

No. L002/2022

February 22, 2022

Subject: The 2022 Annual General Meeting (“AGM”), the Proposal Not to Pay Dividend, and Re-Election of the Retiring members of the Board, the Audit, Risk and Corporate Governance Committee, the Nomination and Remuneration Committee for Another Term

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

The Board of Directors’ Meeting of Laguna Resorts & Hotels Public Company Limited (“Company”) No. 1/2022 held on February 22, 2022 resolved the following significant matters:

1. Agreed to propose in the AGM to certify the minutes of the 2021 Annual General Meeting.
2. Agreed to propose in the AGM to acknowledge the Company’s 2021 business operational report and to approve the Company’s audited financial statements for the year ended December 31, 2021 with the auditor’s report thereon.
3. Agreed to propose in the AGM to approve the proposal not to pay dividend for the year ended December 31, 2021
4. Agreed to propose in the AGM to re-elect all 4 retiring directors (namely Dr. Jingjai Hanchanlash, Mr. Ho Ren Hua, Mr. Ho KwonCjan, and Mr. Eddy See Hock Lye) for another term of their directorships (three-year term), as recommended by the Nomination and Remuneration Committee.
5. Agreed to propose in the AGM to approve the remuneration for the directors who are members of the Board and Directors, the Audit, Risk and Corporate Governance Committee and the Nomination and Remuneration Committee as follows:

Details of the Directors' Remuneration for the year 2022 are as follows:

Board of Directors

Position	Remuneration / Meeting / Person (Baht)		Spa & Gallery Vouchers / Year / Person	
	2022	2021*	2022	2021
Chairman of the Board	262,000	223,000	-	-
Independent Director	175,000	149,000	USD2,000 (Approximately Baht 60,000)	
Non-Executive Director	175,000	149,000	USD2,000 (Approximately Baht 60,000)	
Director	115,000	98,000	-	-

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

Position	Remuneration / Meeting / Person (Baht)	
	2022	2021*
Chairman	87,000	74,000
Member	45,000	38,000

** 15% voluntarily reduction proposed by the Board of Directors from August 2020.*

The proposed remuneration will be effective from January 1, 2022 and for each ensuing year, unless or until resolved otherwise by a general meeting of the shareholders of the Company.

6. Agreed to propose in the AGM to appoint Ms. Pimjai Manitkajohnkit, CPA No. 4521 and/or Ms. Sumana Punpongsanon, CPA No. 5872 and/or Mr. Chayapol Suppasedtanon, CPA No. 3972 and/or Ms. Orawan Techawatanasirikul, CPA No. 4807 and/or Ms. Kirdsiri Kanjanaprakasit, CPA No. 6014 and/or Mrs. Gingkarn Atsawarangsalit, CPA No. 4496 and/or Mrs. Nummon Kerdmongkhonchai, CPA No. 8368 of EY Office Limited to be the Company's auditor for the year 2022 at the remuneration not exceeding Baht 600,000 per year.
7. Approved for the AGM to be held via teleconference through an online electronic application platform (E-AGM) at 14:30 hrs. on Friday, April 22, 2022.

The Board fixed the record date on which the shareholders are entitled to attend the AGM to be on Wednesday March 9, 2022.

8. Approved the following agenda for the 2022 AGM:
 1. To certify the minutes of the 2021 Annual General Meeting.
 2. To acknowledge the Company's 2021 business operational report and to approve the Company's audited financial statements for the year ended December 31, 2021 with the auditor's report thereon.
 3. To approve the proposal not to pay a dividend for the year 2022
 4. Matters relating to directorships of the Company.
 - 4.1 To approve the election of directors to succeed those who will be retiring on completion of their terms.
 - 4.2 To approve the remuneration for the directors of the Board and directors who are members of the Audit, Risk and Corporate Governance Committee and the Nomination and Remuneration Committee
 5. To approve the appointment of an auditor and determination of its remuneration for the year 2022.
 6. To consider any other appropriate business, if any
9. Approved the reappointment of all three Audit, Risk and Corporate Governance Committee members of the Company who are due to retire for another two-year term of their memberships effective March 1, 2022, as follows:
 - 1) Mr. Vudhiphol Suriyabhivadh Chairman
 - 2) Dr. Jingjai Hanchanlash Member
 - 3) Mr. Thongchai Ananthothai Member

The scope of authorities, duties and responsibilities of the Audit, Risk and Corporate Governance Committee of the Company remain unchanged.

10. Approved the reappointment of all three the Nomination and Remuneration Committee members of the Company who are due to retire for another two-year term of their memberships effective March 1, 2020, as follows:
 - 1) Dr. Jingjai Hanchanlash Chairman
 - 2) Mr. Vudhiphol Suriyabhivadh Member
 - 3) Mr. Thongchai Ananthothai Member

The scope of authorities, duties and responsibilities of the Nomination and Remuneration Committee of the Company remain unchanged.

Please be informed accordingly.

Sincerely yours,

(Mr. Edmund Tan Min Hai)
SAVP - Head of Finance and Accounting

**Form to Report on Names of Members and Scope of Work
of the Audit, Risk and Corporate Governance Committee**

The Board of Directors' Meeting of Laguna Resorts & Hotels Public Company Limited No. 1/2022 held on February 22, 2022 resolved the meeting's resolutions in the following manners:



Renewal for the term of audit committee:

- Chairman of the Audit, Risk and Corporate Governance Committee
- Member of the Audit, Risk and Corporate Governance Committee

As follows: Chairman Mr. Vudhiphol Suiyabhivadh
 Member Dr. Jingjai Hanchanlash
 Member Mr. Thongchai Ananthothai

the renewal of which shall take an effect as of March 1, 2022



Determination/Change in the scope of duties and responsibilities of the Audit, Risk and Corporate Governance Committee with the following details:

No change.....

the determination/change of which shall take an effect as of _____ - _____

The Audit, Risk and Corporate Governance Committee consists of:

<u>Title</u>	<u>Name</u>	<u>Remaining Term in Office</u>
1. Chairman	Mr. Vudhiphol Suiyabhivadh	2 years
2. Member	Dr. Jingjai Hanchanlash	2 years
3. Member	Mr. Thongchai Ananthothai	2 years

The Audit, Risk and Corporate Governance Committee number 1 has adequate expertise and experience to review creditability of the financial reports.

The Audit, Risk and Corporate Governance Committee (ARCG) of the Company has the scope of duties and responsibilities to the Board of Director as follows:

1. To review the accuracy and adequacy of financial reporting of the Company;
2. To review the adequacy and effectiveness of internal control and internal audit systems of the Company as well as to determine the independence of the internal audit unit, and to approve the appointment, transfer and termination of employment of the chief of the internal audit unit;
3. To consider, select, nominate and terminate an independent person to be the external auditor of the Company and propose fees for such person, as well as to attend a non-management meeting with the external auditor at least once a year;
4. To review the Company's compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand and the laws relating to the business of the Company;
5. To review the connected transactions or the transactions that may lead to conflicts of interests to ensure that they are in compliance with the laws, regulations of the Stock Exchange of Thailand, and are reasonable and for the highest benefit of the Company;
6. To report the activities of the ARCG to the Board;
7. To prepare and to disclose a report of the ARCG Committee in the Company's Annual Report. The report must be signed by the ARCG Committee Chairman, comprising at least the following information:
 - a) an opinion on the accuracy, completeness and creditability of the Company's financial report,
 - b) an opinion on the adequacy of the Company's internal control system,
 - c) an opinion on the compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand or the laws relating to the business of the Company,
 - d) an opinion on the suitability of an auditor,
 - e) an opinion on the transactions that may lead to conflicts of interests,
 - f) the number of the ARCG Committee meetings, and the attendance of such meetings by each ARCG Committee member,
 - g) an opinion or overview comment received by the ARCG Committee from its performance of duties in accordance with the charter, and
 - h) other transactions which, according to the ARCG Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board;

8. To review and encourage the Company to enforce and comply with an appropriate and efficient risk management policy, as well as to oversee and monitor the Group Risk Committee;
9. In performing the duty of the ARCG Committee, if there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results:
 - a) a transaction which causes a conflict of interest;
 - b) any fraud, irregularity, or material defect in an internal control system; or
 - c) an infringement of the law on securities and exchange, regulations of the Stock Exchange of Thailand or the laws relating to the business of the Company.

the ARCG Committee shall report such transaction or act to the Board for rectification within the period of time that the ARCG Committee thinks fit. If the Board or management fails to make a rectification within such period of time, ARCG Committee member may report on such transaction or act to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand;

10. To investigate and report the preliminary result to the Office of the Securities and Exchange Commission and the external auditor within thirty days upon receipt of the fact from the external auditor in relation to any suspicious circumstance that the director, manager or any person responsible for the operation of the Company commits an offence under the law on securities and exchange;
11. To implement and oversee the annual self-performance evaluations including reviewing the evaluation results and reporting the results to the Board on an annual basis;
12. To supervise the performance of management to strictly comply with the Company's good corporate governance policy;
13. To review the Corporate Governance Policy and Code of Corporate Conduct of the Company at least once a year;
14. To oversee the anti-corruption policy to ensure it is sufficient and appropriate for the Company's business;
15. To supervise and offer advices related to the operation concerning the Company's sustainable development;
16. To review and assess the adequacy of the Charter of the ARCG annually and recommend modification to the Board as needed; and
17. To perform any other acts as assigned by the Board and accepted by the ARCG Committee;

The Company hereby certifies that:

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the Audit, Risk and Corporate Governance Committee as stated above meet all the requirements of the Stock Exchange of Thailand

Signed Director
(Mr. Shankar Chandran)

Signed Director
(Mr. Stuart David Reading)