

(Translation)

**Board of Nomination and Remuneration Charter
Of
Chiangmai Frozen Foods Public Company Limited**

As the Securities and Stock Exchange of Thailand has issued the provision for being the status of register company in the Securities and Stock Exchange (copy 2) dated January 19,1998 by formulating the register company having a Good Corporate Governance system, then Board of Company manage to have subdivision of the Board for corporate governance system. Board of Nomination and Remuneration are one of mentioned subdivision of the Board to perform duty considering basis and process in finding appropriate qualified persons to had as director, recruit the persons as formulated nominate process, consider style and basis of remuneration and recommend a view to the Board of Director which will present in the shareholder meeting to appoint and consider for approval.

Board of Chiangmai Frozen Foods Public Company Limited no. 1/2010 on February 25,2010 resolve and formulate Board of Nomination and Remuneration Charter to have following details:

1. Appointment
Board of Company are one who present and appoint by recruiting the persons whom Board of Company assured of appropriate qualified.
2. Component and qualification
 - 2.1 Mostly comprise Independent Director. Chairman of the Board of Nomination and Remuneration should appoint from Independent Directors.
 - 2.2 Apart from Nomination and Remuneration Committee of 2.1 should be non-executive directors. If it is necessary to have executive directors in the Board of Nomination and Remuneration, it should be minority of the whole Board.
 - 2.3 Chairman of the Board of Company should not be Chairman or membership of the Board of Nomination and Remuneration Committee.
3. Number of Nomination and Remuneration Committee
There are 5 persons.
4. Term each 3 years.
5. Meeting
Should be done at least once a year. Board of Nomination and Remuneration can formulate number of meeting as appropriate to perform duty as charter.
6. Function
 - 6.1 Formulate the qualification of company director to match with the structure, size and other components of the Board that formulated by the Board of Company.
 - 6.1.1 Consider suitability of knowledge, experience and competent as a whole of nominator to coordinate with the component expected by the Board of Company.
 - 6.1.2 Consider freedom of each Independent Director and consider that any present Independent Director who has complete qualification or anyone lacks of qualified in being Independent

Director include considering whether necessary or not to add Independent Director if number of Independent Director not reach as policy of Board of Company.

6.1.3 The proposal of the first directors to hold one more term should consider time devoted in the passed duty performance of the directors and bases on assessment from self assessment to include in considering. For the person to be proposed as new directors, should consider whether how many services are held by these persons on other boards? In which the directors must not hold the service on other board totally not excess 5 companies.

6.2 Find and present the name of appropriated persons to the Board of Director for consideration.

6.2.1 Formulate the way of finding persons for director to suit the specific nature of organization such as consider first directors to hold another term, open for presenting name from shareholders, use exterior company to help for finding, consideration on the persons from professional director or allow each director presents an appropriate name chiefly.

6.2.2 Consider name of presented persons and select qualified persons to coordinate with formulated basis.

6.2.3 Examine carefully whether those presented persons are qualified by law and provision of official units.

6.2.4 Sound out a person's intentions that is qualified to coordinate with presented qualification basis to assure that such person is pleased to come for a post if receive appointment from shareholders.

6.2.5 Propose the name to the Board of Company for considering and put the names in the letter of convening shareholder meeting to consider for appointing.

6.2.6 Board of Nomination and Remuneration Committee may be assigned to consider nominating high rank of executive especially Managing Director and Chairman of executive officer.

6.3 Consider style and basis of remuneration.

6.3.1 Revise an appropriate of basis being used at present (if any).

6.3.2 Consider remuneration information of other company that is in the same line of the company.

6.3.3 Formulate basis with appropriate so as to produce result as expected work to have justness and in return for the persons whom help the company to score a success in work.

6.3.4 Revise style of every type of remuneration by considering amount sum and portion of each style remuneration with appropriate.

6.4 Consider annual remuneration for directors.

6.4.1 Formulate annual remuneration of director as formulated basis.

6.4.2 Compare remuneration with other company that in the same line.

6.4.3 Present formulated remuneration to the Board of Company for presenting in the shareholder meeting to consider for approval.

6.5 Consider suitability in sale proposal of new assets to the directors and employees.

All this from February 25, 2010 onward.

Announced on February 26, 2010.

Signed Signature
(Dr.Prayoon Pholpipattanaphong)
Chairman