

No. SN. 60/2012

November 6, 2012

Subject: Invitation to Shareholders to Propose of AGM Agenda and Director Nomination

To: President

The Stock Exchange of Thailand

Oishi Group Public Company Limited (“Company”) would like to invite the shareholders to propose agenda and nominate directors in advance for the 2013 Annual General Meeting of Shareholders from now until January 31, 2013. The proposal shall indicate whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including details of the proposed matter. We enclose herewith the criteria for agenda proposal and directors nomination which is to be also posted in our Company’s website <http://www.oishigroup.com> under “Investor Relations”.

Please be informed accordingly.

Yours faithfully,

-Signature-

(Mr. Paiboon Kujareevanich)

Executive Vice President

The criteria for shareholders' right to propose the agenda and to nominate director for the 2013 Annual General Meeting of Shareholders

In order to promote the good corporate governance and to ensure the shareholders' right to equitable and fairness treatment, Oishi Group Public Company Limited (the "Company") deems it appropriate to grant the shareholders to propose matters, which deems significant and appropriate to be included as agenda of the Annual General Shareholder's Meeting (AGM), and a qualified candidate to be nominated for directorship in advance of the 2013 AGM according to the Company's criteria and procedures.

1. The qualification of shareholders

To qualify to submit agenda proposals or director nominations, a shareholder or a group of shareholders collectively submitting such proposal or nominations must, at the time of such submission, hold shares and have the right to vote amounting to not less than five percent of all Company voting rights (approximately 9,375,000 shares). Shareholder (s) is requested to provide evidence to confirm the foregoing qualification.

2. The Proposal that will not be placed on the Agenda

- 2.1 The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, or the good corporate governance of the company.
- 2.2 The proposal that is regular business operation and the proposer's reference does not indicate any irregularity.
- 2.3 The proposal that is beyond the authority of the Company to take action to achieve the results as desired.
- 2.4 The proposal that is beneficial only for a specific person or group.
- 2.5 The proposal that the shareholders already proposed in shareholders' meeting within the past twelve months and were supported by less than 10% of total number of the voting rights of the Company, unless the facts pertaining to the resubmission are significantly changed from that of the previous proposal.
- 2.6 Any other cases as specified in the notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board or other related regulators.

3. The Nomination for Director

Qualifications and Prohibitions of the person being nominated as Director

- 3.1 Being fully qualified and not being prohibited according to the Public Company Act, Securities and Exchange Act, the Company's Articles of Association, the Company's Good Corporate Governance of the Company and other relevant laws and regulations;
- 3.2 Having abilities suitable and necessary for the Company's businesses and industry in which the Company is operating and be able to dedicate their time and effort to their duties;
- 3.3 Giving their consent of being nominated for appointment as the Company's Directors.

4. Proposal procedures

The shareholder who possesses qualifications as described in Clause 1 of the criteria can propose agenda and/or nominate person to be elect as the Company's director.

The shareholder must indicate whether it is a matter proposed for acknowledgement, for consideration or for approval, as the case may be.

The proposal procedures are as follows;

- 4.1 Completely fill in and sign the **Agenda Proposal and Director Nomination Form for 2013 Annual General Meeting of Shareholders** (the "Proposal Form") (One Form per one Agenda/Director) and enclose required evidence and documents in Clause 5 of the shareholder and/or nominee. The Proposal Form can be downloaded from the Company's website.
- 4.2 In case many shareholders possessing qualifications as specified in Clause 1 have unified to propose matter/director nominee to the Board of Directors, all shareholders must complete the Proposal Form and affix their name as evidence separately (One Form per one Agenda/Director) then gather all documents, Proposal Form, and required evidence and documents in Clause 5 of all shareholders and nominees together into one set of documents and submit to the Board of Directors.
- 4.3 If the shareholder wishes to propose more than one agenda/nominee, such shareholder must provide the signed Proposal Form according to the number of the agenda/nominee to be proposed. The require evidence and documents in Clause 5 shall be submitted one set for each proposal.

5. Required evidence and documents

The shareholders must submit the following documents;

- **Evidence of shareholding**

a certificate issued by Securities Company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd. or certified true and correct copy of any share certificate

- **Proof of Identity**

a. Individual shareholder

- a certified true and correct copy of the identification card or governmental officer identification card or driver licence or passport (for foreigner)

b. Juristic shareholder

- copies of the corporate affidavit which was issued not later than three months and certified as true and correct by the authorized person who signed the Proposal Form on behalf of the shareholder
- a certified true and correct copy of the identification card or governmental officer identification card or driver licence or passport (for foreigner) of such authorized person

- **Supporting documents of the director nominee**

- Supporting documents for consideration on the nominees' qualifications such as evidence on education qualifications and work experiences
- a certified true and correct copy of the identification card or governmental officer identification card or driver license or passport (for foreigner) of director nominee
- The evidence of nominee's consent in the Proposal Form

6. Submission Channel

6.1 To facilitate shareholders, shareholder may submit unofficial Proposal Form through facsimile number: **0-2785-8808** or email address: janthana.r@oishigroup.com before submitting the official Proposal Form together with required evidence and documents to the Company.

6.2 Submitting the signed Proposal Form together with the supporting documents to the following address within January 31, 2013:

**Manager
The Office of Managing Director
Oishi Group Public Company Limited
20th Floor, No. 9 UM Tower,
Ramkhamhaeng Rd.,
Suanluang, Bangkok 10250
Thailand**

6.3 For further information required please contact **the Office of Managing Director** through telephone number (662) 785-8809, (662) 785-8806.

7. Consideration procedure

7.1 The Company will initially review the proposals and/or the nominees before proposing to the Nomination Committee and/or the Board of Directors for consideration.

7.2 The Nomination Committee will consider the nominee's qualification and propose the qualified candidate to the Board of Directors for further consideration.

7.3 The proposal matters and/or name of nominee approved by the Board of Directors and the Board of Directors' opinion will be included in the notice of the 2013 Annual General Meeting of Shareholders as agenda/nominees proposed by shareholders.

7.4 For the proposal / name of nominee disapproved by the Board of Director, the company shall inform the shareholder of the disapproval which will be supported by the reason of the Board of Directors' refusal at the AGM Meeting and include in the agenda for acknowledgement.

7.5 The decision of the Board shall be final and conclusive.

7.6 The Company reserves the rights to consider the proposal and/or the nomination that meets the requirements mentioned in the Company's criteria or unable to submit the Proposal Form and/or required evidence and documents within the deadline.

7.7 The Company will cut-off rights of shareholders if found that information provided is incomplete or ambiguous or incorrect or proposed by those shareholders who cannot be contacted or shareholders and/or director nominees are not consider fully qualified.

8. The deadline for submitting proposals is **Thursday, January 31, 2013, at 5:00 p.m.**