

**บริษัท ตรีนิษฐ์ วัฒนนา จำกัด (มหาชน)**

Trinity Watthana Public Company Limited

**Notice of  
the Annual General Meeting of Shareholders No. 10**

**on Wednesday April 25, 2012 at 2.00 p.m.**

**at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,**

**Rama3 Road, Bangkok.**

**TRINITY**

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# บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 005/2012

March 16, 2012

To Shareholders,

## **Re: Notice of the Annual General Meeting of Shareholders No. 10**

The Board of Directors of Trinity Watthana Public Company Limited has passed the resolution to convene the Annual General Meeting of Shareholders on Wednesday April 25, 2012 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok. The agenda of the meeting are as follows:

1. **To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 9 on April 29, 2011.**  
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, 2011.**  
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2011.
3. **To consider and approve the audited balance sheet and income statements for the year ended December 31, 2011.**  
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the audited balance sheet and income statements for the year ended December 31, 2011.
4. **To consider and approve an appropriation of profit, dividend and legal reserve for the year 2011.**
  - 4.1 **To approve an appropriation of profit**  
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appropriation of profit to legal reserve in the amount of Baht 1,547,040.
  - 4.2 **To approve dividend payment**  
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend at Baht 0.35 per share (inclusive of interim dividend payment at Baht 0.10 per share). The closing date of the share register book for the rights of shareholder to receive dividend is on March 12, 2012; payable on May 22, 2012.
5. **To consider and appoint new directors to replace the retiring directors and approve directors' remuneration.**
  - 5.1 **To consider and appoint new directors to replace the retiring directors**  
Board of Directors' opinion: There are four directors who are retired by rotation namely 1) Mr. Panja Senadisai, 2) Mr. Pote Videtyontrakij, 3) Mr. Surachai Suksriwong and 4) Mr. Visit Ongpipatanakul. As Mr. Pote Videtyontrakij wished to retire and submitted resignation letter to the Chairman with effective date on March 12, 2012, the Board of director excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting as follows:  
(1) elect Ms. Kanitha Subpa-Asa as a director to replace Mr. Pote Videtyontrakij. Ms. Kanitha Subpa-Asa is knowledgeable, competent and well experienced in securities business. Additionally she does not possess any business in conflict with the Company.

(2) re-elect Mr. Panja Senadisai, Mr. Surachai Suksriwong and Mr. Visit Ongpipatanakul to be directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the period. Additionally they do not possess any business in conflict with the Company. Mr. Panja Senadisai is also qualified as an independent director according to the company's definition of Independent Director.

## **5.2 To consider and approve the directors' remuneration**

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve directors' bonus for the year 2011 totaling of Baht 4,000,000 and approve the directors' remuneration for the year 2012 totaling of Baht 15,000,000, dividing into monthly remuneration and meeting allowance at Baht 5,000,000 per annum and limit for 2012 extra remuneration not over Baht 10,000,000 which will be payable upon the shareholders' meeting resolution.

Voting rights: According to Section 90 of the Public Company Act, 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 2012.**

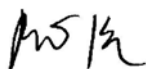
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of Ernst & Young Office Limited namely Ms. Rungnapa Lertsuwanakul, CPA Registration number 3516, or Ms. Sumalee Reewarabandith, CPA Registration number 3970, or Ms. Pimjai Manikajonkij, CPA Registration number 4521 as the Company's auditor for the year 2012 and to approve the audit fee for the Company at Baht 170,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,150,000 as proposed by the Audit Committee. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In the event that any of the above auditors is not available, Ernst & Young Office Limited is authorized to assign any auditor of Ernst & Young 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.10 and the right to the dividend on Friday, March 9, 2012 and the closing of share register book for gathering shareholders' names under the section 225 of the Securities and exchange Act B.E. 2535 on Monday, March 12, 2012.

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)

Chief Executive Officer

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 9  
of  
Trinity Watthana Public Company Limited**

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Date, Time and Place

The Meeting was held on 29th April, 2011 at 2.00 p.m. at the Four River Room, 1st floor, Ramada Plaza Menam Riverside Hotel, Charoenkrung Road, Bangkok.

Attendants

The Company closed the register book at 2.00 p.m. There were 35 shareholders present in person and 45 shareholders by proxies, altogether 80 shareholders, representing 122,089,428 shares or 69.55 percent from the total issued and paid up of 175,552,000 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

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

1. A shareholder's voting right was directly proportionate to the number of shares held.
2. For shareholders who granted proxies to independent director or Chief Executive Officer, the Company would include and record the casting votes as specified for each agenda by the shareholders.
3. During each agenda, if any attending shareholder or proxy would like to propose any opinions or questions, the shareholder should raise his/her hand to ask for the permission. When the Chairman allowed, the shareholder reported the name to the Meeting before proposing the opinions or questions. The opinions or questions should be related to the agenda, if not, the shareholder should propose his/her opinion or question to the Meeting after finishing all agendas.
4. 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.
5. 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.

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 on January 4, 2011 and required shareholders to submit any proposal within February 14, 2011. However, there was no proposal submitted to the Company.

The Company Secretary introduced the directors, independent directors, management and external auditors attending the Meeting as follows:

Non-executive and non-independent directors

1. Mr. Pote Videjyontrakij
2. Mr. Surachai Suksriwong
3. Mr. Tawan Puntawongse
4. Mr. Panop Svetarundra

Independent directors and audit committee

- |                  |                 |  |
|------------------|-----------------|--|
| 1. Mr. Sirin     | Nimmanahaeminda | Chairman of the Board of directors and Audit Committee |
| 2. Mr. Panja     | Senadisai       | Chairman of Nomination and Compensation Committee      |
| 3. Mr. Pairote   | Varophas        |  |
| 4. Mr. Abhichart | Arbhabharama    |  |

Executive directors and management

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

Representative of external auditor

- |               |                  |  |
|---------------|------------------|--|
| 1. Mr. Suphot | Lertpratchayakul |  |
|---------------|------------------|--|

For safety of all attendants, the Company Secretary requested the safety officer of the hotel to inform the attendants regarding the procedures for emergency evacuation and gathering location.

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. 8 held on 30<sup>th</sup> April, 2010**

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 8 held on 30 April 2010, copies of which had been sent to shareholders, together with the notice of this Meeting.

**Resolved** It was resolved by majority votes that the Minutes of the Annual General Meeting of Shareholders No. 8 held on 30 April 2010 be adopted. Details of the voting were as follows:

Approved 122,062,678 votes equivalent to 99.98%, and  
Abstained 26,750 votes equivalent to 0.02%.

**2. To consider and acknowledge the Company's operating results for the year ended 31<sup>st</sup> December 2009**

The Chairman requested that Mr. Pakhawat Kovithvathanaphong, Chief Executive Officer, inform the Meeting the Company's operating results.

In 2010 trading volume of the Stock Exchange of Thailand (SET) increased considerably although during the first five months of the year SET Index moved sideways as a result of Thailand's political turmoil. However, the recovery of investors' confidence and continuous inflow of foreign fund to SET and Asian region during the second half of the year pushed SET Index to surge 40.6% at the end of 2010, ranked the second highest in Asian region.

The Stock Exchange of Thailand (SET) in 2010 showed improvement in terms of SET Index, market capitalization and turnover when compared to those of year 2009. As at the end of year 2010, the closing index on the last business day of the year was at 1,032.76 points whereas the lowest point was at 685.89 points in February and the highest point was at 1,049.79 points in November. The SET turnover for year 2010 was Baht 7,034 billion which increased by Baht 2,605 billion from year 2009 or 58.82%, and the daily average turnover was Baht 29,066 million, increased from Baht 18,226 million in 2009. In 2010, local retail investors still played active role in SET; that is, they accounted for 62% of SET turnover and their net sell amounted to Baht 65,515 million which increased from Baht 37,027 million in 2009 while foreign investors' turnover slightly dropped to 18.40% of SET turnover from 19.44% in year 2009. Nevertheless, foreign investors' net buy in 2010 had reached Baht 81,415 million which significantly rose from their net buy of Baht 38,013 million in 2009. Also local institutional investors' turnover improved from 6.66% in 2009 to 7.60% and their net sell were at Baht 15,480 million which increased from Baht 2,742 million in 2009. The Company's market share in 2010 slightly fell to 1.27% from 1.31% in year 2009.

Investment in Thailand Futures Exchange Plc. (TFEX), increased in both trading volume and number of investors. Total trading volume of derivatives in 2010 was 4.5 million contracts which increased from 3 million contracts in 2009, with the daily average transactions of 18,676 contracts which increased from 12,771 contracts in 2009 or by 46.24%. The increase in the trading volume of futures resulted from a rapid growth of single stock futures whose trading volume increased 5.6 times, from 145,758 contracts in 2009 to 969,353 contracts in 2010. This increase was attributed to the facts that investors have become more familiar with single stock futures and that single stock futures could be served as alternative for investment and risk management during the period when SET was extremely bullish. In addition to single stock futures, gold futures also double increased in its trading volume; that is, the daily average transactions of gold futures increased from 1,397 contracts in 2009 to 4,014 contracts, which was equivalent to Baht 3,143 million, in 2010. This increase was due to the launch of 10 Baht-weighted gold futures. Still, main investors in TFEX were local retail investors whose turnover in 2010 accounted for 57% of the market compare to 60% in 2009 whereas the turnover of the local institutional investors and foreign investors were 32.70% and 10.09%, respectively. The company's market share in TFEX was 6.10%, falling from 7.46% in 2009 due to the growing number of business competitors.

In 2010, the Company offered various in-depth and comprehensive research products as a tool to support its clients' decision-making on investment as well as organized regular seminars to provide update information to its clients. The Company also offered a variety of investment alternatives to its clients such as unit trust, fixed income and derivatives products. In 2010, the Company successfully generated satisfactory profits to private funds clients under its management. This successful management helped boost the clients' confidence and led to an increase in the fund's net asset value from Baht 320 million at the end of year 2009 to Baht 638 million at the end of year 2010.

Additionally, as the Company had emphasized on high ethical standards for good corporate governance, the Company was graded "Excellent and Shining Example of Excellent" for its 2010 Annual General Meeting of Shareholders by the Thai Investors Association and was recognized and graded "Excellent" by the Thai Institute of Directors Association in the Association's 2010 annual corporate governance survey which improved from the previous five consecutive year "Very Good".

The Company's performance by quarter in 2010 mirrored the fluctuation of the SET index. The Company's brokerage commission fee rose from Baht 243.80 million to Baht 306.40 million, or by 25.68%, in accordance with the rise in trading volume of the SET whereas the commission income from derivatives business dropped from Baht 48 million to Baht 38 million, or by 19.63%, as a result of a decrease in market share. Return on investment increased from Baht 2 million in 2009 to Baht 44 million. When combined with the income interest from margin loan of Baht 19 million and the Company's advisory service income which was increased from Baht 5.60 million to Baht 22.40 million, the Company's total revenue was at Baht 458.94 million which increased from Baht 364.41 million in 2009 or by 31.14%.

In 2010 the Company's operating and administrative expenses increased from Baht 348 million in 2009 to Baht 385 million. The major expenses included personnel expenses and Management remuneration amounted to Baht 242 million which increased from Baht 204 million in 2009. Thus, the Company's profit from its operation and net profit were Baht 67.81 million and Baht 38.84 million, respectively. The Company's high corporate income tax of Baht 27.3 million resulted from the capital gain of Baht 62.8 million which was recognized from the sale of share in its affiliate as shown in the Company's separate financial statements.

Details regarding the Company's operating results for the year 2010 were illustrated in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders' meeting.

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

Ms. Boonsom Chantranont, the shareholder, asked why the Company shares were illiquid and the price was lower than its book value for a long time.

Mr. Pakhawat informed that this question would be answered after the meeting had completed all agendas.

Should there be no further questions, the Chairman proposed that the Meeting acknowledge the Company's operating results for 2010.

**Resolved** It was resolved that the report on the Company's operating results for the year ended December 31, 2010 be acknowledged.

**3. To consider and approve the balance sheet and income statements for the year ended December 31, 2010**

The Chairman requested that Mr. Pakhawat Kovithvathanaphong, the CEO, present the details of the financial statements.

Mr. Pakhawat presented the details of the financial statements as follows:

The Company has prepared the balance sheets and income statements for the year ended December 31, 2010. These statements which had been reviewed and audited by an auditor could be summarized as follows:

- The total assets of Baht 2,197 million in year 2010 increased from Baht 1,656 million in 2009, whereby the increase resulted from the receivables from clearing house which increased from Baht 175 million at the end of 2009 to Baht 436 million at the end of 2010 and the increase in margin loans from Baht 337 million at the end of 2009 to Baht 659 million at the end of 2010. Such increase in the receivables from clearing house was mainly due to the increase in securities trading volume in the last three business days before the end of 2010. Whereas long term investment decreased from Baht 265 million to Baht 21 million due to the divestiture of investment in Thai Laminate Manufacturer Company Limited in June 2009.
- The Company's total liabilities were Baht 891 million which were increased by 129% when compared to the total liabilities of Baht 389 million at the end of 2009. The increase of total liabilities resulted from an increase in bank loan amounted to Baht 255 million and securities business payables from Baht 353 million in 2009 to Baht 552 million at the end of 2010. Such increase were due largely to the increase in trading volume in the last three business days before the end of 2010.
- The Company's shareholders' equity was Baht 1,306 million which was increased from Baht 1,267 million of 2009. The increase resulted from net profit for the year 2010.
- Details on revenue and expenses had already been explained in the Agenda2. In summary, the Company had a net profit for the amount of Baht 38.85 million.

The balance sheets 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.

Mr. Pakhawat asked the Meeting whether there were any questions. When there was no question, Mr. Pakhawat then proposed the Meeting to approve the balance sheets and income statements for the year ended December 31, 2010.

**Resolved** It was resolved by majority votes that the balance sheets and income statements for the year ended December 31, 2010 be approved. Details of the voting were as follows:

Approved 122,062,678 votes equivalent to 99.98%, and  
Abstained 26,750 votes equivalent to 0.02%.



**4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2010**

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

The Chairman requested that Mr. Pakhawat Kovithvathanaphong, the CEO, present the details of this agenda.

Mr. Pakhawat reported that according to Section 116 of the Public Company Act B.E. 2535 (1992), the Company was required to appropriate a portion of net profit as legal reserve at a rate of not less than 5.0 percent of net profit for the year after deducting the forwarded retained loss (if any) until the total amount of the legal reserve was not less than 10.0 percent of registered capital. In 2010 the Company's net profit in the separate financial statements was Baht 44,813,553. The Board of Directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 2,240,678 for the year 2010. After the appropriation of profit, retained earnings was Baht 76,036,563 and legal reserve was Baht 27,303,115.

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

**Resolved** It was resolved by majority votes that the Company approved the appropriation of profit as legal reserve amounted to Baht 2,240,678. Details of the voting were as follows:

Approved 122,062,678 votes equivalent to 99.98%, and  
Abstained 26,750 votes equivalent to 0.02%.

**4.2 To consider and approve the dividend payment for the year 2010**

The Chairman requested that Mr. Pakhawat Kovithvathanaphong, the CEO, present the details of this agenda.

Mr. Pakhawat reported that the company's dividend payout policy has been set at no less than 30% of consolidated net profit and no more than the unappropriated retained earnings of the separate financial statements. As presented in the notice of the meeting, the Company had suspended dividend payment for two years (year 2008 and 2009) and the Company consolidated profit for the year 2010 was Baht 38,845,711, the board of directors proposed the meeting to approve dividend payment at the rate of Baht 0.22 per share, totaling Baht 38,621,440 or 99.42 percent of net consolidated profit for the year, and to propose the closing date of the share register book for the rights of shareholders to receive dividend on March 11, 2011. The dividend would be payable on May 20, 2011.

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

**Resolved** It was resolved by majority votes that the Meeting approve the dividend payment at the rate of Baht 0.22 per share, with the closing date of the share register book for the rights of shareholders to receive dividend on March 11, 2011. The dividend would be payable on May 20, 2011 as proposed. Details of the voting were as follows:

Approved 122,062,678 votes equivalent to 99.98%, and  
Abstained 26,750 votes equivalent to 0.02%.

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

The Chairman requested that Mr. Panja Senadisai, the chairman of compensation and nomination committee, present the details of this agenda.

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

Mr. 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, 2011. 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. Pairote Varophas Position Independent Director and audit committee,
- 2) Mr. Abhichart Arbhabhirama Position Independent Director and audit committee,
- 3) Mr. Tawan Pantawong Position Director and member of the Nomination and Compensation Committee, and
- 4) Mr. Charnchai Kongthongluck Position Director

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

The Nomination and Compensation Committee had made the recommendation in compliance to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and potential conflict of interest. For independent director, the Company had defined the qualification of Independent Directors in accordance to those 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 were illustrated in Exhibit 1.

The board of directors had considered the credentials of the four retiring directors and resolved that the retiring directors qualifications were in compliance to the Company's selection criteria, and all of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they did not possess any business in conflict with the Company. Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 22 to 25 (Attachment No.2). The board of directors proposed the Meeting to re-elect the four directors to become the Company's directors for another term. Each retiring director who was shareholder abstained from his own voting. Any shareholder, who would like to cast a abstain or disapprove vote, must sent the voting ballot for each director to the Company's officer.

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

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

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

No.	Name List	Approved (%)	Disapproved (%)	Abstained* (%)
1	Mr. Pairote Varophas	122,050,178 (99.97%)	-	39,250 (0.03%)
2	Mr. Abhichart Arbhabhirama	122,062,678 (99.98%)		26,750 (0.02%)
3	Mr. Tawan Pantawong	122,062,678 (99.98%)		26,750 (0.02%)
4	Mr. Charnchai Kongthongluck	122,062,678 (99.98%)		26,750 (0.02%)

Remarks: \*include own abstained votes

It was resolved by majority votes that the Meeting, re-elect four nominees as proposed for another term. Mr. Pairote Varophas and Mr. Abhichart Arbhabhirama were also qualified as independent directors.

## 5.2 To consider and approve the directors' remuneration

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

The board of directors proposed the meeting to consider bonus as extra remuneration for the year 2010 and the remuneration for the year 2011 as follows:

### a) To approve extra remuneration for the year 2010

Pursuant to the resolution of the annual general meeting of shareholders no. 8 approval of the budget for 2010 extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee had considered the evaluation criteria based on Company's performance, the history of remuneration and the 2009 remuneration record of listed companies in finance & securities disclosed by the Stock Exchange of Thailand.

The Nomination and Compensation Committee has considered according to the above criteria . The record of 2009 remuneration of listed finance and securities companies and the director's average remuneration comparison for the year 2007, year 2008 and year 2009 were presented in the notice of the meeting. There were no extra remuneration paid to the directors for the year 2008, 2009 which the Company were operating at losses. For the year 2010, the Company's income and net profit for the year 2010 were Baht 452 million and 38.8 million, which were higher than that of 2009 by 28% and 427% respectively. . Therefore, The board of directors with reference to the opinion of the Nomination and Compensation Committee proposed the meeting to approve the payment of bonus to directors of Baht 1,760,000.

The directors who are members of audit committee shall be eligible for one time extra remuneration whereas the Chairman shall be eligible for two times extra remuneration. The allocation of extra remuneration can be illustrated as follows:

- Director	110,000 Baht per person
- Director and audit committee member	220,000 Baht per person
- Chairman of the board of director and audit committee	330,000 Baht per person

According to section 90 of the Public Company Act B.E.2535, the Company's director remuneration must be approved by the shareholders with more than two-thirds of the total entitled votes and directors who were shareholders must be abstained from voting.

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

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

**Resolved** All directors of 5,502,500 votes were abstained. It was resolved that the Meeting with more than two-thirds of the total entitled votes approved the payment of the extra remuneration to directors for the year 2010 amounted to Baht 1,760,000 as proposed. Detail of the voting were as follows:

Approved 116,560,178 votes equivalent to 95.47%, and  
Abstained 5,529,250 votes equivalent to 4.53%.

### b) To approve director remuneration for the year 2010

For the year 2011, the board of directors considered appropriate to propose the meeting to approve the director remuneration totaling of Baht 15,000,000, dividing into the following categories:

- 2.1) Director remuneration for the year 2011 shall not exceed Baht 5 million, divided as follows:
  - a) Director fee, payable monthly at the same rate as in 2010, divided into:

- 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.
- b) Meeting allowance to the member of the Nomination and Compensation Committee at Baht 20,000 per meeting.

2.2) Budget for the year 2011 as an extra remuneration not over Baht 10 million which shall be reserved in the 2011 income statement, and payable only after the annual shareholders' meeting for the year 2011 pass the resolution.

Mr. Panja proposed that the Meeting consider to approve director remuneration totaling of Baht 15,000,000, dividing into monthly remuneration and meeting allowance Baht 5,000,000 and extra remuneration not over Baht 10,000,000. The extra remuneration was set as budget and would be payable upon approval from the shareholders' meeting. The Meeting with more than two-thirds of the total entitled votes and directors who were shareholders must be abstained from voting.

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

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

**Resolved** All directors comprising of 5,502,500 votes abstained. It was resolved that the Meeting with more than two-thirds of the total entitled votes approved the director remuneration for the year 2011 as proposed. Details of the voting were as follows:

Approved 116,560,178 votes equivalent to 95.47%, and  
 Abstained 5,529,250 votes equivalent to 4.53%.

## **6. To consider and approve the appointment of auditors and audit fees for the year 2011**

The Chairman requested that Mr. Pairote Varophas, 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 Ernst & Young Office Limited by

- |                                |                                 |
|--------------------------------|---------------------------------|
| 1) Ms. Rungnapa Lertsuwanakul, | CPA Registration number 3516 or |
| 2) Ms. Sumalee Reewarabandith, | CPA Registration number 3970 or |
| 3) Ms. Pimjai Manitkajonkij,   | CPA Registration number 4521    |

The proposed auditors have been appointed as the Company's auditor since 2009 and have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2010, 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, Ernst & Young Office Limited is authorized to identify any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to carry out the work instead of him/her.

The board of directors also considered and proposed the meeting to approve the audit fee for the Company of Baht 170,000 which was the same rate charged in year 2010 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,150,000 which was Baht 50,000 higher than the fee charged last year.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2010 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, the Chairman proposed that the Meeting consider and resolve the agenda.

**Resolved** It was resolved by majority votes that the Meeting appoint Ernst & Young Office Limited by Ms. Rungnapa Lertsuwanakul, CPA Registration number 3516, or Ms. Sumalee Reewarabandith, CPA Registration number 3970, or Ms. Pimjai Manitkajonkij, CPA Registration number 4521 as the auditor for the year 2011 and to approve the audit fee for the Company at Baht 170,000, and the aggregate audit fee for both the Company and its subsidiaries at Baht 1,150,000. Details of the voting were as follows:

Approved 122,062,678 votes equivalent to 99.98%, and

Abstained 26,750 votes equivalent to 0.02%.

**7. To consider and approve the entire business transfer of Trinity Information Company Limited**

The Chairman requested that Mr. Pakhawat Kovithvathanaphong, the CEO, present details of this agenda.

Mr. Pakhawat informed that since August 2007, Trinity Information Company Limited, a 100% subsidiary owned by the Company, had transferred its business e.g. accounting, auditing and compliance, information technology, public relation, human resource and administrative services, etc. to Trinity Securities Company Limited. Currently, Trinity Information Company Limited has no active business except holding investment in its affiliated company. Assets, Liabilities and shareholders' equity of Trinity Information Company Limited as at December 31, 2010 were presented in the notice of the meeting.

Since Trinity Information Company Limited was the 100% subsidiary of the Company, all assets and liabilities had been included in the Company's consolidated financial statements, of which the equity value of investment in the affiliated company was recorded by the recognition of profit sharing up to December 31, 2010 at Baht 3,467,671. The entire transfer business from Trinity information Company Limited would have no implication to the assets and liabilities of the Company's consolidated financial statements. And in case Trinity Information Company Limited can be liquidated and dissolved within 2011, there would be no corporate income tax incurred until the investment are disposed.

To reduce operating cost, the board of directors had considered and proposed the Meeting to approve and accept the entire business transfer (transfer of all assets and liabilities) of Trinity Information Company Limited to Trinity Watthana Public Company Limited. Additionally, the board proposed the meeting to acknowledge the liquidation and dissolution of Trinity Information Company Limited within the year 2011 to comply with the criteria required by the Revenue Department for the waiver of corporate income tax on capital gain and any taxes related to the transaction

According to articles of association, to approve the acceptance of business transfer of private company requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting and entitled to vote.

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

**Resolved** It was resolved that the Meeting with more than third-fourth of the total entitled votes approve the entire business transfer (transfer of all assets and liabilities) of Trinity Information Company Limited. Details of the voting were as follows;

Approved 122,062,678 votes equivalent to 99.98%, and

Abstained 26,750 votes equivalent to 0.02%.

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. Suphot Ouachailertkul, the shareholder, suggested that 3 years information of director remuneration and auditor fee be presented in the agenda or in the presentation to the shareholders for consideration.

Mr. Pakhawat thanked for the suggestion and would consider providing more information to the shareholders.

Mr. Suphot Ouachailertkul, the shareholder, asked why the proposed audit fee for 2011 was higher than last year.

Mr. Suphot Lertpratchayakul, the auditor representative, explained that due to the change in accounting standard and the modification of financial statement presentation required by the Securities and Exchange Commission, the auditor had to add more time charge which reflected in the increase in audit fee.

Mr. Suphot Ouachailertkul, the shareholder, asked the management to clarify type of borrowing, interest charged on borrowing, type of investment in securities and how to measure the investment value.

Ms. Suwannee Limpanavongsaen, Deputy Managing Director, clarified that borrowing presented in the financial statements was overnight loan which was charged at market interest rate and the investments included listed securities and bonds which were marked at the market price at the end of year.

Mr. Suphot Ouachailertkul, the shareholder, asked further how to manage the retained earnings.

Mr. Pakhawat informed that the Company needed to maintain its retained earnings for business expansion.

Mr. Suphot Ouachailertkul, the shareholder, asked about the business plan regarding the new products launched by the SET or TFEX.

Mr. Pakhawat requested Mr. Charnchai Kongthongluck, Managing Director, to report the Company's business plan.

Mr. Charnchai informed that the Company participated with the SET/TFEX in launching new products in order to provide investment alternatives to the investors. The Company planned to introduce more trading tools for clients and to increase private fund business. In 2010, the private fund managed by the Company increased from Baht 320 million at the end of 2009 to Baht 638 million in 2010 and continuously grew in the first quarter of this year. The Company's private fund management offered two types of fund management, that is, "Wealthy Port" which is managed by fund manager in selection of securities and trade at the right market timing and "Smart Port" which is traded by signal generated by quantitative tool. In addition, the Company's proprietary trading would increase investment in medium and low risk strategy in order to stabilize profit at an acceptable risk.

Mr. Pakhawat additionally informed that the Company plan to develop and offer various new products and services which were customized for particular group as well as increase research products i.e. silver and oil futures. The Company also planned to extend the trading period to cover night time so as to allow the clients to trade commodities and manage their position during the opening of international markets.

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.

Signed .....Sirin Nimmanahaeminda..... Chairman

(Mr. Sirin Nimmanahaeminda)

Ms. Suwannee Limpanavongsaen : Secretary to the Meeting

**Additional Information for Shareholders to Consider and Approve  
the Agenda of the Annual General Meeting of Shareholders No. 10**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 9 on April 29, 2011.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 8, 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. 9 on April 29, 2011.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2011.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2011. Copy of the Annual Report has been sent to the shareholders together with the notice of the meeting (Attachment No.2).

The board of directors has reviewed the report and proposed the meeting to acknowledge the operating results for the year 2011.

- 3. To consider and approve the audited balance sheet and income statements for the year ended December 31, 2011.**

Information for considerations:

The Company has prepared the balance sheet and income statements for the year ended December 31, 2011 which have been audited and certified by the auditor. The board of directors and the audit committee have considered the audited statements and auditor's report. The board of directors and the audit committee have given opinion in the board of directors responsibility report and the audit committee report. Details of the Company's financial statements and related reports are in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting (Attachment No.2).

The board of directors has reviewed such details and proposed the meeting to approve the audited balance sheet and income statements for the year 2011.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2011.**

**4.1 To approve no appropriation of profit to legal reserve for the year 2011**

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 2011 reported net profit of Baht 30,940,795, the Company is required to appropriate profit to legal reserve of Baht 1,547,040. The retained earnings and legal reserve of the separated financial statements after appropriation were Baht 49,253,677 and Baht 28,850,155, respectively.

The board of directors has reviewed and proposed the meeting to approve an appropriation of profit Baht 1,547,040 to legal reserve.

## 4.2 To approve dividend payment for the year 2011

### 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 2008 to 2010 and the net profit and unappropriated retained earnings for the year 2011 were as follows:

	<u>Year 2008</u>	<u>Year 2009</u>	<u>Year 2010</u>	<u>Year 2011</u>
Net Profit as per consolidated financial statements	(125,230,889)	(11,855,786)	38,845,711	117,062,777
Retained Earnings before final dividend payout (as per separated financial statements)	48,991,233	33,463,687	76,036,563	49,253,677
Dividend - % to net profit	-	-	99.42	To be approved by shareholders
- Baht per share	0	0	0.22	
- Baht	0	0	38,621,440	

The board of directors has deemed appropriate to propose the meeting to approve the dividend payment for the year 2011 from the profit of the year 2011 at Baht 0.35 per share, amounting Baht 61,443,200 (52.49% of the profit). The interim dividend at Baht 0.10 per share, totaling Baht 17,555,200, was paid on 14 September 2011. The final dividend for the year 2011 at Baht 0.25 per share, totaling Baht 43,888,000, will be paid out of the profit after 30% corporate income tax. The closing date of the share register book for the rights of shareholder to receive dividend is on March 12, 2012; payable on May 22, 2012.

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

### 5.1 To appoint new directors to replace the retiring directors

#### Information for considerations:

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

- |                             |          |   |
|-----------------------------|----------|---|
| 1) Mr. Panja Senadisai      | Position | Independent Director and audit committee, and Chairman of the Nomination and Compensation Committee |
| 2) Mr. Pote Videtyontrakij  | Position | Director and member of the Nomination and Compensation Committee,                                   |
| 3) Mr. Surachai Suksriwong  | Position | Director and member of the Nomination and Compensation Committee, and                               |
| 4) Mr. Visit Ongpipatanakul | 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 10, 2012. However, there was no proposal of director nomination submitted to the Company Secretary.

As Mr. Pote Videtyontrakij wished to retire and submitted resignation letter to the Chairman with effective date on March 12, 2012 and the directors no. 1)-3) are the members of the Nomination and Compensation Committee who have interest in this matter, the board of directors has considered to propose Ms. Kanitha Subpa-Asa to replace Mr. Pote Videtyontrakij. The board of directors considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent



directors as set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors are illustrated in Exhibit 1.

The board of director excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting as follows:

- (1) elect Ms. Kanitha Subpa-Asa as a director to replace Mr. Pote Videtyontrakij. Ms. Kanitha Subpa-Asa is knowledgeable, competent and well experienced in securities business. Additionally she does not possess any business in conflict with the Company.
- (2) re-elect Mr. Panja Senadisai, Mr. Surachai Suksriwong and Mr. Visit Ongpipatanakul to be directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the period. Additionally they do not possess any business in conflict with the Company. Mr. Panja Senadisai is also qualified as an independent director according to the company's definition of Independent Director.

## **5.2 To approve directors remuneration**

### Information for considerations:

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

The board of directors proposes the meeting to consider bonus as extra remuneration for the year 2011 and the remuneration for the year 2012 as follows:

### **1) To approve extra remuneration for the year 2011**

Pursuant to the resolution of the annual general meeting of shareholders No. 9 approval of 2011 budget for extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee has considered the evaluation criteria based on company performance, record of company remuneration and record of 2010 remuneration of listed finance and securities companies disclosed by the Stock Exchange of Thailand.

The Nomination and Compensation Committee has considered according to the criteria set out above. The Company's income and net profit for the year 2011 were Baht 640 million and 117 million, respectively, which were higher than that of 2010 by 39% in term of income and 200% in term of net profit and the record of 2010 remuneration of listed finance and securities companies was as follows:

<u>Sector</u>	<u>Average (mil. Baht)</u>		<u>Average remuneration per person per annum (Baht)</u>		
	<u>Income</u>	<u>Net Profit</u>	<u>Average</u>	<u>Lowest</u>	<u>Highest</u>
Finance & securities	1,997	252	730,512	86,250	8,371,429

The director's average remuneration comparison for the year 2008, year 2009 and year 2010 were as follows:

	<u>(mil. Baht)</u>		<u>Average remuneration per person per annum (Baht)</u>			<u>Extra remuneration (Baht)</u>
	<u>Income</u>	<u>Net Profit</u>	<u>Average</u>	<u>Lowest</u>	<u>Highest</u>	
2008	406	(125)	420,000	240,000	1,320,000	-
2009	352	(12)	420,000	240,000	1,320,000	-
2010	459	39	580,000	350,000	1,650,000	1,760,000

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the meeting to approve the payment of bonus of Baht 4,000,000. The directors who are members of audit committee shall be eligible for one time extra remuneration whereas the Chairman shall be eligible for two times extra remuneration.

The allocation of extra remuneration can be illustrated as follows:

- Director	250,000	Baht per person
- Director and audit committee member	500,000	Baht per person
- Chairman of the board of director and audit committee	750,000	Baht per person

The scope of responsibilities of the audit committee and the report on their responsibilities for the year 2011 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 2012

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 2012 totaling of Baht 15,000,000, dividing into the following categories:

1) Monthly director fee / allowance for the year 2012 shall not exceed Baht 5 million, divided as follows:

a) Director fee, payable monthly at the same rate as in 2011, divided into:

- 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.

The scope of responsibilities of the Audit Committee and the report on their responsibilities for the year 2011 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).

b) Meeting allowance to the member of the Nomination and Compensation Committee at Baht 20,000 per meeting (the same rate as in 2011).

The scope of responsibilities of the Nomination and Compensation Committee and the report on their responsibilities for the year 2011 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) Budget for the year 2012 as an extra remuneration not over Baht 10 million which shall be reserved in the 2012 income statement, and payable only after the annual shareholders' meeting for the year 2012 pass the resolution.

## 6. To consider and appoint the Company's auditor and approve audit fee for the year 2012

### Information for considerations:

The board of directors has considered and proposed the meeting to appoint Ernst & Young Office Limited by

- 1) Ms. Rungnapa Lertsuwanakul, CPA Registration number 3516 or
- 2) Ms. Sumalee Reewarabandith, CPA Registration number 3970 or
- 3) Ms. Pimjai Manitkajonkij, CPA Registration number 4521

The proposed auditors have been appointed as the Company's auditor since 2010 and have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2011, 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, Ernst & Young Office Limited is authorized to assign any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to replace him/her.


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

Company Name	Year 2010	Year 2011	Year 2012
Trinity Watthana Plc.	170,000	170,000	170,000
Trinity Securities Co., Ltd. and Trinity Advisory 2001 Co., Ltd.	930,000	980,000	980,000
<b>Total</b>	<b>1,100,000</b>	<b>1,150,000</b>	<b>1,150,000</b>

The audit committee considered that the auditor had conducted the audit for the year 2011 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 170,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,150,000 which is the same rate charged last year.

**Biographies of Directors proposed for re-appointment**

1)	<b>Name</b>	<b>Mr. Panja Senadisai</b>		
	<b>Age</b>	64		
	<b>Directorship</b>	<b>Independent Director and member of Audit Committee and Chairman of Nomination and Compensation Committee</b>		
	<b>Education</b>	MBA - Suffolk University		
	<b>Director training course</b>	Directors Certification Program (DCP), Thai Institution of Directors		
	<b>Terms of Directorship</b>	Year 2002 – Present		
	<b>Current Position of Director/Executive</b>			
	<b>• Listed Companies and their affiliates</b>	2002 – Present	Director/Audit Committee and Chairman of Nomination and Compensation Committee	
			Director/Independent Director	
		2007 - Present	Director/Independent Director	
		2003 - Present	Director and Audit Committee	
		2000 - Present	Chairman of Audit Committee and Compensation Committee	
		1983 - Present	Director	
	<b>Trinity Watthana Plc.</b>			
	<b>Trinity Securities Co., Ltd.</b>			
	<b>Trinity Polaris Futures Co., Ltd.</b>			
	<b>Rasa Property Development Plc.</b>			
	<b>Somboon Advance Technology Plc.</b>			
	<b>KCE Electronics Plc.</b>			
	<b>Occupation</b>	Business Executives		
	<b>No. of shares holding in the Company</b>	75,000 shares or 0.04% as at December 31, 2011		
	<b>No. of meeting attended in 2011</b>	Board of Directors	6 meetings (6 / 7 meetings)	
		Audit Committee	7 meetings (7 / 7 meeting)	
		Nomination and Compensation committee	4 meetings (4 / 4 meetings)	
	<b>Business Relationship</b>	No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries.		

2) **Name** Mr. Surachai Suksriwong  
**Age** 46  
**Directorship** Director and member of  
**Nomination and Compensation Committee**  
**Education** Master of Law (LL.M.)  
 International Trade and Banking,  
 Washington College of Law  
 The American University, Washington D.C., U.S.A.  
**Director training course** - None -  
**Terms of Directorship** Year 2006 – Present



**Current Position of Director/Executive**

- **Listed Companies and their affiliates**

2006 – Present	Director/Nomination and compensation Committee	Trinity Watthana Plc.
2007 – Present	Director	Ethernal Energy Plc.
- **Non-listed Companies**

1995 – Present	Advisory	Com-Link Co., Ltd.
1994 – Present	Chairman of the Advisory Board	Ong Ka Rak Thanee Co., Ltd. Exhibition & Conference Co., Ltd
1993 – Present	Chairman of the Advisory Board	Poo Num Fah Co., Ltd. Khao Khor Thanee Co., Ltd.
1992 – Present	Chairman of the Advisory Board	Nana Telecommunication Co.,Ltd. Hin Rong Kla Thanee Co., Ltd.

**Occupation** Business Executives

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

**No. of meeting attended in 2011** Board of Directors 6 meetings (6 / 7 meetings)  
 Nomination and Compensation committee 4 meetings  
 (4 / 4 meetings)

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

3)	<p><b>Name</b> Mr. Visit Ongpipatanakul</p> <p><b>Age</b> 48</p> <p><b>Directorship</b> Director</p> <p><b>Education</b> MBA– University of Florida Master of Arts (Business Law) Chulalongkorn University</p> <p><b>Director training course</b> - None -</p> <p><b>Terms of Directorship</b> Year 2011 – Present</p> <p><b>Current Position of Director/Executive</b></p> <ul style="list-style-type: none"> <li>• <b>Listed</b> 2011 – Present Director Trinity Watthana Plc.</li> <li><b>Companies and their affiliates</b> 2010 – Present Director / Managing Director Trinity Securities Co., Ltd.</li> </ul> <p><b>Occupation</b> Business Executives</p> <p><b>No. of shares holding in the Company</b> - None -</p> <p><b>No. of meeting attended in 2011</b> Board of Directors 6 meetings (6 / 6 meetings)</p> <p><b>Business Relationship</b> No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.</p>	
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4) **Name** Ms. Kanitha Subpa-Asa  
**Age** 57  
**Directorship** Director  
**Education** MBA (Finance) - Wharton School,  
 University of Pennsylvania, U.S.A.  
**Director training course** Directors Certification Program (DCP),  
 Thai Institution of Directors  
 TLCA Executive Development Program (EDP1)



**Current Position of Director/Executive**

• **Non-listed Companies** 2011 - Present Director SSUT Co.,Ltd.

**5 past years Position of Director/Executive**

• **Listed Companies and their affiliates**  
 2001 - 2011 Director Trinity Watthana Plc.  
 Trinity Information Co., Ltd.  
 2001 - 2011 President/Director Trinity Securities Co., Ltd.  
 Trinity Advisory 2001 Co., Ltd.  
 2005 - 2009 Director Trinity Polaris Futures Co., Ltd.

• **Non-listed Companies** 2005 - 2010 Director Thai Laminate Manufacturer Co., Ltd.

**Occupation** Business Executives

**No. of shares holding in the Company** 1,150,000 shares or 0.66% as at December 31, 2011

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

### **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, 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, 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, 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, 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, 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, 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, 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. 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. 10 of Trinity Watthana Plc.  
On Wednesday of April 25, 2012, 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, 2012.

**2. Shareholders attend the Meeting**

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

**3. Proxy**

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

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

1) Mr. Sirin Nimmanahaeminda, Position Chairmen and Chairman of Audit committee (as an independent director), age 65 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok.

2) Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 61 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok.

3) Mr. Pakhawat Kovithvathanaphong, Position Chief Executive Officer (not an independent director), age 63 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

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

**Documents required for Proxy**

**(1) Ordinary Shareholders**

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

**(2) Juristic person**

- (a) Proxy Form signed by authorized director(s) according to the corporate affidavit together with the company seal (if any).
- (b) In case of juristic person registered in Thailand, the copy of corporate affidavit certified by authorized director(s) with the company seal (if any) must be attached with the Proxy Form. The corporate affidavit should be issued not more than 3 months 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 share holding and the number of shares held by a shareholder may not be divided into several portions in order to divide the votes.
- 4.2 In the event that there are no dissenting opinions, or opinions that differ from those of the Chairman, or the Board of Directors, the Meeting shall consider an issue certified and resolved unanimously.
- 4.3 In the event that a shareholder casts a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot.
- 4.4 The proxy appointed by the shareholder can cast votes as directed by the grantor specified in the Proxy Form.
- 4.5 Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote, and the Chairman may ask him to leave the meeting temporarily.

หนังสือมอบฉันทะแบบ ก.

Proxy Form A

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่.....  
I/We Nationality Residing at No.

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้  
and voting rights votes divided as follows:

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

Common share shares with voting rights votes

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

Preferred share shares with voting rights votes

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

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

Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

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

Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

4. นายศิริินทร์ นิมมานเหมินท์ ตำแหน่ง ประธานกรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 65 ปี อยู่บ้านเลขที่ 593 ซอยพหลโยธิน 32 แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Sirin Nimmanahaeminda, Position Chairmen and Chairman of Audit committee (as an independent director), age 65 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok or

5. นายไพโรจน์ วัชรภาพิช ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 61 ปี อยู่บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 61 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง กรรมการและประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 63 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chief Executive Officer (not an independent director), age 63 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 10 ซึ่งกำหนดประชุมกันในวันที่ 25 เมษายน 2555 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิเวอรี่ไฮด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one person to be my/our proxy to attend and cast votes on my/our behalf at the Annual General Meeting of Shareholders No. 10 which will be held on April 25, 2012 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signed Grantor

(.....)

วันที่ ...../...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Grantee

(.....)

วันที่ ...../...../.....

#### หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะแบบ ข.

Proxy Form B

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่.....  
I/We Nationality Residing at No.

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้  
and voting rights votes divided as follows:

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

Common share shares with voting rights votes

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

Preferred share shares with voting rights votes

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

4. นายศิริินทร์ นิมมานเหมินท์ ตำแหน่ง ประธานกรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ)  
อายุ 65 ปี อยู่บ้านเลขที่ 593 ซอยพหลโยธิน 32 แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Sirin Nimmanahaeminda, Position Chairmen and Chairman of Audit committee (as an independent director),  
age 65 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok or

5. นายไพโรจน์ วัชรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 61 ปี อยู่บ้านเลขที่  
87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 61  
years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok or

6. นายภควัด โกวิทวัฒนพงศ์ ตำแหน่ง กรรมการและประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 63 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chief Executive Officer (not an independent director), age 63 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 10 ซึ่งกำหนดประชุมกันในวันที่ 25 เมษายน 2555 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิเวียรไฮด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one person to be my/our proxy to attend and cast votes on my/our behalf at the Annual General Meeting of Shareholders No. 10 which will be held on April 25, 2012 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 9 เมื่อวันที่ 29 เมษายน 2554

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 9 on April 29, 2011.

(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 2554

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2011.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบดุลและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2554

Agenda Subject: To consider and approve the audited balance sheet and income statements for the year ended December 31, 2011.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่ 4.1 เรื่อง พิจารณาและอนุมัติการจัดสรรกำไรเป็นเงินสำรองตามกฎหมายสำหรับปี 2554

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2011.

(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 พิจารณาและอนุมัติการจ่ายเงินปันผลสำหรับปี 2554

Agenda Subject: To consider and approve dividend payment for the year 2011.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows:
- การแต่งตั้งกรรมการทั้งหมด / The appointment of all Directors  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       งดออกเสียง/Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of certain Directors as follows:
- ชื่อกรรมการ นายปัญญา เสนาดิสัย  
Director Name Mr. Panja Senadisai  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       งดออกเสียง/Abstain
  - ชื่อกรรมการ นายสุรชัย สุขศรีวงศ์  
Director Name Mr. Surachai Suksriwong  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       งดออกเสียง/Abstain
  - ชื่อกรรมการ นายวิศิษฐ์ องค์กรพัฒนกุล  
Director Name Mr. Visit Ongpipatanakul  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       งดออกเสียง/Abstain
  - ชื่อกรรมการ นางชนิษฐา สรรพอาษา  
Director Name Ms. Kanitha Subpa-Asa  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

1) พิจารณาและอนุมัติการจ่ายเงินบำเหน็จกรรมการประจำปี 2554

To consider and approve extra remuneration for the year 2011

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

2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2555

To consider and approve directors' remuneration for the year 2012

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       งดออกเสียง/Abstain

วาระที่ 6 เรื่อง พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2555

Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2012

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case where the Proxy does not vote 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 authorized 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 ...../...../.....

#### 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 โทรินิตี้ วัฒนา จำกัด (มหาชน)

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

ในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 10 ในวันที่ 25 เมษายน 2555 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรริเวอร์ไซด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 10 which will be held on April 25, 2012 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or at any adjournment thereof to any other date, time and place.

วาระที่..... เรื่อง .....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง .....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง .....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง .....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่.....เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ (ต่อ)  
 Agenda Subject: To consider and appoint new directors to replace the retiring directors (con't)

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve     ไม่เห็นด้วย/ Not approve    งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve     ไม่เห็นด้วย/ Not approve    งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve     ไม่เห็นด้วย/ Not approve    งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve     ไม่เห็นด้วย/ Not approve    งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve     ไม่เห็นด้วย/ Not approve    งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve     ไม่เห็นด้วย/ Not approve    งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve     ไม่เห็นด้วย/ Not approve    งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve     ไม่เห็นด้วย/ Not approve    งดออกเสียง/Abstain

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

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

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

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

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

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

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

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

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

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

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

All other general meeting are called "Extraordinary Meeting".

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

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

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

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

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

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

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

Article 39. If the meeting has not concluded the consideration of the matters according to the sequence of the agenda specified in the notice calling for the meeting, or the matters raised by the shareholders holding shares amounting to not less than one-third of the total number of paid up shares, 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 not less than three days and 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.

## Map of the meeting location

The Annual General Meeting of Shareholders No. 10  
 Trinity Watthana Public Company Limited  
 at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,  
 Rama3 Road, Bangkok

