



0107537000513

บริษัท เชียงใหม่ฟรอสเฟนฟู๊ดส์ จำกัด (มหาชน)

149/34 ซอยแองโกลพลาซ่า ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพฯ 10500

CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED.

149/34 Soi Anglo Plaza Surawongse Rd., Suriyawongse, Bangrak, Bangkok 10500 Thailand

Tel : (662) 634-0061-4, 238-4091 Fax ; (662) 238-4090

February 26, 2013

Re: Dividend and fix date for Annual General Meeting
of Shareholders year 2013

To: Director and Manager
The Stock Exchange of Thailand

At the meeting of Board of Company no. 1/2013 held on February 26, 2013, passed the following resolutions:

1. Dividend payment
 - 1.1 Consider approve for presenting to the Shareholder Meeting to consider paying dividend for the operation year of 2012 at rate 0.28 Baht/share to the shareholders amount 381,145,725 shares comes to 106,720,803.00 baht or 61.07 % of net profit-Consolidated, higher than paying dividend policy formulated by the company.
 - 1.2 Pay from net profit of paid income tax activities 11.5% rate 0.28 baht/share amount 106,720,803.00 baht.
 - 1.3 Dividend is deducted withholding tax by 10%.
 - 1.4 Formulate name lists of rightful shareholders to receive the dividends on March 13, 2013 and let collect name list as clause 225 of Royal Act of Securities and Stock Exchange by closing register book on March 14, 2013, formulate to pay dividend to the shareholders on May 10, 2013. All this, the rights in receiving dividend is still uncertain owing it must ask consent from the shareholder meeting first.
2. An Annual General Meeting of Shareholders of 2013 shall be held on April 19, 2013 time 10.30 a.m., at Montien Hotel "Montienthip Room" No. 54, Surawong Rd., Kwaeng Suriyawongse, Khet Bangrak, Bangkok 10500 Tel. (662) 233-7060. Formulate name lists of rightful shareholders to attend the meeting on March 13, 2013 and let collect name list as clause 225 of Royal Act of Securities and Stock Exchange by closing register book on March 14, 2013, by having following agenda of a meeting :
 - 1) Certify the minutes of the Annual General Meeting of Shareholders year 2012 dated April 20, 2012.Board of Company's opinion : agree to acknowledge such meeting report.

/2...



0107537000513

บริษัท เชียงใหม่ฟรอสเฟนฟู๊ดส์ จำกัด (มหาชน)

149/34 ซอยแองโกลพลาซ่า ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพฯ 10500

CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED.

149/34 Soi Anglo Plaza Surawongse Rd., Suriyawongse, Bangrak, Bangkok 10500 Thailand

Tel : (662) 634-0061-4, 238-4091 Fax ; (662) 238-4090

-2-

2) Certify the company's annual report and the board of company report for 2012.

Board of Company's opinion : to allow the meeting to acknowledge operation result of the company for annual 2012.

3) Consider approve the Company's Financial Statements as of 2012.

Board of Company's opinion : agree to approve the Company's Financial Statements as of 2012.

4) Consider appoint new directors to replace those tenure .

Directors whose tenures ended are:

- Mr. Prapas Pholpipattanaphong, Executive Director
- Mr. Prayuth Pholpipatanaphong, Executive Director
- Dr. Phusit Wonglorsaichon, Independent Director

Board of Company's opinion : approve to re-appoint these directors as follows:

- Mr. Prapas Pholpipattanaphong
- Mr. Prayuth Pholpipatanaphong
- Dr. Phusit Wonglorsaichon

The Minority shareholders were invited to propose the person(s) to be nominated as its director to the company in advance via the company's website, www.cmfrozen.com and the Stock Exchange of Thailand's website, www.set.or.th. In 2013, there was no minority shareholders proposing the person(s) to be nominated as director of the company.

Therefore, Board of Company of 11 directors (in the case the annual general of shareholders meeting resolves as to the opinion Board of company) will comprise:

- Mr. Prayoon Pholpipattanaphong Chairman
- Mr. Prapas Pholpipattanaphong Managing Director
- Mr. Suwat Phongphasura Executive Director
- Mr. Prayuth Pholpipatanaphong Executive Director
- Mr. Ankoon Pholpipattanaphong Executive Director
- Mr. Lan Mu Chiou Non-executive Director
- Mr. Kenichi Tai Non-executive Director
- Mr. Santichai Suakanonth Independent Director
- Mr. Amnuay Yossuck Independent Director

3/...



0107537000513

บริษัท เชียงใหม่ฟรอสเซ่นฟู้ดส์ จำกัด (มหาชน)

149/34 ซอยแองโกลพลาซ่า ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพฯ 10500

CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED.

149/34 Soi Anglo Plaza Surawongse Rd., Suriyawongse, Bangrak, Bangkok 10500 Thailand

Tel : (662) 634-0061-4, 238-4091 Fax : (662) 238-4090

-3-

- Mr. Ampon Ruayfupant Independent Director
 - Dr. Phusit Wonglorsaichon Independent Director
- 6) Consider directors remuneration for 2013.
Board of Company's opinion : agree to approve following director remuneration for 2013:
- Remuneration for 11 company directors of each 400,000.- baht/year.
 - Remuneration for Chairman of Audit Committee 40,000.- baht/month.
 - Remuneration for 2 Audit Committees of each 20,000.- baht/month.
- 7) Consider appoint an auditor and fix the auditing fees for 2013.
Board of Company's opinion : agree to appoint an auditors for 2013 namely 1) Miss Nongram Laohaareedilok and/or 2) Mrs. Suwimol Kittayakien of AST Master Office by offering the auditing fees at 570,000.- baht.
- 8) Consider approve dividend payment for the operation of annual 2012.
Board of Company's opinion: agree to pay dividend as resolution at the meeting of Board of Company no.1/2013.
- 9) Consider to approve for amending Articles of Association No. 24
Board of Company's opinion: agree to approve for amend Articles of Association No. 24 in order to coordinate with the policy line of Corporate Governance of the company.
- Old Articles of Association
NO. 24 Board of Director have an authority to appoint a number of Director to be Board of Executive which consist of Chairman of the board, vice-chairman and other positions as the Board of Director see that it is necessary, allow Board of Executive to have an authority to administer and control an activity of the company as formulated or assigned by the Board of Director.
Allow Chairman to be executive director by position.
- New Articles of Association
NO. 24 Board of Director have an authority to appoint a number of Director to be Board of Executive which consist of Chairman of the board, vice-chairman and other positions as the Board of Director see



0107537000513

บริษัท เชียงใหม่ฟรอสเฟนฟู๊ดส์ จำกัด (มหาชน)

149/34 ซอยแองโกพลาซ่า ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพฯ 10500

CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED.

149/34 Soi Anglo Plaza Surawongse Rd., Suriyawongse, Bangrak, Bangkok 10500 Thailand

Tel : (662) 634-0061-4, 238-4091 Fax ; (662) 238-4090

-4-

that it is necessary, allow Board of Executive to have an authority to administer and control an activity of the company as formulated or assigned by the Board of Director.

10) Others matter (if any).

Signed Signature Authorized Director
(Mr. Suwat Phongphasura)