

(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

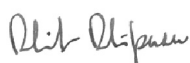
To: Board of Directors of The Erawan Group Public Company Limited

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 2014 AGM, five 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. Ekasith Jotikasthira | Independent Director<br>Member of the Management Development and Compensation Committee                             |
| 2. Mr. Vitoon Vongkusolkrit | Director<br>Chairman of the Investment Committee<br>Member of the Management Development and Compensation Committee |
| 3. Mrs. Panida Thepkanjana  | Director<br>Member of the Investment Committee<br>Member of the Nominating and Corporate Governance Committee       |
| 4. Mr. Kasama Punyagupta    | Director<br>Chief Executive Officer<br>Member of the Investment Committee   |
| 5. Mrs. Kamonwan Wipulakorn | Director<br>President<br>Member of the Investment Committee   |

The Nomination and Corporate Governance Committee met on January 21, 2014 to appoint directors who would replace those retiring on rotation. Mrs. Panida Thepkanjana, 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 five 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 25, 2014 for further submission to the 2014 AGM.



Mr. Prakrit Pradipasen

Chairman of the Nominating and Corporate Governance Committee

<b>Mr. Ekasith Jotikasthira</b>	<u>To be appointed in position of Independent Director</u>	
<b>Age 44 years</b>		
<b>Position in ERW</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of the Management Development and Compensation Committee</li> </ul>	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration (MBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> </ul>	
<b>Director Training Program</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) 79/2009</li> </ul>	
<b>ERW Shareholdings</b>	<ul style="list-style-type: none"> <li>- No</li> </ul>	
<b>Year of directorship</b>	<ul style="list-style-type: none"> <li>- 5 years (April 29, 2009)</li> </ul>	
<b>Position in Other Listed Company</b>	<ul style="list-style-type: none"> <li>- No</li> </ul>	
<b>Position in Non-Listed Company</b>	<ul style="list-style-type: none"> <li>- Regional Director Thailand &amp; Indochina, Hotel beds (Thailand) Co., Ltd.</li> </ul>	
<b>Position in Rival Companies/Connected Business that may Cause Conflict of interest</b>	- No	
<b>Attention of the Board and The Committee meeting in 2013</b>		
	<ul style="list-style-type: none"> <li>- The Board of Directors Meeting</li> <li>- The Management Development and Compensation Committee Meeting</li> </ul>	<p>6/6 times</p> <p>4/4 times</p>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Regional Director Thailand &amp; Indochina, Hotel beds (Thailand) Co., Ltd.</li> <li>- Chairman, Membership Committee, Pacific Asia Travel Association, (PATA) (Thailand Chapter)</li> <li>- Chief Executive Officer, Turismo Asia Co., Ltd.</li> <li>- Vice President , Association of Thai Travel Agents (ATTA)</li> <li>- Director, Thai-Italian Chamber of Commerce</li> </ul>	
<b>Supporting information for the election of independent directors</b>		
	<ul style="list-style-type: none"> <li>- Family relationship with executive officers of major shareholders of the firm or of subsidiaries</li> <li>- Relationship with the company/subsidiaries/associates of any business registrations that may cause conflict of interests in the past 5 years</li> <li>- Being and executive director, and employee, and advisor, and attorney, or and auditor on the payroll(s)</li> <li>- Being a specialist i.e. Auditor or Legal Consultant of Advisory</li> <li>- Business relationship with material implication which may prevent the person from performing his/her duty independently/ please specify transaction size (if any)</li> </ul>	<p>- <u>None</u> -</p> <p>- <u>None</u> -</p> <p>- <u>No</u> -</p> <p>- <u>No</u> -</p> <p>- <u>None</u> -</p>

<b>Mr. Vitoon Vongkusolkit</b>	<b><u>To be appointed in position of Director</u></b>	
<b>Age 73 years</b>		
<b>Position in ERW</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Chairman of the Investment Committee</li> <li>- Member of the Management Development and Compensation Committee</li> </ul>	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Bachelor of Science, Chulalongkorn University</li> </ul>	
<b>Director Training Program</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) 17/2002</li> <li>- Role of the Chairman Program (RCP) 11/2005</li> </ul>	
<b>ERW Shareholdings</b>	<ul style="list-style-type: none"> <li>- Ordinary Share 72,203,044 units Equal to 2.92% of total shares with voting right as at December 31, 2013</li> </ul>	
<b>Year of directorship</b>	<ul style="list-style-type: none"> <li>- 32 years (1982)</li> </ul>	
<b>Position in Other Listed Company</b>	<ul style="list-style-type: none"> <li>- Director, Banpu Plc.</li> </ul>	
<b>Position in Non-Listed Company</b>	<ul style="list-style-type: none"> <li>- Erawan Hotel Plc.</li> <li>- Erawan Samui Co., Ltd.</li> <li>- Erawan Rajdamri Co., Ltd.</li> <li>- Erawan Phuket Co., Ltd.</li> <li>- Erawan Chaophraya Co., Ltd.</li> <li>- Erawan Naka Co., Ltd.</li> <li>- The Reserve Co., Ltd.</li> <li>- Erawan Hop Inn Co., Ltd.</li> <li>- Erawan Growth Management Co., Ltd.</li> <li>- Thai Chemical &amp; Engineering Co., Ltd.</li> </ul>	
<b>Position in Rival Companies/Connected Business that may Cause Conflict of interest</b>	- No	
<b>Attention of the Board and The Committee meeting in 2013</b>		
	<ul style="list-style-type: none"> <li>- The Board of Directors Meeting</li> <li>- The Investment Committee Meeting</li> <li>- Management Development and Compensation Committee Meeting</li> </ul>	<ul style="list-style-type: none"> <li>6/6 times</li> <li>6/6 times</li> <li>4/4 times</li> </ul>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Director, Banpu Plc.</li> <li>- Chairman, United Standard Terminal Plc.</li> <li>- Director, I.A.G. Insurance (Thailand) Ltd.</li> <li>- Director, Thai Chemical &amp; Engineering Co., Ltd.</li> <li>- Director, Mitr Phol Sugar Co., Ltd.</li> <li>- Director, United Farmer &amp; Industry Co., Ltd.</li> </ul>	

<b>Mrs. Panida Thepkanjana</b>	<u>To be appointed in position of Director</u>	
<b>Age 55 years</b>		
<b>Position in ERW</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Member of the Investment Committee</li> <li>- Member of the Nominating and Corporate Governance Committee</li> </ul>	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Business Administration (MBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Master of Law, Chulalongkorn University</li> <li>- Barrister-at-Law, The Institute of Thai Bar Association</li> </ul>	
<b>Director Training Program</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) 18/2002</li> <li>- Refresher Course DCP 1/2005</li> </ul>	
<b>ERW Shareholdings</b>	<ul style="list-style-type: none"> <li>- Ordinary Share 3,507,557 units (Include spouse of 1,918,500 shares) Equal to 0.14% of total shares with voting right as at December 31, 2013</li> </ul>	
<b>Year of directorship</b>	<ul style="list-style-type: none"> <li>- 23 years (1991)</li> </ul>	
<b>Position in Other Listed Company</b>	<ul style="list-style-type: none"> <li>- No -</li> </ul>	
<b>Position in Non-Listed Company</b>	<ul style="list-style-type: none"> <li>- Erawan Hotel Plc.</li> </ul>	
<b>Position in Rival Companies/Connected Business that may Cause Conflict of interest</b>	- No	
<b>Attention of the Board and The Committee meeting in 2013</b>		
	<ul style="list-style-type: none"> <li>- The Board of Directors Meeting</li> <li>- The Investment Committee Meeting</li> <li>- The Nominating and Corporate Governance Committee Meeting</li> </ul>	<p>6/6 times</p> <p>5/6 times</p> <p>3/3 times</p>
<b>Experience</b>	<ul style="list-style-type: none"> <li>- Director, Eastern Sugar &amp; Cane Co., Ltd. and subsidiary</li> <li>- Director, Chodthanawat Co., Ltd.</li> </ul>	

Mr. Kasama Punyagupta	<u>To be appointed in position of Director</u>	
Age 52 years		
Position in ERW	<ul style="list-style-type: none"> <li>- Director</li> <li>- Chief Executive Officer</li> <li>- Member of the Investment Committee</li> </ul>	
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration (International Business), University of Bridgeport, Connecticut, U.S.A.</li> </ul>	
Director Training Program	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) 49/2004</li> <li>- Corporate Governance and Social Responsibility (CSR) 1/2007</li> </ul>	
ERW Shareholdings	<ul style="list-style-type: none"> <li>- Ordinary Share 10,199,999 units</li> <li>Equal to 0.41% of total shares with voting right as at December 31, 2013</li> </ul>	
Year of directorship	<ul style="list-style-type: none"> <li>- 10 years (June 1, 2004)</li> </ul>	
Position in Other Listed Company	<ul style="list-style-type: none"> <li>- No -</li> </ul>	
Position in Non-Listed Company	<ul style="list-style-type: none"> <li>- Erawan Hotel Plc.</li> <li>- Erawan Samui Co., Ltd.</li> <li>- Erawan Rajdamri Co., Ltd.</li> <li>- Erawan Phuket Co., Ltd.</li> <li>- Erawan Chaophraya Co., Ltd.</li> <li>- Erawan Naka Co., Ltd.</li> <li>- The Reserve Co., Ltd.</li> <li>- Erawan Hop Inn Co., Ltd.</li> <li>- Erawan Growth Management Co., Ltd.</li> </ul>	
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No	
Attention of the Board and The Committee meeting in 2013		
	<ul style="list-style-type: none"> <li>- The Board of Directors Meeting</li> <li>- The Investment Committee Meeting</li> </ul>	<ul style="list-style-type: none"> <li>6/6 times</li> <li>5/6 times</li> </ul>
Experience	<ul style="list-style-type: none"> <li>- Managing Director, Asia Recovery Management Co., Ltd.</li> <li>- Senior Vice President, Investment Banking, Merrill Lynch Phatra Securities Co.,Ltd.</li> <li>- Finance and Administrative Director, Vichaiyut Hospital Co.,Ltd.</li> <li>- Assistant Vice President, Investment Banking, National Finance and Securities Plc.</li> </ul>	

<b>Mrs. Kamonwan Wipulakorn</b>	<b><u>To be appointed in position of Director</u></b>	
<b>Age 52 years</b>		
<b>Position in ERW</b>	- Director	
	- President	
	- Member of the Investment Committee	
<b>Education</b>	- Master of Business Administration (Finance) , Western Illinois University, U.S.A.	
<b>Director Training Program</b>	- Director Certification Program (DCP) 122/2009	
	- Diploma Examination (Exam) 26/2009	
<b>ERW Shareholdings</b>	- No	
<b>Year of directorship</b>	- 3 years (April 27, 2011)	
<b>Position in Other Listed Company</b>	- No -	
<b>Position in Non-Listed Company</b>	- Erawan Hotel Plc.	
	- Erawan Samui Co., Ltd.	
	- Erawan Rajdamri Co., Ltd.	
	- Erawan Phuket Co., Ltd.	
	- Erawan Chaophraya Co., Ltd.	
	- Erawan Naka Co., Ltd.	
	- The Reserve Co., Ltd.	
	- Erawan Hop Inn Co., Ltd.	
	- Erawan Growth Management Co., Ltd.	
<b>Position in Rival Companies/Connected Business that may Cause Conflict of interest</b>	- No	
<b>Attention of the Board and The Committee meeting in 2013</b>		
	- The Board of Directors Meeting	6/6 times
	- The Investment Committee Meeting	6/6 times
<b>Experience</b>	- Head of Finance, TPT Petrochemicals (Thailand) Plc.	
	- Vice President, Credit Agricole Bank	