

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 -

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(Mr. Ho KwonPing)  
Executive Chairman

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(Mr. Eddy See Hock Lye)  
Group Managing Director

**Banyan Tree Holdings Limited**

**Group of Offerors**

*- Mrs. Suwanna Numnun -*

*- Mrs. Kingkam Olarnjanin -*

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(Mrs. Suwanna Numnun)

(Mrs. Kingkam Olarnjanin)

Director

Director

**Banyan Tree Resorts & Spas (Thailand) Company Limited**

**Group of Offerors**

*- Dr. Kongkiat Opaswongkarn -*

*- Mr. Lec Sitoravit -*

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(Dr. Kongkiat Opaswongkarn)

(Mr. Lec Sitoravit)

Director

Director

**Asia Plus Advisory Company Limited**

**Tender Offer Preparer**

## Appendix B

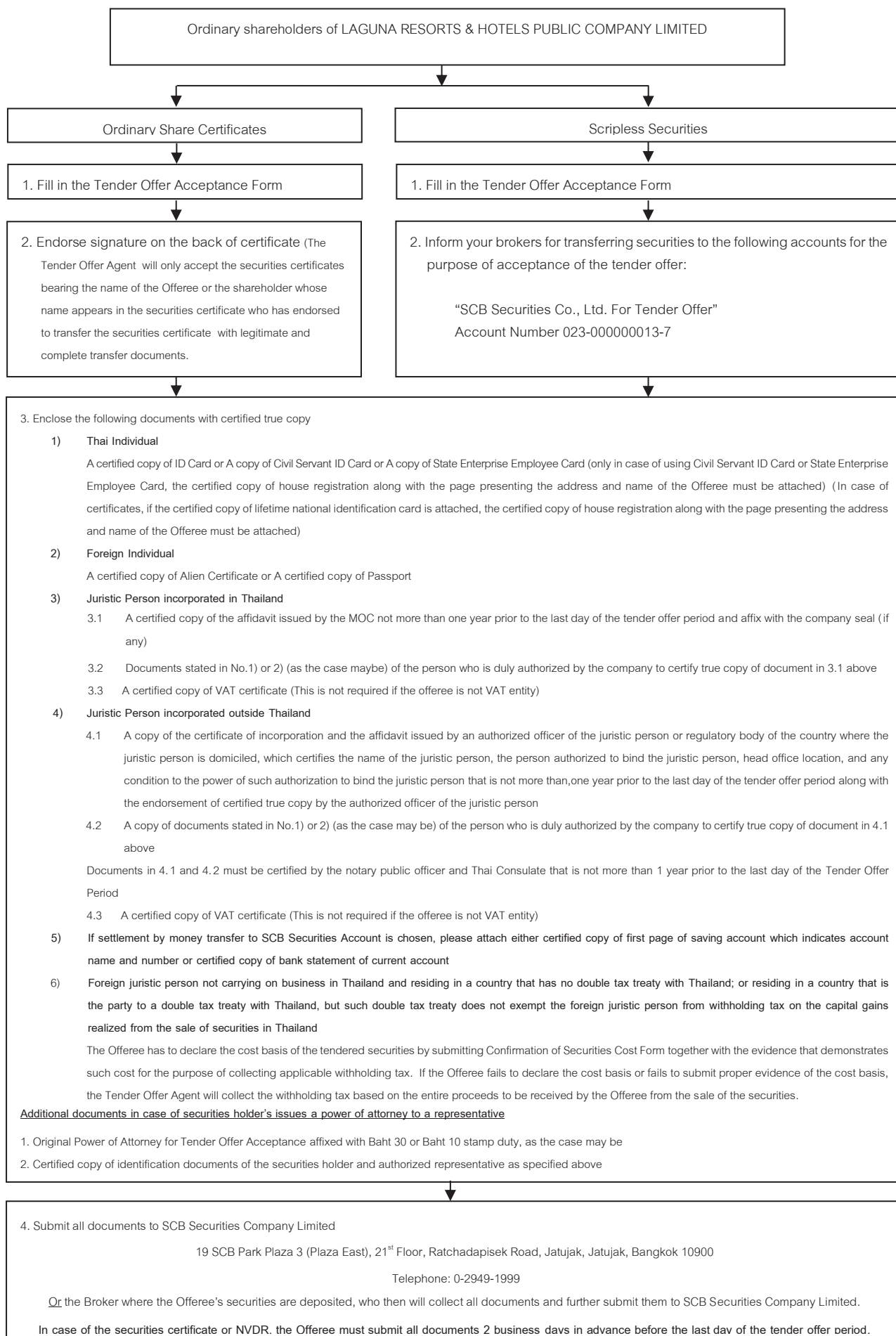
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### Tender Offer Acceptance Procedure and Forms

- 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



**ACCEPTANCE FORM FOR A TENDER OFFER TO PURCHASE SECURITIES OF  
LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED**

To Offeror and SCB Securities Company Limited "Tender Offer Agent" Receipt No. ....  
I/We (Mr./ Mrs./ Miss/ Company) ..... Nationality.....  
Address ..... Postal code ..... Tel. no. .... Fax no. ....

Type of Seller	
<input type="checkbox"/> Thai Individual	Identification Card/ Civil Servant Identification/ State Enterprise Employee Identification No. ....
<input type="checkbox"/> Foreign Individual	Alien Certificate/ Passport No. ....
<input type="checkbox"/> Thai Juristic Person	Company Registration No. .... VAT Certificate <input type="checkbox"/> Yes Certificate No. .... <input type="checkbox"/> No
<input type="checkbox"/> Foreign Juristic Person Operating Business in Thailand	Incorporate document No. .... VAT Certificate <input type="checkbox"/> Yes Certificate No. .... <input type="checkbox"/> No
<input type="checkbox"/> Foreign Juristic Person not Operating Business in Thailand	Incorporate document No. ....

hereby accept to sell

- .....ordinary shares of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED at the price of Baht 40.00 (Forty Baht) per share and the net price after commission fee of 0.25 percent of the offering price and VAT (7 percent of commission fee) will equal to Baht 39.89 (Thirty Nine Baht Eighty Nine Satang) per share or a total value of Baht ..... (.....)

<input type="checkbox"/> Ordinary share certificate		<input type="checkbox"/> Securities transfer through TSD			Number of securities
Name of securities holder	Securities certificate No.	Transfer from broker no. (Participant No.)	Transfer slip no.	Transfer date	
Total					

Payment Method

- Collect payment cheque in person at SCB Securities Company Limited from April 11, 2018 during 10:00 a.m. to 4:00 p.m.  
 Please send payment cheque to the above address by registered mail  
 Transfer to The Siam Commercial Bank Plc. Branch..... Type of Account..... Account No.          
 (The account name must be the same as the Offeree name, please attach a certified copy of the first page of saving deposit passbook or current account statement with this form)

I / We hereby appoint SCB Securities Co., Ltd. As my / our proxy to sell, transfer, deliver and arrange the payment procedure and process any other necessary deeds relevant to the terms and conditions stated in the Tender Offer document, and will not revoke the sale of such securities in any circumstance except for the cancellation under the terms and conditions stated in the Tender Offer document.

I/We hereby attached the required document(s) for the selling transaction including endorsing the Securities certificate with the holder's signature and/or the document of share transfer into the account of "SCB SECURITIES CO., LTD. FOR TENDER OFFER" Account No. 023-00000013-7, and certified copy of the identification card and/or certified copy of company affidavit (in case of Juristic person) as per details indicated in the Tender Offer document.

I/We certify, represent and warrants that I am/we are the legal and beneficial owner(s) of all such Securities of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED free from any mortgage or encumbrance of whatever nature, or third party rights ("Encumbrance"); and I/we sell such as beneficial owner(s) there of free from any and all Encumbrances. I/We hereby acknowledge that this form will be completed when TSD completes the transfer of such Securities to the Tender Offer Agent.

I/We hereby have completed KYC/CDD process from the securities company which I/We deposit the securities and have submitted the Acceptance Form of Tender Offer to Purchase Securities, with my/our signature(s) to confirm the completion of KYC/CDD process within the past 2 years, with securities company that submits the Acceptance Form of Tender Offer to Purchase Securities and other documents on my/our behalf(ves).  
 In case where the amount of the transaction is greater than Baht 100,000 where the seller is not the Beneficial Owner\*, please specify .....

\* Beneficial Owner means a natural person who ultimately owns or controls a customer or a person on whose behalf a transaction is being conducted, including those persons who have ultimate effective control over a juristic person or through legal arrangement, according to the relevant Ministerial Regulation prescribing Rules and Procedures for Customer Due Diligence

Signed..... Seller  
 ( ..... )  
 Date .....

**Receipt of Acceptance for Tender Offer Form/ Securities Certificate/ Transfer slip for Tender Offer**

Date ..... Receipt No. ....

SCB Securities Company Limited has received the Tender Offer Acceptance Form of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED with the following documents;

- Ordinary Share certificate       Transfer slip through TSD  
 Total..... Units

From Mr./ Mrs./ Miss/ Company ..... By way of the following payment method:  
 Transfer to The Siam Commercial Bank Plc.       Collect payment cheque in person       Receive payment cheque by mail to the above address

Signed ..... Recipient  
 ( ..... )

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				

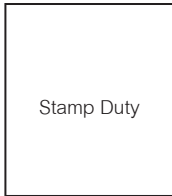
I/We hereby, attached .....  
totally .....(if any), as evidence (s) of cost for withholding tax calculation.

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



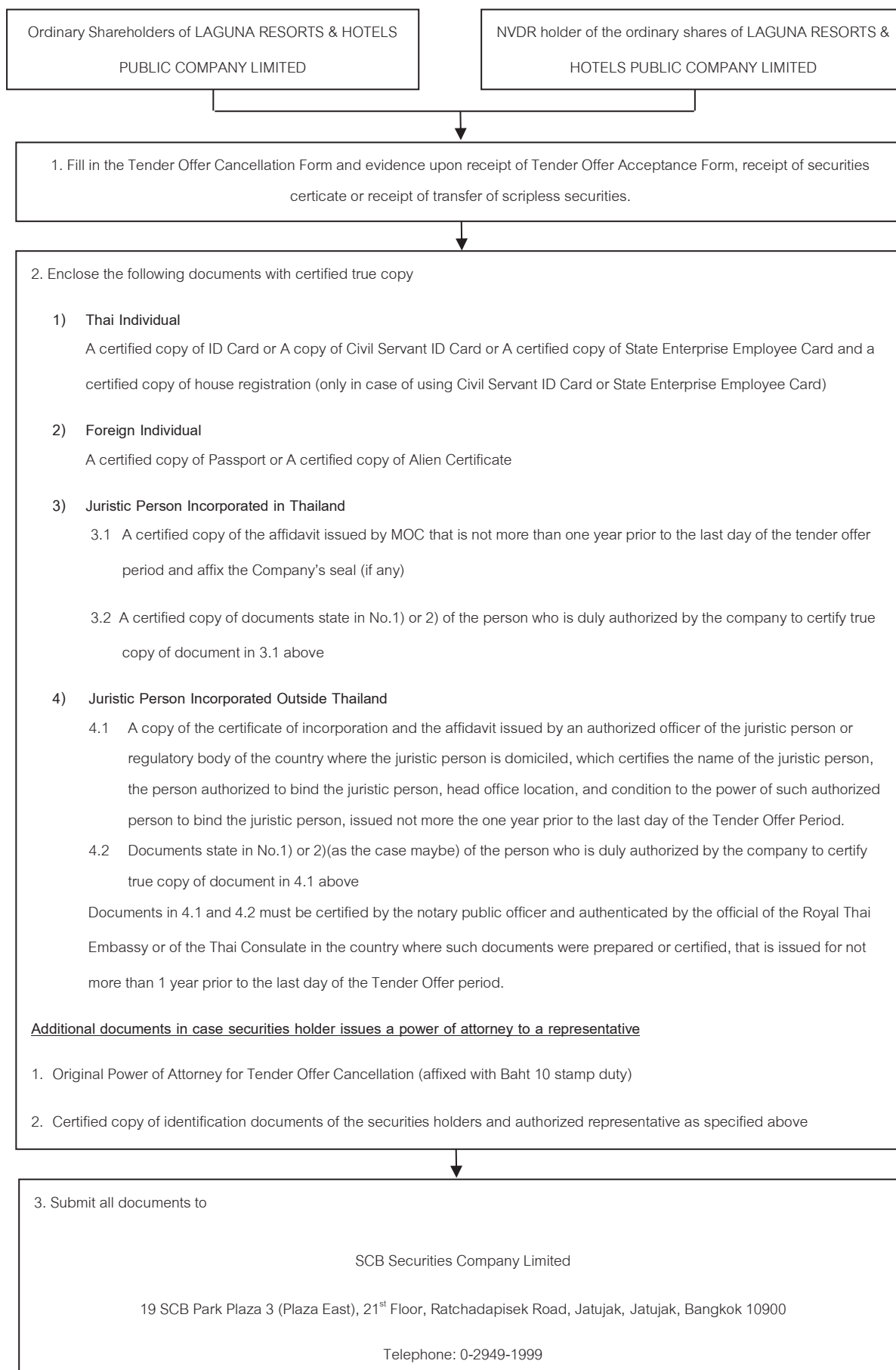
## Appendix C

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### 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 &amp; 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.

Signed ..... Deliverer

(.....)

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 Name ..... Broker's Number .....

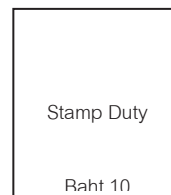
Account Name ..... Account Number .....

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.

Signed ..... Recipient

(.....)

POWER OF ATTORNEY



Made at .....

Date .....

I/We .....Age ..... 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.





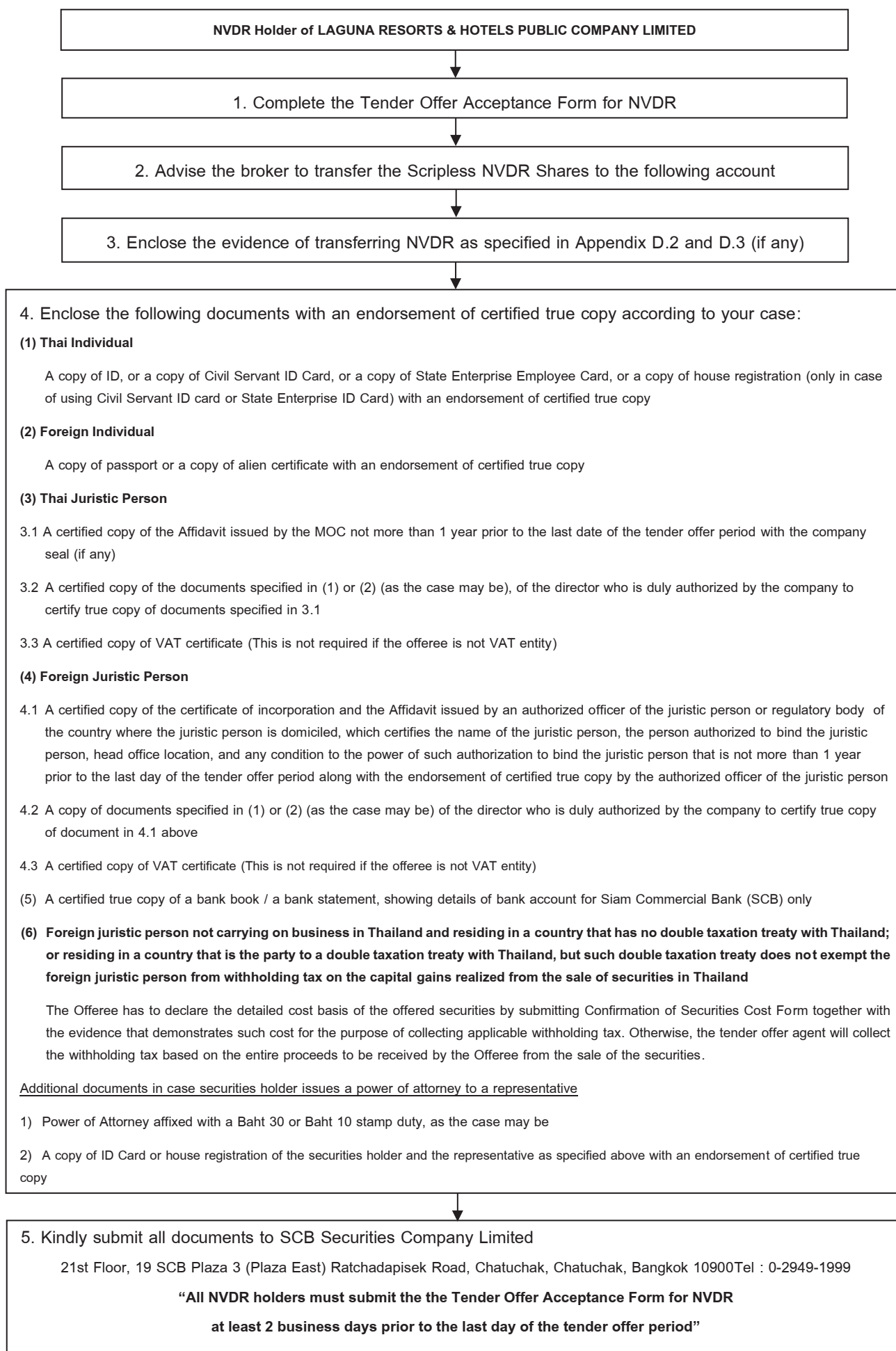
## Appendix D

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### 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
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### Tender Offer Acceptance Procedure for NVDR



**Tender Offer Acceptance Form for NVDR of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED**

Date \_\_\_\_\_ Acceptance Form No. \_\_\_\_\_

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

I/We (Mr./Mrs./Miss/Company) \_\_\_\_\_

Address \_\_\_\_\_

Telephone No. \_\_\_\_\_ Facsimile No. \_\_\_\_\_ Occupation \_\_\_\_\_

## TYPE OF SELLER

<input type="checkbox"/> Thai Individual	ID card / Civil Servant ID / State Enterprise Employee card No. _____
<input type="checkbox"/> Foreign Individual	Foreign Identity / Passport No. _____
<input type="checkbox"/> Thai Juristic Person	Company Registration No. _____ VAT Certificate <input type="checkbox"/> Yes Certificate No. .... <input type="checkbox"/> NO _____
<input type="checkbox"/> Foreign Juristic Person	Company Registration No. _____ VAT Certificate <input type="checkbox"/> Yes Certificate No. .... <input type="checkbox"/> NO _____

I/We hereby accept the Tender Offer to sell \_\_\_\_\_ ( \_\_\_\_\_ ) NVDRs of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED at the offer price of Baht 40.00 (Forty Baht) per share, subject to the brokerage fee of 0.25 percent of the Offer Price and the value added tax of 7 percent of the brokerage fee, bringing the net offer price to be Baht 39.89 (Thirty Nine Baht Eighty Nine Satang) per share, or total amount of Baht \_\_\_\_\_ subject to all terms and conditions stated in the Tender Offer document.

I/We acknowledge that the acceptance of the Tender Offer and the sale hereunder is irrevocable, and I/We hereby agree to comply with all terms and conditions set forth in the Tender Offer document.

I/We hereby appoint SCB Securities Co., Ltd. as my/our proxy to sell, transfer, deliver and arrange the payment procedure and process any other necessary deeds relevant to the terms and conditions stated in the Tender Offer document.

<input type="checkbox"/> Transfer of Scripless NVDR (ordinary shares)			
Transfer Date	Transfer Slip No.	TSD Participant No.	No. of NVDRs (units)
Total NVDRs			

## Payment Conditions:

- I/We will collect the payment cheque in person at SCB Securities Co., Ltd. from April 11, 2018 during 10:00 a.m. to 4:00 p.m.
- Please deliver the payment cheque to the address shown above via registered mail
- Transfer payment to my savings or current account at the Siam Commercial Bank Plc., Branch \_\_\_\_\_ Type of Account \_\_\_\_\_  
Account No. [ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ][ ] (the account name has to be the same as the offeree name and attach certified true copy of a saving passbook or current account statement with this form)

I/We hereby attach the following documents for selling transaction including the evidence of NVDRs transfer to account "SCB Securities Co., Ltd. For Tender Offer" Account No. 023-00000013-7, together with a certified true copy of the identification card and/or a certified true copy of proof of registered company (in the case of a Juristic Person) as per details indicated in the Tender Offer document.

I/We certify, represent and warrants that I am/we are the legal and beneficial owner(s) of all such sold NVDRs of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED free from any mortgage or encumbrance of whatever nature, or third party rights ("Encumbrance"); and I/we sell such sold NVDRs as beneficial owner(s) thereof free from any and all Encumbrances. I/We hereby acknowledge that this form will be completed when TSD completes the transfer of such sold NVDRs to the Tender Offer Agent.

I/We hereby have completed KYC/CDD process from the securities company which I/We deposit the securities and have submitted the Acceptance Form of Tender Offer to Purchase Securities, with my/our signature(s) to confirm the completion of KYC/CDD process within the past 2 years, with securities company that submits the Acceptance Form of Tender Offer to Purchase Securities and other documents on my/our behalf(ves).

In case where the amount of the transaction is greater than Baht 100,000 where the seller is not the Beneficial Owner\*, please specify .....

\* Beneficial Owner means a natural person who ultimately owns or controls a customer or a person on whose behalf a transaction is being conducted, including those persons who have ultimate effective control over a juristic person or through legal arrangement, according to the relevant Ministerial Regulation prescribing Rules and Procedures for Customer Due Diligence

Signed \_\_\_\_\_ Offeree

( )

**Transfer of Scripless NVDR and Tender Offer Acceptance Form Receipt**

Acceptance Form No. \_\_\_\_\_

Date \_\_\_\_\_

SCB Securities Co., Ltd. ("Tender Offer Agent") has received the Tender Offer Acceptance Form for NVDRs of LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED and the Transfer of Scripless NVDRs with the document to transfer \_\_\_\_\_ NVDRs from (Mr./Mrs./Miss/Company) \_\_\_\_\_

The Offeree will receive the money by:

- Collect the payment cheque in person at SCB Securities Co., Ltd. during 10:00 a.m. to 4:00 p.m.
- Have the cheque sent to the specified address via registered mail
- Transfer payment to my savings or current account at The Siam Commercial Bank Plc.

Signed \_\_\_\_\_ Recipient

( )

For more information please contact Tel. 0-2949-1999

SCB Securities Co., Ltd.

**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.

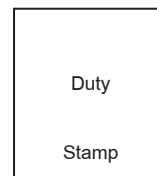
I/We hereby certify that the above statements are true and correct in all respects.

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

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### Amendment of Securities Holder Information Form

TSD-301

## Amending securities holder records



Date.....

Thailand Securities Depository

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.

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 authorize .....as my/four representative, with full authority to file this application.

Signature.....Grantor

Signature.....Grantee

(.....)

(.....) Tel. ....

Revenue stamp

For official use only

Date.....Transaction No. ....Checker.....

I have already checked all original identification documents

Signature.....Officer

usân kâûsûchânnânnâw (Js-inñnu) çññ Thailand Securities Depository Co., Ltd.

93 nußâmmññan tvâñkûsnâ nnññanâ nññmâñ 10400 Ññ: +662 009 9000 Ññshñs: +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



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  * If the original of the person's Thai national I.D. card cannot be shown, or the documents are being submitted by registered mail, 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.  * If the original passport cannot be shown or the documents are being submitted by registered mail, - 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 กูวีนซีไฟแนนซ์ จำกัด (มหาชน) Thailand Securities Depository Co., Ltd.

93 ถนนรัชดาภิเษก แขวงจันทน์เจ็ด เขตจันทน์ กรุงเทพฯ 10400 โทร: +662 009 9000 โทรสาร: +662 009 9991 Contact Center: +662 009 9999  
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