



**CHIANGMAI FROZEN FOODS PUBLIC CO.,LTD.**



**Invitation to**

**2026 Annual General Meeting of Shareholders**

**Wednesday, 29 April 2026. Time : 10.00 a.m.**

**Shareholders meetings exclusively through electronic meetings (e-AGM) only**

**March 25, 2026**

Subject: **Invitation to the 2026 Annual General Meeting of Shareholders**

Dear **Shareholders,**

Chiangmai Frozen Foods Public Company Limited (the "Company") held its Board of Directors Meeting No. 1/2026 on February 26, 2026. During this meeting, the Board resolved to convene an ordinary shareholders' meeting for 2026 on Wednesday, April 29, 2026, at 10:00 a.m. This shareholder meeting will be conducted via electronic media (e-AGM) following the Company's regulations, the Emergency Decree on Meetings via Electronic Media B.E. 2020, and other related laws and regulations. The Company has used the E-Meeting and Online Voting System from Quidlab Co., Ltd., which is in line with the Ministry of Digital Economy and Society's announcement on the Security Standards for Electronic Meetings (No. 3) B.E. 2567 (2024), as well as the Meeting Control System certification from the Electronic Transaction Development Agency (ETDA) The meeting will address various matters outlined in the following agenda:

**Agenda 1: Consider and adopt the minutes of the Annual General Meeting of Shareholders 2025**

Purpose and reason: The company has prepared the minutes of the 2025 Annual General Meeting of Shareholders, which was held on April 23, 2025, and completed within 14 days from the meeting date. These minutes have been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the specified timeframe required by law. Additionally, they have been published on the company's website, [www.cmfrozen.com](http://www.cmfrozen.com).

Committee opinion: It is proposed that the 2026 Annual General Meeting of Shareholders consider approving the minutes of the 2025 Annual General Meeting of Shareholders. The board has reviewed the report and confirmed its accuracy before submitting it for approval at the shareholders' meeting. Additionally, the company has published the meeting minutes, the meeting invitation letter, and various related documents for the 2026 Annual General Meeting of Shareholders on the company's website since March 27, 2026. These documents include a copy of the minutes of the 2025 Annual General Meeting of Shareholders (as per Attachment no. 1)

**Agenda 2: Acknowledge the company's operating results for the year 2025**

Purpose and reason: The report on the Company's operating results 2025 can be found in the Annual Report 2025, which is delivered along with this document. You can access the report by scanning the QR code provided.

Committee opinion: It is proposed that the general meeting of shareholders consider acknowledging the Company's operating results for 2025.

**Agenda 3: Consider and approve the audited financial statements for the year ended on December 31, 2025**

Purpose and reason: In compliance with the company's regulations and the Public Limited Companies Act, which necessitate the preparation of annual financial statements ending in the fiscal year and their audit by an auditor before submission to the shareholder meeting for approval, we must undergo this process.

Committee opinion: It is deemed appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the audited financial statements ending on December 31, 2025. Audited by the auditors-AST Master's Office and certified by the Audit Committee and the Board of Directors for the Company's operating performance in the past 2025. A summary of the Company's operating results for the year 2025 is as follows:

List	Unit	Financial Highlight
Total Assets	THB	1,480,997,106
Total Liabilities	THB	134,299,803
Shareholder's equity	THB	1,346,697,303
Debt to equity ratio	Times	0.100
Revenues from Sales	THB	1,057,521,572
Profit for the year	THB	19,836,271
Net profit per sales	Percent	1.88
Earnings per share	Baht/share	0.052

**Agenda 4: Consider and approve the profit allocation and dividend payments from the operating results of the year 2025**

Purpose and reason: The company adheres to a dividend policy of paying dividends of not less than 60% of net profits unless there is an ongoing investment expansion project, in which case dividend payments will be considered based on financial appropriateness. In 2025, the company's financial statements indicated a net profit for the year amt. 19,836,271 baht. Below are the details of dividend payments made in the past 3 years;

List	Unit	2023	2024	2025
Profit for the year	THB	(81,404,420)	71,842,700	92,844,445
Number of shares	Shares	381,145,725	381,145,725	381,145,725
Earnings per share	Baht/share	(0.214)	0.188	0.244
Dividend	Baht/share	Not Paid	0.090	0.100
Total dividends paid	THB	-	34,303,115	38,114,573
Dividend payout ratio	Percentage	-	48	41

In 2025, the Company only had a net profit from its separate financial statements. Therefore, the comparison is calculated based on the net profit base from the same

Committee opinion: It is considered appropriate to propose to the 2026 Annual General Meeting of Shareholders to approve the payment of dividends for the annual operating results 2025. The proposed dividend payment to 381,145,725 shares at 0.031 baht per share, totaling about 11.82 million baht. This represents 60% of the net profit from the financial statements amounting to 19,836,271 baht. These dividends are exempt from taxes under investment promotion benefits (BOI). Additionally, the company has allocated reserve funds totaling 38,115,000 baht, equivalent to 10.0% of the company's current registered capital. Therefore, there is no need to allocate funds for the legal reserve from the profit generated by the Company's operating results for the fiscal year ending December 31, 2025

**Agenda 5: Consider and approve the appointment of directors to replace those who must retire by rotation**

Purpose and reason: As per the company's regulations, one-third of the directors shall retire from their positions at each annual general meeting of shareholders. In 2025, a total of 4 directors' terms had expired as follows:

Name - Surname			Position
1	Mr. Prayoon	Pholpipattanaphong	Chairman of the Board of Directors
2	Mr. Peerapat	Pholpipattanaphong	Executive Director
3	Mr. Lan	Ming-Te	Director
4	Mr. Amnuay	Yossuck	Independent Director

The company permits minority shareholders to nominate individuals for consideration as company directors in advance. This nomination period runs from December 15, 2025, to January 31, 2026. Information is disseminated through the Company's website, [www.cmfrozen.com](http://www.cmfrozen.com), and the Stock Exchange of Thailand's website, [www.set.or.th](http://www.set.or.th). However, no minority shareholder has nominated a candidate for selection as an independent director of the company.

Committee Opinion: The Board of Directors, excluding directors with stakeholders, has discussed and carefully considered the qualifications of each individual. They must be individuals who meet the requirements of the Securities and Exchange Commission (SEC). It has been agreed and presented by the Nomination and Remuneration Committee. The Company shall consider the process prescribed by the Company in accordance with the Company's Articles of Association. Qualified in accordance with the relevant rules and regulations suitable for business operations and the Board Skill Matrix specified by the Company. Qualified Experience in various fields, leadership, broad vision, moral and ethical person. Have an unblemished work history. Have the ability to express opinions independently. Background and expertise from a variety of professions.

At the first Board of Directors meeting of 2026, after careful consideration, a resolution was passed to nominate three directors whose terms had expired to be re-elected for another term. (Mr. Amnuay Yossuck has confirmed his intention not to renew his term as an independent director at this time), And considering his qualifications, experience, and suitability, we propose the name of one new director to the 2026 Annual General Meeting of Shareholders for consideration and approval of his appointment as a director of the company, as follows:

- 1) Mr. Prayoon                      Pholpipattanaphong
- 2) Mr. Peerapat                    Pholpipattanaphong
- 3) Mr. Lan                            Ming-Te
- 4) Mr. Tewin                         Rungratanapitak

The profile of the person nominated as a director and the definition of an independent director are shown in the attachment no. 2

**Agenda 6: Consider and approve the Remuneration for the Board of Directors and Audit Committee for 2026**

Purpose and reason: Following Article 30 of the Company's Articles of Association, which specifies that directors shall receive remuneration as determined by the shareholder meeting, the Annual General Meeting of Shareholders for the year 2025 resolved to establish the remuneration for the Board of Directors for the same year as follows:

- |                                      |                                  |
|--------------------------------------|----------------------------------|
| 1) Remuneration for directors:       | 400,000 baht per annum.          |
| 2) Audit Committee Remuneration:     |                                  |
| 2.1 Chairman of the Audit Committee: | 40,000 baht per month.           |
| 2.2 Members of the audit committee:  | 20,000 baht per month per person |
| 3) Other Compensation:               | None.                            |

Components of directors' remuneration The company offers yearly remuneration for company directors and adjusts monthly compensation based on the increased workload of the Audit Committee. Other forms of compensation, such as meeting allowances, bonuses, and life insurance premiums, are not provided to the Board of Directors or any other subcommittees. Additionally, company buses and other benefits are not provided.

Committee opinion: The committee has reviewed and endorsed the proposal put forth by the Nomination and Remuneration Committee. It is deemed suitable to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval the determination of directors' remuneration for 2026, set at 400,000 baht per annum per person. The remuneration for the audit committee totals 80,000 baht per month. This compensation aligns with various reference data and remains consistent with the rates established for the year 2025. Furthermore, it adheres to the appropriate criteria necessary to retain directors possessing the qualifications required by the company.

List	Unit	2025	2026
1) Compensation for each director	Baht/year	400,000. -	400,000. -
2) Audit Committee			
2.1 Chairman's remuneration	Baht/month	40,000. -	40,000. -
2.2 Compensation for 2 audit committee members	Baht/month	20,000. -	20,000. -
3) Other remuneration (meeting allowances, etc.)		-None-	-None-
4) Other compensation for subcommittee		-None-	-None-

**Agenda 7: Consider and approve the appointment of the external auditors and determine the audit fees for 2026**

Purpose and reason: The Audit Committee deliberates and recommends to the Board of Directors to agree for appointing an auditor and determining audit fees 2026. The proposal suggests considering 3 auditors:

- |                  |                |                   |
|------------------|----------------|-------------------|
| 1 ) Miss Nongram | Laohaareedilok | License No. 4334  |
| 2) Miss Pakamon  | Laohaareedilok | License No. 11499 |
| 3) Miss Sunanta  | Kumsuk         | License No. 8207  |

From the AST Master's office, this is intended to establish a reserve in case any auditor cannot fulfill their auditing responsibilities. AST Master's office serves as the primary auditor for the company and its subsidiaries, chosen for its exemplary work standards and expertise in auditing.

They have consistently performed their duties effectively. Upon comparison with audit fees of other similarly listed companies and considering the workload, the AST Master's office is deemed to offer appropriate audit fees.

Committee opinion: After careful consideration, the Board concurred with the proposal from the Audit Committee, finding it suitable to present to the 2026 Annual General Meeting of Shareholders for their consideration to appoint the Company's auditor and establish the audit fees for the year 2026 as outlined below:

- |                 |                 |                   |
|-----------------|-----------------|-------------------|
| 1) Miss Nongram | Laohaareedilok, | License No. 4334  |
| 2) Miss Pakamon | Loahaareedilok, | License No. 11499 |
| 3) Miss Sunanta | Kumsuk,         | License No. 8207  |

As the representative of AST Master Company Limited, a designated individual will serve as the auditor and provide an opinion on the company's financial statements for 2026. and requested the 2026 Annual General Meeting of Shareholders to consider and approve the audit fee for the year 2026 as the bellowing table;

Unit : Baht	2025	2026
Audit fee	1.125.000. -	<b>1,125,000. -</b>
Audit fee for compliance with the conditions of the investment certificate – BOI (If any)	50,000. -	-

### Information for consideration

1. AST Master's Office do not have any direct or indirect relationship with the Company. Not be a shareholder of the Company and not a financial advisor to the Company.
2. The audit fee for 2026 is the same as 2025 in the amount of 1,125,000 baht.
3. Since the company's investment promotion card (BOI) has expired in 2025, there is no fee to check the compliance of the investment promotion card (BOI) in 2026.
4. The above audit fees, Excludes expenses incurred during the provision of services to the Company, such as accommodation expenses. Travel expenses, postage expenses, stamp duty and photocopying fees, etc.

### **Agenda 8:** Other matters (If any)

We invite all shareholders to attend the 2026 Annual General Meeting of Shareholders on the specified date and time mentioned above. The shareholder meeting will be conducted exclusively via electronic media (e-AGM) in a single format. The company has recorded the meeting in video format, in compliance with the company's regulations, the Emergency Decree on Meetings via Electronic Media B.E. 2020, and other relevant laws and regulations.

The company will facilitate registration for shareholders who wish to attend the in-person meeting via the electronic system. Registration for the 2026 Annual General Meeting of Shareholders will be open from 8–24 April 2026. We kindly ask for cooperation from shareholders or their proxies to review the registration conditions, procedures, and identity verification requirements and familiarize themselves with the voting methods and meeting attendance procedures. Further details will be provided in attachment no. 6.

If shareholders wish to appoint a proxy, they must submit identity verification documents along with the proxy form, as outlined in Attachment no. 5. These documents should be sent to the Company Secretary via email at [cg@cmfrozen.com](mailto:cg@cmfrozen.com) or to the Company Head Office at 149/34 Soi Anglo Plaza, Suriyawongse Road, Suriyawongse, Bang Rak District, Bangkok 10500, within April 24, 2026. Once the company has verified the shareholder list according to the Record Date, which is determined on the date of the shareholder list, the company will send the shareholder's email and/or proxy the username and password to access the electronic media (e-AGM) system.

Shareholders may also consider appointing a proxy to represent them, specifically selecting from the company's independent directors listed in Attachment no. 4. To do so, shareholders must submit a signed proxy form, a stamp duty of 20 baht, and supporting documents for granting the proxy, as indicated in Attachment 5. These documents should also be sent to the Company Secretary via email at [cg@cmfrozen.com](mailto:cg@cmfrozen.com) or to the Company Head Office at 149/34 Soi Anglo Plaza, Surawongse Road, Suriyawongse, Bang Rak District, Bangkok 10500, by April 24, 2026.

Your Faithfully,

A handwritten signature in black ink, consisting of two large, stylized 'P' characters followed by a series of connected loops and a long horizontal stroke extending to the right.

(Mr. Prayoon Pholpattanaphong)

Chairman of the Board of Directors

**List of attachments:**

Attachment 1: Copy of minutes of the 2025 Annual General Meeting of Shareholders

Attachment 2: The roster includes the names and profiles of directors nominated for re-election to serve another term and those of additional directors proposed for appointment.

Attachment 3: Definition of the Company's independent directors.

Attachment 4: Name and profile of independent director who serve as proxies from shareholders.

Attachment 5: Proxy Form B.

Attachment 6: Conditions, criteria, and procedures for attending the meeting, and regulations regarding shareholder meetings

Attachment 7: Instructions for downloading the 2025 annual report using the QR Code.

**Note:**

1. Shareholders can access the invitation to the general meeting of shareholders and supporting documents on the company's website, [www.cmfrozen.com](http://www.cmfrozen.com) under the Investor Relations category, Section 7.1. These documents will be available starting from March 27, 2026, at least 30 days before the shareholder meeting.
2. Proxy Form C, designed for foreign shareholders who appoint a custodian to manage securities or securities depository in Thailand, can be downloaded from the website [www.cmfrozen.com](http://www.cmfrozen.com) under the Investor Relations category.
3. Shareholders have the option to send the proxy form, along with any questions for the independent directors, in advance to

**Company Secretary**

**Chiangmai Frozen Foods Public Company Limited,**

149/34 Soi Anglo Plaza, Surawongse Rd., Suriyawongse Subdistrict,

Bang Rak, Bangkok 10500. THAILAND.

E-mail address: [cq@cmfrozen.com](mailto:cq@cmfrozen.com)

4. The Annual Report 2025 (Form 56-1 One Report) can be downloaded by shareholders from the company's website, [www.cmfrozen.com](http://www.cmfrozen.com)

**Minutes of the 2025 Annual General Meeting of Shareholders  
Chiangmai Frozen Foods Public Company Limited**

**Time and Venue :** The meeting was held on Wednesday, April 23, 2025. It began at 10:00 a.m. by holding a shareholder meeting via electronic media (e-AGM) in only one format. In its commitment to modern communication methods, the company recorded the meeting in video media at the conference room, 2nd floor, No. 149/32-34 Soi Anglo Plaza, Surawongse Road, Suriyawongse Subdistrict, Bangrak District, Bangkok. 10500. THAILAND.

**Quorum :** Mr. Boonchai Sunnithilawan, the Company Secretary, informed at the meeting that at today's Annual General Meeting of Shareholders, there was one shareholder who attended the meeting in person through electronic media for 1 share and by appointing proxies on behalf of 33 shareholders amounting to 253,158,483 shares, including the total number of shareholders attending the meeting of 34 shareholders amounting to 253,158,484 shares, or 66.42%, which is not less than one-third of the total outstanding shares of the Company amounting to 381,145,725 shares, with not less than 25 shareholders and proxies attending the meeting according to Clause 34 of the Company's Articles of Association.

It is considered to be a quorum. Then Mr. Prayoon Pholpipattanaphong, Chairman of the Board of Directors, opened the meeting and assigned Mr. Boonchai Sunnithilawan, the Company Secretary, to continue the meeting.

**Before proceeding with the meeting according to the agenda :** The moderator of the meeting informed the meeting for acknowledgment. as follows

All 10 directors who attended the meeting are as follows:

- |  |                     |   |
|--|---------------------|---|
| 1. Mr. Prayoon                                   | Pholpipattanaphong, | Chairman of the Board of Directors  |
| 2. Mr. Prapas                                    | Pholpipattanaphong, | Chairman of the Executive Committee   |
| 3. Mr. Ankoon                                    | Pholpipattanaphong, | Managing Director, Chairman of the Risk Management Committee, Chairman of the Corporate Governance and Sustainability Committee |
| 4. Mr. Peerapat                                  | Pholpipattanaphong, | Executive Director  |
| 5. Mr. Amnuay                                    | Yossuck,            | Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee                 |
| 6. Mr. Amphon                                    | Ruayfupant,         | Independent Director  |
| 7. Miss. Chutima                                 | Tangmatitham,       | Independent Director  |
| 8. Assistant Professor Dr. Phusit Wonglorsaichon |                     | Independent Director  |
| 9. Mr. Lan                                       | Mu Chiou,           | Non-Executive Director  |
| 10. Mr. Lan                                      | Ming Te,            | Non-Executive Director  |

Mr. Boonchai Sunnithilawan.......... Company Secretary

Mr. Vanchandr Sivaboonyawongse.......... Examiner

The Company's executives and related persons who attended the meeting as follows:

1. Mr. Vanchandr Sivaboonyawongse, Legal advisor - Chiangmai Frozen Foods PCL.,
2. Miss. Nichapa Sungkitboon, Accounting Division Manager - Chiangmai Frozen Foods PCL.,
3. Mr. Boonchai Sunnithilawan, Financial Controller, Company Secretary - Chiangmai Frozen Foods PCL.,
4. Miss. Chamaporn Rodloytuk, Auditor - AST Master Company Limited.
5. Mr. Ekawat Prachasak, Representative from Thai Investors Association

### **Casting and counting a vote**

Following registration for attendance via electronic media (E-AGM), shareholders and proxies must vote on each agenda item. Each agenda will present three voting options: agree, disagree, and abstain. The meeting will proceed with voting on one agenda at a time without switching between items.

For agendas related to the election of directors, shareholders have the opportunity to vote for individual candidates.

The meeting utilizes the E-Shareholder Meeting system for registration and vote tabulation. Vote counts for each agenda will be displayed on the E-Shareholder Meeting program screen, allowing shareholders and proxies to view the results immediately. If there are any concerns regarding the accuracy of voting results, shareholders and proxies can verify them promptly.

Ms. Chamaporn Rodloytuk, a representative from AST Master Company Limited, serves as the auditor, reviewing the voting results and facilitating the meeting's resolutions.

### **Resolution**

Each share carries one voting right. For agenda items 1, 3, 4, 5, and 7, a majority vote of attending shareholders with voting rights is required. In the event of a tie, the chairman of the meeting will provide an additional vote as the deciding ballot.

Agenda 2 is solely for informational purposes and does not involve voting.

Agenda 6, which pertains to the approval of directors' remuneration and the audit committee, requires a vote of at least two-thirds of the total number of shareholders present at the meeting with voting rights.

Agenda 8 will address any additional matters requiring consideration and approval.

### **Agenda 1 : To certify the Annual General Meeting of Shareholders' Minutes for 2024.**

The 2024 Annual General Meeting of Shareholders was convened on April 24, 2024, with a copy of the agenda sent to shareholders in advance. The meeting was called to pass resolutions as outlined in the agenda.

Mr. Boonchai Sunnithilawan.....*S. Boon*..... Company Secretary      Mr. Vanchandr Sivaboonyawongse.....*[Signature]*..... Examiner

**Resolution**

The meeting reviewed the minutes of the 2024 Annual General Meeting of Shareholders with no shareholders asking questions or requesting amendments, the meeting unanimously approved the minutes of the 2024 Annual General Meeting of Shareholders with the following

Votes: 34 shareholders and proxies attended the meeting, counting the number of shares as 253,158,484.

Approved	253,158,484	Votes	Percentage	100.00
Disapproved	-	Votes	Percentage	-
Abstained	-	Votes		
Void	-	Votes		

**Agenda 2 : Acknowledge the report on the Company's operating results for the year 2024**

Mr. Ankoon Pholpipattanaphong, Managing Director, presented the company's operational performance for the year 2024, detailing the results as follows

**2024 performance compared to 2023**

List	2023	2024	Unit
Sales Revenue	1,250.12	1,180.72	Million Baht
Gross Profit	236.04	244.29	Million Baht
Percentage of sales	19%	21%	Percent
Net Profit	71.84	92.84	Million Baht
Earnings per share	0.19	0.24	Baht per share
Total assets	1,444.94	1,500.75	Million Baht
Total liabilities	121.53	130.67	Million Baht
Shareholders' Equity	1,323.41	1,370.08	Million Baht

**Sales Revenue:** In 2024, the company had sales of 1,180.72 million baht. This is a decrease from 2023 of 69.40 million baht, or a decrease of 5.6 percent.

Mr. Boonchai Sunnithilawan.....*S. Boon*..... Company Secretary

Mr. Vanchandr Sivaboonyawongse.....*V. Sivaboonyawongse*..... Examiner

Export Sales 1,090 million baht. This is a slight decrease from 2023 at 6.8 percent, in line with the statistics of frozen vegetable exports from Thailand to Japan, which is the main trading partner. This is a decrease from 2023 of 281 million baht, or a decrease of 10.6 percent.

Domestic Sales 90.3 million baht. Increase from 2023 at 12.7 percent.

The main reasons for the decline in sales This is due to the supply of agricultural raw materials due to climate change in the past year, which has led to a decrease in overall production and sales. In other words, it was affected by the El Niño phenomenon that occurred at the beginning of the year, resulting in low rainfall. The drought and the La Niña phenomenon at the end of the second quarter of 2024 caused Thailand to face climate change. There was heavy rain and led to a flood situation in the northern and northeastern regions of the country.

**Marketing** The company continues to adjust its sales plan only from OEMs. In addition, by selling products under its own brand (Benas / Cornista / Eda) and continuously increasing sales channels under its own brand, both online and offline.

In 2024, the company had a gross profit of 244.29 million baht. An increase of 3.5 percent from 2023 in terms of net profit in 2024 of 92.84 million baht. An increase from 2023 of 21 million baht, or an increase of 29.2 percent.

Based on the above operating results. The Company's total assets in 2024 increased from 2023 to 1,500 million baht, an increase of 4 percent, and shareholders' equity increased from 2023 to 1,370 million baht, or an increase of 4 percent.

#### Exchange rate situation

For the exchange rate situation in 2024, the baht has fluctuated in the range of 32.29 - 37.10 baht per dollar. In the third quarter of 2024, the baht appreciated by more than 12.50 percent. The exchange rate remains highly volatile due to the US tariff policy and trade and tariff retaliation between the US and China.

However, the Company still had a foreign exchange profit in 2024 of Baht 3.78 million. From the policy of managing foreign exchange risk by entering into futures contracts of 50 - 75% of the estimated sales revenue each year.

#### Implementation of the Anti-Corruption Policy

The Company has a policy of conducting business with integrity. Comply with Thai laws to combat corruption and corruption. Be transparent, adhere to social responsibility and all stakeholder groups in accordance with corporate governance and ethics in business operations. Do not support all forms of corruption and corruption. Currently, the company is a member of the Thai Private Sector Coalition of Practice in Anti-Corruption and has been certified for years. On March 9, 2017, the Thai Institute of Directors Association, as the secretary of the Thai Private Sector Action Coalition Against Corruption (CAC), certified the Company as a member of the Thai Private Sector Action Coalition Against Corruption (CAC)

Mr. Boonchai Sunnithilawan.......... Company Secretary

Mr. Vanchandr Sivaboonyawongse.......... Examiner

with a certification period of 3 years, and the Company was certified as a member on December 31, 2022 and the certification is valid until December 31, 2025.

In 2024, the Internal Auditor conducted an annual audit of the compliance with the Anti-Corruption Policy and reported to the Audit Committee and the Board of Directors that no fraud or corruption was found.

**Implementation of Good Corporate Governance Policies and Sustainable Business Development**

The company adheres to sustainable development as a guideline for conducting business on the basis of economic responsibility. Any business decision will take into account economic, safety, occupational health, All activities of the Company must be carried out based on the principles of sustainability and aim for sustainable results in order to create mutual value for stakeholders and maintain the acceptance and trust of all stakeholders.

However, The Company has been assessed by the Corporate Governance of Listed Companies from the Thai Institute of Directors Association (IOD) which is supported by the Stock Exchange of Thailand. The company has been assessed to be within the criteria. "Very good"

For Sustainable Business Development, The Company have got the SET ESG Rating Score "A" in 2024.

As this agenda reflects the outcomes of operations, no voting was necessary.

**Agenda 3 : Approve the audited financial statements for the year ended on 31 December 2024**

The meeting considered the Company's financial statements. For the year ended December 31, 2024, which has been audited by a certified public accountant, the meeting is requested to consider and resolve.

**Resolution**

When no further questions were asked by any shareholders, the meeting considered and resolved to approve the Company's annual financial statements. Ended on 31 December 2024 with the following votes:

Votes: 34 shareholders and proxies attended the meeting, counting the number of shares as 253,158,484.

Approved	253,158,484	Votes	Percentage	100.00
Disapproved	-	Votes	Percentage	-
Abstained	-	Votes		
Void	-	Votes		

Mr. Boonchai Sunnithilawan.......... Company Secretary

Mr.Vanchandr Sivaboonyawongse..........Examiner

**Agenda 4 : Approve the allocation of profits and dividend payments from the operating results of the year 2024**

The company has a policy to pay dividends not less than 60% of net profit, except in the case of the company having a project to expand investment, it will consider paying dividends according to financial appropriateness. In 2024, the separate financial statements has a net profit of Baht 92.84 million.

The Board of Directors' Meeting No. 1/2024 held on February 26, 2024 deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the dividend payment for the year 2024 at the rate of Baht 0.10 per share, amounting to Baht 38,114,573 or 41% of net profit from the separate financial statements amount 92.84 million baht. The dividends are eligible for tax exemption under the investment promotion privileges (BOI).

The Company has allocated a total reserve of Baht 38,115,000, equivalent to 10% of the Company's current registered capital, so the Company does not need to allocate any additional operating profit for the fiscal year ended December 31, 2024 as a legal reserve.

Details of dividend payment for the past 3 years are as follows:

Operation year	2021	2022	2023	Unit
Profit (loss) for the year	(80,884,380)	(55,643,089)	40,592,061	Baht
Number of Shares	381,145,725	381,145,725	381,145,725	Share
Profit (loss) per share	(0.173)	(0.08)	0.11	Baht per share
Dividend	Omission		0.09	Baht per share
Total dividends paid	Omission		34,300,019	Baht
Dividend Payout Rate	Omission		84.50	Percent

**Resolution**

The meeting has considered and approved the Company's dividend payment for the 2024 operating results with all the details as proposed by the Board of Directors. With the following votes:

Votes: 34 shareholders and proxies attended the meeting, counting the number of shares as 253,158,484.

Approved	253,158,484	Votes	Percentage	100.00
Disapproved	-	Votes	Percentage	-
Abstained	-	Votes		
Void	-	Votes		

Mr. Boonchai Sunnithilawan.....*S. Boon*..... Company Secretary

Mr. Vanchandr Sivaboonyawongse.....*[Signature]*..... Examiner

**Agenda 5 : Approve appointing directors to replace those who must retire by rotation.**

There are 3 Directors who must retire by rotation as follows.

	Name-Surname	Position
1	Mr. Prapas Pholpiphattanaphong	Chairman of Executive Directors
2	Assistant Professor Dr. Phusit Wonglorsaichon	Independent Director
3	Mss. Chutima Tangmatitham	Independent Director

The Company has provided an opportunity for shareholders to nominate candidates for selection as directors in advance from December 13, 2024. The information will be publicized and disseminated through the Company's website and the website of the Stock Exchange of Thailand. No any shareholders to nominate a list of persons to be elected as directors of the Company.

The Nomination and Remuneration Committee has considered the directors whose terms have expired according to the Board skill matrix. The 3 persons who have completed the term of office are knowledgeable, skilled and experienced and qualified according to the qualification checklist for persons selected for election as directors and independent directors of the Company. In addition, he has continuously devoted himself to serving as a director of the company, which is very beneficial to the company. However, because Ms. Chutima Tangmatitham has confirmed her intention not to renew her term as an independent director this time to the meeting. Nomination and Remuneration Committee Therefore, it is appropriate to propose that 2 directors who have completed their terms, namely

- 1) Mr. Prapas Pholpattanaphong and
- 2) Assistant Professor Dr. Phusit Wonglorsaichon

To be reinstated as directors of the Company for another term. The names and brief biographies of the two nominated directors have been sent to the shareholders with the invitation letter.

The Board of Directors of the Company, which does not include directors who are due to leave according to the term of office. After considering and approving the proposal of the Nomination and Remuneration Committee, the nomination of the two directors who have completed the term of office shall be reinstated as directors for another term and presented to the Annual General Meeting of Shareholders for consideration and election as directors. Because both nominees are knowledgeable, competent and experienced to serve as directors of the Company.

When no further questions were asked by any shareholders, the meeting considered and resolved to elect individual directors to replace the directors who left their positions according to the term. as follows

Mr. Boonchai Sunnithilawan.....*S. Boon*..... Company Secretary

Mr. Vanchandr Sivaboonyawongse.....*[Signature]*..... Examiner

**Resolution**

The meeting passed the resolution with a majority vote of shareholders and proxies. The directors are elected individually by vote. as follows

Votes: 34 shareholders and proxies attended the meeting, counting the number of shares as 253,158,484.

1. Mr. Prapas Pholpipattanaphong			Executive Director/Chairman of Executive Director	
Approved	253,158,484	Votes	Percentage	100.00
Disapproved	-	Votes	Percentage	-
Abstained	-	Votes		
Void	-	Votes		
2. Assistant Professor Dr. Phusit Wonglorsaichon			Independent Director	
Approved	253,156,669	Votes	Percentage	99.9993
Disapproved	1,815	Votes	Percentage	0.0007
Abstained	-	Votes		
Void	-	Votes		

**Agenda 6 : Approve of the Remuneration for the Board of Directors and Audit Committee for the year 2025.**

In order to promote the performance of the duties of the Board of Directors to create added value for the Company, the Company should pay remuneration appropriate to the duties and responsibilities of the directors. By the proposal of the Nomination and Remuneration Committee. The Board of Directors' Meeting No. 1/2025 held on February 23, 2025 considered and considered that the shareholders' meeting should consider approving the remuneration of directors. The details of the 2025 payment, which will be paid in May 2026, are as follows:

List	Unit	2025
1) Compensation for each director	Baht/year	400,000
2) Audit Committee		
2.1 Chairman's remuneration	Baht/month	40,000
2.2 Remuneration for 2 audit committee members	Baht/month	20,000
3) Other remuneration for Board of Directors		-None-
4) Meeting allowances for the committee and subcommittees		-None-
5) Other compensation for other sub committees		-None-

Mr. Boonchai Sunnithilawan.....*S. Bam*..... Company Secretary

Mr. Vanchandr Sivaboonyawongse.....*gods*..... Examiner

Policies and Procedures for Determining Remuneration

The remuneration has been compared with various references, and it is at the same level as the same industry as the remuneration. It is similar to the remuneration of listed companies that are engaged in business and are of similar size. The remuneration is the same as the Company's remuneration for the year 2024, which is in accordance with the Company's policy to determine the appropriate remuneration to maintain directors with the qualifications required by the Company.

When no further questions were asked by any shareholders, the meeting considered and resolved to

Resolution

The meeting resolved to approve the remuneration of directors and audit members for the year 2025 as proposed by the Board of Directors with the following votes:

Votes: 34 shareholders and proxies attended the meeting, counting the number of shares as 253,158,484.

Approved	253,158,484	Votes	Percentage	100.00
Disapproved	-	Votes	Percentage	-
Abstained	-	Votes		
Void	-	Votes		

Agenda 7 : Approve the appointment of the external auditors and determine the audit fees for 2025.

The Board of Directors' Meeting No. 1/2025 held on February 23, 2025 considered and approved the appointment of the Company's auditor and the determination of the audit fee for the year 2025 with the approval of the Audit Committee. Proposed to the Annual General Meeting of Shareholders to approve the appointment of AST Master Co., Ltd. as the Company's auditor. One of the following auditors shall be the auditor and provide opinions on the Company's financial statements for the year 2025. The Company does not have any relationship or interest in the Company/Related Companies/Executives or related persons in a manner that will affect the performance of its duties independently.

	Names - Surname	CPA. No.	Auditing firm
1.	Miss. Nongram Laohaareedilok	4334	AST Master and/or
2.	Miss. Pakkamon Loahaareedilok,	11499	AST Master and/or
3.	Miss. Sunantha Khamsook	8207	AST Master

Mr. Boonchai Sunnithilawan.....  Company Secretary

Mr. Vanchandr Sivaboonyawongse.....  Examiner

and determine the remuneration and audit expenses for the year 2025 as follows:

list	2025
Audit fee	1,125,000 Bath
Audit fee for compliance with the conditions of the investment certificate – BOI (If any)	50,000 Baht

No further questions were asked by any shareholders, the meeting considered and resolved to

**Resolution**

The meeting considered and resolved to approve the appointment of the auditor and determine the remuneration for the auditor as proposed by the Board of Directors above with the following votes:

Votes: 34 shareholders and proxies attended the meeting, counting the number of shares as 253,158,484.

Approved	253,158,484	Votes	Percentage	100.00
Disapproved	-	Votes	Percentage	-
Abstained	-	Votes		
Void	-	Votes		

**Agenda 8 : Other matter (If any)**

None of the shareholders had any questions or other agenda proposals at the meeting.

The Chairman concluded the meeting with no additional matters proposed for consideration and no further questions raised. Appreciation was extended to all shareholders and dignitaries in attendance.

The meeting adjourned at 10:55 a.m.



(Mr. Prayoon Pholpipattanaphong)

The Chairman of the Board of Director

Mr. Boonchai Sunnithilawan.....*S. Boon*..... Company Secretary

Mr. Vanchandr Sivaboonyawongse.....*[Signature]*..... Examiner

**Attachment 2**

The roster of directors nominated for re-election to serve another term, including their names  
And profiles.

**1. Mr. Prayoon Pholpipattanaphong**

Type of director	Chairman of the Board of Directors, Authorized Director												
Age	92 years old												
Education	Accounting profession												
Other Qualifications	Honorary Doctor, Agricultural, Maejoe University												
Director training program/year	DAP 15/2004												
Experience	<ul style="list-style-type: none"> <li>- Chairman of Chiangmai Frozen Foods PCL., from November 1988 - present</li> <li>- Chairman of Agrifood Processing Co., Ltd., from June 2003 – December 2015</li> </ul>												
Positions in listed companies	- None -												
Positions in non-listed companies	<ul style="list-style-type: none"> <li>- Chairman of the Board of Directors, Authorized Director CT Prosper Group co., Ltd.</li> <li>- Chairman of the Board of Directors, Authorized Director Northern Deriicultural co., Ltd.</li> </ul>												
Positions in rival companies / related companies	- None -												
Meeting attendance in 2025	- Board of Company Meeting 6/6 times												
Date and no. of years on the board	November 3, 1988, 38 years												
CM Shareholding on 31 Dec. 2025	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">Private</td> <td style="width: 15%;">306,517</td> <td style="width: 15%;">shares or</td> <td style="width: 15%;">0.08%</td> </tr> <tr> <td>Spouse</td> <td>-</td> <td>share</td> <td>- %</td> </tr> <tr> <td><b>Total</b></td> <td><b>19,085,824</b></td> <td><b>shares or</b></td> <td><b>0.08%</b></td> </tr> </table>	Private	306,517	shares or	0.08%	Spouse	-	share	- %	<b>Total</b>	<b>19,085,824</b>	<b>shares or</b>	<b>0.08%</b>
Private	306,517	shares or	0.08%										
Spouse	-	share	- %										
<b>Total</b>	<b>19,085,824</b>	<b>shares or</b>	<b>0.08%</b>										



## 2. Mr. Peerapat Pholpipattanaphong

Type of director	Executive Director
Age	37 years old
Education	<ul style="list-style-type: none"> <li>- M.A. International Relations, Waseda University, Japan</li> <li>- Bachelor of Economics, Chiangmai University, Thailand</li> </ul>
Director training program/year	DAP 213/2024
Experience	<ul style="list-style-type: none"> <li>- Quality Assurance Office, Nichirei Food inc., Japan from April 2017 – March 2021</li> <li>- Sales and Marketing Manager, Chiangmai Frozen Foods co., ltd. from June 2022 – Present</li> </ul>
Positions in listed companies	- None -
Positions in non-listed companies	- None -
Positions in rival companies/ related companies	- None -
Meeting attendance in 2025	<ul style="list-style-type: none"> <li>- Board of Company Meeting 6/6 times</li> <li>- Board of Executive Director Meeting 4/4 times</li> <li>- Board of Risk Management Meeting 2/2 times</li> <li>- Board of Corporate Governance Meeting 2/2 times</li> </ul>
Date and no. of years on the board	April 26, 2023, 3 years
CM Shareholding on 31 Dec. 2025	Private 2,885,492 shares or 0.76%



### 3. Mr. Lan, Ming-Te

Type of director	Non-Executive Director
Age	53 years old
Education	- Master of Business Administration (MBA), Marketing and Corporate Strategic Management, Pace University, New York City, U.S.A.
Director training program/year	DAP 211/2023
Experience	- General Manager, Yantai Beihai Foodstuff Co., Ltd. September 2008 – December 2024 - Executive Director, Yantai Beihai Foodstuff Co., Ltd. January 2025 – Present
Positions in listed companies	- None -
Positions in non-listed companies	- General Manager, Sun Ho Promoting Enterprise Co., Ltd. (TAIWAN) - Chairman, Taian Jiayu Foodstuff Co., Ltd. (CHINA) - Supervisor, Laiyang Hengtai Foodstuff Co., Ltd. (CHINA)
Positions in rival companies / related companies	- None -
Meeting attendance in 2025	- Board of Company Meeting 6/6 times - Non-Executive committee 1/1 times
Date and no. of years on the board	Company Director on April 26, 2023 - 3 years
CM Shareholding on 31 Dec. 2025	Private 19,085,824 shares or 5.01% Spouse - share - % Child - share - % <b>Total 19,085,824 shares or 5.01%</b>



#### 4. Mr. Tewin Rungratanapitak

Type of director	Independent director (pending approval by the shareholders' meeting)
Age	42 years
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration in Finance Birmingham City University, United Kingdom</li> <li>- Bachelor's Degree in Business Administration Assumption University, Bangkok, Thailand</li> </ul>
Director training program/year	- None -
Experience	<ul style="list-style-type: none"> <li>- Financial Controller, CG Capital Advisory Co., Ltd., October 2025 – Present</li> <li>- Financial Director, Royal Phuket Marina (2002) Co., Ltd., April 2023 – September 2025</li> <li>- Financial Controller (CFO equivalent), Chiangmai Frozen Foods Plc., August 2015 – March 2023</li> </ul>
Positions in listed companies	- None -
Positions in non-listed companies	- None -
Positions in rival companies / related companies	- None -
CM Shareholding on 31 Dec. 2025	- None -

**Definition of Independent Directors**

The company determines the qualifications of independent directors. According to the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), adhering to the principles of good practice in corporate governance as follows:

- 1) 0.50 percent of the paid-up capital of the company, subsidiaries, associated companies, or related companies. This includes shares held by related persons as well. This is stronger than the SEC's requirements, which are not more than 1.0 percent.
- 2) Can be a director in other listed companies not exceeding 5 companies.
- 3) Not involved in administration, Including not being an employee, employee, or consultant who receives a regular salary or has control over the company, subsidiaries, associated companies, related companies, or a company where the major shareholder holds shares both directly and indirectly. More than 5 percent of the paid-up capital or a person with conflicts without having any benefits or interest in the manner above for not less than 2 years.
- 4) Not being a person related by blood or by legal registration in the manner of being parents, spouses, siblings, and children, including spouses of children, of executives, major shareholders controlling person or the person who will be offered the position of executive or the controlling person of the company or subsidiary company
- 5) Do not have business relationships with the company, subsidiaries, associated companies, or juristic persons that may have conflicts in a manner that may impede the use of independent judgment. and must not have any other characteristics that prevent him from giving independent opinions regarding the Company's operations.
- 6) no benefits or interest, whether direct or indirect, in financial matters and management of the company, subsidiaries, associated companies, or significant shareholders of the company
- 7) Does not have prohibited characteristics as specified by the Securities and Exchange Commission.
- 8) Independent from the company's major shareholders
- 9) Able to take care of the interests of all shareholders equally.
- 10) Able to prevent conflicts of interest between the company and executives. Major shareholders or other companies with executives or the same group of major shareholders
- 11) Able to attend committee meetings To make decisions on important issues of the company
- 12) Be a person with knowledge, abilities, skills, expertise, and experience, as well as leadership

## Names and profiles of independent directors



For contemplation, when shareholders desire to designate an independent director as a proxy.

### Assistant Professor Dr. Phusit Wonglorsaichon

Type of director	Independent Director
Interest in the proposed agenda	Have a vested interest in Agenda 6 to consider directors' remuneration.
Age	55 years old
address	149 / 34 Soi Anglo Plaza, Surawongse Rd., Bang Rak, Bangkok 10500.
Education	<ul style="list-style-type: none"> <li>- Ph.D. - Business Administration, Nova Southeastern University, USA.</li> <li>- Ph.D. - Education, Chulalongkorn University</li> <li>- Master of Business Administration (Honor), Indianapolis University, USA.</li> <li>- Master of Accounting, Thammasat University.</li> <li>- Bachelor - Material Science, Chulalongkorn University</li> </ul>
Director training program/year	- DAP 170/2020
Experience	<ul style="list-style-type: none"> <li>- Teacher, Thai Chamber of Commerce, June 1, 2005 - present</li> <li>- Independent Director – Chiangmai Frozen Foods PCL., April 30, 2010 - present</li> </ul>
Positions in listed companies	<ul style="list-style-type: none"> <li>- Independent Director – Bless Asset Group PCL., July 27, 2019 – present</li> <li>- Independent Director – INDIGY PCL., January 11, 2024 – present</li> </ul>
Positions in non-listed companies	<ul style="list-style-type: none"> <li>- Associate Dean, Graduate School, University of Thai Chamber of Commerce, August 1, 1968 – present.</li> <li>- Independent Director, ICOCO (Thailand) PCL. August 30, 2024 – present</li> </ul>
Positions in related companies	- None -
Date/years on the board	April 26, 2006, 20 years
CM Shareholding (31 Dec. 2025)	- None -

**Proxy From B.**

Written at \_\_\_\_\_ Date \_\_\_\_\_ Month \_\_\_\_\_ Year 2026

(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 ordinary share, amount of \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes as follows:

(3) Hereby appoint

1. Name \_\_\_\_\_ age \_\_\_\_\_ years,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

2. 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 2025 Annual General Meeting of shareholders on April 29, 2026 at 10.00 a.m. Venue : Electronic General Meeting of Shareholder format only.  
Tel. (662) 6340061-4 or at any adjournment to any other date, time, and venue.

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

**Agenda 1 Consider and adopt the minutes of the Annual General Meeting of Shareholders 2025**

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

**Agenda 2 Acknowledge the company's operating results for the year 2025**

- No casting of votes in this agenda -

**Agenda 3 Consider and Approve the audited financial statements for the year ended on December 31, 2025**

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

**Agenda 4 Consider and approve the allocation of profits and dividend payments from the operating results year 2025**

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

**Agenda 5 Consider and approve appointing directors to replace those who must retire by rotation.**

- (a) The Proxy is entitled to vote on my behalf at its discretion.
- (b) The Proxy must cast the votes following my following instructions:
- Appointment of all nominees to be the Board of Directors.**
- Approve                       Disapprove                       Abstain
- The appointment of certain directors as follows.**
- 1) Mr. Prayoon Pholpipattanaphong
- Approve                       Disapprove                       Abstain
- 2) Mr. Peerapat Pholpipattanaphong
- Approve                       Disapprove                       Abstain
- 3) Mr. Lan, Ming-Te
- Approve                       Disapprove                       Abstain
- 4) Mr. Tewin Rungratanapitak
- Approve                       Disapprove                       Abstain

**Agenda 6 Consider and approve the Remuneration for the Board of Directors and Audit Committee for 2026**

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

**Agenda 7 Consider and approve the appointment of the external auditors and determine the audit fees for 2026**

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

**Agenda 8 Consider other agenda (if any)**

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

(5) The vote of the proxy on any agenda item that is not as specified in this proxy shall be deemed to be invalid and not a vote of my as a shareholder.

(6) In the case that I have not stated my intention to vote on any agenda item or it is not clearly stated, or in the event that the meeting considers or votes on any matter other than the matters mentioned above. In the event that there is any amendment or addition to the facts, the proxy shall have the right to consider and vote on my behalf in all matters as he deems appropriate.

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 deems as being done by me/us in all respects.

Signed \_\_\_\_\_ Shareholder  
( )

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 to the election of Directors, it is applicable to elect either directors as a whole or each director individually.
3. If there are agendas other than those specified above, the Shareholder can select the additional statement in the enclosed Regular Continued Proxy Form B.

**Regular Continued Proxy Form B.**

Proxy as a shareholder of Chiangmai Frozen Foods Public Company Limited. The 2026 Annual General Meeting of Shareholders on April 29, 2026 at 10.00 a.m. will be an electronic meeting only, Tel. 02-6340061-4 or may be postponed to another date, time and venue.

**Agenda 1** .....

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

**Agenda 2** .....

- No casting of votes in this agenda -

**Agenda 3** .....

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

**Agenda 4** .....

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

**Agenda 5** .....

- (a) The Proxy is entitled to vote on my behalf at its discretion.
- (b) The Proxy must cast the votes following my following instructions:
  - Appointment of all nominees to be the Board of Directors.**
    - Approve                       Disapprove                       Abstain
  - The appointment of certain directors as follows..**
    - 1) .....
      - Approve       Disapprove       Abstain
    - 2) .....
      - Approve       Disapprove       Abstain
    - 3) .....
      - Approve       Disapprove       Abstain
    - 4) .....
      - Approve       Disapprove       Abstain



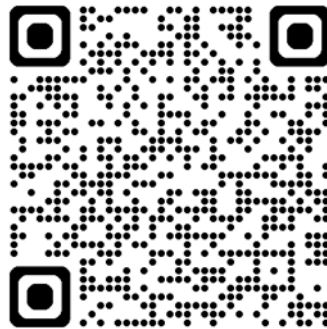
**Conditions, criteria, and procedures for Attending the meeting, Appointing a proxy and vote, and drafting articles of association regarding the shareholders' meeting.**

To ensure transparency, fairness, and shareholder benefit in the company's shareholder meetings, documents or evidence demonstrating shareholder status or representation must be reviewed. Shareholders are required to comply with this procedure. However, the company retains the discretion to exempt shareholders or their representatives from submitting such documentation if deemed appropriate.

The Company would like to inform Guidelines for attending the 2026 Annual General Meeting of Shareholders by Electronic Method. The Shareholders or proxies who would like to attend the e-AGM must submit an application to attend the meeting by Electronic Method via the Link at :

<https://cm.fokus.vc/registration/>

Or scan QR – Code to register



The system will be available to access from 8 - 24 April 2026

1. After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:
  - Securities holder registration number
  - Identification Card Number/Passport Number/ Registration Number for juristic person
  - E-Mail address for receiving the Web Link, Username and Password for attending the Meeting
  - Mobile Phone Number
  - Additional documents as follows :

Attending in person	Proxy to any person who is not the Company's Independent Director / Juristic person
Copy of ID card or a copy of a valid passport and sign to certify that it is a true copy of the shareholder	A copy of the shareholder's valid national identity card/passport, signed and certified as a true copy, must match the power of attorney document. The original document should be sent by mail (details of documents and procedures are in the section below, Attachment 6)

2. When the Company receives the documents according to item 1 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.

- Username and Password
- Web link for attending (e-AGM) system
- User manual

In case the request is rejected, the Shareholders will receive an e-mail to notify on the details and reason for rejection, then the Shareholder can resubmit through the system.

3. Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 24 April 2026, 4.00 pm. please contact at phone number 02-013-4322 or 080-008-7616 or e-mail: [info@quidlab.com](mailto:info@quidlab.com) immediately.
4. Please study the manual on how to use the e-Meeting meeting system that the Company has sent to you by e-mail carefully. The system will allow you to register for the meeting 1 hours before the start of the meeting. However, the live broadcast of the conference will only start at 10.00 AM.
5. For the voting method during the e-Meeting meeting, you can vote on each agenda by voting "Agree" or "Disagree" or "Abstain". In case you do not vote for any agenda, your vote will be counted as **"Agree"** automatically.
6. In case you encounter technical problems while using the e-Meeting meeting system before the meeting or during the meeting, please contact Quidlab, the e-Meeting conference system provider of the Company. The channel to contact Quidlab can be found in the email that has sent username and password to you or through the channels specified in Section 3.

**Document for attending Meeting via Electronic Method (E-AGM)****Ordinary Person**

1. In case the shareholders attend the meeting by themselves. Valid evidence that issue by government authorities, e.g., the identification card, government officer identification card, driver license or passport, including the evidence of name or last name's change (if any).
2. In case of granting proxy holder.
  - 2.1 One of the proxy forms as attached to the notice to shareholders, completely filled in and signed by shareholder and proxy.
  - 2.2 Certified true copy of valid evidence of the shareholder as specified in item 1.
  - 2.3 Certified true copy of valid evidence of the proxy as specified in item 1.

**Juristic Person**

1. In case of shareholder's representative (director) attend the meeting by themselves.
  - 1.1 The identification document of such authorized representative like those of ordinary person as specified in item 1.
  - 1.2 Copy of shareholder's Affidavit not over one year and certified by the authorized director showing that the authorized director has the authority to act on behalf of the shareholder.
2. In case of shareholder appointing proxy holder
  - 2.1 One of the proxy forms as attached to the notice to shareholders, filled in and signed by the authorized director of shareholder and proxy.
  - 2.2 Copy of shareholder's Affidavit not over one year and certified by the authorized director showing that such authorized director signing the proxy form has the authority to act on behalf of the shareholder.
  - 2.3 Certified true copy of valid evidence issued by government authorities of the authorized director signing the proxy form.
  - 2.4 Certified true copy of valid evidence of the proxy issued by government authorities similar to those of individual shareholders specified in item1.
3. In case of Foreign Shareholder appointing a Custodian in Thailand
  - 3.1 The registration form must bear the proxy's signature.

3.2 The proxy form (Form C) should be accurately completed and signed by both the grantor and the proxy.

3.3 The required documents are identical to those for juristic persons, as Section 1.2 or 2.2 outlines.

3.4 The power of attorney from a foreign investor shareholder is needed, permitting the Custodian to sign the proxy form on their behalf.

3.5 A letter confirming the signatory's authorization to conduct custodian business must be included.

### **Guideline for Proxy Preparation**

The Company has provided 3 proxy forms: Form A/ Form B / Form C prescribed by the Department of Business Development, Ministry of Commerce to be used in the following cases:

- Form A: simple and general proxy form
- Form B: specific proxy form
- Form C: proxy form for foreign shareholder appointing the custodian in Thailand

### **The shareholder who is not able to attend the Meeting may appoint the proxy as follows**

1. Select only one of the three forms provided above as follows:
  - 1.1 General shareholders shall select only one of either Form A or Form B.
  - 1.2 Shareholder listed in the share register book as foreign shareholder appointing the custodian in Thailand can select only one of the three proxy forms.
2. Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your proxy an Independent Director of the company, according to the names shown in Attachment 4.
3. Affix the 20 Baht stamp duty and specify the date on the proxy form.
4. The shareholder may send the completed proxy form together with the above documentation to the Head Office of the Company at:
  - 1) E-mail: cg@cmfrozen.com and
  - 2) (Original document) Postal delivery: Attention to: "Company Secretary" the company's head office at 149/34 Soi Anglo Plaza, Surawongse Road, Suriyawongse, Bang Rak, Bangkok 10500

No later than 4.00 p.m. (Thailand time) on April 24, 2026, so that officers of the Company are given enough time to check the documentation. Spilt of shares to several proxies to vote in the meeting is not allowed. Shareholders shall authorize the proxy holder to cast the votes equal to the total number of shares held by shareholder. Authorizing less than the total number of shares is not allowed except for the custodian appointed by foreign shareholder in accordance with proxy form C.

### **Meeting Registration**

The registrations for attending the meeting will be opened at 09.00 hours on Wednesday, April 29, 2026 via Electronic Method (e-AGM) only by broadcasting live at the company's head office

### **Submitting questions in Advance**

Shareholders are encouraged to submit inquiries of each agenda item before April 24, 2026. The company will compile and address these questions in the meeting minutes following the conclusion of the meeting. Nevertheless, shareholders or proxies present during the conference may still raise inquiries based on the meeting agenda.

### **Voting**

1. Regarding voting, each shareholder holds one vote, and the decision-making process during the shareholder meeting is based on the following principles:
  - Decisions are typically made by a majority vote among attending shareholders with voting rights. In tied votes, the meeting chairman casts an additional deciding vote.
  - In scenarios where specific laws or company regulations dictate otherwise, procedures will be followed as outlined. Before voting on each agenda item, the chairman will inform shareholders of any such deviations.
2. Proxy voting must adhere strictly to the instructions provided by the grantor in the proxy form.
3. Shareholders with vested interests in any matter are prohibited from voting. The chairman may temporarily exclude such shareholders from the meeting room if necessary.

### **Company regulations Concerning the shareholder meeting**

#### **1. Meeting arrangement and quorum**

**Article 33.** There are two types of shareholder meetings of the company.

- (1) The annual general meeting occurs once annually, within four months following the conclusion of the company's fiscal year.

(2) Extraordinary meetings, distinct from the annual gathering, may be convened.

Shareholder meetings of the company may be conducted electronically, adhering strictly to regulations, protocols, and legal stipulations concerning electronic gatherings. These include security measures and information standards mandated by law, encompassing current directives and any future amendments.

Determining which shareholder meetings occur via electronic media involve sending meeting invitations and documents via email. However, such electronic transmissions must comply with relevant legal guidelines.

Extraordinary meetings may be initiated by:

(a) A committee empowered to convene such gatherings at any time.

(b) One or more shareholders, collectively possessing at least 10 percent of the total shares, may petition the board of directors to call an extraordinary meeting. Such requests must clearly outline the purpose and rationale for the meeting. The board must then arrange the gathering within 45 days of receiving the petition.

Should the committee fail to organize a meeting within the stipulated timeframe, shareholders meeting the requisite criteria may independently call a meeting within 45 days of the deadline's expiration. In this scenario, the gathering is deemed to be called by the board of directors, and the company bears the associated costs. If a shareholder-initiated meeting lacks the attendance necessary to establish a quorum, as specified in section 34, the shareholders responsible for calling the meeting must collectively cover the expenses incurred by the company.

**Article 34.** When convening a shareholder meeting, shareholders and proxies (if any) must attend with a minimum of 25 individuals or less than half of the total number of shareholders, and shares representing no less than one-third of the total shares must be present. This ensures that a quorum is achieved.

If, after 1 hour from the scheduled start time, it becomes apparent that the attendance does not meet the specified quorum requirement, the shareholder meeting will not proceed. If the meeting was convened at the shareholders' request, it will be adjourned. However, suppose the meeting was not called at the shareholders' request. In that case, a new meeting will be scheduled, and shareholders will receive an invitation at least seven days before the latest meeting date. A quorum will not be necessary for the subsequent meeting.

**Article 35.** The chairman of the board of directors is designated as the chairman of the shareholder meeting. If the Chairman is absent or unable to fulfill their responsibilities, the Vice Chairman assumes the role of Chairman. Should there be no vice chairman, or if they cannot carry out their duties, the shareholders present at the meeting will collectively elect one shareholder to serve as the chairman of the meeting.

## 2. Voting

In the shareholders meeting, Shareholders may appoint other persons as proxies to attend the meeting. and can vote on their behalf in meetings. The proxy form must be dated and signed by the shareholder granting the proxy. and must be in the form specified by the registrar

**Article 35.** The resolution of the shareholder meeting shall consist of the following votes:

- (1) Under regular circumstances, a majority vote of attending shareholders with voting rights is decisive. The meeting chairman holds an additional vote to break the deadlock in a tie.
- (2) In specific scenarios, at least three-fourths of the total votes from attending shareholders with voting rights are necessary. These instances include:
  - (a) Sale or transfer of all or significant portions of the company's assets to another entity.
  - (b) Acquisition or acceptance of the business of another company or private entity by the company.
  - (c) Execution, modification, or termination of contracts of the lease of the company's assets or significant segments, delegation of business management to a third party, or merging business operations with another entity intending to share profits and losses.

## 3. Election of directors

**Article 16.** The shareholder meeting appoints directors using a majority vote according to the following criteria and methods.

- (1) Each shareholder is entitled to one vote per share they hold.
- (2) Shareholders must allocate all their votes, as described in (1), to elect one or multiple directors. However, votes cannot be fragmented among individuals.
- (3) Directors are elected in descending order of votes received, with those receiving the highest votes securing positions. In instances where the subsequent candidate gets an equal number of votes, surpassing the available director positions, or in the event of a tie during an election, the chairman of the meeting will cast an additional vote to break the deadlock.

**Article 17:** During each annual general meeting, one-third of the directors will retire from their positions, or the closest number to one-third if the total number of directors is not divided by three. Directors who are required to retire within the first and second years following the company's registration will be determined by drawing lots. Subsequently, the longest-serving directors will retire from their positions. These directors may be eligible for reelection.

**Article 21:** Shareholders have the authority to vote to remove any director from their position before the conclusion of their term. A vote of at least three-fourths of the total number of shares held by attending shareholders, representing at least half of the total shares held, is required for such a decision to pass.

**Utilizing QR Codes for Downloading: Annual Report 2024 and the Company's Financial Statements for the Fiscal Year Ending on December 31, 2024**

The Stock Exchange of Thailand, in collaboration with The Thailand Securities Depository Co., Ltd., acting as a securities registrar, has devised a system for companies seeking listing on the stock exchange. This system facilitates the distribution of shareholder meeting documents and annual reports in electronic format through QR Codes, enabling shareholders to conveniently and swiftly access company information. Shareholders can access information by scanning the QR Code and following the steps.

**For the iOS operating system**

1. Turn on the camera on your mobile phone.
2. Scan (point your phone's camera at) the QR Code.
3. The screen will have a message ( Notification ) at the top. Click on that message. to view information

Note: If there is no message ( Notification ) on the mobile phone, shareholders can scan the QR Code from other applications such as QR Code Reader, Facebook or Line, etc.

**Android operating system**

1. Open the Application QR Code Reader, Facebook, or Line.
2. Scan the QR Code to view information.

**Steps for scanning QR Code via Line**

Open the Line application and select Add Friend > Select QR Code > Scan QR Code.