TSD by transferring to the following account

Broker's NameBroker's Number

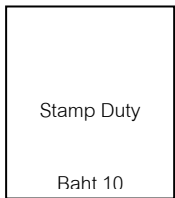
Account NameAccount Number

The aforementioned Broker will deposit the securities transferred from the Tender Offer Agent to my securities trading account opened with the Broker. SCB Securities Co. , Ltd. will transfer the securities through TSD into securities trading account specified above on the business day following the date of submission of the Tender Offer Cancellation Form.

Signed..... Recipient

(.....)

POWER OF ATTORNEY



Made at

Date

I/WeAge Nationality
resides at (Address that can be reached by mail)

..... Postal code.....

hereby authorized..... Age Nationality

resides at (Address that can be reached by mail)

..... Postal code.....

to act as my/our proxy to cancel the Tender Offer Acceptance Form of

Ordinary shares/NVDR at the amount of shares

of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED which I/We intended to sell to Banyan Tree Holdings Limited and Banyan Tree Resorts & Spas (Thailand) Company Limited ("Group of Offeror") through SCB Securities Company Limited ("Tender Offer Agent") and to be authorized to do and execute all such other matters in connection with the aforesaid mentioned on my behalf until its completion.

Any acts taken by my/our proxy shall be deemed to be taken by myself/ourselves in every respect.

Signed.....Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Witness

(.....)

Signed..... Witness

(.....)

Note The following documents which are certified true copy is required to be attached herewith:

- 1. Certified true copies of identification documents or Certificate of Incorporation of the Grantor and authorized representative;
2. Certified true copies of identification documents of the Proxy.

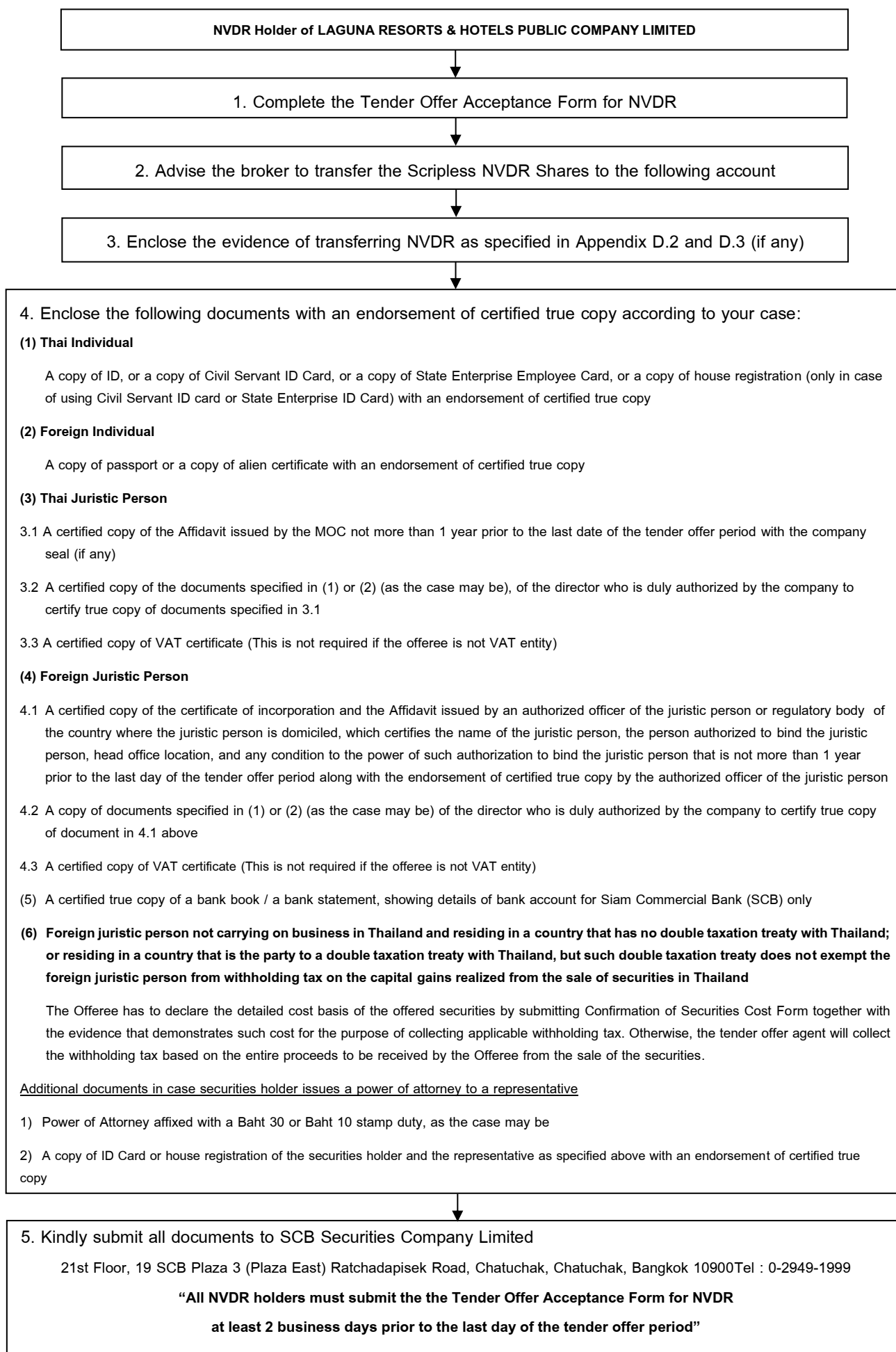


Appendix D

Tender Offer Acceptance Procedure and Forms for NVDR

- D.1 Tender Offer Acceptance Procedure for NVDR
 - D.2 Tender Offer Acceptance Form for NVDR
 - D.3 Confirmation of Securities Cost Form for NVDR
 - D.4 Power of Attorney for Tender Offer Acceptance
-

Tender Offer Acceptance Procedure for NVDR



Confirmation of Securities Cost Form for NVDR

(Only for Foreign Juristic Person not carrying on business in Thailand and residing in a country that has no double tax treaty with Thailand; or residing in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand)

Date

To SCB Securities Co., Ltd. ("The Tender Offer Agent")

I/We Nationality
 Tax Identification No. (if any) would like to declare the securities cost of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED which are NVDRs being tendered and offered for sale hereunder as follows:

Transfer of Scripless NVDR (ordinary shares) units

Transfer Date	NVDR certificate no./Transfer slip no.	No. of NVDRs	Cost per unit (Baht)
Total			

I/We hereby, attached
 totally(if any), as evidence(s) of cost of the securities tendered for the purpose of withholding tax calculation.

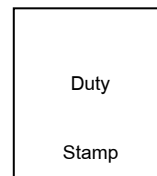
I/We hereby certify that the above statements are true and correct in all respects.

Signed Offeree
 (.....)

Foreign juristic person, who does not carry on business in Thailand and residing in a country that has no double tax treaty with Thailand, or who resides in a country that is the party to a double tax treaty with Thailand, but such double tax treaty does not exempt the foreign juristic person from withholding tax on the capital gains realized from the sale of securities in Thailand, has to declare securities cost by submitting the Confirmation of Securities Cost Form attached with the evidence of such cost. If this form is submitted with proper evidence of the cost basis, only the Offeree's gain on the sale (if any) will be subject to withholding tax. If the form is not submitted or proper evidence of the cost basis is not enclosed with the form, the withholding tax will be imposed on the entire proceeds to be received by the Offeree from the sale of securities.



POWER OF ATTORNEY



Written at

Date

By this Power of Attorney, I/we Age years

Nationality Resides at (address that can be reached by mail)

.....

hold(s) NVDR (ordinary shares) units of LAGUNA RESORTS & HOTELS PUBLIC COMPANY

LIMITED hereby appoint(s) Mr./Miss/Mrs

Age years Nationality Resides at (address that can be reached by mail)

.....

.....

to act as my/our Proxy

to submit the Tender Offer Acceptance Form and deliver NVDRs of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED

to provide assistance in the cheque collection process, and to be authorized to do and execute any and all such other acts in connection with the aforementioned matters on my/our behalf until its completion.

All acts taken by my/our Proxy under this Power of Attorney shall be deemed done by myself/ourselves in all respects.

IN WITNESS WHEREOF, this Power of Attorney has been duly executed in the presence of the witnesses on the date herein above written.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Witness
(.....)

Signed.....Witness
(.....)

Remarks (please attach the following documents):

- Copies of identification documents of the grantor and of the authorized representative as specified in Sub-Section (1) – (4) of Section 4, in Appendix D.1, where applicable.
- Affix a 10 Baht stamp duty in case of authorizing the Proxy to sell, transfer and deliver NVDRs of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED and affix a 10 Baht stamp duty in case of authorizing the Proxy to assist in the cheque collection process, and affix a 30 Baht stamp duty in case of authorizing the Proxy to provide both assistances.

Appendix E

Amendment of Securities Holder Information Form

TSD-301

Amending securities holder records



Date.....

I/We.....national I.D. card/passport/company Registration no.....

hereby request the Thailand Securities Depository Co., Ltd. ("TSD") amend the following information pertaining to myself.

Type of information	Previous information	Amended information
<input type="checkbox"/> Honoric (Mr./Mrs./Miss)	➤	➤
<input type="checkbox"/> First name - last name	➤	➤
<input type="checkbox"/> For general contacts	➤	➤
<input type="checkbox"/> Address for sending proxy form and the meeting invitation to shareholders (Principal address) In case of holding shares as at the date of XM book closing	<input type="checkbox"/> Use the amended address as above <input type="checkbox"/> Specify the address* *To be effective for selecting Principal address, your specified address must be the same as the address which you previously registered with TSD or Broker/Custodian.	
<input type="checkbox"/> Postal code	➤	➤
<input type="checkbox"/> Home / Office telephone No.	➤	➤
<input type="checkbox"/> Mobile phone / Fax No.	➤	➤
<input type="checkbox"/> email address This email address is used for getting the result of amendment from TSD	➤	➤
<input type="checkbox"/> Other.....	➤	➤

- To be effective in time for the book closing date, TSD must receive all documentation at least five working days prior to such date. If the securities holder has deposited the securities in question with his/her broker/custodian, the securities holder should contact that broker/custodian.
- The given above mailing address must be able to receive documents and must not be a post office number.
If We hereby certify that the aforementioned statements are complete and true. Should TSD incur any direct or indirect damage, obligation or expense due to complying with my request as given above, I/we shall be fully responsible and shall unconditionally compensate TSD in full.

Please turn page over for list of required documents

Signature.....Securities holder
(.....) Mobile Phone

(If a proxy has been assigned, please sign as both the securities holder and the grantor.)

I/We here by authorizeas my/four representative, with full authority to file this application.

Signature.....Grantor Signature.....Gantee
(.....) (.....) Tel.

Revenue stamp

<p>For official use only</p> <p>Date.....Transaction No.Checker.....</p>	<p>I have already checked all original identification documents</p> <p>Signature.....Officer</p>
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Documents to be submitted for amending securities holder records

1. Application for amending securities holder records signed by securities holder.
2. If requesting a change name/ surname, please attach the original share certificate and a copy of the certificate showing a change of name or surname or marriage or divorce certificate as the case may be.
3. Identification documents, according to the type of person. In case of other individuals, please contact SET Contact Center at +662 009 9999

Type of person	Documents to support request to change name/ surname	Documents for other types of requests
Individual person -Thai Nationality	-The original and a copy of the person's Thai national I.D. card, certified true with an original signature * <u>If the original of the person's Thai national I.D. card cannot be shown, or the documents are being submitted by registered mail.</u> please attach a copy of the person's Thai national I.D. card, certified true with an original signature and the original of the document issued by the sub-district or district office to use instead of the original Thai national I.D. card, certified within the past 90 days, as the case may be.	- A copy of the person's Thai national I.D. card, certified true with an original signature.
Individual person -Other Nationalities	-The original and a copy of the signatory's alien identity card or passport, certified true with an original signature. * <u>If the original passport cannot be shown or the documents are being submitted by registered mail.</u> - The copy of the passport has to be certified by a notary public, and both the copy and notary public stamp certified by the Thai embassy or consulate within the past 12 months before being submitted to TSD.	- A copy of the signatory's alien identity card or passport, certified true with an original signature.
Juristic person - Thai Nationality	1. A copy of the juristic person certificate issued by the Ministry of Commerce within the past 12 months, with the original signatures of directors authorized to represent the company or their representatives, following the company's conditions. 2. A copy of the national I.D. card /alien identity card / passport of directors who are authorized to represent the company, certified true with original signatures.	
Juristic person - Other Nationalities	1. A copy of the company's registration certificate issued by the regulating government agency. 2. A copy of the juristic person's affidavit of incorporation showing directors authorized to bind the company and conditions relating thereto, showing the company's headquarters location and authority of the signatory. This affidavit must be issued by an authorized official of the juristic person or the government agency having jurisdiction over the juristic person. 3. A copy of the passport or other official identity document of each authorized director signing this document, certified true with original signature. <u>All documents for "Other Nationalities" above, must have been :</u> 1. Certified true by a notary public or agency of the government having jurisdiction where the document was executed. 2. Certified true by the Thai embassy or consulate in the country having jurisdiction over the affidavit of incorporation and notary public whose stamp has been affixed. 3. Certified within the past 12 months before being submitted to TSD. 4. Translated into English if necessary.	



บริษัท ทรูสตีส์ จำกัด (มหาชน) Thailand Securities Depository Co., Ltd.

93 ซอยรามคำแหง แขวงดินแดง ถนนรามคำแหง 10400 โทร: +662 009 9000 โทรสาร: +662 009 9991 Contact Center: +662 009 9999
93 Ratchadaphisek Road, Dindaeng, Bangkok 10400 Tel: +662 009 9000 Fax: +662 009 9991 Contact Center: +662 009 9999