

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

**Notice of  
the Annual General Meeting of Shareholders No. 19  
on Friday April 23, 2021 at 2.00 p.m.  
at the Meeting Room, 25th floor, Bangkok City Tower,  
179 South Sathorn Road,  
Kwang Thungwatdon, Khet Sathorn, Bangkok.**

**TRINITY**

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# บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 011/2021

March 19, 2021

To Shareholders,

## Re: Notice of the Annual General Meeting of Shareholders No. 19

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 23, 2021 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungwatdon, Khet Sathorn, Bangkok. The agenda of the meeting are as follows:

1. **To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 18 on April 20, 2020.**  
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, 2020.**  
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2020.
3. **To consider and approve the audited financial position and income statements for the year ended December 31, 2020.**  
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, 2020.
4. **To consider and approve an appropriation of profit, dividend and legal reserve for the year 2020.**
  - 4.1 **To approve an appropriation of profit for the year 2020**  
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 5,787,334.
  - 4.2 **To approve dividend payment for the year 2020**  
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend for the year 2020 of Baht 0.50 per share or at the payout ratio of 76% of net profit. The dividend will be paid out of the profit after 20% corporate income tax.  

The Company will entitle rightful shareholders who may receive the 2020 fiscal year dividend on April 2, 2021 (Record Date). The final dividend will be payable on May 11, 2021. The rights to receive above dividend is depend upon the approval of 2021 Annual General Shareholders' Meeting.
5. **To consider and appoint new directors to replace the retiring directors and approve directors' remuneration.**
  - 5.1 **To consider and appoint new directors to replace the retiring directors**  
Board of Directors' opinion: There are four directors who are retired by rotation namely 1) Mr. Panja Senadisai, 2) Mr. Worata Kongseannitsarar, 3) Mr. Kampanart Lohacharoenvanich and 4) Mr. Visit Ongpipatanakul.  
Mr. Worata Kongsanitsara informed the chairman that he will not renew his directorship. The Board of directors excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting to re-elect the 3 retiring directors (excluding Mr. Worata Kongsanitsara) to be directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the period and Mr. Panja Senadisai and Mr.

Kampanart Lohacharoenvanich are also qualified as an independent director according to the company's definition of Independent Director. The Board of Directors also consider appropriate to propose Professor Dr. Arnat Leemakdej who is knowledgeable, competent and expertise in finance to replace Mr. Worata Kongsanitsara in the Shareholders' meeting.

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

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge directors' bonus for the year 2020 totaling of Baht 7,500,000 and approve the directors' remuneration for the year 2021 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2021 extra remuneration not over Baht 10,000,000.

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

**6. To consider and appoint the Company's auditor and approve audit fee for the year 2021.**

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of EY Office Limited namely 1) Ms. Rungnapa Lertsuwankul C.P.A. Registration No. 3516 or 2) Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972 or 3) Ms. Pimjai Manitkajohnkit C.P.A. Registration No. 4521 or 4) Ms. Orawan Techawatanasirikul C.P.A. Registration No. 4807 or 5) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or 6) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872 or 7) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014, of EY Office Limited as the Company's auditor for the year 2021 and to approve the audit fee for the Company at Baht 800,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 2,500,000 as proposed by the Audit Committee. Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

**7. To consider and approve the increase of issuance and offering of the Debentures limit**

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the increase of the issuance and offering of the Debentures in the principal amount of not more than Baht 3,000 million with the details presented in the attachment 3 , and authorize the Company's Board of Directors or Chief Executive Officer or any designated person to determine the terms and details relating to issuance and offering of the each debenture, for example; face value, amount of each issue, term, type, offering channels, allocation method, collateral, offering price, interest rate, interest payment period, appointment of debenture holders' representative and/or registrar and/or arranger and/or underwriter, and execution of any necessary transactions, including all official filings as required by the office of Securities and Exchange Commission or other relevant government authorities and listing of the debentures on any subordinate market for the utmost benefit of the Company.

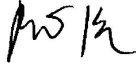
Voting rights: According to Section 145 of the Public Company Act and the Company's articles of association no.51, approval of issuance of debentures requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting.

**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.19 on Friday, March 12, 2021.

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

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



(Mr. Pakhawat Kovithvathanaphong)  
Chairman

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 18  
of  
Trinity Watthana Public Company Limited**

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Date, Time and Place

The Meeting was held on 20<sup>th</sup> April, 2020 at 2.00 p.m. at the Meeting room, 25th floor, 179 Bangkok City Tower, South Sathorn Road, Kwang Thungmahamek, Khet Sathorn, Bangkok.

Attendants

The Company closed the register book at 2.00 p.m. There were 19 shareholders present in person and 20 shareholders by proxies, altogether 39 shareholders, representing 83,167,099 shares or 41.75 percent from the total issued and paid up of 199,188,966 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

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

1. A shareholder's voting right was directly proportionate to the number of shares held.
2. For shareholders who granted proxies to independent director or Chief Executive Officer, the Company would include and record the casting votes as specified for each agenda by the shareholders.
3. During each agenda, if any attending shareholder or proxy would like to propose any opinions or questions, the shareholder should raise his/her hand to ask for the permission. When the Chairman allowed, the shareholder wrote in the paper to report his/her name to the Meeting together with proposing the opinions or questions and submit to the company secretary to inform the Meeting on behalf of the shareholder in order to avoid sharing the microphone. The opinions or questions should be related to the agenda, if not, the shareholder should propose his/her opinion or question to the Meeting after finishing all agendas.
4. The Company Secretary shall inform the Meeting for voting required in each agenda before requesting for shareholders' voting.
5. In the event that there were no dissenting opinions, or opinions that differed from those of the Chairman, or the Board of Directors, the Meeting would consider an issue certified and resolved unanimously.
6. In the event that any attending shareholder cast a dissenting vote on any of the proposed agenda, the shareholder should fill out the voting ballot and submit it to a Company's officer so that the votes for that particular agenda could be recorded.  
During gathering the votes of each agenda, the Chairman may consider propose next agenda to the Meeting and reported the casting votes when the staff finished the count.
7. In voting, a ballot is considered voided when, but not limited to, a shareholder cast on more than the permitted number of votes or when there was no signature of meeting participants ratifying the strikethrough information on the ballot. Splitting a vote on a ballot shall also invalidate a ballot, with the exception given to the custodians.
8. The articles of association regarding the shareholders' meeting and the voting had been already presented in the notice of the meeting page 38 to 40 (Attachment No.5).

The Company Secretary reported to the Meeting that the Company has granted the minority shareholders right to propose the agenda and to nominate candidates to be elected as directors in

advance. The criteria and procedures were posted via SET and the Company's website on January 9, 2020 and required shareholders to submit any proposal within February 18, 2020. However, there was no proposal submitted to the Company.

The Company Secretary reported that 90% directors joined the meeting and introduced the directors, independent directors, management and external auditors attending the Meeting as follows:

Independent directors and audit committee

1. Dr. Panja Senadisai Chairman of Nomination and Compensation Committee
2. Mr. Pairote Varophas
3. Mr. Kampanart Lohacharoenvanich

Independent director / non-executive directors

1. Mr. Nitipol Chaisakulchai Member of Nomination and Compensation Committee
2. Mr. Surachai Suksriwong Member of Nomination and Compensation Committee
3. Mr. Sorayouth Prompoj Independent Director
4. Dr. Voratha Kongseanitsara Director

Executive directors and management

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

Representative of external auditor

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

Absent director

1. Mr. Abhichart Arbhabhirama Chairman of Audit Committee and Member of Nomination and Compensation Committee

Mr. Abhichart absent due to his health problem.

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

The Company's articles of association regarding the shareholders' meeting and the voting could be examined from the attachment 5 (page 35-37) of the notice of the meeting.

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

**1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 17 held on 26<sup>th</sup> April, 2019**

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 17 held on 26<sup>th</sup> April 2019, 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. 17 held on 26<sup>th</sup> April 2019 be adopted. Details of the voting were as follows:

Approved 83,167,099 votes equivalent to 100%  
No abstained, no objection and no voided ballot.

**2. To consider and acknowledge the Company's operating results for the year ended 31<sup>st</sup> December 2019**

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

Mr. Charnchai reported that 2019 was the year when the Stock Exchange of Thailand (SET) provided a positive yield of 1.01%. In this year, The important factors mainly resulted from the trading war between the United state of America and China since the beginning of the year and the strong in Thai Baht currency throughout the year, which caused (i) the slowdown in the global economic and emerging markets; (ii) the slowdown in Thailand's export. All of the above factors resulted in that SET Index fluctuation and increase from 1,564 point to 1,741 point in June and then decrease to 1,580 point at the end of 2019, and the daily average turnover of securities in 2019 was Baht 53,192 million compared to Baht 57,674 million of year 2018. The Company market share in 2019 is 1.35% decreased from 1.66% in 2018.

In 2019, local retail investors were less active in SET as evidenced by their turnovers which accounted for 34% of SET's turnovers and dropped from 41% in 2018. On the other hand, the turnovers made by foreign institutional investors were 41% of SET's turnovers which rose from 36% in 2018. With regard to other types of investors, namely proprietary trading and local institutional investors, their turnovers in 2019 were close to those of last year. Overall, in 2019, local institutional investors and proprietary trading had a net buy of Baht 51,340 million and Baht 14,914 million, respectively whereas foreign investors and local retail investors had a net sell of Baht 44,791 million and Baht 21,463 million, respectively.

The trading volume in Thailand Futures Exchange Plc. (TFEX) had 104 million contracts in 2019 which were close to those of last year. In 2019 single stock futures still be highest popular product for trading with 49.84%. The second popular product was SET50 Index futures with 40.61 of total trading. Whereas the world economic was quite slow down and more concern in geopolitics, these caused the increase in metal product, gold futures, increasing in trading to 7.57 million contracts, increased by 73.7% from last year. The daily average volume slightly increased from 426,213 contracts to 428,369 contracts in 2019. The Company's market share in TFEX was 0.62%, falling from 0.72% in 2018. This fall was mainly due to price competition which became more intense and caused less clients to trade their futures through the Company

In 2019, local retail investors remained the main investors in TFEX. That is, the turnovers of the local retail investors in 2019 accounted for 49% of TFEX's total trading volume whereas the turnovers of the local institutional investors and foreign investors were 33% and 18%, respectively.

Besides, in 2019, the Company successfully generated satisfactory profits to the clients of the private funds under its management. Throughout 14 years of the Company's private fund management business operation, the assets which are under the Company's management enjoyed a compound annual growth rate (CAGR) of 23.42%. In this regard, the profits earned from previous investments in the funds certainly affect the investors' decision in continuing their investments. The past year, 2019, was considered a severe fluctuation. SET Index had increased to highest at 1,741 point in June and then decreased continually since mid-year to the end of the year. At the end of 2019, the return on investment of the private funds managed by the Company finally gain by 0.93% while SETTRI's showed positive yield at 4.29%. As the clients were still confident in the Company's private fund management, the fund's total net asset value increased from Baht 3,090 million at the end of year 2018 to Baht 3,826 million at the end of year 2019.

As for the Company's investment banking business, in 2019, the Company acted as lead underwriter of 2 listed securities i.e. Absolute Clean Energy PLC and Bangkok Commercial Asset Management PLC which were successfully sold and traded in the SET. In addition, the Company acted as an advisor and underwriter of short-term and long-term debentures issued by 2 listed company and co-underwriter of 5



IPOs. The Company was also a financial advisor of 6 companies for their listing on SET and MAI whereby the listings are currently in process and 4 companies for merger and acquisition.

As the Company has always emphasized high ethical standards in the context of good corporate governance, the Company was graded “Very Good” according to ASEAN CG Scorecard by Thai Institute of Directors Association in the Association’s 2019 annual corporate governance survey. In the same year, the Company was also graded “Excellent and Shining Example of Excellent” for its 2019 Annual General Meeting of Shareholders by the Thai Investors Association.

Since the Company has been certified from the the Private Sector Collective Action Coalition Against Corruption (CAC) Committee as one of the member of the CAC in 2015 and also be certified by the Thaipat Institutes, the Company has renewed the member status with the CAC in 2018 which represented that the Company anti-corruption policy be implemented at all level from the Company thru the subsidiaries.

The Company’s performance by quarter in 2019 mirrored the fluctuations in SET condition. The Company’s total revenue was Baht 675 million compared to Baht 623 million in 2018. The Company’s major income derived from the following:

- Brokerage commission fee decreased from Baht 261 million to Baht 170 million, or by 35%, as a result of the brokerage fee competition and the decreased of retail investors’ turnovers when compared to those of year 2018.
- Fees and service income increased from Baht 57.33 million in 2018 to Baht 207 million from lead underwriting services.
- Interest income from margin loan decreased from Baht 123 million to Baht 98 million due to the decrease in margin loans during the year.
- Net gain on investment of Baht 39 million decreased from net gain of Baht 78 million in 2018 due to the market fluctuation during the year.
- Interest and dividend from investment increased from Baht 73 million to Baht 107 million in 2019 including interest income from loans to others increasing from Baht 21 million to Baht 60 million.
- Advisory income increased from Baht 18 million to Baht 44 million from consulting fee of the subsidiary to the pre-listed companies.

The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 535 million in 2019 compared to Baht 558 million in 2018. The expenses which had significant changes were as follows:

- Financial costs amounted to Baht 62 million compared to Baht 48 million in 2018 in relation to the increase in borrowings for both settlement and loans to others.
- Other expenses amounted to Baht 107 million compared to Baht 85 million in 2018 in relation to the underwriting deal in 2019.

The Company’s profit before tax in 2019 was Baht 117 million which was increased from Baht 88 million in 2018 or increased by 32% whereas net profit was Baht 94 million in 2019 increased from Baht 68 million in 2018 or increased by 38%. Return on Equity increased from 4.32% to 6.02%.

Details of 2019 operating results had been presented in the Annual Report, which had been sent to shareholders along with the invitation to attend the shareholders’ meeting.

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

Should there be no any question, Mr. Charnchai concluded that the Meeting acknowledge the Company’s operating results for 2019.

### **3. To consider and approve the financial position and income statements for the year ended December 31, 2019**

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

Ms. Suwannee then presented the details of the financial statements for the year ended December 31, 2019. These statements which had been reviewed and audited by the Company's auditor could be summarized as follows:

- The total assets of Baht 4,401 million at the end of year 2019 increased from Baht 3,922 million at the end of year 2018. The main assets comprised of the increase in investment in securities from Baht 1,008 million from Baht 723 million in 2018, the decrease in receivables from securities and derivatives business from Baht 2,249 million at the end of 2018 to Baht 1,785 million at the end of 2019, and the increase in loans to others from Baht 613 million to Baht 1,224 million.
- The Company's total liabilities were Baht 2,824 million compared to the total liabilities of Baht 2,370 million at the end of 2018. The main liabilities comprised of the increase in borrowings from Baht 2,080 million at the end of 2018 to Baht 2,413 million at the end of 2019, which included short-term debentures and bill of exchange amounted to Baht 1,408 million, for both settlement and margin loans.
- The Company's shareholders' equity was Baht 1,577 million compared to Baht 1,552 million at the end of 2018. The Company and subsidiaries' earnings was amounted to Baht 94 million in 2019. But the Company paid final cash dividends from operating results in 2018 in the amount of Baht 40 million. In addition, unrealized loss from available-for-sale securities increased Baht 25 million.
- Details on revenue and expenses had already been explained in the Agenda2.

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

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

Should there be no any question, Ms. Suwannee then proposed the Meeting to approve the financial position and income statements for the year ended December 31, 2019.

**Resolved** It was unanimously resolved that the financial position and income statements for the year ended December 31, 2019 be approved. Details of the voting were as follows:

Approved 83,167,099 votes equivalent to 100%

No abstained, no objection and no voided ballot.

### **4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2019**

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

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

Mr. Charnchai reported that according to Section 116 of the Public Company Act B.E. 2535 (1992), the Company was required to appropriate a portion of net profit as legal reserve at a rate of not less than 5.0 percent of net profit for the year after deducting the forwarded retained loss (if any) until the total amount of the legal reserve was not less than 10.0 percent of registered capital. In 2019, the Company's net profit in the separate financial statements was Baht 94,218,646. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as

legal reserve amounted to Baht 6,395,967 for the year 2019. After the appropriation of profit, legal reserve was Baht 73,339,933.

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

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

**Resolved** It was unanimously resolved that the Meeting approve the appropriation of profit as legal reserve amounted to Baht 6,395,967. Details of the voting were as follows:  
Approved 83,167,099 votes equivalent to 100%  
No abstained, no objection and no voided ballot.

#### **4.2 To consider and approve the dividend payment for the year 2019**

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

Mr. Charnchai reported that the company's dividend payout policy has been set at no less than 50% of consolidated net profit and no more than the unappropriated retained earnings of the separate financial statements. Record of dividend payments for the year 2016 to 2018, the net profit and unappropriated retained earnings for the year 2019 were presented in the notice of the meeting. Net consolidated profit was Baht 94 million and retained earnings of the separate financial statements was Baht 260 million.

The board of directors proposed the Meeting to approve final dividend payment for the year 2019 at Baht 0.44 per share which the total amount was Baht 87.65 million or at the payout ratio of 93% of net consolidated profit, which is in accordance with the dividend policy of the Company. The dividend will be paid out of the profit after 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2019 fiscal year dividend on March 16, 2020 (Record Date). The dividend will be payable on May 15, 2020.

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

**Resolved** It was unanimously resolved that the Meeting approve the dividend for the year 2019 at Baht 0.44 per share The record date of the entitled shareholders who will receive the 2019 fiscal year dividend was on March 16, 2020; payable on May 15, 2020. Detail of votes were as follows:  
Approved 83,167,099 votes equivalent to 100%  
No abstained, no objection and no voided ballot.

The Chairman informed the Meeting that there was one additional shareholder attend the Meeting. Thus There were 20 shareholders present in person and 20 shareholders by proxies, altogether 40 shareholders, representing 83,168,099 shares or 41.75 percent from the total issued and paid up shares.

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

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

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

Dr. Panja informed the Meeting that in accordance with the Company's Articles of Association, one-third of the Company's directors must retire. The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting

of Shareholders in advance within February 18, 2020. However, there was no proposal of director nomination submitted to the Company Secretary.

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

- |                                |          |  |
|--------------------------------|----------|--|
| 1) Mr. Abhichart Arbhabhirama  | Position | Independent Director / Chairman of Audit committee / member of Nomination and Compensation committee |
| 2) Mr. Nitipon Chaisakulchai   | Position | Director / member of Nomination and Compensation committee   |
| 3) Mr. Sorayouth Prompoj       | Position | Independent Director   |
| 4) Mr. Charnchai Kongthonhluck | Position | Director and Chief Executive Officer   |

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

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

The board of directors, excluding the directors who have interest in this matter, deems appropriate to propose the meeting to re-elect the four directors to become the Company's directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they do not possess any business in conflict with the Company. Mr. Abhichart Arbhabhirama and Mr. Sorayouth Prompoj are also qualified as independent director according to the company's definition of Independent Director and even Mr. Abhichart Arbhabhirama has been the Company's director for 16 years but he still always gave his opinion freely and had full understanding of the securities business.

Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 19 to 22. Each retiring director who was shareholder entitled to votes or abstained from voting. Any shareholder, who would like to cast a abstain or disapprove vote, must sent the voting ballot for each director to the Company's officer.

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

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

| No. | Name List                   | Approved<br>(no. of votes, %) | Disapproved<br>(no. of votes, %) | Abstained*<br>(no. of votes, %) | Voided Ballot<br>(no. of votes, %) |
|-----|-----------------------------|-------------------------------|----------------------------------|---------------------------------|------------------------------------|
| 1   | Mr. Abhichart Arbhabhirama  | 83,166,987<br>(99.9999%)      | 112<br>(0.0001%)                 | -                               | -                                  |
| 2   | Mr. Nitipon Chaisakulchai   | 83,167,099<br>(100%)          | -                                | -                               | -                                  |
| 3   | Mr. Sorayouth Prompoj       | 83,167,099<br>(100%)          | -                                | -                               | -                                  |
| 4   | Mr. Charnchai Kongthonhluck | 83,167,099<br>(100%)          | -                                | -                               | -                                  |

Remarks: \*include own abstained votes (if any)

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

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

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

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

The board of directors proposed the Meeting to acknowledge bonus as extra remuneration for the year 2019 and consider the remuneration for the year 2020 as follows:

### **1) To acknowledge extra remuneration for the year 2019**

Pursuant to the resolution of the annual general meeting of shareholders no. 16 approval of the budget for 2019 extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors, the Nomination and Compensation Committee had considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration, which were presented in the notice of the meeting. The Company's income for the year 2019 was Baht 675 million increased from Baht 623 million for the year 2018, or increased by 8.41% and net profit 94 million which increased from that of 2018 by 38.36%. Whereas dividend payment to shareholders for the year 2019 increased to Baht 0.44 per share from Baht 0.32 per share in 2018 which was amounted to Baht 87.6 million, or increased by 37.5%.

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to approve the payment of bonus of Baht 5,980,000 increased by 24.58%. The Chairman shall be eligible for 0.5 time extra.

Dr. Panja informed the Meeting that this agenda is to report the Meeting for the extra bonus for the year 2019 and no voting was required. Then he asked the Meeting whether there were any questions.

Should there be no question, Dr. Panja concluded that the Meeting acknowledge the extra bonus for the year 2019 as proposed.

### **2) To approve director remuneration for the year 2020**

For the year 2020, the board of directors with reference to the opinion of the Nomination and Compensation Committee considered appropriate to propose the Meeting to approve the director remuneration totaling of Baht 15,500,000, dividing into the following categories:

2.1) Director monthly remuneration for the year 2020 shall not exceed Baht 5.5 million in aggregate, payable monthly at the same rate as in 2019, divided as follows:

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

- Monthly remuneration for member of the Nomination and Compensation Committee at Baht 20,000, if any director is a member of more than one committee, he/she shall receive the meeting allowance only from one committee whichever is higher.
- 2.2) An extra remuneration for the year 2020 not over Baht 10 million which will be reserved in the 2019 income statement and be considered and allocated by the board of directors.
- 2.3) Other benefits i.e. Directors and Officers Insurance limit Baht 50 million and welfare to the directors for In-patient and life and accident insurance per person Baht 900,000 and 3,600,000 respectively.

Dr. Panja proposed that the Meeting consider to approve director remuneration for the year 2020 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance of Baht 5,500,000 per annum and extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors. The Meeting with more than two-thirds of the total entitled votes and directors who were shareholders entitled to votes or abstained from voting.

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

**Resolved** It was unanimously resolved that the Meeting approve director remuneration for the year 2020 totaling of Baht 15,500,000, dividing into monthly remuneration of Baht 5,500,000 per annum and extra remuneration not over Baht 10,000,000 which will be considered and allocated by the board of directors. Detail of votes were as follows:

Approved 83,168,099 votes equivalent to 100%,  
no abstained, no object and no voided ballot.

#### **6. To consider and approve the appointment of auditors and audit fee for the year 2020**

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

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

- 1) Ms. Rungnapa Lertsuwankul C.P.A. Registration No. 3516 or
- 2) Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972 or
- 3) Ms. Pimjai Manikajohnkit C.P.A. Registration No. 4521 or
- 4) Ms. Orawan Techawatanasirikul C.P.A. Registration No. 4807 or
- 5) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or
- 6) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872 or
- 7) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014

The auditor no. 6) has acted as the Company's current auditor for 5 years since 2015. The proposed auditors have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2018, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 800,000 increased by Baht 320,000. The aggregate audit fee for the services to the group companies in aggregate of Baht 2,600,000 which is higher than the 2019 audit fee by Baht 620,000.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2019 in accordance with the general accepted auditing standards.

The auditor had full understanding of securities and derivatives business and provided other valued services without extra charges e.g. IT general control review, advice new accounting standard to the Company and its subsidiaries. The audit fee was considered acceptable.

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

**Resolved** It was unanimously resolved that the Meeting appoint EY Office Limited with the above list of auditors as the auditor for the year 2020 and to approve the audit fee for the Company at Baht 800,000. Details of the voting were as follows:

Approved 83,168,099 votes equivalent to 100%, and  
No abstained, no objection and no voided ballot.

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

Mr. Chuchai Sorasethsakul, a shareholder, requested for the company to split par value from Baht 5.00 to Baht 1.00 in order to stimulate the Company's shares trading and also requested to consider whether to change any condition to exercise the warrants which will be expired next year or to extend the expiration date.

The Chairman accepted to consider the proposal and will study the regulations regarding the warrants whether there are ways to change as requested.

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

Closed at 3.00 p.m.

Signed .....Pakhawat Kovithvathanaphong..... Chairman  
(Mr. Pakhawat Kovithvathanaphong)

Ms. Suwannee Limpanavongsaen : Company Secretary

**Additional Information for Shareholders to Consider and Approve  
the Agenda of the Annual General Meeting of Shareholders No. 19**

- 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 18 on April 20, 2020.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 18, 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. 18 on April 20, 2020.

- 2. To consider and acknowledge the Company's operating results for the year ended December 31, 2020.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2020. 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 2020.

- 3. To consider and approve the audited financial position and income statements for the year ended December 31, 2020.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2020 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 2020.

- 4. To consider and approve an appropriation of profit, dividend and legal reserve for the year 2020.**

**4.1 To approve no appropriation of profit to legal reserve for the year 2020**

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 2020 reported net profit of Baht 115,746,660, the Company is required to appropriate profit to legal reserve of Baht 5,787,334. The legal reserve were Baht 79,127,267.

The board of directors has reviewed and proposed the Meeting to approve an appropriation of profit Baht 5,787,334 to legal reserve.



## 4.2 To approve dividend payment for the year 2020

### 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 2017 to 2019 and the net profit and unappropriated retained earnings for the year 2020 were as follows:

|  | Year 2017    | Year 2018    | Year 2019    | Year 2020                      |
|--|--------------|--------------|--------------|--------------------------------|
| Net Profit as per consolidated financial statements                              | 28,070,119   | 68,100,664   | 96,737,460   | 130,447,354                    |
| Retained Earnings before dividend payout (as per separated financial statements) | 265,922,715* | 219,685,907* | 213,701,154* | 224,821,481*                   |
| Dividend<br>- % to net profit  | 316.61       | 93.36        | 90.60        | To be approved by shareholders |
| - Baht per share   | 0.45**       | 0.32         | 0.44         |                                |
| - Baht   | 88,872,957   | 63,580,429   | 87,640,197   |                                |

Remarks: \* Include other components in the shareholders' equity

\*\* Dividend of Baht 0.13 per share paid from net profit and Baht 0.32 per share paid from retained earnings

The board of directors has deemed appropriate to propose the Meeting to approve the dividend payment for the year 2020 of Baht 0.50 per share or at the payout ratio of 76% of net profit. The dividend will be paid out of the profit after 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2020 fiscal year dividend on April 2, 2021 (Record Date). The dividend will be payable on May 11, 2021.

## 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) Dr. Panja Senadisai             | Position | Independent Director / member of Audit committee / Chairman of Nomination and Compensation committee |
| 2) Mr. Kampanart Lohacharoenvanich | Position | Independent Director / member of Audit committee   |
| 3) Dr. Worata Kongsanitsara        | Position | Independent Director   |
| 4) Dr. Visit Ongpipattanakul       | 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 18, 2021. However, there was no proposal of director nomination submitted to the Company Secretary.

Dr. Worata Kongsanitsara informed that he will not renew his directorship. The Nomination and Compensation Committee, excluding the director no.1) who has interest in this matter, has considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non-conflict of interest positions in other companies. The Nomination and Compensation Committee has proposed Professor Dr. Arnat Leemakdej who is knowledgeable, competent and expertise in finance to replace Mr. Worata Kongsanitsara. 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. Dr. Panja Senadisai and Mr. Kampanart Lohacharoenvanich are qualified as independent directors according to the company's definition of Independent Director.

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, has carefully considered the credentials of the 3 retiring directors and the newly proposed director and resolved that the retiring directors and the newly proposed director qualifications are in compliance with 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. Dr. Panja Senadisai and Mr. Kampanart Lohacharoenvanich have been the Company's independent director for 18 years and 4 years, respectively and they had the full understanding of the securities business. The board of directors deems appropriate to propose the Meeting to re-elect the 3 retiring directors to become the Company's directors for another term and elect Professor Dr. Arnat Leemakdej to replace the retiring director. Dr. Panja Senadisai and Mr. Kampanart Lohacharoenvanich are also qualified as independent directors according to the company's definition of Independent Director and can give their opinion freely. In addition, Dr. Panja Senadisai and Mr. Kampanart Lohacharoenvanich have been the Company's independent director since 2002 and 2016 respectively. If they are elected as the Company's independent director for another term, they will be the Company's independent directors for 21 years and 7 years respectively.

## 5.2 To approve director remuneration

### Information for considerations:

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

The board of directors proposes the Meeting to acknowledge bonus as extra remuneration for the year 2020 and consider the remuneration for the year 2021 as follows:

### 1) To acknowledge extra remuneration for the year 2019

Pursuant to the resolution of the annual general meeting of shareholders No. 17 approval of 2019 budget for extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee has considered the evaluation criteria based on company performance, dividend payment to the shareholders, record of company remuneration and record of remuneration of listed finance and securities companies / same size of revenue of listed companies and the director's average remuneration comparison for the year 2016-2018 as follows:

|  | 2017      | 2018      | 2019      | 2020      |
|--|-----------|-----------|-----------|-----------|
| <u>Income Statements</u> (Million Baht)            |           |           |           |           |
| Operating Income                                   | 567       | 623       | 677       | 717       |
| Net Profit   | 28        | 68        | 97        | 130       |
| Earnings per share (Baht)                          | 0.14      | 0.34      | 0.49      | 0.65      |
| <u>Benefits to Shareholders</u>                    |           |           |           |           |
| Dividend (Baht per share)                          | 0.45      | 0.32      | 0.44      | 0.50      |
| Dividend amount (Baht)                             | 88.9      | 63.6      | 87.6      | 99.6      |
| <u>Directors' remuneration per person per year</u> |           |           |           |           |
| - Average  | 780,000   | 881,591   | 1,003,636 | 1,079,621 |
| - Minimum  | 540,000   | 660,000   | 760,000   | 470,833   |
| - Maximum  | 1,155,000 | 1,310,000 | 1,460,000 | 1,655,000 |
| <u>Total Extra Remuneration (Baht per year)</u>    |           |           |           |           |
| - Chairman (per person)                            | 600,000   | 630,000   | 780,000   | 975,000   |
| - Board member (per person)                        | 300,000   | 420,000   | 520,000   | 650,000   |

The board of directors with reference to the opinion of the Nomination and Compensation Committee considered according to the criteria set out above. The Company's income for the year 2020 was Baht 717 million increased from that of 2019 by 5.91% and net profit was Baht 130.45 million which was more than that of 2019 by 34.85% and dividend payment to the Shareholders increased from Baht 0.44 per share to Baht 0.50 per share or increased by 13.64% as proposed in the agenda no. 4.2.

The board of directors approved the payment of bonus of not exceeding Baht 7,500,000 more than that of 2019 by 25.42%, not exceeding the limit approved by the shareholders. The Chairman shall be eligible for 0.5 time extra remuneration. The board of directors proposed the Meeting to acknowledge the bonus amount.

The scope of responsibilities of the Audit Committee and the Nomination and Compensation Committee and the report on their responsibilities for the year 2020 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 2021**

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 2021 totaling of Baht 15,500,000 with other benefits in form of insurance, dividing into the following categories:

- 2.1) Monthly director fee / allowance for the year 2021 shall not exceed Baht 5.5 million at the same amount as in 2020, divided as follows:
  - Monthly allowance for board members at Baht 20,000 and the Chairman of the Board at Baht 60,000 increased from Baht 50,000.
  - Monthly meeting allowance for member of Audit Committee at Baht 25,000 and the Chairman of Audit Committee at Baht 50,000.
  - Monthly meeting allowance for member of the Nomination and Compensation Committee at Baht 20,000 per month , if any director is a member of more than one committee, he/she shall receive the meeting allowance only from one committee whichever is higher.

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

- 2.2) Budget for the year 2021 as an extra remuneration not over Baht 10 million which shall be reserved in the 2021 income statement. The Board of Directors would fix the appropriate amount which would be distributed among the Directors in such manner as they themselves determined.
- 2.3) Other benefits i.e. Directors and Officers Insurance limit Baht 50 million and welfare to the directors for in-patient and life and accident insurance per person Baht 900,000 and 3,600,000 respectively.

## **6. To consider and appoint the Company's auditor and approve audit fee for the year 2021**

### Information for considerations:

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

- 1) Ms. Rungnapa Lertsuwankul C.P.A. Registration No. 3516 or
- 2) Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972 or
- 3) Ms. Pimjai Manitkajohnkit C.P.A. Registration No. 4521 or
- 4) Ms. Orawan Techawatanasirikul C.P.A. Registration No. 4807 or
- 5) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or
- 6) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872 or

7) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014

The auditor no. 7) has signed as the Company's auditor for one year since 2020. The proposed auditors have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2020, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

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

| <b>Company Name</b>   | <b>Year 2019</b> | <b>Year 2020</b> | <b>Year 2021</b> |
|-----------------------|------------------|------------------|------------------|
| Trinity Watthana Plc. | 480,000          | 800,000          | 800,000          |
| Subsidiaries          | 1,500,000        | 1,800,000        | 1,700,000*       |
| Other fees            | -                | -                | -                |
| <b>Total</b>          | <b>1,980,000</b> | <b>2,600,000</b> | <b>2,500,000</b> |

Remark: \* reduce one subsidiary

The audit committee considered that the auditor had conducted the audit for the year 2020 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 800,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 2,500,000 as proposed by the Audit Committee.

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

Information for considerations:

Reference to the resolution of the Shareholders' Meeting no. 13 dated April 28, 2015, the Meeting approved the issuance and offering of the Debentures in the principal amount of not more than 1,500 million. With the consideration of liquidity in money market coupled with acceptable range of interest rate, and the Group's plan to develop more business in credit balance, short-term loans, and direct investment in potential business etc., the Company found it deemed appropriate to finance the expansion by issuing and offering debentures. Therefore, the board of directors has deemed appropriate to propose the Meeting to approve the increase of issuance and offering of the Debentures in the principal amount from not more than Baht 1,500 million to Baht 3,000 million with the following details:


|                 |   |   |
|-----------------|---|---|
| Use of Proceeds | : | For operating and expansion of the business.  |
| Type            | : | All types and all kinds of debentures, whether subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, under or without the debenture holders' representative. This depends on the prevailing market conditions at the time of each issue and offering of the debentures. |
| Nomination      | : | Thai Baht and/or any other currencies   |
| Total value     | : | Up to Baht 3,000 million in aggregate or in the other currency equivalent. The Company shall be able to re-issue debentures to replace the redeemed debentures but at any time total value  |

of debentures must not exceed the limit.

- Offering : Public offering and/or private placement and/or offering to institutional investors or high networth investors or ultra high networth investors, both locally and abroad, in one or several tranches from time to time.
- Interest rate : Depending on the prevailing market conditions at the time of each issue and offering of the debentures
- Term : For short term debentures: not over 270 days and for long term debentures : not exceeding 10 years from the issuing date of the debentures
- Call and put option : Holders of debentures may or may not be entitled to require the Company to redeem the debentures prior to maturity and the Company may or may not be entitled to redeem the debentures prior to maturity. This feature will be stated in detail in the terms and conditions of the debentures.

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


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

|                                 |  |   |
|---------------------------------|--|---|
| <b>1) Name</b>                  | <b>Dr. Panja Senadisai</b>   |  |
| <b>Age</b>                      | 72   |   |
| <b>Directorship</b>             | Independent Director/ Member of the Audit Committee and Chairman of the Nomination And Remuneration Committee  |   |
| <b>Education</b>                | Ph.D. of Business Administration Industry, Faculty of Administration and Management, King Mongkut's Institute of technology Ladkrabang<br>Master of Business Administration (MBA), Suffolk University (USA)  |   |
| <b>Director training course</b> | Certificate of Director Certification Program (DCP) 2002<br>Certificate of Audit Committee Program (ACP) 2004<br>Certificate of Role of the compensation Committee Program 2007<br>Thai Institute of Directors Association (IOD)<br>Certificate of Capital Market Academy (CMA)<br>Certificate of Corporate Governance for Directors and Executives Public Director Institute (PDI)<br>Certificate of Top Executive Program in Commerce and Trade (TEPCoT) |   |
| <b>Terms of Directorship</b>    | 18 years since July 9, 2002 and the latest nomination on April 24, 2018  |   |

**Current Position of Director/Executive**

|   |                   |   |                                 |
|---|-------------------|---|---------------------------------|
| <b>• Listed Companies and their affiliates</b><br>(5 companies) | 2002 - Present    | Independent Director/ Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee | Trinity Watthana Plc.           |
|   | 2002 - Present    | Independent Director/ Member of the Audit Committee   | Trinity Securities Co., Ltd.    |
|   | 2005 - Present    | Director/Chairman of the Audit Committee  | Pylon Plc.                      |
|   | 2000 - Present    | Director/ Chairman of the Audit Committee/ Member of the Nomination and Remuneration Committee                | Somboon Advance Technology Plc. |
|   | 1983 - Present    | Director  | KCE Electronics Plc.            |
| <b>• Non-listed Companies</b><br>(2 companies)                  | 2006 - Present    | Director  | PAC (Siam) Co.,Ltd.             |
|   | Oct 2020- Present | Director  | Sukhumvit 62 Medical Co.,Ltd.   |

|   |  |                    |                             |                 |                             |                                     |                             |
|---|--|--------------------|-----------------------------|-----------------|-----------------------------|-------------------------------------|-----------------------------|
| <b>Occupation</b>                           | Business Executives  |                    |                             |                 |                             |                                     |                             |
| <b>No. of shares holding in The Company</b> | 84,375 shares or 0.04% as at December 31, 2020   |                    |                             |                 |                             |                                     |                             |
| <b>No. of meeting attended in 2020</b>      | <table> <tr> <td>Board of Directors</td> <td>7 meetings (7 / 8 meetings)</td> </tr> <tr> <td>Audit Committee</td> <td>6 meetings (6 / 6 meetings)</td> </tr> <tr> <td>Nomination &amp; Compensation Committee</td> <td>5 meetings (5 / 5 meetings)</td> </tr> </table>   | Board of Directors | 7 meetings (7 / 8 meetings) | Audit Committee | 6 meetings (6 / 6 meetings) | Nomination & Compensation Committee | 5 meetings (5 / 5 meetings) |
| Board of Directors                          | 7 meetings (7 / 8 meetings)  |                    |                             |                 |                             |                                     |                             |
| Audit Committee                             | 6 meetings (6 / 6 meetings)  |                    |                             |                 |                             |                                     |                             |
| Nomination & Compensation Committee         | 5 meetings (5 / 5 meetings)  |                    |                             |                 |                             |                                     |                             |
| <b>Business Relationship</b>                | No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries. |                    |                             |                 |                             |                                     |                             |

|     |   |  |  |   |
|-----|---|--|--|---|
| 2.) | <b>Name</b>   | <b>Mr. Kampanart Lohacharoenvanich</b>   |  |  |
|     | <b>Age</b>  | 70 years   |  |   |
|     | <b>Directorship</b>   | Independent Director/ Member of the Audit Committee  |  |   |
|     | <b>Education</b>  | Master of Economics - Kansas State University, Pittsburg, Kansas, U.S.A.<br>Bachelor of Economics Thammasart University  |  |   |
|     | <b>Director training course</b>                                 | -Capital Market Academy Leadership Program (CMA1)<br>-Directors Certification Program (DCP) 17/2002 Thai Institution of Directors<br>-Director Accreditation Program (DAP) 2002 Thai Institution of Directors  |  |   |
|     | <b>Terms of Directorship</b>                                    | 4 years since April 27, 2016 and the latest nomination on April 27, 2019   |  |   |
|     | <b>• Listed Companies and their affiliates</b><br>(3 companies) | 2016 – Present   | Independent Director/ Member of the Audit Committee                        | Trinity Watthana Plc.   |
|     |   | 2018- Present  | Independent Director/ Chairman of the Audit Committee                      | Nirvana Daii Plc.   |
|     |   | 2018- Present  | Chairman of the Board/ Independent Director/ Member of the Audit Committee | Infrasret Plc.  |
|     | <b>• Non-listed Companies</b>                                   | -None-   |  |   |
|     | <b>Occupation</b>   | Business Executives  |  |   |
|     | <b>No. of shares holding in the Company</b>                     | 610,056 shares or 0.306% as at December 31, 2020   |  |   |
|     | <b>No. of meeting attended in 2020</b>                          | Board of Directors   | 8 meetings (8 / 8 meetings)  |   |
|     |   | Audit Committee  | 6 meetings (6 / 6 meetings)  |   |
|     | <b>Business Relationship</b>                                    | No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries, not being a director that take part in managing day-to-day operation, or being an employee, or advisor who receive a regular salary or fee and also no family relationship with major shareholders or management of the Company and subsidiaries. |  |   |



|    |   |   |  |  |
|----|---|---|--|--|
| 3) | <b>Name</b>   | <b>Dr.Visit Ongpipattanakul</b>   |  |  |
|    | <b>Age</b>  | 56  |  |  |
|    | <b>Directorship</b>   | Director  |  |  |
|    | <b>Education</b>  | Ph.D. of Business Asian Institute of Technology (AIT)<br>Master of Arts in Business Administration Major in Finance and Marketing University of Florida<br>Bachelor of Science in Pharmacy , Chulalongkorn University |  |  |
|    | <b>Director training course</b>                                 | Certificate of Director Certification Programme (DCP)<br>Corporate Governance for Capital Market Intermediaries<br>Certificate of Top Executive Program in Commerce and Trade (TEPCoT) Class 13                       |  |  |
|    | <b>Terms of Directorship</b>                                    | 9 years since January 31, 2011 and the latest nomination on April 24, 2018  |  |  |
|    | <b>Current Position of Director/Executive</b>                   |   |  |  |
|    | <b>• Listed Companies and their affiliates</b><br>(3 companies) | 2011 - Present  | Director   | Trinity Watthana Plc.  |
|    |   | 2010 - Present  | Director/Managing Director   | Trinity Securities Co., Ltd.                                       |
|    |   | 2015 - Present  | Chairman of Audit Committee/ Chairman of Remuneration Committee / Independent Director | Capital Engineering Network Plc.                                   |
|    | <b>• Non-listed Companies</b><br>(4 companies)                  | 2019 - Present  | Chairman of the Board/ Independent Director/ Member of the Audit Committee             | Star Money Co., Ltd  |
|    |   | 2018 - Present  | Honorary Director  | Intellectual Property and Incubation Center, Thammasat University. |
|    |   | 2017 - Present  | Director   | Chin Sea Chiang Limited Partnership                                |
|    |   | 2017 - Present  | Director   | Eng Chin Sea Chiang Registered Ordinary Partnership                |
|    | <b>Occupation</b>   | Business Executives   |  |  |
|    | <b>No. of shares holding in the Company</b>                     | 90,000 shares or 0.05% as at December 31, 2020  |  |  |
|    | <b>No. of meeting attended in 2020</b>                          | Board of Directors  | 8 meetings (8 / 8 meetings)  |  |
|    | <b>Business Relationship</b>                                    | No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.   |  |  |



4) **Name** Prof. Dr. Arnat Leemakdej  
**Age** 52 years  
**Directorship** Director  
**Education** -Ph.D. (Joint Doctoral Program in Business Administration-JDBA) Chulalongkorn, Thammasat, and NIDA, Major in Finance.  
 -Master of Arts in Economics. (English Program) Thammasat University.  
 -Bachelor of Economics. (Second Class Honor) Chulalongkorn University.

**Director training course** Leader Program #27, Capital Market Academy

**Terms of Directorship** Proposed to be elected this Meeting



**Current Position of Director/Executive**

|  |                  |                                 |  |
|--|------------------|---------------------------------|--|
| <b>• Listed Companies and their affiliates</b> | -None-           |                                 |  |
| <b>• Non-listed Companies</b><br>(7 companies) | Sep 2020-Present | Chairman of the Audit Committee | Chubb Life Assurance Plc.  |
|  | Aug 2020-Present | Chairman of the Audit Committee | Mith-Mitree Medical Co.,Ltd.                                       |
|  | 2015-Present     | Director                        | Parkprop Co.,Ltd.  |
|  | 2016-Present     | Director                        | Velopark Co.,Ltd.  |
| <b>• Other organizations</b>                   | 1998-Present     | Professor                       | Faculty of Commerce and Accountancy, Thammasat University          |
|  | 2018-Present     | Director                        | Intellectual Property and Incubation Center, Thammasat University. |
|  | 2019- Present    | Advisor                         | Internal Security Operations Command: ISOC, Region 4               |

**Occupation** Professor  
**No. of shares holding in the Company** -None-  
**No. of meeting attended in 2020** -None-  
**Business Relationship** No business relationship in any other businesses which may be considered conflict of interest with the Company / subsidiaries.

### **Definition of Independent Director**

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

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

**Registration Process and Proxy  
For the Annual General Meeting of Shareholders No. 19 of Trinity Watthana Plc.  
On Friday of April 23, 2021, at 2.00 p.m.**

To ensure that the shareholders meeting is in transparency, fairness and benefits to all shareholders, the Company has set up the registration process including inspecting documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. However, since there may be some shareholders who are not familiar with the practices, the Company reserves the right to waive any of these requirements at the Company's sole discretion.

**1. Registration**

The shareholders or the proxies can submit documents or evidence for inspection and registration at the meeting place from 1.00 p.m. on April 23, 2021.

**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 special interest to the agenda of the Meeting.

1) Mr. Abhichart Arbhabhirama, Position Director and Chairman of Audit Committee (as an independent director), age 74 years, resides at 39/5 Soi Arbhabhirama (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok.

2) Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 69 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok.

3) Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 71 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

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

**Documents required for Proxy**

**(1) Ordinary Shareholders**

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

**(2) Juristic person**

- (a) Proxy Form signed by authorized director(s) according to the corporate affidavit together with the company seal (if any).
- (b) In case of juristic person registered in Thailand, the copy of corporate affidavit certified by authorized director(s) with the company seal (if any) must be attached with the Proxy Form. The corporate affidavit should be issued not more than 1 year by Commercial Registration Department, Ministry of Commerce.

In case of juristic person registered outside of Thailand, the copy of corporate affidavit certified by authorized director(s) with the company seal (if any) must be attached with the

Proxy Form. The corporate affidavit should be notarised by a notary public and issued not more than 1 year by the authorized government agency of the residing country.

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

**(3) Custodian**

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

**4. Voting in the Meeting**

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

หนังสือมอบฉันทะแบบ ก.  
Proxy Form A

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

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

แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์.....  
Kwaeng Khet Province Postal code

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

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights votes divided as follows:

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง  
Common share shares with voting rights votes

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง  
Preferred share shares with voting rights votes

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

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ  
Road Kwaeng Khet Province Postal code or

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

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ  
Road Kwaeng Khet Province Postal code or

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

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ  
Road Kwaeng Khet Province Postal code or

4. นายอภิชาติ อภาภิรม ตำแหน่ง กรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 74 ปี  
อยู่บ้านเลขที่ 39/5 ซอยอภาภิรม (ลาดพร้าว 23) ถนนลาดพร้าว แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Abhichart Arbhahirama, Position Director and Chairman of Audit Committee (as an independent director), age 74 years, resides at 39/5 Soi Arbhahirama (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok or

5. นายไพโรจน์ วัชรภาพ ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 69 ปี อยู่  
บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 69 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok. or

6. นายภควัต โกวิทวัฒนพงษ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 71 ปี อยู่บ้านเลขที่  
26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chairman (not an independent director), age 71 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 19 ซึ่งกำหนดประชุมกันในวันที่ 23 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารบางกอกซิตีทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร 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. 19 which will be held on April 23, 2021 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungwatdon, Khet Sathorn, 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

(3) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่..... ถนน.....

I/We

Nationality

Residing at No.

Road

แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์.....

Kwaeng

Khet

Province

Postal code

(4) เป็นผู้ถือหุ้นของบริษัท ทริเนิตี้ วัฒนา จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้น.....หุ้น

being a shareholder of Trinity Watthana Public Company Limited, holding

shares in total

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights

votes divided as follows:

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

Common share

shares with voting rights

votes

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

Preferred share

shares with voting rights

votes

(3) ขอมอบฉันทะให้  1. .... อายุ.....ปี อยู่บ้านเลขที่..... ซอย.....

wish to appoint

Age

years

Residing at No.

Soi

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road

Kwaeng

Khet

Province

Postal code

or

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

Age

years

Residing at No.

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road

Kwaeng

Khet

Province

Postal code

or

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

Age

years

Residing at No.

ถนน..... แขวง..... เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ

Road

Kwaeng

Khet

Province

Postal code

or

4. นายอภิชาติ อภากิริม ตำแหน่ง กรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 74 ปี อยู่บ้านเลขที่ 39/5 ซอยอภากิริม (ลาดพร้าว 23) ถนนลาดพร้าว แขวงจันทระเกษม เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Abhichart Arbhahirama, Position Director and Chairman of Audit Committee (as an independent director), age 74 years, resides at 39/5 Soi Arbhahirama (Ladprao 23), Ladprao Road, Kwang Chan Kasem, Jatujak, Bangkok or

5. นายไพโรจน์ วัโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 69 ปี อยู่บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 69 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok. or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง ประธานกรรมการ (มิได้เป็นกรรมการอิสระ) อายุ 71 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithathanaphong, Position Chairman (not an independent director), age 71 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.



คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 19 ซึ่งกำหนดประชุมกันในวันที่ 23 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารบางกอกซิตีทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร 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. 19 which will be held on April 23, 2021 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungwatdon, Khet Sathorn, 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 18 เมื่อวันที่ 20 เมษายน 2563  
Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 18 on April 20, 2020.

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทสำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2563  
Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2020.

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2563  
Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2020.

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่ 4.1 เรื่อง พิจารณาและอนุมัติการจัดสรรกำไรเป็นเงินสำรองตามกฎหมายสำหรับปี 2563  
Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2020.

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่ 4.2 เรื่อง พิจารณาและอนุมัติการจ่ายปันผลสำหรับปี 2563  
Agenda Subject: To consider and approve dividend payment for the year 2020.

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy may consider the matters and vote on my/our behalf as follows:

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่ 5.1 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ  
Agenda Subject: To consider and appoint new directors to replace the retiring directors

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- การแต่งตั้งกรรมการทั้งหมด / The appointment of all Directors
- เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล / The appointment of certain Directors as follows:

1. ชื่อกรรมการ      ดร. ปัญจะ เสนาดิสัย  
Director Name      Dr. Panja Senadisai
- เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
2. ชื่อกรรมการ      นายกัมปนาท โลหเจริญวินิช  
Director Name      Mr. Kampanart Lohacharoenvanich
- เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
3. ชื่อกรรมการ      ดร. วิศิษฐ์องค์พิพัฒนกุล  
Director Name      Dr. Visit Ongpipatanakul
- เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
4. ชื่อกรรมการ      ศาสตราจารย์ ดร. อาณัติ ลีมีคเดช  
Director Name      Professor Dr. Amat Leemakdej
- เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain

วาระที่ 5.2 เรื่อง      พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda      Subject:      To consider and approve directors' remuneration

1) พิจารณารับทราบการจ่ายเงินบำเหน็จกรรมการประจำปี 2563

To acknowledge extra remuneration for the year 2020

2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2564

To consider and approve directors' remuneration for the year 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain

วาระที่ 6 เรื่อง      พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2564

Agenda      Subject:      To consider and appoint the Company's auditor and approve audit fee for the year 2021

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain

วาระที่ 7 เรื่อง      พิจารณาและอนุมัติเพิ่มวงเงินในการออกและเสนอขายหุ้นกู้

Agenda      Subject:      To consider and approve the increase of issuance and offering of the Debentures limit

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม 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 โทรินิตี้ วัฒนา จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 19 ในวันที่ 23 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคาร บางกอกซิตีทาวเวอร์ เลขที่ 179 ถนนสาทรใต้ แขวงทุ่งมหาเมฆ เขตสาทร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders No. 19 which will be held on April 23, 2021 at 2.00 p.m. at the Meeting Room, 25th floor, Bangkok City Tower, 179 South Sathorn Road, Kwang Thungwatdon, Khet Sathorn, Bangkok or such other date, time and place as may be adjourned.

วาระที่..... เรื่อง .....

Agenda

Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่..... เรื่อง .....

Agenda

Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่..... เรื่อง .....

Agenda

Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่..... เรื่อง .....

Agenda

Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve  ไม่เห็นด้วย/ Not approve  งดออกเสียง/Abstain

วาระที่..... เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ (ต่อ)

Agenda

Subject: To consider and appoint new directors to replace the retiring directors (con't)

- ชื่อกรรมการ / Director Name.....  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
- ชื่อกรรมการ / Director Name.....  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
- ชื่อกรรมการ / Director Name.....  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
- ชื่อกรรมการ / Director Name.....  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
- ชื่อกรรมการ / Director Name.....  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
- ชื่อกรรมการ / Director Name.....  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/Abstain
- ชื่อกรรมการ / Director Name.....  
 เห็นด้วย/Approve       ไม่เห็นด้วย/ Not approve       จดออกเสียง/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 ...../...../.....

Date

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

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

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

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

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

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

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

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

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

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

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

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

All other general meeting are called "Extraordinary Meeting".

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

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

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

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

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

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

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

Article 39. The Chairman has to conduct the meeting matters according to the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with votes of not less than two-third of the shareholders present at the meeting.

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

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

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

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

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

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

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

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

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

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





## **Guideline for the 2021 Annual General Meeting of Shareholders Due to the spread of the new Coronavirus 2019 (Covid-19)**

Due to the newly spread of the new Coronavirus 2019 (Covid-19), Trinity concern with the safety of all parties involved with the Meeting and the society. Therefore, to reduce the risk of spreading by implementing strictly safety measures for the attendees, Trinity worries of the situation. So please be informed of the new guideline in compliance with the guidelines of Department of Disease Control, as listed;

1. Shareholders or the proxy who are in a high-risk situation, for example, had recently travelled to any high-risk countries, or suffers any respiratory symptoms, are advised to send a substitute in place to attend the meeting or grant the proxy to any of the Company's directors and send to us via the company's address (on the invitation letter) one day before the Meeting date. Trinity reserves the right to deny the high-risk shareholders or the proxy from entering into the Meeting.

2. Trinity will be implementing health screening at the registration point in front of the Company entrance on the 25th floor as follows:

2.1 Temperature checking

2.2 Attendees are required to clean their hand with alcohol gel.

2.3 Attendees are required to wear a mask during and thorough out the meeting for safety and sanitary of every attendee.

In the situation of finding one with risk or refuse to the screening measures or do not perform according with the above guidelines, we reserve the right to deny their entry, in which you may grant the proxy to any of the Company's directors instead.

3. Attendees will be assigned to a seat with appropriate social distancing at the minimum of approximately 1 meter from each other. Attendees will not be allowed to change the seats or move the chairs.

4. Neither lunchbox nor coffee or tea will be served to prevent the outbreak of the virus from the remove of the mask. In addition, the printed copies of 2019 Annual Report and Sustainable Report will not be provided at the meeting in order to minimize personal direct contact and for safety and sanitary of every attendee.

5. In case that shareholders wish to make queries regarding the meeting agenda in advance, please send questions to the Company via e-mail: [ir@trinitythai.com](mailto:ir@trinitythai.com) one week prior to the shareholders' meeting date.