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บริษัท เชียงใหม่ฟรอสเซนฟู้ดส์ จำกัด (มหาชน)

149/34 ซอยแมงกอลพลาซ่า ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพฯ 10500

CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED.

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

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

27 April 2018

Subject: Resolution of the Annual General Meeting of Shareholder 2018  
To: The President  
The Stock Exchange of Thailand

Chiangmai Frozen Foods Public Company Limited (the "Company") would like to inform resolutions of the Annual General Meeting of Shareholders 2018 held on 27 April 2018 at 10.30 a.m., at Bon Vivant Room, Tawana Hotel. There were 88 shareholders who attended the Meeting in person and by proxy holding in aggregate 253,665,535 shares, representing approximately 66.55% of the total issued shares of the Company. However, as the meeting has started, there were additional 6 shareholders who attended the Meeting in person and by proxy holding which considered total 94 shareholders attended the meeting, represent 253,860,685 shares, equivalent to 66.60% of the total issued shares of the Company. The details of the resolutions are as follows:

1. To certify the minutes of the Annual General Meeting of Shareholder 2017

The resolution was passed by a majority vote of the shareholders and proxy holders who attended the meeting and cast their votes. The details are as follows:

For	253,803,685	Votes or	100.00%
Against	-	Votes or	-
Abstain	-	Votes	
Void Ballots	-	Votes	

2. To acknowledge report of the Company's performance for the year 2017

The Meeting duly acknowledged the Company's annual report and the Board of Directors report on the Company's performance for the year 2017 as proposed.

3. To approve the Financial Statements for the year ended 31 December 2017 which audited by Independent Auditor.

The resolution was passed by a majority vote of the shareholders and proxy holders who attended the meeting and cast their votes. The details are as follows:

For	253,805,685	Votes or	100.00%
Against	-	Votes or	-
Abstain	-	Votes	
Void Ballots	-	Votes	

4. To consider and elect the directors in replacement of directors retiring by rotation, by re-electing three directors retiring upon their term in 2018 which are 1) Mr. Ankoon Pholpipattanaphong- Executive Director 2) Mr. Lan Mu - Chiou-Non executive Director and 3) Mr. Ampon Ruayfupant-Independent Director to be re-elected as Director and Independent Director, respectively.

The resolution for each director candidate was passed by a majority vote of the shareholders and proxy holders who attended the meeting and cast their votes. The details are as follows:



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- 1) Mr. Ankoon Pholpipattanaphong Executive Director
- |              |             |          |         |
|--------------|-------------|----------|---------|
| For          | 253,803,685 | Votes or | 100.00% |
| Against      | -           | Votes or | -       |
| Abstain      | 2,000       | Votes    |         |
| Void Ballots | -           | Votes    |         |
- 2) Mr.Lan Mu - Chiou Non-executive Director
- |              |             |          |         |
|--------------|-------------|----------|---------|
| For          | 253,805,685 | Votes or | 100.00% |
| Against      | -           | Votes or | -       |
| Abstain      | -           | Votes    |         |
| Void Ballots | -           | Votes    |         |
- 3) Mr.Ampon Ruayfupant Independent Director
- |              |             |          |          |
|--------------|-------------|----------|----------|
| For          | 253,823,870 | Votes or | 99.9993% |
| Against      | 1,815       | Votes or | 0.0007%  |
| Abstain      | -           | Votes    |          |
| Void Ballots | -           | Votes    |          |

Board of new directors of the company will consists of:

Name-Surname	Position
1. Mr. Prayoon Pholpipattanaphong	Chairman of Board of Company
2. Mr. Prapas Pholpipattanaphong	Chairman of Executive Committee
3. Mr. Ankoon Pholpipattanaphong	Managing Director
4. Mr. Lan, Mu - Chiou	Non-executive Director
5. Mr. Amnuay Yossuck	Independent Director
6. Mr. Ampon Ruayfupant	Independent Director
7. Dr. Phusit Wonglorsaichon	Independent Director
8. Miss Chutima Tangmatitham	Independent Director

5. To consider and approve the director's remuneration for the year 2018 as follows:
- To approve the remuneration for Directors for the year 2018 total 8 persons of each 400,000.- baht per year total amount 3,200,000.-baht.
  - To approve the remuneration for Chairman of Audit Committee 40,000.-baht/month and remuneration for two Audit Committee of each 20,000.-baht/month total amount 960,000.- baht/year.

The resolution was passed by not less than two-thirds of the total number of votes of the shareholders and proxy holders who attended the meeting. The details are as follows:

For	253,435,885	Votes or	100.00%
Against	-	Votes or	-
Abstain	424,800	Votes	
Void Ballots	-	Votes	



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## 6. To consider and approve the appointment of Auditor and auditor's fee for the year 2018.

Names	CPA. No.	Auditing firm
1. Mr. Pradit Rodloytuk	0218	AST Master and/or
2. Miss Nongram Laohaareedilok	4334	AST Master

Either of them shall be inspector and certified Financial Statements of the Company and fix the auditing fee amount 825,000- Baht.

The resolution was passed by a majority vote of the shareholders and proxy holders who attended the meeting and cast their votes. The details are as follows:

For	253,435,885	Votes or	100.00%
Against	-	Votes or	-
Abstain	424,800	Votes	
Void Ballots	-	Votes	

## 7. To approve the appropriation of net profits and the payment of dividend.

- Pay dividend at rate 0.20 baht per share to the shareholders amount 381,145,725 shares to amount 76,229,145.00 baht, when considered the interim dividend resolved by the Board of Company Meeting No. 4/2017 on August 11, 2017 at 0.14 Baht per share which equivalent to 53,360,401.50 Baht, paid on September 8, 2017, the total dividend is 0.34 Baht per share, totaling 129,589,546.50 Baht or 80.79% of net profit by pay from business of paid income tax 20% at rate 0.34 baht per share.
- Rate of dividend payment in the year 2017 was at 80.79% increased 12.86% when compared with dividend payment in the year 2016 that paid 67.93% and the rate of dividend payment in the year 2017 still higher than dividend payment policy at 60% of net profit.
- Dividend is deducted withholding tax 10%.
- The record date for the right to receive dividend would fall on 12 March 2018. Dividend will be paid to shareholders on 14 May 2018.

The resolution was passed by a majority vote of the shareholders and proxy holders who attended the meeting and cast their votes. The details are as follows:

For	253,860,685	Votes or	100.00%
Against	-	Votes or	-
Abstain	-	Votes	
Void Ballots	-	Votes	

## 8. To consider and approve the amendment of the Company's Article of Association.

Approved the amendment to the Company's Article of Association by cancellation the current Article of Association and adopting the new Article of Association as a replacement and approved of the delegation of the authority to (a) authorized directors and/or (b) any persons assigned by authorized directors to amend the words or statements the article of association or in documents and/or application for the purpose of registration of the amendment of the article of association with Department of Business Development, Ministry of Commerce, to do any necessary acts for the



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purpose of accomplishing the amendment of the article of association, forthwith without the need to seek further approval from the Board of Directors Meeting or the Shareholders Meeting.

The resolution was passed by not less than three-fourths of the total number of votes of the shareholders and proxy holders who attended the meeting. The details are as follows:

For	253,860,685	Votes or	100.00%
Against	-	Votes or	-
Abstain	-	Votes	
Void Ballots	-	Votes	

Please be informed accordingly

Yours Faithfully

(Mr. Ankoon Pholpipattanaphong)  
Managing Director