

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

**Notice of
the Annual General Meeting of Shareholders No. 22
on Thursday April 25, 2024 at 2.00 p.m.
at the An An Room, Basement floor,
Montien Hotel Surawong Bangkok,
54 Surawong Road, Kwang Silom, Khet Bangrak, Bangkok.**

TRINITY

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Ref. Wor Thor. Tor. 017/2024

March 22, 2024

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 22

The Board of Directors of Trinity Watthana Public Company Limited has passed the resolution to convene the Annual General Meeting of Shareholders on Thursday April 25, 2024 at 2.00 p.m. at the An An Room, Basement floor, Montien Hotel Surawong Bangkok, 54 Surawong Road, Kwang Silom, Khet Bangrak, Bangkok. The agenda of the meeting are as follows:

1. **To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 21 on April 26, 2023.**
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, 2023.**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2023.
3. **To consider and approve the audited financial position and income statements for the year ended December 31, 2023.**
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, 2023.
4. **To consider and approve no appropriation of profit and dividend for the year 2023.**
 - 4.1 **To approve no appropriation of profit for the year 2023**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve no appropriation of profit to legal reserve due to the Company's operating loss for the year.
 - 4.2 **To approve no dividend payment for the year 2023**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve no dividend for the year 2023 due to the Company's operating loss for the year.
5. **To consider and appoint new directors to replace the retiring directors and approve directors' remuneration.**
 - 5.1 **To consider and appoint new directors to replace the retiring directors**
Board of Directors' opinion: There are four directors who are retired by rotation namely 1) Dr. Panja Senadisai, 2) Mr. Kampanart Lohacharoenvanich, 3) Mr. Sorayouth Prompoj and 4) Dr. Visit Ongpipattanakul.

Dr. Panja Senadisai has passed away on June 2023 and Mr. Kampanart Lohacharoenvanich and Mr. Sorayouth Prompoj has informed not to be appointed for another term.

The Board of Directors excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting to re-elect Dr. Visit Ongpipattanakul to be a director for another term since he is knowledgeable, competent and experienced and performed throughout the period. Then the Board of Directors proposed 3 new directors to replace the 3 retired directors namely: Dr. Panya Boonyapiwat, Dr. Veeraphat Phetcharakupt, Mr. Chatchai Rojanaratanangkule. Dr. Panya Boonyapiwat and Mr. Chatchai Rojanaratanangkule 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 2023 and approve the directors' remuneration for the year 2024 totaling of Baht 18,000,000 dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2024 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 2024.

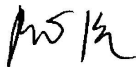
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of EY Office Limited namely 1) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014 or 2) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or 3) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872, of EY Office Limited as the Company's auditor for the year 2024 and to approve the audit fee for the Company at Baht 1,200,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 3,010,000 as proposed by the Audit Committee and authorize the board of directors to approve extra fee for the audit of digital assets or new subsidiaries/affiliates 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. 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.22 on Friday, March 15, 2024.

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. 21
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 26th April, 2023 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 25 shareholders present in person and 23 shareholders by proxies, altogether 48 shareholders, representing 86,261,484 shares or 40.23 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 reported the name to the Meeting before proposing the opinions or questions. The opinions or questions should be related to the agenda, if not, the shareholder should propose his/her opinion or question to the Meeting after finishing all agendas.
4. The Company Secretary shall inform the Meeting for voting required in each agenda before requesting for shareholders' voting.
5. In the event that there were no dissenting opinions, or opinions that differed from those of the Chairman, or the Board of Directors, the Meeting would consider an issue certified and resolved unanimously.
6. In the event that any attending shareholder cast a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot and submit it to a Company's officer so that the votes for that particular agenda could be recorded.

During gathering the votes of each agenda, the Chairman may consider propose next agenda to the Meeting and reported the casting votes when the staff finished the count.

7. In voting, a ballot is considered voided when, but not limited to, a shareholder cast on more than the permitted number of votes or when there was no signature of meeting participants ratifying the strikethrough information on the ballot. Splitting a vote on a ballot shall also invalidate a ballot, with the exception given to the custodians.

The Company Secretary requested for a volunteer to observe the counting of votes. Ms. Maneerat Lertvongpakdee, a proxy of one shareholder, accepted to be the observer.

The Company Secretary reported to the Meeting that the Company has granted the minority shareholders right to propose the agenda and to nominate candidates to be elected as directors in advance. The criteria

and procedures were posted via SET and the Company's website on January 4, 2023 and required shareholders to submit any proposal within February 14, 2023. However, there was no proposal submitted to the Company.

The Company Secretary reported that 11 of the 12 directors attended the meeting, accounting for 91.67% and introduced the directors, independent directors, management and external auditors attending the Meeting as follows:

Independent directors and audit committee

- | | |
|------------------------------------|---|
| 1. Mr. Abhichart Arbhabhirama | Chairman of Audit Committee 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. Professor Dr. Arnat Leemakdej | Director |
| 4. Mr. Udomsak Rojviboonthai | 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. |
| 4. Ms. Niyada Jangtrakul | Deputy Managing Director of Trinity Securities Co., Ltd. |

Absent director

- | | |
|--------------------------|---|
| 1. Mr. Sorayouth Prompoj | Independent Director due to affected COVID-19 virus |
|--------------------------|---|

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.

According to The Personal Data Protection Guideline for the 2022 Annual General Meeting of Shareholders in the page 45 of the notice of the meeting. The Company Secretary informed the Meeting that 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. The Company would record the video and ready for publishing to requested shareholders who request according to the company's procedures and the exercise of rights must be in accordance with applicable laws and regulations. The Company may refuse to take actions as requested if such refusal is permitted by law.

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. 20 held on 29th April, 2022

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 20 held on 29th April 2022, 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. 20 held on 29th April 2022 be adopted. Details of the voting were as follows:

Approved	86,261,484	votes	100.00%
Object	0	votes	0.00%
Abstained	0	votes	0.00%
Voided ballot	0		

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

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

Mr. Charnchai reported that in 2022, The reasons of the decline in the world stock market were inflation concerns caused by the war between Russia and Ukraine. As a result, commodity prices soar that it affects production costs. This factor also makes various central banks, especially the Federal Reserve, had to resort to extreme strict monetary policy to restrain the increase in inflation. It inevitably put pressure on the demand sector and liquidity in the capital market. The global stock market dropping sharply reflected through the decline of the MSCI World all countries index at the level of 20%,

While Thai stock market swings sideways with a return of 0.7% . The stock market index at the end of December closed at 1,669 points increased from 1,658 points at the end of 2021. For Thailand, the reason why our stock market remained stronger than other stock market, this is mainly due to the fact that the Thai economy has just recovered from a low base and has not stepped up to the level before the Covid event. Therefore, the Bank of Thailand still does not have to rush to raise interest rates like other countries. When combined with the opening of the country leading to an increase in the arrival of foreign tourists and ongoing measures to stimulate government spending, this allows the Thai economy to continue to recover strongly in 2022.

From such factors, the average daily trading value of securities for the whole year was Baht 76,773 million, a decrease from 2021 at Baht 93,846 million or a decrease of 18.19% . The Company market share in 2022 is 0.87% decreased from 0.96% in 2021 resulted from the decrease in retail investors' trading volume.

In 2022, foreign investors and domestic institutions play an increasing role. The proportion of trading value of foreign investors increased to 45.6% from 2021 at 37.5% and the proportion of trading value of domestic institutional investors increased to 7.5% from 2021 at 6.6 percent, while other types of investors had a decrease in the proportion of securities trading. Retail investors' share of securities trading decreased to 39.0% from 46.5% in 2021, and securities company accounts decreased to 8.0% from 9.4% in 2021.

For the futures market, the trading volume slightly increased from 2021. The volume of contracts traded from 135.12 million contracts in 2021 to 136.32 million contracts in 2022. In 2022 SET50 Index and currency futures were more popular while trading in single stock futures was decreased. The main group of TFEX investors is still retail investors which was 47% of total trading volume same as year 2021. The proportion of trading value of foreign investors increased to 24% from 2021 at 22%. The Company's market share in TFEX was 0.23%, falling from 0.25% in 2021.

In managing private funds, as the stock market is very volatile, it caused some customers to reduce the investment proportion to reduce the risk. The total asset value of domestic private equity funds decreased from 4,678 million baht at the end of 2021 to 2,747 million baht at the end of 2022, or a 41% drop in asset value from 2021. The private fund return was 2.40% in 2021 which was lower than SETTRI. The average return of 16 years was 16.42%

The company is a financial advisor for listing of 3 companies continuously in 2022 and for issuing and offering of debentures of 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 2022. It was a listed company that received a rating of "Excellence" in accordance with the ASEAN CG Scorecard standard. The 2022 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 continuously renewed the member status with the CAC. This represented that the Company anti-corruption policy be implemented at all level from the Company thru the subsidiaries.

For the company's operating results in 2022, the company had a total income of Baht 831 million, a decrease of 17.53 percent from the year 2021 with a total income of Baht 1,008 million. The main source of the increase in revenue came from interest income from margin loans and short-term loans, which is increased by 38.53%, while other income decreased, namely, brokerage fees decreased by 24.15%, advisory fees decreased by 25.58%, and total profit and return on total investment decreased 71.73%. While operating and administrative expenses decreased from Baht 702 million in 2021 to Baht 613 million, a decrease of 12.66 percent, the company's net profit in 2022 was Baht 178 million, decreasing from the net profit of 2021 with the amount of Baht 250 million or a decrease by 28.68%. Return on equity decreased from 14.92% to 10.21%.

Details of 2022 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 2022.

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

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

Ms. Suwannee then presented the details of the financial statements for the year ended December 31, 2022. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- Total assets of Baht 7,238 million at the end of year 2022 increased from Baht 6,412 million at the end of year 2021 due to the increase in current assets from Baht 5,881 million to Baht 6,711 million. Whereas the Company's total liabilities were Baht 5,499 million compared to the total liabilities of Baht 4,656 million at the end of 2021 due to the increase in current liabilities from Baht 3,884 million to Baht 4,641 million.
- The main assets comprised of the increase in receivables from securities and derivatives business from Baht 3,660 million at the end of 2021 to Baht 4,523 million at the end of 2022 and the decrease in loans to others from Baht 1,204 million at the end of 2021 to Baht 1,126 million.

As for securities business receivables in the amount of 479 million baht that defaulted on the purchase of shares of a listed company at the Stock Exchange of Thailand, unusual trading was found in November 2022. The subsidiary filed a complaint to prosecute such debtor and other persons involved or used to be related to the debtor on charges of fraud. The company considers facts and progress in litigation by various official agencies related as follows:

The committee of the Anti-Money Laundering Office (“AMLO”) : agreed and approved that the case shall be submitted to the public prosecutor to file a petition with the court to issue an order to seize the assets as state property on 7 February 2023.

The public prosecutor : determined that the gathered evidence showed that the accused and its associates involved or previously involved with the offender of the fraudulent activities, and therefore filed a petition with the court on 16 February 2023.

The Civil Court : issued an emergency motion for the temporary seizure and attachment of assets related to the alleged wrongdoing until it is otherwise adjudicated on 16 February 2023.

The Securities and Exchange Commission (“SEC”) : stated to the Economic Crime Suppression Division of the Central Investigation Bureau (“ECD”) that receivable and 18 co-offenders had caused the general public to misunderstand the price or volume of securities transactions, thereby violating the Securities and Exchange Act B.E.2535 (1992) and constitutes an unfair practice that constitutes a criminal offense under the Anti-Money Laundering Act B.E.2542 (1999). The SEC reported the case to the AMLO for further action on 10 February 2023.

Therefore the management have determined that this event is an abnormal transaction, as it was carried out with fraudulent intent. Such conduct is prohibited by law and runs counter to public order and good morals. Therefore this event must be cancelled and the transaction must be treated as if it had never occurred. Setting up the allowance for expected credit losses may have an adverse affect on the case that the subsidiary has filed with the AMLO on 16 February 2023, seeking protection of its rights from the predicate offense. It may also adversely affect the case under which the Company has filed the complaint alleging fraudulent conduct with the ECD. Since the setting up the allowance for expected credit losses could be interpreted as the subsidiary’s acceptance of the disputed transactions as being valid, along with the acceptance of the damage caused. In this regard, the subsidiary has not recorded any allowance for expected credit losses related to the overdue securities business receivables mentioned above. The management of the Company and the subsidiary 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.

- The main liabilities comprised of borrowings for both settlement and margin loans amounted to Baht 4,781 million compared to Baht 3,815 million in 2021 which included short-term borrowings of Baht 4,044 million and long-term debentures amounted to Baht 737 million.
- The Company’s shareholders’ equity was Baht 1,740 million compared to Baht 1,756 million at the end of 2021. The Company and subsidiaries’ earnings was amounted to Baht 178 million in 2022. But the Company paid final cash dividends from operating results in 2021 in the amount of Baht 161 million and 2022 interim dividend amounted to Baht 38 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. The auditor has qualified opinion on the allowance for expected credit losses since the management are currently unable to find the past comparable cases or any supporting evidence to validate their belief. As a result, the auditor was unable to obtain sufficient appropriate audit evidence for the allowance for expected credit losses for such overdue receivable to conclude whether the allowance should be set up, and if so, what the appropriate balance of the allowance should be. Any adjustments necessary would result in a decrease in the total assets and retained earnings in the consolidated statement of financial position and the separate statement of financial position (which

presented investments in subsidiaries under the equity method) as at 31 December 2022, and a decrease in the profit and total comprehensive income in the consolidated and separate statements of comprehensive income.

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

Mr. Wijitr Jitjingjai, the shareholder, asked whether the decrease in private fund was related to the litigation case.

Ms. Suwannee answer that it is not related each other and informed the Meeting that at 2.30 p.m. there were 3 additional shareholders presented. Thus, there were 28 shareholders present in person and 23 shareholders by proxies, altogether 51 shareholders, representing 86,415,803 shares or 40.30 percent from the total issued and paid up of 214,404,846 shares.

Should there be no any question, Ms. Suwannee then proposed the Meeting to approve the financial position and income statements for the year ended December 31, 2022.

Resolved It was resolved by majority votes that the financial position and income statements for the year ended December 31, 2022 be approved. Details of the voting were as follows:

Approved	86,405,691	votes	99.9883%
Object	112	votes	0.0001%
Abstained	10,000	votes	0.0116%
Voided ballot	0		

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2022

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 178,397,102. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 8,963,504 for the year 2022. After the appropriation of profit, legal reserve was Baht 100,597,963.

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 8,963,504. Details of the voting were as follows:

Approved	86,415,803	votes	100.00%
Object	0	votes	0.00%
Abstained	0	votes	0.00%
Voided ballot	0	votes	

4.2 To consider and approve the dividend payment for the year 2022

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 2019 to 2021, the net profit and unappropriated retained earnings for the year 2022 were presented in the notice of the meeting. Net consolidated profit was Baht 178 million and retained earnings of the separate financial statements was Baht 275 million.

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 as reported in the Agenda 3. For conservative and prudent, it is considered to wait for the progress of petition.

The board of directors proposed the Meeting to approve no final dividend payment for the year 2022 and approve the interim dividend of Baht 0.175 per share, totaling Baht 37,520,848 paid on September 9, 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.

Mr. Thanawat Pinrod, the shareholder, asked about how to vote this agenda if he would like to approve only interim dividend.

Mr. Supot Ouachailertkul, the shareholder, commented that the Meeting should acknowledge the interim dividend payment.

Ms. Suwanee Limpanavongsaen, Deputy Managing Director, informed that according to the Public Company Act, the dividend payment must be approved by the shareholders. In case of there was interim dividend payment, the board of director has to propose to the shareholders' meeting to approve together with the final dividend payment.

Mr. Supot ouachailertkul, the shareholder, asked about the collateral of the defaulted debt Baht 479 million and how long does it take for this case?

Mr. Abhichart Arbhabharama, the chairman of audit committee, explained that the public prosecutor determined that the gathered evidence showed that the accused and its associates involved or previously involved with the offender of the fraudulent activities, and therefore filed a petition with the court to seize the assets and attachment of assets related to the alleged wrongdoing which was totaling Baht 4 thousand million. We have filed the petition with the AMLO, seeking protection of the rights, including compensation for the damage of assets related that have been attached as a result of the offense mentioned above. The civil court will start the investigation process on 8 May.

Mr. Charnchai Kongthongluck, CEO, additionally informed that the buy transaction of MORE was on 10 November 2022 and settlement on 14 November 2022. Since the receivable did not pay, the securities companies have to pay to clearing house to settle with the selling side. But due to abnormal transaction was found before settlement date, all securities firms have decided to hold all assets relating to MORE transactions until they were seized by court order as Khun Abhichart explained. The management believe that there is a high probability that this transaction will be cancelled and treated as if it had never occurred. To set up the allowance for expected credit losses could be interpreted as the subsidiary's acceptance of the disputed transactions as being valid, along with the acceptance of the damage caused.

Mr. Wijit Jitjingjai, the shareholder, asked whether in case we recover full amount, there will be dividend payment or not.

Mr. Charnchai informed that this would be considered when the case has finally recovered.

Mr. Wijit Jitjingjai, the shareholder, asked if the result is to return the seized assets to the wrongdoing, how much for the damage?

Ms. Suwanee, Deputy Managing Director, informed that if the wrongdoing was not guilty, the Company will have set up the allowance for expected credit losses. However, we can file the petition with the civil court for default payment after deducting collateral placed with us for the amount approximately Baht 400 million.

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

Resolved It was resolved by majority votes that the Meeting approve no final dividend payment for the year 2022 and approve the interim dividend of Baht 0.175 per share, totaling Baht 37,520,848, paid on September 9, 2022. Detail of votes were as follows:

Approved	82,561,303	votes	95.54%
Object	3,854,500	votes	4.46%
Abstained	0	votes	0.00%
Voided ballot	0	votes	

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, 2023. 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. Abhichart Arbhabhirama | 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 |

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. Abhichart Arbhabhira and Mr. Prof. Dr. Arnat Leemakdej are also qualified as independent directors according to the company's definition of Independent Director and even Mr. Abhichart Arbhabhira has been the Company's director for 18 years but he still always gave their opinion freely and had full understanding of the securities business. To re-elect the independent director, Mr. Abhichart Arbhabhira will be the Company's director for 21 years.

Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 22 to 26. 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.

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. Abhichart Arbhabhira	86,415,803 (100.00%)	0 (0.00%)	-	-
2	Mr. Nitiphon Chaisakulchai	86,415,803 (100.00%)	0 (0.00%)	-	-
3	Prof. Dr. Arnat Leemakdej	86,415,803 (100.00%)	0 (0.00%)	-	-
4	Mr. Charnchai Kongthongluck	86,415,691 (99.9999%)	112 (0.0001%)	-	-

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. Abhichart Arbhabhira 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

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 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 the budget for 2022 extra remuneration not over Baht 12,500,000 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 2022 was Baht 831 million decreased from the year 2021 by 17.53% and net profit 178 million decreased from that of 2020 by 28.68%.

But the board of directors proposed no final dividend for the year 2022 according to the Agenda no. 4.2, the board of directors considered no extra remuneration for the year 2022.

Dr. Panja informed the Meeting that this agenda is to report the Meeting for the extra bonus for the year 2022 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 no extra bonus for the year 2022 as proposed.

2) To approve director remuneration for the year 2023

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 totaling of Baht 18 million same as proposed in 2022, dividing into the following categories:

2.1) Director monthly remuneration for the year 2023 shall not exceed Baht 5.5 million in aggregate, payable monthly at the same rate as in 2022, 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 2023 not over Baht 12.5 million which will be reserved in the 2023 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 2023 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 2023 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	86,415,803	votes	100.00%
Object	0	votes	0.00%
Abstained	0	votes	0.00%
Voided ballot	0	votes	0.00%

6. To consider and approve the appointment of auditors and audit fee for the year 2023

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

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

- 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 or

The auditor no. 1) has acted as the Company's current 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 board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 1,100,000 increased from the 2022 audit fee by Baht 200,000. The aggregate audit fee for the services to the group companies in aggregate of Baht 2,800,000 excluding extra fee for the audit of digital assets which may be charged.

The board of directors with reference to the opinion of 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 was considered acceptable.

Mr. Pairote 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 unanimously resolved that the Meeting appoint EY Office Limited with the above list of auditors as the auditor for the year 2023 and to approve the audit fee for the Company at Baht 1,100,000. In addition, the Meeting authorize the board of directors to approve extra fee for the audit of digital assets which may be charged and report to the shareholders at the next meeting. Details of the voting were as follows:

Approved	86,415,803	votes	100.00%
Object	0	votes	0.00%
Abstained	0	votes	0.00%
Voided ballot	0	votes	

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

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

Mr. Charnchai informed the Meeting that 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</p>

Current	Proposed for Amendment
	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>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 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 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

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 which require the shareholders' votes not less than 3/4 of the total entitled votes

Resolved It was unanimously resolved that the Meeting approve the amendment of Articles of Association of the Company no. 26, 34, 35, 36, 38 by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter. Detail of votes were as follows:

Approved	86,415,803	votes	100.00%
Object	0	votes	0.00%
Abstained	0	votes	0.00%
Voided ballot	0	votes	

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

Mr. Wjit Jitjingjai, the shareholder, asked about new 2 affiliates reported i.e. Digital Asset Management and Thaitex CBD Smart Farm Company limited.

The Chairman explained that Digital Asset Management Co., Ltd. (DAM) is the company provided Wealth and Human Resources Management to many Corporations and will develop platform for provident fund management with Trinity Securities. Thaitex CBD Smart Farm operates in the business of planting and/or extracting and selling flower buds, leaves, bark, stems, branches, roots, seeds, and/or products produced from cannabis and/or marijuana.

Mr. Supot Ouachailertkul, the shareholder, asked about the market and trends.

Mr. Charnchai requested Dr. Visit Ongpipatanakul, Managing Director, answer this question.

Dr. Visit informed that the SET index is moving sideways this year, This is the impact of high interest rate globally. However, the high inflation fear should not be a concern in the near future. The market is shifting its focus to credit risk of financial institutions. Investors are advised to increase their exposures to fixed income investment and gold which are benefited from the potential peak of interest rate. On the equity side, investors are advised to have more weighting on high earning growth sectors i.e. Banking, Packaging etc. We expect global fund flow to invest in Thailand post election, providing that Thailand has more stable government, They would invest in the fixed income market at the first step. Then they would invest in stable earning sectors which may be outperformed i.e. Utility, energy.

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

Closed at 3.30 p.m.

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

Ms. Suwannee Limpanavongsaen : Company Secretary



**Additional Information for Shareholders to Consider and Approve
the Agenda of the Annual General Meeting of Shareholders No. 22**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 21 on April 26, 2023.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 21, 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. 21 on April 26, 2023.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2023.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2023. 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 2023.

- 3. To consider and approve the audited financial position and income statements for the year ended December 31, 2023.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2023 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, 2023.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2023.**

4.1 To approve no appropriation of profit to legal reserve for the year 2023

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 2023 reported net loss of Baht 353,399,191, the Company is not required to appropriate profit to legal reserve.

The board of directors has reviewed and proposed the Meeting to approve no appropriation of profit to legal reserve for the year 2023.

4.2 To approve no dividend payment for the year 2023

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 2020 to 2022 and the net loss and unappropriated retained loss for the year 2023 were as follows:

	Year 2020	Year 2021	Year 2022	Year 2023
Net Profit as per consolidated financial statements	130,447,354	250,143,832	178,397,102	(353,399,191)
Retained Earnings before dividend payout (as per separated financial statements)	224,821,481*	300,193,197*	275,071,098*	(72,723,511)*
Dividend - % to net profit	82.18	85.71	21.03	No dividend - To be approved by shareholders
- Baht per share	0.50	1.00	0.175	
- Baht	107,201,723	214,404,846	37,520,848	

Remarks: * Include other components in the shareholders' equity

Since the Company faced net operating loss, The board of directors has deemed appropriate to propose the Meeting to approve no dividend payment for the year 2023.

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) Dr. Panja Senadisai | Position | Independent Director / Member of Audit Committee / Chairman of Nomination and Remuneration Committee |
| 2) Mr. Kampanart Lohacharoenvanich | Position | Independent Director/member of Audit Committee |
| 3) Mr. Sorayouth Prompoj | Position | Independent Director/Member of Nomination and Remuneration Committee |
| 4) Dr. Visit Ongpipattanakul | Position | Director |

The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 14, 2024. However, there was no proposal of director nomination submitted to the Company Secretary.

Dr. Panja Senadisai has passed away on June 2023 and Mr. Kampanart Lohacharoenvanich and Mr. Sorayouth Prompoj has informed not to be appointed for another term.

The Nomination and Compensation Committee, excluding the directors who have interest in this matter, has nominated new directors by considering 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 as illustrated in Exhibit 2. The newly and rotated Directors to be proposed to the Meeting whose biographies presented in Exhibit 1, are the following persons:

- 1) Dr. Panya Boonyapiwat
- 2) Dr. Veeraphat Phetcharakupt
- 3) Mr. Chatchai Rojanaratanangkul
- 4) Dr. Visit Ongpipattanakul

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 proposed directors and resolved that the proposed 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 not possess any business in conflict with the Company.

The board of directors deems appropriate to propose the Meeting to re-elect Dr. Visit Ongpipattanakul to be a director for another term since he is knowledgeable, competent and experienced and performed throughout the period. Then the Board of Directors proposed 3 new directors to replace the 3 retired directors namely: Dr. Panya Boonyapiwat, Dr. Veeraphat Phetcharakupt, Mr. Chatchai Rojanaratanangkule. Dr. Panya Boonyapiwat and Mr. Chatchai Rojanaratanangkule are also qualified as independent directors according to the company's definition of Independent Director.

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 2023 and consider the remuneration for the year 2024 as follows:

1) To acknowledge no extra remuneration for the year 2023

Pursuant to the resolution of the annual general meeting of shareholders No. 21 approval of 2023 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 2020-2022 as follows:

	2020	2021	2022
<u>Income Statements</u> (Million Baht)			
Operating Income	717	1,008	831
Net Profit	130	250	178
Earnings per share (Baht)	0.65	1.18	0.83
<u>Benefits to Shareholders</u>			
Dividend (Baht per share)	0.50	1.00	0.175
Dividend amount (Baht)	99.6	214.4	37.5
Total Extra Remuneration (Baht per year)	7,500,000	9,500,000	-
- Chairman (per person)	975,000	1,230,000	-
- Board member (per person)	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. Due to the Company's operating loss for the year 2023, the board of directors approved no extra bonus for the year 2023.

The scope of responsibilities of the Audit Committee and the Nomination and Compensation Committee and the report on their responsibilities for the year 2023 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 2024

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 2024 totaling of Baht 18,000,000 with other benefits in form of insurance, dividing into the following categories:

2.1) Meeting allowance for the year 2024 shall not exceed Baht 5.5 million at the same amount as in 2023, divided as follows:

- Monthly allowance for board members at Baht 24,000 increased from Baht 20,000 and the Chairman of the Board at Baht 65,000 increased from Baht 60,000.
- Meeting allowance for member of Audit Committee at Baht 25,000 per meeting and the Chairman of Audit Committee at Baht 40,000 per meeting, changing from monthly payment.
- Meeting allowance for member of the Nomination and Compensation Committee at Baht 20,000 per meeting, changing from monthly payment.

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 2024 as an extra remuneration not over Baht 12.5 million same as proposed in 2023 which shall be reserved in the 2024 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 2024

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) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or
- 3) 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 2023, 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 2022	Year 2023	Year 2024
Trinity Watthana Plc.	900,000	1,100,000	1,200,000
Subsidiaries	1,700,000	1,700,000	1,810,000
Other fees	-	-	-
Total	2,600,000	2,800,000	3,010,000

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

The audit committee considered that the auditor had conducted the audit for the year 2023 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 1,200,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 3,010,000 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 new subsidiaries/affiliates/digital assets which may be charged and report to the shareholders next meeting.

Biographies of Directors proposed for appointment

1) **Name** **Mr. Panya Boonyapiwat**

Age **60**

Directorship **Director/Independent Director**

Education

- Ph.D. Management Psychology
University of Texas at Arlington
- Master's degree in Management, University of Texas at Arlington
- Bachelor's degree Electrical Engineering Kasetsart University

Director training course

- Director Certification Program (DCP 94/2007) Thai Institute of Directors (IOD)
- Role of The Chairman RCP 39/2016
- Psychological Operations Director Program Class 109
Applied Psychology Institute (API)
- Advanced Security Management Program (ASMP) Class 5
- Director Program Class 19 Capital Market Academy (CMA)
- Academy of Business Creativity (ABC) Class 7
- Global Business Leaders (GBL): Cornell University, Business Institute Class 1
- TEPCoT (Class 13)
- The Connex Course (Class 3)



Terms of Directorship Proposed to be elected this Meeting

Current and Past 5 years Position of Director/Executive

• Listed Companies and their affiliates	Jan 2024 - Present	Independent Director / Chairman of the Audit Committee	PROEN Corp Plc.
	2020 - Present	Director / Chairman of Executive Committee / Chief Executive Officer / Chairman of the Risk Management Officer /	Begistics Plc.
	2010 - Present 2016 - 2020	Independent Director Chairman / Executive Chairman	Bangkok Land Plc. Dimet (Siam) Plc.

• Non-listed Companies And Other organizations	2023 - Present	Independent Director / Chairman of Executive Committee / Chairman of the Risk Management Officer	<u>Exhibit 1 for Agenda no. 5.1</u> Frontline Engineering Co.,Ltd.
	2022 - Present	Independent Director / Chairman of Executive Committee / Chairman of the Risk Management Officer	Tekatatn Co., Ltd
	2022 - Present	Director	Thepritha Co., Ltd.
	2015 - Present	Business Consultant	Chularat Hospital Group
	2002 - Present	Lecturer, Faculty of Industrial Technology	Phranakhon Rajabhat University
	2021 - 2023	Director	EKold Co., Ltd.

Occupation Business Executives / Lecturer

No. of shares holding in the Company -None-

No. of meeting attended in 2023 -None-

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

2) **Name** **Dr. Veeraphat Phetcharakupt**
Age **44**
Directorship **Director**
Education - Doctor of Philosophy in Finance,
University of Essex
- Master of Science in Finance,
University of Essex
Director training course - Director Accreditation Program (DAP113/2014) Thai Institute of
Director Association
Terms of Directorship Proposed to be elected this Meeting



Current and Past 5 years Position of Director/Executive

• Listed Companies and their affiliates	Jan 2024 -	CEO Securities	Trinity Securities Co., Ltd.
	Present	Business	
	Mar 2024 -	Director	Trinity Securities Co., Ltd.
	Present		
	2014 - Present	Independent Director / Member of Audit Committee	Asian Insulators Plc.
	2015 - 2016	Executive Vice President	Country Group Holding Pcl.
• Non-listed Companies And Other organizations	2022 - Dec	Chief Securities	Yuanta Securities (Thailand)
	2023	Business Officer	Co., Ltd
	2016 - 2022	CEO	Pi Securities Pcl.

Occupation Business Executives

**No. of shares holding in
the Company** -None-

**No. of meeting attended
in 2023** -None-

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

3) **Name** **Mr. Chartchai Rojanaratanangkule**
Age **67**
Directorship **Director/Independent Director**
Education - Bachelor of Accountancy,
 Chulalongkorn University
Director training course - Advanced Audit Committee Program (AACP 31/2018)
 - Director Certification Program (DCP 223/2016) Directors
Terms of Directorship Proposed to be elected this Meeting



Current and Past 5 years Position of Director/Executive

• **Listed**

Companies and their affiliates	2017 - 2023	Independent Director / Chairman of the Audit Committee /Member of the Corporate Governance and Sustainability Committee	Ratch Group Plc.
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• **Non-listed Companies And Other organizations**

2023 - Present	Chairman	Electricity Generating Authority of Thailand Saving and Credit Cooperative Limited
2018 - 2021	Expert Committee Member	National Science Museum, Thailand
2015 - 2016	Board of Directors Member	EGAT International Company Limited
2014 - 2016	Deputy Governor - Account and Finance serving as Chief Financial Officer	Electricity Generating Authority of Thailand (EGAT)

Occupation Business Executives

No. of shares holding in the Company -None-

No. of meeting attended in 2023 -None-

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

Biographies of Directors proposed for re-appointment

4)	Name	Dr. Visit Ongpipattanakul	
	Age	59	
	Directorship	Director	
	Education	- Ph.D. of Business Asian Institute of Technology (AIT) - Master of Arts in Business Administration Major in Finance and Marketing University of Florida - Bachelor of Science in Pharmacy , Chulalongkorn University	
	Director training course	- Certificate of Director Certification Programme (DCP) - Corporate Governance for Capital Market Intermediaries (CGI) 15/2016 - Corporate Governance for Executives (CGE) 14/2019 - TEPCoT (Class 13)	
	Terms of Directorship	13 years since January 31, 2011 and the latest nomination on April 23, 2021	

Current Position of Director/Executive

• Listed Companies and their affiliates	2011 - Present	Director	Trinity Watthana Plc.
	2010 - Present	Director/Managing Director	Trinity Securities Co., Ltd.
	Dec 2023 - Present	Chief Executive Officer	Trinity Securities Co., Ltd.
	2010 - Nov2023	Managing Director	Trinity Securities Co., Ltd.
	2015 - Present	Chairman of Audit Committee/ Chairman of Remuneration Committee / Independent Director	Capital Engineering Network Plc.
	2016 - Present	Chairman of the Board Director / Independent Director / Member of Audit Committee	Star Money Plc.
• Non-listed Companies And Other organizations	2017 - Present	Director	Chin Sea Chiang Limited Partnership
	2017 - Present	Director	Eng Chin Sea Chiang Registered Ordinary Partnership
	2018 - Present	Board of directors of intellectual property	Thammasat University

Occupation	Business Executives
No. of shares holding in the Company	8,135,000 shares or 3.79% as at December 31, 2023
No. of meeting attended in 2023	Board of Directors 8 meetings (8 / 8 meetings)
Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.

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. 22 of Trinity Watthana Plc.
On Thursday of April 25, 2024, at 2.00 p.m.**

To ensure that the shareholders meeting is in transparency, fairness and benefits to all shareholders, the Company has set up the registration process including inspecting documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. However, since there may be some shareholders who are not familiar with the practices, the Company reserves the right to waive any of these requirements at the Company's sole discretion.

1. Registration

The shareholders or the proxies can submit documents or evidence for inspection and registration at the meeting place from 1.00 p.m. on April 25, 2024.

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) Mr.Pairote Varophas, Position Chairman of Nomination and Compensation Committee and member of Audit Committee (as an independent director), age 72 years, resides at 87 Soi Ladprao 102, Kwang Plubpla, Khet Wangthonglang, Bangkok 10310. Or

2) Prof. Dr. Arnat Leemakdej, Position Director and member of Audit Committee (as an independent director), age 56 years, resides at 9/29 Moo 9, Bang Muang Subdistrict, Bang Yai District, Nonthaburi 11140 or

3) Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 74 years, resides at 110/16 Soi Sukhumvit 65, Sukhumvit Road, Kwang Phra Khanong Nuea, Watthana, Bangkok. 10110

3.3 For your convenience, please send the duly completed proxy form with duty stamp Baht 20 to Trinity Watthana Public Company Limited at 1 Park Silom, 22nd Floor, Convent Road, Silom, Bangrak, 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 ตรีนิที 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

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

Age years Residing at No. Soi

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

Road Kwaeng Khet Province Postal code or

4. นายไพโรจน์ วโรภาส ตำแหน่ง ประธานคณะกรรมการสรรหาและกำหนดค่าตอบแทนและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 72 ปี อยู่บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310 หรือ

Mr.Pairote Varophas, Position Chairman of Nomination and Compensation Committee and member of Audit Committee (as an independent director), age 72 years, resides at 87 Soi Ladprao 102, Kwang Plubpla, Khet Wangthonglang, Bangkok 10310. or

5. ศาสตราจารย์ ดร. อาณัติ ลิ้มคเดช ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 56 ปี อยู่บ้านเลขที่ 9/29 หมู่ 9 ตำบลบางม่วง อำเภอบางใหญ่ จังหวัดนนทบุรี 11140 หรือ

Prof. Dr. Arnat Leemakdej, Position Director and member of Audit Committee (as an independent director), age 56 years, resides at 9/29 Moo 9, Bang Muang Subdistrict, Bang Yai District, Nonthaburi 11140 or

6. นายภควัต โกวิทวัฒนพงษ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 74 ปี อยู่บ้านเลขที่ 110/16 ซอยสุขุมวิท 65 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110

Mr. Pakhawat Kovithathanaphong, Position Chairman (not an independent director), age 74 years, resides at 110/16 Soi Sukhumvit 65, Sukhumvit Road, Kwang Phra Khanong Nuea, Watthana, Bangkok. 10110

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 22 ซึ่งกำหนดประชุมกันในวันที่ 25 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมแอน แอน ชั้นใต้ดิน โรงแรมมณเฑียร สุรวงศ์ กรุงเทพ เลขที่ 54 ถนนสุรวงศ์ แขวงสีลม เขตบางรัก 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. 22 which will be held on April 25, 2024 at 2.00 p.m. at the An An Room, Basement floor, Montien Hotel Surawong Bangkok, 54 Surawong Road, Kwang Silom, Khet Bangrak, 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 ตรีนิสต์ 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. นายไพโรจน์ วรรณภาส ตำแหน่ง ประธานคณะกรรมการสรรหาและกำหนดค่าตอบแทนและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 72 ปี อยู่บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงพลับพลา เขตวังทองหลาง กรุงเทพมหานคร 10310 หรือ

Mr.Pairote Varophas, Position Chairman of Nomination and Compensation Committee and member of Audit Committee (as an independent director), age 72 years, resides at 87 Soi Ladprao 102, Kwang Plubpla, Khet Wangthonglang, Bangkok. 10310 or

5. ศาสตราจารย์ ดร. อาณัติ ลิ้มคเดช ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 56 ปี อยู่บ้านเลขที่ 9/29 หมู่ 9 ตำบลบางม่วง อำเภอบางใหญ่ จังหวัดนนทบุรี 11140 หรือ

Prof. Dr. Arnat Leemakdej, Position Director and member of Audit Committee (as an independent director), age 56 years, resides at 9/29 Moo 9, Bang Muang Subdistrict, Bang Yai District, Nonthaburi 11140 or

6. นายภควัต โกวิทวัฒนพงษ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 74 ปี อยู่บ้านเลขที่ 110/16 ซอยสุขุมวิท 65 แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110

Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 74 years, resides at 110/16 Soi Sukhumvit 65, Sukhumvit Road, Kwang Phra Khanong Nuea, Watthana, Bangkok. 10110

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 22 ซึ่งกำหนดประชุมกันในวันที่ 25 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมแอน แอน ชั้นใต้ดิน โรงแรมมณเฑียร สุรวงศ์ กรุงเทพ เลขที่ 54 ถนนสุรวงศ์ แขวงสีลม เขตบางรัก 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. 22 which will be held on April 25, 2024 at 2.00 p.m. at the An An Room, Basement floor, Montien Hotel Surawong Bangkok, 54 Surawong Road, Kwang Silom, Khet Bangrak, 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 21 เมื่อวันที่ 26 เมษายน 2566

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 21 on April 26, 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 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2023.

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 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 4.1 เรื่อง อนุมัติการไม่จัดสรรกำไรเป็นเงินสำรองตามกฎหมายสำหรับปี 2566

Agenda Subject: To approve no appropriation of profit 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 4.2 เรื่อง อนุมัติจ่ายเงินปันผลสำหรับปี 2566

Agenda Subject: To approve no dividend payment 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 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 จดออกเสียง/Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of certain Directors as follows:

1. ชื่อกรรมการ ดร. ปัญญา บุญญาภิวัฒน์

Director Name Dr. Panya Boonyapiwat

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve จดออกเสียง/Abstain

2. ชื่อกรรมการ ดร. วีรพัฒน์ เพชรคุปต์

Director Name Dr. Veeraphat Phetcharakupt

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve จดออกเสียง/Abstain

3. ชื่อกรรมการ นายชาติชาย โรจนรัตน์างกูร

Director Name Mr. Chatchai Rojanaratanangkule

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve จดออกเสียง/Abstain

4. ชื่อกรรมการ ดร.วิศิษฐ์ องค์กรพัฒน์กุล

Director Name Dr. Visit Ongpipattanakul

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve จดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

- 1) พิจารณารับทราบการงดจ่ายเงินบำเหน็จกรรมการสำหรับปี 2566

To acknowledge no extra remuneration for the year 2023

- 2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2567

To consider and approve directors' remuneration for the year 2024

- (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 จดออกเสียง/Abstain

วาระที่ 6 เรื่อง พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2567

Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2024

- (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 จดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signed Grantor

(.....)

วันที่/...../.....

Date

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Grantee

(.....)

วันที่/...../.....

Date

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 ตรีนิตี้ วัฒนา จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 22 ในวันที่ 25 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมแอน แอน ชั้นใต้ดิน โรงแรมมณเฑียร สุรวงศ์ กรุงเทพฯ เลขที่ 54 ถนนสุรวงศ์ แขวงสีลม เขตบางรัก กรุงเทพมหานครหรือที่ซึ่งพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 22 which will be held on April 25, 2024 at 2.00 p.m. at the An An Room, Basement floor, Montien Hotel Surawong Bangkok, 54 Surawong Road, Kwang Silom, Khet Bangrak, 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.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> งดออกเสียง/Abstain
ชื่อกรรมการ / Director Name.....	<input type="checkbox"/> เห็นด้วย/Approve	<input type="checkbox"/> ไม่เห็นด้วย/ Not approve	<input type="checkbox"/> 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 or be held by an electronic meeting.

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 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.

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.

Article 36. 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. 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.

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 or may submit an electronic proxy 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:

- 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.

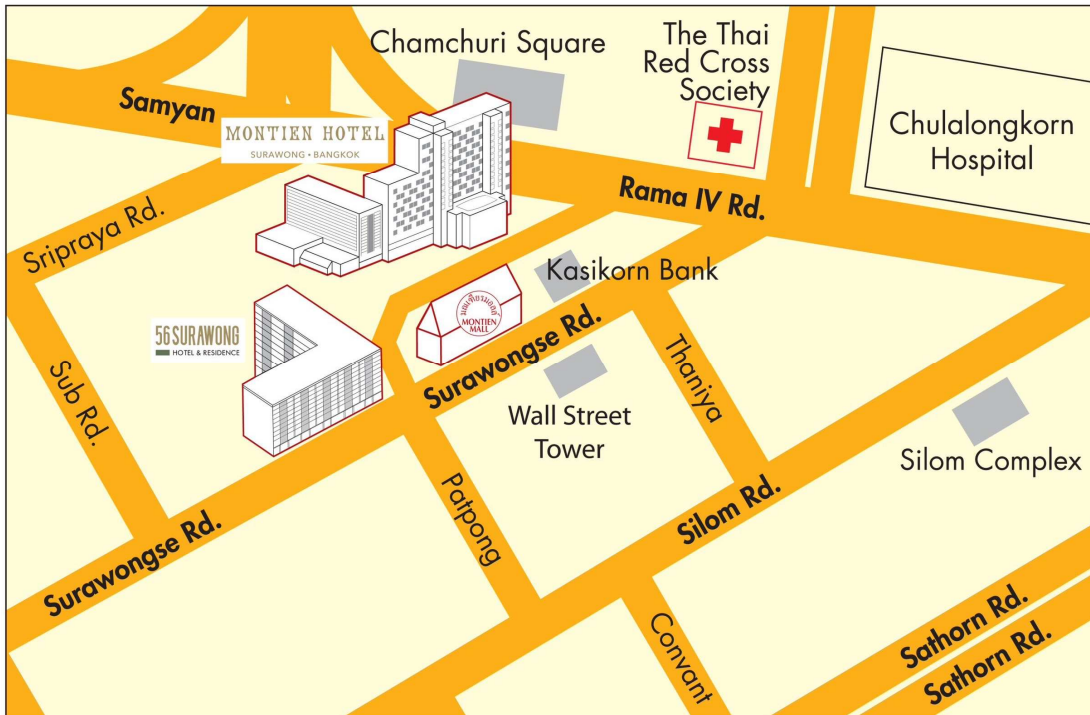
Article 43. The Company may increase capital of the company by passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote .

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. 22
Trinity Watthana Public Company Limited
at the An An Room, Basement floor, Montien Hotel Surawong Bangkok,
54 Surawong Road, Kwang Silom, Khet Bangrak, Bangkok



BY PUBLIC TRANSPORT

BTS Skytrain

Silom Line, Saladaeng Station. The hotel is 350 meters from the station.

MRT Underground train

Blue Line, Sanyam Station. The hotel is 100 meters from the station.

**The Personal Data Protection Guideline for
the 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

- 1 Park Silom, 22nd Floor and Unit 2301 23rd Floor, Convent Road, Silom, Bangrak, Bangkok 10500
- Tel: 0-2088-9100, 0-2343-9500
- E-mail: trinity@trinitythai.com

2. Data Protection Officer (DPO) Trinity Securities Group

- 1 Park Silom, 22nd Floor and Unit 2301 23rd Floor, Convent Road, Silom, Bangrak, Bangkok 10500
- 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 <https://www.trinitythai.com/Home/PrivacyPolicy>