

## Memorandum of Association

of

### Chiangmai Frozen Foods Public Company Limited

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The Memorandum of Association of the company contains the following particulars:

1. The Company's name is "Chiangmai Frozen Foods Public Company Limited" and the Company's name in English is "Chiangmai Frozen Foods Public Company Limited"
2. The Company has the intention to sell its shares to the public
3. The objects of the Company comprise 42 items as appeared in the enclosed Form Bor. Mor.Jor.002
4. Register capital of 381,145,725.- baht (Three hundred eighty one million one hundred forty five thousand seven hundred twenty five baht)
  - Divided into 381,145,725 shares (Three hundred eighty one million one hundred forty five thousand seven hundred twenty five shares)
  - Par value of each share is 1 baht (one baht)
    - Divided into
    - Ordinary share 381,145,725 shares (Three hundred eighty one million one hundred forty five thousand seven hundred twenty five shares)
    - Preference share - share. ( - )
5. The Head office will be located at Province -.
6. Name, date-month-year-birth, nationality and address of established person, number of share reserved by each person and signature as follow:
  - 6.1 Number of established person - paid of reserve shares in value - share come to percentage - of register capital.

(Signed) \_\_\_\_\_ signature \_\_\_\_\_ person who asks for register  
(Mr. Ankoon Pholpipattanaphong)

Registered on 8 February 1994

Was recorded on Microfilm.

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The Objects in Detail

of

Chiengmai Frozen Foods Public Company Limited

The objects of this Partnership/Company are 42 in number, as follows:

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### General Objects

- (1) To buy, obtain, receive, rent, buy on hire-purchase, own, possess, improve, use or otherwise manage any property whatsoever as well as the fruits thereof.
- (2) To sell, transfer, mortgage, pledge, exchange or otherwise dispose of any property.
- (3) To be a broker, agent or commission agent in transactions and businesses of all types except insurance, membership recruitment for associations, and trading in securities.
- (4) To borrow money, overdraw from accounts with banks, juristic persons or other finance institutions; and to lend money or otherwise give credit, with or without security; as well as to accept, issue, transfer or endorse bills of exchange or other negotiable instruments.
- (5) To establish branch offices or to appoint agents, within or without the Kingdom.
- (6) To become a partner with limited liability and a shareholder in a limited company and a limited public company or to invest for profit such as purchase government bonds, purchase securities or purchase any other type of instruments.

### Operating Objects

- (7) To carry on the business of trading in rice, rice products, cassava, cassava products, maize, sesame seeds, beans, pepper, jute, kapok, cotton, lac, castor beans, wood, resin, vegetables, fruits, forest products, medicinal herbs, animal hides, animal horn, live animals, animal flesh, sugar, animal feed, and agricultural products of all kinds.

(Signed) \_\_\_\_\_ -signature- Applicant  
(Prayoon Pholpipattanaphong)

CERTIFICATE OF REGISTRATION

*Yise (Prayoon Pholpipattanaphong)*

REGISTERED AT THE OFFICE OF THE

VISITATION OFFICE OF THE COURT OF APPEALS

COURT HOUSE, P.O. BOX 2513

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- (8) To carry on the business of trading in machinery, engines, mechanical tools, labour-saving devices, vehicles, electricity generators and electrical goods, refrigerators, air-conditioners, fans, electric rice-cookers, electric irons, water-pumps, heaters, coolers, kitchen utensils, hardware, copperware, brassware, sanitary fittings, home fittings, furniture, electrical equipment, and plumbing, including spare parts and accessories for the aforesaid goods.
- (9) To carry on the business of trading in fresh food, dried food, pre-cooked food, frozen pre-cooked food, tinned food, food seasoning, liquid refreshment, liquor, beer, cigarettes, and other consumables.
- (10) To carry on the business of trading in textiles, yarn, garments, ready-made clothes, wearing apparel and accessories, cosmetics, beauty aids and accessories, and other consumer goods.
- (11) To carry on the business of trading in medicines for the curing and prevention of disease in humans and animals, pharmaceutical products, chemical substances, medical and pharmaceutical equipment, fertilizers, herbicides and pesticides, all kinds of growth agents for plants and animals, and scientific instrument and equipment.
- (12) To carry on the business of trading in gold, precious metal alloys, silver, diamonds, precious gems and semi-precious stones, including imitations thereof.
- (13) To carry on the business of trading in paper, stationery, school books, printed forms, printed books, educational materials, calculators, printers, printing equipment and accessories, printed matter, newspapers, filing cabinets, and all kinds of office equipment.
- (14) To carry on the business of trading in construction materials, construction equipment and tools, implements used in construction, all types of workman's tools, pigment and paint, painter's equipment, and all kinds of building ornament and decoration.
- (15) To carry on the business of trading in plastics, or other similar materials, either in raw form or processed into articles.

(Signed) \_\_\_\_\_ -signature- Applicant

(Prayoon Pholpipattanaphong)

CERTIFIED COPY OF TRANSLATION

*Yisel Pothachanas*

MR. VIVAN P. LEE, BATHANMAS

VIVAN P. LEE & CO. LTD.

60000 EXPERT 2 2513

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- To carry on the business of trading in latex, cured rubber sheet, or other kinds of rubber, which are produced by or derived from any part of the rubber tree, including synthetic rubber and synthetic versions of the said materials or goods made by scientific means.
- (17) To carry on the business of rice farming, orchard gardening, growing plant crops, salt production (from evaporation of sea water), forestry, rubber plantation, raising animals, and the stock-raising business.
- (18) To carry on the business of a rice mill, sawmill, planing and impregnating timber mill, automobile body builders, ceramic and glazed ware factory, pottery factory, jute-bailing factory, vegetable-oil extraction factory, paper factory, gunny-bag factory, textile factory, spinning factory, textile dyeing and printing factory, rubber-tire manufacture and retreading factory, iron works, metal casting and machine lathing, and galvanized, pre-cooked food factory, liquor distillery, gas factory, cigarette factory, sugar-mill, plastic goods factory, metal-pressing and smelting factory, door and window manufacture, glass factory, soft drink manufacture, rubber casting factory, automobile assembly works.
- (19) To carry on the business of a printing house, printing and publishing books service, printing and publishing books for sale and newspaper publishing.
- (20) To carry on the business of ice factory.
- (21) To carry on the business of fishery, fishing pontoons, and fish trading on piers.
- (22) To carry on business of stone blasting and rock crushing.
- (23) To carry on the contracting business of constructing buildings, commercial buildings, residential buildings, offices, roads, bridges, dams, tunnels, and all other kinds of constructions as well as all categories of civil engineering work.
- (24) To carry on the business of mining, ore smelting, ore extraction, ore conversion, fusing ores, dressing minerals, mineral surveying, analyzing and examining minerals, grinding ore and transportation of minerals and ore.

(Signed) \_\_\_\_\_ -signature- Applicant  
(Prayoon Pholpipattanaphong)

*Prayoon Pholpipattanaphong*  
Prayoon Pholpipattanaphong  
MOR JOR 002  
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- (25) To carry on the business of hotels, restaurants, bars, night-clubs, bowling alleys, cinema theatres and other kinds of theatres of entertainment, vacation resorts, sport fields, swimming pools and laundry.
- (26) To carry on the business of shipment transportation and loading of goods and passengers on land, on water, or in the air, both domestically and internationally, including the services of bringing shipment at ports through customs clearance and management of all kinds of freight.
- (27) To carry on the business of guided tours including all kinds of business involved with guided tours.
- (28) To carry on the business of foreign currency exchange (when permitted by the Ministry of Finance).
- (29) To carry on the business of import and export of the goods stipulated in the objects for distribution.
- (30) To purchase lands and buildings for the purpose of setting up a factory, warehouse, office, housing for staffs, including allotment of land or land and house for rent or sale to staffs of the Company or other persons.
- (31) To carry on the business of commercial photograph, the development, printing and enlargement of photographs, including the same for documents.
- (32) To joint invest or carry on business in a manner of consortium with a limited company, public limited company, limited partnership, or any other juristic person both inside and outside the Kingdom.
- (33) To carry on the business of a service station selling petrol and providing repair, maintenance and inspection services, lubrication, spraying, and anti-rust treatment for all kinds of vehicles, including the services of installation, inspection and fixing of all kinds of anti-theft and accident prevention accessories.
- (34) To carry on service businesses in legal, accountancy, engineering and architectural fields, including advertising.

(Signed) \_\_\_\_\_ -signature- \_\_\_\_\_ Applicant

(Prayoon Pholpipattanaphong)

GENERAL MANAGER  
*Yisa Pote-Hanus*  
MR. YISA POTE-HANUS  
VISA POTE-HANUS & COMPANY, LTD.  
CORPORATE NO. 2537

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- (35) To undertake a service business providing guarantees for debt, liability or performance of the contractual obligations of other persons, including the guarantee for a person who has entered or departed the country in accordance with the laws of immigration, taxation and other laws.
- (36) To undertake a service business of counselling and making recommendations on problems related to work management, commerce and industry, including problems of manufacturing, marketing and distributing.
- (37) To carry on a service business of collecting, compiling, preparing, publishing and distributing statistics, data and information concerning agriculture, industry, commerce, finance and marketing, including analyzing and assessing the outcome of business transactions.
- (38) To carry on the business of a private hospital and nursing home, of curing of the ill and people in pain, and providing technical instruction and training in medicine and health science.
- (39) To carry on a service business of being a manager who protects interests, collects and receives the benefit and manages the properties of others.
- (40) To carry on the business of bidding for sale of goods and hire of work in accordance with all of the objects, for any person, body of persons, juristic person, government agency and state enterprise.
- (41) To carry on the business of factory manufacturing frozen plants and vegetables, manufacturing dried and freeze dried plants and vegetables, for sale in the country and export to other country.
- (42) The Company has the right to issue shares at the price higher than par value.

No. 010057 Garuda (Total 6 pages)  
Correct copy as per the Department of Commercial Registration copy  
Received at 3 February 1994 issued on 16 June 1995  
-signature-  
(Mrs. Surat Chaimuangma)  
Registrar

(Signed) \_\_\_\_\_ -signature- Applicant  
(Prayoon Pholpipattanaphong)

  
Yisel Pothanaras  
M.B.A. (HONORARY)  
V.P. (HONORARY)  
C.O. (HONORARY)