



CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED

Invitation to
Annual General Meeting of Shareholder 2021
on Wednesday April 28, 2021, time 10.00 a.m.

Via an Electronic Annual General Meeting of Shareholder (E-AGM) method only

March 29, 2021

Subject: Invitation for Annual General Meeting of Shareholder 2021

To: Shareholders

Board of Company Meeting No.2/2021 held on February 24, 2021 have resolved to convene an Annual General Meeting of Shareholder 2021 on Wednesday, April 28, 2021 time 10.00 a.m., The meeting will be held via an electronics method (E-AGM) pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meeting B.E. 2563 (2020), and other relating regulations , to consider various matters as following agendas:

1. To Certify the Minutes of the Annual General Meeting of Shareholder 2020

Rationale: The Company has already arranged minutes of Annual General Meeting of Shareholder 2019, which held on August 4, 2020, within 14 days from the date of meeting and submitted to the Stock Exchange of Thailand and Ministry of Commerce within time period designated by the laws. Also, the minutes has been published on the company's website: www.cmfrozen.com.

Board of Directors' Opinion: The Board of Director has resolved that the minutes of the meeting were recorded completely and accurately, therefore, should be proposed to shareholder to consider approve the minutes of the meeting. In addition, the minutes has been attached and published on the company's website since March 29, 2021 together with the Annual General Meeting of Shareholder 2021 invitation letter and other related documents. The details of the minutes of the Annual General Meetings of Shareholder 2020 has been presented in attachment 1

2. To Acknowledge report the Company's Performance for the year 2020

Rationale: The Company's performance is presented in the Annual Report 2020 (QR CODE) which attached herewith.

Board of Directors' Opinion: To allow shareholders to review and acknowledge the Company's performance for the year 2020

3. To Approve the Financial Statements for the year ended December 31, 2020

Rationale: In order to correspond with Articles of Association of the company and comply to the Public Company Limited Act which that formulate the company must arranged annual financial statements ended at each fiscal year and audited by the accounting auditor prior to propose the shareholder meeting for approval.

Board of Directors' Opinion: The Board of Director resolved to propose the shareholder in the General Meeting of Shareholder for the year 2021 to consider approve the financial statements ended December 31, 2020 audited and reported without qualified opinion by the approved auditor, AST Master Office, and the Board of Audit Committee. The summary of financial statements for the year 2020 are presented as follows.

Summarized Statement of financial position and Statement of Income for the year 2020

Description	Financial Statements	Units
Total Assets	1,517,643,727	Baht
Total Liabilities	146,606,476	Baht
Total Shareholders' Equity	1,371,037,251	Baht
Debt to Equity Ratio	0.11 : 1	Times
Revenue from Sales	1,096,527,326	Baht
Profit for the year	1,148,308	Baht
Net profit margin	0.10	%
Earnings per share	0.003	Baht per Share

4. To Approve the Omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2020

Rationale: The Company has a policy to pay dividend not less than 60% of net income except in the case that the company has a project to expand an investment then shall consider paying dividend as financial appropriate. All this, in the year 2020, the company has net profit amount 1.15 million Baht by having details of dividend payment in the previous year as follows:

Description	Year 2017	Year 2018	Year 2019	Units
Net Profit	160,406,185	97,481,607	34,764,802	Baht
Common Share	381,145,725	381,145,725	381,145,725	Shares
Earnings per Share	0.42	0.26	0.09	Baht/Share
Dividend	0.34	0.21	0.06	Baht/Share
Dividend	129,589,546	80,040,602.25	22,868,743.50	Baht
Payout Ratio	80.79	82.11	65.78	%

Board of Directors' Opinion: The Board recommend the Meeting to consider and approve the omission of dividends payment due to the Company has additional investment plan The Company has appropriated its legal reserve for Baht 38,115,000, representing 10.00 of its registered capital which reached 10 percent of its registered capital as required by the law. Therefore, no additional legal reserve is required.

5. To Consider and Elect the Directors in Replacement of Directors Retiring by Rotation

Rationale: According to the Articles of Association of the company, which state that one third of directors shall retire by rotation in the Annual General Meeting of Shareholder. In 2021, 3 directors will retire by rotation as follows:

Name – Surname	Position	Remark
1 Mr. Ankoon Pholpipattanaphong	Executive Director	Attachment 2
2 Mr. Lan Mu-Chiou	Non-Executive Director	Attachment 2
3 Mr. Amphol Ruayfupant	Independent Director	Attachment 2

The Company has invited all shareholders to recommend director nominees through the company's website: www.cmfrozen.com during October 2, 2020 to December 30, 2020 but received no recommendation.

Board of Directors' Opinion: The Board of Directors, exclude director who have conflict interest, has carefully considered the qualification for the candidates which shall be a qualified person, full of experience in various fields, leadership, broad vision, be a virtue and moral, independent, possess background and skilled from several professions and Board skill matrix form of company determined. The nomination and remuneration committee has considered and nominate 1) Mr. Ankoon Pholpipattanaphong 2) Mr. Lan Mu-Chiou and 3) Mr. Amphol Ruayfupant to be re-elected as director and independent director respectively. The mention 3 directors devoted and contributed to the company as the member of the Board of Directors and member of Committee for the periods and qualified for all the requirements. Therefore, Board of Director resolved with the proposal from the Nomination and Remuneration Committee to proposing the nomination of directors in the Annual General Meeting of Shareholder 2021 to elect the director of the company as follows:

- 1) Mr. Ankoon Pholpipattanaphong (to be re-elect as Executive Director)
- 2) Mr. Lan Mu-Chiou (to be re-elect as Non-Executive Director)
- 3) Mr. Amphol Ruayfupant (to be re-elect as Independent Director)

In this regard, the profile of the candidate and definition of Independent Director is presented in as attached 2

6. To Consider and Approve the Directors' Remuneration for the year 2021

Rationale: According to the Articles of Association No. 30 which state that the directors shall receive remuneration determined by the Annual General Meeting of Shareholder. In the General Meeting of Shareholder 2020 has resolved the remuneration for the Board of Company for the year 2020 as follows:

- Remuneration for company's director total 8 persons of each 400,000 Baht per year
- Remuneration for Audit Committee
 - For the Chairman of Audit Committee 40,000 Baht per month
 - For 2 Audit Committees of each 20,000 Baht per month
- Other Remuneration - None

Remuneration component: The Company director has its annual remuneration and monthly remuneration according to the volume of increased work of Board of Audit Committee. The Company has no other remuneration such as meeting allowance bonus, life insurance, office car and others to the Board of Company and Committee.

Board of Directors' Opinion: The Board of considered and resolved to propose the shareholders to approve the remuneration for 8 directors for the year 2021 according to the

proposal of Nomination and Remuneration Committee which is 400,000 Baht per year and the remuneration for 3 Audit Committees total 80,000 Baht per month. Such Remuneration have already been compared with various reference information and considered the same rate with the year 2020, also considered the remuneration appropriate to uphold the qualified directors that company required.

Description		Year 2020	Year 2021	Units
1	Remuneration for Company's Director of each	400,000	400,000	Baht/Year
	Remuneration for Chairman of Audit Committee	40,000	40,000	Baht/Month
	Remuneration for 2 Audit Committees of each	20,000	20,000	Baht/Month
	Remuneration for others Sub-Committee	None	None	-
2	Meeting fee for Directors and Sub-committee	None	None	-
3	Others remuneration	None	None	-

Remuneration policy: The Company has remuneration policy for the Board of Directors and other Committee appropriate with the incremental responsibility by comparing the standard rate of the same industry or refer to the remuneration standard stated in the report of Thai Institute of Directors, or the equal basis with the previous year remuneration. The remuneration should also suit with work volume, knowledge, ability to uphold as director that company required. The remuneration shall be to propose for approval from the shareholders in the Annual General Meeting of Shareholder. In addition, the remuneration to the Board of Directors and Committees should be appropriate and sufficient referring to the burden of the directors that have to act in accordance with related laws and regulations.

7. To Consider and Approve the Appointment of Auditor and Auditor's fee for the year 2021

Rationale: The Audit Committee consider propose the Board of Directors to consider appoint the Auditor and determine audit fee for the year 2021 by proposing 5 Auditors names list;

1. Mr. Pradit Rodloytuk is an Auditor of AST Master Office and/or
2. Ms. Nongram Laoha-a-reedilok is an Audit of AST Master and/or
3. Mrs. Pornthip Lerttanongsak is an Audit of AST Master and/or
4. Ms. Sunantha Khamsook is an Audit of AST Master and/or
5. Ms. Chamaporn Rodloytuk is an Audit of AST Master

The nomination of 5 auditors purposely for the substitution basis in case of either one of the auditors is unable to perform the auditing task. AST Master Office has been the auditor of the company and subsidiary company for the previous period. Considered the good working standard, experienced in auditing inclusive perform duty excellently throughout and comparing the burden of transaction to be audited and audit fee rate of other registered company in the same level and see that auditing fee of AST Master Office is considered suitable.

Board of Directors' Opinion: The Board of Directors has considered and resolved to propose the shareholders to appoint auditor of the company and determine the audit fee for the year 2021, which the Audit Committee also consent for proposing as follows;

To appoint auditor of AST Master Office as following name either of them to be auditor and express an opinion on Financial Statements of the company for the year 2021.

<u>Names</u>	<u>CPA Registration No.</u>	<u>Office</u>
1. Mr. Pradit Rodloytuk	0218	AST Master and/or
2. Ms. Nongram Laoha-a-reedilok	4334	AST Master and/or
3. Mrs. Pornthip Lerttanongsak	7633	AST Master and/or
4. Ms. Sunantha Khamsook	8207	AST Master and/or
5. Ms. Chamaporn Rodloytuk	9211	AST Master

and Determine the audit fee as follows:

	<u>Year 2020</u>	<u>Year 2021</u>
Audit fee for the Company	900,000	900,000 Baht
Others fee	None	None

Information for consideration

- a. Auditor of AST Master Office has no relationship with the company, subsidiary company, executives, major shareholders and every concerning person both direct and indirect.
- is not a shareholder of the Company.
 - is not a financial adviser of the Company.
 - auditor of AST Master Office is an auditor of Agrifood Processing Co., Ltd. (Subsidiary company which already liquidated on 27 December 2016)
- b. Mr. Pradit Rodloytuk is an Auditor of the Company and Subsidiary company for 2 years, that are: year 2015 -2016, Ms. Nongram Laoha-a-reedilok is an Auditor of the Company for 3 years, that are: year 2017 – 2019, and Ms. Chamaporn Rodloytuk is an Auditor of the Company for 1 year, 2020.

8. Other matter (If any)

The Shareholders are cordially invited to attend the Annual General Shareholders Meeting year 2021 at the date and time mentioned above. The meeting shall be convened in Electronic Meeting method only pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meeting B.E. 2563 (2020), and other relating regulations. For shareholders who wish to attend the electronic meeting, the registration period will be **starting on 19 – 27 April 2021** The Company would like to ask the cooperation from the shareholders and/or proxies to study the conditions, the registration process, the preparation of identity documents as well as the voting process and vote counting procedures as set out in Attachment 6.

For proxies, the shareholders or proxies shall deliver signed identity documents and signed proxy forms (in case of appointing the proxy) as set out in attachment 5 to Company Secretary, E-mail cg@cmfrozen.com and/or by mailing to 149/34 Soi Anglo Plaza, Surawongse Road, Suriyawongse, Bangrak, Bangkok, 10500 **within 19 April 2021.** Once the Company has verified the list of

shareholders according to the latest Record Date, we will then send back a Username and Password to the email that was sent to the Company for log in to the AGM program via an electronic method (E-AGM). The Company would ask the cooperation from the shareholders to proxy the Company's Independent Director to attend and vote on your behalf instead of attending the meeting by themselves.

Should any shareholders unable to attend the meeting, such shareholder may appoint any other persons or Independent Director (pursuant to the names of such Independent Directors specified in attachment 4) as a proxy to attend the meeting by filling in the information and placing the shareholder's signature(s) in the attached Proxy Form (Details as show in Attachment 5) and then submit all concerned document to the **Company's Secretary** within 19 April, 2021.

Yours Faithfully,

A handwritten signature in black ink, appearing to be 'Prayoon Pholpipattanaphong', written over a horizontal line.

(Mr. Prayoon Pholpipattanaphong)
Chairman

Enclosure:

1. Annual Report year 2020 (QR CODE).

Attachment:

1. Copy of Minutes of the Annual Ordinary Shareholder Meeting of 2020.
2. Name lists and profiles of the Directors who proposed for re-appointment.
3. Definition of Independent Director as specified by the Company
4. Name lists and profiles of the Independent Director
5. Proxy Form B.
6. Conditions and Rules of the Company related to the Shareholders Meeting.
7. Using QR Application to download documents

Remark:

1. Shareholders can find the Notice of the Annual Ordinary of the Shareholders and the attached document on the Company's website www.cmfrozen.com Investor Relations page No. 7.1 from March 29, 2021 before the date of meeting at least 30 days.
2. Proxy Form C. which is designed for foreign shareholders who have appointed a Custodian in Thailand can be download on www.cmfrozen.com under [Investor Relations](#) page.
3. The shareholders who would like to assign proxy to the independent director and/or would like to submit the questions to the management could submitted to

Company's Secretary

CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED

149/34 Soi Anglo Plaza, Surawongse Road, Kwaeng Suriyawongse,

Khet Bangrak, Bangkok Metropolis 10500, Thailand.

Email: cg@cmfrozen.com

4. The Shareholders who wish to require the Annual Report of 2020 in a hard copy form, please contact Mr. Tewin Rungratanapitak, Investor Relation Tel: (662) 634 0061-4 or informs your requirement to E-mail address: tewinr@cmfrozen.com.

(Translation)

Minutes of the Annual General Meeting of Shareholder 2020
of
CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED

Time and venue The Meeting held on Tuesday 4th August 2020 and started meeting at 10.00 a.m., at Tawana Hotel “Srisuriyawongse Ballroom” No. 80 Surawongse Road, Bangrak, Bangkok.

Quorum Mr. Prayoon Pholpipattanaphong, Chairman of the Board of Company is a Chairman of a meeting. The Chairman has expressed his appreciation to shareholders for their attendance and appoint Mr. Kornkit Kongpaiboonpon as the meeting conductor.

The Conductor informs that there are the shareholders whose attend meeting by themselves and whose assign to be present by proxy total 42 persons, countable share at 250,287,421 shares, considered 65.67% of company register capital and already paid up share amount 381,145,725 shares and are amount not less than one third of total distributed amount shares or not less than 127,048,575 shares and there shall be shareholders and proxies attending at a shareholder meeting not less than twenty-five persons according to the Articles of Association No. 34, then complete as quorum. During meeting, there are additional 6 persons for the 11,720 shares, totaling shareholders whose attend meeting by themselves and whose assign to be present by proxy 48 persons, countable share at 250,299,123 shares considered 65.67% of company register capital and already paid up share.

The Chairman declared the Annual General Meeting of the shareholders for the year 2020 convened, and allow the conductor to proceed the meeting as agendas:

Meeting agenda: prior proceed the meeting as agenda, the conductor of a meeting informs as follows:

Today there are 7 out of 8 company directors (87.50% complete) to attend the meeting namely:

Mr. Prayoon Pholpipattanaphong	Chairman of Board of Directors
Mr. Prapas Pholpipattanaphong	Chairman of Executive Committee and Chairman of Risk Management Committee
Mr. Ankoon Pholpipattanaphong	Managing Director and Marketing Manager
Mr. Amnuay Yossuck	Independent Director, Chairman of Audit Committee and Chairman of Board of Nomination & Remuneration Committee
Mr. Ampon Ruayfupant	Independent Director
Dr. Phusit Wonglorsaichon	Independent Director, Chairman of Corporate Governance Committee
Miss Chutima Tangmatitham	Independent Director

Related persons who perform duty in the meeting as follows:

Miss Chamaporn Laohaareedilok	AST Master Office, Auditor
Khun Sirima Na Nakorn	Representative of Thai Investors Association, Observer
Mr. Tewin Rungrattanapitak	Financial Controller & Company’s Secretary
Mr. Tanamet Sutha	Accounting Manager
Mr. Vanchandr Sivaboonyawongs	Legal Advisor

Operation to anti-corruption policy

The Company has an ideal in conducting business with virtue, act in accordance with laws of Thailand for Anti-Corruption, transparent, adhere to responsible toward society and every group of stakeholders according to the principle of good corporate governance and morality in conducting business, not support every form of misconduct and corruption.

On 9 March 2017, Thai Institute of Director as the secretary of Thailand's Private Sector Collective Action Coalition Against Corruption: CAC has approved the Company as the member of CAC for the period of 3 years. The Company's membership has been extended for 2nd consecutive terms since 4 November 2019

In the year 2019, the internal auditor has performed the annual audit on the practices according to the anti-corruption policy and reported to the Audit Committee and the Board of Director's accordingly. There were absent of any activities related to the fraud and corruption.

Casting and counting a vote: After registered for a meeting, every shareholders and proxy shall receive voting ballot according to the number of agendas of a meeting. There shall be 3 spaces for casting a vote in each agenda that are: agree, not agree and abstain from voting. The meeting shall cast a vote one agenda at a time by not having alternated agenda of a meeting. In the part of agenda of casting a vote for electing directors, the company opens an opportunity to the shareholders to cast a vote for electing directors individually. When already casted a vote in each agenda, it would gather voting ballots only who are not agreed and abstain from voting for quick voting. For all agreed voting ballots, shall keep when already gathered voting ballots for not agreed and abstain from voting.

Program and bar-code system are used in this meeting to help in registration and voting. Voting result in each agenda shall appear in projector LCD monitor to allow the shareholders and proxy to learn of voting result. If the shareholders and proxy see that voting result is not correct, they can check at once. The Company has invited the shareholders to be volunteer for counting votes, in which, there were no any shareholder volunteer. The company herewith has invited Miss Chamaporn Rodloytuk, Auditor to represent and join the vote counting process in the meeting.

Resolution: One share has one vote. To resolve in agenda no. 1, 3, 4, 5 and 7, let regard the maximum vote of attended shareholders and have a right to vote. If equal vote, vote of the chairman in the meeting will be arbitrated. Agenda 2, the acknowledgement for the Company's operation, there will be no voting process. Agenda 6, approval remuneration for director and Audit Committee, let regard the vote not less than two third of total vote of shareholders which attend meeting and have a right to vote. Agenda 8, approval of the amendment of the Company's article of association, let regard the vote not less than three fourth of total vote of shareholders which attend meeting and have a right to vote.

Agenda 1 To Consider and Approve the Minutes of the Annual General Meeting of Shareholder 2019

The Chairman, requests the meeting to consider report of Ordinary Shareholder Meeting for Annual 2019 which held on 24 April 2019 as already sent copy to shareholders and requests the meeting to resolve.

Before cast a vote, there are questions from Mr. Kosol Kantawon, the shareholder who attend the meeting as follows,

1. What is the impact of COVID-19 to the company's operating performance?
2. What is the weather conditions for this year consider drought?
3. What is the expectation of revenue toward the Olympic 2021?

Mr. Ankoon Pholpipattanaphong, Managing Director, has answered question No. 1 regarding the impact of COVID-19 to the Company's operation that the revenue presented in the 1st quarter of 2020 has increased due to the surging demand to stock up the products in USA and Japan. The impact has affected both retail market and wholesale market at different extent. As increasing demand for retail products from the lockdown policy as people working from home, while decreasing demand for wholesale market which mostly ordered from food service industry as restaurants has been closed during lockdown. In the 2nd quarter, the situation for demand still uncertain as well as 3rd and 4th quarter as the COVID-19 still spread.

Mr. Prapas Pholpipattanaphong, the chairman of executive committee, has answered question No. 2 regarding the drought season this year that drought season this year extended to end April while the first rain has started in May, which would affect to our 1st crop. However, current crop has planting in the mountain area which expected sufficient rainfall. As the Company has forecasted order from customer, the stock of product is necessary, therefore reduce the impact from extended drought season.

Mr. Ankoon Pholpipattanaphong, Managing Director, has answered question No. 3 regarding the expected revenue from Summer Olympic in Japan that they are difficult to predict as COVID-19 is on spreading stage and the Olympic has been postpone to next year. However, the Company shall closely monitor the situation.

Resolution

The Meeting has considered and no inquiry from any shareholder or ask for amending report of Ordinary Shareholder Meeting for Annual 2019 and resolved in an unanimously to certify report of Ordinary Shareholder Meeting for Annual 2019 with following votes:

This agenda, there are the shareholders and proxy total 46 persons, countable share at 250,299,121 shares

Approved	250,299,121	Votes	Consider	100.00	%
Disapproved	-	Votes		0.00	%
Abstained	-				
Invalid Ballots	-				

Agenda 2 Acknowledgement report the company operation result in the year 2019

Mr. Ankoon Pholpipattanaphong, Managing Director, informs an operation result of the company and subsidiary in the year 2019 as follows:

The Economic of trading partner's country

In the first half of 2019, Japan, as the main trading partners of the Company, considered growth at decreasing rate from the uncertain of trade war situation between USA and China. However, as Japan has increased National Income Tax from 8% to 10% in October 2019, the consumption has surge by the end of 3rd quarter and sharply decreased afterward approximately 11%. Also, as Japan has entered in many trade agreements during the last few years with USA, EU, and New Zealand, the import tax for some agriculture product has been reduced to 0%, therefore the price competition is increasing intensely.

The exchange rate fluctuation

Sales revenue of the Company majorly recognized as USD. In 2019, the exchange rate has fluctuated and tended to appreciate against THB for 4% and considered most appreciated comparing to other currency in the region which pressured the revenue in THB for the previous year.

Weather Condition

Weather condition considered important factor to the agriculture. The company has put an effort to diversifies the risk from the uncertainty of weather condition including the management of plantation into several crops to increase the flexibility to adjust raw material volume. In 2019, the weather condition considered extended drought and the impact has continued into this year. The rain volume has decreased comparing to previous year. However, as the Company has sufficient stock from the good weather condition in 2018, the sales has not been affected from the shortage of stock.

Operating Performance

The factors that affect the Company’s performance including export sales revenue which decreased from USD 39 Million in 2018 to USD 35.4 Million in 2019 since the decreasing selling price as the competition has intensely increased. Also, the exchange rate for THB has appreciated against USD from 32.31 THB/USD to 31.05 THB/USD. However, the Company has expanded the market to domestic market to reduce the risk of relying on export market, hence the domestic sales revenue has increased from THB 27 Million in 2018 to THB 71 Million in 2019. Therefore, the total revenue in 2019 presented at THB 1,163 Million, comparing to THB 1,266 Million in 2018, considered decreased of 8.08%. The Net Profit has decreased from THB 97 Million in 2018 to THB 35 Million in 2019, considered 64.34% decreased. The earning per share has also decreased from THB 0.26 Baht/Share to 0.09 Baht/share. The total assets in 209 has insignificantly decreased from THB 1,599 Million to THB 1,549 Million.

Seasonal sales have insignificant change which majorly 26-28% of sales are occurred during 2nd and 3rd quarter. Geographically sales are majorly export 94%, in which 91% export to Japan while the rest 3% is export to USA, EU and Middle East. While 6% is domestics sales, increased from 2% in 2018.

Total assets considered slightly decreased while land, properties and machines has increased from THB 379 Million to THB 425 Million since there are increasing investment in machines and equipment in the last year purposely to improve the production efficiency and reduce the labor cost. Inventory in 2018 has piled up due to the good weather condition, while 2019, the inventory stock has decreased due to the drought and the inventory has decreased from THB 613 Million to THB 500 Million. Cash and cash equivalent had increased from THB 312 Million to THB 372 Million as the procurement of raw material has decreased due to the difficulty in the plantation.

The major change in financial ratio is the Gross Profit Margin which stated 12.16% decrease from 219.48% presented in previous year. The EBIT Margin has reduced from 9.44% to 3.61% and the net Profit Margin also reduce from 7.70% to 2.99% in 2019.

The Company has participated in several major food exhibition in foreign countries such as UAE, Japan, and Germany. The result is satisfied as the company has gain more exposure to potential customers.

The summary of financial statements for the year 2019 is as follows;

Items	Financial Statement	Units
Total Assets	1,549,269,206	Baht
Total Liabilities	139,398,922	Baht
Total Shareholders’ Equity	1,409,870,284	Baht
Debt to Equity Ratio	0.10	Time

Revenue from Sales	1,163,256,897	Baht
Profit for the year	34,764,802	Baht
Net profit margin	2.99	%
Earnings per share	0.09	Baht per Share

Agenda 3 Consider approve Financial Statements of the company for the year ended 31 December 2019

The Chairman requests the meeting to consider the Financial Statements of the company for the year ended 31 December 2019 which audited by certified public accountant, then requests the meeting to consider and resolve.

Before vote, there are questions from shareholders as from Mr. Kiat Sumongkoltanakul, proxy shareholder from Ms. Wiriya Sumongkoltanakul, as follows;

1. What is the value for the new computer program, and what is the expected timeline for the installation?
2. Are the old computer program will be stopped using, and what is the expensed to be amortised?

Mr. Ankoon Pholpipattanaphong, Managing Director, has answered question No. 1 that the program is ERP software which expected to be completed installation and start fully operated in 3rd and 4th quarter of this year. The value of the project is separate into modules.

Mr. Tewin Rungratanapitak, Financial Controller, has answered question No. 2 that ERP program has been separated into modules based on function such as production, human resource, finance and account. The accumulated value for the for the program is approximately THB 10 Million. After the fully operating of ERP, the existing program will be terminated as they have been used for more than 10 years, so the value of the old program is fully amortized and recognized.

Resolution

The Meeting has considered and no shareholder inquire further, then resolved in an unanimously to approve the financial statements of the company for the year ended 31 December 2019 with following votes:

This agenda, there are the shareholders and proxy total 48 persons, countable share at 250,299,123 shares

Approved	250,299,123	Votes	Consider	100.00	%
Disapproved	-	Votes		0.00	%
Abstained	-				
Invalid Ballots	-				

Agenda 4 To Approve the Appropriation of Net Profit and the Payment of Dividend

The Chairman informs the meeting that The Board of Director’s Meeting No.2/2020 on 9 April 2020has considered approve the interim dividend payment instead of annual dividend payment to reduce the effect from the postponement of AGM 2020 due to the outbreak of COVID-19 which paid from the Company’s net profit for the year 2019 according to financial statement ended 31 December 2019 audited by the Company’s auditor considered 381,145,725 shares, at Baht 0.06 per share, totaling Baht 22,868,743.50., equivalent to the dividend payout ratio of 65.78% of total net profit. Th the interim dividend has already been paid on 8 May 2020 and the Board shall not further propose for dividend for the year 2019.

Therefore, the historical appropriation of profit and dividend payment for the last 3 years and the dividend payment for the year 2019 is as follows;

Description	2016	2017	2018	2019	Unit
Net Profit	196,376,072	160,406,185	97,481,607	34,764,802	Baht
No. of Shares	381,145,725	381,145,725	381,145,725	381,145,725	Shares
Earnings per Share	0.52	0.42	0.26	0.09	Baht/Share
Dividend per Share	0.35	0.34	0.21	0.06	Baht/Share
Total Dividend	133,401,004	129,589,546.50	80,040,602.25	22,868,743.50	Baht
Dividend payout ratio	67.93	80.79	82.11	65.78	%

Resolution

The Meeting has considered and resolved in an unanimously approve the company to pay dividend by having details as informed by the Chairman with following votes:

This agenda, there are the shareholders and proxy total 67 persons, countable share at 250,299,123 shares

Approved	250,299,123	Votes	Consider	100.00	%
Disapproved	-	Votes	Consider	0.00	%
Abstained	-	Votes			
Invalid Ballots	-				

Agenda 5 To Consider and Elect the Directors in Replacement of Directors Retiring by Rotation

The Chairman has inform the meeting that there are 3 directors whose completed term this year, namely:

1. Mr. Prayoon Pholpipattanaphong Executive Director
2. Mr. Amnuay Yossuck Independent Director

The Company opens a chance to the shareholders enable to propose other person names apart from said 2 directors, by a person who is proposed the name must not be the forbidden person according to the Royal Act of Public Company Limited, Royal Act of Securities and Securities of Stock Exchange, provision of Securities of Stock Exchange of Thailand, provision of Securities and Exchange Commission and Article of Association of the company and a person who is proposed must consent to propose the name and if it is proposed the name, the company will examine the property before register as director. If it is found that the property is forbidden, the company will not register as company director.

All this, the company opens an opportunity for minor shareholders to enable propose person name – list for receiving consideration in selecting as company director in advance since 2 October 2019 till 30 December 2019 having public relations and diffuse information through website of the company (www.cmfrozen.com) and website of the Stock Exchange of Thailand (www.set.or.th) in which this year 2019 no any minor shareholders to propose person name – list for selecting as Independent Director of the company.

The Nomination and Remuneration Committee has carefully examined the qualification of director's candidate according to the Board Skill Matrix and concluded that 2 director candidates who reach the tenure is qualified in knowledge, skill, and experience aspect and appropriated to be nominated as the Company's director, and independent director. Further, these 2 candidates had devoted during the tenure which benefit for the Company. The Nomination and Remuneration Committee, therefore,

resolve to propose 2 directors who reach the tenure to be re-elected as the Company's director include 1) Mr. Prayoon Pholpipattanaphong and 2) Mr. Amnuay Yossuck. The biography briefly of all proposed 2 directors have already sent to the shareholders along with invitation for meeting

By the Board of Company which not include the directors whose completed term, have considered the Board skill matrix and agreed to propose to Board of Nomination and Remuneration Committee to propose those 2 completed term directors to turn to be directors once again, that are: 1) Mr. Prayoon Pholpipattanaphong and 2) Mr. Amnuay Yossuck and propose to the shareholder meeting for considering to elect as directors owing all those 2 proposed person are entirely knowledgeable - competent, experienced suitable to hold an office as company directors.

The nominated independent director is qualified for the position according to the law. Further, the nominated independent director possessed relevant skills and experience applicable to the business. During the tenure, the independent director has fully committed and devoted for the Company, provide independent opinion, and valuable suggestion to the Board of the Company.

When no other shareholders inquire further, the chairman then requests the meeting to consider and resolve to elect the director individually to replace the director who reached the tenure.

Resolution

The Meeting has considered and resolved to elect the director individually respectively namely: 1) Mr. Prayoon Pholpipattanaphong and 2) Mr. Amnuay Yossuck, with following votes:

This agenda, there are the shareholders and proxy total 48 persons, countable share at 250,299,123 shares

1. Mr. Prayoon Pholpipattanaphong

Approved	250,299,123	Votes	Consider	100.00	%
Disapproved	-	Votes	Consider	0.00	%
Abstained	-	Votes			
Invalid Ballots	-				

This agenda, there are the shareholders and proxy total 48 persons, countable share at 250,299,123 shares

2. Mr. Amnuay Yossuck

Approved	250,247,308	Votes	Consider	99.9993	%
Disapproved	1,815	Votes	Consider	0.0007	%
Abstained	50,000	Votes			
Invalid Ballots	-				

This agenda, there are the shareholders and proxy total 67 persons, countable share at 251,518,019 shares

Agenda 6 **To Consider and Approve the Directors' Remuneration for the year 2020**

The Chairman has informed in the meeting that in promote for performing duty of Board of Director in creating value added to the company, the company then should pay an appropriate remuneration for the duty and responsibility to the director propose by Board of Nomination and Remuneration Committee which the Board of Company Meeting No. 1/2020 on 26 February 2020 have already

The Meeting has considered and resolved in an unanimously approve to appoint AST Master Co., Ltd., by having

- | | |
|----------------------------------|---|
| 1. Mr. Pradit Rodloytuk | Certified Public Accountant License No. 0218 and/or |
| 2. Miss Nongram Laoha-a-reedilok | Certified Public Accountant License No. 4334 |
| 3. Miss Porntip Lerttanongsak | Certified Public Accountant License No. 7633 |
| 4. Miss Chamaporn Rodloytuk | Certified Public Accountant License No. 9211 |

as company Auditor of 2020 by allowing either of them has an authority to auditing and express an opinion toward financial statements of the company and approve remuneration in auditing amount 900,000.00 baht (Nine hundred thousand baht) with following votes:

This agenda, there are the shareholders and proxy total 48 persons, countable share at 250,299,123 shares

Approved	250,299,123	Votes	Consider	100.00	%
Disapproved	-	Votes	Consider	0.00	%
Abstained	-	Votes			
Invalid Ballots	-				

Agenda 8 **To consider and Approve of the amendment of the Company's article of association**

The Chairman has informed in the meeting that the amendment of Company's article of association No. 27 and No. 33 to be carried out in accordance with the Emergency Decree on Electronic Meetings, B.E.2563 (2020). The details of the amendment are as follows;

<u>Former</u>	<u>Amendment</u>
<p>No. 27 For a meeting of the Board of Directors, the Chairman of the meeting may require that such meeting shall be held via electronic media. Such a meeting will have the same legal force as a meeting of the Board of Directors which is held in compliance with the procedures determined in the law and in accordance with the following</p> <p>1) under the provision relating to the quorum for a meeting of the Board of Directors in Article 25 (1), at least one-third of the Directors who constitute the quorum of such meeting must be present in the same meeting place at a location under the provision of Article 32, and all Directors who attend that meeting must be present in the Kingdom of Thailand during the meeting.</p> <p>2) Under the provision relating to the notice of the meeting in Article 26, notice of the meeting, as well as meeting-related documents, may be sent via electronic mail. The Chairman of such a meeting must maintain as evidence a copy of the notice of</p>	<p>No. 27 For a meeting of the Board of Directors, the Chairman is authorized to call the meeting which include the teleconference via electronic media. In this regards, the meeting shall be arrange according to the method, process, and conditions according to the laws concerned with the teleconference via electronic media and the information security standard for the electronic meeting indicated in the laws, notification, regulations or any other announcement from the government authorities which currently effective, including any amendment or additional in the future.</p> <p>The board of director's meeting via teleconference, the invitation by electronic media is allowed. However, the process of the invitation shall be governed by any related laws and regulation.</p>

<p>the meeting, as well as meeting-related documents. The copy of the notice of the meeting as well as meeting-related documents may be maintained in the form of digital data.</p> <p>3) A meeting via electronic media must be in accordance with the Standards for Security of Conference meetings via Electronic Media issued by the Ministry of Information and Communication Technology, as announced in the Royal Gazette.</p> <p>4) The right to vote of the Directors shall be as prescribed in Article 25 (3). At a meeting via electronic media, the Chairman of the meeting shall take the following actions:</p> <ul style="list-style-type: none"> a. requires each Director to identify themselves in order to attend a meeting via electronic media prior to attending the meeting; b. establishes a meeting report in writing; and c. makes an electronic data record of voices or both voices and pictures (as the case may be) of the Directors throughout the meeting. Such recording of voice or both voices and pictures (as the case may be) shall be considered part of the meeting report. 	
<p>No.33 There are 2 types of Shareholders meeting</p> <ol style="list-style-type: none"> 1. The Board of Directors shall arrange for an annual general meeting of shareholders within 4 months from the end of the fiscal year of the company 2. Meeting other than that aforementioned shall be called extraordinary general meeting which can be convene by either. <ul style="list-style-type: none"> a) The Board of Directors may summon the extraordinary general meeting of shareholder whenever the Board of Directors may deem appropriate or when b) One or more shareholders holding shares collectively not less than 10 (ten) percent of the total number of share sold, may submit may submit their names in a letter requesting the Board of Directors to summon the extraordinary general meeting of shareholders at any time but agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall arrange the 	<p>No.33 There are 2 types of Shareholders meeting</p> <ol style="list-style-type: none"> 1. The Board of Directors shall arrange for an annual general meeting of shareholders within 4 months from the end of the fiscal year of the company 2. Meeting other than that aforementioned shall be called extraordinary general meeting. The meeting of shareholder can be arrange via electronic meeting according to the method, process, and conditions according to the laws concerned with the teleconference via electronic media and the information security standard for the electronic meeting indicated in the laws, notification, regulations or any other announcement from the government authorities which currently effective, including any amendment or additional in the future. The shareholder's meeting arranged via teleconference, the invitation by electronic media is allowed. However, the process of the invitation shall be governed by any related laws and regulation. The Extraordinary Meeting of Shareholder can be convened by

<p>extraordinary general meeting of shareholders within 45 days from the date of receipt of such letter of request from the shareholder(s). In case the Board of Directors fails to arrange the extraordinary general meeting within 45 days from the date of receipt of such request from the shareholder(s); the shareholders, subscribing their names or other shareholders holding the number of shares as stipulated, may call the meeting within 45 days from the date that the Board of Directors should have arranged the extraordinary general meeting. In this regard, the meeting shall be considered as the extraordinary general meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from the extraordinary general meeting and provide an appropriate facilitation In the case where, at the extraordinary general meeting called by the shareholder(s) under paragraph two, the number of the shareholders presented does not constitute quorum as provide by Article 34; the shareholder(s) under paragraph two shall collectively compensate the Company for the expenses incurred from arrangement of such meeting.</p>	<p>c) The Board of Directors may summon the extraordinary general meeting of shareholder whenever the Board of Directors may deem appropriate or when</p> <p>d) One or more shareholders holding shares collectively not less than 10 (ten) percent of the total number of share sold, may submit may submit their names in a letter requesting the Board of Directors to summon the extraordinary general meeting of shareholders at any time but agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall arrange the extraordinary general meeting of shareholders within 45 days from the date of receipt of such letter of request from the shareholder(s). In case the Board of Directors fails to arrange the extraordinary general meeting within 45 days from the date of receipt of such request from the shareholder(s); the shareholders, subscribing their names or other shareholders holding the number of shares as stipulated, may call the meeting within 45 days from the date that the Board of Directors should have arranged the extraordinary general meeting. In this regard, the meeting shall be considered as the extraordinary general meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from the extraordinary general meeting and provide an appropriate facilitation In the case where, at the extraordinary general meeting called by the shareholder(s) under paragraph two, the number of the shareholders presented does not constitute quorum as provide by Article 34; the shareholder(s) under paragraph two shall collectively compensate the Company for the expenses incurred from arrangement of such meeting.</p>
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In this regard, the person delegated by the Board of Directors who has to register the amendment of the Articles of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in the Articles of Association in line with the registrar’s order.

When no other shareholders inquire further, the Chairman then requests the meeting to consider and resolve.

Resolution

The Meeting has considered and resolved in an unanimously approve the amendment of the Company's article of association and approve the person delegated by the Board of Directors who has to register the amendment of the Articles of Association at the Department of the Business Development, Ministry of Commerce, shall be authorized to amend the terms in the Articles of Association in line with the registrar's order with following votes:

This agenda, there are the shareholders and proxy total 48 persons, countable share at 250,299,123 shares

Approved	250,299,123	Votes	Consider	100.00	%
Disapproved	-	Votes	Consider	0.00	%
Abstained	-	Votes			
Invalid Ballots	-				

Agenda 8 Consider other mattes (if any)

There were not other agenda proposed in the meeting.

Since there are not any matter propose for consideration and no further question from shareholders, the chairman then close the meeting and express his gratitude toward shareholder who attended the meeting.

Meeting closed at 11.16 pm.

Signed
 (Mr. Prayoon Pholpipattanaphong)
 Chairman of the Meeting

-Signature-
 (Mr. Tewin Rungratanapitak)
 Secretary of the Company

For consideration of Agenda 5
To approve the appointment of the Directors to replace the Directors
whose tenure have ended.
Name lists and profiles of the Directors who proposed for re-appointment.



Mr. Ankoon Pholpipattanaphong

Type of director	Executive director (Managing Director, Authorized Director)
Age	51 years
Education	Master of Business Administration-Colorado University, USA Bachelor of Communication, Bangkok University
Director training program/year	DAP-12/2004, UFS-10/2005
Experience	Executive director & Marketing Manager of Chiangmai Frozen Foods PCL., from Apr. 27, 2000-present Assis.Managing Director of Chiangmai Frozen Foods PCL., from Feb. 1, 2007-Dec. 31, 2015. Managing Director of Chiangmai Frozen Foods PCL., from Jan. 1, 2016-present Company's Secretary of Chiangmai Frozen Foods PCL., from Feb. 28, 2008-Dec. 31,2015. Authorized director of Agrifood Processing Co., Ltd., from Jun. 6, 2003-Dec 21, 2015
Positions in listed companies	None
Positions in non-listed companies	None
Positions in rival companies / related companies	None
Meeting attendance in 2020	Board of Company Meeting 8 / 8 times Board of Executive Director Meeting 8 / 8 times Board of Nomination & Remuneration Meeting 2 / 2 times Board of Corporate Governance Meeting 3 / 3 times Board of Risk Management Meeting 3 / 3 times
Date and no. of years on the board	April 27, 2000, 21 years
CM Shareholding on 31 Dec. 2020	Private 3,702,600 shares or 0.96% Spouse 181,500 shares or 0.05% Child 363,000 shares or 0.10% Total 4,247,100 shares or 1.11%



Mr. Lan Mu-Chiou

Type of director	Non-executive director
Age	73 years
Education	High school certificate
Director training program/year	None
Experience	Director of Chiangmai Frozen Foods PCL., from Nov. 3,1988-present
Positions in listed companies	None
Positions in non-listed companies	None
Positions in rival companies / related companies	None
Meeting attendance in 2020	Board of Company Meeting (Did not attend the meeting) Board of Non-Executive Director Meeting (Did not attend the meeting)
Date and no. of years on the board	November 3,1988, 33 years
CM Shareholding on 31 Dec. 2020	Private 18,886,724 shares or 4.96% Spouse 5,144,106 shares or 1.35% Total 24,030,830 shares or 6.30%

Name lists and profiles of persons who proposed for independent director



Mr. Amphol Ruayfupant

Type of director	Independent director (Audit Committee)
Age	52 years
Education	Master of Business-Finance, Cornell University, USA. Bachelor of Business Administration, Assumption University
Director training program/year	None
Experience	Risk Management Manager of GE Capital(1994-1996) Independent Director-Chiangmai Frozen Foods PCL., from Apr. 26, 2006-present Director-Amarin Printing PCL., from 2013-2017)
Positions in listed companies	Director-Amarin Printing PCL., from 2013-2017)
Positions in non-listed companies	Executive director of Pilot Knit Sport Wear Co., Ltd. (2000-present)
Positions in rival companies /related companies	None
Meeting attendance in 2020	Board of Company Meeting 8 / 8 times Board of Audit Committee Meeting 4 / 4 times Board of Nomination & Remuneration Meeting 2 / 2 times Board of Corporate Governance Meeting 3 / 3 times Board of Non-Executive Director Meeting 1 / 1 time
Date and no. of years on the board	April 26,2006, 15 years
CM Shareholding on 31 Dec. 2020	71,874 shares or 0.02%

Definition of Independent Director as specified by the Company

The Company set the property of Independent Directors as provision of Securities and Exchange Commission and Stock Exchange of Thailand by holding a good practice line in corporate governance as follows:

- Not hold the shares excess 0.5% of paid-up capital of the company, subsidiary company, joint company or related company, all this let court together with the shares holding by concerned person.
- Is a director in other register company not excess 3 companies.
- Not participate in executing inclusive not be an employee officer, consultant of monthly salary or has an authority to control in the company, subsidiary company, joint company, related company or the company that main shareholders hold the shares both direct and indirect not excess 5 % of paid up capital or is a person that has conflict by must not have benefits or common interest in such manner for a period not less than one year.
- Not to be a person that has blood relationship or by legal register in the form as parents, couple, relations and child inclusive couple of child of executive, main shareholder powerful controller or a person to be proposed as executive or powerful controller of the company or subsidiary company.
- No relationship in business with the company, subsidiary company, joint company or juristic person that may have conflict in the manners that may be the hindrance to use discernment freely and no other manners that causes unable to provide opinion freely concerning operation of the company.
- No benefits or common interest either direct or indirect way in financial and executing fields in the company, subsidiary company, joint company or main shareholders of the company.
- No. forbidden manner as fixed by Securities and Exchange Commission.
- Free form main shareholders of the company.
- Able to take care benefits of every shareholder equally.
- Able to take care not to occur the conflict of interest between the company and executives, main shareholders or other company which has an executive or main shareholders of the same group.
- Able to joint the Board of Director Meeting for making decision in crucial matter of the Company.
- Shall be a person of knowledgeable, ability, talented, experience through state of leader and visibility that would be the benefits toward the conducting business of the company.

Name list and profiles of the company's Independent Directors
For Shareholders to consider to appoint the Independent Director to be a proxy



Dr. Phusit Wonglorsaichon

Type of director	Independent Director, Chairman of Corporate Governance Committee
Interested person	Agenda no. 6 Remuneration of annual 2021
Age	50 years
Address	149/34 Soi Anglo Plaza, Surawongse Road, Kwaeng Suriyawonse, Khet Bangrak, Bangkok 10500, Thailand.



Ms. Chutima Tangmatitham

Type of director	Independent Director, Chairman of Corporate Governance Committee
Interested person	Agenda no. 6 Remuneration of annual 2020
Age	52 years
Address	149/34 Soi Anglo Plaza, Surawongse Road, Kwaeng Suriyawonse, Khet Bangrak, Bangkok 10500, Thailand.

Duty Stamp

Proxy (Form B.)

Written at _____

Date _____ Month _____ Year 2021

(1) I/We _____ Nationality _____
 Address _____ Road _____ Tambol/Kwaeng _____
 Amphur/Khet _____ Province _____ Postal Code _____

(2) being a shareholder of Chiangmai Frozen Foods Public Company Limited (“Company”) holding the total amount of _____ shares and have the right to vote equal to _____ votes as follows:

ordinary share _____ shares and have the right to vote equal to _____ votes

preference share _____ shares and have the right to vote equal to _____ votes

(3) Hereby appoint

1. Name _____ age _____ years, residing at _____ Road _____ Tambol/Kwaeng _____

Amphur/Khet _____ Province _____ Postal code _____ or

2. Name _____ age _____ years, residing at _____ Road _____ Tambol/Kwaeng _____

Amphur/Khet _____ Province _____ Postal code _____ or

3. Name _____ age _____ years, residing at _____ Road _____ Tambol/Kwaeng _____

Amphur/Khet _____ Province _____ Postal code _____

Only one of them as my/our proxy to attend and vote in the 2021 Annual Ordinary Shareholders’ Meeting Venue Electronic general meeting of shareholder format only. Tel. (662) 6340061-4 or at any adjournment thereof to any other date, time, and venue.

(4) I authorize my Proxy to cast the votes according to my intentions as follows:

Agenda 1 Acknowledgement of the Minutes of the Annual General Meeting of Shareholders 2020 (AGM 2020)

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve

Disapprove

Abstain

Agenda 2 Acknowledgement of the Company’s Performance of 2020

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve

Disapprove

Abstain

Agenda 3 Approval of the audited financial statements for the year ended 31 December 2020

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my following instructions:
 Approve Disapprove Abstain

Agenda 4 Approval of the omission of the allocation of net profit as legal reserves and the omission of the dividend payment from the operating result of the year 2020

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my following instructions:
 Approve Disapprove Abstain

Agenda 5 Approval of the appointment of directors in place of those due to complete their terms in 2021

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my following instructions:
 Vote for the entire nominated candidate as a whole.
 Approve Disapprove Abstain
 To elect each director individually.
4.1 **Mr. Ankoon Pholpipattanaphong**
 Approve Disapprove Abstain
4.2 **Mr. Lan Mu Chiou**
 Approve Disapprove Abstain
4.3 **Mr. Ampon Ruayfupant**
 Approve Disapprove Abstain

Agenda 6 Approval of the Remuneration for the Board of Director for 2021

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my following instructions:
 Approve Disapprove Abstain

Agenda 7 Approval of the appointment of the external auditors and determination of the audit fees for 2021

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
 (b) The Proxy must cast the votes in accordance with my following instructions:
 Approve Disapprove Abstain

Agenda 8 Other issues (If any)

- (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my following instructions:
 - Approve
 - Disapprove
 - Abstain

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signed _____ Shareholder
()
Signed _____ Proxy
()
Signed _____ Proxy
()
Signed _____ Proxy
()

Remark:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B. as enclosed.

Regular Continued Proxy Form B.

Authorization on behalf of the Shareholder of **Chiangmai Frozen Foods Public Company Limited**

The 2021 Annual Ordinary Shareholders' Meeting Venue Electronic general meeting of shareholder format only Tel. (662) 6340061-4 or at any adjournment thereof to any other date, time, and venue.

Agenda _____ **Subject** _____

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve Disapprove Abstain

Agenda _____ **Subject** _____

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve Disapprove Abstain

Agenda _____ **Subject** _____

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve Disapprove Abstain

Agenda _____ **Subject** _____

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my following instructions:

Approve Disapprove Abstain

Agenda _____ **Subject Election of directors (Continued)**

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

Director's name _____

Approve Disapprove Abstain

**Conditions, Rules and Procedures to Attend the Meeting, to Appoint Proxy and to Vote,
Articles of Association Regarding the shareholders' Meeting.**

**Identity verification and process to attend the 2021 Annual General Meeting of Shareholders
via an electronic method (E-AGM)**

The Company will hold the 2021 Annual General Meeting of Shareholders on Wednesday, 28 April 2021 at 10.00 hrs. via an electronic method (E-AGM) only pursuant to the Company's Articles of Association, the Emergency Decree on Electronic Meeting B.E. 2563 (2020), and other related regulations.

Verification of the identity of shareholders or proxies

Thai shareholders shall pre-register via an e-Service. Foreign shareholders, juristic persons, and/or proxies shall deliver the identity documents as specified below to Company Secretary, E-mail cg@cmfrozen.com and/or by mailing to 149/34 Soi Anglo Plaza, Surawongse Road, Suriyawongse, Bangrak, Bangkok, 10500 within 19 April 2021.

1) Self-Attending

1.1) Individual

- (1) Thai shareholders shall only pre-register via DAP e-Shareholder Meeting through <https://portal.eservice.set.or.th/Account/?refer=lkjvwIKXU8faTlerOrKBrFPW%2fpZKBc2Np49ZwZwW0nt6JbTgItqnlg%3d%3d> which the pre-registration processes shall be downloaded on <https://www.set.or.th/th/eservice/shareholder.html>. For Foreign shareholder, please submit verification identification and related documents while indicate email or contact no. and submit to the company for further process.
- (2) Thai shareholders are required to use an identification card to verify their identity for preregistration and attending the meeting. Foreign shareholders shall use a copy of official documents issued by government authorities, e.g., an identification card, government officer identification card, driving license or passport certified true copy by the shareholders, including the evidence of name or last name's change (if any)

1.2) Juristic Person by Shareholder Representative (Authorized Director)

- (1) Shareholders may send the Registration Form to register and attend the 2021 Annual General Meeting of Shareholders to the Company's Company

Secretary (the email and delivery address as provided above) to verify their identity and obtain a username and password.

- (2) Please submit a certified true copy of the shareholder's Affidavit (issued not later than one year) showing that the shareholder representative (Authorized Director attending the meeting) has the authority to act on behalf of the juristic person shareholder to the Company's Company Secretary (the email and delivery address as provided above).
- (3) Please submit a certified true copy of official documents issued by government authorities of the shareholder representative (Authorized Director)

2) Proxy

2.1) **Individual**

- (1) Registration Form signed by the proxy.
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed.
- (3) A copy of an official document issued by government authorities of the shareholder as
- (4) A certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2)

2.2) **Juristic Person**

- (1) Registration Form signed by the proxy
- (2) The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the authorized person of the juristic person shareholder and the proxy.
- (3) A copy of the shareholder's Affidavit (issued not later than one year) certified true by the authorized person of the juristic person shareholder and a Power of Attorney (if any) showing that the person who signs the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- (4) A copy of an official document issued by government authorities of the authorized person as specified in item 1.1 (2) which is certified true by said authorized person.
- (5) A certified true copy of official documents issued by government authorities of the proxy as specified in item 1.1 (2)

2.3) Granting Proxy to the Company's Independent Director as listed in attachment 4

- (1) Registration Form
- (2) The Proxy Form as attached in Notice (Form A or Form B), which is marked in front of only one of the name of the Independent Directors specified in the Proxy Form to be your proxy, completely filled in and signed by the shareholder
- (3) In case the shareholder is a natural person, documents as specified in item 2.1 (3)
- (4) In case the shareholder is a juristic person, documents as specified in items 2.2 (3) and 2.2

3) For Foreign Investor appointing the Custodian in Thailand

- 1) Registration Form which is signed by the proxy
- 2) The Proxy Form (Form C), completely filled in and signed by the shareholder and the proxy documents as specified in item 1.2 or 2.2
- 3) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf.
- 4) A letter certifying that the person signing the Proxy Form is authorized to operate custodian business.

Remark

- 1) Foreign Shareholder and proxy should submit verification documents and proxy to Company Secretary, E-mail cg@cmfrozen.com and/or by mailing to 149/34 Soi Anglo Plaza, Surawongse Road, Suriyawongse, Bangrak, Bangkok, 10500 within 19 April 2021. Once the Company has verified the list of shareholders according to the latest Record Date, the Company will then send back a Username and Password to the email sent to the Company for log in to the AGM program via an electronic method (E-AGM).
- 2) Allocation of shares to several proxies to vote in the Meeting is not allowed. Shareholders shall authorize the proxy to cast the votes equal to the total number of shares held by the shareholders. Authorizing less than the total number of shares is not allowed.
- 3) Please affix the 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty.

In case a shareholder deceases: A state administrator shall be present in the Meeting in person or by proxy. Court's order appointing state administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

In case a shareholder is a minor: Parents or lawful guardian of the shareholder shall be present in the Meeting in person or by proxy. Copy of Household Registration of the shareholder shall also be presented.

In case a shareholder is an incompetent or quasi-incompetent: A guardian or custodian of the shareholder shall be present in the Meeting in person or by proxy. Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

Attending teleconference via an electronic device (E-AGM meeting)

Shareholders or proxies shall attend the E-AGM meeting at <https://portal.eservice.set.or.th/Account/?refer=lkjvwIKXU8faTlerOrKBrFPW%2fpZKBc2Np49ZwWsT0nt6JbTgItnglg%3d%3d> which the eservice manual shall be available for download at <https://www.set.or.th/th/eservice/shareholder.html> (can be downloaded from 29 March 2021). Recommendation systems for the e-AGM Meeting program shall be as follows:

- Computer/laptop/tablet (which can access a webcam for registration purposes).
- Shareholders and proxies shall attend the E-AGM meeting via a web browser: Google Chrome (Recommended)/ Safari/ Internet Explorer and via mobile phone (IOS/Android).
- E-AGM meeting application shall be downloaded at Cisco WebEx Meeting Application (PC/IOS/Android)
- The system supports both E-Meeting and E-Voting in person or granted proxy by "Form B"

How to Vote

- 1) In casting votes, one share shall have one vote. Resolutions of the Shareholders' Meeting shall consist of the votes as follows:
 - For regular matters, majority votes of shareholders attending the Meeting and entitled to vote shall be deemed final. In case of equality of votes, the Chairman of the Meeting shall be entitled to a casting vote.
 - For matters required otherwise by laws and/or Articles of Association of the Company, such requirements shall be complied. Chairman of the Meeting shall inform the shareholders present in the Meeting before any such agenda shall be voted.
- 2) If vote by proxy, the proxy shall cast the vote in accordance with intention of the shareholder specified in the proxy instrument only.
- 3) A shareholder having special interest in any matter cannot vote on such matter. Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.

Articles of Association Regarding the shareholders' Meeting

1. Calling of Shareholders' Meeting and Quorum

Article 33. There are 2 types of Shareholders meeting

1. The Board of Directors shall arrange for an annual general meeting of shareholders within 4 months from the end of the fiscal year of the company
2. Meeting other than that aforementioned shall be called extraordinary general meeting.

The meeting of shareholder can be arrange via electronic meeting according to the method, process, and conditions according to the laws concerned with the teleconference via electronic media and the information security standard for the electronic meeting indicated in the laws, notification, regulations or any other announcement from the government authorities which currently effective, including any amendment or additional in the future.

The shareholder's meeting arranged via teleconference, the invitation by electronic media is allowed. However, the process of the invitation shall be governed by any related laws and regulation.

The Extraordinary Meeting of Shareholder can be convened by

- a) The Board of Directors may summon the extraordinary general meeting of shareholder whenever the Board of Directors may deem appropriate or when
- b) One or more shareholders holding shares collectively not less than 10 (ten) percent of the total number of share sold, may submit may submit their names in a letter requesting the Board of Directors to summon the extraordinary general meeting of shareholders at any time but agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall arrange the extraordinary general meeting of shareholders within 45 days from the date of receipt of such letter of request from the shareholder(s). In case the Board of Directors fails to arrange the extraordinary general meeting within 45 days from the date of receipt of such request from the shareholder(s); the shareholders, subscribing their names or other shareholders holding the number of shares as stipulated, may call the meeting within 45 days from the date that the Board of Directors should have arranged the extraordinary general meeting. In this regard, the meeting shall be considered as the extraordinary general meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from the extraordinary general meeting and provide an appropriate facilitation In the case where, at the extraordinary general meeting called by the shareholder(s) under paragraph two, the number of the shareholders presented does not constitute quorum as provide by Article 34; the shareholder(s) under paragraph two shall collectively compensate the Company for the expenses incurred from arrangement of such meeting

Article 34. At a shareholders' meeting, there shall be not less than 25 shareholders and proxies (if any) present or not less than one-half of the total number of shareholders and proxies holding in the aggregate not less than one-third of the total number of shares sold present to constituted a quorum.

If after one hour from the time fixed for any shareholders' meeting the number of shareholders present is insufficient to form a quorum as specified, and the shareholders' meeting was convened at the request of shareholders, it shall be cancelled, but if the shareholders' meeting was not convened at the request of shareholders, the Board of Directors shall call another meeting and in such case the notice calling the meeting shall be sent to shareholders not less than 7 days before the date of the meeting. In the latter meeting, it is not necessary to constitute a quorum.

Article 36. The Chairman of the Board of Directors shall preside over the shareholders' meetings. If the Chairman of the Board of Directors is absent or is unable to perform the duties, and there is a Vice Chairman, he shall preside over the meeting. If there is no Vice Chairman, or there is, but the Vice Chairman is unable to perform his duties, the meeting shall elect one of the shareholder present at the meeting to preside over the meeting.

2. Voting Rights

For the shareholders' meeting, a shareholder may appoint a proxy to attend the meeting and vote on his or her behalf. The instrument appointing a proxy shall be dated and signed by the shareholder appointing the proxy and shall be in the form prescribed by the Registrar.

The proxy instrument shall be delivered to the Chairman of the Board of Directors or the person determined by the Chairman at the meeting prior to the proxy entering the meeting.

Article 35. In casting votes, one share shall have one vote and resolutions of the shareholders' meeting shall require:

1. In normal cases, a majority of votes of the shareholder present at the meeting and entitled to vote. In case of a tie vote, the Chairman of the Meeting shall have an additional vote as a casting vote;
2. In the following cases, not less than three-fourth of the total number of votes of the shareholder present at the meeting and entitled to vote:
 - a) The sale or transfer of the whole or a substantial part of the business of the Company to another person;
 - b) The purchase or acceptance of the transfer of a business of another company or a private company by the Company;
 - c) The making, amendment, or termination of a contract relating to the leasing out of the whole or a substantial part of the business of the Company. Assignment to another person to manage the business of the Company. Merger of the business with other persons with an objective towards profit and loss sharing;

3. Appointment of Director

Article 16. The appointment of directors shall be made by a majority vote in a shareholders' meeting in accordance with the following rules and procedures:

- 1) One shareholder shall have one vote for each share;
- 2) Each shareholder shall exercise all the vote he or she as under (1) to elect one or several person(s) to be directors but cannot divide the votes for any person to any extent;
- 3) Persons receiving the most votes, in descending order, are to be elected. If there is a tie in the last to be elected and this would exceed the said number of directors, the Chairman of the Meeting shall be entitled to a casting vote.

Article 17. At every annual general meeting, one-third of directors shall retire from office. If their number is not a multiple of three, then the number nearest to one-third shall retire from the office.

The directors to retire from office in the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director is eligible for re-election.

Article 21. The shareholders' meeting may pass a resolution removing any director from office before the end of term, by a vote of not less than three-fourths of the shareholder present at the meeting and entitles to vote, provided that the shares held by them are not, in the aggregate, less than one-half of the number of the shares held by the shareholder present at the meeting and entitled to vote.

**Downloading Procedures for the 2021 Annual Report and the Company's financial statements
for the fiscal year ended 31 December 2020**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand (“SET”), has developed a system which allows listed companies to send the documents in relation to the shareholders’ meeting and the annual report in the form of QR Code, which facilitates the shareholders to access the information conveniently and instantly. The shareholders can download the information through the QR Code by following the steps below.

► For iOS operating system

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access information in relation to the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader, Facebook or Line.

► For Android operating system

1. Open applications such as QR Code Reader, Facebook or Line.

How to scan the QR Code via Line application

Open Line application and click on "Add friend" ► Choose “QR Code” ► Scan the QR Code

2. Scan the QR Code to access documents in relation to the meeting