

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

Notice of
the Annual General Meeting of Shareholders No. 17
on Friday April 26, 2019 at 2.00 p.m.
at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
Rama3 Road, Bangkok.

TRINITY

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บริษัท ตรีนิัฒน์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 011/2019

March 22, 2019

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 17

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 26, 2019 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok. The agenda of the meeting are as follows:

1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 16 on April 24, 2018.

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, 2018.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2018.

3. To consider and approve the audited financial position and income statements for the year ended December 31, 2018.

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, 2018.

4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2018.

4.1 To approve an appropriation of profit for the year 2018

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 3,405,576.

4.2 To approve dividend payment for the year 2018

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend for the year 2018 of Baht 0.32 per share, which the total amount was Baht 63.6 million or at the payout ratio of 93.36% of net profit. The dividend of Baht 0.12 per share was paid as interim dividend on September 7, 2018. Thus, the remaining final dividend of Baht 0.20 per share will be paid from the profit which is not required to calculate for corporate income tax and the shareholders are not entitled to tax credits.

The Company will entitle rightful shareholders who may receive the 2018 fiscal year dividend on March 14, 2019 (Record Date). The final dividend will be payable on May 14, 2019. The rights to receive above dividend is depend upon the approval of 2019 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. Kampanart Lohacharoenvanich and 4) Mr. Surachai Suksriwong. The Board of director excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting to re-elect all retired directors to be directors for another term since all of them are knowledgeable, competent and experienced and

performed throughout the period. Additionally they do not possess any business in conflict with the Company. Mr. Pairote varopas 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

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge directors' bonus for the year 2018 totaling of Baht 4,800,000 and approve the directors' remuneration for the year 2019 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2018 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 the Company's auditor and approve audit fee for the year 2019.

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. Sumana Punpongsanon, CPA Registration No. 5872, and/or 2) Miss Orawan Techawatanasirikul, C.P.A. Registration No. 4807, and/or 3) Ms. Pimjai Manitkajohnkit, CPA Registration No. 4521, and/or 4) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659, and/or 5) Ms. Rungnapa Lertsuwankul, C.P.A. Registration No. 3516, and/or 6) Mr. Chayapol Suppasedtanon, CPA Registration No. 3972 as the Company's auditor for the year 2019 and to approve the audit fee for the Company at Baht 480,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,980,000 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.

7. To approve the amendment of Articles of Association of the Company relating to teleconference meeting through electronic devices

Board of Directors' opinion: To comply with the announcement by the National Council for Peace and Order No. 74/2557 and the notification of the Department of Business Development dated September 23, 2016 relating to teleconference meeting through electronic devices, it is considered appropriate for the Shareholders' meeting to approve the amendment of Articles of Association of the Company no. 25, 26, 27 by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter.

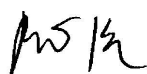
Voting rights: According to Section 107 of the Public Company Act and the Company's articles of association no.42, approval of amendment of Company's articles of association requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting and entitled to vote.

8. 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.17 and the right to receive the dividend on Monday, March 14, 2019.

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. 16
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 24th April, 2018 at 2.00 p.m. at the Wimanthong Room, 4th floor, the Monthien Riverside Hotel, Rama3 Road, Bangkok.

Attendants

The Company closed the register book at 2.00 p.m. There were 34 shareholders present in person representing 61,440,261 shares and 30 shareholders by proxies representing 33,465,722 shares, altogether 64 shareholders, representing 94,905,983 shares or 48.05 percent from the total issued and paid up of 197,495,461 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 and informed the Meeting that Mr. Sirin Nimmanahaemindra, the former Chairman of the board of directors and the audit committee had passed away. Then he requested the Meeting to give condolence together. 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 reported the name to the Meeting before proposing the opinions or questions. 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 33 to 35 (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 15, 2018 and required shareholders to submit any proposal within February 16, 2018. However, there was no proposal submitted to the Company.

The Company Secretary reported that 100% 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. Mr. Abhichart | Arbhabhirama | Chairman of Audit Committee |
| 2. Mr. Panja | Senadisai | Chairman of Nomination and Compensation Committee |
| 3. Mr. Pairote | Varophas | |
| 4. Mr. Kampanart | Lohacharoenvanich | |

Non-executive and non-independent directors

- | | | |
|-----------------|----------------|---|
| 1. Dr. Nitipol | Chaisakulchai | Member of Nomination and Compensation Committee |
| 2. Mr. Surachai | Suksriwong | Member of Nomination and Compensation Committee |
| 3. Ms. Kanitha | Subpa-Asa | |
| 4. Dr. Voratha | Kongseanitsara | |

Executive directors and management

- | | | |
|------------------|-----------------|---|
| 1. Mr. Charnchai | Kongthongluck | Chief Executive Officer and President of Trinity Securities Co., Ltd. |
| 2. Mr. 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. Boondarik Permpongpun

For safety of all attendants, the Company Secretary requested the safety officer of the hotel to inform the attendants regarding the procedures for emergency evacuation and gathering location.

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 Extraordinary General Meeting of Shareholders No. 1/2018 held on 9th March, 2018

The Chairman proposed that the Meeting adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 held on 9th March 2018, 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 Extraordinary General Meeting of Shareholders No. 1/2018 held on 9th March 2018 be adopted. Details of the voting were as follows:

Approved 94,905,983 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 2017

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

Mr. Charnchai reported that 2017 was the year when the Stock Exchange of Thailand (SET) provided an impressive yield of over 13.7% of its total investments. In this year, SET Index had significantly

increased, especially in the second half of the year. This increase can be attributed to four main factors, namely (i) the recovery of global economy; (ii) Thailand's fast economic expansion which was driven by its export and tourism sectors; (iii) an inflow of foreign investments at the end of the year which resulted from the US dollar's depreciation as a consequence of the delay in the US bill concerning tax reform (this delay had favorable impacts on stock markets of emerging countries); and (iv) the rising oil price which had positive impacts on the shares of the energy and petrochemical business sections. All of the above factors resulted in that SET Index increased to the highest level on the last business day at 1,754 point, the daily average turnover of securities in 2017 was Baht 50,114 million which was slightly decreased from Baht 52,526 million of year 2016. In this regard, the Company's market share in 2017 was 1.55% which was decreased from 1.92% in 2016 due to the high competitive in commission rate.

In 2017, local retail investors were less active in SET as evidenced by their turnovers which accounted for 48% of SET's turnovers and dropped from 54% in 2016. On the other hand, the turnovers made by foreign institutional investors were 30% of SET's turnovers which rose from 26% in 2016. With regard to other types of investors, namely proprietary trading and local institutional investors, their turnovers in 2017 were close to those of the previous year. Overall, in 2017, local institutional investors and proprietary trading had a net buy of Baht 104,666 million and Baht 16,622 million, respectively whereas foreign investors and local retail investors had a net sell of Baht 26,104 million and Baht 95,185 million, respectively.

The trading volume in Thailand Futures Exchange Plc. (TFEX) had grown from 69.58 million contracts in 2016 to 78.99 million contracts in 2017 or by 15%. This growth was derived from single stock futures which became more popular among investors as shown by an increase in the number of their contracts from 33.83 million contracts in 2016 to 47.48 million contracts in 2017, or by 40%. On the other hand, SET50 Index Futures became less popular among investors as shown by a decrease in the number of their contract from 32.19 million contracts in 2016 to 26.23 million contracts in 2017 or by 18%. Nevertheless, the overall growth in TFEX's trading volume resulted from an addition of more underlying stocks of single stock futures which allowed the investors to use their futures to hedge against any risks from SET's fluctuation. Additionally, the investors' better understanding of the products, especially the popular block trade transaction, contributed to the growth in TFEX's trading volume.

In 2017, local retail investors remained the main investors in TFEX. That is, the turnovers of the local retail investors in 2017 accounted for 51.22% of TFEX's total trading volume whereas the turnovers of the local institutional investors and foreign investors were 38.12% and 10.66%, respectively. The Company's market share in TFEX was 1.01%, falling from 1.40% in 2016. This fall was mainly due to price competition which became more intense and caused less clients to trade their futures through the Company

Besides, in 2017, the Company successfully generated satisfactory profits to the clients of the private funds under its management. Throughout 11 years of the Company's private fund management business operation, the assets which are under the Company's management enjoyed a compound annual growth rate (CAGR) of 29%. In this regard, the profits earned from previous investments in the funds certainly affect the investors' decision in continuing their investments. The past year, 2017, was considered a brilliant year because in this year, there was no bad news and SET did not experience severe fluctuation. SET Index had increased continually since September and reached its peak in December. At the end of 2017, the return on investment of the private funds managed by the Company finally reached 11% while SET Index's yield stood at 14%. As the clients became more confident in the Company's private fund management, the fund's total net asset value rose from Baht 2,676 million at the end of year 2016 to Baht 3,286 million at the end of year 2017.

As for the Company's investment banking business, in 2017, the Company acted as an advisor and underwriter of short-term and long-term debentures issued by 4 listed companies. Also, in this very same year, the Company was a financial advisor of 7 companies for their listing on SET and MAI

whereby the listings are currently in process. Additionally, the Company acted as a financial advisor to some companies.

As the Company has always emphasized high ethical standards in the context of good corporate governance, the Company was graded “Very Good” according to ASEAN CG Scorecard by Thai Institute of Directors Association in the Association’s 2017 annual corporate governance survey. In the same year, the Company was also graded “Excellent and Shining Example of Excellent” for its 2017 Annual General Meeting of Shareholders by the Thai Investors Association.

The Company’s performance by quarter in 2017 mirrored the fluctuations in SET condition. The Company’s total revenue was Baht 567 million compared to Baht 791 million in 2016. The Company’s major income derived from the following:

- The Company’s brokerage commission fee decreased from Baht 316.21 million to Baht 293.42 million, or by 7.21%, as a result of the brokerage fee competition and the decreased SET’s turnovers when compared to those of year 2016.
- Whereas the commission income from derivatives business decreased from Baht 19 million to Baht 14 million despite a considerable rise in the daily trading volume of futures in TFEX from 285,148 contracts to 323,732 contracts. This decrease can be attributed to the Company’s dwindling market share in TFEX which was caused by more intense competition in commission rate.
- The Company’s gain on investment dropped from Baht 139 million in 2016 to a loss of Baht 9 million. This drop resulted from a bookkeeping of loss arising from the securities impairment in the amount of Baht 88.23 million. This impairment was caused by the readjustment of the price of one listed security to Baht zero as a result of an involvement in a business rehabilitation process to deal with bankruptcy problem resulting to the suspension of trading. Therefore an impairment of investment was booked according to the accounting practice.
- The Company’s fees and service income decreased from Baht 73 million in 2016 to Baht 57 million due to less financial advisory and underwriting services.
- Interest income from margin loan slightly decreased from Baht 150 million to Baht 145 million and the interest income from loan with collateral decreased from Baht 37 million in 2016 to Baht 18 million in 2017.

The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 479 million in 2017 which was decreased from Baht 531 million in 2016. The expenses which had significant changes were as follows:

- Personnel expenses amounted to Baht 316 million compared to Baht 358 million in 2016 or decreased by 11.52% in relation to the decrease in operating results.
- Fee and services expenses amounted to Baht 60 million compared to Baht 74 million in 2016 or decreased by 19.96% as a result of decrease in trading volume of both SET and TFEX.
- Financial costs amounted to Baht 54 million compared to Baht 61 million in 2016 in relation to the decrease in borrowings for both settlement and loans to others.

The Company’s profit before tax in 2017 was Baht 34 million which was decreased from Baht 199 million in 2016 or decline by 82.8% whereas net profit was Baht 28 million in 2017 decreased from Baht 160 million in 2016. Return on Equity decreased from 10.08% to 1.75%.

Details of 2017 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 2017.

3. To consider and approve the financial position and income statements for the year ended December 31, 2017

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 as follows:

The Company has prepared the financial position and income statements for the year ended December 31, 2017. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- The total assets of Baht 3,955 million at the end of year 2017 increased from Baht 4,593 million in year 2016 due to the decrease in receivables from securities and futures business from Baht 3,186 million at the end of 2016 to Baht 2,784 million at the end of 2017. Such decrease in the receivables from securities and futures business was mainly the decrease in receivables from cash account amounted to Baht 412 million decreased from Baht 802 million at the end of 2016.
- The Company's total liabilities were Baht 2,351 million which were decreased by 21.45% compared to the total liabilities of Baht 2,993 million at the end of 2016. The decrease of total liabilities resulted from the decrease in borrowings from Baht 2,011 million at the end of 2016 to Baht 1,777 million at the end of 2017 and the decrease in payables from securities and futures business amounted to Baht 377 million from Baht 533 million and clearing house payable amounted to Baht 56 million from Baht 279 million at the end of 2016.
- The Company's shareholders' equity was Baht 1,604 million compared to Baht 1,600 million at the end of 2016. The Company and subsidiaries' earnings was amounted to Baht 28 million in 2017. But the Company paid final cash dividends from operating results in 2016 in the amount of Baht 79 million. In addition, unrealized loss from available-for-sale securities decreased Baht 55 million due to the impairment of securities recorded in the profit and loss statement.
- 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, 2017.

Resolved It was unanimously resolved that the financial position and income statements for the year ended December 31, 2017 be approved. Details of the voting were as follows:

Approved 94,905,983 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 2017

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 2017 the Company's net profit in the separate financial statements was Baht 28 million. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 1,403,506 for the year 2017. After the appropriation of profit, retained earnings was Baht 267 million and legal reserve was Baht 65 million.

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

Ms. Piyawan Trarasamee, volunteer to protect rights of shareholders from Thai Investors Association, requested to present the votes on the screen.

Ms. Suwannee informed that the Company did not prepare the presentation of votes on the screen but we will keep informed the Meeting for the votes in case there were shareholders submitted the voting ballots to object or abstained. If no ballots was submitted, the unanimously resolution was declared.

When there was no further 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 1,403,506. Details of the voting were as follows:
Approved 94,905,983 votes equivalent to 100%, and
No abstained, no objection and no voided ballot.

4.2 To consider and approve the dividend payment for the year 2017

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 2014 to 2016, the net profit and unappropriated retained earnings for the year 2017 were presented in the notice of the meeting. Net consolidated profit was Baht 28 million and retained earnings of the separate financial statements was Baht 267 million.

The board of directors proposed the Meeting to approve final dividend payment for the year 2017 at Baht 0.45 per share which the total amount was Baht 88.87 million. The Company paid out from net profit of Baht 0.13 per share and from retained earnings of Baht 0.32 per share or at the payout ratio of 91.47% of net consolidated profit and 23.77% of retained earnings, which is in accordance with the dividend policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law. When comparing with the market price at the end of 2017 at Baht 6.05 per share, the Company's dividend yield was 7.44%. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

The Company will entitle rightful shareholders who may receive the 2017 fiscal year dividend on March 19, 2018 (Record Date). The dividend will be payable on May 11, 2018.

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 2017 at Baht 0.45 per. The record date for the rights of shareholder to receive dividend is on March 19, 2018; payable on May 11, 2018. Detail of votes were as follows:
Approved 94,905,983 votes equivalent to 100%, and
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. Nitipon Chaisakulchai, member of Nomination and Compensation committee, present the details of this agenda.

Mr. Nitipon 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 16, 2018. 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 and audit committee/ Chairman of nomination and compensation committee, |
| 2) Mr. Abhichart Arbhabhira | Position | Independent Director/Chairman of audit committee and member of nomination and compensation committee, and |
| 3) Dr. Worata Kongsanitsara | Position | Director |
| 4) Dr. Visit Ongpipattanakul | Position | Director |

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 director 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 of the notice of the meeting.

The board of directors, excluding the director who has interest in this matter, deems appropriate to propose the meeting to re-elect the four 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. Abhichart Arbhabhira are also qualified as independent director according to the company's definition of Independent Director and even he has been the Company's director for 16 years but he still always gave his opinion freely and had full understanding of the securities business.

Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 15 to 19. 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. Nitipon asked the Meeting whether there were any questions.

Ms. Piyawan Trarasamee, volunteer to protect rights of shareholders from Thai Investors Association, asked whether the Company has ever discussed to set terms of independent director position.

Mr. Nitipon clarified that the board of directors has discussed terms for independent director and considered that the longer term in this position for independent director is fruitful for the Company

since the securities business has many rules and regulations and rapidly change. However, the board of directors may consider this comment in the future.

Mr. Charnchai further clarified that Audit committee members has performed their duties independently. Mr. Surachai also comment that the Company has ever discussed this matter and considered that we should start setting terms from the year this guideline started.

Mr. Nitipon accepted the comment and then asked any questions. When there was no further question, Mr. Nitipon proposed that the Meeting consider and resolve the agenda.

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

No.	Name List	Approved (%)	Disapproved (%)	Abstained* (%)	voided (%)
1	Dr. Panja Senadisai	94,905,871 (99.9999%)	112 0.0001%	-	-
2	Mr Abhichart Arbhabharama	94,905,871 (99.9999%)	112 0.0001%	-	-
3	Dr. Worata Kongsanitsara	94,905,983 (100%)	-	-	-
4	Dr. Visit Ongpipattanakul	94,905,983 (100%)	-	-	-

Remarks: *include own abstained votes (if any)

It was resolved by majority votes that the Meeting re-elect all retiring directors to become the Company's directors for another term. Dr. Panja Senadisai and Mr. Abhichart Arbhabharama 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 Mr. Panja Senbadisai to present the details of this agenda.

Mr. 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 2017 and consider the remuneration for the year 2018 as follows:

1) To acknowledge extra remuneration for the year 2017

Pursuant to the resolution of the annual general meeting of shareholders no. 15 approval of the budget for 2017 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 2017 was Baht 567 million decreased from Baht 791 million for the year 2016, or decreased by 28.32% and net profit 28.1 million which was lower than that of 2016 by 82.46%. Whereas dividend payment to shareholders for the year 2017 decreased to Baht 0.45 per share from Baht 0.65 per share in 2016 which was amounted to Baht 88.9 million decreased from Baht 128.4 million in 2016, or decreased by 30.76%.

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to approve the payment of bonus of Baht 3,600,000 decreased

from Baht 6 million for the year 2016, or decreased by 40%. The Chairman shall be eligible for one time extra.

Mr. Panja informed the Meeting that this agenda is to report the Meeting for the extra bonus for the year 2017 and no voting was required. Then he asked the Meeting whether there were any questions.

Should there be no question, Mr. Panja concluded that the Meeting acknowledge the extra bonus for the year 2017 as proposed.

2) To approve director remuneration for the year 2018

For the year 2018, 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 2018 shall not exceed Baht 5.5 million in aggregate, payable monthly at the same rate as in 2017, divided as follows:

- Monthly remuneration for each board member at Baht 20,000 and the Chairman of the Board at Baht 60,000 increased from Baht 50,000.
- 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 2018 not over Baht 10 million which will be reserved in the 2018 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.

Mr. Panja proposed that the Meeting consider to approve director remuneration for the year 2018 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.

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

Ms. Piyawan Trarasamee, volunteer to protect rights of shareholders from Thai Investors Association, asked why the company increased the reserve for extra remuneration to Baht 10 million whereas last year payment was set amounted to Baht 3.6 million.

Mr. Panja clarified that the limit set for extra remuneration was set at Baht 10 million for many years but the actual payment will be considered in accordance with the evaluation criteria as explained in 1).

Should there be no further question, Mr. Panja proposed that the Meeting consider and resolve the agenda.

Resolved It was resolved by majority votes over two-thirds of the total entitled votes and directors who were shareholders entitled to votes or abstained from voting that the Meeting approve director remuneration for the year 2018 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. Detail of votes were as follows:

Approved 94,905,871 votes equivalent to 99.9999%,
Disapproved 112 votes equivalent to 0.0001%, no objection and no voided ballot.

6. To consider and approve the appointment of auditors and audit fee for the year 2018

The Chairman requested that Mr. Kampanart Lohacharoenvanich, member of audit committee, present the details of this agenda.

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

- 1) Ms. Sumana Punpongsanon, CPA Registration No. 5872, and/or
- 2) Miss Orawan Techawatanasirikul, C.P.A. Registration No. 4807, and/or
- 3) Ms. Pimjai Manitkajohnkit, CPA Registration No. 4521, and/or
- 4) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659, and/or
- 5) Ms. Rungnapa Lertsuwankul, C.P.A. Registration No. 3516, and/or
- 6) Mr. Chayapol Suppasedtanon , CPA Registration No. 3972

The proposed auditors no. 1 have acted as the Company's current auditor for 3 years since 2015 and have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2017, 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 400,000 increased by Baht 92,000. The aggregate audit fee for the services to the group companies in aggregate of Baht 1,650,000 which is higher than the 2018 audit fee by Baht 198,000.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2017 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. Kampanart asked the Meeting whether there were any questions.

Ms. Piyawan Trarasamee, volunteer to protect rights of shareholders from Thai Investors Association, asked why the audit fee increased.

Ms. Suwannee informed that the Company has operated additional businesses i.e. loans with pledged securities and new subsidiary caused the increase in audit fee.

Mr. Kampanart then asked any further questions. When there was no further question, Mr. Kampanart proposed that the Meeting consider and resolve the agenda.

Resolved It was unanimously resolved that the Meeting appoint EY Office Limited with the above list of auditors as the auditor for the year 2018 and to approve the audit fee for the Company at Baht 400,000. Details of the voting were as follows:

Approved 94,905,983 votes equivalent to 100%, and
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. Prawit Virojvongchai, a shareholder, asked for the company's strategy to compete for higher market share.

Mr. Charnchai informed that the broking business has faced fierce competition for many years so the Company decided to diversify by emphasizing in other more margin businesses e.g. the private fund management with growth in assets size, the new service so called "Trinity Smart Wealth" offered to customers who have no time to monitor their portfolio and not ready to be private fund customers, and the Company also invest in pre-IPO companies to gain more profit.

Mr. Prawit Virojvongchai, the shareholder, asked what the interest rate for block trading. Was it competitive rate?

Mr. Charnchai informed that the Company set the same rate as margin loan account but it can be negotiated depend upon the size of the transactions.

Mr. Supakorn Chinpongpaiboon, a shareholder, asked that the investment in pre-IPO companies has the exit risk in case that Company could not list in the exchange.

Mr. Charnchai explained that the Company considered all risks impact the investment before deciding and has evaluated and analyzed the target companies prudently. However, in case that company could not list in the exchange with some constraints, we believe that we will have dividend payment from investing during waiting for the listing.

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 3.30 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. 17**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 16 on April 24, 2018.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 16, 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. 16 on April 24, 2018.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2018.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2018. Copy of the Annual Report has been sent to the shareholders together with the notice of the meeting (Attachment No.2).

The board of directors has reviewed the report and proposed the Meeting to acknowledge the operating results for the year 2018.

- 3. To consider and approve the audited financial position and income statements for the year ended December 31, 2018.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2018 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 (Attachment No.2).

The board of directors has reviewed such details and proposed the Meeting to approve the audited financial position and income statements for the year 2018.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2018.**

4.1 To approve no appropriation of profit to legal reserve for the year 2018

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 2018 reported net profit of Baht 68,100,664, the Company is required to appropriate profit to legal reserve of Baht 3,405,576. The legal reserve were Baht 68,629,000.

The board of directors has reviewed and proposed the Meeting to approve an appropriation of profit Baht 3,405,576 to legal reserve.

4.2 To approve dividend payment for the year 2018

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 2015 to 2017 and the net profit and unappropriated retained earnings for the year 2018 were as follows:

	<u>Year 2015</u>	<u>Year 2016</u>	<u>Year 2017</u>	<u>Year 2018</u>
Net Profit as per consolidated financial statements	146,104,620	159,564,058	28,070,119	68,100,664
Retained Earnings before dividend payout (as per separated financial statements)	105,815,914	129,934,251	265,922,715*	219,685,907*
Dividend - % to net profit	81.10	80.69	316.61	To be approved by shareholders
- Baht per share	0.60	0.65	0.45**	
- Baht	118,497,277	128,372,050	88,872,957	

Remarks: * Change the presentation of investment in affiliates and subsidiaries in the separated financial statements to equity method

** Dividend of Baht 0.13 per share paid from net profit and Baht 0.32 per share paid from retained earnings

The board of directors has deemed appropriate to propose the Meeting to approve the dividend payment for the year 2018 of Baht 0.32 per share which the total amount was Baht 63.6 million or at the payout ratio of 93.36% of net profit. The dividend of Baht 0.12 per share was paid as interim dividend on September 7, 2018. Thus, the remaining final dividend of Baht 0.20 per share will be paid from the profit which is not required to calculate for corporate income tax and the shareholders are not entitled to tax credits.

The Company will entitle rightful shareholders who may receive the 2018 fiscal year dividend on March 14, 2019 (Record Date). The dividend will be payable on May 14, 2019.

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 varopas | Position | Independent Director / member of audit committee |
| 3) Mr. Kampanart Lohacharoenvanich | Position | Independent Director / member of audit committee |
| 4) Mr. Surachai Suksriwong | Position | Director |

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, 2019. However, there was no proposal of director nomination submitted to the Company Secretary.

The Nomination and Compensation Committee, excluding the director no.1) & 2) 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. Information on proposed directors in replacement of those retiring by rotation

and the qualification of independent directors are illustrated in Exhibit 1. 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. The independent directors are in the position for more than 9 years with the comprehensive understanding of securities business which has tremendous rules and regulations.

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 credentials of the four retiring directors and resolved that the retiring directors qualifications are in compliance to 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. The board of directors deems appropriate to propose the Meeting to re-elect the four directors to become the Company's directors for another term. Mr. Pairote varopas and Mr. Kampanart Lohacharoenvanich are also qualified as independent directors according to the company's definition of Independent Director.

5.2 To approve directors 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 2018 and consider the remuneration for the year 2019 as follows:

1) To acknowledge extra remuneration for the year 2018

Pursuant to the resolution of the annual general meeting of shareholders No. 16 approval of 2017 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 average remuneration comparison for the year 2014-2018 as follows:

	2015	2016	2017	2018
<u>Income Statements</u> (Million Baht)				
Operating Income	740	791	567	623
Net Profit	146	159	28	68
Earnings per share (Baht)	0.74	0.81	0.14	0.34
<u>Benefits to Shareholders</u>				
Dividend (Baht per share)	0.60	0.65	0.45	0.32
<u>Directors' remuneration per person per year</u>				
- Average	990,909	974,261	780,000	881,591
- Minimum	640,000	705,050	540,000	660,000
- Maximum	2,520,000	1,255,000	1,155,000	1,310,000
Total Extra Remuneration (Baht per year)	6,000,000	5,986,875	3,600,000	4,800,000
- Chairman (per person)	1,200,000	1,006,825	600,000	630,000
- Board member / member of audit committee	480,000	515,000	300,000	420,000

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 2018 was Baht 623 million increased from that of 2017 by 9.72% and net profit was Baht 68.10 million which was more than that of 2017 by 142.61% and dividend payment to the Shareholders decreased from Baht 0.45 per share which the total amount was Baht 88.9 million to Baht 0.32 per share which the

total amount was Baht 63.6 million or decreased by 28.46% as proposed in the agenda no. 4.2 due to no dividend paid from retained earnings.

The board of directors approved the payment of bonus of not exceeding Baht 4,800,000 more than that of 2017 by 33%, 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 2018 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 2019

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 2019 totaling of Baht 15,500,000 with other benefits in form of insurance, dividing into the following categories:

- 2.1) Monthly director fee / allowance for the year 2019 shall not exceed Baht 5.5 million at the same amount as in 2018, 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 2019 as an extra remuneration not over Baht 10 million which shall be reserved in the 2019 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. right to exercise warrants to purchase the newly ordinary shares of the Company, 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 the Company's auditor and approve audit fee for the year 2019

Information for considerations:

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

- 1) Ms. Sumana Punpongsanon, CPA Registration No. 5872, and/or
- 2) Miss Orawan Techawatanasirikul, C.P.A. Registration No. 4807, and/or
- 3) Ms. Pimjai Manitkajohnkit, CPA Registration No. 4521, and/or
- 4) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659, and/or
- 5) Ms. Rungnapa Lertsuwankul, C.P.A. Registration No. 3516, and/or
- 6) Mr. Chayapol Suppasedtanon , CPA Registration No. 3972

The proposed auditor have been appointed as the Company's auditor since 2015 and have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other

related persons of those persons. In addition, during the year 2018, the Company and subsidiaries had not received other services from the person related to the auditors and the office, therefore there was no non-audit fee paid to EY. 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 2017	Year 2018	Year 2019
Trinity Watthana Plc.	308,000	400,000	480,000
3 Subsidiaries	1,144,000	1,250,000	1,500,000
Total	1,452,000	1,650,000	1,980,000

The audit committee considered that the auditor had conducted the audit for the year 2018 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 480,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,980,000 which is higher than the rate charged last year.

7. To approve the amendment of Articles of Association of the Company relating to teleconference meeting through electronic devices

Information for considerations:

To comply with the announcement by the National Council for Peace and Order No. 74/2557 and the notification of the Department of Business Development dated September 23, 2016 relating to teleconference meeting through electronic devices, The board of directors also considered and proposed the Meeting to approve the amendment of Articles of Association of the Company no. 25, 26, 27 by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter, as follows:

Current	Proposed for Amendment
<p>Article 25 The board of directors shall hold meeting in locality in which the head office of the company is located or in a nearby province or any meeting can be held elsewhere as determined by chairman of the board or the person authorized by the chairman of the board.</p>	<p>Article 25 The board of directors shall hold meeting in locality in which the head office of the company is located or in a nearby province or any meeting can be held elsewhere as determined by chairman of the board or the person authorized by the chairman of the board. The chairman shall call the meeting as teleconference through electronic devices.</p>
<p>Article 26 In calling a meeting of any kind of board of directors, the chairman of the board or a person authorized by the chairman of the board shall send a written notice calling for a such meeting to the directors not less than seven days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p>	<p>Article 26 In calling a meeting of any kind of board of directors including via the teleconference through electronic devices, the chairman of the board or a person authorized by the chairman of the board shall send a written notice calling for a such meeting to the directors not less than seven days prior to the date of the meeting. Unless necessary or urgent to preserve the rights or benefits of the company, the meeting may be called by other</p>

Current	Proposed for Amendment
<p>In case that not less than two directors request for calling the meeting of the board of directors, the chairman of the board shall set the meeting date within 14 days from the requested date.</p>	<p>methods and an earlier meeting date may be chosen. The call for meeting shall be done through the electronic devices.</p> <p>In case that not less than two directors request for calling the meeting of the board of directors, the chairman of the board shall set the meeting date within 14 days from the requested date.</p>
<p>Article 27 At a meeting of the board of directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. In the case where the chairman of the board is not present at the meeting or is unable to perform his or her duty and if there is a vice chairman, the vice- chairman present at the meeting shall preside over the meeting. If there is no vice-chairman of if there is a vice-chairman who is unable to perform his or her duty, the directors present at the meeting shall elect on among themselves to preside over the meeting.</p>	<p>Article 27 At a meeting of the board of directors, the presence of not less than one half of the total number of directors is required to constitute a quorum. In the case where the chairman of the board is not present at the meeting or is unable to perform his or her duty and if there is a vice chairman, the vice- chairman present at the meeting shall preside over the meeting. If there is no vice-chairman of if there is a vice-chairman who is unable to perform his or her duty, the directors present at the meeting shall elect on among themselves to preside over the meeting. The conduct of a teleconference must be in accordance with security standards for teleconference meeting which required by the law or as prescribed by each specific law or related regulations.</p>

Biographies of Directors proposed for re-appointment


1) **Name** **Mr. Pakhawat Kovithvathanaphong**
Age 69 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 17 years since July 9, 2002 and the latest nomination on April 27, 2016




Current Position of Director/Executive

• Listed Companies and their affiliates	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.	
	Jun 2018- Present	Director	Trinity One Co., Ltd.	
	Nov 2018- Present	Independent Director / Member of the Audit Committee	P.C.S. Machine Group Holding Plc.	
	1999- Present	Independent Director/ Chairman of Audit Committee	Land and Houses Plc.	
	2017-Present	Independent Director	Dusit Thani Plc.	
	• Non-listed Companies (6)	2017- Present	Chairman	Smart Id Group Co., Ltd
		2010 - Present	Advisor	Association of Securities Companies
2009 - Present		Advisor	Thai Listed Companies Association	
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		

Occupation	Business Executives
No. of shares holding in The Company	6,611,250 shares or 3.20% as at December 31, 2018
No. of meeting attended in 2018	Board of Directors 8 meetings (8 / 8 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	67 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), Thai Institution of Directors (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	17 years since July 9, 2002 and the latest nomination on April 21, 2017			
	Current Position of Director/Executive				
	<ul style="list-style-type: none"> • Listed Companies and their affiliates 	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 (2) 	2016- Present 2005- Present	Independent Director/ Member of the Audit Committee Chairman		Sriracha Green Point Group Co., Ltd. Siam Appraisal and Service Co.,Ltd.
	Occupation	Business Executives			
	No. of shares holding in The Company	14,062 shares or 0.007% as at December 31, 2018			
	No. of meeting attended in 2018	Board of Directors Audit Committee	8 meetings (8 / 8 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)	<p>Name</p> <p>Age</p> <p>Directorship</p> <p>Education</p> <p>Director training course</p> <p>Terms of Directorship</p> <p>• Listed Companies and their affiliates</p> <p>• Non-listed Companies</p> <p>Occupation</p> <p>No. of shares holding in the Company</p> <p>No. of meeting attended in 2018</p> <p>Business Relationship</p>	<p>Mr. Kampanart Lohacharoenvanich</p> <p>68 years</p> <p>Independent Director/ Member of the Audit Committee</p> <p>Bachelor of Economics Thammasart University Master of Economics - Kansas State University, Pittsburg, Kansas, U.S.A.</p> <p>-Capital Market Academy Leadership Program (CMA1) -Directors Certification Program (DCP) 17/2002 Thai Institution of Directors -Director Accreditation Program (DAP) 2002 Thai Institution of Directors</p> <p>3 years since April 27, 2016</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 15%;"></td> <td style="width: 15%;">2016 – Present</td> <td style="width: 30%;">Independent Director/ Member of the Audit Committee</td> <td style="width: 40%;">Trinity Watthana Plc.</td> </tr> <tr> <td></td> <td>Apr 2018- Present</td> <td>Independent Director/ Chairman of the Audit Committee</td> <td>Nirvana Daii Plc.</td> </tr> </table> <p>-None-</p> <p>Business Executives</p> <p>600,056 shares or 0.30% as at December 31, 2018</p> <table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">Board of Directors</td> <td style="width: 70%;">8 meetings (8 / 8 meetings)</td> </tr> <tr> <td>Audit Committee</td> <td>5 meetings (5 / 5 meetings)</td> </tr> </table> <p>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.</p>		2016 – Present	Independent Director/ Member of the Audit Committee	Trinity Watthana Plc.		Apr 2018- Present	Independent Director/ Chairman of the Audit Committee	Nirvana Daii Plc.	Board of Directors	8 meetings (8 / 8 meetings)	Audit Committee	5 meetings (5 / 5 meetings)	
	2016 – Present	Independent Director/ Member of the Audit Committee	Trinity Watthana Plc.												
	Apr 2018- Present	Independent Director/ Chairman of the Audit Committee	Nirvana Daii Plc.												
Board of Directors	8 meetings (8 / 8 meetings)														
Audit Committee	5 meetings (5 / 5 meetings)														

4) **Name** Mr. Surachai Suksriwong
Age 52 years
Directorship Director and member of Nomination and Compensation Committee
Education Bachelor of Law Thammasat University
 Master of Law (LL.M.) International Trade and Banking,
 Washington College of Law The American University, Washington D.C., U.S.A.
Director training course -None-
Terms of Directorship 13 years since January 31, 2006 and the latest nomination on April 27, 2016



Current Position of Director/Executive

• Listed Companies and their affiliates	2006 - Present	Director/ Member of Nomination & Remuneration Committee	Trinity Watthana Plc.
	2007 - Present	Director / Executive Director / Member of Nomination and Remuneration	Eternal Energy Plc.
• Non-listed Companies (8)	2018-Present	Director	SSUT Co., Ltd.
	2015-Present	Director	Nana Hotel Co.Ltd.
	2012- Present	Advisory	Hi-Tech Network Co.,Ltd.
	2010- Present	Director	Suksriwong Co.,Ltd.
	2017- Present	Director	Chumphon Bay Hill Co.,Ltd.
	2017- Present	Director	Phu Nam Fah Co.,Ltd.
	2017- Present	Director	Hin rong kla thani Co.,Ltd. Khaokhor thani Co.,Ltd.

Occupation Business Executives
No. of shares holding in the Company -None-
No. of meeting attended in 2018 Board of Directors 8 meetings (8 / 8 meetings)
 Nomination and Compensation Committee 4 meetings (4 / 5 meetings)
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.

**Registration Process and Proxy
For the Annual General Meeting of Shareholders No. 16 of Trinity Watthana Plc.
On Tuesday of April 24, 2018, 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 24, 2018.

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 interest to the agenda of the Meeting.

- 1) Mr. Abhichart Arbhabharama, Position Director and Chairman of Audit Committee (as an independent director), age 73 years, resides at 39/5 Soi Arbhabharama (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok.
- 2) Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 71 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok.
- 3) Mr. Charnchai Kongthongluck, Position Director and Chief Executive Officer (not an independent director), age 59 years, resides at 1170/6 Phran Nok Road, Kwang Ban Chang Lo, Bangkok Noi, Bangkok.

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.....
I/We Nationality Residing at No.

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

(2) เป็นผู้ถือหุ้นของบริษัท ตรินิตี้ 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.....
wish to appoint Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

2..... อายุ.....ปี อยู่บ้านเลขที่.....
Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

3..... อายุ.....ปี อยู่บ้านเลขที่.....
Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

4. นายอภิชาติ อภากิริม ตำแหน่ง กรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 73 ปี อยู่
บ้านเลขที่ 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 73 years, resides at 39/5 Soi Arbhahirama (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok or

5. นายปัญญา เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 71 ปี อยู่บ้านเลขที่ 10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 71 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

6. นายชาญชัย กงทองลักษณ์ ตำแหน่ง ประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 59 ปี อยู่บ้านเลขที่ 1170/16 ถนนพรานนก แขวงบ้านช่างหล่อ เขตบางกอกน้อย กรุงเทพมหานคร

Mr. Charnchai Kongthongluck, Position Chief Executive Officer (not an independent director), age 59 years, resides at 1170/6 Phran Nok Road, Kwang Ban Chang Lo, Bangkok Noi, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 17 ซึ่งกำหนดประชุมกันในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิเวกริไซต์ ถนนพระราม 3 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. 17 which will be held on April 26, 2019 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, 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

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่.....
I/We Nationality Residing at No.

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

(2) เป็นผู้ถือหุ้นของบริษัท ตรินิตี้ 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.....
wish to appoint Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

2. อายุ.....ปี อยู่บ้านเลขที่.....
Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

3. อายุ.....ปี อยู่บ้านเลขที่.....
Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

4. นายอภิชาติ อภากิริม ตำแหน่ง กรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 73 ปี
อยู่บ้านเลขที่ 39/5 ซอยอภากิริม (ลาดพร้าว 23) ถนนลาดพร้าว แขวงจันทระ เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Abhichart Arbbabhirama, Position Director and Chairman of Audit Committee (as an independent director), age 73 years, resides at 39/5 Soi Arbbabhirama (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok or

5. นายปัญญา เสนาดิษฐ์ ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 71 ปี อยู่บ้านเลขที่ 10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 71 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

6. นายชาญชัย กงทองลักษณ ตำแหน่ง ประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 59 ปี อยู่บ้านเลขที่ 1170/16 ถนนพรานนก แขวงบ้านช่างหล่อ เขตบางกอกน้อย กรุงเทพมหานคร

Mr. Charnchai Kongthongluck, Position Chief Executive Officer (not an independent director), age 59 years, resides at 1170/6 Phran Nok Road, Kwang Ban Chang Lo, Bangkok Noi, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 17 ซึ่งกำหนดประชุมกันในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรริเวอร์ไซด์ ถนนพระราม 3 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. 17 which will be held on April 26, 2019 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, 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 16 เมื่อวันที่ 24 เมษายน 2561

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 16 on April 24, 2018.

(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 2561

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2018.

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2018.

(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 2561

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2018.

(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 2561

Agenda Subject: To consider and approve dividend payment for the year 2018.

(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 Kovithvathnaphong

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

2. ชื่อกรรมการ นายไพโรจน์ วโรภาส

Director Name Mr. Pairote Varopas

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

3. ชื่อกรรมการ นายกัมปนาท โลหเจริญวนิช

Director Name Mr. Kampanart Lohacharoenvanich

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

4. ชื่อกรรมการ นายสุรัชย์ สุขศรีวงศ์

Director Name Mr. Surachai Suksriwong

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

1) พิจารณารับทราบการจ่ายเงินบำเหน็จกรรมการประจำปี 2561

To acknowledge extra remuneration for the year 2018

2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2562

To consider and approve directors' remuneration for the year 2019

(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 พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2562

Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2019

(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 อนุมัติการแก้ไขเพิ่มเติมข้อบังคับบริษัทเรื่องการประชุมคณะกรรมการบริษัทผ่านสื่ออิเล็กทรอนิกส์

Agenda Subject: To approve the amendment of Articles of Association of the Company relating to teleconference meeting through electronic devices

(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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 ทรีนีตี วัตธนา จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 17 ในวันที่ 26 เมษายน 2562 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรริเวอร์ไซด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 17 which will be held on April 26, 2019 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or at any adjournment thereof to any other date, time and place.

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.

(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.

(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.

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

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve 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/...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ
Signed Grantee
(.....)
วันที่/...../.....

**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. 17
 Trinity Watthana Public Company Limited
 at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
 Rama3 Road, Bangkok

