

March 31, 2026

Subject : The 2026 Annual General Meeting of Shareholders (2026 AGM)

Attention : Shareholders
Laguna Resorts & Hotels Public Company Limited

- Attachments**
1. Minutes of the 2025 Annual General Meeting
 2. 56-1 One Report 2025 and the Company's audited Financial Statements for the Year Ended December 31, 2025 in QR Code format
 3. Information on Nominated Directors to be Elected/Re-elected
 4. Definition of the Company's Independent Directors
 5. Duties and Responsibilities of the Company's Board of Directors and Sub-Committees
 6. Auditors' Profile
 7. Proxy Forms
 8. Profiles of Independent Directors who are Appointed as Proxies for Shareholders who are Unable to Attend the Meeting
 9. Procedures for Verifying Eligibility and Attending the Meeting
 10. Documents Verifying Eligibility to Attend the Meeting
 11. The Company's Articles of Association relating to Shareholders' Meeting
 12. 56-1 One Report 2025 Requisition Form
 13. Form for Queries Submission in Advance for 2026 AGM

Notice is hereby given that the 2026 Annual General Meeting ("AGM") of Laguna Resorts & Hotels Public Company Limited ("Company") will be convened as follows:

Via : Teleconference through an online electronic application (E-AGM) only

Date and time : Wednesday, April 22, 2026 at 14:30 hrs.

Venue : The E-AGM will be live-broadcasted from Jamjuree Room, 11th Floor, Banyan Tree Bangkok Hotel, Thai Wah Tower II, 21/100, South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120
(for avoidance of doubt, this venue is to be used only by Directors, management, and advisors of the Company)



Laguna Resorts & Hotels Public Company Limited

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The agenda for the AGM is as follows:

1. To certify the minutes of the 2025 Annual General Meeting.

FACTS AND RATIONALE: The Company's 2025 Annual General Meeting was held on Monday, April 21, 2025 and the minutes of the 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 2025 Annual General Meeting.

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes according to Clause 32 (1) of the Company's Articles of Association.

2. To acknowledge the Company's 2025 business operational report.

FACTS AND RATIONALE: To report to shareholders for acknowledgment, the Company's 2025 business operations, details of which are provided in the 56-1 One Report which has been sent to shareholders together with the notice calling for the AGM, as shown in Attachment 2.

OPINION OF THE BOARD: To propose to the AGM to acknowledge the Company's 2025 business operational report.

REQUIRED VOTE FOR RESOLUTION: No voting for the 2025 business operational report of the Company as no resolution is required since it is only for shareholders' acknowledgment.

3. To approve the Company's audited financial statements for the year ended December 31, 2025 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 financial statements for the year ended December 31, 2025, which have been reviewed by the Audit, Risk and Corporate Governance Committee and the Board of Directors, are in the "Financial Statements" section of the 56-1 One Report as shown in Attachment 2 and can be summarized as follows:

(Unit: Million Baht)

	Consolidated Financial Statements	Separate Financial Statements
Total Assets	35,867	7,326
Total Liabilities	17,752	2,610
Total Revenues	9,327	310
Net Profit (loss)	2,028	91
Profit (loss) per Share (Baht)	12.17	0.54

OPINION OF THE BOARD: To propose to the AGM to approve the Company's audited financial statements for the year ended December 31, 2025 with the auditor's report thereon.

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes according to Clause 32 (1) of the Company's Articles of Association.

4. To approve the payment of dividend.

FACTS AND RATIONALE: From 2025 operating results, the Company reported a consolidated net profit of Baht 2,028 million as shown in the income statement for the year ended December 31, 2025 which has been audited by the auditor.

The Company's Dividend Policy seeks to maximize shareholder value and encourage shareholder loyalty with predictable annual growth in dividend payout which is not impacted by profit volatility. With that objective, the Company's Dividend Policy is based on the principles of stability, predictability, and managed growth, outlined as follows:

- **Stability**

Unless the Company suffers a substantial net loss, it will pay a dividend each year so that shareholders are not negatively affected by annual profit volatility.

- **Predictability**

Shareholders will be able to better anticipate the appropriate level of dividends to expect each year and therefore may be better able to manage their portfolio investment strategy.

- **Managed growth**

The Company will strive to increase and smooth out the dividends year-on-year within a broadband, but the specific rate will be dependent on the Company's actual profit performance, cash, and cash flow projections.

Clause 39 of the Company's Articles of Association stipulates that the Company shall allocate not less than 5 percent of the Company's annual net profit, less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital.

OPINION OF THE BOARD: In view of the Company's consolidated net profit, consideration of the Company's dividend policy, the Company's expansion plan and debt repayment obligations, the Board of Directors agreed to propose to the AGM to appropriate the retained earnings for the year ended December 31, 2025 as follows:

- a) Dividend payment to shareholders in the amount of Baht 1.45 per share for 166,682,701 shares, totaling Baht 241,689,916.
- b) Un-appropriated retained earnings to be carried forward.

No appropriation of the net profit to legal reserve is required since the legal reserve has already reached 10 percent of the registered capital as stipulated by law. The Company will pay the dividend to the shareholders whose names appear in the Company's share register book as of May 5, 2026 which is the date for determining the shareholders who are entitled to the dividend payment (Record Date) fixed by the Board of Directors. Dividend payment will be made on May 20, 2026.

The proposed dividend is consistent with the Company's dividend payment policy. The proposed amount to be paid in respect of the year ended December 31, 2025 represents approximately 19 percent of consolidated net profit. Comparative details are set out in the table below.

Details of Dividend Payment	2025	2024
1) Consolidated net profit (loss) (Million Baht)	2,028	1,263
2) Number of shares issued and paid-up (Million Shares)	167	167
3) Total dividend payment	1.45	1.40
• Interim dividend (Baht/Share)	-	-
• Final dividend (Baht/Share)	1.45	1.40
4) Total dividend payment (Million Baht)	242	233
5) Percentage compared to consolidated net profit	12%	19%

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes according to Clause 32 (1) of the Company's Articles of Association.

5. To approve the election of 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:

- 1) Mr. Ho KwonPing Chairman of the Board
- 2) Mr. Ariel P Vera Independent Director
- 3) Mr. Stuart David Reading Director
- 4) Ms. Ho Ren Yung Non-Executive Director

The process for nominating directors is made through the Nomination and Remuneration Committee which carefully considers competency, experience, knowledge, proficiency in various professionals which will be beneficial to the company's businesses, appropriateness, and other qualifications as required by related regulations and Articles of Association of the Company, as well as past contribution and performance, before making a recommendation to the Board of Directors to consider and nominate directors for shareholders' approval.

In view of the professional qualifications, knowledge, and work experience of the 4 retiring directors, the Nomination and Remuneration Committee, excluding the interested director(s), recommended that the Board of Directors nominate all of the 4 retiring directors for another term of directorships.

OPINION OF THE BOARD: The Board of Directors, excluding the interested director, has carefully considered the qualifications, knowledge, expertise, dedication and contribution of the 4 retiring directors and believes their business and industry knowledge, and unique proficiencies are beneficial to the operations and strategies of the Company and they always carry out their duties with utmost care and for the best interest of the minority shareholders and the Company. Therefore, the Board of Directors agreed to propose at the AGM to re-elect all 4 retiring directors, namely Mr. Ho KwonPing, Mr. Ariel P Vera, Mr. Stuart David Reading and Ms. Ho Ren Yung for another term of directorships, as recommended by the Nomination and Remuneration Committee. Profiles of the 4 retiring directors are shown in Attachment 3.

The definition of the Company's independent directors is shown in Attachment 4.

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes according to Clause 32 (1) of the Company's Articles of Association.

6. To approve the remuneration for the Board and Directors, Audit, Risk and Corporate Governance Committee, and the Nomination and Remuneration Committee

FACTS AND RATIONALE: Clauses 28 and 32 of the Company's Articles of Association stipulate that any payment of remuneration to directors must be approved by the shareholders' meeting with a vote of at least two-thirds of the total number of votes of shareholders who are present and eligible to vote.

The Nomination and Remuneration Committee (NRC) has reviewed the directors' remuneration and took into account the Company's operating results, cash flow, business plan, comparison with peers. Based on its review, the NRC recommended an increase of 2 percent from the year 2025 for the remuneration for all members of the Board of Directors, Audit, Risk and Corporate Governance Committee, and Nomination and Remuneration Committee for the year 2026 and

the spa and gallery vouchers for independent directors and non-executive director to be the same as the year 2025. Comparative details of remunerations are set out in the following table.

Board of Directors

Position	Remuneration / Meeting / Person (Baht)		Spa & Gallery Vouchers / Year / Person (USD)	
	2026	2025	2026	2025
Chairman of the Board	284,000	278,000		-
Independent Director	190,000	186,000	USD10,500 (Approximately Baht 336,000)	
Non-Executive Director	190,000	186,000	USD10,500 (Approximately Baht 336,000)	
Director	124,500	122,000		-

Audit, Risk and Corporate Governance Committee and Nomination and Remuneration Committee

Position	Remuneration / Meeting / Person (Baht)	
	2026	2025
Chairman	95,000	93,000
Member	49,000	48,000

If the proposed remuneration is approved, it will take effect retroactively from January 1, 2026.

OPINION OF THE BOARD: To propose to the AGM to approve a 2 percent increase in the remuneration for each category of directors of the Board and for each category of committee members of the Audit, Risk and Corporate Governance Committee, and Nomination and Remuneration Committee as recommended by the Nomination and Remuneration Committee as outlined above.

The scope of duties and responsibilities of the Company's Board of Directors and Sub-Committees, namely the Audit, Risk and Corporate Governance Committee and Nomination and Remuneration Committee are as shown in [Attachment 5](#), and details of remuneration paid to each director in 2025 are in the "Remuneration and Other Benefits of the Directors during the Year 2025" section of the 56-1 One Report in [Attachment 2](#).

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by the votes of not less than two-thirds of the votes of the shareholders who are present and are eligible to vote according to Clause 32 (3) of the Company's Articles of Association.

7. **To approve the appointment of an auditor and determination of its remuneration for the year 2026**

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, Risk and Corporate Governance Committee (ARCG) and the Board of Directors.

The ARCG has recommended the appointment of the following:

- | | |
|----------------------------------|---------------------|
| 1) Ms. Naraya Srisukh | CPA No. 9188 and/or |
| 2) Mrs. Gingkarn Atsawarangsalit | CPA No. 4496 and/or |
| 3) Ms. Kirdsiri Kanjanaprakasit | CPA No. 6014 and/or |
| 4) Mrs. Nummon Kerdmongkhonchai | CPA No. 8368 |

of EY Office Limited to be the Company's auditor for the year 2026 with total remuneration not exceeding Baht 875,000 (an increase of approximately 16.67% from the 2025 approved auditor's remuneration of Baht 750,000). Auditor's remuneration includes only the audit fee, the Company has not paid any non-audit fees for other services or other consulting services to EY Office Limited or any other audit firms during the fiscal year.

To date, EY Office Limited has performed its duty well and the ARCG and the Board of Directors are satisfied with their performance. In addition, none of the 4 nominated auditors has a relationship or any interest in/with the Company, Company's subsidiaries/management, major shareholders, or other connected persons. In the financial year ended December 31, 2025, the Company did not pay any non-audit fee to the audit firm which acted as the Company's auditor, or to other persons or businesses related to the 4 nominated auditors. For the benefit of all shareholders, the profiles of the 4 nominated auditors are included in [Attachment 6](#) of this Notice, and the detail of the auditor's remuneration in 2025 is in the "Auditor's Remuneration" section of the 56-1 One Report in [Attachment 2](#).

Mrs. Nummon Kerdmongkhonchai was the Company's signing auditor for 2023-2025. Ms. Naraya Srisukh, Mrs. Gingkarn Atsawarangsalit and Ms. Kirdsiri Kanjanaprakasit have never been the Company's signing auditor. In compliance with the Office of Securities and Exchange Commission's notification, the auditor may be re-appointed for not more than 7 financial years, and the Company may re-appoint a former auditor after that auditor has not been the Company's auditor for at least 5 consecutive financial years.

In addition, EY Office Limited also serves as the auditor for the majority of the Company's subsidiaries. The Board of Directors will ensure that the financial statements are prepared and completed within the scheduled timeframe.

OPINION OF THE BOARD: To propose in the AGM to appoint Ms. Naraya Srisukh, CPA No. 9188 and/or Mrs. Gingkarn Atsawarangsalit, CPA No. 4496 and/or Ms. Kirdsiri Kanjanaprakasit, CPA

No. 6014 and/or Mrs. Nummon Kerdmongkhonchai, CPA No. 8368 of EY Office Limited to be the Company's auditor for the year 2026 with total remuneration not exceeding Baht 875,000.

REQUIRED VOTE FOR RESOLUTION: This agenda item shall be resolved by a majority of the votes of the shareholders who are present and cast their votes according to Clause 32(1) of the Company's Articles of Association.

6. To consider any other appropriate business, if any

None.

All shareholders are invited to attend the 2026 AGM via an online electronic platform (E-AGM) at the date and time mentioned above. Please note that the Company will not provide a physical meeting room for shareholders. The shareholders or proxies may log in to the E-AGM system starting from 13.00 hrs.

Shareholders or proxies who wish to attend the meeting may submit their registration requests, together with required eligibility documents for the E-AGM, in advance via the Document Registration System at <https://lrh.foqus.vc/registration/> prior to the AGM date.

Once your submission is verified, a Username, Password, and WebLink to access the E-AGM will be provided. The registration system will be opened from April 1, 2026, at 8.00 hrs. until April 20, 2026, at 17.00 hrs. Detailed instructions are provided in Attachment 9.

Shareholders may appoint a proxy to attend the meeting and vote on their behalf by completing, signing, and affixing a Baht 20 duty stamp to Proxy Form B. Foreign shareholders who have appointed a custodian in Thailand as the depository and caretaker of their shares may choose between Proxy Form B or Proxy Form C. Both are available in Attachment 7. If you wish to receive a physical copy of the proxy form, please submit a request via email to ir@lagunaresorts.com, and the form will be sent to you by mail.

Shareholders who are unable to attend the E-AGM may consider appointing the Company's Independent Director as their proxy to attend the E-AGM and vote on their behalf. The shareholders may appoint either **Dr. Jingjai Hanchanlash** or **Mr. Thongchai Ananthothai**, the Company's independent directors as proxy. Their profiles are shown in Attachment 8. If you choose to appoint an independent director, please submit the completed Proxy Form together with all required supporting documents to the Company Secretary at No. 21/9 Thai Wah Tower 1, 5th Floor, South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120, by April 20, 2026. Shareholders using this method do not need to register through the Document Registration System. For your convenience, the Company will provide and affix the Baht 20 duty stamp to the proxy forms.

Once the Company has verified the Proxy Form, supporting documents and the list of shareholders as of the latest Record Date, shareholders or proxy holders will receive an email containing their Username, Password and Web Link for the E-AGM. This email will also

include a user manual for the E-AGM system provided by Quidlab Company Limited (Quidlab), an E-Meeting service provider certified by the Electronic Transactions Development Agency (ETDA). The Company has fixed the Record Date on which the shareholders are entitled to attend the AGM on March 12, 2026.

The Company's Form 56-1 One Report for the year 2025 as per Attachment 2 is available for download via the QR Code provided on the invitation page of this meeting notice. Shareholders who would like to receive a printed copy of the 56-1 One Report are requested to complete the Requisition Form in Attachment 12 and submit it to the Company Secretary via email at ir@lagunaresorts.com, or by calling 66 (0) 2677 4455.

The Company will conduct the AGM in accordance with the Articles of Association, as detailed in Attachment 11. To ensure that shareholders' rights are preserved, shareholders are requested to submit any queries requiring clarification at the AGM in advance. Please use the "Form for Queries Submission" in Attachment 13 and send it to the Company via email at ir@lagunaresorts.com no later than Monday, April 20, 2026.

Yours sincerely,

By the order of the Board of Directors,



(Mr. Eddy See Hock Lye)

Chief Executive Officer