

(Translation)

**Minutes of the 2015 Annual General Meeting of Shareholders  
of The Erawan Group Public Company Limited**

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The Meeting was convened on Tuesday April 28, 2015 at 14.00 hours at Grand Ballroom, Grand Hyatt Erawan Hotel Bangkok, 494 Ploenchit Road, Patumwan, Bangkok 10330 Thailand. It was presided over by Mr. Prakrit Pradipasen, Chairman of the Board of the Erawan Group Public Company Limited (“the Chairman”).

Ms. Kanokwan Thongsirarugs, the Company Secretary, introduced to the meeting, the directors, the management, auditors and vote-counting inspector who attended the meeting. Details are as follows:

12 directors of the company attended the meeting:

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|----------------------------------|---|
| 1. Mr. Prakrit 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 The member of Audit Committee  |
| 4. Mr. Dej Bulsuk                | Independent Director and The member of Audit Committee  |
| 5. Mr. Ekasith Jotikasthira      | Independent Director  |
| 6. Mr. Vitoon Vongkusolkit       | Director and Chairman of the Strategic and Investment Committee   |
| 7. Mr. Supol Wattanavekin        | Director and Chairman of the Management Development and Compensation Committee                                |
| 8. Mr. Chanin Vongkusolkit       | Director  |
| 9. Ms. Panida Thepkanjana        | Director  |
| 10. Mr. Gavin Vongkusolkit       | Director  |
| 11. Ms. Kamonwan Wipulakorn      | Director and President  |
| 12. Mr. Petch Krainukul          | Director and Senior Executive Vice President  |

Directors did not attend the meeting:

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|---------------------------|----------------------|
| 1. Mr. Banyong Pongpanich | Independent Director |
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Management executives attending the meeting:

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| 1. Ms. Kanokwan Thongsirarugs | Company Secretary to record the Minutes of Meeting |
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Auditor and Representatives attending the meeting and monitoring vote counting:

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|-----------------------------|-------------------------------------|
| 1. Ms. Vilaivan Pholprasert | Auditor of KPMG Phoomchai Audit Ltd |
| 2. Ms. Wilawan Sion         | Representative of the Auditor       |
| 3. Mr. Chatchai Ngamwipas   | Thai Investors Association          |

Vote-counting registration inspector attending the meeting:

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| 1. Ms. Vassavee Khunteeraprasert |
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The Company Secretary informed meeting information relating to the meeting considered important for the shareholders as follows.

- The Chairman would allow shareholders to ask questions openly before a resolution was adopted in every agenda.
- Shareholders may ask/express his opinion at the meeting by first informing the meeting their names; The Chairman or directors or management will fully answer questions in essence.
- One share shall be entitled to one vote. Votes of directors or executives who are also shareholder(s) with special interest in any agenda would not be counted and would be considered abstained in a respective agenda.
- The company allowed shareholders to propose a meeting agenda for the 2015 Annual General Meeting of Shareholders 90 days in advance up to January 31 each year. This year, no shareholder proposed a meeting agenda in advance.
- For transparency of the meeting, shareholders voting against or abstained from voting in any agenda would be able to submit their votes in voting ballots provided for shareholders during their registration. Such votes would be deducted from the total shares collected by a computerized database system during registration. For shareholders attending in persons who did not submit any voting ballot, they would be considered approving a relevant agenda. Approval ballots will be verified later.
- For shareholders attending the meeting later during the meeting, the company would count these additional votes only in agendas of which ballots had not yet been collected.
- Shareholder who left before the end the meeting was required to vote on every agenda and to return ballots before leaving the conference room.

The Company Secretary informed the meeting that the company recorded a total of 9,695 shareholders holding 2,481,850,900 shares, there were 408 shareholders attending in person and 654 shareholders by proxy. This accounted for 1,062 shareholders who represented 1,939,985,638 shares or 78.17 percent of the company's total 2,481,850,900 shares issued and distributed. The quorum was thus formed in accordance with the laws and the Articles of Association of the Company which had stipulated that at an Annual General Meeting of shareholders (AGM), at least twenty-five shareholders or proxies (if any), or at least half of all shareholders who shall represent at least one-third of shares distributed were required to form a quorum. After shareholders were informed the meeting procedures, the Chairman announced the meeting opened.

The Chairman convened the meeting, welcomed the Shareholders and informed that at the commencement of the meeting, a quorum under the law and the Articles of Association. The Chairman subsequently informed the meeting of the following nine (9) agendas before commencing the meeting:

#### **Agenda 1: To acknowledge the 2014 AGM minutes**

The Chairman informed the meeting of the Board of Directors' opinion that the 23 page minutes of the 2014 AGM held on Tuesday, April 29, 2014 as prepared by the Company Secretary were correctly reflecting resolutions adopted by the said Shareholders Meeting. The minutes of the meeting had been posted on the company website since May 13, 2014 with no opposition, a copy of which had been sent to shareholders together with a notice of this meeting as per Enclosure No.1. The meeting was asked to acknowledge the minutes of 2014 AGM.

The Chairman invited shareholders to ask questions and voice their additional observations. As no questions were asked, the Chairman requested the meeting to acknowledge the minutes of 2014 AGM.

#### **Resolution:**

The meeting resolved to acknowledge the minutes of the 2014 AGM held on Tuesday, April 29, 2014.

#### **Agenda 2: To acknowledge the company's 2014 operating results**

The Chairman informed the meeting that the company had prepared a report of the Board of Directors' responsibility to financial statements and operation results as at end of December 31, 2014 in which the Board found that the management had performed duties according to the policies and strategic plans previously set in an effective, transparent, adequate and accountable manner. The meeting was requested to acknowledge the company's 2014 operation results. The Chairman subsequently assigned Mrs. Kamonwan Wipulakorn, director and President, to inform the meeting in five parts as follows.

##### 2.1 Strategic plan and the 5-year expansion plan (2011-2015)

Mrs. Kamonwan Wipulakorn reported that the Company has set the vision and mission as frameworks for the 5-year expansion plan from 2011-2015. The Company also set the vision to be Thailand's leading hotel developer and investor. Our mission is to continue growing quality hotel portfolio in Thailand which optimize values to shareholders as well as other stakeholder. There were 3 main strategies:

- Hotel Growth Strategy: Develop a well-diversified hotel portfolio to provide appropriate return
- Return Enhancing Strategy: Continuous improvement of operating assets and optimize return through "Asset Monetization Program"
- Sustainable Platform Strategy: Ensure stability and sustainable growth of organization.

##### 2.2 Important development in 2014

Ms. Kamonwan Wipulakorn reported that in 2014 we implemented our hotel growth strategy as planned with the development and opening of 12 hotels and 1 additional building to existing hotel as follows:

- Holiday Inn Executive Tower Pattaya (200 rooms), an additional building to existing hotel was opened in August 2014 with additional facilities for banquet rooms, restaurants and the Exclusive Club to accommodate customer's needs.
- ibis Styles Krabi Ao Nang (206 rooms) was opened in November 2014 as our 10<sup>th</sup> ibis hotel covering Thailand's major tourist destinations (Bangkok, Pattaya, Phuket, Samui, Huahin and

Krabi). With 2,253 hotel portfolio, we are now owned the largest economy hotel network across Thailand's key destinations.

- Mercure Pattaya Ocean Resort (210 rooms) was opened in December 2014 as the second Mercure hotel under our ownership. With the opening of this hotel, at the end of 2014, we have three hotels in Pattaya area with 1,031 rooms that can accommodate a different type of customers with price ranging from THB 1,500 to THB 4,500.
- 10 of our own brand "HOP INN" which developed and managed by the Company were opened offering 788 rooms. The hotel was focus to provide basic fundamental needs to customers which are cleanliness, convenient, comfort, safety and consistency.

With these openings our hotels and room inventory in our portfolio have increased significantly from 16 hotels, 3,885 rooms at the end of 2013 to 28 hotels with 5,289 rooms at the end of 2014 across Thailand's key destinations.

In 2015, we will continue develop 15 budget hotels in Thailand where 4 will be opened in 2015 and 11 scheduled to open their doors in 2016 as set forth in our five-year strategy plan ( 2011-2015) to develop a well diversify hotel portfolio to provide appropriate return. With this plan, by the end of 2015, we will have 32 hotels with 5,605 rooms in our portfolio covers all segments from luxury to budget segment across Thailand's key destinations. This will enable us to capture more customer base and become less sensitive to any situations.

As for our enhancing returned strategy, we focus on asset improvement program, asset monetization program and capital structure optimization.

Aside from the hotel growth strategy and return enhancing strategy to optimize return to our shareholders which we implemented continuously, we also determined to operate business for a long term sustainable growth. We emphasized on enhancing our competencies and connected well with all our stakeholders under the business philosophy "Success with Integrity". This will ensure that we operate our business on the principle of good corporate governance and commit in community, social and environment activities which will be the fundamental of our sustainable growth of the company.

### 2.3 The operating results of 2014

Ms. Kamonwan Wipulakorn reported that the details of the operating performance were in the "Report from President" as well as in the financial statements published in the 2014 Annual Report previously sent to shareholders. The Company reported its operation results to the Stock Exchange of Thailand (SET) at the end of February 2015 including Management Discussion & Analysis (MD&A) and additional information Form 56-1 report were submitted to the SET.

In overall Thailand's tourism industry in 2014 was affected from political situation which occurred since the end of 2013 led to number of tourist arrivals during the first nine month of the year decreased 10 percent from 2013. However with the government policy to restore peace and order and on-going implementation of the road map for the long term development of the country, tourist arrivals resumed strongly in 4Q14. Number of tourist arrivals increased continuously since October to December 2014 led to total tourist arrivals for 4Q14 recorded at 7.5 million, a 7 percent increase from the same period last year which is the highest quarterly tourist

arrivals. Total tourist arrivals for FY14 recorded at 24.8 million, only 7 percent declined from 2013 which was a record high for Thailand. Thailand's tourist arrivals remained solid with no two ranking in South East Asia region.

Political situations in Thailand during the first nine months was affected our hotel operation results in 2014 although the overall situation improved during the fourth quarter of the year. We recorded income from hotel operation at THB 4,052 million, a 10 percent decrease from the same period last year. Income from room revenue and food & beverages revenue declined 9 percent and 12 percent from 2013, respectively.

#### 2.4 Financial status in 2014

The slowdown of tourism industry as aforementioned had an adverse impact to our performance, resulting in total operating income in 2014 recorded at THB 4,245 million, a 10 percent decrease from the same period last year. Revenue from hotel operations dropped 10 percent while rental and service income dropped 6 percent from 2013. We recorded EBITDA at THB 973 million, a 28 percent decrease from the same period last year and recorded a net loss of THB 112 million in 2014.

The political situation as aforementioned had an adverse impact to our performance in 2014. We generated THB 926 million of operating cash flow, representing a 31 percent decrease from the same period last year. We utilized the cash flow generated, together with bank loans to fund the development of 12 new hotels and one extension building.

The lower performance and the increase in loan from financial institution resulting to our interest bearing debt-to-equity ratio recorded at 1.8 times at the end of 2014 compared to 1.3 times at the end of 2013 with our cash in hand was recorded at THB 676 million at the end of 2014

#### 2.5 Corporate Social Responsibility

Corporate social responsibility (CSR) is an integral part of our business, we has a strong determination to develop a sustainable business through the nurturing of internal CSR mentality. Known internally as the "CSR-in-process," the mechanism refers to our responsibilities to all stakeholders; namely, shareholders, employees and their families, customers, suppliers, creditors, competitors, public sector, communities and the environment. The Board of Directors has already approved budget for a project called "The ERAWAN for Society and the Environment" for the Company to pursue. The essence of the project is to conduct CSR activities on a continuous basis for the benefit of neighbor communities located closed to our properties and the society at large, known as the "CSR-after-process."

Our corporate contribution activities are conducted on the principles that the activities must meet true demands of communities and the society for their best interest; that they can be continuously carried out and that their performance should be measurable. We also encourage employees and families to participate in these activities as a good citizen of the society. So far, we have set a clear policy and budget for this purpose where 0.5 percent of our net profit is allocated for social and environmental activities which can be separated in four major areas as follows 1) Tourism promotion activity 2) Community development activity 3) Energy and environmental preservation activity and 4) Thai elephant conservation project.

The Chairman provided the opportunity for the Meeting to raise questions and give opinions. Shareholders at the Meeting raised their questions to whom the Board of Directors and the Management consisting of Chairman and President explained in details according to the following summary.

Shareholder No.1: The Erawan Group's source of income was from Thailand only. When Thailand had problems like what it did during the past year it will affect the performance of the company. Does the Company have any strategy or mission and vision to diversity its sources of incomes to become less dependent on Thailand?

Shareholder No.2 expressed his opinion that the Company had better not invest in overseas especially Myanmar since the country was having an earthquake risk. The Company should not invest overseas.

Ms. Kamonwan: We have conducted an analysis for all of an investment plan. The analysis focused on demand and supply, our capacity and market potential. ASEAN is one of the interesting markets and the one that we are familiar with aside from the fact that we have a long-established relationship within ASEAN. In ASEAN, Thailand is among one of the countries with an impressive growth and potential as same as some other countries enjoying this privilege as well. We are currently conducting our study and expect to be able to announce our investment in our Phase 3 plan. We will consider both potential risks and returns. For Thailand even the country had to confront with problems during the past 4-5 year with directly affected our industry but the recovery had shown the impressive progress. We believe our investment in Thailand still generate the appropriate return.

A volunteer to protect shareholders' right from the Thai [Listed Companies Investors](#) Association asked two questions relating to Agenda No.2.

1. Regarding a presentation on Corporate Social Responsibility (CSR), one issue was on anti-corruption. As the Erawan Group Plc was one of the 39 listed companies in the SET that already accredited by the Institute of Directors of Thailand (IOD), the question is whether or not the Company has any idea to expand its anti-corruption practice to suppliers especially with regard to the Erawan's plan to extend the HOP INN hotel in the future; and, if yes, what the plan is.
2. Regarding your participation in the Opportunity Day event last March, you stated that HOP INN's occupancy rate was around 40 percent. Does the occupancy in line with the plan or whether there was any problem that prevented you from increasing the occupancy rate of HOP INN hotel to 70-80 percent as other hotels in the groups. In addition, the plan stated in the Annual Report indicates that the Erawan will invest in the Philippines later. Please elaborate about this investment plan.

Ms. Kamonwan:

1. Regarding the anti-corruption matter, this corresponds to the Erawan Group's business that "Success with Integrity". The practice already exists in our organization. As a result, the fact that we participate in the Coalition against Corruption (CAC) is a way to demonstrate to shareholders and the public that we indeed practice what we say. Next, as the Erawan Group was invited to provide our opinions to the IOD since the IOD is currently contemplating an idea to turn this anti-corruption concept as an industrial standard to signify goods and services of the accredited companies, as a participant of the CAC, we have found that the

coalition is indeed useful. Regarding the anti-corruption, the country should actively develop awareness. Internally, we have actively practiced the anti-corruption. As a result, if it's possible to apply our concept or to incorporate our anti-corruption practice in a bigger framework to help the country realize this attitude, we are more than pleased and ready to do it.

2. Regarding our HOP INN hotel, the business is at the ramp-up stage which we focus on conducting many marketing activities. Usually hotel will take three years to be able to reach the same level as other hotels in the market. If we invest in a hotel of which the occupancy rate should be 80 percent, during the first year, the hotel may run at 40-50 percent occupancy before steadily increase in the later years because we are the new comer to the market. In terms of product, we had conducted a survey with our and the response was quite positive as customers expressed satisfaction in all aspects. The reason that the occupancy was still below than what we had planned is because 1) HOP INN is a new brand; and 2) we are newcomers in the market. However; we are confident with our direction and in 2015 we expect the occupancy rate will be around 70 percent, which will be a result of a mixing between newly opened hotels and those already opened for a while. As we informed earlier, the operation of HOP INN is quite simple so there is a certain level that we can effectively control our costs. The hotel can generate positive EBITDA at the occupancy rate at 25 percent and will be profitable at the occupancy rate at 50-55 percent.

For overseas investment, we haven't restricted ourselves to invest in one location and not another. We will conduct a research and collect a database for both domestic and overseas. For the overseas opportunity, we set our sight to no further than ASEAN to limit our risk as we are familiar with ASEAN market and their culture is not so different from Thailand. For the management purpose, we make sure to limit travel time to only 2-3 hours to avoid wasting travel time. We do witness significant growth of the ASEAN market in several countries and we do have an opportunity to expand our business overseas. However we focus at countries with proper returns and countries with impressive economic growth. Regarding our investment in the Philippines, for many of you who are familiar with ASEAN, you would agree that the Philippines are constantly growing and there are a lot of investment opportunities in the country. The Philippines itself has far more population than Thailand this is a market of more than 100 million people. Its domestic market is quite interesting and there is the opportunity to step in. However we will go through a thorough study and risk analysis before we make the investment decision. We will study until we are confident that we will be able to achieve it as well as to manage foreseeable risks.

Shareholder No.3 asked the following three questions:

1. What will be the occupancy rate for 1Q/15? Is the room rate likely to significantly increase?
2. Regarding asset sales, will there be an additional sale of assets this year?
3. What is a renovation plan of hotels under the Erawan Group?

Ms. Kamonwan:

1. In 2015, tourism had shown recovery sign. In 1Q/15, while there hasn't been yet any official figure, it's expected that the number of tourists during the period is likely to be higher than that of 4Q/14, which registered 7.5 million tourists arrival. The number is likely to increase to 7.7 million as it already increased by

15 percent in January and 20 percent in February which was quite a healthy recovery. Our hotel operation was also performing well in 1Q/15. The average group occupancy rate should be around 77 percent compared to 65 percent in 2014 and 85 percent in 2013 when Thailand not yet witnessed its political upheaval. The occupancy may not reach 2013 level as we have more room inventory in our portfolio but we expect strong revenue growth of 45 percent in this quarter. As for the average room rate, overall the room rate may not increase significantly as our new hotels are in the budget segment which room rate are lower than other segment. However our room rate group segment can be increased at around 3-7 percent. To conclude, we expect the occupancy rate for 2015 to be at 75-76 percent compared to last year's at 65 percent and we foresee our revenue growth rate at 30 percent from last year.

2. Our asset monetization program will be continued as part of our return enhancing strategy. Erawan Hotel Growth Property Fund (ERWPF) was set up in 2013 which we intended to continue selling more assets into the Fund. However, based on the change of rules and regulations, we could not add more assets to ERWPF. The new rule requires that Real Estate Investment Trust ("REIT") need to be established. We are currently discussing with our financial advisor to set up new REIT.
3. The renovation plan was also part of our strategy however there will not be any major renovation project in this or next year. As our hotels which started operation in 2008 are still in good condition as they are into their fifth year of operation only. There is no requirement for a major renovation in our plan however we usually do set up budget for a regular maintenance of the hotel to ensure that the hotel can accommodate what customers need.

Shareholder No.4 asked the following questions:

1. Can you compare the growth profit margin and the net profit margin of high-ended, mid-ended and budget hotels?
2. What is your break-even point? Compared to 4Q/14, could you reveal what are incomes, EBITDA and net profit of your high-ended, mid-ended and budget hotels?
3. Regarding tourists arrivals, there is a tendency that the growth rate of Chinese tourists will be softer while Russian tourists will become fewer, only to be compensated by increasing tourists from the US and EU. What is your opinion regarding the tourism situation and what's your expectation of the hotel business? Besides, do you make profit from HOP INN hotels as the room rate is quite low at THB 500/room?

Ms. Kamonwan:

1. Regarding the margin, the hotel business comprise of two types of incomes: room and food & beverages, which include incomes from organizing meetings. The two incomes have different margins. Room revenues usually have a margin of 80 percent while the margin from food & beverage is around 30-35 percent. As a result, the EBITDA margin depends on a proportion of income a hotel generates. On average, a luxury hotel will have similar proportion of incomes from rooms and food & beverage, while 70 percent of income from midscale hotel will be rooms and 30 percent from F&B. For economy segment, revenues from F&B are even lower as customers normally do not have demand on F&B at the hotel and there is not much meeting. For a budget hotel like HOP INN, customers need only room so almost 100 percent of its income comes from



room revenue. As the margin from room is higher than the margin from F&B, the EBITDA margin is increasing for the lower hotels segment. As a result, our luxury hotel will have lower EBITDA margin than a two-star hotel. Since the proportions of incomes are different, hotels in each segment will have a different break-even point. Our luxury hotels which have high proportion of F&B revenue, which is less occupancy from customers who stay at the hotel, will require low occupancy to break even. In general as stated in the Erawan's financial statements, our EBITDA margin for the group is around 30 percent.

2. Regarding demands from international tourist, as for HOP INN our customers are local Thai travelers therefore the hotel is less sensitive to foreign customers. As discussed earlier, Thailand is No. 2 destination in South East Asia most visited by travelers and visitors from Asia are key source markets. This support by a shorter distance for a regional travel and the visa factor so intra-regional travel tends to generate more income than inter-regional travel. European tourists meanwhile remain our key market despite problems at their own countries.
3. Regarding a shareholder's question of anticipated economic problem and how to diversify such risk, I wish to cite an example of Europe or the US which had suffered one economic problem after another since 2008 although the situation seemed improving during the past few years. However, the number of American or European tourists never falls. We may for see the slowdown of Chinese's economic but the number of outbound Chinese compare with its population still very small. They have a billion population and only 100 million are travelling outside. When a country was more developed, their people tended to travel more and spend more as such the Chinese economic slowdown may have a certain effect but this would not make 100 million tourists disappear from the market overnight. For example, there used to be about 2 million Russian arrivals to Thailand, the number is down to 1 million when economy is in a trouble. The growth of the Chinese market does indeed compensate for a dwindling number of Russian tourists so this has no material effect to our incomes. Regarding the Erawan, we have a well diversify source markets. At the end of 1Q/15, Chinese tourists were No.1 compared to last year when they were No. 3, and followed by Thai and US travelers. The top three commanded a similar ratio; namely, 13 percent for Chinese and Thai tourists and 12 percent for the US. The diversity of our source markets allows us not to be so dependent on one market or another. The well diversify hotel segment also can attract customers at various price ranges. For HOP INN, our room rate is at market rate, the target of its customers is domestic travelers regularly travel. At present, there is no such hotel chain in this segment among existing hotels in Thailand. We see the opportunity to develop and build a standard hotel in this segment and the price at THB 500-600 that we offer is a profitable price. The cost has been tightly controlled since the start of the hotel's construction and we believe that the hotel will generate a return to shareholders.

Shareholder No.4: What's the Company's target after completing its expansion plan? Will it be high-end hotels, mid-end, economy or budget hotels? What will be the income and profit after the expansion?

Ms. Kamonwan: As presented earlier, in 2015 after the completion of expansion plan, the proportion of income, 54 percent will be from luxury hotels; 24 percent from mid-scale hotels, while 19 percent and 3percent will

come from economy and budget hotels, respectively. Of this, 61 percent will come from Bangkok-based hotels while the remaining 39 percent income will be generated from non-Bangkok hotels.

Shareholder No.5: I wish to ask two questions regarding operation results:

1. Why Incomes were down by 10 percent but EBITDA fell by 28 percent?
2. A current portion of long term loan significantly increased by 71 percent. What is the reason for that?

Ms. Kamonwan:

1. There are short-term loans from financial institutions and long-term loans due for payment within one year as presented on Page 80 of the financial statements in the Annual Report. Normally we may use a short-term loan while waiting for drawdown long term loan while developing a project,. The interest of a short-term loan was actually lower than the interest of long-term loan. At the end of the fiscal period, there could be certain outstanding of this type of loan. Meanwhile, long-term loans from financial institutions due within one year are normally due for a payment in one year and this amount to THB 1,031 million.
2. Regarding incomes, hotel business will have certain fixed costs. As a result, although incomes decrease, certain costs will not decrease accordingly. In other words, there are fixed and variable costs depending on the occupancy rate or the business's need. This is the reason that EBITDA usually could decrease at a higher rate than the income. Our EBITDA which decreased from THB 1,354 million to THB 973 million, a 28 decrease from last year, this was mainly due to part of the hotel's fixed costs. On the other hand, when incomes increase, we can see as well that there is a reversal. Incomes that increase to a certain level can also drive profit to increase at even a higher rate since fixed costs usually remain the same and do not vary according to increasing incomes.

No shareholder asked further questions or made further comments when requested by the chairman of the meeting, who then requested the meeting to acknowledge the company's 2014 operation results.

**Resolution:**

After due consideration, the meeting resolved to acknowledge the performance of the company's 2014 operating results and adopt the Board of Directors' report on the performance of the company for the year 2014

**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, 2014.**

The Chairman informed the meeting that the company had prepared the balance sheet as well as the statement of income at the end of the 2014 fiscal year which had been duly audited by the company's auditor and which the Audit Committee and the Board considered correct, completed and adequate in accordance with the general accounting principles. This was illustrated under Section "Financial Statements", "Report of the Audit Committee to Shareholder" and "Report of the Board's Responsibility in the Financial Statements" of the 2014 Annual Report which had already been sent to shareholders together with the invitation to attend this meeting as per Enclosure No.2. Details are as follows:

(Unit: million Baht)

Items	Company Only	Consolidated
Total Assets	13,369.61	14,516.62
Total Liabilities	6,395.19	9,782.67
Total Equity (Company's Shareholder)	6,974.42	4,733.95
Total Revenues	2,289.76	4,354.09
Net Profit & (Loss)	108.68	(110.50)
Net Profit & (Loss) (Company's Shareholder)	108.68	(111.58)
Earnings per share	THB 0.04	THB (0.05)
Retained Earnings (Unrealized)	3,507.21	1,092.50

Note: The questions raised by the shareholders and explanations provided by the Board of Directors and Management of this agenda were recorded in Agenda 2.

The Chairman invited shareholders to ask questions and voice their additional observations. No additional question was asked. The Chairman asked the meeting to approve the Company's Audited Statements of Financial Position, Statements of Comprehensive Income and Consolidated Financial Statements for the year ended December 31, 2014.

**Resolution:**

After due consideration, the meeting resolved to approve the Company's Audited Statements of Financial Position, Statements of Comprehensive Income and Consolidated Financial Statements for the year ended December 31, 2014 with majority votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitled to vote
Approved	1,977,327,584	99.9991
Objected	16,000	0.0008
Abstained	2,900	0.0001

**Agenda 4: To approve 2014 net profit allocation and annual dividend payment**

4.1 To approve the company's 2014 net profit as legal reserve

The Chairman informed the meeting that Section 116 of the Public Companies Act B.E.2535(1992) requires a public company to allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount of no less than 10% of the registered authorized capital. The legal reserve is not available for dividend distribution. Clause 54 of the Company's Articles of Association states that the company shall allocate no less than five (5) percent of its annual net profit less accumulated losses brought forward (if any) to a reserve fund until the reserve fund amounts to not less than ten (10) percent of the registered capital. By Separate Financial Statements, the

company recorded a net profit of THB 108.68 million for the fiscal year 2014 and hence it is proposed that 5 percent of net profit amounted to THB 5.45 million be set aside as legal reserve.

The Chairman asked if the meeting had any inquiry or would like to express opinions. No shareholder asked additional questions or made additional comments when requested by the chairman of the meeting, who then request the meeting to approve that an allocation of five (5) percent of the net profit totaling THB 5.45 million be set aside as legal reserve.

**Resolution:**

After due consideration, the meeting resolved to approve an allocation of five (5) percent of the company's 2014 net profit as legal reserve which amounted to THB 5.45 million, with majority votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitled to vote
Approved	1,977,321,784	99.9986
Objected	15,000	0.0008
Abstained	10,900	0.0006

4.2 To approve the 2014 dividend payment.

The Chairman informed the meeting that the company had a policy to pay 40 percent of its net profit as reported in the Consolidated Financial Statements following deductions of all kinds of reserve as specified by law and the Company as dividend. By Consolidated Financial Statement, ERW reported consolidated net loss of THB 111.58 million for the fiscal year 2014 and retained earnings (unrealized) 1,092.50 million it is proposed that the ERW annual dividend for 2014 of earnings (unrealized) at the rate of THB 0.04 per share for a total amount of THB 99.27 million. The Company will entitle rightful shareholders who may receive the dividend on Thursday March 12, 2015 (Record Date). The Company will list rightful shareholders under Section 225 of the Securities and Stock Exchange Act B.E.2535 (1992) (as amended in 2008) from the closure of the share registration book on Friday March 13, 2015. The dividend will be payable on Wednesday May 27, 2015. The right to receive the aforesaid dividend is uncertain as it has not yet been approved by the 2015 AGM.

The Chairman invited shareholders to ask questions and voice their additional observations. No additional question was asked. The Chairman asked the meeting to approve the 2014 dividend payment.

**Resolution:**

After due consideration, the meeting resolved to approve the 2014 dividend payment of THB 0.04 per share for a total amount of THB 99.27 million with majority votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitled to vote
Approved	1,977,341,784	99.9997
Objected	5,000	0.0003
Abstained	900	0.0000

#### Agenda 5: To acknowledge the 2014 Audit Committee's report

The Chairman requested Mr. Sansern Wongcha-um, Chairman of the Audit Committee, to report this agenda to the meeting.

The Audit Committee consisted of three independent directors. In 2014, the Audit Committee convened four times to consider various agendas according to the 'Report of the Audit Committee to Shareholders' as seen in the 2014 Annual Report, which had already been sent to shareholders together with the invitation to attend this meeting as per Enclosure No.2 are as follows:

1. **Financial Statement Review:** The Audit Committee reviewed the quarterly financial statements and the 2014 financial statements of the Group and found that they were completed accurately. The information was adequately disclosed in a reliable manner, and was approved by the auditors without conditions. The meetings were held with auditors, without members of management present, to discuss the independence of the Committee, opinions of auditors, their observations, and improvement guidelines that would be of benefit to the Company.

2. **Internal Control System:** The Audit Committee reviewed the internal control system of The Erawan Group Public Company Limited and its subsidiaries with respect to accounting and finance, safeguarding of assets, operations, evaluation as well as legal and regulatory compliance. Check and balance mechanisms were implemented and monitoring was performed by Internal Audit Department whose independence and efficiency and deemed sufficient for protecting the interest of shareholders and relevant parties. The Company has transparent whistle-blowing and complaint-handing procedures in place. Moreover, it has announced its intention to be part of the Anti-Corruption Movement and certifies that the Company to declaration on anti-corruption by putting in place good business principles and control against bribery in response to Thailand's policy to support transparency and sustainability in business and the Company was also received level 4 "Certified" Anti-Corruption Progress Indicator Completed from the Securities and Exchange Commission (SEC).

3. **Business Law Compliance:** The Audit Committee determined that the Company duly complied with laws governing securities and exchange, as required by the SET, The SEC and other statutes relating to the Company's business.

4. **Connected Transactions of Transactions with Potential Conflict of Interest:** The Audit Committee reviewed connected transactions and found that they were genuine transactions carried out as a normal course of business, and with reasonable cause. The Company carried then out according to good corporate governance without any conflict of interest. The Company has strictly followed the SEC's and SET's rules and regulations by taking into account the interest of all Stakeholders.

5. **Risk Management:** The Audit Committee reviewed the annual plan and monitored the progress of the risk management on a quarterly basis. The Audit Committee was confident that the Company has appropriate and efficient risk management policy and procedures. Risk assessment criteria of investment projects were standardized in response to changing business environment, with the objective of discovering new business opportunities and creating value for the Company.

6. **Internal Audit:** The Audit Committee give advice and approve the annual auditing plan; to acknowledge and submit an internal auditing result to the Board of Directors; to review an annual budget and to supervise and evaluate the Internal Audit Department's performance.

7. **Appointment of auditors in 2015:** The Audit Committee considered the selection of auditors based on the Company's evaluation criteria which includes independence, quality, standards of work and qualifications according to SET requirements, and would like to propose the auditors to the Board of Directors and to seek shareholders' approval.

The Chairman invited shareholders to ask questions and voice their additional observations. As no questions were asked, the Chairman requested the meeting to acknowledge the 2014 Audit Committee's report.

**Resolution:**

After due consideration, the meeting resolved to acknowledge the 2014 Audit Committee's report

**Agenda 6: To appoint the auditors and approve the auditing fee for the year 2015**

The Chairman requested Mr. Sansern Wongcha-um, Chairman of the Audit Committee, to explain this agenda to the meeting.

The Audit Committee sought approval from the Board which had approved to propose KPMG Phoomchai Audit Limited, ("KPMG"), as the Company's auditor thanks to its satisfactory auditing results and its internationally-recognized reputation. The matter therefore was proposed to this AGM to approve an appointment of the following KPMG auditors as the company's auditor for the year 2015:

1. Ms. Somboon Supasiripinyo<sup>1</sup>, Certificate Public Accountant (Thailand) No.3731 and/or
2. Mr. Charoen Phosamritlert, Certificate Public Accountant (Thailand) No.4068 and/or
3. Ms. Vipavan Pattavanvivek, Certificate Public Accountant (Thailand) No. 4795 and/or
4. Ms. Patamavan Vadhanakul, Certificate Public Accountant (Thailand) No.9832 and/or
5. Mr. Veerachai Ratanajaratkul, Certificate Public Accountant (Thailand) No.4323

and fix the audit fee at THB 2,607,200.00 (excluding transportation out of Bangkok and relevant miscellaneous expenses). The audit fee will be THB 192,200.00 or 7.96 percent (7.96%) higher than the previous year.

The Company	2015	2014	+ / (-)	
<b>Audit fee</b>	<b>2,607,200</b>	<b>2,415,000</b>	<b>192,200</b>	<b>7.96%</b>
<b>Non audit</b>	-	-	-	-

The auditor (KPMG Phoomchai Audit Ltd.) do not have any non-audit transactions with the Company and its subsidiaries and have no conflict of interest nor nature of relationship with the Company's top managements and major shareholders of other related persons. Therefore, all proposed auditors are independent to audit and express their opinions for the Financial Statement of the Company. The Board, therefore, proposes the auditors and fees to this Shareholders' Meeting for consideration and approval.

KPMG has also been considered as the auditor of the Company's subsidiaries for the year 2015 with the audit fee totaling THB 2,080,000.00

The Chairman invited shareholders to ask questions and voice their additional observations. As no questions were asked, the Chairman requested the meeting to approve the appointment of the auditors and the auditing fee.

**Resolution:**

After due consideration, the meeting resolved to appoint the auditors whose names were above from KPMG Phoomchai Audit Limited as the Company's auditor and to fix their fee at THB 2,607,200.00 for the accounting year as of end of December 31, 2015 with majority votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitled to vote
Approved	1,977,119,109	99.9884
Objected	193,500	0.0098
Abstained	36,200	0.0018

Note: <sup>1</sup>Replace Miss Vannaporn Jongperadechanon, C.P.A. No. 4098, who has certify the Company's Financial Statement for 5 years starting from the year 2010. Follow to the SEC regulation requiring all listed companies to rotate their auditors on every 5 fiscal years basis.

**Agenda 7: To appoint directors to replace those retiring by rotation**

The Chairman informed the meeting that in accordance with Clause 19 of the Company's Articles of Association, "one-third of the directors must retire by rotation at the AGM." 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. The Chairman requested Mr. Chanin Vongkusolkit, member of the Nominating and Corporate Governance Committee, to explain this agenda to the meeting.

Mr. Chanin Vongkusolkit, acting for Chairman, informed the meeting excluding the four directors who had special interest in this agenda that the retiring directors were:

- |                                  |   |
|----------------------------------|---|
| 1. Mr. Prakit Pradipasen         | Independent Director<br>Chairman of the Board of Directors<br>Chairman of the Nominating and Corporate Governance Committee |
| 2. Mr. Sansern Wongcha-um        | Independent Director<br>Chairman of the Audit Committee   |
| 3. Assoc. Prof. Manop Bongsadadt | Independent Director<br>Member of the Audit Committee   |
| 4. Mr. Dej Bulsuk                | Independent Director<br>Member of the Audit Committee   |

The Board of Directors had assigned the Nominating and Corporate Governance to recruit directors to replace those retiring on rotation based on the following criteria: components of the Board, general qualifications and specific qualifications, qualifications of independent directors (for independent director

recruitment) and director's performances. Meanwhile, at the meeting of the Nominating and Corporate Governance Committee, Mr. Prakit Pradipasen, Chairman of the committee, abstained from voting and did not attend the meeting.

The Nominating and Corporate Governance Committee evaluated potential directors based on their performances during the past year and specific qualifications of those retiring on rotation for the best interest of the company. The four retiring directors were found to be experts. They possessed knowledge and expertise suitable for our businesses. They had also contributed as directors and they were fully qualified based on the stated criteria. Criteria and nomination procedures were stated under the topic of "Management Structure" in the 2014 annual report sent to shareholders together with an invitation to attend this meeting (Enclosure No.2). The four (4) directors had never been punished, dismissed or removed on the ground of dishonest performance. Nor had they been imprisoned for any offense related to property committed with dishonest intent. They were not engaged in other business with the same nature as and competing with the business of the company, either.

The Nominating and Corporate Governance Committee had proposed to the Board to re-elect the four retiring directors for another term, to which the Board approved.

Mr. Chanin Vongkusolkit asked the four directors to temporarily step outside the meeting to allow the meeting to appoint each director as follows.

7.1 To elect Mr. Prakit Pradipasen, an Independent director. The Nominating and Corporate Governance Committee and the Board considered that Mr. Prakit Pradipasen had appropriate qualifications and had performed well as the Chairman of the Board, independent director and the Chairman of the Nominating and Corporate Governance. His credentials and background had been included in an invitation to attend the meeting as per Enclosure No. 3.

The meeting was proposed to re-elect Mr. Prakit Pradipasen, an independent director retiring by rotation, as the company's director for another term starting from April 28, 2015 to the 2018 AGM.

Mr. Chanin Vongkusolkit opened the floor for questions and additional comments. Participating shareholders asked questions to which Mr. Chanin Vongkusolkit explained details to the meeting as follows.

A volunteer to protect shareholders' rights from the Thai ~~Listed Companies~~ Investors Association proposed that although the Association agreed with the Nomination Committee that the four directors were competent, yet, they had performed their duties as independent directors for a long time. The Association was of the opinion that independent directors who had been in the office for more than three terms or more than nine years should have been become non-independent directors if they really performed well; and that an opportunity be given to new independent directors to step in.

Mr. Chanin: The Board of Directors had already discussed the issue of independent directors' term of office. There would be further development. What the shareholder proposed would be accepted for consideration.



Mr. Chanin Vongkusolkit invited shareholders to ask questions or raise their observations. As no questions were asked, Mr. Chanin Vongkusolkit requested the meeting to re-elect Mr. Prakit Pradipasen, an independent director retiring by rotation, as a director for another term.

#### Resolution

After due consideration, the meeting resolved to re-elect Mr. Prakit Pradipasen, an independent director retiring by rotation, as the company's director for another term starting from April 28, 2015 to the 2018 AGM with majority votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitle to vote
Approved	1,970,990,351	99.6784
Objected	6,127,100	0.3099
Abstained	231,358	0.0117

7.2 To elect Mr. Sansern Wongcha-um, an Independent director. The Nominating and Corporate Governance Committee and the Board considered that Mr. Sansern Wongcha-um had appropriate qualifications and had performed well as a Chairman of the Audit Committee and independent director. His credentials and background had been included in an invitation to attend the meeting as per Enclosure No. 3.

The meeting was proposed to re-elect Mr. Sansern Wongcha-um, an independent director retiring by rotation, as the company's director for another term starting from April 28, 2015 to the 2018 AGM.

Mr. Chanin Vongkusolkit invited shareholders to ask questions or raise their observations. As no questions were asked, Mr. Chanin Vongkusolkit requested the meeting to re-elect Mr. Sansern Wongcha-um, an independent director retiring by rotation, as a director for another term.

#### Resolution

After due consideration, the meeting resolved to re-elect Mr. Sansern Wongcha-um, an independent director retiring by rotation, as the company's director for another term starting from April 28, 2015 to the 2018 AGM with majority votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitle to vote
Approved	1,977,296,909	99.9974
Objected	600	0.0000
Abstained	51,300	0.0026

7.3 To elect Assoc. Prof. Manop Bongsadadt, an Independent director. The Nominating and Corporate Governance Committee and the Board considered that Assoc. Prof. Manop Bongsadadt had appropriate qualifications and had performed well as an independent director and member of the Audit

Committee. His credentials and background had been included in an invitation to attend the meeting as per Enclosure No. 3.

The meeting was proposed to re-elect Assoc. Prof. Manop Bongsadadt, an independent director retiring by rotation, as the company's director for another term starting from April 28, 2015 to the 2018 AGM.

Mr. Chanin Vongkusolkit invited shareholders to ask questions or raise their observations. As no questions were asked, Mr. Chanin Vongkusolkit requested the meeting to re-elect Assoc. Prof. Manop Bongsadadt, an independent director retiring by rotation, as a director for another term.

#### Resolution

After due consideration, the meeting resolved to re-elect Assoc. Prof. Manop Bongsadadt, an independent director retiring by rotation, as the company's director for another term starting from April 28, 2015 to the 2018 AGM with majority votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitle to vote
Approved	1,960,477,780	99.1468
Objected	16,454,000	0.8321
Abstained	417,029	0.0211

7.4 To elect Mr. Dej Bulsuk, an Independent director. The Nominating and Corporate Governance Committee and the Board considered that Mr. Dej Bulsuk had appropriate qualifications and had performed well as an independent director and member of the Audit Committee. His credentials and background had been included in an invitation to attend the meeting as per Enclosure No. 3.

The meeting was proposed to re-elect Mr. Dej Bulsuk, an independent director retiring by rotation, as the company's director for another term starting from April 28, 2015 to the 2018 AGM.

Mr. Chanin Vongkusolkit invited shareholders to ask questions or raise their observations. As no questions were asked, Mr. Chanin Vongkusolkit requested the meeting to re-elect Mr. Dej Bulsuk, an independent director retiring by rotation, as a director for another term.

#### Resolution

After due consideration, the meeting resolved to re-elect Mr. Dej Bulsuk, an independent director retiring by rotation, as the company's director for another term starting from April 28, 2015 to the 2018 AGM with majority votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitle to vote
Approved	1,960,160,209	99.1290
Objected	16,454,300	0.8321
Abstained	769,300	0.0389

Remark: Since directors of the Company having a special interest in this agenda were also the company's shareholders, a total number of 1,210,787 shares were abstained

**Agenda 8: To approve the directors' remuneration for the year 2015.**

The Chairman as Chairman of the Nominating and Corporate Governance Committee explained to the meeting that the Nominating and Corporate Governance Committee had reviewed the remunerations of the Company's directors and members of the committees on the basis of their responsibilities and statistical data of remunerations paid by the service sector as well as average payments by listed companies enjoying the same level of incomes. The roles and responsibilities of the board of directors and the committee had been sent to the shareholders together with the notice to this meeting as per Enclosure No.5. As such, the Nominating and Corporate Governance Committee proposed to the Board that director's remunerations for 2015 shall remain on the same basis as previous year which consist of (i) a retainer fee to be paid to directors on a monthly basis; (ii) an attendance fee to be paid on the basis of a number of director's attendance to the meeting; and (iii) a remuneration fee to be paid on an annual basis subject to the Company's performance. Proposed remunerations for 2015 compared with those for 2014 are as follows;

<u>Board of Directors, Retainer Fees</u>	<u>2015</u>	<u>2014</u>
1) Retainer Fee: THB 3,990,000 in total per year		
- Chairman	THB 32,500/month	THB 32,500/month
- 12 Directors each	THB 25,000/month	THB 25,000/month
2) Other remuneration (bonus), for directors in 2014/2013		
	<u>2014</u>	<u>2013</u>
- Chairman	-0-	THB 390,000.00
- 12 Directors each	-0-	THB 300,000.00

Remunerations of members of the committee (Only attending directors shall be paid)

	<u>2015</u>	<u>2014</u>
1) Audit Committee		
- Chairman	THB 32,500/meeting	THB 32,500/meeting
- 2 Members each	THB 25,000/meeting	THB 25,000/meeting
2) The Strategic and Investment Committee		
- Chairman	THB 26,000/meeting	THB 26,000/meeting
- 4 Members each	THB 18,750/meeting	THB 18,750/meeting
- 2 Executive Director Members	-0-	-0-
3) The Nominating and Corporate Governance Committee		
- Chairman	THB 19,500/meeting	THB 19,500/meeting
- 3 Members each	THB 14,000/meeting	THB 14,000/meeting
4) The Management Development and Compensation Committee		
- Chairman	THB 19,500/meeting	THB 19,500/meeting
- 3 Members each	THB 14,000/meeting	THB 14,000/meeting

The Chairman invited shareholders to ask questions or raise additional observations. As no questions were asked, the Chairman requested the meeting to approve no more than THB 5,478,500 a year as a retainer fee.

#### Resolution

After due consideration, the meeting resolved to approve no more than THB 5,478,500 a year as a retainer fee with no less than two-thirds of votes as follows:

Resolution	Total Votes (1 Share = 1 vote)	Percent of the total votes of shareholders attending the meeting and entitled to vote
Approved	1,833,450,514	92.7210
Objected	7,000	0.0004
Abstained	143,926,295	7.2786

Remark: Since directors of the Company having a special interest in this agenda were also the company's shareholders, a total number of 143,874,395 shares were abstained.

#### Agenda 9: Others (If any)

The Chairman informed the meeting that this agenda was reserved for shareholders to ask questions and/or for directors to express opinions in other matters in which executives would clarify shareholders' questions (if any). Therefore, no issue would be proposed for the meeting to consider and approve in this agenda and no resolution would be adopted.

The Chairman asked whether shareholders had any other question to which no shareholder posed further question. The Chairman declared the meeting adjourned.

The meeting was adjourned at 16.30 hours.

Prakit Pradipasen \_\_\_\_\_ Chairman of the Meeting

(Mr. Prakit Pradipasen)

Chairman of the Board

Kanokwan Thongsiwarugs \_\_\_\_\_ Secretary to the Meeting

(Ms. Kanokwan Thongsiwarugs)

Company Secretary and Minutes Keeper