

บริษัท ทรีนิตี้ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

**Notice of
the Annual General Meeting of Shareholders No. 12
on Friday April 25, 2014 at 2.00 p.m.**

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

TRINITY

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บริษัท ทรีนิตี วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 005/2014

March 18, 2014

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 12

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 25, 2014 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. 11 on April 26, 2013.**
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, 2013.**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2013.
3. **To consider and approve the audited financial position and income statements for the year ended December 31, 2013.**
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, 2013.
4. **To consider and approve an appropriation of profit, dividend and legal reserve for the year 2013.**
 - 4.1 **To approve an appropriation of profit for the year 2013**
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 5,477,289.
 - 4.2 **To approve dividend payment for the year 2013**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend at Baht 0.60 per share (inclusive of interim dividend payment at Baht 0.30 per share), which will be paid out of the profit after 20% corporate income tax. The closing date of the share register book for the rights of shareholder to receive dividend is on March 11, 2014 and the closing of share register book for gathering shareholders' names under the section 225 of the Securities and exchange Act B.E. 2535 on Monday, March 12, 2014; payable on May 16, 2014 subject to the shareholders' approval.
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. Pairote Varophas, 2) Mr. Surachai Suksriwong, 3) Mr. Tawan Pantawong and 4) Mr. Charnchai Kongthongluck. 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 Varophas is also qualified as an 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 approve directors' bonus for the year 2013 totaling of Baht 5,500,000 and approve the directors' remuneration for the year 2014 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2014 extra remuneration not over Baht 10,000,000 which will be payable after the shareholders' meeting resolution.

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 2014.


Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of Ernst & Young Office Limited namely Ms. Runnapa Lertsuwanakul, CPA Registration number 3516, or Ms. Sumalee Reewarabandith, CPA Registration number 3970, or Ms. Pimjai Manitkajonkij, CPA Registration number 4521 as the Company's auditor for the year 2014 and to approve the audit fee for the Company at Baht 250,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,230,000 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, Ernst & Young Office Limited is authorized to assign any auditor of Ernst & Young 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.12 and the right to receive the dividend on Tuesday, March 11, 2014 and the closing of share register book for gathering shareholders' names under the section 225 of the Securities and exchange Act B.E. 2535 on Wednesday, March 12, 2014.

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)
Chief Executive Officer

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 11
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 26th April, 2013 at 3.00 p.m. at the Wimanthong Room, 4th floor, the Monthien Riverside Hotel, Rama3 Road, Bangkok.

Attendants

The Company closed the register book at 3.00 p.m. There were 26 shareholders present in person and 38 shareholders by proxies, altogether 64 shareholders, representing 83,774,178 shares or 47.72 percent from the total issued and paid up of 175,552,000 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

Mr. Sirin Nimmanahaeminda, Chairman of the Meeting welcomed the shareholders attending the Meeting and informed that the register book was closed at 3.00 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.

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 4, 2013 and required shareholders to submit any proposal within February 20, 2013. However, there was no proposal submitted to the Company.

The Company Secretary introduced the directors, independent directors, management, external auditors and legal advisor attending the Meeting as follows:

Non-executive and non-independent directors

1. Mr. Tawan Puntawongse
2. Mr. Panop Svetarundra
3. Ms. Kanitha Subpa-Asa

Independent directors and audit committee

1. Mr. Sirin Nimmanahaeminda Chairman of the Board of directors and Audit Committee
2. Mr. Panja Senadisai Chairman of Nomination and Compensation Committee
3. Mr. Pairote Varophas
4. Mr. Abhichart Arbhahirama

Executive directors and management

1. Mr. Pakhawat Kovithathanaphong Chief Executive Officer
2. Mr. Charnchai Kongthongluck President
3. Mr. Visit Ongpipattanakul Managing Director

Absent director

1. Mr. Surachai Suksriwong

Representative of external auditor

1. Ms. Rungnapa Lerdsuwankul
2. Mr. Suphot Lertpratchayakul

Legal advisor

1. Ms. Manunya Thitinantawan Allen & Overy

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 reported to the Meeting that at 3.15 p.m. there were 1 additional shareholder presented, therefore 27 shareholders presenting in person and 38 shareholders by proxies, altogether 65 shareholders, representing 84,444,178 shares or 48.10 percent from the total issued and paid up shares. 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. 10 held on 25th April, 2012

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 10 held on 25 April 2012, 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. 10 held on 25th April 2012 be adopted. Details of the voting were as follows:

Approved 84,444,178 votes equivalent to 100%,
no abstained and objection.

2. To consider and acknowledge the Company's operating results for the year ended 31st December 2012

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

Mr. Charnchai reported that in 2012, Thai Capital market had encountered negative factors inside and outside Thailand e.g. the global concern about a slowdown in the US economy, the public debt crisis in Europe and the global interest rate which remained low. These factors resulted in a fund flow to Asia and other newly emerging countries, including Thailand. Given that Thailand has a strong economic structure, in 2012, the daily average turnover of securities (in both SET and MAI) was Baht 32,304 million which was increased by 9.60% compared to Baht 29,473 million in 2011. During the year, SET index fluctuated but on the last business day of the year SET index was closed at 1,391.93 points, increased from 1,025.32 points, the closing index on the last business day in 2011, or by 35.80%. The daily average turnover in 2012

was the highest since the establishment of the Stock Exchange of Thailand in 1975 and SET index was also the highest during 16 years.

In 2012, foreign investors were active with the increase in turnover from 22.80% to 24.20%. Whereas turnover of local retail investors, local institutional investors and proprietary trading slightly dropped from 2011. Overall, in 2012, foreign investors and proprietary trading had a net buy of Baht 76,897 million and Baht 7,185 million, respectively, while local retail investors and local institutional investors had a net sell of Baht 59,166 million and Baht 24,916 million, respectively. In this regard, the Company's market share in 2012 was 1.16% which was decreased from 1.28% in 2011.

The trading volume in Thailand Futures Exchange Plc. (TFEX) improved continuously due to the increase in new products e.g. USD futures, new underlying securities for single stock futures, increase in proprietary trading accounts and the volatility of the index. The daily average volume of 43,823 contracts which were increased from 41,145 contracts in 2011, or by 6.51%.

In 2012, SET 50 index futures was still the most active traded futures accounted for 38.60% of TFEX turnover, followed by gold futures and single stock futures whose proportions in TFEX were 34.80% and 20.70%, respectively. The main investors in TFEX were changed from local retail investors to local institutional investors whose turnover in 2012 accounted for 53.40% of the market whereas the turnovers of the local investors and foreign investors were 38.90% and 7.70%, respectively. The Company's market share in TFEX was 4.18%, falling from 5.15% in 2011 due to intense competition and decrease in gold futures trading in 2012.

The Company successfully generated satisfactory profits to private funds clients under its management which boost the clients' confidence and led to an increase in the fund's net asset value from Baht 1,014 million at the end of year 2011 to Baht 1,374 million at the end of year 2012 or growth by 235%.

As the Company had emphasized on high ethical standards in the context of good corporate governance, the Company was graded "Excellent and Shining Example of Excellent" for its 2012 Annual General Meeting of Shareholders by the Thai Investors Association and was recognized and graded "Very Good" for another year by the Thai Institute of Directors Association in the Association's 2012 annual corporate governance survey. Additionally, in 2012, Trinity Securities Company Limited was awarded "Outstanding Securities Company for Derivatives Business" in the SET AWARDS 2012 held by the Stock Exchange of Thailand and Money and Banking Magazine for the second year.

The Company's total revenue was Baht 680 million increased from Baht 640 million in 2011 or by 6.37%. The Company's major income derived from the following:

- The Company's brokerage commission fee decreased from Baht 336 million to Baht 321 million, or by 4% resulted from the decrease in commission rate charged at average 0.20% compared to industry commission rate at 0.15% since year 2012 was the first year of fully liberalization in commission rate.
- Whereas the commission income from derivatives business decreased from Baht 72 million to Baht 46 million, or by 36% resulted from the decrease in the clients' trading volume and market share.
- The Company's return on investment increased from Baht 147 million in 2011 to Baht 198 million, interest income from margin loan increased from Baht 49 million to Baht 65 million in accordance with the increase in margin loan during the year 2012.

The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 503 million in 2012 which was increased from Baht 469 million in 2011. The expenses which had significant changes were personnel expenses amounted to Baht 323 million compared to Baht 305 million in 2011 and fee and services expenses amounted to Baht 82 million compared to Baht 68 million in 2011 as a result of better operating performance and trading volume of proprietary trading. In addition, financial expenses increased from Baht 20 million to Baht 28 million due to the increase in borrowing during the year 2012 for settlement and margin loan.

The Company's profit before tax in 2012 was Baht 150 million which was increased from Baht 133 million in 2011 or growth by 12.49% whereas net profit was Baht 117 million in 2012 and 2011. The Company's corporate income tax in 2012 was higher than that in 2011 due to the write off its bad debts as tax deductible expense in the amount of Baht 67 million in 2011.

Details of 2012 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.

When there was no question, Mr. Charnchai concluded that the Meeting acknowledge the Company's operating results for 2012.

3. To consider and approve the financial position and income statements for the year ended December 31, 2012

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

Ms. Suwannee reported to the Meeting that at 3.30 p.m. there were 2 additional shareholders and 2 proxies presented, therefore 29 shareholders presenting in person and 40 shareholders by proxies, altogether 69 shareholders, representing 84,457,628 shares or 48.11 percent from the total issued and paid up shares.

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, 2012. These statements which had been reviewed and audited by an auditor could be summarized as follows:

- The total assets of Baht 3,188 million in year 2012 increased from Baht 1,845 million in year 2011 due to the increase in receivables from securities and futures business from Baht 1,045 million at the end of 2011 to Baht 2,037 million at the end of 2012 and the increase in short term investment from Baht 463 million at the end of 2011 to Baht 755 million at the end of 2012. Such increase in the receivables from securities and futures business was mainly the increase in margin loan from Baht 635 million at the end of 2011 to Baht 1,335 million at the end of 2012 and the increase in Clients' cash account from Baht 232 million at the end of 2011 to Baht 648 million at the end of 2012 due to the increase in securities trading volume in the last three business days before the end of 2012 around Baht 2531 million, compared to Baht 689 million for the same period.
- The Company's total liabilities were Baht 1,779 million which were increased by 264% compared to the total liabilities of Baht 489 million at the end of 2011. The increase of total liabilities resulted from the increase in borrowing from banks amounted to Baht 973 million and the increase in securities and futures business payables from Baht 306 million in 2011 to Baht 528 million at the end of 2012. Such increase were due largely to the increase in trading volume in the last three business days before the end of 2012.
- The Company's shareholders' equity was Baht 1,409 million which was increased from Baht 1,366 million of 2011. The increase was derived from the Company and subsidiaries' earnings amounted to Baht 117 million in 2012. Also, in 2012, the Company paid dividends from operating results in 2011 in the amount of Baht 61 million and the 2012 interim dividend in the amount of Baht 21 million.
- Details on revenue and expenses had already been explained in the Agenda2.

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

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

Should there be no any question, Ms. Suwannee then proposed the Meeting to approve the financial position and income statements for the year ended December 31, 2012.

Resolved It was resolved by majority votes that the financial position and income statements for the year ended December 31, 2012 be approved. Details of the voting were as follows:

Approved 84,456,378 votes equivalent to 99.999%, and
abstained 1,250 votes equivalent to 0.001% and no objection.

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2012

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

The Chairman requested that Mr. Pakhawat Kovithvathanaphong, the CEO, present the details of this agenda.

Mr. Pakhawat 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 2012 the Company's net profit in the separate financial statements was Baht 104,589,622. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 5,229,481 for the year 2012. After the appropriation of profit, retained earnings was Baht 83,659,578 and legal reserve was Baht 34,079,636.

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

Resolved It was unanimously resolved that the Company approved the appropriation of profit as legal reserve amounted to Baht 5,229,481. Details of the voting were as follows:

Approved 84,457,628 votes equivalent to 100%, and
no abstained and objection.

4.2 To consider and approve the dividend payment for the year 2012

The Chairman requested that Mr. Pakhawat Kovithvathanaphong, the CEO, present the details of this agenda.

Mr. Pakhawat 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 2009 to 2011, the net profit and unappropriated retained earnings for the year 2012 were presented in the notice of the meeting.

The board of directors proposed the Meeting to approve dividend payment at the rate of Baht 0.57 per share, totaling Baht 100,064,640 (85.44% of the profit). The interim dividend at Baht 0.12 per share, totaling Baht 21,066,240, was paid on September 7, 2012. The remaining dividend for the year 2012 is at Baht 0.45 per share, totaling Baht 78,998,400. The closing date of the share register book for the rights of shareholder to receive dividend is on March 18, 2013; payable on May 17, 2013.

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

Mr. Vorapoj Hirunpivong, a shareholder, requested the board of directors to consider the dividend payment from retained earnings in order for the shareholders to credit tax at rate 30%.

Mr. Pakhawat requested Ms. Suwannee to clarify this matter.

Ms. Suwannee explained that the dividend would be paid from retained earnings in order for the shareholders to credit tax at rate 30% and the remaining dividend would be paid out from 2012 net profit which was subject to 23% corporate income tax.

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

Resolved It was unanimously resolved that the Meeting approve the dividend for the year 2012 at Baht 0.57 per share (inclusive of interim dividend payment at Baht 0.12 per share ; paid on September 7, 2012). The remaining dividend for the year 2012 is at Baht 0.45 per share, totaling Baht 78,998,400. The closing date of the share register book for the rights of shareholder to receive dividend is on March 18, 2013; payable on May 17, 2013. Detail of votes were as follows:

Approved 84,457,628 votes equivalent to 100%, and
no abstained and objection.

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

The Company Secretary reported to the Meeting that at 3.35 p.m. there were 1 additional shareholder and 1 proxy presented, therefore 30 shareholders presenting in person and 41 shareholders by proxies, altogether 71 shareholders, representing 85,559,628 shares or 48.74 percent from the total issued and paid up shares.

The Chairman requested that Mr. Panja Senadisai, chairman of Nomination and Compensation committee, present the details of this agenda.

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

Mr. Panja 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 20, 2013. However, there was no proposal of director nomination submitted to the Company Secretary.

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

- | | |
|--|---|
| 1) Mr. Sirin Nimmanahaeminda
of Board | Position Independent Director, Chairman
of directors and Chairman of audit
committee, |
| 2) Mr. Pakhawat Kovithvathanaphong | Position Director, |
| 3) Mr. Abhichart Arbhahirama
committee, | Position Independent Director and audit
and |
| 4) Mr. Panop Svetarundra | Position Director |

In order to allow shareholders to freely voice their opinion, the retiring directors were voluntarily absent from the meeting room.

The Nomination and Compensation Committee had made the recommendation in compliance 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, excluding the directors who have interest in this matter, had considered the credentials of the four retiring directors and resolved that the retiring directors qualifications were in compliance to the Company's selection criteria, and all of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they did not possess any business in conflict with the Company. Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 24 to 27 (Attachment No.2).

Each retiring director who was shareholder abstained from his own 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. Panja asked the Meeting whether there were any questions.

Where there was no question, Mr. Panja 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* (%)
1	Mr. Sirin Nimmanahaeminda	85,554,628 (99.994%)	-	5,000 (0.006%)
2	Mr. Pakhawat Kovithvathanaphong	80,149,628 (93.68%)	-	5,410,000 (6.32%)
3	Mr. Abhichart Arbhabhira	85,559,628 (100%)	-	-
4	Mr. Panop Svetarundra	85,559,628 (100%)	-	-

Remarks: *include own abstained votes

It was resolved by majority votes that the Meeting, re-elect four nominees as proposed for another term. Mr. Sirin Nimmanahaeminda and Mr. Abhichart Arbhabhira were also qualified as independent directors.

5.2 To consider and approve the directors' remuneration

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 consider bonus as extra remuneration for the year 2012 and the remuneration for the year 2013 as follows:

1) To approve extra remuneration for the year 2012

Pursuant to the resolution of the annual general meeting of shareholders no. 10 approval of the budget for 2012 extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee had considered the evaluation criteria based on Company's performance, the history of remuneration and the 2011 remuneration record of listed companies in finance & securities disclosed by the Stock Exchange of Thailand.

The Nomination and Compensation Committee has considered according to the above criteria. The record of 2011 remuneration of listed finance and securities companies and the director's average remuneration comparison for the year 2009-2011 were presented in the notice of the meeting. For the year 2012, the Company's income for the year 2012 were Baht 680 million which were higher than that of 2011 by 6% and net profit for the year 2011 and 2012 at Baht 117 million. Therefore, the board of directors with reference to the opinion of the Nomination and Compensation Committee proposed the Meeting to approve the payment of bonus to directors of Baht 4,000,000e same amount to last year bonus.

The directors who are members of audit committee shall be eligible for one time extra remuneration whereas the Chairman shall be eligible for two times extra remuneration. The allocation of extra remuneration can be illustrated as follows:

- Director	250,000 Baht per person
- Director and audit committee member	500,000 Baht per person
- Chairman of the board of director and audit committee	750,000 Baht per person

According to section 90 of the Public Company Act B.E.2535, the Company's director remuneration must be approved by the shareholders 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.

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

Resolved It was unanimously resolved that the Meeting approve the directors' bonus amounted to Baht 4,000,000 (details of payment to each director as proposed). Detail of the voting were as follows:

Approved 85,559,628 votes equivalent to 100%, and
no abstained and objection.

2) To approve director remuneration for the year 2013

For the year 2013, the board of directors considered appropriate to propose the meeting to approve the director remuneration totaling of Baht 15,000,000, dividing into the following categories:

2.1) Director remuneration for the year 2013 shall not exceed Baht 5 million, divided as follows:

- a) Director fee, payable monthly at the same rate as in 2012, divided into:
 - Monthly remuneration for each board member at Baht 20,000 and the Chairman of the Board at Baht 60,000.
 - Monthly remuneration for each member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000.
- b) Meeting allowance to the member of the Nomination and Compensation Committee at Baht 20,000 per meeting.

2.2) Budget for the year 2013 as an extra remuneration not over Baht 10 million which shall be reserved in the 2013 income statement, and be designated and allocated by the board of directors within the approved limit.

Mr. Panja proposed that the Meeting consider to approve director remuneration as proposed. 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. Lalita Siriyakorn, a representative of Krungthai Bank Public Company Limited, informed the Meeting that the Bank, with shareholding 34.125 million shares, proposed the Meeting to consider that the extra remuneration be paid upon the approval of the shareholders' meeting, which is same practice as last year. This is the bank's policy to approve the extra remuneration of the affiliates since the Bank would like to consider the operating results before approval is made.

Mr. Panja asked the Meeting whether there were any additional questions or opinions. Should there be no further questions, Khun Panja requested the Company Secretary to confirm the voting rights of Krungthai Bank PLC. The Company Secretary confirmed that Krungthai Bank PLC. holding 39.88% which was more than one-third of total entitled voting.

Mr. Panja then informed that since the major shareholders held majority votes as reported, the Meeting should therefore consider the shareholders' proposal and resolve that the Meeting approve director remuneration totaling of Baht 15,000,000, dividing into monthly remuneration and meeting allowance Baht 5,000,000 and extra remuneration not over Baht 10,000,000. The extra remuneration was set as budget and would be payable upon approval from the shareholders' meeting.

Resolved It was unanimously resolved that the Meeting approve director remuneration for the year 2013 totaling of Baht 15,000,000, dividing into monthly remuneration and meeting allowance of Baht 5,000,000 per annum and extra remuneration not over Baht 10,000,000. The extra remuneration is set as budget and will be payable upon approval from the shareholders' meeting. Detail of votes were as follows:

Approved 85,559,628 votes equivalent to 100%, and
no abstained and objection.

6. To consider and approve the appointment of auditors and audit fee for the year 2013

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

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

- | | | |
|----|-----------------------------|---------------------------------|
| 1) | Ms. Rungnapa Lertsuwanakul, | CPA Registration number 3516 or |
| 2) | Ms. Sumalee Reewarabandith, | CPA Registration number 3970 or |
| 3) | Ms. Pimjai Manitkajonkij, | CPA Registration number 4521 |

The proposed auditors have been appointed as the Company's auditor since 2010 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 2012, 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, Ernst & Young Office Limited is authorized to identify any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to carry out the work instead of him/her.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 170,000 which was the same rate charged in year 2012 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,150,000 which was the same rate charged last year.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2012 in accordance with the general accepted auditing standards. The auditor had full understanding of securities and derivatives business and provided other valued services without extra charges e.g. IT general control review, advice new accounting standard to the Company and its subsidiaries. The audit fee was considered acceptable.

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

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

Resolved It was unanimously resolved that the Meeting appoint Ernst & Young Office Limited by Ms. Rungnapa Lertsuwanakul, CPA Registration number 3516, or Ms. Sumalee Reewarabandith, CPA Registration number 3970, or Ms. Pimjai Manitkajonkij, CPA Registration number 4521 as the auditor for the year 2013 and to approve the audit fee for the Company at Baht 170,000, and the aggregate audit fee for both the Company and its subsidiaries at Baht 1,150,000. Details of the voting were as follows:

Approved 85,559,628 votes equivalent to 100%, and
no abstained and objection.

7. To consider and approve the amendment of Company's articles of association

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

Mr. Charnchai informed the Meeting that the board of directors has considered appropriate for the shareholders' meeting to approve the amendment of the Company's articles of association in accordance with the Limited Public Company Act B.E. 2535(1992) in the following articles by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter:

- a) Article no.36, 39, 46, 47 - regarding number of days for publishing the notices to shareholders for calling the meeting or declaration of the resolutions.
- b) Article no.33 and no. 39- regarding the voting for consideration of the matters in the meeting.
- c) Article no. 62 - regarding cancellation of the Company's seal since the Bank of Thailand changed to terminate use of seal on cheque issuance.

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.

The Company Secretary informed that 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.

Resolved It was unanimously resolved that the Meeting approve the amendment of the Company's articles of association in accordance with the Limited Public Company Act B.E. 2535(1992) by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter. Details of the voting were as follows:

Approved 85,559,628 votes equivalent to 100%, and
no abstained and objection.

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. Vorapoj Hirunphivong, the shareholder, asked why the Company's margin loan was very tight and how to manage to extend more loan to clients.

Mr. Pakhawat explained that since the trading was quite active, margin loan increased significantly. The Company was in process of requesting for additional credit line and issuing bill of exchange to raise fund to expand business.

Mr. Chairat Srinarongsu, a shareholder, asked whether the Company would change par from Baht 5 to Baht 1 to increase liquidity.

Mr. Pakhawat informed to consider. With par value per share at Baht 5, the market price would be around Baht 10-30 which looked attractive but in case the price rose up more, we may consider this matter.

Ms. Natchtorn Jiravaskamolcharoen, the proxy of Mr. Boonmee Piyadhamwutthikul, asked whether the Company would consider stock dividend

Mr. Pakhawat explained that the Company's debt to equity ratio was still lower than one time - the Company's equity amounted to Baht 1,300-1,400 million and borrowings amounted to Baht 1,000 million, we still had capacity to request for additional credit line so when the Company generated profit, we would prefer to pay out dividend to shareholders as much as possible which can be cash or stock dividend.

Ms. Natchtorn Jiravaskamolcharoen informed that paying stock dividend can help create more liquidity.

Mr. Pakhawat informed to consider.

Ms. Natchtorn Jiravaskamolcharoen then asked if there would be any chance to merge with other companies since securities business looked better performance since last year.

Mr. Charnchai explained that the Company still opened for discussion with considering business strategy, the benefit to shareholders, customers and employees.

Mr. Pakhawat added that during last three years, securities sector was quite inactive and pricing below book value so the acquisition and merger of several securities companies took place but current price rose up higher than book value, so chance for merger/acquisition lessen.

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 4.10 p.m.

SignedSirin Nimmanahaeminda..... Chairman

(Mr. Sirin Nimmanahaeminda)

Ms. Suwannee Limpanavongsaen : Company Secretary

**Additional Information for Shareholders to Consider and Approve
the Agenda of the Annual General Meeting of Shareholders No. 12**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 11 on April 26, 2013.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 11, 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. 11 on April 26, 2013.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2013.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2013. 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 2013.

- 3. To consider and approve the audited financial position and income statements for the year ended December 31, 2013.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2013 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 2013.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2013.**

4.1 To approve no appropriation of profit to legal reserve for the year 2013

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 2013 reported net profit of Baht 109,545,785, the Company is required to appropriate profit to legal reserve of Baht 5,477,289. The retained earnings and legal reserve of the separated financial statements after appropriation were Baht 56,064,078 and Baht 39,556,925, respectively.

The board of directors has reviewed and proposed the meeting to approve an appropriation of profit Baht 5,477,289 to legal reserve.

4.2 To approve dividend payment for the year 2013

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 2010 to 2012 and the net profit and unappropriated retained earnings for the year 2013 were as follows:

	<u>Year 2010</u>	<u>Year 2011</u>	<u>Year 2012</u>	<u>Year 2013</u>
Net Profit as per consolidated financial statements	38,845,711	117,062,777	115,850,277	137,910,287
Retained Earnings before final dividend payout (as per separated financial statements)	76,036,563	49,253,677	83,659,578	56,064,074
Dividend - % to net profit	99.42	52.49	86.37	To be approved by shareholders
- Baht per share	0.22	0.35	0.57	
- Baht	38,621,440	61,443,200	100,064,640	

The board of directors has deemed appropriate to propose the meeting to approve the dividend payment for the year 2013, which will be paid out of the profit after 20% corporate income tax. Details are as follows:

	<u>Dividend per share(Baht)</u>	<u>Dividend amount (Baht)</u>	<u>% to consolidated profit</u>
Dividend for the year 2013	0.60	105,331,200	76.38
<u>less</u> Interim Dividend	0.30	52,665,600	38.19
Final Dividend	0.30	52,665,600	38.19

The right to receive the dividend will be on March 11, 2014 and the closing date of the share register book for gathering shareholders' name under the section 225 of The Securities and Exchange Act B.E. 2535 will be on March 12, 2014; payable on May 16, 2014.

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) Mr. Pairote Varophas | Position Independent Director and member of Audit Committee, |
| 2) Mr. Surachai Suksriwong | Position Director and member of Nomination and Compensation Committee, |
| 3) Mr. Tawan Pantawong | Position Director and member of Nomination and Compensation Committee, and |
| 4) Mr. Charnchai Kongthongluck | 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 21, 2014. However, there was no proposal of director nomination submitted to the Company Secretary.

The directors no. 2)-3) are the members of the Nomination and Compensation Committee who have interest in this matter, the board of directors 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, excluding the director who has 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 Varophas is also qualified as independent director 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 consider bonus as extra remuneration for the year 2013 and the remuneration for the year 2014 as follows:

1) To approve extra remuneration for the year 2013

Pursuant to the resolution of the annual general meeting of shareholders No. 11 approval of 2013 budget for extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee has considered the evaluation criteria based on company performance, record of company remuneration and record of 2012 remuneration of listed finance and securities companies disclosed by the Stock Exchange of Thailand and the director's average remuneration comparison for the year 2010, year 2011 and year 2012 as follows.

Sector	Average (mil. Baht)		Average remuneration per person per annum (Baht)		
	Income	Net Profit	Average	Lowest	Highest
Finance & securities	2,803	268	763,320	57,976	7,305,556

The director's average remuneration for the year 2010-2012

	(mil. Baht)		Average remuneration per person per annum (Baht)			Extra remuneration (Baht)
	Income	Net Profit	Average	Lowest	Highest	
2010	459	39	580,000	350,000	1,650,000	1,760,000
2011	640	117	783,636	490,000	2,070,000	4,000,000
2012	680	115	783,636	490,000	2,070,000	4,000,000

The board of directors with reference to the opinion of the Nomination and Compensation Committee according to the criteria set out above. The Company's income for the year 2013 was Baht 851 million which was higher than that of 2012 by 25% and net profit 138 million which was higher than that of 2012 by 20%. The board of directors considered appropriate to propose the meeting to approve the payment of bonus of Baht 5,500,000 higher than that of 2012. The Chairman who also be chairman of audit committee shall be eligible for one and a half time extra remuneration.

The allocation of extra remuneration can be illustrated as follows:

- | | |
|---|---------------------------|
| - Director | 440,000 Baht per person |
| - Chairman of the board of director and audit committee | 1,100,000 Baht per person |

The scope of responsibilities of the audit committee and the report on their responsibilities for the year 2013 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 2014

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 2014 totaling of Baht 15,500,000, dividing into the following categories:

1) Monthly director fee / allowance for the year 2014 shall not exceed Baht 5.5 million, divided as follows:

- a) Director allowance, payable monthly at the same rate as in 2013, divided into:
- Monthly allowance for board members at Baht 20,000 and the Chairman of the Board at Baht 60,000.
 - Monthly meeting allowance for member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000.

The scope of responsibilities of the Audit Committee and the report on their responsibilities for the year 2013 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).

b) Additional monthly meeting allowance

- 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.

For the year 2013 the meeting allowance for the Nomination and Compensation Committee was paid per meeting at Baht 20,000.

The scope of responsibilities of the Nomination and Compensation Committee and the report on their responsibilities for the year 2013 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) Budget for the year 2014 as an extra remuneration not over Baht 10 million which shall be reserved in the 2014 income statement, will be payable after the shareholders' meeting resolution.

6. To consider and appoint the Company's auditor and approve audit fee for the year 2014

Information for considerations:

The board of directors has considered and proposed the meeting to appoint Ernst & Young Office Limited by

- | | |
|--------------------------------|---------------------------------|
| 1) Ms. Rungnapa Lertsuwanakul, | CPA Registration number 3516 or |
| 2) Ms. Sumalee Reewarabandith, | CPA Registration number 3970 or |
| 3) Ms. Pimjai Manitkajonkij, | CPA Registration number 4521 |

The proposed auditors have been appointed as the Company's auditor for four years since 2010 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 2012, 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, Ernst & Young Office Limited is authorized to assign any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to replace him/her.

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


Company Name	Year 2012	Year 2013	Year 2014
Trinity Watthana Plc.	170,000	170,000	250,000
Trinity Securities Co., Ltd. and Trinity Advisory 2001 Co., Ltd.	980,000	980,000	980,000
Total	1,150,000	1,150,000	1,230,000

The audit committee considered that the auditor had conducted the audit for the year 2013 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 250,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,230,000 which is higher than the rate charged last year.


Biographies of Directors proposed for re-appointment

1)

Name	Mr. Pairote Varophas			
Age	63			
Directorship	Independent Director and member of Audit Committee			
Education	Master of Marketing and finance Northwestern University, U.S.A.			
Director training course	Directors Certification Program (DCP), Thai Institution of Directors			
Terms of Directorship	12 years since July 9, 2002 and the latest nomination on April 29, 2011			
Current Position of Director/Executive				
• Listed Companies and their affiliates	2002–Present	Director/Audit Committee Independent Director/Audit Committee	Trinity Watthana Plc. Trinity Securities Co., Ltd.	
• Non-listed Companies	2005 – Present	Chairman	Siam Appraisal and Service Co., Ltd.	
Occupation	Business Executives			
No. of shares holding in the Company	12,500 shares or 0.007% as at December 31, 2013			
No. of meeting attended in 2013	Board of Directors	5 meetings (5 / 7 meetings)		
	Audit Committee	6 meetings (6 / 7 meetings)		
Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries.			

2)

Name	Mr. Surachai Suksriwong		
Age	48		
Directorship	Director and member of Nomination and Compensation Committee		
Education	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	8 years since January 31, 2006 and the latest nomination on April 25, 2012		
Current Position of Director/Executive			
• Listed Companies and their affiliates	2006 – Present	Director/Nomination and compensation Committee	Trinity Watthana Plc.
	2007 – Present	Director	Eternal Energy Plc.
• Non-listed Companies	1994 – Present	Chairman of the Advisory Board	Ong Ka Rak Thanee Co., Ltd.
	2010 – Present	Director	Exhibition & Conference Co., Ltd
	2012 – Present	Advisor	Suksriwong Co., Ltd. Hitech Network Co., Ltd.
Occupation	Business Executives		
No. of shares holding in the Company	-None-		
No. of meeting attended in 2013	Board of Directors	6 meetings (6 / 7 meetings)	
	Nomination and Compensation committee	3 meetings (3 / 3 meetings)	
Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company and subsidiaries.		





3)

Name

Age

Directorship

Education

Director training course

Terms of Directorship

Current Position of Director/Executive

Occupation

No. of shares holding in the Company

No. of meeting attended in 2013

Business Relationship

Mr. Tawan Pantawong

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Director and member of Nomination and Compensation Committee

MBA – Thammasat University

Directors Certification Program (DCP 157/2555), Thai Institution of Directors

5 years since May 28, 2009 and the latest nomination on April 29, 2011

• Listed Companies and their affiliates

2009- Present

2009- Present

Director

Executive Vice President - Director Equity Investment Sector Financial Management Group

Business Executives

-None-


Board of Directors

Nomination and Compensation committee

6 meetings (6 / 7 meetings)


3 meetings (3 / 3 meetings)

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





4)

Name	Mr. Charnchai Kongthongluck			
Age	54			
Directorship	Director			
Education	Master of Accounting – Thammasat University			
Director training course	Directors Certification Program (DCP), Thai Institution of Directors TLCA Executive Development Program (EDP2)			
Terms of Directorship	4 years since January 6, 2010 and the latest nomination on April 29, 2011			
Current Position of Director/Executive				
• Listed Companies and their affiliates	2009 – Present	Director	Trinity Watthana Plc.	
	2001 – Present	Director / President	Trinity Securities Co., Ltd.	
• Non-listed Companies	2013 - Present	Director	Thailand Futures Exchange Plc.	
	2013 - Present	Director	The Stock Exchange of Thailand	
Occupation	Business Executives			
No. of shares holding in the Company	900,000 shares or 0.51% as at December 31, 2013			
No. of meeting attended in 2013	Board of Directors	7 meetings (7 / 7 meetings)		
Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.			

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, 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, 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, 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, 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, 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, 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, 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. 12 of Trinity Watthana Plc.
On Friday of April 25, 2014, 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 25, 2014.

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. Sirin Nimmanahaeminda, Position Chairmen and Chairman of Audit committee (as an independent director), age 67 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok.

2) Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 66 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok.

3) Mr. Pakhawat Kovithvathanaphong, Position Chief Executive Officer (not an independent director), age 65 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 3 months 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 share 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 วัดมณฑา 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. นายศิรินทร์ นิมมานเหมินท์ ตำแหน่ง ประธานกรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการ

อิสระ) อายุ 67 ปี อยู่บ้านเลขที่ 593 ซอยพหลโยธิน 32 แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Sirin Nimmanahaeminda, Position Chairman and Chairman of Audit committee (as an independent director), age 67 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok or

☐ 5. นายปัญญา เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 66 ปี อยู่บ้านเลขที่ 10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 66 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

☐ 6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง กรรมการและประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 65 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakawat Kovithvathanaphong, Position Chief Executive Officer (not an independent director), age 65 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 12 ซึ่งกำหนดประชุมกันในวันที่ 25 เมษายน 2557 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. 12 which will be held on April 25, 2014 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 ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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. นายศิรินทร์ นิมมานเหมินท์ ตำแหน่ง ประธานกรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ)

อายุ 67 ปี อยู่บ้านเลขที่ 593 ซอยพหลโยธิน 32 แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Sirin Nimmanahaeminda, Position Chairman and Chairman of Audit committee (as an independent director), age 67 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok or

☐ 5. นายปัญจะ เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 66 ปี อยู่บ้านเลขที่ 10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 66 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

☐ 6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง กรรมการและประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 65 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chief Executive Officer (not an independent director), age 65 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 12 ซึ่งกำหนดประชุมกันในวันที่ 25 เมษายน 2557 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิเวกรไฮด์ 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. 12 which will be held on April 25, 2014 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 11 เมื่อวันที่ 26 เมษายน 2556

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 11 on April 26, 2013.

☐ (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 2556

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2013.

☐ (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 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2556

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2013.

☐ (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 2556

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2013.

☐ (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 พิจารณาและอนุมัติการจ่ายเงินปันผลสำหรับปี 2556

Agenda Subject: To consider and approve dividend payment for the year 2013.

- ☐ (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:
- ชื่อกรรมการ นายไพโรจน์ วโรภาส
Director Name Mr. Pairote Varophas
☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐ งดออกเสียง/Abstain
 - ชื่อกรรมการ นายสุรชัย สุขศรีวงศ์
Director Name Mr. Surachai Suksriwong
☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐ งดออกเสียง/Abstain
 - ชื่อกรรมการ นายตะวัน พันธวงศ์
Director Name Mr. Tawan Pantawong
☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐ งดออกเสียง/Abstain
 - ชื่อกรรมการ นายชาญชัย กองทองลักษณ์
Director Name Mr. Charnchai Kongthongluck
☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐ งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

- 1) พิจารณาและอนุมัติการจ่ายเงินบำเหน็จกรรมการประจำปี 2556
To consider and approve extra remuneration for the year 2013
- ☐ (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
- 2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2557
To consider and approve directors' remuneration for the year 2014
- ☐ (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 2557
Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2014

☐ (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 รวถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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 วัฒนา จำกัด (มหาชน)
Grant of proxy as a shareholder of Trinity Watthana Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 12 ในวันที่ 25 เมษายน 2557 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรม
มณเฑียรริเวอร์ไซด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 12 which will be held on April 25, 2014 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

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.

Map of the meeting location

The Annual General Meeting of Shareholders No. 12
Trinity Watthana Public Company Limited
at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
Rama3 Road, Bangkok

