

(Translation)

Information to Appoint Directors to Replace those Retiring by Rotation**Opinions of the Nominating and Corporate Governance Committee**

Re: Appointment of directors to replace those retiring by rotation

To: Board of Directors of The Erawan Group Public Company Limited

The Nomination and Corporate Governance Committee is responsible for revising the Board's structure and setting criteria of director's qualifications, for reviewing and nominating qualified person as director and for promoting and encouraging directors, executive officers and staff to comply with corporate governance principles that correspond to the corporate culture.

During the 2013 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:

1. Mr. Banyong Pongpanich Independent Director
Member of the Investment Committee
Member of the Management Development and Compensation Committee
2. Mr. Supol Wattanavekin Director
Chairman of the Management Development and Compensation Committee
Member of the Investment Committee
3. Mr. Chanin Vongkusolkit Director
Member of the Investment Committee
Member of the Nominating and Corporate Governance Committee
4. Mr. Gavin Vongkusolkit Director
Member of the Nominating and Corporate Governance Committee

The Nomination and Corporate Governance Committee met on January 29, 2013 to appoint directors who would replace those retiring on rotation. Mr. Chanin Vongkusolkit and Mr. Gavin Vongkusolkit, they both are in member of the Nomination and Corporate Governance Committee, refrained from voting and was absent from this agenda. The Meeting resolved to nominate and re-elect all four directors retiring on rotation as they were competent with skills and experiences suitable for the company's business and they had dedicated their times as directors and possessed qualification based on the company's criteria. This was proposed to the Board's Meeting on February 26, 2013 for further submission to the 2013 AGM.

-Prakit Pradipasen-

Mr. Prakrit Pradipasen

Chairman of the Nominating and Corporate Governance Committee

- Mr. Banyong Pongpanich** To be appointed in position of Independent Director
- Age 59 years**
- Position in ERW**
- Independent Director
 - Member of the Investment Committee
 - Member of the Management Development and Compensation Committee
- Education**
- Master of Business Administration (MBA)
Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Director Training Program**
- Role of the Chairman Program (RCP) 5/2001
 - Director Accreditation Program (DAP) 36/2005
- ERW Shareholdings**
- No
- Year of directorship**
- 9 years (November 16, 2004)
- Position in Other Listed Company**
- Chief Executive Officer/Chairman of the Executive Committee, Kiatnakin Bank Plc.
 - Chairman, Phatra Securities Plc.
 - Independent Director, Don Muang Tollway Plc.
 - Independent Director, Muang Thai Insurance Plc.
- Position in Non-Listed Company**
- Executive Director, Mae Fah Luang Foundation
 - Member of Advisory Council, Sasin Graduate Institute of Business Administration
- Position in Rival Companies/Connected Business that may Cause Conflict of interest** - No
- Attention of the Board and The Committee meeting in 2012**
- The Board of Directors Meeting 3/7 times
 - The Investment Committee Meeting 3/4 times
 - The Management Development and Compensation Committee Meeting 3/3 times
- Experience**
- Chairman, Phatra Capital Plc.
 - Independent Director, Thai Airways International Plc.
 - Director, Phatra Insurance Plc.
 - Executive Director, Thailand Development Research Institute (TDRI)
 - Executive Director, Buddhadasa Indapanno Archives
 - Capital Market Development Committee, Ministry of Finance
 - Sub-committee to formulate Capital Market Development Master-plan, Ministry
 - Tax Structure Reform Working Team, Ministry of Finance

Supporting information for the election of independent directors

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

| | |
|-------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. Supol Wattanavekin | <u>To be appointed in position of Director</u> |
| Age 58 years | |
| Position in ERW | <ul style="list-style-type: none">- Director- Chairman of the Management Development and Compensation Committee- Member of the Investment Committee |
| Education | <ul style="list-style-type: none">- Master of Business Administration (Executive) (EMBA) Sasin Graduate Institute of Business Administration of Chulalongkorn University |
| Director Training Program | <ul style="list-style-type: none">- Role of the Chairman Program (RCP) 1/2000- Director Certification Program (DCP) 76/2006- Director Accreditation Program (DAP) 56/2006- Financial Institutions Governance Program (FGP) 2/2011 |
| ERW Shareholdings | <ul style="list-style-type: none">- Ordinary Share 58,698,916 units and warrants 5,869,891 units Equal to 2.61% of total shares with voting right as at December 30, 2012 |
| Year of directorship | <ul style="list-style-type: none">- 9 years (November 4, 2004) |
| Position in Other Listed Company | <ul style="list-style-type: none">- Chairman of the Board of Directors, Kiatnakin Bank Plc. |
| Position in Non-Listed Company | <ul style="list-style-type: none">- Chairman, BTMU Leasing (Thailand) Co., Ltd. |
| Position in Rival Companies/Connected Business that may Cause Conflict of interest | - No |
| Attention of the Board and The Committee meeting in 2012 | <ul style="list-style-type: none">- The Board of Directors Meeting 7/7 times- The Investment Committee Meeting 4/4 times- Management Development and Compensation Committee Meeting 3/3 times |
| Experience | <ul style="list-style-type: none">- Director, Kiatnakin Securities Co., Ltd.- Director, Chairman of the Executive Board, Chairman of the Risk Management Committee, Kiatnakin Bank Plc.- Chairman of the Board of Directors, Kiatnakin Bank Plc. |

| | | |
|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|
| Mr. Chanin Vongkusolkit | <u>To be appointed in position of Director</u> | |
| Age 61 years | | |
| Position in ERW | <ul style="list-style-type: none"> - Director - Member of the Investment Committee - Member of the Nominating and Corporate Governance Committee | |
| Education | <ul style="list-style-type: none"> - Master of Business Administration (Finance) St. Louis University, Missouri, U.S.A. | |
| Director Training Program | <ul style="list-style-type: none"> - Director Certification Program (DCP) 20/2002 - Refresher Course DCP 3/2006 | |
| ERW Shareholdings | <ul style="list-style-type: none"> - Ordinary Share 93,550 units and warrants 9,355 units Equal to 0.004% of total shares with voting right as at December 30, 2012 | |
| Year of directorship | <ul style="list-style-type: none"> - 9 years (November 4, 2004) | |
| Position in Other Listed Company | <ul style="list-style-type: none"> - Director/Chief Executive Officer, Banpu Plc. | |
| Position in Non-Listed Company | <ul style="list-style-type: none"> - Director, Mitr Phol Sugar Co., Ltd. - Director, Palm Springs Place Co., Ltd. - Director, TME Capital Co., Ltd. - Director, City Holding Co., Ltd. - Chairman, Thai Listed Companies Association | |
| Position in Rival Companies/Connected Business that may Cause Conflict of interest | - No | |
| Attention of the Board and The Committee meeting in 2012 | | |
| | - The Board of Directors Meeting | 7/7 times |
| | - The Investment Committee Meeting | 4/4 times |
| | - The Nominating and Corporate Governance Committee Meeting | 2/2 times |
| Experience | <ul style="list-style-type: none"> - Chairman, Thammasat Economics Association - Vice Chairman, Federation of Thai Capital Market Organizations | |

| | | |
|-------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Mr. Gavin Vongkusolkit | <u>To be appointed in position of Director</u> | |
| Age 30 years | | |
| Position in ERW | <ul style="list-style-type: none"> - Director - Member of the Nominating and Corporate Governance Committee | |
| Education | <ul style="list-style-type: none"> - Master of Business Administration (Finance) The University of Sydney, Australia | |
| Director Training Program | <ul style="list-style-type: none"> - Director Certification Program (DCP) 156/2012 | |
| ERW Shareholdings | <ul style="list-style-type: none"> - Ordinary Share 97,213 units and warrants 9,721 units Equal to 0.004% of total shares with voting right as at December 30, 2012 | |
| Year of directorship | <ul style="list-style-type: none"> - 1 year 6 months (December 1, 2011) | |
| Position in Other Listed Company | <ul style="list-style-type: none"> - No - | |
| Position in Non-Listed Company | <ul style="list-style-type: none"> - Managing Director, Heritage Estates Co., Ltd. - Director, Palm Springs Place Co., Ltd. - Director, Kuppa Asoke Co., Ltd. - Managing Director, Aruna Healthcare Co., Ltd. | |
| Position in Rival Companies/Connected Business that may Cause Conflict of interest | - No- | |
| Attention of the Board and The Committee meeting in 2012 | <ul style="list-style-type: none"> - The Board of Directors Meeting 7/7 times - The Nominating and Corporate Governance Committee Meeting 2/2 times | |
| Experience | <ul style="list-style-type: none"> - Luis Dreyfus Sugar Ltd. (London) - Grand Hyatt Erawan Bangkok - Mitr Phol Sugar Co., Ltd. | |