



บริษัท ทริनिตี วัตธนา จำกัด (มหาชน)  
Trinity Watthana Public Company Limited

Ref. Wor Thor. Tor. 008/2023

February 27, 2023

Subject : Declaration of no dividend payment, and the date and agendas of AGM

Attention : The President  
The Stock Exchange of Thailand

Pursuant to the meeting of the Board of Directors of Trinity Watthana Public Company Limited No. 2/2023, held on February 27, 2023, the Board of Directors has passed the following resolutions to propose the Annual General Meeting of Shareholders the following important matters:

1. Approved the audited statements of financial positions and comprehensive income for the year ended December 31, 2022.
2. Approved an appropriation of profit, dividend and legal reserve for the year 2022
  - 2.1 Approved the appropriation of profit to legal reserve in the amount of Baht 8,963,504.
  - 2.2 Approved no additional dividend for the year 2022 and approved interim dividend of Baht 0.175 per share as the 2022 dividend payment paid on September 9, 2022, totaling amount Baht 37,520,848.
3. Approved the appointment new directors to replace the retiring directors  
There are four directors who are retired by rotation namely 1) Mr. Abhichart Arbhabhira, 2) Mr. Nitiphon Chaisakulchai, 3) Prof. Dr. Arnat Leemakdej, 4) Mr. Charnchai Kongthongluck  
The Board of directors excluding the directors who have interest in this matter consider appropriate for the Shareholders' meeting to re-elect the retiring directors to be directors for another term since all of them are knowledgeable, competent and experienced and performed throughout the period and Mr. Abhichart Arbhabhira and Prof. Dr. Arnat Leemakdej are also qualified as an independent director according to the company's definition of Independent Director.
4. Approved the directors' remuneration for the year 2023 totaling of Baht 18,000,000, dividing into monthly remuneration at Baht 5,500,000 per annum and limit for 2023 extra remuneration not over Baht 12,500,000.
5. Approved the appointment of auditors of EY Office Limited namely 1) Ms. Kirdsiri Kanjanaprakasit C.P.A. Registration No. 6014 or 2) Mr. Chayapol Suppasedtanon C.P.A. Registration No. 3972 or 3) Ms. Pimjai Manikajohnkit C.P.A. Registration No. 4521 or 4) Ms. Orawan Techawatanasirikul C.P.A. Registration No. 4807 or 5) Ms. Rosaporn Decharkom C.P.A. Registration No. 5659 or 6) Ms. Sumana Punpongsanon C.P.A. Registration No. 5872, of EY Office Limited as the Company's auditor for the year 2022 and to approve the audit fee for the Company at Baht 1,100,000, which the aggregate audit fee for both the Company and its subsidiaries is at Baht 2,800,000 as proposed by the Audit Committee. 6. To approve the amendment of Articles of Association of the Company relating to

**Article 26**

In calling a meeting of any kind of board of directors **including physical meeting or via the teleconference through electronic devices**, the chairman of the board or a person authorized by the chairman of the board shall send a written notice calling for a such meeting to the directors not less than **three (3)** days prior to the date of the meeting. Unless necessary and urgent or to preserve the rights or benefits of the company, the meeting may be called by other methods and an earlier meeting date may be chosen. The notice of the meeting or any documents shall be sent through the electronic **means** to directors **who wish or consent given to the Company or the Board of Directors to receive by electronic means.**

**Unless necessary or to preserve the rights or benefits of the company**, not less than two (2) directors could request to have a meeting by specifying the agendas and reason for proposing agendas, the Chairman shall set the meeting date within fourteen (14) days from the date of receipt of such request.

**In case that the Chairman does not call such meeting within the period specified in the second paragraph, the Directors who have submitted the request may call the meeting by themselves within fourteen (14) days from the lapse of the period referred in the second paragraph.**

**If the Chairman is not present or is unable to perform his/her duties, the Vice-Chairman shall act as the presiding Chairman to call the Board of Directors' meeting. In case of no Vice-Chairman with any reasons, not less than two (2) directors shall call the meeting.**

#### **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 or be held by an electronic meeting.

#### **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 not less than **ten(10) percent** of the total number of paid up shares may jointly submit their names in one 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.

In case that the Board of Directors does not hold such meeting within the period specified, the shareholders who have submitted the request may hold the meeting by themselves within forty-five (45) days from the lapse of the specified period. In regard to the notice of a meeting, the shareholders may send through the electronic **means** to shareholders **who wish or consent given to the Company or the Board of Directors to receive by electronic means.**

#### **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.

In calling a shareholder meeting, the Board of Directors shall prepare a notice of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case maybe, including the related opinions of the Board of Directors. The said notice shall be delivered to the shareholders and the Registrar in advance not less than seven (7) days prior to the date of the meeting. In regard to delivering the notice of a meeting to shareholders, the notice of the meeting can be delivered through the electronic **means** to shareholders **who wish or consent given to the Company or the Board of Directors to receive by electronic means.**

The notice of the meeting shall be also published in a newspaper **or electronic press** for not less than three (3) days prior to the meeting date.

**Article 38**

In any shareholders' meeting, a shareholder may appoint a proxy to present him/her at the meeting and vote on his/her behalf. An instrument appointing a proxy shall be made in writing and signed by the shareholder who appoints the proxy or may submit **an electronic proxy** appointment that is secure and reliable in accordance with the rule prescribed by the Registrar under the public limited companies law. Such instrument shall be submitted by the proxy to the Chairman or his/her designated person at the meeting venue before the proxy attends the meeting. The proxy instrument contains at least the following particulars:

- a) The number of shares held by the shareholder;
  - b) The name of the proxy; and
  - c) The meeting at which the proxy is appointed to attend and vote
7. To convene the Annual General Meeting of Shareholders No.21 on Wednesday, April 26, 2023 at 2.00 p.m. the Meeting room, 25th Floor, Bangkok City Tower, 179 South Sathorn Road, Tungmahamek SubDistrict, Sathorn District, Bangkok. The agenda of the meeting are as follows:
- 1) To consider and adopt the minutes of the Annual General Meeting of Shareholders No. 20.
  - 2) To consider and acknowledge the company's operating results for the year ended December 31, 2022.
  - 3) To consider and approve the audited financial position and income statements for the year ended December 31, 2022.
  - 4) To consider and approve an appropriation of profit, dividend and legal reserve for the year 2022.
  - 5) To consider and appoint new directors to replace the retiring directors and approve directors' remuneration.
  - 6) To consider and appoint the Company's auditor and approve audit fee for the year 2023.
  - 7) To amend the Article of Association
  - 8) To consider other matters (if any).

To fix the Record Date for the right of shareholders to attend the Annual General Meeting of Shareholders No.21 on March 15, 2023. The Board of Directors also authorized the CEO to consider postponing or changing the venue of the 2023 AGM, if necessary.

According to the announcement of the criteria and procedures for minority shareholders to submit additional agendas and nominate candidates for directorship for 2023 AGM to the Company's secretary within February 14, 2023, neither agenda nor nomination has been proposed this year.

Please be informed accordingly.

Yours faithfully,



Mr. Visit Ongpipatanakul  
Director