



OISHI
G·R·O·U·P
PUBLIC COMPANY LIMITED

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บริษัท โออิชิ กรุ๊ป จำกัด (มหาชน)

20th FLOOR, UM TOWER, 9 RAMKHAMHAENG RD., SUANLUANG BANGKOK 10250, THAILAND
TEL. 66 (0) 2717-2244 FAX. 66 (0) 2717-3920 <http://www.oishigroup.com>

เลขที่ 9 อาคารยูเอ็มทาวเวอร์ ชั้น 20 ถนนรามคำแหง แขวงสวนหลวง เขตสวนหลวง กรุงเทพมหานคร 10250
ทะเบียนเลขที่ บมจ. 0107574700158 โทร. 0-2717-2244 แฟกซ์. 0-2717-3920

Ref.No. SN. 087/2010

December 9, 2010

Subject: To propose the agendas for the Annual General Meeting of Shareholders
2011

To: President of the Stock Exchange of Thailand

Oishi Group Public Company Limited would like to invite the shareholders, during December 13, 2010 – February 13, 2011, to propose agenda and nominate directors in advance for the 2011 Annual General Meeting. The proposal shall indicate whether it is the matter proposed for information, for approval or for consideration, as the case may be, including details of the proposed matter. We enclose herewith the criteria for agenda proposal which is to be also posted in our company's website <http://www.oishigroup.com> under "Investor Relations" and "2011 Annual General Meeting".

Please be informed accordingly.

Yours Faithfully,

Mr. Paiboon Kujareevanich
Executive Vice President

**The criteria for shareholders right to propose the agenda
and to nominate director for the 2011 annual general meeting**

1. The qualification of shareholders and proposed agenda

A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company (not less than 9,375,000 shares) . The proposal shall indicate whether it is the matter proposed for information, for approval or for consideration, as the case may be, including details of the proposed matter the 2011 annual ordinary general meeting, provided that it shall comply with rules as specified by the notification of the Capital Market Supervisory Board.

2. Agenda proposals which is not acceptable

- 2.1 Agenda proposals that violates the paragraph 1.
- 2.2 Agenda proposals that concern normal business practice of the company, unless there is indication of irregularity.
- 2.3 Agenda proposals for the company to take action which is beyond the power or control
- 2.4 Agenda proposals that the shareholders proposed within last 12 months and said agenda passed the resolution less than 10 % of the votes, unless said agenda has been significant changed from the former Shareholder Meeting.
- 2.5 Other cases according to the regulations announced by Capital Market Committee.

3. The company procedure

The agenda proposals and nomination of director will be considered by the board of directors.

In cases where the board of directors refuses to include the matter proposed by the shareholders under the first paragraph as the agenda in any shareholders' meeting, it shall be notified as the matter for information in that shareholders' meeting and specified the reasons of such refusal. The board of directors shall include the matter proposed by the shareholders under the first paragraph as the agenda of the 2011 shareholders' meeting.

4. How to propose the agenda

To facilitate all shareholders to propose the agenda, please fill the Agenda Proposal Form which can be downloaded from our website and send by e-mail to chawita@oishigroup.com or by facsimile number 66(0)2717-2244 ext. 110 and then deliver all the original documents to the company by February 13, 2011 to the address below:



The office of managing director
Oishi Group Public Company Limited
No. 9 UM Tower, Ramkhamheang Rd.,
Suanluang, Bangkok 10250
Thailand

5. Duration

From 13 December, 2010 to February 13, 2011

Please call 66(0)2717-2244 ext. 114-116 for further information

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