

Enclosure 5

(Duty Stamp Baht 20)

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 2014 Annual General Meeting of Shareholders to be held on April 30, 2014 at 2.30 p.m. at Grand Hall I, 2nd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 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 2014 Annual General Meeting of Shareholders to be held on April 30, 2014 at 2.30 p.m. at Grand Hall I, 2nd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 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 2013 Annual General Meeting of Shareholders which was held on April 29, 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 3 Acknowledgement of the business operation for 2013 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, 2013 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 proposed director as follow:-
Mr. Marut Buranasetkul
 - Approve Disapprove Abstain

Agenda 7 Approval on the payment of director remuneration for the period from April 2014 to March 2015

- (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 2014**
- (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, 2014 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 amendment of Article 12. of the Articles of Association of the Company.**
- (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 either Mr. Vikrom Koornpirochana or Mr. Chai Jroongtanapibarn or Ms. Potjaneer Thanavaraniit or Mr. Prasit Kovilaikool the independent directors to be the proxy. (Information of independent directors were shown in the Enclosure 6)

Attachment to the Proxy Form (Form B)

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

For the 2014 Annual General Meeting of Shareholders to be held on April 30, 2014 at 2.30 p.m. at Grand Hall I, 2nd Floor, Plaza Athenee Bangkok, A Royal Meridien Hotel, 61 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330, 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
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