

## (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 74 years, residing at no.58/1  
Soi Indramara 40, Sutthisan Winitchai Road, Kwang Din Daeng, Khet Din Daeng, Bangkok 10400.

(Interest in the agenda considered: Agenda 6 To approve the directors' remuneration for the year  
2016/2015.)

or  **Mr. Sansern Wongcha-um**, Chairman of the Audit Committee, age 68 years, residing at The Park  
Chidlom (17 B1) no.1/83 Soi Chidlom, Lumpini, Pathumwan, Bangkok 10330.

(Interest in the agenda considered: Agenda 6 To approve the directors' remuneration for the year  
2016/2015.)

or  **Assoc. Prof. Manop Bongsadadt**, Member of the Audit Committee, age 75 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 6 To approve the directors' remuneration for the year  
2016/2015.)

or  **Mr. Dej Bulsuk**, Member of the Audit Committee, age 66 years, residing at no.46 Soi Sukhumvit 58,  
Sukhumvit Road, Kwang Bang-Jak, Khet Phrakonong, Bangkok 10260.

(Interest in the agenda considered: Agenda 6 To approve the directors' remuneration for the year  
2016/2015.)

or  **Mr. Ekasith Jotikasthira**, Independent Director, age 46 years, residing at no. 511 Soi 6, Sri-Ayudhaya  
Road, Kwang Tanonphayathai, Khet Rajdhevi, Bangkok 10400.

(Interest in the agenda considered: Agenda 6 To approve the directors' remuneration for the year  
2016/2015.)

anyone of the above as my/our proxy holder to attend and vote at the Annual General Meeting for the year 2016 of Shareholders on Tuesday, April 26, 2016 at 13.00 hours at Grand Ballroom, Grand Hyatt Erawan Hotel Bangkok, 494 Ploenchit Road, Patumwan, Bangkok, 10330 Thailand 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 2015 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 2015 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, Statement of Comprehensive Income and Consolidated Financial Statements for the year ended December 31, 2015.

- (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 2015 net profit allocation and annual dividend payment.

4.1 To approve the company's 2015 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 2015 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 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. Banyong Pongpanich  | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 2. Mr. Supol Wattanavekin  | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 3. Mr. Chanin Vongkusolkit | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |
| 4. Mr. Gavin Vongkusolkit  | <input type="checkbox"/> Approve | <input type="checkbox"/> Disapprove | <input type="checkbox"/> Abstain |

- Agenda 6 To approve the directors' remuneration for the year 2016/2015
- (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 acknowledge the 2015 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 8 To appoint the auditors and approve the auditing fee for the year 2016
- (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 a decrease of the Company's registered capital by eliminating registered shares which have not been subscribed
- (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 To approve the amendment to Clause 4 of the Memorandum of Association
- (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 11 To approve the issuance of ordinary shares to employees of the company and its subsidiaries No.4 (ESOP#4)
- (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 12 To approve an increase of the company's registered capital to reserve for the right to purchase ordinary shares under ESOP#4
- (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 13 To approve an amendment of Clause 4 of the Memorandum of Association Regarding the Increase of the company's registered capital
- (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 14 To approve the allotment of the increased ordinary shares to reserve for the exercise of the right to purchase ordinary shares under ESOP#4
- (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 15 To approve the issuance of debentures

- (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 16 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 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 2016 on Tuesday, April 26, 2016 at 13.00 hours at Grand Ballroom, Grand Hyatt Erawan Hotel Bangkok, 494 Ploenchit Road, Patumwan, Bangkok, 10330 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 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. _____	<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
2. _____	<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
3. _____	<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain
4. _____	<input type="checkbox"/>	Approve	<input type="checkbox"/>	Disapprove	<input type="checkbox"/>	Abstain

I/We certified that the information contained in this Attachment to Proxy Form is complete and true.

Signature \_\_\_\_\_ Proxy Grantor  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy Holder  
( \_\_\_\_\_ )