

Proxy Form C

(For foreign shareholders who have custodians in Thailand only.)

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_, nationality \_\_\_\_\_  
 Address \_\_\_\_\_ Road \_\_\_\_\_, Sub-District \_\_\_\_\_  
 District \_\_\_\_\_, Province \_\_\_\_\_ Post Code \_\_\_\_\_  
 as being the custodian of \_\_\_\_\_

being a shareholder of The Erawan Group Public Company Limited, Holding the total amount of \_\_\_\_\_ shares and the voting right equals to \_\_\_\_\_ votes, as follows

Ordinary share \_\_\_\_\_ shares, equal to voting right \_\_\_\_\_ votes

(2) Hereby appoint

(1) Mr./Mrs./Miss \_\_\_\_\_ Age \_\_\_\_\_ Years,  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Zip Code \_\_\_\_\_ or

(2) Mr./Mrs./Miss \_\_\_\_\_ Age \_\_\_\_\_ Years,  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Zip Code \_\_\_\_\_ or

(3) Mr./Mrs./Miss \_\_\_\_\_ Age \_\_\_\_\_ Years,  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Zip Code \_\_\_\_\_

or May grant proxy to ERAWAN Independent Directors as follows:

**Mr. Prakit Pradipasen**, Chairman of the Board of Directors, age 69 years, residing at no.58/1 Soi Indramara 40. Suthisan Winitchai Road, Khwaeng Dindaeng, Khet Dindaeng , Bangkok 10400.

or  **Mr. Sansern Wongcha-um**, Chairman of the Audit Committee, age 63 years, residing at no.44 Soi Indramara, Suthisan Winitchai Road, Kwang Din Daeng, Khet Din Daeng, Bangkok 10400.

or  **Assoc. Prof. Manop Bongsadadt**, Member of the Audit Committee, age 70 years, residing at no.554/14 Soi Senanikom 1, Paholyothin Road, Kwang Jarakae Bou, Khet Lad Phrao, Bangkok 10230.

or  **Mr. Dej Bulsuk**, Member of the Audit Committee, age 61 years, residing at no.46 Soi Sukhumvit 58, Sukhumvit road, Kwang Bang-Jak, Khet Phrakonong, Bangkok 10260.

or  **Mr. Banyong Pongpanich**, Independent director, age 57 years, residing at no.19/42 Soi Sanam Kri (Polo), Withhayu Road, Kwang Lumpini, Khet Pathumwan, Bangkok 10330.

or  **Mr. Ekasith Jotikasthira** , Independent director , age 41 years , residing 511 Soi 6 Sri-Ayudhaya Rd. Kwang Tanonphayathai Khet Rajdhevi Bangkok 10400

(Interest in the agenda considered: Agenda 7 To appoint directors to succeed those completing their terms.)

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting for the year 2011 of Shareholders on Tuesday 26<sup>th</sup> April 2011 at 14.00 hours at Salon A,B room, JW Marriott Hotel Bangkok, No. 4 Sukhumvit Road, Klongtoey, Bangkok 10110, or on the date and at the place as may be postponed or changed.

(3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

- Grant proxy the total amount of shares holding and entitled to vote.
- Grant partial shares of
- Ordinary share \_\_\_\_\_ shares, entitled to voting right \_\_\_\_\_ votes

(4) I/We therefore would like to vote for each agenda item as follows:

Agenda 1 To Acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2010.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve  Disapprove  Abstain

Agenda 2 To Acknowledge the Company's operating results of 2010.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve  Disapprove  Abstain

Agenda 3 To Approve the company's balance sheets, profit and loss statements, cash flow statements and consolidated financial statements for the year ended 31<sup>st</sup> December 2010.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve  Disapprove  Abstain

Agenda 4 To Approve the allocation of net profit of 2010 for legal reserves and the dividend omission.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve  Disapprove  Abstain

Agenda 5 To Acknowledge the Audit Committee's report for the year 2010.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve  Disapprove  Abstain

Agenda 6 To Appoint the auditors and approve the auditing fee for the year 2011.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve  Disapprove  Abstain

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

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Vote for all the nominated candidates as a whole.
- Approve       Disapprove       Abstain
- Vote for an individual nominee.
1. Mr. Vitoon Vongkusolkit       Approve       Disapprove       Abstain
2. Ms. Panida Thepkanjana  Approve       Disapprove       Abstain
3. Mr. Ekasith Jotikasthira       Approve       Disapprove       Abstain
4. Mr. Kasama Punyagupta       Approve       Disapprove       Abstain

Agenda 8 To Appoint new director.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain

Agenda 9 To Approve the directors' remuneration for the year 2011.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain

Agenda 10 To Approve the issuance of Warrants No.2 (ERW-W2) to be given without cost to the existing shareholders.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain

Agenda 11 To Approve the issuance of common stock offered to employees of the company and its subsidiaries No.3 (ESOP#3).

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve \*       Disapprove       Abstain

\* In case that the Meeting approves the issuance of above ESOP, the Meeting needs to vote for the following 6 employees of the company and subsidiaries who will receive the allocation of the ordinary shares which exceeds 5% of the total allocated ordinary shares of the Plan, on an individual basis :

Enclosure No. 12

- |                   |              |                          |         |                          |            |                          |         |
|-------------------|--------------|--------------------------|---------|--------------------------|------------|--------------------------|---------|
| 1. Mr. Kasama     | Punyagupta   | <input type="checkbox"/> | Approve | <input type="checkbox"/> | Disapprove | <input type="checkbox"/> | Abstain |
| 2. Mrs. Kamonwan  | Wipulakorn   | <input type="checkbox"/> | Approve | <input type="checkbox"/> | Disapprove | <input type="checkbox"/> | Abstain |
| 3. Mr. Petch      | Krainukul    | <input type="checkbox"/> | Approve | <input type="checkbox"/> | Disapprove | <input type="checkbox"/> | Abstain |
| 4. Mrs. Varisra   | Gerjarusak   | <input type="checkbox"/> | Approve | <input type="checkbox"/> | Disapprove | <input type="checkbox"/> | Abstain |
| 5. Mr. Apichan    | Mapaisansin  | <input type="checkbox"/> | Approve | <input type="checkbox"/> | Disapprove | <input type="checkbox"/> | Abstain |
| 6. Ms. Thippaporn | Limsuksrikul | <input type="checkbox"/> | Approve | <input type="checkbox"/> | Disapprove | <input type="checkbox"/> | Abstain |

Agenda 12 To Approve the increase of the company's registered capital to reserve for the conversion of Warrants (ERW-W2) and for the right to purchase ordinary shares under ESOP#3.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain

Agenda 13 To Approve the amendment to Clause 4 of the Memorandum of Association regarding the increase of the company's registered capital.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain

Agenda 14 To Approve the allotment of the increased ordinary shares to reserve for the conversion of the aforesaid Warrant (ERW-W2) and the exercise of the right to purchase ordinary shares under ESOP#3.

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain

Agenda 15 Others (If any)

- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.

(6) In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above., including the case that there is any amendment of addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder dose not vote as I/We specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signature \_\_\_\_\_ Proxy Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

**Remarks:**

1. Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
2. Evidences to be enclosed with the proxy form are:
  - (1) Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A Shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.

**Attachment to Proxy Form C**

The Proxy of the shareholder of The Erawan Group Public Company Limited

In the Meeting of the Annual General Meeting of Shareholders for the year 2011 on Tuesday 26<sup>th</sup> April 2011 at 14.00 hours at Salon A,B room, JW Marriott Hotel Bangkok, No. 4 Sukhumvit Road, Klongtoey, Bangkok 10110, or on the date and at the place as may be postponed or changed.

- Agenda \_\_\_\_\_ Subject: \_\_\_\_\_
- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain
- Agenda \_\_\_\_\_ Subject: \_\_\_\_\_
- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain
- Agenda \_\_\_\_\_ Subject: \_\_\_\_\_
- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Approve       Disapprove       Abstain
- Agenda \_\_\_\_\_ Subject: To approve the appoint of new directors.
- (A) The proxy holder shall vote independent as to his/her consideration.
- (B) The proxy holder shall vote according to the shareholder's requirement as follows.
- Vote for all the nominated candidates as a whole.
- Approve       Disapprove       Abstain
- Vote for an individual nominee.
1. \_\_\_\_\_  Approve     Disapprove     Abstain
2. \_\_\_\_\_  Approve     Disapprove     Abstain
3. \_\_\_\_\_  Approve     Disapprove     Abstain
4. \_\_\_\_\_  Approve     Disapprove     Abstain

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

Signature \_\_\_\_\_ Proxy Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )