

Proxy (Form C.)

Written at _____

Date _____ Month April Year 2009

(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 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

(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 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.

(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 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 registered capital amount 504 bahts.

- ☐ (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 correspond with an increase of 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 increase capital common shares of the company totaling 34,649,659 shares in order to pay as stock dividend to the original 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

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Signed _____ Proxy

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Signed _____ Proxy

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Signed _____ Proxy

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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 closed 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 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.

<input type="checkbox"/> Agenda	Subject	
	<input type="checkbox"/> (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.	
	<input type="checkbox"/> (b) The Proxy must cast the votes in accordance with my following instructions:	
	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove
		<input type="checkbox"/> Abstain
<input type="checkbox"/> Agenda	Subject	
	<input type="checkbox"/> (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.	
	<input type="checkbox"/> (b) The Proxy must cast the votes in accordance with my following instructions:	
	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove
		<input type="checkbox"/> Abstain
<input type="checkbox"/> Agenda	Subject	
	<input type="checkbox"/> (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.	
	<input type="checkbox"/> (b) The Proxy must cast the votes in accordance with my following instructions:	
	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove
		<input type="checkbox"/> Abstain
<input type="checkbox"/> Agenda	Subject	
	<input type="checkbox"/> (a) The Proxy is entitled to cast the votes on my behalf at its own discretion.	
	<input type="checkbox"/> (b) The Proxy must cast the votes in accordance with my following instructions:	
	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove
		<input type="checkbox"/> Abstain
<input type="checkbox"/> Agenda	Subject Election of directors (Continued)	
	Director's name	
	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove
		<input type="checkbox"/> Abstain
	Director's name	
	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove
		<input type="checkbox"/> Abstain
	Director's name	
	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove
		<input type="checkbox"/> Abstain
	Director's name	
	<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove
		<input type="checkbox"/> Abstain