

Invitation letter of
Annual General Meeting of Shareholders 2014
Yarnapund Public Company Limited

March 13, 2014

Subject: Invitation to Annual General Meeting of Shareholders 2014

To: Shareholders

Attachment: 1. Copy the minutes Annual General Meeting of Shareholders 2013.
2. Curriculum Vitae of the nominated persons to be Directors in replacement of those who are retired by rotation.
3. Curriculum Vitae of the independent directors as your proxy.
4. Documents and evidences required before attending the Meeting, Registration and Voting.
5. Company's Article of Association relating to Directors and the Meeting of Shareholders.
6. Proxy Form as specified by Department of Business Development, Ministry of Commerce.
7. Map for Meeting place at Factory 2 of Yarnapund Public Company Limited

The Board Directors of Yarnapund Public Company Limited "the company" has resolved in the meeting No. 1/2014 which held on February 25, 2014 has conclusion to schedule Annual General Meeting of Shareholders 2014 on Thursday March 27, 2014 at 9.00 am. At 4th Floor, Conference Room Factory 2 of Yarnapund Public Company Limited, No.3 Moo. 7 Km. 12 Kingkeaw - Radkrabang Rd. T.Rachathawa A.Bangplee, Samutprakarn. to consider the matters according to the agenda as follows:

Agenda 1: To certify the Minutes of Annual General Meeting of Shareholders 2013.

Board of Director's opinion: The Minutes of Annual General Meeting of Shareholders 2013 has been prepared by fact as attached in Attachment 1 and the Board proposed the meeting to certify the minutes.

Agenda 2: To approve the Re-election of directors to replace those who retired by rotation.

Board of Director's opinion : In compliance with Public Limited Companies Act and Clause 19 of Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders 2014 as 4 Directors who are retired by rotation in this Meeting are:

1. Mr. Samphan	Phanpanit	Chairman of the Board
2. Mr. Palits	Phanpanit	Managing Director
3. Dr. Amporn	Nilpirom	Director
4. Dr. Pornchit	Phanpanit	Director

To approve the re-election of directors replacing those retired by rotation for 4 Directors to continue their positions for another term as proposed by the Nomination Committee. Because these 4 Directors have been experts in Business of Company, besides long time them take a position in company and long time them assist about company as attached in Attachment 2

Agenda 3: To approve the Director's remuneration for the year 2014.

Board of Directors' opinion: The Board approved and proposed the Meeting to approve the Director's remunerations that proposed by Compensation Committee for 2014 at the same amount as year 2013 and 2012 as follows:

1. Chairman's remuneration	1,200,000 Baht per year
2. Director's remuneration (6 People)	1,440,000 Baht per year
3. President of Audit Committee's remuneration	600,000 Baht per year
4. Director of Audit Committee's remuneration (3 people)	1,320,000 Baht per year
5. President of Other Sub Committee's meeting allowance (not over 6 times per year)	1,200 Baht per time
6. Other Sub Committee's meeting allowance (not over 6 times per year)	1,000 Baht per time

Agenda 4: To appoint the auditors to submit the revised financial statements for quarter 3/2010 ending 30 September 2010 and for the year ending 31 December 2010 and to approve the auditor remuneration

Board of Directors' opinion: The Board agrees and recommends the Meeting to appoint Professor Kesree Narongdej, CPA License No. 76 or Mrs. Natsarak Sarochanunjeen, CPA License No. 4563 or Mr. Sumit Khopaiboon, CPA License No. 4885 or Mr. Chaiyuth Angsuwithaya, CPA License No. 3885 of A.M.T. & associate as the auditor of the Company and subsidiaries for the year 2010 with the scope of review the financial statements for quarter 3/2010 ending 30 September 2010 and audit of the financial statements for the year ending 31 December 2010 with the remuneration not more than THB 5,350,000.

The above named auditors and A.M.T. & associate have not been appointed as the auditor of the Company and have no relation or vested interest with the Company, executives, major shareholders, including related person in manner that may cause effect to perform service independently.

Agenda 5: Other Business (if any)

All Shareholders are cordially invited to attend Annual General Meeting of Shareholders 2014 on Thursday March 27, 2014 at 9.00 am. At 4th Floor, Conference Room Factory 2 of Yarnapund Public Company Limited, No.3 Moo. 7 Km.12 Kingkeaw - Radkrabang Rd. T.Rachathawa A.Bangplee, Samutprakarn. The commencement for registration to attend the Meeting will be from 7.00 a.m.

For your convenience, if you wish to appoint a person to attend and vote at the Meeting your behalf, please complete and duly execute only one of the two Proxy Forms Form A or Form B attached in Attachment No.6, or alternatively you may download only one of three Proxy Forms: Form A, Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.yarnapund.com

In addition, you may appoint an Independent Director not having any special interest in the election of Directors agenda as your proxy from and amongst the Independent Directors as follows:


1. Pol. Maj. Gen. Wanchai Wisuttinan Independent Director and Audit Committee
2. Ms. Kanya Bussayaratsamee Independent Director and Audit Committee

You are kindly requested to submit the complete proxy form to the company by **Monday March 24, 2014**. And for your convenience, The Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

The Company has approved the Record Date to determine the names of the shareholders who entitle to attend the Annual General Meeting of shareholder 2013 on March 12, 2014 and the collection of the shareholders' name, as stipulated in Section 225 of the Securities and Exchange Act B.E.2535, by means of closing the share registration book, to be on March 13, 2014 and send to the shareholders and Securities Registrar not later than seven days before the date of Meeting. Invitations of Meeting shall either be published at least three in a local paper before the date of Meeting.

Yours faithfully,

Yarnapund Public Company Limited



(Mr.Samphan Phanpanit)
Chairman

Minutes of the Annual General Meeting of Shareholders 2013

Yarnapund Public Company Limited

On 26 April 2013, 9.00 a.m.

Time and Location

The meeting held on 26 April 2013, 9.00 a.m., at Conference Room, 4th floor, Factory 2, Yarnapund Public Company Limited, No. 3 Moo 7, Kingkaew-Ladkrabang Rd., Rachathewa sub-district, Bangplee district, Samutprakarn province.

Attended Directors

1. Mr.Samphan Phanpanit	Chairman of the Board
2. Mr.Palits Phanpanit	Managing Director
3. Mr.Kiang Boonperm	Director
4. Mrs.Onzalochaya Bunnag	Director
5. Mrs.Amornrat Angkhasekvilai	Director
6. Dr.Amporn Nilpirom	Director
7. Dr.Pornchit Phanpanit	Director
8. Lt. Gen. Tairat Pinmanee	Independent Director and President of Audit Committee
9. Miss Kanya Bussayratsamee	Independent Director and Audit Committee
10. Mr. Piyaporn Limcharoen	Independent Director and Audit Committee
11. Pol.Maj.Gen Wanchai Wisuttinan	Independent Director and Audit Committee

Meeting Opened

Mr.Samphan Phanpanit was Chairman of the Meeting.

Opened the Meeting at 9.00 a.m. with 56 shareholders have been attended (by themselves and proxy), totally 549,748,380 shares, equals to 34.36% of 1,600,000,000 paid-up shares constituted quorum to consider the following agendas.

Agenda 1: To Certify the Minutes of Annual General Meeting of Shareholders 2012

The Chairman proposed the Minutes of Annual General Meeting of Shareholders 2012 held on 25 April 2012 as Attachment 1 which the Board considered that it has been prepared by fact and proposed the Meeting to certify.

During considering agenda 1, 9 shareholders coming then altogether 65 shareholders attending (either in person or by proxy) representing 558,719,410 shares, which constituted 34.92% of total 1,600,000,000 paid-up shares.

Resolution The Meeting resolved to certify the Minutes of Annual General Meeting of Shareholders 2012 by the following votes

Total number of shareholders, who is qualified voter, in Agenda 1	558,719,410 votes
Total voted	558,719,410 votes
Approved	558,655,410 shares equivalent to 99.99 %
Disapproved	64,000 shares equivalent to 0.01 %
Abstained	0 shares equivalent to 0 %

of total votes of the shareholders who attended the meeting and casted their votes.

Agenda 2: To approve the re-election of directors to replace those who retired by rotation

The Chairman informed that in compliance with Public Limited Companies Act and Clause 19 of Company's Articles of Association, one-third of the Directors must retire from the office by rotation at the Annual General Meeting of Shareholders 2013 as 4 Directors who are retired by rotation in this Meeting are

1. Mr. Kiang	Boonpherm	Director
2. Mrs. Ornzalochaya	Bunnag	Director
3. Mrs. Amornrat	Angkhasekvilai	Director

The Board of Directors and the Nomination Committee without conflict persons of Mr. Kiang Boonpherm Mrs. Ornzalochaya Bunnag and Mrs. Amornrat Angkhasekvilai considered to approve the re-election of directors replacing those retired by rotation to continue their positions for another term. Because these Directors have been experts in Business of Company, besides long time them take a position in company and long time them assist about company as attached in Attachment 2. Chairman proposed the Meeting to consider and vote for each director individually

During considering agenda 2, 1 shareholders coming then altogether 66 shareholders attending (either in person or by proxy) representing 562,319,410 shares, which constituted 35.14% of total 1,600,000,000 paid-up shares.

Resolution The Meeting resolved to approve the re-election of directors replacing those retired by rotation to continue their positions for another term by the following votes

Total number of shareholders, who is qualified voter, in Agenda 1	562,319,410 votes	
Total voted	562,319,410 votes	
1. Mr. Kiang	Boonpherm	Director
Approved	560,656,910 shares equivalent to 99.70 %	
Disapproved	1,551,500 shares equivalent to 0.28 %	
Abstained	111,000 shares equivalent to 0.02 %	

of total votes of the shareholders who attended the meeting and casted their votes.

2. Mrs. Ornzalochaya Bunnag	Director
Approved	560,656,910 shares equivalent to 99.70 %
Disapproved	1,551,500 shares equivalent to 0.28 %
Abstained	111,000 shares equivalent to 0.02 %

of total votes of the shareholders who attended the meeting and casted their votes.

3. Mrs. Amornrat Angkhasekvilai	Director
Approved	560,656,910 shares equivalent to 99.70 %
Disapproved	1,551,500 shares equivalent to 0.28 %
Abstained	111,000 shares equivalent to 0.02 %

of total votes of the shareholders who attended the meeting and casted their votes.

Agenda 3: To approve the Director's remuneration for the year 2013:

The President of Remuneration Committee proposed the Meeting to consider the Directors' remuneration for the year 2013 at the same rate as 2012 as follows.

1. Chairman's remuneration	1,200,000	Baht per year
2. Director's remuneration (6 people)	1,440,000	Baht per year
3. President of Audit Committee's remuneration	600,000	Baht per year
4. Director of Audit Committee's remuneration (3 people)	1,320,000	Baht per year
5. President of Other Sub Committee's meeting allowance (not over 6 times per year)	1,200	Baht per time
6. Other Sub Committee's meeting allowance (not over 6 times per year)	1,000	Baht per time

During considering agenda 3, 1 shareholders coming then altogether 67 shareholders attending (either in person or by proxy) representing 563,462,410 shares, which constituted 35.22% of total 1,600,000,000 paid-up shares.

Resolution The Meeting resolved to approve the Directors' remuneration for the year 2013 as proposed by the following votes

Total number of shareholders, who is qualified voter, in Agenda 1	563,462,410	votes
Total voted	563,462,410	votes
Approved	563,021,410 shares	equivalent to 99.92 %
Disapproved	111,000 shares	equivalent to 0.02 %
Abstained	330,000 shares	equivalent to 0.06 %

of total votes of the shareholders who attended the meeting and casted their votes.

Agenda 4: Other Business (if any)

There was no other presented to the meeting and the Chairman declared the Meeting closed and adjourned at 11.00 a.m.

Yours faithfully,

Yarnapund Public Company Limited



(Mr. Samphan Phanpanit)

Chairman

**Curriculum Vitae of Nominated persons to be Directors
In replacement of those who are retired by rotation**

Mr. Samphan Phanpanit

Position: Chairman of the Board

Educations: Business Administration, Eastern New Mexico University
Amarillo College Auto Mechanic, Texas, USA.

Trainings: -Director Accreditation Program (DAP 35/2548)
-Finance for Non-Finance Director (FN 23/2005)
-Directors Certification Program (DCP 67/2005)



Work Experience:

2007 – Present	Chairman of the Board	Yarnapund Public Company Limited
2006 – Present	President	Yarnapund Public Company Limited
2004 – Present	Director	Yarnapund Daiso (Thailand) Company Limited
2003 – Present	President	Yarnapund International Company Limited
2001 – Present	Director	Rachamongkol Rice Company Limited
1974 – Present	Advisor	Toyota Corporation Club
2009 – 2012	Director	YS PUND Company Limited
2006 – 2009	President	YNP Engineering Company Limited
2003 – 2013	President	Thai -Hino Corporation Club
2002 – 2003	Managing Director	Yarnapund International Company Limited
2001 – 2012	Director	Walker exhausts (Thailand) Company Limited
2001 – 2006	Managing Director	YNP Engineering Company Limited
1996 – 2009	Chairman and Executive director	YS PUND Company Limited
1994 – 2004	Professor	Royal Police Cadet Academy
1980 – 2006	Managing Director	Yarnapund Public Company Limited
1973 – 1980	Deputy Managing Director	Yarnapund Company Limited

Mr. Palits Phanpanit



Position : Managing Director

Educations : Business Administration, Eastern New Mexico University
Amarillo College Auto Mechanic, Texas, USA.

Trainings :

- Director Accreditation Program (DAP 35/2548)
- Finance for Non-Finance Director (FN 23/2005)
- Directors Certification Program (DCP 67/2005)

Work Experience:

2006 – Present	Managing Director	Yarnapund Public Company Limited
2004 – Present	Director	Yarnapund Daiso (Thailand) Company Limited
2003 – Present	Managing Director	Yarnapund International Company Limited
2006 – 2009	Managing Director	YNP Engineering Company Limited
2005 – 2008	Risk Management Committee	Yarnapund Public Company Limited
2002 – 2003	Deputy Managing Director	Yarnapund International Company Limited
2001 – 2012	Director	Walker exhausts (Thailand) Company Limited
2001 – 2006	Deputy Managing Director	YNP Engineering Company Limited
1996 – 2009	Executive Director	YS PUND Company Limited
1979 – 2006	Deputy Managing Director	Yarnapund Public Company Limited



Dr. Amporn Nilpirom

Position: Director

Educations: -Diploma in Private Secretarial Practice: Penang Institute Academy of Commerce, Malaysia (1972)
-Doctor of Philosophy in Business Administration: Golden State University (2010)

Trainings:

- Executive Educational Program, The Boss: Management and Psychology Institute (1977)
- Executive Educational Program, The Boss Jubilee: Women Personal Development Association (1998)
- Department of Labour Protection and Welfare, Ministry of Labour (1999)
- Management and Psychology Institute (2004)
- Directors Accreditation Program (DAP 13/2004)
- Role of the Compensation Committee (RCC 2006)
- Internal Security Operation Command (ISOC) (2006)
- Inventory Counting&Management for cost saving program: Management Consultant Co.,Ltd. (2007)
- Purchasing and Supply Chain Management Association of Thailand (PSCMT) (2007)
- Executive Education Program, Management and Psychology (2007)
- Risk Management and Enterprise (2008)
- Relation Develop for Top Management (Royal Thai Air Force) (2009)
- Increase efficiency conciliation of conciliator (2010)
- Associate Judge of Juvenile and Family Court, Rachaburi (2011)
- Increase capability of associate judge of Juvenile and Family Court, Rachaburi (2011)
- Conciliator Training program of center court (2011)
- Knowledge & Technical of Conciliation, The civil court ministry of justice (2013)
- Protection & Child Problem of Juvenile and Family Court (2013)
- Academic Associate Judge of Juvenile and Family Court (2013)
- Conciliator of Bangkok north municipal court (2013)

Work Experience:

2008 – Present	Risk Management Committee	Yarnapund Public Company Limited
2007– Present	Deputy Managing Director	Yarnapund Public Company Limited
2007 – 2009	Deputy Managing Director	YNP Engineering Company Limited
2006 – 2007	Compensation Committee	Yarnapund Public Company Limited
2001 – 2007	Assistant Managing Director	YNP Engineering Company Limited
1991 – 2007	Assistant Managing Director	Yarnapund Public Company Limited
1990 – 2003	Purchasing Department Manager	Yarnapund Company Limited



Dr. Pornchit Phanpanit

Position : Director

Educations :

- Diploma in Private Secretarial Practice: Penang Institute Academy of Commerce, Malaysia (1972)
- Doctor of Philosophy in Business Administration: Golden State University (2010)

Trainings:

- Executive Educational Program, The Boss: Management and Psychology Institute: (1997)
- Department of Labour Protection and Welfare, Ministry of Labour (1999)
- Directors Accreditation Program (DAP 13/2004): Thai Institute of Directors
- Executive Educational Program, The Boss Jubilee: Management and Psychology Institute: (2004)
- Factory Police Training Course: National Factory Police Club (2005)
- Internal Security Operation Command (ISOC) (2006)
- Marketing for The Boss: Management and Psychology Institute (2007)
- Inventory Counting & Management for Cost Saving Program: Alpha Management Consultant Co., Ltd. (2007)
- Ideal Purchasing Role: Alpha Management Consultant Co.,Ltd. (2007)
- Risk Management and Enterprise Risk Management (2008)
- Relation Develop for Top Management (Royal Thai Air Force) (2009)
- Increase efficiency conciliation of conciliator (2010)
- Knowledge & Technical of Conciliation, Taling Chan Provincial Court (2011)
- Exchange Idea for Increase efficiency of conciliator regularly court in director magistrate Part 1 (2012)
- Conciliator of Bangkok north municipal Court (2013)
- Conciliator of Phra Khanon Provincial Court (2013)

Work Experience:

2009 – Present	Executive Advisor	Toyota TBN Company Limited
2007 – Present	Compensation Committee	Yarnapund Public Company Limited
2004 – Present	Director	Yarnapund Public Company Limited
2003 – Present	Sale Manager and Deputy Managing Director	Yarnapund International Company Limited
2004 – 2008	Managing Director	Toyota TBN Company Limited
1990 – 2003	Sale Manager and Assistant Managing Director	Yarnapund International Company Limited
1980 – 1990	Sale Manager	Yarnapund International Company Limited

Curriculum Vitae of the independent Directors as your proxy



1. Pol. Maj. Gen. Wanchai Wisuttinan

Position : Independent Director and Audit Committee

Holding Company stock: None (as of 31 December 2013)

Educations: - Bachelor of Arts Program in Public Administration
Royal Police Cadet Academy
- Master of Arts Program in Public Administration Ramkhumhaeng University

Trainings: - Directors Accreditation Program (DAP 43/2005)
- Finance for Non-Finance Director (FN 22/2005)
- Audit Committee Program (ACP 11/2006)
- improving the Quality of Financial Reporting (QFR 4/2006)
- Directors Certification Program (DCP 72/2006)
- Long-Term Incentive: The Stock Appreciation
- Rights (SARs) Way 2006

Work Experience:

2005– Present Independent Director and Member of Audit Committee, Yarnapund PCL.
2006 – Present President of Nomination Committee, Yarnapund PCL.
2008 – Present Advisor Committee on Foreign Affairs Group, The House of Representatives
2008 – Present Executive Advisor, Committee on Ministry of Labour and Social Welfare
2008 – 2008 Advisor Minister of Ministry of Information and Communication (ICT)
2005 - 2006 Advisor Committees on the Police Commission
2004 – 2006 Advisor Committee on Independent entity senator
2003 - 2006 Advisor on Foreign Affairs Group, The House Representative

Curriculum Vitae of the independent Directors as your proxy (Continued)

2. Miss Kanya Bussayaratsamee

Position : Independent Director and Member of Audit Committee

Holding Company stock: None (as of 31 December 2013)

Educations : - Bachelor of Laws, Ramkhamhaeng University
- Bachelor of Administration, Accounting, Bangkok University
- Master of Arts, Ramkhamhaeng University



Trainings :

- Directors Accreditation Program: DAP 12/2004
- Organization Risk Management Program : ORMP 4-5/2005
- Directors Accreditation Program: DAP 67/2005
- Terrorism Financing and Money Laundering of The Federal Bureau of Investigation and the Internal Revenue Service Criminal Investigations Division. (2005)
- Improving the Quality of Financial Reporting (QFR 4/2006)
- Audit Committee Program (ACP 14/2006)
- Role of the Compensation Committee (RCC 1/2006)
- Sasin Graduate Institute of Business Administration of Chulalongkorn University (Financial Thinking for Non-Financial manager 2007)
- Curriculum of Cost and Survival of Business (2008)
- Curriculum of Middle Manager, Gen. 7th, Ministry of Justice

Work Experiences:

1999 – 2002	District Revenue Officer, Revenue Office of Samutprakarn 1
2003 – 2004	Chief of Laws Section, Revenue Office of Samutprakarn 2
2004 – 2011	Special Case Officer, Senior Professional Level, Department of Special Investigation
2004 – Present	Independent Director and Member of Audit Committee, Yarnapund PCL.
2006 – Present	Vice Chairman of Remuneration Committee, Yarnapund PCL.

**Documents and Evidences required before Attending the Meeting, Registration and Voting
Yarnapund Public Company Limited**

With regard to the Policy of the Stock Exchange of Thailand's Board of Directors concerning the appropriate practices for listed companies to hold a shareholders meeting, dated February 19,1999, the intention of which is to provide a guideline of good practice for listed companies to apply in order to raise the confidence to shareholders, investors and all parties concerned as well as to ensure that a listed company's shareholders' meeting is carried out with transparency, fairness and is beneficial to the shareholders, Yarnapund Public Company Limited has set out the provisions to inspect the documents or evidence showing the identity of the shareholder or the shareholder's representative who is entitled to attend the meeting.

In order that to some one shareholders is not understand about regulation can use in shareholders' meeting , therefore Company then reserve the copyright in delay for appear document of shareholders has authority in shareholders' meeting each person to the company as one see .

In Addition Ministry of Commerce have notification subject : model about proxy (Issue No.5) A.D. 2007 put a date on 2 February 2007 which regulation new model about proxy can use in shareholders' meeting and vote for shareholders' meeting , therefore the company have prepare proxy as an example of Ministry of Commerce for shareholders in this Invitations letter. Please, shareholders can choose only proxy merely.

Documents or Evidences required before attending the Meeting

1. For a Natural Person.

1.In case of self-attending: valid evidence issued by governmental authorities, e.g. the identification card governmental identification card driven license or passport ,including the evidence of name or last name's change (if any)

2.In case of proxy.

2.1 One of the proxy Forms as attached to the notice to shareholders, completely filled up and signed by the shareholder and signed by the Shareholder and the proxy.

2.2 A copy of Identification documents of the shareholder with Item 1, and Authentication by shareholder.

2.3 Valid evidence of the proxy as specified in Item 1.

2.For a Juristic Person.

1. Representative of shareholder (authorized director) attending the Meeting :

1.1 Valid evidence of the authorized director(s) issued by governmental authorities for the authorized similar those of natural person specified in item1.

1.2 Copy of shareholder's Letter of Certification certified by authorized director (s) showing that such authorized director (s) has the authority to act on behalf of the juristic the shareholder.

2. In case of proxy:

2.1 proxy (in the form as attached to the Notice to Shareholders) completely filled up and signed by the shareholder and the proxy.

2.2 Copy of shareholder's letter of Certification certified by authorized director (s) showing that such authorized

director (s) signing the proxy has the authority to act on behalf of the juristic person who is a shareholder.

2.3 Certified true copy of valid evidence of the authorized director(s) signing the proxy form as specified in item 1.

2.4 Valid evident of the proxy issued by governmental authorized similar to those of natural person specified in item 1.

3. For Foreign Investor Appointing Custodian in Thailand

3.1 All evident similar to those of the Juristic person as specified in items 1 and 2.

3.2 In case the foreign investor authorizes the Custodian to sign the proxy form on its behalf, the following document are required:

1) Power of attorney by foreign investor authorizing Custodian to sign the proxy form on its behalf.

2) Letter certifying that the custodian is permitted to engage in the custodian business.

In case the original document are not in English translation shall be required and certified true and correct translation by the shareholder (in case of natural person) or the authorized representative(s) of the shareholder (in case of juristic person).

Proxy

Proxy forms to shareholder is printed are attached herewith. According to Regulation of the Department of Business Development, Ministry of Commerce Re :Form of proxy (No.5) B.E.2550, there are there proxy forms as follows:

Form A : General proxy Form (Simple Form)

Form B : Specific proxy form

Form C : Proxy form for the Foreign Investor appoint the custodian in Thailand

Shareholder not be able to attend the Meeting may appoint a person as you proxy as follows:

1.Complete only one of above proxy form as follows:

1.1 General Shareholder shall select only one of either Form A or B.

1.2 Shareholder listed in the share register book as foreign investor appointing the Custodian in Thailand can select only one of there Proxy forms (Form A, Form B or Form C).

2.Authorize a person or an independent Director to attend and vote at the Meeting on your behalf by specifying the name with detail of a person to be your Proxy.

3.Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

4. Submit the completed Proxy Form in the Company's envelope and return it to the Secretary Office by Monday April 24, 2014 or half an hour before beginning of the Meeting for verification of document.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

Provisions in Casting the Vote

In voting, a shareholder shall have votes equal to the number of shares held or as stated in the proxy, one share shall be equal to one vote or a shareholder may authorize a proxy to cast the vote separately. Voting shall be made openly by showing of hands unless at least 5 shareholders request a secret voting and the meeting resolves accordingly. The method for the secret vote shall be as specified by the chairman of the meeting.

**Articles of Association of Yarnapund Public Company Limited
Relating to Directors and the Meeting of Shareholders**

**Section 3
Committee**

Article 17: Company's board of committee comprises with 5 committees at least and over half of such board of committee shall is in the kingdom. Such committees might possibly be shareholder or not.

Company's committee shall perform their duties under the law, company's objectives and regulation along with decisions of shareholders' meeting.

Article 18: Committees shall be assigned by shareholders' meeting according to following principle and measurement.

(1) In committee election voting, a shareholder shall have one vote per one share.

(2) Individual shareholder might use her/his vote according to item (1) to elect a person or more to be committee but might not be separated in partial to anyone.

(3) Any person who is voted with respective maximum voting shall be committee as equal number of committees that should be elected in such time. In case equal votes in any rank and over limit of number of committees that should be elected in such time, president shall decide.

Article 19: In every annual ordinary meeting, one third of committees shall be resigned. If board of committee could not be separated into 3 portions, nearest to one third shall be resigned.

Committees who need to resign in first and second year since transformed to be public company shall be resigned by lot, and thereafter committees who are longest shall be resigned. By this, committees who are resigned might be elected once again.

Article 20: Committees entitle to be rewarded by Company in type of awards, meeting allowances, gratuities, bonuses, or others remuneration accordance with company's regulation or decisions of shareholders' meeting. In addition, this might be determined by certain number, principle for consideration occasionally, or validity until have changed. Furthermore, committees shall be entitled to receive any allowances and benefits according to company's regulation.

First paragraph shall not affect to any rights of staff or employee, who be elected to be committee, to receive remuneration or benefits for staff or employee separately.

Article 21: In addition to resigned by duration, committees shall be resigned on;

- (1) death;
- (3) resignation;
- (4) incomplete qualification or illegal characteristic under the law in public company limited;
- (5) shareholders' meeting decided to resign under Article 24; or
- (6) the court has ordered to resign

Article 22: Any committees desire to resign, shall submit letter of resignation to company and will be valid since such letter is received by company.

Resigned committee under first paragraph shall inform his/her resignation to registrar.

Article 23: In case committee vacated by other reasons unless resigned by duration, in next meeting, board of committee shall elect a person who is qualified and not be prohibited by the law to be committee instead, unless duration of committee remains less than 2 months, instead elected person for committee shall be in such committee only remained duration.

Article 24: The meeting of shareholders may decide to resign any committees before complete each duration with at least three third of quorum and total shares shall be not less than a half of shares held by quorum.

Section 4

Meeting of Shareholders

Article 30: Board of committee shall provide annual ordinary general meeting of shareholders within 4 months since end of each company's fiscal year.

Other shareholders' meeting in addition to first paragraph shall be called "extra ordinary meeting". Board of committee shall call extra ordinary meeting of shareholders at reasonable time or shareholders who are totally counted as not less than one fifth of all paid shares or not less than 20 shareholders who are totally counted as not less than one tenth of paid shares will be jointly listed to request Board of Committee call extra ordinary meeting of shareholders at reasonable time, and specified reason of meeting calling in such list. In this case, Board of Committee shall arrange meeting of shareholders within 1 month since receiving date of such list.

Article 31: For shareholders' meeting calling, Board of Committee shall issue meeting invitation letter with place, date, time, agenda, and subjects that will propose to the meeting along with reasonable description that specifying for proposing, information, approving, or considering including recommendation in such manner also. Board of Committee shall send meeting invitation letter to shareholders and registrar not less than 7 days before meeting date and advertise in newspaper for 3 days continuously at least 3 days before meeting date.

Shareholders' meeting could be held at precinct that head office located or others nationwide.

Article 32: In shareholders' meeting, shareholders may empower other to join and vote instead. The power of attorney shall specifies date and signature of shareholder and shall be followed by form that registrar determined.

This power of attorney shall be submitted to chairman of board of committee or others who determined by chairman of board of committee at meeting place before joining the meeting.

Article 33: In shareholders' meeting, shareholders and proxies (if any) shall be joined not less than 25 persons or not less than half of all shareholders. Either cases shall have total shares not less than one third of paid shares, then assumed to be quorum.

In any shareholders' meeting, if an hour past over appointed time but number of shareholders who joined is still not quorum, in case of held by requisition of shareholders such meeting would be terminated, in another case shall reappoint and send meeting invitation letter to shareholders not less than 7 days before meeting date. Later meeting shall no longer be quorum completely.

In shareholders' meeting, chairman of board of committee shall be president of meeting. In case that chairman of board of committee could not join the meeting or perform his task and if there is vice chairman, such vice chairman shall be president, but if not or could not join or perform, the meeting shall elect a joined shareholder to be president.

Article 34: In voting of shareholders' meeting, one share has one vote.

Voting shall be revealingly unless requested by at least 5 shareholders and decided by the meeting to secretly voting. Secretly voting shall be followed by president of the meeting.

Decision of shareholders' meeting shall be comprise with following votes.

(1) In general case, majority of joined and voted shareholders shall be prevailed. If it is equaled, shall be decided by president voting.

(2) In following case, at least three fourth of all votes is prevailed.

- (a) Selling or transferring all or significant partial company to others
- (b) Purchasing or receiving others company or private company to be company
- (c) Making, correcting, or terminating agreement related to rent all or significant partial company, assigning other to manage company's business or amalgamating to other person or juristic person with profit apportion
- (d) Amending company's prospectus or regulation
- (e) Increasing or decreasing in company's capital or bond issuing
- (f) Amalgamating or ceasing

Article 35: Activities that annual ordinary meeting should be done are following.

(1) Considering report of board of committee that proposed to the meeting for results of company

operation in past year

- (2) Approving balance sheet and income statement at end of company's fiscal year
- (3) Allocating company's profit
- (4) Electing committee instead who resigned by duration
- (5) Determining remuneration of company's committee
- (6) Appointing auditor and its reward
- (7) Others (if any)

PROXY Form A
(Simple Form)

Duty Stamp 20 Baht

Issued at

Date

(1) I/We,, Nationality
with address atRoad,Sub-District,
DistrictProvince.....Postal Code.....

(2) being a shareholder of Yarnapund public company limited
holding the total amount ofshares with the voting rights of.....votes as
follows:

ordinary share.....shares with the voting right ofvote

preferred share.....shares with the voting right ofvote

(3) do hereby appoint either one of the following persons:

(1)..... Age.....Years
With address at.....Road.....Sub-District.....
DistrictProvince.....Postal Code.....or

(2)..... Age.....Years
With address at.....Road.....Sub-District.....
DistrictProvince.....Postal Code.....or

(3)..... Age.....Years
With address at.....Road.....Sub-District.....
DistrictProvince.....Postal Code.....

As only one of my / our proxy to attend and vote on my / our behalf the Annual General Meeting of Shareholders 2014 on Thursday March 27, 2014 at 9.00 am. at 4th Floor, Conference Room Factory 2 of Yarnapund Public Company Limited, No.3 Moo 7 Km.12 Kingkeaw-Radkrabang Rd. T.Rachathawa A.Bangplee, Samutprakarn or at any adjournment thereof.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me /us in all respects.

SignatureShareholder
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Signature Proxy
()

Signature Proxy
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Signature Proxy
()

Remark The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

PROXY Form B

Duty Stamp
20 Baht

Issued at

Date

(1) I/We,, Nationality
with address atRoad,Sub-District,
DistrictProvince.....Postal Code.....

(2) being a shareholder of Yarnapund public company limited
holding the total amount ofshares with the voting rights of.....votes as
follows:

ordinary share.....shares with the voting right ofvote
preferred share.....shares with the voting right ofvote

(3) do hereby appoint either one of the following persons:

(1)..... Age.....Years
With address at.....Road.....Sub-District.....
DistrictProvince.....Postal Code.....or

(2)..... Age.....Years
With address at.....Road.....Sub-District.....
DistrictProvince.....Postal Code.....or

(3)..... Age.....Years
With address at.....Road.....Sub-District.....
DistrictProvince.....Postal Code.....

As only one of my / our proxy to attend and vote on my / our behalf the Annual General Meeting of Shareholders 2014 on Thursday March 27, 2014 at 9.00 am. at 4th Floor, Conference Room Factory 2 of Yarnapund Public Company Limited, No.3 Moo 7 Km.12 Kingkeaw-Radkrabang Rd. T.Rachathawa A.Bangplee, Samutprakarn or at any adjournment thereof.

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

Agenda No 1 : To certify the Minutes of Annual General Meeting of Shareholders 2013

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No 2 : To approve the Re-election of directors to replace those who retired by rotation.

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

To elect directors as a whole

1. Mr. Samphan Phanpanit Chairman of the Board

2. Mr. Palits Phanpanit Managing Director

3. Dr. Amporn Nilpirom Director

4. Dr. Pornchit Phanpanit Director

Approve Disapprove Abstain

To elect each director individually

Name of Director Mr. Samphan Phanpanit Chairman of the Board

Approve Disapprove Abstain

Name of Director Mr. Palits Phanpanit Managing Director

Approve Disapprove Abstain

Name of Director Dr. Amporn Nilpirom Director

Approve Disapprove Abstain

Name of Director Dr. Pornchit Phanpanit Director

Approve Disapprove Abstain

Agenda No 3 : To approve the Director's remuneration for the year 2014.

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No 4 : To appoint the auditors to submit the revised financial statements for quarter 3/2010 ending 30 September 2010 and for the year ending 31 December 2010 and to approve the auditor remuneration.

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

- Agenda No 5 : Other Business (if any)
- (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (B) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment or any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

SignatureShareholder
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Signature Proxy
()

Signature Proxy
()

Signature Proxy
()

Remarks:

1.The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

2.In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.

3. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form as enclosed.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholder of Yarnapund Public Company Limited.

For the Annual General Meeting of Shareholders 2014 on Thursday March 27, 2014 at 9.00 am. at 4th Floor, Conference Room factory 2 of Yarnapund Public Company Limited, No.3 Moo. 7 Km.12 Kingkeaw-Radkrabang Rd. T.Rachathawa A.Bangplee, Samutprakarn or at any adjournment thereof.

Agenda No..... : Subject

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No..... : Subject

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Agenda No..... : Subject.....

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No..... : Subject.....

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Proxy Form C
For Foreign Shareholder Appointing Custodian In Thailand

Duty Stamp
20 Baht

Issue at

Date

(1) I/We.....Nationality.....
 With address at.....Road.....Sub- District.....
 District.....Province.....Postal Code.....
 being a shareholder of Yarnapund Public Company Limited
 holding the total amount of.....shares with the voting rights of.....votes as
 follows;

Ordinary share.....shares with the voting rights of.....votes
 Preferred share.....shares with the voting rights of.....votes

(2) do hereby appoint either one of the following person:

(1)..... Age..... Years
 With address atRoad.....Sub-District.....
 District.....Province.....Postal Code.....or

(2) Age..... Years
 With address atRoad.....Sub-District.....
 District.....Province.....Postal Code.....or

(3) Age..... Years
 With address atRoad.....Sub-District.....
 District.....Province.....Postal Code.....

As only one of my / our proxy to attend and vote on my / our behalf at / the Annual General Meeting of Shareholders 2014 on Thursday March 27, 2014 at 9.00 am.at 4th Floor, Conference Room factory 2 of Yarnapund Public Company Limited, No.3 Moo. 7 Km.12 Kingkeaw-Radkrabang Rd. T.Rachathawa A.Bangplee, Samutprakarn or at any adjournment thereof.

(3) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

- The Proxy is authorized for all shares held and entitled to vote.
- The Proxy is authorized for certain share as follows:
 - Ordinary share.....shares, entitling to vote.....vote
 - Preferred share.....shares, entitling to vote.....vote

Agenda No 1 : To certify the Minutes of Annual General Meeting of Shareholders 2013.

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No 2 : To approve the Re-election of directors to replace those who retired by rotation.

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

To elect directors as a whole

1. Mr. Samphan Phanpanit Chairman of the Board

2. Mr. Palits Phanpanit Managing Director

3. Dr. Amporn Nilpirom Director

4. Dr. Pornchit Phanpanit Director

Approve Disapprove Abstain

To elect each director individually

Name of Director **Mr. Samphan** Phanpanit Chairman of the Board

Approve Disapprove Abstain

Name of Director **Mr. Palits** Phanpanit Managing Director

Approve Disapprove Abstain

Name of Director **Dr. Amporn** Nilpirom Director

Approve Disapprove Abstain

Name of Director **Dr. Pornchit** Phanpanit Director

Approve Disapprove Abstain

Agenda No 3 : To approve the Director's remuneration for the year 2014.

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No 4 : To appoint the auditors to submit the revised financial statements for quarter 3/2010 ending 30 September 2010 and for the year ending 31 December 2010 and to approve the auditor remuneration.

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

- Agenda No 5 : The others Business(If Any)
- (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (B) The Proxy must cast the votes in accordance with my / our following instruction:
 - Approve Disapprove Abstain

(5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment or any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

SignatureShareholder
()

Signature Proxy
()

Signature Proxy
()

Signature Proxy
()

Remarks:

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investor appointing the Custodian in Thailand.
2. The following document shall be attached with this Proxy Form:
 - (1) Power of Attorney form a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated directors individually.
5. In case there are agenda other than the agenda 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 Yarnapund Public Company Limited.

For the Annual General Meeting of Shareholders 2014 on Thursday March 27, 2014 at 9.00 am. at 4th Floor, Conference Room factory 2 of Yarnapund Public Company Limited, No.3 Moo. 7 Km.12 Kingkeaw-Radkrabang Rd. T.Rachathawa A.Bangplee, Samutprakarn or at any adjournment thereof.

Agenda No..... : Subject

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Agenda No..... : Subject

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Name of Director

Approve Disapprove Abstain

Agenda No..... : Subject.....

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

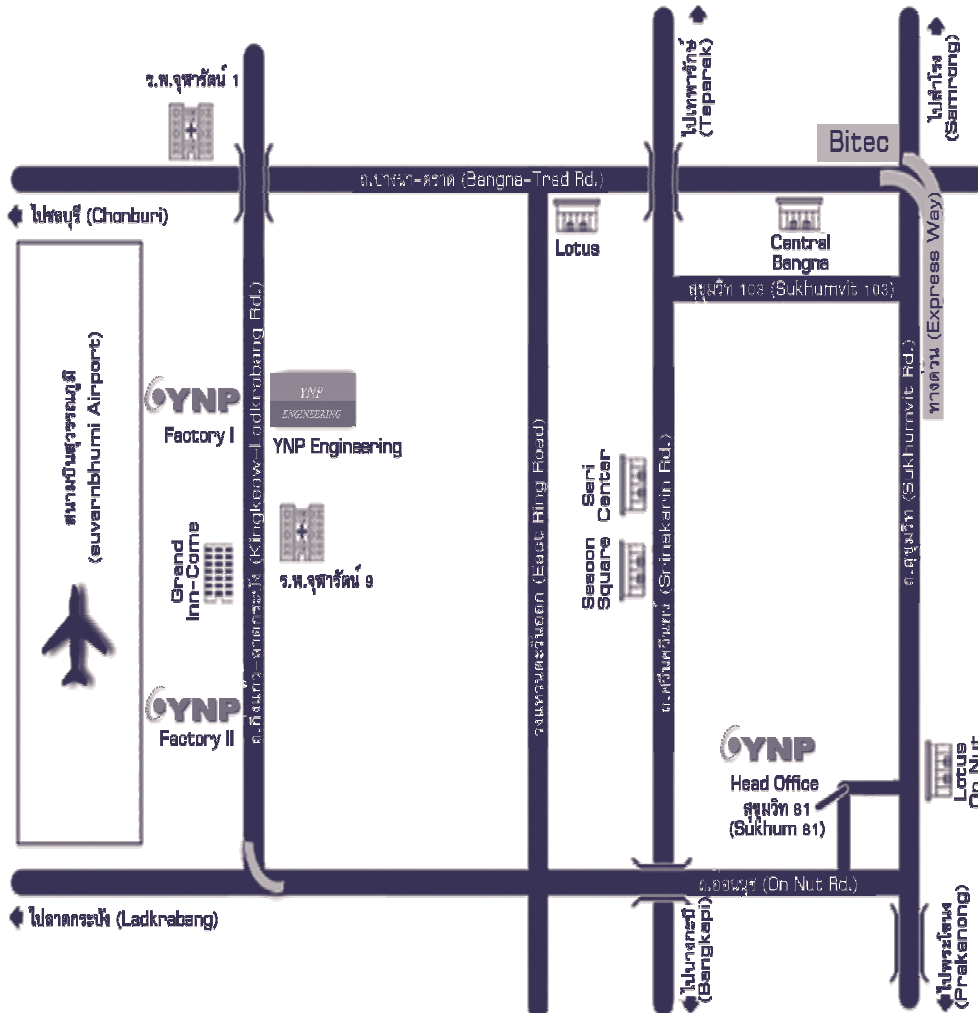
Approve Disapprove Abstain

Agenda No..... : Subject.....

(A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(B) The Proxy must cast the votes in accordance with my / our following instruction:

Approve Disapprove Abstain



Remark The Company prepare the Van For The Shareholders In the days of The Meeting for 2 location.

1. Yarnapund Public Company Limited Head office 42 Soi 81 Bangjak Prakranong Bkk. Near the BTS Onnuch

From 07.00 - 07.30 am.

2. Big C Bangna Branch (opposite Central Bangna).

From 07.30 - 08.00am.

Contract with The Officer Khun Prapaporn Navanukroh

Mobile: 081-834-5634, or

Khun Kanitnard Tadsri

Mobile: 081-845-5437



Yarnapund Public Company Limited
Head office
42 Soi Sukhumvit 81 Bangjak Prakanong Bangkok 10260
Tel : 02-331-8000, 02-311-1000 Fax : 02-331-5021
www.yarnapund.com