



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 บบจ. 0107574700158 โทร. 0-2717-2244 แฟกซ์. 0-2717-3920

(-Translation-)

March 26, 2012

Re: Invitation to the 2012 Annual General Meeting of Shareholders

To: All Shareholders of Oishi Group Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2011 Annual General Meeting of Shareholders
 2. Annual report, together with the Consolidated Financial Statements of the Company and subsidiaries for the year ended December 31, 2011
 3. Profiles of directors who are nominated to be elected as directors of the Company
 4. Details of the Debentures of the Company
 5. Documents and evidences required for attending the Meeting
 6. Two copies of Proxy Forms (Form A and Form B)
 7. Definition and qualifications of Independent Director of the Company
 8. Profiles of Independent Director who are proposed to be a proxy of shareholders in case of proxy granting
 9. The Articles of Associations of the Company relating to Shareholders' Meeting
 10. Map of the Meeting Venue

The Board of Directors of Oishi Group Public Company Limited (the “**Company**”) invite you to attend the 2012 Annual General Meeting of Shareholders (the “**Meeting**”) on Wednesday, April 25, 2012 at 2.30 p.m. at Grand Hall I, 2nd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis, to consider the following agenda.

Agenda 1 Chairman of the Board of Directors Notification

Details will be given by the Chairman.

Agenda 2 Adoption of the Minutes of the 2011 Annual General Meeting of Shareholders which was held on April 28, 2011

Fact and Reasons: The Secretary of the Meeting took the Minutes of the 2011 Annual General Meeting of Shareholders, which was held on April 28, 2011. The Company submitted mentioned Minutes of the Meeting to the Stock Exchange of Thailand within 14 days and to the Ministry of Commerce as required by laws, as per the details in the copy of the Minutes which was attached to the Invitation of the Meeting. (Enclosure 1)

Opinion of the Board of Directors: The Minutes was taken accurately according to the resolutions of the Meeting. The shareholders are recommended to adopt the Minutes of the 2011 Annual General Meeting of Shareholders.

Agenda 3 Acknowledgement of the business operation for 2011 and the report of the Board of Directors

Fact and Reasons: The Company prepared the report of the Board of Directors concerning the business operation of the Company for the year ended December 31, 2011 showing the operating results for 2011, as per details in the Annual Report, which was delivered to the shareholders, together with the Invitation of the Meeting. (Enclosure 2)

Opinion of the Board of Directors: After due consideration, the Board of Directors endorsed correctness and adequacy of the reports. The shareholders are recommended to acknowledge the business operation for 2011 and the report of the Board of Directors.

Agenda 4 Approval on the Financial Statements for the year ended December 31, 2011 together with the Auditor Report

Fact and Reasons: The Company prepared the Financial Statements for the year ended December 31, 2011 which were audited and certified by the auditor of the Company, KPMG Phoomchai Audit Co., Ltd., and reviewed by the Audit Committee, as per details in the 2011 Annual Report. (Enclosure 2)

Opinion of the Board of Directors: The shareholders are recommended to approve the Financial Statements for the year ended December 31, 2011 which were audited and certified by the auditor of the Company and reviewed by the Audit Committee.

Agenda 5 Approval on the dividend payment and the appropriation for legal reserve

Fact and Reasons: The Company has the policy to allocate the annual profit and pay dividend to the shareholders when it appears that:

1. The Company has profitable performance.
2. The Company has no cumulative losses.
3. The Company's cash flow is sufficient for the dividend payment.
4. The consideration of dividend payment is based on investment of the Company on various projects.
5. The Company will pay the dividend at the rate of not less than 40% of the net profit after the appropriation of legal reserve and income tax.

According to the operating results of the Company, the Company has a total profit of Baht 808,126,921.71. The Board of Directors Meeting of Oishi Group Public Company Limited No. 1/2012 held on February 22, 2012 approved the dividend payment for the operating results of the year 2011 to all shareholders at Baht 2.20 per share. The total

amount to be paid is Baht 412,500,000, representing a payout ratio of 51.04% of the Company's net profit, which is in line with the Company's dividend payment policy. There was no additional appropriation as the Company legal reserve has already met the requirement of the Public Company Act. In this regard, the Board of Directors of the Company approved the interim dividend payment for the first six-month of the year 2011 on September 7, 2011 at Baht 1.50 per share, the total amount paid was Baht 281,250,000. Therefore, it is appropriate to propose the Meeting to declare the dividend payment for the second half of the year 2011 at Baht 0.70 per share, totaling of Baht 131,250,000.

Opinion of the Board of Directors: It is appropriate to report to shareholders on the interim dividend payment made on September 7, 2011 at Baht 1.50 per share, the total amount paid was Baht 281,250,000 and there was no additional appropriation as the Company legal reserve has already met the requirement of the Public Company Act. The shareholders are recommended to approve the declaration of dividend payment for the operating results of the year 2011 for this time at Baht 0.70 per share, the total amount to be paid is Baht 131,250,000 to the shareholders whose names are appeared in the share registration of the Company on April 4, 2012 and there will be no additional appropriation as the Company legal reserve has met the requirement of the Public Company Act. In this connection, the Company determines to pay dividend on May 23, 2012.

Agenda 6 Approval on the election of the directors in replacement of the directors who terms will expire by rotation

Fact and Reasons: According to Article 17 of the Articles of Association of the Company, at every annual general meeting of shareholders, one-third (1/3) of the total number of directors of the Company shall retire by rotation. If the number of vacated directors does not reach the exact one-third (1/3), the number nearest to one-third (1/3) shall be subject to the above retirement. A retiring director may be eligible for re-election.

In the 2012 Annual General Meeting of Shareholders, four directors shall retire, which are:

1. Mr. Vikrom Koompirochana Independent Director and Chairman of the Audit Committee
2. Ms. Potjaneer Thanavarani Independent Director and Audit Committee
3. Mr. Chai Jroongtanapibarn Independent Director and Audit Committee
4. Mr. Ueychai Tantha-obhas Director

The Nomination Committee has thoroughly considered and selected qualified and suitable individuals to be proposed to hold the position of the Company's directors in accordance with the qualifications, working experiences, skills and expertise, as well as the proportion of the 12 Board of Directors members, including the performance of the directors during the past year by casting their votes individually for the appointment of each directors. The Nomination Committee considered and proposed to the Board of Directors for further proposing to the Meeting of Shareholders to approve the re-election of the four retired directors as the Company's directors for another term.

The profile of each director is sent to the shareholders, along with this meeting invitation (see Enclosure 3).

Opinion of the Board of Directors: The Board of Directors excluding the directors who are proposed for re-election, agreed with the recommendation made by the Nomination Committee to propose the shareholders to re-elect Mr. Vikrom Koombirochana, Ms. Potjanee Thanavarant, Mr. Chai Jroongtanapibarn and Mr. Ueychai Tantha-obhas to be Company's directors for another term.

Agenda 7 Approval on the payment of director remuneration for the period from April 2012 to March 2013

Fact and Reasons: The Remuneration Committee has considered the director remuneration by taking into account the benchmark rates of peers in the industry, as well as the Company's business expansion, the performance of the Company and its subsidiary, and scope and responsibility of each committee and endorsed the matter to be proposed to the Board of Directors for further proposing to the Meeting of Shareholders to approve the director remuneration for the period from April 2012 to March 2013 at the aggregate amount of not more than Baht 10,000,000, which is the same rate as previous period. The Remuneration Committee shall be empowered to allocate the amount as deemed appropriate. Details of remuneration of each director for the year 2011 appear in the "Remuneration" section of the Annual Report submitted together with this meeting invitation (see Enclosure 2).

Opinion of the Board of Directors: The Board of Directors concurred the endorsement of the Remuneration Committee to propose the director remuneration for the period from April 2012 to March 2013 at the aggregate amount of not to exceed Baht 10,000,000, and authorize the Remuneration Committee to have power to allocate the amount as deemed appropriate, to the Meeting of Shareholders for consideration.

Agenda 8 Approval on director bonus for the year 2012

Fact and Reasons: The Remuneration Committee has considered the Board of Directors' bonus payment based on the performance of the Company and its subsidiaries, benchmark of peers in the same industry and business expansion in order to ensure that the bonus reflect the scope and responsibility of Directors. It therefore proposed the Board of Directors to further propose to the Meeting of Shareholders to approve the director bonus for the year 2012 and fix the bonus amount. The Remuneration Committee shall be empowered to allocate the amount as deemed appropriate. Details of bonus of each director for the year 2011 appear in the "Remuneration" section of the Annual Report submitted together with this meeting invitation (see Enclosure 2).

Opinion of the Board of Directors: The Board of Directors concurred the endorsement of the Remuneration Committee to propose to the Meeting of Shareholders to approve the director bonus payment for the year 2012 and fix the bonus amount, and also authorize the Remuneration Committee to have power to allocate the amount as deemed appropriate to each director.

Agenda 9 Approval on the appointment of the auditor for the Financial Statements ending December 31, 2012 and determination of the remuneration

Fact and Reasons: In order to ensure compliance with the Public Company Act B.E. 2535 in relation to appointment of auditor and determination of auditor remuneration by the Meeting of Shareholders, the Audit Committee has endorsed and proposed to the Board of Directors to consider and concur the appointment of auditor for financial statements of the Company and subsidiaries for the year ending December 31, 2012 as listed below.

1. Mr. Nirand Lilamethwat, Certified Public Accountant (Thailand) No. 2316; or
2. Ms. Orawan Sirirattanawong, Certified Public Accountant (Thailand) No. 3757, or;
3. Mr. Bunyarit Thanomcharoen. Certified Public Accountant (Thailand) No. 7900.

Any of these auditors from KPMG Phoomchai Audit Co., Ltd. shall be appointed as the Company's auditor and the auditor remuneration for the year 2012 shall be determined at the rate Baht 4,160,000 (an increase by Baht 175,000 from last year's audit fee of Baht 3,985,000) due to the increase workloads and accounting items as per the business plan. The three auditors have no relationship or any vested interest with the Company, its subsidiaries, executives, major shareholders, or any related persons and therefore; are independent in the audit and provision of opinion on the Company's financial statements. In

addition, none of above auditors has acts as the auditor of the Company for 5 fiscal years consecutively.

Opinion of the Board of Directors: The Board of Directors concurred the endorsement of the Audit Committee to propose to the Meeting of Shareholders to appoint either Mr. Nirand Lilamethwat, Certified Public Accountant (Thailand) No. 2316 or Ms. Orawan Sirirattanawong, Certified Public Accountant (Thailand) No. 3757 or Mr. Bunyarit Thanomcharoen, Certified Public Accountant (Thailand) No. 7900 from KPMG Phoomchai Audit Co., Ltd. to be the auditor of the Company and its subsidiaries and to determine the auditor remuneration of Baht 4,160,000 for the audit of the financial statements for the year ending December 31, 2012.

Agenda 10 Approval on the issuance and offering of the Debentures in the principal amount of not more than Baht 3,000 million

Fact and Reasons: For carrying on and expansion of the business of the Company, the Company should issue and offer of the Debentures in the principal amount of not more than Baht 3,000 million.

Opinion of the Board of Directors: The Board of Directors has considered the matter and is of the opinion that for carrying on and expansion of the business of the Company, the Shareholders should approved the issuance and offering of the Debentures of the Company in the amount of not more than Baht 3,000 million or the equivalent amount in other currencies and also authorize the Chairman of the Board of Director (BOD), the BOD or the person assigned by the BOD and/or the person(s) entrusted by the BOD to have the powers to determine or amend the terms and conditions relating to the issuance and offering of the Debentures including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the Debentures in compliance with the applicable law, as well as to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s) etc.

The documents for consideration of this Agenda are as appeared in Enclosure 4.

Agenda 11 Other businesses (if any)

Opinion of the Board of Directors: There will be no further proposed agenda to the Meeting of Shareholders and no voting for resolution in this agenda in order to give the shareholders an opportunity to make enquiries to the Board of Directors (if any).

The Book Closure Date to determine the rights of shareholders to participate in the 2012 Annual General Meeting of Shareholders is set on April 4, 2012 until the meeting is adjourned.

The shareholders of Oishi Group Public Company Limited are cordially invited to participate in the meeting on the date and time stated above. If you are to assign proxy to represent you, kindly assign the representative who is of the legal age. Also, kindly fill in the Proxy Form (Enclosure 6) and submit it to the Chairman of the meeting or designated person before attending the meeting.

For the maximum benefit of the meeting and to reserve the rights of the shareholders, if any shareholders have any queries regarding the meeting agenda, please send the questions in advance to chitkasem.m@oishigroup.com or send them by fax to (662) 785-8808. Please identify your contact details. The company will compile all the queries for further clarifications accordingly.

Sincerely Yours,

-Signature-

(Mr. Paiboon Kujareevanich)
Company Secretary



บริษัท โออิชิ กรุ๊ป จำกัด (มหาชน)

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ทะเบียนเลขที่ บมจ. 0107574700158 โทร. 0-2717-2244 แฟกซ์. 0-2717-3920

(-Translation-)

**Oishi Group Public Company Limited
Minutes of the 2011 Annual General Meeting of Shareholders
Held on April 28, 2011
At Log Home Dining Complex, No. 540/7 Soi Thonglor 18,
North Klongton Sub-district, Wattana District, Bangkok

Attending Directors

- | | | |
|-----|-------------------------------|--|
| 1. | Mr. Narong Srisa-arn | Chairman |
| 2. | Mr. Thapana Sirivadhanabhakdi | Vice Chairman |
| 3. | Mr. Vikrom Koompirochana | Independent Director and Chairman of the Audit Committee |
| 4. | Mr. Chai Jroongtanapibarn | Independent Director and Audit Committee |
| 5. | Ms. Potjaneer Thanavarant | Independent Director and Audit Committee |
| 6. | Mr. Prasit Kovilaikool | Independent Director |
| 7. | Mr. Matthew Kichodhan | Director and President |
| 8. | Mr. Sithichai Chaikriengkrai | Director |
| 9. | Mr. Ueychai Tantha-obhas | Director |
| 10. | Mr. Pisanu Vichiensanth | Director |
| 11. | Mr. Panot Sirivadhanabhakdi | Director |

Absent Directors

- | | | |
|----|--------------------|---------------------------------|
| 1. | Mr. Yeuh-Chin Chiu | Director and Factory Consultant |
|----|--------------------|---------------------------------|

Auditors from KPMG Phoomchai Audit Co., Ltd.

- | | | |
|----|----------------------------|---|
| 1. | Mr. Nirand Lilamethwat | Certified Public accountant (Thailand) No. 2316 |
| 2. | Ms. Nittaya Chetchotirote | Certified Public accountant (Thailand) No. 4439 |
| 3. | Ms. Orawan Sirirattanawong | Certified Public accountant (Thailand) No. 3757 |

The Meeting convened at 2.00 p.m.

Mr. Narong Srisa-arn, Chairman of the Board of Directors, presided over the meeting and informed the Meeting that there were 61 shareholders attending the Meeting by themselves, 78 shareholders attending the Meeting by appointment of proxies, totaling 139 shareholders holding a total of 167,406,206 shares. The number of attending shareholders is more than 25 shareholders and the number of shares is more than one-third of all issued and

sold shares of the Company; thus constituting a quorum of the Meeting as required by the Article 35 of the Articles of Association of the Company.

The Chairman declared the Meeting duly convened, and introduced the participating directors as well as the auditors from KPMG Phoomchai Audit Co., Ltd. who attended the Meeting.

The Chairman informed the Meeting of the voting procedure as follows:

1. Shareholders who wish to cast “Disapprove” or “Abstention from vote” shall mark in the ballot for the agenda being considered and raise hand(s) so that the ballot(s) will be collected by the Company officers.
2. The approval vote-counting will be done by deducting the number of “Disapprove” votes and “Abstention from vote”.
3. In case there are no votes “Disapprove” or “Abstention from vote” in an agenda; such agenda shall be deemed unanimously approved.
4. Company officers were assigned to collect ballots on the side of the stage and the result of the votes on the previous agenda will be tallied. The Chairman will announce the result to the Meeting accordingly during the consideration of the next agenda to ensure convenience and timeliness. The voting results of each agenda shall be deemed final upon the voting result announcement.

In this regard, shareholders were duly informed they will be entitled to one vote per one share, whether they attend the Meeting by themselves or by proxies. Thereafter, the Chairman conducted the Meeting according to the following agenda:

Agenda 1 **Chairman of the Board of Directors Notification**

-None-

Agenda 2 **Adoption of the Minutes of the 2010 Annual General Meeting of Shareholders which was held on April 20, 2010**

The Chairman proposed the meeting to adopt the minutes held on April 20, 2010, which was sent to the shareholders prior to the meeting.

Mr. Kraiwal Katawanich, a shareholder, informed the Meeting of an amendment, which was previously requested for the minutes of the 2009 Annual General Meeting of Shareholders, but such amendment did not appear in the minutes of the 2010 Annual General Meeting of Shareholders. Therefore, such amendment was proposed again for the minutes of the 2009 Annual General Meeting of Shareholders as appeared below.

Agenda 10 of the minutes of the 2009 Annual General Meeting of Shareholders

Phrase: “If the Company has adequate remaining machinery production capacity”

Proposed amendment: “If the Company has adequate remaining production capacity *of* machinery”

The reason for the proposed amendment was because the Company engages in the production of food and beverage, not the machinery.

The Chairman assigned the responsible person to make corrections in accordance with the proposed amendment.

After due consideration, the Meeting resolved, by the majority of voting of the shareholders to adopt the Minutes of the 2010 Annual General Meeting of Shareholders, which was held on April 20, 2010. The voting results of the shareholders who attended the Meeting and cast their votes were as follows:

Approval	167,392,487	votes	(99.9992%)
Disapproval	1,100	votes	(0.0007%)
Abstention	200	votes	(0.0001%)

Agenda 3 **Acknowledgement of the business operation for 2010 and the report of the Board of Directors**

The Chairman proposed the Meeting to consider and acknowledge the business operating results for the year 2010 as appeared in the 2010 annual report, which was submitted to the shareholders together with the invitation to the Annual General Meeting of shareholders. Mr. Matthew Kichodhan, President, was invited to report to the Meeting.

Mr. Matthew reported to the Meeting that in 2010, the Company generated revenues totaling Baht 9,220 million and the net profit totaling Baht 1,009 million or an increase of 34.4 percent from last year. Baht 5,127 million was contributed by the beverage business or an increase of 33.9 percent from the previous year, mainly due to the sales promotional campaign “Free trip with Friends Part III” and the launch of new products. As a result, the Company had net profit of Baht 772 million, an increase of 40.1 percent from last year. The food business generated an income of Baht 4,093 million or an increase of 24.1 percent, attributable to the increase of sales of existing dining outlets, opening of new branches and the launch of instant food. The food business had the net profit of Baht 237 million or an increase of 18.5 percent.

The Meeting acknowledged the operation results for the year 2010 and the report of Board of Directors as per details proposed in all respects.

Agenda 4 **Approval on the Balance Sheets and the Profit and Loss Statements for the year ended December 31, 2010 together with the Auditor Report**

The Chairman proposed the Meeting to consider and approve the Company's balance sheets and profit and loss statement for the year ended December 31, 2010, together with the Auditor Report, which were submitted to the shareholders together with the invitation to the Annual General Meeting of shareholders. Mr. Paiboon Kujareevanich, Executive Vice President-Accounting and Finance, was invited to report the matter.

Mr. Paiboon informed the Meeting that the Audit Committee jointly considered the financial statements with the Company's auditor, KPMG Phoomchai Audit Co., Ltd., and concluded that the financial statements presented fairly, in all material respects, the financial position, results of the operations, and cash flow statement in accordance with the generally accepted accounting principles.

Ms. Anatsaya Suramethakul, proxy from the Thai Investors Association, inquired about the purpose of the long-term loan of Baht 600 million stated in the Note 15 of the Notes to financial statements.

Mr. Paiboon informed that the Company utilized the fund in the Cold Aseptic Filling project and the reason for obtaining the long-term loan was because it was more stable than the short-term loan.

The Meeting was requested to consider the matter.

After due consideration, the Meeting resolved, by the majority of voting of the shareholders to approve the Company's Balance Sheets and Profit and Loss Statements for the year ended December 31, 2010, together with the Auditor Report. The voting results of the shareholders who attended the Meeting and cast their votes were as follows:

Approval	167,392,487	votes (99.9991%)
Disapproval	1,100	votes (0.0007%)
Abstention	400	votes (0.0002%)

Agenda 5 Approval on the dividend payment and the appropriation for legal reserve

The Chairman proposed the Meeting to consider and approve the dividend payment and the appropriation for legal reserve. Mr. Paiboon Kujareevanich, Executive Vice President-Accounting and Finance, was invited to report the matter.

Mr. Paiboon informed the Meeting that the Company has policy to pay the dividend at the rate of not less than 40 percent of the net profit after the deduction of legal reserve and income tax. In the year 2010, the Company earned a total profit of Baht 1,009,481,803 (Baht one thousand nine million four hundred eighty one thousand eight hundred and three) and therefore; it was proposed that dividend be paid at the rate of Baht 3.20 (Baht three and twenty satang) per share, totaling Baht 600,000,000 (Baht six hundred million) representing a payout ratio of 59.44 percent of the net profit for year 2010. In this regard, the Company has paid the interim dividend of Baht 1.50 (Baht one and fifty satang) per share, totaling Baht 281,250,000 on September 6, 2010 and has already allocated the legal reserve 10 percent of its authorized share capital. Therefore, the shareholders were proposed to consider and approve the allocation of profit from the 2010 operating results at the rate of Baht 1.70 (Baht one and seventy satang) per share, totaling Baht 318,750,000 (Baht three hundred eighteen million seven hundred and fifty five thousand) to be paid to shareholders whose names appeared in the shareholders' list on April 8, 2011; the dividend will be paid on May 23, 2011 and there will be no appropriation for legal reserve, since the legal reserve of the Company has met the requirement in compliance with the laws.

The Meeting was requested to consider the matter.

After due consideration, the Meeting resolved, by the majority of voting of the shareholders to approve the dividend payment and appropriation as the legal reserve of the Company as per details proposed. The voting results of the shareholders who attended the Meeting and cast their votes were as follows:

Approval	167,392,486	votes (99.9991%)
Disapproval	1,101	votes (0.0007%)
Abstention	400	votes (0.0002%)

Agenda 6 Consideration and approval on the election of the directors and the determination of director authorities

The Chairman proposed the Meeting to consider and approve the election of the directors and the determination of director authorities, details of which were submitted to the shareholders together with the invitation to the Annual General Meeting of shareholders. Mr. Vikrom Koopirochana, Independent Director and Chairman of the Audit Committee, was invited to report the matter.

Mr. Vikrom Koopirochana informed the Meeting that pursuant to the Article 17 of the Articles of Association of the Company, one-third of the directors shall be retired by rotation at every annual general meeting of shareholders. In case the number of directors who retired by rotation could not be divided into one-third proportion, a close number to one-third shall apply. In this connection, directors who retired by rotation may be re-elected to hold directorship position.

The names of the directors who shall retire by rotation for this year are as follows:

- | | | |
|----|-----------------------------|------------------------|
| 1. | Mr. Narong Srisa-arn | Chairman |
| 2. | Mr. Matthew Kichodhan | Director and President |
| 3. | Mr. Panot Sirivadhanabhakdi | Director |
| 4. | Mr. Yeuh-Chin Chiu | Director |

Mr. Yeuh-Chin Chiu expressed his intention to waive the right to hold directorship position upon his being retired by rotation.

The Nomination Committee considered nominated persons, their qualifications, experiences, and expertise from many industries and their performances being Board members, and the proportion of all 12 Board of Directors members, then casted their votes individually for the appointment of each of directors (If the nominated persons were appointed to be directors). The Nomination Committee opined that it was appropriate to approve the re-election of 3 directors who were due to retire by rotation to be directors for another term and nominated a third-party person to hold directorship position in replacement of Mr. Yeuh-Chin Chiu as per the names appeared below.

- | | | |
|----|-----------------------------|------------------------|
| 1. | Mr. Narong Srisa-arn | Chairman |
| 2. | Mr. Matthew Kichodhan | Director and President |
| 3. | Mr. Panot Sirivadhanabhakdi | Director |
| 4. | Ms. Sureeporn Pradittasnee | Director |

The director profiles of those 4 directors, details of which were submitted to the shareholders together with the invitation to the Annual General Meeting of Shareholders. Upon the election, the proportion of the Board of Directors consisted of 4 independent directors out of the total 12 directors, or one-third of all directors, which meets the requirement of the Securities and Exchange Commission, pertaining to the Notification of the Securities and Exchange Commission No. TorJor. 28/2551.

The authorities of the directors shall remain unchanged.

Mr. Somboon Jongstapornpong, a shareholder and proxy, raised a concern about the correctness of the ballots for the item 4 of the agenda 6 that the name in the ballot was Mr. Yeuh-Chin Chiu, which was different from the document of the said agenda which stated the name of Ms. Sureeporn Pradittasnee.

Mr. Paiboon Kujareevanich informed the Meeting that the error occurred during the process of document printing. The correct name stated in the ballot of the item 4 of the agenda 6 must be Ms. Sureeporn Pradittasnee. Then, he apologized for such error.

The Meeting was requested to consider the matter.

After due consideration, the Meeting resolved, by the majority of voting of the shareholders to approve the authorities of the Board of Directors, re-elect 3 retired directors for another term and elect Ms. Sureeporn Pradittasnee in place of Mr. Yeuh-Chin Chiu, the Director retired by rotation, as proposed in all respects. (With the votes as follows:

1.	Mr. Narong Srisa-arn	Chairman
	Approval	167,392,581 votes (99.9992%)
	Disapproval	1,102 votes (0.0007%)
	Abstention	304 votes (0.0002%)
2.	Mr. Matthew Kichodhan	Director and President
	Approval	167,392,584 votes (99.9992%)
	Disapproval	1,102 votes (0.0007%)
	Abstention	301 votes (0.0002%)
3.	Mr. Panot Sirivadhanabhakdi	Director
	Approval	167,392,585 votes (99.9992%)
	Disapproval	1,102 votes (0.0007%)
	Abstention	300 votes (0.0002%)

4.	Ms. Sureeporn Pradittasnee	Director
	Approval	167,392,585 votes (99.9992%)
	Disapproval	1,102 votes (0.0007%)
	Abstention	300 votes (0.0002%)

Agenda 7 Approval on the payment of director remuneration for the period from April 2011 to March 2012

Ms. Sasinee Hemthanon, proxy of Thai Beverage Public Company Limited, proposed the Meeting to consider and approve the payment of director remuneration for all committees for the period of April 2011 to March 2012 for the total amount of not more than Baht 10,000,000 (Baht ten million), which is the same rate as that of 2010. The Remuneration Committee shall be authorized to allocate the remuneration as deemed appropriate.

The Meeting was requested to consider the matter.

The Meeting considered and resolved, by the vote of not less than two-third of total votes of shareholders who attended the Meeting and were entitled to cast their votes, to approve the director remuneration for the period of April 2011 to March 2012 at the amount of not exceeding Baht 10,000,000 (Baht ten million) and authorize the Remuneration Committee to allocate the remuneration as deemed appropriate. The voting results of the shareholders who attended the Meeting and cast their votes are as follows:

Approval	167,393,185	votes (99.9995%)
Disapproval	600	votes (0.0004%)
Abstention	202	votes (0.0001%)

Agenda 8 Approval on director bonus for the year 2011

Ms. Sasinee Hemthanon, proxy of Thai Beverage Public Company Limited, proposed the Meeting to consider and approve the payment of director bonus for the year 2011 for the total amount of not more than Baht 50,000,000 (Baht fifty million). The Remuneration Committee shall be authorized to allocate the remuneration as deemed appropriate.

The Meeting was requested to consider the matter.

The Meeting considered and resolved, by the vote of not less than two-third of total votes of shareholders who attended the Meeting and were entitled to cast their votes, to approve the payment of director bonus for the year 2011 for the total amount of not more than Baht 50,000,000 (Baht fifty million) and to authorize the Remuneration Committee to allocate the remuneration as deemed appropriate. The voting results of the shareholders who attended the Meeting and cast their votes are as follows:

Approval	167,393,185	votes (99.9995%)
Disapproval	602	votes (0.0004%)
Abstention	200	votes (0.0001%)

Agenda 9 Approval on the appointment of the auditor for the Financial Statements ending December 31, 2011 and determination of the remuneration

The Chairman proposed the Meeting to consider and appoint the appointment of the auditor and the determination of the auditor remuneration for the financial statements ended December 31, 2011 and requested Mr. Vikrom Koompirochana, Chairman of the Audit Committee, to report the matter to the Meeting.

Mr. Vikrom Koompirochana informed the Meeting that to ensure compliance with the Public Limited Companies Act B.E. 2535, which requires the Annual General Meeting of Shareholders to appoint the auditor and determine the auditors remuneration, the Board of Directors considered and consented that the Meeting were recommended to approve the appointment of Ms. Nittaya Chetchotirote, Certified Public Accountant (Thailand) No. 4439 or Mr. Nirand Lilamethwat, Certified Public Accountant (Thailand) No. 2316 or Ms. Orawan Sirirattanawong, Certified Public Accountant (Thailand) No. 3757, of KPMG Phoomchai Audit Co., Ltd. to be the auditors of the Company and subsidiaries and the determination of the auditors remuneration for the financial statements ended December 31, 2011 in an amount of Baht 3,985,000 (Baht three million nine hundred and eighty five thousand).

The Meeting was requested to consider the matter.

After due consideration, the Meeting resolved, by the majority of voting of the shareholders to approve the appointment of Ms. Nittaya Chetchotiros, Certified Public Accountant (Thailand) No. 4439 or Mr. Nirand Lilamethwat, Certified Public Accountant (Thailand) No. 2316, or Ms. Orawan Sirirattanawong, Certified Public Accountant (Thailand) No. 3757, of KPMG Phoomchai Audit Co., Ltd. to be the auditors of the Company and the determination of the auditors remuneration for the financial statements ended December 31, 2011 in an amount of Baht 3,985,000 (Baht three million nine hundred and eighty five thousand) as per details proposed in all respects. The voting results of the shareholders who attended the Meeting and cast their votes are as follows:

Approval	167,393,185	votes (99.9995%)
Disapproval	602	votes (0.0004%)
Abstention	200	votes (0.0001%)

Agenda 10 Other businesses (if any)

The Chairman provided an opportunity for shareholders who would like to make inquiries as follow:

Mr. Siriwat Worawetwuttikhun, a shareholder, inquired about the number of shares appeared in the Stock Exchange of Thailand whether or not there was a possibility of free float increase.

The Chairman informed the Meeting that the Company's Directors couldn't involve trading activities.

No shareholders proposed any further matters.

The Chairman expressed his thanks to shareholders or proxy holders for their time to attend the Meeting and declared the Meeting adjourned.

The meeting was adjourned at 3.00 p.m.

-Signature-

(Mr. Narong Srisa-arn)
Chairman of the meeting

-Signature-

(Mr. Paiboon Kujareevanich)
Company Secretary

Profiles of directors who are nominated to be re-elected as directors for another term of Oishi Group Public Company Limited

1. Mr. Vikrom Koombirochana

Type of Appointment	Independent Director and Chairman of the Audit Committee,
No. of years in position	5 years 5 months in the position of Independent Director and Chairman of the Audit Committee, Oishi Group Public Company Limited since November 10, 2006 to present
Nationality	Thai
Age	66
Address	13 Sukhumvit 34 Road, Klongton Sub-district, Klongtoei District, Bangkok
Education	<ul style="list-style-type: none"> - B.A. (History) / Chulalongkorn University - M.A. (History) / Michigan State University, USA. - Ph.D. (History) / Michigan State University, USA. - Honorary Degree in Humanities, Schiller International University, UK.
No. of share(s) held in the Company	None
Training	Director Accreditation Program (DAP) 2007 Thai Institute of Directors Association (IOD)
Director in listed companies	Listed companies in Stock Exchange of Thailand <ul style="list-style-type: none"> - Country Group Development Public Company Limited (Former name Dragon One Public Company Limited)

Experiences

Year	Position	Company
Present	Independent Director, Chairman of the Audit Committee, Chairman of the Nomination Committee and Remuneration Committee	Oishi Group Public Company Limited
Present	Honorary Advisor	English Chamber of Commerce Thailand
Present	Chairman	Country Group Development Public Company Limited (Former name Dragon One Public Company Limited)

Year	Position	Company
2005 and 2007-2008	Director	Thai Airways International Public Company Limited
2003-2006	Ambassador of Thailand	United Kingdom of Great Britain and Northern Ireland
Director has direct & indirect in any contract entered into by company		None
No. of time(s) to attend the meeting		- 7/7 of BOD Meetings in 2011 - 8/8 of Audit Committee Meetings in 2011
Prohibited characteristics provided under Public Limited Companies Act		None

Profiles of directors who are nominated to be re-elected as directors for another term of Oishi Group Public Company Limited

2. Ms. Potjanee Thanavaranit

Type of Appointment	Independent Director and Audit Committee
No. of years in position	3 years 2 months in the position of Independent Director and Audit Committee, Oishi Group Public Company Limited since February 24, 2009 to present
Nationality	Thai
Age	65
Address	178/1 Soi Plahonyothin 30, Plahonyothin Road, Jankasem Sub-district, Jatujak District, Bangkok
Education	<ul style="list-style-type: none"> - Bachelor Degree in Accounting/ Chulalongkorn University - Master of Business Administration (M.B.A)/ Syracuse University in U.S.A. (USAID Scholarship)
No. of share(s) held in the Company	None
Training	<p>Thai Institute of Directors Association (IOD)</p> <ul style="list-style-type: none"> - Director Certification Program (DCP) 2002 - Role of the Chairman Program (RCP) 2006 - Role of the Compensation Committee (RCC) 2007 - Audit Committee Program (ACP) 2010 - Financial Institutions Governance Program 2011 <p>Certificate of the Top Executive Program/ Capital Market Academy Class 8</p> <p>Certificate of Top Executive Program in Commerce and Trade, Commerce Academy Class 3</p>
Director in listed companies	<p>Listed companies in Stock Exchange of Thailand</p> <ul style="list-style-type: none"> - Bangkok Insurance Public Company Limited - Thai Reinsurance Public Company Limited - Univentures Public Company Limited - Berli Jucker Public Company Limited - Bank of Ayudhya Public Company Limited

Experiences

Year	Position	Company
Present	Independent Director and Audit Committee	Oishi Group Public Company Limited
Present	Independent Director and Audit Committee	Bangkok Insurance Public Company Limited
Present	Council of State (Group3-Monetary Laws)	
Present	Chairperson of the Public Sector Audit and Evaluation Committee	Ministry of Commerce
Present	Qualified Committee	The Federation Thai Insurance Organization
Present	Independent Director	Thai Reinsurance Public Company Limited
Present	Independent Director, Audit Committee and Chairman of the Remuneration Committee and Nomination Committee	Univentures Public Company Limited
Present	Independent Director	Berli Jucker Public Company Limited
Present	Independent Director and Audit Committee	Bank of Ayudhya Public Company Limited
Present	Sub Commissioner, the Sub Commission on the Development and Promotion of Public Organization and other Organization	Governmental Supervision Public Sector Development Commission
2001-2006	Second Vice – President	National Legislative Assembly
2006-2008	Director-General, Department of Insurance	Ministry of Commerce
2001-2008	Member of the Monetary Policy Board	Bank of Thailand
Director has direct & indirect in any contract entered into by company		None
No. of time(s) to attend the meeting		- 5/7 of BOD Meetings in 2011 - 8/8 of Audit Committee Meetings in 2011
Prohibited characteristics provided under Public Limited Companies Act		None

Profiles of directors who are nominated to be re-elected as directors for another term of Oishi Group Public Company Limited

3. Mr. Chai Jroongtanapibarn

Type of Appointment	Independent Director and Audit Committee
No. of years in position	6 years 2 months in the position of Independent Director and Audit Committee, Oishi Group Public Company Limited since February 8, 2006 to present
Nationality	Thai
Age	57
Address	2102/179 Ramkhamheang Road, Huamark Sub-district Bangkapi District, Bangkok
Education	- Bachelor Degree in Accounting / Chulalongkorn University - Master Degree in Accounting/ Thammasat University
No. of share(s) held in the Company	None
Training	Thai Institute of Directors Association (IOD) - Director Certification Program (DCP) 2003 - Audit Committee Program (ACP) 2005
Director in listed companies	Listed companies in Stock Exchange of Thailand - Siam Food Products Public Company Limited - Major Cineplex Group Public Company Limited - Team Precision Public Company Limited - Siam Future Development Public Company Limited - Thai Metal Trade Public Company Limited

Experiences

Year	Position	Company
Present	Independent Director Audit Committee and Chairman of the Risks Management Committee	Oishi Group Public Company Limited
Present	Independent Director and Audit Committee	Siam Food Product Public Company Limited

Year	Position	Company
Present	Independent Director and Chairman of the Audit Committee	Major Cineplex Group Public Company Limited
Present	Independent Director and Chairman of the Audit Committee	Team Precision Public Company Limited
Present	Independent Director	Siam Future Development Public Company Limited
Present	Independent Director and Chairman of the Audit Committee	Thai Metal Trade Public Company Limited
1997-2010	Executive Committee and Chief Finance Office	Minor Group Company
Director has direct & indirect in any contract entered into by company		None
No. of time(s) to attend the meeting		- 6/7 of BOD Meetings in 2011 - 8/8 of Audit Committee Meetings in 2011
Prohibited characteristics provided under Public Limited Companies Act		None

Profiles of directors who are nominated to be re-elected as directors for another term of Oishi Group Public Company Limited

4. Mr. Ueychai Tantha-Obhas

Type of Appointment	Director
No. of years in position	6 years 3 months in the position of Director, Oishi Group Public Company Limited since January 26, 2006 to present
Nationality	Thai
Age	62
Address	88/23 Villa Acadia Building, Moo 12, Srinakarin Road, Bang-Keaw Sub-district, Bang-Plee District, Samutprakarn
Education	- B. Sc Accounting, St. Louis University, U.S.A. - Master Degree in MBA/ Thammasat University
No. of share(s) held in the Company	None
Training	Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 2004 - Director Certification Program (DCP) 2007
Director in listed companies	Listed company in Singapore Exchange - Thai Beverage Public Company Limited

Experiences

Year	Position	Company
Present	Director and Vice Chairman of the Executive Committee	Oishi Group Public Company Limited
Present	Director	Oishi Ramen Company Limited
Present	Director	Oishi Trading Company Limited
Present	Director and Executive Vice President	Thai Beverage Public Company Limited
Present	Director	Num Yuk Company Limited
Present	Director	Num Muang Company Limited
Present	Director	Num Thip Company Limited
Present	Director	Num Nakorn Company Limited
Present	Vice Chairman	Thai Beverage Marketing Company Limited

Year	Position	Company
Present	Director	Thai Beverage Logistic Company Limited
Present	1 st Vice Chairman	Thai Drink Company Limited
Present	Director	Thai Beverage Training Company Limited
Present	Vice Chairman	SPM Foods and Beverages Company Limited
Present	Director	Blairmhor Distillers Limited
Present	Director	Blairmhor Limited
Present	Director	InterBev (Singapore) Limited

Director has direct & indirect in any contract entered into by company None

No. of time(s) to attend the meeting - 6/7 of BOD Meetings in 2011

Prohibited characteristics provided under Public Limited Companies Act None

Details of Debentures of the Company

- Use of Proceeds : For operation and expansion of the business of the Company.
- Type : Debentures which can be specified or without specified name, subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivatives notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.
- Amount : The principal amount of the Debentures will not exceed Baht 3,000 million or the equivalent amount in other currencies.
- Offering : The Debentures will be offered domestically and internationally to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.
- Interest rate : Subject to the prevailing market conditions at the time of issue and offering.
- Maturity : Not exceeding 10 years.
- Redemption prior to maturity : Depend on the terms of the debentures issued at a time.
- Other Conditions : Upon redemption of debentures issued within the limit prescribed above, the Company can re-issue on a revolving basis under the above-mentioned conditions

Shareholder's identification documents or proxy to be entitled to attend the meeting

As per the policy of the Board of Directors of the Stock Exchange of Thailand Re: Appropriate practices for listed companies for organizing shareholders' meeting which its objectives are to create good standard procedure that builds up confidence of the shareholders, investors and stakeholders, and to ensure transparency, equity and benefits to the shareholders. Therefore, it is appropriate to examine the followings documents or evidences of the shareholders or proxies. Since some shareholders are not yet familiar with the procedures, the Company will hold the rights to compromise the display of the following documents if appropriate.

1. Individual Shareholders
 - 1.1 Thai Shareholders
 - a) Original copy of the shareholder's identification card.
 - b) A proxy must present copy of the I.D. card of the shareholder, along with copy of the I.D. card of the proxy.
 - 1.2 Foreign Shareholders
 - a) The shareholder's original passport.
 - b) A proxy must present copy of the passport of the shareholder, along with copy of the I.D. card or passport of the proxy.
2. Juristic Shareholders
 - 2.1 Thai juristic shareholders
 - a) Copy Affidavit of juristic person, issued by the Business Development Department, Commerce Ministry. The document must be less than 30 day-old.
 - b) Copy of the I.D. card or passport of the authorized members of the directors' board, whose signature shown in the proxy form, along with the copy of the I.D. card or passport of the proxy.
 - 2.2 Non-Thai Juristic Person
 - a) Affidavit of the juristic person, issued by the Government Agency, where the juristic person is established.
 - b) Copy of I.D. card or passport of the authorized members of the directors' board, whose signature shown in the proxy form, along with copy of the I.D. card or passport of the proxy.

In case the presented documents are photocopied, they must be certified the true copy. When the documents are arranged overseas, they must be certified with notary public seal.

The shareholders or the proxy holders can present the documents at the meeting venue on from 1.00 p.m. of April 25, 2012 onwards.

The company has enclosed the Proxy form A and B; the shareholders are to submit either one, in order to appoint proxy to attend the Annual General Meeting of Shareholders for the Year 2012 on April 25, 2012 at 2.30 p.m. at Grand Hall I, 2nd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis, or any adjournment thereof to any other date, time and venue.

PROXY FORM (Form A)

Made at.....

Date.....Month.....Year.....

1) I/We Nationality
residing/located at No. Road..... Sub- District
District Province Postal Code

2) Being a shareholder of Oishi Group Public Company Limited, holding the total number of shares and have the rights to vote equal to votes as follows:

- ordinary share.....shares and have the rights to vote equal to.....votes
- preference share.....shares and have the rights to vote equal to.....votes

3) Hereby appoint

- (1) Name Age years
residing/located at No. Road Sub-District
District Province Postal Code..... or
- (2) Name Age years
residing/located at No. Road Sub-District
District Province Postal Code..... or
- (3) Name Age years
residing/located at No. Road Sub-District
District Province Postal Code.....

anyone of these persons to be my/our proxy to attend and vote, on my/our behalf at the 2012 Annual General Meeting of Shareholders to be held on April 25, 2012 at 2.30 p.m. at Grand Hall I, 2nd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis or at any adjournment thereof to any other day, time and venue.

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

PROXY FORM (Form B)

Made at.....

Date.....Month.....Year.....

1) I/We Nationality
residing/located at No Road..... Sub-District
District Province Postal Code

2) Being a shareholder of Oishi Group Public Company Limited, holding the total number of shares and have the rights to vote equal to votes as follows:

- ordinary share shares and have the rights to vote equal to votes
- preference share shares and have the rights to vote equal to votes

3) Hereby appoint (The shareholder may appoint the independent director of the company to be the proxy, please use details in Remark No.4)

- (1) Name Age years
residing/located at No. Road Sub-District
District Province Postal Code..... or
- (2) Name Age years
residing/located at No. Road Sub-District
District Province Postal Code..... or
- (3) Name Age years
residing/located at No. Road Sub-District
District Province Postal Code.....

anyone of these persons to be my/our proxy to attend and vote, on my/our behalf at the 2012 Annual General Meeting of Shareholders to be held on April 25, 2012 at 2.30 p.m. at Grand Hall I, 2nd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis or at any adjournment thereof to any other day, time and venue.

4) In this meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

Agenda 1 Chairman of the Board of Directors Notification

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

Agenda 2 Adoption of the Minutes of the 2011 Annual General Meeting of Shareholders which was held on April 28, 2011

(A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(B) The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 3 Acknowledgement of the business operation for 2011 and the report of the Board of Directors

(A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(B) The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 4 Approval on the Financial Statements for the year ended December 31, 2011 together with the Auditor Report

(A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(B) The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 5 Approval on the dividend payment and the appropriation for legal reserve

(A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(B) The proxy shall have the right to approve in accordance with my/our intention as follows:

Approve Disapprove Abstain

Agenda 6 Approval on the election of the directors in replacement of the directors who terms will expire by rotation

(A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(B) The proxy shall have the right to approve in accordance with my/our intention as follows:

Elect all proposed directors
 Approve Disapprove Abstain

Elect some directors as follows:-

1. Mr. Vikrom Koompirochana
 Approve Disapprove Abstain
2. Ms. Potjaneer Thanavaranit
 Approve Disapprove Abstain
3. Mr. Chai Jroongtanapibarn
 Approve Disapprove Abstain

4. Mr. Ueychai Tantha-obhas
 Approve Disapprove Abstain

Agenda 7 Approval on the payment of director remuneration for the period from April 2012 to March 2013

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 8 Approval on director bonus for the year 2012

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 9 Approval on the appointment of the auditor for the Financial Statements ended December 31, 2012 and determination of the remuneration

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 10 Approval on the issuance and offering of the Debentures in the principal amount of not more than Baht 3,000 million.

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 Approve Disapprove Abstain

Agenda 11 Other businesses (if any)

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
 (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 Approve Disapprove Abstain

- 5) If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

- 6) In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

Signed.....Grantor
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Signed.....Proxy
(.....)

Remarks

1. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
2. In the Agenda for the election of directors, the vote may be made for all or certain directors.
3. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form provided
4. The shareholder may appoint Mr. Prasit Kovilaikool the independent directors to be the proxy. (Information of independent directors were shown in the Enclosure 8)

Attachment to the Proxy Form (Form B)

A proxy is granted by a shareholder of Oishi Group Public Company Limited

For the 2012 Annual General Meeting of Shareholders to be held on April 25, 2012 at 2.30 p.m. at Grand Hall I, 2nd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis, or at any adjournment thereof to any other day, time and venue.

Agenda Approval of

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

Agenda Approval of

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

Agenda Approval of

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

Agenda Approval of

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

Agenda Approval of

- (A) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- (B) The proxy shall have the right to approve in accordance with my/our intention as follows:
 - Approve Disapprove Abstain

Agenda Approval of The election of directors (Continued)

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

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Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Definition and qualifications of Independent Director of the Company

Independent Directors are directors who have independence to express their opinions, and must have the qualifications comply with the qualifications of the Company, Securities and/or Exchange Commission, and Stock Exchange Market as follows:

1. Holding shares not more than 1% of the paid-up capital with the voting right of the Company, parent company, subsidiary company, associated company or any legal entity that may have the conflict of interest including the connected persons as stipulated in section 258 of the Securities and Exchange Act B.E. 1992.
2. Never or used to be a director that takes part in the management, employees, advisors who receive regular salary from the Company parent company, subsidiary company, associate company and controlling person of the Company, or any entity that may have a conflict of interest during the period of two years before the appointment.
3. Never or used to be a major shareholder, director, management, partner, controlling person of any entity that have or used to have business relationship with the Company, parent company, subsidiary company, subsidiary of the same level and associated company, major shareholder and controlling person of the Company, or any entity that may have a conflict of interest which may interfere his/ her independent discretion except for being exempt from the above characteristics at least two years before the appointment including the following relationship:
 - (1) Normal trade transactions for business operation, any lease taking or lease out of property, any transaction related to asset or service or grant or receive financial support from 3% of the Company's net tangible asset or from 20 million baht, considering the lowest.
 - (2) Being professional service provider (except auditor) including legal or financial advisor who receives service fee exceeding Baht 2,000,000 per year.

Such business relationship and being service provider mentioned above shall be granted unanimous approval from the Board of Directors as necessary, appropriate and must not occur regularly. The independent director must also reveal the transaction in an annual information disclosure (Form 56-1) and an annual report (Form 56-2) / Invitation Letter on the case by case basis.
4. Never or used to be an auditor of the Company, parent company, subsidiary company, subsidiary of the same level, associated company and controlling person or any legal entity that may have the conflict of interest including be or used to be a major shareholder, executive and partner of the audit firm, except for being exempt from the above characteristic for at least 2 years before the appointment.
5. Not being a person having blood relationship or relationship through legal registration as a father, mother, spouse, sibling, and child, including as a spouse of a child, of any management person, major shareholder, or of any controlling person, or of the person being nominated to be a management person of or a controlling person of the Company or the Company's subsidiary company.
6. Not being a director appointed as a representative of a major shareholder, or the shareholder who is a related person of a major shareholder of the Company.
7. Not having any other characteristics that prevent the exertion of independent opinion with regard to the Company's business.

8. After the appointment of independent director may be assigned by the Board of Directors to decide on the operation of the Company, parent company, subsidiary company, subsidiary of the same level, associated company or any legal entity that may have the conflict of interest of the Company in Collective Decision. Such Independent Director is prohibited from being an Audit Committee.
9. After the appointment of independent director may be appointed as an independent director of parent company, subsidiary company, subsidiary of the same level and associated company of the Company. The independent director shall be revealed such appointment and remuneration in an annual information disclosure (Form 56-1) and an annual report (Form 56-2).

Profile of Independent Director and Chairman of Audit Committee**1. Mr. Prasit Kovilaikool**

Type of Appointment	Independent Director
No. of years in position	2 years in the position of Independent Director, Oishi Group Public Company Limited since April 20, 2010 to present
Nationality	Thai
Age	68
Address	176/48 Nanglingee Road, Chongnonsree Sub-district, Yannawa District, Bangkok
Education	- LL.B (2 nd Class Honour) / Chulalongkorn University - LL.M / Columbia University, New York, USA
No. of share(s) held in the Company	None
Training	Thai Institute of Directors Association (IOD) - Finance-for Non-Finance Director (FN) 2004 - Director Accreditation Program (DAP) 2005 - Board Failure and How to fix It, Improving the Quality of Financial Reporting 2004
Director in listed companies	Listed companies in Stock Exchange of Thailand - Siam Food Products Public Company Limited - Berli Jucker Public Company Limited

Experiences

Year	Position	Company
Present	Independent Director Remuneration Committee and Nomination Committee	Oishi Group Public Company Limited
Present	Independent Director	Siam Food Products Public Company Limited
Present	Independent Director Chairman of the Audit Committee	Berli Jucker Public Company Limited
Present	Member of Chulalongkorn University Council	
Present	Member, Board of Petroleum	Ministry of Energy
Present	Member of the Agricultural Futures Trading Commission	Ministry of Commerce
Present	Lecturer	Faculty of Law, Chulalongkorn University
Present	Council of State (Group7)	

Director has direct & indirect in any contract entered into by company None

No. of time(s) to attend the meeting - 7/7 of BOD Meetings in 2011

Prohibited characteristics provided under Public Limited Companies Act None

**Articles of Association of Oishi Group Public Company Limited
in relation to the Shareholders' Meeting**

In accordance with the policy of the Board of Directors of the Stock Exchange of Thailand Re: Appropriate practices for listed companies for organizing shareholders' meeting and the Articles of Association of Oishi Group Public Company Limited, the Company would like to inform the shareholders regarding the terms using in the Shareholders' Meeting as follows:

Articles of Association of the Company
Chapter 4: Board of Directors

Article 15. The company shall have a Board of Directors, comprising at least five (5) directors of which not less than one half shall reside in the Kingdom.

Article 16. The directors shall be elected by the meeting of shareholders in accordance with rules and procedures as follows:

- (1) Each shareholder shall have one vote for each share;
- (2) A shareholder who wishes to exercise the right of election is required to use all the votes he or she has under (1) to elect one or several persons as director or directors, however, he or she may not allot his or her votes to any such person in any number; and
- (3) The persons who receive the highest votes in respective order shall be elected as directors in accordance with the number of directors required or to be elected on the relevant occasion. In the event that the numbers of persons elected in order of respective high numbers of votes receive equal number of votes, causing the number of directors required or to be elected on such relevant occasion to be exceeded, the chairman of the meeting shall have a casting vote.

Article 17. At every annual ordinary shareholders' meeting, one-third (1/3) of the directors, or, if the number of directors is not a multiple of three, then the number nearest to one-third (1/3), shall retire from office.

A retiring director may be eligible for re-election.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest period of time shall retire.

Article 18. Other than by rotation, the directors shall vacate office upon:

- (1) death;
- (2) resignation;

- (3) disqualifications or possession of prohibited characteristics under Section 68. of the Public Limited Companies Act B.E.2535 and/or the law governing securities and exchange;
- (4) being removed by a resolution of the shareholders' meeting under the Article 20 of the Articles of Association;
- (5) being removed by a court order.

Article 19. To resign from office, a director shall submit his/her resignation letter to the Company. Such resignation shall become effective on the date of receipt of the said letter by the Company.

The director who has resigned under the first paragraph may also inform the registrar of such resignation.

Article 20. The shareholders' meeting may pass a resolution to remove any director from office prior to rotation, by a vote of not less than three-fourths (3/4) of the number of the shareholders attending the meeting and having the right to vote, whose shares representing not less than one half (1/2) of the number of shares held by the shareholders attending the meeting and having the right to vote.

Article 21. In the event that a position of director becomes vacant for any reason other than by rotation, the Board of Directors shall appoint a person, being qualified and not having prohibited characteristics under Section 68 of the Public Limited Companies Act B.E.2535, to fill in the vacancy at the next Board of Directors' meeting unless the remaining office term of the vacating director is less than two (2) months. The replacement director shall hold office only for the remaining office term of the director whom he replaces.

The resolution of the Board of Directors pursuant to the first paragraph shall be approved by a vote of not less than three-fourths (3/4) of the number of the remaining directors.

Article 22. A director may or may not be a shareholder of the Company.

Article 23. The directors shall have the right to receive remuneration from the Company in the form of salary, meeting allowance, gratuity, bonus or other benefits in accordance with the Articles of Association of the Company and/or the approval of the shareholders' meeting. A fixed amount may be given or criteria may be laid down or prescription may be made from time to time, or may come into force until there is any change. Moreover, the director shall be entitled to an allowance and welfare benefit according to the Company's rule.

The provisions in the first paragraph shall not affect the right of the director appointed from the staff members or employees of the Company to receive remuneration and benefit in his/her capacity as an employee of the Company.

The remuneration payment according to the first and second paragraphs shall comply with the provisions of the laws pertaining to public limited company and securities and exchange.

Article 24. The Board of Directors shall elect one of its members to be the Chairman of the Board of Directors.

The Board of Directors may, if deemed appropriate, elect one or several directors to be Vice-Chairman or Vice-Chairmen. The Vice-Chairman shall have duties as assigned by the Chairman of the Board of Directors.

Article 25. At a meeting of the Board of Directors, there shall be at least one-half (1/2) of the total number of directors present in order to constitute a quorum. The Chairman of the Board of Directors shall be the chairman of the meeting. In the case where the Chairman of the Board of Director is not present at the meeting or is unable to perform his/her duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or if there is a Vice-Chairman but he/she is unable to perform his/her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.

Decisions of the Board of Directors' meeting shall be made by a majority vote.

Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.

Article 26. The chairman of the board shall convene the meeting of the board of directors.

If two (2) or more directors request a meeting of the board of directors, the chairman shall appoint a date for the meeting within fourteen (14) days from the date of receipt of such request.

Article 27. In calling a meeting of the board of directors, the chairman or the person assigned by him shall send out a notice of meeting to the directors not less than seven days in advance of the date of the meeting, except in the case of urgency for the purpose of maintaining rights or benefits of the company, the notice of meeting may be served by other means and an earlier date may be fixed for the meeting.

Article 28. The directors shall perform duties in compliance with the governing laws, the objectives and Articles of Association of the Company, as well as the resolutions of the shareholders' meeting.

The Board of Directors may appoint any director or any other person to perform any act on its behalf with such powers and duties as it may grant to them.

The directors authorized to sign to bind the Company are any two directors jointly sign together with the Company's seal affixed. The Board of Directors has the power to prescribe the name(s) of director(s) who shall have signatory authority to sign binding the Company.

Article 29. The Directors are forbidden to operate a business of the same nature as and in competition with that of the company, or to enter to be a partner in an ordinary partnership or a partner of limited liability in a limited partnership or a director of a private company or other public company which operates a business of the same nature as and in competition with that of the company, whether for their own or others' benefit, unless the meeting of shareholders had been notified prior to appointment thereto.

Article 30. The directors shall inform the company without delay in case of having interests in any contract or in case of shares or debentures of director in the company and affiliated companies increases or decreases.

Article 31. The Board of Directors shall hold a meeting at least once every three months.

Chapter 5: Shareholders' Meeting

Article 32. The Board of Directors must organize the shareholders' Annual General Meeting within four months from ending date of the accounting period of the company

All the Shareholders Meetings other than mentioned shall be called Extraordinary Shareholders Meetings. The Board of Directors may call an Extraordinary Meeting at any time as deemed appropriate

When the shareholders in a number all together not less than one-fifth of the total amount of shares already sold or when the shareholders in a number not less than twenty five persons holding shares all together not less than one-tenth of the shares already sold have subscribed and submitted a request in writing to the Board of Directors to hold an Extraordinary Shareholder's Meeting but the reason must be clearly specified in such letter. In this case, the Board of Directors shall hold the meeting within 1 month from the date which the request letter has been received.

Article 33. In case of calling a meeting, the Board of Directors must make a letter of appointment of such meeting by specifying the meeting venue, the date and time, the agenda and the matters to be proposed to the meeting with an appropriate reason by making a summary that the matter is proposed for an acknowledgement, for an approval or for consideration plus the opinion of the Board of Directors concerning such matters and must send same to the shareholders not less than 7 days before the date of the meeting and must make a publication of such meeting of appointment in a newspaper not less 3 consecutive days before the meeting not less than 3 days.

In holding a Shareholders Meeting, it can be held at an area, in which the Head Office is located or at other provinces as set by the Board of Directors.

Article 34. In the Shareholders Meeting, the shareholder may appoint a proxy to participate in the meeting and to vote on behalf in such meeting. The power of attorney must be signed by the grantor which must be in a form determined by the registrar. This power of attorney must be given to the Chairman of the Meeting or the person assigned by the Chairman of the Meeting.

The Proxy Forms are prepared by the registrar, and shall at least contain the following contexts;

- (1) The number of shares the granter is possessing.
- (2) The grantee's name.
- (3) Specific time and date of the meeting the proxy is granted to participate and vote in the meeting.

In terms of voting, the granted proxy has the equal vote as the shareholders, who grant the proxy, unless the granted proxy states to the Meeting that he/she will represent specific shareholders only. Also, the granted proxy must specify the name and the number of shares owned by he shareholder he/she represents.

Article 35. In the Shareholders Meeting, there must be the shareholders and proxies of the shareholders (if any) coming to participate in the meeting not less than twenty five persons and must hold the total shares not less than one-third of the total shares already sold, or there are the shareholders and proxies of the shareholders not less than one half of the total amount of the shares and must hold the sharers all together not less than one-third of the total shares sold in order to constitute a quorum.

In any meeting, if it appears that after the time has lapsed one hour and the number of the participants in the meeting has not constituted a quorum according to the determination, if such meeting is held out of the request of the shareholders, a new meeting must be appointed and the letter of appointment of such meeting must be sent to the shareholders not less than 7 days before he meeting. In this second meeting, the quorum is not required.

Article 36. In the Shareholders Meeting, the Chairman of the board of directors shall be the Chairman of the Meeting. If there is no Chairman of the Board or the Chairman of Board has not participated in the meeting, the Vice Chairman who is present shall act as the Chairman of the Meeting. If there is no vice Chairman or there is but may not perform the duty, the meeting shall select one of the shareholders who is present to act as the Chairman of the Meeting.

In voting, one share shall have one vote, unless the company issues preferred stock and stated that it has less superior voting rights than the ordinary stocks.

Voting must be disclosed, unless a number of not less than 5 shareholders request to proceed otherwise, and the Shareholders' Meeting approve with the majority votes of the shareholders and the proxy (if any). Discreet vote will then, be set by the Chairman of the Meeting.

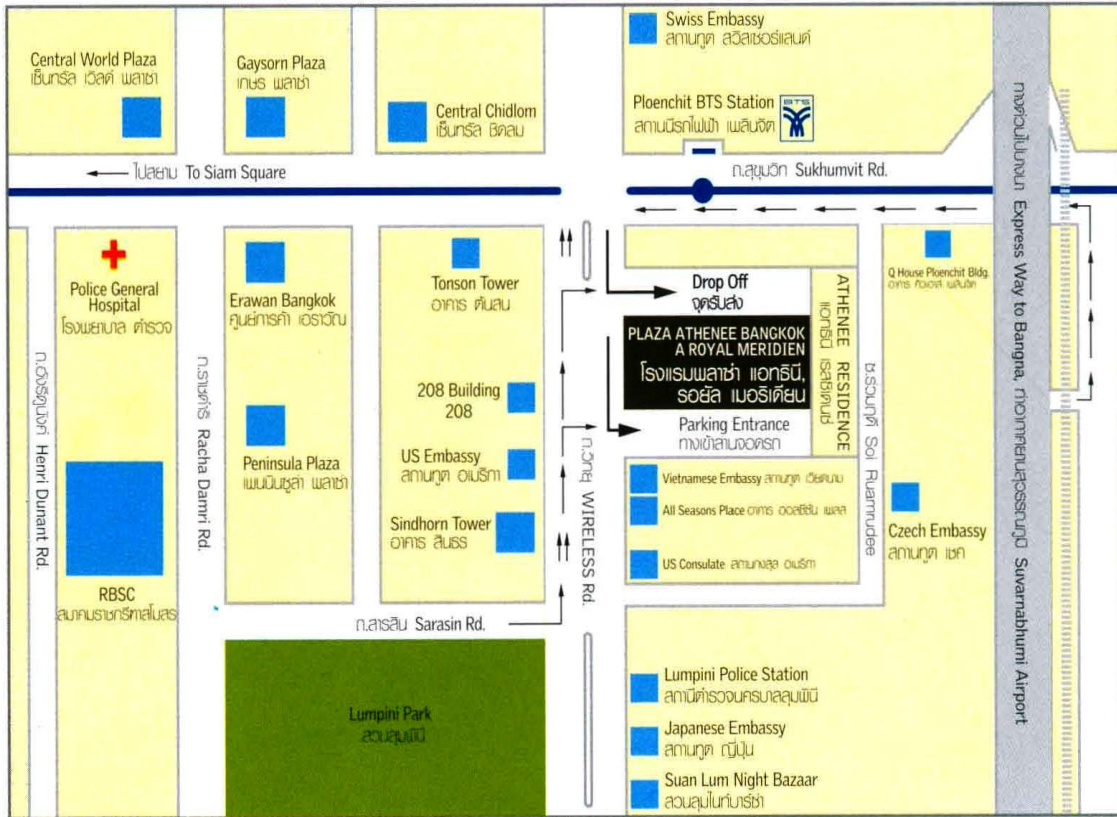
Article 37. The resolution of the Shareholders Meeting must consist of the votes as follows:

- (1) In a normal case the majority votes of the shareholders who come to participate in the meeting and cast the votes, if the votes are equal, the Chairman of the Meeting shall have one extra vote which is a deciding vote.
- (2) For the following matters, the majority votes must not be less than three-fourth of the total shareholders who come to the participate in the meeting and having the voting rights :
 - (a) A sale or transfer of the shares of the company entirely or partially to the other person.
 - (b) A purchase or acceptance of the business of the other company or of private company to hold the ownership.
 - (c) An amendment or cancellation of the agreement concerning the lease of the business of the company entirely or partially on the important part, assignment of the other person to enter to administrate the business of the company or a merge of the business with the other person with an objective to share the profits and loss.
 - (d) Amendment to the Memorandum of Association or the Articles of the company.
 - (e) Increase or decrease of the capital of the company, or issuance of new shares.
 - (f) Break up of the company
 - (g) Company business merging or winding up.
 - (h) Any other matter stated in the Securities and Exchange Law, and the Announcement of the Stock Exchange of Thailand.

Article 38. The business which the Annual General Meeting should perform as follows

- (1) Consideration of the report of the Board of Directors which has been proposed to the meeting on a report of the result of the business operation during the past accounting period.
- (2) Consideration and approval of the Balance Sheet and the Statement of Profit and Loss of the previous accounting period.
- (3) Consideration of the allocation of the profits, and the announcement of dividend payout.
- (4) Consideration of Directors to replace the vacated ones by rotation, and the settlement on the directors' remuneration.
- (5) Consideration of appointment of the auditors, and their remuneration, and
- (6) Other agendas.

Map of the Meeting Venue



The Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Khwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis