

บริษัท ตรีนิติ วัฒนา จำกัด (มหาชน)
Trinity Watthana Public Company Limited

**Notice of
the Annual General Meeting of Shareholders No. 20
on Friday April 29, 2022 at 2.00 p.m.
at the Meeting Room, 25th floor, Bangkok City Tower,
179 South Sathorn Road,
Kwang Thungmahamek, Khet Sathorn, Bangkok.**

TRINITY

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บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 013/2022

March 25, 2022

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 20

The Board of Directors of Trinity Watthana Public Company Limited has passed the resolution to convene the Annual General Meeting of Shareholders on Friday April 29, 2022 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok. The agenda of the meeting are as follows:

1. **To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 19 on April 23, 2021.**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to adopt the said minutes.
2. **To consider and acknowledge the Company's operating results for the year ended December 31, 2021.**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2021.
3. **To consider and approve the audited financial position and income statements for the year ended December 31, 2021.**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the audited financial position and income statements for the year ended December 31, 2021.
4. **To consider and approve an appropriation of profit, dividend and legal reserve for the year 2021.**
 - 4.1 **To approve an appropriation of profit for the year 2021**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appropriation of profit to legal reserve in the amount of Baht 12,507,192.
 - 4.2 **To approve dividend payment for the year 2021**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend for the year 2021 of Baht 1.00 per share or at the payout ratio of 85.71% of net profit. The dividend of Baht 0.25 per share was paid as interim dividend on September 10, 2021. Thus, the remaining final dividend of Baht 0.20 per share will be paid from the profit after 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2021 fiscal year dividend on March 28, 2022 (Record Date). The final dividend will be payable on May 18, 2022. The rights to receive above dividend is depend upon the approval of 2022 Annual General Shareholders' Meeting.
5. **To consider and appoint new directors to replace the retiring directors and approve directors' remuneration.**
 - 5.1 **To consider and appoint new directors to replace the retiring directors**
Board of Directors' opinion: There are four directors who are retired by rotation namely 1) Mr. Pakhawat Kovithvathanaphong, 2) Mr. Pairote varopas, 3) Mr. Sorayouth Prompoj and 4) Mr. Kanavuti Wattanateerach.

The Board of directors excluding the director who has interest in this matter consider appropriate for the Shareholders' meeting to re-elect all retiring directors to be directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the

period and Mr. Pairote varopas and Mr. Sorayouth Prompoj are also qualified as an independent director according to the company's definition of Independent Director.

5.2 To consider and approve the directors' remuneration

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge directors' bonus for the year 2020 totaling of Baht 7,500,000 and approve the directors' remuneration for the year 2021 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2021 extra remuneration not over Baht 10,000,000.

Voting rights: According to Section 90 of the Public Company Act and the Company's articles of association no.33, approval of directors' remuneration requires the shareholders' votes not less than 2/3 of the shareholders attending the meeting.

6. To consider and appoint a new director

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve an additional director to reflect the proportion of shareholding of the Company and also appoint Mr. Udomsak Rojviboonchai, who is knowledgeable, competent and expertise in financial institution and capital market, as a new director.

7. To consider and appoint the Company's auditor and approve audit fee for the year 2022.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of EY Office Limited namely 1) Ms. Kirdsiri Kanjanaprakait C.P.A. Registration No. 6014 or 2) Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972 or 3) Ms. Pimjai Manitkajohnkit C.P.A. Registration No. 4521 or 4) Ms. Orawan Techawatanasirikul C.P.A. Registration No. 4807 or 5) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or 6) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872, of EY Office Limited as the Company's auditor for the year 2022 and to approve the audit fee for the Company at Baht 900,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 2,600,000 as proposed by the Audit Committee. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

8. To consider and approve the increase of issuance and offering of the Debentures limit

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the increase of the issuance and offering of the Debentures in the principal amount of not more than Baht 5,000 million with the details presented in the attachment 3 , and authorize the Company's Board of Directors or Chief Executive Officer or any designated person to determine the terms and details relating to issuance and offering of the each debenture, for example; face value, amount of each issue, term, type, offering channels, allocation method, collateral, offering price, interest rate, interest payment period, appointment of debenture holders' representative and/or registrar and/or arranger and/or underwriter, and execution of any necessary transactions, including all official filings as required by the office of Securities and Exchange Commission or other relevant government authorities and listing of the debentures on any subordinate market for the utmost benefit of the Company.

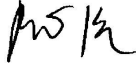
Voting rights: According to Section 145 of the Public Company Act and the Company's articles of association no.51, approval of issuance of debentures requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting.

9. Other matters (if any)

The Company has fixed the Record Date for the right of shareholders to attend the Annual General Meeting of Shareholders No.20 on Monday, March 28, 2022.

Therefore, the Company would like to invite all shareholders to attend the meeting at the time and place as mentioned above. In case that any shareholder desires to appoint the proxy to attend the meeting, please fill in and sign the proxy form as attached hereto and send the proxy form with certain documents to the Chairman or the authorized persons prior to the commencement of the meeting.

Yours sincerely,
Trinity Watthana Public Company Limited
By order of the Board of Directors



(Mr. Pakhawat Kovithvathanaphong)
Chairman

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 19
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 23th April, 2021 at 2.00 p.m. at the Meeting room, 25th floor, 179 Bangkok City Tower, South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok.

Attendants

The Company closed the register book at 2.00 p.m. There were 17 shareholders present in person and 22 shareholders by proxies, altogether 39 shareholders, representing 83,173,713 shares or 41.76 percent from the total issued and paid up of 199,188,966 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

Mr. Pakhawat Kovithvathanaphong, Chairman of the board of directors, welcomed the shareholders attending the Meeting. The register book was closed at 2.00 p.m. of which the quorum was satisfied according to the Company's Articles of Association. To orderly conduct the meeting and record the minutes, the Chairman requested the Company Secretary to inform the following voting procedures for each agenda:

1. A shareholder's voting right was directly proportionate to the number of shares held.
2. For shareholders who granted proxies to independent director or Chief Executive Officer, the Company would include and record the casting votes as specified for each agenda by the shareholders.
3. During each agenda, if any attending shareholder or proxy would like to propose any opinions or questions, the shareholder should raise his/her hand to ask for the permission. When the Chairman allowed, the shareholder wrote in the paper to report his/her name to the Meeting together with proposing the opinions or questions and submit to the company secretary to inform the Meeting on behalf of the shareholder in order to avoid sharing the microphone. The opinions or questions should be related to the agenda, if not, the shareholder should propose his/her opinion or question to the Meeting after finishing all agendas.
4. The Company Secretary shall inform the Meeting for voting required in each agenda before requesting for shareholders' voting.
5. In the event that there were no dissenting opinions, or opinions that differed from those of the Chairman, or the Board of Directors, the Meeting would consider an issue certified and resolved unanimously.
6. In the event that any attending shareholder cast a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot and submit it to a Company's officer so that the votes for that particular agenda could be recorded.

During gathering the votes of each agenda, the Chairman may consider propose next agenda to the Meeting and reported the casting votes when the staff finished the count.

7. In voting, a ballot is considered voided when, but not limited to, a shareholder cast on more than the permitted number of votes or when there was no signature of meeting participants ratifying the strikethrough information on the ballot. Splitting a vote on a ballot shall also invalidate a ballot, with the exception given to the custodians.
8. The articles of association regarding the shareholders' meeting and the voting had been already presented in the notice of the meeting page 38 to 40 (Attachment No.5).

The Company Secretary reported to the Meeting that the Company has granted the minority shareholders right to propose the agenda and to nominate candidates to be elected as directors in advance. The criteria

and procedures were posted via SET and the Company's website on January 9, 2021 and required shareholders to submit any proposal within February 18, 2021. However, there was no proposal submitted to the Company.

The Company Secretary reported that 90% directors joined the meeting and introduced the directors, independent directors, management and external auditors attending the Meeting as follows:

Independent directors and audit committee

- | | |
|------------------------------------|---|
| 1. Dr. Panja Senadisai | Chairman of Nomination and Compensation Committee |
| 2. Mr. Pairote Varophas | |
| 3. Mr. Kampanart Lohacharoenvanich | |

Independent director / non-executive directors

- | | |
|------------------------------|---|
| 1. Mr. Nitipol Chaisakulchai | Member of Nomination and Compensation Committee |
| 2. Ms. Kanitha SubpaAsa | Member of Nomination and Compensation Committee |
| 3. Mr. Sorayouth Prompoj | Independent Director |

Executive directors and management

- | | |
|---------------------------------|---|
| 1. Mr. Charnchai Kongthongluck | Chief Executive Officer and President of Trinity Securities Co., Ltd. |
| 2. Dr. Visit Ongpipattanakul | Managing Director of Trinity Securities Co., Ltd. |
| 3. Ms. Suwannee Limpanavongsaen | Deputy Managing Director and CFO of Trinity Securities Co., Ltd. |

Representative of external auditor

1. Ms. Kirdsiri Kanjanaprakasit
2. Ms. Pattama Vanprasitporn

Absent director

1. Dr. Voratha Kongseanitsara Director
Dr. Voratha absent since he decided to retiring from his position.

For safety and hygienic of all attendants, the Company Secretary inform the attendants to always wear mask throughout the Meeting and in the Company area and also inform the procedures for emergency evacuation and gathering location.

The Company's articles of association regarding the shareholders' meeting and the voting could be examined from the attachment 5 (page 36-38) of the notice of the meeting.

There were no questions or other opinions. The Chairman then declared the Meeting duly convened to consider the agenda as follows:

1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 18 held on 20th April, 2020

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 18 held on 20th April 2020, copies of which had been sent to shareholders, together with the notice of this Meeting.

Resolved It was unanimously resolved that the Minutes of the Annual General Meeting of Shareholders No. 18 held on 20th April 2020 be adopted. Details of the voting were as follows:

Approved 83,173,713 votes equivalent to 100%
No abstained, no objection and no voided ballot.

2. To consider and acknowledge the Company's operating results for the year ended 31st December 2020

The Chairman requested that Mr. Charnchai Kongthongluck, CEO, inform the Meeting the Company's operating results.

Mr. Charnchai reported that The Thai stock market in 2020 fell 8.26 percent. The stock market index was volatile throughout the year, having dropped from the end of 2019 at 1,580 points to the lowest drop to 1,024 points or 35.15% in March due to the outbreak of Coronavirus 2019, or COVID 19, that is spreaded throughout the world. After that the index rose steadily through December to close at 1,449 points. As a result of the COVID-19 epidemic, the global economic activity has declined significantly. Governments around the world release liquidity measures, resulting in some of the excess money flowing into the capital markets, especially risky assets, both stocks and commodities. From the aforementioned factors, the average daily trading volume for the whole year was 68,607 million baht, an increase from 53,192 million baht from the year 2019. The Company market share in 2020 is 1.05% decreased from 1.35% in 2019.

In 2020, retail investors play a much bigger role. The retail investor's share trading ratio is 43.7 percent from 33.7 percent in 2019, while other types of investors have a decreased share of trading. Foreign investors accounted for 35.9 percent this year, decreasing from 41.4 percent in 2019. Proprietary trading accounts decreased to 10.5 percent from 13.5 percent in 2019. Domestic institutional investors decreased to 9.9 percent from 11.4 percent in 2019.

The trading volume in Thailand Futures Exchange Plc. (TFEX) had 120 million contracts in 2020 increased from 104 million contracts in 2019. In 2020 SET50 Index futures was highest popular product for trading with 47.81%. The second popular product was single stock futures with 39.43 of total trading. The world economy shrinking from the epidemic and the volatility of major currencies resulted in Gold Online Futures trading volume increased from 7.57 million contracts to 10.82 million contracts or a 43 percent increase. And currency futures trading volume increased from 670,000 contracts to 2.8 million contracts, representing an increase of 318 percent. The Company's market share in TFEX was 0.37%, falling from 0.62% in 2019. This fall was mainly due to price competition which became more intense and caused less clients to trade their futures through the Company

The main group of TFEX investors is still retail investors in the country. In 2020, the share of the domestic retail investor volume is 48 percent. For local institutional investors and foreign investors, the trading was 29 percent and 23 percent, respectively.

In managing private funds, even though the SET has been very volatile due to the COVID-19 situation, the private fund's asset value can be maintained the same as the previous year, i.e. the total asset value increased from 3,826 million baht at the end of 2019 to 3,950 million baht at the end 2020 or 3% increase in value from 2019. The private fund return was 4.34% in 2020 which is higher than SETTRI.

In addition to investing in the country, the company also provides overseas investment options for its clients through 1) "Trinity Asian Private Fund", a private fund that invest in the Asian market (excluding Japan), which yielded 45.93 percent from inception until the end of 2020, with total assets increased from \$ 4.51 million at the end of 2019 to \$ 8.61 million at the end of 2020 or increase 90.91 percent. The Asian Private Fund's return was 45.93% in 2020 which is higher than its benchmark. 2) Vietnamese Fund SSISCA, a fund managed by one of the largest asset management companies in Vietnam, namely SSI Asset management Limited Company. With the fund being Vietnamese, it is possible to invest without paying a premium when investing in stocks subject to Foreign Ownership Limit (FOL). At the end of the year, the fund value is \$ 8.3 million, increased from \$ 6.6 million in 2019, representing an increase of 25.76 percent. The Fund return was 18.61% which is higher than its benchmark.

With the successful result of listing Bangkok Commercial Asset Management Public Company Limited (BAM) to enter the market at the end of 2019, Trinity Securities Co., Ltd. has received the SET AWARDS 2020 in the category of the Best Deal of the year award and the Capital Market Fund Raising Deal, an excellent award for IPO of Bangkok Commercial Asset Management Public Company Limited (BAM). In 2020, the Investment Banking Department of Trinity Securities Co., Ltd. has served as a financial advisor for listing 1 company on the stock exchange, namely Leo Global Logistics Public Company Limited. In addition, it is also a financial advisor in preparing the disclosure form and annual report of 1 listed company, in issuing and selling debentures for 7 companies and other financial advisory services for 6 companies.

The company also emphasizes importance to ethical management in accordance with the practice of good corporate governance. The company was assessed by the Thai Institute of Directors Association for the Corporate Governance of Listed Companies for the year 2020. It was a listed company that received a rating of "very good" in accordance with the ASEAN CG Scorecard standard. The 2020 shareholders' meeting by the Thai Investors Association has been consistently rated as "Excellent". In addition, the company sponsors participating in the project, Happy Retirement Company, organized by SEC to promote and supervise employees to save enough money to spend upon retirement. The company received an award in the gold level.

Since the Company has been certified from the the Private Sector Collective Action Coalition Against Corruption (CAC) Committee as one of the member of the CAC in 2015 and also be certified by the Thaipat Institutes, the Company has renewed the member status with the CAC in 2018 which represented that the Company anti-corruption policy be implemented at all level from the Company thru the subsidiaries.

The Company's performance by quarter in 2020 mirrored the fluctuations in SET condition. The Company's total revenue was Baht 717 million compared to Baht 675 million in 2019. The Company's major income derived from the following:

- Brokerage commission fee increased from Baht 170 million to Baht 257 million, or by 51%, due from the increase of retail investors' turnovers when compared to those of year 2019.
- Fees and service income decreased from Baht 207 million in 2019 to Baht 95 million from decrease in underwriting fee.
- Interest income from margin loan decreased from Baht 98 million to Baht 83 million due to the decrease in margin loans during the year.
- Net gain on investment of Baht 146 million increased from net gain of Baht 59 million in 2019.
- Interest income increased from Baht 65 million to Baht 95 million in 2020 resulted from the increase in interest income from loans to others.

The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 562 million in 2020 compared to Baht 558 million in 2019. The expenses which had significant changes were as follows:

- Personnel expenses in 2020 amounted to Baht 360 million which was increased from Baht 324 million in 2019, or by 11.02%. This increase was varied in relation to the overall operations.
- Fee and services expense decreased from Baht 65 million in 2019 to Baht 55 million in relation to the decrease in underwriting fee in 2020.
- Other Expenses in 2020 amounted to Baht 87 million which was decreased from Baht 107 million in 2019. This decrease varied in relation to the decrease in expenses relating with underwriting fee.

The Company's profit before tax in 2020 was Baht 155 million which was increased from Baht 119 million in 2019 or increased by 30% whereas net profit was Baht 130 million in 2020 increased from Baht 97 million in 2019 or increased by 35%. Return on Equity increased from 6.02% to 8.21%.

Details of 2020 operating results had been presented in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders' meeting.

Mr. Charnchai informed the Meeting that this agenda is to explain the operating results to the Meeting and no voting was required. Then he asked the Meeting whether there were any questions.

Should there be no any question, Mr. Charnchai concluded that the Meeting acknowledge the Company's operating results for 2020.

3. To consider and approve the financial position and income statements for the year ended December 31, 2020

The Chairman requested that Ms. Suwannee Limpanavongsaen, Deputy Managing Director, present the details of the financial statements.

Ms. Suwannee then presented the details of the financial statements for the year ended December 31, 2020. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- The total assets of Baht 5,043 million at the end of year 2020 increased from Baht 4,404 million at the end of year 2019. The main assets comprised of the increase in receivables from securities and derivatives business from Baht 1,785 million at the end of 2019 to Baht 2,405 million at the end of 2020, the decrease in loans to others from Baht 1,224 million at the end of 2019 to Baht 1,081 million and the decrease in investment in securities from Baht 1,011 million at the end of 2019 to Baht 912 million in 2020.
- The Company's total liabilities were Baht 3,446 million compared to the total liabilities of Baht 2,824 million at the end of 2019. The main liabilities comprised of borrowings for both settlement and margin loans which included short-term borrowings from Baht 1,947 million at the end of 2019 to Baht 2,388 million at the end of 2020, long-term debentures amounted to Baht 465 million.
- The Company's shareholders' equity was Baht 1,597 million compared to Baht 1,579 million at the end of 2019. The Company and subsidiaries' earnings was amounted to Baht 130 million in 2020. But the Company paid final cash dividends from operating results in 2019 in the amount of Baht 88 million. In addition, unrealized loss from available-for-sale securities increased Baht 13 million.
- Details on revenue and expenses had already been explained in the Agenda2.

The financial position and the income statements had been considered by the Board of Directors, and the Audit Committee. The reports of the Board of Directors, Audit Committee and Auditor could be found in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders' meeting.

Ms. Suwannee asked the Meeting whether there were any questions.

Should there be no any question, Ms. Suwannee then proposed the Meeting to approve the financial position and income statements for the year ended December 31, 2020.

Resolved It was unanimously resolved that the financial position and income statements for the year ended December 31, 2020 be approved. Details of the voting were as follows:

Approved 83,173,713 votes equivalent to 100%

No abstained, no objection and no voided ballot.

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2020

4.1 To consider and approve the appropriation of profits as legal reserve

The Chairman requested that Mr. Charnchai Kongthongluck present the details of this agenda.

Mr. Charnchai reported that according to Section 116 of the Public Company Act B.E. 2535 (1992), the Company was required to appropriate a portion of net profit as legal reserve at a rate of not less than 5.0 percent of net profit for the year after deducting the forwarded retained loss (if any) until the total amount of the legal reserve was not less than 10.0 percent of registered capital. In 2020, the Company's net profit in the separate financial statements was Baht 115,746,660. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 5,787,334 for the year 2020. After the appropriation of profit, legal reserve was Baht 79,127,267.

Mr. Charnchai asked the Meeting whether there were any questions.

When there was no question, Mr. Charnchai proposed that the Meeting consider and resolve the agenda.

Resolved

It was unanimously resolved that the Meeting approve the appropriation of profit as legal reserve amounted to Baht 5,787,334. Details of the voting were as follows:

Approved 83,173,713 votes equivalent to 100%

No abstained, no objection and no voided ballot.

4.2 To consider and approve the dividend payment for the year 2020

The Chairman requested that Mr. Charnchai Kongthongluck present the details of this agenda.

Mr. Charnchai reported that the company's dividend payout policy has been set at no less than 50% of consolidated net profit and no more than the unappropriated retained earnings of the separate financial statements. Record of dividend payments for the year 2017 to 2019, the net profit and unappropriated retained earnings for the year 2020 were presented in the notice of the meeting. Net consolidated profit was Baht 130 million and retained earnings of the separate financial statements was Baht 225 million.

The board of directors proposed the Meeting to approve final dividend payment for the year 2020 at Baht 0.50 per share or at the payout ratio of 76% of net consolidated profit, which is in accordance with the dividend policy of the Company. The dividend will be paid out of the profit after 20% corporate income tax. The Company's dividend yield was 12.08% of the market price as of December 31, 2020 at Baht 4.14 per share.

The Company will entitle rightful shareholders who may receive the 2019 fiscal year dividend on March 16, 2020 (Record Date). The dividend will be payable on May 15, 2020.

Mr. Charnchai asked the Meeting whether there were any questions. When there was no question, he proposed that the Meeting consider and resolve the agenda.

Resolved

It was unanimously resolved that the Meeting approve the dividend for the year 2020 at Baht 0.50 per share. The record date of the entitled shareholders who will receive the 2020 fiscal year dividend was on April 2, 2021; payable on May 11, 2021. Detail of votes were as follows:

Approved 83,173,713 votes equivalent to 100%

No abstained, no objection and no voided ballot.

5. To consider and appoint new directors to replace the retiring directors and approve directors' remuneration

5.1 To consider and appoint new directors to replace the retiring directors

The Chairman requested Mr. Abhichart Arbhahirama, member of Nomination and Compensation committee, present the details of this agenda.

Mr. Abhichart informed the Meeting that in accordance with the Company's Articles of Association, one-third of the Company's directors must retire. The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 18, 2021. However, there was no proposal of director nomination submitted to the Company Secretary.

According to articles of association, there are 4 directors retiring by one-third rotation rules:

- | | | |
|------------------------------------|----------|--|
| 1) Dr. Panja Senadisai | Position | Independent Director / member of Audit committee / Chairman of Nomination and Compensation committee |
| 2) Mr. Kampanart Lohacharoenvanich | Position | Independent Director / member of Audit committee |
| 3) Dr. Worata Kongsanitsara | Position | Independent Director |
| 4) Dr. Visit Ongpipattanukul | Position | Director |

Dr. Worata Kongsanitsara informed that he will not renew his directorship. In order to allow shareholders to freely voice their opinion, the retiring directors were voluntarily absent from the meeting room.

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the directors who have interest in this matter, has considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non-conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent directors as set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors are illustrated in Exhibit 1 of the notice of the meeting. The Nomination and Compensation Committee has proposed Professor Dr. Arnat Leemakdej who is knowledgeable, competent and expertise in finance to replace Mr. Worata Kongseannitsara.

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, has carefully considered the credentials of the 3 retiring directors and the newly proposed director and deems appropriate to propose the meeting to re-elect the three directors to become the Company's directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they do not possess any business in conflict with the Company. Dr. Panja Senadisai and Mr. Kampanart Lohacharoenvanich are also qualified as independent directors according to the company's definition of Independent Director and even Mr. Dr. Panja Senadisai has been the Company's director for 18 years and Mr. Kampanart Lohacharoenvanich has been the Company's director for 4 years but they still always gave their opinion freely and had full understanding of the securities business. To re-elect both of the independent directors, Dr. Panja Senadisai will be the Company's director for 21 years and Mr. Kampanart Lohacharoenvanich will be the Company's director for 7 years.

Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 20 to 24. Each retiring director who was shareholder entitled to votes or abstained from voting. Any shareholder, who would like to cast a abstain or disapprove vote, must sent the voting ballot for each director to the Company's officer.

Mr. Abhichart asked the Meeting whether there were any questions. When there was no question, he proposed that the Meeting consider and resolve the agenda which required the shareholders' votes not less than 2/3 of the shareholders attending the meeting.

Resolved The voting for each nominated director were summarized as follows:

No.	Name List	Approved (no. of votes, %)	Disapproved (no. of votes, %)	Abstained* (no. of votes, %)	Voided Ball ot (no. of votes , %)
1	Dr. Panja Senadisai	83,167,976 (99.993 %)	5,737 (0.007%)	-	-
2	Mr. Kampanart Lohacharoenvanich	83,173,713 (100%)	-	-	-
3	Dr. Visit Ongpipattanakul	83,168,088 (99.993 %)	5,625 (0.007%)	-	-
4	Dr. Arnat Leemakdej	83,168,088 (99.993 %)	5,625 (0.007%)	-	-

Remarks: *include own abstained votes (if any)

It was resolved by majority votes that the Meeting re-elect the three retiring directors to become the Company's directors for another term and newly elect Dr. Arnat Leemakdej as a director replacing the retiring director. Dr. Panja Senadisai and Mr. Kampanart Lohacharoenvanich are also qualified as independent directors according to the company's definition of Independent Director

5.2 To consider and approve the directors' remuneration

The Chairman requested Dr. Panja Senbadisai to present the details of this agenda.

Dr. Panja stated that according to section 90 of the Public Company Act B.E.2535, the Company was prohibited to pay cash or any other assets to directors, except for paying remuneration and according to clause 33 of the Company's Article of Association, the Company's director remuneration must be approved by the shareholders with more than two-thirds of the total entitled votes.

The board of directors proposed the Meeting to acknowledge bonus as extra remuneration for the year 2020 and consider the remuneration for the year 2021 as follows:

1) To acknowledge extra remuneration for the year 2020

Pursuant to the resolution of the annual general meeting of shareholders no. 18 approval of the budget for 2020 extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors, the Nomination and Compensation Committee had considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration, which were presented in the notice of the meeting. The Company's income for the year 2020 was Baht 717 million increased from Baht 675 million for the year 2019, or increased by 5.91% and net profit 130 million which increased from that of 2019 by 34.02%. Whereas dividend payment to shareholders for the year 2020 increased to Baht 0.50 per share from Baht 0.44 per share in 2019 or increased by 13.63%.

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to approve the payment of bonus not over Baht 7,500,000 increased by 25.42%. The Chairman shall be eligible for 0.5 time extra.

Dr. Panja informed the Meeting that this agenda is to report the Meeting for the extra bonus for the year 2020 and no voting was required. Then he asked the Meeting whether there were any questions.

Should there be no question, Dr. Panja concluded that the Meeting acknowledge the extra bonus for the year 2020 as proposed.

2) To approve director remuneration for the year 2021

For the year 2021, the board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the Meeting to approve the director remuneration totaling of Baht 15,500,000, dividing into the following categories:

2.1) Director monthly remuneration for the year 2021 shall not exceed Baht 5.5 million in aggregate, payable monthly at the same rate as in 2020, divided as follows:

- Monthly remuneration for each board member at Baht 20,000 and the Chairman of the Board at Baht 60,000.
- Monthly remuneration for each member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000.

- Monthly remuneration for member of the Nomination and Compensation Committee at Baht 20,000, if any director is a member of more than one committee, he/she shall receive the meeting allowance only from one committee whichever is higher.
- 2.2) An extra remuneration for the year 2021 not over Baht 10 million which will be reserved in the 2021 income statement and be considered and allocated by the board of directors.
- 2.3) Other benefits i.e. Directors and Officers Insurance limit Baht 50 million and welfare to the directors for In-patient and life and accident insurance per person Baht 900,000 and 3,600,000 respectively.

Dr. Panja proposed that the Meeting consider to approve director remuneration for the year 2021 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance of Baht 5,500,000 per annum and extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors. The Meeting with more than two-thirds of the total entitled votes and directors who were shareholders entitled to votes or abstained from voting.

Dr. Panja asked the Meeting whether there were any questions. Should there be no question, Dr. Panja proposed that the Meeting consider and resolve the agenda.

Resolved It was resolved by majority votes that the Meeting approve director remuneration for the year 2021 totaling of Baht 15,500,000, dividing into monthly remuneration of Baht 5,500,000 per annum and extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors. Detail of votes were as follows:

Approved 83,168,088 votes equivalent to 99.993%, disapproved 5,625 votes equivalent to 0.007%, no abstained and no voided ballot.

6. To consider and approve the appointment of auditors and audit fee for the year 2021

The Chairman requested that Mr. Pairote Varophas, chairman of audit committee, present the details of this agenda.

Mr. Pairote informed the meeting that the board of directors had considered and proposed the Meeting to appoint EY Office Limited by

- 1) Ms. Rungnapa Lertsuwankul C.P.A. Registration No. 3516 or
- 2) Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972 or
- 3) Ms. Pimjai Manitkajohnkit C.P.A. Registration No. 4521 or
- 4) Ms. Orawan Techawatanasirikul C.P.A. Registration No. 4807 or
- 5) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or
- 6) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872 or
- 7) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014

The auditor no. 7) has acted as the Company's current auditor for one year since 2020. The proposed auditors have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2020, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 800,000. The aggregate audit fee for the services to the group companies in aggregate of Baht 2,500,000 which is equal to the 2020 audit fee.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2020 in accordance with the general accepted auditing standards. The auditor had full understanding of securities and derivatives business and provided other valued

services without extra charges e.g. IT general control review, advice new accounting standard to the Company and its subsidiaries. The audit fee was considered acceptable.

Mr. Pairote asked the Meeting whether there were any questions. When there was no question, Mr. Pairote proposed that the Meeting consider and resolve the agenda.

Resolved It was resolved by majority votes that the Meeting appoint EY Office Limited with the above list of auditors as the auditor for the year 2021 and to approve the audit fee for the Company at Baht 800,000. Details of the voting were as follows:

Approved 83,168,088 votes equivalent to 99.993%, disapproved 5,625 votes equivalent to 0.007%, no abstained and no voided ballot.

7. To consider and approve the increase in limit of the issuance and offering of the Debentures

The Chairman requested that Mr. Charnchai Kongthongluck to present the details of this agenda.

Mr. Charnchai informed the Meeting that reference to the resolution of the Shareholders' Meeting no. 13 dated April 28, 2015, the Meeting approved the issuance and offering of the Debentures in the principal amount of not more than 1,500 million. With the consideration of liquidity in money market coupled with acceptable range of interest rate, and the Group's plan to develop more business in credit balance, short-term loans, and direct investment in potential business etc., the Company found it deemed appropriate to finance the expansion by issuing and offering debentures. Therefore, the board of directors has deemed appropriate to propose the Meeting to approve the increase of issuance and offering of the Debentures in the principal amount from not more than Baht 1,500 million to Baht 3,000 million. Detail of the issuance and offering of debentures had been presented in the notice of the meeting page 19.

The Company's Board of Directors or Chief Executive Officer or any designated person shall be authorized to determine the terms and details relating to issuance and offering of the each debenture, for example; face value, amount of each issue, term, type, offering channels, allocation method, collateral, offering price, interest rate, interest payment period, appointment of debenture holders' representative and/or registrar and/or arranger and/or underwriter, and execution of any necessary transactions, including all official filings as required by the office of Securities and Exchange Commission or other relevant government authorities and listing of the debentures on any subordinate market for the utmost benefit of the Company.

Mr. Charnchai asked the Meeting whether there were any questions. Should there be no question, Mr. Charnchai proposed that the Meeting consider and resolve the agenda.

Ms. Suwannee informed the Meeting that according to Section 145 of the Public Company Act and the Company's articles of association no.51, approval of issuance of debentures requires the shareholders' votes not less than 3/4 of total entitled votes.

Resolved It was unanimously resolved which was more than 3/4 of total entitled votes that the Meeting approve the issuance and offering of the Debentures in the principal amount of not more than Baht 3,000 million, and authorize the Company's Board of Directors or Chief Executive Officer or any designated person to determine and execute the issuance and offering of the debentures. Detail of votes were as follows:

Approved 83,173,713 votes equivalent to 100%
No abstained, no objection and no voided ballot.

The Chairman informed that all of the agenda as listed in the notice of the Meeting of Shareholders had been considered and satisfied. The Chairman also asked if there were any shareholder who wished to voice his/her opinion, or ask any questions.

Mr. Supot Uachailertkul, a shareholder, asked about 2021 economic trend and the Company's strategy.

The Chairman requested Mr. Visit Ongpipatanakul to give the information.

Mr. Visit informed the economic of U.S.A and China has impacted to the world economic and Thailand. SET Index may be in the range of 1,500-1,600 points from the forecasted P/E at Baht 70. The Company's strategy is to maintain growth and sustainability by diversifying revenue to various sources.

Given that there were no further questions, the Chairman informed the Meeting adjourned, and thanked to all shareholders who came in person or were represented by proxy for attending the Meeting.

Closed at 3.15 p.m.

SignedPakhawat Kovithvathanaphong..... Chairman
(Mr. Pakhawat Kovithvathanaphong)

Ms. Suwannee Limpanavongsaen : Company Secretary



**Additional Information for Shareholders to Consider and Approve
the Agenda of the Annual General Meeting of Shareholders No. 20**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 19 on April 23, 2021.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 19, of which copy has been sent to the shareholders together with the notice of the meeting (Attachment No.1), that it is in accordance with the shareholders' resolution.

The board of directors has reviewed the minutes and proposed the Meeting to adopt the minutes of the Annual General Meeting of Shareholders No. 19 on April 23, 2021.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2021.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2021. Copy of the Annual Report has been sent to the shareholders together with the notice of the meeting in the QR Code format at the upper left side of the document.

The board of directors has reviewed the report and proposed the Meeting to acknowledge the operating results for the year 2021.

- 3. To consider and approve the audited financial position and income statements for the year ended December 31, 2021.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2021 which have been audited and certified by the auditor. The board of directors and the audit committee have considered the audited statements and auditor's report. The board of directors and the audit committee have given opinion in the board of directors responsibility report and the audit committee report. Details of the Company's financial statements and related reports are in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting in the QR Code format at the upper left side of the document.

The board of directors has reviewed such details and proposed the Meeting to approve the audited financial position and income statements for the year ended December 31, 2021.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2021.**

4.1 To approve no appropriation of profit to legal reserve for the year 2021

Information for considerations:

As prescribed in section 116 of the Public Company Act B.E. 2535, the Company is required to appropriate 5% of profit for the year to legal reserve until the legal reserve is no less than 10% of capital. Since the separated financial statements for the year 2021 reported net profit of Baht 250,143,832, the Company is required to appropriate profit to legal reserve of Baht 12,507,192. The legal reserve were Baht 91,634,459.

The board of directors has reviewed and proposed the Meeting to approve an appropriation of profit Baht 12,507,192 to legal reserve.

4.2 To approve dividend payment for the year 2021

Information for considerations:

According to the Company's dividend payout policy has to set at no less than 50% of consolidated net profit and no more than unappropriated retained earnings of the separated financial statements. Record of dividend payments for the year 2018 to 2020 and the net profit and unappropriated retained earnings for the year 2021 were as follows:

	Year 2018	Year 2019	Year 2020	Year 2021
Net Profit as per consolidated financial statements	68,100,664	96,737,460	130,447,354	250,143,832
Retained Earnings before dividend payout (as per separated financial statements)	219,685,907*	213,701,154*	224,821,481*	300,193,197*
Dividend - % to net profit	93.36	90.60	82.18	To be approved by shareholders
- Baht per share	0.32	0.44	0.50	
- Baht	63,580,429	87,640,197	107,201,723	

Remarks: * Include other components in the shareholders' equity

The board of directors has deemed appropriate to propose the Meeting to approve the dividend payment for the year 2021 of Baht 1.00 per share or at the payout ratio of 85.71% of net profit. The dividend of Baht 0.25 per share was paid as interim dividend on September 10, 2021. Thus, the remaining final dividend of Baht 0.20 per share will be paid from the profit after 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2021 fiscal year dividend on March 28, 2022 (Record Date). The dividend will be payable on May 18, 2022.

5. To consider and appoint new directors to replace the retiring directors and approve directors' remuneration.

5.1 To appoint new directors to replace the retiring directors

Information for considerations:

According to articles of association, the There are 4 directors retiring by one-third rotation rules:

- | | | |
|------------------------------------|----------|--|
| 1) Mr. Pakhawat Kovithvathanaphong | Position | Chairman |
| 2) Mr. Pairote Varophas | Position | Independent Director / member of Audit committee |
| 3) Mr. Sorayouth Prompoj | Position | Independent Director |
| 4) Mr. Kanavuti Wattanateerach | Position | Director and member of Nomination and Compensation Committee |

The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 14, 2022. However, there was no proposal of director nomination submitted to the Company Secretary.

The Nomination and Compensation Committee, excluding the director no.4) who has interest in this matter, has considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non-conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent directors as set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors are illustrated in Exhibit 1. Mr. Pairote Varophas and Mr.

Sorayouth Prompoj are qualified as independent directors according to the company's definition of Independent Director.

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, has carefully considered the credentials of all retiring directors and resolved that the retiring directors' qualifications are in compliance with the Company's selection criteria, Public Company Act and the office of Securities and Exchange Commission and the Stock Exchange of Thailand guidelines. All of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they do not possess any business in conflict with the Company. Mr. Pairote Varophas and Mr. Sorayouth Prompoj have been the Company's independent director for 20 years and 4 years, respectively and they had the full understanding of the securities business. The board of directors deems appropriate to propose the Meeting to re-elect all retiring directors to become the Company's directors for another term. Mr. Pairote Varophas and Mr. Sorayouth Prompoj are also qualified as independent directors according to the company's definition of Independent Director and can give their opinion freely. In addition, Mr. Pairote Varophas and Mr. Sorayouth Prompoj have been the Company's independent director since 2002 and 2018 respectively. If they are elected as the Company's independent director for another term, they will be the Company's independent directors for 23 years and 7 years respectively.

5.2 To approve director remuneration

Information for considerations:

According to section 90 of the Public Company Act B.E.2535, the Company is prohibited to pay cash or any other assets to directors, except for paying remuneration and according to clause 33 of the Company's Article of Association, the Company's director remuneration must be approved by the shareholders.

The board of directors proposes the Meeting to acknowledge bonus as extra remuneration for the year 2021 and consider the remuneration for the year 2022 as follows:

1) To acknowledge extra remuneration for the year 2019

Pursuant to the resolution of the annual general meeting of shareholders No. 19 approval of 2021 budget for extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee has considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's remuneration comparison for the year 2018-2020 as follows:

	2018	2019	2020	2021
<u>Income Statements</u> (Million Baht)				
Operating Income	623	677	717	1,008
Net Profit	68	97	130	250
Earnings per share (Baht)	0.34	0.49	0.65	1.18
<u>Benefits to Shareholders</u>				
Dividend (Baht per share)	0.32	0.44	0.50	1.00
Dividend amount (Baht)	63.6	87.6	99.6	214.4
Total Extra Remuneration (Baht per year)	4,800,000	5,980,000	7,500,000	9,500,000
- Chairman (per person)	630,000	780,000	975,000	1,230,000
- Board member (per person)	420,000	520,000	650,000	820,000

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered according to the criteria set out above. The Company's income for the year 2021 was Baht 1,008 million increased from that of 2020 by 40.5% and net profit was Baht 250.14 million which was more than that of 2020 by 91.75% and dividend payment to the Shareholders increased from Baht 0.50 per share to Baht 1.00 per share or increased by 100% as proposed in the agenda no. 4.2.

The board of directors approved the payment of bonus of not exceeding Baht 9,500,000 more than that of 2020 by 26.67%, not exceeding the limit approved by the shareholders. The Chairman shall be eligible for 0.5 time extra remuneration. The board of directors proposed the Meeting to acknowledge the bonus amount.

The scope of responsibilities of the Audit Committee and the Nomination and Compensation Committee and the report on their responsibilities for the year 2021 has been presented in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting (Attachment No.2).

2) To approve director remuneration for the year 2022

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the Meeting to approve the director remuneration for the year 2022 totaling of Baht 18,000,000 with other benefits in form of insurance, dividing into the following categories:

2.1) Monthly director fee / allowance for the year 2022 shall not exceed Baht 5.5 million at the same amount as in 2021, divided as follows:

- Monthly allowance for board members at Baht 20,000 and the Chairman of the Board at Baht 60,000 increased from Baht 50,000.
- Monthly meeting allowance for member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000.
- Monthly meeting allowance for member of the Nomination and Compensation Committee at Baht 20,000 per month , if any director is a member of more than one committee, he/she shall receive the meeting allowance only from one committee whichever is higher.

The scope of responsibilities of the Audit Committee and the Nomination and Compensation Committee and the report on their responsibilities has been presented in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting (Attachment No.2).

2.2) Budget for the year 2022 as an extra remuneration not over Baht 12.5 million which shall be reserved in the 2022 income statement. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.

2.3) Other benefits i.e. Directors and Officers Insurance limit Baht 50 million and welfare to the directors for in-patient and life and accident insurance per person Baht 900,000 and 3,600,000 respectively.

6. To consider and appoint a new director

Information for considerations:

According to the article of association, the Company has directors not less than 5 persons and any new director has to be proposed for approval by the shareholders' meeting. The Company's corporate governance policy define as follows:

“7. The Company has established a Board of Directors structure that consists of directors who have qualifications, abilities, independence and a variety of skills and expertise to meet business needs in terms of transparency, checks and balances and efficiency of corporate governance. However, there are at least 3 independent directors, with an appropriate ratio of non-executive directors to executive directors. It reflects the proportion of shareholding of the company and the business environment in society.”

The board of directors has deemed appropriate to propose the Meeting to increase a new director to reflect the proportion of shareholding of the Company and with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, the Board of directors consider appropriate to propose the Meeting to appoint Mr. Udomsak

Rojviboonchai, who is knowledgeable, competent and expertise in financial institution and capital market, as a new director. Information on the proposed director is illustrated in Exhibit 2.

7. To consider and appoint the Company’s auditor and approve audit fee for the year 2022

Information for considerations:

The board of directors has considered and proposed the Meeting to appoint EY Office Limited by

- 1) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014 or
- 2) Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972 or
- 3) Ms. Pimjai Manikajohnkit C.P.A. Registration No. 4521 or
- 4) Ms. Orawan Techawatanasirikul C.P.A. Registration No. 4807 or
- 5) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or
- 6) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872 or

The auditor no. 1) has signed as the Company’s auditor for two years since 2020. The proposed auditors have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2021, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

The proposed audit fee comparison of the Company and the subsidiaries with the past 2 years were as follows:

Company Name	Year 2020	Year 2021	Year 2022
Trinity Watthana Plc.	800,000	800,000	900,000
Subsidiaries	1,800,000	1,700,000*	1,700,000
Other fees	-	-	-
Total	2,600,000	2,500,000	2,600,000

Remark: * reduce one subsidiary

The audit committee considered that the auditor had conducted the audit for the year 2021 in accordance with the general accepted auditing standards. The auditor had full understanding of securities and derivatives business and provided other valued services without extra charges e.g. IT general control review, advice new accounting standard to the Company and its subsidiaries. The audit fee is considered acceptable.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 900,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 2,600,000 as proposed by the Audit Committee.

8. To consider and approve the increase in limit of the issuance and offering of the Debentures

Information for considerations:

Reference to the resolution of the Shareholders’ Meeting no. 19 dated April 23, 2021, the Meeting approved the issuance and offering of the Debentures in the principal amount of not more than 3,000 million. With the consideration of liquidity in money market coupled with acceptable range of interest rate, and the Group’s plan to develop more business in credit balance, short-term loans, and direct investment in potential business etc., the Company found it deemed appropriate to finance the expansion by issuing and offering debentures. Therefore, the board of directors has deemed appropriate to propose the Meeting to approve the increase of issuance and offering of the Debentures in the principal amount from not more than Baht 3,000 million to Baht 5,000 million with the following details:

Use of Proceeds	:	For operating and expansion of the business.
Type	:	All types and all kinds of debentures, whether subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, under or without the debenture holders' representative. This depends on the prevailing market conditions at the time of each issue and offering of the debentures.
Nomination	:	Thai Baht and/or any other currencies
Total value	:	Up to Baht 5,000 million in aggregate or in the other currency equivalent. The Company shall be able to re-issue debentures to replace the redeemed debentures but at any time total value of debentures must not exceed the limit.
Offering	:	Public offering and/or private placement and/or offering to institutional investors or high networth investors or ultra high networth investors, both locally and abroad, in one or several tranches from time to time.
Interest rate	:	Depending on the prevailing market conditions at the time of each issue and offering of the debentures
Term	:	For short term debentures: not over 270 days and for long term debentures : not exceeding 10 years from the issuing date of the debentures
Call and put option	:	Holder of debentures may or may not be entitled to require the Company to redeem the debentures prior to maturity and the Company may or may not be entitled to redeem the debentures prior to maturity. This feature will be stated in detail in the terms and conditions of the debentures.

The Company's Board of Directors or Chief Executive Officer or any designated person shall be authorized to determine the terms and details relating to issuance and offering of the each debenture, for example; face value, amount of each issue, term, type, offering channels, allocation method, collateral, offering price, interest rate, interest payment period, appointment of debenture holders' representative and/or registrar and/or arranger and/or underwriter, and execution of any necessary transactions, including all official filings as required by the office of Securities and Exchange Commission or other relevant government authorities and listing of the debentures on any subordinate market for the utmost benefit of the Company.

Biographies of Directors proposed for re-appointment

1) **Name** **Mr. Pakhawat Kovithvathanaphong**

Age 72 years

Directorship **Chairman of the Board Director**

Education -Bachelor of Economics Thammasart University
-Master of Business Administration, Wharton School, University of Pennsylvania, U.S.A.

Director training course -Directors Certification Program (DCP)
-Capital Market Academy Leadership Program (CMA5)
-Corporate Governance for Capital Market Intermediaries CGI Exclusive (year 2014)
-Diploma, National Defence College, The National Defence Course Class 344
-Executive Program in “Energy Literacy for a Sustainable Future” TEA Class 12 , Thailand Energy Academy


Terms of Directorship 20 years since July 9, 2002 and the latest nomination on April 27, 2019




Current Position of Director/Executive

• Listed Companies and their affiliates (7 companies)	2016-Present	Chairman of the Board	Trinity Watthana Plc.
	2001-2016	Director/Chief Executive Officer	
	2001-Present	Chairman	Trinity Securities Co., Ltd.
	2011-Present	Chairman	Trinity Advisory 2001 Co., Ltd.
	2018-Present	Director	Trinity One Co., Ltd.
	2018-Present	Independent Director / Member of the Audit Committee	P.C.S. Machine Group Holding Plc.
	1999-Present	Chairman of Audit Committee/ Independent Director/	Land and Houses Plc.
	2017-Present	Independent Director	Dusit Thani Plc.
	2019-Present	Investment Committee	Dusit Thani Plc.
• Non-listed Companies (8 companies)	2020-Present	Director/ Nomination and Remuneration Committee	Tris Rating Co.,Ltd
	2021-Present	Director	Digital Asset Management
	2017-Present	Chairman	Smart Id Group Co., Ltd
	2010-Present	Advisor	Association of Securities Companies
	2014-Present	Director	Sukhumvit 62 Medical Co.,Ltd.
	2008-Present	Advisor Master in Financial	National Institute of Development Administration
	2000-Present	Sub Performance Assessment Committee	State Enterprise Policy Office Ministry of Finance
2019-Present	Vice Chairman	Thai Listed Companies Association	

Occupation	Business Executives
No. of shares holding in The Company	7,311,250 shares or 3.41% as at December 31, 2021
No. of meeting attended in 2021	Board of Directors 7 meetings (7 / 7 meetings)
Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.

2)	Name	Mr. Pairote Varophas			
	Age	70 years			
	Directorship	Independent Director and Audit Committee			
	Education	-Bachelor of Accounting Thammasat University -Master of Marketing and Finance Northwestern University, U.S.A.			
	Director training course	-Directors Certification Program (DCP), IOD -Anti-Corruption: The Practical Guide (ACPG) 2016, IOD -Corporate Governance for Capital Market Intermediaries (CGI) #11/2016, IOD -Boards that Make a Difference (BMD) #1/2016, IOD			
	Terms of Directorship	20 years since July 9, 2002 and the latest nomination on April 27, 2019 If they are elected as the Company's independent director for another term, they will be the Company's independent directors for 23 years			
	Current Position of Director/Executive				
	<ul style="list-style-type: none"> • Listed Companies and their affiliates (2 companies) 	2002-Present 2002-Present	Independent Director/ Member of the Audit Committee Independent Director/ Member of the Audit Committee		Trinity Watthana Plc. Trinity Securities Co., Ltd.
	<ul style="list-style-type: none"> • Non-listed Companies (3 companies) 	2005-Present 2021-Present 2021-Present	Chairman Chairman Chairman		Siam Appraisal and Service Co.,Ltd. Burapa Power Generation Co.,Ltd. Burapa Power Holding Co.,Ltd.
	Occupation	Business Executives			
	No. of shares holding in The Company	14,062 shares or 0.007% as at December 31, 2021			
	No. of meeting attended in 2021	Board of Directors Audit Committee	7 meetings (7 / 7 meetings) 5 meetings (5 / 5 meetings)		
	Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries.			

3) Name	Mr. Sorayouth Prompoj	
Age	72 years	
Directorship	Independent Director	
Education	-Bachelor Degree, Political Sciences, Oakland University -Master Degrees, Asia Studies , University of Michigan -Honorary Doctorate Degree, Faculty of Humanities Pangasinan State University	
Director training course	-Certificate of Capital Market Academy (CMA) -Certificate of National Defense College (Joint Program with Private Sector)	
Terms of Directorship	4 years since Oct 22, 2018 and the latest nomination on April 20, 2020 If they are elected as the Company's independent director for another term, they will be the Company's independent directors for 7 years	
Current Position of Director/Executive		
• Listed Companies and their affiliates (1 companies)	2018-Present	Independent Director Trinity Watthana Plc.
• Non-listed Companies	-None-	
Occupation	Business Executives	
No. of shares holding in the Company	681,300 shares or 0.30% as at December 31, 2021	
No. of meeting attended in 2021	Board of Directors	7 meetings (7 / 7 meetings)
Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries.	

4) **Name** **Mr. Kanawuthi Wattanadhirach**
Age 62 years
Directorship **Director and member of Nomination and Compensation Committee**
Education -Bachelor of Business Administration Accounting, Ramkhamhang University
 -Bachelor 's Degree of Laws, Sukhothai Thammathirat University
Director training course -Director Accreditation Program (DAP) #150/2018, IOD
Terms of Directorship latest nomination on Jan 14, 2022 (Replace Ms. Kanitha Subpa-Asa retiring this meeting)



Current Position of Director/Executive

• Listed Companies and their affiliates (2 companies)	Jan 2022-Present	Director and member of Nomination and Compensation Committee	Trinity Watthana Plc.
	2021-Present	Chief Executive Officer/ Chairman of Investment Committee	One To One Contacts Plc.
	2020-Present	Director / Chairman of Executive committee /Nominating Committee Member /Risk management Committee Member	One To One Contacts Plc.
• Non-listed Companies (3 companies)	2020-Present	Chairman	Inno Hub Co., Ltd.
	2020-Present	Chairman	One To One Professional Co., Ltd.
	2021-Present	Chairman	One To One Cambodia Co., Ltd.

Occupation Business Executives

No. of shares holding in the Company -None-

No. of meeting attended in 2021 -None-

Business Relationship No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.

Definition of Independent Director

Trinity Watthana Public Company Limited has defined the qualification of Independent Directors according to those defined by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) since the SEC has revised the stricter qualification in 2008 which included the qualification set by the Company. The qualification of independent directors are as follows:

1. Holds no more than 1% of total voting shares of the Company, its parent company, its subsidiaries, and its associated companies, major shareholders, controlling person of the Company, or juristic persons with potential conflicts including shareholding by related persons of the independent director.
2. Is or was not executive director, employee, consultant with a fixed salary, or controlling person of the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic person with potential conflicts except refraining from having the benefit or interest of the said nature for more than two years before the application date.
3. Is not connected person related by blood, legal registration, including parent, spouse, brother, child or spouse of such child, of executive, or of board member of the Company, its parent company, its subsidiaries, its controlling person, or the person to be proposed as management or controlling person of the Company or subsidiaries.
4. Has/had no business relationship with the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts. He/she must independently perform their duties or deliberate their opinions or report on their duties assigned by the Board without the influence of those connected persons. In addition, he/she is not the major shareholder, director or management of juristic persons who has business relationship with the Company, its parent company, its subsidiaries, its associated companies, or a juristic entity with potential conflicts except refraining from having the said nature for more than two years before the application date.
5. Is or was not auditor of the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts, and is not the major shareholder, director or management of the audit firm which the auditor of the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts works form, except refraining from having the said nature for more than two years before the application date.
6. Is or was not professional advisor including legal advisor or investment advisor who receive service fee more than Baht 2 million per year from the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts, and is not the major shareholder, director or management of the professional firm which the advisor of the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts works form, except refraining from having the said nature for more than two years before the application date.
7. Is not director who is appointed to be a representative of the Company's director, its parent company or shareholders who related to the major shareholders of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Has no interest or stake in a similar affect to the independent role and opinion as an independent director.

1)	Name	Mr. Udomsak Rojviboonchai		
	Age	66 years		
	Directorship	Director		
	Education	-Bachelor's Degree in Accounting, University of the Thai Chamber of Commerce -Master's Degree Faculty of Commerce and Accountancy, Chulalongkorn University		
	Director training course	-Director Accreditation Program (DAP) Class 131/2016 -Director Certification Program (DCP) Class 248/2017 -Advanced Audit Committee Program (AACP), Class 24/2016 -Corporate Governance for Capital Market Intermediaries (CGI), Class 6/2018		
	Terms of Directorship	Proposed to be elected this Meeting		
	Current Position of Director/Executive			
	<ul style="list-style-type: none"> • Listed Companies and their affiliates (1 companies) 	2017-Present	Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee	Siamratchathani Public Company Limited
	<ul style="list-style-type: none"> • Non-listed Companies (1 companies) 	2018-Present	Director	TerraBite Net Solution Public Company Limited
	<ul style="list-style-type: none"> • Other organizations 	2019-Present	Advisor	Committee on Monetary, Finance, Banking and Financial Institutions
	Occupation	Business Executives		
	No. of shares holding in the Company	-None-		
	No. of meeting attended in 2021	-None-		
	Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries.		



**Registration Process and Proxy
For the Annual General Meeting of Shareholders No. 20 of Trinity Watthana Plc.
On Friday of April 29, 2022, at 2.00 p.m.**

To ensure that the shareholders meeting is in transparency, fairness and benefits to all shareholders, the Company has set up the registration process including inspecting documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. However, since there may be some shareholders who are not familiar with the practices, the Company reserves the right to waive any of these requirements at the Company's sole discretion.

1. Registration

The shareholders or the proxies can submit documents or evidence for inspection and registration at the meeting place from 1.00 p.m. on April 29, 2022.

2. Shareholders attend the Meeting

Shareholders present Identification Card of the shareholder (Personal ID, Identification Card of official government officer or state enterprise officer, or passport (for non-Thai nationals)) for registration.

3. Proxy

3.1 The shareholder can grant the proxy to any of the Company's directors as detailed in clause (3) of the proxy form A or form B as attached herewith or a foreign shareholder is allowed to use proxy form C (specific for foreign shareholder who appoint custodian banks in Thailand to act as his/her proxy) to act as proxy holder to attend and vote on his/her behalf

3.2 In case that the shareholder intends to grant the proxy to any of the Company's directors as detailed below who has no special interest to the agenda of the Meeting.

- 1) Mr. Abhichart Arbhabhira, Position Director and Chairman of Audit Committee (as an independent director), age 75 years, resides at 39/5 Soi Arbhabhira (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok.
- 2) Dr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 74 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok.
- 3) Mr. Charnchai Kongthongluck, Position Chief Executive Officer (not an independent director), age 62 years, resides at 98/69 Moo 3, Salaya, Phuthamonthon, Nakhonpathom.

3.3 For your convenience, please send the duly completed proxy form with duty stamp Baht 20 to Trinity Watthana Public Company Limited at 179/111, 26th Floor Bangkok City Tower, South Sathorn Road, Tungmahamek, Sathorn, Bangkok one day before the Meeting date.

Documents required for Proxy

(1) Ordinary Shareholders

- (a) Proxy Form signed by the proxy grantor together with the signed copy of identification card or passport (in case of a foreigner) of the proxy grantor.
- (b) The Proxy holder presents his/her Identification Card or passport.

(2) Juristic person

- (a) Proxy Form signed by authorized director(s) according to the corporate affidavit together with the company seal (if any).
- (b) In case of juristic person registered in Thailand, the copy of corporate affidavit certified by authorized director(s) with the company seal (if any) must be attached with the Proxy Form. The corporate affidavit should be issued not more than 1 year by Commercial Registration Department, Ministry of Commerce.

In case of juristic person registered outside of Thailand, the copy of corporate affidavit certified by authorized director(s) with the company seal (if any) must be attached with the Proxy Form. The corporate affidavit should be notarised by a notary public and issued not more than 1 year by the authorized government agency of the residing country.

- (c) The copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the Proxy Form.
- (d) The Proxy holder presents his/her Identification Card or passport.

(3) Custodian

- (a) Proxy Form C signed by authorized director(s) of Custodian.
- (b) Power of Attorney (POA) of foreign investor authorizing Custodian to sign the proxy Form on its behalf. The POA must be certified by authorized director(s) of the proxy grantor.
- (c) The letter of certification or a copy of a permit to certify the permission to act as a custodian which is certified by authorized director(s) of the proxy grantor.
- (d) The copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the Proxy Form.
- (e) The Proxy holder presents his/her Identification Card or passport.

4. Voting in the Meeting

- 4.1 Each shareholder has its voting rights equal to the number of shares holding and the number of shares held by a shareholder may not be divided into several portions in order to divide the votes.
- 4.2 In the event that there are no dissenting opinions, or opinions that differ from those of the Chairman, or the Board of Directors, the Meeting shall consider an issue certified and resolved unanimously.
- 4.3 In the event that a shareholder casts a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot.
- 4.4 The proxy appointed by the shareholder can cast votes as directed by the grantor specified in the Proxy Form.
- 4.5 Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote, and the Chairman may ask him to leave the meeting temporarily.

หนังสือมอบฉันทะแบบ ก.

Proxy Form A

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ..... อยู่บ้านเลขที่..... ถนน.....

I/We Nationality Residing at No. Road

แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์.....

Kwaeng Khet Province Postal code

(2) เป็นผู้ถือหุ้นของบริษัท ทรีนีตี วัฒนา จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้น.....หุ้น

being a shareholder of Trinity Watthana Public Company Limited, holding shares in total

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights votes divided as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Common share shares with voting rights votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preferred share shares with voting rights votes

(3) ขอมอบฉันทะให้ 1. อายุ.....ปี อยู่บ้านเลขที่..... ซอย.....

wish to appoint Age years Residing at No. Soi

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road Kwaeng Khet Province Postal code or

2. อายุ.....ปี อยู่บ้านเลขที่..... ซอย.....

Age years Residing at No. Soi

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road Kwaeng Khet Province Postal code or

3. อายุ.....ปี อยู่บ้านเลขที่..... ซอย.....

Age years Residing at No.

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road Kwaeng Khet Province Postal code or

4. นายอภิชาติ อภาภิรม ตำแหน่ง กรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 75 ปี
อยู่บ้านเลขที่ 39/5 ซอยอภาภิรม (ลาดพร้าว 23) ถนนลาดพร้าว แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Abhichart Arhbabhirama, Position Director and Chairman of Audit Committee (as an independent director), age 75 years, resides at 39/5 Soi Arhbabhirama (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok or

5. ดร. ปัญจะ เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 74 ปี อยู่
บ้านเลขที่ 10 ซอยอินทามระ 40 แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือ

Dr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 74 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

6. นายชาญชัย กงทองลักข์ ตำแหน่ง กรรมการและประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ
62 ปี อยู่บ้านเลขที่ 98/69 หมู่ที่ 3 ตำบลศาลายา อำเภอพุทธมณฑล จังหวัดนครปฐม

Mr. Charnchai Kongthongluck, Position Chief Executive Officer (not an independent director), age 62 years, resides at 98/69 Moo 3, Salaya, Phuthamonthon, Nakhonpathom

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 20 ซึ่งกำหนดประชุมกันในวันที่ 29 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารบางกอกซิตีทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one person to be my/our proxy to attend and cast votes on my/our behalf at the Annual General Meeting of Shareholders No. 20 which will be held on April 29, 2022 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

ลงชื่อ.....ผู้มอบฉันทะ

Signed Grantor

(.....)

วันที่/...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Grantee

(.....)

วันที่/...../.....

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

หนังสือมอบฉันทะแบบ ข.

Proxy Form B

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

(3) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่..... ถนน.....

I/We

Nationality

Residing at No.

Road

แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์.....

Kwaeng

Khet

Province

Postal code

(4) เป็นผู้ถือหุ้นของบริษัท ทรีนีตี วัฒนา จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้น.....หุ้น

being a shareholder of Trinity Watthana Public Company Limited, holding

shares in total

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights

votes divided as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Common share

shares with voting rights

votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preferred share

shares with voting rights

votes

(3) ขอมอบฉันทะให้ 1. อายุ.....ปี อยู่บ้านเลขที่..... ซอย.....

wish to appoint

Age

years

Residing at No.

Soi

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road

Kwaeng

Khet

Province

Postal code

or

2. อายุ.....ปี อยู่บ้านเลขที่..... ซอย.....

Age

years

Residing at No.

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road

Kwaeng

Khet

Province

Postal code

or

3. อายุ.....ปี อยู่บ้านเลขที่..... ซอย.....

Age

years

Residing at No.

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road

Kwaeng

Khet

Province

Postal code

or

4. นายอภิชาติ อภากิริม ตำแหน่ง กรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 75 ปี อยู่บ้านเลขที่ 39/5 ซอยอภากิริม (ลาดพร้าว 23) ถนนลาดพร้าว แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Abhichart Arbhahirama, Position Director and Chairman of Audit Committee (as an independent director), age 75 years, resides at 39/5 Soi Arbhahirama (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok or

5. ดร. ปัญจะ เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 74 ปี อยู่บ้านเลขที่ 10 ซอยอินทามระ 40 แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือ

Dr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 74 years, resides at 10 Soi Intamara 40, Suthisam Road, Dindaeng, Bangkok or

6. นายชาญชัย กงทองลักษณ์ ตำแหน่ง กรรมการและประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 62 ปี อยู่บ้านเลขที่ 98/69 หมู่ที่ 3 ตำบลศาลายา อำเภอพุทธมณฑล จังหวัดนครปฐม

Mr. Charnchai Kongthongluck, Position Chief Executive Officer (not an independent director), age 62 years, resides at 98/69 Moo 3, Salaya, Phuthamonthon, Nakhonpathom

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 20 ซึ่งกำหนดประชุมกันในวันที่ 29 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารบางกอกซิตีทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one person to be my/our proxy to attend and cast votes on my/our behalf at the Annual General Meeting of Shareholders No. 20 which will be held on April 29, 2022 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We, hereby authorize the Proxy to vote on my/our behalf in this meeting as follows:

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 19 เมื่อวันที่ 23 เมษายน 2564

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 19 on April 23, 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2021.

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2564

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 4.1 เรื่อง พิจารณาและอนุมัติการจัดสรรกำไรเป็นเงินสำรองตามกฎหมายสำหรับปี 2564

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 4.2 เรื่อง พิจารณาและอนุมัติการจ่ายปันผลสำหรับปี 2564

Agenda Subject: To consider and approve dividend payment for the year 2021.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 5.1 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ

Agenda Subject: To consider and appoint new directors to replace the retiring directors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

- การแต่งตั้งกรรมการทั้งหมด / The appointment of all Directors

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of certain Directors as follows:

1. ชื่อกรรมการ นายภควัต โกวิทวัฒนพงศ์

Director Name Mr. Pakhawat Kovithvathanaphong

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

2. ชื่อกรรมการ นายไพโรจน์ วโรภาส

Director Name Mr. Pairote Varophas

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

3. ชื่อกรรมการ นายสรยุทธ์ พรหมพจน์

Director Name Mr. Sorayouth Prompoj

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

4. ชื่อกรรมการ นายคณาวุฒิ วรรณธีรรัช

Director Name Mr. Kanavuti Wattanateerach

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

- 1) พิจารณารับทราบการจ่ายเงินบำเหน็จกรรมการประจำปี 2564

To acknowledge extra remuneration for the year 2021

- 2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2565

To consider and approve directors' remuneration for the year 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 6 เรื่อง พิจารณาและอนุมัติเพิ่มกรรมการและแต่งตั้งกรรมการใหม่

Agenda Subject: To consider and appoint a new director

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 7 เรื่อง พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2565

Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2022

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 8 เรื่อง พิจารณาและอนุมัติเพิ่มวงเงินในการออกและเสนอขายหุ้นกู้

Agenda Subject: To consider and approve the increase of issuance and offering of the Debentures limit

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case where the Proxy does not votes in accordance with those specified above, those votes are considered not my/our votes as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorize to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts or performance caused by the Proxy at the above meeting, except for the votes against my/our specified above, shall be deemed as my/our acts and performance in all respects.

ลงชื่อ.....ผู้มอบฉันทะ

Signed Grantor

(.....)

วันที่/...../.....

Date

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Grantee

(.....)

วันที่/...../.....

Date

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be voted for.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

If there is any agenda considered in the meeting other than those specified above, the Proxy may use the annex form of proxy attached therefore.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โทรินิตี้ วัฒนา จำกัด (มหาชน)

Grant of proxy as a shareholder of Trinity Watthana Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 20 ในวันที่ 29 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารบางกอกซิตีทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 20 which will be held on April 29, 2022 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok or such other date, time and place as may be adjourned.

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ค) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(ง) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(จ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่.....เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ (ต่อ)

Agenda Subject: To consider and appoint new directors to replace the retiring directors (con't)

ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องและเป็นความจริงทุกประการ
I hereby certify that all details in this Annex to the form of proxy are true and correct in every respect.

ลงชื่อ.....ผู้มอบฉันทะ
Signed Grantor
(.....)

วันที่/...../.....
Date

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Grantee
(.....)

วันที่/...../.....
Date

**Articles of Association of Trinity Watthana Public Company Limited
Relating to the Shareholders Meeting**

Article 17. Directors shall be elected by a meeting of shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote per each share held by him for the election of each director.
- (2) Each shareholder shall use all of his votes in the election of directors.
- (3) The persons who received the highest number of votes in their respective order of the votes (in case of election of directors in a set) in a number not exceeding the number of directors to be elected at that meeting, shall be appointed as directors. In the event of equal votes for the last person, the chairman of the meeting shall have a casting vote.

Article 18. At each annual Ordinary General Meeting, one-third (1/3) of the directors or, if their number is not multiple of three then the number nearest to one-third must retire from office.

The directors who retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire.

Article 22. A director may be removed before the expiry of his term, by a resolution passed by the votes of not less than three-fourths of the number of the shareholders present and entitled to vote at the general meeting and holding at least half of the number of shares held by shareholders attending the meeting and being entitled to vote.

Article 33. The Directors shall be paid a remuneration, the amount of which shall be fixed by the shareholder meeting in accordance with the resolution of the shareholder meeting supported by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting.

A director is entitled to remuneration from the Company, namely gratuities, meeting allowances, rewards, bonuses or any other nature of interests pursuant to the Articles of Association or the consideration of the shareholders meeting. Such remuneration may be fixed or specified from time to time according to the regulations as laid out, or let it remain effective until there is a change.

The provision in the first and second paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director, to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

The remuneration paid under the above paragraphs must not conflict with the qualification of an independent director as specified by the Securities and Exchange Act.

Article 34. The shareholder meeting shall be held at the location of the principal office of the company or nearby provinces or any other place as prescribed by the Board of Directors.

Article 35. The ordinary general meeting shall be held once in a year within 4 months from the date of closing account for preparation of balance sheet stated in.

All other general meeting are called "Extraordinary Meeting".

The Board of Directors may summon extraordinary meeting whenever they think fit. In case shareholders holding shares amounting to not less than one-fifth of the total number of paid up shares or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of paid up shares may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time. The reasons for calling such meeting shall be clearly stated in such notice. The shareholder meeting shall be held within one month since the date of receiving request from the shareholders.

Article 36. Notice summoning of both ordinary and extraordinary meetings shall have to be given in advance to shareholders not less than 7 days before the date fixed for the meeting, specifying also the nature of business to be transacted.

The aforesaid notice calling for the general meeting shall be published in a newspaper_ at least three days prior to the date of the meeting.

Article 37. The quorum at every general meeting shall not be deemed constitute unless shareholders present in person or represented by proxy at least twenty five persons and one-third of the total shares are present.

If within one hour from the time appointed for the general meeting the quorum is not present, the meeting, if summoned upon by requisition of shareholders, shall be dissolved. If summoned upon by the Board of Directors itself, another general meeting shall be summoned again by the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting and at such new meeting the quorum is present regardless the number of shareholders in attendant.

Article 38. Each shareholder is entitled to execute one proxy in form designated by the Registrar for another to attend or vote on his behalf in a meeting and there must be only one person as proxy to transact the mentioned actions regardless number of shares held by such shareholder. The proxy form shall be given to the Chairman or the person designated by the Chairman at the meeting place and at least the form shall contain the following:

- (1) Number of shares held
- (2) The proxy name
- (3) No. of the meeting that grants the proxy to attend and cast vote

Article 39. The Chairman has to conduct the meeting matters according to the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with votes of not less than two-third of the shareholders present at the meeting.

Upon completion of the meeting under the first paragraph, the meeting may consider the matters raised by the shareholders holding shares not less than one-third of the total number of paid up shares.

If the meeting has not concluded the consideration of the matters as referred to in the first paragraph or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. The notice calling the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

Article 40. In general the Chairman of the Board shall be the chairman of the shareholders meeting. In the case of absence or incapability of the Chairman of the Board, if there is a Vice-Chairman of the Board, the Vice-Chairman of the Board shall be the chairman of the meeting. In the absence or incapability of the Vice-Chairman of the Board, the meeting shall elect a shareholder to be chairman of the meeting.

Article 41. Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote. However, vote for election of directors is not subjected to this Article.

Article 42. In casting votes, each shareholder shall have votes equal to the number of shares held by him. All ordinary resolutions shall require a simple majority of the total of votes cast by shareholders present and vote at the meeting. Decisions on the following matters shall require the passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote :

- a. The sale or transfer of whole or important parts of business of the Company to other persons.
- b. the purchase or acceptance of transfer of businesses of other public limited companies or private companies to the Company.
- c. The making, amending or concealing of contracts relating to the leasing out of the businesses of the Company, wholly or certain important parts, the assignment to any other persons to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objectives towards profit and loss sharing.
- d. to amend the Memorandum or Articles of Association ;
- e. to amalgamate and dissolve the Company.

Article 43. The Company may increase capital of the company by passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote .

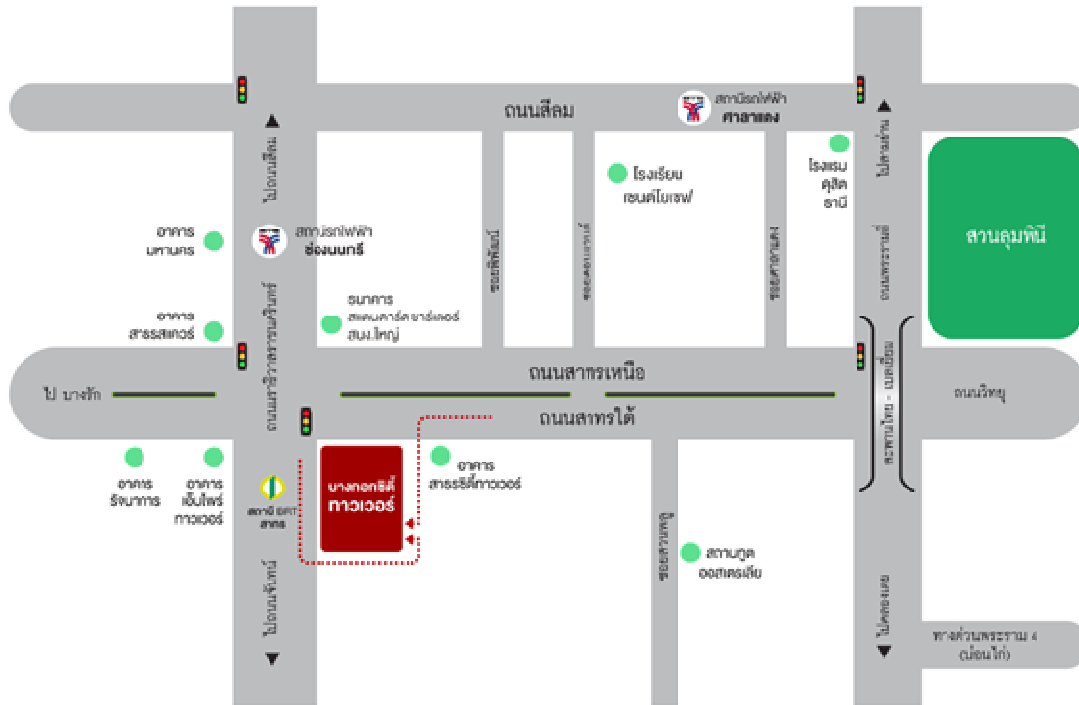
Article 45. The Company may decrease registered capital of the company by reducing par value of each share or reduce number of shares by passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote.

Article 51. The Company may issue debentures to offer to public or any other persons in accordance with the Securities and Exchange Act.

The issue of debentures shall require the passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote.

Map of the meeting location

The Annual General Meeting of Shareholders No. 20
Trinity Watthana Public Company Limited
at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road,
Kwang Thungmahamek, Khet Sathorn, Bangkok



**Guideline for the 2022 Annual General Meeting of Shareholders
Due to the spread of the new Coronavirus 2019 (Covid-19)**

Due to the continuously spread of the Coronavirus 2019 (Covid-19), Trinity concern with the safety of all parties involved with the Meeting and the society. Therefore, to reduce the risk of spreading by implementing strictly safety measures for the attendees, Trinity worries of the situation. So please be informed of the new guideline in compliance with the guidelines of Department of Disease Control, as listed;

1. Shareholders or the proxy who are in a high-risk situation, for example, had recently travelled to any high-risk countries, or suffers any respiratory symptoms, are advised to send a substitute in place to attend the meeting or grant the proxy to any of the Company's directors and send to us via the company's address (on the invitation letter) one day before the Meeting date. Trinity reserves the right to deny the high-risk shareholders or the proxy from entering into the Meeting.

2. Trinity will be implementing health screening at the registration point in front of the Company entrance on the 25th floor as follows:

2.1 Temperature checking

2.2 Present evidence of at least two doses of a COVID-19 vaccine

2.3 Present a negative COVID-19 test result not more than 72 hours prior to the meeting.

2.4 Attendees are required to clean their hand with alcohol gel.

2.5 Attendees are required to wear a mask during and thorough out the meeting for safety and sanitary of every attendee.

In the situation of finding one with risk or refuse to the screening measures or do not perform according with the above guidelines, we reserve the right to deny their entry, in which you may grant the proxy to any of the Company's directors instead.

3. Attendees will be assigned to a seat with appropriate social distancing at the minimum of approximately 1 meter from each other. Attendees will not be allowed to change the seats or move the chairs.

4. Neither lunchbox nor coffee or tea will be served to prevent the outbreak of the virus from the remove of the mask. In addition, the printed copies of 2019 Annual Report and Sustainable Report will not be provided at the meeting in order to minimize personal direct contact and for safety and sanitary of every attendee.

5. In case that shareholders wish to make queries regarding the meeting agenda in advance, please send questions to the Company via e-mail: ir@trinitythai.com one week prior to the shareholders' meeting date.