

Part 2

Management and Corporate Governance

7. Securities and Shareholder information.

7.1 Register capital securities and paid-up capital securities

- The Company's registered capital is 381,146,251 baht, paid up of 381,145,725 baht, divided into 381,145,725 common shares and each with par value of 1 baht.
- The company has no other securities such as preference share, warrant, debenture share chiefly.

7.2 Shareholders

- Names of main shareholders at the day of closing register book to suspend transferring shares for the right in attending Ordinary Shareholder Meeting are as follows:

The first ten major shareholders	At March 20,2014		At March 14,2013	
	Shares	%	Shares	%
1. Nornern Agricultural Co., Ltd.	83,526,100	21.91	66,755,700	17.51
2. Thai and VDR Co., Ltd.	24,029,695	6.30	13,318,695	3.49
3. Nomura Securities Co., Ltd.	19,057,313	5.00	19,057,313	5.00
4. Mr. Lan Mu Chiou + spouse	18,030,830	4.73	18,030,830	4.73
5. Mr.Prapas Pholpipattanaphong +spouse	15,346,200	4.03	15,346,200	4.03
6. Mrs. Supuck Pataratirakul	11,434,500	3.00	-	-
7. Miss Chang, Min - Fang	8,837,730	2.32	8,837,730	2.32
8. Mrs. Pornthip Ratanaamornpin	7,800,065	2.05	-	-
9. Mrs. Kornwika Vongsariyavanich	7,384,000	1.94	-	-
10. Mr. Chatree Laowanichwith	7,353,600	1.93	-	-
11. Miss Ninjarat Saharattanachaiwong	6,261,750	1.64	6,261,750	1.64
12. Mr. Lu, Yu – Chin	6,105,309	1.60	6,105,309	1.60
13. Itochu Corporation	-	-	50,440,665	13.23
14. Itochu (Thailand) Ltd.	-	-	25,789,335	6.77
Total	215,167,092	56.45	229,943,527	60.32

Remark: at December 26, 2013, Itochu Corporation and Itochu (Thailand) Ltd. have sold all holding shares.

Items	At March 20, 2014			At March 14, 2013		
	No. of holders	Shares	%	No. of holders	Shares	%
Thai nationality	2,179	297,043,981	77.93	2,332	227,268,181	59.63
Foreign nationality	37	84,101,744	22.07	39	153,877,544	40.37
Total shareholders	2,216	381,145,725	100.00	2,371	381,145,725	100.00
- Taiwanese	13	60,103,878	15.77	10	52,480,878	13.77
- Japanese	10	22,758,595	5.97	13	99,038,595	25.98
- Hong Kong	1	620,000	0.16	-	-	-
- USA	3	330,876	0.09	3	330,876	0.09
- English	4	224,388	0.06	4	224,388	0.06
- Swiss	1	18,150	0.01	2	1,756,950	0.46
- Others	5	45,857	0.01	7	45,857	0.01

- The company holds the share in Agrifood Processing Co., Ltd., (subsidiary company) by holding the shares 100%.
- The company has no agreement between main shareholders that will impact toward issuance and selling propose of securities or work execution of the company.

Strategic Shareholder	At March 20, 2014			At March 14, 2013		
	No. of holders	Shares	%	No. of holders	Shares	%
Directors and Executive including related person and who have relationship	30	153,516,637	40.28	29	127,489,673	33.45
Shareholder more than 5% with counting include related person	2	43,087,008	11.30	4	95,287,313,	25.00
Small shareholders	2,029	184,539,206	48.42	2,185	158,365,620	41.55
Holing lower 1 unit of buying-selling	155	2,874	-	153	3,119	-
Total	2,216	381,145,725	100.00	2,371	381,145,725	100.00

Strategic Shareholder	At March 20, 2014			At March 14, 2013		
	No. of holders	Shares	%	No. of holders	Shares	%
Hold excess 0.5% of share	36	289,797,728	76.03	29	285,579,303	74.93
Hold not excess 0.5% of share but not lower 1 unit of buying-selling	2,025	91,345,123	23.97	2,189	95,287,313	25.07
Hold share lower 1 unit of buying-selling	155	2,874	-	153	3,119	-
Total	2,216	381,145,725	100.00	2,371	381,145,725	100.00

Names of Institution Shareholders of the company

Name		At March 20, 2014		At March 14, 2013	
		Shares	%	Shares	%
1	Nomura Securities Co., Ltd.	19,057,313	5.00	19,057,313	5.00
2	Kim Eng Securities (Hong Kong) Ltd.	620,000	0.16	-	-
3	Bank Julius Baer and Co., Ltd.	-	-	1,738,800	0.46
4	Commerz Bank Aktiengesellschaft	29,040	0.01	29,040	0.01
5	Land and House Bank PCL.	18,150	0.01	18,150	-
6	The Securities Srimite PCL.	330	-	330	-
7	The Securities Seamico PCL.	88	-	-	-
Total		19,724,921	5.18	20,843,633	5.47

Rights and equality of shareholders

Board of Company has fully realized an important of shareholders by intending the shareholders to be treated equally on the process of good corporate governance. The Company then opens a chance for the shareholders to participate by presenting the subject that think it important to put in the agenda of Ordinary Shareholder Meeting and presenting person name of knowledgeable, competent and appropriate qualified for receiving consideration of electing as company director and enable to send the question concerning agenda of meeting to the Board of Director in advanced before meeting day and the company is still aware of the right of shareholders in receiving the company information with correct, sufficient, in time and equal to make decision in Shareholder Meeting. Therefore, in every Shareholder Meeting, the company will send a letter of convening meeting with document information for meeting that contains full details and sufficient inclusive Board of Company comments in every agenda toward securities registrar of the company in order to reach in hand of the shareholders before meeting 21 days as fixed by law and the shareholders are still able to study an information for meeting in advanced through website of the company at least 30 days before Shareholder Meeting day to open a chance to the shareholders having time to study such information in details. Besides, the company has still given facilities to the shareholders in participating the Shareholders Meeting by fixing day, time and venue to reach convenient and having appropriate size for serving meeting attendant sufficiently and in case the shareholders are unable to attend the meeting by themselves then able to delegate other persons or Independent Director of either of their company to attend and cast a vote by proxy.

Shareholders' Meetings

Board of Company managed to have Shareholder Meeting and it is Annual Ordinary Meeting within 4 months from the date of cycle year of account and extraordinary shareholder meeting in case of asking special resolution from shareholders. The Company pays an important to every shareholder both institution shareholders and small shareholders, the company then invites and supports institution shareholders and small shareholders to join the meeting in order to inquire suspicion express one's thought and give various advise that will be useful toward conductive business in which the company is ready to give facilities to every shareholders equally and uses the rights to vote transparently, justice by providing to have the meeting set in agenda order that formulated in an invitation letter. For electing agenda of directors, the company has separated the matter to allow the shareholders use the rights to vote for electing directors individually along with arrange to have an representative of the shareholders in counting the vote for correction and make disclosure of the shareholder meeting resolution with voting result at time 09.00 a.m. of the next working day from the date of shareholder meeting and arrange completely of meeting report and diffuse meeting report toward the Securities and Stock Exchange of Thailand and report through the company website within 14 days from the date of shareholder meeting.

Basis and method of casting a vote in electing director are as follows:

1. One shareholder has a vote equal to one share/one vote.
2. Each shareholder must use all existing vote as 1 to elect one person or many persons as director but can't share the vote to anyone more or less.
3. A person which receives maximum vote respectively shall be elected as director equal to number of available director as it must be and must elect in that time. In case a person which is elected respectively by having equal vote exceed number of director that must have or must elect in that time, let the Chairman vote for arbitrating.

7.3 Other securities issuance

The company issues the securities as ordinary share only, not issues other securities such as preference share or warrant or debenture share chiefly.

7.4 Dividend payment policy

Normally, the company has a policy to pay dividend not less than 60% of net profit except in case there is a plan to expand investment, then will consider to paid dividend as financial appropriate.

Record of Dividend

Year	Rate (Baht/share)	Amount of shares (Shares)	Date of closing register book for the right of dividend	Dividend payment dates
2011	0.14	381,145,725	Mar.13-14,2012	May 11,2012
2012	0.28	381,145,725	Mar.13-14,2013	May 10,2013
2013	0.31	381,145,725	Mar.19-20,1014	May 12,2014
2014	0.10	381,145,725	Mar.12-13,2015	May 14,2015

Items	Unit	2014	2013	2012	2011
Net profit Consolidated	,000baht	60,426	135,818	174,062	55,796
Amount of shares	,000shares	381,146	381,146	381,146	381,146
Par value	Baht/share	1.00	1.00	1.00	1.00
Profit per shares	Baht/share	0.16	0.36	0.46	0.15

Items	Unit	2014	2013	2012	2011
Book value	Baht/share	3.33	3.48	3.41	3.07
Annual dividend	,000baht	38,115	118,155	106,721	53,360
Annual dividend	Baht/share	***0.10	0.31	0.28	0.14
Payout ratio	%	63.08	87.00	61.31	95.63

Remark: Ratio of dividend payment and dividend payout date from an operation result of the year 2014*** are still uncertain. It depends on the resolution of Ordinary Shareholder Meeting for annual 2015 which will be meeting on April 28, 2015.

8. Management structure

8.1 Board of company

Board of Company

Names	Position	Type of director
1. Mr. Prayoon Pholpipattanaphong	Chairman	Executive director
2. Mr. Prapas Pholpipattanaphong	Managing Director	Executive director
3. Mr. Suwat Phongphasura	Director	Executive director
4. Mr. Prayuth Pholpipattanaphong	Director	Executive director
5. Mr. Ankoon Pholpipattanaphong	Director	Executive director
6. Mr. Lan, Mu - Chiou	Director	Non-executive director
7. Mr. Amnuay Yossuck	Director	Independent director
8. Mr. Ampon Ruayfupant	Director	Independent director
9. Dr. Phusit Wonglorsaichon	Director	Independent director
10. Miss Darunee Ruangtham	Director	Independent director
By Mr. Ankoon Pholpipattanaphong as Secretary to the Board of Company		

Board of Audit Committee

Names	Position	Type of director
1. Mr. Amnuay Yossuck	Chairman	Independent director
2. Mr. Ampon Ruayfupant	Director	Independent director
3. Miss Darunee Ruangtham	Director	Independent director
Mr. Ampon Ruayfupant - Master of Business-Finance, Cornell University, New York, USA., have good knowledge and experience in the field of financials and accounting. By Mr. Suphot Sutthiprapa, Assistant Internal Audit Manager as Secretary to the Board of Audit Committee		

Board of Executive Directors

Names	Position	Type of director
1. Mr. Prayoon Pholpipattanaphong	Chairman	Executive director
2. Mr. Prapas Pholpipattanaphong	Managing Director	Executive director
3. Mr. Suwat Phongphasura	Director	Executive director
4. Mr. Prayuth Pholpipattanaphong	Director	Executive director
5. Mr. Ankoon Pholpipattanaphong	Director & Secretary	Executive director

Board of Nomination and Remuneration Committee

Names	Position	Type of director
1. Mr. Amnuay Yossuck	Chairman	Independent director
2. Mr. Ampon Ruayfupant	Director	Independent director
3. Mr. Prapas Pholpipattanaphong	Director	Executive director
4. Mr. Wanchandr Sivaboonyawongs	Director & Secretary	Legal Advisor

Board of Corporate Governance Committee

Names	Position	Type of director
1. Mr. Prayuth Pholpipattanaphong	Chairman	Executive director
2. Mr. Ankoon Pholpipattanaphong	Director	Executive director
3. Mr. Ampon Ruayfupant	Director	Independent director
4. Dr. Phusit Wonglorsaichon	Director	Independent director
5. Mr. Sakda Phimmuang	Director & Secretary	Accounting Manager
6. Mr. Vanchandr Sivaboonyawongse	Consultant	Law advisor

Board of Risk Management Committee

Names	Position	Type of director
1.Mr.Prapas Pholpipattanaphong	Chairman	Executive director
2.Mr.Suwat Phongphasra	Director	Executive director
3.Mr.Ankoon Pholpipattanaphong	Director	Executive director
4.Mr.Prayuth Pholpipattanaphong	Director	Executive director
5.Mr.Wanchandr Sivaboonyasongs	Director	Legal advisor
6.Mr.Sakda Phimmuang	Director & Secretary	Accounting manager

Directors - Subsidiaries Company (Agrifood Processing Co., Ltd.)

1. Mr. Prayoon Pholpipattanaphong
2. Mr. Prapas Pholpipattanaphong
3. Mr. Suwat Phongphasura
4. Mr. Prayuth Pholpipattanaphong
5. Mr. Ankoon Pholpipattanaphong

Biography of the Directors

1. Mr. Prayoon Pholpipattanaphong

Type of director	Executive director (Chairman of Board of Director)
Age	81 years
Education	Accounting profession
Other qualifications	Honorary Doctor, Agricultural, Maejoe University
Director training program/year	DAP-15/2004
Experience	Chairman of Chiangmai Frozen Foods PCL., from Nov. 3, 1988-present
Positions in other listed companies	None
Positions in non-listed companies	Chairman of Agrifood Processing Co., Ltd., from Jun. 6, 2003-present
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 5 / 5 times Board of Executive Director Meeting 4 / 4 times
Date and no. of years on the board	November 3, 1988, 27 years
CM Shareholding on Dec. 31'2014	306,517 shares or 0.08%

2. Mr. Prapas Pholpipattanaphong

Type of director	Executive director (Managing Director)
Age	66 years
Education	High school certificate
Director training program/year	DAP-8/2004

Experience	Managing Director of Chiangmai Frozen Foods PCL., from Nov. 3, 1988-present
Positions in other listed companies	None
Positions in non-listed companies	Director of Agrifood Processing Co., Ltd., from Jun. 6, 2003-present
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 5 / 5 times Executive Director Meeting 4 / 4 times Board of Nomination & Remuneration Meeting 2 / 2 time Board of Risk Management Meeting 1 / 1 time
Date and no. of years on the board	November 3, 1988, 27 years
CM Shareholding on Dec. 31'2014	Private 10,007,830 shares or 2.63% Spouse 5,338,370 shares or 1.40% Total 15,346,200 shares or 4.03%

3. Mr. Suwat Phongphasura

Type of director	Executive director
Age	73 years
Education	High school certificate
Director training program/year	DAP-12/2004
Experience	Executive director of Chiangmai Frozen Foods PCL., from Nov. 3, 1988-present Authorized director of Chiangmai Frozen Foods PCL from Mar. 25, 1997 – present.
Positions in listed companies	None
Positions in non-listed companies	Director of Agrifood Processing Co., Ltd., from Jun. 24,2005-present
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 4 / 5 times Board of Executive Director Meeting 4 / 4 times Board of Risk Management Meeting 1 / 1 time
Date and no. of years on the board	November 3, 1988, 27 years
CM Shareholding on Dec. 31'2014	2,450,250 shares or 0.64%

4. Mr. Prayuth Pholpipatanaphong

Type of director	Executive director
Age	68 years

Education	Bachelor of Science, Chulalongkorn University
Director training program/year	None
Experience	Business Development Manager-Chiangmai Frozen Foods PCL., from Jan. 2, 2003-present Executive director-Chiangmai Frozen Foods PCL., from Apr. 30, 2010-present Director- Esso Thailand(2000-2001)
Positions in listed companies	None
Positions in non-listed companies	Executive Director- Agrifood Processing Co., Ltd., from Jun. 6, 2003-present
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 5 / 5 times Board of Executive Director Meeting 4 / 4 times Board of Corporate Governance Meeting 2 / 2 time Board of Risk Management Meeting 1 / 1 time
Date and no. of years on the board	April 30, 2010, 5 years
CM Shareholding on Dec. 31'2014	None

5. Mr. Ankoon Pholpipattanaphong

Type of director	Executive director (Asst. Managing Director, Secretary)
Age	45 years
Education	Master of Business Administration- Colorado University Bachelor of Communication, Bangkok University
Director training program/year	DAP-12/2004, UFS-10/2005
Experience	Executive director & Marketing Manager of Chiangmai Frozen Foods PCL., from Apr. 27, 2000-present Assis.Managing Director of Chiangmai Frozen Foods PCL., from Feb. 1, 2007-present Company's Secretary of Chiangmai Frozen Foods PCL., from Feb. 28, 2008-present
Positions in listed companies	None
Positions in non-listed companies	Authorized director of Agrifood Processing Co., Ltd., from Jun. 6, 2003-present
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 5 / 5 times Board of Executive Director Meeting 4 / 4 times Board of Corporate Governance Meeting 2 / 2 time Board of Risk Management Meeting 1 / 1 time

Date and no. of years on the board	April 27, 2000, 15 years
CM Shareholding on Dec. 31'2014	Private 3,702,600 shares or 0.96% Spouse 181,500 shares or 0.05% Child 363,000 shares or 0.10% Total 4,247,100 shares or 1.11%

6. Mr. Lan Mu Chiou

Type of director	Non-executive director
Age	67 years
Education	High school certificate
Director training program/year	None
Experience	Director of Chiangmai Frozen Foods PCL., from Nov. 3,1988-present
Positions in listed companies	None
Positions in non-listed companies	None
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 3 / 5 times
Date and no. of years on the board	November 3,1988, 27 years
CM Shareholding on Dec. 31'2014	Private 12,886,724 shares or 3.38% Spouse 5,144,106 shares or 1.35% Total 18,030,830 shares or 4.73%

7. Mr. Santichai Suakanonth

Type of director	Independent director (Chairman of Board of Audit Committee)
Age	81 years
Education	Bachelor of Commercial, Thammasat University Bachelor of Accounting, Thammasat University
Other qualification	Certified Public Accountant Registration No. 422
Director training program/year	DAP-15/2004, ACP13/2006
Experience	Manager of Krungsriyudhya Bank, Pernchit Office (1993-1995) Independent Director-Chiangmai Frozen Foods PCL., from Nov. 20, 1992-present
Positions in listed companies	None
Positions in non-listed companies	None
Positions in rival companies / related companies	None

Meeting attendance in 2014	Board of Director Meeting 2 / 2 times Board of Audit Committee Meeting 1 / 1 times Board of Nomination & Remuneration Meeting 1 / 2 time
Date and no. of years on the board	November 20, 1992, 22 years
CM Shareholding on Apr. 23'2014	45,738 shares or 0.01%

8. Mr. Amnuay Yossuck

Type of director	Independent director (Chairman of Audit Committee)
Age	78 years
Education	Master of Economic (Agriculture), Arisoma University Bachelor of Economics, Thammasat University
Other qualification	Honorary Doctor, Cooperative Agricultural, Maejoe University
Director training program/year	DAP-15/2004
Experience	Deputy Minister, Ministry of Public Health(1981-1983) Deputy Minister, Ministry of Finance (1983-1985) Deputy Minister, Ministry of Commerce (1985-1986) Prime Minister Adviser (1988-1990) Deputy Minister, Ministry of Foreign Affairs (1985-1986) Independent Director-Chiangmai Frozen Foods PCL., from Mar. 12, 1993-present
Positions in listed companies	None
Positions in non-listed companies	Chairman of Board of Director of Piriapol International (1986-present) President of Mae Joe University Council (1999-present)
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 5 / 5 times Board of Audit Committee Meeting 4 / 4 times Board of Nomination & Remuneration Meeting 2 / 2 time
Date and no. of years on the board	March 12,1993, 22 years
CM Shareholding on Dec. 31'2014	667,920 shares or 0.18%

9. Mr. Ampon Ruayfupant

Type of director	Independent director (Audit Committee)
Age	46 years
Education	Master of Business-Finance, Cornell University Bachelor-Business Administration, Assumption University
Director training program/year	None
Experience	Risk Management Manager of GE Capital(1994-1996) Independent Director-Chiangmai Frozen Foods PCL.,

	from Apr. 26, 2006-present Director-Amarin Printing PCL., from 2013-present)
Positions in listed companies	Director-Amarin Printing PCL., from 2013-present)
Positions in non-listed companies	Executive director of Pilot Knit Sport Wear Co., Ltd. (2000-present)
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 5 / 5 times Board of Audit Committee Meeting 4 / 4 times Board of Nomination & Remuneration Meeting 2 / 2 times. Board of Corporate Governance Meeting 2/2 times
Date and no. of years on the board	April 26,2006, 9 years
CM Shareholding on Dec. 31'2014	71,874 shares or 0.02%

10. Dr. Phusit Wonglorsaichon

Type of director	Independent director
Age	44 years
Education	Ph.D - Business Administration Nova Southeastern University. Ph.D - Education Chulalongkorn University. Master of Business Administration (Honor) Indianapolis University. Bachelor - Material Science, Ceramics Chulalongkorn University
Director training program/year	None
Experience	Thai Chamber of Commerce.-started Sep. 28, 2012-present Independent Director-Chiangmai Frozen Foods PCL., from Apr. 30, 2010-present
Positions in listed companies	None
Positions in non-listed companies	None
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 5 / 5 times Board of Corporate Governance 2 / 2 times
Date and no. of years on the board	April 30, 2010, 5 years
CM Shareholding on Dec. 31'2014	None

11. Miss Darunee Ruangtham

Type of director	Independent director (Audit Committee)
Age	57 years
Education	Master Degree-Business Management, Tampa Collage, Florida, USA Bachelor Degree-Computer Science, Tampa Collage, Florida, USA

	Bachelor Degree-Business Administration Major in Finance & Banking, Assumption University Financial Thinking for Finance Manager - Sasin
Director training program/year	None
Experience	Independent Director-Chiangmai Frozen Foods PCL., from Apr.'2014-present Authorized Director, The Regent Cha-am from Oct.'2004-present Manager, Assets & Finance Management, the Regent Group from May '1993-present Finance Manager, the Regent Group from Jul.'1988 – Jan.'1992 Finance Department, Fuji Xerox Co., Ltd., from 1980-1983
Positions in listed companies	None
Positions in non-listed companies	Authorized Director, The Regent Cha-am from Oct.'2004-present Manager, Assets & Finance Management, the Regent Group from May'1993-present
Positions in rival companies / related companies	None
Meeting attendance in 2014	Board of Director Meeting 3 / 3 times Board of Audit Committee Meeting 2 / 2 times
Date and no. of years on the board	Company Director on April 23,2014, 1 year and Audit Committee on May 15, 2014
CM Shareholding on Dec. 31'2014	114,856 shares or 0.03%

Other important information of directors, independent directors and high rank executives

- Directors or high rank executives of the company have not ever been the officials or partners of outside public account company that the company was using the service in last 2 years.
- No independent directors of the company hold an office in registered company in the Securities and Stock Exchange more than 3 places.
- No executive of the company hold an office more than 3 places.
- The company has at least one none – executive having working experience in related with company business.

Change on holding securities of company director in the cycle year of 2014

(unit : shares)

Names - Surname		Position	Hold the share, beginning of the year	Hold the share, end of the year	Change
1	Mr.Prayoon Pholpipattanaohong	Chairman	306,517	306,517	-
	Nortern Agricultural Co., Ltd.		83,526,100	83,526,100	-

Names - Surname			Position	Hold the share, beginning of the year	Hold the share, end of the year	Change
	Total			83,832,617	83,832,617	-
2	Mr.Prapas Pholpipattanaphong	Private	Managing Director	10,077,830	10,077,830	-
		Spouse		6,338,370	5,338,370	-
		Total		15,346,200	15,346,200	-
3	Mr.Suwat Phongphasura		Executive Director	2,450,250	2,450,250	-
4	Mr.Prayuth Pholpipatanaphong		Executive Director	-	-	-
5	Mr.Ankoon Pholpipattanaphong	Private	Executive	3,702,600	3,702,600	-
		Spouse	Director	181,500	181,500	-
		Child		363,000	363,000	-
		Total		4,247,100	4,247,100	-
6	Mr.Lan, Mu-Chiou	Private	Director	12,886,724	12,886,724	-
		Spouse		5,144,106	5,144,106	-
		Total		18,030,830	18,030,830	-
7	Mr.Amnuay Yossuck		Independent Director	667,920	667,920	-
8	Mr.Ampon Yuayfupant		Independent Director	71,874	71,874	-
9	Dr.Phusit Wonglorsaichon		Independent Director	-	-	-
10	Miss Darunee Ruangtham		Independent Director	64,856	114,856	50,000
Total				124,711,647	124,761,647	50,000
% of paid capital of the company (381,145,725 shares)				32.72	32.73	0.01

Change on holding securities of Executive officers and Manager in the cycle year of 2014 (unit : shares)

Names - Surname		Position	Hold the share, beginning of the year	Hold the share, end of the year	Change
1	Mr.Prayoon Pholpipattanaohong	Chairman	306,517	306,517	-
	Nortern Agricultural Co., Ltd.		83,526,100	83,526,100	-
	Total		83,832,617	83,832,617	-

Names - Surname			Position	Hold the share, beginning of the year	Hold the share, end of the year	Change
2	Mr.Prapas Pholpipattanaphong	Private	Managing Director	10,077,830	10,077,830	-
		Spouse		6,338,370	5,338,370	-
		Total		15,346,200	15,346,200	-
3	Mr.Suwat Phongphasura		Executive Director	2,450,250	2,450,250	-
4	Mr.Prayuth Pholpipatanaphong		Executive Director	-	-	-
5	Mr.Ankoon Pholpipattanaphong	Private	Executive Director	3,702,600	3,702,600	-
		Spouse		181,500	181,500	-
		Child		363,000	363,000	-
		Total		4,247,100	4,247,100	-
6	Mr. Sakda Phimmuang		Accounting Manager	-	-	-
7	Miss Piyalak Chuapoodee		Plant Manager 1	-	-	-
8	Mr. Tummarat Charoensanti		Plant Manager 2	-	-	-
9	Mr. Rangsit Ojaroen		Office Manager 1	-	-	-
10	Miss Warissara Kangkanda		Office Manager 2	-	-	-
11	Miss Chanita Tiparadee		Vice Account Manager	-	-	-
12	Miss Thanarat Thepyothin		Vice Office Manager	-	-	-
13	Mr. Pryaraj Koonprayong		Vice Plant Manager	-	-	-
14	Mr. Boonmee Saman		Vice Plant Manager	-	-	-
15	Mr. Thamom Chaiwong		Vice Quality Assurance & Development Manager	-	-	-
16	Mr. Chanwit Suwanrat		Vice Quality Assurance & Development Manager	-	-	-
17	Mr. Sairung Boontom		Assis. Office Manager	-	-	-
18	Mr. Wittaya Kumrangkeng		Assis. Office Manager	-	-	-
19	Mr. Suphot Sutthiprapa		Assis. Internal Audit Manager	-	-	-

Important property and performance point of directors and executives

1. Is a director in registered company in the Securities and Stock Exchange not excess 3 places.
2. Must not ever been the officials or partners of public account company that the company was using the service in last 2 years.
3. Must manage to make buying-selling securities report of the company in order to report toward Securities and Stock Exchange within 3 working days and report to the company secretary or person that Board of Company assigned for acknowledgement.
4. Prohibit directors, executives to use internal information for buying-selling securities.
5. Must report of having common interest to the Board of Company for acknowledgement.
6. To make important subject among themselves must receive consideration and approval from Board of Company.

Holding an office as director in the subsidiary company (A), other registered companies (B), working experience in related business (C), accounting knowledge (D) and training as director in the previous year (E)

Name	Type of directors	A	B	C	D	E
Mr. Prayoon Pholpipattanaphong	Chairman	1	-	Yes	Yes	-
Mr. Prapas Pholpipattanaphong	Managing Director	1	-	Yes	Yes	-
Mr. Suwat Phongphasura	Executive Director	1	-	Yes	Yes	-
Mr. Prayuth Pholpipattanaphong	Executive Director	1	-	-	Yes	-
Mr. Ankoon Pholpipattanaphong	Executive Director	1	-	Yes	Yes	-
Mr. Lan, Mu - Chiou	Non-executive Director	-	-	-	Yes	-
Mr. Amnuay Yossuck	Independent Director	-	-	-	Yes	-
Mr. Ampon Ruayfupant	Independent Director	-	1	-	Yes	-
Dr. Phusit Wonglorsaichon	Independent Director	-	-	-	Yes	-
Miss Darunee Ruangtham	Independent Director	-	-	-	Yes	-

Independent Directors definition

1. Not holding a share excess 0.50% of paid capital of the company, subsidiary company, corporate company or related company, all this include a share hold by related person.
2. Be a director in registered company in the Securities and Stock Exchange not excess 3 places.
3. Not participate in administration, not be the officials, employee, advisor with regular salary or control authorize company, subsidiary company, corporate company, related company or company that major shareholder hold a share both direct and indirect or a person who has conflict of interest by must not having interest or having common interest in such character for not less than 2 years.

4. No relationship on business or service provider on profession public account to the company, subsidiary company, corporate company, related company or juristic person that having conflict of interest except would escape from such character not less than 2 years.
5. Is freely or not relate with executive section and major shareholder of the company.
6. Not be a director in others registered company in the group of the company, subsidiary company, corporate company, related company or the company that major shareholder hold a share both direct and indirect.
7. At least one independent director must have good knowledge and experience in the field of financials and accounting.
8. No prohibit character according to the policy of Corporate Governance of the company.
9. No prohibit character according to the formulated of Securities and Exchange Commission and Securities and Stock Exchange.

Limit of duty authority of Board of Company and Board of Executive Directors(Management Division)

Authority of Board of Company	Authority of Board of Executive Directors
<ol style="list-style-type: none"> 1. Board of Company have an authority according to the regulation of the company which include supervision and management the company in accordance with laws, objective, regulation and resolution at the shareholder meeting. 2. To formulate visibility, direction and tactics of the company. 3. To give approval for important tactics and important policy including objective, financial target and company plan also follow up, supervise to have practice as planned. 4. To manage having account system, financial report and auditing inclusive supervise for having an internal control system and internal audit to be efficiently and effective. 5. To investigate supervising and manage to amend problem of conflicts of interest that may arise inclusive related subject. 6. To formulate line of risk management and supervise executive for having system or efficiently process in risk management. 7. To supervise in having system or mechanism of paying suitable remuneration to the high rank of executive to create inducement power both in short-run and long-run. 8. To supervise for having appropriately channel of communication with each group of shareholder and stakeholder of the company. 9. Allow to have disclosure of correct information, clear, transparent, reliably and high standard. 10. To be a leader and good example in practice. 	<ol style="list-style-type: none"> 1. Formulate execution policy and operating direction to coordinate with the policy and objective of the company by intending to build up security and maximum advantage to the company. 2. Oversee the management to proceed work as formulated policy strictly. 3. Authorize in approving and making juristic act under the frame formulated by the Board of Company. 4. Any other acts as assigned by the Board of Company.

Balance of power for Non-executive Directors

Board of Company consists of 10 Directors as follows:

- 5 Executive Directors
- 1 Non-executive Directors
- 4 Independent Directors

Chairman of the company though it may have blood relationship with Managing Director but viewpoint in operation are freely each other, also structure of Board of Company comprises executive directors and non-executive directors in which in number of non-executive directors are having number of Independent Directors one third of the whole Board or not less than 3 persons make capable to inspect an administration freely. So every group of stakeholder can convince that the Chairman and Managing Director have performed their duty fairly, equality in their capacity as representative of shareholders and having balance of power appropriately.

Aggregation or segregation of positions

The Chairman and Managing Director are not the same person so as to make the role separated clearly.

Board of Directors' Meeting

1. The Company formulates advance table of the Board of Director Meeting yearly by formulating to have a regular meeting at least one time/quarter and each director acknowledges of it. The Company have meeting plan in year 2015 details as follow:

Meeting No.	DD-MM-YY	
1	Thursday	February 26, 2015
2	Thursday	May 14, 2015
3	Friday	August 14, 2015
4	Friday	November 13, 2015

2. The Chairman and Managing Director joint in consideration for agenda meeting.
3. To manage in sending invitation letter for meeting, agenda of a meeting and document for meeting to the directors in advanced at least 7 days before meeting enable to have time for considering information sufficiently.
4. To formulate in having not less than two third of the directors attend the meeting with quorum when having considered to resolve in important matters such as list of obtained or distributed assets of the company and subsidiary company that impact to the company, expansion of investment project, formulate work level of executive power, formulate financial management policy and risk management above all.
5. In the meeting, if any director who is a stakeholder in the considering agenda, must depart from the meeting before begin considering in that agenda.
6. Every director has a right to present the subject to the agenda of a meeting, examine document for meeting and other important documents. If any doubt, other directors and management must operate for answering that doubt.
7. Company Secretary or one who has assigned must manage minutes of the Board of Director Meeting completely within time formulated by the laws.

Meeting attendance of each director concludes as follows:

Name list	Period of rank hold	Attending meeting / total meeting (times)		
		Normal meeting	Special meeting	Total
1.Mr. Prayoon Pholpipattanaphong	3 years	4 / 4	1 / 1	5 / 5
2.Mr. Prapas Pholpipattanaphong	3 years	4 / 4	1 / 1	5 / 5
3.Mr. Suwat Phongphasura	3 years	3 / 4	1 / 1	4 / 5
4.Mr. Prayuth Pholpipattanaphong	3 years	4 / 4	1 / 1	5 / 5
5.Mr. Ankoon Pholpipattanaphong	3 years	4 / 4	1 / 1	5 / 5
6.Mr. Lan, Mu-Chiou	3 years	3 / 4	- / 1	3 / 5
7.Mr. Santichai Suakanonth	3 years	1 / 1	1 / 1	2 / 2
8.Mr. Amnuay Yossuck	3 years	4 / 4	1 / 1	5 / 5

Name list	Period of rank hold	Attending meeting / total meeting (times)		
		Normal meeting	Special meeting	Total
9.Mr. Ampon Ruayfupant	3 years	4 / 4	1 / 1	5 / 5
10.Dr. Phusit Wonglorsaichon	3 years	4 / 4	1 / 1	5 / 5
11.Miss Darunee Ruangtham	3 years	3 / 3	-	3 / 3
Every director are having portion of attendance Board of Director Meeting, come to 94% of whole year meeting in the year 2014.				

Meeting attendance of each sub-committee concludes as follows:

Remark: BED=Board of Executive Directors, BAC=Board of Audit Committee, BNR=Board of Nomination & Remuneration Committee, BCG=Board of Corporate Governance Committee, BRM=Board of Risk Management Committee

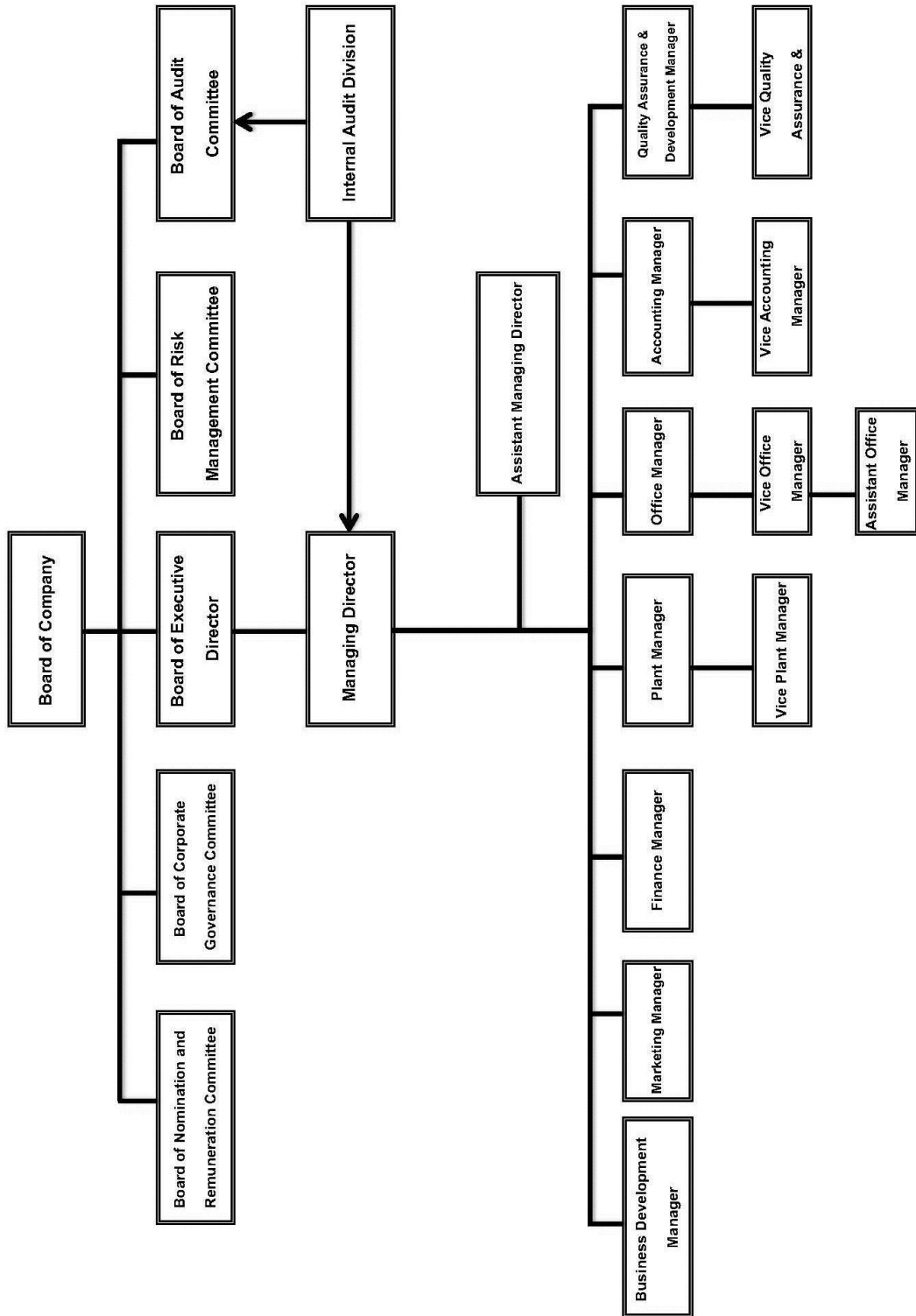
Name list	BED	BAC	BNR	BCG	BRM
1.Mr. Prayoon Pholpipattanaphong	4 / 4				
2.Mr. Prapas Pholpipattanaphong	4 / 4		2 / 2		1 / 1
3.Mr. Suwat Phongphasura	4 / 4				1 / 1
4.Mr. Prayuth Pholpipattanaphong	4 / 4			2 / 2	1 / 1
5.Mr. Ankoon Pholpipattanaphong	4 / 4			2 / 2	1 / 1
6.Mr. Santichai Suakanonth		4 / 4	1 / 2		
7.Mr. Amnuay Yossuck		4 / 4	2 / 2		
8.Mr. Ampon Ruayfupant		4 / 4	2 / 2	2 / 2	
9.Dr. Phusit Wonglorsaichon				2 / 2	
10.Mr.Wanchandr Sibaboonyawongse			2 / 2		- / 1
11.Mr. Sakda Phimmuang				2 / 2	1 / 1

8.2 Executive officers and Manager

Management , Executive Officers and Manager

Names	Position	Education
1.Mr.Prayoon Pholpipattangphong	Chairman Authorized Director	Accounting profession, Honorary Doctor, Agricultural, Maejoe University
2.Mr. Prapas Pholpipattanaphong	Managing Director Authorized Director	High school certificate
3.Mr. Suwat Phongphasura	Executive Director Authorized Director	High school certificate
4.Mr. Prayuth Pholpipattanaphong	Executive Director Business Development Manager	Bachelor of Science, Chulalongkorn University
5.Mr.Ankoon Pholpipattanaphong	Executive Director, Assistant Managing Director, Marketing Manager and Company Secretary	Master of Business Administration, Colorado University Bachelor of Communication, Bangkok University
6.Mr.Sakda Phimmuang	Accounting Manager	Bachelor of Accounting, MBA
7.Miss Piyalak Chuapoodee	Plant Manager 1	Bachelor of Food Science
8.Mr. Tummarat Charoensanti	Plant Manager 2	Mechanical Engineer
9.Mr. Rangsit Ojaroen	Office Manager	Bachelor of Art in Economic
10.Miss Warissara Kangkanka	Office Manager	Diploma
11.Miss Chanita Tiparadee	Vice Accounting Manager	Bachelor of Accounting
12.Miss Thanarat Thepyothin	Vice Office Manager	M.S.-Art in Industrial Psychology
13.Mr.Piyaraj Koonprayong	Vice Plant Manager	Bachelor of Food Science
14.Mr. Boonmee Saman	Vice Plant Manager	Bachelor of Plant Science (Agronomy)
15.Mr. Thanom Chaiwong	Vice Quality Assurance & Development Manager	Master of Food Science
16.Mr. Chanwit Suwannarat	Vice Quality Assurance & Development Manager	Bachelor of Food Science
17.Mr. Sairung Boontom	Assis.Office Manager	Agricultural Education Horticulture
18 Mr. Suphot Sutthiprapa	Assis. Internal Audit Manager	Bachelor of Accounting and Business, Financial Management
19 Mr. Wittaya Kumlungkeng	Assis. Office Manager	Master of Business Administration

Management Structure of the Company



8.3 Company's secretary

The Company manages to have company secretary to perform duty of governance activity of the Board of Company inclusive to cooperate in the following various matters:

- To give primary advice to the directors concerning provision, rule, discipline and various regulations of the company and follow up to act properly and regularly inclusive alteration report of important point to the directors.
- To manage shareholder meeting and Board of Director Meeting in accordance with laws, regulation of the company and various practices.
- To record the proceedings of Shareholder Meeting and Board of Company Meeting inclusive follow up to act as resolution at the Shareholder Meeting and resolution at the Board of Company.
- To governance in having disclose information and report news in responsible part in accordance with discipline and provision of Securities and Stock Exchange of Thailand and Securities and Exchange Commission.
- To contact and communicate with General Shareholders to learn about various right and information of the company.
- To governance activity of the Board of Company.

8.4 Remuneration for directors and executives

The Company has fixed clearly and transparently the remuneration for Directors and Executives in the appropriate basis to uphold as Directors and Executives with required qualification. The Directors that assigned as Audit Committee will receive additional remuneration according to the volume of work.

Remuneration amount: In the year 2014, the company has paid various remuneration to the Directors and Executives as following details:

Remuneration in value

Directors

(Unit : Baht)

Names	Position	2014	2013
1.Mr. Prayoon Pholpipattanaphong	Chairman	400,000	400,000
2.Mr. Prapas Pholpipattanaphong	Managing Director	400,000	400,000
3.Mr. Suwat Phongphasura	Executive Director	400,000	400,000
4.Mr. Prayuth Pholpipattanaphong	Executive Director	400,000	400,000
5.Mr. Ankoon Pholpipattanaphong	Executive Director	400,000	400,000
6.Mr. Lan, Mu-Chiou	Director	400,000	400,000
7.Mr. Kenichi Tai	Director	33,333	400,000
8.Mr. Santichai Suakanonth	Independent Director	125,556	400,000
9.Mr. Amnuay Yossuck	Independent Director	400,000	400,000
10.Mr. Ampon Ruayfupant	Independent Director	400,000	400,000
11.Dr. Phusit Wonglorsaichon	Independent Director	400,000	400,000
12.Miss Darunee Ruangtham	Independent Director	277,260	-

Other remuneration such as meeting fee, bonus, insurance premium etc.	Directors 11 persons	None	None
Total		3,877,260	4,400,000

Audit Committee

(Unit : Baht)

Names	Position	2014	2013
1.Mr. Amnuay Yossuck	Chairman	390,968	240,000
2.Mr. Santichai Suakanonth	Chairman	150,666	480,000
3.Mr. Ampon Ruayfupant	Director	240,000	240,000
4.Miss Darunee Ruangtham	Director	150,968	-
Other remuneration such as meeting fee, bonus, insurance premium etc.		None	None
Total		932,602	960,000
Mr. Amnuay Yossuck acts as Chairman of Board of Audit Committee on May 15, 2014 Miss Darunee Ruangtham holds as Audit Committee on May 15, 2014 Mr. Santichai Suakanonth quitted from the Chairman of Audit Committee on April 23, 2014			

Executive Directors and Executives

Particular	Year 2014		Year 2013	
	No. of person	Total amount (baht)	No. of person	Total amount (baht)
Salary	7	18,663,280	7	18,484,680
Bonus, remuneration	7	5,752,735	7	6,271,535
Cost of living	7	54,600	7	54,600
Social security fund	7	63,000	7	50,400
Provident fund	7	554,498	7	549,140
Sub total	7	25,088,113	7	25,410,355
Grand total		29,897,975		30,770,355

Other remuneration not in value

- Director: none (such as meeting fee, bonus, insurance premium etc.)
- Executive Directors and Executives: Provident fund 3% of payroll, office car.

Remuneration structure of Non-executive directors details as follow:

- Director's Remuneration for 5 persons each 400,000.00 baht per year.
- Remuneration for Chairman of Audit Committee amount 40,000.00 baht per month.
- Remuneration for 2 member of Audit Committee amount 20,000.00 baht per month.
- Other remuneration : None

Remuneration payment policy

Board of Nomination and Remuneration Committee perform duty in proposing remuneration of Board of Company, Board of Sub-Committee, Managing Director, Executives and High Rank Executives that suitable as increase work volume by compare with the same industrial information or remuneration information report of Thai Company Director Institution Promotion Co., Association or equal to remuneration in the previous year and are remuneration suitable with work volume, knowledge and ability that would last for directors and executives required by the company to propose the shareholders for considering approval every year in which the company has a policy to pay remuneration of Board of Company, Board of sub-committee, Managing Director, Executive Directors and High Rank of Executives in the suitable degree coordinate with directors task that have to perform in accordance with the laws and related discipline.

Personnel

Particular	Male	Female	Total
Management/Administration Department	25	45	70
Manufacture/Technical Engineering Department	85	21	106
Daily employees	405	1,116	1,521
Total	515	1,182	1,697

- No change shall be made on number of employee or an dispute in labor during the passed three years.

- In the meeting of Board of Company No. 1/2014 on February 27, 2014 resolve to consent remuneration for Management, Executive Officers and Manager for annual 2014 amount 3,962,000.00 baht.

- The remuneration of the employees amount 274,767,384.-bahts comprises salary, wages, remuneration, bonus, overtime, diligent cowries, hospital charge, cost of insurance group, cost of living, provident fund 3% of salary, employee benefit when reach age limit of 60 years.

- Provide to have provident fund with name: Provident fund Thai Commercial Piemsub which already registered under no. 77/1997 by having Thai Commercial Public Company Limited as fund manager at the date of December 31, 2014. Fund membership specific part of Chiangmai Frozen Foods Public Company Limited have 169 persons and having saving money, add money and interest total amount 51,004,991.06 baht.

- The development on employee has made every year by inviting outside scholar to train and provide knowledge both in practical, safety on working and to cooperate in developing association. Besides, the company has sent them for training in various training institute regularly. In the year 2014, the company had training hour for the officials with average 5.55 hours/person/year or come to amount 9,639 hours.

9 Corporate governance

9.1 Policy of Corporate Governance

Board of Company have realized the important of Good Corporate Governance for clearness, to add limit of ability in work racing and add confident to the Shareholders, investors and every concerned, then have formulated the operation policy for cooperating governance by covering the following keystones:

1. The Company will serve the shareholders and stakeholders in equal manner with justice for everyone.
2. Board of Company are intended to build up lasting growth of the company in long-run, to execute the company activity with careful and caution under regulation frame of law and business morality. All this Board of Company will perform duty with full capability in order to produce maximum advantage toward the shareholders, and

other stakeholders, also take care of not having conflict of interest arises and responsible toward decision and self-performance.

3. The Company will operate with transparency, able to check and disclose sufficiently information to every party concern.
4. The Company will conduct the business with always thinking of risk and will execute risk appropriately.
5. The Company has formulated an important policy that will be the operation direction of the company in advance every year. Board of Company will pay an important toward internal control and inspection system by governance executive section to proceed as efficiency policy.
6. The Company has managed business morality to let directors, executives and every officer practice.

Leadership and Vision

Board of Director have considered to review and approve vision, company mission, renovate business ethics, Corporate Governance Policy and other sides policy to have suitable, coordinate with rule, regulation that exist in present and to be occur regularly in future at least every 5 years.

Conflict on interest

Board of Company have executed carefully and cautiously to prevent conflict of interest when incur any matter that may cause conflict of interest. Board of Audit Committee will learn about the subject that get conflict of interest and related subject and have considered the suitability thoroughly every time by formulating to have practice according to the basis of Securities of Stock Exchange in which prices and conditions as if doing subject with outsiders and disclose details, subject value, partnership, reason/necessity in the annual report and type 56-1 also have disclosed in notes to Financial Statements heading, general information and account with related person.

Various groups of stakeholders

Board of Company acknowledge and aware of the right of concerned stakeholders and have a policy to support in incurring a cooperation between the company with every group of stakeholders in creating advantage among themselves and take care firmly that all stakeholders have received well protected and served by the company pay important toward the right of every group of stakeholder such as officers, customers, co-partners, competitors, shareholders and think of safety and health, responsibility toward community and society, environment and national resources, human rights and misconduct and corruption resistant by formulating performance line for directors, executives and officials distinctly in business ethics and formulate as policy in the policy of Corporate Governance, manage to have channel for every group of stakeholder enable to grievance toward the company in case of not receiving justice from company performance whatever by directors, executives or officials. All this, the company can convince that grievance of every group of stakeholder are likely to receive protection and keep for secret. The Company shall proceed for inspecting as formulate process and find a remedy way quickly.

Business Morality

Board of Company have permitted discipline of business morality to promote the directors, executives and every rank of officers to hold in practice regularly as usual which the directors, executives and every officers have signed for document concerning such discipline and confirmed in practice which regards as practical standard frame of the company, also all Board of Company have assigned one who responsible to follow up result of practice continuously and always revise such discipline appropriately. Business Morality 3rd revise edition which has received permission to modify from the Board of Company Meeting no. 1/2015 dated February 26, 2015 (2nd revise edition which has received permission to modify from the Board of Company Meeting no. 1/2013 dated February 26, 2013)

Corporate Governance

Board of Company Director have an intently to build up the process of Good Corporate Governance that standardizes and allow scatter the practice to every rank of the officers of the whole company to create real culture of Good Corporate Governance, so wish the directors, executives and every officer to hold in practice according to the policy of Good Corporate Governance 3rd revise edition which has received permission to modify from the Board of Company Meeting no. 1/2015 dated February 26, 2015 (2nd revise edition which has received permission to modify from the Board of Company Meeting no. 1/2013 dated February 26, 2013)

Corruption resistance

The Company pays an important concerning misconduct and corruption and regards as a part of policy in conducting business which the company formulates in the business ethics, heading: misconduct and corruption resistant and formulates in the policy of Corporate Governance – heading: “policy of misconduct and corruption resistant” so as directors, executives and every official to hold practice. In the meeting of Board of Company no. 4/2013 dated November 11, 2013 Board of Company have resolved to agree the company to show intentional in order to join cooperation of Thai private sector in resisting misconduct and in the meeting of Board of Company no. 1/2015 on February 26, 2015 have resolved to consent in managing policy of misconduct and corruption resistant in writing in order to be an performance line distinctly in conducting business and intends to develop to an organization sustainable.

9.2 Sub Committees

The Board of Company have appointed Board of Sub-committee to help in governing the activity of the company as follows:

Board of Executive Directors

Established on January 4, 2000 consist of 3 Executive Directors, appointed more 1 person on March 22, 2005 and more 1 person on August 13, 2010 total 5 persons by formulating authority as follows:

1. To formulate an executive policy and operation direction to coordinate with policy and company objectives with intends to create security and maximum advantage to the company.
2. To governance the management to proceed as policy that formulate with efficiently and effectively.
3. To have authority to consent in buying assets investment, other expenditures and/or borrow money in the credit line as formulated by Board of Company.
4. To act others as assigned by Board of Company.

“Mr. Prayoon Pholpipattanaphong, Chairman or Mr. Prapas Pholpipattanaphong, Managing Director or Mr. Suwat Phongphasura, Director gives signature and stamp of the company”

Board of Audit Committee

Established on August 28, 1998 with holding term each time 3 years, consist of 3 directors which are all Independent Directors and one Independent Director namely: Mr. Ampon Ruayfupant is knowledgeable in accounting and financial which names are as follows:

1. Mr. Amnuay Yossuck Chairman
2. Mr. Ampon Ruayfupant Audit Committee
3. Miss Darunee Ruangtham Audit Committee

By Mr. Suphot Sutthiprapa, Assistant Internal Audit Manager as Secretary to the Board of Audit Committee

Board of Audit Committee authority

1. Have an authority in proposing to appoint and quit employ external auditor.
2. Have an authority in proposing to appoint, transfer and quit employ Internal Audit.
3. To verify financial statements of the company to be in accordance with generally accepted auditing standards.
4. Inspect sufficiency of internal control system.
5. Inspect sufficiency of risk protection and misconduct and corruption resistant.
6. Manage to report performance work of Board of Audit Committee.
7. Other performance works concerning with inspect activity as assigned by Board of Company.

Report of Board of Audit Committee

During the year 2014, the Board of Audit Committee conducted 4 meetings by inviting Auditors, Management and Internal Auditor. The significant tasks could be summarized as follows:

1. Reviewed the Financial Statements quarterly and Annual Financial Statements of 2014 and adequately listen the clear explanations and report from the Management and Auditor in related subject, therefore, the Audit Committee were of a same opinion with the External Auditors that said quarterly annual financial statements were correct in essence in conformity with the generally accepted accounting principles.
2. Reviewed the disclosure of connected and related information between the company, subsidiary company and concerned company and it was of opinion that such related information were adequately and correctly disclosed.
3. Reviewed the compliance with the laws and regulation of Securities and Stock Exchange and related laws with the company business and not found any point in the matter of not acting in accordance with the law of Securities and Securities of Stock Exchange and related laws with the company business.
4. Promoted the independence of internal audit operation, agreeing with annual internal audit plan and reviewing to have the adequacy and effective internal control system and risk management, evaluate to have the adequacy of internal control system accordance with guideline of The Securities and Exchange Commission (SEC) that are factor of Control Environment, Risk Assessment, Control Activities, Information & Communication and Monitoring Activities. In summary, The Board of Audit Committee reviewed and determined that to have the adequacy and effective internal control system and risk management and found no significant weakness of control that may have adverse impact.
5. Considered to propose the Board of Company for asking approval to appoint Auditor and audit fees for annual 2015 by proposing Auditor of AST Master Office who is independence and approved by the office of SEC.

Board of Nomination & Remuneration Committee

Established on August 13, 2009 with holding term each time 3 years. There are 5 Directors, consist of 3 Independent Directors, 1 Executive Director and 1 Legal Advisor in which Independent Director performs duty as Chairman, having an authority to select appropriate qualified person to be director as provision of the company and qualified as the provision of Securities and Stock Exchange of Thailand and Securities and Exchange Commission to present toward Board of Company to consider for approval and present to the Shareholder Meeting for appointing and have an authority to consider the style and basis of paying remuneration of directors to recommend an opinion toward Board of Company and Board of Company will present in the Shareholder Meeting for approval.

Report of Board of Nomination and Remuneration Committee

In the year 2014, Board of Nomination and Remuneration Committee had gathered 2 times meeting. Board of Director had attended meeting and looked for the director to replace completed term director in which Board of Director were of the same opinion that those completed term directors were of knowledgeable with capable, experience in agriculture industry business management and excellent financial statement, had devoted in performing duty of company directors continuously which were much useful to the company, then it is of opinion that should propose those completed term directors namely: 1) Mr. Prayoon Pholpipattanaphong, executive director 2) Mr. Ankoon Pholpipattanaphong, executive director 3) Mr. Lan, Mu-Chiou, non-executive director and 4) Mr. Ampon Ruayfupant, independent director to turn into company director once again, altogether, remuneration for these directors had already considered with a views that remuneration received at present is appropriated with the duty performed in their capacity as company directors.

The Company opens an opportunity for shareholders to propose name list of person having suitable property to be Independent Director of the company to replace complete term Independent Director. This year, the company opens an opportunity to propose name list from October 2, 2014 till January 9, 2015. When due time, it appears that no any shareholder propose name list for such purpose.

Board of Nomination and Remuneration Committee had performed the duty with always thinking of company benefits, to make reviewing the Charter to be up-to-date and review performance by using data bases in the same industry level and Board of Nomination and Remuneration Committee had made self-assessment which were annual assessment

result. For the result of assessment in the year 2014 which sum up overall that Board of Nomination and Remuneration Committee performed duty with attainable as target.

Board of Corporate Governance Committee

Appointed on November 12, 2012, having holding period of each 3 years. There are five directors consisting of Board of Company, executives and/or other qualified persons. At least one director of corporate governance must come from Independent Director which have an authority in arranging policy of corporate governance under the frame of laws, basis, discipline and regulations that are current issue of organization that perform duty on corporate governance such as The Stock Exchange of Thailand, Securities and Exchange Commission and related units through the guide line in good corporate governance that are international standard and provide advice to the directors, executives, officials of the company in performance duty as frame and basis of corporate governance policy so as to allow performance duty of directors and management of executive section to be in good manner, good resulting in performance and having appropriate continuation to be in accordance with expectancy of the shareholders and every group of stakeholders.

Report of Board of Corporate Governance Committee

In the year 2014, Board of Corporate Governance Committee had gathered 2 times meeting in order to renovate, modify the policy of Corporate Governance, Business ethics through the Charter of Board of Director and small board for appropriate and always up-to-date and perform duty with corporate governance to the directors, executives and officials to acknowledge the policy of Corporate Governance and business ethics for holding practice and found from assessment that the directors, executives and officials all well-acknowledge and held practice with satisfactory.

Board of Corporate Governance Committee had renovated, modified the policy of Corporate Governance, Business ethics and the Charter of Board of Corporate Governance Committee through oversee the directors, executives, officials to hold practice according to the policy of corporate governance and business ethics that company formulated and Board of Corporate Governance Committee had made self-assessment which were assessment annual result. For the result of assessment in the year 2014 with sum up overall that Board of Corporate Governance Committee had performed duty with attainable as target.

Board of Risk Management Committee

The company manages to have Board of Risk Management Committee comprise 4 Executive Directors, 1 Executive and 1 Legal Adviser to consider formulating the policy and system of risk management, follow up result in risk management from the process of pointing out, analyze, management assess, follow up and report in system inclusive to provide supporting by managing to have advisory of risk management process to various internal sections through follow up to have continuously and regularly practice to the whole company.

Board of Risk Management Committee Report

In the year 2014, Board of Risk Management Committee had gathered one time meeting in arrange to make policy of risk management in writing for being a guide line in risk management suitably and order to make assessment of risk management in each side, that were: producing side, business performance side, exchange rate side, goods quality side, management side, financial side and investor side. From assessment result found that the company could manage the risk in each side with very satisfactory made the company was still in good performance and acceptable of risk level.

Board of Risk Management had managed the risk of the company in many sides in order the company to have the least as possible on business risk and Board of Risk Management Committee had made self-assessment which were annual result assessment. For the result of assessment in the year 2014 with sum up overall that Board of Risk Management Committee had performed duty with attainable as target.

9.3 Selection of directors and executives

Basis and process on select and appoint new director

The Company opens an opportunity for shareholders enable to propose person name which is non-prohibit person according to the Royal Act of Securities and Securities and Stock Exchange and provision of Securities and Exchange Commission and get along with company provision and person who is proposed the name must allow to propose the name for electing as Independent Director of the company in which this year the

company formulates to propose the name since October 2, 2014 till January 9, 2015 which the company has proposed details, basis and performance method on website of the company – www.cmfrozen.com under group “Investor Relations” heading: Rights of shareholder and notify through website of The Stock Exchange of Thailand – www.set.or.th.

Board of Nomination and Remuneration shall consider name list of person from recommending of shareholders (if any) , name list from director information base and complete term director to select property of above said person to be in accordance with the laws and various basis through it must be a person to have profession skill, business talented in related with company business and/or having skill on accounting and financial inclusive necessary skill of Board of Director which still lacking by not restrict sex, age, race, religion and propose toward Board of Company for consideration and give approval and propose to the shareholder for consideration to select for appointing next person.

In the Shareholder Meeting must have shareholders and proxy from shareholders (if any) to attend meeting not less than 25 persons and must hold the shares total not less than one third of 381,145,725 shares to be as quorum.

Each shareholder has to use all theirs vote to elect one person or many persons as director but can't share the vote to either of them more or less.

To nominate director must receive approval from the Shareholder Meeting. The person who gets highest vote respectively will be elected as director according to the number of available directors or election that time. In case of the elected respective person who has equal vote exceed quota, final vote will be made by Chairman for arbitration.

Self – Assessment

The Company arranges to have performance result assessment of Board of Director every year which company secretary shall send form of such assessment to each director and collect to propose Chairman of Board of Nomination and Remuneration for assessing performance result and bring performance result to consult in the Board of Company Meeting. All this, various recommend that receive from performance result assessment of Board of Director, the company shall bring to use in revision working efficient of Board of Director so as to produce maximum advantage in corporate governance of the company.

Descend plan

The Company executes a plan concerning development for recompensing the position with object in making preparation on manpower both in quality and volume to create continuation in appropriate administration for selecting and make preparation of suitable person in holding an office that is the main position of the company, for instance: company supreme executive inclusive important position in management structure or company conducting business or a position with specific skill, sharp talented or hard to recompense. So the company has formulated arrangement basis for descending plan such as important position, consideration basis and select through arrangement procedure of descend plan chiefly.

Training and knowledge development

The Company has a policy to support new director in director curriculum training to enhance knowledge, understanding, role and duty of director through for acknowledging various regulations, rules, discipline and related laws.

9.4 Operation on corporate governance of subsidiary company

The Company is a shareholder of Agrifood Processing Co., Ltd. (subsidiary company) at portion 100%, then having management policy in the subsidiary company as follows:

- The subsidiary company manages work under the same policy of Corporate Governance and business ethics with the company.
- The directors and executives are all represented from the company.

- Practical discipline and any provision of the subsidiary company have received resolution for approval from the company.
- To disclose financial status and operation result, related subject between the subsidiary company with related person, procurement or distribution of assets use the same basis of the company.
- The subsidiary company has appropriate and enough tightened of internal control system.
- Corporate Governance, approval on capital increase, reduce capital or dissolve activity must receive approval from the company.

9.5 Usage control of inner information

The Company has a policy and method to look after directors, executives and officials of the company in bringing internal information which does not yet disclose toward public to use for own sake and other persons and punishment, communicate for providing knowledge to the directors, executives and officials for acknowledgement and hold practice as follows:

- Provide knowledge to the directors including executives concerning the duty that must report of self-holding securities, married couple and child of un-attain majority and lesson of penalty formulation according to Royal Act of Securities and Stock Exchange of 1992 and according to the provision of Securities and Stock Exchange of Thailand.
- Prohibit the directors, executives and officials whose acknowledge important essence of internal information which effects toward change of par value of company securities to disclose information or use internal information or make buying-selling securities or persuade other persons buying-selling securities of the company both direct or indirect way. Whatever, such act would do for own interest or others. Before financial statements or internal information would disclose toward public, persons whose concern with internal information must not disclose that information to other persons to know until it has informed that information to the Stock Exchange of Thailand.

Penalty measurement, if violate such discipline, the company regards as guilty in discipline according to the company working regulation by considering punish according to circumstances for instance: warning by speech, warning in writing, condone a fault through quit employ out-of-status from officials with the cause of expel, dismiss or quit as the case may be.

9.6 Audit fee

According to the resolution at Ordinary Shareholder Meeting for annual year 2014 approved to select AST Master Office Co., Ltd., by having 1) Mr. Pradit Rodloytuk, register no. 218 and 2) Miss Nongram Laohaareedilok, register no. 4334 are doing inspect financial statements of the company for annual year 2014 which are an Auditor of having independence⁴, reliably and are an Auditor whose receive approval from Securities and Exchange Commission.

- The Company and Subsidiaries paid audit fees for 2014 amount 750,000 baht.
- Other service: none

9.7 To act in accordance with the Code of best practices of SET.

The Company has acted in accordance with the Code of best practices very well in which the company has made self-assessment of the Board of Director every year and has tried to improve to allow administration to be according to the practical of Securities and Stock Exchange of Thailand, business ethics and Corporate Governance policy in which the company has received selecting consideration to accept good prominent award type register company award in the field of operation result for annual 2013 and the company has still received better points from CG and AGM assessment as follows:

Subjects	Year			
	2013	2012	2011	2010
Average point by adding up of CG assessment	-	87	81	82
AGM assessment point result	100	93.75	-	-

10. Social responsibility

Board of Company pays an important toward the development of community, society and environment to have strong and live together with sustainable and happy. The company then formulates the role, duty and responsibility of the directors, executives and officials of the company that have to treat toward community, society and environment in the business ethics principle of the company in order to allow the directors, executives and offices of the company to hold for practice.

In the year 2014, the company arranges to make report of responsibility toward society and environment separately from annual report, can see information from website: www.cmfrozen.com heading: Investor Relations.

Various policies for development on community, society and environment comprise:

a. Shareholder treatment policy

The Company holds the principle of equality treatment toward shareholders by having guide line as follows:

- The Company intends to create growth with quality and security in order the shareholders receive good return sustainable from efficient working and good business result of the company.
- The Company shall respect rights of shareholders in receiving equality necessary information and disclose business result, financial status along with support information that correct as the truth according to the Securities and Stock Exchange of Thailand and Securities and Exchange Commission formulated.
- The Company shall perform duty with honest, upright, transparent, fair in order to create conviction that any decision and act always think of maximum interest of every shareholder and every related group.
- The company shall control to have operation, act in accordance with company policy and develop performance to have better quality continuously.

b. Customer treatment policy

The Company has a policy to create satisfaction to customers then formulate a guide line as follows:

- The Company manages to have service system to create satisfaction to the customers by treating every customer with equality without choosing.
- The Company shall provide information concerning services completely, correct and not distort the facts with thinking of customer interest as main.
- The Company shall manage the system for the customers capable to grievance concerning services or conducting business of the company by rush proceed and return reply the customers at the best.
- The Company shall oversee an environment internal areas and vicinity of the factory and office to have safety toward life and customers possessions and one who contact business with the company.
- The Company has an intention to create impression and satisfaction with the customers in order the customers receive best services.

c. Co-trader treatment policy

The Company wish to see goods procure and services in accordance with standard measure and aim to develop and maintain sustainable relationship with co-traders and co-partners which have clear objective in the matter of goods quality and services that suits with money value, technique quality and reliable with each others, the company then has a guide line concerning goods procure and services procedure as follows:

- The Company manages to have competition on received information equality.
- The Company manages to have basis in assessment and select co-traders and co-partners with just.
- The Company manages to make contract form with appropriate co-traders and fair.

- The Company manages to have management and pursuit system to ensure that it having follow the condition of contract completely and protect misconduct and corruption in every step of procure procedure.
- The Company pays money to the co-traders and co-partners with on time according to the agreed payment condition.

d. Trade competitor treatment policy

The Company conducts business under rule frame of fair competition by holding the principle as follows:

- The Company shall not seek the secret information of trade competitors by the way of bad faith or not suitable.
- The Company shall conduct business under rule frame of good competition, not ruin fame of competitors by find fault with competitors.

e. Creditor treatment policy

The Company has a policy to treat with creditor with fair by having guide line as follows:

- The Company shall maintain and follow the conditions toward creditors strictly.
- The Company shall control to return back loans and interest to every type of loan creditors completely with on time and follow the conditions of loan as agreed by not using loan in the way that contrary to the objective of loan.
- The Company shall administer the work to make creditors assure in financial status and ability in paying debt of the company.
- The Company shall report and provide correct information of the company and complete to the creditors.

f. Officials treatment policy

The Company is fully aware of human resources value and wish the personnel proud of organization by having working atmosphere like participate and progress in profession equality. The personnel shall receive potential promotion development to have knowledge talent throughout and continuously for creating value and uphold excellence in business. The Company then has a policy on remuneration and welfare, policy on knowledge development and officials potential, policy on safety and health and others policy by having guide line as follows:

- The Company selects a person for hiring to hold various offices with fair by thinking of property of each position, study qualification, experience and other provisions which necessary to work without obstruct in the matter of sex, age, race, religion.
- The Company formulates remuneration and welfare to the officials with fair, having suitability with knowledge and talent, condition and character of work, performance result and coordinate with operation result of the company both in short-run and long-run by considering from business result of the company, administration and assessment result of whole organization.
- The Company supports the officials to receive training, knowledge development, talent, develop working potential to be higher in order to add working efficient and open opportunity for officials to progress in duty.
- The Company supports the officials to always receive related news as opportunity and as far as it can be done for adding efficient and good relationship in collaboration.

g. Treatment policy on safety and health

The Company is fully aware that safety and health are the basis responsibility of the company and is an important factor toward sustainable growth of organization, the company then formulate the policy that would give the officials and co-partners work safety and in accordance with provision of related law by:

- The Company shall find a way to protect accident, wounded and illness due to work performance with earnestly cooperation of every official inclusive to seek a way to get rid and control risk in un-safety work performance.
- The Company shall give cooperation with government unit and other organizations in suppressing emergency trouble or accident which happen from work performance quickly, efficient and cautious.
- The Company shall act in accordance with law and various regulations in the matter of safety strictly and shall bring management standard measure concerning reliable safety to be effective in case not yet available of laws and regulation formulated.
- The Company managed to have designing on equipments, making performance discipline, operation planning and officials training to have knowledge and understanding and receive sufficient information in the matter of working safety to protect danger which may happen from machines, working method or various diseases.
- The Officials whose join working by having illegal narcotics essence in the body system or having liquor power or other narcotics essence in a level that able to cause damage on performance would receive punishment by discipline as company regulation.
- Statistics on accident to cease work for about 3 days come to 2.26 persons / 1,000 persons.

h. Participation development on community and society policy

In order to maintain for good community and society, the company then formulates the following guide lines:

- The Company shall behave as own rights in their capacity as a good population by law and/or discipline issued by corporate governance section strictly and give cooperation with public sector regularly.
- The Company supports the officials and related person to acknowledge, understand guide line in operation in order to participate in community and society development.
- The Company shall proceed the structure or do activity for society continuously in order to create affection union, unanimous with community and society.
- The Company shall take good care and protect not to allow company operation to incur damage toward life quality of community and society.
- The Company shall create mind conscious in responsibility toward community and society in every level of official group continuously and earnestly.
- The Company shall cooperate to support and create community and society, support any activities which related with community development both in the part of life quality development and exchange experience from operation with community and society for bringing to improve working regularly.

i. Environment and Natural Resources policy

The Company has an intention to attend business with responsibility, friendly toward environment and natural resources as below principles:

- The Company shall administer by having target in protection not to incur impact toward environment and natural resources and better than provision of laws.

- The Company intends to develop operation process to be in accordance with international standard measure through revise and operation assess regularly.
- The Company shall establish firmly and promote officials including related person to have responsibility toward environment and natural resources.
- The Company shall fully aware of maintenance environment and natural resources for nice living and is a source of river and brook manage to have a process for providing knowledge to the officials by training in order to allow every official fully aware of its important, incur guarding jealously, maintain and use most worthwhile on natural resources.
- The Company shall maintain environment condition and biodiversity in operation areas to incur balance of residence system sustainable.
- The Company shall participate in reducing incurred green house gas that shall impact toward change of climate.
- The Company shall seek an opportunity to exchange, learning and share experience from operation with other units for renovating operation continuously.

j. Human rights policy

The Company has a policy to conduct business by holding principle of respect toward human rights as international principle below:

- The Company shall treat every official with respect in honor and dignity.
- The Company supports the officials to use their legal rights as population according to edit of constitution and to be prescribed by the laws.
- The Company shall maintain personal information of the officials such as autobiography, health record, working resume, disclosure or personal information transfer of the officials to the public would be able to do when receive consent from those official. All this, violation regards as fault by discipline except has done according to the company discipline or as laws.
- The Company does not violate and not support activities that violate human rights.
- Every official must not do anything that violate or threaten either by speech or act toward other persons on basis of race, sex, religion, age cripple on body.

k. Misconduct and corruption resistant policy

The Company has an ideal in conducting business with virtue, act in accordance with law, transparent, adhere to responsible toward society and every group of stakeholder according to the principle of good Corporate Governance (private) and ethics in conducting business, not supporting every form of misconduct and corruption. Therefore, in the year 2013 the company has joint the operation of Thai private sector in misconduct and corruption resistant and formulate following guide lines:

- The Company formulate the policy of resisting misconduct and corruption that is: the directors, executives and officials of the company are prohibited to do whatever that are retailed with every form of misconduct and corruption both for own benefit, family, friend and acquainted persons, both direct or indirect, not even in the status as recipient, provider or proposer, even its money or not to the government service units or private units that the company has conducted business or contacted and must perform strictly according the company policy. If not, shall be punished by discipline as company formulated rule and may be punished by law if that doing is illegal.

- The Company pays an important in human resources administration, can bring the policy of misconduct and corruption resistant to use practicing to incur form and appearance of things, communicating, provide knowledge and train officials concerning protection for seeking improper interest in duty and guide line to promote the personnel to understand and perform as organization culture.
- For the officials whose refuse to misconduct and corruption, the company has a policy not to reduce rank, punish or give result in a bad way to those officials, though refusal on misconduct and corruption would make the company lose an opportunity in business.
- The Company has available internal inspection section that having independence and upright by report direct to the Board of Audit Committee in inspecting risk assess on misconduct, possibility assess in the matter of misconduct and consider on protection and control measurement to have maximum efficiency in order to assure that the company shall be able to protect and control misconduct and corruption efficiently.
- The Company has a guide line to oversee for protecting and follow performance assess as the policy of misconduct and corruption resistant by formulate Board of Audit Committee perform duty on governance to act in accordance with policy of misconduct and corruption resistant at least once a year through revise, practical line and provision in operation to coordinate with change on business, discipline, regulation and provision by law.

I. Clue notification policy

The Company manages to have measurement in clue notification or grievance from offending or morality or behavior that may reveal for misconduct and corruption or behave improper of the person in organization both from directors, executives, officials and other stakeholders which grievance or clue by every group of stakeholder are likely to receive protection, its regarded as secret and not regarded as fault in discipline in case one who grievance or notify clue is an official of the company and the company shall rush inspection and remedy problem quickly.

The Company will inspect and find a remedy way quickly by the stakeholders can send their complaint directly to the Board of Director by sending to:

Secretary and Investor Relations	Tel. (662) 238-4091,(662)634-0061-4
E-mail address	cg@cmfrozen.com
Send letter to	Chairman of Board of Audit Committee or Chairman of Board of Corporate Governance Committee or Secretary or Personnel Department Chiangmai Frozen Foods Public Company Limited 149-34 Soi Anglo Plaza, Surawongse Road, Kwaeng Suriyawongse, Khet Bangrak, Bangkok 10500, Thailand
Website Company's	www.cmfrozen.com, heading : Investor Relations

Relations with investors

Board of Company realize that company information both concern and not concern with financial are entirely effected to the decision of investor and stakeholders of the company. Board of Company then have a policy to let the executives section disclosing complete information to correspond with truth, reliable, regular and in time which the company has paid an important and kept throughout practicing. With regard to work in investment relation, the company

has not set up this section owing such activity is not much but has assigned Mr. Ankoon Pholpipattanaphong - Company Secretary or Mr. Sakda Phimmuang - Accounting Manager to contact and communicate with institution investors, shareholders, analyst and state concerned which the investors can see the company information at Website : www.cmfrozen.com or contact at phone : (662) 238-4091 or at E-mail address : cg@cmfrozen.com.

11. Internal control

The Company pays an important on internal control system with efficiently both in executive level and practical level, then has formulated duty, operation power of proceeding and executives in writing, having control usage of company assets to incur advantage and available development of good internal control system in regard to financial and accounting include effective report system.

The Company has an internal inspection section which are appointed by Board of Executive Director with an approval of Board of Audit Committee to perform inspection duty to ensure that the main practical and important financial activity of the company have proceeded as estimated way with efficiently inclusive inspection practice as laws and provision of the company as per work chains.

Risk Management

Board of Company are aware of the important risk management and see that such process is one of the most important component of good corporate governance. So it manages to have risk management process which is standard system and more efficiently by assigning the Board of Risk Management Committee to formulate the policy, objectives, tactics in risk management and risk level that the company acceptable inclusive notify these matters to everyone in association to acknowledge for aware an important and is to make culture in risk management to incur in every rank of the company enabling to bring for continuously practice to overtake changed situation for being as practice on background of risk management inclusive take care of having formulate to follow up method of risk management result appropriately owing it is an important final step that effect toward success of risk management and formulate for reporting to the Board of Company.

12. Interrelated transactions

Conflict of interests

Board of company have executed carefully and cautiously to prevent conflict of interest when any matter that may cause conflict of interest. Board of Audit Committee will learn about the subject that get conflict of interest and related subject and have considered the suitability cautiously every time by formulating to have practiced according to the basis of Securities and Stock Exchange of Thailand in which prices and conditions are as if doing subject with outsider and have already disclosed details, subject value, partnership, reason/necessity in the annual report and type 56-1 also have disclosed in notes to Financial Statements heading : general information and account with related person.

The Company has a policy to fix the selling price of the products to the related company as trade agreement in the same manner with sages should do with general partners under same circumstances.

The necessity of listing among themselves, owing the company established from business cooperation between investor Thai, Taiwan and Japan to Manufactured and Export Frozen Vegetables to Japan. Also Japan and Taiwan investors have their own customer bases make the company has an advantage that able to produce goods by having their market served. There the company uses their customer bases as good export base. Meanwhile, the company has tried to look for further new customers. For domestic sale, the company has sold through P.P. Foods Supply Co., Ltd., which the executive has a good relationship with main shareholder of the company. With reason that Thailand is the land with plenty of fresh vegetables in season, able to buy throughout the year with cheap price cause popularity of frozen vegetables in domestic declined and the important is that price is expensive, also very few customers in Thailand, so the company is necessary to distribute through such company to have more channels of distributing and to release the products that cannot export. However, the company is in position to accept every new customer which intends to sell our product by fixing the sale price as per market same with everyone.

For the step of making list among themselves will be in accordance with the business mechanic in all respects both in fixing the price, provide discount and credit by the authorized officer who responsible directly with an approval of the executives. For the shareholders who have common interest, take no part in such approval. However, to fix the price, provide discount and credit shall be in accordance with the market mechanic which the company has treated in the same way with every customer of the company.

In future this making list among themselves shall have to continue further with thinking of the company maximum advantage that the company would receive as main.

Agrifood Processing Co., Ltd. (Subsidiary)

In 2014, AFP is having total buying value 206.0 million baht or come to 14.6% of the total sale and has rented an office building from Chiangmai Frozen Foods Public Company Limited, 4th floor No. 149/32-34 Soi Anglo Plaza, Surawongse Road, Kwaeng Suriyawongse, Khet Bangrak, Bangkok with number of area 102 square meters, monthly rental 25,500.00bahts by making year by year contract.

P.P. Foods Supply Co., Ltd., is a company to conduct business of buying and selling, having joint shareholder, is a representative for distributing goods to the company which receive commission from selling in the year 214 amount 1,997,887.00 baht.

C.T. Prosper Group Co., Ltd., is a company to conduct business of buying – selling, having joint shareholder and director, hire office building from the company with 30 square metres areas for rent rate 7,500.00 baht per month.

Remark:

1. On December 26, 2013, Itochu Group held share in the company total 76,230,000 shares or come to 20% had sold all holding share along with resigned from director of Mr. Kenichi Tai which was representative director. Therefore, in the year 2014 selling goods and pay commission fee from selling to Itochu Corporation was not the subject among themselves.
2. Ing Shiang Co., Ltd., first Mr. Lu, Tsung – Jen was an executive and held the share in the company amount 5,550,281 shares or come to 1.46% and was a director in the company. On June 9, 2009, Mr. Lu, Tsung – Jen had passed away. Later, Ing Shiang Co., Ltd. had Mr. Lu, Yu – Chin as executive and held the share in the company amount 6,105,309 shares or come to 1.60%. As Mr. Lu, Yu – Chin was not a director, executive or had any authority in Chiangmai Frozen Foods Public Company Limited and held the share in the company only 1.60% so not regarded as major shareholder. Therefore, selling goods and pay commission fee from selling to Ing Shiang Co., Ltd., was not the subject among themselves.