

Proxy (Form B.)

Written at _____

Date _____ Month April Year 2009

- (1) I/We _____ Nationality _____
 Address _____ Road _____ Tambol/Kwaeng _____
 Amphur/Khet _____ Province _____ Postal Code _____
- (2) being a shareholder of **Chiangmai Frozen Foods Public Company Limited ("Company")**
 holding the total amount of _____ shares with the voting rights or _____ votes as follows:
 ordinary share _____ shares with the voting rights or _____ votes
 preference share _____ shares with the voting rights or _____ votes
- (3) 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 2009 Annual General Shareholders' Meeting on April 30, 2009, 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.

- (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 2008.

- ☐ (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 2008.

- ☐ (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, 2008.

- ☐ (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. Prayoon Pholpipattanaphong

- ☐ Approve ☐ Disapprove ☐ Abstain

4.2 Mr. Ankoon Pholpipattanaphong

- ☐ Approve ☐ Disapprove ☐ Abstain

4.3 Mr. Ampon Ruayfupant

- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To approve the Directors' remuneration for the year 2009.

- ☐ (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 2009 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 2007 and 2008.

☐ (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 approve cut unappropriated common share amount 504 shares.

☐ (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 instruction:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 9 To approve the amendment of clause 4 of the Memorandum of Association to correspond with the reduction of register capital of the company.

☐ (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 instruction:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 10 To approve an increase of the registered capital of the company amount 34,649,659.- bahts to serve for stock dividend.

☐ (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 instruction:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 11 To approve the amendment of clause 4 of the Memorandum of Association to be consistent with the details increase of the register capital.

☐ (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 instruction:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 12 To approve the allotment of common shares totaling 34,649,659 shares to allocate dividends in the form of the company's common shares to shareholders.

☐ (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 instruction:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda 13 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

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Signed _____ Proxy

()

Signed _____ Proxy

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Remark:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. 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 B. as enclosed.

Regular Continued Proxy Form B.

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

The 2009 Annual General Shareholders' Meeting on April 30, 2009, 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