

No.ERW.012/Kor Mor Sor.009/2010

5th April 2010

Subject: Invitation to the Annual General Meeting of Shareholders for the year 2010

To: Shareholders

The Board of Directors' Meeting held on 23rd February 2010 has resolved to call for the Annual General Meeting of Shareholders for the year 2010 on Tuesday 27th April 2010 at 14.00 hours at Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, 494 Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330 to consider the agendas together with the Board's opinions as follows:

Agenda 1 To Acknowledge the Minutes of the Annual General Meeting of Shareholders for the year 2009.

The Minutes of the 2009 Annual General Meeting of Shareholders held on 28th April 2009 prepared by the Company's Secretary was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days according to the required laws and posted on the Company's website: www.TheErawan.com on 12th May 2009. The Board of Directors considered and had the opinion that it was correctly stated and reflected the resolutions passed by the said Shareholders' Meeting. Therefore, the Board proposes this Shareholders' Meeting to acknowledge the Minutes of the 2009 Annual General Meeting of Shareholders held on 28th April 2009. The copy of the said Minutes is attached to the notice of this meeting as per the Enclosure No.1

Board of Directors' opinion: the shareholders should approve the Minutes of the 2009 Annual General Meeting of Shareholders held on 28th April 2009.

Agenda 2 To Acknowledge the Company's Operating Results of 2009.

The Company prepared the Board of Directors' report on the performance of the Company for the year ended 31st December 2009. The report shows the Company's performance during the fiscal year 2009, which the Board has considered correct and adequate. Therefore, the Board proposes the said report to this Shareholders' Meeting to acknowledge the performance of the Company for the year 2009 and adopt the Board of Directors' report on the performance of the Company for the year ended on 31st December 2009. The said report appears in "Financial Statements" of the Annual Report, which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No.2

Board of Directors' Opinion: the shareholders should acknowledge the performance of the Company for the Year 2009 and adopt the Board of Directors' report on the performance of the Company for the year ended on 31st December 2009.

(Note: Please kindly bring Registration Form in Enclosure no.10 for registration to attend the Meeting.)

Agenda 3 To Approve the Company's Balance Sheets, Profit and Loss statements, Cash Flow Statements and the Consolidated Financial Statements as at 31st December 2009.

The Company prepared a balance sheet as well as statement of income at the end of the fiscal year 2009 which were audited and certified by the auditor of the Company and reviewed correctly by the Audit Committee. The details of financial statements are shown in the 2009 Annual Report and can be summarized as follows:

(Unit: million Baht)

Items	Company only	Consolidated
Total Assets	11,102	13,289
Total Liabilities	6,717	9,750
Total Equity (company's shareholders)	4,385	3,539
Total Revenues	1,708	3,192
Net Income	(30)	(229)
Earnings per Share	Baht (0.01)	Baht (0.10)
Retained earning (un appropriate)	1,715	725

The Board and the Audit Committee considered it was correct, complete and adequate in accordance with the general accounting principles, and therefore propose it to this Shareholders' Meeting for approval. The details appear in the Sections "Financial Statement" "Report of the Audit Committee to Shareholder" and "Report of the Board's Responsibility in the Financial Statements" of the Annual Report, which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No.2.

Board of Directors' Opinion: the shareholders should approve the Audited Balance Sheets, Profit and Loss Statements, Cash Flow Statements and Consolidated Financial Statements for the year ended 31st December 2009.

Agenda 4 To Consider the omission of dividend payment.

The Company has a policy to distribute dividend in the rate of 35% of net profit on Consolidated Financial Statement. The amount of the dividend (if any) would also be subject to the Company's cash flow and investment requirement. In 2009, the Company registered net loss of Baht 229 million on Consolidated Financial Statement. The Board of Directors therefore proposed to this Shareholders' Meeting to consider the omission of dividend payment for the year 2009.

Board of Directors' Opinion: the shareholders should approve the omission of dividend payment for the year 2009

Agenda 5 To Acknowledge the Audit Committee's Report for the year 2009.

The Audit Committee's report is shown in "Report of the Audit Committee to Shareholder" of the Annual Report, which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No.2.

Board of Directors' Opinion: the shareholder should acknowledge the Audit Committee's 2009 report.

Agenda 6 To appoint the auditors and approve the auditing fee for the year 2010

The Board and the Audit Committee considered selecting KPMG Phoomchai Audit Limited (“KPMG”) to be the Company’s Auditor. KPMG has been well recognized internationally with expertise in auditing and has been well-performed for the past year as the Company’s auditor in 2009. In addition, KPMG has proper audit fee, comparing with quantities of works and fee rate of other auditing firms at the same level. The Board and the Audit Committee proposes this Shareholders’ Meeting to appoint the auditors from KPMG namely:

1. Miss Boonsri Chotpaiboonpan, C.P.A. No. 3756, who has initialed the Company’s Financial Statement for 1 year starting from the year 2009 and been well-performed and/or;
2. Mr. Charoen Phosamritlert, C.P.A. No. 4068 to be the auditor of the Company for the year 2010 and/or;
3. Miss Vannaporn Jongperadechanon, C.P.A. No. 4098 to be the auditor of the Company for the year 2010

and fix the audit fee for the accounting year ended on 31st December 2010 at Baht 2,300,000 (Two millions and three hundred thousands Baht), which is Baht 155,000 (One hundred and fifty-five thousands Baht) more than the previous year or an increase of 7 percent. The increase from 2009 is mainly for additional works on 2 new hotels opened in the fourth quarter of 2009.

KPMG has no non-audit transaction with the Company and the auditors named above do not have relation with nor interest in the Company, its subsidiaries, management, major shareholders of other related persons. Therefore, all proposed auditors are independent to audit and express their opinions for the Financial Statement of the Company. The Board, therefore, proposes this Shareholders’ Meeting for consideration and approval.

In this regard, KPMG has also been considered as the auditor of the Company’s subsidiaries for the year 2010 with the audit fee in total of Baht 1,480,000 (One million, four hundreds and eighty thousands Baht).

Board of Directors’ Opinion: the shareholders shall approve to appoint auditors named above from KPMG Phoomchai Audit Limited as the Company’s auditor and the audit fee in total of Baht 2,300,000 for the year 2010.

Agenda 7 To appoint directors to succeed those completing their terms.

In compliance with the Public Limited Companies Act and Clause No. 19 of the Company’s Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders. This year, four (4) directors who shall retire by rotation in this Shareholders’ Meeting are as follows:

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| 1. | Mr. Banyong Pongpanich | Independent director
Member of the Financial and Risk Management Committee
Member of the Management Development and Compensation Committee |
| 2. | Mr. Supol Wattanavekin | Director
Chairman of the Management Development and Compensation committee
Member of the Financial and Risk Management Committee |

3. Mr. Chanin Vongkusolkit Director
 Member of the Financial and Risk Management Committee
 Member of the Nominating and Corporate Governance Committee
4. Mr. Krisda Monthienvichienchai Director

The Board of Directors complied with nominating guideline recommended by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee excluding Mr. Chanin Vongkusolkit who has special interest since he is due to retire has considered the soundness and for maximum benefit of the Company resulted from a performance evaluation of directors during the past year and specific qualifications of directors whose terms had been due, and resolved to propose the Board to reelect the four retiring directors as directors of the Company for another term. These four directors are professionally experts; they possess knowledge and expertise that suit our businesses; they have also contributed in their performances as our directors and sub-committee and they are fully qualified based on the criteria, appear in the Section "Management Structure" of the annual report, which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No.2. The four (4) directors have never been punished, dismissed or removed on the ground of dishonest performance, nor been imprisoned for and offense related to property committed with dishonest intent, nor engaged in the business which has the same nature as, and is in competition with, the business of the Company.

The Board excluding the directors having special interest considered the qualifications of nominees and agreed with the proposal of the Nominating and Corporate Governance Committee to propose to this Shareholders' Meeting to reelect all 4 retiring directors namely Mr. Banyong Pongpanich, Mr. Supol Wattanavekin, Mr. Chanin Vongkusolkit and Mr. Krisda Monthienvichienchai to retain office for another term. The qualifications set for our directors and a definition of our independent director are above the SEC's minimum requirements. The credentials and backgrounds of the proposed persons, including the definition of independent director has been sent to the shareholders together with the notice to this meeting as per the Enclosure No.3 and 4.

Board of Directors' Opinion: the shareholders should approve the appointment of 4 directors retiring by rotation, to be the directors for another term.

Agenda 8 To Consider the directors' remuneration for the year 2010.

The Nominating and Corporate Governance Committee reviewed the remunerations of the Company's directors and members of the committees on the basis of their responsibilities and statistical data of remunerations paid by the service sector as well as average payments by listed companies enjoying the same level of incomes. As such, the Nominating and Corporate Governance Committee proposed to the Board that director's remunerations for 2010 shall remain on the same basis as previous year which consist of (i) a retainer fee to be paid to directors on a

monthly basis; (ii) an attendance fee to be paid on the basis of a number of director's attendance to the meeting and (iii) a remuneration fee to be paid on an annual basis subject to the Company's performance. Proposed remunerations for 2010 compared with those for 2009 are as follows:

Remunerations of The Board of Directors and all committees		
Board of Directors' Retainer Fees	2010	2009
1) Retainer Fee: Baht 2,940,000 in total per year		
- Chairman	Baht 25,000/month	Baht 25,000/month
- Directors each	Baht 20,000/month	Baht 20,000/month
The Committees' Retainer or Attendance Fees		
2) Audit Committee: Not exceeding Baht325,000 in total per year		
- Chairman	Baht 25,000/Attening	Baht 25,000/Attening
- Members each	Baht 20,000/Attening	Baht 20,000/Attening
3) Financial and Risk Management Committee (Retainer fee):Baht 960,000 in total per year		
- Chairman	Baht 20,000/month	Baht 20,000/month
- Members each	Baht 15,000/month	Baht 15,000/month
- Executive Director Member	-0 -	-0-
4) The Nominating and Corporate Governance Committee and the Management Development and Compensation Committee: Not Exceeding Baht 150,000 in total a committee per year		
- Chairman	Baht 15,000/Attening	Baht 15,000/Attening
- Members each	Baht 11,250/Attening	Baht 11,250/Attening

The Board agrees in accordance with the recommendation of the Nominating and Corporate Governance Committee on the Board's remuneration for the year 2010 which is the same level as 2009.

Board's Opinion: the shareholders should approve the remunerations to the directors as proposed. Total remuneration shall not exceed Baht 4,525,000 a year.

Agenda 9 Others (If any).

This agenda is provided for shareholders to ask questions and/or for directors to clarify any queries (if any). No matters will be proposed for consideration and approval: therefore, no voting will be made.

Board's Opinion: Shareholders can raise questions or make comments on the issues which are not discussed in the aforementioned agendas.

In addition, the Company has fixed the Record Date on which shareholders have the right to attend the Annual General Meeting of Shareholders for the year 2010 as 9th March 2010 and fixed the share registration book closing date as 10th March 2010 for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E.2551).

The Company is pleased to invite the shareholders to attend the meeting at the above-mentioned time and venue. Should you be unavailable to participate in the meeting yourself, please appoint your proxy to do so. You may use any one of the proxy forms as appear in the Enclosure No.9 (Please also see the Remark below.) For your convenience, however, the Company would recommend the Proxy Form B., which provides more definite details of the authorization, and by which you may appoint any person of any one of those persons to attend the meeting and vote on your behalf. The credentials and backgrounds of those persons appear in the Enclosure No.10 "information of the Company's Directors who represent to be a proxy in the AGM 2010" and submit same to a person authorized by Chairman of Directors before the commencement of the meeting.

Respectfully yours,

(Mr. Prakit Pradipasen)

Chairman of the Board of Directors

Enclosures:

1. Minutes of the Annual General Meeting of Shareholders for the year 2008 was held on 22 April 2008 (**Agenda 1**)
2. Annual Report 2009 (**Agenda 2, 3, 4, 5 and 8**)
3. Information to consider for the director and independent director election (**Agenda 7**)
4. Definition of the Independent Director (**Agenda 7**)
5. Scope of Duties and authorize of each Board and Sub-Committee (**Agenda 8**)
6. Information for the Meeting:
 - 1) Articles of Association relating to the Shareholders' Meeting
 - 2) Document verifying eligibility to attend the meeting
 - 3) Registration for attending the Meeting
 - 4) Voting
7. Map of the Meeting's place
8. Three Proxy Forms (A, B and C)
9. Information of the Company's Directors who represent to be a proxy in the AGM 2010
10. Registration form

Remark: Proxy Form (C) which is designed for foreign shareholders who have appointed a Custodian to act as their Depository and Trustee in Thailand, can be downloaded at www.TheErawan.com