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(-Translation-)

December 28, 2018

Re: Invitation to the 2019 Annual General Meeting of Shareholders

To: All Shareholders of Oishi Group Public Company Limited

Enclosures:

- 1. Copy of the Minutes of the 2018 Annual General Meeting of Shareholders
- 2. Annual Report, together with the Consolidated Financial Statements of the Company for the year ended September 30, 2018
- 3. Profiles of the persons who are nominated to be elected as directors of the Company
- 4. Documents and evidences required for attending the Meeting
- 5. Two copies of Proxy Form A and Proxy Form B (the Proxy Form C is available for download from the Company's website at www.oishigroup.com)
- 6. Profiles of the Independent Directors who are proposed to be a proxy of shareholders in case of proxy granting
- 7. The Articles of Associations of the Company relating to Shareholders' Meeting
- 8. Map of the Meeting Venue

The Board of Directors of Oishi Group Public Company Limited (the "**Company**") invites you to attend the 2019 Annual General Meeting of Shareholders (the "**Meeting**") on Wednesday, January 30, 2019 at 2.00 p.m. at Grand Hall I, 2nd Floor, the Athenee Hotel, a Luxury Collection Hotel, Bangkok, No. 61 Wireless Road, Lumpini, Pathumwan, Bangkok 10330, 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 2018 Annual General Meeting of Shareholders which was held on January 30, 2018

Fact and Reasons:

The Company Secretary took the Minutes of the 2018 Annual General Meeting of Shareholders, which was held on January 30, 2018. The Company submitted mentioned Minutes of the Meeting to the Stock Exchange of Thailand ("SET") within 14 days and to the Ministry of Commerce as required by laws. A copy of the Minutes was attached to this meeting invitation. (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 2018 Annual General Meeting of

Shareholders.

Agenda 3 Acknowledgement of the business operation for the fiscal year 2018 ended September 30, 2018 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 fiscal year 2018 ended September 30, 2018 showing the operating results for 2018. Details of which can be found in page 118-127 of the Annual Report, which was delivered to the shareholders, together with this meeting invitation.

(Enclosure 2)

Opinion of the Board of Directors: After due consideration, the Board of Directors endorsed

the correctness and adequacy of the reports. The shareholders are recommended to acknowledge the business operation for the fiscal year 2018 ended September 30, 2018 and the

report of the Board of Directors.

Agenda 4 Approval on the Financial Statements for the year 2018 ended September 30, 2018 together with the Auditor Report

Fact and Reasons: The Company prepared the Financial Statements for the year 2018

ended September 30, 2018 which were audited and certified by the auditor of the Company, KPMG Phoomchai Audit Company Limited, and reviewed by the Audit Committee. Details of which can be found in page 154 to 222 of the 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 2018 ended September 30, 2018 which were audited and certified by the auditor of the Company and reviewed by the Audit Committee. Details of which can be found in page 154 to 222 of the Annual

Report.

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 2018 operating results of the Company, the Company has a net profit of Baht 1,015,256,095. The Board of Directors Meeting of No. 6/2018, which was held on November 20, 2018, endorsed the dividend payment for the operating results of the fiscal year 2018 ended September 30, 2018 and retained earnings to all shareholders at Baht 2.80 per share. The total amount to be paid is Baht 525,000,000 representing a payout ratio of 51.7% 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 Law. In this regard, the Board of Directors approved the interim dividend payment for the first six-month of the fiscal year 2018 on June 13, 2018 at Baht 0.90 per share, the total amount paid was Baht 168,750,000. Therefore, it is appropriate to propose the Meeting to declare the dividend payment for the second half of the fiscal year 2018 at Baht 1.90 per share, totaling of Baht 356,250,000.

Dividend payment comparison for the year 2017 and 2018

Details	2018 (proposed year)	2017
Net profit (Baht)	1,015,256,095	1,451,693,045
Number of shares (shares)	187,500,000	187,500,000
Dividend payment (Baht per share)	2.80	3.40
- Interim dividend (Baht per share)	0.90	1.10
- Annual dividend (Baht per share)	1.90	2.30
Total (Baht)	525,000,000	637,500,000
Payment ratio (%)	51.7	43.9

Opinion of the Board of Directors:

It is appropriate to report to shareholders on the interim dividend payment made on June 13, 2018 at Baht 0.90 per share, the total amount paid was Baht 168,750,000 and there was no additional appropriation as the Company legal reserve has already met the requirement of the Law. The shareholders are recommended to approve the declaration of dividend payment for the operating results of fiscal year 2018 ended September 30, 2018 and retained earnings for this time at Baht 1.90 per share, the total amount to be paid is Baht 356,250,000 to the shareholders whose names are appeared in the share register book on December 14, 2018 (Record Date) and

there will be no additional appropriation as the Company legal reserve has met the requirement of the Law.

In this regard, the Company determines to pay dividend on February 28, 2019. However, the second payment of dividend is uncertain since it shall be approved by the 2019 Annual General Shareholders Meeting.

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 2019 Annual General Meeting of Shareholders, three directors shall retire, which are:

1. Mr. Ueychai Tantha-Obhas Director and 1st Vice Chairman of the Executive Committee

2. Mr. Thapana Sirivadhanabhakdi Vice Chairman of the Board of

Directors, Chairman of the

Executive Committee, Nomination Committee Member, Remuneration Committee Member and Good Corporate Governance Committee

Member

3. Mr. Sithichai Chaikriangkrai Director, 2nd Vice Chairman of the

Executive Committee and

Remuneration Committee Member

For nominating the directors, the Company made an announcement to invite the shareholders to propose the names of qualified candidates for the positions of the directors in the 2019 Annual General Meeting of Shareholders via the Company's website and SET's channel from October 25, 2018 to November 19, 2018. However, no such proposals were made.

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.

The Nomination Committee has considered that the three persons are fully qualified as directors and had duly performed their duties as the members of the Company's Board of Directors and the Sub-Committee well throughout the time. Moreover, the three directors have adequate qualifications according to the Public Limited Companies Act, without any prohibited characteristics, for the appointment as directors of the Company under the criteria of the Office of the Securities and Exchange Commission and also have knowledge, competence, experience and proficient in business administration which shall be beneficial to the Company's business operation as well as giving opinions and recommendations for the best interest of the Company.

The Nomination Committee, excluding the members who are proposed for re-election, casted their votes individually to propose to the Board of Directors to propose to the shareholders to consider the re-election of the three retired directors, Mr. Ueychai Tantha-Obhas, Mr. Thapana Sirivadhanabhakdi and Mr. Sithichai Chaikriangkrai as the Company's directors and sub-committee member for another term.

The profile of each retired director are shown in Enclosure 3.

Opinion of the Board of Directors:

The Board of Directors conducted its review of the screened process under the Company's nomination policy and ruled that the nominated directors are fully qualified as directors and had duly performed their duties as the members of the Company's Board of Directors and the Sub-Committee well. In addition, the Board of Directors has considered that the three directors have adequate qualifications according to the Public Limited Companies Act, without any prohibited characteristics, for the appointment as directors of the Company under the criteria of the Office of the Securities and Exchange Commission and also have knowledge, competence, experience and proficient in business administration which shall be beneficial to the Company's business operation as well as giving opinions and recommendations for the best interest of the Company. Accordingly, 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 the three retired directors as the Company's directors and sub-committee member for another term as follows;

1. Mr. Ueychai Tantha-Obhas

Director and

1st Vice Chairman of the Executive Committee

2. Mr. Thapana Sirivadhanabhakdi

Vice Chairman of the Board of Directors, Chairman of the Executive Committee, Nomination Committee Member, Remuneration Committee Member and Good Corporate Governance Committee Member

3. Mr. Sithichai Chaikriangkrai

Director, 2nd Vice Chairman of the Executive Committee and Remuneration Committee Member

Agenda 7 Approval on the payment of director remuneration for the period from January to December 2019

Fact and Reasons:

The Remuneration Committee has considered the director remuneration for the period from January to December 2019 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 subsidiaries, and scope and responsibility of each committee and endorsed the matter to be proposed to the Board of Directors for further proposal to the Meeting of Shareholders to approve the director remuneration for the period from January to December 2019 at the aggregate amount of not more than Baht 10,000,000, which is the same amount as that of previous year.

Other than that, to support the principle of good corporate governance encouraging directors to attend the Board of Directors and sub-committee meeting and in order to have the directors' remuneration reflected the performance of the directors more, the Remuneration Committee thus amended the details of remuneration to be retainer fee and attendance fee instead of retainer fee only. The details of remuneration for directors and the subcommittees for the year 2019 compared to that of the year 2018 are set out below.

	2019 (proposed year)		2018	
Details	Retainer Fee (Baht per month)	Attendance Fee (Baht per meeting attended)	Retainer Fee (Baht per month)	Attendance Fee (Baht per meeting attended)
1. Remuneration for				
the Board of Directors				
- Chairman	40,000	24,000	50,000	-
- Vice Chairman	30,000	12,000	35,000	-
- Member	25,500	10,800	30,000	-

		2019 (proposed year)		2018	
	Details	Retainer Fee (Baht per month)	Attendance Fee (Baht per meeting attended)	Retainer Fee (Baht per month)	Attendance Fee (Baht per meeting attended)
2.	Remuneration for				
	the Audit Committee				
	- Chairman	8,500	3,000	10,000	-
	- Member	7,600	2,800	9,000	-
3.	Remuneration for the				
	Executive Committee				
	- Chairman	8,500	1,500	10,000	-
	- Member	7,600	1,400	9,000	-
4.	Remuneration for				
	the Sustainability and				
	Risk Management				
	Committee				
	- Chairman	8,500	3,000	10,000	-
	- Member	7,600	2,800	9,000	-
5.	Remuneration for the				
	Nomination Committee				
	- Chairman	5,500	3,000	6,000	-
	- Member	4,600	2,400	5,000	-
6.	Remuneration for the				
	Remuneration				
	Committee				
	- Chairman	5,500	3,000	6,000	-
	- Member	4,600	2,400	5,000	_
7.	Remuneration for the				
	Good Corporate				
	Governance Committee				
	- Chairman	5,500	3,000	6,000	-
	- Member	4,600	2,400	5,000	-
Ot	her benefits	N	one	N	one

Details of remuneration of each director for the year 2018 appear in the "Remuneration of the Board of Directors and Executives" section on Page 96-98 of the Annual Report submitted together with this meeting invitation (Enclosure 2).

Opinion of the Board of Directors:

The Board of Directors agreed with the recommendation made by the Remuneration Committee to propose the director remuneration for the period from January to December 2019 at the aggregate amount of not to exceed Baht 10,000,000 to the Meeting of Shareholders for consideration.

Agenda 8 Approval on director bonus for the year 2019

Fact and Reasons:

The Remuneration Committee has considered the director 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 2019 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.

Director Bonus comparison for the year 2018 and 2019

Director Bonus of the year 2019 (proposed year)	Director Bonus of the year 2018
Baht 32,000,000	Baht 34,000,000 The allocation actually incurred at
Bant 32,000,000	Baht 32,000,000

Details of bonus of each director for the year 2018 appear in the "Remuneration of the Board of Directors and Executives" section on Page 96-98 of the Annual Report submitted together with this meeting invitation (Enclosure 2).

Opinion of the Board of Directors:

The Board of Directors agreed with the recommendation made by the Remuneration Committee to propose to the Meeting of Shareholders to approve the director bonus payment for the year 2019 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 to each director as deemed appropriate.

Agenda 9 Approval on the appointment of the auditor for the Financial Statements year 2019 and determination of the remuneration

Fact and Reasons:

In order to ensure compliance with the Public Company Act B.E. 2535 with regard to the appointment of auditor and determination of auditor remuneration by the Meeting of Shareholder, the Audit Committee had reviewed and considered the qualification, knowledge, experience, reliability and working record of each auditor including the appropriate audit fee then resolved to propose to the Board of Directors to consider and concur the appointment of auditor for financial statements of the Company for the year 2019 ending September 30, 2019 as listed below,

1. Ms. Nittaya Chetchotiros,

Certified Public Accountant (Thailand) No. 4439

(Signed the Financial Statement of the Company for the year 2007-2011, for the nine-month period ended September 30, 2016, for the year 2017 ended September 30, 2017 and for the year 2018 ended September 30, 2018), or;

2. Ms. Sureerat Thongarunsang, Certified Public Accountant (Thailand) No. 4409 (Never signed the Financial Statement of the Company), or;

3. Mr. Ekkasit Chuthamsatid, Certified Public Accountant (Thailand) No. 4195 (Never signed the Financial Statement of the Company), or;

4. Ms. Pornthip Rimdusit, Certified Public Accountant (Thailand) No. 5565 (Never signed the Financial Statement of the Company) or;

5. Ms. Kanokorn Phooriphanyawanit Certified Public Accountant
(Thailand) No. 10512
(Never signed the Financial Statement of the Company)

any of these auditors from KPMG Phoomchai Audit Company Limited ("KPMG") shall be appointed as the Company's auditor and the auditor remuneration for the year 2019 ending on September 30, 2019 shall be determined at the amount of Baht 2,525,300, which is the same rate as the previous year. The auditor remuneration is exclusive of other fees (Non-audit fee) which will be billed per actual.

Comparative information on the payment of Auditor's remuneration in the previous year can be shown in the following table.

Details	2019	2018	Increase
	(proposed year)		(Decrease)
Audit fees	Baht 2,525,300	Baht 2,525,300	-
Non-audit fee	-	-	-

The five auditors have no relationship with or any vested interest in 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 have acts as the auditor of the Company for more than 5 consecutive fiscal years.

KPMG and related business to KPMG are also nominated to be the auditor(s) for the Company's subsidiaries for the fiscal year 2019 except for certain foreign subsidiaries who, due to legal restriction and/or the amount of transactions involves and/or the audit fee, are not able to do so. However, the Board of Directors ensures that the consolidated financial statement will be prepared and submitted duly and completely.

Details of audit fee and non-audit fee paid to KPMG, related business to KPMG and other auditors for the year ended September 30, 2018 can be found in the "Auditor Remuneration" section on Page 118 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 Audit Committee to propose to the Meeting of Shareholders to appoint either Ms. Nittaya Chetchotiros, Certified Public Accountant (Thailand) No. 4439 or Ms. Sureerat Thongarunsang, CPA Registration No. 4409 or Mr. Ekkasit Chuthamsatid, Certified Public Accountant (Thailand) No. 4195 or Ms. Pornthip Rimdusit, Certified Public Accountant (Thailand) No. 5565, or Ms. Kanokorn Phooriphanyawanit, Certified Public Accountant (Thailand) No. 10512 from KPMG Phoomchai Audit Company Limited to be the auditor of the Company and to determine the auditor remuneration of Baht 2,525,300 for the audit of the financial statements for the year 2019 ending September 30, 2019.

Agenda 10 Approval on the amendment to the Company's Articles of Association No. 32 on the rights of shareholders in summoning Extraordinary General Meeting of Shareholders

Fact and Reasons:

In order to be in line with the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business, which provides the amendment to Section 100 of the Public Limited Companies Act B.E. 2535 (1992) regarding the rights of shareholders in summoning Extraordinary General Meeting of Shareholders, the Company considers appropriate to amend the Company's Articles of Association No. 32 to be as follows:

The Company's current Articles of Association	The Proposed Amendment
No. 32	No. 32
The Board of Directors shall arrange an Annual General Meeting of shareholders within four (4) months from the end of the Company's fiscal year.	The Board of Directors shall arrange an Annual General Meeting of shareholders within four (4) months from the end of the Company's fiscal year.
Other shareholders' meeting apart from the abovementioned, shall be called an Extraordinary General Meeting of Shareholders. The Board of Directors may summon an Extraordinary General Meeting of Shareholders at any time as deemed appropriate.	Other shareholders' meeting apart from the abovementioned, shall be called an Extraordinary General Meeting of Shareholders. The Board of Directors may summon an Extraordinary General Meeting of Shareholders at any time as deemed appropriate.
Shareholders holding the aggregate number of shares of not less than one-fifth (1/5) of the total number of shares sold or the number of shareholders of not less than twenty-five (25)	One (1) or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may request the Board of Directors to summon an

The Company's current Articles of Association

persons whose combined stock are totaled not less than one-tenth (1/10) of the total number of shares sold, may request to the Board of Directors to summon an Extraordinary General Meeting of Shareholders at any time by subscribing their names. In this regard, the Board of Directors shall proceed to summon the meeting of Shareholders within one (1) month from the date the request in writing form the shareholders is received.

The Proposed Amendment

Extraordinary General Meeting of Shareholders at any time by subscribing their names, however, the reasons for summoning the meeting shall be clearly stated in such a request. In this regard, the Board of Directors shall proceed to summon the meeting of Shareholders within forty-five (45) days from the date the request in writing form the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such a period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting summoned by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of summoning such a meeting and the Company shall reasonably provide facilitation.

In this case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed in this Articles of Association, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding such meeting.

Opinion of the Board of Directors:

It is appropriate to propose to the AGM for approval of the amendment to the Company's Articles of Association No. 32 in order to comply with the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business, which provides the amendment to Section 100 of the Public Limited Companies Act B.E. 2535 (1992) regarding the rights of Shareholders in summoning Extraordinary General Meeting of Shareholders as proposed.

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 Company determined the shareholders' names who will have the right to attend the Meeting on December 14, 2018 (Record Date).

The shareholders of Oishi Group Public Company Limited are cordially invited to participate in the Meeting on the date and time stated above. If any shareholder wishes to appoint another person to attend the meeting and vote as his or her proxy, please assign the representative who is of legal age. Also, kindly fill in and execute only one of the Proxy Forms (Proxy Form A and Form B can be found in the Enclosure 5 and Form C can be download from the Company's website at www.oishigroup.com under Investor Relations section/ Shareholder Information/ Shareholders' Meeting) and submit it to the Chairman of the Meeting or designated person before attending the Meeting. The Proxy Form C is only for the shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

Any shareholder may appoint the following Independent Director as his/her proxy to attend the Meeting and vote on his/her behalf.

- 1. Mr. Prasit Kovilaikool
- 2. Mr. Vikrom Koompirochana
- 3. Ms. Potjanee Thanavaranit
- 4. Mr. Chai Jroongtanapibarn

The profile of independent directors who are proposed to be a proxy of shareholders in case of proxy granting are attached hereto in the Enclosure 6.

To generate maximum benefit from 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 investorrelations@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-(Mrs. Suthada Suwan) Company Secretary