

(Translation)

No.ERW.016/Kor Mor 012/2012

23rd March 2012

Subject: Invitation to the 2012 Annual General Meeting of Shareholders

To: Shareholders

The Board of Directors' Meeting of The Erawan Group Public Company Limited, which was held on Tuesday, February 28, 2012 has resolved to call for the 2012 Annual General Meeting of Shareholders (AGM) 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 to consider the agendas together with the Board's opinions as follows:

Agenda 1: To acknowledge the 2011 AGM minutes.

The 2011 AGM minutes held on Tuesday, April 26, 2011 prepared by the Company's Secretary was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days according to the required laws and posted on the Company's website: www.TheErawan.com on Tuesday, May 10, 2011. The Board of Directors considered and had the opinion that it was correctly stated and reflected the resolutions passed by the said Shareholders' Meeting. Therefore, the Board proposes this Shareholders' Meeting to acknowledge the Minutes of the 2011 AGM held on Tuesday, April 26, 2011. The copy of the said Minutes is attached to the notice of this meeting as per the Enclosure No.1

Board of Directors' opinion: the shareholders should acknowledge the 2011 AGM Minutes held on Tuesday, April 26, 2011, which was posted on the Company's website since May 10, 2011. There has been no opposition to such minutes.

Agenda 2: To acknowledge the company's 2011 operating results.

The Company prepared the Board of Directors' report on the performance of the Company for the year ended December 31, 2011. The report shows the Company's performance during the 2011 fiscal, which the Board has considered correct and adequate. Therefore, the Board proposes the said report to this Shareholders' Meeting to acknowledge the performance of the Company for the year 2011 and adopt the Board of Directors' report on the performance of the Company for the year ended on December 31, 2011. The said report appears in "Financial statements and Audit Report of Certified Public Accountant" of the Annual Report, which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No.2

Board of Directors' Opinion: the shareholders should acknowledge the performance of the Company for the Year 2011 and adopt the Board of Directors' report on the performance of the Company for the year ended on December 31, 2011.

(Note: Please kindly bring Registration Form in Enclosure no.11 for registration to attend the Meeting.)

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.

The Company prepared a balance sheet as well as statement of income at the end of the 2011 fiscal which were audited and certified by the auditor of the Company and reviewed correctly by the Audit Committee. The details of financial statements are shown in the 2011 Annual Report and can be summarized as follows:

(Unit: million Baht)

Items	Company only	Consolidated
Total Assets	10,674	12,239
Total Liabilities	5,577	8,470
Total Equity (company's shareholders)	5,098	3,769
Total Revenues	2,743	4,487
Net Income	709	491
Earnings per Share	Baht 0.32	Baht 0.22
Retained earning (un appropriate)	2,387	866

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

Board of Directors' Opinion: the shareholders should approve the Audited Statements of Financial Position, Statements of Comprehensive Income, Statements of Cash Flow and Consolidated Financial Statements for the year ended December 31, 2011.

Agenda 4: To approve 2011 net profit allocation.

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

Section 116 of the Public Companies Act B.E.2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorized capital. The legal reserve is not available for dividend distribution. And Clause 54 of the ERW'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. By Separate Financial Statement, the company recorded a net profit of Baht 709 million for the 2011 fiscal and hence it is proposed that 5 percent of net profit amounted to Baht 35.5 million be set aside as legal reserve.

2. To approve the 2011 dividend payment.

ERW had a policy to pay 35 percent of its net profit as reported in the Consolidated Financial Statements following deductions of all kinds of reserve as specified by law and the Company as dividend. By Consolidated Financial Statement, ERW reported consolidated net profit of Baht 491 million for the 2011 fiscal and it is proposed that ERW pay 2011 dividend of Baht 0.08 per share representing 36.6 percent of consolidated net profit with amount totaled to Baht 180 million. ERW will entitle rightful shareholders who may receive the dividend on March 14, 2012 (Record Date). ERW will aggregate rightful shareholders list under Section 225, Securities and Stock Exchange Act. B.E.2535 (Amended B.E.2551) from the closed share registration book on Thursday, March 15, 2012. The dividend will be payable on May 23, 2012. The right to receive the aforesaid dividend is uncertain as it has not yet been approved by the 2012 AGM.

Board of Directors' Opinion: the shareholders should approve an allocation of five (5) percent of the company's 2011 net profit as legal reserve, which amounted to Baht 35.5 million and 2011 dividend payment of Baht 0.08 per share representing 36.6 percent of consolidated net profit with amount totaled to Baht 180 million.

Agenda 5: To acknowledge the 2011 Audit Committee's report.

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

Board of Directors' Opinion: the shareholder should acknowledge the Audit Committee's 2011 report.

Agenda 6: To appoint the auditors and approve the auditing fee for the year 2012.

The Board and the Audit Committee considered selecting KPMG Phoomchai Audit Limited ("KPMG"), as the Company's auditor thanks to its satisfactory auditing results and its internationally well-recognized reputation. The Board and the Audit Committee proposes this Shareholders' Meeting to appoint the auditors from KPMG namely:

1. Miss Vannaporn Jongperadechanon, C.P.A. No. 4098, who has initialed the Company's Financial Statement for 1 year starting from the year 2010 and been well-performed and/or;

2. Mr. Charoen Phosamritert, C.P.A. No. 4068, to be the auditor of the Company for the year 2012 and/or;

3. Mr. Vichien Thamtrakul, CPA No. 3183, to be the auditor of the Company for the year 2012

and fix the audit fee for the accounting year ended 2012 at Baht 2,365,000.00 (excluding transportation out of Bangkok and relevant miscellaneous expenses). The audit fee will be Baht 65,000 or 2.83 percent higher than the previous year.

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

KPMG has also been considered as the auditor of the Company's subsidiaries for the year 2012 with the audit fee in total of Baht 1,590,000.

Board of Directors' Opinion: the shareholders shall approve to appoint auditors named above from KPMG Phoomchai Audit Limited as the Company's auditor and the auditing fee in total of Baht 2,365,000 for the year 2012.

Agenda 7: To appoint directors to replace those retiring by rotation.

In compliance with the Public Limited Companies Act and Clause No. 19 of the Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders. During the 2012 AGM, four directors were to resign according to the Company's Articles of Association. The number was closed to one-third of the directors stipulated therein. They were:

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|---------------------------------|---|
| 1. Mr. Prakit Pradipasen | Independent director
Chairman of the Board of Directors
Chairman of the Nominating and Corporate Governance Committee |
| 2. Mr. Sansern Wongcha-um | Independent director
Chairman of the Audit Committee |
| 3. Assoc.prof. Manop Bongsadadt | Independent director
Member of the Audit Committee |
| 4. Mr. Daj Bulsuk | Independent director
Member of the Audit Committee |

The Board of Directors complied with nominating guideline recommended by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee excluding Mr. Prakit Pradipasen, Chairman of The Nominating and Corporate Governance Committee who has special interest since he is due to retire has considered the soundness and for maximum benefit of the Company resulted from a performance evaluation of directors during the past year and specific qualifications of directors whose terms had been due, and resolved to propose the Board to reelect the four retiring directors as directors of the Company for another term. These four directors are professionally experts; they possess knowledge and expertise that suit our businesses; they have also contributed in their performances as our directors and sub-committee and they are fully qualified based on the criteria, appear in the Section "Our Capital Structure & Management" of the annual report,

which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No.2. The four (4) directors have never been punished, dismissed or removed on the ground of dishonest performance, nor been imprisoned for and offense related to property committed with dishonest intent, nor engaged in the business which has the same nature as, and is in competition with, the business of the Company.

The Board excluding the directors having special interest considered the qualifications of nominees and agreed with the proposal of the Nominating and Corporate Governance Committee to propose to this Shareholders' Meeting to reelect all 4 retiring directors including namely 1) Mr. Prakit Pradipasen, 2) Mr. Sansern Wongcha-um, 3) Assoc.Prof. Manop Bongsadadt and 4) Mr.Daj Bulsuk to retain office for another term. The qualifications set for our directors and a definition of our independent director are above the SEC's minimum requirements. The credentials and backgrounds of the proposed persons, including the definition of independent director has been sent to the shareholders together with the notice to this meeting as per the Enclosure No.3 and 4.

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

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

The Nominating and Corporate Governance Committee reviewed the remunerations of the Company's directors and members of the committees on the basis of their responsibilities and statistical data of remunerations paid by the service sector as well as average payments by listed companies enjoying the same level of incomes. The Scope of duties and authorize of each Board and the committee has been sent to the shareholders together with the notice to this meeting as per the Enclosure No.5. As such, the Nominating and Corporate Governance Committee proposed to the Board that director's remunerations for 2012 shall remain on the same basis as previous year which consist of (i) a retainer fee to be paid to directors on a monthly basis; (ii) an attendance fee to be paid on the basis of a number of director's attendance to the meeting and (iii) a remuneration fee to be paid on an annual basis subject to the Company's performance. Proposed remunerations for 2012 compared with those for 2011 are as follows;

Remunerations of The Board of Directors

	<u>2012</u>	<u>2011</u>
1) Retainer Fee: Baht 3,990,000 in total per year		
- Chairman	Baht 32,500/month	Baht 25,000/month
- 12 Directors each	Baht 25,000/month	Baht 20,000/month
2) Other remuneration (bonus), for directors in 2011		
- Chairman	Baht 200,000	-
- 12 Directors each	Baht 150,000	-

Remunerations of members of the committee (Only attending directors shall be paid)

1) Audit Committee		
- Chairman	Baht 32,500/meeting	Baht 25,000/meeting
- 2 Members each	Baht 25,000/meeting	Baht 20,000/meeting
2) The Investment Committee		
- Chairman	Baht 26,000/meeting	Baht 20,000/meeting
- 4 Members each	Baht 18,750/Meeting	Baht 15,000/meeting
- 2 Executive Director Members	-0-	-0-
3) The Nominating and Corporate Governance Committee		
- Chairman	Baht 19,500/Meeting	Baht 15,000/Meeting
- 3 Members each	Baht 14,000/Meeting	Baht 11,250/Meeting
4) The Management Development and Compensation Committee		
- Chairman	Baht 19,500/Meeting	Baht 15,000/Meeting
- 3 Members each	Baht 14,000/Meeting	Baht 11,250/Meeting

Board of Directors' Opinion: the shareholders should approve the directors' remuneration for the year 2012 of not more than Baht 5,899,500 and the payment of the 2011 remuneration fee (Bonus) of not more than Baht 2,000,000.

Agenda 9 To approve the allocation of the issuance of ordinary shares as the Employee Stock Option Plan No.3 (ESOP#3) to employee who receive more than 5 percent of the total ordinary shares offered under the ESOP#3.

The shareholders should approve the allocation of the issuance of ordinary shares as the Employee Stock Option Plan No.3 (ESOP#3) to employee who receives more than 5 percent of the total ordinary shares offered under the ESOP#3. The ESOP#3 was approved by the 2011 AGM on April 26, 2011 in order to encourage the employee to perform to achieve the Company's strategic plan set forth in the 5-yr master plan for the period of 2011-2015 for the best interest of the company and shareholders (Enclosure No.6) to Mr. Krailuck Asawachatroj, Executive Vice President and Chief Financial Officer, would be allocated 2,200,000 ordinary shares which amounted to 6.16 percent of the total shares offered under the plan because he has extensive knowledge, capability, accountability and good performance in their duties . Furthermore, he is a key personnel contributing to the key success of the Company's strategic direction.

The employee above who will receive the allocation of the ordinary shares exceeding 5 percent of the ordinary shares under this Plan has already been approved by The Management Development and Compensation Committee as authorized by the Board of Director.

As the exercise price is determined above the market price and without discount therefore each employee who will receive the allocation of the ordinary shares above will not receive any money benefit from calculating the difference of the offering price and market prices.

Board of Directors' Opinion: the shareholders should approve the allocated 2,200,000 shares which amounted to 6.16 percent of the total shares offered under the plan (ESOP#3) to Mr. Krailuck Asawachatroj.

Agenda 10 Others (If any)

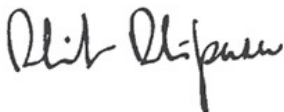
This agenda is provided for shareholders to ask questions and/or for directors to clarify any queries (if any). No matters will be proposed for consideration and approval: therefore, no voting will be made.

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

In addition, the Company has fixed the Record Date on which shareholders have the right to attend the 2012 AGM and receive the 2011 annual dividend as March 14, 2012, for gathering shareholders' names under the Section 225 of the Securities and Exchange Act B.E. 2535 (Amended B.E.2551) and fixed the share registration book closing date as March 15, 2012. The dividend will be payable as May 23, 2012.

The Company is pleased to invite the shareholders to attend the meeting at the above-mentioned time and venue. Should you be unavailable to participate in the meeting yourself, please appoint your proxy to do so. You may use any one of the proxy forms as appear in the Enclosure No.9 (Please also see the Remark below.) For your convenience, however, the Company would recommend the Proxy Form B., which provides more definite details of the authorization, and by which you may appoint any person of any one of those persons to attend the meeting and vote on your behalf. The credentials and backgrounds of those persons appear in the Enclosure No.10 "information of the Company's Independent directors who represent to be a proxy in the 2012 AGM" and submit same to a person authorized by Chairman of Directors before the commencement of the meeting.

Respectfully yours,



(Mr. Prakrit Pradipasen)

Chairman of the Board of Directors

Enclosures:

1. Minutes of the 2011 Annual General Meeting of Shareholders
2. Annual Report 2011
3. Information to appoint directors to replace those retiring by rotation
4. Definition of the Independent director
5. Scope of Duties and Authorize of each Board and the Committee
6. Information for the Employee Stock Option Plan for employees of the company and it subsidiaries no.3 (ESOP#3)
7. Information for the Meeting
 - Articles of Association relating to the shareholders' Meeting
 - Document verifying eligibility to attend the meeting
 - Registration for attending the Meeting
 - Voting
8. Map of the Meeting's place
9. Proxy Forms
 - Proxy Form A
 - Proxy Form B
 - Proxy Form C
10. Information of the Company's Directors who represent to be a proxy in the 2012 AGM
11. Registration Form

Remark: Proxy Form (C) which is designed for foreign shareholders who have appointed a Custodian to act as their Depository and Trustee in Thailand, can be downloaded at www.TheErawan.com or contact and receive the required other form at The Erawan Group Public Company Limited, 6th Floor, Ploenchit Center, 2 Sukhumvit Road, Kongtoey, Bangkok 10110 or at Telephone no. 02-257-4588