



**Invitation to the 2024 Annual General Meeting of Shareholders
Oishi Group Public Company Limited
on Tuesday, January 23rd, 2024 at 14.00 hrs.**

**at Meeting Room 208-209, 2nd Floor,
Queen Sirikit National Convention Center (QSNCC)
No. 60 Ratchadaphisek Road, Khlong Toei Sub-district, Khlong Toei District,
Bangkok 10110**

**Registration begins at 13.00 hrs.
and to facilitate the registration process,
the shareholders or proxies kindly bring the following documents
to the meeting.**

- 1. A registration form which contains barcode**
- 2. Proxy form with the supporting documents**

(-Translation-)

January 12, 2024

Re: Invitation to the 2024 Annual General Meeting of Shareholders (AGM)

To: All Shareholders of Oishi Group Public Company Limited

- Enclosures:
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023
 2. Annual Report 2023, together with the Consolidated Financial Statements of the Company for the fiscal year ended September 30, 2023 in QR Code
 3. Profiles of the persons who are nominated to be elected as directors of the Company
 4. Copy of the Amended Articles of Association for Consideration
 5. Documents and evidences required for attending the Meeting, and 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)
 6. The Articles of Association of the Company relating to Shareholders' Meeting
 7. Personal Data Protection Notice for AGM
 8. The measures and guidelines for the shareholders attending the meeting and proxy
 9. Map of the meeting venue

The Board of Directors of Oishi Group Public Company Limited (the "**Company**") invites you to attend the 2024 Annual General Meeting of Shareholders (the "**Meeting**") on Tuesday, January 23rd, 2024 at 14.00 hrs. at Room 208-209, 2nd Floor, Queen Sirikit National Convention Center, No. 60 Ratchadaphisek Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110. In this regard, the Company set the Book Closing Date on January 2nd, 2024 to determine the shareholders eligible to attend the Meeting.

The Meeting agenda is as follows.

Agenda 1 Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 which was held on May 3, 2023 (Enclosure no. 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 Extraordinary General Meeting of Shareholders No. 1/2023.

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 2 Acknowledgement of the business operation for the fiscal year 2023 ended September 30, 2023 and the report of the Board of Directors (Enclosure no. 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 2023 ended September 30, 2023 and the report of the Board of Directors.

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

Agenda 3 Approval of the Financial Statements for the year 2023 ended September 30, 2023 together with the Auditor Report (Enclosure no. 2)

Opinion of the Board of Directors: The shareholders are recommended to approve the Financial Statements for the fiscal year 2023 ended 30 September 2023 which were audited and certified by the auditor of the Company.

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 of the dividend payment and the appropriation for legal reserve

Opinion of the Board of Directors: It is appropriate to report to shareholders on the interim dividend payment made on June 7, 2023 at Baht 0.50 (fifty satang) per share, the total amount paid was Baht 187,500,000 (one hundred eighty-seven million five hundred thousand baht) 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 2023 ended September 30, 2023 for this time at Baht 1.10 (one baht and ten satang) per share, the total amount to be paid is Baht 412,500,000 (four hundred twelve million five hundred thousand baht) to the shareholders whose names are appeared in the share register book on January 2, 2024 (Book Closing 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 14, 2024. However, the payment of dividend is subject to the shareholders' approval in the 2024 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 terms will expire by rotation (Enclosure no. 3)

Opinion of the Board of Directors: The Board of Directors excluding the directors who are proposed for re-election, conducted its review of the screening process under the Company's nomination policy and agreed to propose the shareholders to re-elect the three retired directors namely, Mr. Ueychai Tantha-Obhas, Mr. Prapakon Thongthepairot, and Ms. Nantika Ninvoraskul as the Company's directors 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 2024

Opinion of the Board of Directors: The Board of Directors agreed with the recommendation made to propose the director remuneration for the period from January to December 2024 at the aggregate amount of not exceeding Baht 5,000,000 (five million baht) to the Meeting of Shareholders for consideration.

Note Resolution for this agenda must be approved by at least two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting.

Agenda 7 Approval on director bonus for the year 2024

Opinion of the Board of Directors: The Board of Directors agreed with the recommendation made to propose to the Meeting of Shareholders to approve the director bonus payment for the year 2024 at the aggregate amount of not exceeding Baht 32,000,000 (thirty-two million baht).

Note Resolution for this agenda must be approved by at least two-thirds (2/3) 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 2024 and determination of the remuneration

Opinion of the Board of Directors: The Board of Directors deemed it appropriate 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. Yuvanuch 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 2,210,000 (two million two hundred ten thousand baht), a decrease of Baht 350,000 (three hundred fifty thousand baht), accounting for 14% decrease for the audit of the financial statements for the fiscal year 2024 ending September 30, 2024.

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 Approval of the Amendment of the Company's Articles of Association (Enclosure no. 4)

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to approve the amendment of the Company's Articles of Association for clarity after the Company ceased to be a listed company on the Stock Exchange of Thailand.

Note Resolution for this agenda must be approved by at least three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting.

Agenda 10 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 Enclosures 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 measures and guidelines for the shareholders attending the meeting and proxy as set out in Enclosure no. 8.

In order to promote a concise meeting and adhere to the meeting agenda, which is legally required, the Meeting will accept written questions as you may send questions prior to the meeting date to our Company Secretary Office at OISHI-CS-OFFICE@oishigroup.com or hand to the Company's staff on the day of the shareholders' meeting. The Company will collect questions and provide further clarification.

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