

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

**Notice of**  
**the Annual General Meeting of Shareholders No. 16**  
**on Tuesday April 24, 2018 at 2.00 p.m.**

**at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,**  
**Rama3 Road, Bangkok.**

**TRINITY**

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# บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 020/2018

March 19, 2018

To Shareholders,

## Re: Notice of the Annual General Meeting of Shareholders No. 16

The Board of Directors of Trinity Watthana Public Company Limited has passed the resolution to convene the Annual General Meeting of Shareholders on Tuesday April 24, 2018 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 Extraordinary General Meeting of Shareholders No. 1/2018 on March 9, 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, 2017.**

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2017.

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

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, 2017.

**4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2017.**

**4.1 To approve an appropriation of profit for the year 2017**

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 1,403,506.

**4.2 To approve dividend payment for the year 2017**

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend for the year 2017 of Baht 0.45 per share, which the total amount was Baht 89 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.

This dividend payment will be paid out from the retained earnings and the profit for the year 2017, which dividend of Baht 0.38 per share was subject to 20% corporate income tax. The remaining Baht 0.07 per share is appropriated from the corporate income tax – exempted profit on which shareholders are not entitled to tax credits

The Company will entitle rightful shareholders who may receive the 2017 fiscal year dividend on March 19, 2018 (Record Date). The final dividend will be payable on May 11, 2018. The rights to receive above dividend is depend upon the approval of 2018 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) Dr. Panja Senadisai, 2) Mr Abhichart Arbhabhira, 3) Dr. Worata Kongsanitsara and 4) Dr. Visit Ongpipattanakul. 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. Dr. Panja Senadisai and Mr Abhichart Arbhabhira 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 2017 totaling of Baht 3,600,000 and approve the directors' remuneration for the year 2018 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 2018.**

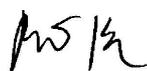
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of EY Office Limited namely 1) Ms. Sumana Punpongsanon, CPA Registration No. 5872, and/or 2) Miss Orawan Techawatanasirikul, C.P.A. Registration No. 4807, and/or 3) Ms. Pimjai 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 2018 and to approve the audit fee for the Company at Baht 400,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,650,000 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. 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.16 and the right to receive the dividend on Monday, March 19, 2018.

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 Kovithathanaphong)  
Chairman

(Translation)

**Minutes of Extraordinary General Meeting of Shareholders No. 1/2018  
of  
Trinity Watthana Public Company Limited**

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Date, Time and Place

The Meeting was held on 9th March, 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 32 shareholders present in person representing 55,856,647 shares and 20 shareholders by proxies representing 32,620,755 shares, altogether 52 shareholders, representing 88,477,402 shares or 44.80 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 and Chairman of the Meeting, welcomed the shareholders attending the Meeting. The register book was closed at 2.00 p.m. of which the quorum was satisfied according to the Company's Articles of Association. To orderly conduct the meeting and record the minutes, the Chairman requested the Company Secretary to inform the following voting procedures for each agenda:

1. A shareholder's voting right was directly proportionate to the number of shares held.
2. For shareholders who granted proxies to independent director or Chief Executive Officer, the Company would include and record the casting votes as specified for each agenda by the shareholders.
3. During each agenda, if any attending shareholder or proxy would like to propose any opinions or questions, the shareholder should raise his/her hand to ask for the permission. When the Chairman allowed, the shareholder 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 47 to 49 (Attachment No.5).

The Company Secretary introduced the directors, independent directors and management attending the Meeting as follows:

Independent directors and audit committee

- |                                    |   |
|------------------------------------|---|
| 1. Mr. Abhichart Arbhahirama       | Chairman of Audit Committee and member of Nomination and Compensation Committee |
| 2. Dr. Panja Senadisai             | Chairman of Nomination and Compensation Committee                               |
| 3. Mr. Pairote Varophas            |   |
| 4. Mr. Kampanart Lohacharoenvanich |   |

Non-executive and non-independent directors

- |                               |   |
|-------------------------------|---|
| 1. Mr. 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. Woratha Kongseanitsara |   |

Executive directors and management

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

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 Annual General Meeting of Shareholders No. 15 held on 21<sup>st</sup> April, 2017**

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 15 held on 21<sup>st</sup> April 2017, copies of which had been sent to shareholders, together with the notice of this Meeting.

**Resolved** It was unanimously resolved that the Minutes of the Annual General Meeting of Shareholders No. 15 held on 21<sup>st</sup> April 2017 be adopted. Details of the voting were as follows:

Approved 88,477,402 votes equivalent to 100%  
no abstained, no objection and no invalid ballot.

**2. To consider and approve the reduction of the Company's registered capital by cancelling the authorised but unissued shares, as well as, the amendment to Clause 4 of the Company's Memorandum of Association so as to reflect the reduction of the registered capital.**

The Chairman requested that Ms. Suwannee Limpanavongsaen, Deputy Managing Director, present the details to the Meeting.

According to section 136 of the Public Company Act B.E.2535, the public company is required to cancel the authorized but unissued shares before increasing share capital except for the authorised but unissued shares allocated for reserving the conversion of convertible debentures and warrant.

The board of directors proposed the meeting to approve the reduction of the Company's registered capital by canceling 539 authorized but unissued shares from the existing registered capital of Baht 987,480,000 to be the new registered capital of Baht 987,477,305 in accordance with Section 136 of the Public Limited Companies Act, as well as the amendment to Clause 4 of the Memorandum of Association so as to reflect the reduction of the Company's registered capital as follows:

No 4.	Registered capital	987,477,305	Baht	(Nine hundred eighty-seven million and four hundred seventy-seven thousand and three hundred and five Baht)
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Divided into	197,495,461	Shares	(One hundred ninety-seven million and four hundred ninety-five thousand and four hundred and sixty-one shares)
Par value per share	5	Baht	(Five Baht)
Divided into Ordinary shares	197,495,461	Shares	(One hundred ninety-seven million and four hundred ninety-five thousand and four hundred and sixty-one shares)
Preferred shares	- None -	Shares	(-)

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

Should there be no any question, Ms. Suwannee proposed that the Meeting consider and resolve the agenda. According to Section 90 of the Public Company Act and the Company's articles of association no.42 and 45, approval of the reduction of the Company's registered capital requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting and entitled to vote.

**Resolved** It was unanimously resolved that the Meeting approve the reduction of the Company's registered capital of Baht 2,695 by canceling 539 authorized but unissued shares as well as the amendment to Clause 4 of the Memorandum of Association so as to reflect the reduction of the Company's registered capital. Details of the voting were as follows:

Approved 88,477,402 votes equivalent to 100%  
no abstained, no objection and no invalid ballot.

**3. To consider and approve the issue and offering of warrants representing the right to purchase the newly issued ordinary shares (TNITY-W1) to the existing shareholders proportionate to their respective shareholdings (Right Offering).**

The Chairman informed the Meeting that there were 3 additional shareholders present in person and one shareholder by proxy altogether 56 shareholders, representing 88,478,669 shares or 44.80 percent from the total issued and paid up of 197,495,461 shares.

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

Mr. Charnchai then presented that the board of directors consider the reason and necessity for the capital increase and the plan to use the proceeds, as well as the appropriate sources of financial capital to accommodate the investment of the Company and use as its revolving capital by giving into consideration the balance of the debt-equity ratio. The board of directors considered several options for fund-raising such as offering newly-issued shares in a private placement scheme and/or offering newly-issued shares to the existing shareholders in accordance with their respective shareholdings and/or applying for loans. After consideration, the board of directors was of the view that the issuance and allocation of the TNITY-W1 Warrants would be a fund-raising option that would not affect the profit sharing or the voting rights of the shareholders (control dilution) if they have been issued and allocated to every shareholder of the Company in accordance with their respective shareholdings. Details are illustrated in Exhibit 1 of the notice of the meeting.

Then Mr. Charnchai presented the objectives and details of warrants, allocation criteria, exercise term and conditions including the impacts to shareholders and the Company. Mr. Charnchai also proposed the meeting to authorize the Chief Executive Officer and/or a person delegated by the Chief Executive Officer to amend the Record Date as deemed appropriate by taking into account the benefits of and impact upon the Company, and to determine the rules, conditions, and other details of the TNITY-W1 Warrants,

and to enter into negotiation and agreements, and execute the relevant documents and agreements, as well as to undertake any act necessary for and relevant to the issuance and allocation of the TNITY-W1 Warrants, including to list the warrants and the ordinary shares issued as a result of the exercise of warrants on the Stock Exchange of Thailand, and to apply for permission from the relevant government agencies. For this purpose, such designated persons may subrogate any person to perform the above activities on their behalf.

The Chairman proposed the Meeting to issue and offer 98,747,730 warrants representing the right to purchase the newly issued ordinary shares (TNITY-W1) to the existing shareholders proportionate to their respective shareholdings (Right Offering), at no cost and to set the date for entitle the rightful of shareholders to receive the warrants on March 19, 2018 (Record Date) as well as to authorize the Chief Executive Officer to performed the above activities.

The Chairman asked the Meeting whether there were any questions.

Mr. Anu Wongsarnkij, a shareholder, asked 1) why the Company decided to arrange the extraordinary general meeting instead of waiting for the annual general meeting 2) to set the same date for entitle the rightful of shareholders to receive the warrants and dividend will take effect the share price for exercising the warrants of directors and employees, and 3) why the Company still pay high dividend ratio even that the operating results decreased so much.

Mr. Charnchai declared that the board of directors decided to issue and offer warrants in January and if we waited for the annual general meeting at the end of April, then the listing of warrants as listed securities would be completed by end of May which will take too long. The same date for entitle the rightful of shareholders to receive the warrants and dividend was set to reflect the real price by using the average 5 business days of closing price of TNITY. For dividend payment, the Company has sufficient fund from retained earnings so the return to shareholders should be considered but the dividend has been proposed less than last year.

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

**Resolved** It was unanimously resolved that the Meeting approve issue and offering 98,747,730 warrants representing the right to purchase the newly issued ordinary shares (TNITY-W1) to the existing shareholders proportionate to their respective shareholdings (Right Offering), at no cost, whose names are presented to be entitle the rightful of shareholders to receive the warrants on March 19, 2018 (Record Date). The Meeting also authorized the Chief Executive Officer and/or a person delegated by the Chief Executive Officer to perform the proposed activities. Details of the voting were as follows:

Approved 88,478,669 votes equivalent to 100%,  
no abstained, no objection and no invalid ballot.

**4. To consider and approve the issue and offering of warrants to the directors, executives and employees of the Company and/or subsidiaries (TNITY-WA)**

The Chairman requested that Mr. Charnchai Kongthongluck present the details of the issue and offering of 30,000,000 warrants for the purchase of the Company's ordinary shares to the directors, executives and employees of the Company and/or subsidiaries at no cost.

Mr. Charnchai presented the objectives and details of warrants, allocation criteria, exercise term and conditions including the impacts to shareholders and the Company. Mr. Charnchai also proposed the meeting to authorize the Chief Executive Officer and/or a person delegated by the Chief Executive Officer to consider, determine and amend the details and conditions for the issue and offering the TNITY-WA warrants, as well as to undertake any act necessary for and relevant to the issuance and allocation of the TNITY-WA Warrants, including listing ordinary shares issued from the exercise of TNITY-WA Warrants as listed securities on the Stock Exchange of Thailand. For this purpose, such designated persons may subrogate any person to perform the above activities on their behalf.

Details are illustrated in Enclosure 2 (Key Feature of the Scheme in relation to the Offering of Newly Issued Securities to Directors, Executives and Employees of Trinity Watthana Public Company Limited and its Subsidiaries TNITY-WA).

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

Mr. Narong Simaraj, a shareholder, asked that the exercise price was equal to the average 5 business days of closing price of TNITY after the date of shareholders granted the right to purchase ordinary shares (XR) which was the same date for entitle the rightful of shareholders to receive dividend (XD) so this should be XA and the exercise price may be under par value or not. The Meeting should set that the exercise price for ESOP warrant cannot be under par value.

Mr. Charnchai declared that the reference of exercise price to XR is due to the fact that on the resolution date the XD has not yet been considered. The exercise price could not be under par value since the Company did not have deficit so it was not necessary to set as requested.

Mr. Anu Wongsarakij, the shareholder, asked whether the date to exercise warrants of shareholders and ESOP warrants will be the same date.

Mr. Charnchai informed that the exercise date for both parties will be the same date.

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

Ms. Suwanee informed the Meeting that according to the notification of the Capital Market Committee no. Tor Jor 32/2551, approval of the issue and offering securities to directors and employees requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting and entitled to vote. Any shareholders representing more than 10% of the total votes of all shareholders present and eligible to vote have the right to object to this issue of warrants.

**Resolved** It was unanimously resolved that the Meeting approve the issue and offering of warrants to the directors, executives and employees of the Company and/or subsidiaries in the amount of 30,000,000 units, at no cost. The Meeting also authorized the Chief Executive Officer and/or a person delegated by the Chief Executive Officer to perform the proposed activities.

Detail of votes (excluding the 48,006,618 votes of the directors who have interest in this matter and not entitle to vote) were as follows:

Approved 40,472,051 votes equivalent to 100%, and  
no abstained, no objection and no invalid ballot.

**5. To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association so as to reflect the increase of the registered capital.**

The Chairman requested that Ms. Suwanee Limpanavongsaen, Deputy Managing Director, present the details to the Meeting.

Referring to the issue and offering of warrants to the existing shareholders and to the directors, executives and employees of the Company and/or subsidiaries in agenda no. 3 and 4, details of increasing shares and impacts were set out in the Report of Capital Increase Form as presented in the Attachment no.3.

The board of directors proposed the Meeting to approve the increase of the Company's registered capital for an additional amount of Baht 643,738,650 from the existing amount of Baht 987,477,305 to be the new registered capital of Baht 1,631,215,955, by issuing 128,747,730 new ordinary shares at the par value of Baht 5 per share, as well as the amendment to Clause 4 of the Memorandum of Association so as to reflect the increase of the Company's registered capital as follows:

No 4.	Registered capital	1,631,215,955	Baht	(One thousand six hundred thirty-one million and two hundred fifteen thousand and nine hundred fifty-five Baht)
	Divided into	326,243,191	Shares	(Three hundred twenty-six million and two hundred and fourty three thousand and one hundred ninety-one shares)
	Par value per share		5 Baht	(Five Baht)
	Divided into			
	Ordinary shares	326,243,191	Shares	(Three hundred twenty-six million and two hundred and fourty three thousand and one hundred ninety-one shares)
	Preferred shares	- None -	Shares	(-)

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

Mr. Anu Wongsarakij, the shareholder, asked that according to the presentation, the issue and offering warrants will increase its capital base and as a result, the debt-equity ratio will be reduced. What the current D/E ratio is and how much it will be reduced.

Ms. Suwannee declared that after the Company receives the payment for the newly-issued shares from the exercise of the right under the TNITY-W1 Warrants, the D/E ratio will be reduced from 1.47 to 1.20.

Then Ms. Suwannee asked whether there were additional questions. Should there be no further question, Ms. Suwannee proposed that the Meeting consider and resolve the agenda. According to Section 90 of the Public Company Act and the Company's articles of association no.42 and 45, approval of the reduction of the Company's registered capital requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting and entitled to vote.

**Resolved** It was unanimously resolved that the Meeting approve the increase of the Company's registered capital for an additional amount of Baht 643,738,650 from the existing amount of Baht 987,477,305 to be the new registered capital of Baht 1,631,215,955, by issuing 128,747,730 new ordinary shares at the par value of Baht 5 per share, as well as the amendment to Clause 4 of the Memorandum of Association so as to reflect the increase of the Company's registered capital. Details of the voting were as follows:

Approved 88,478,669 votes equivalent to 100%  
no abstained, no objection and no invalid ballot.

#### **6. To consider and approve the allocation new ordinary shares**

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

Mr. Charnchai presented that referring to the agenda re: increasing registered capital, the board of directors proposed the Meeting to approve the allocation of 128,747,730 new ordinary shares at the par value of Baht 5 per share with the following details:

- 1) To allocation of newly issued shares in the amount of not exceeding 98,747,730 shares with a par value of Baht 5 per each in order to accommodate the exercises of the Warrants representing the right to purchase the newly issued ordinary shares TNITY-W1 of the existing shareholders as per details in Attachment no.3 (Capital Increase Report Form (F53-4)).
- 2) To allocation of newly issues shares in the amount of not exceeding 30,000,000 shares with a par value of Baht 5 per each in order to accommodate the exercises of the Warrant to the directors,

executives and employees of the Company and/or subsidiaries as per details in Attachment no.3 (Capital Increase Report Form (F53-4)).

The board of directors also proposed the Meeting to authorize the Chief Executive Officer and/or a person delegated by the Chief Executive Officer to consider, determine and amend the details and conditions for the allocation of new ordinary shares, as well as to undertake any act necessary for and relevant to the issuance and allocation of the new ordinary shares including to list the ordinary shares issued as a result of the exercise of warrants on the Stock Exchange of Thailand. For this purpose, such designated persons may subrogate any person to perform the above activities on their behalf.

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

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

**Resolved** It was unanimously resolved that the Meeting approve the allocation of 128,747,730 new ordinary shares at the par value of Baht 5 per share to accommodate the exercises of the Warrants representing the right to purchase the newly issued ordinary shares. The Meeting also authorized the Chief Executive Officer and/or a person delegated by the Chief Executive Officer to perform the proposed activities. Details of the voting were as follows:

Approved 88,478,669 votes equivalent to 100%  
no abstained, no objection and no invalid 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. Anu Wongsarakij, the shareholder, would like to know the Company's business direction and the progress of the sale of collateral of one of its securities business receivables, which was suspended by the court.

Mr. Charnchai explained that due to the severe competition in securities business commission reduced to 0.11%, the Company has diversified its business income not to depend on the brokerage income but to focus more on income from private fund management which the assets under management was Baht 3,000 million. In addition, the Company also focused to invest more on proprietary trading in several trading strategy to gain more investment income and also increase interest income from credit balance accounts which grew continually. The company had plan to have long-term investment in potential companies who will list in the Stock Exchange.

For the force sale of collateral which was suspended by the court, the Company filed a request to revoke the injunction and the court scheduled a hearing for 26 March 2018.

Then Mr. Anu Wongsarakij, the shareholder, asked about the market situation.

Mr. Visit Ongpipattanukul, Managing Director, informed his view on the market situation.

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.

Signed .....Pakhawat 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. 16**

- 1. To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 on March 9, 2018.**

**Information for considerations:**

The board of directors has considered the minutes of the Extraordinary General Meeting No. 1/2018, 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 Extraordinary General Meeting of Shareholders No. 1/2018 on March 9, 2018.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2017.**

**Information for considerations:**

The Company has prepared the Annual Report which included business and operating results for the year 2017. 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 2017.

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

**Information for considerations:**

The Company has prepared the financial position and income statements for the year ended December 31, 2017 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 2017.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2017.**

**4.1 To approve no appropriation of profit to legal reserve for the year 2017**

**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 2017 reported net profit of Baht 28,070,119, the Company is required to appropriate profit to legal reserve of Baht 1,403,506. The retained earnings and legal reserve of the separated financial statements after appropriation were Baht 267,326,221 and Baht 65,223,424, respectively.

The board of directors has reviewed and proposed the Meeting to approve an appropriation of profit Baht 1,403,506 to legal reserve.

## 4.2 To approve dividend payment for the year 2017

### 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 2014 to 2016 and the net profit and unappropriated retained earnings for the year 2017 were as follows:

	<u>Year 2014</u>	<u>Year 2015</u>	<u>Year 2016</u>	<u>Year 2017</u>
Net Profit as per consolidated financial statements	191,716,074	146,104,620	159,564,058	28,070,119
Retained Earnings before dividend payout (as per separated financial statements)	146,826,565	105,815,914	129,934,251	265,922,715*
Dividend - % to net profit	86.99	81.10	80.69	To be approved by shareholders
- Baht per share	0.95	0.60	0.65	
- Baht	166,774,400	118,497,277	128,372,050	

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

The board of directors has deemed appropriate to propose the Meeting to approve the dividend payment for the year 2017 of 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.

This dividend payment will be paid out from the retained earnings and the profit for the year 2017, which dividend of Baht 0.38 per share was subject to 20% corporate income tax. The remaining Baht 0.07 per share is appropriated from the corporate income tax – exempted profit on which shareholders are not entitled to tax credits

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.

## 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, 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 Arbhabhirama | Position | Independent Director/Chairman of audit committee and member of nomination and compensation committee, and |
| 3) Dr. Worata Kongsanitsara   | Position | Director  |
| 4) Dr. Visit Ongpattanakul    | 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 16, 2018. 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. 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.

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. Dr. Panja Senadisai and Mr. Abhichart Arbhahirama 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 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. 14 approval of 2016 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 2013-2015 as follows:

	2014	2015	2016	2017
<u>Income Statements</u> (Million Baht)				
Operating Income	850	740	791	567
Net Profit	192	146	159	28
Earnings per share (Baht)	1.09	0.74	0.81	0.14
<u>Benefits to Shareholders</u>				
Dividend (Baht per share)	0.95	0.60	0.65	0.45
<u>Directors' remuneration per person per year</u>				
- Average	1,190,909	990,909	974,261	782,045
- Minimum	880,000	640,000	705,050	555,000
- Maximum	2,920,000	2,520,000	1,255,000	1,155,000
Total Extra Remuneration (Baht per year)	8,000,000	6,000,000	5,986,875	3,600,000
- Chairman (per person)	1,600,000	1,200,000	1,006,825	600,000
- Board member / member of audit committee	640,000	480,000	515,000	300,000

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 2017 was Baht 567 million decreased from that of 2016 by 28.32% and net profit was Baht 28.1 million which

was less than that of 2016 by 82.46% and dividend payment to the Shareholders decreased from Baht 0.65 per share which the total amount was Baht 128.4 million to Baht 0.45 per share which the total amount was Baht 88.9 million or decreased by 30.76% as proposed in the agenda no. 4.2.

The board of directors approved the payment of bonus of Baht 3,600,000 less than that of 2016 by 40%, not exceeding the limit approved by the shareholders. The Chairman shall be eligible for one 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 2017 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 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 for the year 2018 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 2018 shall not exceed Baht 5.5 million at the same amount as in 2017, 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 2018 as an extra remuneration not over Baht 10 million which shall be reserved in the 2018 income statement. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.

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

## **6. To consider and appoint the Company's auditor and approve audit fee for the year 2018**

### 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 Suppasetanon , CPA Registration No. 3972

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

<b>Company Name</b>	<b>Year 2015</b>	<b>Year 2016</b>	<b>Year 2017</b>
Trinity Watthana Plc.	280,000	308,000	400,000
3 Subsidiaries	1,040,000	1,144,000	1,250,000
<b>Total</b>	<b>1,320,000</b>	<b>1,452,000</b>	<b>1,650,000</b>

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 is considered acceptable.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 400,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,650,000 which is higher than the rate charged last year.

**Biographies of Directors proposed for re-appointment**

1)	<b>Name</b>	<b>Dr. Panja Senadisai</b>		
	<b>Age</b>	70		
	<b>Directorship</b>	<b>Independent Director/ Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee</b>		
	<b>Education</b>	Ph.D. of Business Administration Industry, Faculty of Administration and Management, King Mongkut's Institute of technology Ladkrabang		
	<b>Director training course</b>	Certificate of Director Certification Program (DCP) 2002 Certificate of Audit Committee Program (ACP) 2004 Certificate of Role of the compensation Committee Program 2007 Thai Institute of Directors Association (IOD) Certificate of Capital Market Academy (CMA) Certificate of Corporate Governance for Directors and Executives Public Director Institute (PDI) Certificate of Top Executive Program in Commerce and Trade (TEPCoT)		
	<b>Terms of Directorship</b>	16 years since July 9, 2002 and the latest nomination on April 28, 2015		
	<b>Current Position of Director/Executive</b>			
	<ul style="list-style-type: none"> <li>• <b>Listed Companies and their affiliates</b></li> </ul>	2002–Present	Independent Director/ Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee	Trinity Watthana Plc.
		2002–Present	Independent Director/ Member of the Audit Committee	Trinity Securities Co., Ltd.
		2005-Present	Director/Chairman of the Audit Committee	Pylon Plc.
		2000- Present	Director/ Chairman of the Audit Committee/ Member of the Nomination and Remuneration Committee	Somboon Advance Technology Plc.
		1983 -Present	Director	KCE Electronics Plc.
	<ul style="list-style-type: none"> <li>• <b>Non-listed Companies</b></li> </ul>	2017-Present	Director	PAC (Siam) Co.,Ltd.

<b>Occupation</b>	Business Executives						
<b>No. of shares holding in The Company</b>	84,375 shares or 0.04% as at December 31, 2017						
<b>No. of meeting attended in 2017</b>	<table> <tr> <td>Board of Directors</td> <td>8 meetings (8 / 8 meetings)</td> </tr> <tr> <td>Audit Committee</td> <td>5 meetings (5 / 5 meetings)</td> </tr> <tr> <td>Nomination &amp; Compensation Committee</td> <td>3 meetings (3 / 3 meetings)</td> </tr> </table>	Board of Directors	8 meetings (8 / 8 meetings)	Audit Committee	5 meetings (5 / 5 meetings)	Nomination & Compensation Committee	3 meetings (3 / 3 meetings)
Board of Directors	8 meetings (8 / 8 meetings)						
Audit Committee	5 meetings (5 / 5 meetings)						
Nomination & Compensation Committee	3 meetings (3 / 3 meetings)						
<b>Business Relationship</b>	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.						

2)	<b>Name</b>	<b>Mr. Abhichart Arbhahirama</b>		
	<b>Age</b>	72		
	<b>Directorship</b>	<b>Independent Director/ Chairman of the Audit Committee/ Member of Nomination and Remuneration Committee</b>		
	<b>Education</b>	Bachelor of Laws Thammasat University		
	<b>Director training course</b>	The Thai Bar - Institute of Legal Education Directors Certification Program (DCP), Corporate Governance for Capital Market Intermediaries (CGI)		
	<b>Terms of Directorship</b>	14 years since Aug 25, 2004 and the latest nomination on April 27, 2016		
	<b>Current Position of Director/Executive</b>			
	<b>• Listed Companies and their affiliates</b>	2016 - Present	Independent Director/ Chairman of the Audit Committee/ Member of Nomination and Remuneration Committee	
		2004-2016	Independent Director/ Member of the Audit Committee	
		2005-Present	Chairman of the Audit Committee	
	<b>• Non-listed Companies</b>	2017-Present	Director	
		2000-Present	Lawyer and Legal Counsel	
	<b>Occupation</b>	Business Executives		
	<b>No. of shares holding in The Company</b>	-None-		
	<b>No. of meeting attended in 2017</b>	Board of Directors	7 meetings (7 / 8 meetings)	
		Audit Committee	5 meetings (5 / 5 meetings)	
		Nomination and Compensation Committee	2 meetings (2 / 3 meetings)	
	<b>Business Relationship</b>	No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries.		

3) Name	<b>Dr.Worata Kongseanitsara</b>		
Age	54 years		
Directorship	<b>Director</b>		
Education	Ph.D. of Business Asian Institute of Technology (AIT)		
Director training course	Directors Certification Program (DCP) #59/2005, Thai Institution of Directors		
Terms of Directorship	3 years since July 2, 2015		
Current Position of Director/Executive			
• Listed Companies and their affiliates	2015 - Present	Director	Trinity Watthana Plc.
• Non-listed Companies	-None-		
Occupation	Business Executives		
No. of shares holding in the Company	-None-		
No. of meeting attended in 2017	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.		



4)	<b>Name</b>	<b>Dr.Visit Ongpipattanakul</b>	
	<b>Age</b>	54	
	<b>Directorship</b>	<b>Director</b>	
	<b>Education</b>	Ph.D. of Business Asian Institute of Technology (AIT)	
	<b>Director training course</b>	Certificate of Director Certification Programme (DCP) Corporate Governance for Capital Market Intermediaries	
	<b>Terms of Directorship</b>	7 years since January 31, 2011 and the latest nomination on April 28, 2015	

**Current Position of Director/Executive**

<b>• Listed Companies and their affiliates</b>	2011 - Present	Director	Trinity Watthana Plc.
	2010 - Present	Director/Managing Director	Trinity Securities Co., Ltd.
	2015 – Present	Chairman of Audit Committee/ Chairman of Remuneration Committee / Independent Director	Capital Engineering Network Plc.
<b>• Non-listed Companies</b>	2017 – Present	Director	Chin Sea Chiang Limited Partnership
	2017 – Present	Director	Eng Chin Sea Chiang Registered Ordinary Partnership

<b>Occupation</b>	Business Executives	
<b>No. of shares holding in the Company</b>	-None-	
<b>No. of meeting attended in 2017</b>	Board of Directors	8 meetings (8 / 8 meetings)
<b>Business Relationship</b>	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. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 67 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok.

2) Mr. Kampanart Lohacharoenvanich, Position Director and member of Audit Committee (as an independent director), age 68 years, resides at 563 Soi Ladprao 130, Ladprao Road, Kwang Klongjun, Khet Bangkok, Bangkok.

3) Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 69 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, 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. นายไพโรจน์ วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 67 ปี อยู่บ้านเลขที่

87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 67 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok.

5. นายกำปนาท โลหเจริญวนิช ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 68 ปี อยู่บ้านเลขที่ 563 ซอยลาดพร้าว 130 ถนนลาดพร้าว แขวงคลองจั่น เขตบางกะปิ กรุงเทพมหานคร

Mr. Kampanart Lohacharoenvanich, Position Director and member of Audit Committee (as an independent director), age 68 years, resides at 563 Soi Ladprao 130, Ladprao Road, Kwang Klongjun, Khet Bangkapi, Bangkok . or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 69 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithathanaphong, Position Chairman (not an independent director), age 69 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 16 ซึ่งกำหนดประชุมกันในวันที่ 24 เมษายน 2561 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. 16 which will be held on April 24, 2018 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 โทรินิตี้ 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. นายไพโรจน์ วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 67 ปี อยู่บ้านเลขที่

87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairoe Varophas, Position Director and member of Audit Committee (as an independent director), age 67 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok.

5. นายกัมปนาท โลหเจริญวิเศษ ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 68 ปี อยู่

บ้านเลขที่ 563 ซอยลาดพร้าว 130 ถนนลาดพร้าว แขวงคลองจั่น เขตบางกะปิ กรุงเทพมหานคร

Mr. Kampanart Lohacharoenvanich, Position Director and member of Audit Committee (as an independent director), age 68 years, resides at 563 Soi Ladprao 130, Ladprao Road, Kwang Klongjun, Khet Bangkapi, Bangkok. or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 69 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 69 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 16 ซึ่งกำหนดประชุมกันในวันที่ 24 เมษายน 2561 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิภาวดีไฮท์ 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. 16 which will be held on April 24, 2018 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2561 เมื่อวันที่ 9 มีนาคม 2561

Agenda Subject: To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 on March 9, 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 2560

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2017.

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2560

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2017.

(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 2560

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2017.

(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 2560

Agenda Subject: To consider and approve dividend payment for the year 2017.

(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 ดร. ปัญจะ เสนาดิสัย

Director Name Dr. Panja Senadisai

เห็นด้วย/Approve

ไม่เห็นด้วย/ Not approve

งดออกเสียง/Abstain

2. ชื่อกรรมการ นายอภิชาติ อภาภิรม

Director Name Mr. Abhichart Arbhahirama

เห็นด้วย/Approve

ไม่เห็นด้วย/ Not approve

งดออกเสียง/Abstain

3. ชื่อกรรมการ ดร. วรธา คงแสนอิสระ

Director Name Dr. Worata Kongsanitsara

เห็นด้วย/Approve

ไม่เห็นด้วย/ Not approve

งดออกเสียง/Abstain

4. ชื่อกรรมการ ดร. วิศิษฐ์ องค์กรพัฒน์กุล

Director Name Dr. Visit Ongpipattanakul

เห็นด้วย/Approve

ไม่เห็นด้วย/ Not approve

งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

1) พิจารณารับทราบการจ่ายเงินบำเหน็จกรรมการประจำปี 2560

To acknowledge extra remuneration for the year 2017

2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2561

To consider and approve directors' remuneration 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 6 เรื่อง พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2561

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

(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

ในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 16 ในวันที่ 24 เมษายน 2561 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรริเวอร์ไซด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 16 which will be held on April 24, 2018 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

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วาระที่..... เรื่อง .....

Agenda Subject

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วาระที่..... เรื่อง .....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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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

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์นี้ซึ่งมอบฉันทะถูกต้องและเป็นความจริงทุกประการ  
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. 16  
 Trinity Watthana Public Company Limited  
 at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,  
 Rama3 Road, Bangkok

