

**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 2022 Annual General Meeting of Shareholders via an electronic method (E-AGM)**

The Company will hold the 2022 Annual General Meeting of Shareholders on Wednesday, 27 April 2022 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 20 April 2022.

**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%2fpZKBc2Np49ZwZwW0nt6JbTgItntlq%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 2022 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 20 April 2022. 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 27 March 2022). 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.