

บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

**Notice of
the Annual General Meeting of Shareholders No. 11
on Friday April 26, 2013 at 3.00 p.m.
at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
Rama3 Road, Bangkok.**

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Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 005/2013

March 18, 2013

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 11

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 26, 2013 at 3.00 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. 10 on April 25, 2012.

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, 2012.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2012.

3. To consider and approve the audited financial position and income statements for the year ended December 31, 2012.

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, 2012.

4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2012.

4.1 To approve an appropriation of profit for the year 2012

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 5,163,531.

4.2 To approve dividend payment for the year 2012

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend at Baht 0.57 per share (inclusive of interim dividend payment at Baht 0.12 per share), which will be paid out of the profit after 23% corporate income tax. The closing date of the share register book for the rights of shareholder to receive dividend is on March 15, 2013; payable on May 17, 2013.

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. Pakhawat Kovithvathanaphong, 3) Mr. Abhichart Arbhabhirama and 4) Mr. Panop Svetarundra. 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. Sirin Nimmanahaeminda and Mr. Abhichart Arbhabhirama are 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 approve directors' bonus for the year 2012 totaling of Baht 4,000,000 and approve the directors' remuneration for the year 2013 totaling of Baht 15,000,000, dividing into monthly remuneration and meeting allowance at Baht 5,000,000 per annum and limit for 2013 extra remuneration not over Baht 10,000,000 which will be designated and allocated by the board of directors within the approved limit.

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 2013.

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 Manitkajonkij, CPA Registration number 4521 as the Company's auditor for the year 2013 and to approve the audit fee for the Company at Baht 170,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,150,000 as proposed by the Audit Committee. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In the event that any of the above auditors is not available, Ernst & Young Office Limited is authorized to assign any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to replace him/her.

7. To consider and approve the amendment of Company's articles of association.

Board of Directors' opinion: It is considered appropriate for the shareholders' meeting to approve the amendment of the Company's articles of association in accordance with the Limited Public Company Act B.E. 2535(1992) by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter.

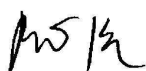
Voting rights: According to Section 107 of the Public Company Act and the Company's articles of association no.42, approval of amendment of Company's articles of association requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting and entitled to vote.

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.11 and the right to receive the dividend on Friday, March 15, 2013 and the closing of share register book for gathering shareholders' names under the section 225 of the Securities and exchange Act B.E. 2535 on Monday, March 18, 2013.

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. 10
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 25th April, 2012 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 2.00 p.m. There were 23 shareholders present in person and 31 shareholders by proxies, altogether 54 shareholders, representing 102,581,650 shares or 58.43 percent from the total issued and paid up of 175,552,000 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

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

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

During gathering the votes of each agenda, the Chairman may consider propose next agenda to the Meeting and reported the casting votes when the staff finished the count.

The Company Secretary reported to the Meeting that the Company has granted the minority shareholders right to propose the agenda and to nominate candidates to be elected as directors in advance. The criteria and procedures were posted via SET on December 9, 2012 and required shareholders to submit any proposal within February 10, 2012. However, there was no proposal submitted to the Company.

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

Non-executive and non-independent directors

1. Mr. Surachai Suksriwong
2. Mr. Tawan Puntawongse
3. Mr. Panop Svetarundra

Independent directors and audit committee

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

Executive directors and management

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

Absent director

- | | | |
|------------------|--------------|--|
| 1. Mr. Abhichart | Arbhabhirama | |
|------------------|--------------|--|

Representative of external auditor

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

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

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

1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 9 held on 29th April, 2011

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 9 held on 29 April 2011, 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. 9 held on 29th April 2011 be adopted. Details of the voting were as follows:

Approved 102,581,650 votes equivalent to 100%,
no abstained and objection.

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

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

In 2011, the Stock Exchange of Thailand (SET) had encountered negative factors inside and outside Thailand e.g. the public debt crisis in Europe, the tsunami in Japan, the downgraded credit rating of the US and the flood crisis in Thailand. Nevertheless, despite such negative factors, overall Thai economy enjoyed a continuous expansion. New government, formed after the general election in 2011, launched many economic stimulation measures which focus on boosting private sector's consumption in order to enhance domestic and foreign investors' confidence. As a result, in 2011, the daily average turnover of securities (in both SET and MAI) was Baht 29,473 million which was increased by 1.40% compared to Baht 29,066 million in 2010. The daily average turnover in 2011 was the highest since the establishment of the Stock Exchange of Thailand in 1975. SET index on the last business day of the year was closed at 1,025.32 points, slightly dropped from 1,032.76 points, the closing index on the last business day in 2010, or by 0.72%.

In 2011, foreign investors, local institutional investors and proprietary trading were active with the increase in turnover of 26.6%, 18.2% and 12.1%, respectively. On the other hand, turnover of local retail investors dropped by 8.9%. Overall, in 2011, foreign investors and local institutional investors had a net buy of Baht 5,290 million and Baht 29,296 million, respectively, while local retail investors and proprietary trading had a net sell of Baht 1,309 million and Baht 33,277 million, respectively. In this regard, the Company's market share in 2011 was 1.28% which was increased from 1.13% in 2010.

The trading volume in Thailand Futures Exchange Plc. (TFEX) improved continuously due to the investors' better understanding of the products, increase in proprietary trading accounts and the volatility of the index and gold price. The total trading volume of futures in 2011 was 10 million contracts with the daily average transactions of 41,145 contracts which were increased by over 1.22 times of those in 2010 which the total trading volume of futures was 4.5 million contracts with daily average transactions of 18,676 contracts.

In 2011, SET 50 index was still the most active traded futures accounted for 43.1% of TFEX turnover, followed by gold futures and single stock futures whose proportions in TFEX were 39.8% and 15.7%, respectively. Such proportions of gold futures and single stock futures in TFEX increased from 2009, the first year of their trading, when their proportions were equivalent to 10.1% and 4.7%, respectively. Similar to SET, the main investors in TFEX were local retail investors whose turnover in 2011 accounted for 60.03% of the market whereas the turnovers of the local institutional investors and foreign investors were 33.55% and 6.42%, respectively. The Company's market share in TFEX was 5.15%, falling from 6.10% in 2010 due to intense competition.

The Company successfully generated satisfactory profits to private funds clients under its management which boost the clients' confidence and led to an increase in the fund's net asset value from Baht 638 million at the end of year 2010 to Baht 1,014 million at the end of year 2011.

As the Company had emphasized on high ethical standards in the context of good corporate governance, the Company was graded "Excellent and Shining Example of Excellent" for its 2011 Annual General Meeting of Shareholders by the Thai Investors Association and was recognized and graded "Very Good" for another year by the Thai Institute of Directors Association in the Association's 2011 annual corporate governance survey. Additionally, in 2011, Trinity Securities Company Limited was awarded "Outstanding Securities Company for Derivatives Business" in the SET AWARDS 2011 held by the Stock Exchange of Thailand and Money and Banking Magazine.

The Company's quarterly performance in 2011 mirrored the fluctuations in SET condition. The Company's brokerage commission fee rose from Baht 306 million to Baht 336 million, or by 9.80%, while the commission income from derivatives business increased from Baht 38 million to Baht 72 million, or by 89.15%. The Company's return on investment increased from Baht 46 million in 2010 to Baht 124 million, interest income from margin increased from Baht 18.6 million to Baht 49 million. As a result, the Company's total revenue was Baht 640 million increased from Baht 459 million in 2010 or by 39.48%.

The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 469 million in 2011 which was increased from Baht 385 million in 2010. The expenses which had significant changes were personnel expenses and management remuneration amounted to Baht 305 million compared to Baht 242 million in 2010 as a result of better operating performance. Also, doubtful debts increased from Baht 1.63 million to Baht 18.21 million due to the severe fluctuations of gold price during night time in the third quarter, the Company was required to force sale of gold futures of its clients in accordance with the rules which resulted in loss in the client's portfolio. Bad debt clients had signed the letters of debt acknowledgement and agreed to make instalment payment to the Company.

The Company's profit before tax and net profit in 2011 was Baht 133 million and Baht 117 million, respectively which was increased from Baht 66 million and Baht 39 million in 2010 or by 101% and 201.39% respectively. The Company's corporate income tax in 2011 was lower than that in 2010 due to the write off its bad debts as tax deductible expense in the amount of Baht 66.94 million.

Mr. Pakhawat asked the Meeting whether there were any questions. When there was no question, Mr. Pakhawat proposed that the Meeting acknowledge the Company's operating results for 2011.

Resolved It was resolved that the report on the Company's operating results for the year ended December 31, 2011 be acknowledged.

3. To consider and approve the financial position and income statements for the year ended December 31, 2011

The Chairman reported to the Meeting that at 14.30 p.m. there were 1 additional shareholder and 2 proxies presented, therefore 24 shareholders presenting in person and 33 shareholders by proxies, altogether 57 shareholders, representing 123,200,900 shares or 70.18 percent from the total issued and paid up shares.

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 financial position and income statements for the year ended December 31, 2011. These statements which had been reviewed and audited by an auditor could be summarized as follows:

- The total assets of Baht 1,845 million in year 2011 decreased from Baht 2,197 million in 2010 due to the decrease in receivables from clearing house from Baht 436.06 million at the end of 2010 to Baht 108.28 million at the end of 2011 and the decrease in short term investment from Baht 552.56 million at the end of 2010 to Baht 462.93 million at the end of 2011. Such decrease in the receivables from clearing house was mainly due to the decrease in securities trading volume in the last three business days before the end of 2011 around Baht 689.19 million, compared to Baht 1,325.96 million for the same period.
- The Company's total liabilities were Baht 489 million which were decreased by 45% compared to the total liabilities of Baht 891 million at the end of 2010. The decrease of total liabilities resulted from the repayment of bank loan amounted to Baht 255 million and the decrease in securities business payables from Baht 551.65 million in 2010 to Baht 305.60 million at the end of 2011. Such decrease were due largely to the decrease in trading volume in the last three business days before the end of 2011.
- The Company's shareholders' equity was Baht 1,356 million which was increased from Baht 1,306 million of 2010. The increase was derived from the Company and subsidiaries' earnings in 2011. Also, in 2011, the Company paid dividends from operating results in 2010 in the amount of Baht 38.62 million and the 2011 interim dividend in the amount of Baht 17.55 million.
- Details on revenue and expenses had already been explained in the Agenda2. In summary, the Company had a net profit for the amount of Baht 117 million.

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.

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

Mr. Chatchai Triwimol, representation from Thai Investor Association, asked that

- In notes to financial statement No. 13, debts had been written-off Baht 67 million higher than the written off amount in 2010 at amount 0.07 million. Please explain the reason and the preventive measure.
- In the notes to financial statement No. 15, Please explain the purpose of the increase in investment in subsidiary.

Ms. Suwannee Limpanavongsaen, Deputy Managing Director, clarified that in 2008 financial statement the Company had set provision for doubtful debts of Baht 67 million. However, this amount could not become a tax deductible expense until the court declared debtor bankruptcy in 2011 and the Company

had to make the write off. Since then the Company had set stricter procedures on approval of margin loan and closely monitored the margin accounts as preventive measures. On Notes No. 15 the Company had paid up addition capital of Baht 200 million in its subsidiary to finance the increase in settlement payment and margin loan.

Mr. Pakhawat added that the subsidiary was Trinity Securities Company Limited, 100% owned by the Company, which needed additional capital to finance the increase in margin loan.

Should there be no further question, Mr. Pakhawat then proposed the Meeting to approve the financial position and income statements for the year ended December 31, 2011.

Resolved It was unanimously resolved that the financial position and income statements for the year ended December 31, 2011 be approved. Details of the voting were as follows:

Approved 123,200,900 votes equivalent to 100%, and
no abstained and objection.

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2011

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

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

Mr. Pakhawat reported that according to Section 116 of the Public Company Act B.E. 2535 (1992), the Company was required to appropriate a portion of net profit as legal reserve at a rate of not less than 5.0 percent of net profit for the year after deducting the forwarded retained loss (if any) until the total amount of the legal reserve was not less than 10.0 percent of registered capital. In 2011 the Company's net profit in the separate financial statements was Baht 30,940,795. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 1,547,040 for the year 2011. After the appropriation of profit, retained earnings was Baht 49,253,677 and legal reserve was Baht 28,850,155.

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

Resolved It was unanimously resolved that the Company approved the appropriation of profit as legal reserve amounted to Baht 1,547,040. Details of the voting were as follows:

Approved 123,200,900 votes equivalent to 100%, and
no abstained and objection.

4.2 To consider and approve the dividend payment for the year 2011

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

Mr. Pakhawat reported that the company's dividend payout policy has been set at no less than 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 2008 to 2010, the net profit and unappropriated retained earnings for the year 2011 were presented in the notice of the meeting.

The board of directors proposed the Meeting to approve dividend payment at the rate of Baht 0.35 per share, totaling Baht 61,443,200 (52.49% of the profit). The interim dividend at Baht 0.10 per share, totaling Baht 17,555,200, was paid on September 14, 2011. The remaining dividend for the year 2011 at Baht 0.25 per share, totaling Baht 43,888,000, will be paid out of the profit after 30%

corporate income tax. The closing date of the share register book for the rights of shareholder to receive dividend is on March 12, 2012; payable on May 22, 2012.

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

Mr. Maung Aung Htun, a representative of Raffles Nominees (PTE) Limited and Amethyst Holdings Limited, requested the board of directors to change dividend payout policy for the group given the fact that the consolidated net profit was higher than the proposed dividend. Trinity Securities should pay out more dividend from its unappropriated retained earnings. He proposed the shareholders to consider change in dividend policy to pay out not less than 100% consolidated net profit. He further commented that proprietary trading had contributed Baht 103 million out of the total consolidated profit before tax of Baht 133 million, the other Baht 30 million profit from operations were mainly from Baht 48 million margin loan interest income. He added that the Company core business contributed none to profit and the 2011 revenue structures were similar to that of hedge fund. Since the profit from proprietary could vary year on year and the Company's market share had declined from 1.2 -1.3% to 1.13%, he suggested the Company distribute as much dividend to the shareholders and retain less unappropriated earnings in Trinity Securities account.

Mr. Pakhawat requested Ms. Suwannee to clarify the reason for the proposed dividend.

Ms. Suwannee explained that prior to 2011 Trinity Securities had retained loss from the operations in 2008. Trinity Securities covered all loss and had paid almost all of the unappropriated retained earnings including 2011 net profit to Trinity Watthana. After the payout, Trinity Securities retained only Baht 7 million unappropriated earnings in its account as of December 31, 2011. Moreover, according to the dividend payout regulation, Trinity Watthana could pay dividend at no more than retained earnings of the Company's separate financial statement. The proposed dividend was all the Company could pay from its account. After the payout, Trinity Watthana would have only Baht 5 million unappropriated retained earnings.

Mr. Pakhawat further added that the board of directors had considered payout as much dividend as the Company could to compensate the shareholders for the unperformed share price which was still low compared to book value

Mr. Maung Aung Htun asked that according to the consolidated financial statement, the consolidated unappropriated retained earnings was Baht 163 million, why the retained earnings of Trinity Securities was only Baht 7 million.

Ms. Suwannee clarified that the consolidated retained earnings included goodwill in the acquisition of Trinity Securities in 2001.

Mr. Maung Aung Htun asked whether investment cost of Trinity Securities should be impaired.

Ms. Suwannee explained that the Company had reviewed the impairment of investment every year to indicate the carrying value of investment. Since the carrying value exceeded its book value, no impairment was required.

Mr. Pakhawat reconfirmed that the proposed dividend was the maximum the Company could pay.

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

Resolved It was unanimously resolved that the Meeting approve the dividend for the year 2011 at Baht 0.35 per share (inclusive of interim dividend payment at Baht 0.10 per share ; paid on September 14, 2011). The remaining dividend for the year 2011 at Baht 0.25 per share, totaling Baht 43,888,000, will be paid out of the profit after 30% corporate income tax. The closing date of the share register book for the rights of shareholder to receive dividend is on March 12, 2012; payable on May 22, 2012. Detail of votes were as follows:

Approved 123,200,900 votes equivalent to 100%
No abstained and objection.

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

The Chairman requested that Mr. Pairote Varophas, member of audit committee, present the details of this agenda.

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

Mr. Pairote 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 10, 2012. However, there was no proposal of director nomination submitted to the Company Secretary.

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

- | | |
|-----------------------------|--|
| 1) Mr. Panja Senadisai | Position Independent Director and audit committee, and Chairman of the Nomination and Compensation Committee |
| 2) Mr. Pote Videtyontrakij | Position Director and member of the Nomination and Compensation Committee, |
| 3) Mr. Surachai Suksriwong | Position Director and member of the Nomination and Compensation Committee, and |
| 4) Mr. Visit Ongpipatanakul | Position Director |

Mr. Pote Videtyontrakij wished to retire and submitted resignation letter to the Chairman with effective date on March 12, 2012.

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

As the directors no. 1)-3) are the members of the Nomination and Compensation Committee who have interest in this matter, this nomination is considered by the board of directors excluding the directors who have interest in this matter.

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

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

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

Each retiring director who was shareholder abstained from his own voting. Any shareholder, who would like to cast a abstain or disapprove vote, must sent the voting ballot for each director to the Company's officer.

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

Mr. Chatchai Triwimol, representation from Thai Investor Association, referred to page 128 of the Annual report, asked for the reason of the increase in the remuneration to director and management from Baht 49 million in 2010 to Baht 84 million in 2011. .

The Chairman informed that this question would be answered next agenda regarding the remuneration.

Should there be no further question, Mr. Pairote 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. Panja Senadisai	123,125,900 (99.94%)	-	75,000 (0.06%)
2	Mr. Surachai Suksriwong	123,200,900 (100%)	-	-
3	Mr. Visit Ongpipatanakul	123,200,900 (100%)	-	-
4	Ms. Kanitha Subpa-Asa	123,200,900 (100%)	-	-

Remarks: *include own abstained votes

It was resolved by majority votes that the Meeting elect Ms. Kanitha Subpa-Asa as a director to replace Mr. Pote Videtyontrakij and re-elect Mr. Panja Senadisai, Mr. Surachai Suksriwong and Mr. Visit Ongpipatanakul to be directors for another term. Mr. Panja Senadisai, the appointed directors, is qualified as an independent director.

5.2 To consider and approve the directors' remuneration

The Chairman requested that Mr. Panja Senadisai, Chairman of the Nomination and Compensation Committee, 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 2011 and the remuneration for the year 2012 as follows:

1) To approve extra remuneration for the year 2011

Pursuant to the resolution of the annual general meeting of shareholders no. 9 approval of the budget for 2011 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 2010 remuneration record of listed companies in finance & securities disclosed by the Stock Exchange of Thailand.

The Nomination and Compensation Committee has considered according to the above criteria . The record of 2010 remuneration of listed finance and securities companies and the director's average remuneration comparison for the year 2008-2010 were presented in the notice of the meeting. For the year 2011, the Company's income and net profit for the year 2011 were Baht 640 million and 117 million, which were higher than that of 2010 by 39% and 200%

respectively. Therefore, the board of directors with reference to the opinion of the Nomination and Compensation Committee proposed the Meeting to approve the payment of bonus to directors of Baht 4,000,000.

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

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

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.

Mr. Pakhawat answered to the shareholder's query regarding the increase in remuneration to directors and management from Baht 49 million to 82.8 million. While the Company's profit in 2010 was Baht 38 million, the remuneration to management was quite low so when the Company achieved high profit this year, then remuneration to the management was higher.

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

Resolved It was resolved by 71% votes with more than two-third of the total entitled votes that the Meeting approve the directors' bonus amounted to Baht 4,000,000 (details of payment to each director as proposed). Detail of the voting were as follows:

Approved 87,477,400 votes equivalent to 71%,
Abstained 35,723,500 votes equivalent to 29%.

2) To approve director remuneration for the year 2012

For the year 2012, the board of directors considered appropriate to propose the meeting to approve the director remuneration totaling of Baht 15,000,000, dividing into the following categories:

2.1) Director remuneration for the year 2012 shall not exceed Baht 5 million, divided as follows:

- a) Director fee, payable monthly at the same rate as in 2011, divided into:
 - Monthly remuneration for each board member at Baht 20,000 and the Chairman of the Board at Baht 60,000.
 - Monthly remuneration for each member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000.
- b) Meeting allowance to the member of the Nomination and Compensation Committee Baht 20,000 per meeting.

2.2) Budget for the year 2012 as an extra remuneration not over Baht 10 million which shall be reserved in the 2012 income statement, and payable only after the annual shareholders' meeting for the year 2012 pass the resolution.

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

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

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

Resolved It was unanimously resolved that the Meeting approve director remuneration for the year 2012 totaling of Baht 15,000,000, dividing into monthly remuneration and meeting allowance of Baht 5,000,000 per annum and extra remuneration not over Baht 10,000,000. The extra remuneration is set as budget and will be payable upon approval from the shareholders' meeting. Detail of votes were as follows:

Approved 123,200,900 votes equivalent to 100%,
No abstained and objection.

6. To consider and approve the appointment of auditors and audit fees for the year 2012

The Chairman requested that Mr. Pairote Varophas, audit committee, present the details of this agenda.

Mr. Pairote informed the meeting that the board of directors had considered and proposed the Meeting to appoint Ernst & Young Office Limited by

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

The proposed auditors have been appointed as the Company's auditor since 2010 and have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2011, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, Ernst & Young Office Limited is authorized to 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 2011 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,150,000 which was the same rate charged last year.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2011 in accordance with the general accepted auditing standards. The auditor had full understanding of securities and derivatives business and provided other valued services without extra charges e.g. IT general control review, advice new accounting standard to the Company and its subsidiaries. The audit fee was considered acceptable.

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

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

Resolved It was unanimously resolved that the Meeting appoint Ernst & Young Office Limited by Ms. Rungnapa Lertsuwanakul, CPA Registration number 3516, or Ms. Sumalee Reewarabandith, CPA Registration number 3970, or Ms. Pimjai Manitkajonkij, CPA Registration number 4521 as the auditor for the year 2012 and to approve the audit fee for the Company at Baht 170,000, and the aggregate audit fee for both the Company and its subsidiaries at Baht 1,150,000. Details of the voting were as follows:

Approved 123,200,900 votes equivalent to 100%
No abstained and objection.

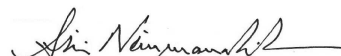
The Chairman informed that all of the agenda as listed in the notice of the Meeting of Shareholders had been considered and satisfied. The Chairman also asked if there were any shareholder who wished to voice his/her opinion, or ask any questions.

Mr. Suphot Ouachailertkul, the shareholder, welcomed new director and re-elect directors and thanked the board of directors to maintain the audit fee for the year 2012. In addition, he suggested the Company to take good care of the clients in the trading floor.

Mr. Charnchai thanked for the suggestion and would consider improving the services in the trading floor.

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 4.00 p.m.



(Mr. Sirin Nimmanahaeminda)

Chairman

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. 11**

1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 10 on April 25, 2012.

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 10, 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. 10 on April 25, 2012.

2. To consider and acknowledge the Company's operating results for the year ended December 31, 2012.

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2012. 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 2012.

3. To consider and approve the audited financial position and income statements for the year ended December 31, 2012.

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2012 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 2012.

4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2012.

4.1 To approve no appropriation of profit to legal reserve for the year 2012

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 2012 reported net profit of Baht 105,427,145, the Company is required to appropriate profit to legal reserve of Baht 5,163,531. The retained earnings and legal reserve of the separated financial statements after appropriation were Baht 83,245,164 and Baht 34,079,636, respectively.

The board of directors has reviewed and proposed the meeting to approve an appropriation of profit Baht 5,163,531 to legal reserve.

4.2 To approve dividend payment for the year 2012

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 2009 to 2011 and the net profit and unappropriated retained earnings for the year 2012 were as follows:

	<u>Year 2009</u>	<u>Year 2010</u>	<u>Year 2011</u>	<u>Year 2012</u>
Net Profit as per consolidated financial statements	(11,855,786)	38,845,711	117,062,777	117,114,946
Retained Earnings before final dividend payout (as per separated financial statements)	33,463,687	76,036,563	49,253,677	83,245,164
Dividend - % to net profit	-	99.42	52.49	To be approved by shareholders
- Baht per share	0	0.22	0.35	
- Baht	0	38,621,440	61,443,200	

The board of directors has deemed appropriate to propose the meeting to approve the dividend payment for the year 2012, which will be paid out of the profit after 23% corporate income tax.

Details are as follows:

	<u>Dividend per share(Baht)</u>	<u>Dividend amount (Baht)</u>	<u>% to consolidated profit</u>
Dividend for the year 2012	0.57	100,064,640	85.44
<u>less</u> Interim Dividend	0.12	21,066,240	17.99
Final Dividend	0.45	78,998,400	67.45

The right to receive the dividend will be on March 15, 2013 and the closing date of the share register book for gathering shareholders' name under the section 225 of The Securities and Exchange Act B.E. 2535 will be on March 18, 2013; payable on May 17, 2013.

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

5.1 To appoint new directors to replace the retiring directors

Information for considerations:

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

- 1) Mr. Sirin Nimmanahaeminda Position Independent Director and Chairman of audit committee,
- 2) Mr. Pakhawat Kovithvathanaphong Position Director,
- 3) Mr. Abhichart Arbhabharama Position Independent Director and audit committee, and
- 4) Mr. Panop Svetarundra 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 20, 2013. 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. Mr. Sirin Nimmanahaeminda and Mr. Abhichart Arbhabhira are also qualified as independent directors according to the company's definition of Independent Director.

5.2 To approve directors remuneration

Information for considerations:

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

The board of directors proposes the meeting to consider bonus as extra remuneration for the year 2012 and the remuneration for the year 2013 as follows:

1) To approve extra remuneration for the year 2012

Pursuant to the resolution of the annual general meeting of shareholders No. 10 approval of 2012 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 2011 remuneration of listed finance and securities companies disclosed by the Stock Exchange of Thailand.

The Nomination and Compensation Committee has considered according to the criteria set out above. The Company's income for the year 2012 was Baht 680 million which was higher than that of 2011 by 6% and net profit 117 million equal to 2011 and the record of 2011 remuneration of listed finance and securities companies was as follows:

<u>Sector</u>	<u>Average (mil. Baht)</u>		<u>Average remuneration per person per annum (Baht)</u>		
	<u>Income</u>	<u>Net Profit</u>	<u>Average</u>	<u>Lowest</u>	<u>Highest</u>
Finance & securities	2,418	151	807,238	68,000	7,305,556

The director's average remuneration comparison for the year 2009, year 2010 and year 2011 were as follows:

	<u>(mil. Baht)</u>		<u>Average remuneration per person per annum (Baht)</u>			<u>Extra remuneration (Baht)</u>
	<u>Income</u>	<u>Net Profit</u>	<u>Average</u>	<u>Lowest</u>	<u>Highest</u>	
2009	352	(12)	420,000	240,000	1,320,000	-
2010	459	39	580,000	350,000	1,650,000	1,760,000
2011	640	117	783,636	490,000	2,070,000	4,000,000

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

The allocation of extra remuneration can be illustrated as follows:

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

The scope of responsibilities of the audit committee and the report on their responsibilities for the year 2012 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 2013

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 2013 totaling of Baht 15,000,000, dividing into the following categories:

1) Monthly director fee / allowance for the year 2013 shall not exceed Baht 5 million, divided as follows:

a) Director fee, payable monthly at the same rate as in 2012, divided into:

- Monthly remuneration for each board member at Baht 20,000 and the Chairman of the Board at Baht 60,000.
- Monthly remuneration for each member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000.

The scope of responsibilities of the Audit Committee and the report on their responsibilities for the year 2012 has been presented in the Annual Report of which the copy has been sent to the shareholders together with the notice of the meeting (Attachment No.2).

b) Meeting allowance to the member of the Nomination and Compensation Committee at Baht 20,000 per meeting (the same rate as in 2012).

The scope of responsibilities of the Nomination and Compensation Committee and the report on their responsibilities for the year 2012 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 2013 as an extra remuneration not over Baht 10 million which shall be reserved in the 2013 income statement, which will be designated and allocated by the board of directors within the approved limit.

3) To consider and appoint the Company's auditor and approve audit fee for the year 2013

Information for considerations:

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

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

The proposed auditors have been appointed as the Company's auditor since 2010 and have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2012, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, Ernst & Young Office Limited is authorized to assign any auditor of Ernst & Young Office Limited who qualifies as a Certified Public Accountant to replace him/her.

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

Company Name	Year 2011	Year 2012	Year 2013
Trinity Watthana Plc.	170,000	170,000	170,000
Trinity Securities Co., Ltd. and Trinity Advisory 2001 Co., Ltd.	980,000	980,000	980,000
Total	1,150,000	1,150,000	1,150,000

The audit committee considered that the auditor had conducted the audit for the year 2012 in accordance with the general accepted auditing standards. The auditor had full understanding of securities and derivatives business and provided other valued services without extra charges e.g. IT

general control review, advice new accounting standard to the Company and its subsidiaries. The audit fee is considered acceptable.

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

4. To consider and approve the amendment of Company’s articles of association.

Information for considerations:

The board of directors has considered appropriate for the shareholders' meeting to approve the amendment of the Company's articles of association in accordance with the Limited Public Company Act B.E. 2535(1992) in the following articles by discarding the existing provisions and adopting the proposed provisions, together with pursuing the registration of the amendments thereafter:

- a) article no.36, 39, 46, 47 - regarding number of days for publishing the notices to shareholders for calling the meeting or declaration of the resolutions.

Current	Proposed for Amendment
<p>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.</p> <p>The aforesaid notice calling for the general meeting shall be <u>published in a newspaper for three days</u> and at least three days prior to the date of the meeting.</p>	<p>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.</p> <p>The aforesaid notice calling for the general meeting shall be <u>published in a newspaper</u> at least three days prior to the date of the meeting.</p>
<p>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. <u>The notice calling the meeting shall also be published in a newspaper not less than three days</u> and at least three days prior to the date of the meeting.</p>	<p>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.</p> <p>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.</p> <p>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</p>

Current	Proposed for Amendment
	<p>shareholders notice calling the meeting which indicates the place, date, time and agenda of the meeting. <u>The notice calling the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.</u></p>
<p>Article 46. In reducing capital, the company shall send a notice of the resolution to reduce the Company's capital to the creditors within fourteen days from the date on which the resolution was passed, stating that any objection thereto shall be raised within two months from the date of receipt of the notice, and <u>the company shall also announce such resolution in a newspaper not less than three days and within the fourteen days' period.</u></p>	<p>Article 46. In reducing capital, the company shall send a notice of the resolution to reduce the Company's capital to the creditors within fourteen days from the date on which the resolution was passed, stating that any objection thereto shall be raised within two months from the date of receipt of the notice, and <u>the company shall also announce such resolution in a newspaper within the fourteen days' period.</u></p> <p><u>If an objection is raised, the company shall not reduce its capital until debts are repaid or security given thereon.</u></p>
<p>Article 47. No dividend shall be paid out except that there is a resolution of shareholders or of the resolution of the board of directors regarding the interim dividend payment.</p> <p>Payment of dividend shall be made within one month from the date of the resolution of shareholders or of the resolution of the board of directors, as the case may be. However, a notice thereof shall be sent to the shareholders and also <u>be published in a newspaper not less than three days.</u></p>	<p>Article 47. No dividend shall be paid out except that there is a resolution of the shareholders or of a resolution of the board of directors regarding the interim dividend payment.</p> <p>Payment of dividend shall be made within one month from the date of the resolution of shareholders or of the resolution of the board of directors, as the case may be. However, a notice thereof shall be sent to the shareholders and also <u>be published in a newspaper.</u></p>

b) article no.33 and no. 39- regarding the voting for consideration of the matters in the meeting.

Current	Proposed for Amendment
<p>Article 33. Payment of remuneration to the directors shall be in accordance with the resolution of the meeting of shareholders.</p> <p>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.</p> <p>The provision in the first paragraph shall not</p>	<p>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 <u>supported by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting.</u></p> <p>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</p>

Current	Proposed for Amendment
<p>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.</p> <p>The remuneration paid under the first and second paragraph must not conflict with the qualification of an independent director as specified by the Securities and Exchange Act.</p>	<p>time according to the regulations as laid out, or let it remain effective until there is a change.</p> <p>The provision in the first <u>and second</u> 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.</p> <p>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.</p>
<p>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.</p>	<p>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, <u>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.</u></p> <p>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.</p> <p>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.</p>

c) article 62 - regarding cancellation of the Company's seal.

Biographies of Directors proposed for re-appointment

1) **Name** Mr. Sirin Nimmanahaeminda
Age 66
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.
1996 - Present	Vice Chairman and Risk Management Committee	Advance Agro Plc.
2008 - Present	Director	Loxley Plc.
- **Non-listed Companies**

2000 – Present	Executive Chairman	Niyom Panich Group
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Occupation Business Executives

No. of shares holding in the Company 5,000 shares or 0.003% as at December 31, 2012

No. of meeting attended in 2012

Board of Directors	7 meetings (7 / 7 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 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. Pakhawat Kovithvathanaphong
Age 64
Directorship Director and Chief Executive Officer
Education MBA (Finance) - Wharton School, University of Pennsylvania, U.S.A.
Director training course Directors Certification Program (DCP 58/2005), Thai Institution of Directors Capital Market Academy (CMA5)
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.
	2011 - Present	Chairman	Trinity Securities Co., Ltd.
		Chairman	Trinity Advisory 2001 Co., Ltd.
	1999 – Present	Independent Director and Audit Committee	Land and Houses Plc.
	2011 - Present	Independent Director	Thai Rubber Latex Corporation (Thailand) Plc.
• Non-listed Companies	2011 - Present	Director	Thai Bond Market Association
	2010 - Present	Director	TSFC Securities Plc.
	2010 - Present	Advisor	Association of Thai Securities Companies
	2009 - Present	Vice Chairman and Chairman of Executive Committee	Thai Listed Company Association
	2008 - Present	Advisor - Master Degree Economics	Thammasat University
	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 5,300,000 shares or 3.04% as at December 31, 2012
No. of meeting attended in 2012 Board of Directors 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.

3) **Name** Mr. Abhichart Arbhabhira
Age 67
Directorship Independent Director and member of
Audit Committee
Education Bachelor of Laws -Thammasart University
The Thai Bar- Institute of Legal Education -
Thai Bar Association
Director training course - None -
Terms of Directorship Year 2004 – Present



Current Position of Director/Executive

- **Listed Companies and their affiliates**

2004 – Present	Director/Audit Committee	Trinity Watthana Plc.
2005 – Present	Independent Director	Trinity Securities Co., Ltd.
- **Non-listed Companies**

2000 – Present	Attorney and Legal Advisor
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Occupation Attorney and Legal Advisor

No. of shares holding in the Company -None-

No. of meeting attended in 2012

Board of Directors	6 meetings (6 / 7 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.

4)	Name	Mr. Panop Svetarundra			
	Age	50			
	Directorship	Director			
	Education	MBA (Business Administration) - Sasin Graduate Institute of Business Administration			
	Director training course	-None-			
	Terms of Directorship	Year 2010 – Present			
	Current Position of Director/Executive				
	• Listed Companies and their affiliates	2010 - Present	Director		Trinity Watthana Plc.
		2007 - Present	Executive Vice President/Director Treasury sector Financial Management Group		Krungthai Bank Plc.
	Occupation	Business Executives			
	No. of shares holding in the Company	-None-			
	No. of meeting attended in 2012	Board of Directors	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.			

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. 11 of Trinity Watthana Plc.
On Friday of April 26, 2013, at 3.00 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 2.00 p.m. on April 26, 2013.

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 65 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok.

2) Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 62 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok.

3) Ms. Kanitha Subpa-Asa, Position Director (not an independent director), age 58 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 ทรีนิตี วัตธนา 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. นายปัญญาจะ เสนาดิษฐ์ ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 65 ปี อยู่บ้านเลขที่ 10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 65 years, resides at 10 Soi Intamara 40, Suthisarn Road, Dindaeng, Bangkok or

5. นายไพโรจน์ วิจารณ์วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 62 ปี อยู่บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 62 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok or

6. นางชนิษฐา สรรพอาษา ตำแหน่ง กรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 58 ปี อยู่บ้านเลขที่ 55/14 ซอย ศุภราช 1 ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท

Ms. Kanitha Subpa-Asa, Position Director (not an independent director), age 58 years, resides at 55/14 Soi Suparaj 1 Phaholyothin Rd., Kwang Samsennai, Khet Phayathai, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 11 ซึ่งกำหนดประชุมกันในวันที่ 26 เมษายน 2556 เวลา 15.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิเวกริไซต์ 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. 11 which will be held on April 26, 2013 at 3.00 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 ทรีนิตี้ วัดมณา 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. นายปัญจะ เสนาดิสัย ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 65 ปี อยู่บ้านเลขที่

10 ซอยอินทามระ 40 ถนนสุทธิสาร ดินแดง กรุงเทพมหานคร หรือ

Mr. Panja Senadisai, Position Director and member of Audit Committee (as an independent director), age 65 years, resides at 10 Soi Intamara 40, Suthisam Road, Dindaeng, Bangkok or

 5. นายไพโรจน์ วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 62 ปี อยู่บ้านเลขที่

87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 62 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok or

6. นางชนิษฐา สรรพอาษา ตำแหน่ง กรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 58 ปี อยู่บ้านเลขที่ 55/14 ซอยสุขุม
ราช 1 ถนนพหลโยธิน แขวงสามเสนใน เขตพญาไท

Ms. Kanitha Subpa-Asa, Position Director (not an independent director), age 58 years, resides at 55/14 Soi Suparaj 1 Phaholyothin Rd., Kwang Samsennai, Khet Phayathai, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 11 ซึ่งกำหนดประชุมกันในวันที่ 26 เมษายน 2556 เวลา 15.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิ
เวโรจน์ 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. 11 which will be held on April 26, 2013 at 3.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 10 เมื่อวันที่ 25 เมษายน 2555

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 10 on April 25, 2012.

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) 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 2555

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2012.

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) 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 พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2555

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2012.

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 4.1 เรื่อง พิจารณาและอนุมัติการจัดสรรกำไรเป็นเงินสำรองตามกฎหมายสำหรับปี 2555

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2012.

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 4.2 เรื่อง พิจารณาและอนุมัติการจ่ายเงินปันผลสำหรับปี 2555

Agenda Subject: To consider and approve dividend payment for the year 2012.

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) ให้มอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า 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

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) 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 นายศิริินทร์ นิมมานเหมินท์

Director Name Mr. Sirin Nimmanahaeminda

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

2 ชื่อกรรมการ นายภควัต โกวิทวัฒนพงษ์

Director Name Mr. Pakhawat Kovithvathanaphong

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

3 ชื่อกรรมการ นายอภิชาติ อภากิริม

Director Name Mr. Abhichart Arbhahirama

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

4 ชื่อกรรมการ นายปานพ เสวตรุนทร์

Director Name Mr. Panop Svetarundra

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

1) พิจารณาและอนุมัติการจ่ายเงินบำเหน็จกรรมการประจำปี 2555

To consider and approve extra remuneration for the year 2012

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) 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 2556

To consider and approve directors' remuneration for the year 2013

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) 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 2556

Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2013

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) 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 พิจารณาและอนุมัติแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda Subject: To consider and approve the amendment of Company's articles of association

(1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(2) 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 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/...../.....

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 ทรินิตี้ วัฒนา จำกัด (มหาชน)

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

ในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 11 ในวันที่ 26 เมษายน 2556 เวลา 15.00 น. ณ ห้องวิมาถทอง ชั้น 4 โรงแรมมณเฑียรริเวอร์ไซด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 11 which will be held on April 26, 2013 at 3.00 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

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (2) 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

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (2) 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

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (2) 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

- (1) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (2) 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

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบพิมพ์หนังสือมอบฉันทะถูกต้องและเป็นความจริงทุกประการ
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. 11
 Trinity Watthana Public Company Limited
 at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
 Rama3 Road, Bangkok

