

Opinions of the Nominating and Corporate Governance Committee

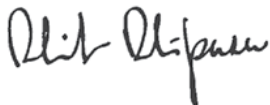
Re: Appointment of new directors to replace those retiring on rotation

To: The Erawan Group Plc.'s Board of Directors

The Nominating and Corporate Governance Committee (NCG) to review the structure of the Board of Directors, determine qualifications of specific positions, recruits experts to be our directors and ensure that directors, executive officers and staff are aware of the importance of corporate governance and comply to it in a tangible and corresponding manner to our corporate culture, in April 2011, one-third of the directors however will be retired at the 2011 Annual General Meeting according to our Articles of Association.

1. Mr. Vitoon Vongkusolkit Director
 Chairman of the Financial and Risk Management Committee
 Member of the Management Development and Compensation Committee
2. Mrs. Panida Thepkanjana Director
 Member of the Financial and Risk Management Committee
 Member of the Nominating and Corporate Governance Committee
3. Mr. Ekasith Jotikasthira Independent Director
4. Mr. Kasama Punyagupta Director
 President and Chief Executive Officer
 Member of the Financial and Risk Management Committee

As a result, NCG met on 9th February 2011 to select and appoint new directors to replace those retiring on rotation. Based on a review of directors' qualifications as well as an annual assessment of their performances with one as above Ms. Panida Thepkanjana the director and member of NCG was not involved at the meeting, NCG unanimously resolved to nominate the four directors whose terms were about to be due as the firm's directors for another term to the Board of Directors' Meeting on 22nd February 2011 for further submission to seek approval from the 2011 Annual General Meeting.



Mr. Prakrit Pradipasen

Chairman of the Nominating and

Corporate Governance Committee

Mr. Vitoon Vongkusolkit	To be appointed in position of <u>Director</u>	
Age 70 Years		
Position in ERAWAN	<ul style="list-style-type: none"> - Director - Chairman of the Financial and Risk Management Committee - Member of the Management Development and Compensation Committee 	
Education	Bachelor of Science (Pharmaceutical), Chulalongkorn University	
Director Training Program	<ul style="list-style-type: none"> - Director Certification Program (DCP) 17/2002 - The Role of Chairman (RCP) 11/2006 	
ERAWAN Shareholdings	11,457,870 Shares Equal to 0.51% of total shares with voting right as at 31 December 2010	
Year of Directorship	29 Years	
Position in Other Listed Company		
- Listed Company	<ul style="list-style-type: none"> - Banpu Public Company Limited - United Standard Terminal Public Company Limited 	
- Non-Listed Company	<ul style="list-style-type: none"> - Erawan Hotel Public Company Limited - Erawan Samui Co.,Ltd. - Erawan Rajdamri Co.,Ltd. - Erawan Phuket Co.,Ltd. - Erawan Chaophraya Co.,Ltd. - Erawan Naka Co.,Ltd. - The Reserve Co.,Ltd. - Mitr Phol Sugar Co.,Ltd. - Thai Chemical & Engineering Co.,Ltd. - United Farmer & Industry Co.,Ltd. 	
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -	
Attention of the BOD and The Committee Meeting in 2010	<ul style="list-style-type: none"> - The Board of Directors' Meeting 9/9 times - The FRC Committee's Meeting 9/9 times - The MDC Committee's Meeting 2/2 times 	
Experience	<ul style="list-style-type: none"> - Director, Banpu Public Company Limited - Chairman, United Standard Terminal Public Company Limited - Director, Erawan Hotel Public Company Limited - Chairman, Erawan Samui Co.,Ltd. - Chairman, Erawan Rajdamri Co.,Ltd. 	

- Chairman, Erawan Phuket Co.,Ltd.
- Chairman, Erawan Chaophraya Co.,Ltd.
- Chairman, Erawan Naka Co.,Ltd.
- Chairman, The Reserve Co.,Ltd.
- Chairman, I.A.G. Insurance (Thailand) Ltd.
- Director , Mitr Phol Sugar Corp.,Ltd.
- Director, United Farmer & Industry Co.,Ltd.

Performances while being the Company's director

- Providing guidance for the Company's investment strategies
- Jointly formulating principles for the Company's executive remuneration
- Jointly setting up principles for succession plan for Company's executives
- Being capable of expressing opinions independently and valuable remarks beneficial to the Company

Mrs. Panida Thepkanjana	To be appointed in position of Director	
Age 52 Years		
Position in ERAWAN	<ul style="list-style-type: none"> - Director - Member of the Financial and Risk Management Committee - Member of the Nominating and Corporate Governance Committee 	
Education	<ul style="list-style-type: none"> - MBA, Sasun Graduate Institute of Business - Administration Master of Law, Chulalongkorn University - Barrister-at-Law, The Institute of Thai Bar Association 	
Director Training Program	<ul style="list-style-type: none"> - Director Certification Program (DCP) # 18/2002 - Director Certification Program (DCP) Refresher #1/2002 	
ERAWAN Shareholdings	<p>3,797,416 Shares (with in spouse)</p> <p>Equal to 0.17 percent of total shares with voting right as at 31 December 2010</p>	
Year of Directorship	20 Years	
Position in Other Listed Company	<ul style="list-style-type: none"> - Listed Company - - Non-Listed Company <ul style="list-style-type: none"> - Erawan Hotel Public Company Limited - Eastern Sugar & Cane Co., Ltd. and subsidiary - Chodthanawat Co.,Ltd. 	
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -	
Attention of the BOD and The Committee Meeting in 2010	<ul style="list-style-type: none"> - The Board of Directors' Meeting - The FRC Committee's Meeting - The MDC Committee's Meeting 	<p>8/9 times</p> <p>8/9 times</p> <p>2/2 times</p>
Experience	<ul style="list-style-type: none"> - Director, Erawan Hotel Public Company Limited - Director, Eastern Sugar & Cane Co., Ltd. and subsidiary - Director, Chodthanawat Co.,Ltd. 	
Performances while being the Company's director	<ul style="list-style-type: none"> - Providing guidance for the Company's investment strategies - Jointly formulating principles for the Board of Directors' remuneration - Being capable of expressing opinions independently and valuable remarks beneficial to the Company's 	

Mr. Ekasith Jotikasthira	To be appointed in position of <u>Independent Director</u>	
Age 41 Years		
Position in ERAWAN	Independent Director	
Education	MBA – Sasin, Graduate Institute of Business Administration of Chulalongkorn University	
Director Training Program	Director Accreditation Program (DAP) 79/2009	
ERAWAN Shareholdings	-No-	
Year of Directorship	2 Years	
Position in Other Listed Company		
- Listed Company	-No-	
- Non-Listed Company	Pacific World (Thailand) Ltd.	
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -	
Attention of the BOD and The Committee Meeting in 2010	- The Board of Directors' Meeting	5/9 times
Experience	<ul style="list-style-type: none"> - Regional Director Thailand & indochina - Director, Pacific World (Thailand) Ltd.) - Chairman, Membership Committee, Pacific Asia Travel Association (PATA) (Thailand Chapter) - Chief Executive Officer, Turismo Asia Company Limited - Vice President , Association of Thai Travel Agents (ATTA) - Director, Thai-Italian Chamber of Commerce 	

Performances while being the Company's director

Being capable of expressing opinions independently and valuable remarks beneficial to the Company. (the Travel Business and Tourists)

Supporting information for the election of independent directors

- Family relationship with executive officers or major shareholders of the firm or of subsidiaries	<u>None</u>
- Relationship with the Company/Subsidiaries/Associates of any business registrations that may cause conflict of interests in the past 5 years	<u>None</u>
- Being and executive director, and employee, and advisor, an attorney, or and auditor on the payroll(s)	<u>No</u>
- Being a specialist i.e. Auditor or Legal Consultant or Advisory	<u>No</u>
- Business relationship with material implication which may prevent the person from performing his/her duty independently/ please specify transaction size (if any)	<u>None</u>

Mr. Kasama Punyagupta	To be appointed in position of <u>Director</u>	
Age 49 Years		
Position in ERAWAN	Director	
	President and Chief Executive Officer	
	Member of the Financial and Risk Management Committee	
Education	- MBA (International Business), University of Bridgeport, Connecticut, U.S.A.	
Director Training Program	- Director Certification Program (DCP) # 49/2004 - Corporate Social Responsibility (CSR) # 1/2007	
ERAWAN Shareholdings	11,510,211 Shares Equal to 0.51 percent of total shares with voting right as at 31 December 2010	
Year of Directorship	7 Years	
Position in Other Listed Company		
- Listed Company	- No -	
- Non-Listed Company	- Erawan Hotel Public Company Limited - Erawan Samui Co.,Ltd. - Erawan Rajdamri Co.,Ltd. - Erawan Phuket Co.,Ltd. - Erawan Chaophraya Co.,Ltd. - Erawan Naka Co.,Ltd. - The Reserve Co.,Ltd.	
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -	
Attention of the BOD and The Committee Meeting in 2010	- The Board of Directors' Meeting	9/9 times
	- The Financial and Risk management Committee	9/9 times
Experience	- Managing Director / Erawan Hotel Public Company Limited - Managing Director / Erawan Samui Co.,Ltd. - Managing Director / Erawan Rajdamri Co.,Ltd. - Managing Director / Erawan Phuket Co.,Ltd. - Managing Director / Erawan Chaophraya Co.,Ltd. - Managing Director / Erawan Naka Co.,Ltd. - Managing Director / The Reserve Co.,Ltd.	
Performances while being the Company's director	- the financial and human capital development expert - widely accepted as professional management with high standard of corporate governance - being capable of expressing opinions independently and valuable remarks beneficial to the Company	

