



Criteria and Procedures for Minority Shareholders to Propose an Agenda or Nominate Candidates to be Elected as Directors at Annual General Meeting of Shareholders in Advance

To encourage minority shareholders to fully participate in the shareholders' meeting, the Company grants the minority shareholders the right to propose in advance an agenda or nominate candidates to be elected as directors at the Annual General Meeting of Shareholders. The criteria and procedures have been set up to ensure transparency as follows:

A) Qualifications of minority shareholders eligible to propose an agenda or nominate candidates to be elected as directors

Shareholder who is eligible to propose must hold shares of the Company, either individually or collectively, not less than 3% and not over 5% of the Company's total issued and paid-up shares for a continuous period of at least 12 months until the closing date of registration book to determine the right of shareholders to attend the Annual General Meeting of Shareholders.

B) Proposal Procedures

1. Proposal period

The Company will announce the proposal period via the Company's website and the SET website one month prior to the Board of Directors' meeting to consider the agenda of the Annual General Meeting.

2. Procedures detail

2.1 The shareholders who fulfill requirement qualifications shall fill in the Agenda Proposal Form and enclose the following supporting documents:

- Evidence of shareholding from a securities broker certified by the Thailand Securities Depository Company Limited to verify qualifications of eligible shareholders as stated in A).
- Evidence of Identification such as signed copy of identification card or passport (in case of foreigner) for ordinary person, or signed copy of juristic person Article of Association and signed copy of identification card or passport (in case of foreigner) of the authorized directors who sign the Agenda Proposal Form.

- Other additional supporting documents that considered useful for the Board of Directors' considerations (if any).

2.2 In case that several shareholders jointly propose an agenda, each shareholder shall fill in the Agenda Proposal Form and sign his/her names as evidence and then all such forms shall be gathered into one set and proposed to the Board of Directors. And, in case of proposing more than one agenda, one set of the Agenda Proposal Form shall be prepared for each proposed agenda.

2.3 Please send the form and documents within the specified period to :

Company Secretary

Trinity Watthana Public Company Limited

1 Park Silom, 22nd Floor, Convent Road, Silom, Bangrak, Bangkok 10500

2.4 The Company Secretary will consider whether the proposed agenda is the issues not to be included in the agenda as specified in 3. and then propose to the Audit Committee for considerations before proceeding to the Board of Directors. The Board of Directors with consensus votes will include the proposed agenda in the Annual General Meeting of Shareholders.

2.5 For the proposal that fail to obtain board's approval, the Company will post a notification to the shareholders on the Company's website or other appropriate means of communication.

3. The issues not to be included in the agenda

- Issues which are against laws, notifications, rules, and regulations of government agencies or are not in accordance with the Company's objective, Articles of Association, shareholders' resolution, or the good corporate governance policy;
- Issues which are proposed by shareholders who are not eligible;
- Issues which are within the power and authority of the Board of Directors, excluding those consider having potential to cause material damage to the Company and/or shareholders;
- Issues which the Board of Directors consider not beneficial to the Company;
- Issues which do not provide adequate documents, or do not represent the fact or carry obscure meaning, or do not propose during the proposal period.
- Issues which had been proposed to the shareholders' meeting in the past 12 months but had not been supported with the voting over 10% of the total entitled votes and no significant changes in the fact to support the re-issuance.

C) Nomination of Candidates to be Elected as Directors

1. Proposal period

The Company will announce the proposal period via the Company's website and the SET website one month prior to the Board of Directors' meeting to consider the agenda of the Annual General Meeting.

2. Qualification of the candidates to be nominated

- Possessing full qualifications under the laws of public companies, securities and exchange laws and other relevant laws as well as the announcement of the Securities and Exchange Commission; and
- Knowledgeable, capable, ethical in conduct together with a minimum of 7 years high level management experience in financial business or other business beneficial to the Company; and
- Do not possess any of the prohibited characteristics as specified by the Securities Exchange Commission in the application for person who is eligible to be a major shareholder of a securities or derivatives company (Form 90/91-2 / Or Por 25-2) which can be download from the SEC website (www.sec.or.th).

3. Procedures detail

3.1 The Shareholder who fulfill a requirement qualifications in A) shall fill in the Director Nomination Form and enclose the following supporting documents:

- Evidence of shareholding from a securities broker certified by the Thailand Securities Depository Company Limited to verify qualification of eligible shareholders as stated in A).
- Evidence of Identification such as signed copy of identification card or passport (in case of foreigner) for ordinary person, or signed copy of juristic person certificate and signed copy of identification card or passport (in case of foreigner) of the authorized directors who signed in the Director Nomination Form.
- Evidence of consent from the nominated person together with certified copy of the Application form for person who is eligible to be a major shareholder of a securities or derivatives company (Form 90/91-2 / Or Por 25-2) and supporting documents for considering qualifications of nominated person; e.g., education background, work experience (curriculum vitae) and other necessary documents to facilitate the consideration process (if any).

3.2 In case that several shareholders jointly nominate a person to be elected as director, each shareholder shall fill in the Director Nomination Form and sign his/her names as evidence and then all such form shall be gathered into one set and proposed to the Board of Directors. And, in case of nominating more than one person, one set of the Director Nomination Form shall be prepared for each nominated person.

3.3 Please send the form and documents within the specified period to:

Company Secretary

Trinity Watthana Public Company Limited

1 Park Silom, 22nd Floor, Convent Road, Silom, Bangrak, Bangkok 10500

3.4 The Company Secretary will propose to the Nomination and Compensation Committee to consider the completeness of evidence and qualifications of nominated person before proposing to the Board of Directors. The nominated persons who get consensus approval from the Board of Directors will be proposed in the agenda to appoint directors at the Annual General Meeting of Shareholders.

3.5 For those who do not get board's approval, the Company will post the notification to the shareholders on the Company's website or other appropriate means of communication.