

(Translation)

## Proxy Form B

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_, nationality \_\_\_\_\_  
 Address \_\_\_\_\_ Road \_\_\_\_\_, Sub-District \_\_\_\_\_  
 District \_\_\_\_\_, Province \_\_\_\_\_ Post Code \_\_\_\_\_

(2) 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

(3) 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. Prakrit Pradipasen**, Chairman of the Board of Directors, age 72 years, residing at no.58/1  
 Soi Indramara 40, Suthisan Winitchai Road, Kwang Din Daeng, Khet Din Daeng, Bangkok 10400.  
 (Interest in the agenda considered: Agenda 8 To approve the directors' remuneration for the year 2014.)

or  **Mr. Sansern Wongcha-um**, Chairman of the Audit Committee, age 66 years, residing at no.44  
 Soi Indramara 40, Suthisan Winitchai Road, Kwang Din Daeng, Khet Din Daeng, Bangkok 10400.  
 (Interest in the agenda considered: Agenda 8 To approve the directors' remuneration for the year 2014.)

or  **Assoc. Prof. Manop Bongsadadt**, Member of the Audit Committee, age 73 years, residing at no.554/14  
 Soi Senanikom 1, Phaholyothin Road, Kwang Jarakaebou, Khet Lad Phrao, Bangkok 10230.  
 (Interest in the agenda considered: Agenda 8 To approve the directors' remuneration for the year 2014.)

or  **Mr. Dej Bulsuk**, Member of the Audit Committee, age 64 years, residing at no.46 Soi Sukhumvit 58, Sukhumvit  
 Road, Kwang Bang-Jak, Khet Phrakonong, Bangkok 10260.  
 (Interest in the agenda considered: Agenda 8 To approve the directors' remuneration for the year 2014.)

or  **Mr. Banyong Pongpanich**, Independent Director, age 60 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 2014.)

or  **Mr. Ekasith Jotikasthira**, Independent Director, age 44 years, residing at no.511 Soi 6, Sri-Ayudhaya Road,  
 Kwang Tanonphayathai, Khet Rajdhevi, Bangkok 10400.  
 (Interest in the agendas considered: Agenda 7 To appoint directors to replace those retiring by rotation  
 and Agenda 8 To approve the directors' remuneration for the year 2014.)

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting for the year 2014 of Shareholders on Tuesday, April 29, 2014 at 14.00 hours at Salon Room (Grand Ballroom), JW Marriott Hotel Bangkok, 4 Sukhumvit Road, Sukhumvit Soi 2, Kwang Klongtoey, Khet Klongtoey, Bangkok 10110 Thailand or on the date and at the place as may be postponed or changed.

(4) I/We therefore would like to vote for each agenda item as follows:

Agenda 1 To acknowledge the 2013 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 2013 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 and Consolidated Financial Statements for the year ended December 31, 2013.

- (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 2013 net Profit allocation and annual dividend payment

4.1 To approve the company's 2013 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

4.2 To approve the 2013 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

4.3 To approve the change of dividend policy

- (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 2013 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 2014

- (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. Ekasith Jotikasthira       Approve       Disapprove       Abstain
    - 2. Mr. Vitoon Vongkusolkit       Approve       Disapprove       Abstain
    - 3. Mrs. Panida Thepkanjana       Approve       Disapprove       Abstain
    - 4. Mr. Kasama Punyagupta       Approve       Disapprove       Abstain
    - 5. Mrs. Kamonwan Wipulakorn       Approve       Disapprove       Abstain

Agenda 8 To approve the directors' remuneration for the year 2014.

- (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 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 agendum specified above, including the case that there is any amendment of 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 dose 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. A shareholder shall appoint only on proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than on proxy holder in order to split votes.
2. In agenda regarding the appointment of new directors, the ballot can be either for all the nominate candidates as a whole or for an individual nominee.
3. 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 B.

**Attachment to Proxy Form B**

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 2014 on Tuesday, April 29, 2014 at 14.00 hours at Salon Room (Grand Ballroom), JW Marriott Hotel Bangkok, 4 Sukhumvit Road, Sukhumvit Soi 2, Kwang Klongtoey, Khet Klongtoey, Bangkok 10110 Thailand 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 appointed 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
    - 5. \_\_\_\_\_  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  
( \_\_\_\_\_ )