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บริษัท เชียงใหม่ฟรอสเซนฟู้ดส์ 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

April 19, 2013

Re : Report on Shareholders' resolution of 2013

To : Manager and Director

The Stock Exchange of Thailand

Chiangmai Frozen Foods Public Company Limited would like to report on the resolution made at a Shareholders' Ordinary Meeting of year 2013 held on April 19, 2013. The details of the resolution are as follows:

1. To certify the minutes made at Shareholders' Ordinary Meeting 2012

Approve	239,899,176	votes
Disapprove	-	vote
Abstain from voting	-	vote

2. To acknowledge report of operation result in cycle of 2012.

3. To approve the Financial Statements for the year ended December 31, 2012 which already passed inspection from Independent Auditor.

Approve	240,259,976	votes
Disapprove	-	vote
Abstain from voting	-	vote

4. To appoint the directors to replace the completed one as follows:

The Directors whose tenure has ended are as follows:

1. Mr. Prapas Pholpipattanaphong
2. Mr. Prayuth Pholpipatanaphong
3. Dr. Phusit Wonglorsaichon

The Directors being re-appointed are as follows:

Mr. Prapas Pholpipattanaphong

Approve	230,431,015	votes
Disapprove	-	vote
Abstain from voting	10,037,830	vote

Mr. Prayuth Pholpipatanaphong

Approve	240,240,095	votes
Disapprove	-	vote
Abstain from voting	30,000	vote

Dr. Phusit Wonglorsaichon

Approve	240,240,095	votes
Disapprove	-	vote
Abstain from voting	30,000	vote



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Board of new directors of the company will consists of :

Name-Surname	Position
1. Mr. Prayoon Pholpipattanaphong	Chairman
2. Mr. Prapas Pholpipattanaphong	Managing Director
3. Mr. Suwat Phongphasura	Executive Director
4. Mr. Prayuth Pholpipattanaphong	Executive Director
5. Mr. Ankoon Pholpipattanaphong	Executive Director
6. Mr. Lan, Mu - Chiou	Non-executive Director
7. Mr. Kenichi Tai	Non-executive Director
8. Mr. Santichai Suakanonth	Independent Director
9. Mr. Amnuay Yossuck	Independent Director
10. Mr. Ampon Ruayfupant	Independent Director
11. Dr. Phusit Wonglorsaichon	Independent Director

5. To approve return benefits for Directors for the year 2013 as follows:

To approve the remuneration for Directors for the year 2013 total 11 persons of each 400,000.- baht per year total amount 4,400,000.-baht.

To approve the remuneration for Chairman of Audit Committee 40,000.-baht/month and remuneration for two Audit Committee of each 20,000.-baht/month total amount 960,000.-baht/year.

Approve	240,270,095	votes
Disapprove	-	vote
Abstain from voting	-	vote

6. To appoint the following persons as Auditor for the year 2013.

Names	CPA. No.	Auditing firm
1. Miss Nongram Laohaareedilok	4334	AST Master and/or
2. Mrs. Suwimol Kittayakien	2982	D.I.A. International

Either of them shall be inspector and certified Financial Statements of the Company and fix the auditing fee amount 570,000.- Baht.

Approve	240,271,845	votes
Disapprove	-	vote
Abstain from voting	-	votes

7. To approve the allocation of profits for annuity dividend for 2012's operation result.

- Pay dividend at rate 0.28 baht per share from the operation result of installment January 1 – December 31, 2012 to the shareholders amount 381,145,725 shares come to amount 106,720,803.00baht or 61.07% of net profit of Consolidated Financial Statements by separating into : pay from business of paid income tax 11.5% at rate 0.14 baht per share come to amount 53,360,401.50baht and pay from business of paid income tax 23.0% at rate 0.14 baht per share come to amount 53,360,401.50baht.

- Rate of dividend payment in the year 2012 was at 61.07% decreased 34.56% when compared with dividend payment in the year 2011 that paid 95.63% due to problem of much higher on capital cost of labor and hardness in arrangement of labor. The Company then is under possibility study in bringing the machine to use for harvesting the raw materials to replace manpower and arrange some



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parts of machine to compensate lack of labors. The Company then protects cash as reserve fund to supplement liquidity of the company. But however, the rate of dividend payment in the year 2012 still higher than formulated dividend payment policy at 60% of net profit.

- Dividend is deducted withholding tax 10%.
- 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. Dividend will be paid to shareholders on May 10, 2013.

Approve	240,413,845	votes
Disapprove	-	vote
Abstain from voting	55,000	votes

8. To approve the amending Articles of Association of the Company No. 24 as follows :
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.

Approve	240,438,845	votes
Disapprove	-	vote
Abstain from voting	30,000	vote

signature
(Mr. Suwat Phongphasura)
Authorized Director