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December 26, 2022

Re: Invitation to the 2023 Annual General Meeting of Shareholders (AGM)

To: All Shareholders of Oishi Group Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders
 2. Annual Report 2022 (56-1 One Report), together with the Consolidated Financial Statements of the Company for the fiscal year ended September 30, 2022 in QR Code
 3. Profiles of the persons who are nominated to be elected as directors of the Company
 4. Definition and qualification of Independent Director of the Company
 5. Documents and evidences required for attending the Meeting
 6. The copies of Proxy Form A and Proxy Form B (Proxy Form C is available for download from the Company's website at www.oishigroup.com)
 7. Profile of the Independent Directors who are proposed to be a proxy of shareholders in case of proxy granting
 8. The Articles of Association of the Company relating to Shareholders' Meeting
 9. Requisition Form for One Report and/or Sustainability Report
 10. Personal Data Protection Notice for AGM
 11. The measures and guidelines for the shareholders attending the meeting and proxy
 12. Map of the meeting venue

The Board of Directors of Oishi Group Public Company Limited (the “**Company**”) invites you to attend the 2023 Annual General Meeting of Shareholders (the “**Meeting**”) on Wednesday, January 25, 2023 at 2.00 p.m. at Grand Hall I, 2nd Floor, the Athenee Hotel, a Luxury Collection Hotel, Bangkok, 61 Wireless Road, Lumpini Sub-district, Pathumwan District, Bangkok 10330 and via electronic media (Hybrid Meeting). In this regard, the Company set the Record Date as December 13, 2022 to determine the shareholders' name list who had been eligible to attend the Meeting (Record Date).

The Company had also provided the shareholders an opportunity to propose an agenda in advance for the 2023 Annual General Meeting of Shareholders via the Company's website from October 12, 2022 to November 16, 2022 according to the principle of good corporate governance for listed companies; however, there was no shareholder proposing an agenda to be considered at the 2023 Annual General Meeting of Shareholders.

Therefore, the Company would like to inform the meeting agenda as follows.

Agenda 1 Adoption of the Minutes of 2022 Annual General Meeting of Shareholders which was held on January 27, 2022

Fact and Reasons: The Company Secretary took the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on January 27, 2022. The Company submitted mentioned the Minutes of the Meeting to the Stock Exchange of Thailand (“SET”) within 14 days and to the Ministry of Commerce as required by laws. Moreover, the said minutes has already been uploaded on the Company's website (www.oishigroup.com). 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 2022 Annual General Meeting of Shareholders.

Note Resolution for this agenda must be approved by a majority vote of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 2 Acknowledgement of the business operation for the fiscal year 2022 ended September 30, 2022 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 2022 ended September 30, 2022 showing the operating results for 2022. Details of which can be found under subject “4.3 Key Financial Informations” of the Form 56-1 One Report 2022 in QR Code, 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 2022 ended September 30, 2022 and the report of the Board of Directors.

Note This agenda is for acknowledgment, therefore, no voting is required.

Agenda 3 Approval on the Financial Statements for the year 2022 ended September 30, 2022 together with the Auditor Report

Fact and Reasons: The Company prepared the Financial Statements for the fiscal year 2022 ended September 30, 2022 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 the Form 56-1 One Report 2022 in QR Code, 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 fiscal year 2022 ended 30 September 2022 which were audited and certified by the auditor of the Company and reviewed by the Audit Committee.

Note Resolution for this agenda must be approved by a majority vote of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 4 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 2022 operating results of the Company ended September 30, 2022, the Company has a total net profit of Baht 1,197,453,394. The Board of Meeting No. 1/2022-2023, which was held on November 17, 2022, endorsed the dividend payment for the operating results of the fiscal year 2022 and retained earnings to all shareholders at Baht 1.60 per share. The total amount to be paid is Baht 600,000,000 representing a payout ratio of 50.1% 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 Limited Company Act. In this regard, the Board of Directors of the Company approved the interim dividend payment for the first six-month of the fiscal year 2022 on June 10, 2022 at Baht 0.50 per share, the total amount paid was Baht 187,500,000. Therefore, it is appropriate to propose the Meeting to declare the dividend payment for the second half of the fiscal year 2022 at Baht 1.10 per share, totaling of Baht 412,500,000.

Details of dividend payment 2021 and 2022

Details	2022 (proposed year)	2021
Net profit (Baht)	1,197,453,394	546,690,385
Number of shares (shares)	375,000,000	375,000,000
Dividend payment (Baht per share)	1.60	0.80
- Interim dividend (Baht per share)	0.50	0.30
- Annual dividend (Baht per share)	1.10	0.50
Total (Baht)	600,000,000	300,000,000
Payment ratio (%)	50.10	54.90

Opinion of the Board of Directors:

It is appropriate to report to shareholders on the interim dividend payment made on June 10, 2022 at Baht 0.50 per share, the total amount paid was Baht 187,500,000 and there was no additional appropriation as the Company legal reserve has already met the requirement of the Public Limited Company Act. The shareholders are recommended to approve the declaration of dividend payment for the operating results of fiscal year 2022 ended September 30, 2022 for this time at Baht 1.10 per share, the total amount to be paid is Baht 412,500,000 to the shareholders whose names are appeared in the share register book on December 13, 2022 (Record Date) and there will be no additional appropriation as the Company legal reserve has met the requirement of the Public Limited Company Act.

In this regard, the Company determines to pay dividend on February 24, 2023. However, the second payment of dividend is subjected to the shareholders' approval in the 2023 Annual General Shareholders' Meeting.

Note

Resolution for this agenda must be approved by a majority vote of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 5 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 2023 Annual General Meeting of Shareholders, three directors shall retire, which are:

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|------------------------------|--|
| 1. Mr. Prasit Kovilaikool | Chairman, Independent Director,
Nomination Committee Member and
Remuneration Committee Member |
| 2. Mr. Chai Jroongtanapibarn | Independent Director,
Audit Committee Member,
Chairman of the Sustainability and Risk
Management Committee and
Good Corporate Governance Committee
Member |
| 3. Mr. Pisanu Vichiensanth | Director, 2 nd Executive Vice Chairman
Vice Chairman of the Sustainability and
Risk Management Committee |

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 2023 Annual General Meeting of Shareholders via the Company's website and SET's channel from October 12, 2022 to November 16, 2022. 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. Moreover, the Nomination Committee has considered and ensured that Mr. Prasit Kovilaikool and Mr. Chai Jroongtanapibarn, the independent directors are completely qualified as independent directors according to the Company's regulation and also has knowledge, competence, experience and proficient in business administration which shall be beneficial to the Company's business operation as well as being able to give independent opinions and recommendations for the best interest of the Company and in compliance with the relevant regulations and laws. Even if they have held the position for more than 9 consecutive years.

For the best interests of the Company, the Nomination Committee, excluding the directors who are proposed for re-election, casted their votes individually to propose to the Board of Directors to propose to the Annual General Meeting of Shareholders to consider the re-election of the three retired directors, Mr. Prasit Kovilaikool, who has been an independent director for 12 years 9 months. Mr. Chai Jroongtanapibarn who has been an independent director for 16 years 11 months and Mr. Pisanu Vichiensanth, a director to be re-elected as the Company's independent directors, board of directors and other sub-committee for another term.

The profile of each retired director and definition and qualifications of Independent Director of the Company are shown in Enclosure 3 and Enclosure 4 respectively.

Opinion of the Board of Directors: The Board of Directors excluding the directors who are proposed for re-election, conducted its review of the screened process under the Company's nomination policy and agreed with the recommendation made by the Nomination Committee to propose the shareholders to re-elect the three retired directors are Mr. Prasit Kovilaikool, Mr. Chai Jroongtanapibarn and Mr. Pisanu Vichiensanth as the Company's independent directors, board of director and other sub-committee for another term.

Note Resolution for this agenda must be approved by a majority vote of the total number of votes of the shareholders who attend the meeting and have the right to vote. (Election of the directors individually)

Agenda 6 Approval on the payment of director remuneration for the period from January to December 2023

Fact and Reasons: The Remuneration Committee has considered the director remuneration for the period from January to December 2023 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 2023 at the aggregate amount of not more than Baht 10,000,000, which is the same as 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 considered the details of remuneration to be retainer fee and attendance fee. The details of remuneration for directors and the sub-committees for the year 2022 compared to that of the year 2023 are set out below.

Details of Remuneration	2023 (proposed year)		2022	
	Retainer Fee (Baht per month)	Attendance Fee (Baht per meeting attended)	Retainer Fee (Baht per month)	Attendance Fee (Baht per meeting attended)
1. The Board of Directors - Chairman - Vice Chairman - Member	40,000 30,000 25,500	24,000 12,000 10,800	40,000 30,000 25,500	24,000 12,000 10,800
2. The Audit Committee - Chairman - Member	8,500 7,600	3,000 2,800	8,500 7,600	3,000 2,800
3. The Executive Committee - Chairman - Member	8,500 7,600	1,500 1,400	8,500 7,600	1,500 1,400
4. The Sustainability and Risk Management Committee - Chairman - Member	8,500 7,600	3,000 2,800	8,500 7,600	3,000 2,800
5. The Nomination Committee -Chairman - Member	5,500 4,600	3,000 2,400	5,500 4,600	3,000 2,400
6. The Remuneration Committee - Chairman - Member	5,500 4,600	3,000 2,400	5,500 4,600	3,000 2,400
7. The Good Corporate Governance Committee - Chairman - Member	5,500 4,600	3,000 2,400	5,500 4,600	3,000 2,400
Other benefits	None		None	

Details of remuneration of each director for the year 2022 appear in the “Remuneration of the Board of Directors and Executives” section of the Form 56-1 One Report 2022 in QR Code, 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 2023 at the aggregate amount of not exceeding Baht 10,000,000 to the Meeting of Shareholders for consideration.

Note Resolution for this agenda must be approved by at least 2 from 3 of the total number of votes of the shareholders who attend the meeting.

Agenda 7 Approval on director bonus for the year 2023

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 2023 at the aggregate amount of not exceed the limit of Baht 32,000,000. The Remuneration Committee shall be empowered to allocate the amount as deemed appropriate.

Director Bonus comparison for the year 2022 and 2023

Director Bonus of the year 2023 (proposed year)	Director Bonus of the year 2022
Baht 32,000,000	Baht 25,000,000

Details of bonus of each director for the year 2022 appear in the "Remuneration of the Board of Directors and Executives" section of the Form 56-1 One Report 2022 in QR Code, 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 2023 at the aggregate amount of not exceed the limit of Baht 32,000,000 and also authorize the Remuneration Committee to have power to allocate the amount to each director as deemed appropriate.

Note Resolution for this agenda must be approved by at least 2 from 3 of the total number of votes of the shareholders who attend the meeting.

Agenda 8 Approval on the appointment of the auditor for the Financial Statements year 2023 and determination of the remuneration

Fact and Reasons: In order to ensure compliance with the Public Limited Company Act 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 2023 ending September 30, 2023 as listed below:

1. Ms. Nadsasin Wattanapaisal Certified Public Accountant
(Thailand) No. 10767
(Signed the Financial Statement of the Company for the year 2022), or
2. Ms. Nittaya Chetchotiros, Certified Public Accountant
(Thailand) No. 4439
(Signed the Financial Statement of the Company for the year 2018), or

3. Ms. Yuwanuch Thepsongvaj Certified Public Accountant
(Thailand) No. 5371
(Never signed the Financial Statement of the Company)
4. Ms. Kanokorn Phooriphanyawanit Certified Public Accountant
(Thailand) No. 10512
(Signed the Financial Statement of the Company for the year 2019 - 2020)

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 2023 ending on September 30, 2023 shall be determined at the amount of Baht 2,560,000, increased Baht 90,000 accounted for 4%. 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	2023 (proposed year)	2022	Increase
Audited fees	Baht 2,560,000	Baht 2,470,000	90,000
Non-audit fee	-	-	-

The four auditors have fully qualified and 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 2023 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, 2022 can be found in the “Auditor Remuneration” section of the Form 56-1 One Report 2022 in QR Code submitted together with this meeting invitation (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. Nadsasin Wattanapaisai 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 from KPMG Phoomchai Audit Company Limited to be the auditor of the Company and to determine the auditor remuneration of Baht 2,560,000, increased Baht 90,000 accounted for 4% for the audit of the financial statements for the fiscal year 2023 ending September 30, 2023.

Note Resolution for this agenda must be approved by a majority vote of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 9 Other businesses (if any)

Opinion of the Board of Directors: The Board of Directors is of the opinion that Shareholders should be given an opportunity to make enquiries to the Board of Directors and the Board of Directors to answer their enquiries (if any).

The Company has posted the Notice calling the Meeting and Enclosure on the Company's website www.oishigroup.com. In order to maintain the rights of shareholders and to facilitate the shareholders, the shareholders are kindly requested to comply with the measure and guideline for the shareholders attending the meeting and proxy as set out in Enclosure 11.

In addition, any shareholders who wish to receive the Form 56-1 One Report 2022 and/or Sustainability Development Report in hard copy, kindly fill out the requisition form for 56-1 One Report 2022 and/or Sustainability Development Report as set out in Enclosure 9 and sent it by e-mail to Email: OISHI-CS-OFFICE@oishigroup.com or Tel: 02-768-8843.

In this regard, in order to promote a concise meeting and adhere to the meeting agenda, which is legally required, the Meeting will accept on questions in written as you may send questions prior to the meeting date to our Investor Relations at investorrelations@oishigroup.com or send them by fax to (662) 768-8889 or hand to the Company's staff on the day of the shareholders' meeting.

The shareholders of Oishi Group Public Company Limited are cordially invited to participate in the Meeting on the date and time stated above.

Sincerely Yours,

-Signature-

(Mrs. Chalita Isarankura)
Company Secretary