

บริษัท ทรีนิตี วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

**Notice of
the Annual General Meeting of Shareholders No. 14
on Wednesday April 27, 2016 at 2.00 p.m.**

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

TRINITY

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บริษัท ตรินิตี้ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 007/2016

March 25, 2016

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 14

The Board of Directors of Trinity Watthana Public Company Limited has passed the resolution to convene the Annual General Meeting of Shareholders on Wednesday April 27, 2016 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. 13 on April 28, 2015.

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, 2015.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2015.

3. To consider and approve the audited financial position and income statements for the year ended December 31, 2015.

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, 2015.

4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2015.

4.1 To approve an appropriation of profit for the year 2015

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 6,898,167.

4.2 To approve dividend payment for the year 2015

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend for the year 2015 as follows:

- 1) Approve cash dividend of Baht 0.25 per share as the 2015 interim dividend payment paid on September 9, 2015, totaling amount Baht 49,373,865.
- 2) Approve the final dividend payment for the year 2015 of Baht 0.35 per share. The total dividends, inclusive of interim dividend payment, for the whole year 2015 shall be equivalent to Baht 0.60 per share which the total amount was Baht 118.50 million or at the payout ratio of 81.10% of net consolidated profit which is in accordance with the dividend policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

This dividend payment will be paid out from the retained earnings and the profit for the year 2015, which was subject to 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2015 fiscal year dividend on March 10, 2016 (Record Date) 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 11, 2016. The final dividend will be payable on May 17, 2016. The rights to receive above dividend is depend upon the approval of 2016 Annual General Shareholders' Meeting.

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

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

Board of Directors' opinion: There are four directors who are retired by rotation namely 1) Mr. Sirin Nimmanahaeminda, 2) Mr. Pakhawat Kovithvathanaphong, 3) Mr. Abhichart Arbhabhira and 4) Mr. Surachai Suksriwong. Since Mr. Sirin Nimmanahaeminda submitted the letter to show his intent not to continue his directorship when he is retired due to his health, then the board of directors excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting to approve the following :

- a) Appointment Mr. Kampanart Lohacharoenvanich as a director to replace Mr. Sirin Nimmanahaeminda since he is knowledgeable, competent and experienced especially in the capital market. Mr. Kampanart Lohacharoenvanich is also qualified as an independent director according to the company's definition of Independent Director.
- b) re-elect 2) Mr. Pakhawat Kovithvathanaphong, 3) Mr. Abhichart Arbhabhira and 4) Mr. Surachai Suksriwong 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. Abhichart Arbhabhira 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 2015 totaling of Baht 6,000,000 and approve the directors' remuneration for the year 2016 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2015 extra remuneration not over Baht 10,000,000.

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

6. To consider and appoint the Company's auditor and approve audit fee for the year 2016.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of EY Office Limited namely 1) Mr. Sophon Permsirivallop, CPA Registration number 3182, or 2) Ms. Pimjai Manitkajohnkit, CPA Registration number 4521, or 3) Mr. Chayapol Suppasedtanon , CPA Registration number 3972, or 4) Ms. Sumana Punpongsanon, CPA Registration number 5872 as the Company's auditor for the year 2016 and to approve the audit fee for the Company at Baht 280,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,320,000 as proposed by the Audit Committee. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

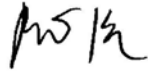
7. Other matters (if any).

The Company has fixed the Record Date for the right of shareholders to attend the Annual General Meeting of Shareholders No.14 and the right to receive the dividend on Thursday, March 10, 2016 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 Friday, March 11, 2016.

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. Pakhawatt Kovithvathanaphong)
Chief Executive Officer

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 13
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 28th April, 2015 at 2.00 p.m. at the Wimanthong Room, 4th floor, the Monthien Riverside Hotel, Rama3 Road, Bangkok.

Attendants

The Company closed the register book at 2.00 p.m. There were 30 shareholders present in person and 34 shareholders by proxies, altogether 64 shareholders, representing 85,793,452 shares or 48.87 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 2.00 p.m. of which the quorum was satisfied according to the Company's Articles of Association. To orderly conduct the meeting and record the minutes, the Chairman requested the Company Secretary to inform the following voting procedures for each agenda:

1. A shareholder's voting right was directly proportionate to the number of shares held.
2. For shareholders who granted proxies to independent director or Chief Executive Officer, the Company would include and record the casting votes as specified for each agenda by the shareholders.
3. During each agenda, if any attending shareholder or proxy would like to propose any opinions or questions, the shareholder should raise his/her hand to ask for the permission. When the Chairman allowed, the shareholder reported the name to the Meeting before proposing the opinions or questions. The opinions or questions should be related to the agenda, if not, the shareholder should propose his/her opinion or question to the Meeting after finishing all agendas.
4. The Company Secretary shall inform the Meeting for voting required in each agenda before requesting for shareholders' voting.
5. In the event that there were no dissenting opinions, or opinions that differed from those of the Chairman, or the Board of Directors, the Meeting would consider an issue certified and resolved unanimously.
6. In the event that any attending shareholder cast a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot and submit it to a Company's officer so that the votes for that particular agenda could be recorded.
During gathering the votes of each agenda, the Chairman may consider propose next agenda to the Meeting and reported the casting votes when the staff finished the count.
7. In voting, a ballot is considered voided when, but not limited to, a shareholder cast on more than the permitted number of votes or when there was no signature of meeting participants ratifying the strikethrough information on the ballot. Splitting a vote on a ballot shall also invalidate a ballot, with the exception given to the custodians.
8. The articles of association regarding the shareholders' meeting and the voting had been already presented in the notice of the meeting page 43 to 45 (Attachment No.6).

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 12, 2015 and required shareholders to submit any proposal within February 20, 2015. 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:

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 |

Non-executive and non-independent directors

- | | |
|-----------------|-------------|
| 1. Mr. Tawan | Puntawongse |
| 2. Mr. Surachai | Suksriwong |
| 3. Mr. Panop | Svetarundra |
| 4. Ms. Kanitha | Subpa-Asa |

Executive directors and management

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

Absent director

- | | | |
|------------------|------------|--------------------------|
| 1. Mr. Pairote | Varophas | due to travelling aboard |
| 2. Mr. Abhichart | Arbhabhira | due to sickness |

Representative of external auditor

- | | |
|------------------|------------------|
| 1. Ms. Rungnapa | Lerdsuwankul |
| 2. Mr. Suphot | Lertpratchayakul |
| 3. Mr. Kittichai | Jongjitr |

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.

For transparency of the vote counting process, the Company Secretary requested the representation from the shareholders to join the counting process and Mr. Suthee Jariyapadungchart volunteered to join.

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

1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 12 held on 25th April, 2014

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 12 held on 25th April 2014, 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. 12 held on 25th April 2014 be adopted. Details of the voting were as follows:

Approved 85,793,452 votes equivalent to 100%,
no abstained and objection.

2. To consider and acknowledge the Company's operating results for the year ended 31st December 2014

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

Mr. Charnchai reported that the first half of 2013, trading volume was quite bullish and decline in the second half of 2013 till the first half of 2014 since the impact of the political problems in the country has prolonged and intensified since late 2013 and economic recession in Thailand, mainly by decreased private consumption and exports, which affected foreign investors to postpone investment in Thailand. The trading volume was light and SET Index fell during the beginning of the year. The daily average trading value of

SET and MAI in Q1 and Q2 is Baht 30,827 million and Baht 40,636 million, decreasing from last year for 52.03 percent and 31.63 percent, respectively

However, after a political rally ended in May and the establishment of a new government in August, investors view changes in a positive way, which have caused the SET Index to continue its recovery. The average daily turnover of the SET and MAI in Q3 is Baht 54,408 million, up 33.89 percent from the previous quarter and 22.83 percent over the same period last year. But in Q4, the Thai economy is still weak. Then foreign investors sold during the quarter more than Baht 31,846 million from the previous quarter with net buying of Baht 37,339 million. SET Index has fluctuated between a quarter and at the end of 2014 dropped to close at 1497.69 points from 1,585.67 points at the end of the quarter. The average daily trading value of SET and MAI in this quarter is still relatively dense amounting to Baht 55,573 million, up slightly from 2.14 percent the previous quarter. Overall, the SET Index closed at 1497.69 points for a return of 15.32 percent to 1298.71 points at the end of 2556 while the value of average daily trading volume for the year 2557 stood at Baht 45,466 million, decreased by 9.66 percent from previous year.

In 2014, local retail investors have more roles in the stock market as it has accounted for proportion of trading value of individual investors to total trading value of 62 percent from 57 percent in 2013. Other types of investors, such as proprietary and foreign investors, have slowed down their investment. As such, for overall picture throughout 2014, foreign investors and individual investors have become net sellers of Baht 35,696 million and Baht 37,515 million, respectively. While institutional investors and proprietary have become net buyers of Baht 69,610 million and Baht 3,601 million, respectively. For the year 2014, the Company has a market share of 2.67 percent, increasing from 1.45 percent in 2013.

The trading volume in Thailand Futures Exchange Plc. (TFEX) increased from 16.66 million contracts in 2013 to 36 million contracts in 2014 or growth by 116% due to the investors' better understanding of the products especially in single stock futures of which trading volume increased from 8.4 million contracts in 2013 to 19.6 million contracts in 2014. In addition, the reduction of contract size of SET50 Index Futures caused the increase of trading volume from 5.7 million contracts in 2013 to 14.4 million contracts in 2014 or growth by 153% whereas Gold Futures volume decreased from 2.2 million contracts to 1.3 million contracts or decreased by 41%.

In 2014, local retail investors remained the main investors in TFEX. That is, the turnovers of the local retail investors in 2014 accounted for 55% of TFEX whereas the turnovers of the institutional retail investors and foreign investors were 36% and 9%, respectively. The Company's market share in TFEX was 2.65%, falling from 3.80% in 2013 due to more intense competition causing the turnover of sales team during the year 2014 and resulting in decrease in clients' trading volume.

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 1,374 million at the end of year 2012 to Baht 2,029 million at the end of year 2013 and to Baht 2,463 million at the end of year 2014 or growth by 48% and 21%, respectively.

As the Company had emphasized on high ethical standards in the context of good corporate governance, the Company was awarded "Investors' Choice Awards" from the Thai Investors Association in the listed companies who were graded "Excellent and Shining Example of Excellent" for its Annual General Meeting of Shareholders for 5 years and was recognized and graded "Very Good" by the Thai Institute of Directors Association in the Association's 2014 annual corporate governance survey.

The Company's performance by quarter in 2014 mirrored the fluctuations in SET condition. The Company's total revenue was Baht 850 million compared to Baht 851 million in 2013. The Company's major income derived from the following:

- The Company's brokerage commission fee decreased from Baht 479 million to Baht 393 million, or by 18% resulted from the decrease in the SET trading volume and the competition in commission rate.
- Whereas the commission income from derivatives business decreased from Baht 43 million to Baht 22 million, or by 49% resulted from the decline in the clients' trading volume from the turnover of sales team during the year 2014.
- The Company's gain on investment decreased from Baht 138 million in 2013 to Baht 118 million.

- Whereas interest income from margin loan increased from Baht 83 million to Baht 126 million in accordance with the increase in margin loan during the year 2014 and fee & service income increased from Baht 48 million to Baht 85 million resulted from the advisory & underwriting business and the private fund management of which the fund size increased from Baht 2,029 million to Baht 2,463 million at the end of 2014.

The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 611 million in 2014 which was decreased from Baht 678 million in 2013. The expenses which had significant changes were as follows:

- Personnel expenses amounted to Baht 376 million compared to Baht 414 million in 2013 or decreased by 9% in relation to the decrease in commission income.
- Fee and services expenses amounted to Baht 84 million compared to Baht 115 million in 2013 or decreased by 28% as a result of decrease in trading volume of both SET and TFEX.
- Financial expenses increased from Baht 47 million to Baht 56 million due to the increase in borrowing during the year 2014 for settlement and margin loan.

The Company's profit before tax in 2014 was Baht 239 million which was increased from Baht 173 million in 2013 or growth by 38% whereas net profit was Baht 192 million in 2014 increase from Baht 138 million in 2013.

Details of 2014 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.

Mr. Suang Kittisiripan, a shareholder, asked why commission income decreased but the Company's trading volume presented in the Annual Report page 16 increased from Baht 312,489 million to Baht 544,079 million.

Mr. Charnchai clarified that the decrease of commission income resulted from the lower of commission rate given to high trading volume clients.

Then Mr. Vachira Tayanaraporn, a shareholder, also asked what the commission rate was set in 2014 compared to the year 2013.

Mr. Charnchai informed that this could not be answered but the shareholder can self-calculated from our disclosed information. Then Khun Pakhawat clarified that due to the Company's strategy in diversifying income, commission income was 45% of total income which was quite different from some brokers' commission income still be the major income approximately 70%-80% of total income.

Then Mr. Charnchai asked for any questions. When there was no further question, Mr. Charnchai concluded that the Meeting acknowledge the Company's operating results for 2014.

3. To consider and approve the financial position and income statements for the year ended December 31, 2014

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

Ms. Suwannee then presented the details of the financial statements as follows:

The Company has prepared the financial position and income statements for the year ended December 31, 2014. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- The total assets of Baht 4,035 million at the end of year 2014 increased from Baht 3,340 million in year 2013 due to the increase in receivables from securities and futures business from Baht

2,171 million at the end of 2013 to Baht 2,764 million at the end of 2014. Such increase in the receivables from securities and futures business was mainly the increase in margin loan from Baht 1,773 million at the end of 2013 to Baht 2,305 million at the end of 2014.

- The Company's total liabilities were Baht 2,530 million which were increased by 33% compared to the total liabilities of Baht 1,906 million at the end of 2013. The increase of total liabilities resulted from the increase in borrowing from banks and others amounted to Baht 1,641 million from Baht 1,278 million at the end of 2013 for settlement and margin loan.
- The Company's shareholders' equity was Baht 1,505 million which was increased from Baht 1,434 million at the end of 2013. The increase was derived from the Company and subsidiaries' earnings amounted to Baht 192 million in 2014. Also, in 2014, the Company paid final dividends from operating results in 2013 in the amount of Baht 52 million and the 2014 interim dividend in the amount of Baht 44 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 reported to the Meeting that at 2.25 p.m. there were 8 additional shareholder and 2 proxies presented, therefore 38 shareholders presenting in person and 36 shareholders by proxies, altogether 74 shareholders, representing 86,955,952 shares or 49.53 percent from the total issued and paid up shares.

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, 2014.

Resolved It was resolved by majority votes that the financial position and income statements for the year ended December 31, 2014 be approved. Details of the voting were as follows:

Approved 86,512,252 votes equivalent to 99.49%,
abstained 443,700 votes equivalent to 0.51% and no objection.

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2014

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 2014 the Company's net profit in the separate financial statements was Baht 197,174,832. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 9,858,741 for the year 2014. After the appropriation of profit, retained earnings was Baht 146,826,565 and legal reserve was Baht 49,415,666.

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 Meeting approve the appropriation of profit as legal reserve amounted to Baht 9,858,741. Details of the voting were as follows:

Approved 86,955,952 votes equivalent to 100%, and

no abstained and objection.

4.2 To consider and approve the dividend payment for the year 2014

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 2011 to 2013, the net profit and unappropriated retained earnings for the year 2014 were presented in the notice of the meeting. Net consolidated profit was Baht 192 million and retained earnings of the separate financial statements was Baht 146.8 million. During the year 2014, the Company's interim dividend at Baht 0.25 per share, totaling Baht 43,888,000, was paid on September 5, 2014.

In order to maintain cash flow for business expansion, the board of directors proposed the Meeting to approve the final dividend payment at the rate of Baht 0.70 per share in form of stock and cash dividends, which will be paid out of the profit and retained earnings after 20% corporate income tax. Details were as follows:

- Stock dividend at the ratio of 8 existing shares to 1 new share or Baht 0.63 per share, totaling not exceeding Baht 110.60 million by issuing not exceeding 21,944,000 shares with the par value of Baht 5.00 per share. In case where there is a fraction of shares remaining from the calculation of stock dividend, the Company will pay cash dividend at Baht 0.63 per share instead.
- Cash dividend at Baht 0.07 per share, totaling not exceeding Baht 12.29 million.

The total dividends, both stock and cash dividends, for the whole year 2014 shall be equivalent to Baht 0.95 per share which the total amount was Baht 166.78 million or at the payout ratio of 86.99% of net consolidated profit which is in accordance with the dividend policy of the Company. When comparing with the market price at the end of 2014 at Baht 7 per share, the Company's dividend yield was 13.57%. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

The Company will entitle rightful shareholders by 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 25, 2015. The final dividend will be payable on May 15, 2015.

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

Resolved It was unanimously resolved that the Meeting approve the dividend for the year 2014 at Baht 0.95 per share (inclusive of interim dividend payment at Baht 0.25 per share). The closing date of the share register book for the rights of shareholder to receive dividend is on March 25, 2015; payable on May 15, 2015. Detail of votes were as follows:
Approved 86,955,952 votes equivalent to 100%, and
no abstained and objection.

5. To consider and approve the decrease of the registered capital by cancelling the unissued registered shares and the amendment of the Company's Memorandum of Association Clause 4 in accordance with the capital decrease

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

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

The Board of Directors proposed the Meeting to approve the decrease of the registered capital by Baht 36,365,000 from Baht 914.125 million to Baht 877.76 million, dividing into 175,552,000 shares at the par

value of Baht 5.00 per share by cancelling the unissued ordinary shares in total of 7,273,000 shares with the par value of Baht 5.00 per share, remaining from the allocation for exercising warrants which were already expired. The Company's Memorandum of Association Clause 4 in accordance with the capital decrease will be amended, details presented in the notice of the meeting sent to shareholders, as follows:

Clause 4	Registered capital	877,760,000	Baht	(Eight hundred seventy seven million and seven hundred sixty thousand Baht)
	Divided into	175,552,000	shares	(One hundred seventy five million and five hundred fifty two thousand shares)
	Par value per share	5.00	Baht	(Five Baht)
	Types of shares			
	Ordinary shares	175,552,000	shares	(One hundred seventy five million and five hundred fifty two thousand shares)
	Preferred shares	-	shares	(-)

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

Ms. Suwannee informed the Meeting that according to Section 139 of the Public Company Act and the Company's articles of association no.45, approval of the decrease of the registered capital requires the shareholders' votes not less than 3/4 of total entitled votes.

Resolved It was unanimously resolved that the Meeting approve the decrease of the registered capital and the amendment of the Company's Memorandum of Association Clause 4. Detail of votes were as follows:
 Approved 86,955,952 votes equivalent to 100%, and
 no abstained and objection.

6. To consider and approve the increase of the registered capital and amendment of the Company's Memorandum of Association Clause 4 in accordance with the capital increase

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

Mr. Charnchai informed the Meeting that according to the resolution of stock dividend to shareholders, details in agenda no.4, the board of directors proposed the Meeting to approve the increase of the registered capital by Baht 109,720,000 from existing capital at Baht 877,760,000 to Baht 987,480,000, dividing into 197,496,000 shares at the par value of Baht 5.00 per share by issuing new ordinary shares in total of 21,944,000 shares with the par value of Baht 5.00 per share. The Company's Memorandum of Association Clause 4 in accordance with the capital increase will be amended, details presented in the notice of the meeting sent to shareholders, as follows:

"Clause 4	Registered capital	987,480,000	Baht	(Nine hundred eighty seven million and four hundred eighty thousand Baht)
	Divided into	197,496,000	shares	(One hundred ninety seven million and four hundred ninety six thousand shares)
	Par value per share	5.00	Baht	(Five Baht)
	Types of shares			
	Ordinary shares	197,496,000	shares	(One hundred ninety seven million and four hundred ninety six thousand shares)
	Preferred shares	-	shares	(-)

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

Ms. Suwannee informed the Meeting that according to Section 136 of the Public Company Act and the Company's articles of association no.43, approval of the increase of the registered capital requires the shareholders' votes not less than 3/4 of total entitled votes.

Resolved It was unanimously resolved that the Meeting approve the increase of the registered capital and the amendment of the Company's Memorandum of Association Clause 4. Detail of votes were as follows:
Approved 86,955,952 votes equivalent to 100%, and
no abstained and objection.

7. To consider and approve the allocation of new ordinary shares

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

Mr. Charnchai informed the Meeting that according to the resolution of increasing the registered capital by issuing 21,944,000 new shares in agenda no.6, The board of directors has deemed appropriate to propose the meeting to approve the allocation of all new shares for stock dividend to shareholders.

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

Resolved It was unanimously resolved that the Meeting approve the allocation of new ordinary shares for stock dividend. Detail of votes were as follows:
Approved 86,955,952 votes equivalent to 100%, and
no abstained and objection.

8. To consider and approve the cancellation of the shareholders' resolution dated January 20, 2005 regarding the issuance and offering of the Debentures and approve the issuance and offering of new debentures

The Chairman requested that Mr. Visit Ongpipatkul, Managing Director, present the details of this agenda.

Mr. Visit informed the Meeting that since the previous resolution dated January 20, 2005 regarding the issuance and offering of the debentures had not been executed and many changes in rules and regulation regarding issuance of debentures were adopted, the board of directors has deemed appropriate to propose the Meeting to approve the cancellation of the shareholders' resolution dated January 20, 2005 regarding the issuance and offering of the Debentures.

with the consideration of liquidity in money market coupled with acceptable range of interest rate, and the Group's plan to develop more businesses in credit balance, investment in trading securities and direct investment etc., the Company found it deemed appropriate to finance the expansion by issuing and offering debentures to comply with the notification of the Capital Market Supervisory Board Tor Chor 9/2552 re: Application for and Approval of Offer for Sale of Newly Issued Debt Securities, the board of directors has deemed appropriate to propose the Meeting to approve the issuance and offering of the Debentures in the principal amount of not more than 1,500 million with the details presented in the notice of the meeting page no. 18, and authorize the Company's Board of Directors or Chief Executive Officer or any designated person to determine the terms and details relating to issuance and offering of the each debenture, including appointment of debenture holders' representative and/or registrar and/or arranger and/or underwriter, and execution of any necessary transactions, including all official filings as required by the office of Securities and Exchange Commission or other relevant government authorities and listing of the debentures on any subordinate market for the utmost benefit of the Company.

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

Ms. Thitirat Siributr, the proxy of Krungthai Bank Plc, requested that whenever the Company plan to issue debentures, please propose the board of directors to consider the plan.

Mr. Visit accepted to consider.

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

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

Resolved It was resolved by 99.49% which was more than 3/4 of total entitled votes that the Meeting approve the cancellation of the shareholders' resolution dated January 20, 2005 regarding the issuance and offering of the Debentures, approve the issuance and offering of the Debentures in the principal amount of not more than Baht 1,500 million, and authorize the Company's Board of Directors or Chief Executive Officer or any designated person to determine and execute the issuance and offering of the debentures. Detail of votes were as follows:

Approved 86,512,252 votes equivalent to 99.49%,
abstained 443,700 votes equivalent to 0.51% and no objection.

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

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

The Chairman informed that Mr. Panja Senadisai, chairman of Nomination and Compensation committee, was one of the directors who retired in this Meeting. Therefore he requested that Mr. Tawan Pantawong, member of Nomination and Compensation committee, present the details of this agenda.

Mr. Tawan 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, 2015. However, there was no proposal of director nomination submitted to the Company Secretary.

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

- | | | |
|--------------------------|----------|--|
| 1) Mr. Panja Senadisai | Position | Independent Director, member of Audit Committee and chairman of Nomination and Compensation Committee, |
| 2) Mr. Panop Svetarundra | Position | Director, |
| 3) Ms. Kanitha Subpa-Asa | Position | Director, and |
| 4) Mr. Visit Ongpipatkul | 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 excluding the directors no. 1) who is the member of the Nomination and Compensation Committee who has interest in this matter, considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent directors as set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors are illustrated in Exhibit 1 of the notice of the meeting.

The board of directors, excluding the directors who have interest in this matter, had considered the credentials of the four retiring directors and proposed the Meeting to re-elect four nominees as proposed for another term since 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. Mr. Panja Senadisai was also qualified as an independent director and even he has been the Company's director for 13 years but he still always gave his opinion freely and had full understanding of the securities business. Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 23 to 27.

Each retiring director who was shareholder abstained from his/her 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. Tawan 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. Panja Senadisai	86,880,952 (99.91%)	-	75,000 (0.09%)
2	Mr. Panop Svetarundra	86,955,952 (100%)	-	-
3	Ms. Kanitha Subpa-Asa	85,805,952 (98.68%)	-	1,150,000 (1.32%)
4	Mr. Visit Ongpipatkul	86,955,952 (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. Panja Senadisai was also qualified as an independent director according to the company's definition of Independent Director.

9.2 To consider and approve the directors' remuneration

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

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

The board of directors proposed the Meeting to consider bonus as extra remuneration for the year 2014 and the remuneration for the year 2015 as follows:

1) To approve extra remuneration for the year 2014

Pursuant to the resolution of the annual general meeting of shareholders no. 12 approval of the budget for 2014 extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee had considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration comparison for the year 2011-2013, which were presented in the notice of the meeting. The Company's income for the year 2014 was Baht 850 million which was the same as that of 2013 and net profit 192 million which was higher than that of 2013 by 39% and dividend payment to the Shareholders increased from Baht 0.60 per share to Baht 0.95 per share or increased by 58.33%.

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the Meeting to approve the payment of bonus of Baht 8,000,000

higher than that of 2013 by 45.45. 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	640,000	Baht per person
- Chairman of the board of director and audit committee	1,600,000	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 8,000,000 (details of payment to each director as proposed). Detail of votes were as follows:

Approved 86,955,952 votes equivalent to 100%, and
no abstained and objection.

2) To approve director remuneration for the year 2015

For the year 2015, the board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the Meeting to approve the director remuneration totaling of Baht 15,500,000, dividing into the following categories:

2.1) Director monthly remuneration for the year 2015 shall not exceed Baht 5.5 million in aggregate, payable monthly at the same rate as in 2014, divided as follows:

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

2.2) Budget for the year 2015 as an extra remuneration not over Baht 10 million which shall be reserved in the 2015 income statement, will be payable after the shareholders' meeting resolution.

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

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

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 director remuneration for the year 2015 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance of Baht 5,500,000 per annum and extra remuneration not over Baht 10,000,000. The extra remuneration is set as budget and will be payable upon approval from the shareholders' meeting. Detail of votes were as follows:

Approved 86,955,952 votes equivalent to 100%, and
no abstained and objection.

10. To consider and approve the appointment of auditors and audit fee for the year 2015

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

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

- 1) Mr. Sophon Permsirivallop, CPA Registration number 3182 or
- 2) Ms. Pimjai Manitkajohnkit, CPA Registration number 4521 or
- 3) Mr. Chayapol Suppasedtanon, CPA Registration number 3972 or
- 4) Ms. Sumana Punpongsanon, CPA Registration number 5872

The auditors have been proposed to change since Ms. Rungnapa Lertsuwanakul was appointed as the auditor for 5 years. The proposed auditors have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2014, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 250,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,280,000 which is higher than the 2014 audit fee by Baht 50,000.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2014 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. Panja asked the Meeting whether there were any questions.

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

Resolved It was unanimously resolved that the Meeting appoint EY Office Limited namely Mr. Sophon Permsirivallop, CPA Registration number 3182, or Mr. Chayapol Suppasedtanon, CPA Registration number 3972, or Ms. Sumana Punpongsanon, CPA Registration number 5872 as the auditor for the year 2015 and to approve the audit fee for the Company at Baht 250,000, with the aggregate audit fee for the Company and its subsidiaries at Baht 1,280,000. Details of the voting were as follows:

Approved 86,955,952 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. Then he informed the progress of the joining with the Private Sector Collective Action Coalition Against Corruption (CAC) that the Company has already been certified from the CAC Committee as one of the member of the CAC in the first quarter of 2015. Since the Company is the holding company, all business activities will be pursued under the Company's subsidiaries, which is Trinity Securities Company Limited and Trinity Advisory 2001 Company Limited. The Company anti-corruption policy will be implemented at all level from the Company thru the subsidiaries.

The Chairman also asked if there were any shareholder who wished to voice his/her opinion, or ask any questions.

Ms. Maneechai Jangarun, the representative of Thai Investors Association, reconfirmed that the Company has been certified by the Institute of Directors as the member of the CAC.

The Chairman confirmed.

Mr. Suthee Ariyachartpadungkij, the proxy of Mr. Surat Ariyachartpadungkij, asked why the Company paid stock dividend.

Ms. Charnchai explained that the Company has plan to develop more businesses which the Company is required to strengthen the Company capital according to the requirement of net capital rules of the Office of Securities and Exchange Commission. Therefore the Company considered that stock dividend will help maintaining cash flow in the Company to strengthen our capital.

Mr. Pakhawat additionally explained that the Company had high pay-out ratio but with the expansion of business including margin loan and investment in potential companies, the Company need more capital and with stock dividend the shareholders will receive extra cash from the difference of market price and par value.

Mr. Narongsak Maitreepote, a shareholder, requested Managing Director to share the capital market situation.

Mr. Visit reported the Meeting the capital market situation for the year 2015.

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 4.00 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. 14**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 13 on April 28, 2015.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 13, 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. 13 on April 28, 2015.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2015.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2015. 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 2015.

- 3. To consider and approve the audited financial position and income statements for the year ended December 31, 2015.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2015 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 2015.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2015.**

4.1 To approve no appropriation of profit to legal reserve for the year 2015

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 2015 reported net profit of Baht 137,963,331, the Company is required to appropriate profit to legal reserve of Baht 6,898,167. The retained earnings and legal reserve of the separated financial statements after appropriation were Baht 105,815,914 and Baht 56,313,833, respectively.

The board of directors has reviewed and proposed the meeting to approve an appropriation of profit Baht 6,898,167 to legal reserve.

4.2 To approve dividend payment for the year 2015

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 2012 to 2014 and the net profit and unappropriated retained earnings for the year 2015 were as follows:

	<u>Year 2012</u>	<u>Year 2013</u>	<u>Year 2014</u>	<u>Year 2015</u>
Net Profit as per consolidated financial statements	115,850,277	137,910,287	191,716,074	146,104,620
Retained Earnings before final dividend payout (as per separated financial statements)	83,659,578	56,064,074	146,826,565	105,815,914
Dividend - % to net profit	86.37	76.38	86.99	To be approved by shareholders
- Baht per share	0.57	0.60	0.95	
- Baht	100,064,640	105,331,200	166,774,400	

During 2015, the Company paid interim dividend of Baht 0.25 per share on September 9, 2015, totaling amount Baht 49,373,865.

The board of directors has deemed appropriate to propose the meeting to approve the final dividend payment for the year 2015 of Baht 0.35 per share. The total dividends, inclusive of interim dividend payment, for the whole year 2015 shall be equivalent to Baht 0.60 per share which the total amount was Baht 118.50 million or at the payout ratio of 81.10% of net consolidated profit which is in accordance with the dividend policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law. This dividend payment will be paid out from the retained earnings and the profit for the year 2015, which was subject to 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2015 fiscal year dividend on March 10, 2016 (Record Date) 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 March 11, 2016. The final dividend will be payable on May 17, 2016.

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

5.1 To appoint new directors to replace the retiring directors

Information for considerations:

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

- | | |
|------------------------------------|--|
| 1) Mr. Sirin Nimmanahaeminda | Position Independent Director, Chairman of the board of directors and Chairman of audit committee, |
| 2) Mr. Pakhawat Kovithvathanaphong | Position Director, |
| 3) Mr. Abhichart Arbhabhira | Position Independent Director and audit committee, nomination and compensation Committee, and |
| 4) Mr. Surachai Suksriwong | Position Director and nomination and compensation Committee |

The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 15, 2016. However, there was no proposal of director nomination submitted to the Company Secretary.

Since Mr. Sirin Nimmanahaeminda submitted the letter to show his intent not to continue his directorship when he is retired due to his health, the Nomination and Compensation Committee has recruited new director to replace Mr. Sirin Nimmanahaeminda and proposed to the board of directors to consider Mr. Kampanart Lohacharoenvanich and since the directors no. 3) and 4) are the members of the Nomination and Compensation Committee who have interest in this matter, the board of directors, excluding the directors who have interest in this matter, has considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent directors as set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors are illustrated in Exhibit 1.

The board of directors, excluding the director who has interest in this matter, has deemed appropriate to propose the meeting the following:

- a) To appoint Mr. Kampanart Lohacharoenvanich as a director to replace Mr. Sirin Nimmanahaeminda since he is knowledgeable, competent and experienced especially in the capital market. Mr. Kampanart Lohacharoenvanich is also qualified as an independent director according to the company's definition of Independent Director.
- b) re-elect 2) Mr. Pakhawat Kovithvathanaphong, 3) Mr. Abhichart Arbhabharama and 4) Mr. Surachai Suksriwong 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. Abhichart Arbhabharama is also qualified as an independent directors according to the company's definition of Independent Director.

5.2 To approve directors remuneration

Information for considerations:

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

The board of directors proposes the meeting to consider bonus as extra remuneration for the year 2015 and the remuneration for the year 2016 as follows:

1) To approve extra remuneration for the year 2015

Pursuant to the resolution of the annual general meeting of shareholders No. 13 approval of 2015 budget for extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee has considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration comparison for the year 2012-2014 as follows:

	2012	2013	2014	2015
<u>Income Statements</u> (Million Baht)				
Operating Income	680	851	850	740
Net Profit	115	138	192	146
Earnings per share (Baht)	0.66	0.79	1.09	0.74
<u>Benefits to Shareholders</u>				
Dividend (Baht per share)	0.57	0.60	0.95	0.95
<u>Directors' remuneration per person per year</u>				
- Average	783,636	920,000	1,190,909	Subject to the approval of the 2016AGM
- Minimum	490,000	680,000	880,000	
- Maximum	2,070,000	2,420,000	2,920,000	
Total Extra Remuneration (Baht per year)	4,000,000	5,500,000	8,000,000	
- Chairman (per person)	750,000	1,100,000	1,600,000	
- Board member / member of audit committee	250,000-500,000	440,000	640,000	

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered according to the criteria set out above. The Company's income for the year 2015 was Baht 740 million decreased from that of 2014 by 13% and net profit was Baht 146 million which was lower than that of 2014 by 23% and dividend payment to the Shareholders decreased from Baht 0.95 per share which the total amount was Baht 166.77 million to Baht 0.60 per share which the total amount was Baht 118.50 million or decreased by 29% as proposed in the agenda no. 4.2.

The board of directors considered appropriate to propose the meeting to approve the payment of bonus of Baht 6,000,000 lower than that of 2014 by 25%. 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 480,000 Baht per person
- Chairman of the board of director and audit committee 1,200,000 Baht per person

The scope of responsibilities of the Audit Committee and the Nomination and Compensation Committee and the report on their responsibilities for the year 2015 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 2016

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 2016 totaling of Baht 15,500,000 with other benefits in form of insurance, dividing into the following categories:

2.1) Monthly director fee / allowance for the year 2016 shall not exceed Baht 5.5 million at the same rate as in 2015, divided as follows:

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

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

2.2) Budget for the year 2016 as an extra remuneration not over Baht 10 million which shall be reserved in the 2016 income statement.

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

6. To consider and appoint the Company's auditor and approve audit fee for the year 2016

Information for considerations:

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

- 1) Mr. Sophon Permsirivallop, CPA Registration number 3182 or
- 2) Ms. Pimjai Manitkajohnkit, CPA Registration number 4521 or
- 3) Mr. Chayapol Suppasdtanon, CPA Registration number 3972 or
- 4) Ms. Sumana Punpongsanon, CPA Registration number 5872

The proposed auditors have been appointed as the Company's auditor since 2015 and have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2015, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

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

Company Name	Year 2014	Year 2015	Year 2016
Trinity Watthana Plc.	250,000	250,000	280,000
Trinity Securities Co., Ltd. and Trinity Advisory 2001 Co., Ltd.	980,000	1,030,000	1,040,000
Total	1,230,000	1,280,000	1,320,000

The audit committee considered that the auditor had conducted the audit for the year 2015 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 280,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,320,000 which is higher than the rate charged last year.

Biographies of Directors proposed for newly appointment

1) **Name** **Mr. Kampanart Lohacharoenvanich**

Age 65 years

Directorship **Director**

Education Master of Economics - Kansas State University,
Pittsburg, Kansas, U.S.A.



Director training course Capital Market Academy Leadership Program (CMA1)
Directors Certification Program (DCP)
Thai Institution of Directors
Leading the way into the Futures Business by TFEX and
University of Chicago

Terms of Directorship -

Current Position of Director/Executive

• **Listed Companies and their affiliates** - None -

• **Non-listed Companies** 2011 - Present Board Member National Savings Fund

Professional Experiences Over Past 5 Years

• **Listed Companies and their affiliates** - None -

• **Non-listed Companies** 2009 – Jan, 2016 Board Member Capital Market Supervisory Board of the Securities and Exchange Commission

Occupation Business Executives

No. of shares holding in the Company 623,756 shares or 0.31% as at December 31, 2015

No. of meeting attended in 2015 None

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 for the past 2 years and also no family relationship with major shareholders or management of the Company and subsidiaries.

Biographies of Directors proposed for re-appointment

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

Age 66 years

Directorship **Director**

Education Wharton School, University of Pennsylvania, U.S.A.

Director training course Directors Certification Program (DCP)
Capital Market Academy Leadership Program (CMA5)
Corporate Governance for Capital Market
Intermediaries - CGI Exclusive (year 2014)



Terms of Directorship 14 years since July 9, 2002 and the latest nomination on April 26, 2013

Current Position of Director/Executive

• Listed Companies and their affiliates	2001 - Present	Chief Executive Officer/Director	Trinity Watthana Plc.
		Chairman	Trinity Securities Co., Ltd.
	2011 - Present	Chairman	Trinity Advisory 2001 Co., Ltd.
	2011 - Present	Independent Director/Chairman of the Risk Management Committee/ Member of Nomination & Remuneration Committee	Thai Rubber Latex Corporation (Thailand) Plc.
	1999 – Present	Independent Director/Chairman of Audit Committee	Land and Houses Plc.
• Non-listed Companies	2015 – Present	Expert Member Director	Government Pension Fund Sukhumvit 62 Medical Co.,Ltd.
	2011 – Present	Director	The Thai Bond Market Association
	2010 – Present	Director and Chairman of Corporate Strategy	TSFC Securities Plc.
	2009 – Present	Advisor	Thai Listed Companies Association
	2008 – Present	Advisor Master in Financial Economics	National Institute of Development Administration
	2000-Present	Performance and Agreement Committee	State Enterprise Policy Office
	1998-Present	Honorary Member - Finance Program	Ministry of Finance Faculty of Commerce and Accountancy, Thammasat University

Occupation Business Executives

No. of shares holding in

The Company 6,611,250 shares or 3.35% as at December 31, 2015

No. of meeting attended in 2015 Board of Directors 6 meetings (6 / 6 meetings)

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

2) Name	Mr. Abhichart Arbhahirama
Age	69 years
Directorship	Independent Director/ member of Audit Committee / member of Nomination and Compensation Committee
Education	Bachelor of Laws -Thammasart University The Thai Bar- Institute of Legal Education - Thai Bar Association
Director training course	None
Terms of Directorship	12 years since August 25, 2004 and the latest nomination on April 26, 2013

**Current Position of Director/Executive**

• Listed Companies and their affiliates	2004 - Present	Independent Director / Member of the Audit Committee/ Member of Nomination & Remuneration Committee	Trinity Watthana Plc.
	2005 – Present	Independent Director/ Chairman of the Audit Committee	Trinity Securities Co., Ltd.
	2013 - Present	Independent Director/ Chairman of Nomination & Remuneration Committee	Inter Far East Energy Corporation Plc.
• Non-listed Companies	2000 - Present	Attorney and Legal Advisor	

Occupation Business Executives


No. of shares holding in the Company None

No. of meeting attended in 2015	Board of Directors	5 meetings (5 / 6 meetings)
	Audit Committee	4 meetings (4 / 5 meetings)
	Nomination & Compensation Committee	2 meetings (2 / 3 meetings)

Business Relationship No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries.

4)

Name	Mr. Surachai Suksriwong		
Age	49 years		
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	10 years since January 31, 2006 and the latest nomination on April 25, 2014		
Current Position of Director/Executive			
• Listed Companies and their affiliates	2006 - Present	Director/ Member of Nomination & Remuneration Committee	Trinity Watthana Plc.
	2007 - Present	Director	Eternal Energy Plc.
• Non-listed Companies	2012 - Present	Advisory	Hi-Tech Network Co.,L
	2010 - Present	Director	Suksriwong Co.,Ltd.
	2015 - Present	Director	Nana Hotel Co.Ltd.
Occupation	Business Executives		
No. of shares holding in the Company	- None -		
No. of meeting attended in 2014	Board of Directors		5 meetings (5 / 6 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/ subsidiaries.		





Definition of Independent Director

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

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

**Registration Process and Proxy
For the Annual General Meeting of Shareholders No. 14 of Trinity Watthana Plc.
On Wednesday of April 27, 2016, 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 27, 2016.

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. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 68 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok.

2) Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 65 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok .

3) Ms. Kanitha Subpa-Asa, Position Director (not an independent director), age 61 years, resides at 55/14 Soi Suparaj 1 Phaholyothin Rd., Kwang Samsennai, Khet Phayathai, Bangkok.

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

Documents required for Proxy

(1) Ordinary Shareholders

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

(2) Juristic person

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

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

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

(3) Custodian

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

4. Voting in the Meeting

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

หนังสือมอบฉันทะแบบ ก.

Proxy Form A

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

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

I/We Nationality

Residing at No.

ถนน..... แขวง..... เขต.....

Road

Kwaeng

Khet

จังหวัด..... รหัสไปรษณีย์.....

Province

Postal code

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

being a shareholder of Trinity Watthana Public Company Limited, holding

shares in total

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights

votes divided as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Common share

shares with voting rights

votes

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preferred share

shares with voting rights

votes

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

wish to appoint

Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi

Road

Kwaeng

Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province

Postal code

or

☐ 2. อายุ.....ปี อยู่บ้านเลขที่.....

Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi

Road

Kwaeng

Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province

Postal code

or

☐ 3. อายุ.....ปี อยู่บ้านเลขที่.....

Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi

Road

Kwaeng

Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province

Postal code

or

☐ 4. นายปัญญา เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 68 ปี อยู่

บ้านเลขที่ 10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 68 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

☐ 5. นายไพโรจน์ วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 65 ปี อยู่บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 65 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok or

☐ 6. นางชนิษฐา สรรพพาสา ตำแหน่ง กรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 61 ปี อยู่บ้านเลขที่ 55/14 ซอยสุภาวราช 1 ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท

Ms. Kanitha Subpa-Asa, Position Director (not an independent director), age 61 years, resides at 55/14 Soi Suparaj 1 Phaholyothin Rd., Kwang Samsennai, Khet Phayathai, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 14 ซึ่งกำหนดประชุมกันในวันที่ 27 เมษายน 2559 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียร ริเวอร์ไซด์ 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. 14 which will be held on April 27, 2016 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ
Signed Grantor
(.....)
วันที่/...../.....

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

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะแบบ ข.

Proxy Form B

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

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

I/We

Nationality

Residing at No.

ถนน..... แขวง..... เขต.....

Road

Kwaeng

Khet

จังหวัด..... รหัสไปรษณีย์.....

Province

Postal code

(2) เป็นผู้ถือหุ้นของบริษัท ตรินิตี้ 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. นายปัญญา เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 68 ปี อยู่บ้านเลขที่

10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 68 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

☐ 5. นายไพโรจน์ วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 65 ปี อยู่บ้านเลขที่

87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 65 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok or

☐ 6. นางชนิษฐา สรรพอาษา ตำแหน่ง กรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 61 ปี อยู่บ้านเลขที่ 55/14 ซอยสุขุมราช 1 ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท

Ms. Kanitha Subpa-Asa, Position Director (not an independent director), age 61 years, resides at 55/14 Soi Suparaj 1 Phaholyothin Rd., Kwang Samsennai, Khet Phayathai, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 14 ซึ่งกำหนดประชุมกันในวันที่ 27 เมษายน 2559 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิเวกไฮเต็ 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. 14 which will be held on April 27, 2016 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 13 เมื่อวันที่ 28 เมษายน 2558

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 13 on April 28, 2015.

☐ (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 2558

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2015.

☐ (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 2558

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2015.

☐ (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 2558

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2015.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐งดออกเสียง/Abstain

วาระที่ 4.2 เรื่อง พิจารณาและอนุมัติการจ่ายปันผลสำหรับปี 2558

Agenda Subject: To consider and approve dividend payment for the year 2015.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows:
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐งดออกเสียง/Abstain

วาระที่ 5.1 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ

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

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows:
- ☐ การแต่งตั้งกรรมการทั้งหมด / The appointment of all Directors
- ☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐งดออกเสียง/Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of certain Directors as follows:

1. ชื่อกรรมการ นายกัมปนาท โลหเจริญวินิช
Director Name Mr. Kampanart Lohacharoenvanich
☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐งดออกเสียง/Abstain
2. ชื่อกรรมการ นายภควัต โกวิทวัฒนพงศ์
Director Name Mr. Pakhawat Kovithvathanaphong
☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐งดออกเสียง/Abstain
3. ชื่อกรรมการ นายอภิชาติ อาภาภิรม
Director Name Mr. Abhichart Arbhabhirama
☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐งดออกเสียง/Abstain
4. ชื่อกรรมการ นายสุรัช สุขศรีวงศ์
Director Name Mr. Surachai Suksriwong
☐ เห็นด้วย/Approve ☐ ไม่เห็นด้วย/ Not approve ☐งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

1) พิจารณาและอนุมัติการจ่ายเงินบำเหน็จกรรมการประจำปี 2558

To consider and approve extra remuneration for the year 2015

- ☐ (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 2559

To consider and approve directors' remuneration for the year 2016

- ☐ (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 2559
Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2016

- ☐ (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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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 14 ในวันที่ 27 เมษายน 2559 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิริยเวโรจน์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 14 which will be held on April 27, 2016 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

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

ลงชื่อ.....ผู้มอบฉันทะ
 Signed Grantor
 (.....)
 วันที่/...../.....

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

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

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

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

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

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

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

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

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

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

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

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

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

All other general meeting are called "Extraordinary Meeting".

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Map of the meeting location

The Annual General Meeting of Shareholders No. 14
Trinity Watthana Public Company Limited
at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
Rama3 Road, Bangkok

