

February 24, 2015

Subject: The 2015 Annual General Meeting (“AGM”) and Dividend Payment

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

The Board of Directors’ Meeting of Laguna Resorts & Hotels Public Company Limited (“Company”) No. 1/2015 held on February 24, 2015 resolved the following significant matters:

1. Agreed to propose in the AGM to acknowledge the Company’s 2014 business operations report
2. Agreed to propose in the AGM to approve the Company’s audited financial statements for the year ended December 31, 2014 with the auditor’s report thereon.
3. Agreed to propose in the AGM to appropriate the retained earnings for the year ended December 31, 2014 as follows:
 - a. Dividend payment to shareholders in the amount of Baht 0.125 per share for 166,682,701 shares, totaling Baht 20,835,338.
 - b. Unappropriated retained earnings to be carried forward.

The Board fixed the record date on which the shareholders are entitled to receive dividend to be on May 11, 2015 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 to be on May 12, 2015. Dividend payment will be made on May 26, 2015.

4. Approved the appointment of Miss Srinthorn Ounayakovit to be new Independent Director of the Company replacing Dr. Satit Rungkasiri who resigned since July 10, 2013. Miss Srinthorn Ounayakovit will retain office for only the remaining term of Dr. Satit Rungkasiri.
5. Agreed to propose in the AGM to re-elect all 4 directors (namely Mr. Ho KwonPing, Mr. Udom Vichayabhai, Miss Srinthorn Ounayakovit, and Mr. Ariel P Vera) who are due to retire for another term of their directorships, as recommended by the Nomination and Remuneration Committee.
6. Agreed to propose in the AGM to approve the remuneration for the directors of the Board and directors who are members of the Audit and Risk Committee and/or Nomination and Remuneration Committee as follows:

Board of Directors

Position	Remuneration / Meeting / Person (Baht)	Spa & Gallery Vouchers / Year / Person
Chairman of the Board	253,000	-
Deputy Chairman of the Board	210,000	-
Independent Director	169,000	USD2,000 (Approximately THB 60,000)
Non-Executive Director	169,000	USD2,000 (Approximately THB 60,000)
Executive Director	111,000	-

Audit and Risk Committee

Position	Remuneration / Meeting / Person (Baht)
Chairman	84,000
Member	43,000

Nomination and Remuneration Committee

Position	Remuneration / Meeting / Person (Baht)
Chairman	84,000
Member	43,000

The proposed remuneration will be effective from January 1, 2015 and for each ensuing year, unless or until resolved otherwise by a general meeting of the shareholders of the Company.

7. Agreed to propose in the AGM to appoint Mr. Sophon Permsirivallop, CPA No. 3182 and/or Ms. Runnapa Lertsuwankul, CPA No. 3516 and/or Ms. Rosaporn Decharkom, CPA No. 5659 and/or Ms. Pimjai Manitkajohnkit, CPA No. 4521 of EY Office Limited to be the Company's auditor for the year 2015 with total remuneration not exceeding Baht 670,000 per year.
8. Agreed to propose in the AGM to certify the minutes of the 2014 Annual General Meeting.
9. Approved for the AGM to be held at 09:00 hrs. on Monday, April 27, 2015 in Persimmon room on the 11st Floor of the Banyan Tree Hotel located at No. 21/100, Thai Wah Tower II, South Sathorn Road, Tungmahamek Sub-district, Sathorn District, Bangkok 10120.

The Board fixed the record date on which the shareholders are entitled to attend the AGM to be on March 13, 2015 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 to be on March 16, 2015.

10. Approved the following agenda for the AGM:

1. To consider and certify the minutes of the 2014 Annual General Meeting
2. To consider and acknowledge the Company's 2014 business operations report
3. To consider and approve the Company's audited financial statements for the year ended December 31, 2014 with the auditor's report thereon
4. To consider and approve the payment of dividend
5. To consider and approve matters relating to directorships of the Company
 - 5.1 Election of directors to succeed those who will be retiring on completion of their terms
 - 5.2 Remuneration for the directors of the Board and directors who are members of the Audit and Risk Committee and/or the Nomination and Remuneration Committee

6. To consider and approve the appointment of an auditor and determination of its remuneration for the year 2015
7. To consider any other appropriate business, if any

Please be informed accordingly

Yours sincerely,

(Mr. Kuan Chiet)
Senior Assistant Vice President
Finance & Administration