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PUBLIC COMPANY LIMITED い

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(-Translation-)

March 29, 2013

Re: Invitation to the 2013 Annual General Meeting of Shareholders

To: All Shareholders of Oishi Group Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2012 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, 2012 in CD-Rom
 3. Profiles of directors who are nominated to be elected as directors of the Company
 4. Information Memorandum in relation to Connected Transaction
 5. The opinions of the Independent Financial Advisor on the acquisition of asset and the connected transaction regarding the purchase of land from Chon Buri Sugar Industry Co., Ltd.
 6. Documents and evidences required for attending the Meeting
 7. Two copies of Proxy Forms (Form A and Form B)
 8. Definition and qualifications of Independent Director of the Company
 9. Profiles of Independent Director who are proposed to be proxies of shareholders in case of proxy granting
 10. The Articles of Associations of the Company relating to Shareholders' Meeting
 11. Map of the Meeting Venue

The Board of Directors of Oishi Group Public Company Limited (the “**Company**”) invite you to attend the 2013 Annual General Meeting of Shareholders (the “**Meeting**”) on Monday, April 29, 2013 at 2.00 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 2012 Annual General Meeting of Shareholders which was held on April 25, 2012

Fact and Reasons: The Secretary of the Meeting took the Minutes of the 2012 Annual General Meeting of Shareholders, which was held on April 25, 2012. 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 2012 Annual General Meeting of Shareholders.

Agenda 3 Acknowledgement of the business operation for 2012 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, 2012 showing the operating results for 2012, 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 2012 and the report of the Board of Directors.

Agenda 4 Approval on the Financial Statements for the year ended December 31, 2012 together with the Auditor Report

Fact and Reasons: The Company prepared the Financial Statements for the year ended December 31, 2012 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 page 125 to 204 of the 2012 Annual Report submitted together with this meeting invitation. (Enclosure 2)

Opinion of the Board of Directors: The shareholders are recommended to approve the Financial Statements for the year ended December 31, 2012 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 653,833,120. The Board of Directors Meeting of Oishi Group Public Company Limited No. 1/2013 held on February 26, 2013 approved the dividend payment for the operating results of the year 2012 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 63.07% 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 2012 on September 7, 2012 at Baht 1.60 per share, the total amount paid was Baht 300,000,000. Therefore, it is appropriate to propose the Meeting to declare the dividend payment for the second half of the year 2012 at Baht 0.60 per share, totaling of Baht 112,500,000.

Opinion of the Board of Directors: It is appropriate to report to shareholders on the interim dividend payment made on September 7, 2012 at Baht 1.60 per share, the total amount paid was Baht 300,000,000 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 2012 and retained earnings for this time at Baht 0.60 per share, the total amount to be paid is Baht 112,500,000 to the shareholders whose names are appeared in the share registration of the Company on April 9, 2013 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 27, 2013.

Agenda 6 Approval on the election of the directors in replacement of the directors whose term 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 2013 Annual General Meeting of Shareholders, four directors shall retire, which are:

1. Mr. Thapana Sirivadhanabhakdi Director
2. Mr. Sithichai Chaikriangkrai Director

3. Mr. Pisanu Vichiensanth Director
4. Mr. Prasit Kovilaikool Independent 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 Board 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. Thapana Sirivadhanabhakdi, Mr. Sithichai Chaikriangkrai, Mr. Pisanu Vichiensanth and Mr. Prasit Kovilaikool to be Company's directors for another term.

Agenda 7 Approval on the payment of director remuneration for the period from April 2013 to March 2014

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 2013 to March 2014 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 2012 appear in the "Remuneration" section on Page 78 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 2013 to March 2014 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 2013

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 2013 at the aggregate amount of not more than Baht 32,000,000. The Remuneration Committee shall be empowered to allocate the amount as deemed appropriate. Details of bonus of each director for the year 2012 appear in the "Remuneration" section on Page 78 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 2013 at the aggregate amount of not more than Baht 32,000,000, 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, 2013 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, 2013 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 2013 shall be determined at the rate Baht 2,328,000 (an increase by Baht 101,000 from last year's audit fee of Baht 2,227,000) 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 2,328,000 for the audit of the financial statements for the year ending December 31, 2013.

Agenda 10 Approval on the purchase of land of subsidiary from Chon Buri Sugar Industry Company Limited which is the related company

Fact and Reasons: Whereas, Oishi Trading Company Limited (“Oishi Trading”), a subsidiary, has leased the Land total area 182-2-19 rais, which located at 283/1 Moo 3 Tambon Nong Chak, Amphoe Ban Bueng, Chonburi Province, Title Deed No. 11500, Land No. 22, Survey Page No. 38, from Chon Buri Sugar Industry Company Limited (“Chonburi Sugar”), for 2 years from 1 August 2012 to 31 July 2014, with the rental and services fee of Baht 310,000 per month (the total value of the lease period for 2 years is Baht 7,440,000).

On 21 January 2013, Chonburi Sugar has offered to Oishi Trading for selling such land at 146,038,000 Baht, or Baht 800,000 per rai or Baht 2,000 per square wah and Oishi Trading intends to purchase such land.

Since, this transaction is qualified as a connected transaction under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Entering into Connected Transaction, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546. In this regard, the transaction size is accounted for 4.73% of NTA as of December 31, 2012 (NTA= Baht 3,088,054,266), which is higher than 3% of NTA. Thus, the Company is required to obtain the approval from the shareholders' meeting with a vote of not less than three-fourths of the total votes of the shareholders who attended the meeting and were entitled to vote, excluding shareholders having an interest and also required to appoint Independent Financial Advisor to provide opinions on the justification and benefits for the Company, fairness of price and transaction conditions and provide opinions for the Company's shareholders on this transaction. (Details of the Transaction and the opinions of the Independent Financial Advisor on the acquisition of asset and the connected transaction regarding the purchase of land from Chon Buri Sugar Industry Co., Ltd. are attached herewith as per Enclosure 4 and 5.)

Opinion of the Board of Directors: The Board Directors' Meeting No. 2/2013, which was held on 11 March 2013, has passed the resolutions to concur the purchase of Land of Oishi Trading, a subsidiary, from Chon Buri Sugar Industry Company Limited, which is related company, located at 283/1 Moo 3 Tambon Nong Chak, Amphoe Ban Bueng, Chonburi Province, Title Deed No. 11500, Land No. 22, Survey Page No. 38, at the amount of Baht 146,038,000, or Baht 800,000 per rai or Baht 2,000 per square wah for the New Central Kitchen Project of Oishi Trading and approved to propose to the Shareholders' Meeting the granting of approval for this Transaction.

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 2013 Annual General Meeting of Shareholders is set on April 9, 2013 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 7) and submit it to the Chairman of the meeting or designated person before attending the meeting.

If you wish to appoint the Board members to be your proxy, you can appoint any one of the Independent Directors namely: Mr. Vikrom Koopirochana or Mr. Chai Jroongtanapibarn or Ms. Potjanee Thanavarant.

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) 785-8889. Please identify your contact details. The company will compile all the queries for further clarifications accordingly.

Sincerely Yours,

-Signature-

(Mr. Paiboon Kujareevanich)
Company Secretary