



(Translation)

**Minutes of the 2011 Annual General Meeting of Shareholders
of The Erawan Group Public Company Limited**

The Meeting convened on Tuesday, April 26, 2011 at 14.00 hours at Salon A,B room, JW Marriott Hotel Bangkok, No.4 Sukhumvit Road, Kwang Klongtoey, Khet Klongtoey, Bangkok 10110 and it was presided over by Mr. Prakit Pradipasen, Chairman of the Board of the Erawan Public Company Limited (“The Chairman”).

Ms. Kanokwan Thongsiwarugs, the Company Secretary, introduced to the meeting the directors, managements, auditors and vote-counting inspector who attended the meeting as follows:

Directors attending the meeting:

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| 1. Mr. Prakit Pradipasen | Chairman of the Board and Independent Director |
| 2. Mr. Sansern Wongcha-um | Independent Director and Chairman of The Audit Committee |
| 3. Assoc. Prof. Manop Bongsadadt | Independent Director and The member of Audit Committee |
| 4. Mr. Dej Bulsuk | Independent Director and The member of Audit Committee |
| 5. Mr. Banyong Pongpanich | Independent Director |
| 6. Mr. Ekasith Jotikasthira | Independent Director |
| 7. Mr. Vitoon Vongkusolkit | Director |
| 8. Mr. Supol Wattanavekin | Director |
| 9. Mr. Chanin Vongkusolkit | Director |
| 10. Ms. Panida Thepkanjana | Director |
| 11. Mr. Krisda Montienvichienchai | Director |
| 12. Mr. Kasama Punyagupta | Director/President and Chief Executive Officer |

All 12 directors of the company attended the meeting.

Management executives attending the meeting:

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| 1. Ms. Kamonwan Wipulakorn | Executive Vice President and Chief Financial Officer |
| 2. Ms. Kanokwan Thongsiwarugs | Company Secretary to record the Minutes of Meeting |

Auditor and Representatives attending the meeting and monitoring vote counting:

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|-----------------------------------|-------------------------------------|
| 1. Ms. Vannaporn Jongperadechanon | Auditor of KPMG Phoomchai Audit Ltd |
| 2. Ms. Chanarat Chanwa | Representative of the Auditor |

Vote-counting registration inspector attending the meeting:

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| 1. Ms. Vassavee Khunteeraprasert | |
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The Company Secretary informed the meeting information relating to the meeting considered important for the shareholders.

- The Chairman would allow shareholders to ask questions openly before a resolution was adopted in every agenda.
- Shareholders may ask/express his opinion at the meeting by informing the meeting their names; the management will fully answer questions in essence.
- One share shall be entitled to one vote. Votes of directors or executives who were also shareholder(s) with special interest in any agenda would not be counted and considered abstained in a respective agenda.
- The company allowed shareholders to propose a meeting agenda for the 2011 Annual General Meeting of Shareholders 90 days in advance up to January 30 each year. This year, no shareholder proposed a meeting agenda in advance.
- For transparency of the meeting, shareholders who disapproved or abstained from voting in any agenda would be able to submit their votes in the voting ballots provided for shareholders during their registration. Such votes would be deducted from the total shares collected by a computerized database system during registration. For shareholders attending in persons who did not submit any voting ballot, it would be considered agreeing to a relevant agenda. Approval ballots will be verified later.
- For shareholders attending the meeting later, the company would count these additional votes only in agendas of which ballots had not yet been collected.
- Shareholder who left before the end the meeting were required to vote on every agenda and to return ballots before leaving the conference room.

The Company Secretary informed the meeting that the company had total of 3,025 shareholders with 2,244,779,001 shares. After that shareholders were informed the meeting procedures, then the Chairman open the meeting.

The Chairman convened the meeting, welcomed the Shareholders and informed that at the commencement of the meeting, there were 117 shareholders attending in person and 116 shareholders attending by proxy. This totaled 233 shareholders who represented 1,428,844,564 shares which accounted for 63.65 percent of the total 2,244,779,001 shares issued and distributed. The quorum was thus formed in accordance with the laws and the Articles of Association of the Company, which had stipulated that at an Annual General Meeting of shareholders(AGM), at least twenty-five shareholders or proxies (if any), or at least half of all shareholders who shall represent at least one-third of shares distributed were required to form a quorum.

The Chairman informed the meeting that for an equal and fair treatment to all shareholders, the company had allowed minority shareholders to propose meeting agendas for the 2011 AGM in advance via the company's website between October 30, 2010 and January 31, 2011. It also informed shareholders via an electronic media of the Stock Exchange of Thailand (SET) of its procedures and criteria to submit such an agenda, qualifications of shareholder eligible to submit the meeting agenda, issued not to be included as the meeting agenda, agenda

submission forms and submission channels and review procedures. However, no meeting agenda was submitted by shareholders upon the deadline.

The Chairman subsequently informed the meeting of the following fifteen (15) agendas before commencing the meeting:

Agenda 1: To Acknowledge the 2010 Minutes of the Annual General Meeting of Shareholders

The Chairman informed the meeting of the Board of Directors' opinion that the 20-page minutes of the 2010 Annual General Meeting of Shareholders held on April 27, 2010 as prepared by the Company Secretary were correctly reflecting resolutions adopted by the said Shareholders Meeting. The minutes of the meeting had been posted on the company website since May 10, 2010 with no opposition, a copy of which had been sent to shareholders together with a notice of this meeting as per Enclosure No.1. The meeting was asked to acknowledge the minutes of the meeting.

The Chairman invited the shareholders to ask questions and voice their additional observations. As no questions were asked, the Chairman requested the meeting to acknowledge the minutes of the 2010 Annual General Meeting of Shareholders.

Resolution:

The meeting resolved to acknowledge the Minutes of the 2010 Annual General Meeting of Shareholders held on April 27, 2010.

Agenda 2: To acknowledge the company's 2010 Operating Results

The Chairman informed the meeting that the company had prepared a report of the Board of Director's responsibility for the company's financial statements and its performance for the year that ended at December 31, 2010. The Board, having considered it, found that the management had performed its duty based on the policy and strategy in an efficient, transparent, adequate and accountable manner. The meeting therefore was asked to acknowledge the company's 2010 performance.

The Chairman requested Mr. Kasama Punyagupta, President and Chief Executive Officer; and Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, to explain details of the company's performance to the meeting. This could be divided into five subjects as follows.

2.1 The Company Developments in 2010.

Mr. Kasama Punyagupta, President and Chief Executive Officer, reported that in 2010, the company officially opened its seventh ibis hotel, namely, the Ibis Bangkok Riverside, along the Chao Phraya River in November 2010 as planned. This is the company's third ibis hotel in Bangkok. As such, the company has 13 hotels in operation with total of 3,347 rooms across key business and tourist destinations in Thailand including Bangkok, Pattaya, Phuket and Samui. The company is considered Thailand's largest listed company in term of hotel ownership which is in line with its expansion plan set out during 2005-2010. With mission to develop a well-

diversified portfolio of hotels and resorts that fulfils diverse customers' needs, the company currently owns four luxury hotels, two mid-scale hotels and seven economy hotels. In term of tourist destinations, the company has six hotels in Bangkok which is undoubtedly Thailand's largest business and tourism centers; another two in Pattaya, three in Phuket and two in Samui. During the past six years, the company invested almost Baht 8 billion to develop and expand its hotel portfolio plus another Baht 1.2 billion to renovate and upgrade its existing hotel to stay competitive. The company successfully saved approximately 6 percent or Baht 500 million from its investment budget for new hotels as a result of good corporate governance in all process particularly the bidding process which in turn allowed us to effectively control our investment costs. Aside from building an competent platform for our future expansion, the investment savings also enable us to maintain our return from investment within the expected range though the performances of our new hotels were affected from volatile industry situations during the past two years as most of our new hotels were opened during 2008-2009 which coincided with the world's economic slow down from the US economic crisis followed by Thailand political upheaval.

2.2 The 2010 Operations Performance

Mr. Kasama Punyagupta, President and Chief Executive Officer, presented an industrial overview that 2010 was another difficult year for Thailand's tourism and hotel businesses as the industry had to deal with a political unrest in the second quarter of 2010, which directly affected the company's operation. While 2010 started with the very promising demand in the first quarter as the number of tourists increased 27 percent from the previous year however the political unrest caused the number of tourists to fall by 5 percent in the second quarter. The demonstration also caused our properties including three of our hotels, namely, the Grand Hyatt Erawan Bangkok, the Courtyard by Marriot hotel and the Ibis Bangkok Sathorn Hotel, and one of our rental property; namely, the Erawan Bangkok which was located in the protest area, to temporarily cease their services. Other hotels in Bangkok were also affected. Although the number of tourists recovered in the third and the fourth quarter of the year, the effect put a pressure to hotel room rate. In total the number of tourist arrivals to Thailand rose 11 percent in 2010 to record at 15.7 million, which was the highest record for the country and reaffirmed the strong fundamental of Thailand tourist industry. The number of tourists from all regions was up especially those coming from China, India and Russia, which were the rapidly-growing markets; while those from the Middle East also gradually rose. The strategy of the company to expand into mid-scale and economy segment well accommodated these growing tourist markets.

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, further explained the company's financial results for 2010 that the company achieved Baht 2,930 million from its hotel operation, representing 87 percent of its total revenues and Baht 391 million from its rental business which accounted for 12 percent of consolidate revenue. When combined with other revenues, the company recorded a total of Baht 3,364 million revenues, which rose 5 percent from 2009. The political unrest in Bangkok occurred in 2009 and 2010 did affect our hotel business as incomes of two major hotels in Bangkok, which remained our major income generators, fell 18 percent in 2009 and another 6 percent in 2010. Our diversification strategy set out 5 years ago to expand from Bangkok to other tourist destination and from luxury hotels to lower segment have benefited the company under such challenging market conditions. Our hotels outside Bangkok were not only less affected by the incident

but also faster resumed to normal business environments after the incidents. In addition, our mid-scale and economy hotels were less sensitive to the situation and serve well to the growing markets. The increasing supports from domestic tourists who are less sensitive to internal political situation were another factor to support the growth of these two segments.

Our income from mid-scale hotels showed the growth of 65 percent and our economy hotels generated 45 percent growth in 2010. If classified by starting years of operation, our five hotels which opened in 2008 showed the growth of 27 percent. The three hotels, which started operating in 2009, generated 250 percent income growth from last year. The additional from the new hotels resulted in the income from hotel operation rising by seven percent in 2010. With the opening of one new hotel in 2010, our room inventory increased 8 percent from 3,089 at the end of 2009 to 3,347 at the end of 2010. Despite the increase of hotel rooms from the newly hotels and the temporary ceased operation of three hotels in Bangkok from the political protest, our average occupancy rate maintained at 58 percent, which was relatively closed to the 2009's level. The slow down of tourism industry in 2010 led to a competitive pricing market which forced the average room rate of our existing hotel declined while the average room rate of newly-opened hotels, which were in the period of ramp up were also under pressure. As a result, the average room rate of the group was down by 13 percent. However the increasing number of hotel rooms and the additional income from new hotel led our room revenue which accounted for 55 percent of total income from hotel business expanded 8 percent this year.

Meanwhile, food & beverage (F&B) incomes which 80 percent still generated from two major hotels in Bangkok continued to grow as they are less dependent on the occupancy rate. Our F&B incomes had strong support from local customer base especially in 2010 when Thailand witnessed quite a strong economic growth, which therefore increased a purchasing power of our local customers. Although the Grand Hyatt Erawan Hotel had to cease the operation for almost two months during the April and May political incident in 2010, our F&B incomes, which accounted for 40 percent of total income from hotel operation continued to hike by 7 percent in 2010.

The increase in revenues and the decline of pre-opening expenses resulted to an increase in our Earning before Interest Tax and Depreciation ("EBITDA") by Baht 22 million this year. The growth mainly came from better performance of new hotels. The EBITDA of mid-scale segment rose 271 percent and the economy hotels' EBITDA rose 133 percent from the previous year while EBITDA of our luxury hotels fell due to the impact from the political protest.

2.3 Financial Performances in 2010

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, reported that the Erawan Group continued to record a positive EBITDA in 2010 regardless a difficult market situation this year. However, higher depreciation and financial cost from new hotels led to higher loss than the previous year. The company had implemented crisis actions plan which including physical asset protection in addition to appropriate insurances secured annually and effective cost control. We executed various financial measurement to prepare for the different market scenario including rearranging loan repayment by reschedule the principal due in the second half of 2010 of Baht 347 million through the loan majority. This rescheduling also further reduced total principal repayments during

2011 – 2013 by Baht 415 million which was well supported by our lenders. In addition, to manage our interest risk in light of interest uptrend, we executed an interest rate swap contract for 32 percent of our long-term loan outstanding from a floating rate to a four-year fixed rate starting from 2010. This helps us to mitigate the impact of rising interest rate.

In 2010, The Erawan Group recorded a total asset of Baht 12,950 million, which declined slightly from Baht 13,289 million at the end of 2009 mainly due to more utilization of VAT receivables resulting in lower current assets while our fixed assets remained relatively the same compared to the previous year. Our capital expenditures in 2010 was Baht 653 million, down from Baht 1,373 million in 2009, most of which was due to a lower capital investment in new projects. We developed three new hotels in 2009 while we had only one hotel, the Ibis Bangkok Riverside Hotel, in 2010. In addition, to support our expansion plan, we entered into a land lease agreement for our new Mercure Ibis Bangkok Siam project which will start the construction in 2011. The remaining capital expenditures were spent for normal maintenance for our hotels and rental properties. We spent higher capital expenditure for the office building this year to enhance its competitiveness. Source of funding for these capital investments were from project loan and our cash flow from operation.

Our total liabilities declined slightly from Baht 9,750 million as end of 2009 to Baht 9,677 million as end of 2010 due to lower current liabilities. Our loan from financial institution increased from Baht 8,570 million at the end of 2009 to Baht 8,599 million as of December 2010 as a result of additional loan drawdown for Ibis Bangkok Riverside project and working capital requirement while the existing loan declined slightly due to our principal repayment this year as mentioned earlier. With the net loss incurred this year, total equities decreased from Baht 3,539 million at the end of 2009 to Baht 3,273 million.

We did not have any working capital or liquidity problem. Our cash flow from operations for this year remained higher than the same period last year while cash outflow for capital expenditure decreased. Cash inflow from financing activities was lower since we repaid loan from financial institution this year while we did not have any obligations in 2009 and lower loan drawdown for the new project. Combined with cash at the beginning of the year, we recorded ending cash as at December 31, 2010 of Baht 220 million versus Baht 277 million at the end of December 31, 2009. Moreover, we have short-term loan facility available for general purpose with remained unused of Baht 1,400 million at the end of 2010

2.4 Social Corporate Responsibility (CSR)

Mr. Kasama Punyagupta, President and Chief Executive Officer, reported the meeting that the company had pursued its CSR policy both at a company level and at a hotel property level. The policy was clearly stated to induce concrete actions to ensure that all stakeholders were well taken care of.

During the political upheaval in 2010 which impacted to all of our stakeholders, the company implemented the following action plan

- Hotel customers: Safety is the first priority, hence we decided to cease the operation of our hotel located in the protest area to ensure the safety of our customers

- Tenant to rental property: we provide the safety in asset and financial assistance to our tenants by offering the discount which consider from their effects from the incident and requested support from the government on behalf of our tenants
- Hotel employees: Incomes and welfare were the key concern for our employees, all of our employees were well taken care off by ensuring that during the period, they continued to be employed and received wages as well as by requesting the supports from government. We also took this opportunity to train our staff during the hotel closure
- Shareholders, investors and our lenders: take care of our properties and keeping them informed of the situation and impacts together with our business recovery plan
- Hotel Operators: providing supports and assistance as necessary,
- Trade Creditors and Suppliers: keep them informed of our contact address and payment process
- Competitors: we were appointed as a representative of 10 hotels in the Ratchaprasong area which had been affected by the political situation to coordinate with the government for assistance.

In addition, we also organized the community, social and environmental projects that we had pursued every year. In 2010, we completed two projects. The first one was a renovation of a footpath underneath an expressway from Krungthai Bank to an entrance of the BTS Pleonchit Skytrain station which previously was very narrow and was not in a proper condition for pedestrians. The second project was a landscape project of street isle between the Nana Intersection to the railway underneath the expressway. This landscape project was handed over to the Bangkok Metropolitan Administration (BMA), which later has used our project as a prototype for the development of other similar projects.

To help support our tourism industry, we continue to provide English & Service training to taxi drivers and hotel staff. (Welcome Guide to Thailand project) which has been running regularly. The latest class was No. 8 in April 2011.

At our hotel property level, we together with our hotel operators focus on Green Hotel under the concept of Reduce Reuse Recycle and also involving in various social activities.

With several activities implemented throughout the year, the Erawan Group received the following awards and recognitions:

- “Excellent recognized as a Good Example” AGM Assessments Program, award from the Stock Exchange of Thailand (SET) in 2010 as one of the 63 companies (out of 476 listed companies) receiving 100 full scores.
- “Excellent” CGR Award in 2010 for its Corporate Governance Report of Thai Listed Companies
- “Excellent” IR Award 2010 for its outstanding investment relations under the SET Awards 2010
- The Nomination CSR Award 2010 as one of the two companies nominated for the Excellent CSR Award in the SET Awards 2010.

2.5 Five-year Master Plan for the period 2011-2015

On December 21, 2010, the Board of Directors resolved to approve the five-year master plan (2011-2015) with a focus on the following three areas:

1. Hotel growth strategy with the objective to increase revenue and profit from normal operations. We will continue our investment focus in Thailand with aim to be Thailand's leading hotel developer and investor
2. Enhancing return strategy in addition to revenue and profit from normal operations by realizing the increasing value of our assets in the portfolio and also commencing residential projects on lands adjacent to our hotels.
3. Strengthening our Corporate Governances to take care all stakeholders which will be the key factor for long term sustainable growth of ERAWAN.

The capital plan to support the expansion will combine both equity and debt financing which can be categorized into 4 major funding sources including internally generated cash flow, proceeds from asset sale, warrants issuance to existing shareholders, and project loans.

As part of enhancing returns strategy, the Board of Directors resolved to approve the sale of our office building (Ploenchit Center) to a property fund. The transaction completed in April 2011 and will recognize gain from sale of asset in the second quarter of 2011. The Board also resolved and agreed to propose to the 2011 Annual General Meeting of Shareholders to approve the issuance of warrants to be given without cost to the existing shareholders and the issuance and offering ordinary shares to employees of the company. This will support the company growth strategy as it will allow the company to maintain the capital structure at appropriate level and motivate the employees to drive the performance towards the success of the company's strategic objectives set forth over the next five years.

The Chairman asked if the meeting had any inquiry or would like to express opinions. The queries are summarized as follows.

Shareholder No. 1 asked whether the company's total margin would fall from expanding its business to mid-scale and economy hotels and what was the company's marketing policy for economy hotels. The shareholder also asked the reason behind such a move.

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, informed the meeting as follows.

First, a margin (differences between costs and expenses) of hotel in each segment remained relatively the same depending on its mix of incomes in general. Under the normal situation, the room margin would be around 80-85 percent regardless of hotel segment. For F&B, the margin is also relatively the same at 35-40 percent. However, an overall margin of each segment could be different due to different income structures. For luxury hotel, incomes contribution from rooms and F&B might be the same due to a large number of outlets in the hotel as well as the income from the catering and meeting business. On the other hand, 80-90 percent of incomes of an economy hotel

would come from rooms revenue. As such overall margin of an economy hotel could be higher than that of the luxury hotel since room margin is higher than F&B margin as explained earlier. The decline of the company margin in 2010 was not driven from the fact that the company added more mid-scale or economy hotels in portfolio but rather caused by the market situations which even our established hotels such as the Grand Hyatt Erawan Hotel and the JW Marriot Hotel Bangkok, which have been in operation for so many years, were also affected.

We were the first company to introduce international chain to Thailand's economy hotel segment which has long been operated by fragmented local operator. We chose ibis brand of Accor Group as the brand is considered the world's largest international chain for economy hotels with almost 100,000 rooms in its management around the world. Our marketing strategies for economy hotels are carried out by Accor (Ibis hotel's operator) which covered from global, regional to domestic marketing plans. The company also involved in domestic marketing plans to help provide inputs for local market requirements. With such efforts our local customer base has been expanding.

The company also foresees a growth potential for mid-scale and economy tourist markets such as those from China, Russia, the Middle East and India on the back of their strong economic growth. This was especially the case of China, which not only enjoyed a strong growth economically but was also a newly-opened country. Travelling out of China in the past was considered difficult but the situation dramatically changed lately as such this will be the good opportunity for Thailand's tourism industry.

Mr. Kasama Punyagupta, President and Chief Executive Officer, further explained the rationale behind the strategy to focus at a mid-scale and economy hotel business that the company had closely monitored both supply and demand situation in the industry as well as the segment of hotel to be developed to generate a good return to our investors. The company considered that supply situation for luxury hotel in Bangkok would continue until 2015. On the other hand, more opportunity in the mid-scale and economy hotel was foreseen. Although supply in the lower segment also increased but demand was expected to grow much stronger. Customers for this hotel segments are also less sensitive to market situations and pricing mechanism can attract target customers.

Shareholder No. 2 asked whether the company had a clear goal to sell its assets based on its strategic plan and whether the high debt to equity ratio would be a constraint to the company's expansion.

Mr. Kasama Punyagupta, President and Chief Executive Officer, answered that the company had a clear goal and mechanism based on a guideline approved by the Board of Directors but we could not openly identify which assets were to be sold at this stage. However the company had no policy to sell our two luxury hotel in Bangkok.

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, added that while shareholders could perceive that the debt to equity ratio at the end of the year was high but the sale of Pleonchit Center to the Prime Office Property Fund in April 2011, which not only provided funding which allowed the company to reduce some debt portions but also recognized gain from sale of assets which leading to debt to equity ratio down to 2.1 times. This level will be supportive to our expansion. As part of hotel growth strategy, the company commenced the construction of three new hotels in the first quarter of 2011; namely, the ibis Hua-Hin, which would be opened in the first quarter of 2012; and the Mercure Ibis Bangkok Siam, which will be the first hotel to combine

Mercure and ibis brand in the same building with target to open in late 2012. These three hotels will add approximately 580 new rooms to our hotel portfolio. Financing sources will come from cash flow from operation and project loan.

Shareholder No. 3 asked how shareholders could get special privileges i.e. a special rate when stay at a hotel.

Mr. Kasama Punyagupta, President and Chief Executive Officer, said the company had engaged international hotel operators to manage and operate hotels including policy on room rates therefore any special rates would depend on the hotel operator's policies.

Shareholder No. 4 asked the following:

- How many percentage on number of hotel guests had fell during the political unrest and when this resumed to a normalcy rate;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, informed that the occupancy rate in the second quarter of 2010 of the Grand Hyatt Erawan Hotel, which was directly affected by the incident, stood at 40 percent. The situation subsequently improved and together with the hotel's continuous marketing efforts, the hotel achieved an average occupancy rate at 77 percent in the first quarter of 2011. This is the same situation for average room rate which we can increase when the market the situation was improving.

- A trend regarding the company's performance;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, also explained the outlook for the performance in 2011 that the company generated the strong performance in first quarter of 2011 and the company will also record a capital gain from sale of asset in the second quarter. Therefore, if there was no other unusual incident with strong negative impact to the company for the remaining period of the year, the Company should generate profits for the year 2011 as planned

- Whether the debt to equity ratio of 2.96 times was high compared to an industrial standard;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, explained that the debt to equity ratio of 2.96 times was a result of the situation occurred during the past few years due largely to the industrial volatility. The company implemented various financial risk measurements. In order to reduce financial risk and preserve our cash flow, the company rescheduled some principal repayment with lenders while at the same time, had additional loan drawdown to finance the construction of new hotels so the debt levels did not decline as previously planned. The unusual market situations led to higher loss and therefore widened a gap between our debts and equities.

The comparison with the industry could not be comparable due to differences in investment and capital structure. For most large-sized listed companies, they also conducted other businesses while we operated only a hotel business. While smaller sized listed hotel only had one or two hotel so did not need major investment funds and hence no debts which was different from the company's business strategy which focused on expansion for future growth.

Mr. Kasama Punyagupta, President and Chief Executive Officer, added that in view of a financial institution such as the lender, the 2:1 debt to equity ratio was acceptable and should be appropriate for a long-term

investment. The company recorded its asset value at cost less a depreciation cost as aforementioned hence debt to equity ratio in the financial statements did not reflect a market value of its assets

- Who are the minor shareholders of the Grand Hyatt Erawan Hotel's shares as the company held 74 percent of the total shares;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, said the remaining 26 percent was held by the Ministry of Finance, who owned the land and who was a co-investor with the company through a state enterprise named The Syndicate of Thai Hotels & Tourists Enterprises Limited.

- Why the company had to pay tax when it suffered loss;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, explained that the subsidiary company that generate profit will have to pay income tax, in this case is Erawan Hotel Plc. Which own the Grand Hyatt Erawan Hotel

Shareholder No. 5 asked the following;

- Whether the company had to pay tax regarding the sale of Pleonchit Center Building and what was the total price of the asset;

- Whether the liberalization of ASEAN market would affect the company;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, said that the company sold the Pleonchit Center Building for the value of Baht 1,423 million, which after deducting all expenses, would generate Baht 665 million gains on sale to the company and this would be recognized in its second quarter of 2011 performance. The company did not pay tax on this transaction since it had accumulated loss that can be used.

As for the ASEAN market liberalization, the company expected that this would benefit our business since Thailand has exported skilled labors and internally faced with scarcity. The market liberalization within the region should allow us to access to a wider pool of human resources.

Shareholder No. 6 asked whether the company had invested in all hotels under the group or whether the company has its own chain to manage the hotels.

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, explained that the company invested and owned hotel properties but hired international brand to operate the hotel's daily operations. With regard to ownership of assets, the company own both building structures and land for hotels outside of Bangkok. For its hotels in Bangkok which all are under leasehold land, the company then owned building structures and leasehold rights until the expiration term of the lease agreement.

Shareholder No. 7 would like to know how the company prepared to protect its properties in case another political protest occur;

Mr. Kasama Punyagupta, President and Chief Executive Officer, said the company had a solid action plan in place to cope with both political and non-political based incidents which the company could instantly implemented as required on a timely basis.

Shareholder 8 asked why the liquidity ratio was low; does the company have any liquidity management problem and how to maintain its liquidity;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, answered that the liquidity ratio was not really reflecting the situation. First, the hotel business normally received incomes on a daily basis while its expenses were based on a credit term basis, therefore, there were no need for working capital from other source. Secondly, current portion of long term loan which due over the next 12 months was presented as the current liabilities. If there is any unusual situation, the company could request to delay this current portion over the next 12 months. In addition, the company has about Baht 1.9 billion of short-term loan facilities available for any emergency requirement hence no requirement to raise additional funds.

No shareholder asked for additional questions and comments when requested by the chairman of the meeting, who then request the meeting to acknowledge the company's 2010 operation results.

Resolution:

After due consideration, the meeting resolved to acknowledge the company's 2010 operating results.

Agenda 3: To Approve the Company's Balance Sheets, the Profit and Loss statements, the Cash Flow Statements and the Consolidated Financial Statements for the year ended December 31, 2010

The Chairman informed the meeting that the company had prepared the balance sheet, the profit and loss statements, the cash flow statements and the consolidated financial statements as at December 31, 2010 which had been duly audited by the company's auditor and which the Audit Committee and the Board considered correct, completed and adequate in accordance with the general accounting principles. This was illustrated under Section "Financial Statements," "Report of the Audit Committee to Shareholder" and "Report of the Board's Responsibility for the Financial Statements" of the Annual Report, which had already been sent to shareholders together with the invitation to attend this meeting as per Enclosure No.2. Details are as follows:

(Unit: billion Baht)

| Items | Company's statements only | Consolidated statements |
|--|---------------------------|-------------------------|
| Total Assets | 11,091 | 12,950 |
| Total Liabilities | 6,691 | 9,677 |
| Total Equity (company's shareholders) | 4,400 | 3,273 |
| Total Revenues | 2,024 | 3,364 |
| Net Profit / (Loss) | 15 | (275) |
| Earnings / (Loss) per Share | 0.01 Baht | (0.12) Baht |
| Retained Earnings (Un-appropriated) | 1,730 | 449 |

The Chairman invited shareholders to ask questions or voice their observations. Shareholders raised issues which were summarized as follow:

Shareholder No. 9 asked if the company would be affected from an enforcement of the new accounting standards;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, informed the meeting that the same as other listed companies, starting from January 2011, all listed company is required to comply with TAS 19 with regard to employee retirement benefits. Previously this obligation was recognized as and when payments were made. Under the new requirement, the Company's liability for retirement benefit obligations as calculated by a qualified actuary is determined at approximately Baht 39 million as of January 1, 2011 which the Company would record the entire amount as liability and also record an adjustment to the retained earnings in accordance with the transactional provisions of TAS 19. Details would be stated in the Company's Notes to financial statement.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The Chairman asked the meeting to approve the Company's Balance Sheets, the Profit and Loss Statements, the Cash Flow Statements and the Consolidated Financial Statements as at December 31, 2010.

Resolution:

After due consideration, the meeting resolved to approve the audited Balance Sheet, the Profit and Loss Statements, the Cash Flow Statements and the Consolidated Financial Statements as at December 31, 2010 with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,680,335,993 | 99.990% |
| Objected | -0- | 0.000% |
| Abstained | 161,594 | 0.010% |

Agenda 4: To Approve the allocation of net profit of 2010 for legal reserves and the dividend Omission

- To Approve an allocation of the 2010 net profit for legal reserves

The Chairman informed the meeting that in accordance with the Public Limited Company ACT B.E.2535 (1992), Section 116, "the company is to allocate no less than five (5) percent of its annual net profit as reserves less accumulated loss brought forward (if any) until the reserves amounts to no less than ten (10) percent of the registered capital unless the Articles of Association of the company or other law otherwise provides for a greater amount." Clause 54 of the Company's Articles of Association states that "the company shall allocate no less than five (5) percent of its annual net profit less accumulated losses brought forward (if any) to a reserve fund until the reserve fund amounts to no less than ten (10) percent of the registered capital." Since the company recorded a net profit of Baht 15 million, it proposed that 5 percent of net income amounted to Baht 768,000 be set aside as legal reserves.

The Chairman invited shareholders to ask questions or voice their observations. Shareholders raised issues summarized as follow:

Shareholder No. 10 asked if the statutory reserves amounted to Baht 79 million and whether or not Baht 768,000 had already been included in this Baht 79 million amount. The shareholder also asked how long the company had to set aside the reserves;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, answered that the statutory reserves worth Baht 768,000 had already been included in the Baht 79 million amount recorded in the financial statements. The company is required to set aside legal reserves for up to 10 percent of its capital as required by the law.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The Chairman requested the meeting to approve an allocation of five (5) percent of the net profit totaling Baht 768,000 as legal reserves.

Resolution:

After due consideration, the meeting resolved to approve an allocation of five (5) percent of the company's 2010 net profit as legal reserves, which amounted to Baht 768,000 with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,680,311,040 | 99.988% |
| Objected | -0- | 0.000% |
| Abstained | 196,655 | 0.012% |

- To approve the 2010 dividend omission

The Chairman informed the meeting that the company had a policy to pay 35 percent of its net profit as reported in the Consolidated Financial Statements following deductions of all kinds of legal reserves and any as set by the company as dividend. Yet, the amount of dividend to be paid would also be subject to the Company's cash flow and its investment requirements. In 2010, the Company registered a net loss of Baht 275 million according to its Consolidated Financial Statements. The Board of Directors therefore proposed to the Shareholders' Meeting to consider suspending the dividend payment for the year 2010.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The Chairman asked the meeting to approve the 2010 dividend omission.

Resolution:

After due consideration, the meeting resolved to approve the 2010 dividend omission with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,679,778,149 | 99.957% |
| Objected | 105,861 | 0.006% |
| Abstained | 624,594 | 0.037% |

Agenda 5: To Acknowledge the 2010 Audit Committee's Report

The Chairman requested Mr. Sansern Wongcha-um, Chairman of The Audit Committee, to report this agenda to the meeting.

The Audit Committee consisted of three independent directors. In 2010, the Audit Committee convened four times to consider various agendas according to the "Report of the Audit Committee to Shareholders" as seen in the 2010 Annual Report already sent with an invitation to attend the meeting (Enclosure 2) as follows:

- To review the quarterly financial statements and the 2010 financial statements
- To consider approving changes in accounting policy and compliance with the Thai accounting standards
- To evaluate an adequacy of the internal control system
- To review connected transactions and to disclose connect transactions
- To approve the annual auditing plan and to report an internal auditing result to the Board of Directors
- To evaluate the Internal Audit Department's performance
- To select an auditor and to determine the auditing fee

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The Chairman requested the meeting to acknowledge the Audit Committee's 2010 report.

Resolution:

After due consideration, the meeting resolved to acknowledge the Audit Committee's 2010 report.

Agenda 6: To appoint auditors and approve the auditing fee for the year 2011

The Chairman requested Mr. Sansern Wongcha-um, Chairman of The Audit Committee, to explain this agenda to the meeting.

The Audit Committee sought approval from the Board, which approved to propose KPMG Phoomchai Audit Limited, ("KPMG"), as the Company's auditor thanks to its satisfactory auditing results and its internationally well-recognized reputation. The matter therefore was proposed to this Shareholders' Meeting to approve an appointment of the following KPMG auditors as the company's auditor for the accounting year as end of December 31, 2011:

1. Ms. Vannaporn Jongperadechanon, C.P.A. No. 4098 and/or;
2. Mr. Charoen Phosamritlert, C.P.A. No. 4068 and/or;
3. Mr. Vichien Thamtrakul, C.P.A. No. 3183

KPMG's three auditors had no non-audit transaction with the Company. They did not have any relation or interest in the Company, its subsidiaries, the management, major shareholders or other related persons. Therefore, they were independent to audit and express their opinions towards the company's Financial Statements. The fee was Baht 2.3 million, which was the same amount as last year.

Meanwhile, KPMG has been appointed as an auditor of the Company's subsidiaries for 2011 for an audit fee of Baht 1,505,000 (One million, five hundred and five thousand Baht).

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The Chairman requested the meeting to approve the appointment of the auditors and the auditing fee.

Resolution:

After due consideration, the meeting resolved to appoint the auditors and to fix their fee at Baht 2.3 million for the accounting year as of end of December 31, 2011 with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,679,844,778 | 99.960% |
| Objected | -0- | 0.000% |
| Abstained | 663,832 | 0.040% |

Agenda 7: To Appoint directors to replace those retiring by rotation

The Chairman informed the meeting that in accordance with Clause 19 of the Company's Articles of Association, "one-third of the directors must retire by rotation at the Annual General Meeting of Shareholders." In 2011, four directors shall retire by rotation at the Shareholders' Meeting. The Chairman as Chairman of the Nominating and Corporate Governance Committee informed the meeting as follows.

At the 2011 Annual General Meeting of Shareholders, four directors were to retire on rotation. They were Mr. Vitoon Vongkusolkit, Ms. Panida Thepkanjana, Mr. Ekasith Jotikasthira and Mr. Kasama Punyagupta. The Chairman had assigned the Nominating and Corporate Governance to recruit directors to replace those retiring on rotation based on the following criteria: components of the Board, general qualifications and specific qualifications, qualifications of independent directors (for independent director recruitment) and director's performances. Meanwhile, at the meeting of the Nominating and Corporate Governance Committee, Ms. Panida Thepkanjana, the committee's member, abstained from voting and did not attend the meeting.

The Nominating and Corporate Governance Committee evaluated potential directors based on their performances during the past year and specific qualifications of those retiring on rotation for the best interest of the company. The four retiring directors were found to be experts. They possessed knowledge and expertise suitable for our businesses. They had also contributed as directors and they were fully qualified based on the stated criteria. Criteria and nomination procedures were stated under the topic of Management Structure" in the annual report sent to shareholders together with an invitation to attend this meeting (Enclosure No.2). The four (4) directors had never been punished, dismissed or removed on the ground of dishonest performance. Nor had they been imprisoned for any offense related to property committed with dishonest intent. They were not engaged in other business with the same nature as and competing with the business of the company, either.

The Nominating and Corporate Governance had proposed to the Board to re-elect the four retiring directors for another term, to which the Board approved.

The Chairman asked the four directors to temporarily step outside the meeting to allow the meeting to appoint each director as follows.

1. To elect Mr. Vitoon Vongkusolkit as director. The Nominating and Corporate Governance Committee and the Board considered that Mr. Vitoon Vongkusolkit was appropriate and he had performed his job very well as the director, Chairman of the Financial and Risk Management Committee and member of the Management Development and Compensation Committee. His credentials and background had already been included in an invitation to attend the meeting as per Enclosure No. 3.

The meeting was asked to re-elect Mr. Vitoon Vongkusolkit, a director retiring by rotation, as its director for another term from April 26, 2011 to the 2014 Annual General Meeting of Shareholders.

The Chairman invited shareholders to ask questions or raise their observations. No additional question was asked. The Chairman requested the meeting to re-elect Mr. Vitoon Vongkusolkit, a director retiring by rotation, as director for another term.

Resolution:

After due consideration, the meeting resolved to re-elect Mr. Vitoon Vongkusolkit, a director retiring by rotation, as the company's director for another term starting from April 26, 2011 to the 2014 Annual General Meeting of Shareholders with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,668,882,446 | 99.990% |
| Objected | -0- | 0.000% |
| Abstained | 168,294 | 0.010% |

2. To elect Ms. Panida Thepkanjana as director. The Nominating and Corporate Governance Committee and the Board considered that Ms. Panida Thepkanjana had appropriate qualifications and had performed well as director and member of the Financial and Risk Management Committee and the Nominating and Corporate Governance Committee. Her credentials and background had been included in an invitation letter to attend the meeting as per Enclosure No.3.

The meeting was proposed to re-elect Ms. Panida Thepkanjana, a director retiring by rotation, as the company's director for another term starting from April 26, 2011 to the 2014 Annual General Meeting of Shareholders.

The Chairman invited the shareholders to ask questions or raise their observations. No additional question was asked. The Chairman requested the meeting to re-elect Ms. Panida Thepkanjana, a director retiring by rotation, as a director for another term.

Resolution:

After due consideration, the meeting resolved to re-elect Ms. Panida Thepkanjana, a director retiring by rotation, as the company's director for another term starting from April 26, 2011 to the 2014 Annual General Meeting of Shareholders with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,676,477,900 | 99.986% |
| Objected | -0- | 0.000% |
| Abstained | 233,294 | 0.014% |

3. To elect Mr. Ekasith Jotikasthira an Independent director. The Nominating and Corporate Governance Committee and the Board considered that Mr. Ekasith Jotikasthira had appropriate qualifications and had performed well as an independent director. His credentials and background had been included in an invitation to attend the meeting as per Enclosure No. 3.

The meeting was proposed to re-elect Mr. Ekasith Jotikasthira, an independent director retiring by rotation, as the company's director for another term starting from April 26, 2011 to the 2014 Annual General Meeting of Shareholders.

The Chairman invited the shareholders to ask questions or raise their observations. No additional question was asked. The Chairman requested the meeting to re-elect Mr. Ekasith Jotikasthira, an independent director retiring by rotation, as a director for another term.

Resolution

After due consideration, the meeting resolved to re-elect Mr. Ekasith Jotikasthira, an independent director retiring by rotation, as the company's director for another term starting from April 26, 2011 to the 2014 Annual General Meeting of Shareholders with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,665,540,616 | 99.109% |
| Objected | 14,799,700 | 0.881% |
| Abstained | 168,294 | 0.010% |

4. To elect Mr. Kasama Punyagupta as director. The Nominating and Corporate Governance Committee and the Board considered that Mr. Kasama Punyagupta had appropriate qualifications and had performed well as director, President and Chief Executive Officer and member of the Financial and Risk Management Committee. His credentials and background had been included in the invitation to attend the meeting as per Enclosure No. 3.

The meeting was proposed to re-elect Mr. Kasama Punyagupta, a director retiring by rotation, as director for another term starting from April 26, 2011 to the 2014 Annual General Meeting of Shareholders.

The Chairman invited the shareholders to ask questions or raise their observations. No additional question was asked. The Chairman requested the meeting to re-elect Mr. Kasama Punyagupta, a director retiring by rotation, as the company's director for another term.

Resolution

After due consideration, the meeting resolved to re-elect Mr. Kasama Punyagupta, a director retiring by rotation, as director for another term starting from April 26, 2011 to the 2014 Annual General Meeting of Shareholders with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,668,775,105 | 99.987% |
| Objected | -0- | 0.000% |
| Abstained | 223,294 | 0.013% |

Remark: Mr. Vitoon Vongkusolkiet, Ms. Panida Thepkanjana and Mr. Kasama Punyagupta hold the company's shares. Therefore, votes of directors with special interest in this agenda totaling 26,765,497 shares were abstained.

Agenda 8: To Appoint a new director

The Chairman as Chairman of the Nominating and Corporate Governance Committee informed the meeting that the Management Development and Compensation Committee had nominated Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, as a new director of the company. She had been approved by the Nominating and Corporate Governance Committee which had been assigned to recruit and select new directors. The two committees unanimously resolved to appoint Ms. Kamonwan Wipulakorn as director. Ms. Kamonwan Wipulakorn had never been punished, dismissed or removed on the ground of dishonest performance. Nor had she been imprisoned for an offense related to property committed with dishonest intent, she had not been engaged in the business with the same nature as and competing with the business of the company, either.

The Chairman invited shareholders to ask questions or raise their observations. No additional question was asked. The Chairman requested the meeting to appoint Ms. Kamonwan Wipulakorn, as a new director from April 26, 2011 to the 2014 Annual General Meeting of Shareholders.

Resolution

After due consideration, the meeting resolved to appoint Ms. Kamonwan Wipulakorn, as a new director with a term of office from April 26, 2011 to the 2014 Annual General Meeting of Shareholders with majority votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,680,340,316 | 99.990% |
| Objected | -0- | 0.000% |
| Abstained | 168,294 | 0.010% |

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

The Chairman as Chairman of the Nominating and Corporate Governance Committee explained to the meeting that the Nominating and Corporate Governance Committee had reviewed remunerations of the company's directors and members of the committees on the basis of their responsibilities as well as of statistical data of remunerations paid by the service sector and average payments paid by listed companies enjoying similar incomes. As such, the Nominating and Corporate Governance Committee had proposed to the Board that director's remunerations for 2011 shall remain unchanged from the previous year. This consisted 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. While the retainer fee and the attendance fee shall remain the same as of those of 2010 and this had not been increased since 2005, the remuneration fee for 2010 shall not be paid. Details are as follows.

Board of Directors' Retainer Fees

Retainer Fee: No more than Baht 3,180,000 a year

| | 2011 | 2010 |
|---------------------------------|--------------------------|--------------------------|
| <u>Chairman</u> | <u>Baht 25,000/month</u> | <u>Baht 25,000/month</u> |
| <u>Each of the 12 directors</u> | <u>Baht 20,000/month</u> | <u>Baht 20,000/month</u> |
| <u>Remuneration fee (Bonus)</u> | <u>None</u> | <u>None</u> |

Remunerations of members of the committees

1) Audit Committee: Not exceeding Baht 325,000 a year*

| | 2011 | 2010 |
|--------------------------------|----------------------------|----------------------------|
| <u>Chairman</u> | <u>Baht 25,000/meeting</u> | <u>Baht 25,000/meeting</u> |
| <u>Each of the 2 directors</u> | <u>Baht 20,000/meeting</u> | <u>Baht 20,000/meeting</u> |

2) The Financial and Risk Management Committee (Retainer fee): No more than Baht 960,000 a year

| | 2011 | 2010 |
|--------------------------------|----------------------------|----------------------------|
| <u>Chairman</u> | <u>Baht 20,000/meeting</u> | <u>Baht 20,000/meeting</u> |
| <u>Each of the 4 directors</u> | <u>Baht 15,000/meeting</u> | <u>Baht 15,000/meeting</u> |
| <u>Management directors</u> | <u>0</u> | <u>0</u> |

3) The Nominating and Corporate Governance Committee and the Management Development and Compensation Committee: No more than Baht 150,000 a committee a year*

| | 2011 | 2010 |
|----------------------------------|----------------------------|----------------------------|
| <u>Chairman/person/committee</u> | <u>Baht 15,000/meeting</u> | <u>Baht 15,000/meeting</u> |
| <u>Each of the 2 directors</u> | <u>Baht 11,250/meeting</u> | <u>Baht 11,250/meeting</u> |

Remark: Only attending directors shall be paid.

The Chairman informed that directors with special interest in determining directors' remunerations shall abstain from voting in this agenda. The amount of shares held thereby totaled 95,089,250 shares or 5.998 percent.

The Chairman invited the shareholders to ask questions or raise additional observations. No additional question was asked. The Chairman requested the meeting to approve no more than Baht 4,765,000 a year as retainer fee and attendance fee and to suspend payment of the 2010 remuneration fee (Bonus).

Resolution

After due consideration, the meeting resolved to approve no more than Baht 4,765,000 as director's remunerations according to the opinion of the Nomination and Corporate Governance Committee and the Board with no less than two-thirds of votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,584,664,748 | 99.952% |
| Objected | -0- | 0.000% |
| Abstained | 754,612 | 0.048% |

Remark: Votes from a total of 95,089,250 shares belonged to directors with special interest in this agenda were abstained.

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

The Chairman informed the meeting that the company requested an approval to issue no more than 224,477,900 units of Warrants No. 2 (ERW-W2) to existing shareholders without charge, details of which were in an invitation to attend the meeting as per Enclosure No. 7 as follows:

| | |
|---|---|
| Descriptions | Warrants for the right to buy ordinary shares of The Erawan Group Public Company Limited No.2 |
| Name of warrants | ERW-W2 |
| Type of warrants | Transferable Warrants, with the bearer's name |
| Number of offered warrants | Not exceeding 224,477,900 units |
| Offering method | To be offered to the existing shareholders at the ratio of 10 ordinary shares per one unit of warrant. In case there is any fraction thereof of less than 1 unit of warrant, such fraction will be disregarded. |
| Offering price per unit | Baht -0- (Zero Baht) |
| Conversion ratio | 1 unit of warrant per 1 ordinary share |
| Term of warrants | 2 years and 7 months |
| Exercise period and exercise condition | December 17, 2013 |
| Exercise price | 2.80 Baht per share |
| Total amount to be received by the company (upon rights exercise in 2013) | 629 Million Baht if all are exercised. |
| Record date for shareholders' rights | May 9, 2011 |

| | |
|--|--------------|
| Issuance date of warrants | May 18, 2011 |
| Applying date to register warrant transactions | May 19, 2011 |

In additional, to comply with the securities trading system of the Stock Exchange of Thailand, the Board of Directors approved to change the company's abbreviation of its shares currently traded in the SET so that it will correspond to a symbol of its warrants (ERW-W2) to be issued on this occasion. Details are as follows.

| <u>Current symbol</u> | <u>New symbol</u> |
|-----------------------|-------------------|
| ERAWAN | ERW |

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve the issuance and allocation of Warrants No. 2 (ERW-W2).

Resolution:

After due consideration, the meeting resolved to approve and allocate the issuance of Warrants No. 2 (ERW-W2) to the existing shareholders without cost by no less than three-fourths of the votes as follows;

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,680,097,016 | 99.976% |
| Objected | 10,000 | 0.001% |
| Abstained | 401,594 | 0.024% |

Agenda 11: To Approve the issuance of ordinary shares to employees of the company and its subsidiaries No.3 (ESOP#3)

The Chairman requested Mr. Supol Wattanavekin, Chairman of the Management Development and Compensation Committee, to explain this agenda to the meeting.

The Employee Stock Offer Plan No. 3 (ESOP#3) was to induce staff to perform as well as to give something back to employees of the company and our subsidiaries so that our employees would help achieve our strategic plan for the best interest of the company and shareholders. The ESOP#3 project will be a continued project lasting no more than five years and a total of 35,743,099 shares or 1.59 percent of all shares sold will be offered by December 30, 2015. The offer is to made to employees of the company and subsidiaries, excluding those hired by hotel operators who are entitled to rights and benefits as determined thereby. The offer will also be direct and not be made through sub-agents. The President and Chief Executive Officer has been assigned to allocate the whole amount unless any employee is allocated more than 5 percent shares of this project, which in such a case an approval by the shareholders' meeting shall be required. Employees allocated ordinary shares under this scheme will be able to exercise their rights to buy ordinary shares on each occasion based on a ratio of all ordinary shares each individual is entitled to buy as elaborated in the table below. To correspond to the five-year expansion plan, most rights or around 70 percent will be allocated during the last two years of the ESOP. In addition, sales prices set

are higher than the market price without any discount from the market price. Details are included in the invitation to attend the meeting (Enclosure 8).

The Chairman invited the shareholders to ask questions and voice their additional observations. Shareholders asked questions and gave advice as follows.

Shareholder No. 5 requested whether or not the new accounting standard would have any effect to this scheme;

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, informed the meeting that the new accounting standard, which will be applicable this year, required the company to recognize the ESOP as expense once granted to employees. Grant date would be considered as when the scheme is approved by the Shareholder. The fair value of the entire project was to be estimated. As of now, the company had not consulted any expert yet but based on an internal estimate, an unofficial fair value would be around Baht 2.3 million for the first year (2012), Baht 4.3 million for the second year (2013), Baht 6.1 million for the third year (2014) and, finally, about Baht 7.7 million for the final year of the program (2015).

Shareholder No. 10 asked whether 10 percent of the allocated shares already included shares being allocated to all employees or not; and whether employees could convert them at the end of the first year;

Mr. Supol Wattanavekin explained that the 10 percent of the allocated ESOP shall belong to each individual employee. To elaborate, if an employee was allocated a total of 100 shares, in the first year, he/she could acquire 10 percent of the allocated shares. The person could buy 20 percent, 30 percent and 40 percent, respectively, in subsequent second, third and fourth year. However, if the employee did not buy shares in the first or subsequent years, he could wait until the final day in 2013 and exercise his right once at the end of the deadline.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve the issuance of ESOP#3.

Resolution:

After due consideration, the meeting resolved to approve the issuance of ordinary shares as the Employee Stock Option Plan No.3 (ESOP#3) for employees of the company and its subsidiaries by no less than three-fourths votes as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,666,365,302 | 99.952% |
| Objected | 36,380 | 0.002% |
| Abstained | 757,635 | 0.045% |

The Chairman added that six employees of the company and its subsidiaries would receive more than 5 percent of the total ordinary shares offered under the ESOP#3, which amounted to 19,250,000 shares or an equivalent to 53.86 percent of the total number of shares allocated and offered under the Plan. The six individuals are:

1. Mr. Kasama Punyagupta, President and Chief Executive Officer, would receive 5,000,000 ordinary shares which amounted to 13.99 percent of the total shares offered under the plan.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve the issuance of ESOP#3.

Resolution:

After due consideration, the meeting resolved to allocate 5,000,000 ordinary shares, which amounted to 13.99 percent of the total shares offered under the plan, to Mr. Kasama Punyagupta with no less than three-fourths votes and with protest of no exceeding 5 percent as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,668,579,784 | 99.975% |
| Objected | 36,380 | 0.002% |
| Abstained | 382,235 | 0.023% |

2. Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, would be allocated 4,800,000 ordinary shares which amounted to 13.43 percent of the total shares offered under the plan.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve the issuance of ESOP#3.

Resolution:

After due consideration, the meeting resolved to allocate 4,800,000 ordinary shares which amounted to 13.43 percent of the total shares offered under the plan to Ms. Kamonwan Wipulakorn with no less than three-fourths votes and with no opposition exceeding 5 percent as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,679,545,695 | 99.943% |
| Objected | 46,380 | 0.003% |
| Abstained | 916,535 | 0.055% |

3. Mr. Petch Krainukul, Executive Vice President, would be allocated 2,750,000 ordinary shares which amounted to 7.69 percent of the total shares offered under the plan.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve the issuance of ESOP#3.

Resolution:

After due consideration, the meeting resolved to allocate 2,750,000 ordinary shares which amounted to 7.69 percent of the total shares offered under the plan to Mr. Petch Krainukul with no less than three-fourths votes and with no opposition exceeding 5 percent as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,678,248,613 | 99.915% |
| Objected | 46,380 | 0.003% |
| Abstained | 1,374,535 | 0.082% |

4. Ms. Varisara Gerjarusak, Executive Vice President, would be allocated 2,500,000 ordinary shares which amounted to 6.99 percent of the total shares offered under the plan.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve the issuance of ESOP#3.

Resolution:

After due consideration, the meeting resolved to allocate 2,500,000 ordinary shares, which amounted to 6.99 percent of the total shares offered under the plan to Ms. Varisara Gerjarusak with no less than three-fourths votes and with no opposition exceeding 5 percent as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,679,631,995 | 99.948% |
| Objected | 46,380 | 0.003% |
| Abstained | 830,235 | 0.049% |

5. Mr. Apichan Mapaisansin, Assistant Executive Vice President, would be allocated 2,200,000 ordinary shares which amounted to 6.16 percent of the total shares offered under the plan.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve the issuance of ESOP#3.

Resolution:

After due consideration, the meeting resolved to allocate 2,200,000 ordinary shares which amounted to 6.16 percent of the total shares offered under the plan to Mr. Apichan Mapaisansin with no less than three-fourths votes and with no opposition exceeding 5 percent as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,678,653,575 | 99.949% |
| Objected | 24,800 | 0.001% |
| Abstained | 830,235 | 0.049% |

6. Ms. Thippaporn Limsuksrikul, Senior-Vice President, would be allocated 2,000,000 ordinary shares which amounted to 5.60 percent of the total shares offered under the plan.

The Chairman invited the shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve the issuance of ESOP#3.

Resolution:

After due consideration, the meeting resolved to allocate 2,000,000 ordinary shares, which amounted to 5.60 percent of the total shares offered under the plan to Ms. Thippaporn Limsuksrikul with no less than three-fourths votes and with no opposition exceeding 5 percent as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,679,445,975 | 99.937% |
| Objected | 24,800 | 0.001% |
| Abstained | 1,037,835 | 0.062% |

Remark: 13,349,293 shares of employees who were shareholders with special interest in this agenda were abstained from voting.

Agenda 12: To Approve an 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

The Chairman informed the meeting that the company had requested to increase its registered capital from Baht 2,244,779,001 to Baht 2,505,000,000 through an issuance of no more than 260,220,999 newly-issued ordinary shares at Baht 1 par value per share to accommodate the rights exercise of the ERW-W2 and the ESOP#3 as the shareholders had resolved to approve Agenda 10 and Agenda 11 earlier,

The Chairman invited shareholders to ask questions and voice their additional observations. No additional question was asked. The Chairman requested the meeting to approve an increase of the company's registered capital to accommodate the rights exercise of its Warrants (ERW-W2) and the ESOP#3 plan.

Resolution:

After due consideration, the meeting resolved to approve an increase of the company's registered capital to accommodate the rights exercise of Warrants (ERW-W2) and the ESOP#3 with no less than three-fourths of the votes and with no protest by more than 5 percent as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,679,767,575 | 99.956% |
| Objected | 37,441 | 0.002% |
| Abstained | 703,594 | 0.042% |

Agenda 13: To Approve an amendment of Clause 4 of the Memorandum of Association Regarding the Increase of the company's registered capital.

The Chairman informed the meeting that the company requested that an amendment to Clause 4 of its Memorandum of Association Regarding the Increase of the company's registered capital be approved, details of which are as follow;

“Clause 4.

Registered capital: 2,505,000,000 Baht (Two Billion, Five Hundred and Five Million Baht)

Divided into: 2,505,000,000 shares (Two Billion, Five Hundred and Five Million shares)

Par value: 1 Baht (One Baht) per share

Divided into:

Ordinary shares: 2,505,000,000 shares (Two Billion Five Hundred and Five Million shares)

Preferred shares: -0- shares (-)”

The Chairman invited shareholders to ask questions and voice their additional observations. No question was asked. The Chairman requested the meeting to approve an amendment of Clause 4 of the company's Memorandum of Association Re: Increase of its registered capital.

Resolution:

After due consideration, the meeting resolved to approve the amendment of Clause 4 of the company's Memorandum of Association Regarding the Increase of the company's registered capital, by no less than three-fourths of the votes and with no more than 5 percent protest, details are as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,679,851,575 | 99.961% |
| Objected | 37,441 | 0.002% |
| Abstained | 619,594 | 0.037% |

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

The Chairman informed the meeting that the company had requested that no more than 260,220,999 capital-increase ordinary shares at a par value of Baht 1.0 (One Baht) per share be allocated as follows:

- No more than 224,477,900 capital-increase ordinary shares be allocated to accommodate the rights exercise under the ERW-W2 scheme
- No more than 35,743,099 capital-increase ordinary shares be allocated to accommodate the rights exercise under the ESOP#3 plan

The Chairman invited shareholders to ask questions and voice their additional observations. No additional question was asked. The chairman requested the meeting to approve an allotment of the capital-increase ordinary shares for the rights exercise of both the Warrant (ERW-W2) and the ESOP#3 plan.

Resolution:

After due consideration, the meeting resolved to approve an allotment of the capital-increase ordinary shares to accommodate the rights exercise of the Warrant (ERW-W2) and the ESOP#3 by no less than three-fourths of the votes and with less than 5 percent of protest, details of which are as follows:

| Resolution | Total Votes (1 Share = 1 vote) | Percent of the total votes of shareholders attending the meeting and entitle to vote |
|------------|-----------------------------------|---|
| Approved | 1,679,797,416 | 99.958% |
| Objected | 10,000 | 0.001% |
| Abstained | 701,194 | 0.042% |

Agenda 15: Other matters (if any)

The Chairman informed the meeting that this agenda was reserved for shareholders to ask questions and/or for directors to express opinions in other matters in which executives would clarify shareholders' questions (if any). Therefore, no issue would be proposed for the meeting to consider and approve in this agenda. No resolution would be adopted, either.

Shareholders asked questions and offered suggestions. Chairman, director, Mr. Kasama Punyagupta and Ms. Kamonwan Wipulakorn clarified the meeting as follows.

Shareholders asked questions and offered suggestions as follows.

- Shareholders wished to know the company's overall performance and would like the company to compare them on a quarterly basis.
- Shareholders suggested that if more shares were given to executive officers on the next occasion, shareholders should also be informed of their terms of service so that shareholders learnt how long each employee was with the firm and how they should be rewarded.

Ms. Kamonwan Wipulakorn, Executive Vice President and Chief Financial Officer, informed the meeting that the industrial outlook has been improving. The number of tourists rose 16 percent from the past year in the first quarter of 2011. As a result, the company's hotel incomes rose 10 percent than that of the same period a year ago. As for the second quarter of 2011, it had already been a month into the second quarter and it was considered much better as compared to last year when Bangkok was adversely impacted by political upheaval. If the situation remains normal, the company would clearly experience a performance growth in 2011 as compared to last year.

The Chairman asked whether there was any other question but no shareholder asked any other question.
The Chairman therefore declared the meeting adjourned.

The meeting was adjourned at 17.20 hours.

_____ Chairman of the Meeting

(Mr. Prakit Pradipasen)

Chairman of the Board

_____ Secretary to the Meeting

(Ms. Kanokwan Thongsivarugs)

Company Secretary and Minutes Keeper