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Invitation letter of
Annual General Meeting of Shareholders 2016
Yarnapund Public Company Limited

April 1, 2016

Subject: Invitation to Annual General Meeting of Shareholders 2016

To: Shareholders

Attachment: 1. Copy the minutes Annual General Meeting of Shareholders 2015.
2. Copy of Financial Statement for the year 2011 and 2012 ending December 31, 2011 and 2012
3. Curriculum Vitae of the nominated persons to be Directors in replacement of those who are retired by rotation.
4. Curriculum Vitae of the independent directors as your proxy.
5. Documents and evidences required before attending the Meeting, Registration and Voting.
6. Company's Article of Association relating to Directors and the Meeting of Shareholders.
7. Proxy Form as specified by Department of Business Development, Ministry of Commerce.
8. 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. 2/2016 which held on March 11, 2016 has conclusion to schedule Annual General Meeting of Shareholders 2016 on Thursday April 28, 2016 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 2015.

Board of Director's opinion: The Minutes of Annual General Meeting of Shareholders 2015 has been prepared by fact as attached in Attachment 1 and the Board proposed the meeting to certify the minutes.

Agenda 2: To acknowledge the report on the result of business operation of the Company for the Year 2011 and 2012.

Board of Director's opinion: In compliance with Section 4 Article 35 (1) of Company's Articles of Association, The Board of Director's should acknowledge the report on the result of business operation of the Company during the past year to shareholders

The Board of Director's report the result of business operation of the Company for the Year 2011 and 2012 to shareholders as follow;

- **Summary of the Management Discussion and Analysis for the year 2011 ended 31 December 2011 as follow;**
- **Operating Results**

The Company and its subsidiaries had total revenue of 8,859.12 million Baht decreased by 945.75 million Baht or equivalent to 9.65 compared to 2010. Sales of products and services was 8,688.20 million Baht in 2011, which decrease from 2010 by 867.61 million Baht or equivalent to 9.08% due to flooding in Thailand during a year and disaster in Japan (Tsunami) therefore there was dropped in production and sales of car.

The Company and its subsidiaries had cost of goods sold of 9,208.97 million Baht decreased by 1,014.54 million Baht or equivalent to 9.92% compared to previous year which had total cost of goods sold of 10,233.51 million Baht since cost of goods sold varies according to the sales decline.

Selling expenses of the Company and its subsidiaries was 56.21 million Baht, which decreased by 5.50 million Baht or equivalent to 8.91% compared to previous year.

Administrative expenses of the Company and its subsidiaries was 292.89 million Baht, which decreased by 88.48 million Baht or equivalent to 23.20% compared to previous year.

Financial cost (interest expenses) of the Company and its subsidiaries was 954.93 million Baht, which increased by 391.14 million Baht or equivalent to 69.38% compared to previous year since the Company has recorded full amount of interest expenses at the default rate in 2011.

The Company and its subsidiaries had net loss of 2,049.23 million Baht, the net loss increased by 500.15 million Baht which is equivalent to 32.25% compared to 2010 of 1,549.08 million Baht due to the decrease of sales, the increase of cost of goods sold and interest expenses, and also the realized of loss on impairment of property, plant and equipment.

- **Financial Status**

Assets

As of 31 December 2011, the Company and its subsidiaries had total assets of 8,747.50 million Baht, which decreased by 1,777.29 million Baht or equivalent to 16.89% from the total assets as of 31 December 2010, due to the decrease of property, plant and equipment of 1,002.12 million Baht, account receivable of 650.27 million Baht, inventory of 133.75 million Baht, and the Disposal of investments in associates thus the investment in associates decreased by 70.81 million Baht.

Liabilities

As of 31 December 2011, the Company and its subsidiaries had total liabilities of 11,069.71 million Baht, which increased by 342.67 million Baht or equivalent to 3.19% from the total liabilities of 10,727.04 million Baht as of 31 December 2010. The liability which was already due was 3,113.07 million Baht, the creditors which were during the proving process of 90.30 million Baht. Moreover, there were the items that decreased from last year which were long term liabilities of 2,113.91 million Baht, account payable of 381.86 million Baht and liabilities of the judgment of 225.42 million Baht.

Shareholders' Equity

As of 31 December 2011, the Company and its subsidiaries had negative shareholders' equity of 2,322.21 million Baht, which decreased by 2,119.97 million Baht from shareholders' equity as of 31 December 2010 which had negative value of 202.25 million Baht due to the net loss of the year of 2011.

- Summary of the Management Discussion and Analysis for the year 2012 ended 31 December 2012 as follow:

- **Operating Results**

The Company and its subsidiaries had total revenue of 13,544.01 million Baht increased by 4,684.88 million Baht or equivalent to 52.88 compared to 2011. Sales of products and services was 13,114.28 million Baht in 2012 due to the pending sales from the flooding in Thailand from previous year 2011. Therefore, the Company accelerated production to delivery to customers as well as the government's first-car buyer which made the demand for cars increased.

The Company and its subsidiaries had cost of goods sold of 13,028.04 million Baht increased by 3,819.07 million Baht or equivalent to 41.47% compared to previous year. In 2012, gross profit margin improved from previous year since there was the increase of sales and better of cost of goods sold and expenses controlling.

Selling expenses of the Company and its subsidiaries was 89.65 million Baht, which increased by 33.44 million Baht or equivalent to 59.50% compared to previous year.

Administrative expenses of the Company and its subsidiaries was 372.47 million Baht, which decreased by 315.06 million Baht or equivalent to 45.82% compared to previous year since the subsidiaries company had realized the loss on impairment of property, plant and equipment in 2011.

Financial cost (interest expenses) of the Company and its subsidiaries was 975.44 million Baht, which increased by 20.51 million Baht or equivalent to 2.15% compared to previous year since the Company has recorded full amount of interest expenses at the default rate in 2012.

The Company and its subsidiaries had net loss of 923.58 million Baht, the net loss decreased by 1,125.65 million Baht which is equivalent to 54.93% compared to 2011 due to the increase of sales could cover fixed cost and better fixed costs and expenses controlling.

- **Financial Status**

- Assets

As of 31 December 2012, the Company and its subsidiaries had total assets of 8,992.72 million Baht, which increased by 245.22 million Baht or equivalent to 2.80% from the total assets as of 31 December 2011, due to the increase of cash and cash equivalent of 451.86 million Baht and the increase of account receivable of 750.65 million Baht while property, plant and equipment decreased by 394.89 million Baht.

- Liabilities

As of 31 December 2012, the Company and its subsidiaries had total liabilities of 12,238.51 million Baht, which increased by 1,168.80 million Baht or equivalent to 10.56% from the total liabilities as of 31 December 2011 due to the increase items of long term liabilities which was adjusted to liabilities which was already due of 264.68 million Baht and account payable of 1,001.29 million Baht.

- Shareholders' Equity

As of 31 December 2012, the Company and its subsidiaries had negative shareholders' equity of 3,245.79 million Baht, which decreased by 923.58 million Baht from shareholders' equity as of 31 December 2011 which had negative value of 2,322.21 million Baht due to the net loss of the year of 2012.

Agenda 3: To approve the financial statements for the year ended December 31, 2011.

Board of Director's opinion: In compliance with Section 4 Article 35 (2) of Company's Articles of Association. The Board of Directors proposed the balance sheet and income statement at end of company's fiscal year, which is the report on the financial activities occurred in the Fiscal Year ended December 31, 2011 and has been audited by the Auditor, should be proposed to the Shareholders Meeting for approval as attached in Attachment 2.

The Board of Directors approved the financial statement for the year ended December 31, 2011 and proposed to the shareholders' meeting.

Agenda 4: To approve the financial statements for the year ended December 31, 2012.

Board of Director's opinion: In compliance with Section 4 Article 35 (2) of Company's Articles of Association. The Board of Directors proposed the balance sheet and income statement at end of company's fiscal year, which is the report on the financial activities occurred in the Fiscal Year ended 31st December 2012, and has been audited by the Auditor, should be proposed to the Shareholders Meeting for approval as attached in Attachment 2.

The Board of Directors approved the financial statement for the year ended December 31, 2012 and proposed to the shareholders' meeting.

Agenda 5: To approve not to pay the dividend for business operation results the year 2011 and 2012

Board of Director's opinion: In compliance with Public Limited Companies Act and Article 42 of Company's Articles of Association. Defined as "Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid."

Board of Directors approve to propose the Meeting not to pay the dividends for the year 2011 and 2012 due to as of December 31, 2011 and 2012 the Company has accumulated losses.

Agenda 6: 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 Article 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 2016 as 3 Directors who are retired by rotation in this Meeting are:

1. Mr.Kiang Boonperm Director
2. Mrs.Onzalochaya Bunnag Director
3. Mrs.Amorntat Angkhasekvilai Director

To approve the re-election of directors replacing those retired by rotation for 3 Directors to continue their positions for another term as proposed by the Nomination Committee. Because these 3 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 3

Agenda 7: To approve the Director's remuneration for the year 2016.

Board of Directors' opinion: The Board approved and proposed the Meeting to approve the Director's remunerations that proposed by Compensation Committee for 2016 at the same amount as year 2012-2015 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 8: Other Business (if any)

All Shareholders are cordially invited to attend Annual General Meeting of Shareholders 2016 on Thursday April 28, 2016 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.7, 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. Lt. Gen. Tairat Pinmanee Independent Director and President of Audit Committee
2. Pol.Maj.Gen Wancai Wisuttinan Independent Director and Audit Committee

You are kindly requested to submit the complete proxy form to the company by **Monday April 25, 2016.** 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 2016 on March 28, 2016 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 29, 2016 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 2015
Yarnapund Public Company Limited

Time and Location

The meeting held on 30 April 2015, 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 Bussayaratsamee	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

Before the meeting

Miss Kanitnard Tadsri, secretary of the Company informed the meeting about the conditions to vote on each agenda as follow. The meeting of shareholders voting is one vote for each share voting which done by openly. We will collect the voting card only the shareholders who disapproved and abstention. The Chairman of the meeting will summary and inform of vote on each agenda in the meeting. the Company has authorized the Inventech Systems (Thailand) Co., Ltd. as a mediator counting of votes for each session.

Meeting Opened

Mr.Samphan Phanpanit was Chairman of the Meeting.

68 shareholders have been attended (by themselves and proxy), totally 617,749,091 shares, equals to 38.60% of 1,600,000,000 paid-up shares constituted quorum to consider the following agendas.

Agenda 1: To Certify the Minutes of Extraordinary General Meeting of Shareholders no.1/2015

The Chairman proposed the Minutes of Extraordinary General Meeting of Shareholders no. 1/2015 held on 19 January 2015 as Attachment 1 which the Board considered that it has been prepared by fact and proposed the Meeting to certify.

Resolution The Meeting resolved to certify the Minutes of Extraordinary General Meeting of Shareholders no.1/2015 by the following votes

Total number of shareholders, who is qualified voter, in Agenda 1	639,030,980	votes
Total voted	639,030,980	votes
Approved	639,030,980 shares	equivalent to 100 %
Disapproved	0 shares	equivalent to 0 %
Abstained	0 shares	equivalent to 0 %

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

During considering agenda 1, 1 shareholders coming then altogether 69 shareholders attending (either in person or by proxy) representing 639,030,980 shares, which constituted 39.93% of total 1,600,000,000 paid-up shares.

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 2015 as 4 Directors who are retired by rotation in this Meeting are;

1. Lt. Gen. Tairat Pinmanee Independent Director and President of Audit Committee
2. Miss Kanya Bussayratsamee Independent Director and Audit Committee
3. Mr. Piyaporn Limcharoen Independent Director and Audit Committee
4. Pol.Maj.Gen Wancai Wisuttinan Independent Director and Audit Committee

ประธานฯ จึงเสนอให้ที่ประชุมพิจารณาเลือกกรรมการที่พ้นจากตำแหน่งตามกำหนดวาระให้กลับเข้าดำรงตำแหน่งกรรมการบริษัทต่อไปอีกวาระหนึ่ง ดังรายละเอียดปรากฏตามสิ่งที่ส่งมาด้วยลำดับที่ 2. ของหนังสือเชิญประชุม โดยให้ลงคะแนนเสียงแยกเป็นรายบุคคล

The Chairman proposed the meeting to consider director retiring by rotation the re- election of directors for the next term, as attached in Attachment 2. By vote for each director individually

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

1. Lt. Gen. Tairat Pinmanee	Independent Director and President of Audit Committee
Total number of shareholders, who is qualified voter, in Agenda 2	639,030,980 votes
Total voted	639,030,980 votes
Approved	637,479,480 shares equivalent to 99.75 %

Disapproved	1,551,500 shares	equivalent to	0.24 %
Abstained	0 shares	equivalent to	0 %

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

2. Miss Kanya Bussayratsamee Independent Director and Audit Committee

Total number of shareholders, who is qualified voter, in Agenda 2	639,030,980 votes		
Total voted	639,030,980 votes		
Approved	637,479,480 shares	equivalent to	99.75 %
Disapproved	1,551,500 shares	equivalent to	0.24 %
Abstained	0 shares	equivalent to	0 %

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

3. Mr. Piyaporn Limcharoen Independent Director and Audit Committee

Total number of shareholders, who is qualified voter, in Agenda 2	639,030,980 votes		
Total voted	639,030,980 votes		
Approved	637,479,480 shares	equivalent to	99.75 %
Disapproved	1,551,500 shares	equivalent to	0.24 %
Abstained	0 shares	equivalent to	0 %

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

4. Pol.Maj.Gen Wancai Wisuttinan Independent Director and Audit Committee

Total number of shareholders, who is qualified voter, in Agenda 2	639,030,980 votes		
Total voted	639,030,980 votes		
Approved	637,479,480 shares	equivalent to	99.75 %
Disapproved	1,551,500 shares	equivalent to	0.24 %
Abstained	0 shares	equivalent to	0 %

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 2015:

The President of Remuneration Committee proposed the Meeting to consider the Directors' remuneration for the year 2015 at the same rate as 2014 and 2013 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 1,000 Baht per time
(not over 6 times per year)

Resolution The Meeting resolved to approve the Directors' remuneration for the year 2015 as proposed by the following votes

Total number of shareholders, who is qualified voter, in Agenda 1	639,030,980	votes
Total voted	639,030,980	votes
Approved	639,030,980 shares	equivalent to 100 %
Disapproved	0 shares	equivalent to 0 %
Abstained	0 shares	equivalent to 0 %

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

Agenda 4: Other Business (if any)

During considering agenda 4, 1 shareholders coming then altogether 70 shareholders attending (either in person or by proxy) representing 640,055,980 shares, which constituted 40.00% of total 1,600,000,000 paid-up shares

There was no other presented to the meeting and the Chairman declared the Meeting closed and adjourned at 10.15 a.m.

Yours faithfully,

Yarnapund Public Company Limited



(Mr. Samphan Phanphanit)

Chairman

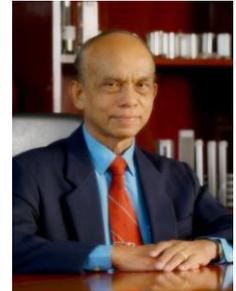
Financial Statement
For the year 2011 and 2012
ending December 31, 2011 and 2012

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

1. MR. Kiang Boonperm

Position : Director
Education : Bachelor of Law and Thai Barrister of Law
Seminar : Director Accreditation Program (DAP) Year 35/2005
Previous Experience:

2011 - Present Director of Yarnapund Public Company Limited.
 1996 - Present Government officer of pension that belong to Courts of Justice and the director of Council of State
 1996 – Present Chief Justice of the Court



2. Mrs. Ornzalochaya Bunnag

Position : Director
Education : Bachelor of Finance Management of Wellington Polytechnic
Seminar : Director Accreditation Program (DAP) Year 13/2044
Previous Experience:

1990 - Present Director of Yarnapund Public Company Limited.
 2007 - Present Executive Committee – Finance and Accounting of Yarnapund Public Company Limited.
 2002 - Present Director of Yarnapund International Company Limited.
 2001 – 2011 Director of YNP Engineering Company Limited.



3. Mrs. Amornrat Angkhasekvilai

Position : Director
Education : Diploma of Secretary American Institute, Washington D.C., U.S.A.
Seminar : Director Accreditation Program (DAP) Year 13/2044
Previous Experience:

2004 - Present Director of Yarnapund Public Company Limited.
 2006 - Present Nomination Committee of Yarnapund Public Company Limited.
 2003 - Present Deputy Managing Director of G.C.D. Distribution Company Limited.
 1998 - Present Deputy Managing Director of General Care Product Company Limited.
 1983 - Present Deputy Managing Director of General Candy Company Limited.



Curriculum Vitae of the independent Directors as your proxy

1. Lt. Gen. Tairat Pinmanee

Position : Independent Director and President of Audit Committee

Holding Company stock: None (as of 29 March 2016)

Educations : – Bachelor of Science, Chulachomklao Royal Military Academy

- Trainings :
- Audit Committee Program (ACP 3/2004)
 - Directors Accreditation Program (DAP 12/2004)
 - Organization Risk Management Program (ORMP 4-5/2005)
 - Finance for Non-Finance Director (25/2006)
 - Directors Certification Program (DCP 69/2006)
 - The Role of the Chairman Program (RCP 14/ 2006)
 - Role of the Compensation Committee (RCC/2006)
 - Curriculum of Cost and Survival of Business (2008)



Work Experiences:

- | | |
|----------------|--|
| 2007 – Present | President, Wan Chuan Engineering Co., Ltd. |
| 2006 – Present | Chairman of Remuneration Committee, Yarnapund PCL. |
| 2004 – Present | Independent Director and Chairman of Audit Committee, Yarnapund PCL. |
| 2001 – 2004 | Special Advisor of Supreme Commander |

Curriculum Vitae of the independent Directors as your proxy

2. Pol. Maj. Gen. Wanchai Wisuttinan

Position : Independent Director and Audit Committee

Holding Company stock: None (as of 29 March 2016)

Educations :

- Bachelor of Political Science, Royal Police Cadet Academy
- Master of Arts (Political Science), Ramkhamhaeng 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
- Long-Term Incentive: The Stock Appreciation Rights (SARs) Way 2006
- Curriculum of Cost and Survival of Business (2008)



Work Experiences:

2005 – Present	Independent Director and Member of Audit Committee, Yarnapund PCL
2006 – Present	Member of Nomination Committee, Yarnapund PCL
2008 – Present	Advisor to the Military Commissioner, House of Representatives
2008 – Present	Honorary Advisor to the Social Welfare Commissioner
2010 – Present	Member of the Movie Censor Commissioner
2010 – Present	Member of the Ethics Commissioner, Department of Medical Services, Ministry of Public Health
2012 – 2012	Honorary Advisor to the Police Commissioner, House of Representatives
2012 – 2012	Honorary Advisor to the Justice and Police Commissioner, the Senate
2008 – 2008	Advisor to the Information Technology and Communication Minister
2005 – 2006	Advisor to the Police Commissioner
2004 – 2006	Advisor to the Independent Entity Commissioner, the Senate
2003 – 2006	Advisor to the Military Commissioner, House of Representatives

**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 25, 2016 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;
- (2) resignation;
- (3) incomplete qualification or illegal characteristic under the law in public company limited;
- (4) shareholders' meeting decided to resign under Article 24; or
- (5) 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)



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 2016 on Thursday April 28, 2016 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
()

Signature Proxy
()

Signature Proxy
()

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

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 2016 on Thursday April 28, 2016 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 1 : To certify the Minutes of Annual General Meeting of Shareholders 2015

(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 7: To approve the Director’s remuneration for the year 2016.**
- (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 8 : 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
()

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 ach 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 2016 on Thursday April 28, 2016 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

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 2016 on Thursday April 28, 2016 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

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 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 2016 on Thursday April 28, 2016 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

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:

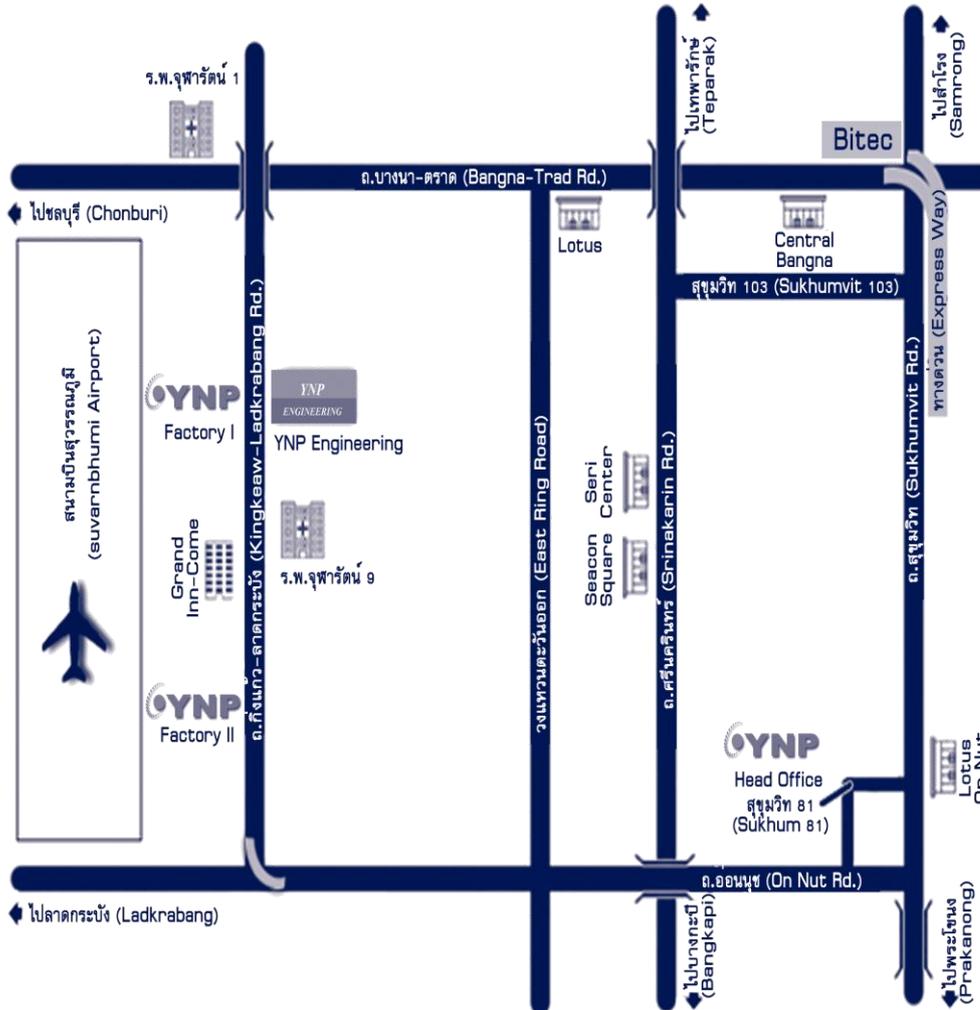
Approve Disapprove Abstain

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