

(-Translation-)

Ref. No. SorNor. 24/2019

February 13, 2019

To: The President
The Stock Exchange of Thailand

Re: Disclosure of Information regarding Connected Transaction by Subsidiary

Whereas, the Board of Directors' Meeting of Oishi Group Public Company Limited (the Company) No. 3/2019, which was held on February 13, 2019 has approved the entry to the connected transaction of Oishi Trading Company Limited (Oishi Trading), a subsidiary of the Company, in the Sale of Drinking Water Production Line 1 to BevTech Co., Ltd. These transactions are considered as connected transaction with the details as follows;

1. Date of transaction within August 2019
2. Details of transaction

Sale of Drinking Water Production Line 1 located at Unit 700/635 Moo 3 Amata Nakorn Industrial Estate, Baan Kao Sub-district, Pan Thong District, Chonburi Province.

3. Related Parties

Vendor: Oishi Trading Company Limited, a subsidiary of the Company in which the Company holds 99.99% of shares

Vendee: BevTech Co., Ltd.

4. Connected Nature

Thai Beverage Public Company Limited is the major shareholder of the Company and BevTech Co., Ltd. at 79.66% and 100.00% respectively.

5. Value of Property

Thai Property Appraisal Lynn Phillips Co., Ltd., which is an independent appraisal company, has reviewed property valuation and the market value is Baht 21,547,000 (exclude VAT).

6. Type and Size of transaction

It is considered as connected transaction of property and service. The transaction amount calculated throughout the term of the agreement is approximately at Baht 23,055,290 totaling to 0.40% of the Company's Net Tangible Asset (the Company's Net Tangible Asset on the consolidated financial statement as of December 31, 2018 as reviewed by the auditor is Baht 5,743,619,920). The transaction exceeds the threshold of Baht 1,000,000 but less than Baht 20,000,000 or exceeds 0.03% but less than 3%, of the Net Tangible Asset, whichever is higher, which is required to disclose details of the transaction to the Stock Exchange of Thailand.

In addition, the said transaction is considered as a disposal of asset, notwithstanding, does not belong to a disposal of significant asset of listed company.

7. Rationale and necessity of the transaction

According to current drinking water production capacity utilization at Amata Nakorn Industrial Estate is about 40%, which has some excess capacity. The Sale of Drinking Water Production Line 1 will increase efficiency of assets utilization and also increase cash flow to the Company.

8. Directors who abstained from vote in the Board of Directors' Meeting

The directors who are representatives from ThaiBev abstained from voting in this agenda as follows:

- | | |
|---------------------------------|------------------------------|
| 1. Mr. Sithichai Chaikriangkrai | Director |
| 2. Mr. Ueychai Tantha-Obhas | Director |
| 3. Mr. Pisanu Vichiensanth | Director |
| 4. Mrs. Nongnuch Buranasetkul | Director and President & CEO |

In this connection, Mr. Prasit Kovilaikool, the Chairman and Independent Director, and Ms. Potjane Thanavarant, Independent Director and Audit Committee member, expressed their wishes to abstain from voting on this agenda.

However, Mr. Thapana Sirivadhakdi, Vice Chairman did not attend this Board's Meeting.

9. Opinion of the Board of Directors

The Board of Directors has considered and is of the opinion that the entry to such transaction is reasonable and for the best benefit for the OISHI group of companies thus approved the entry to such transaction.

10. Opinion of the Audit Committee and/or directors of the Company which are different from the opinions of the Board of Directors' opinion

-None-

By concluding the above transactions with other connected transactions occurred during the past 6 months consisted of the total value of Baht 105,431,040 (including VAT), total transaction value is equal to Baht 128,486,330 (including VAT) or 2.24% of Net Tangible Asset (the Company's Net Tangible Asset on the consolidated financial statement as of December 31, 2018 as reviewed by the auditor is Baht 5,743,619,920). The transaction exceeds the threshold of Baht 1,000,000 but less than Baht 20,000,000 or exceeds 0.03% but less than 3% of the Net Tangible Asset, whichever is higher, which is required to disclose details of the transaction to the Stock Exchange of Thailand.

Please be informed accordingly.

Yours sincerely,

-Signature-

(Mrs. Suthada Suwan)
Company Secretary