



Thai Beverage Public Company Limited

ANNOUNCEMENT

Date: 10 March 2023

To: Singapore Exchange Securities Trading Limited

Subject: Resolution of the Board of Directors on the Plan for the Tender Offer in order to Delist the Shares of Oishi Group Public Company Limited from being Securities Listed on the Stock Exchange of Thailand

We, Thai Beverage Public Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”), would like to inform that on 10 March 2023, the Board of Directors of the Company has resolved to approve the plan for the tender offer of all 76,279,602 shares in Oishi Group Public Company Limited (“**Oishi**”), which represents 20.34% of the total number of issued and paid-up shares in Oishi (the “**Offer Oishi Shares**”), *i.e.*, all of the issued and paid-up shares in Oishi which are not already owned by the Company, in order to delist the shares of Oishi from being securities listed on the Stock Exchange of Thailand (the “**Oishi Delisting**” and the “**SET**” respectively). The tender offer price of THB 59.00 per Oishi share was determined in compliance with the relevant regulations of the Thai Securities and Exchange Commission (the “**Thai SEC**”), and may be subject to further adjustment in accordance with the relevant regulations of the Thai SEC.

Information relating to Oishi

Oishi started its business in 1999 when the first “Oishi” Japanese restaurant was opened in Thailand. In 2003, Oishi launched its iconic “Oishi Green Tea” a popular ready-to-drink Japanese green tea in Thailand. Oishi was listed on the SET in 2004. In 2008, the Company became Oishi’s major shareholder and has continued to expand its non-alcoholic beverages and food businesses.

At present, Oishi has become a household name associated with Japanese food and green tea in Thailand, with more than 250 restaurant outlets throughout the country and a leading position in the RTD Tea market in Thailand. For the year ended 30 September 2022, Oishi’s net profit for the year was approximately THB 1,198.71 million.

As of 13 December 2022 (the latest record date of Oishi’s shareholders), the Company holds 298,720,398 shares in Oishi, which is equal to 79.66% of the total number of issued and paid-up shares in Oishi.

Based on the audited consolidated financial statements of Oishi for the financial year ended 30 September 2022, the book value of the Offer Oishi Shares is approximately THB 1,620.68 million and the net tangible asset value of the Offer Oishi Shares is approximately THB 1,589.29 million.



Based on the volume weighted average price of the shares of Oishi as at 9 March 2023 (being the last trading day immediately preceding the date of this announcement), the latest open market value of each Oishi share is approximately THB 46.4.

The key reasons for the Company undertaking this transaction are as follows:

- (a) At present, there has not been as much trading volume of the shares in Oishi, and the Company is of the view that the tender offer to delist Oishi will provide an opportunity for the Company to acquire Oishi shares from the other shareholders of Oishi, and likewise, an opportunity for Oishi's shareholders to divest their Oishi shares at the same time to the Company.
- (b) The Company is currently in the process of conducting a feasibility study into a potential restructuring of the operations of the food and non-alcoholic beverages businesses of the Company to enhance management effectiveness and/or enhance business potential. In this regard, the Company may undertake internal restructuring to clearly separate the food business from the non-alcoholic beverages business, including business restructuring in various aspects, which may potentially include the purchase, sale, or transfer of assets or other rights, mergers and acquisitions, the transfer of rights under financing agreements, the change in strategies or business operation, the change in operational policies, the transfer of employees, the lending and borrowing of money, and the fund-raising of various types, among others. The foregoing restructuring may also involve transaction(s) between Oishi and the Company, and/or other entity(s) within the Group. The foregoing description of potential restructuring options is subject to further changes as may be considered appropriate by the Company in the future, and is not meant to be definitive or exhaustive. The Company is of the view that the Oishi Delisting will increase flexibility in the management of business and facilitate the potential restructuring.
- (c) As Oishi shall no longer be listed on the SET, this will provide cost savings which would have been incurred in connection with Oishi being a publicly listed entity on the SET.

In any case, after the Oishi Delisting, Oishi will retain its status as a public limited company and will continue to comply with the applicable laws and regulations, as well as good corporate governance.

Conditions for Tender Offer to Proceed

In accordance with the requirements of Thai law and regulations, the Company can only proceed with the tender offer for the Offer Oishi Shares and the Oishi Delisting after the following conditions are satisfied:

- (1) The shareholders' meeting of Oishi has resolved to pass a resolution approving the Oishi Delisting with the votes not less than three-fourth of the total issued shares of Oishi, and there are no objections from shareholders holding shares in an aggregate amount exceeding 10 percent of the total issued shares of Oishi, in accordance with the SET regulations on delisting of securities; and

- (2) The Oishi Delisting must be approved and/or waived by the relevant authorities, including the SET, financial institutions, and other contractual parties in the related agreements (if necessary).

For the avoidance of doubt, the Oishi Delisting, if duly approved as described in (1) and (2) above, will be able to proceed even if not all of the other Oishi shareholders tender their Oishi shares to the Company in the tender offer, and consequently, there is a possibility that the Company will not obtain 100% shareholding of Oishi at the completion of the tender offer.

The tender offer has been communicated to the Board of Directors of Oishi on 10 March 2023, and the board of directors of Oishi has resolved to summon an extraordinary general meeting of Oishi's shareholders so that the Oishi Delisting can be proposed to the shareholders of Oishi for their consideration and approval.

Financing and Financial Effects

The tender offer will be funded through internally generated and/or externally sourced funds as may be appropriate and is not expected to have any material impact on the earnings per share and net tangible assets of the Company for this current financial year.

In accordance with the relevant laws and regulations, the Company will announce material updates in respect of the foregoing transaction where appropriate.

Please be informed accordingly.

Yours faithfully,

Nantika Ninvorasakul
Company Secretary