

## Proxy (Form C.)

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month April Year 2011

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Address \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

as a custodian of \_\_\_\_\_

being a shareholder of **Chiangmai Frozen Foods Public Company Limited ("Company")**

holding the total amount of \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

as follows:

ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

preference share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(2) Hereby appoint

☐ 1. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_

Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_ or

☐ 2. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_

Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_ or

☐ 3. Name \_\_\_\_\_ age \_\_\_\_\_ years, residing at \_\_\_\_\_

Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_

Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

Only one of them as my/our proxy to attend and vote in the 2011 Annual General Shareholders' Meeting on April 29, 2011, 10.00 a.m., at Montienthip Room (Mezzanine), the Montien Hotel No. 54, Surawong Rd., Bangrak, Bangkok 10500, Thailand. Tel. (662) 233-7060 or at any adjournment thereof to any other date, time, and venue.

(3) I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

☐ equivalent to the total number of shares for which I/We am/are entitled to cast the votes.☐ parts of the total number of shares for which I/We am/are entitled to cast the votes.☐ ordinary share \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes☐ preference share \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes

Total votes are \_\_\_\_\_ votes

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

**Agenda 1 To certify the Minutes of the Annual General Shareholders Meeting of 2010.**☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.☐ (b) The Proxy must cast the votes in accordance with my following instructions:☐ Approve☐ Disapprove☐ Abstain**Agenda 2 To acknowledge the Company's operating performance for the year 2010.**☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.☐ (b) The Proxy must cast the votes in accordance with my following instructions:☐ Approve☐ Disapprove☐ Abstain**Agenda 3 To approve the Financial Statements for the year ended December 31, 2010.**☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.☐ (b) The Proxy must cast the votes in accordance with my following instructions:☐ Approve☐ Disapprove☐ Abstain**Agenda 4 To approve the appointment of the Directors to replace the Directors whose tenure have ended.**☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.☐ (b) The Proxy must cast the votes in accordance with my following instructions:☐ Vote for the entire nominated candidate as a whole.☐ Approve☐ Disapprove☐ Abstain☐ To elect each director individually.**4.1 Mr. Suwat Phongphasura**☐ Approve☐ Disapprove☐ Abstain

**4.2 Mr. Santichai Suakanonth**

☐ Approve

☐ Disapprove

☐ Abstain

**4.3 Mr. Amnuay Yossuck**

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 5 To approve the remuneration for the Directors and Audit Committees for the year 2011.**

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 6 To appoint the Auditor for the year 2011 and fix the audit fee.**

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 7 To approve the Dividend payment from operation result year 2010.**

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

**Agenda 8 To consider other matters (if any).**

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

Signed \_\_\_\_\_ Shareholder

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy

( \_\_\_\_\_ )

**Remark:**

1. This Form C. is used only if the shareholders whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this proxy form is:
  - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.
  - (2) A certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
5. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C. as enclosed.

## Regular Continued Proxy Form C.

Authorization on behalf of the Shareholder of **Chiangmai Frozen Foods Public Company Limited**

The 2011 Annual General Shareholders' Meeting on April 29, 2011 , 10.00 a.m., at Montienthip Room, the Montien Hotel No. 54, Surawong Rd., Bangrak, Bangkok 10500, Thailand Tel. (662) 233-7060 or at any adjournment thereof to any other date, time, and venue.

☐ **Agenda** \_\_\_\_\_ **Subject** \_\_\_\_\_

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** \_\_\_\_\_ **Subject** \_\_\_\_\_

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** \_\_\_\_\_ **Subject** \_\_\_\_\_

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** \_\_\_\_\_ **Subject** \_\_\_\_\_

☐ (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my following instructions:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** \_\_\_\_\_ **Subject** **Election of directors ( Continued )**

Director's name \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Director's name \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Director's name \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Director's name \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain

Director's name \_\_\_\_\_

☐ Approve

☐ Disapprove

☐ Abstain