

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

Notice of
the Annual General Meeting of Shareholders No. 15
on Friday April 21, 2017 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. 011/2017

March 17, 2017

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 15

The Board of Directors of Trinity Watthana Public Company Limited has passed the resolution to convene the Annual General Meeting of Shareholders on Friday April 21, 2017 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. 14 on April 27, 2016.

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, 2016.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2016.

3. To consider and approve the audited financial position and income statements for the year ended December 31, 2016.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the audited financial position and income statements for the year ended December 31, 2016.

4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2016.

4.1 To approve an appropriation of profit for the year 2016

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 7,506,085.

4.2 To approve dividend payment for the year 2016

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend for the year 2016 as follows:

- 1) Approve cash dividend of Baht 0.25 per share as the 2016 interim dividend payment paid on September 7, 2016, totaling amount Baht 49,373,865.
- 2) Approve the final dividend payment for the year 2016 of Baht 0.40 per share. The total dividends, inclusive of interim dividend payment, for the whole year 2016 shall be equivalent to Baht 0.65 per share which the total amount was Baht 128.37 million or at the payout ratio of 80.69% of net consolidated profit which is in accordance with the dividend policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

This dividend payment will be paid out from the retained earnings and the profit for the year 2016, which was subject to 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2016 fiscal year dividend on March 9, 2017 (Record Date) 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 Wednesday, March 10, 2017. The final dividend will be payable on May 12, 2017. The rights to

receive above dividend is depend upon the approval of 2017 Annual General Shareholders' Meeting.

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. Pairote Varophas, 2) Ms. Kanitha Subpa-Asa, 3) Mr. Nitipon Chaisakulchai and 4) Mr. Charnchai Kongthongluck. The Board of director excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting to re-elect all retired directors 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. Pairote Varophas is also qualified as an independent directors according to the company's definition of Independent Director.

5.2 To consider and approve the directors' remuneration

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge directors' bonus for the year 2016 totaling of Baht 6,000,000 and approve the directors' remuneration for the year 2017 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2017 extra remuneration not over Baht 10,000,000.

Voting rights: According to Section 90 of the Public Company Act and the Company's articles of association no.33, approval of directors' remuneration requires the shareholders' votes not less than 2/3 of the shareholders attending the meeting.

6. To consider and appoint the Company's auditor and approve audit fee for the year 2017.

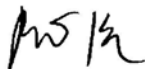
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of EY Office Limited namely 1) Mr. Sophon Permsirivallop, CPA Registration number 3182, or 2) Ms. Pimjai Manitkajohnkit, CPA Registration number 4521, or 3) Mr. Chayapol Suppasedtanon , CPA Registration number 3972, or 4) Ms. Sumana Punpongsanon, CPA Registration number 5872 as the Company's auditor for the year 2017 and to approve the audit fee for the Company at Baht 308,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,452,000 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, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

7. Other matters (if any).

The Company has fixed the Record Date for the right of shareholders to attend the Annual General Meeting of Shareholders No.15 and the right to receive the dividend on Thursday, March 9, 2017 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 Friday, March 10, 2017.

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

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



(Mr. Pakhawat Kovithvathanaphong)
Chairman

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 14
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 27th April, 2016 at 2.00 p.m. at the Wimanthong Room, 4th floor, the Monthien Riverside Hotel, Rama3 Road, Bangkok.

Attendants

The Company closed the register book at 2.05 p.m. There were 31 shareholders present in person representing 58,790,225 shares and 34 shareholders by proxies representing 32,354,639 shares, altogether 65 shareholders, representing 91,144,894 shares or 46.15 percent from the total issued and paid up of 197,495,461 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

Mr. Pakhawat Kovithvathanaphong, Chairman of the Meeting, welcomed the shareholders attending the Meeting and informed that in the absence of Mr. Sirin Nimmanahaeminda from his health problem, Chairman of the board of directors, the board of directors appointed Mr. Pakhawat Kovithvathanaphong to be acting Chairman of the board of directors. The register book was closed at 2.05 p.m. of which the quorum was satisfied according to the Company's Articles of Association. To orderly conduct the meeting and record the minutes, the Chairman requested the Company Secretary to inform the following voting procedures for each agenda:

1. A shareholder's voting right was directly proportionate to the number of shares held.
2. For shareholders who granted proxies to independent director or Chief Executive Officer, the Company would include and record the casting votes as specified for each agenda by the shareholders.
3. During each agenda, if any attending shareholder or proxy would like to propose any opinions or questions, the shareholder should raise his/her hand to ask for the permission. When the Chairman allowed, the shareholder reported the name to the Meeting before proposing the opinions or questions. The opinions or questions should be related to the agenda, if not, the shareholder should propose his/her opinion or question to the Meeting after finishing all agendas.
4. The Company Secretary shall inform the Meeting for voting required in each agenda before requesting for shareholders' voting.
5. In the event that there were no dissenting opinions, or opinions that differed from those of the Chairman, or the Board of Directors, the Meeting would consider an issue certified and resolved unanimously.
6. In the event that any attending shareholder cast a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot and submit it to a Company's officer so that the votes for that particular agenda could be recorded.
During gathering the votes of each agenda, the Chairman may consider propose next agenda to the Meeting and reported the casting votes when the staff finished the count.
7. In voting, a ballot is considered voided when, but not limited to, a shareholder cast on more than the permitted number of votes or when there was no signature of meeting participants ratifying the strikethrough information on the ballot. Splitting a vote on a ballot shall also invalidate a ballot, with the exception given to the custodians.
8. The articles of association regarding the shareholders' meeting and the voting had been already presented in the notice of the meeting page 40 to 42 (Attachment No.5).

The Company Secretary reported to the Meeting that the Company has granted the minority shareholders right to propose the agenda and to nominate candidates to be elected as directors in advance. The criteria and procedures were posted via SET and the Company's website on January 15, 2016 and required shareholders to submit any proposal within February 15, 2016. However, there was no proposal submitted to the Company.

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

Independent directors and audit committee

- | | | |
|------------------|--------------|---|
| 1. Mr. Abhichart | Arbhabhirama | |
| 2. Mr. Panja | Senadisai | Chairman of Nomination and Compensation Committee |
| 3. Mr. Pairote | Varophas | |

Non-executive and non-independent directors

- | | |
|-----------------|----------------|
| 1. Dr. Nitipol | Chaisakulchai |
| 2. Mr. Surachai | Suksriwong |
| 3. Ms. Kanitha | Subpa-Asa |
| 4. Dr. Voratha | Kongseanitsara |

Executive directors and management

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

Representative of external auditor

- | | |
|------------------|------------------|
| 1. Mr. Suphot | Lertpratchayakul |
| 2. Mr. Kittichai | Jongjitr |

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. 13 held on 28th April, 2015

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 13 held on 28th April 2015, copies of which had been sent to shareholders, together with the notice of this Meeting.

Resolved It was unanimously resolved that the Minutes of the Annual General Meeting of Shareholders No. 13 held on 28th April 2015 be adopted. Details of the voting were as follows:

Approved 90,645,732 votes equivalent to 99.45%
abstained 499,162 votes equivalent to 0.55% and no objection.

2. To consider and acknowledge the Company's operating results for the year ended 31st December 2015

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

Mr. Charnchai reported that Thailand's stock market in 2015 continually declined. SET Index dropped by 14.0%. SET50 Index dropped by 18.7%. SET100 Index dropped by 17.7%. The decline reflects the strong adaptability of small cap, compared to the mid and large caps that were pressured by both internal and external factors. Internal factors included the downgrade of the company's performance pro forma, slower economic recovery than expected, especially for export, delayed government projects, and auction spectrum license at a higher price than expected. The external factors included quickly declining oil, signal from the Fed to raise interest rates, Chinese economy contraction, and so on. Such factors

affected the average daily trading value of SET and MAI and SET Index to decline every quarter. The trading value was highest in the first quarter at Baht 54,369 million Baht, and then fell to approximately Baht 40,000 million in Q2 to Q4. Whereas SET Index also peaked at 1615.89 points in the first quarter and lowest at 1216.66 points during the year. The average trading value of the year is Baht 44,302 million, declined from the year 2014 of Baht 45,466 million. In 2015, the Company had a market share of 1.95%, down from 2.67 % in 2014.

In 2015, retail investors have diminished roles in the stock market. The proportion of trading value of individual investors is 59%, compared to 62% in 2014. . Other investors such as proprietary accounts, foreign investors, and institutional investors in the country have slightly higher their proportion. In 2015, foreign investors sold a net total of 155,631 million Baht; proprietary accounts sold a net total of 6,398 million Baht, while domestic institutional investors and retail investors bought a net total of 82,133 million Baht and 79,896 million Baht, respectively.

TFEX's trading volume increased from 36 million contracts in 2014 to 48 million contracts in 2015, equivalent to 35% increase, resulting from investor's interest of SET50 Index Futures that was significant increased from 14.4 million contracts in 2014 to 26.8 million contracts, representing 86% increase, partly as a result of the downsizing of SET50 Index Futures contract in May 2014 to allow higher liquidity. Investors have a better understanding about various products. Because of volatility of the stock market, investors use derivatives to reduce risk and speculate.

In 2015, domestic retail investors have remained as the main type of investors in the market. The proportion of the volume of retail investors in the country equals to 54%. Domestic institutional investors and foreign investors have shares trading volume of 35% and 11%, respectively. The company has a market share of 1.94%, down from 2.65% in 2014 as a result of increased price competition. Customers decreased trading through the company.

The company successfully managed private fund during the first six months of 2015, which had the highest net asset value of Baht 2,913 million. After July 2015, SET Index fluctuated greatly and continued to decline throughout. As a result, the return on investment of the stock market was -15 %. However, private fund of the company was able to sustain a return on investment of private funds at a loss of 5% of the net asset value, decreased from 2,463 million Baht at the end of 2014 to 2,396 million Baht at the end of 2015.

The company emphasized on managing the company with an ethical manner. In accordance with the best practices of corporate governance, the company has been assessed by Thai Institute of Directors for the year 2015 and was ranked as "very good" under the ASEAN CG Scorecard standard. The company also received the outstanding securities company award on the services offered to individual investor category from the SET AWARDS 2015 organized by the Stock Exchange of Thailand and Banking and Finance Journal.

The Company's performance by quarter in 2015 mirrored the fluctuations in SET condition. The Company's total revenue was Baht 740 million compared to Baht 850 million in 2014. The Company's major income derived from the following:

- The Company's brokerage commission fee decreased from Baht 393 million to Baht 340 million, or by 13% resulted from the decrease in the market share due to the competition in commission rate.
- Whereas the commission income from derivatives business decreased from Baht 22 million to Baht 17 million, or by 21% resulted from the decline in the clients' trading volume from the competition in commission rate.
- The Company's gain on investment decreased from Baht 118 million in 2014 to Baht 88 million.

- Fee & service income decreased from Baht 85 million in 2014 to Baht 67 million resulting from decrease in underwriting fee and management fee from Private fund of which the size decreased from Baht 2,463 million to Baht 2,396 at the end of 2015.
- Whereas interest income from margin loan increased from Baht 126 million to Baht 130 million in accordance with the increase in margin loan during the year 2014 and interest income from other short-term loans business increased from Baht 3 million in 2014 to Baht 36 million in 2015.

The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 559 million in 2015 which was decreased from Baht 611 million in 2014. The expenses which had significant changes were as follows:

- Personnel expenses amounted to Baht 327 million compared to Baht 376 million in 2014 or decreased by 13% in relation to the decrease in commission income.
- Fee and services expenses amounted to Baht 69 million compared to Baht 83 million in 2014 or decreased by 18% as a result of decrease in trading volume of both SET and TFEX.
- Financial expenses increased from Baht 56 million to Baht 64 million due to the increase in borrowing during the year 2015 for settlement and margin loan.

The Company's profit before tax in 2014 was Baht 181 million which was decreased from Baht 239 million in 2014 or decline by 24% whereas net profit was Baht 146 million in 2015 decreased from Baht 192 million in 2014. Return on Equity decreased from 13.05% to 9.51%.

Details of 2015 operating results had been presented in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders' meeting.

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

Mr. Suratin Chulaorarn, a representation from Thai Investors Association, admired the Company for joining with the Private Sector Collective Action Coalition Against Corruption (CAC). He asked for the progress and the possibility to extend to the suppliers. In addition, he also asked about the Company strategy for the year 2016.

The Chairman requested Ms. Suwannee to clarify for the progress of the CAC and Mr. Charnchai to clarify for the Company strategy.

Ms. Suwannee clarified that since the Company declared to join with the Private Sector Collective Action Coalition Against Corruption (CAC) in 2011, the Company has already been certified from the CAC Committee as one of the member of the CAC in the first quarter of 2015 to express and commit in the fight against the corrupt in all their forms which has been pursued by the Company and its subsidiaries. The Company has been evaluated by Thaipat Institute in the project undertaken to assess sustainability issues about Anti-Corruption Progress Indicators of listed companies in Thailand for the year 2015, which resulted in a level four "Certified". The extension of this Anti-corruption policy to counter party will be considered.

The Chairman further clarified that the Company has considered this matter in our internal process when we dealt with our counter party.

Mr. Charnchai clarified that the Company has strategy to maintain and expand its customer base by presenting research reports on a new form to meet the needs of a wide range of investor and limitation in amount of investments. In addition, the Company also has strategy to diversify income so the Company's commission income was 45% of total income which was quite different from some brokers' commission income still be the major income approximately 70%-80% of total income. Other major income are interest income from margin loan and other short-term loan, Fee income from investment banking business especially from underwriting new listed companies, fee income from private fund management and investment income.

Then Mr. Charnchai asked for any questions. When there was no further question, Mr. Charnchai concluded that the Meeting acknowledge the Company's operating results for 2015.

3. To consider and approve the financial position and income statements for the year ended December 31, 2015

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

Ms. Suwannee then presented the details of the financial statements as follows:

The Company has prepared the financial position and income statements for the year ended December 31, 2015. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- The total assets of Baht 3,728 million at the end of year 2015 decreased from Baht 4,035 million in year 2014 due to the decrease in receivables from securities and futures business from Baht 2,764 million at the end of 2014 to Baht 2,337 million at the end of 2015. Such decrease in the receivables from securities and futures business was mainly the decrease in receivables from cash account amounted to Baht 77 million decreased from Baht 458 million at the end of 2014. The decrease in receivables was mainly due to reduce in trading volume during the end of the year.
- The Company's total liabilities were Baht 2,162 million which were decreased by 14% compared to the total liabilities of Baht 2,530 million at the end of 2014. The decrease of total liabilities resulted from the decrease in receivables from securities and futures business amounted to Baht 181 million from Baht 307 million at the end of 2014 and clearing house payable amounted to Baht 0.05 million from Baht 375 million at the end of 2014 due to reduce in trading volume during the end of the year..
- The Company's shareholders' equity was Baht 1,566 million which was increased from Baht 1,505 million at the end of 2014. The increase was derived from the Company and subsidiaries' earnings amounted to Baht 146 million in 2015. But the Company paid final cash dividends from operating results in 2014 in the amount of Baht 12 million with stock dividend and the 2015 interim dividend in the amount of Baht 49 million. In addition, unrealized loss from available-for-sale securities increased Baht 26 million.
- Details on revenue and expenses had already been explained in the Agenda2.

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

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

Should there be no any question, Ms. Suwannee then proposed the Meeting to approve the financial position and income statements for the year ended December 31, 2015.

Resolved It was unanimously resolved that the financial position and income statements for the year ended December 31, 2015 be approved. Details of the voting were as follows:

Approved 91,144,894 votes equivalent to 100%,
no abstained and objection.

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2015

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

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

Mr. Charnchai reported that according to Section 116 of the Public Company Act B.E. 2535 (1992), the Company was required to appropriate a portion of net profit as legal reserve at a rate of not less than 5.0 percent of net profit for the year after deducting the forwarded retained loss (if any) until the total amount of the legal reserve was not less than 10.0 percent of registered capital. In 2015 the Company's net profit in the separate financial statements was Baht 138 million. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 6,898,167 for the year 2015. After the appropriation of profit, retained earnings was Baht 106 million and legal reserve was Baht 56 million.

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

Resolved It was unanimously resolved that the Meeting approve the appropriation of profit as legal reserve amounted to Baht 6,898,167. Details of the voting were as follows:
Approved 91,144,894 votes equivalent to 100%, and
no abstained and objection.

4.2 To consider and approve the dividend payment for the year 2015

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

Mr. Charnchai reported that the company's dividend payout policy has been set at no less than 50% of consolidated net profit and no more than the unappropriated retained earnings of the separate financial statements. Record of dividend payments for the year 2012 to 2014, the net profit and unappropriated retained earnings for the year 2015 were presented in the notice of the meeting. Net consolidated profit was Baht 146 million and retained earnings of the separate financial statements was Baht 106 million. During the year 2015, the Company's interim dividend at Baht 0.25 per share, totaling Baht 49.4 million, was paid on September 9, 2015.

The board of directors proposed the Meeting to approve final dividend payment for the year 2015 at Baht 0.35 per share. The total dividends for the whole year 2015 shall be equivalent to Baht 0.60 per share which the total amount was Baht 118.50 million or at the payout ratio of 81.10% of net consolidated profit which is in accordance with the dividend policy of the Company. When comparing with the market price at the end of 2015 at Baht 5.85 per share, the Company's dividend yield was 10.26%. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

The Company will entitle rightful shareholders by closing of share register book for gathering shareholders' names under the section 225 of the Securities and exchange Act B.E. 2535 on Wednesday, March 11, 2016. The final dividend will be payable on May 17, 2016.

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

Resolved It was unanimously resolved that the Meeting approve the dividend for the year 2015 at Baht 0.60 per share (inclusive of interim dividend payment at Baht 0.25 per share). The closing date of the share register book for the rights of shareholder to receive dividend is on March 11, 2016; payable on May 17, 2016. Detail of votes were as follows:

Approved 91,144,894 votes equivalent to 100%, and no abstained and objection.

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

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

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

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 15, 2016. 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. Sirin Nimmanahaeminda | Position | Independent Director, Chairman of the board of directors and Chairman of audit committee, |
| 2) Mr. Pakhawat Kovithvathanaphong | Position | Director, |
| 3) Mr. Abhichart Arbhabhira | Position | Independent Director and audit committee, nomination and compensation Committee, and |
| 4) Mr. Surachai Suksriwong | Position | Director and nomination and compensation Committee |

Since Mr. Sirin Nimmanahaeminda submitted the letter to show his intent not to continue his directorship when he is retired due to his health.

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 has recruited new director to replace Mr. Sirin Nimmanahaeminda and proposed to the board of directors to consider Mr. Kampanart Lohacharoenvanich and since the directors no. 3) and 4) are the members of the Nomination and Compensation Committee, they were considered have interest in this matter.

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

The board of directors, excluding the director who has interest in this matter, has deemed appropriate to propose the meeting the following:

- a) To appoint Mr. Kampanart Lohacharoenvanich as a director to replace Mr. Sirin Nimmanahaeminda since he is knowledgeable, competent and experienced especially in the capital market. Mr. Kampanart Lohacharoenvanich is also qualified as an independent director according to the company's definition of Independent Director.
- b) re-elect 2) Mr. Pakhawat Kovithvathanaphong, 3) Mr. Abhichart Arbhabhira and 4) Mr. Surachai Suksriwong 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. Abhichart Arbhabhira was also qualified as an independent director and even he has been the Company's director for 12 years but he still always gave his opinion freely and had full understanding of the securities business. Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 24 to 28.

Each retiring director who was shareholder abstained from his/her 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.

Where 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. Kampanart Lohacharoenvanich	90,544,838 (99.34%)	-	600,056 (0.66%)
2	Mr. Pakhawat Kovithvathanaphong	84,533,644 (92.75%)	-	6,611,250 (7.25%)
3	Mr. Abhichart Arbhabhira	91,144,782 (99.9999%)	112 0.0001%	-
4	Mr. Surachai Suksriwong	91,144,894 (100%)	-	-

Remarks: *include own abstained votes

It was resolved by majority votes that the Meeting elect Mr. Kampanart Lohacharoenvanich to replace Mr. Sirin Nimmanahaeminda and re-elect the retiring directors no. 2-4 to become the Company's directors for another term. Mr. Abhichart Arbhabhira and Mr. Kampanart Lohacharoenvanich are also qualified as independent directors according to the company's definition of Independent Director.

5.2 To consider and approve the directors' remuneration

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

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 2015 and the remuneration for the year 2016 as follows:

1) To approve extra remuneration for the year 2015

Pursuant to the resolution of the annual general meeting of shareholders no. 12 approval of the budget for 2015 extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee had considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration, which were presented in the notice of the meeting. The Company's income for the year 2015 was Baht 740 million decreased from Baht 850 million for the year 2014, or decreased by 13% and net profit 146 million which was lower than that of 2014 by 23%.

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 6,000,000 lower than that of 2014 by 25%. The Chairman who also be chairman of audit committee shall be eligible for one and a half time extra remuneration.

The allocation of extra remuneration can be illustrated as follows:

- Director	480,000	Baht per person
- Chairman of the board of director and audit committee	1,200,000	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 entitled to votes or abstained from voting.

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

Should there be no question, Mr. Panja proposed that the Meeting consider and resolve the agenda.

Resolved It was unanimously resolved that the Meeting approve the directors' bonus amounted to Baht 6,000,000 (details of payment to each director as proposed). Detail of votes were as follows:

Approved 91,144,894 votes equivalent to 100%, and no abstained and objection.

2) To approve director remuneration for the year 2016

For the year 2016, the board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the Meeting to approve the director remuneration totaling of Baht 15,500,000, dividing into the following categories:

2.1) Director monthly remuneration for the year 2016 shall not exceed Baht 5.5 million in aggregate, payable monthly at the same rate as in 2015, divided as follows:

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

2.2) An extra remuneration for the year 2016 not over Baht 10 million which will be reserved in the 2016 income statement.

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

Mr. Panja proposed that the Meeting consider to approve director remuneration for the year 2016 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance of Baht 5,500,000 per annum and extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors. The Meeting with more than two-thirds of the total entitled votes and directors who were shareholders entitled to votes or abstained from voting.

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

Should there be no question, Mr. Panja proposed that the Meeting consider and resolve the agenda.

Resolved It was unanimously resolved that the Meeting approve director remuneration for the year 2016 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance of Baht 5,500,000 per annum and extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors. Detail of votes were as follows:

Approved 91,144,894 votes equivalent to 100%, and no abstained and objection.

6. To consider and approve the appointment of auditors and audit fee for the year 2016

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 EY Office Limited by

- 1) Mr. Sophon Permsirivallop, CPA Registration number 3182 or
- 2) Ms. Pimjai Manitkajohnkit, CPA Registration number 4521 or
- 3) Mr. Chayapol Suppasedtanon, CPA Registration number 3972 or
- 4) Ms. Sumana Punpongsanon, CPA Registration number 5872

The proposed auditors have been appointed as the Company's auditor since 2015 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 2015, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 280,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,320,000 which is higher than the 2015 audit fee by Baht 40,000.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2015 in accordance with the general accepted auditing standards. The auditor had full understanding of securities and derivatives business and provided other valued services without extra charges e.g. IT general control review, advice new accounting standard to the Company and its subsidiaries. The audit fee was considered acceptable.

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

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

Resolved It was unanimously resolved that the Meeting appoint EY Office Limited namely Mr. Sophon Permsirivallop, CPA Registration number 3182, or Mr. Chayapol Suppasedtanon, CPA Registration number 3972, or Ms. Sumana Punpongsanon, CPA Registration number 5872 as the auditor for the year 2016 and to approve the audit fee for the Company at Baht 280,000, with the aggregate audit fee for the Company and its subsidiaries at Baht 1,320,000. Details of the voting were as follows:

Approved 91,144,894 votes equivalent to 100%, and
no abstained and objection.

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

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

Closed at 3.15 p.m.

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

Ms. Suwannee Limpanavongsaen : Company Secretary

**Additional Information for Shareholders to Consider and Approve
the Agenda of the Annual General Meeting of Shareholders No. 15**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 14 on April 27, 2016.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 14, 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. 14 on April 27, 2016.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2016.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2016. 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 2016.

- 3. To consider and approve the audited financial position and income statements for the year ended December 31, 2016.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2016 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 financial position and income statements for the year 2016.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2016.**

4.1 To approve no appropriation of profit to legal reserve for the year 2016

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 2016 reported net profit of Baht 150,121,699, the Company is required to appropriate profit to legal reserve of Baht 7,506,085. The retained earnings and legal reserve of the separated financial statements after appropriation were Baht 129,934,251 and Baht 63,819,918, respectively.

The board of directors has reviewed and proposed the meeting to approve an appropriation of profit Baht 7,506,085 to legal reserve.

4.2 To approve dividend payment for the year 2016

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 2013 to 2015 and the net profit and unappropriated retained earnings for the year 2016 were as follows:

	<u>Year 2013</u>	<u>Year 2014</u>	<u>Year 2015</u>	<u>Year 2016</u>
Net Profit as per consolidated financial statements	137,910,287	191,716,074	146,104,620	159,564,058
Retained Earnings before final dividend payout (as per separated financial statements)	56,064,074	146,826,565	105,815,914	129,934,251
Dividend - % to net profit	76.38	86.99	81.10	To be approved by shareholders
- Baht per share	0.60	0.95	0.60	
- Baht	105,331,200	166,774,400	118,497,277	

During 2016, the Company paid interim dividend of Baht 0.25 per share on September 7, 2016, totaling amount Baht 49,373,865.

The board of directors has deemed appropriate to propose the meeting to approve the final dividend payment for the year 2016 of Baht 0.40 per share. The total dividends, inclusive of interim dividend payment, for the whole year 2016 shall be equivalent to Baht 0.65 per share which the total amount was Baht 128.37 million or at the payout ratio of 80.69% of net consolidated profit which is in accordance with the dividend policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law. This dividend payment will be paid out from the retained earnings and the profit for the year 2016, which was subject to 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2016 fiscal year dividend on March 9, 2017 (Record Date) 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 March 10, 2016. The final dividend will be payable on May 12, 2017.

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, there are 4 directors retiring by one-third rotation rules:

- | | | |
|--------------------------------|----------|---|
| 1) Mr. Pairote Varophas | Position | Independent Director and audit committee, |
| 2) Ms. Kanitha Subpa-Asa | Position | Director, |
| 3) Mr. Nitipon Chaisakulchai | Position | Director and nomination and compensation Committee, and |
| 4) Mr. Charnchai Kongthongluck | 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 15, 2017. However, there was no proposal of director nomination submitted to the Company Secretary.

The Nomination and Compensation Committee, excluding the director no.3) who has interest in this matter, has considered the nomination according to the Company's director nomination criteria;

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

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, has considered the credentials of the four retiring directors and resolved that the retiring directors qualifications are in compliance to the Company's selection criteria, Public Company Act and the office of Securities and Exchange Commission and the Stock Exchange of Thailand guidelines. All of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they do not possess any business in conflict with the Company. The board of directors deems appropriate to propose the meeting to re-elect the four directors to become the Company's directors for another term. Mr. Pairote Varophas is also qualified as 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 acknowledge bonus as extra remuneration for the year 2016 and consider the remuneration for the year 2017 as follows:

1) To acknowledge extra remuneration for the year 2016

Pursuant to the resolution of the annual general meeting of shareholders No. 14 approval of 2016 budget for extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee has considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration comparison for the year 2013-2015 as follows:

	2013	2014	2015	2016
<u>Income Statements</u> (Million Baht)				
Operating Income	851	850	740	791
Net Profit	138	192	146	159
Earnings per share (Baht)	0.79	1.09	0.74	0.81
<u>Benefits to Shareholders</u>				
Dividend (Baht per share)	0.60	0.95	0.60	0.65
<u>Directors' remuneration per person per year</u>				To be reported after the 2017AGM
- Average	920,000	1,190,909	990,909	
- Minimum	680,000	880,000	640,000	
- Maximum	2,420,000	2,920,000	2,520,000	
Total Extra Remuneration (Baht per year)	5,500,000	8,000,000	6,000,000	
- Chairman (per person)	1,100,000	1,600,000	1,200,000	
- Board member / member of audit committee	440,000	640,000	480,000	

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered according to the criteria set out above. The Company's income for the year 2016 was Baht 791 million increased from that of 2015 by 6.89% and net profit was Baht 159.6 million which was higher than that of 2015 by 9.31% and dividend payment to the Shareholders increased from Baht

0.60 per share which the total amount was Baht 118.5 million to Baht 0.65 per share which the total amount was Baht 128.4 million or increased by 8.35% as proposed in the agenda no. 4.2.

The board of directors approved the payment of bonus of Baht 6,000,000 equal to that of 2015, not exceeding the limit approved by the shareholders. The Chairman shall be eligible for one and a half time extra remuneration. The board of directors proposed the meeting to acknowledge the bonus amount.

The scope of responsibilities of the Audit Committee and the Nomination and Compensation Committee and the report on their responsibilities for the year 2016 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 2017

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 2017 totaling of Baht 15,500,000 with other benefits in form of insurance, dividing into the following categories:

2.1) Monthly director fee / allowance for the year 2017 shall not exceed Baht 5.5 million at the same amount as in 2016, divided as follows:

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

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

2.2) Budget for the year 2017 as an extra remuneration not over Baht 10 million which shall be reserved in the 2017 income statement. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.

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

6. To consider and appoint the Company's auditor and approve audit fee for the year 2017

Information for considerations:

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

- 1) Mr. Sophon Permsirivallop, CPA Registration number 3182 or
- 2) Ms. Pimjai Manitkajohnkit, CPA Registration number 4521 or
- 3) Mr. Chayapol Suppasedtanon , CPA Registration number 3972 or
- 4) Ms. Sumana Punpongsonon, CPA Registration number 5872

The proposed auditors have been appointed as the Company's auditor since 2015 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 2016, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event

that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.


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

Company Name	Year 2015	Year 2016	Year 2017
Trinity Watthana Plc.	250,000	280,000	308,000
Trinity Securities Co., Ltd. and Trinity Advisory 2001 Co., Ltd.	1,030,000	1,040,000	1,144,000
Total	1,280,000	1,320,000	1,452,000

The audit committee considered that the auditor had conducted the audit for the year 2016 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 308,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,452,000 which is higher than the rate charged last year.

Biographies of Directors proposed for re-appointment

1)	Name	Mr. Pairote Varophas		
	Age	66		
	Directorship	Independence Director and Audit Committee		
	Education	Master of Marketing and Finance, Northwestern University, U.S.A.		
	Director training course	Directors Certification Program (DCP), Thai Institution of Directors (IOD) Anti-Corruption: The Practical Guide (ACPG) 2016, IOD Corporate Governance for Capital Market Intermediaries (CGI) # 11/2016, IOD Boards that Make a Difference (BMD) #1/2016, IOD		
	Terms of Directorship	15 years since July 9, 2002 and the latest nomination on April 25, 2014		
	Current Position of Director/Executive			
	• Listed Companies and their affiliates	2002–Present	Director/Audit Committee Independent Director/Audit Committee	
	• Non-listed Companies	2016 – Present	Independent Director/Audit Committee	
		2016 – Present	Independent Director/Audit Committee	
		2005 – Present	Chairman	
	Occupation	Business Executives		
	No. of shares holding in The Company	14,062 shares or 0.007% as at December 31, 2016		
	No. of meeting attended in 2016	Board of Directors	8 meetings (8 / 8 meetings)	
		Audit Committee	5 meetings (5 / 5 meetings)	
	Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries.		

2)	Name	Ms. Kanitha Subpa-Asa		
	Age	62		
	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)		
	Terms of Directorship	5 years since April 27, 2012 and the latest nomination on April 28, 2015		
	Current Position of Director/Executive			
	• Listed Companies and their affiliates	2012 - Present	Director	Trinity Watthana Plc.
	• Non-listed Companies	-None-		
	Occupation	Business Executives		
	No. of shares holding in The Company	1,293,750 shares or 0.66% as at December 31, 2016		
	No. of meeting attended in 2016	Board of Directors 6 meetings (6 / 8 meetings)		
	Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.		



3) **Name** Mr. Nitipon Chaisakulchai
Age 54 years
Directorship Director/member of Nomination and Compensation Committee
Education Doctor of Medicine, Chulalongkorn University
Director training course Directors Certification Program (DCP) #218/2016, Thai Institution of Directors



Terms of Directorship 2 years since July 2, 2015

Current Position of Director/Executive


<ul style="list-style-type: none"> • Listed Companies and their affiliates 	<ul style="list-style-type: none"> 2015 - Present 	<ul style="list-style-type: none"> Director / Member of Nomination & Remuneration Committee 	<ul style="list-style-type: none"> Trinity Watthana Plc.
<ul style="list-style-type: none"> • Non-listed Companies 	<ul style="list-style-type: none"> 2016 – Present 2015 – Present 2014 – Present 2012 – Present 2004 – Present 2003 – Present 2002 – Present 	<ul style="list-style-type: none"> Director Director Director Chairman Director Director Director Director 	<ul style="list-style-type: none"> Natural Distribution Co., Ltd. Nitipon International Distribution Co., Ltd. Nitipon International Holding Co., Ltd. Nitipon International Group Co., Ltd. Nitipon Channel CO., Ltd. Venus Clinic Co., Ltd. Nitipon Vejgum Co., Ltd. Nitipon Clinic Co., Ltd.

Occupation Business Executives

No. of shares holding in the Company 38,390,625 shares or 19.44% as at December 31, 2016

No. of meeting attended in 2016 Board of Directors 7 meetings (7 / 8 meetings)
 Nomination & Compensation Committee 3 meetings (3 / 3 meetings)

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

4)	Name	Mr. Charnchai Kongthongluck			
	Age	57			
	Directorship	Director/Chief Executive Officer			
	Education	Master of Accounting – Thammasat University			
	Director training course	Directors Certification Program (DCP), Thai Institution of Directors			
		TLCA Executive Development Program (EDP2)			
		Corporate Governance for Capital Market Intermediaries-CGI (Exclusive 2014), by IOD & SEC			
	Terms of Directorship	7 years since January 6, 2010 and the latest nomination on April 25, 2014			
	Current Position of Director/Executive				
	• Listed Companies and their affiliates	2009 – Present Dec 2016 - Present 2001 – Present 2015 – Present	Director Chief Executive Officer Director / President Director		Trinity Watthana Plc. Trinity Securities Co., Ltd. Trinity Advisory 2001 Co.,Ltd.
	• Non-listed Companies	2013 – Present 2016 – Present 2016 – Present 2013 – Present 2013 – Present	Director / Vice Chairman / Chairman of Nomination and Remuneration Committee / Chairman of Risk Management Committee/ Chairman of Disciplinary Committee Disciplinary of Personnel in Capital Market Industry Committee Director Vice Chairman	The Stock Exchange of Thailand The Securities and Exchange Commission Thailand Futures Exchange Plc. Association of Thai Securities Companies	
	Occupation	Business Executives			
	No. of shares holding in the Company	1,012,500 shares or 0.51% as at December 31, 2016			
	No. of meeting attended in 2016	Board of Directors	8 meetings (8 / 8 meetings)		
	Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.			

Definition of Independent Director

Trinity Watthana Public Company Limited has defined the qualification of Independent Directors according to those defined by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) since the SEC has revised the stricter qualification in 2008 which included the qualification set by the Company. The qualification of independent directors are as follows:

1. Holds no more than 1% of total voting shares of the Company, its parent company, its subsidiaries, and its associated companies, major shareholders, controlling person of the Company, or juristic persons with potential conflicts including shareholding by related persons of the independent director.
2. Is or was not executive director, employee, consultant with a fixed salary, or controlling person of the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic person with potential conflicts except refraining from having the benefit or interest of the said nature for more than two years before the application date.
3. Is not connected person related by blood, legal registration, including parent, spouse, brother, child or spouse of such child, of executive, or of board member of the Company, its parent company, its subsidiaries, its controlling person, or the person to be proposed as management or controlling person of the Company or subsidiaries.
4. Has/had no business relationship with the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts. He/she must independently perform their duties or deliberate their opinions or report on their duties assigned by the Board without the influence of those connected persons. In addition, he/she is not the major shareholder, director or management of juristic persons who has business relationship with the Company, its parent company, its subsidiaries, its associated companies, or a juristic entity with potential conflicts except refraining from having the said nature for more than two years before the application date.
5. Is or was not auditor of the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts, and is not the major shareholder, director or management of the audit firm which the auditor of the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts works form, except refraining from having the said nature for more than two years before the application date.
6. Is or was not professional advisor including legal advisor or investment advisor who receive service fee more than Baht 2 million per year from the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts, and is not the major shareholder, director or management of the professional firm which the advisor of the Company, its parent company, its subsidiaries, its associated companies, major shareholders, controlling person of the Company, or a juristic entity with potential conflicts works form, except refraining from having the said nature for more than two years before the application date.
7. Is not director who is appointed to be a representative of the Company's director, its parent company or shareholders who related to the major shareholders of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Has no interest or stake in a similar affect to the independent role and opinion as an independent director.

**Registration Process and Proxy
For the Annual General Meeting of Shareholders No. 15 of Trinity Watthana Plc.
On Friday of April 21, 2017, 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 21, 2017.

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. Abhichart Arbhabhira, Position Director and Chairman of Audit Committee (as an independent director), age 71 years, resides at 39/5 Soi Arbhabhira (Ladprao 23), Ladprao Road, Kwang Lad Yao, Jatujak, Bangkok.
- 2) Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 69 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok.
- 3) Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 68 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 1 year by Commercial Registration Department, Ministry of Commerce.

In case of juristic person registered outside of Thailand, the copy of corporate affidavit certified by authorized director(s) with the company seal (if any) must be attached with the Proxy Form. The corporate affidavit should be notarised by a notary public and issued not more than 1 year by the authorized government agency of the residing country.

- (c) The copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the Proxy Form.
- (d) The Proxy holder presents his/her Identification Card or passport.

(3) Custodian

- (a) Proxy Form C signed by authorized director(s) of Custodian.
- (b) Power of Attorney (POA) of foreign investor authorizing Custodian to sign the proxy Form on its behalf. The POA must be certified by authorized director(s) of the proxy grantor.
- (c) The letter of certification or a copy of a permit to certify the permission to act as a custodian which is certified by authorized director(s) of the proxy grantor.
- (d) The copy of Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the Proxy Form.
- (e) The Proxy holder presents his/her Identification Card or passport.

4. Voting in the Meeting

- 4.1 Each shareholder has its voting rights equal to the number of shares holding and the number of shares held by a shareholder may not be divided into several portions in order to divide the votes.
- 4.2 In the event that there are no dissenting opinions, or opinions that differ from those of the Chairman, or the Board of Directors, the Meeting shall consider an issue certified and resolved unanimously.
- 4.3 In the event that a shareholder casts a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot.
- 4.4 The proxy appointed by the shareholder can cast votes as directed by the grantor specified in the Proxy Form.
- 4.5 Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote, and the Chairman may ask him to leave the meeting temporarily.

หนังสือมอบฉันทะแบบ ก.
Proxy Form A

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

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

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

(2) เป็นผู้ถือหุ้นของบริษัท โทรินิตี้ 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. นายอภิชาติ อภากิริม ตำแหน่ง กรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 71 ปี
อยู่บ้านเลขที่ 39/5 ซอยอภากิริม (ลาดพร้าว 23) ถนนลาดพร้าว แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Abhichart Arbhahirama, Position Director and Chairman of Audit Committee (as an independent director),
age 71 years, resides at 39/5 Soi Arbhahirama (Ladprao 23), Ladprao Road, Kwang Lad Yao, Jatujak, Bangkok or

5. นายปัญญา เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 69 ปี อยู่บ้านเลขที่ 10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 69 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 68 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 68 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 15 ซึ่งกำหนดประชุมกันในวันที่ 21 เมษายน 2560 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิริเวอริไซต์ 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. 15 which will be held on April 21, 2017 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 โทรินิตี้ 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. นายอภิชาติ อภากิริม ตำแหน่ง กรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 71 ปี อยู่
บ้านเลขที่ 39/5 ซอยอภากิริม (ลาดพร้าว 23) ถนนลาดพร้าว แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือMr. Abhichart Arbhahirama, Position Director and Chairman of Audit Committee (as an independent director), age
71 years, resides at 39/5 Soi Arbhahirama (Ladprao 23), Ladprao Road, Kwang Lad Yao, Jatujak, Bangkok or 5. นายปัญญาจะ เสนาดิษฐ์ ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 69 ปี อยู่บ้านเลขที่
10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือMr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 69 years,
resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 68 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithathanaphong, Position Chairman (not an independent director), age 68 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok. .

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 15 ซึ่งกำหนดประชุมกันในวันที่ 21 เมษายน 2560 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรริเวอร์ไซด์ 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. 15 which will be held on April 21, 2017 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) ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 14 เมื่อวันที่ 27 เมษายน 2559

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 14 on April 27, 2016.

(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 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2559

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2016.

(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 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2559

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2016.

(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 4.1 เรื่อง พิจารณาและอนุมัติการจัดสรรกำไรเป็นเงินสำรองตามกฎหมายสำหรับปี 2559

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2016.

(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 4.2 เรื่อง พิจารณาและอนุมัติการจ่ายปันผลสำหรับปี 2559

Agenda Subject: To consider and approve dividend payment for the year 2016.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 5.1 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ

Agenda Subject: To consider and appoint new directors to replace the retiring directors

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

การแต่งตั้งกรรมการทั้งหมด / The appointment of all Directors

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of certain Directors as follows:

1. ชื่อกรรมการ นายไพโรจน์ วโรภาส

Director Name Mr. Pairote Varophas

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

2. ชื่อกรรมการ นางขนิษฐา สรรพอาษา

Director Name Ms. Kanitha Subpa-Asa

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

3. ชื่อกรรมการ นายนิติพล ชัยสกุลชัย

Director Name Mr. Nitipon Chaisakulchai

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

4. ชื่อกรรมการ นายชาญชัย กองทองลักษณะ

Director Name Mr. Charnchai Kongthongluck

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

1) พิจารณารับทราบการจ่ายเงินบำเหน็จกรรมการประจำปี 2559

To acknowledge extra remuneration for the year 2016

(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

2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2560

To consider and approve directors' remuneration for the year 2017

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 6 เรื่อง พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2560
Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2017

- (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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการทุกประการ

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

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

วันที่/...../.....
Date

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

วันที่/...../.....
Date

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be voted for.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 ทรีนีตี วัตธนา จำกัด (มหาชน)

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

ในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 15 ในวันที่ 21 เมษายน 2559 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรริเวอร์ไซด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 15 which will be held on April 21, 2017 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

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

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

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

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

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

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

All other general meeting are called "Extraordinary Meeting".

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

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

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

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

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

Article 38. 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. The Chairman has to conduct the meeting matters according to the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with votes of not less than two-third of the shareholders present at the meeting.

Upon completion of the meeting under the first paragraph, the meeting may consider the matters raised by the shareholders holding shares not less than one-third of the total number of paid up shares.

If the meeting has not concluded the consideration of the matters as referred to in the first paragraph or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. The notice calling the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

Article 40. In general the Chairman of the Board shall be the chairman of the shareholders meeting. In the case of absence or incapability of the Chairman of the Board, if there is a Vice-Chairman of the Board, the Vice-Chairman of the Board shall be the chairman of the meeting. In the absence or incapability of the Vice-Chairman of the Board, the meeting shall elect a shareholder to be chairman of the meeting.

Article 41. Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote. However, vote for election of directors is not subjected to this Article.

Article 42. In casting votes, each shareholder shall have votes equal to the number of shares held by him. All ordinary resolutions shall require a simple majority of the total of votes cast by shareholders present and vote at the meeting. Decisions on the following matters shall require the passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote :

- a. The sale or transfer of whole or important parts of business of the Company to other persons.
- b. the purchase or acceptance of transfer of businesses of other public limited companies or private companies to the Company.
- c. The making, amending or concealing of contracts relating to the leasing out of the businesses of the Company, wholly or certain important parts, the assignment to any other persons to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objectives towards profit and loss sharing.
- d. to amend the Memorandum or Articles of Association ;
- e. to amalgamate and dissolve the Company.

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

Article 45. The Company may decrease registered capital of the company by reducing par value of each share or reduce number of shares by passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote.

Article 51. The Company may issue debentures to offer to public or any other persons in accordance with the Securities and Exchange Act.

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

Map of the meeting location

The Annual General Meeting of Shareholders No. 15
 Trinity Watthana Public Company Limited
 at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
 Rama3 Road, Bangkok

