

Oishi Group Public Company Limited
Minutes of the 2022 Annual General Meeting of Shareholders Conducted Through Electronic Means (“E-AGM”)
Held on January 27, 2022
Through Live Broadcasting from Auditorium 10th Floor, CW Tower

Attending Directors

- | | | |
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| 1. | Mr. Prasit Kovilaikool | Chairman of the Board of Directors, Independent Director, Nomination Committee Member and Remuneration Committee Member |
| 2. | Mr. Ueychai Tantha-obhas | 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. Vikrom Koompirochana | Independent Director, Chairman of the Audit Committee, Chairman of the Nomination Committee, Remuneration Committee Member and Good Corporate Governance Committee Member |
| 4. | Ms. Potjaneer Thanavaranit | Independent Director, Audit Committee Member, Chairman of the Remuneration Committee and Chairman of the Good Corporate Governance Committee |
| 5. | Mr. Chai Jroongtanapibarn | Independent Director, Audit Committee Member, Chairman of the Sustainability and Risk Management Committee and Good Corporate Governance Committee Member |
| 6. | Mr. Sithichai Chaikriangkrai | Director and 1 st Vice Chairman of the Executive Committee and Remuneration Committee Member |
| 7. | Mr. Pisanu Vichiensanth | Director, Executive Committee Member, Vice Chairman of the Sustainability and Risk Management Committee |
| 8. | Mrs. Nongnuch Buranasetkul | President and CEO, Executive Committee Member, Sustainability and Risk Management Committee Member and Good Corporate Governance Committee Member |

Attending Management

- | | | |
|----|---------------------------|--|
| 1. | Ms. Mekhala Nethipo | Senior Vice President – Packed Food |
| 2. | Mr. Kritsada Wattanpakin | Senior Vice President – Finance & Accounting |
| 3. | Mr. Suwit Sirichu | Vice President – Operations |
| 4. | Ms. Jiralak Na Chiengtung | Vice President - Marketing Restaurants |
| 5. | Mrs. Chalita Isarankura | Company Secretary |

Auditor and Representatives from KPMG Phoomchai Audit Company Limited

- | | |
|-----------------|---------------|
| 1. Ms. Nittaya | Chetchotiros |
| 2. Ms. Sureerat | Thongarunsang |
| 3. Ms. Nadsasin | Wattanapaisan |
| 4. Ms. Suteera | Kamolpattana |

In addition, Ms. Suteera Kamolpattana of KPMG Phoomchai Audit Company Limited served to audit and verify the vote counting of shareholders and oversee the meeting to be transparent and comply with the laws and The Articles of Association of the company.

The Meeting was duly commenced at 14.00 Hrs.

Mr. Prasit Kovilaikool, the Chairman of the Board of Directors, presided as the Chairman of the Meeting (“The Chairman”). The Chairman welcomed and expressed his appreciation to all shareholders who were attending the 2022 Annual General Meeting of Shareholders conducted through electronic means and stated that for safety and reduce the risk to be detectable the COVID-19 of all shareholders and attendees, the Board of Directors Meeting was therefore resolved to conducted this Annual General Meeting of Shareholders through electronic means (E-AGM). In this regard, the Company had scheduled the date to record the names of the shareholders who were entitled to attend the 2022 Annual General Meeting of Shareholders on December 13, 2021 (“Record Date”) After that he then assigned Mrs. Chalita Isarankura, Company Secretary, to inform the details related to the 2022 Annual General Meeting of Shareholders to the shareholders and proxies to acknowledge.

Mrs. Chalita Isarankura, Company Secretary, informed the Meeting that there were 12 shareholders attending the Meeting by themselves, holding a total of 1,435,605 shares, and 36 shareholders attending the Meeting as the appointed proxies, holding a total of 341,780,104 shares, totaling 48 shareholders, holding a total of 343,215,709 shares and representing 91.5242 percent of all issued and paid-up shares of 375,000,000 shares. Over 25 shareholders and more than one-third of all issued and paid-up shares of the Company attended the Meeting; thus, constituting a quorum of the Meeting as required by the Article 35 of the Company’s Articles of Association. She also informed to the shareholders that the Company had both video and audio recording at the Meeting, which may be published on the Company’s website in order to comply with the Good Corporate Governance Principles. In addition, she informed the Meeting that the Company offered the shareholders opportunities to propose agenda of this Meeting and person(s) to be elected as the Company’s director(s) during October 15, 2021 to November 17, 2021 via the Company’s website: www.oishigroup.com and www.set.or.th. However, no proposal was made.

Then the Chairman introduced the Company’s Directors, Executives and the auditors from KPMG Phoomchai Audit Company Limited with the names listed above, attending the Meeting to provide the shareholders the clarification to their inquiries. The Company has totally 8 directors and in this Meeting, there were 8 directors attending the Meeting equivalent to 100% of the total number of directors of the Company.

In this regard, the Chairman requested the Company Secretary to explain to the Meeting the voting procedure.

The Company Secretary explained to the Meeting the voting procedure through vide o clip as follows:

1. The Company assigned Quidlab Company Limited (“Quidlab”), an independent organization, to manage and monitor the electronic meeting platform system whose it was certified by the Electronic Transaction Data Agency (ETDA). In this regard, the Company invited the auditor to participate, audit and verify the vote counting process.
2. In this 2022 Annual General Meeting of Shareholders conducted through electronic means, the attendees can watch the broadcast live throughout the Meeting including the scores result of each agenda. The Company has released the Video

demonstrating how to use the system online for the shareholders to know about vote counting procedure and how to send the inquiry at the beginning of this Meeting. If any shareholder has a technical frustration problem of how to use the system, please feel free to contact at the telephone number 02-013-4322 or 0-800-087-616 at any time throughout the Meeting.

3. One share: One Vote, the vote of each shareholder is in accordance with number of shares held or by proxy. The vote can be casted any one of the followings; to approve, to disapprove or to abstain.
4. The shareholders are able to cast their votes in the system by clicking the icon “to vote” and then to “to submit” in all agenda that open to vote, any shareholders who do not cast their votes in any agenda, it will be considered as a vote to approve such proposed agenda.
5. In vote counting procedure, the Company will count the votes of the shareholders and proxies who participate in the E-AGM and deducted by the votes of disapprove, abstain or void and the remaining will be the approved votes.
6. The Company gave the opportunity to shareholders to send the inquiry related to the AGM agenda in advance to Investment Relation and before voting of each agenda, the Chairman will give the opportunity to shareholders to inquire about related matters of the agenda as appropriate by clicking on the icon “type inquiry” and then “to submit” and the company will bring your questions to answer in the relevant agenda. It takes into account the grouping of questions that are the same or similar.
7. In response to the good corporate governance, the agenda 5 “The Election of the Directors in replacement of the Directors whose term will expire by rotation”, the vote shall be casted separately for each director’s election.
8. The Company shall collect the votes casted in the proxy forms in the event that the proxy grantors have already stated their vote choices. However, if the proxy grantors have not marked their votes, the proxy grantees shall cast the votes as if they were the shareholders.
9. In the event that it is considered a void card, which will not count the vote in that agenda. The proxy form that shall be deemed voided when more than one vote type or containing any mark of correction or modification without signatures confirming such correction or modification, and split vote (except custodians).
10. The Chairman or the Company Secretary shall announce the vote result of each agenda at the beginning of the next Agenda, or when the officer has finished counting the votes. Each agenda is determined by the share amount of the attendance in that agenda. The vote result will be presented in four decimal places. And when announcing the voting results for any agenda, it is considered that the result is effective.
11. The resolution of each Agenda shall require the following votes:
 - Agenda 2 require no vote as it is for acknowledgement.
 - Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 8 shall be resolved as approve by the majority of the shareholders attending the Meeting and eligible to vote.
 - Agenda 6 and Agenda 7 shall obtain not less than two-third vote of the shareholders attending the Meeting.

The Company Secretary further informed to the Meeting that the agenda shall be conducted in accord sequence with the Meeting’s invitation previously distributed to all shareholders. In the event that any shareholder would like to raise a question regarding the agenda, the shareholder is requested to click on the icon “type inquiry” and then “to submit” at the beginning of the Meeting and the Company will consider to answer in the related agenda. The Chairman then commenced the Meeting as the following agenda.

Agenda 1 **Adoption of the Minutes of the 2021 Annual General Meeting of Shareholders which was held on January 28, 2021**

The Chairman delegated the Company Secretary to report the details to the Meeting.

The Company Secretary proposed the Meeting to adopt the Minutes of the 2021 Annual General Meeting of Shareholders, held on January 28, 2021 as per the Enclosure 1 which was previously submitted to the shareholders along with the Invitation to the Annual General Meeting of Shareholders. The Company Secretary inquired whether any shareholder would like to raise inquiries or suggestions.

Mr. Siriwat Woravetwutikhun, shareholder, advised that if the Company will have to organize the next AGM through electronic media again, the company should use the platform which the shareholders can communicate by speaking in the meeting like other companies. He also asked about the reason for using the platform of 2022 AGM which did not allow shareholders to communicate by speaking in the meeting.

Mrs. Nongnuch Buranasetkul answered the questions of the shareholder with an apology that the company cannot facilitate communication in the form that shareholder required. The company intended to hold the meeting with shareholders as usual but in order to reduce the risk in this situation, therefore, it was necessary to organize a meeting through electronic media. However, due to there are many platforms of the electronic media conference management system, which have both of advantages and disadvantages differently. The platform used by the company allowing shareholders to communicate with the company via text messaging, which was less technical difficulties than voice communication and to reduce the risk in regard to various problems that may arise and obstacles for this meeting. The company hoped that in the following year, if the situation of COVID-19 improves, a face-to-face meeting can be held. But if it is necessary to organize the shareholders meeting through electronic media. The company will consider a new platform in order to have the opportunity to be closer to the shareholders.

There was no further inquiry or suggestion, therefore, the Company Secretary proposed the Meeting to adopt the minutes of the 2021 Annual General Meeting of Shareholders which was held on January 28, 2021 as proposed.

After due consideration, the Meeting resolved to adopt the Minutes of the 2021 Annual General Meeting of Shareholders which was held on January 28, 2021 in all respects by a majority of the Shareholders attending the Meeting and eligible to vote. In this agenda there were 3 more participants holding 103 shares attended the Meeting, totaling 51 shareholders, holding the total of 343,215,812 shares attended the Meeting. The voting results were as follows:

Approved	339,715,811	Votes	equivalent to	98.9802%
Disapproved	0	Vote	equivalent to	0.0000%
Abstained	3,500,001	Votes	equivalent to	1.0198%
Voided	0	Vote	equivalent to	0.0000%

Agenda 2 **Acknowledgement of the business operation for the fiscal year 2021 ended September 30, 2021 and the report of the Board of Directors**

The Chairman proposed the Meeting to consider and acknowledge the business operating results for the fiscal year 2021 ended September 30, 2021 as appeared in the 2021 Annual Report, attached to the Invitation to the Annual General Meeting of Shareholders, previously distributed to the shareholders, and assigned Mrs. Nongnuch Buranasetkul, President and CEO of the Company, to present the details to the Meeting.

Mrs. Nongnuch showed a short video of an overview of operational performance, business strategy, marketing activities as well as corporate social responsibility activities (CSR) of the Company in the fiscal year 2021. After that, she reported the Company's operating performance for the fiscal year 2021, referring to a summary of the Management Discussion and Analysis (MD&A)

as appeared in the 2021 Annual Report which included performance in terms of profit by business category, financial position, financial ratios, financial liquidity, profitability ratios, and financial structure. Clarification of operating results of the Company including the reasons behind the changes in numbers from the previous fiscal year and other significant negative & positive factors impacting the Company's performance are explained in the following 4 key topics:

1. Business Operations and Financial Performance in the fiscal year 2021
2. Overview of Business Operations in 2021
3. Strategic Direction in 2022
4. Oishi Sustainability Development

1. Business Operations and Financial Performance in the fiscal year 2021

Mrs. Nongnuch also reported the performances by business category are as follows:

Beverage Business: The beverage sales and services revenue rose by 4.1% but net profit declined 24.5% when compared to the year 2020 performance.

Food Business: The food sales and services revenue declined by 28.7% and net profit declined 95.1% when compared to the year 2020 performance.

After the restaurants were allowed to resume their dine-in operations so our restaurants resumed to make profit in September 2021, showing the recovery of food business. Furthermore, the Company has the strong financial position and cash as of the end of September 2021 increasing to Baht 2,040 million and continued to pay the profit at the higher rate than the minimum rate at 40% of the dividend policy.

2. Overview of Business Operations in 2021

Mrs. Nongnuch explained the overview of Business Operations in 2021 as follows:

Beverage Business

Oishi was able to maintain number one position in domestic ready-to-drink tea market with market share of 17%, higher than competitors and continued to expand on healthy market by launching the new product "Oishi Plus C" which having sales performance plus 11% focusing the new generation trend to expand the teen customer base in the premium group and to offer the attracting promotions, this led to an uplift in revenue and drive summer sales to grow the highest in 5 years. Moreover, Oishi continued to expand its international market to reach more consumers resulting in number one market share in Cambodia, Laos and Myanmar. After that she opened the Video Ad of beverage business to the meeting for acknowledgement.

Food Business

Due to the COVID-19 pandemic, Oishi restaurant business needed to be changed in response to this situation and to relieve pressure from various factors as follows:

1. Increase the capacity of the delivery channel and take home
 - by adding more sale channels that can reach customers more easily
 - by adding varieties of the menu by using the same kitchen
 - by extending the service areas
2. Model "Sale Channels" near our consumers
 - Oishi To Go, to allocate the shop area for Grab & Go
 - Food Truck, to reach the target consumers
3. Optimize the cost of each restaurant branch
 - by reducing - increasing the number of restaurant branches to maintain the balance of distribution channels along with requesting from the landlord for the rental fee reduction
 - Labor cost management in accordance with sales
 - Planning the amount to use of raw materials for helping to reduce the wastage of raw materials

4. Upgrading of cleanliness and safety measures to be able to operate under challenging circumstances by building confidence during the COVID-19 situation
 - Strict in cleanliness and safety measures for the selection of raw materials and hygienic delivery
 - Emphasize the Covid-19 screening process
 - Build a strong “immunity” to our employees
 - Reduce the risk of infection through the use of a contactless system.

Ready-To-Eat Business

In order to promote the strength of the sales base, the company had product innovation in the current product category such as Sandwich, Gyoza, ready-to-eat Ramen and Kimchi by launching new 20 products in 2021. Furthermore, for promoting the expansion of cooking at home, the company also added the new line of business that was shoyu sauce, teriyaki sauce and sukiyaki sauce distributing at convenience stores, modern trade and Makro. The company created products awareness through online media to expand distribution channels through modern trade channels and online channels. In addition, the export of products was growth and expansion in new markets in Europe, especially in Germany, France, England.

3. 2022 Company's Strategies

Mrs. Nongnuch explained 2022 Company's Strategies to the meeting as follows:

Beverage

- Expand Consumer Base
- Expand Premium Products
- Expand Export Markets

Restaurant Business

- Business Expansion
- Increase the opportunity to reach customers
- Develop new menus and promotion events
- Innovation
- Operate the sustainability business

Ready to Eat Business

- Innovation;
- New Business Opportunity
- Distribution Channels
- The growth of export market

4. Oishi Sustainability Development

The Company has implemented the foundations for the sustainability development in accordance with Thai Beverage PCL, consisting of 3 areas as follows:

- Environment
- Society
- Economy

Environment

The company operates mainly in 3 areas:

Green Factory: energy management, climate management and water management

Packaging: for beverage business, there have been a weight reduction of the green tea preform bottle, receiving a green label friendly to the environment and changing the green tea bottles of Kyoho to be the clear bottles. Regarding the Food Business, reducing in plastic use and use recyclable plastic packaging and use packaging from biodegradable materials. And also use packaging instead of plastic bags that customers can bring to reuse.

Food Waste: The company organized projects to reduce food waste such as the “Save Food” project and the “Eat All Challenge” project.

Social

Oishi has operated business with responsibilities for society and community. There were various aspects of social support such as taking care of the Oishi family or Oishi employees. During the Covid-19 epidemic, Oishi took full care of its employees by providing widely face mask and alcohol. The company provided Covid-19 testing to all employees who had to work in office by weekly and arranged for the development of employees' potential and also promoted employees' well-being. Moreover, for the social contribution activities, the company provided Oishi Give Fight Against Covid-19 Project which provided food and beverage products to medical personnel in 7 hospitals for encouragement and also organized Clean-Drinking Water Project No.4 and Send Full Smile and Fight Together Project.

Economy

Oishi has adapted to the situation by developing convenient, fast and safe services by organized new and different marketing campaigns and created the products that meet the needs of consumers and also expanded distribution channels. In terms of Health & Wellness, Oishi created the products that are good for health and has a standardized production process.

Mrs. Nongnuch, then, assigned the Company Secretary to report to the Meeting the Company's policy and conduct in regard of the anti-corruption.

The Company Secretary informed the Meeting that in addition to the company's operating results and plans for the year 2021 that have already been reported, the Company attaches great importance to fight against the corruption by inserting the anti-corruption procedures as a part of the Company's Corporate Governance policy which are disclosed in “About Us” section, “Corporate Governance” sub-section under the Company's website, and in the page 165 of the according to Corporate Governance Policy Company's 2021 Annual Report. From the situation of the epidemic of the Covid-19 virus in 2021, the Company has a policy for all employees to work from home. The Internal Audit Leader requested all employees to review the Anti-Corruption Policy and Guidelines for Whistleblowing and Protection plan according to Corporate Governance Policy and understand the policies and regulations as mentioned above. Then the employees had to do the test to explore and assess their understanding of the content of 5 items via online system.

Mrs. Nongnuch inquired whether there is any shareholder who would like to raise inquiries or suggestions.

Miss Sarawee Janewuttikamonchai, shareholder inquired that due to higher prices of raw materials and vegetables, what would be the company action plan to maintain the brand loyalty amid the economic recession and high inflation.

Mrs. Nongnuch thanked the shareholder for the question and explained to the meeting that from the condition of higher raw material prices. The company had planned in the matter of important raw materials in the long term, making it able to get raw material prices that did not rise even

when the market prices of raw materials were higher. In addition, the company also had Group Synergy to create bargaining power to get raw materials at a good price. And the company strived to reduce storefront wastes which was one of the strategies for effective cost management. The company also tried to reduce the unnecessary expenses and at the same time promoted the menu and launched new products to balance the portfolio to get a price that is close to the most original cost and to maintain the customer base of the company.

Mr. Phatarakit Netiniyom, shareholder, inquired that how much the Sugar-sweetened Beverages Tax affected the beverage margin and did the company plan to release health products such as vitamin drinks or not?

Mrs. Nongnuch thanked the shareholder for the question and explained to the meeting that the sweetness tax will come into effect in early October 2022. However, the company was aware of consumers' health and had taken steps to reduce the sweetness in every SKU of Oishi beverage such as Oishi Gold no sugar which got "healthier logo". In summary, the sweetness tax had no effect on Oishi beverage. For vitamin mix drink, Oishi launched Oishi Plus C, which has mixed vitamin C 200% and gained good feedback from consumers.

Mr. Siriwat Woravetwutikhun, shareholder, admired directors, executives and employee of their jointly pushed the company's performance to get good result and having profit to pay dividend to the company shareholders and he also encouraged everyone for the company's operation in 2022, which was expected to encounter more obstacles than the year 2021.

Mrs. Nongnuch thanked the shareholder for encouragement and believed that all directors, executives and employees will strongly determine and dedicate to sustainably growing the company business.

When it appeared that there was no more inquiry, the company Secretary informed to the Meeting that no voting was required because this agenda was for acknowledgment.

The Meeting acknowledged overall business operation of the Company for the fiscal year 2021 ended September 30, 2021 and the report of the Board of Directors as per details proposed in all respects.

Agenda 3 Approval on the Financial Statements for the year 2021 ended September 30, 2021 together with the Auditor Report

The Chairman assigned Mr. Vikrom Koompirochana, Chairman of the Audit Committee to report the details to the Meeting.

Mr. Vikrom reported to the Meeting that the Company prepared the financial statement for the year 2021 ended September 30, 2021 which the Audit Committee in conjunction with the Company's auditor, KPMG Phoomchai Audit Company Limited, have reviewed the financial statements and deemed that this financial statement contained the adequate information on the financial status, operating results, and cash flow statement in accordance with the generally accepted accounting principles. Details of the financial statements as appears on page 209 – 314 in the Annual Report previously distributed to the Shareholders together with Invitation to the Annual General Meeting of Shareholders. Then he proposed to the shareholders for consideration to approve the Financial Statements for the year 2021 ended September 30, 2021 together with the Auditor Report.

Then, the shareholders were given an opportunity to ask the details and give the opinions.

When it appeared that there were no questions, the Company Secretary proposed to approve the Financial Statements for the year 2021 ended September 30, 2021 together with the Auditor Report as proposed.

After due consideration, the Meeting unanimously resolved to approve the financial statements for the year 2021 ended September 30, 2021 which was reviewed by the Audit Committee and KPMG Phoomchai Audit Company Limited, the Company's auditor, together with the Auditor Report

as per details proposed by a majority of the Shareholders attending the Meeting and eligible to vote. The voting results were as follows:

Approved	343,215,711	Votes	equivalent to	100%
Disapproved	0	Vote	equivalent to	0.0000%
Abstained	101	Votes	equivalent to	0.0000%
Voided	0	Vote	equivalent to	0.0000%

Agenda 4 **Approval on the dividend payment and the appropriation for legal reserve**

The Chairman assigned Mr. Kritsada Wattanapakin, Vice President – Accounting and Finance to report the details to the Meeting.

Mr. Kritsada reported to the Meeting that according to the operating results of the year 2021 ended September 30, 2021, the Company acknowledged the net profit of Baht 546,690,385. The Board of Directors' Meeting No. 1/2021-2022, held on November 18, 2021, endorsed the dividend payment for the 2021 operating results ended September 30, 2021, and retained earnings to all shareholders at Baht 0.80 (Eighty Satang) per share, totaling Baht 300,000,000 (Three Hundred Million Baht), equivalent to 54.90% of the Company's net profit. The proposed dividend payment conforms to the Company's policy regarding the dividend payment.

In this regard, the Board of Directors approved the interim dividend payment at Baht 0.30 (Thirty Satang) per share, totaling Baht 112,500,000 (One Hundred Twelve Million and Five Hundred Thousand Baht), paid on June 11, 2021. As a result, the remaining dividend payable to the shareholders were at Baht 0.50 (Fifty Satang) per share, totaling Baht 187,500,000 (One Hundred Eighty-Seven Million and Five Hundred Thousand Baht). The dividend would be paid to shareholders whose names appeared on the Shareholders' list as of December 13, 2021 (Record Date). Furthermore, the Company is not required to allocate the legal reserve as it reaches the legal requirement. Thus, the dividend payment dated on February 25, 2022. He then proposed to approve the dividend payment and acknowledged the interim dividend payment.

Then, the shareholders were given an opportunity to ask the details and give the opinions.

When it appeared that there were no questions, the Company Secretary proposed to approve the dividend payment, the appropriation for legal reserve and acknowledged the interim dividend payment as per details proposed.

After due consideration, the Meeting resolved to approve the dividend payment and the appropriation for legal reserve, as well as acknowledged the interim dividend payment, as per details proposed in all respects by a majority of the Shareholders attending the Meeting and eligible to vote. The voting results were as follows:

Approved	343,215,811	Votes	equivalent to	100.0000%
Disapproved	0	Vote	equivalent to	0.0000%
Abstained	1	Vote	equivalent to	0.0000%
Voided	0	Vote	equivalent to	0.0000%

Agenda 5 **Approval on the election of directors in replacement of the directors whose term will expire by rotation**

The Chairman invited Mr. Vikrom Koompirochana, Chairman of the Nomination Committee to present the details to the Meeting.

Mr. Vikrom informed to the Meeting that pursuant to Article 17 of the Company's Articles of Association, one-third of the directors shall be retired by rotation at every annual general meeting of shareholders. In case the number of directors retiring by rotation could not be divided into one-third proportion, the closest number to one-third shall be applied. Those retiring directors, however, are eligible to be re-elected.

In the 2022 Annual General Meeting of Shareholders, three of the following directors were due to retire by rotation;

- | | | | |
|---|---------------|----------------|---|
| 1 | Mr. Ueychai | Tantha-obhas | Vice Chairman, Chairman of the Executive Committee, Nomination Committee Member, Remuneration Committee Member and Good Corporate Governance Committee Member |
| 2 | Mr. Sithichai | Chaikriangkrai | Director, Vice Chairman of the Executive Committee No.1 and Remuneration Committee Member |
| 3 | Mrs. Nongnuch | Buranasetkul | Director, President & CEO, Executive Committee Member, Sustainability and Risk Management Committee Member and Good Corporate Governance Committee |

For encouraging the Meeting to express opinions and consider and vote independently on this agenda, the three retiring directors who were regarded as conflict parties shall abstain from voting and leave the Meeting until the voting procedure completed.

He further explained that the Company announced the invitation to the shareholders to nominate a person(s) who would be qualified as a candidate for the Company's directorship during October 15, 2021 – November 17, 2021, on the Company's website and SET portal. However, none of the nomination was made.

The Nomination Committee and the Board of Directors excluding the members who are proposed for re-election, have considered and scrutinizing the qualifications, experiences and expertise of all directors who have completed their term of office. There was an opinion that the three directors have appropriate qualification, experiences and professional expertise and can create benefits for the Company's business operation. Therefore, they considered and endorsed by the majority of votes to propose to re-elect the three directors who have completed their terms to serve as directors and committees for another term.

The profile of the nominated three directors was previously submitted to all shareholders as the Enclosure 3 from page 39 – 47, to the Invitation to the Annual General Meeting of Shareholders.

Then, the shareholders were given an opportunity to ask the details and give the opinions.

There was no inquiry or suggestion, the Company Secretary then requested the shareholders to approve the election of the directors in replacement of the directors whose term will expire by rotation as per details proposed, on an individual basis. In order to comply with the best practice of the good governance principles, shareholders and proxies were requested to vote for approval, disapproval or abstention.

After due consideration, the Meeting resolved to approve the election of the directors in replacement of the directors whose term will expire by rotation to be directors and committees in another term, as per details proposed in all respects. The voting results of the shareholders who attended the Meeting and cast their votes were, separated by individual voting result, as follows:

1. Mr. Ueychai Tantha-obhas Vice Chairman, Chairman of the Executive Committee, Nomination Committee Member, Remuneration Committee Member and Good Corporate Governance Committee Member
- | | | | | |
|-------------|-------------|-------|---------------|---------|
| Approved | 343,215,811 | Votes | Equivalent to | 100% |
| Disapproved | 0 | Vote | Equivalent to | 0.0000% |
| Abstained | 1 | Vote | Equivalent to | 0.0000% |
| Voided | 0 | Vote | Equivalent to | 0.0000% |
2. Mr. Sithichai Chaikriangkrai Director, Vice Chairman of the Executive Committee No.1 and Remuneration Committee Member
- | | | | | |
|-------------|-------------|-------|---------------|---------|
| Approved | 343,215,811 | Votes | Equivalent to | 100% |
| Disapproved | 0 | Vote | Equivalent to | 0.0000% |
| Abstained | 1 | Vote | Equivalent to | 0.0000% |
| Voided | 0 | Vote | Equivalent to | 0.0000% |
3. Mrs. Nongnuch Buranasetkul Director, President & CEO, Executive Committee Member, Sustainability and Risk Management Committee Member and Good Corporate Governance Committee
- | | | | | |
|-------------|-------------|-------|---------------|---------|
| Approved | 343,215,811 | votes | Equivalent to | 100% |
| Disapproved | 0 | vote | Equivalent to | 0.0000% |
| Abstained | 1 | vote | Equivalent to | 0.0000% |
| Voided | 0 | vote | Equivalent to | 0.0000% |

Upon the completion of voting procedure, the Chairman re-invited all three directors to the Meeting room to further proceed the meeting according to the agenda.

Agenda 6 **Approval on the payment of director remuneration for the period from January to December 2022**

The Chairman invited Ms. Potjaneer Thanavarani, Chairman of the Remuneration Committee to present the details to the Meeting.

Ms. Potjaneer informed the Meeting that having consider the Company's remuneration policy developed from the analysis of the benchmark rates of peers in the industry, the group companies' business expansion and performance, including but not limited to duties, scopes of responsibilities and working performance of each directors, the Remuneration Committee opined that the Board of Directors proposed the Annual Shareholder's Meeting to approve the remuneration of the directors and sub-committee for the period from January to December 2022 in the total amount of not exceed the limit of Baht 10,000,000 which was equivalent to the approval in the Annual General Meeting of Shareholders Year 2021. The details of remuneration were divided into retainer fee and attendance fee as shown in the presentation and in page 8 of the Invitation to 2022 Annual General Meeting of Shareholders which submitted to all shareholders.

She also proposed to shareholders to approve the director remuneration for the period from January to December 2022 as the details of the remuneration for Directors and the sub-committee in comparison for the year 2022 and 2021 as follows:

Remuneration	Year 2022 (Proposed Year)		Year 2021	
	Retainer Fee (THB/Month)	Attendance Fee (THB/Meeting Attended)	Retainer Fee (THB/Month)	Attendance Fee (THB/Meeting Attended)
1. Remuneration for Board of Director				
- Chairman	40,000	24,000	40,000	24,000
- Vice Chairman	30,000	12,000	30,000	12,000
- Director	25,500	10,800	25,500	10,800
2. Remuneration for Audit Committee				
- Chairman	8,500	3,000	8,500	3,000
- Member	7,600	2,800	7,600	2,800
3. Remuneration for Executive Committee				
- Chairman	8,500	1,500	8,500	1,500
- Member	7,600	1,400	7,600	1,400
4. Remuneration for Sustainability and Risk Management Committee				
- Chairman	8,500	3,000	8,500	3,000
- Member	7,600	2,800	7,600	2,800
5. Remuneration for Nomination Committee				
- Chairman	5,500	3,000	5,500	3,000
- Member	4,600	2,400	4,600	2,400
6. Remuneration for Remuneration Committee				
- Chairman	5,500	3,000	5,500	3,000
- Member	4,600	2,400	4,600	2,400
7. Remuneration for Good Corporate Governance Committee				
- Chairman	5,500	3,000	5,500	3,000
- Member	4,600	2,400	4,600	2,400
Other fringe benefits except monthly remuneration, meeting allowance and pension	-None-		-None-	

The details of the director remuneration of the year 2021 were shown under “Board Members Attendance and Remuneration of Individual Director” section, page 163 – 164 of the 2021 Annual Report which was previously submitted to the Shareholder together with the Invitation (Enclosure 2)

Then, the shareholders were given an opportunity to ask the details and give the opinions.

There was no inquiry or suggestion, the Company Secretary then requested the shareholders to approve the director remuneration for the period from January to December 2022.

After due consideration, the Meeting unanimously resolved to approve the Director remuneration for the period from January to December 2022 in the total amount of not exceeding Baht 10,000,000 as the details proposed. The voting results of the shareholders who attended the Meeting and cast their votes were as follows:

Approved	343,215,811	votes	equivalent to	100%
Disapproved	1	vote	equivalent to	0.0000%
Abstained	0	vote	equivalent to	0.0000%
Voided	0	vote	equivalent to	0.0000%

Agenda 7 **Approval director bonus for the year 2022**

The Chairman invited Ms. Potjane Thanavarant, Chairman of the Remuneration Committee to present the details to the Meeting.

Ms. Potjane informed the Meeting that having consider the Company's remuneration policy developed from the analysis of the benchmark rates of peers in the industry, the group companies' business expansion and performance, in order to reflect the duties and scopes of responsibilities of the directors, the Remuneration Committee opined that the Board of Directors proposed the Annual Shareholder's Meeting to approve the director bonus for the year 2022 in the total amount of not to exceed the limit of Baht 25,000,000 and to authorize the Remuneration Committee to allocate the director bonus as appropriate.

The 2021 director bonus was disclosed under the "Board Members Attendance and Remuneration of Individual Director" section, page 163 – 164 of the 2021 Annual Report. As the director bonus for the previous year was approved at Baht 32,000,000 but actual payment as Baht 27,000,000.

Then, the shareholders were given an opportunity to ask the details and give the opinions.

There was no inquiry or suggestion, the Company Secretary then requested the shareholders to approve the director bonus for the year 2022 and authorize the Remuneration Committee to allocate the director bonus as details proposed.

After due consideration, the Meeting resolved to approve the payment of director bonus for the year 2022 in the total amount of not exceed the limit of Baht 25,000,000 and to authorize the Remuneration Committee to allocate the remuneration as deemed appropriate. The resolution was passed by over a two-thirds majority vote of the total number of votes of the shareholders who attended the Meeting as follows:

Approved	343,215,811	votes	equivalent to	100%
Disapproved	1	vote	equivalent to	0.0000%
Abstained	0	vote	equivalent to	0.0000%
Voided	0	vote	equivalent to	0.0000%

Agenda 8 **Approval on the appointment of the auditors for the Financial Statements year 2022 and determination of the remuneration**

The Chairman invited Mr. Vikrom Koompirochana, Chairman of the Audit Committee to present the matter to the Meeting.

Mr. Vikrom informed the Meeting that pursuant to Section 120 of the Public Companies Act B.E. 2535 stating that the Annual General Meeting of Shareholders shall appoint auditor and agree on the auditor fee, whereas the auditor appointed in the previous year can be re-elected.

To comply with the law, the Board of Directors proposed, with the endorsement of the Audit Committee, the following nominated auditors to be the Company's auditors.

- | | |
|-----------------------------------|---|
| 1. Ms. Nadsasin Wattanapaian | Certified Public Accountant (Thailand)
No. 10767 or; |
| 2. Ms. Nittaya Chetchotiros | Certified Public Accountant (Thailand)
No. 4439 or; |
| 3. Ms. Yuwanuch Thepsongvaj | Certified Public Accountant (Thailand)
No. 5371 or; |
| 4. Ms. Kanokorn Phooriphanyawanit | Certified Public Accountant (Thailand)
No.10512, or; |
| 5. Ms. Sukanya Rodkroh | Certified Public Accountant (Thailand)
No.12089 |

Anyone of the above auditors of KPMG Phoomchai Audit Company Limited was proposed to be appointed as the Company's auditor and to provide auditor's opinion on the Company's financial statement. The Meeting was also proposed to determine the auditor fee for 2022 financial statement, end September 30, 2022, at Baht 2,470,000 which was the same rate as for 2021. However, the proposed audit fee excluded non – audit fee that might occur and shall be charged per actual payment.

The comparison of the audit fees was presented in the Invitation to the Meeting, previously submitted to the Shareholder. All of the proposed auditors possessed appropriate qualifications and neither relation nor interest with the Company, subsidiaries, executives, major shareholders or any persons related to the aforementioned. Therefore, their opinions of the Company's financial statements would be made independently. Moreover, none of the five auditors had rendered the auditing services for the Company for over 5 consecutive years, and KPMG Phoomchai Audit Company Limited provided the excellent service during the past year with efficacy and acceptable standard.

Then, the shareholders were given an opportunity to ask the details and give the opinions.

There was no inquiry or suggestion, the Company Secretary then requested the shareholders to approve the appointment of the auditors for the Financial Statements year 2022 and determination of the remuneration as the details proposed.

After due consideration, the Meeting resolved to approve the appointment of anyone of the following auditors Ms. Nadsasin Wattanapaian, Certified Public Accountant (Thailand) no. 10767 or Ms. Nittaya Chetchotiros, Certified Public Accountant (Thailand) no. 4439 or Ms. Yuwanuch Thepsongvaj, Certified Public Accountant (Thailand) no. 5371 or Ms. Kanokorn Phooriphanyawanit, Certified Public Accountant (Thailand) No. 10512 or Ms. Sukanya Rodkroh, Certified Public Accountant (Thailand) no. 12089 from KPMG Phoomchai Audit Company Limited, to be the auditor of the Company, and the determination of auditor fee for the year ended September 30, 2022 of Baht 2,470,000 as proposed in all aspects. The resolution was passed by a majority of the Shareholders attending the Meeting and eligible to vote as follows:

Approved	343,215,811 votes	equivalent to	100%
Disapproved	1 vote	equivalent to	0.0000%
Abstained	0 vote	equivalent to	0.0000%
Voided	0 vote	equivalent to	0.0000%

Agenda 9 **Other Business (if any)**

-None-

The Chairman inquired whether any shareholder would like to raise inquiries or suggestions which could be summarized as follows:

Mr. Siriwat Woravetwutikhun, shareholder, thanked and appreciated Mrs. Nongnuch to excellent report to the meeting regarding the business operation for the fiscal year 2021 and operational strategies in 2022 within 30-40 minutes resulting the shareholders clearly understand the company business overview including obstacles (especially to the food business) and the opportunity to find new business both domestically and internationally, the export expansion of the current products such as Gyoza to Germany, France and England. As a result the shareholder would like to buy more shares of the company because of their confidence that sales and profits of the company will increase more than the year 2021 and thus dividends must also increase due to the board of directors, executives and all employees of the company were immune and gained experiences in 2020-2021.

Mrs. Nongnuch expressed her gratitude to the shareholder for his encouragement to the directors, executives and all employees of the company. The company will strive to operate the Company's business for stable and sustainable growth.

Mr. Narong Wongthanasakchai, shareholder, inquired whether Oishi would earn income from Zea Tuna Essence, which was produced by Thai Beverage Public Company Limited and Thai Union Group Public Company Limited.

Mrs. Nongnuch expressed her gratitude to the shareholder for the query and explained to the Meeting that as a result of Oishi entered into the contract to produce Zea Tuna Essence products, Oishi received a factory rental fee and management fee in production. In addition, Oishi can enhance the image from having the Oishi brand on the premium Zea Tuna Essence product which is a product in the category of Health & Wellness. In addition, it also benefits from efficient factory management.

Miss Sarawee Janewuttikamonchai, shareholder, inquired that why the company focused on exports Gyoza products only.

Mrs. Nongnuch expressed her gratitude to the shareholder for the query and explained to the Meeting that the company has exported both beverage and ready-to-eat food products to foreign countries. Oishi beverage products has export ratio of 25-30%, which can generate income and profits as well. In addition to the ASEAN market, there have been some exports to Europe. But during the year 2021 - 2025, the company has set goal which is one of the company's strategies to focus on strong growth in the ASEAN region. As for ready-to-eat food products, gyoza products have a longer shelf life than other products and be produced in the Oishi Plant so it is suitable and convenient to export internationally. The company will study, develop and research for producing new other ready-to-eat foods products which have a long shelf life without affecting the quality of the products for export in addition to the current products to increase further income and welcome suggestions from all shareholders.

Miss Sarawee Janewuttikamonchai additionally inquired about whether the company plan to go into the vegetarian market with a focus on non-meat to add variety.

Mrs. Nongnuch reported to the meeting that the company constantly studies market trends and analyzes consumer behavior. Plant Base products are popular among health-conscious consumers. The company has studied and made some market trials, during the vegetarian festival, the company has released a product to increase the choice for vegetarians as well. The company continuously studies, develops and looks for opportunities to launch new products into the market. She expressed her gratitude to the shareholders for following and supporting the company products continuously and asked to continue to follow and support the company's products.

The Chairman expressed his deep gratitude to the Shareholders for attending the Meeting and exchanging their opinions and queries which were valuable and encouraged the Company's

directors and executives to continue their duties for the Company. The Chairman then announced the 2022 Annual General Meeting of Shareholders to adjourn.

The Meeting adjourned at 15:35 Hrs.

Signed -Signature- Chairman of the Meeting
(Mr.Prasit Kovilaikool)

Signed -Signature- Company Secretary
(Mrs. Chalita Isarankura)