

บริษัท ตรีนิติ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

**Notice of
the Annual General Meeting of Shareholders No. 13
on Tuesday April 28, 2015 at 2.00 p.m.**

**at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
Rama3 Road, Bangkok.**

TRINITY

Contents

	Page
Notice for Calling the Annual General Meeting of Shareholders No. 13 <u>Attachment</u>	1 - 2
No.1. Translation of the Minutes of the Annual General Meeting of Shareholders No.12 dated April 25, 2014	3 - 11
No. 2. Annual Report for the year 2014	Per Attachment
No. 3. Additional Information for Shareholders to Consider and Approve the Agenda of the Annual General Meeting of Shareholders No.13	12 - 18
<u>Exhibit 1 for Agenda no. 9.1</u> Biographies of Directors proposed for re-appointment	19 – 22
Definition of Independent Director	23
No. 4. Capital Increase Report Form	24 - 26
No. 5. Registration Process and Proxy with Proxy Form A and Form B	27 - 37
No. 6. Articles of Association concerning the shareholders' meeting	38 - 40
No. 7. Map of the meeting location	41



บริษัท ตรีนิษฐ์ วัฒนา จำกัด (มหาชน)

Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 006/2015

March 25, 2015

To Shareholders,

Re: Notice of the Annual General Meeting of Shareholders No. 13

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 28, 2015 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok. The agenda of the meeting are as follows:

1. **To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 12 on April 25, 2014.**
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, 2014.**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to acknowledge the Company's operating results for the year 2014.
3. **To consider and approve the audited financial position and income statements for the year ended December 31, 2014.**
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, 2014.
4. **To consider and approve an appropriation of profit, dividend and legal reserve for the year 2014.**
 - 4.1 **To approve an appropriation of profit for the year 2014**
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 9,858,741.
 - 4.2 **To approve dividend payment for the year 2014**
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the dividend for the year 2014 as follows:
 - 1) Approved cash dividend of Baht 0.25 per share as the 2014 interim dividend payment paid on September 5, 2014, totaling amount Baht 43,888,000.
 - 2) Approve the final dividend payment for the year 2014 of Baht 0.70 per share as follows:
 - Stock dividend at the ratio of 8 existing shares to 1 new share or Baht 0.63 per share, totaling not exceeding Baht 110.60 million by issuing not exceeding 21,944,000 shares with the par value of Baht 5.00 per share. In case where there is a fraction of shares remaining from the calculation of stock dividend, the Company will pay cash dividend at Baht 0.63 per share instead.
 - Cash dividend at Baht 0.07 per share, totaling not exceeding Baht 12.29 million.

The total dividends, both stock and cash dividends, for the whole year 2014 shall be equivalent to Baht 0.95 per share which the total amount was Baht 166.78 million or at the payout ratio of 86.99% of net consolidated profit which is in accordance with the dividend policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

This dividend payment will be paid out from the retained earnings and the profit for the year 2014, which was subject to 20% corporate income tax.

The Company will entitle rightful shareholders who may receive the 2014 fiscal year dividend on March 24, 2015 (Record Date) and the closing of share register book for gathering shareholders' names under the section 225 of the Securities and exchange Act B.E. 2535 on Wednesday, March 25, 2015. The final dividend will be payable on May 15, 2015. The rights to receive above dividend is depend upon the approval of 2015 Annual General Shareholders' Meeting.

5. To consider and approve the decrease of the registered capital by cancelling the unissued registered shares and amendment of the Company's Memorandum of Association Clause 4 in accordance with the capital decrease.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the decrease of the registered capital from Baht 914.125 million to Baht 877.76 million, dividing into 175,552,000 shares at the par value of Baht 5.00 per share by cancelling the unissued ordinary shares in total of 7,273,000 shares with the par value of Baht 5.00 per share, remaining from the allocation for exercising warrants which was already expired, and to amend the Company's Memorandum of Association Clause 4 in accordance with the capital decrease.

Voting rights: According to Section 139 of the Public Company Act and the Company's articles of association no.45, approval of the decrease of the registered capital requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting.

6. To consider and approve the increase of the registered capital and amendment of the Company's Memorandum of Association Clause 4 in accordance with the capital increase.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the increase of the registered capital by Baht 109,720,000 (equivalent to 21,944,000 shares) from existing capital at Baht 877,760,000 to Baht 987,480,000, dividing into 197,496,000 shares at the par value of Baht 5.00 per share by issuing new ordinary shares in total of 21,944,000 shares with the par value of Baht 5.00 per share, and to amend the Company's Memorandum of Association Clause 4 in accordance with the capital increase.

Voting rights: According to Section 136 of the Public Company Act and the Company's articles of association no.43, approval of the increase of the registered capital requires the shareholders' votes not less than 3/4 of the shareholders attending the meeting.

7. To consider and approve the allocation of new ordinary shares.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the allocation of 21,944,000 new ordinary shares for stock dividend.

8. To consider and approve the cancellation of the shareholders' resolution dated January 20, 2005 regarding the issuance and offering of the Debentures and approve the issuance and offering of new debentures.

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the cancellation of the shareholders' resolution dated January 20, 2005 regarding the issuance and offering of the Debentures and approve the issuance and offering of the Debentures in the principal amount of not more than 1,500 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.

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

9.1 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. Panop Svetarundra, 3) Ms. Kanitha Subpa-Asa and 4) Mr. Visit Ongpipatkul. The Board of director excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting to re-elect all retired directors to be directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the period. Additionally they do not possess any business in conflict with the Company. Mr. Panja Senadisai is also qualified as an independent directors according to the company's definition of Independent Director.

9.2 To consider and approve the directors' remuneration

Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve directors' bonus for the year 2014 totaling of Baht 8,000,000 and approve the directors' remuneration for the year 2015 totaling of Baht 15,500,000, dividing into monthly remuneration and meeting allowance at Baht 5,500,000 per annum and limit for 2015 extra remuneration not over Baht 10,000,000 which will be payable after the shareholders' meeting resolution.

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.

10. To consider and appoint the Company's auditor and approve audit fee for the year 2015.

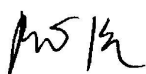
Board of Directors' opinion: It is considered appropriate for the Shareholders' meeting to approve the appointment of auditors of EY Office Limited namely 1) Mr. Sophon Permsirivallop, CPA Registration number 3182, or 2) Ms. Pimjai Manitkajohnkit, CPA Registration number 4521, or 3) Mr. Chayapol Suppasedtanon, CPA Registration number 3972, or 4) Ms. Sumana Punpongsanon, CPA Registration number 5872 as the Company's auditor for the year 2015 and to approve the audit fee for the Company at Baht 250,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 1,280,000 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.

11. 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.13 and the right to receive the dividend on Tuesday, March 24, 2015 and the closing of share register book for gathering shareholders' names under the section 225 of the Securities and exchange Act B.E. 2535 on Wednesday, March 25, 2015.

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

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



(Mr. Pakhawat Kovithvathanaphong)
Chief Executive Officer

(Translation)

**Minutes of Annual General Meeting of Shareholders No. 12
of
Trinity Watthana Public Company Limited**

Date, Time and Place

The Meeting was held on 25th April, 2014 at 2.00 p.m. at the Wimanthong Room, 4th floor, the Monthien Riverside Hotel, Rama3 Road, Bangkok.

Attendants

The Company closed the register book at 2.00 p.m. There were 22 shareholders present in person and 42 shareholders by proxies, altogether 64 shareholders, representing 81,009,703 shares or 46.15 percent from the total issued and paid up of 175,552,000 shares. The quorum was thus satisfied according to the Company's Articles of Association.

Preliminary Proceedings

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

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

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 17, 2014 and required shareholders to submit any proposal within February 21, 2014. However, there was no proposal submitted to the Company.

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

Independent directors and audit committee

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

Non-executive and non-independent directors

- | | | |
|----|--------------|-------------|
| 1. | Mr. Tawan | Puntawongse |
| 2. | Mr. Surachai | Suksriwong |
| 3. | Mr. Panop | Svetarundra |
| 4. | Ms. Kanitha | Subpa-Asa |

Executive directors and management

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

Absent director

- | | | |
|----|-------------|----------|
| 1. | Mr. Pairote | Varophas |
|----|-------------|----------|

Representative of external auditor

- | | | |
|----|---------------|------------------|
| 1. | Ms. Rungnapa | Lerdsuwankul |
| 2. | Mr. Suphot | Lertpratchayakul |
| 3. | Mr. Kittichai | Jongjitr |

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

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

1. To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 11 held on 26th April, 2013

The Chairman proposed that the Meeting adopt the Minutes of the Annual General Meeting of Shareholders No. 11 held on 26th April 2013, 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. 11 held on 26th April 2013 be adopted. Details of the voting were as follows:
Approved 81,009,703 votes equivalent to 100%,
no abstained and objection.

2. To consider and acknowledge the Company's operating results for the year ended 31st December 2013

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

Mr. Charnchai reported that 2013 was a year when the monetary and fiscal policies for tackling economic recession of key countries, e.g. Japan, the USA and European countries showed their concrete results. These results, together with a good expansion of Thai economy and the continuous growth of Thai listed companies were key factors making Thai capital market gain more interest and enjoy a high volume of securities trading during the first two quarters of the year. That is, during the first and second quarters of year 2013, the daily average turnovers of securities (in both SET and MAI) were over Baht 64,258 million and Baht 58,575 million, respectively. These figures were increased by 106% and 100%, respectively from those gained during the same periods of the previous year.

Nevertheless, at the end of the second quarter, due to an improvement in the US economy and Fed's signal to cancel the quantitative easing (QE) measure including uncertainties of Thai monetary and fiscal policies, investors were more cautious about their investments. This caution led to a start of outbound fund flow

which inevitably resulted in a decline in SET index. This decline was not only experienced by the Stock Exchange of Thailand (SET) but other stock markets in the region also experienced a decline in their indices. Then, in the fourth quarter, Thailand's political problem became more intense and it was anticipated that Thailand's economic expansion in 2013 would be lower than its forecast due to a slowdown in its export activity and domestic consumption. Both the political problem and economic slowdown contributed to a continuous outbound fund flow. Throughout 2013, foreign investors' net sell was over Baht 194,702 million which was higher than that of year 2008 when the Hamburger Crisis took place. As a consequence of this, it was not surprising that the daily average turnovers of securities in the third and fourth quarters, i.e. Baht 44,139 million and Baht 34,590 million, respectively, were lower than those of the first two quarters. Nonetheless, because the turnover in the first half of the year was quite high, the daily average turnover of securities in 2013 was Baht 50,329 million which was increased by 55.79% when compared to that of year 2012. The 2013 SET turnover was regarded as breaking a record again given that it was the highest daily average turnover since the establishment of SET.

In 2013, turnovers made by all types of investors increased when compared to those of year 2012. In this year, local institutional investors had the highest turnover followed by local retail investors, proprietary trading and foreign investors in a respective order. The turnovers made by local institutional investors, local retail investors, proprietary trading and foreign investors in 2013 rose from those in year 2012 by 71%, 62%, 51% and 40%, respectively. Overall, in 2013, foreign investors and proprietary trading had a net sell of Baht 194,702 million and Baht 1,743 million, respectively, while local institutional investors and local retail investors had a net buy of Baht 107,602 million and Baht 88,843 million, respectively. In this regard, the Company's market share in 2013 was 1.45% which was increased from 1.16% in 2012.

The trading volume in Thailand Futures Exchange Plc. (TFEX) enjoyed a continual growth due to the investors' better understanding of the products especially in single stock futures, and various fluctuations in SET. All these factors attracted investors to invest more in futures. The total daily trading volume of futures in 2013 was 68,017 contracts which were increased by 59% from 43,823 contracts in 2012 and over 1.66 times those in 2011 with daily average volume of 41,145 contracts.

In 2013, local retail investors remained the main investors in TFEX. That is, the turnovers of the local retail investors in 2013 accounted for 56% of TFEX whereas the turnovers of the institutional retail investors and foreign investors were 36% and 8%, respectively. The Company's market share in TFEX was 3.80%, falling from 4.18% in 2012 due to a more intense competition.

The Company successfully generated satisfactory profits to private funds clients under its management which boost the clients' confidence and led to an increase in the fund's net asset value from Baht 1,374 million at the end of year 2012 to Baht 2,029 million at the end of year 2013 or growth by 47.7%.

As the Company had emphasized on high ethical standards in the context of good corporate governance, the Company was graded "Excellent and Shining Example of Excellent" for its 2013 Annual General Meeting of Shareholders by the Thai Investors Association and was recognized and graded "Excellent" by the Thai Institute of Directors Association in the Association's 2013 annual corporate governance survey. This grade of "Excellent", which is above "Very Good" won by the Company last year, was awarded to only 11 financial institutions consisting of the Company as the only securities company and 10 commercial banks.

The Company's performance by quarter in 2013 mirrored the fluctuations in SET condition. The Company's total revenue was Baht 851 million increased from Baht 681 million in 2012 or by 25%. The Company's major income derived from the following:

- The Company's brokerage commission fee increased from Baht 321 million to Baht 479 million, or by 49% resulted from the increase in the Company's trading volume.
- Whereas the commission income from derivatives business decreased from Baht 46 million to Baht 42 million, or by 8% resulted from the decrease in the clients' trading volume and market share.
- The Company's return on investment decreased from Baht 198 million in 2012 to Baht 189 million whereas interest income from margin loan increased from Baht 65 million to Baht 83 million in accordance with the increase in margin loan during the year 2012.

The Company and subsidiaries incurred the operating and administrative expenses in the amount of Baht 678 million in 2013 which was increased from Baht 531 million in 2012. The expenses which had significant changes were as follows:

- Personnel expenses amounted to Baht 414 million compared to Baht 323 million in 2012 and fee and services expenses amounted to Baht 115 million compared to Baht 82 million in 2012 as a result of better operating performance and trading volume of proprietary trading.
- Financial expenses increased from Baht 28 million to Baht 47 million due to the increase in borrowing during the year 2013 for settlement and margin loan.

The Company's profit before tax in 2013 was Baht 173 million which was increased from Baht 150 million in 2012 or growth by 15% whereas net profit was Baht 138 million in 2013 increase from Baht 116 million in 2012.

Details of 2013 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.

When there was no question, Mr. Charnchai concluded that the Meeting acknowledge the Company's operating results for 2013.

3. To consider and approve the financial position and income statements for the year ended December 31, 2013

The Chairman reported to the Meeting that at 2.20 p.m. there were 2 additional shareholder and 2 proxies presented, therefore 23 shareholders presenting in person and 44 shareholders by proxies, altogether 67 shareholders, representing 81,670,703 shares or 46.52 percent from the total issued and paid up shares.

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

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

The Company has prepared the financial position and income statements for the year ended December 31, 2013. These statements which had been reviewed and audited by an auditor could be summarized as follows:

- The total assets of Baht 3,340 million in year 2013 increased from Baht 3,204 million in year 2012 due to the increase in receivables from securities and futures business from Baht 2,037 million at the end of 2012 to Baht 2,290 million at the end of 2013. Such increase in the receivables from securities and futures business was mainly the increase in margin loan from Baht 1,335 million at the end of 2012 to Baht 1,773 million at the end of 2013 while the Clients' cash account decreased from Baht 648 million at the end of 2012 to Baht 305 million at the end of 2013 due to the decrease in securities trading volume in the last three business days before the end of 2013.
- The Company's total liabilities were Baht 1,906 million which were increased by 7% compared to the total liabilities of Baht 1,779 million at the end of 2012. The increase of total liabilities resulted from the increase in borrowing from others amounted to Baht 308 million for settlement and margin loan whereas the securities and futures business payables decreased from Baht 658 million in 2012 to Baht 468 million at the end of 2013. Such decrease were due largely to the decrease in trading volume in the last three business days before the end of 2013.
- The Company's shareholders' equity was Baht 1,434 million which was increased from Baht 1,409 million of 2012. The increase was derived from the Company and subsidiaries' earnings amounted to Baht 138 million in 2013. Also, in 2013, the Company paid dividends from operating results in 2012 in the amount of Baht 79 million and the 2013 interim dividend in the amount of Baht 52.7 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, 2013.

Resolved It was unanimously resolved that the financial position and income statements for the year ended December 31, 2013 be approved. Details of the voting were as follows:

Approved 81,670,703 votes equivalent to 100%, and
no abstained and objection.

4. To consider and approve the appropriation of the profits, dividends and legal reserve for the year 2013

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

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

Mr. Pakhawat reported that according to Section 116 of the Public Company Act B.E. 2535 (1992), the Company was required to appropriate a portion of net profit as legal reserve at a rate of not less than 5.0 percent of net profit for the year after deducting the forwarded retained loss (if any) until the total amount of the legal reserve was not less than 10.0 percent of registered capital. In 2013 the Company's net profit in the separate financial statements was Baht 109,545,785. The board of directors was of the opinion that the Meeting considered and approved the appropriation of profit as legal reserve amounted to Baht 5,477,289 for the year 2013. After the appropriation of profit, retained earnings was Baht 89,136,867 and legal reserve was Baht 39,556,925.

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

Resolved It was unanimously resolved that the Company approved the appropriation of profit as legal reserve amounted to Baht 5,477,289. Details of the voting were as follows:

Approved 81,670,703 votes equivalent to 100%, and
no abstained and objection.

4.2 To consider and approve the dividend payment for the year 2013

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

Mr. Pakhawat reported that the company's dividend payout policy has been set at no less than 50% of consolidated net profit and no more than the unappropriated retained earnings of the separate financial statements. Record of dividend payments for the year 2010 to 2012, the net profit and unappropriated retained earnings for the year 2013 were presented in the notice of the meeting.

The board of directors proposed the Meeting to approve dividend payment at the rate of Baht 0.60 per share, totaling Baht 105,331,200 (76.38% of the profit). The interim dividend at Baht 0.30 per share, totaling Baht 52,665,600, was paid on September 10, 2013. The remaining dividend for the year 2013 is at Baht 0.30 per share, totaling Baht 52,665,600. The closing date of the share register book for the rights of shareholder to receive dividend is on March 12, 2014; payable on May 16, 2014.

Mr. Pakhawat 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 2013 at Baht 0.60 per share (inclusive of interim dividend payment at Baht 0.30 per share). The closing date of the share register book for the rights of shareholder to receive dividend is on March 12, 2014; payable on May 16, 2014. Detail of votes were as follows:

Approved 81,670,703 votes equivalent to 100%, and
no abstained and objection.

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

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

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

Mr. Panja informed the Meeting that in accordance with the Company's Articles of Association, one-third of the Company's directors must retire. The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 21, 2014. However, there was no proposal of director nomination submitted to the Company Secretary.

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

- | | |
|---|---|
| 1) Mr. Pairote Varophas
Committee, | Position Independent Director and member of Audit |
| 2) Mr. Surachai Suksriwong
Compensation Committee, | Position Director and member of Nomination and |
| 3) Mr. Tawan Pantawong
Compensation Committee, and | Position Director and member of Nomination and |
| 4) Mr. Charnchai Kongthongluck | Position Director |

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

As the directors no. 2)-3) are the members of the Nomination and Compensation Committee who have interest in this matter, this nomination is considered by the board of directors excluding the directors who have interest in this matter.

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

The board of directors, excluding the directors who have interest in this matter, had considered the credentials of the four retiring directors and resolved that the retiring directors qualifications were in compliance to the Company's selection criteria, and all of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they did not possess any business in conflict with the Company. Mr. Pairote Varophas was also qualified as an independent director and even he has been the Company's director for 12 years but he still always gave his opinion freely and had full understanding of the securities business. Detail of the proposed directors in replacement of those retiring by rotation had been presented in the notice of the meeting page 21 to 24 (Attachment No.2).

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

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

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

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

No.	Name List	Approved (%)	Disapproved (%)	Abstained* (%)
1	Mr. Pairote Varophas	81,658,203 (99.98%)	-	12,500 (0.02%)
2	Mr. Surachai Suksriwong	81,670,703 (100%)	-	-
3	Mr. Tawan Pantawong	81,670,703 (100%)	-	-
4	Mr. Charnchai Kongthongluck	80,770,703 (98.90%)	-	900,000 (1.10%)

Remarks: *include own abstained votes

It was resolved by majority votes that the Meeting, re-elect four nominees as proposed for another term. Mr. Pairote Varophas was also qualified as an independent director.

5.2 To consider and approve the directors' remuneration

The Chairman reported to the Meeting that at 2.40 p.m. there were 2 additional shareholders and 2 proxies presented, therefore 25 shareholders presenting in person and 46 shareholders by proxies, altogether 71 shareholders, representing 81,692,253 shares or 46.53 percent from the total issued and paid up shares. The Chairman requested Mr. Panja to continue the agenda.

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

The board of directors proposed the Meeting to consider bonus as extra remuneration for the year 2013 and the remuneration for the year 2014 as follows:

1) To approve extra remuneration for the year 2013

Pursuant to the resolution of the annual general meeting of shareholders no. 11 approval of the budget for 2013 extra remuneration not over Baht 10,000,000, the Nomination and Compensation Committee had considered the evaluation criteria based on Company's performance, the history of remuneration and the 2012 remuneration record of listed companies in finance & securities disclosed by the Stock Exchange of Thailand which were presented in the notice of the meeting.

The Nomination and Compensation Committee has considered according to the above criteria. For the year 2013, the Company's income were Baht 851 million which were higher than that of 2012 by 25% and net profit for the year 2013 at Baht 138 million or growth by 20%. Therefore, the board of directors with reference to the opinion of the Nomination and Compensation Committee proposed the Meeting to approve the payment of bonus to directors of Baht 5,500,000.

The Chairman who also be chairman of audit committee shall be eligible for one and a half time extra remuneration. The allocation of extra remuneration can be illustrated as follows:

- Director 440,000 Baht per person
- Chairman of the board of director and audit committee 1,100,000 Baht per person

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

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

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

Resolved It was unanimously resolved that the Meeting approve the directors' bonus amounted to Baht 5,500,000 (details of payment to each director as proposed). Detail of the voting were as follows:

Approved 81,692,253 votes equivalent to 100%, and no abstained and objection.

2) To approve director remuneration for the year 2014

For the year 2014, the board of directors 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 remuneration for the year 2014 shall not exceed Baht 5.5 million, divided as follows:

a) Director fee, payable monthly at the same rate as in 2013, divided into:

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

b) Additional monthly meeting allowance

- 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.

For the year 2013 the meeting allowance for the Nomination and Compensation Committee was paid per meeting at Baht 20,000.

2.2) Budget for the year 2014 as an extra remuneration not over Baht 10 million which shall be reserved in the 2014 income statement, will be payable after the shareholders' meeting resolution.

Mr. Panja proposed that the Meeting consider to approve director remuneration as proposed. The Meeting with more than two-thirds of the total entitled votes and directors who were shareholders entitled to votes or abstained from voting.

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

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

Resolved It was unanimously resolved that the Meeting approve director remuneration for the year 2014 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. The extra remuneration is set as budget and will be payable upon approval from the shareholders' meeting. Detail of votes were as follows:

Approved 81,692,253 votes equivalent to 100%, and no abstained and objection.

6. To consider and approve the appointment of auditors and audit fee for the year 2014

The Chairman requested that Mr. Abhichart Arbbabhira, audit committee, present the details of this agenda.

Mr. Abhichart informed the meeting that the board of directors had considered and proposed the Meeting to appoint EY Office Limited (formerly known Ernst & Young Office Limited) by

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

The proposed auditors have been appointed as the Company's auditor for 4 years since 2010 and have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2013, 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 identify any auditor of EY Office Limited who qualifies as a Certified Public Accountant to carry out the work instead of him/her.

The board of directors also considered and proposed the Meeting to approve the audit fee for the Company of Baht 250,000 which was higher than the rate charged in year 2013 by Baht 80,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,230,000.

The board of directors with reference to the opinion of the audit committee considered that the auditor had conducted the audit for the year 2013 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. Abhichart asked the Meeting whether there were any questions.

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

Resolved It was unanimously resolved that the Meeting appoint EY Office Limited by Ms. Rungnapa Lertsuwanakul, CPA Registration number 3516, or Ms. Sumalee Reewarabandith, CPA Registration number 3970, or Ms. Pimjai Manitkajonkij, CPA Registration number 4521 as the auditor for the year 2014 and to approve the audit fee for the Company at Baht 250,000, and the aggregate audit fee for both the Company and its subsidiaries at Baht 1,230,000. Details of the voting were as follows:

Approved 81,692,253 votes equivalent to 100%, and
no abstained and objection.

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

Ms. Janepipat Kosakul, the representative of Thai Investors Association, asked about the joining with the Private Sector Collective Action Coalition Against Corruption (CAC) whether the Company get the certification from the CAC Committee. What was the Company's plan regarding this project?

Mr. Pakhawat requested Ms. Suwannee to explain.

Ms. Suwannee explained that the Company has set to obtain the certification within 2 years. However, the Company has already implemented the measure and process to prevent fraud and conflicts of interest within the organization by defining in the Compliance Manual for all executives and employees and also training to all levels.

Mr. Pakhawat requested Mr. Visit Ongpipatanakul to report the Meeting the capital market situation.

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

Closed at 3.10 p.m.

SignedSirin Nimmanahaeminda..... Chairman

(Mr. Sirin Nimmanahaeminda)

Ms. Suwannee Limpanavongsaen : Company Secretary

**Additional Information for Shareholders to Consider and Approve
the Agenda of the Annual General Meeting of Shareholders No. 13**

- **To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 12 on April 25, 2014.**

Information for considerations:

The board of directors has considered the minutes of the Annual General Meeting No. 12, 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. 12 on April 25, 2014.

- **To consider and acknowledge the Company's operating results for the year ended December 31, 2014.**

Information for considerations:

The Company has prepared the Annual Report which included business and operating results for the year 2014. 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 2014.

- **To consider and approve the audited financial position and income statements for the year ended December 31, 2014.**

Information for considerations:

The Company has prepared the financial position and income statements for the year ended December 31, 2014 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 2014.

- **To consider and approve an appropriation of profit, dividend and legal reserve for the year 2014.**

4.1 To approve no appropriation of profit to legal reserve for the year 2014

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 2014 reported net profit of Baht 197,174,832, the Company is required to appropriate profit to legal reserve of Baht 9,858,741. The retained earnings and legal reserve of the separated financial statements after appropriation were Baht 146,826,565 and Baht 49,415,666, respectively.

The board of directors has reviewed and proposed the meeting to approve an appropriation of profit Baht 9,858,741 to legal reserve.

4.2 To approve dividend payment for the year 2014

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 2011 to 2013 and the net profit and unappropriated retained earnings for the year 2014 were as follows:

	<u>Year 2011</u>	<u>Year 2012</u>	<u>Year 2013</u>	<u>Year 2014</u>
Net Profit as per consolidated financial statements	117,062,777	115,850,277	137,910,287	191,716,074
Retained Earnings before final dividend payout (as per separated financial statements)	49,253,677	83,659,578	56,064,074	146,826,565
Dividend - % to net profit	52.49	86.37	76.38	To be approved by shareholders
- Baht per share	0.35	0.57	0.60	
- Baht	61,443,200	100,064,640	105,331,200	

During 2014, the Company paid interim dividend of Baht 0.25 per share on September 5, 2014, totaling amount Baht 43,888,000.

The board of directors has deemed appropriate to propose the meeting to approve the final dividend payment for the year 2014 of Baht 0.70 per share in form of stock and cash dividends, which will be paid out of the profit and retained earnings after 20% corporate income tax. Details are as follows:

- Stock dividend at the ratio of 8 existing shares to 1 new share or Baht 0.63 per share, totaling not exceeding Baht 110.60 million by issuing not exceeding 21,944,000 shares with the par value of Baht 5.00 per share. In case where there is a fraction of shares remaining from the calculation of stock dividend, the Company will pay cash dividend at Baht 0.63 per share instead.
- Cash dividend at Baht 0.07 per share, totaling not exceeding Baht 12.29 million.

The total dividends, both stock and cash dividends, for the whole year 2014 shall be equivalent to Baht 0.95 per share which the total amount was Baht 166.78 million or at the payout ratio of 86.99% of net consolidated profit which is in accordance with the dividend policy of the Company. All dividends shall be deducted for the withholding tax at the rate stipulated by law.

The Company will entitle rightful shareholders who may receive the 2014 fiscal year dividend on March 24, 2015 (Record Date) and the closing of share register book for gathering shareholders' names under the section 225 of the Securities and exchange Act B.E. 2535 on Wednesday, March 25, 2015. The final dividend will be payable on May 15, 2015. The rights to receive above dividend is depend upon the approval of 2015 Annual General Shareholders' Meeting.

5. To consider and approve the decrease of the registered capital by cancelling the unissued registered shares and amendment of the Company's Memorandum of Association Clause 4 in accordance with the capital decrease.

Information for considerations:

According to section 136 of the Public Company Act B.E.2535, the public company is required to cancel the authorised but unissued shares before increasing share capital except for the authorised but unissued shares allocated for reserving the conversion of convertible debentures and warrant.

The Board of Directors has deemed appropriate to propose the meeting to approve the decrease of the registered capital from Baht 914.125 million to Baht 877.76 million, dividing into 175,552,000 shares at the par value of Baht 5.00 per share by cancelling the unissued ordinary shares in total of 7,273,000 shares with the par value of Baht 5.00 per share, remaining from the allocation for exercising warrants which were already expired. The Company's Memorandum of Association Clause 4 in accordance with the capital decrease will be amended as follows:

"Clause 4	Registered capital	877,760,000	Baht	(Eight hundred seventy seven million and seven hundred sixty thousand Baht)
	Divided into	175,552,000	shares	(One hundred seventy five million and five hundred fifty two thousand shares)
	Par value per share	5.00	Baht	(Five Baht)
	Types of shares			
	Ordinary shares	175,552,000	shares	(One hundred seventy five million and five hundred fifty two thousand shares)
	Preferred shares	-	shares	(-)

6. To consider and approve the increase of the registered capital and amendment of the Company's Memorandum of Association Clause 4 in accordance with the capital increase.

Information for considerations:

According to the resolution of stock dividend to shareholders, details in agenda no.4, the Company shall be required to allocate ordinary shares for stock dividend. Therefore The board of directors has deemed appropriate to propose the meeting to approve the increase of the registered capital by Baht 109,720,000 (equivalent to 21,944,000 shares) from existing capital at Baht 877,760,000 to Baht 987,480,000, dividing into 197,496,000 shares at the par value of Baht 5.00 per share by issuing new ordinary shares in total of 21,944,000 shares with the par value of Baht 5.00 per share. The Company's Memorandum of Association Clause 4 in accordance with the capital increase will be amended as follows:

"Clause 4	Registered capital	987,480,000	Baht	(Nine hundred eighty seven million and four hundred eighty thousand Baht)
	Divided into	197,496,000	shares	(One hundred ninety seven million and four hundred ninety six thousand shares)
	Par value per share	5.00	Baht	(Five Baht)
	Types of shares			
	Ordinary shares	197,496,000	shares	(One hundred ninety seven million and four hundred ninety six thousand shares)
	Preferred shares	-	shares	(-)

7. To consider and approve the allocation of new ordinary shares.

Information for considerations:

According to the resolution of increasing the registered capital by issuing 21,944,000 new shares in agenda no.6, The board of directors has deemed appropriate to propose the meeting to approve the allocation of all new shares for stock dividend to shareholders.

8. To consider and approve the cancellation of the shareholders' resolution dated January 20, 2005 regarding the issuance and offering of the Debentures and approve the issuance and offering of new debentures.

Information for considerations:

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, private fund, debenture dealing, and direct investment etc., the Company found it deemed appropriate to finance the expansion by issuing and offering debentures. However, due to the previous resolution regarding the issuance and offering of the debentures had not been executed and to comply with the notification of the Capital Market Supervisory Board Tor Chor 9/2552 re: Application for and Approval of Offer for Sale of Newly Issued Debt Securities, the board of directors has deemed appropriate to propose the meeting to approve the cancellation of the shareholders' resolution dated January 20, 2005 regarding the issuance and offering of the Debentures and approve the issuance and offering of the Debentures in the principal amount of not more than 1,500 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 1,500 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 accredited 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	:	Holder 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.

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

9.1 To appoint new directors to replace the retiring directors

Information for considerations:

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

- | | |
|---------------------------|--|
| 1) Mr. Panja Senadisai | Position Independent Director, member of Audit Committee and chairman of Nomination and Compensation Committee |
| 2) Mr. Panop Svetarundra | Position Director |
| 3) Mrs. Kanitha Subpa-Asa | Position Director and |
| 4) Mr. Visit Ongpipatkul | Position Director |

The Company has granted the minority shareholders right to nominate candidates to be elected as directors at the Annual General Meeting of Shareholders in advance within February 20, 2015. However, there was no proposal of director nomination submitted to the Company Secretary.

The directors no. 1) are the members of the Nomination and Compensation Committee who have interest in this matter, the Nomination and Compensation Committee, excluding the director who has interest in this matter, has considered the nomination according to the Company's director nomination criteria; namely qualifications, meeting attendance, performance and non conflict of interest positions in other companies. For independent director, the Company has defined the qualification of Independent directors as set out by the office of Securities and Exchange Commission and the Stock Exchange of Thailand. Information on proposed directors in replacement of those retiring by rotation and the qualification of independent directors are illustrated in Exhibit 1.

The board of directors with reference to the opinion of the Nomination and Compensation Committee, excluding the director who has interest in this matter, has considered the credentials of the four retiring directors and resolved that the retiring directors qualifications are in compliance to the Company's selection criteria, Public Company Act and the office of Securities and Exchange Commission and the Stock Exchange of Thailand guidelines. All of them are knowledgeable, competent and experienced and performed throughout the period they are in office. Additionally they do not possess any business in conflict with the Company. The board of directors deems appropriate to propose the meeting to re-elect the four directors to become the Company's directors for another term. Mr. Panja Senadisai is also qualified as independent director according to the company's definition of Independent Director.

9.2 To approve directors remuneration

Information for considerations:

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

The board of directors proposes the meeting to consider bonus as extra remuneration for the year 2014 and the remuneration for the year 2015 as follows:

1) To approve extra remuneration for the year 2014

Pursuant to the resolution of the annual general meeting of shareholders No. 12 approval of 2014 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 2011-2013 as follows:

	2011	2012	2013	2014
<u>Income Statements (Million Baht)</u>				
Operating Income	640	680	851	850
Net Profit	117	115	138	192
Earnings per share (Baht)	0.67	0.66	0.79	1.09
<u>Benefits to Shareholders</u>				
Dividend (Baht per share)	0.35	0.57	0.60	0.95
<u>Directors' remuneration per person per year</u>				
- Average	783,636	783,636	920,000	Subject to the approval of the 2014 AGM
- Minimum	490,000	490,000	680,000	
- Maximum	2,070,000	2,070,000	2,420,000	
Total Extra Remuneration (Baht per year)	4,000,000	4,000,000	5,500,000	
- Chairman (per person)	750,000	750,000	1,100,000	
- Board member / member of audit committee	250,000-500,000	250,000-500,000	440,000	

The board of directors with reference to the opinion of the Nomination and Compensation Committee according to the criteria set out above. The Company's income for the year 2014 was Baht 850 million which was the same as that of 2013 and net profit 192 million which was higher than that of 2013 by 39% and dividend payment to the Shareholders increased from Baht 0.60 per share to Baht 0.95 per share or increased by 58.33%. The board of directors considered appropriate to propose the meeting to approve the payment of bonus of Baht 8,000,000 higher than that of 2013 by 45.45. The Chairman who also be chairman of audit committee shall be eligible for one and a half time extra remuneration.

The allocation of extra remuneration can be illustrated as follows:

- Director 640,000 Baht per person
- Chairman of the board of director and audit committee 1,600,000 Baht per person

The scope of responsibilities of the Audit Committee and the Nomination and Compensation Committee and the report on their responsibilities for the year 2014 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 2015

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 2015 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 2015 shall not exceed Baht 5.5 million at the same rate as in 2014, divided as follows:
- Monthly allowance for board members at Baht 20,000 and the Chairman of the Board at Baht 60,000.
 - 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 2015 as an extra remuneration not over Baht 10 million which shall be reserved in the 2015 income statement, will be payable after the shareholders' meeting resolution.
- 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.

10. To consider and appoint the Company's auditor and approve audit fee for the year 2015

Information for considerations:

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

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

The auditor have been changed to the proposed auditors since Ms. Rungnapa Lertsuwanakul was appointed as the auditor for 5 years. They have no relationship or business with the Company/ subsidiaries/ management/ major shareholders or other related persons of those persons. In addition, during the year 2014, the Company and subsidiaries had not received other services from the person related to the auditors and the office. In the event that any of the above auditors is not available, EY Office Limited is authorized to assign any auditor of EY Office Limited who qualifies as a Certified Public Accountant to replace him/her.

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

Company Name	Year 2013	Year 2014	Year 2015
Trinity Watthana Plc.	170,000	250,000	250,000
Trinity Securities Co., Ltd. and Trinity Advisory 2001 Co., Ltd.	980,000	980,000	1,030,000
Total	1,150,000	1,230,000	1,280,000

The audit committee considered that the auditor had conducted the audit for the year 2014 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 250,000 and the aggregate audit fee for the services to the group companies in aggregate of Baht 1,280,000 which is higher than the rate charged last year.

Biographies of Directors proposed for re-appointment

1) **Name** **Mr. Panja Senadisai**

Age 67

Directorship **Independent Director and member of Audit Committee and Chairman of Nomination and Compensation Committee**

Education MBA - Suffolk University

Director training course Directors Certification Program (DCP)
Thai Institution of Directors

Terms of Directorship 13 years since July 9, 2002 and the latest nomination on April 25, 2012



Current Position of Director/Executive

<ul style="list-style-type: none"> • Listed Companies and their affiliates 	2002 – Present	Director/Audit Committee and Chairman of Nomination and Compensation Committee	Trinity Watthana Plc.
		Director/Independent Director	Trinity Securities Co., Ltd.
	2005 - Present	Director and Audit Committee/ Chairman of the Audit Committee	Pylon Plc.
	2000 - Present	Chairman of Audit Committee and Compensation Committee	Somboon Advance Technology Plc.
	1983 - Present	Director	KCE Electronics Plc.
<ul style="list-style-type: none"> • Non-listed Companies 	- None -		

Occupation **Business Executives**


No. of shares holding in the Company 75,000 shares or 0.04% as at December 31, 2014

No. of meeting attended in 2014 Board of Directors 6 meetings (6 / 6 meetings)
Audit Committee 5 meetings (5 / 5 meeting)
Nomination and Compensation committee 4 meetings (4 / 4 meetings)

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

2)	Name	Mr. Panop Svetarundra		
	Age	52		
	Directorship	Director		
	Education	MBA (Business Administration) - Sasin Graduate Institute of Business Administration		
	Director training course	-None-		
	Terms of Directorship	5 years since May 12, 2010 and the latest nomination on April 26, 2013		
	Current Position of Director/Executive			
	• Listed Companies and their affiliates	2010 - Present	Director	Trinity Watthana Plc.
		2007 - Present	Executive Vice President	Krungthai Bank Plc.
			Director Global Markets	
			Sector Global Markets Group	
	• Non-listed Companies	- None -		
	Occupation	Business Executives		
	No. of shares holding in the Company	-None-		
	No. of meeting attended in 2014	Board of Directors	6 meetings (6 / 6 meetings)	
	Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.		



3)	<p>Name Mrs. Kanitha Subpa-Asa</p> <p>Age 60</p> <p>Directorship Director</p> <p>Education MBA (Finance) - Wharton School, University of Pennsylvania, U.S.A.</p> <p>Director training course Directors Certification Program (DCP), Thai Institution of Directors TLCA Executive Development Program (EDP1)</p> <p>Terms of Directorship 2 years since April 27, 2012</p> <p>Current Position of Director/Executive</p> <ul style="list-style-type: none"> • Listed Companies and their affiliates 2012 - Present Director Trinity Watthana Plc. • Non-listed Companies 2014 - Present Director Com-Link Co.,Ltd. <p>Occupation Business Executives</p> <p>No. of shares holding in the Company 1,150,000 shares or 0.66% as at December 31, 2014</p> <p>No. of meeting attended in 2014 Board of Directors 4 meetings (4 / 6 meetings)</p> <p>Business Relationship No business relationship in any other businesses which may be considered conflict of interest with the Company.</p>	
----	--	---

4) Name	Mr. Visit Ongpipatanakul
Age	48
Directorship	Director
Education	Ph.D. Asian Institute of Technology (AIT)
Director training course	Directors Certification Program (DCP), Thai Institution of Directors
Terms of Directorship	4 years since January 31, 2011 and the latest nomination on April 25, 2012



Current Position of Director/Executive

• Listed Companies and their affiliates	2011 – Present	Director	Trinity Watthana Plc.
	2010 – Present	Director / Managing Director	Trinity Securities Co., Ltd.
	2013 – Present	Independent director/ Audit Committee	Inter Far East Engineering Public Company Limited
• Non-listed Companies	- None -		

Occupation	Business Executives
No. of shares holding in the Company	- None -
No. of meeting attended in 2014	Board of Directors 5 meetings (5 / 6 meetings)
Business Relationship	No business relationship in any other businesses which may be considered conflict of interest with the Company/ subsidiaries.

Definition of Independent Director

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

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

(F 53-4)

Capital Increase Report Form
Trinity Watthana Public Company Limited
27 February 2015

We, Trinity Watthana Public Company Limited, hereby reports the resolution of the meeting of the Board of Directors no. 2/2015, held on February 27, 2015 from 15.00 to 17.00 p.m. in respect of a capital decrease/capital increase/share allocation as follows:

1. Capital decrease

The meeting of the Board of Directors resolved to approve the decrease of registered capital of the company from Baht 914,125,000 to Baht 877,760,000 by cancelling an aggregate number of 7,273,000 unissued ordinary shares with Baht 5 par value per share remaining from the allocation for exercising warrants which was already expired.

2. Capital increase

The meeting of the Board of Directors resolved to approve the increase of registered capital of the company from Baht 877,760,000 to Baht 987,480,000 by issuing an aggregate number of 21,944,000 new ordinary shares with Baht 5 par value per share, totaling Baht 109,720,000.

3. Allocation of new shares

The meeting of the Board of Directors resolved to approve the allocation of not exceeding 21,944,000 new ordinary shares with Baht 5 par value per share to reserve for the stock dividends as follows:

3.1. Details of Allocation

Allocated to	Number of shares	Ratio (old : new)	Sale price per share (Baht)	Subscription and payment period	Remark
Existing Shareholders	21,944,000	8:1	0	Dividend payment in the form of stock dividend will be paid to the shareholders at the ratio of 8 existing ordinary shares to 1 stock dividend on 15 May 2015	To reserve for the stock dividend payment

Remark: The Company will entitle rightful shareholders who may receive the dividends on 24 March 2015 (Record Date) and the closing of share register book for gathering shareholders' names under Section 225 of the Securities and Exchange Act B.E. 2535 on 25 March 2015.

3.2. The Company's plan in case where there is a fraction of shares remaining

In case where there is a fraction of shares remaining from the calculation of stock dividend, the dividend will be paid in the form of cash dividend for that fraction of shares instead.

3.3 The number of shares remaining from the allotment

- None -

4. Schedule for shareholders' meeting to consider and approve the capital decrease/capital increase/share allocation

The Annual General Meeting of Shareholders for the year 2015 is scheduled to be held on April 28, 2015 at 14.00 p.m. at the Wimanthong Room, 4th Floor, Monthien Riverside Hotel, Rama3 Road, Bangkok.

To determine the right to attend the meeting and the right to receive the dividend (record date) will be on March 24, 2015 and list will be gathered by closing the share register on March 25, 2015 in accordance with the Article 225 of Securities and Exchange Act B.E. 2535.

5. Approval of the capital decrease/capital increase/share allocation by relevant governmental agency and conditions thereto (if any)

The increase of the paid-up registered capital will be registered with the Department of Business Development, Ministry of Commerce. The company shall further submit the listing application to the Stock Exchange of Thailand (the "SET") for these new shares to be listed on the SET.

6. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

To provide shareholders return in form of share dividend by issuing stock dividend instead of paying cash dividend.

7. Benefits which the company will receive from the capital increase/share allocation

7.1 To increase the Company's stock liquidity.

7.2 To retain the working capital for the Company's operation.

8. Benefits which the shareholders will receive from the capital increase/share allocation

8.1 The company has a policy to pay dividend not less than 50 percent of the net consolidated profits each year but not exceeding the unappropriated retained earnings of the separated financial statements of the Company.

8.2 The shareholders who will be allotted the stock dividend are entitled to receive dividends as same as the existing shareholders.

9. Other particulars attributable to shareholders in making decision on approval of capital decrease/capital increase/share allocation

-None-

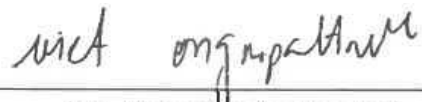
10. Schedule of events in connection to the capital decrease/capital increase/share allocation

Proceedings	Date
1. To hold the Board of Directors' Meeting	February 27, 2015
2. To determine shareholders entitled to attend the Meeting (Record Date)	March 24, 2015
3. To gather the name by closing the share registrar for the Meeting, according to the Article 225 of the Securities and Exchange Act	March 25, 2015
4. To convene the Annual General Meeting of Shareholders for the year 2015	April 28, 2015

5. To register the capital decrease/increase and amend the Memorandum of Association of the Company with the Ministry of Commerce	Within 14 days from the date of shareholders' approval
6. Date for Payment of stock and cash dividends.	May 15, 2015
7. To register the paid-up capital increase with the Ministry of Commerce	Within 14 days from the date of stock dividend payment

The company hereby certifies that the information contained herein is true and complete in all respects.

Signed  Authorized director
(Mr. Pakhawat Kovithvathanaphong)
Position Director

Signed  Authorized director
(Mr. Visit Ongpipattanakul)
Position Director

**Registration Process and Proxy
For the Annual General Meeting of Shareholders No. 13 of Trinity Watthana Plc.
On Friday of April 28, 2015, 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 28, 2015.

2. Shareholders attend the Meeting

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

3. Proxy

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

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

1) Mr. Sirin Nimmanahaeminda, Position Chairmen and Chairman of Audit committee (as an independent director), age 68 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok.

2) Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 64 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok .

3) Mr. Pakhawat Kovithvathanaphong, Position Chief Executive Officer (not an independent director), age 66 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

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

Documents required for Proxy

(1) Ordinary Shareholders

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

(2) Juristic person

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

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

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

(3) Custodian

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

4. Voting in the Meeting

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

หนังสือมอบฉันทะแบบ ก.
Proxy Form A

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

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

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

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

และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

and voting rights votes divided as follows:

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

Common share shares with voting rights votes

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

Preferred share shares with voting rights votes

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

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

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

4. นายศิริพันธ์ นิมมานเหมินท์ ตำแหน่ง ประธานกรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 68 ปี อยู่บ้านเลขที่ 593 ซอยพหลโยธิน 32 แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Sirin Nimmanahaeminda, Position Chairman and Chairman of Audit committee (as an independent director), age 68 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok or

5. นายไพโรจน์ วิจารณ์วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 64 ปี อยู่บ้านเลขที่ 87 ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 64 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง กรรมการและประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 66 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithvathanaphong, Position Chief Executive Officer (not an independent director), age 66 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 13 ซึ่งกำหนดประชุมกันในวันที่ 28 เมษายน 2558 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิเวกริไซต์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only one person to be my/our proxy to attend and cast votes on my/our behalf at the Annual General Meeting of Shareholders No. 13 which will be held on April 28, 2015 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or such other date, time and place as may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ.....ผู้มอบฉันทะ

Signed Grantor

(.....)

วันที่/...../.....

ลงชื่อ.....ผู้รับมอบฉันทะ

Signed Grantee

(.....)

วันที่/...../.....

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะแบบ ข.

Proxy Form B

ทำที่.....

Made at

วันที่.....เดือน..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....สัญชาติ..... อยู่บ้านเลขที่.....

I/We Nationality Residing at No.

ถนน..... แขวง..... เขต.....

Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal code

(2) เป็นผู้ถือหุ้นของบริษัท 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.....

wish to appoint Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

2. อายุ.....ปี อยู่บ้านเลขที่.....

Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

3. อายุ.....ปี อยู่บ้านเลขที่.....

Age years Residing at No.

ซอย..... ถนน..... แขวง..... เขต.....

Soi Road Kwaeng Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal code or

4. นายศิริพันธ์ นิมมานเหมินท์ ตำแหน่ง ประธานกรรมการและประธานกรรมการตรวจสอบ (เป็นกรรมการอิสระ)

อายุ 68 ปี อยู่บ้านเลขที่ 593 ซอยพหลโยธิน 32 แขวงลาดยาว เขตจตุจักร กรุงเทพมหานคร หรือ

Mr. Sirin Nimmanahaeminda, Position Chairman and Chairman of Audit committee (as an independent director), age 68 years, resides at 593 Soi Paholyothin 32, Kwang Ladyao, Khet Jatujak, Bangkok or

5. นายไพโรจน์ วโรภาส ตำแหน่ง กรรมการและกรรมการตรวจสอบ (เป็นกรรมการอิสระ) อายุ 64 ปี อยู่บ้านเลขที่ 87

ซอยลาดพร้าว 102 แขวงวังทองหลาง เขตวังทองหลาง กรุงเทพมหานคร หรือ

Mr. Pairote Varophas, Position Director and member of Audit Committee (as an independent director), age 64 years, resides at 87 Soi Ladprao 102, Kwang Wangthonglang, Khet Wangthonglang, Bangkok or

6. นายภควัต โกวิทวัฒนพงศ์ ตำแหน่ง กรรมการและประธานเจ้าหน้าที่บริหาร (มิได้เป็นกรรมการอิสระ) อายุ 66 ปี อยู่บ้านเลขที่ 26/3 ซอยสุขุมวิท 61 ถนนสุขุมวิท แขวงพระโขนง เขตคลองเตย กรุงเทพมหานคร

Mr. Pakhawat Kovithathanaphong, Position Chief Executive Officer (not an independent director), age 66 years, resides at 26/3 Soi Sukhumvit 61, Sukhumvit Road, Kwang Prakanong, Klongtoey, Bangkok.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 13 ซึ่งกำหนดประชุมกันในวันที่ 28 เมษายน 2558 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรวิเวียรไฮด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่ซึ่งจะพึงเลื่อนไปในวัน 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. 13 which will be held on April 28, 2015 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or such other date, time and place as may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นครั้งที่ 12 เมื่อวันที่ 25 เมษายน 2557

Agenda Subject: To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 12 on April 25, 2014.

(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 2557

Agenda Subject: To consider and acknowledge the company's operating results for the year ended December 31, 2014.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 3 เรื่อง พิจารณาและอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda Subject: To consider and approve the audited financial position and income statements for the year ended December 31, 2014.

(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 2557

Agenda Subject: To consider and approve an appropriation of profit as legal reserve for the year 2014.

(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 2557

Agenda Subject: To consider and approve dividend payment for the year 2014.

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

วาระที่ 5 เรื่อง พิจารณาอนุมัติให้ลดทุนจดทะเบียนโดยการตัดหุ้นจดทะเบียนที่ยังมิได้นำออกจำหน่าย และแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda Subject: To consider and approve the decrease of the registered capital by cancelling the unissued registered shares and amendment of the Company's Memorandum of Association Clause 4 in accordance with the capital decrease.

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

วาระที่ 6 เรื่อง พิจารณาและอนุมัติการเพิ่มทุนจดทะเบียนและแก้ไขหนังสือบริคณห์สนธิข้อ 4 ของบริษัทเพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda Subject: To consider and approve the increase of the registered capital and amendment of the Company's Memorandum of Association Clause 4 in accordance with the capital increase.

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

วาระที่ 7 เรื่อง พิจารณาและอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุน

Agenda Subject: To consider and approve the allocation of new ordinary shares.

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

วาระที่ 8 เรื่อง พิจารณาและอนุมัติยกเลิกมติที่ประชุมผู้ถือหุ้นวันที่ 20 มกราคม 2548 เรื่องการออกและเสนอขายหุ้นกู้เดิมและอนุมัติการออกและเสนอขายหุ้นกู้ใหม่

Agenda Subject: To consider and approve the cancellation of the shareholders' resolution dated January 20, 2005 regarding the issuance and offering of the Debentures and approve the issuance and offering of new debentures

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

วาระที่ 9.1 เรื่อง พิจารณาและอนุมัติการแต่งตั้งกรรมการใหม่แทนกรรมการที่ออกตามวาระ

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

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

วาระที่ 9.2 เรื่อง พิจารณาและอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda Subject: To consider and approve directors' remuneration

- 1) พิจารณาและอนุมัติการจ่ายเงินบำเหน็จกรรมการประจำปี 2557
To consider and approve extra remuneration for the year 2014
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain
- 2) พิจารณาและอนุมัติค่าตอบแทนกรรมการประจำปี 2558
To consider and approve directors' remuneration for the year 2015
- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The Proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy may consider the matters and vote on my/our behalf as follows:
- เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่ 10 เรื่อง พิจารณาและอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนของผู้สอบบัญชีสำหรับปี 2558
Agenda Subject: To consider and appoint the Company's auditor and approve audit fee for the year 2015

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดหรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวงถึงกรณีที่มีการเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

วันที่/...../.....
Date

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

วันที่/...../.....
Date

หมายเหตุ

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be voted for.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
If there is any agenda considered in the meeting other than those specified above, the Proxy may use the annex form of proxy attached therefore.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Annex to the Form of Proxy (Form B)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ทรีนีตี วัตธนา จำกัด (มหาชน)

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

ในการประชุมผู้ถือหุ้นสามัญ ครั้งที่ 13 ในวันที่ 28 เมษายน 2558 เวลา 14.00 น. ณ ห้องวิมานทอง ชั้น 4 โรงแรมมณเฑียรริเวอร์ไซด์ ถนนพระราม 3 กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

At the Annual General Meeting of Shareholders No. 13 which will be held on April 28, 2015 at 2.00 p.m. at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel, Rama3 Road, Bangkok or at any adjournment thereof to any other date, time and place.

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

วาระที่..... เรื่อง

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

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

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

ชื่อกรรมการ / Director Name.....
 เห็นด้วย/Approve ไม่เห็นด้วย/ Not approve งดออกเสียง/Abstain

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

All other general meeting are called "Extraordinary Meeting".

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Map of the meeting location

The Annual General Meeting of Shareholders No. 13
 Trinity Watthana Public Company Limited
 at the Wimanthong Room, 4th floor, The Monthien Riverside Hotel,
 Rama3 Road, Bangkok

