

(Translation)

Information to Appoint Independent 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 2015 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. Prakit Pradipasen | Chairman of the Board, Independent Director and
Chairman of the Nominating and Corporate Governance Committee |
| 2. Mr. Sansern Wongcha-um | Independent Director and Chairman of the Audit Committee |
| 3. Assoc. Prof Manop Bongsadadt | Independent Director and Member of the Audit Committee |
| 4. Mr. Dej Bulsuk | Independent Director and Member of the Audit Committee |

The Nomination and Corporate Governance Committee met on January 20, 2015 to appoint directors who would replace those retiring on rotation. Mr. Prakit Pradipasen, Chairman 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, 2015 for further submission to the 2015 AGM.

- Chanin Vongkusolkrit -

Mr. Chanin Vongkusolkrit

Director acting as Chairman of the Meeting

The Nominating and Corporate Governance Committee

The credentials and backgrounds of the proposed persons

Mr. Prakit Pradipasen Age 73 years

To be appointed in position of Independent Director

Chairman of the Board, Independent Director and Chairman of the Nominating and Corporate Governance Committee

Date of Directorship Date of Directorship 1991 (24-year working period)

ERW Shareholdings Ordinary Share 165,058 units or Equal to 0.007% of total shares with voting right as at December 31, 2014

Legal record in the past 10 years - No

Position in Rival Companies/Connected Business that may Cause Conflict of interest - No

Attention of the Board and The Committee meeting in 2014 The Board of Directors Meeting 7/7 times, The Nominating and Corporate Governance Committee Meeting 3/3 times

Education

- o M.A. Business Administration Wayne State University, Detroit, Michigan, U.S.A
- o B.A. Science in Business Administration, Slliman University, Durnaguete, Philippines

Director Training Program

- o Citibank Credit Training Center, Philippines
- o Senior Executive Program, Stanford National of Singapore, Singapore
- o Special Program of National Defence College, Joint Public & Private Sector Class 3
- o Program for Senior Executive The Sloan School of Management Massachusetts Institute of Technology, USA
- o Thai Institute of Directors
 1. DAP: Director Accreditation Program 1/2003
 2. RCP: Role of the Chairman Program 15/2007
 3. R-CAC: Thailand's 4th National Conference on Collective Action Against Corruption 1/2013
- o Panelist: CG Forum 4/2014

Position in Other Listed Company

- o 2005 - Present Chairman of the Board and Independent Director, Asian Marine Services PCL
- o 2003 - Present Chairman of the Board, Diamond Building Products PCL
- o 2001 - Present Independent Director and Member of the Audit Committee, Susco PCL
- o 2001 - Present Independent Director and Chairman of the Audit Committee, Haad Thip PCL
- o 2001 - Present Independent Director and Chairman of the Audit Committee, Luckytex (Thailand) PCL
- o 2001 - Present Independent Director and Chairman of the Audit Committee, Supalai PCL
- o 2000 - Present Independent Director and Chairman of the Audit Committee, Thai Carbon Black PCL

Position in Rival Companies/Connected Business that may Cause Conflict of interest

- o 2009 - Present Independent Director, Erawan Hotel PCL

Experience**- Position in Other Listed Company**

- o 1993 - 2012 Independent Director and Chairman of the Audit Committee, Bata Shoe of Thailand PCL

- Position in Non-Listed Company

- o 2004 - 2011 Chairman of the Board, Thai Sugar Millers Company Limited
- o 1986 - Present Chairman of the Board, Angthong Sugar Terminal Company Limited

- Others

- o 2006 - 2012 Chairman of the Audit Committee, The Thai Chamber of Commerce Board of Trade of Thailand
- o 2000 - 2011 Board of Trustee and Chairman of the Audit Committee, Payap University

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. Sansern Wongcha-um Age 67 years To be appointed in position of Independent Director

Independent Director and Chairman of the Audit Committee

Date of Directorship September 17, 2008 (7-year working period)

ERW Shareholdings as at December 31, 2014 - No

Legal record in the past 10 years - No

Position in Rival Companies/Connected Business that may Cause Conflict of interest - No

Attention of the Board and The Committee meeting in 2014 The Board of Directors Meeting 7/7 times, The Audit Committee Meeting 4/4 times

Education

- o Master Degree of Business Economics, University of Bridgeport, U.S.A
- o Bachelor of Economics, Thammasat University
- o Thai NDC no. 37/2005 (The National Defence College)

Director Training Program

- o Thai Institute of Directors
 1. RCP: Role of the Chairman Program 8/2003
 2. DAP: Director Accreditation Program 42/2005
 3. FN: Finance for Non-Finance Director 17/2005

Position in Other Listed Company

- o 2008 - Present Chairman of the Board and Independent Director, Somboon Advance Technology PCL
- o 2008 - Present Chairman of the Nomination and Remuneration Committee, The Deves Insurance PCL
- o 2008 - Present Chairman of the Board and Independent Director, Bualuang Securities PCL

Position in Rival Companies/Connected Business that may Cause Conflict of interest - No

Experience

- Position in Other Listed Company - No

- Position in Non-Listed Company - No

- Others

- o 2006 - 2008 Deputy Minister of Thailand Transport Portal
- o 2003 - 2006 Honorary Director, National Institute of Development Administration
- o 2003 - 2004 Chair Professor, Faculty of Economics, Chulalongkorn University
- o 2002 - 2006 Consultant, Institute for Social and Economic Studies, Dhurakijpundit University
- o 2002 - 2006 Consultant, Bureau of the Crown Property
- o 1999 - 2001 Secretary-General, Office of the National Economic and Social Development Board

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 -

Assoc. Prof. Manop Bongsadadt Age 74 years To be appointed in position of Independent Director

Independent Director and Member of the Audit Committee

Date of Directorship April 23, 2004 (11-Year working period)

ERW Shareholdings Ordinary Share 319,729 units or Equal to 0.013% of total shares with voting right as at December 31, 2014

Legal record in the past 10 years - No

Position in Rival Companies/Connected Business that may Cause Conflict of interest - No

Attention of the Board and The Committee meeting in 2014 The Board of Directors Meeting 7/7 times, The Audit Committee Meeting 4/4 times

Education

- o Master of Architecture (Regional Planning), Institute of Social Studies, Netherlands
- o Certificate in Development Planning, UCL, London, U.K.
- o Master of Architecture (Architecture), Kansas State University, USA
- o Bachelor of Architecture, Chulalongkorn University

Director Training Program

- o Thai Institute of Directors
 1. RNG: Role of the Nomination and Governance Committee 1/2011
 2. DCP: Director Certification Program 150/2011
 3. RCC: Role of the Compensation Committee 8/2009
 4. RCP: Role of the Chairman Program 17/2007
 5. ACP: Audit Committee Program 10/2005
 6. DAP: Director Accreditation Program 8/2004
- o Thai NDC no.38 (The National Defence College)
- o Commerce Academy: Top Executive Program in Commerce and Trade (TEPCOT) no.3

Position in Other Listed Company

- o 2013 - Present Chairman of the Board and Independent Director, Woraluk Property PCL
- o 2006 - Present Independent Director and Chairman of the Nomination and Remuneration Committee, Kiatnakin Bank PCL

Position in Rival Companies/Connected Business that may Cause Conflict of interest - No

Experience**- Position in Other Listed Company**

- 2003 - 2014 Chairman of the Board, Rasa Property Development PCL
- 2005 - 2012 Independent Director and Member of the Audit Committee, Kiatnakin Bank PCL
- 2004 - 2005 Independent Director, Kiatnakin Finance PCL

- Position in Non-Listed Company

- 2006 - Present Director, Krungthep Thanakom Company Limited

- Others

- 2002 - Present Associate Professor, Faculty of Architecture, Chulalongkorn University
- 1992 - Present Director, Tubkaew-Hori Kindergarten School and Nursery

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. Dej Bulsuk Age 65 years

To be appointed in position of Independent Director

Independent Director and Member of the Audit Committee

Date of Directorship November 22, 2004 (11-year working period)

ERW Shareholdings Ordinary Share 726,000 units or Equal to 0.029% of total shares with voting right as at December 31, 2014

Legal record in the past 10 years - No

Position in Rival Companies/Connected Business that may Cause Conflict of interest - No

Attention of the Board and The Committee meeting in 2014 The Board of Directors Meeting 7/7 times, The Audit Committee Meeting 4/4 times

Education

- o Bachelor of Business Administration, Thammasat University

Director Training Program

- o DAP: Director Accreditation Program 23/2004 by Thai Institute of Directors

Position in Other Listed Company

- o 2011 - Present Chairman of the Nomination and Remuneration Committee, GMM Grammy PCL
- o 2002 - Present Independent Director and Member of the Audit Committee, GMM Grammy PCL
- o 2004 - Present Independent Director, Siam Future Development PCL
- o 2011 - Present Member of the Audit Committee, Siam Future Development PCL
- o 2010 - Present Director of Marketing, Siam Future Development PCL
- o 2001 - Present Independent Director and Member of the Audit Committee, AEON Thana Sinsap (Thailand) PCL
- o 2011 - Present Independent Director, Patum Rice Mill and Granary PCL

Position in Rival Companies/Connected Business that may Cause Conflict of interest - No

Experience

- Position in Other Listed Company

- o 2002 - 2013 Independent Director and Member of the Audit Committee, Jay Mart PCL
- o 2011 - 2013 Vice Chairman of the Board, Jay Mart PCL
- o 2006 - 2009 Advisor to the Board, President Bakery PCL
- o 2002 - 2009 Independent Director and Member of the Audit Committee, GMM Media PCL

- Position in Non-Listed Company

- o 2004 - Present President, CCC Business Development Company Limited

- Others

- o 2007 - 2009 Director, Thailand Convention and Exhibition Bureau (TCEB) (Public Organization)
- o 2007 - 2009 Chairman of the Good Governance, Recruitment and Remuneration Committee, TCEB
- o 2004 - 2006 Honorary Chairman, McThai Co., Ltd. (McDonald's Thailand)
- o 2001 - 2006 Chairman, Ronald McDonald's House Charities
- o 1984 - 2004 President & Joint Venture Partner, McThai Co.,Ltd. (McDonald's Thailand)

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 -