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

Date, Time and Place

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

Attendants

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

Preliminary Proceedings

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

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

The Company Secretary reported to the Meeting that the Company has granted the minority shareholders right to propose the agenda and to nominate candidates to be elected as directors in advance. The criteria and procedures were posted via SET and the Company's website on January 7, 2022 and required shareholders to submit any proposal within February 14, 2022. However, there was no proposal submitted to the Company.

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

Independent directors and audit committee

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

Independent director / non-executive directors

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

Executive directors and management

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

Absent director

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

Representative of external auditor (EY Company Limited)

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

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

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

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

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

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 19 held on 23rd April 2021, copies of which had been sent to shareholders, together with the notice of this Meeting.

Resolved It was unanimously resolved that the Minutes of the Annual General Meeting of Shareholders No. 19 held on 23rd April 2021 be adopted. Details of the voting were as follows:

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

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

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

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

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

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

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

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

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

1) "Trinity Asian Private Fund", a private fund that invest in the Asian market (excluding Japan), which yielded 25.2 percent from inception until the end of 2021, with total assets increased from \$8.61 million at the end of 2020 to \$14.9 million at the end of 2021 or increase 72.7% from the new investment from both existing clients and new clients.

2) Vietnamese Fund SSISCA, a fund managed by one of the largest asset management companies in Vietnam, namely SSI Asset management Limited Company. With the fund being Vietnamese, it is possible to invest without paying a premium when investing in stocks subject to Foreign Ownership Limit (FOL). At the end of the year, the fund value is Baht 441 million, increased from Baht 307 million in 2020, representing an increase of 43.5%. The Fund return was 49.9% which is higher than its benchmark.

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

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

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

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

The Company's major income derived from the following:

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

The expenses which had significant changes were as follows:

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

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

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

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

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

The Chairman requested that Ms. 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, 2021. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- The total assets of Baht 6,412 million at the end of year 2021 increased from Baht 5,043 million at the end of year 2020 due to the increase in current assets from Baht 4,517 million to Baht 5,881 million. Whereas the Company's total liabilities were Baht 4,656 million compared to the total liabilities of Baht 3,446 million at the end of 2020 due to the increase in current liabilities from Baht 2,839 million to Baht 3,884 million.

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- The main assets comprised of the increase in receivables from securities and derivatives business from Baht 2,405 million at the end of 2020 to Baht 3,660 million at the end of 2021 and the increase in loans to others from Baht 1,082 million at the end of 2020 to Baht 1,204 million.
- The main liabilities comprised of borrowings for both settlement and margin loans amounted to Baht 3,815 million compared to Baht 2,853 million in 2020 which included short-term borrowings of Baht 3,199 million and long-term debentures amounted to Baht 616 million.
- The Company's shareholders' equity was Baht 1,756 million compared to Baht 1,597 million at the end of 2020. The Company capital increased from the exercise of warrants amounted to Baht 78 million. The Company and subsidiaries' earnings was amounted to Baht 250 million in 2021. But the Company paid final cash dividends from operating results in 2020 in the amount of Baht 107 million and 2021 interim dividend amounted to Baht 54 million.
- Details on revenue and expenses had already been explained in the Agenda2.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Approved 96,743,308 votes equivalent to 100%

No abstained, no objection and no voided ballot.

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

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

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

Dr. Panja informed the Meeting that in accordance with the Company's Articles of Association, one-third of the Company's directors must retire. The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 14, 2022. However, there was no proposal of director nomination submitted to the Company Secretary.

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

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|------------------------------------|----------|--|
| 1) Mr. Pakhawat Kovithvathanaphong | Position | Chairman |
| 2) Mr. Pairote Varophas | Position | Independent Director / member of Audit committee |
| 3) Mr. Sorayouth Prompoj | Position | Independent Director |
| 4) Mr. Kanavuti Wattanateerach | Position | Director and member of Nomination and Compensation Committee |

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

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the directors who have interest in this matter, has considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance,

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performance and non-conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent directors as set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors are illustrated in Exhibit 1 of the notice of the meeting.

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

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

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

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

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

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

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

5.2 To consider and approve the directors' remuneration

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

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

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

1) To acknowledge extra remuneration for the year 2021

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

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

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

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

2) To approve director remuneration for the year 2022

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

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

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

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

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

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

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

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

Approved 96,930,522 votes equivalent to 100%

No abstained, no objection and no voided ballot.

6. To consider and appoint a new director

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

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

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

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

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

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

Approved 96,930,522 votes equivalent to 100%

No abstained, no objection and no voided ballot.

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

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

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

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

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

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

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

Resolved It was resolved by majority votes that the Meeting appoint EY Office Limited with the above list of auditors as the auditor for the year 2022 and to approve the audit fee for the Company at Baht 900,000. Details of the voting were as follows:
Approved 96,930,522 votes equivalent to 100%
No abstained, no objection and no voided ballot.

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

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

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

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

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

(Translation)

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

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

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

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

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

Closed at 3.15 p.m.

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

Ms. Suwannee Limpanavongsaen : Company Secretary