

บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

**Notice of
the Annual General Meeting of Shareholders No. 8**

**on Friday April 30, 2010 at 2.00 p.m.
at the Tharnthong Room, Ground floor, The Montien Riverside Hotel,
Rama 3 Road , Bangkok.**

TRINITY

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บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 013/2010

March 22, 2010

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 8

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 30, 2010 at 2.00 p.m. at the Tharnthong Room, Ground floor, The Montien Riverside Hotel, Rama 3 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. 7 on April 28, 2009.**
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, 2009.**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2009.
- 3. To consider and approve the audited balance sheet and income statements for the year ended December 31, 2009.**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the audited balance sheet and income statements for the year ended December 31, 2009.
- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2009.**
 - 4.1 To approve no appropriation of profit for the year 2009**
Board of Directors' opinion: Due to net loss, it is considered appropriate for the Shareholders' meeting to approve no appropriation of profit to legal reserve.
 - 4.2 To approve suspension of dividend payment for the year 2009**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to suspend the distribution of dividend due to net loss for the year 2009.
- 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. Sirin Nimmanahaeminda, 2) Mr. Pongsathorn Siriyodhin, 3) Mr. Pote Videtyontrakich and 4) Mr. Pakhawat Kovithvathanaphong. As all of them are knowledgeable, competent experienced and performed throughout the period they are in office, the Board of Director excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting to re-elect the directors who are retired by rotation to be directors for another term.
 - 5.2 To consider and approve the directors' remuneration**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to suspend directors' bonus for the year 2009 due to net loss and approve the directors' remuneration for the year 2010 totaling of Baht 14,620,000, dividing into monthly remuneration at Baht 4,620,000 per

annum and limit for 2010 extra remuneration not over Baht 10,000,000 which will be payable upon the shareholders' meeting resolution.

Voting rights: According to Section 90 of the Public Company Act, approval of directors' remuneration requires the shareholders' votes not less than 2/3 of the shareholders attending the meeting.

6. To consider and appoint the Company's auditor and approve audit fee for the year 2010.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of Ernst & Young Office Limited namely Ms. Rungnapa Lertsuwanakul, CPA Registration number 3516, or Ms. Sumalee Reewarabandith, CPA Registration number 3970, or Ms. Pimjai Manikajonkij, CPA Registration number 4521 as the Company's auditor for the year 2010 and to approve the audit fee for the Company at Baht 170,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,100,000 as proposed by the Audit Committee. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In the event that any of the above auditors is not available, Ernst & Young Office Limited is authorized to assign any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to replace him/her.

7. To consider and approve the director to take directorship in other securities companies.

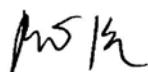
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve Mr. Pakhawat Kovithvathanaphong to become an unauthorized director of TSFC Securities Public Company Limited which the Company has invested in 0.8% of its paid up capital.

8. 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.8 on Wednesday, March 10, 2010 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 Thursday, March 11, 2010.

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

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



(Mr. Pakhawat Kovithvathanaphong)
Chief Executive Officer

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 7
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 28th April, 2009 at 2.00 p.m. at the Murano Room, 2nd floor, The Tawana Bangkok Hotel, Surawongse Road, Bangkok.

Attendants

The Company closed the register book at 2.10 p.m. There were 49 shareholders present in person and 42 shareholders by proxies, altogether 91 shareholders, representing 111,957,764 shares or 63.77 percent from the total issued and paid up of 175,552,000 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

Mr. Sirin Nimmanahaeminda, Chairman of the Meeting welcomed the shareholders attending the Meeting and informed that the register book was closed at 2.10 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 informed the following voting procedures for each agenda:

1. A shareholder's voting right was directly proportionate to the number of shares held.
2. For shareholders who granted proxies to independent director or Chief Executive Officer, the Company would include and record the casting votes as specified for each agenda by the shareholders.
3. During each agenda, if any attending shareholder or proxy would like to propose any opinions or questions, the shareholder should raise his/her hand to ask for the permission. When the Chairman allowed, the shareholder reported the name to the Meeting before proposing the opinions or questions. The opinions or questions should be related to the agenda, if not, the shareholder should propose his/her opinion or question to the Meeting after finishing all agendas.
4. In the event that there were no dissenting opinions, or opinions that differed from those of the Chairman, or the Board of Directors, the Meeting would consider an issue certified and resolved unanimously.
5. In the event that any attending shareholder cast a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot and submit it to a Company's officer so that the votes for that particular agenda could be recorded.

The Chairman reported to the Meeting that the Company has granted the minority shareholders right to propose the agenda and to nominate candidates to be elected as directors in advance. The criteria and procedures were posted via SET on January 20, 2009 and required shareholders to submit any proposal within February 20, 2009. However, there was no proposal submitted to the Company.

The Chairman started the meeting by introducing the directors, independent directors, management and external auditors as follows:

Non-executive and non-independent directors

1. Mr. Suwit Udomsub

Independent directors and audit committee

1. Mr. Panja Senadisai Chairman of Nomination and Compensation Committee
2. Mr. Pairote Varophas

Executive directors and management

1. Mr. Pakhawat Kovithvathanaphong Chief Executive Officer
2. Mr. Kampanart Lohacharoenvanich President
3. Ms. Kanitha Subpa-Asa President

Representative of external auditor

1. Mr. Panomsak Chawakul

Dr. Pongsathorn Siriyodhin, Mr. Abhichart Arbhabhirama, Mr. Pote Videjyontrakij and Mr. Surachai Suksriwong were absent from the Meeting due to committed duty or going abroad.

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. 6 held on 25th April, 2008

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 6 held on 25 April 2008, 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. 6 held on 25 April 2008 be adopted.

2. To consider and acknowledge the Company's operating results for the year ended 31st December 2008

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

The world had experienced financial crisis in 2008. It started from the beginning of the year when US economy was weakened coupled with rising oil price and high inflation. Thai authorities had expected 2-digit inflation rate which caused government to issue several measures to tackle and alleviate its effect. Moreover, political situation was heated up by various court cases involving politicians and protest against the government which led to a declaration of the state of emergency in Bangkok. In September, there was a dramatic plunge in the oil price and the bankruptcy or US government bail out of many financial institutions. This financial crisis had led to series of worldwide business melt down.

Given the above unfavorable situation, securities trading on the Stock Exchange of Thailand (SET) experienced severe fluctuations. In 2008, the SET index fluctuated between a low of 384.15 points to a high of 884.19 points and the closing index on the last business day of the year was at 449.96 points. SET turnover for the year 2008 was Baht 3,981 billion which was decreased from 4,271 in 2007 and the daily average turnover was Baht 16,118 million, decreased from Baht 17,436 million in 2007. The Company's market share in 2008 was 2.23%, slightly increased from 2.11% in 2007. The increase was mainly from the Company's proprietary investment.

The market trading value of derivatives on the Thailand Futures Exchange (TFEX) in 2008 was Baht 937,578 million which was increased from Baht 706,319 million in 2007 or by 32.74%. The daily average transactions were 8,837 contracts which were increased from 5,219 contracts in 2007 or by 69.32%. The average daily trading value of derivatives in 2008 of Baht 3,811 million, which were increased from Baht 2,884 million in 2007. However, the Company's market share was 12.48%, slightly dropped from 13.41% in 2007 due to an increase in the number of licensed derivative brokers from 25 to 36.

In 2008, the Company conducted its business in pursuit of the policy to expand its income base through an offer of more services to clients; that is, the Company had extended the array of its services which

previously emphasized on equities brokerage to trading of fixed income, unit trust and derivatives products for individual and private fund clients. Moreover, the Company enhanced its yield on cash management by increase its proprietary investment. In context of good corporate governance, the Company has emphasized on high ethical standards, and has been upgraded from “Good” in 2007 to “Excellent” for its 2008 Annual General Meeting of Shareholders by the Office of the Securities and Exchange Commission Furthermore, the Company was recognized and graded “Very good” by the Thai institute of Directors Association in the Association’s 2008 annual corporate governance survey for four consecutive years.

The Company’s 2008 quarterly performance mirrored the fluctuation of the SET index. The Company’s yearly equities commission income reduced from Baht 237 million to Baht 220 million, or by 7.18% whereas the commission income from derivatives business rose from Baht 32 million to Baht 50 million or by 56.51% in accordance with the rising TFEX’s trading volume. The Company also generated interest income in the amount of Baht 50 million from margin loans and profit sharing from investment in affiliate companies and Baht 64 million from proprietary investment in equities, fixed income and derivatives . Overall the Company’s total revenue dropped from Baht 493 million in 2007 to Baht 415 million or by 15.82%.

The Company’s operating and administrative expenses in 2008 were reduced from Baht 402 million to Baht 374 million. The decrease were mainly from personnel expenses, which reduced from Baht 246 million to Baht 214 million, whereas brokerage and service fees rose from Baht 51 million to Baht 57 million in accordance with trading volume especially from derivatives volume. However, the decrease of total expenses were less than the decrease of total income, resulted to the Company’s net earnings from its operation reduced from Baht 78 million to Baht 27 million. Moreover, the decline and continual plunge in the share’s prices in October had caused the collateral values on margin loan accounts depreciated sharply and substantially, The Company had to force sell some collaterals or negotiate for debt repayment. At the end of the year the Company was required to set reserve for doubtful debts in its receivable account in the amount of Baht 142 million, which resulted to a net loss of Baht 125 million. Some doubtful debts were rescheduled for installment payment; some were taken into legal proceeding.

Details regarding the Company’s operating results for the year 2008 were illustrated in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders’ meeting.

The Chairman asked the Meeting whether there was any question. When there was no question, the Chairman proposed that the Meeting acknowledge the Company’s operating results for 2008.

Resolved It was unanimously resolved that the report on the Company’s operating results for the year ended December 31, 2008 be acknowledged.

3. To consider and approve the balance sheet and income statements for the year ended December 31, 2008

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

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

The Company has prepared the balance sheets and income statements for the year ended December 31, 2008. These statements which had been reviewed and audited by an auditor could be summarized as follows:

- The total assets of Baht 1,565 million in year 2008 decreased from Baht 2,323 million in 2007, whereby the decrease resulted from a decline in the receivables from clearing house which decreased from Baht 340 million at the end of 2007 to Baht 26 million at the end of 2008 or by 92.43%, and the decrease in margin loans from Baht 639 million at the end of 2007 to Baht 164 million at the end of 2008. Such decrease in the receivables from clearing house was mainly

- The Company's total liabilities were Baht 296.44 million which were decreased by 66.98% when compared to the total liabilities of Baht 897.67 million at the end of 2007. The decrease of total liabilities resulted from (i) a decrease in loans from financial institutions in the amount of Baht 285 million and (ii) a decrease in securities business payables from Baht 443.83 million in 2007 to Baht 175.77 million at the end of 2008, Both decline were due largely to the reducing of trading volume in the last three business days before the end of 2008
- The Company's shareholders' equity was Baht 1,269.05 million which was decreased from Baht 1,425.31 million of 2007. The decrease was caused by the Company's operating loss results in 2008. Also, in April 2008, the general meeting of shareholders approved the dividend payment from profit generated in 2007 to the shareholders at the rate of Baht 0.125 per share totaling Baht 21.94 million.
- Details on revenue and expenses had already been explained in the Agenda2. In summary, the Company had a net loss for the amount of Baht 125 million.

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

The Chairman asked the Meeting whether there was any question. Ms. Pannee Limpanyakul, the shareholder raised the issue regarding the increase of short-term investment in securities and its performance.

Ms. Kanitha Subpa-Asa, one of Director, informed the Meeting that the Company's short-term investment in securities include investments in equity, derivatives and fixed income which were for proprietary investment and for cash management. The return on short-term investment in securities was decreased from the year 2007 in relation to the market fluctuation during the year 2008.

Should there be no further questions, the Chairman then declared the Meeting to approve the balance sheets and income statements for the year ended December 31, 2008.

Resolved It was unanimously resolved that the balance sheets and income statements for the year ended December 31, 2008 be approved.

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2008

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

The Chairman 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 2008 the Company's net profit in the separate financial statements was Baht 47,233,777. Accordingly, 5% of 2008 net profit was Baht 2,361,689. Legal reserve was, therefore, totaled of Baht 25,062,437. The Board of Directors was of the opinion that the Meeting considered and approved legal reserve in the amount of Baht 2,361,689.

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

Resolved The voting included Approved representing 111,948,764 votes equivalent to 99.99% and Abstained representing 9,000 votes equivalent to 0.01%. It was resolved by majority votes that the Company appropriated Baht 2,361,689 in net profits as legal reserve.

4.2 To consider and approve the suspension of dividend payment for the year 2008

The chairman reported that as the company had the dividend payout policy not less than 30% of each year's net profit and not more than the unappropriated retained earnings of the separate financial statements. In 2007 the Company had changed its accounting policy for recording investments in subsidiaries and associates in the separate financial statements from equity method to cost method, in compliance with Accounting Standard No. 44. The company had considered to payout dividend in according to this policy from net profit present in the consolidated financial statements. In 2008, the Company's operating performance presented in the consolidated financial statements was a net loss of Baht 125 million. The board of directors proposed the Meeting to consider and approve the suspension of the dividend payment for the year 2008.

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

Resolved It was unanimously resolved that the Meeting approve the suspension of the dividend payment for the year 2008 as proposed.

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 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 20, 2009. 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. Suwit Udomsab | Position | Director, |
| 2) Mr. Panja Senadisai | Position | Independent Director, |
| 3) Mr. Surachai Suksriwong | Position | Director, and |
| 4) Mrs. Kanitha Subpa-Asa | Position | Director |

While considering this agenda, the above-mentioned directors were voluntarily absent from the meeting room to allow shareholders to freely voice their opinion.

The Chairman informed the Meeting that the Nomination and Compensation Committee had made the recommendation in compliance to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and potential conflict of interest. For independent director, the Company had defined the qualification of Independent Directors in according to those set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand which included the Company's stricter qualifications defined in the previous year. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors were illustrated in Exhibit 1.

The board of directors had considered the credentials of the four retiring directors and resolved that the retiring directors qualifications were in compliance to the Company's selection criteria, and all of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they did not possess any business in conflict with the Company. Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 17 to 20 (Attachment No.2). The board of directors deem appropriate to

propose the meeting to re-elect the four directors to become the Company's directors for another term. 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.

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

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

No.	Name List	Approved, (%)	Disapproved, (%)	Abstained, (%)
1	Mr. Suwit Udomsab	111,955,764 (100%)	-	-
2	Mr. Panja Senadisai	111,873,764 (99.92%)	-	84,000* (0.08%)
3	Mr. Surachai Suksriwong	111,955,764 (100%)	-	-
4	Mrs. Kanitha Subpa-Asa	111,948,764 (99.99%)	-	9,000 (0.01%)

Remarks: * include own abstained votes

It was resolved by majority votes that the Meeting, re-elect four nominees as proposed for another term. Mr.Panja Senadisai was qualified as independent directors.

5.2 To consider and approve the directors' remuneration

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

Mr.Pakhawat 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 2008 and the remuneration for the year 2009 as follows:

a) To approve suspension of extra remuneration for the year 2008

Pursuant to the resolution of the annual general meeting of shareholders no. 6 approval of the budget for 2008 extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee had considered the evaluation criteria based on Company's performance, the history of remuneration and the 2007 remuneration record of listed companies in finance & securities disclosed by the Stock Exchange of Thailand.

Due to the performance in 2008, the Company had a net loss of Baht 125 million. Therefore, the board of directors with reference to the opinion of the Nomination and Compensation Committee considered and proposed to suspend the extra remuneration for the year 2008

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 each director who was shareholders abstained from his own voting.

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

Resolved All directors of 7,381,250 votes were abstained. The voting included Approved representing 104,567,514 votes equivalent to 93.40% and Abstained representing 7,390,250 votes equivalent to 6.60%. It was resolved that The Meeting with more than two-thirds of the total entitled votes approve the suspension of the extra remuneration to directors for the year 2008 as proposed.

b) To approve director remuneration for the year 2009

For the year 2009, the board of directors considered appropriate to propose the meeting to approve the director remuneration totaling of Baht 14,620,000, dividing into the following categories:

- 1) Director fee, payable monthly at the same rate as in 2008, divided into:
 - 1.1) Monthly remuneration for each board member at Baht 20,000 and the Chairman of the Board at Baht 60,000.
 - 1.2) Monthly remuneration for each member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000.
- 2) Budget for the year 2009 extra remuneration not over Baht 10 million which should be reserved in the 2008 income statement, and payable only after the annual shareholders' meeting for the year 2009 pass the resolution.

Mr. Pakhawat proposed that the Meeting consider to approve director remuneration totaling of Baht 14,620,000, dividing into monthly remuneration Baht 4,620,000 and extra remuneration not over Baht 10,000,000. The extra remuneration was set as budget and would be payable upon approval from the shareholders' meeting. The Meeting with more than two-thirds of the total entitled votes and each director who was shareholders abstained from his own voting.

Mr. Pakhawat asked the Meeting whether there was any question. Ms. Pannee Limpanyakul, the shareholder raised why the budget of extra remuneration was set at Baht 10 million.

Mr. Pakhawat informed that this budget amount had been set for many years but the actual figure would depend upon the Company's performance and it would be payable upon approval from the shareholders' meeting.

Should there be no further questions, Mr. Pakhawat proposed that the Meeting consider and resolve the agenda.

Resolved All directors comprising of 7,381,250 votes abstained. The voting included Approved representing 104,576,514 votes equivalent to 93.41% and Abstained representing 7,381,250 votes equivalent to 6.59%. It was resolved that The Meeting with more than two-thirds of the total entitled votes approve the director remuneration for the year 2009 as proposed.

6. To consider and approve the appointment of auditors and audit fees for the year 2009

The Chairman informed the meeting that the board of directors had considered and proposed the meeting to appoint Ernst & Young Office Limited by

- 1) Mr. Sophon Permsirivallop, CPA Registration number 3182 or
- 2) Ms. Sumalee Reewarabandith, CPA Registration number 3970 or
- 3) Ms. Nonglak Pumnoi, CPA Registration number 4172

The proposed auditors have audited the Company since 2007 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 2008, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, Ernst & Young Office Limited is authorized to identify any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to carry out the work instead of him/her.

The board of directors also considered and proposed the meeting to approve the audit fee for the Company of Baht 170,000 which was the same rate charged in year 2008 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,250,000 which was Baht 90,000 lower than the fee charged last year. The main reason was the transfer of the derivatives agent business from Trinity Polaris Futures Co., Ltd. to Trinity Securities Company Limited in order for better serving to clients.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2008 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.

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

Resolved It was unanimously resolved that the Meeting appoint Ernst & Young Office Limited as the auditor for the year 2009 and to approve the audit fee for the Company at Baht 170,000, and the aggregate audit fee for both the Company and its subsidiaries at Baht 1,250,000.

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 3.10 p.m.

SignedSirin Nimmanahaeminda..... Chairman

(Mr. Sirin Nimmanahaeminda)

Ms. Suwannee Limpanavongsaen : Secretary to the Meeting

**Additional Information for Shareholders to Consider and Approve
the Agenda of the Annual General Meeting of Shareholders No. 8**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 7 on April 28, 2009.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 7, 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. 7 on April 28, 2009.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2009.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2009. 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 2009.

- 3. To consider and approve the audited balance sheet and income statements for the year ended December 31, 2009.**

Information for considerations:

The Company has prepared the balance sheet and income statements for the year ended December 31, 2009 which have been audited and certified by the auditor. The board of directors and the audit committee have considered the audited statements and auditor's report. The board of directors and the audit committee have given opinion in the board of directors responsibility report and the audit committee report. Details of the Company's financial statements and related reports are in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting (Attachment No.2).

The board of directors has reviewed such details and proposed the meeting to approve the audited balance sheet and income statements for the year 2009.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2009.**

4.1 To approve no appropriation of profit to legal reserve for the year 2009

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 separate financial statements for the year 2009 reported net loss of Baht 15,527,546, the Company is not required to appropriate profit to legal reserve.

The board of directors has reviewed and proposed the meeting to approve no appropriation of profit to legal reserve.

4.2 To approve suspension of dividend payment for the year 2009

Information for considerations:

According to Accounting Standard No.44, the Company has to change the recognition of investments in subsidiaries and associates in the separated financial statements from equity to cost method. The Company's dividend payout policy has to set at no less than 30% of consolidated net profit and no

more than unappropriated retained earnings of the separated financial statements. Record of dividend payments for the year 2007 to 2008 are as follows:

	<u>Year 2007</u>	<u>Year 2008</u>	<u>Year 2009</u>
Net Profit as per consolidated financial statements	64,341,417	(125,230,889)	(11,855,786)
Retained Earnings before dividend payout (as per separated financial statements)	26,063,146	48,991,233	33,463,687
Retained Earnings before dividend payout (as per consolidated financial statements)	237,383,749	87,847,171	75,991,384
Dividend - % to net profit	34.11%	-	To be approved by shareholders
- Baht per share	0.125	0	
- Baht	21,944,000	0	

Since the Company consolidated loss for the year 2009 was Baht 11,855,786, the board of directors has deemed appropriate to propose the meeting to suspend the distribution of dividend for the year 2009.

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. Sirin Nimmanahaeminda | Position Independent Director, |
| 2) Mr. Pongsathorn Siriyodhin | Position Director, |
| 3) Mr. Pote Videtyontrakich | Position Director and member of the Nomination and Compensation Committee, and |
| 4) Mr. Pakhawat Kovithvathanaphong | 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, 2010. However, there was no proposal of director nomination submitted to the Company Secretary.

The Nomination and Compensation Committee 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 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 as proposed by the Nomination and Compensation Committee.

5.2 To approve directors remuneration

Information for considerations:

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

The board of directors proposes the meeting to consider bonus as extra remuneration for the year 2009 and the remuneration for the year 2010 as follows:

a) To approve suspension of extra remuneration for the year 2009

Pursuant to the resolution of the annual general meeting of shareholders No. 7 approval of 2009 budget for extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee has considered the evaluation criteria based on company performance, record of company remuneration and record of 2007 remuneration of listed finance and securities companies disclosed by the Stock Exchange of Thailand. Since the Company operated at a loss for the year 2009, the Nomination and Compensation Committee proposed the board of directors to suspend the extra remuneration .

The board of directors with reference to the opinion of the Nomination and Compensation Committee proposed the meeting to consider the suspension of the extra remuneration to the director for the year 2009.

b) To approve director remuneration for the year 2010

For the year 2010, the board of directors considers appropriate to propose the meeting to approve the director remuneration totaling of Baht 14,620,000, dividing into the following categories:

- 1) Director fee, payable monthly at the same rate as in 2009, divided into:
 - 1.1) Monthly remuneration for each board member at Baht 20,000 and the Chairman of the Board at Baht 60,000.
 - 1.2) Monthly remuneration for each member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000. The scope of responsibilities of the audit committee and the report on their responsibilities for the year 2009 has been presented in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting (Attachment No.2).
- 2) Budget for the year 2010 extra remuneration not over Baht 10 million which shall be reserved in the 2010 income statement, and payable only after the annual shareholders' meeting for the year 2010 pass the resolution.

Detail of the Nomination and Compensation Committee report is in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting (Attachment No.2).

6. To consider and appoint the Company's auditor and approve audit fee for the year 2010

Information for considerations:

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

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

The proposed auditors have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2009, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, Ernst & Young Office Limited is authorized to assign any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to replace him/her.

The board of directors also considered and proposed the meeting to approve the audit fee for the Company of Baht 170,000 which is the same rate charged last year and the aggregate audit fee for the

services to the group companies in aggregate of Baht 1,100,000 which is Baht 150,000 lower than the fee charged last year.

The audit committee considered that the auditor had conducted the audit for the year 2009 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 has reviewed and proposed the meeting to approve the appointment of the proposed auditors and the audit fee for the year 2010 as proposed by the audit committee.

7. To consider and approve the director to take directorship in other securities companies

Information for considerations:

Due to the restructuring of TSFC Securities Public Company (TSFC) of which the Company has invested 0.8% of TSFC paid up capital, group of securities companies has nominated Mr. Pakhawat Kovithvathanaphong to become an unauthorized director of TSFC as a representative of the group. However, since TSFC and the Company are both securities companies, such directorship has to be notified to the Company's shareholders prior to the appointment as prescribed in section 86 of the Public Company Act B.E. 2535as follows:

“The director shall not operate any business or become a partner in an ordinary partnership or become a partner with unlimited partnership or become a director of a private company or any other company which operate similar business and in competition with the company, either for his or her own benefit or for the benefit of other persons, unless he or she notifies the meeting of shareholders prior to the resolution for his or her appointment.”

The board of directors has considered and proposed the meeting to approve Mr. Pakhawat Kovithvathanaphong to become an unauthorized director of TSFC Securities Public Company Limited.

Biographies of Directors proposed for re-appointment

1) **Name** Mr. Sirin Nimmanahaeminda
Age 63
Directorship Chairman and Chairman of Audit Committee
Education MBA - Stanford University
Director training course - None –
Terms of Directorship Year 2002 – Present



Current Position of Director/Executive

• Listed Companies and their affiliates	2002 – Present	Chairman and Chairman of Audit Committee	Trinity Watthana Plc.
	2007 - Present	Risk Management Committee	PTT Exploration and Production Plc.
	2006 - Present	Independent director/Audit Committee/ Remuneration Committee	PTT Exploration and Production Plc.
	2008 - Present	Director	Loxley Plc.
	1996 - Present	Vice Chairman and Risk Management Committee	Advance Agro Plc.
• Non-listed Companies	2000 – Present	Executive Chairman	Niyom Panich Group

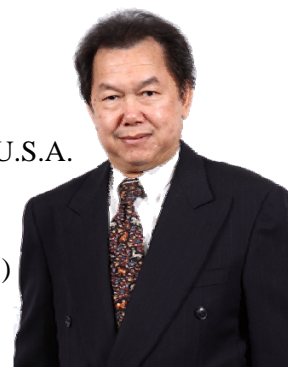
Occupation Business Executives

No. of shares holding in the Company 5,000 shares or 0.003% as at December 31, 2009

No. of meeting attended in 2009
 Board of Directors 9 meetings (9 / 9 meetings)
 Audit Committee 7 meetings (7 / 7 meetings)

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

2)	Name	Mr. Pongsathorn Siriyodhin		
	Age	59		
	Directorship	Director		
	Education	PhD. of Economics - University of Cincinnati, U.S.A.		
	Director training course	Directors Certification Program (DCP), Thai Institution of Directors TLCA Executive Development Program (EDP7)		
	Terms of Directorship	Year 2002 – Present		
	Current Position of Director/Executive			
	• Listed Companies and their affiliates	2002 – Present	Director	Trinity Watthana Plc.
		1998 – Present	Senior Executive Vice President	Krungthai Bank Plc.
		2001 – Present	Chairman	Krungthai Card Plc.
	• Non-listed Companies	2004 – Present	Director	Sky Asia Co., Ltd.
	Occupation	Business Executives		
	No. of shares holding in the Company	-None-		
	No. of meeting attended in 2009	Board of Directors	2 meetings (2 / 9 meetings)	
	Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.		



3) **Name** Mr. Pote Videjyonttrakich
Age 57
Directorship Director and member of Nomination and Compensation Committee
Education MBA – Harvard Graduate School of Business Administration, U.S.A.
Director training course Directors Certification Program (DCP), Thai Institute of Directors
 Chairman 2000 Program, Thai Institute of Directors
Terms of Directorship Year 2002 – Present



Current Position of Director/Executive

<ul style="list-style-type: none"> • Listed Companies and their affiliates 	2002- Present	Director	Trinity Watthana Plc.
	2006- Present	Director	Ticon Industrial Connection Plc.
	2005- Present	Director	Kantana Group Plc.
	1999- Present	Director	S&P Syndicate Plc. Easy Buy Plc. Vinythai Plc.
<ul style="list-style-type: none"> • Non-listed Companies 	2008- Present	Director	LASTA Multi Media Joint Stock Company, Vietnam Professional Services Inc., Philippines
	2002 - Present	Managing Director	Private Equity (Thailand) Co., Ltd.

Occupation Business Executives

No. of shares holding in the Company -None-

No. of meeting attended in 2008
 Board of Directors 8 meetings (8 / 9 meetings)
 Nomination and Compensation committee 6 meetings (6 / 7 meetings)

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

4) **Name** Mr. Pakhawat Kovithvathanaphong
Age 61
Directorship Director and Chief Executive Officer
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 (EDP5)
Terms of Directorship Year 2001 – Present



Current Position of Director/Executive

• Listed Companies and their affiliates	2001 – Present	Chief Executive Officer/Director	Trinity Watthana Plc.
	1999 – Present	President/Chairman Chairman Independent Director and Audit Committee	Trinity Information Co., Ltd. Trinity Securities Co., Ltd. Land and Houses Plc.
• Non-listed Companies	2005 - Present	Director	Thai Laminate Manufacturer Co., Ltd.
	2008 - Present	Advisor - Master in Financial Economics	National Institute of Development Administration
	2009 - Present	Vice Chairman and Chairman of Executive Committee	Thai Listed Company Association
	2000-Present	Performance and Agreement Committee	State Enterprise Policy Office, Ministry of Finance
	1998-Present	Honorary Member - Finance Program	Faculty of Commerce and Accountancy-Thammasat University

Occupation Business Executives
No. of shares holding in the Company 5,410,000 shares or 3.08% as at December 31, 2009
No. of meeting attended in 2009 Board of Directors 9 meetings (9 / 9 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, or juristic persons with potential conflicts including shareholding by related persons of the independent director.
2. Is or was not executive director, employee, consultant with a fixed salary, or controlling person of the Company, its parent company, its subsidiaries, its associated companies, or a juristic person with potential conflicts except refraining from having the benefit or interest of the said nature for more than two years before the application date.
3. Is not connected person related by blood, legal registration, including parent, spouse, brother, child or spouse of such child, of executive, or of board member of the Company, its parent company, its subsidiaries, its controlling person, or the person to be proposed as management or controlling person of the Company or subsidiaries.
4. Has/had no business relationship with the Company, its parent company, its subsidiaries, its associated companies, or a juristic entity with potential conflicts. He/she must independently perform their duties or deliberate their opinions or report on their duties assigned by the Board without the influence of those connected persons. In addition, he/she is not the major shareholder, director or management of juristic persons who has business relationship with the Company, its parent company, its subsidiaries, its associated companies, or a juristic entity with potential conflicts except refraining from having the said nature for more than two years before the application date.
5. Is or was not auditor of the Company, its parent company, its subsidiaries, its associated companies, or a juristic entity with potential conflicts, and is not the major shareholder, director or management of the audit firm which the auditor of the Company, its parent company, its subsidiaries, its associated companies, or a juristic entity with potential conflicts works form, except refraining from having the said nature for more than two years before the application date.
6. Is or was not professional advisor including legal advisor or investment advisor who receive service fee more than Baht 2 million per year from the Company, its parent company, its subsidiaries, its associated companies, or a juristic entity with potential conflicts, and is not the major shareholder, director or management of the professional firm which the advisor of the Company, its parent company, its subsidiaries, its associated companies, or a juristic entity with potential conflicts works form, except refraining from having the said nature for more than two years before the application date.
7. Is not director who is appointed to be a representative of the Company's director, its parent company or shareholders who related to the major shareholders of the Company.
8. Has no interest or stake in a similar affect to the independent role and opinion as an independent director.

**Registration Process and Proxy
For the Annual General Meeting of Shareholders No. 8 of Trinity Watthana Plc.
On Friday of April 30, 2010, 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 30, 2010.

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. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 62 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok. **or**

2) Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 59 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok. **or**

3) Ms. Kanitha Subpa-Asa, Position Director (not an independent director), age 55 years, resides at 55/14 Soi Suparaj 1 Phaholyothin Rd., Kwang Samsennai, Khet Phayathai, Bangkok.

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

Documents required for Proxy

(1) Ordinary Shareholders

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

(2) Juristic person

- (a) Proxy Form signed by authorized director(s) according to the corporate affidavit together with the company seal (if any).
- (b) In case of juristic person registered in Thailand, the copy of corporate affidavit certified by authorized director(s) with the company seal (if any) must be attached with the Proxy Form. The corporate affidavit should be issued not more than 3 months by Commercial Registration Department, Ministry of Commerce.

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

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

(3) Custodian

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

4. Voting in the Meeting

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

หนังสือมอบฉันทะแบบ ก.
Proxy Form A

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

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

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights votes divided as follows:

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

Common share shares with voting rights votes

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

Preferred share shares with voting rights votes

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

or Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

or Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 8 ซึ่งกำหนดประชุมกันในวันที่ 30 เมษายน 2553 เวลา 14.00 น. ณ ห้องอาหารทอง ชั้น 1 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. 8 which will be held on April 30, 2010 at 2.00 p.m. at Tharnthong Room, Ground floor, Montien Riverside Hotel, Rama3 Road, Bangkok or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะแบบ ข.

Proxy Form B

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

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

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights votes divided as follows:

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

Common share shares with voting rights votes

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

Preferred share shares with voting rights votes

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

or Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

or Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 8 ซึ่งกำหนดประชุมกันในวันที่ 30 เมษายน 2553 เวลา 14.00 น. ณ ห้องธารทอง ชั้น 1 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. 8 which will be held on April 30, 2010 at 2.00 p.m. at Tharnthong Room, Ground floor, Montien Riverside Hotel, Rama3 Road, Bangkok or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 7 เมื่อวันที่ 28 เมษายน 2552

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 7 on April 28, 2009.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2552

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2009.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบดุลและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2552

Agenda Subject: To consider and approve the audited balance sheet and income statements for the year ended December 31, 2009.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve ไม่เห็นด้วย / Not approve งดออกเสียง/Abstain

วาระที่ 4.1 เรื่อง พิจารณาและอนุมัติการงดจัดสรรกำไรเป็นเงินสำรองตามกฎหมายสำหรับปี 2552

Agenda Subject: To consider and approve no appropriation of profit as legal reserve for the year 2009.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย / Approve ไม่เห็นด้วย / Not approve งดออกเสียง/Abstain

วาระที่ 4.2 เรื่อง พิจารณาและอนุมัติการงดจ่ายเงินปันผลสำหรับปี 2552

Agenda Subject: To consider and approve suspension of dividend payment for the year 2009.

(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 นายศิรินทร์ นิมมานเหมินท์
Director Name Mr. Sirin Nimmanahaeminda
- เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain
2. ชื่อกรรมการ นายพงศธร สิริโยธิน
Director Name Mr. Pongsathorn Siriyodhin
- เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain
3. ชื่อกรรมการ นายพจน์ วิเทศยนตรกิจ
Director Name Mr. Pote Videtyontrakich
- เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain
4. ชื่อกรรมการ นายภควัต โกวิฑฒนพงษ์
Director Name Mr. Pakhawat Kovithvathanaphong
- เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

- 1) พิจารณาและอนุมัติการจ่ายเงินบำเหน็จกรรมการประจำปี 2552

To consider and approve suspension of extra remuneration for the year 2009

- (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 2553

To consider and approve directors' remuneration for the year 2010

- (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 2553

Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2010

- (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 7 เรื่อง พิจารณาและอนุมัติกรรมการดำรงตำแหน่งกรรมการในบริษัทหลักทรัพย์อื่น

Agenda Subject: To consider and approve the director to take directorship in other securities companies

(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 authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

วันที่/...../.....

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

วันที่/...../.....

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

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

3. 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 โทรินิตี้ วัฒนา จำกัด (มหาชน)
Grant of proxy as a shareholder of Trinity Watthana Public Company Limited

ในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 8 ในวันที่ 30 เมษายน 2553 เวลา 14.00 น. ณ ห้องธารทอง ชั้น 1 โรงแรม
มณเฑียรริเวอร์ไซด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 8 held on April 30, 2010 at 2.00 p.m. at Tharntong Room,
Ground floor, Montien Riverside Hotel, Rama3 Road, Bangkok or at any adjournment thereof to any other date, time and
place.

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

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

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

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

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

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

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

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

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

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

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

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

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

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

All other general meeting are called "Extraordinary Meeting".

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

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

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

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

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

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

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

Article 39. If the meeting has not concluded the consideration of the matters according to the sequence of the agenda specified in the notice calling for the meeting, or the matters raised by the shareholders holding shares amounting to not less than one-third of the total number of paid up shares, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days and at least three days prior to the date of the meeting.

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

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

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

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

Map of the meeting location

The Annual General Meeting of Shareholders No. 8
 Trinity Watthana Public Company Limited
 at Tharnthong Room, Ground floor, The Montien Riverside Hotel, Rama 3 Road



- ① Exit **SATHU PRADIT** then go straight and turn right at **RAMA 3 ROAD**, the hotel is 1Km. away on the left handside.
 - ② Exit **CHAN ROAD** into Nua-Tai Road then go straight and turn right at **RAMA 3 ROAD**, stay on the left lane to turn left into the hotel. If you miss **CHAN ROAD** you must exit **BANG KHLO EXIT**, turn right at Rama 3 Road, the hotel is 1Km. away on the left handside.
- Bangkok Mass Transit System (BTS) Sky Train Station

- * Shuttle bus to River City, Siam Square Shopping Complex, MBK Center Central Department Store Rama 3, Montien Bangkok (Night Market is opposite the Montien Bangkok) and Sky Train Stations : Surasak, Chong Nonsi
- MRT
- Hotel

