

**Confirmation Letter on Source of Funds Available to the Offeror**



บมจ.ธนาคารกรุงไทย  
KRUNG THAI BANK PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ บมจ.335 35 ถนนสุขุมวิท กรุงเทพฯ 10110 ตู้ ป.ณ.44 สป. กท. 10000 โทร. 0-2255-2222 โทรสาร. 0-2255-9391 - 6

KTB/IFD.1 2768/2008

October 2, 2008

Phatra Securities Public Company Limited  
6, 8-11/F Muang Thai-Phatra Office Tower 1  
252/6 Ratchadapisek Road  
Huaykwang Bangkok 10310  
Thailand

Dear Sir,

Subject : Certification of financial support provided for the purchase of securities

Reference is made to the intention expressed by Thai Beverage Public Company Limited to purchase the entire amount of securities of Oishi Group Public Company Limited.

We, Krung Thai Bank Public Company Limited, ("the Bank") hereby certify the financial support to be given to Thai Beverage Public Company Limited to purchase the entire amount of securities of Oishi Group Public Company Limited in the amount of 3,900,000,000 Baht (Three Thousand Nine Hundred Million Baht only). In this regard, the aforementioned financial support will take effect from the date specified in this letter until the completion of the purchase of the entire amount of securities.

Please be advised accordingly.

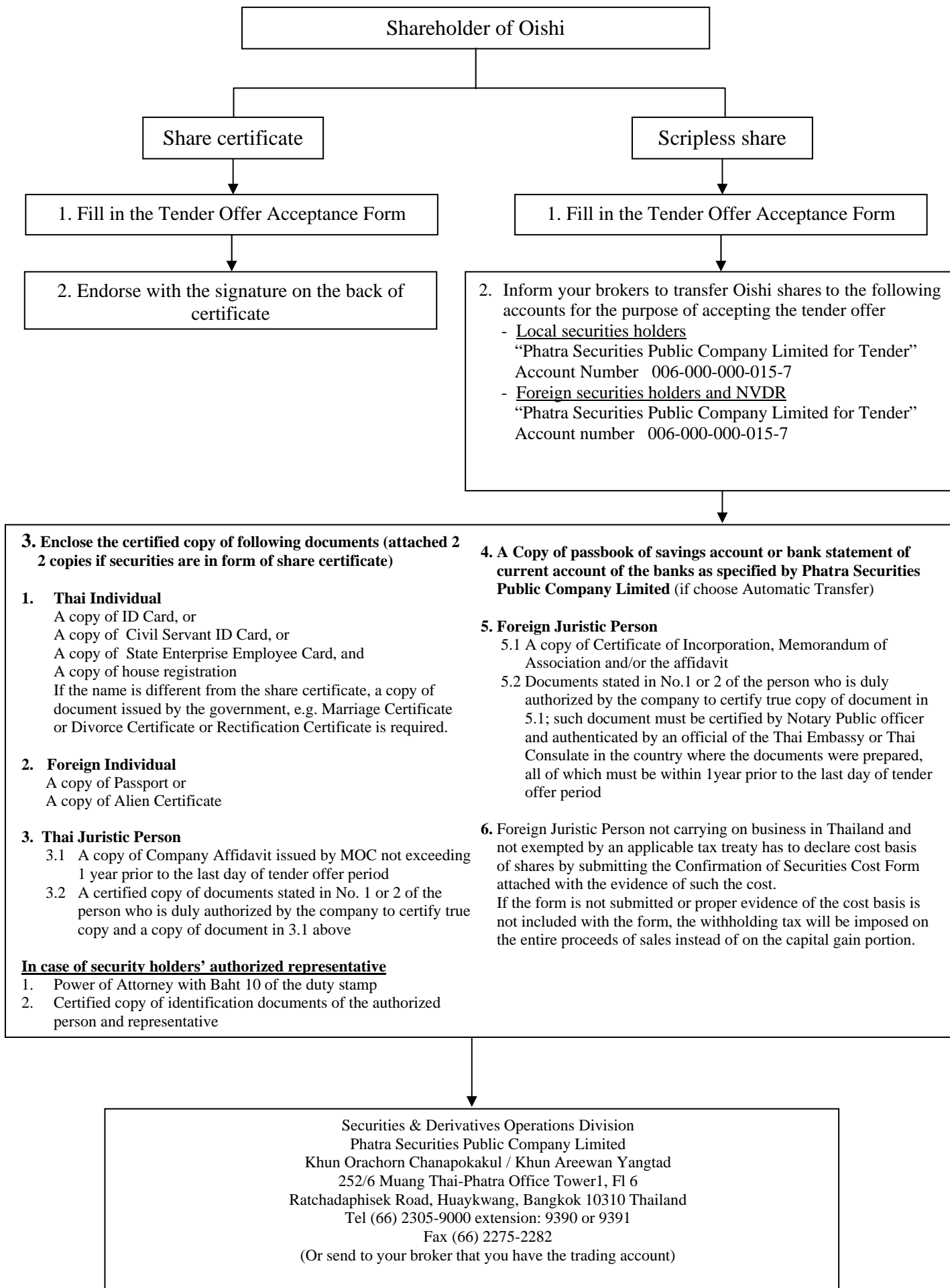
Krung Thai Bank Public Company Limited

*Yupa Chanaudomsuk.*

(Ms. Yupa Chanaudomsuk)  
Senior Vice President & Manager  
Industrial Financing Department 1

*Industrial Financing Department 1  
Tel.662-208-8088 Fax.662-256-8151 (Ms.Sirilak/Mr.Udom)*

## Tender Offer Acceptance Procedure



**Tender Offer Acceptance Form – Ordinary Shares for Oishi Group Public Company Limited (OISHI)**

To: Offeror and Phatra Public Company Limited (Tender Offer Agent) Acceptance Form No.....

Mr./Mrs./Ms./Company.....	Nationality.....
Contact Address (that can be reached via mail).....	
Postal Code.....	Tel. No. .... Mobile phone. No.....

Please specify type of offeree:

- |  |                                 |
|--|---------------------------------|
| <input type="checkbox"/> Thai Individual         | ID Card No.....                 |
| <input type="checkbox"/> Foreign Individual      | Alien Card/Passport/ID No. .... |
| <input type="checkbox"/> Thai Juristic Person    | Company Registration No .....   |
| <input type="checkbox"/> Foreign Juristic Person | Company Registration No. ....   |

I/We hereby accept to sell..... (.....) ordinary shares of Oishi Group Public Company Limited at the net price (tender offer price less brokerage fee and Value Added Tax) of Baht 36.901025 (Thirty Six point Nine Zero One Zero Two Five Baht) a total value of Baht..... following the conditions set forth in the Tender Offer Document. I/We understand that this selling of shares is subject to terms and conditions stated in the Tender Offer documents.

I/We hereby appoint Phatra Securities Public Company Limited As my/our proxy to sell, transfer, deliver shares, arrange the payment procedure and process other necessary relevant to tender offer.

<input type="checkbox"/> Share Certificate		<input type="checkbox"/> Scripless Transfer			Number of shares
Name of shareholders (Registered)	Certificate No.	From broker no.	Transfer slip No.	Transfer Date	
<b>Total</b>					

Payment Date

**I here by declare my intention to receive Oishi share payment 3 business days after the end of the tender offer period, which is on 19 November 2008.** In this case, the Offeree who has indicated an intention to sell his/her shares pursuant to the offer document may cancel his/her intention to sell the shares during the hours of 8.30 a.m. to 4.30 p.m. on business days during the period from 10 October 2008 to 7 November 2008, both days inclusive (20 business days from the commencement date of the tender offer period.)

Payment Condition

1. Automatic transfer payment to my account at  1. Kasikornbank Plc.  2. Bangkok Bank Plc.  3. Siam Commercial Bank Plc.  
 4. Krung Thai Bank Plc.  5. Bank of Ayudhya Plc.  6. TMB Bank Plc.  7. Siam City Bank Plc.  8. United Overseas Bank (Thai) Plc.  
 9. Thanachart Bank Plc.

Branch ..... Type of Account..... Account Number

(The account name has to be the same as the Offeree name and please attach a certified copy of savings account book or current account statement with this form.)

2. I/We will come to collect payment cheque at Phatra Securities Plc. in person.  
 3. Please send payment cheque to the above address by registered mail.

I/We attached the share certificate(s), and/or share depository certificate (s) and/or transfer slip through (SDC) for account of “Phatra Securities Public Company Limited for tender” Account number 006-000-000-015-7 and proof of identity in respect to the seller or proof of registered company (for juristic person). I hereby certify that all shares offered for sale have no liabilities and acknowledge that this form is completed when Thailand Securities Depository Co., Ltd. complete the transfer all shares to the Tender Offer Agent.

Signature.....Offeree

Signature..... Proxy  
 (.....)

(.....)  
 Date.....

1. Receiver	2. Initial	3. Verify
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✂ Receipt of Share Certificate(s) / Transfer Slip and Form of Acceptance (Offeree please complete this section)

Account Form No.....

Phatra Securities Public Company Limited has received Acceptance Form to purchase Oishi Group Public Company Limited securities and Share Certificate(s) / Transfer slip for the total number of ..... shares from Mr./Mrs./Ms./Company.....

The offeree will receive the money by:

- Automatic transfer to bank a/c (19 November 2008)  Collect cheque at Phatra in person (18 November 2008)  Receive the cheque by mail

Signature.....Recipient  
 Date.....

**Tender Offer Acceptance Form – NVDR of Oishi Group Public Company Limited (OISHI)**

To: Offeror and Phatra Public Company Limited (Tender Offer Agent) Acceptance From No \_\_\_\_\_

Mr./Mrs./Ms./Company \_\_\_\_\_ Nationality \_\_\_\_\_  
 Contact Address (that can be reached via mail) \_\_\_\_\_  
 Postal Code \_\_\_\_\_ Tel. No. \_\_\_\_\_ Mobile phone. No./E-mail Address \_\_\_\_\_

Please specify type of seller:

- Thai Individual ID Card No. \_\_\_\_\_
- Foreign Individual Alien Card/Passport/ID No. \_\_\_\_\_
- Thai Juristic Person Company Registration No. \_\_\_\_\_
- Foreign Juristic Person Company Registration No. \_\_\_\_\_

I/We here by accept to sell \_\_\_\_\_ ( \_\_\_\_\_ ) NVDR of Oishi Group Public Company Limited at the net price (tender offer price less brokerage fee and Value Added Tax) of Baht 36.901025 (Thirty Six point Nine Zero One Zero Two Five Baht) a total value of Baht \_\_\_\_\_ following the conditions set forth in the Tender Offer Document. I/We understand that this selling of NVDR is subject to terms and conditions stated in the Tender Offer documents.

I/We here by appoint Phatra Securities Public Company Limited As my/our proxy to sell, transfer deliver NVDR, arrange the payment procedure and process other necessary relevant to tender offer.

<input type="checkbox"/> Scrippless Transfer			Number of shares
From broker no.	Transfer slip No.	Transfer Date	
<b>Total</b>			

Payment Date

- 1. I hereby declare my intention to receive Oishi NVDR payment 3 business days after the end of the tender offer period, which is on 19 November 2008.** In this case, the Offeree who has indicated an intention to sell his/her NVDR pursuant to the offer document may cancel his/her intention to sell the NVDR during the hours of 8.30 am to 4.30 pm on business days during the period from 10 October 2008 to 7 November 2008, both days inclusive (20 business days from the commencement date of the tender offer period.)

Payment Condition

- 1. Automatic transfer payment to my account at  1. Kasikornbank Plc.  2. Bangkok Bank Plc.  3. Siam Commercial Bank Plc.
- 4. Krung Thai Bank Plc.  5. Bank of Ayudhya Plc.  6. TMB Bank Plc.  7. Siam City Bank Plc.  8. United Overseas Bank (Thai) Plc.
- 9. Thanachart Bank Plc.

Branch \_\_\_\_\_ Type of Account \_\_\_\_\_ Account Number

(The account name has to be the same as the Offeree name and please attach a certified copy of saving account book or current account statement with this form.)

- 2. I/We will come to collect payment cheque at Phatra Securities Plc. in person.
- 3. Please send payment cheque to the above address by registered mail.

I/We attached the transfer slip of NDVR through (SDC) for account of “Phatra Securities Public Company Limited for tender” Account number 006-000-000-015-7 for holder of NVDR and proof of identity in respect to the seller or proof of registered company (for juristic person). I hereby certify that all shares offered for sale have no liabilities and acknowledge that this form is completed when Thailand Securities Depository Co., Ltd. complete the transfer NVDR to the Tender Offer Agent.

Signature \_\_\_\_\_ Proxy  
 ( \_\_\_\_\_ )

Signature \_\_\_\_\_ Offeree  
 ( \_\_\_\_\_ )  
 Date \_\_\_\_\_

1 Receiver	2 Initial	3 Verify
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✂ Receipt of Transfer Slip of NVDR and Form of Acceptance (Offeree please complete this section)

Account Form No. \_\_\_\_\_

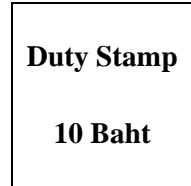
Phatra Securities Public Company Limited has received Acceptance Form to purchase Oishi Group Public Company Limited securities and Transfer slip of NDVR for the total number of \_\_\_\_\_ shares from Mr./Mrs./Ms./Company \_\_\_\_\_

The Offeree will receive the money by:

- Automatic transfer to bank a/c (19 November 2008)  Collect cheque at Phatra in person (18 November 2008)  Receive the cheque by mail

Signature \_\_\_\_\_ Recipient  
 Date \_\_\_\_\_

For more information please contact Khun Orachorn Chanapokakul / Khun Areewan Yangtad  
 Tel. (66) 2305-9000 extension: 9390 or 9391 fax. (66) 2275-2282, 6<sup>th</sup> floor, Securities & Derivatives Operations Division,  
 Phatra Securities Public Company Limited, 252/6 Muang Thai-Phatra Office Tower 1, Ratchdaphisek Rd. Huaykwang, Bangkok 10310 Thailand



POWER OF ATTORNEY

Made at.....

Date.....

I / We.....Age.....

Nationality.....Identification Card No.....

Resides at.....

.....Zip/Postal Code.....Country.....

hold(s).....shares of Oishi Group Public Company Limited

hereby authorize.....Age.....

Nationality.....Identification Card No.....Resides at.....

.....Zip/Postal Code.....Country.....

to act as my/our proxy to sell, transfer, deliver ordinary shares and endorse share certificate(s) or NVDR of Oishi Group Public Company Limited (Oishi) through Phatra Securities Public Company Limited and to be authorized to do and execute all such other matters in connection with the afore mentioned on my behalf until its completion.

Any act taken by my/our proxy shall be deemed to be taken by myself / ourselves in every respect.

.....Appointor

(.....)

.....Proxy

(.....)

.....Witness

(.....)

.....Witness

(.....)

Note: Certified true copies of ID or Certificate of Incorporation of the Appointor and authorized representative are required to be attached herewith.

## Tender Offer Cancellation Procedure

**1 The Oishi shareholders who cancel their intention to sell the securities**

**2 Fill in the Tender Offer Cancellation Form**

**Enclose receipt of acceptance form and the following documents with certified true copy**

**1. Thai Individual**

A copy of ID Card, or  
A copy of Civil Servant ID Card, or  
A copy of State Enterprise Employee Card, and  
A copy of house registration

**2. Foreign Individual**

A copy of Passport or  
A copy of Alien Certificate

**3. Thai Juristic Person**

- 3.1 A copy of Company Affidavit issued by MOC not exceeding 1 year before the last day of tender offer period  
3.2 A certified copy of documents stated in No. 1 or 2 of the person who is duly authorized by the company to certify true copy and a copy of document in 3.1 above

**4. Foreign Juristic Person**

4.1 A copy of Certificate of Incorporation, Memorandum of Association and/or Company Affidavit

4.2 Documents stated in No. 1 or 2 of the person who is duly authorized by the company to certify copy of documents as specified in 4.1 above.

Documents in 4.1 and 4.2 required to be certified by a Notary Public officer and then authenticated by the official of the Thai Embassy or Thai consulate, which is not exceeding 1 year prior to the last day of tender offer period.

**In the case of power of attorney**

1. Power of Attorney with Baht 10 of the duty stamp
2. Certified copy of identification documents of the authorized person and representative

**3 Submit all documents by 7 November 2008 to:** ▼

Securities & Derivatives Operations Division,  
Phatra Securities Public Company Limited  
Khun Orachorn Chanapokakul / Khun Areewan Yangtad  
6<sup>th</sup> floor 252/6 Muang Thai –Phatra Tower 1,  
Ratchdabhisek Road Huaykwang Bangkok 10310 Thailand  
Tel. (66) 2305-9000 extension: 9390 or 9391 Fax (66) 2275-2282

**Tender Offer Cancellation Form of The Securities of  
Oishi Group Public Company Limited (Oishi)**

**The form is valid until 7 November 2008**

Revocation Form No.....  
Date .....

Attention: Phatra Securities Public Company Limited (“Tender Offer Agent”)

I / We.....  
Address (that can be reached by mail):  
.....  
..... Country.....

Telephone No.....Mobile Telephone No. ....

hereby cancel the intention to sell the securities of Oishi Group Public Company Limited, subject to the terms and conditions stated in the Tender Offer documents in the amount of ..... shares.

I / We submitted the Tender Offer Acceptance Form of the securities of Oishi Group Public Company Limited on..... Acceptance Form No.....

I / We would like to receive the returned securities in the following form:

- Share certificate (share certificate will be collectible on the next business day at Phatra Securities Public Co., Ltd. only) (Only for the Offeree who submitted his/ her intention with share certificate)
- Through TSD Broker’s Name.....  
herewith I/we attached baht 20 for stock transferring fee (transfer on the next business day)  
Broker’s Number.....  
Account Name.....  
Account Number.....

I / We hereby agree to accept the terms and conditions stated above.

..... Proxy  
(.....)

Sign .....Offeree  
(.....)

✂-----

**Receipt of Tender Offer Revocation Form of The Securities of  
Oishi Group Public Company Limited (Oishi)**

Revocation Form No.....  
Date.....

Phatra Securities Public Company Limited has received the Tender Offer Revocation Form of Oishi Public Company Limited from..... (Amount of cancelled securities.....shares) and the Receipt of Tender Offer Acceptance Form No.....

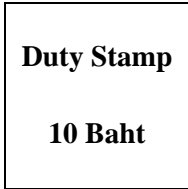
The securities will be return to the person who intend to cancel by

- Share certificate (share certificate will be collectible at Phatra Securities Public Company Limited only)
- Through TSD Broker’s Name.....  
Broker’s Number.....  
Account Name.....  
Account Number.....

Sign .....Recipient  
(.....)

For more information please contact Khun Orachorn Chanapokakul / Khun Areewan Yangtad  
Tel. (66) 2305-9000 extension: 9390 or 9391 fax. (66) 2275-2282, 6th floor, Securities & Derivatives Operations Division,  
Phatra Securities Public Company Limited, 252/6 Muang Thai-Phatra Office Tower 1, Ratchaphisek Rd. Huaykwang, Bangkok 10310 Thailand





POWER OF ATTORNEY
(For revocation of the tender offer acceptance form)

Made at.....

Date.....

I/ We.....Age.....

Nationality.....

Resides at (address that can be reached by mail).....

.....Zip/Postal Code.....Country.....

hereby authorize .....Age.....

Nationality.....Resides at (address that can be reached by mail).....

.....Zip/Postal Code.....Country.....

to act as my/our proxy to cancel my/our intention to accept the tender offer of securities of Oishi Group Public Company Limited (Oishi) to Thai Beverage Public Company Limited and to be authorized to do and execute all such other matter in connection with the afore mentioned on my behalf until its completion.

Any act taken by my / our proxy shall be deemed to be taken by myself/ourselves in every respect.

.....Appointor

(.....)

.....Proxy

(.....)

.....Witness

(.....)

.....Witness

(.....)

Note: Certified true copies of ID or Certificate of Incorporation of the Appointor and authorized representative are required to be attached herewith.

**Confirmation of Securities Cost**  
**(For Foreign Juristic Person who is not exempted by an applicable tax treaty only)**

Date.....

To: Phatra Securities Public Company Limited (“Tender Offer Agent”)

I/We.....Nationality.....

Tax Identification No. (if any).....would like to declare the cost of

Oishi Group Public Company Limited, which are the securities being offered hereto as follows:

<b>Share certificate no. / Transfer slip no. (Transfer date)</b>	<b>Name of shareholders as appeared in the Registration</b>	<b>No. of shares</b>	<b>Cost per share (baht)</b>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
	<b>Total</b>	.....	.....

I/We hereby, attached .....,  
totally....., as evidence(s) of cost for withholding tax calculation.

We hereby certify that the above statements are true.

.....Offeree  
(.....)

Foreign Juristic Person has to declare cost of shares by submitting the Confirmation of Securities Cost Form attached with the evidence of such the cost. If the form is not submitted or proper evidence of the cost basis is not included with the form, the withholding tax will be imposed on the entire proceeds of the sale instead of only on the capital gains.

**Request Form For Rectifying Items in the Security Holder Record**



# Thailand Securities Depository Co., Ltd.

62 The Stock Exchange of Thailand Building, 4<sup>th</sup> Floor, Rachadapisek Road, Klongtoey, Bangkok 10110 Thailand. Tel 3591200-01 Fax. (662)3591259

## Request Form For Rectifying Items in the Security Holder Record

To The Managing Director of the Thailand Securities Depository Co., Ltd

I ..... security holder registration number (if any) .....  
identification card/ juristic registration number ..... as

- Security holder holding (specify the name of the security held) .....
- Owner of the security depositing securities with the Thailand Securities Depository Co., Ltd. through the depositing company's number .....

**I wish to rectify the following shareholder's information** Please mark **X** as appropriate

Title                     
 Name                     
 Family Name                     
 Address                     
 Nationality

### Previous Information

### New Information

.....	.....
.....	.....
.....	.....
.....	.....
.....	..... Tel .....

The requests made herein shall include all securities that I hold whether in physical certificate form or deposited in the depository system of the Thailand Securities Depository Co., Ltd. through the depositing company as of present period as well as in the future until and unless further requests have been made.

I do abide to the recommendations mentioned on next page and also agree that if I do not abide to it, I may have any inconveniences or any damages which I must not claim from the Thailand Securities Depository Co., Ltd.

Signature ..... Security holder

( ..... )

...../...../.....

**Attached documents/ ... (Please see next page)**

\*\*\*\*\* **For the company depositing securities with the Thailand Securities Depository Co., Ltd** \*\*\*\*\*

I, depositing company ..... number .....  
certify that the information stated by the security owner above is true. No matter under what conditions if any damages or losses are incurred to the Thailand Securities Depository Co., Ltd. according to the information rectified as mentioned in this form, I shall be held responsible and shall compensate in full.

Signature ..... Authorized person

( ..... )

Signature ..... Authorized person

( ..... )

## **Other Documents to be submitted along with this document under various conditions**

(All photocopies must be certified as true)

### **Natural Person**

1. Copy of the security owner's identification card or
2. Copy of other cards, house registration certificate (which appears the name and identification number of the security owner) or
3. Copy of alien certificate or passport (For other nationality)

### **Juristic Person**

1. Copy of Affidavit issued by Ministry of Commerce not exceeding 1 year and
2. Copy of the identification card of the director empowered as signatory.

### **Minor**

1. Minor of 15 years of age can proceed with the corrections and must attach a certified copy of his/her identification card.
2. Minor of less than 15 years of age must assign his/her parent (Mother/Father) or legal guardian as signatory and accordingly attach the following documents:
  - 2.1. Copy of birth certificate or house registration certificate, which appears the name of the minor.
  - 2.2. Copy of the identification cards of Father/Mother or legal guardian of the minor.
  - \* In case where either a father or mother signs the document, an evidence stating single parental power must be submitted.
  - \* In case where the guardian is not the father or mother of the minor, an evidence stating legal guardianship must be submitted.

### ***In case of corrections for Title-Name-Family Name, additional documents must be attached***

1. Copy of the certificate for change of Name-Family Name Marriage/Divorce certificate depending on the case.
2. Security holder holding physical certificate must send the certificate (True Copy) for corrections.

### **Recommendations**

1. In case where the security owner deposits the securities with the Thailand Securities Depository Co., Ltd, documents must be submitted to the registrar through the depositing company.
2. Corrections will be effective when the registrar has received the documents not less than 5 working days prior to the book closing date.
3. Address of the shareholder must be convenient enough for receiving documents by registered mail. Address specifying post office number as assigned by Commercial and Registration department of the Ministry of Commerce must not be given.