

(Translation)

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 70 years, residing at no.58/1 Soi Indramara 40 Suthisan Winitchai Road, Kwang Dindaeng, Khet Dindaeng, Bangkok 10400.

(Interest in the agenda considered: Agenda 7 To appoint directors to replace those retiring by rotation and Agenda 8 To approve the directors' remuneration for the year 2012.)

or  **Mr. Sansern Wongcha-um**, Chairman of the Audit Committee, age 64 years, residing at no.44 Soi Indramara, Suthisan Winitchai Road, Kwang Din Daeng, Khet Din Daeng, Bangkok 10400.

(Interest in the agenda considered: Agenda 7 To appoint directors to replace those retiring by rotation and Agenda 8 To approve the directors' remuneration for the year 2012.)

or  **Assoc. Prof. Manop Bongsadadt**, Member of the Audit Committee, age 71 years, residing at no.554/14 Soi Senanikom 1, Phaholyothin Road, Kwang Jarakae Bou, Khet Lad Phrao, Bangkok 10230.

(Interest in the agenda considered: Agenda 7 To appoint directors to replace those retiring by rotation and Agenda 8 To approve the directors' remuneration for the year 2012.)

or  **Mr. Dej Bulsuk**, Member of the Audit Committee, age 62 years, residing at no.46 Soi Sukhumvit 58, Sukhumvit road, Kwang Bang-Jak, Khet Phrakanong, Bangkok 10260.

(Interest in the agenda considered: Agenda 7 To appoint directors to replace those retiring by rotation and Agenda 8 To approve the directors' remuneration for the year 2012.)

- or  **Mr. Banyong Pongpanich**, Independent director, age 58 years, residing at no.19/42 Soi Sanam Kri (Polo), Witthayu Road, Kwang Lumpini, Khet Pathumwan, Bangkok 10330.  
(Interest in the agenda considered: Agenda 8 To approve the directors' remuneration for the year 2012.)
- or  **Mr. Ekasith Jotikasthira**, Independent director, age 42 years, residing 511 Soi 6 Sri-Ayudhaya Rd. Kwang Tanonphayathai Khet Rajdhevi Bangkok 10400  
(Interest in the agenda considered: Agenda 8 To approve the directors' remuneration for the year 2012.)

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting for the year 2012 of Shareholders on Tuesday, April 24, 2012 at 14.00 hours at Salon B.C Room, JW Marriott Hotel Bangkok, 4 Sukhumvit Road, Kwang Klongtoey, Khet 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 2011 AGM minutes.

- (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 2011 operating results.

- (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 Audited Statements of Financial Position, Statements of Comprehensive Income, Statements of Cash Flow and Consolidated Financial Statements for the year ended December 31,2011.

- (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 4 To approve 2011 net Profit allocation.

To approve the company's 2011 net profit as legal reserve

- (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

To approve the 2011 dividend payment

- (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 2011 Audit Committee's report..

- (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 2012.

- (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 replace those retiring by rotation

- (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. Prakit Pradipasen        | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 2. Mr. Sansern Wongcha-um       | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 3. Assoc.Prof. Manop Bongsadadt | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 4. Mr. Dej Bulsuk               | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

Agenda 8 To approve the directors' remuneration for the year 2012.

- (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 allocation of the issuance of ordinary shares as the Employee Stock Option Plan No.3 (ESOP#3) to employees who receive more than 5 percent of the total ordinary shares offered under the ESOP#3 to Mr. Krailuck Asawachatroj

- (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 Other (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 agenda specified above., including the case that there is any amendment or 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 do 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 2012 on Tuesday, April 24, 2012 at 14.00 hours at Salon B.C Room, JW Marriott Hotel Bangkok, 4 Sukhumvit Road, Kwang Klongtoey, Khet 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  
( \_\_\_\_\_ )