

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

**Notice of
the Annual General Meeting of Shareholders No. 21
on Wednesday April 26, 2023 at 2.00 p.m.
at the Meeting Room, 25th floor, Bangkok City Tower,
179 South Sathorn Road,
Kwang Thungmahamek, Khet Sathorn, Bangkok.**

TRINITY

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บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 016/2023

March 24, 2023

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 21

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 26, 2023 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok. The agenda of the meeting are as follows:

1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 20 on April 29, 2022.

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, 2022.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2022.

3. To consider and approve the audited financial position and income statements for the year ended December 31, 2022.

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, 2022.

4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2022.

4.1 To approve an appropriation of profit for the year 2022

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 8,963,504.

4.2 To approve dividend payment for the year 2022

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve no final dividend for the year 2022 and approve the interim dividend of Baht 0.175 per share paid on September 9, 2022 or at the payout ratio of 21.08% of net profit which does not comply with the Company's dividend policy since the subsidiary's securities business receivable of Baht 479 million had defaulted on payments of outstanding positions resulting from purchase orders made for shares of a listed company ("MORE") which was identified as potentially abnormal purchase and sale transactions and under the litigation process. The subsidiary has not recorded any allowance for expected credit losses related to the overdue securities business receivables mentioned above. For conservative and prudent, it is considered to wait for the progress of petition.

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. Abhichart Arbhahirama, 2) Mr. Nitiphon Chaisakulchai, 3) Prof. Dr. Arnat Leemakdej and 4) Mr. Charnchai Kongthongluck.

The Board of directors excluding the director who has interest in this matter consider appropriate for the Shareholders' meeting to re-elect all retiring directors to be directors for another term

since all of them are knowledgeable, competent and experienced and performed throughout the period and Mr. Abhichart Arbhabhirama and Prof. Dr. Arnat Leemakdej are also qualified as independent directors according to the company's definition of Independent Director.

5.2 To consider and approve the directors' remuneration

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge no directors' bonus for the year 2022 and approve the directors' remuneration for the year 2023 totaling of Baht 18,000,000, dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2023 extra remuneration not over Baht 12,500,000.

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 2023.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of EY Office Limited namely 1) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014 or 2) Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972 or 3) Ms. Pimjai Manitkajohnkit C.P.A. Registration No. 4521 or 4) Ms. Orawan Techawatanasirikul C.P.A. Registration No. 4807 or 5) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or 6) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872, of EY Office Limited as the Company's auditor for the year 2023 and to approve the audit fee for the Company at Baht 1,100,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 2,800,000 as proposed by the Audit Committee and authorize the board of directors to approve extra fee for the audit of digital assets which may be charged and report to the shareholders next meeting. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

7. To approve the amendment of Articles of Association of the Company

Board of Directors' opinion: To comply with the Public Company Act (no. 4) B.E.2565 effective on May 24, 2022 it is considered appropriate for the Shareholders' meeting to approve the amendment of Articles of Association of the Company no. 26, 34, 35, 36 and 38 by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter.

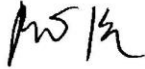
Voting rights: According to Section 107 of the Public Company Act and the Company's articles of association no.42, approval of amendment of Company's articles of association requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting and entitled to vote.

8. Other matters (if any)

The Company has fixed the Record Date for the right of shareholders to attend the Annual General Meeting of Shareholders No.21 on Wednesday, March 15, 2023.

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

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



(Mr. Pakhawat Kovithvathanaphong)
Chairman

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 20
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 29th April, 2022 at 2.00 p.m. at the Meeting room, 25th floor, 179 Bangkok City Tower, South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok.

Attendants

The Company closed the register book at 2.00 p.m. There were 16 shareholders present in person and 26 shareholders by proxies, altogether 42 shareholders, representing 96,743,308 shares or 45.12 percent from the total issued and paid up of 214,404,846 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

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

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

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 7, 2022 and required

shareholders to submit any proposal within February 14, 2022. However, there was no proposal submitted to the Company.

The Company Secretary reported that 10 of the 11 directors attended the meeting, accounting for 90.91% and introduced the directors, independent directors, management and external auditors attending the Meeting as follows:

Independent directors and audit committee

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

Independent director / non-executive directors

- | | |
|--------------------------------|---|
| 1. Mr. Nitipol Chaisakulchai | Member of Nomination and Compensation Committee |
| 2. Mr. Kanavuti Wattanateerach | Member of Nomination and Compensation Committee |
| 3. Mr. Sorayouth Prompoj | Independent Director |

Executive directors and management

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

Absent director

- | | |
|---|----------|
| 1. Professor Dr. Arnat Leemakdej | Director |
| Dr. Arnat absent since he had an appointment to take vaccine. | |

Representative of external auditor (EY Company Limited)

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

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

The Company's articles of association regarding the shareholders' meeting and the voting could be examined from the attachment 4 (page 40-42) of the notice of the meeting.

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

1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 19 held on 23rd April, 2021

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 19 held on 23rd April 2021, 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. 19 held on 23rd April 2021 be adopted. Details of the voting were as follows:

Approved 96,743,308 votes equivalent to 100%
No abstained, no objection and no voided ballot.

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

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

Mr. Charnchai reported that due to the fact that the epidemic situation of the COVID-19 virus still remained for the second year, governments around the world maintain liquidity injection measures and economic stimulus measures, and the easing of monetary policy signals by the Fed and ECB, Excess money flew into the capital markets, especially risky assets including both equity and commodities. The Thai stock market in 2021 increased by 14.4 percent. The stock market index at the end of December closed at 1,658 points increased from 1,449 points at the end of 2020. From the aforementioned factors, the average daily trading volume for the whole year was Baht 93,846 million, an increase from Baht 68,607 million from the year 2020, or increased by 36.7%. The Company market share in 2021 is 0.96% decreased from 1.05% in 2020.

In 2021, retail investors play a much bigger role. The retail investor's share trading ratio is 46.5 percent from 43.7 percent in 2020. Foreign investors accounted for 37.5 percent this year, increasing from 35.9 percent in 2020. While other types of investors have a decreased share of trading. Proprietary trading accounts decreased to 9.4 percent from 10.5 percent in 2020. Domestic institutional investors decreased to 6.6 percent from 9.9 percent in 2020.

The trading volume in Thailand Futures Exchange Plc. (TFEX) had 135 million contracts in 2021 increased from 120 million contracts in 2020. In 2021 single stock futures was highest popular product for trading with 52%. The second popular product was SET50 Index futures with 35% of total trading. The Company's market share in TFEX was 0.25%, falling from 0.37% in 2020. This fall was mainly due to price competition.

The main group of TFEX investors is still retail investors. In 2021, the share of all types of investors were not different much from year 2020.

In managing private funds, even though the SET has been very volatile due to the COVID-19 situation, the total asset value increased from 3,965 million baht at the end of 2020 to 4,678 million baht at the end 2021 or 18% increase in value from 2020 from the increasing of investment from both existing clients and new clients. The private fund return was 5.66% in 2021 which was lower than SETTRI.

In addition to investing in the country, the company also provides overseas investment options for its clients through the following funds:

- 1) "Trinity Asian Private Fund", a private fund that invest in the Asian market (excluding Japan), which yielded 25.2 percent from inception until the end of 2021, with total assets increased from \$8.61 million at the end of 2020 to \$14.9 million at the end of 2021 or increase 72.7% from the new investment from both existing clients and new clients.
- 2) Vietnamese Fund SSISCA, a fund managed by one of the largest asset management companies in Vietnam, namely SSI Asset management Limited Company. With the fund being Vietnamese, it is possible to invest without paying a premium when investing in stocks subject to Foreign Ownership Limit (FOL). At the end of the year, the fund value is Baht 441 million, increased from Baht 307 million in 2020, representing an increase of 43.5%. The Fund return was 49.9% which is higher than its benchmark.

In 2021, the Investment Banking Department of Trinity Securities Co., Ltd. has served as a financial advisor for listing 3 companies on the stock exchange and also issuing and selling debentures for 7 companies.

The company also emphasizes importance to ethical management in accordance with the practice of good corporate governance. The company was assessed by the Thai Institute of Directors Association for the Corporate Governance of Listed Companies for the year 2021. It was a listed company that received a rating of "Excellence" in accordance with the ASEAN CG Scorecard standard. The 2021 shareholders' meeting by the Thai Investors Association has been consistently rated as "Excellent".

Since the Company has been certified from the Private Sector Collective Action Coalition Against Corruption (CAC) Committee as one of the members of the CAC in 2015 and renewed the member status with the CAC in 2018. In 2021 the Company submitted the application to renew the member status. This represented that the Company anti-corruption policy be implemented at all level from the Company thru the subsidiaries.

The Company's performance by quarter in 2021 mirrored the fluctuations in SET condition. The Company's total revenue was Baht 1,008 million compared to Baht 717 million in 2020, or increased by 40.59%. The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 702 million in 2021 compared to Baht 562 million in 2020. Thus, the Company's profit before tax in 2021 was Baht 306 million which was increased from Baht 156 million in 2020 or increased by 96.71% whereas net profit was Baht 250 million in 2021 increased from Baht 130 million in 2020 or increased by 91.75%. Return on Equity increased from 8.21% to 14.92%.

The Company's major income derived from the following:

- Brokerage commission fee increased from Baht 257 million to Baht 357 million, or by 39%, due from the increase of retail investors' turnovers when compared to those of year 2020.
- Net gain on investment of Baht 178 million increased from net gain of Baht 146 million in 2020, or increased by 23%.
- Fees and service income increased from Baht 95 million in 2020 to Baht 118 million or increased by 24% from increase in underwriting fee.
- Interest income from margin loan increased from Baht 83 million to Baht 130 million or increased by 56% due to the increase in margin loans during the year.
- Interest income increased from Baht 96 million to Baht 119 million in 2021 resulted from the increase in interest income from loans to others from Baht 93 million to Baht 111 million in 2021.
- Advisory fee increased from Baht 17 million to Baht 66 million in 2021 from the advisory for listing the securities and the financial restructuring business.

The expenses which had significant changes were as follows:

- Personnel expenses in 2021 amounted to Baht 458 million which was increased from Baht 360 million in 2020, or by 27%. This increase was varied in relation to the overall operations.
- Fee and services expense increased from Baht 55 million in 2020 to Baht 65 million or by 18% in relation to the increase in trading volume in 2021.
- Financial expenses in 2021 amounted to Baht 86 million which was increased from Baht 60 million or by 43%. This increase varied in relation to the increase in borrowings for settlement, margin loans, and other loans.

Details of 2021 operating results had been presented in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders' meeting.

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

Should there be no any question, Mr. Charnchai concluded that the Meeting acknowledge the Company's operating results for 2021.

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

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

Ms. Suwanee then presented the details of the financial statements for the year ended December 31, 2021. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- The total assets of Baht 6,412 million at the end of year 2021 increased from Baht 5,043 million at the end of year 2020 due to the increase in current assets from Baht 4,517 million to Baht 5,881 million. Whereas the Company's total liabilities were Baht 4,656 million compared to the total liabilities of Baht 3,446 million at the end of 2020 due to the increase in current liabilities from Baht 2,839 million to Baht 3,884 million.
- The main assets comprised of the increase in receivables from securities and derivatives business from Baht 2,405 million at the end of 2020 to Baht 3,660 million at the end of 2021 and the increase in loans to others from Baht 1,082 million at the end of 2020 to Baht 1,204 million.
- The main liabilities comprised of borrowings for both settlement and margin loans amounted to Baht 3,815 million compared to Baht 2,853 million in 2020 which included short-term borrowings of Baht 3,199 million and long-term debentures amounted to Baht 616 million.
- The Company's shareholders' equity was Baht 1,756 million compared to Baht 1,597 million at the end of 2020. The Company capital increased from the exercise of warrants amounted to Baht 78 million. The Company and subsidiaries' earnings was amounted to Baht 250 million in 2021. But the Company paid final cash dividends from operating results in 2020 in the amount of Baht 107 million and 2021 interim dividend amounted to Baht 54 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. Suwanee asked the Meeting whether there were any questions.

Should there be no any question, Ms. Suwanee then proposed the Meeting to approve the financial position and income statements for the year ended December 31, 2021.

Resolved It was unanimously resolved that the financial position and income statements for the year ended December 31, 2021 be approved. Details of the voting were as follows:

Approved 96,743,308 votes equivalent to 100%
No abstained, no objection and no voided ballot.

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2021

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

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

Mr. Charnchai reported that according to Section 116 of the Public Company Act B.E. 2535 (1992), the Company was required to appropriate a portion of net profit as legal reserve at a rate of not less than 5.0 percent of net profit for the year after deducting the forwarded retained loss (if any) until the total amount of the legal reserve was not less than 10.0 percent of registered capital. In 2021, the Company's net profit in the separate financial statements was Baht 250,143,832. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 12,507,192 for the year 2021. After the appropriation of profit, legal reserve was Baht 91,634,459.

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

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

Resolved It was unanimously resolved that the Meeting approve the appropriation of profit as legal reserve amounted to Baht 12,507,192. Details of the voting were as follows:

Approved 96,743,308 votes equivalent to 100%
No abstained, no objection and no voided ballot.

4.2 To consider and approve the dividend payment for the year 2021

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

Mr. Charnchai reported that the company's dividend payout policy has been set at no less than 50% of consolidated net profit and no more than the unappropriated retained earnings of the separate financial statements. Record of dividend payments for the year 2018 to 2020, the net profit and unappropriated retained earnings for the year 2021 were presented in the notice of the meeting. Net consolidated profit was Baht 250 million and retained earnings of the separate financial statements was Baht 300 million.

The board of directors proposed the Meeting to approve final dividend payment for the year 2021 at Baht 1.00 per share or at the payout ratio of 85.71% of net consolidated profit, which is in accordance with the dividend policy of the Company. The Company paid for interim dividend at Baht 0.25 per share on September 10, 2021. The final dividend will be paid at Baht 0.75 per share out of the profit after 20% corporate income tax. The Company's dividend yield was 11.11% of the market price as of December 31, 2021 at Baht 9 per share.

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

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

Resolved It was unanimously resolved that the Meeting approve the dividend for the year 2021 at Baht 1.00 per share. The record date of the entitled shareholders who will receive the 2021 fiscal year dividend was on March 28, 2022; payable on May 18, 2022. Detail of votes were as follows:

Approved 96,743,308 votes equivalent to 100%
No abstained, no objection and no voided ballot.

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

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

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

Dr. Panja informed the Meeting that in accordance with the Company's Articles of Association, one-third of the Company's directors must retire. The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 14, 2022. 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. Pakhawat Kovithvathanaphong | Position | Chairman |
| 2) Mr. Pairote Varophas | Position | Independent Director / member of Audit committee |
| 3) Mr. Sorayouth Prompoj | Position | Independent Director |

4) Mr. Kanavuti Wattanateerach Position Director and member of Nomination and Compensation Committee

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

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

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, has carefully considered the credentials of the retiring directors and deems appropriate to propose the meeting to re-elect the retiring directors to become the Company's directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally, they do not possess any business in conflict with the Company. Mr. Pairote Varophas and Mr. Sorayouth Prompoj are also qualified as independent directors according to the company's definition of Independent Director and even Mr. Pairote Varophas has been the Company's director for 20 years and Mr. Sorayouth Prompoj has been the Company's director for 4 years but they still always gave their opinion freely and had full understanding of the securities business. To re-elect both of the independent directors, Mr. Pairote Varophas will be the Company's director for 23 years and Mr. Mr. Sorayouth Prompoj will be the Company's director for 7 years.

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

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

Dr. Panja reported to the Meeting that at 2.30 p.m. there were 3 additional shareholders presented, therefore 19 shareholders presenting in person and 26 shareholders by proxies, altogether 45 shareholders, representing 96,930,522 shares or 45.21 percent from the total issued and paid up shares.

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

No.	Name List	Approved (no. of votes, %)	Disapproved (no.of votes, %)	Abstained* (no. of votes, %)	Voided Ballot (no. of votes, %)
1	Mr.Pakhawat Kovithathanaphong	96,930,522 (100.00%)	0 (0.00%)	-	-
2	Mr.Pairote varopas	96,930,410 (99.9999%)	112 (0.0001%)	-	-
3	Mr.Sorayouth Prompoj	96,930,522 (100.00%)	0 (0.00%)	-	-
4	Mr.Kanavuti Wattanateerach	96,930,522 (100.00%)	0 (0.00%)	-	-

It was resolved by majority votes that the Meeting re-elect the four retiring directors to become the Company's directors for another term. Mr. Pairote Varophas and Mr. Sorayouth Prompoj are also qualified as independent directors according to the company's definition of Independent Director

5.2 To consider and approve the directors' remuneration

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

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

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

1) To acknowledge extra remuneration for the year 2021

Pursuant to the resolution of the annual general meeting of shareholders no. 19 approval of the budget for 2021 extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors, the Nomination and Compensation Committee had considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration, which were presented in the notice of the meeting. The Company's income for the year 2021 was Baht 1,008 million increased from Baht 717 million for the year 2020, or increased by 40.59% and net profit 250 million which increased from that of 2020 by 92.31%. Whereas dividend payment to shareholders for the year 2021 increased to Baht 1.00 per share from Baht 0.50 per share in 2020 or increased by 100%.

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to approve the payment of bonus not over Baht 9,500,000 increased by 26.67%.

Dr. Panja informed the Meeting that this agenda is to report the Meeting for the extra bonus for the year 2021 and no voting was required. Then he asked the Meeting whether there were any questions.

Should there be no question, Dr. Panja concluded that the Meeting acknowledge the extra bonus for the year 2021 as proposed.

2) To approve director remuneration for the year 2022

For the year 2022, the board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the Meeting to approve the director remuneration totaling of Baht 18 million increased from Baht 15.5 million in 2021, dividing into the following categories:

2.1) Director monthly remuneration for the year 2022 shall not exceed Baht 5.5 million in aggregate, payable monthly at the same rate as in 2021, divided as follows:

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

2.2) An extra remuneration for the year 2022 not over Baht 12.5 million which will be reserved in the 2022 income statement and be considered and allocated by the board of directors.

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

Dr. Panja proposed that the Meeting consider to approve director remuneration for the year 2021 totaling of Baht 18 million, dividing into monthly remuneration and meeting allowance of Baht 5.5 million per annum and extra remuneration not over Baht 12.5 million which will be considered and allocated by the board of directors. The Meeting with more than two-thirds of the total entitled votes and directors who were shareholders entitled to votes or abstained from voting.

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

Resolved It was resolved by majority votes that the Meeting approve director remuneration for the year 2022 totaling of Baht 18,000,000, dividing into monthly remuneration of Baht 5,500,000 per annum and extra remuneration not over Baht 12,500,000 which will be considered and allocated by the board of directors. Detail of votes were as follows:

Approved 96,930,522 votes equivalent to 100%
No abstained, no objection and no voided ballot.

6. To consider and appoint a new director

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

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

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

The board of directors has deemed appropriate to propose the Meeting to increase a new director to reflect the proportion of shareholding of the Company and with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, the Board of directors consider appropriate to propose the Meeting to appoint Mr. Udomsak Rojviboonchai, who is knowledgeable, competent and expertise in financial institution and capital market, as a new director. Information on the proposed director is illustrated in the notice of the meeting page 27-28.

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

Resolved It was unanimously resolved that the Meeting approve an additional director to reflect the proportion of shareholding of the Company and also appoint Mr. Udomsak Rojviboonchai as a new director. Detail of votes were as follows:

Approved 96,930,522 votes equivalent to 100%
No abstained, no objection and no voided ballot.

7. To consider and approve the appointment of auditors and audit fee for the year 2022

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

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

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

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

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 900,000 increased from the 2021 audit fee by Baht 100,000. The aggregate audit fee for the services to the group companies in aggregate of Baht 2,600,000.

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

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

Resolved It was resolved by majority votes that the Meeting appoint EY Office Limited with the above list of auditors as the auditor for the year 2022 and to approve the audit fee for the Company at Baht 900,000. Details of the voting were as follows:

Approved 96,930,522 votes equivalent to 100%
No abstained, no objection and no voided ballot.

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

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

Mr. Charnchai informed the Meeting that reference to the resolution of the Shareholders' Meeting no. 19 dated April 23, 2021, the Meeting approved the issuance and offering of the Debentures in the principal amount of not more than 3,000 million. With the consideration of liquidity in money market coupled with acceptable range of interest rate, and the Group's plan to develop more business in credit balance, short-term loans, and direct investment in potential business etc., the Company found it deemed appropriate to finance the expansion by issuing and offering debentures. Therefore, the board of directors has deemed appropriate to propose the Meeting to approve the increase of issuance and offering of the Debentures in the principal amount from not more than Baht 3,000 million to Baht 5,000 million. Detail of the issuance and offering of debentures had been presented in the notice of the meeting page 19-20.

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

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

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

Resolved It was unanimously resolved which was more than 3/4 of total entitled votes that the Meeting approve the issuance and offering of the Debentures in the principal amount of not more than Baht 5,000 million, and authorize the Company's Board of Directors or Chief Executive Officer or any designated person to determine and execute the issuance and offering of the debentures. Detail of votes were as follows:

Approved 96,930,522 votes equivalent to 100%
No abstained, no objection and no voided ballot.

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

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

Closed at 3.15 p.m.

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

Ms. Suwannee Limpanavongsaen : Company Secretary



**Additional Information for Shareholders to Consider and Approve
the Agenda of the Annual General Meeting of Shareholders No. 21**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 20 on April 29, 2022.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 20, 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. 20 on April 29, 2022.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2022.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2022. Copy of the Annual Report has been sent to the shareholders together with the notice of the meeting in the QR Code format at the upper left side of the document.

The board of directors has reviewed the report and proposed the Meeting to acknowledge the operating results for the year 2022.

- 3. To consider and approve the audited financial position and income statements for the year ended December 31, 2022.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2022 which have been audited and certified by the auditor. The board of directors and the audit committee have considered the audited statements and auditor's report. The board of directors and the audit committee have given opinion in the board of directors responsibility report and the audit committee report. Details of the Company's financial statements and related reports are in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting in the QR Code format at the upper left side of the document.

The board of directors has reviewed such details and proposed the Meeting to approve the audited financial position and income statements for the year ended December 31, 2022.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2022.**

4.1 To approve no appropriation of profit to legal reserve for the year 2022

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 2022 reported net profit of Baht 178,397,102, the Company is required to appropriate profit to legal reserve of Baht 8,963,504. The legal reserve were Baht 100,597,963.

The board of directors has reviewed and proposed the Meeting to approve an appropriation of profit Baht 8,963,504 to legal reserve.

4.2 To approve dividend payment for the year 2022

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 2019 to 2021 and the net profit and unappropriated retained earnings for the year 2021 were as follows:

	Year 2019	Year 2020	Year 2021	Year 2022
Net Profit as per consolidated financial statements	96,737,460	130,447,354	250,143,832	178,397,102
Retained Earnings before dividend payout (as per separated financial statements)	213,701,154*	224,821,481*	300,193,197*	275,071,098*
Dividend - % to net profit	90.60	82.18	85.71	To be approved by shareholders
- Baht per share	0.44	0.50	1.00	
- Baht	87,640,197	107,201,723	214,404,846	

Remarks: * Include other components in the shareholders' equity

Since the subsidiary's securities business receivable of Baht 479 million had defaulted on payments of outstanding positions resulting from purchase orders made for shares of a listed company ("MORE") which was identified as potentially abnormal purchase and sale transactions and under the litigation process. The subsidiary has not recorded any allowance for expected credit losses related to the overdue securities business receivables mentioned above in order not to have an adverse affect on the case under which the Company has filed the complaint alleging fraudulent conduct in accordance with the legal advisor's opinion. The management believe that there is a high probability that this transaction will be cancelled and treated as if it had never occurred. The overdue amount is expected to be fully reimbursed from assets totaling Baht 4,470.87 million with interest thereon, which are seized in accordance with the court order for total loss of all securities companies who filed a complaint alleging fraudulent conduct. For conservative and prudent, it is considered to wait for the progress of petition.

The board of directors has deemed appropriate to propose the Meeting to approve no final dividend payment for the year 2022 and approve the interim dividend of Baht 0.175 per share paid on September 9, 2022.

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

5.1 To appoint new directors to replace the retiring directors

Information for considerations:

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

- | | | |
|--------------------------------|----------|--|
| 1) Mr. Abhichart Arbhabhira | Position | Independent Director/ Chairman of the Audit Committee/ Member of Nomination and Remuneration Committee |
| 2) Mr. Nitiphon Chaisakulchai | Position | Director/member of Nomination and Compensation Committee |
| 3) Prof. Dr. Arnat Leemakdej | Position | Director |
| 4) Mr. Charnchai Kongthongluck | Position | Director/Chief Executive Officer |

The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 14, 2023. However, there was no proposal of director nomination submitted to the Company Secretary.

The Nomination and Compensation Committee, excluding the director no.1) and 2) who have interest in this matter, has considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non-conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent directors as set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors are illustrated in Exhibit 1. Mr. Abhichart Arbhabhira and Mr. Prof. Dr. Arnat Leemakdej are qualified as independent directors according to the company's definition of Independent Director.

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, has carefully considered the credentials of all retiring directors and resolved that the retiring directors' qualifications are in compliance with the Company's selection criteria, Public Company Act and the office of Securities and Exchange Commission and the Stock Exchange of Thailand guidelines. All of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they do not possess any business in conflict with the Company. Mr. Abhichart Arbhabhira has been the Company's member of audit committee for 18 years since August 2003 and he had the full understanding of the securities business.

The board of directors deems appropriate to propose the Meeting to re-elect all retiring directors to become the Company's directors for another term. Mr. Abhichart Arbhabhira and Mr. Prof. Dr. Arnat Leemakdej are also qualified as independent directors according to the company's definition of Independent Director. Mr. Abhichart Arbhabhira has been appointed as an independent director for 18 years and he has expressed his opinion freely and fully understood the securities business which its rules and regulations has been changed throughout the period.

5.2 To approve director remuneration

Information for considerations:

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

The board of directors proposes the Meeting to acknowledge no bonus as extra remuneration for the year 2022 and consider the remuneration for the year 2023 as follows:

1) To acknowledge no extra remuneration for the year 2022

Pursuant to the resolution of the annual general meeting of shareholders No. 20 approval of 2022 budget for extra remuneration not over Baht 12,500,000, the Nomination and Compensation Committee has considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's remuneration comparison for the year 2019-2021 as follows:

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

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered according to the criteria set out above. The Company's income for the year 2022 was Baht 831 million decreased from that of 2021 by 17.53% and net profit was Baht 178.40 million which was lower than that of 2021 by 28.68%. However, no additional dividend payment to the Shareholders was proposed according to the agenda no. 4.2, therefore the board of directors approved no extra bonus for the year 2022.

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

2) To approve director remuneration for the year 2023

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 2023 totaling of Baht 18,000,000 with other benefits in form of insurance, dividing into the following categories:

2.1) Monthly director fee / allowance for the year 2023 shall not exceed Baht 5.5 million at the same amount as in 2022, divided as follows:

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

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

2.2) Budget for the year 2023 as an extra remuneration not over Baht 12.5 million same as proposed in 2022 which shall be reserved in the 2023 income statement. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.

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

6. To consider and appoint the Company's auditor and approve audit fee for the year 2023

Information for considerations:

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

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

The auditor no. 1) has signed as the Company's auditor for three years since 2020. The proposed auditors have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2022, 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 2021	Year 2022	Year 2023
Trinity Watthana Plc.	800,000	900,000	1,100,000
Subsidiaries	1,700,000	1,700,000	1,700,000
Other fees	-	-	-
Total	2,500,000	2,600,000	2,800,000

Remark: In case of investment in digital assets, the extra audit fee may be additional charged.

The audit committee considered that the auditor had conducted the audit for the year 2022 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 1,100,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 2,800,000 as proposed by the Audit Committee. In addition, The board of directors considered and proposed the Meeting to authorize the board of directors to approve extra fee for the audit of digital assets which may be charged and report to the shareholders next meeting.

7. To approve the amendment of Articles of Association of the Company

Information for considerations:

To comply with the Public Company Act (no. 4) B.E.2565 effective on May 24, 2022 it is considered appropriate for the Shareholders' meeting to approve the amendment of Articles of Association of the Company no. 26, 34, 35, 36 and 38 by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter.

Current	Proposed for Amendment
<p>Article 26 In calling a meeting of any kind of board of directors including physical meeting or via the teleconference through electronic devices, the chairman of the board or a person authorized by the chairman of the board shall send a written notice calling for a such meeting to the directors not less than seven (7) days prior to the date of the meeting. Unless necessary and urgent or to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen. The notice of the meeting or any documents shall be sent through the electronic means to directors.</p> <p>In case of necessity not less than two (2) directors could request to have a meeting by specifying the agendas and reason for proposing agendas, the Chairman shall set the meeting date within fourteen (14) days from the date of receipt of such request.</p>	<p>Article 26 In calling a meeting of any kind of board of directors including physical meeting or via the teleconference through electronic devices, the chairman of the board or a person authorized by the chairman of the board shall send a written notice calling for a such meeting to the directors not less than three (3) days prior to the date of the meeting. Unless necessary and urgent or to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen. The notice of the meeting or any documents shall be sent through the electronic means to directors who wish or consent given to the Company or the Board of Directors to receive by electronic means.</p> <p>Unless necessary or to preserve the rights or benefits of the company, not less than two (2) directors could request to have a meeting by specifying the agendas and reason for proposing agendas, the Chairman shall set the meeting date within fourteen (14) days from the date of receipt of such request.</p> <p>In case that the Chairman does not call such meeting within the period specified in the second paragraph, the Directors who have submitted the request may call the meeting by themselves within fourteen (14) days from the lapse of the period referred in the second paragraph.</p> <p>If the Chairman is not present or is unable to perform his/her duties, the Vice-Chairman shall act as the presiding Chairman to call the Board of Directors' meeting. In case of no Vice-Chairman with any reasons, not less than two (2) directors shall call the meeting.</p>
<p>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.</p>	<p>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 or be held by an electronic meeting.</p>
<p>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 meetings are called "Extraordinary Meeting".</p> <p>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.</p>	<p>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 meetings are called "Extraordinary Meeting".</p> <p>The Board of Directors may summon extraordinary meeting whenever they think fit. In case shareholders holding shares not less than ten(10) percent of the total number of paid up shares may jointly submit their names in one 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.</p> <p>In case that the Board of Directors does not hold such meeting within the period specified, the shareholders who have submitted the request may hold the meeting by themselves within forty-five (45) days from the lapse of the specified period. In regard to the notice of a meeting, the shareholders may send through the electronic means to shareholders who wish or consent given to the Company or the Board of Directors to receive by electronic means.</p>

Current	Proposed for Amendment
<p>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.</p> <p>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.</p>	<p>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.</p> <p>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.</p> <p>In calling a shareholder meeting, the Board of Directors shall prepare a notice of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case maybe, including the related opinions of the Board of Directors. The said notice shall be delivered to the shareholders and the Registrar in advance not less than seven (7) days prior to the date of the meeting. In regard to delivering the notice of a meeting to shareholders, the notice of the meeting can be delivered through the electronic means to shareholders who wish or consent given to the Company or the Board of Directors to receive by electronic means.</p> <p>The notice of the meeting shall be also published in a newspaper or electronic press for not less than three (3) days prior to the meeting date.</p>
<p>Article 38 In any shareholders’ meeting, a shareholder may appoint a proxy to present him/her at the meeting and vote on his/her behalf. A proxy form shall be made in writing and signed by the shareholder who appoints the proxy in accordance with the rule prescribed by the Registrar under the public limited companies law. Such form shall be submitted by the proxy to the Chairman or his/her designated person at the meeting venue before the proxy attends the meeting. The proxy form contains at least the following particulars:</p> <ol style="list-style-type: none"> a) The number of shares held by the shareholder; b) The name of the proxy; and c) The meeting at which the proxy is appointed to attend and vote 	<p>Article 38 In any shareholders’ meeting, a shareholder may appoint a proxy to present him/her at the meeting and vote on his/her behalf. A proxy form shall be made in writing and signed by the shareholder who appoints the proxy or may submit an electronic proxy appointment that is secure and reliable in accordance with the rule prescribed by the Registrar under the public limited companies law. Such form shall be submitted by the proxy to the Chairman or his/her designated person at the meeting venue before the proxy attends the meeting. The proxy form contains at least the following particulars:</p> <ol style="list-style-type: none"> a) The number of shares held by the shareholder; b) The name of the proxy; and c) The meeting at which the proxy is appointed to attend and vote

Biographies of Directors proposed for re-appointment

1) **Name** Mr. Abhichart Arbhahirama

Age 76

Directorship Independent Director/ Chairman of the Audit Committee/ Member of Nomination and Remuneration Committee

Education Bachelor of Laws Thammasat University

Director training course The Thai Bar - Institute of Legal Education
Corporate Governance for Capital Market Intermediaries (CGI)

Terms of Directorship 18 years since Aug 25, 2004 and the latest nomination on April 20, 2020



Current Position of Director/Executive

- **Listed Companies and their affiliates** (2 Companies)

2016 - Present	Independent Director/ Chairman of the Audit Committee/ Member of Nomination and Remuneration Committee	Trinity Watthana Plc.
2004 - 2016	Independent Director/ Member of the Audit Committee / Member of Nomination and Remuneration Committee	
2005 - Present	Chairman of the Audit Committee	Trinity Securities Co., Ltd.
- **Other listed companies** -None-
- **Non-listed Companies** -None-

Occupation Lawyer and Legal Counsel

No. of shares holding in The Company -None-

No. of meeting attended in 2022

Board of Directors	10 meetings (10 / 10 meetings)
Audit Committee	5 meetings (5 / 5 meetings)
Nomination and Compensation Committee	5 meetings (5 / 5 meetings)

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

2) **Name** Mr. Nitipon Chaisakulchai

Age 59

Directorship Director/member of Nomination and Compensation Committee

Education Doctor of Medicine, Chulalongkorn University

Director training course Directors Certification Program (DCP) #218/2016, Thai Institution of Directors

Terms of Directorship 8 years since July 2, 2015 and the latest nomination on April 20, 2020



Current Position of Director/Executive

- **Listed Companies and their affiliates** (1 Companies)

2015 - Present	Director / Member of Nomination & Remuneration Committee	Trinity Watthana Plc.
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- **Other listed companies** -None-
- **Non-listed Companies** (5 Companies)

2002 – Present	Director	Nitipon Clinic Co., Ltd.
2014 – Present	Chairman	Nitipon International Group Co., Ltd.
2015– Present	Director	Nitipon International Distribution Co., Ltd.
2019 – Present	Director	Kanisara Co.,Ltd
2019 – Present	Director	Chanapattana Co.,Ltd

Occupation Business Executives

No. of shares holding in the Company 14,177,125 shares or 6.61% as at December 31, 2022

No. of meeting attended in 2022

Board of Directors	10 meetings (10 / 10 meetings)
Nomination & Compensation Committee	5 meetings (5 / 5 meetings)

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

3) **Name** Prof. Dr. Arnat Leemakdej
Age 54
Directorship Director
Education -Ph.D. (Joint Doctoral Program in Business Administration-JDBA) Chulalongkorn, Thammasat and NIDA, Major in Finance.
 -Master of Arts in Economics. (English Program) Thammasat University.
 -Bachelor of Economics. (Second Class Honor) Chulalongkorn University.



Director training course Leader Program #27, Capital Market Academy

Terms of Directorship 2 years since April 25 , 2021 and the latest nomination on April 25, 2021

Current Position of Director/Executive

<ul style="list-style-type: none"> ● Listed Companies and their affiliates (1 companies) ● Other listed companies ● Non-listed Companies And Other organizations (8 companies) 	<p>2021 - Present Director</p> <p>-None-</p> <p>2020- Present Chairman of the Audit Committee</p> <p>2020- Present Chairman of the Audit Committee</p> <p>2015-Present Director</p> <p>2016-Present Director</p> <p>Dec2022- Present Independent Director</p> <p>1998-Present Professor</p> <p>2018-Present Director</p> <p>2019- Present Advisor</p>	<p>Trinity Watthana Plc.</p> <p>Chubb Life Assurance Plc.</p> <p>Mith-Mitree Medical Co.,Ltd.</p> <p>Parkprop Co.,Ltd.</p> <p>Velopark Co.,Ltd.</p> <p>T.Man Pharma Co.,Ltd.</p> <p>Faculty of Commerce and Accountancy, Thammasat University</p> <p>Intellectual Property and Incubation Center, Thammasat University.</p> <p>Internal Security Operations Command: ISOC, Region 4</p>
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Occupation Professor

No. of shares holding in the Company -None-

No. of meeting attended in 2022 Board of Directors 9 meetings (9 / 10 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. Charnchai Kongthongluck	
	Age	62	
	Directorship	Director/Chief Executive Officer	
	Education	Master of Accounting – Thammasat University	
	Director training course	Directors Certification Program (DCP), Thai Institution of Directors TLCA Executive Development Program (EDP2) Corporate Governance for Capital Market Intermediaries-CGI (Exclusive 2014), by IOD & SEC	
	Terms of Directorship	13 years since January 6, 2010 and the latest nomination on April 20, 2020	

Current Position of Director/Executive

• Listed Companies and their affiliates (8 Companies)	2009 – Present	Director	Trinity Watthana Plc.
	2016 – Present	Chief Executive Officer	
	2001 – Present	Director / President	Trinity Securities Co., Ltd.
	2016 – Present	Director	Trinity Advisory 2001 Co.,Ltd.
	2017 – Present	Director	Trinity Intelligence Plus Co., Ltd.
	2018 – Present	Director	Trinity One Co., Ltd.
	2020 – Present	Director	Asset Back Holdings Co., Ltd.
	2020 – Present	Director	Con Do It Management Services Co., Ltd.
	2019 – Present	Director	Tree Money Holding Co., Ltd.
	• Other listed companies	-None-	
• Non-listed Companies (6 Companies)	2019-Present	Director	ASCO Business Promotion
	2020-Present	Director	TSFC Securities Public Company Limited Co., Ltd.
	2021-Present	Director	Trikoon 2021 Co., Ltd.
	2010-Present	Vice Chairman	Association of Thai Securities Companies
	2012-Present	Chairman	Future Industry Club
Feb2022-Present	Vice Chairman	The Thai Bond Market Association	

Occupation Business Executives

No. of shares holding in the Company 1,020,000 shares or 0.48% as at December 31, 2022

No. of meeting attended in 2022 Board of Directors 10 meetings (10 / 10 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. 21 of Trinity Watthana Plc.
On Friday of April 26, 2023, 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 26, 2023.

2. Shareholders attend the Meeting

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

3. Proxy

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

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

- 1) Dr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 75 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 71 years, resides at 87 Soi Ladprao 102, Kwang Plubpla, Khet Wangthonglang, Bangkok.
- 3) Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 73 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Khlong Tan Nuea, Watthana, 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..... ถนน.....
I/We Nationality Residing at No. Road

แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์.....
Kwaeng Khet Province Postal code

(2) เป็นผู้ถือหุ้นของบริษัท ทริเน็ต วัฒนา จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้น..... หุ้น
being a shareholder of Trinity Watthana Public Company Limited, holding shares in total

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights

votes divided as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Common share shares with voting rights votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Preferred share shares with voting rights votes

(3) ขอมอบฉันทะให้ 1. อายุ.....ปี อยู่บ้านเลขที่..... ซอย.....
wish to appoint Age years Residing at No. Soi

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
Road Kwaeng Khet Province Postal code or

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

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
Road Kwaeng Khet Province Postal code or

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

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
Road Kwaeng Khet Province Postal code or

4. ดร. ปัญญา เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 75 ปี อยู่
บ้านเลขที่ 10 ซอยอินทามระ 40 แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือ

Dr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 75 years,
resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

5. นายไพโรจน์ วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 71 ปี อยู่
บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 71 years,
resides at 87 Soi Ladprao 102, Kwang Plubpla, Khet Wangthonglang, Bangkok or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 73 ปี อยู่บ้านเลขที่
26/3 ซอยสุขุมวิท 61 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 73 years, resides at 26/3 Soi
Sukhumvit 61, Sukhumvit Road, Kwang Khlong Tan Nuea, Watthana, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 21 ซึ่งกำหนดประชุมกันในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารบางกอกซิตีทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one person to be my/our proxy to attend and cast votes on my/our behalf at the Annual General Meeting of Shareholders No. 21 which will be held on April 26, 2023 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signed Grantor

(.....)

วันที่/...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Grantee

(.....)

วันที่/...../.....

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะแบบ ข.

Proxy Form B

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

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

I/We

Nationality

Residing at No.

Road

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

Kwaeng

Khet

Province

Postal code

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

being a shareholder of Trinity Watthana Public Company Limited, holding

shares in total

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights

votes divided as follows:

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Common share

shares with voting rights

votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Preferred share

shares with voting rights

votes

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

wish to appoint

Age

years

Residing at No.

Soi

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

Road

Kwaeng

Khet

Province

Postal code

or

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

Age

years

Residing at No.

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

Road

Kwaeng

Khet

Province

Postal code

or

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

Age

years

Residing at No.

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

Road

Kwaeng

Khet

Province

Postal code

or

4. ดร. ปัญจะ เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 75 ปี อยู่บ้านเลขที่ 10 ซอยอินทามระ 40 แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือ

Dr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 75 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

5. นายไพโรจน์ วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 71 ปี อยู่บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 71 years, resides at 87 Soi Ladprao 102, Kwang Plubpla, Khet Wangthonglang, Bangkok.

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 73 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 73 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Khlong Tan Nuea, Watthana, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 21 ซึ่งกำหนดประชุมกันในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารบางกอกซิตี้ทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one person to be my/our proxy to attend and cast votes on my/our behalf at the Annual General Meeting of Shareholders No. 21 which will be held on April 26, 2023 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 20 เมื่อวันที่ 29 เมษายน 2565

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 20 on April 29, 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2022.

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2565

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 4.1 เรื่อง พิจารณาและอนุมัติการจัดสรรกำไรเป็นเงินสำรองตามกฎหมายสำหรับปี 2565

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 4.2 เรื่อง พิจารณาและอนุมัติการจ่ายปันผลสำหรับปี 2565

Agenda Subject: To consider and approve dividend payment for the year 2022.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 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 นายอภิชาติ อภาภิรม

Director Name Mr. Abhichart Arbhahirama

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

2. ชื่อกรรมการ นายนิติพล ชัยสกุลชัย

Director Name Mr. Nitiphon Chaisakulchai

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

3. ชื่อกรรมการ ศาสตราจารย์ ดร.อาณัติ ลิ้มคเดช

Director Name Prof. Dr. Arnat Leemakdej

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

4. ชื่อกรรมการ นายชาญชัย กงทองลักษณ์

Director Name Mr. Charnchai Kongthongluck

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

1) พิจารณารับทราบการงดจ่ายเงินบำเหน็จกรรมการสำหรับปี 2565

To acknowledge no extra remuneration for the year 2022

2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2566

To consider and approve directors' remuneration for the year 2023

(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 2566

Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 7 เรื่อง พิจารณาและอนุมัติการแก้ไขข้อบังคับของบริษัท

Agenda Subject: To approve the amendment of Articles of Association of the Company

(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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signed Grantor

(.....)

วันที่/...../.....

Date

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Grantee

(.....)

วันที่/...../.....

Date

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท โทรินิตี้ วัฒนา จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 21 ในวันที่ 26 เมษายน 2566 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารบางกอกซิตีทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 21 which will be held on April 26, 2023 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok or such other date, time and place as may be adjourned.

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ค) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ง) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(จ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่.....เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ (ต่อ)

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

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

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

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

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

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

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

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

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

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

วันที่/...../.....
Date

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

วันที่/...../.....
Date

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

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

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

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

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

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

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

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

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

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

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

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

All other general meeting are called "Extraordinary Meeting".

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

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

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

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

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

Article 38. In any shareholders' meeting, a shareholder may appoint a proxy to present him/her at the meeting and vote on his/her behalf. A proxy form shall be made in writing and signed by the shareholder who appoints the proxy in accordance with the rule prescribed by the Registrar under the public limited companies law. Such form shall be submitted by the proxy to the Chairman or his/her designated person at the meeting venue before the proxy attends the meeting. The proxy form contains at least the following particulars:

- a) The number of shares held by the shareholder;
- b) The name of the proxy; and
- c) The meeting at which the proxy is appointed to attend and 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.

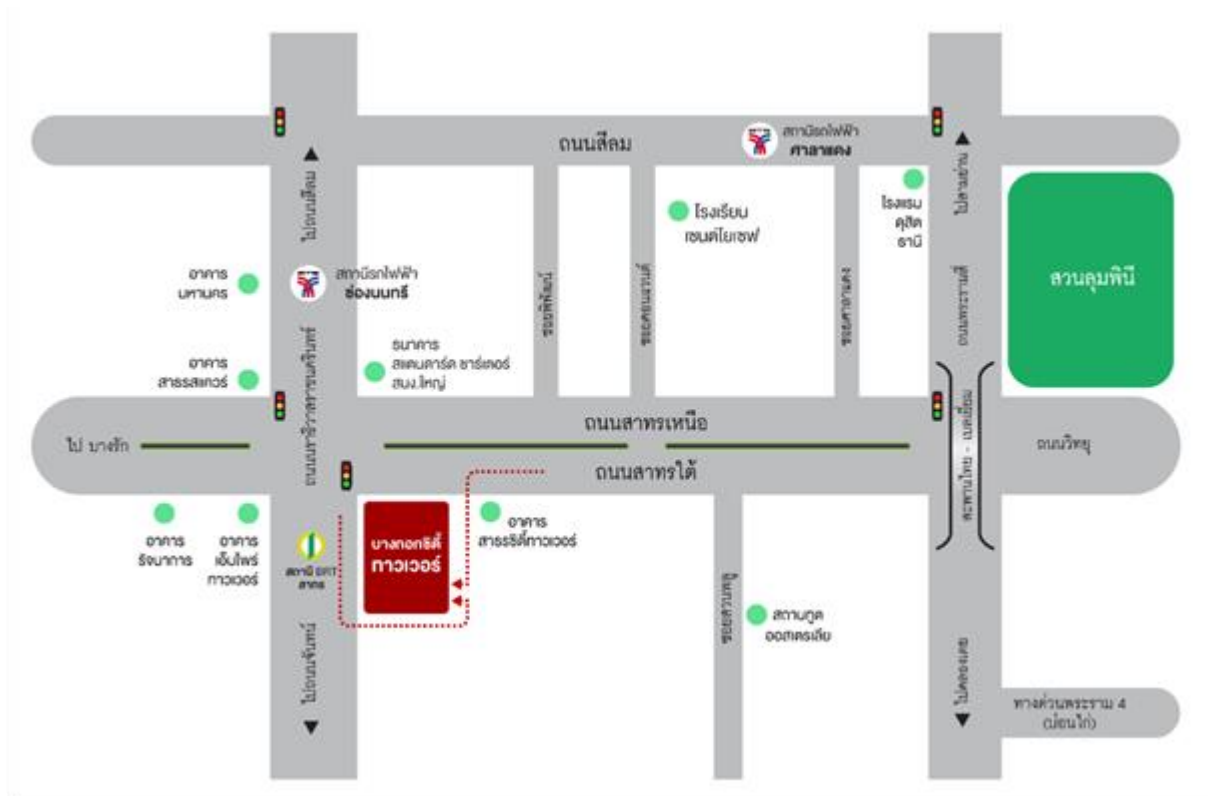
The issue of debentures shall require the passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote.

Map of the meeting location

The Annual General Meeting of Shareholders No. 21

Trinity Watthana Public Company Limited

at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road,
Kwang Thungmahamek, Khet Sathorn, Bangkok



Guideline for the 2023 Annual General Meeting of Shareholders

Even less impact of the Coronavirus 2019 (Covid-19), Trinity concern with the safety of all parties involved with the Meeting and the society. So please be informed of the new guideline in compliance with the guidelines of Department of Disease Control, as listed;

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

- 1) Temperature checking
- 2) Attendees are required to clean their hand with alcohol gel.
- 3) Attendees are required to wear a mask during and thorough out the meeting for safety and sanitary of every attendee.

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

2. Attendees will be assigned to a seat with appropriate social distancing from each other. Attendees will not be allowed to change the seats or move the chairs.

3. Neither lunchbox nor coffee or tea will be served to prevent the outbreak of the virus from the remove of the mask. In addition, the printed copies of 2022 Annual Report and Sustainable Report will not be provided at the meeting in order to minimize personal direct contact and for safety and sanitary of every attendee.

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

**The Personal Data Protection Guideline for
the 2022 Annual General Meeting of Shareholders**

The Company realizes the importance of the protection of personal data and respects the rights of shareholders and proxyholders' privacy. In order to comply with the Personal Data Protection Act B.E. 2562, the Company will collect, use and disclose the personal data that may identify your identity within the relevant scope of the Shareholders' Meeting including identity verification, evidence for attending the meeting to cast your vote electronically. In order to comply with any other relevant regulations, the Company is required your personal data including but not limited to name and surname, address, telephone number, email (if any), identification number, photography and video recording of the Shareholders' Meeting*.

The Company asks for cooperation from shareholders or proxyholders to submit a copy of your national identification card with certified true copy and cross out sensitive data. In order to comply with the Personal Data Protection Act B.E. 2562, sensitive data namely **Blood Type and Religion** which appear on your original national identification card have to be crossed out on a copy of your national identification card with your signature on such copy. In case that shareholders or proxyholders don't cross out or conceal such data, the Company reserves the right to assume consent to collect such data.

The Company may disclose your personal data to persons or organizations in relation to the Shareholders' Meeting such as consultants in organizing meetings, electronic media service providers. In addition, the Company will retain your personal data within retention period in accordance with applicable laws and regulations in order to achieve objectives in the aforementioned.

Subject to the Personal Data Protection Act B.E. 2562, you have the right to consent, withdraw the consent, request for right of access and obtain, right to be informed, right to rectification, right to object, right to erasure, right to restriction of processing and right to data portability in relation to your personal data. However, the Company may refuse to take actions as requested if such refusal is permitted by law.

You may exercise such rights or requests in relation to personal data by contacting the Company or Data Protection Officer of the Company to the address set out below.

1. Trinity Securities Group

- 179, 25TH-26TH FL., 29TH FL., BANGKOK CITY TOWER, SOUTH SATHORN RD, THUNG MAHA MEK, SATHON, BANGKOK 10120.
- Tel: 0-2088-9100, 0-2343-9500
- E-mail: trinity@trinitythai.com

2. Data Protection Officer (DPO) Trinity Securities Group

- 179, 25TH BANGKOK CITY TOWER, SOUTH SATHORN RD, THUNG MAHA MEK, SATHON, BANGKOK 10120
- Tel: 0-2343-9560
- E-mail: DPO@trinitythai.com

Remarks: * 1. Picture, photography, video recording or audio-visual materials in the Shareholders' Meeting including the rights of items in relation to the Shareholders' Meeting are solely the rights and intellectual property of the Company.

2. Trinity Securities Group has created a privacy policy for data owners to be informed and realized the detail of collecting, using and disclosing of the personal data. More details can be found at <http://www.trinitythai.com/Home/PrivacyPolicy>