

The criteria for shareholders' right to propose the agenda and to nominate director for the 2019 Annual General Meeting of Shareholders

In order to promote the good corporate governance and to ensure the shareholders' right to equitable and fairness treatment, Oishi Group Public Company Limited (the "Company") deems it appropriate to grant the shareholders to propose matters, which deems significant and appropriate to be included as agenda of the Annual General Shareholder's Meeting ("AGM"), and a qualified candidate to be nominated for directorship in advance of the 2019 AGM according to the Company's criteria and procedures.

1. The qualification of shareholders

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

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

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

- 2.7 Any other cases as specified in the notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board or other related regulators.

3. The Nomination for Director

Qualifications and Prohibitions of the person being nominated as Director

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

4. Proposal procedures

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

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

The proposal procedures are as follows;

- 4.1 Completely fill in and sign the **Agenda Proposal and Director Nomination Form for 2019 Annual General Meeting of Shareholders** (the "Proposal Form") (One Form per one Agenda/Director) and enclose required evidence and documents in Clause 5 of the shareholder and/or nominee. The Proposal Form can be downloaded from the Company's website <http://www.oishigroup.com>.
- 4.2 In case a group of shareholders wishes to propose matter/director nominee to the Board of Directors, each shareholder must complete the Proposal Form and affix their name as evidence separately (One Form per one Agenda/Director) then gather all documents, Proposal Form, and required evidence and documents in Clause 5 of all shareholders and nominees together into one set of documents and submit to the Board of Directors.
- 4.3 If a shareholder wishes to propose more than one agenda/nominee, such shareholder must provide the signed Proposal Form according to the number of the agenda/nominee to be proposed. The require evidence and documents in Clause 5 shall be submitted one set for each proposal.

5. Required evidence and documents

The shareholders must submit the following documents;

- **Evidence of shareholding**

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

- **Proof of Identity**

a. Individual shareholder

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

b. Juristic shareholder

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

- **Supporting documents of the director nominee**

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

6. Submission Channel

- 6.1 To facilitate shareholders, shareholder may submit unofficial Proposal Form through facsimile number: 0-2768-8999 or email address: janthana.r@oishigroup.com or budsaracom.s@oishigroup.com before submitting the official Proposal Form together with required evidence and documents to the Company.

- 6.2 Submitting the signed Proposal Form together with the supporting documents to the following address within November 19, 2018:

The Office of Managing Director

Oishi Group Public Company Limited

Unit B3601 36th Floor, CW TOWER,

90 Ratchadaphisek Rd., Huai Khwang,

Bangkok 10310, Thailand

- 6.3 For further information required please contact **the Office of Managing Director** through telephone number (662) 768-8843 and (662) 768-8810.

7. Consideration procedure

- 7.1 The Company will initially review the proposals and/or the nominees before proposing to the Nomination Committee and/or the Board of Directors for consideration.
- 7.2 The Nomination Committee will consider the nominee's qualification and propose the qualified candidate to the Board of Directors for further consideration.
- 7.3 The proposal matters and/or name of nominee approved by the Board of Directors and the Board of Directors' opinion will be included in the notice of the 2019 Annual General Meeting of Shareholders as agenda/nominees proposed by shareholders.
- 7.4 For the proposal / name of nominee disapproved by the Board of Director, the company shall inform the shareholder of the disapproval which will be supported by the reason of the Board of Directors' refusal at the AGM Meeting and include in the agenda for acknowledgement.
- 7.5 The decision of the Board shall be final and conclusive.
- 7.6 The Company reserves the rights to consider the proposal and/or the nomination that meets the requirements mentioned in the Company's criteria or unable to submit the Proposal Form and/or required evidence and documents within the deadline.
- 7.7 The Company will cut-off rights of shareholders if found that information provided is incomplete or ambiguous or incorrect or proposed by those shareholders who cannot be contacted or shareholders and/or director nominees are not consider fully qualified.
8. The deadline for submitting proposals is **November 19, 2018, at 5:00 p.m.**

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**Agenda Proposal and Director Nomination Form for
2019 Annual General Meeting of Shareholders**

1. Date
2. First – Last name/company
 Address

 Telephone Fax
 Mobile E-mail
3. Number of shares owned
4. To propose AGM agenda
 Subject
 Objective: () For acknowledgement () For consideration () For approval
 Details

 () Have Supporting Document () No Supporting document
5. To nominate the person stated below, who is fully qualified and having no forbidden characteristics as stipulated by Laws and the criteria of the Company to be a director of Oishi Group Public Company Limited, and having produced the evidence of consent giving of the nominee and certify that the information and the attached evidence and documents of the director nominee are true, complete and accurate.
 The bio data of the nominee
 (1) First – Last name
 (2) Nationality
 (3) Date of Birth Age
 (4) Address

 (5) Position/current working company
 (6) Education

Year	Education
.....
.....
.....
.....

(7) Working Experiences (during the past 5 years)

Year	Position/company/division
.....
.....
.....
.....
.....

(8) To take a position of director from other company:

Company

Please specify the type of committee

- Company Director Executive Committee
 Audit Committee Other

Company

Please specify the type of committee

- Company Director Executive Committee
 Audit Committee Other

Company

Please specify the type of committee

- Company Director Executive Committee
 Audit Committee Other

Company

Please specify the type of committee

- Company Director Executive Committee
 Audit Committee Other

(9) Training experience from Thai Institute Directors of Thailand

- No
 Yes, course taken
.....
.....

(10) Oishi Group Public Company Limited shareholding

- No
 Yes shares
Spouse Name Age
Number of share owned

Children who not yet become legal age

1. Name Age

Number of share owned

2. Name Age

Number of share owned

(11) Additional information (if any)

.....
.....

6. The required evidence and documents

The required supporting documents that shareholders must be submitted for consideration.

- Evidence of shareholding
 - a certificate issued by Securities Company or any other evidence issued by the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd. or certified true and correct copy of any share certificate
- Proof of Identity
 - a. Individual shareholder
 - a certified true and correct copy of the identification card or governmental officer identification card or driver license or passport (for foreigner)
 - b. Juristic shareholder
 - copies of the corporate affidavit which was issued not later than six months and certified as true and correct by the authorized person who signed the Proposal Form on behalf of the shareholder
 - a certified true and correct copy of the identification card or governmental officer identification card or driver license or passport (for foreigner) of such authorized person
- Supporting documents of the director nominee
 - Supporting documents for consideration on the nominees' qualifications such as evidence on education qualifications and work experiences
 - a certified true and correct copy of the identification card or governmental officer identification card or driver license or passport (for foreigner) of director nominee
 - The evidence of nominee's consent in the Proposal Form

7. Representation

By signing below, I hereby to certify that the information contained in this Form is true and complete as well as evidence of consent and the attached documents are true, complete and accurate. The Company has my permission to disclose the information or the said supporting documents.

Sign Shareholder
(.....)
Date

8. Evidence of consent

I (Mr./Mrs./Miss/.....), candidate proposed to be nominated for election as a director, hereby consent to my nomination for election as a director and that my qualifications are met, and having no prohibited characteristics as stipulated by Laws or the criteria of the Company, and agree to adhere to the good corporate governance practice of the Company. I also certify that the information provided above is true as well as documents submitted herewith are complete true and correct and that the Company has my permission to disclose the information and/or the said supporting documents. I hereby affix the name as evidence below.

Sign Director Nominee
(.....)
Date