

TRITON

January 23, 2023

Subject: Invitation for the Extraordinary General Meeting of Shareholders No.1/2023

To: All shareholders of Triton Holding Public Company Limited

Enclosures

1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022
2. Summary of important details of the issuance and offering of convertible bonds
3. Summary of important details of the issuance and offering of the warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 6 (TRITN-W6)
4. Capital Increase Form 53-4
5. Proxy Form A and Form B with Attachment
6. Profiles of Independent Directors for shareholders to appoint as proxy
7. The Articles of Association of the Company in respect of the Shareholders' Meeting
8. Registration method to attend the Extraordinary General Meeting of Shareholders via electronic means (E-EGM) and proxy appointment
9. Registration form for attending the E-EGM through Electronics Meeting Platform
10. Registration form for sending any query in advance

Triton Holding Public Company Limited (“**Company**”) would like to invite all shareholders to attend the Extraordinary General Meeting of Shareholders No.1/2023 via Electronic Method (e-Shareholder Meeting) on Tuesday, 7 February 2022 at 2:00 p.m. The meeting will be held under the Emergency Decree on Electronic Meetings B.E. 2563 (2020), other related laws and regulations in order to consider matters in accordance with the agenda, including opinions of the Board of Directors as follows

Agenda 1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022

Objectives and Rationale: The Company conducted the 2022 Annual General Meeting of Shareholders held on April 28, 2022. A copy of the Minutes of the 2022 Annual General Meeting of Shareholders appears in Enclosure No. 1.

Opinion of the Board: The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the Minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022, which the Board of Directors deemed that the report has been properly and completely recorded.

Resolution: The resolution on this agenda item shall be passed by a majority votes of the shareholders attending the meeting and casting their votes.

Agenda 2 To consider and approve the reduction of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the reduction of the registered capital

Objectives and Rationale: According to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 held on November 6, 2018, the issuance and allocation of warrants to purchase ordinary shares of the Company No.4 (Warrant No. 4 or TRITN-W4), in the amount of not exceeding 320,000,000 units, as Warrant PP to 2 investors with free of charge (Zero Baht) at the ratio of 5 ordinary shares for 1 warrant and the allocation of 320,000,000 ordinary shares with a par value of 0.10 Baht per share to be reserved for the exercise of warrants.

However, it appears that no Warrant No.4 holder wish to exercise the warrants during the exercise period. As a result, the Company is required to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the reduction of the Company’s unsold registered capital of 320,000,000 shares with a par value of 0.10 Baht per share or a total amount of 32,000,000 Baht from

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the original registered capital of 1,367,306,232.10 Baht to the registered capital of 1,335,306,232.10 Baht.

And to comply with the reduction of the registered capital of the Company according to the meeting's resolution to consider and approve this agenda. The Company has to amend the Memorandum of Association Clause 4. by having the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar as follows:

“Clause4. Registered capital amount	1,335,306,232.10 Baht	(One Billion Three Hundred Thirty-Five Million Three Hundred Six Thousand Two Hundred Thirty-Two Baht Ten Satang)
divided into	13,353,062,321 shares	(Thirteen Billion Three Hundred Fifty-Three Million Sixty-Two Thousand Three Hundred Twenty-One shares)
par value	0.10 Baht	(Ten Satang)
Separated into:		
common stock	13,353,062,321 shares	(Thirteen Billion Three Hundred Fifty-Three Million Sixty-Two Thousand Three Hundred Twenty-One shares)
preferred shares	- shares	(-)”

Moreover, the Company authorized the authorized directors as the authorized person to determine the conditions and details of the relevant procedures regarding the capital decrease. As well as, to change words or phrases of the minutes of the shareholders' meeting, the Company's Memorandum of Association, and/or any application and/or any proceeding to comply with the registrar in order to file the registration of decreased of capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the reduction of the Company's unsold registered capital in the amount of 32,000,000 Baht from the original registered capital of 1,367,306,232.10 Baht to the registered capital of 1,335,306,232.10 Baht by deducting the unallocated shares in the amount of 320,000,000 shares with a par value of 0.10 Baht per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital.

Resolution:

A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 2 is a continuation of Agenda 3 to Agenda 7, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well)

Agenda 3 To consider and approve the capital increase under a general mandate, totaling not more than 1,112,755,193 shares with a par value of 0.10 Baht per share to a specific investor (Private Placement) that must not be an offering of shares at a low price

Objectives and Rationale:

Capital increase by general mandate means the capital increase of a listed company by requesting a resolution from the shareholders' meeting in advance and to authorize the Board of Directors to determine the objectives of issuing and allotment of newly issued shares, such as setting prices, the date and time to be offered for sale or conditions for each offer as appropriate

Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the capital increase under a general mandate, totaling not more than 1,112,755,193 shares with a par value of 0.10 Baht per share. The total amount does not exceed 111,275,519.30 Baht (or equivalent to 10 percent of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 12/2022, held on December 29, 2022) to be offered to a specific investor (Private Placement). It must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person) and in determining the offering price of newly issued shares to the private placement It must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) weighted average price of shares in the Stock Exchange of Thailand for the past 7 consecutive business days but not more than 15 consecutive business days prior to the date of the offering price and a discount of not more than 10% of the above price may be determined or (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company; (according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (including any amendments)).

In this regard, the Board of Directors to be given the following powers:

(1) Consider offering the newly issued ordinary shares one time or several times, provided that the allocation of the newly issued ordinary shares to be offered to a specific person in a Private Placement, the additional paid-up capital shall not exceed the percentage of 10 of the Company's paid-up capital or 1,112,755,193 shares as of the date the Board of Directors resolved to increase the capital. It must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person). When determining the offering price of newly issued shares to the private placement, it must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for the past 7 consecutive business days but not more than 15 consecutive business days prior to the date of the offering price and the discount may not be more than 10 percent of the said price, or (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company (according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 on Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (including any amendments)).

(2) Set objectives, offering date and time, offering price, including details and conditions related to the allocation of newly issued ordinary shares which must not be allocated to connected persons according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 on the rules for making connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions in 2003 in respect of the Private Placement Offering.

(3) Negotiate, agree, and sign relevant documents and contracts and take any other necessary and appropriate actions in connection with the issuance and offering of

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new ordinary shares including assigning to the top management or the person assigned by the Board of Directors has the authority to perform the abovementioned actions. In this regard, the allocation of such newly issued ordinary shares must be completed within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the Company's capital increase in the amount of 1,112,755,193 shares to support the issuance and offering of newly issued ordinary shares under a general mandate (General Mandate) to be offered to a specific investor (Private Placement)

Resolution: A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 3 is a continuation of Agenda 2 to Agenda 7, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well)

Agenda 4 To consider and approve the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) in the amount not exceeding 240,000,000 Baht

Objectives and Rationale: The Company will use the proceeds from the issuance and offering of convertible debentures as working capital for the construction business and cash flow management for subsidiaries in the amount of not more than 240,000,000 Baht in accordance with the best interests of the Company and its shareholders. The Company, therefore, intends to issue and offer convertible bonds to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) with a total amount does not exceed 240,000 shares, offering price of 1,000 Baht per 1 share of convertible debentures with the total offering value does not exceed 240,000,000 Baht at the allocation ratio of 46,365 existing shares per 1 share of convertible debentures. If there is a fraction from the calculation, discard it in all cases. Any shareholder of the Company who holds less than 46,365 shares will not have the right to subscribe to the convertible debentures according to their rights (but can subscribe in excess of their rights) and existing shareholders who are entitled to allotment can subscribe for convertible debentures according to their rights, less than the right or exceed their rights, or waive their right not to subscribe for convertible bonds offered for sale at this time. The Company will allocate the convertible debentures to the shareholders who have subscribed according to their right to complete beforehand. If there are convertible debentures remaining from the allocation, the Company will allocate the remaining convertible bonds to the shareholders who subscribe and pay for the convertible bonds in excess of their rights (until there are no convertible bonds left to be allocated) in accordance with the following rules:

(1) In the event that the number of convertible debentures that the existing shareholders subscribe for more than their right is greater than the remaining amount of the convertible debentures, the remaining convertible debentures shall be allocated among the existing shareholders who have subscribed in excess of their rights according to the shareholding proportion of each shareholder who oversubscribes and allocating such convertible debentures shall continue until there are no convertible debentures left to allocate

(2) In the event that the number of convertible debentures that the existing shareholders subscribe for more than their right is less than the remaining amount of the convertible debentures. Allocate the remaining convertible debentures to all existing shareholders who have oversubscribed and paid for all convertible debentures.

In this regard, it is proposed to the Board of Directors' meeting to determine the date for determining the list of shareholders entitled to subscribe for the convertible

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debentures (Record Date) in order to determine the rights of shareholders having the right to subscribe to the convertible bonds of the Company in further.

The Summary of important details of convertible bonds of the Company appears in Enclosure 2

In addition, the Company has the right to use its discretion to consider not offering or allocating those convertible bonds to any existing shareholders, if the offering or allocation of such convertible bonds may result in (a) being contrary to any laws or regulations of Thailand or abroad or the articles of association of the Company; or (b) resulting the Company is obligated to act or take any further action other than those required to comply with the regulations relating to the issuance and offer for sale of securities under Thai law; or (c) not according to the methods, rules, and conditions stipulated in the allocation of the Company. However, the Company has the right, at its discretion, to offer and allocate such convertible bonds to certain existing shareholders who are not in Thailand by means of exemptions under foreign law.

However, this issuance and offering of convertible bonds will allow the Company to raise funds with the most optimal financial cost. And there will be no immediate dilution effect. The impact on the market price of the shares (Price Dilution) will occur because the exercise price of the convertible debentures specified is lower than the current market price. As for the impact on the voting rights of the existing shareholders (Control Dilution) will not occur since it is an offering for sale of convertible bonds in full to the existing shareholders of the Company who are entitled to allotment. The whole amount will affect the voting rights of the existing shareholders and their share of profits as follows:

- Price dilution will not occur because the exercise price of the convertible bond is higher than the current market price
- In the event that all the conversion rights are fully exercised but the convertible bond holders exercising are not the existing shareholders, the impact on existing shareholders for Control Dilution is equal to 6.71%
- Effects on EPS Dilution cannot be calculate because the Company has loss profit.

However, if there is a conversion of the convertible bond along with the exercise of the Warrant No. 6, details of the impact on the Dilution Effect can be found in Enclosure 3.

By comparing the impact on the profit sharing or voting rights of the shareholders with the value that the shareholders will receive in the issuance and offering of convertible bonds, the Company's shareholders will benefit from investing in debt securities that have the opportunity to convert into ordinary shares of the Company in the future. Suppose the convertible bonds have not been converted, in that case, convertible bondholders will be protected in the same manner as ordinary creditors of the Company. Bondholders will receive interest as stipulated in the terms and conditions and when bondholders deem appropriate and/or meet the conditions stipulated in the terms and conditions, such convertible debentures will be converted into the Company's ordinary shares in accordance with the specified proportions which will provide the shareholders of the Company the opportunity to profit from the share price difference in the future.

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors, and/or the Executive Committee, and/or the Chief Executive Officer, or any person to the Board of Directors, or the Executive Committee, or the Chief Executive Officer to have the power to determine details, amend or take any action as necessary and in connection with the issuance and offering of convertible debentures in accordance with the law. This includes, but is not limited to, the following powers:

- (1) Determine or amend the details, methods, and other conditions related to the issuance and offering of convertible bonds as appropriate, either a one-time or

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multiple issuances. This includes, but is not limited to, the terms and conditions of the convertible bonds, date of issue of convertible debentures par value of convertible bonds, offering price, number of common shares to support the conversion of convertible bonds, interest rate, calculation and payment method of interest, conversion price, conversion rate, conversion period, redemption price, redemption period, expiration date of conversion, how to allocate convertible bonds or determine the events that the Company must issue additional new shares to accommodate the change in the exercise of convertible rights Conditions for the adjustment of the right to convert.

(2) Appoint advisors and third parties (e.g. financial advisor and legal advisor) as appropriate, and to perform any actions necessary for and related to the issuance and offering of the convertible debentures such as, including but not limited to, entering into negotiations, agreements, execution and amendment of agreements, documents, applications for approval and necessary evidence and performing any actions necessary for the issuance and offering of the convertible debentures and the allocation of newly issued ordinary shares reserved for the exercise of conversion rights.

(3) Negotiate, agree, enter into, amend, add, sign contract, request for permission, request for waiver, evidence, disclosure, sales report, and other documents necessary and relevant to the offering and allocating convertible bonds and the allocation of the newly issued ordinary shares to support the exercise of convertible debenture holders. This includes correspondence, filings, amendments, additions, signing of licenses, waivers, evidence, disclosures, sales reports and various documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, government agencies, and/or agencies related to the issuance and offering of convertible debentures, listing of the newly issued ordinary shares from the exercise of convertible rights to be listed on the SET.

(4) Authorize any person as a sub-authorization to perform and carry out the above-mentioned actions on behalf of the Company; and

(5) Perform any other necessary and appropriate actions related to the issuance, offering and allocating the convertible bonds in order for the above-mentioned actions to be accomplished.

Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to approve the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) with a total amount does not exceed 240,000 shares, offering price of 1,000 Baht per 1 share of convertible debentures, with the total offering value does not exceed 240,000,000 Baht. The Company will use the proceeds from the issuance and offering of convertible debentures as working capital for the construction business and cash flow management for subsidiaries in accordance with the Company's and its shareholders' best interests. The issuance and offering of convertible bonds this time are considered as a plan to lay the foundation and strengthen the financial structure in various projects of the Company in the future and provide the shareholders of the Company an opportunity to invest in the Company at a reasonable price.

Resolution:

A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 4 is a continuation of Agenda 2 to Agenda 7, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well)

Agenda 5 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (“TRITN-W6”) in the amount not exceeding 1,440,000,000 units to the existing shareholders of the Company who have subscribed and allocated convertible bonds in proportion to their shareholding (Rights Offering: RO)

Objectives and Rationale:

To maintain liquidity and working capital of the Company for the operations of the group of companies in projects that will arise from new business opportunities in the future, especially various mega projects of the government, which the Company has sufficient capacity and potential to undertake construction work in order to operate the project, it is necessary to have sufficient funds to support the operation that will help with the growth of the Company in the future and to be able to support the expansion of the Company's investment in various businesses such as real estate business, or asset management business, farm agribusiness, including businesses that can help support existing businesses of the Company. Therefore, the Company has issued and offered for sale the warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) (Warrants No. 6 (TRITN-W6)), in the amount not exceeding 1,440,000,000 units, holder identification type and can be transferred to the existing shareholders who have subscribed and allocated convertible bonds in proportion to their shareholding (Rights Offering: RO), without charge (zero Baht), at a ratio of 1 unit of convertible bonds per 6,000 unit of Warrant No. 6 (TRITN-W6) and if there is a fraction from the calculation, discard it in all cases. A summary of important matters of the issuance and offering of warrants No. 6 (TRITN-W6) including important details appears in Enclosure 3.

Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the issuance and offering of warrants No. 6 (TRITN-W6) in the amount not exceeding 1,440,000,000 units to the existing shareholders of the Company who have subscribed and allocated convertible bonds condition in proportion to their shareholding (Rights Offering: RO) with free of charge (Zero Baht) at the ratio of 1 unit of warrant per 1 ordinary share of the Company and if there is a fraction from the calculation, discard it in all cases. A summary of important matters of the issuance and offering of warrants No. 6 (TRITN-W6) including important details appears in Enclosure 3.

Resolution:

A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 5 is a continuation of Agenda 2 to Agenda 7, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well)

Agenda 6 To consider and approve the increase of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the increase of the registered capital

Objectives and Rationale:

Approve the increase of the registered capital of the Company from the original registered capital amount of 1,335,306,232.10 Baht to the registered capital amount of 1,670,581,751.40 Baht by issuing new ordinary shares 3,352,755,193 shares with a par value of 0.10 Baht per share, totaling 335,275,519.30 Baht to support; the issuance of 1,112,755,193 shares of newly issued ordinary shares under a general mandate (Private Placement), the issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) amounting to 1,440,000,000 shares with details as shown in the capital increase report form (F53-4) as shown in (Enclosure 4).

And to comply with the increase of the registered capital of the Company according to the meeting's resolution to consider and approve this agenda. The Company has to amend the Memorandum of Association Clause 4. by having the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar as follows:

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“Clause 4. Registered capital amount	1,670,581,751.40 Baht	(One Billion Six Hundred Seventy Million Five Hundred Eighty-One Thousand Seven Hundred Fifty-One Baht, Forty Satang)
divided into	16,705,817,514 shares	(Sixteen Billion Seven Hundred Five Million Eight Hundred and Seventeen-Thousand Five Hundred Fourteen Shares)
par value	0.10 Baht	(Ten Satang)
Separated into:		
common stock	16,705,817,514 shares	(Sixteen Billion Seven Hundred Five Million Eight Hundred and Seventeen-Thousand Five Hundred Fourteen Shares)
preferred shares	- shares	(-)”

Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the increase of the registered capital of the Company to support; the issuance of 1,112,755,193 shares of newly issued ordinary shares under a general mandate (Private Placement), the issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) amounting to 1,440,000,000 shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Resolution:

A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 6 is a continuation of Agenda 2 to Agenda 7, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well)

Agenda 7 To consider and approve the allocation of the Company's newly issued ordinary shares

Objectives and Rationale:

As a result of Agenda 6, which is to consider and approve the increase of the Company's registered capital in the amount of 335,275,519.30 Baht from the original registered capital amount of 1,335,306,232.10 Baht, divided into 13,353,062,321 ordinary shares with a par value of 0.10 Baht per share, to the newly registered capital of the amount 1,670,581,751.40 Baht, divided into 16,705,817,514 ordinary shares with a par value of 0.10 baht per share, by issuing 3,352,755,193 newly issued ordinary shares with a par value of 0.10, with details as shown in the capital increase report form (F53-4) as shown in (Enclosure 4).

The Company therefore propose to the Extraordinary General Meeting of Shareholders No.1/2023 to consider and approve the allocation of 3,352,755,193 shares with a par value of 0.10 Baht per share to support; the issuance of 1,112,755,193 shares of newly issued ordinary shares under a general mandate (Private Placement), the issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No.6 (TRITN-W6) amounting to 1,440,000,000 shares with details as follows:

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(1) Allocation of newly issued ordinary shares of the Company under a general mandate, totaling not more than 1,112,755,193 shares with a par value of 0.10 Baht per share. The total amount does not exceed 111,275,519.30 Baht (or equivalent to 10 percent of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 12/2022, held on December 29, 2022) to offer for sale to a specific person (Private Placement), which must not be an offer for sale at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a person in a limited circle) and in determining the offering price of newly issued shares to private placement. It must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for the past 7 consecutive business days, but not more than 15 consecutive business days prior to the date of the offering price of shares and a discount of not more than 10 percent may be determined; or (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company. (According to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (including any amendments))

(2) Allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures, the total amount does not exceed 800,000,000 shares with a par value of 0.10 Baht per share, equivalent to convertible bonds totaling not more than 240,000 units with offering price 1,000 Baht per 1 unit of convertible bonds. The total offering value does not exceed 240,000,000.00 Baht to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO). The conversion ratio is determined to be equal to 1 unit of convertible bonds per [par value of convertible bonds (Face Value) divided by convertible exercise price] common shares (if there is a fraction, discard in all cases). The exercise price is 90 percent of the market price. The market price is calculated from the weighted average price of the Company's shares in the SET for the past 15 consecutive business days prior to the first day of the period for notifying the intention to exercise the right to convert in each time. The weighted average price of is calculated from the volume weighted closing price on each consecutive trading day ("**Floating Conversion Price**"), provided that the conversion price must not be less than 0.30 baht per share ("**Minimum Exercise Price**"), the minimum conversion price is subject to change as a result of the conversion price adjustment in accordance with the conditions that will be further set forth in the terms of rights.

(3) Allocation of newly issued ordinary shares to support the issuance and offering of warrants to purchase the Company's ordinary shares No. 6 (TRITN-W6), totaling not more than 1,440,000,000 shares, with a par value of 1.00 Baht per share (or equivalent to 12.94% of the Company's paid-up capital as of the Board of Directors Meeting No. 12/2022, held on December 29, 2022) to shareholders who subscribe for convertible debentures in proportion to their shareholding (Rights Offering: RO) free of charge (zero Baht) in the ratio of 1 unit of convertible debentures per 6,000 units of warrant No. 6 (TRITN-W6), equivalent to not more than 1,440,000 shares.

Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the allocation of the newly issued ordinary share of the Company to support; the issuance of 1,112,755,193 shares of newly issued ordinary shares under a general mandate (Private Placement), the issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) amounting to 1,440,000,000 shares. The detail appears in the capital increase form (F53-4), as Enclosure 4, including the relevant authorization as proposed

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Resolution: A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote. (Agenda 7 is a continuation of Agenda 2 to Agenda 7, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well)

Agenda 8 To consider and approve the Company's debentures issuance and offering in the amount of 2,000 million Baht

Objectives and Rationale: The Company propose to the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023 to consider and approve the issuance and offering of Company's Debentures in the total amount of 2,000 million Baht (or equivalent amount in other currency). The details are as follows:

Objective	To use the proceeds from the issuance and offering of debentures for business use and/or business expansion and/or working capital in the business and/or debt repayment and/or for supporting funding Operations of affiliated companies or for other purposes as the Board of Directors deems appropriate.
Debenture type	All types and forms of debentures whether the bearer's name is specified or the bearer's name is unknown Subordinated or not subordinated With collateral or without collateral Debenture holder representative or without debenture holder representative There is either a redemption date or no redemption date, depending on the appropriateness of the market conditions at the time of issuance and offering of each offering.
Currency	Baht and/or foreign currency using the exchange rate at the time of issue and offer for sale of debentures each time.
Total Value of Debentures	Not exceeding 2,000 million Baht or other currencies that are equivalent to Thai Baht. In this regard, the Company can issue and offer for sale debentures and/or issue and offer debentures to replace the existing debentures that have been redeemed within that amount. The total outstanding principal amount of the debentures issued by the Company at any time must not exceed the aforementioned limit.
Interest Rate	As to be determined each time depending on market conditions at the time of issuing and offering debentures and other factors related. Either way, this shall be subject to the Notification of the Securities and Exchange Commission and/or the SEC and/or other announcements or regulations related matters in force at the time of issuing and offering for sale of debentures each time.
Maturity of the Debentures	Depending on market conditions at the time of issuance and offering each time Redemption can be set before maturity or not. or debentures due upon dissolution of the company (perpetual).

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Offering	<p>(1) Offer all bonds at one time or several times and/or as a project and/or in a revolving manner</p> <p>(2) Offered for sale to the general public and/or to specific investors and/or institutional investors in the country and/or abroad at the same time or at different times in accordance with the Notification of the Securities and Exchange Commission and/or Capital Market Supervisory Board or according to announcements, ministerial regulations, rules and other laws in force at the time of the issuance and offering of the debentures.</p>
Early redemption	<p>Bondholders may or may not have the right to request early redemption of the debentures and the Company has or does not have rights. Request for early redemption of Recovered Shares or the Company may or may not require early redemption in any special event redemption, subject to the terms and conditions for each issuance of the debentures.</p>
Power to determine other details	<p>To propose to the shareholders' meeting to consider and approve the assignment of authorized directors of the Company, the Executive Committee or the person assigned by the Executive Committee has the following powers:</p> <ol style="list-style-type: none"> 1) Determine various details related to the debentures including type, name, interest rate, maturity, redemption, appointment of bondholders' representative, and details related to the offering such as offering debentures in various forms together or from time to time when a certain amount of debentures are due can be issued and offered for sale again. This includes, but is not limited to, the price, method and timing of the offering, and allocated. 2) Appoint a financial advisor and/or underwriter and/or a credit rating agency of the issuer and/or securities and/or any other person in the event that an appointment is required in accordance with the relevant regulations or in the any other cases as deemed appropriate. <p>Contacting, negotiating, signing, amending contracts and/or documents, including contacting for information and submitting documents and evidence with the SEC and/or any other agencies related to the issuance and offering of debentures as well as to take any action relevant or necessary in all respects as he deems appropriate.</p>

Opinion of the Board:

The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023 to consider and approve the issuance and offering of Company's Debentures in the total amount of 2,000 million Baht (or equivalent amount in other currency).

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Resolution: A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote.

Agenda 9 To consider other matters (if any)

According to Section 105 of the Public Company Limited Act, B.E 2535, after the meeting of shareholders considers the agenda items as set out in the invitation, any shareholders individually or collectively holding the shares not less than one-thirds of the Company's total issued shares may propose to the meeting to consider any matters other than those proposed in the invitation.

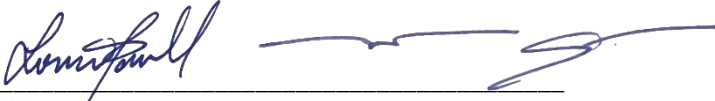
The Company has scheduled the Record Date to determine the list of names of the shareholders who will be entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 on Tuesday, 12 January 2023. Therefore, the first date that the SET has posted the "XR" sign will be Wednesday, 11 January 2023.

In addition, due to the Coronavirus Disease (COVID-19) situation, the Company held it utmost respect in regards to shareholders health and well-being. Therefore, the Company would like to invite all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2023 via Electronic Method (E-EGM) on Tuesday, 7 February 2022 at 2:00 p.m. in accordance to the related laws and regulations.

All shareholders are cordially invited to attend the Meeting via Electronic Method (E-EGM), to be held on date and time specified above.

Sincerely yours,

Triton Holding Public Company Limited



(Miss Louise Taechaubol and Mr. Worapong Woottipruk)

Authorized Director

Summary of important details of the issuance and offering of convertible bonds

Topic	Details
Issuer of convertible bonds	Triton Holding Public Company Limited (“the Company” or “TRITN”)
Objective	For working capital for construction business and cash flow management for subsidiaries
Plan to use the proceeds from the offering of convertible bonds	To be working capital for construction business and cash flow management for subsidiaries in the amount of not more than 240,000,000 baht with the following objectives: <ul style="list-style-type: none"> • Working capital for construction business not more than 190.00 million Bah • Cash flow management for subsidiaries not more than 50.00 million Baht
Type	Name-holders convertible bonds have the conversion rights into newly issued ordinary shares of the Company, not subordinated, without insurance, and have a representative of the bondholders and the issuer of convertible bonds has the right to redeem it before the maturity date.
Value of convertible bonds offered for sale	Not more than 240,000,000 Baht
Bond value	1,000 Baht per 1 unit of convertible bonds
Number of convertible bonds	Not more than 240,000 units
Method of offering and allocation	<p>The Company will offer and allot the whole number to the existing shareholders of the Company who have the right to be allocated in proportion to their shareholding (Rights Offering). The existing shareholder can subscribe to the convertible bond at the allotted amount, lesser, more or waive the right not to subscribe to the convertible bonds at offer for sale this time. The Company will allocate the convertible bonds to the shareholders who subscribe at the allotted amount first. If there are convertible bonds left from the allotted amount, the Company will allot the remaining convertible bonds to the shareholders who subscribe and pay for the convertible bonds in excess of their rights (until there are no convertible bonds left to allot).</p> <p>In this regard, the Company will offer convertible bonds and reserved new shares within 12 months from the date that the Extraordinary General Meeting of Shareholders has approved for issuing convertible bonds and shares supporting the exercise of convertible rights.</p>
Proportion of allocated to existing shareholders	<p>46,365 existing shares: 1 unit of convertible bonds (in the event that there is a fraction from the calculation, it will be eliminated in all cases).</p> <p>However, any person of the Company's shareholders holding less than 46,365 shares will not have the right to subscribe to the convertible bonds under their rights (but can subscribe for more than their rights).</p>
Shares allocated to support the conversion of convertible bonds	<p>800,000,000 shares (or 7.19% of the Company's paid-up capital at present, after the exercise of the convertible bonds under the assumption that the conversion rights exercised) or represents 5.13% of the number of shares sold as of the Board of Directors' Meeting No. 12/2022, held on December 29, 2022, amounting to 11,127,551,934 shares. Including the number of shares reserved for the warrants to purchase the Company's ordinary shares No. 5 (TRITN-W5) amounting to 2,225,071,032 shares, the number of shares reserved the convertible bonds amounting to 800,000,000 shares and the number of shares reserved for the warrant No. 6 (TRITN-W6) of 1,440,000,000 shares issued and allocated in the Extraordinary General Meeting of Shareholders No.1/2023</p> <p>In this regard, the number of shares reserved for convertible bonds and the number of shares reserved for the Company’s issuance of new ordinary shares, convertible bonds or warrants in the future are not more than 50% of all the Company issued shares.</p> <p>*Method for calculating the proportion of ordinary shares reserved for the exercise of the Convertible Bonds:</p> $= \frac{\text{Number of ordinary shares reserved for exercise of warrants TRITN-W5} + \text{Number of shares reserved for convertible bonds issued to existing shareholders} + \text{Number of ordinary shares reserved for exercise of warrants TRITN-W6}}{\text{Total number of outstanding shares of the Company} +}$

TRITON

Topic	Details
	$= \frac{2,225,071,032 + 800,000,000 + 1,440,000,000}{11,127,551,934}$ $= 40.13\%$
Age of convertible bonds	1 year and 9 Months from the date of issuance of convertible bonds
Interest rate	5.50% per year
Interest payment	4 times a year with interest payments made every 3 months of every year from the date of issue of the convertible bonds
Restrictions on the transfer of convertible bonds	-None-
Convertible price	The exercise price is 90 percent of the market price. The market price is calculated from the weighted average price of the Company's shares in the SET for the past 15 consecutive business days prior to the first day of the period for notifying the intention to exercise the right to convert in each time. The weighted average price of is calculated from the volume weighted closing price on each consecutive trading day (" Floating Conversion Price "), provided that the conversion price must not be less than 0.30 baht per share (" Minimum Exercise Price "), the minimum conversion price is subject to change as a result of the conversion price adjustment in accordance with the conditions that will be further set forth in the terms of rights.
Convertible ratio	The conversion ratio is determined to be equal to 1 unit of convertible bonds per [par value of convertible bonds (Face Value) divided by convertible exercise price] common shares (if there is a fraction, discard in all cases) In this regard, the Company will inform the conversion price and conversion ratio of the convertible bonds to the SET immediately on the first day of each exercise date.
Conversion date	The date of expiration of the convertible bonds.
Period for expressing the intention to exercise the right to convert	Not less than 15 days prior to the date of the right to convert or any other period that the convertible bond holder representative (According to the resolution of the convertible bond holders meeting) and the issuer of the convertible bonds will be agreed upon.
Exercise period and exercise schedule	Can be convertible in 1 year 9 months from the date of issue of the convertible bonds or the date of expiration of the convertible bonds.
Expiration date	1 year 9 Months from the date of issuance of convertible bonds
Redemption at expiration date for convertible bonds	In the event that a convertible bondholder wants to exercise the conversion rights the convertible bonds into the Company's newly issued ordinary shares. The holders of convertible bonds have the right to exercise their conversion rights them into shares until the 15th business day before the maturity date (" Last Exercise Date ") without the conversion. However, at the last exercise of the convertible bonds each convertible bond holder has two options, which are: <ul style="list-style-type: none"> n) <u>Request for redemption in cash in full.</u> Each bondholder will receive cash in the amount of 1,000 Baht per 1 unit of convertible bonds, which is equal to the value of the convertible bond with the final interest payment. u) <u>Request for redemption by converting the convertible bonds.</u> (The value of the convertible bonds equal to 1,000 Baht per unit) by redeeming the remaining convertible bonds in full amount to the Company's newly issued ordinary shares. The conversion price is 90% of the market price, where the market price is calculated from the weighted average price of the Company's shares. in the SET for the past 15 consecutive business days prior to the first day of the period for expressing the intention to exercise the right to convert each time The weighted average price of beans is calculated from the volume weighted closing price on each consecutive trading day. ("Floating Conversion Price"), provided that the conversion price must not be less than 0.30 baht per share ("Minimum Exercise Price"), provided that the minimum exercise price is subject to change. If there is an adjustment of rights arising from the event of adjustment of rights as stipulated in the relevant rules and as will be further stipulated in the rights provisions

TRITON

Topic	Details
	<p>However, in the event that there is an adjustment of the minimum conversion price afterwards which produces fractions of shares from the conversion calculation. The convertible bondholder will receive a cash refund instead of the fraction of the said shares. by multiplying the fraction of the number of shares by the conversion price In this regard, the company will be calculated with no more than two decimal places (If the third position is greater than or equal to five The company rounds up to the second decimal place. The Company will also pay the accrued interest payable to the convertible bondholders up to (but not including) the conversion date.</p> <p>However, each bondholder will have to choose options a) or b) only one cannot split the convertible bonds they hold to choose options a) and b).</p>
Redemption value of convertible bonds	Convertible bonds have a total redemption value equal to the par value of the convertible bonds, regardless of whether the convertible bonds are redeemed one time or several times.
The right of call/put option	The Company has the right to redeem the convertible bonds before the maturity date (Call Option).
Representative of the holder of convertible bonds	During appointment. The Company will appoint a representative of the convertible bond holders after the Board of Directors' meeting approves the date to determine the names of shareholders who have the right to subscribe for the convertible bonds (Record Date) and promptly notify the SET immediately
Registration of convertible bonds	Thai Bond Market Association (ThaiBMA) (Optional)
Secondary market of convertible ordinary shares	The Stock Exchange of Thailand
The impact of the shareholders of the company If the conversion rights of the convertible bonds are exercised	<ol style="list-style-type: none"> Price dilution will not occur because the exercise price of the convertible bond is higher than the current market price. The effect on the voting rights of the existing shareholders (control dilution) will not occur because it is an offering of convertible debentures in full to the existing shareholders of the Company. However, in the event that the right holder of the convertible bond is not the existing shareholder of the Company the whole amount will affect the voting rights of the existing shareholders (control dilution) at present after the exercise of the convertible debentures. Under the assumption that the whole amount of the conversion right can be calculated as follows: <p>Control Dilution:</p> $\frac{\text{Number of shares reserved for convertible bonds issued to existing shareholders}}{\text{Total number of outstanding shares of the Company} + \text{Number of shares reserved for convertible bonds issued to existing shareholders}}$ $= \frac{800,000,000}{11,127,551,934 + 800,000,000}$ $= 6.71\%$ <p>In the case of conversion with the exercise of TRITN-W6 , details can be found in Attachments 2 or 3, respectively.</p> <p>3. Effects on EPS Dilution cannot be calculate because the Company has loss profit.</p>
The reason for issuing new shares to accommodate the change in the exercise of conversion rights	<p>To protect the interests of the holders of the Warrant No. 6 not to be inferior than the previous one, the Company will adjust the minimum exercise price and the exercise ratio in accordance with any events set out in the Capital Market Supervisory Board Notification No. Tor Chor. 17/2561 Re: Application for and Approval for Offer for Sale of Newly Issued Debt Instruments as of 17 January 2018 (and as amended), including;</p> <ol style="list-style-type: none"> When there is a change in the par value of the Company's shares as a result of a share merger or split of shares When the Company offers new shares at a low price¹ When the Company offers convertible bonds at low prices or offering warrants to purchase shares at low prices¹ When the Company pays all or part of the dividends in newly issued shares to the shareholders

TRITON

Topic	Details
	<p>5. When the Company pays dividends in money which exceeds 90.00 (ninety) percent of the net profit according to the Company's separate financial statements after income tax for operations in any accounting period during the term of the convertible bond</p> <p>6. When there is any other event similar to No. 1.) to No. 5.) above that causes any benefit that the holders of convertible bonds will receive when they exercise their conversion rights less than before</p> <p>In the event of a change in the minimum exercise price for any reason, if additional newly issued shares are required to accommodate the change in the exercise of such rights. The Company will be able to issue new shares to accommodate the change in exercising the conversion rights only when a resolution of the shareholders' meeting approves the issuance of shares in order to adequately support the changes in exercising the conversion rights to the Securities and Exchange Commission.</p>

Notes: 1/ Low price based on the announcement of Sor Chor. 39/2551, the calculation of the offering price of securities and the determination of the market price for consideration of the offering of newly issued shares at low prices.

Summary of important details of the issuance and offering of the warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 6 (TRITN-W6)

Issuer and offering of securities	Triton Holding Public Company Limited (“the Company” or “TRITN”)
Name of the warrant	Warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 6 (“Warrant No. 6” or “TRITN-W6”)
Type of the warrant	Type of holder identification and transferable
Address of the warrant issuer	No. 60 Soi Praditmanutham 19 Praditmanutham Road Kwang Ladprao Khet Ladprao Bangkok 10230
Number of warrants issued and offered for sale	Not more than 1,440,000,000 units, the issuing and offering of Warrants No. 6 will be carried out upon approval from the Extraordinary General Meeting of Shareholders No. 1/2023
Number of ordinary shares allocated to accommodate the exercise of warrants	<p>Not more than 1,440,000,000 shares with par value of 0.10 Baht per share (representing 12.94% of the total issued shares of the Company at the present) representing 9.24% of the number of paid-up shares of the Company as of the Board of Directors' Meeting No. 12/2022 held on December 29, 2022, amounting to 11,127,551,934 shares, Including the number of shares reserved for warrants to purchase the Company's ordinary shares No. 5 (TRITN-W5) of 2,225,071,032 shares, The number of shares supported for convertible debentures amounting to 800,000,000 shares and The issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) of 1,440,000,000 shares issued and allocated in the Extraordinary General Meeting of Shareholders No. 1/2023.</p> <p>In this regard, the number of shares reserved for convertible bonds and the number of shares reserved for the Company's issuance of new ordinary shares, convertible bonds or warrants in the future are not more than 50% of all the Company issued shares.</p> <p>*Method for calculating the proportion of ordinary shares reserved for the exercise of the Warrants No. 6¹:</p> $\frac{\text{Number of ordinary shares reserved for exercise of warrants TRITN-W6}}{\text{Total number of outstanding shares of the Company}}$ $= \frac{1,440,000,000}{11,127,551,934}$ $= 12.94\%$ <p>note: The calculations are sorted by agenda. By considering only the agenda for offering warrants to purchase the Company's ordinary shares No. 6, however, the company has calculated the proportion of reserved shares for the overview of the proposal to the shareholders' meeting at this time in the capital increase report form. (F53-4) As for the remarks of Clause 6, the allocation of newly issued shares, by dividing the calculation according to various situations.</p> <p>* Method for calculating the proportion of ordinary shares reserved the conversion of convertible bonds and the exercise of warrants No. 5 and No. 6:</p> $= \frac{\text{Number of ordinary shares reserved for exercise of warrant TRITN-W5} + \text{Number of shares reserved for convertible bonds} + \text{Number of ordinary shares reserved for exercise of warrant TRITN-W6}}{\text{Total number of outstanding shares of the Company}}$

¹ The calculation takes into consideration the Clause 10 of the Notification No. Tor Chor. 34/2551

T R I T O N

	$= \frac{2,225,071,032 + 800,000,000 + 1,440,000,000}{11,127,551,934}$ $= 40.13\%$
Offer method	<p>Offering and allocating to the existing shareholders who subscribe and receive the allocation of convertible bonds in proportion to the number of shares held by each shareholder (Right Offering). The Company will allocate to the shareholders who subscribe to convertible bonds in proportion to the number of shares held by each shareholder without charge (zero Baht) at a ratio of 1 unit of convertible bonds per 6,000 unit of Warrant No. 6 (TRITN-W6) However, those who exercise the right to purchase the Company's shares under the Warrant No. 6, it is not necessary to be the existing shareholders of the Company.</p>
Offering price per unit	0 Baht per unit (zero Baht)
Term of the warrant	1 year 6 months from the issuing date of the warrant
Date of issuing and offering of the warrant	Board of Directors and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or Chief Executive Officer Has the authority to determine the date of issuance and offering the warrants No. 6 within 1 year from the date of approval from the Extraordinary General Meeting of Shareholders No.1/2023.
Exercise ratio	1 unit of warrant per 1 ordinary share of the Company (may be changed after the adjustment conditions)
Exercise price	0.25 Baht, except for the adjustment of the exercise price However, in the event of an adjustment of the exercise price, the exercise price of the Warrant No. 6 per unit after adjustment of the exercise price under any circumstances will not be lower than the par value of the Company's ordinary shares.
Exercise period	The Warrant No. 6 holder can only exercise the warrants at the date of expiration that is 1 year 6 months from the issuing date of the warrant the Warrant No. 6 (TRITN-W6)
Exercise date	It can be exercised after 1 year 6months from the date of issuing and offering of the Warrant No. 6. In the event that the exercise date falls on the company's holiday, the exercise date shall be postponed to the last working day prior to such exercise date.
Period for notification of the intention to exercise the rights	The Warrant No. 6 holders who wish to exercise their rights to purchase the Company's ordinary shares must notify the intention to exercise the rights to purchase ordinary shares of the Company between 9.00-15.00 hours within the period of 15 business days prior to the exercise date (period for the notification of the intention to exercise the rights for the exercise of the rights).
Inability to cancel the notification of the intention to exercise the rights	Once the warrant holder has notified the intention to exercise the rights to purchase shares under the Warrant No. 6, the warrant holder may not cancel the notification of the intention to exercise such warrant without written consent letters from the Company.
Offering period	The offering will be completed within 1 Year from the date of the shareholders' extraordinary general meeting approves the issuing and offering of Warrant No. 6 by the Board of Directors and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or Chief Executive Officer assign to consider and set the conditions and further details.
Warrant registrar	Thailand Securities Depository Company Limited (TSD)
Secondary market of the warrant	The Company will list the Warrant No. 6 on the Stock Exchange of Thailand ("SET").
Secondary market of ordinary shares arising from the exercise of warrants	The Company will list the ordinary shares arising from the exercise of the Warrant No. 6 to be listed on the SET.

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Other rights and benefits	Ordinary shares issued under the exercise of the Warrant No. 6 will have the same rights and conditions as the Company's ordinary shares, which issued earlier in all respects.
Reasons for issuing additional new shares to accommodate the rights adjustment	<p>To protect the interests of the holders of the Warrant No. 6 not to be inferior than the previous one, the Company will adjust the exercise price and the exercise ratio in accordance with any events set out in Article 11 (4) (b) in accordance with the Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551 Re: Application for and Permission to Offer for Sale of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Support the Warrants dated December 15, 2008 (amendment) including;</p> <ol style="list-style-type: none"> 1. When there is a change in the par value of the Company's ordinary shares as a result of a stock merger or a share split 2. When the Company offers new shares at a low price. 3. When the Company offers convertible bonds at a low price or offering warrants to purchase shares at a low price. 4. When the Company pays all or part of the dividends to newly issued shares to the Company's shareholders. 5. When the Company pays dividends in money which exceeds 90.00 (ninety) percent of the net profit according to the Company's separate financial statements after income tax for operations in any accounting period, whether it is dividend payments from operating results or retained earnings of the Company's financial statements throughout the life of the warrant. 6. When there is any other case similar to No. 1. - 5. that causes any benefits to the warrant holder will be received when the exercise of the warrants is inferior. <p>The definition of the formula for the right adjustment as well as other additional details will be as stated in the rights terms. The Company will assign the Board of Directors to and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors or the Executive Committee or the Chief Executive Officer assign to determine the conditions and other details Involved in the adjustment or change of the exercise ratio and exercise price.</p>
Objectives of issuing of warrants and the benefits that the Company will derive from the allocation of this newly issued ordinary shares	To maintain liquidity and working capital of the company for the operations of the group of companies in projects that will arise from new business opportunities in the future, especially various mega projects of the government. which the company has sufficient capacity and potential to undertake construction work in order to operate the project, it is necessary to have sufficient funds to support the operation that will make the growth of the company in the future growth and to be able to support the expansion of the company's investment in various businesses such as real estate business, or asset management business, farm agribusiness. Including businesses that can help support existing businesses of the Company, etc. If the warrant holders exercise their rights to purchase ordinary shares of the Company. The company will receive additional funds in the total amount of 360,000,000 baht.
Benefits that the shareholders will receive from the capital increase	In the event that the Warrant holders exercise their rights to purchase the Company's newly issued ordinary shares according to the Warrant No. 6, the shareholders of the Company will receive benefits due to the Company. The fund received will be used in various projects of the Company in the future as appropriate and in line with the objectives of the issuance and allocation of Warrant No. 6 at this time.
Other conditions	The Board of Directors and/or the Executive Committee and/or Chief Executive Officer or a person that the Board of Directors

TRITON

	Executive Committee or the Chief Executive Officer assign to be the person who has the power to set and change the rules, conditions and various details in issuing and offering the Warrant No. 6 in all respects as it deems appropriate and under the jurisdiction stipulated by law such as the allocation and issuance date of the warrant No. 6, etc., including having the power to perform necessary and appropriate actions in connection with issuing of the warrant No. 6 in all respects. This includes, but is not limited to, contacting, preparing or delivering any necessary documents or relating to the issuance and offering of the Warrant No.6 and listing of the Warrant No.6 as listed securities on the SET, as well as requesting permission from other relevant agencies and the appointment of sub-power attorney etc.
Effects on shareholders	See the details in the attachment on the next page.

Notes: 1/ Low price based on the Notification of the Capital Market Supervisory Board No. Tor Chor. 34/2551
Re: Application for and Permission to Offer for Sale of Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Support the Warrants dated December 15, 2008 (amendment)

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Dilution Effects

Due to the issuance of warrants to shareholders who subscribe for convertible debentures in proportion to the number of shares held by each shareholder (Rights Offering: RO). Therefore, there is no impact on the shareholders at the date of issuance of the warrants on the assumption that Existing shareholders exercise their rights to purchase ordinary shares under the warrants in full. If the right to purchase shares under the Warrant No. 6 is exercised by a person other than the existing shareholder in full will affect the shareholders as follows.

1. Effects of control dilution and proportion of voting rights

In the event that the exercise of the Warrant No. 6 is not the original shareholders in full will have an impact on the profit sharing or voting rights of the existing shareholders (Control Dilution) from exercising such rights reduced, with details as follows.

Case 1: The Company has exercised the rights of the ordinary shares under the Warrants No. 1 in full

$$\begin{aligned} &= \frac{\text{Number of shares reserved for the number of Warrant No. 6}}{\text{Number of paid-up shares + Number of shares reserved for Warrant No. 6}} \\ &= \frac{1,440,000,000}{11,127,551,934 + 1,440,000,000} \\ &= 11.46\% \end{aligned}$$

Case 2: The Company has exercised the rights under the Warrants No. 6 including the conversion Condition of convertible bonds by not being the full number of existing shareholders. It will affect the reduction of the shareholding proportion of the existing shareholders' voting rights (Control Dilution) from the exercise of such rights decreased, details are as follows.

$$\begin{aligned} &= \frac{\text{Number of shares reserved for convertible bonds+} \\ &\quad \text{Number of shares reserved for the Warrant No. 6}}{\text{Number of paid-up shares +} \\ &\quad \text{Number of shares reserved for convertible bonds + Number of shares reserved for the Warrant No. 6}} \\ &= \frac{800,000,000 + 1,440,000,000}{11,127,551,934 + 800,000,000 + 1,440,000,000} \\ &= 16.76\% \end{aligned}$$

2. EPS Dilution

The effect on profit sharing (EPS Dilution) cannot be calculated because the Company has loss profit.

3. Price Dilution

There is no effect on the share price because the exercise price of the warrants to purchase shares of the Company is 0.25 baht per share, which is higher than the market price, the market price is equal to 0.18 baht per share (between December 7-28, 2022).

Capital Increase Report Form (F 53-4)
Triton Holding Public Company Limited
December 29, 2022

We, Triton Holding Public Company Limited (“the Company”), would like to report on the resolutions of the Board of Directors Meeting No. 12/2022 held on December 29, 2022 regarding the Company's registered capital increase and allotment of capital increase shares as follows:

1. Capital Decrease

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023 to consider and approve the reduction of the Company's registered capital in the amount of 32,000,000.00 Baht from the original registered capital of 1,367,306,232.10 Baht, divided into 13,352,622,966 ordinary shares with a par value of 0.10 Baht per share to 1,335,306,232.10 divided into 13,353,062,321 by deducting the unallocated shares from the issuance of Triton Holding Public Company Limited No. 4 (TRITN-W4) (Expired) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2018

2. Capital increase

The Board of Directors' meeting resolved to propose to the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023 to consider and approve the increase of the Company's registered capital from 1,335,306,232.10 Baht to 1,670,581,751.40 Baht by issuing 3,352,755,193 ordinary shares at a par value of 0.10 (ten Satang), totaling 335,275,519.30 Baht to support the issuance of 1,112,755,193 shares of newly issued ordinary shares under a general mandate to a specific person (Private Placement), the issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) in the amount of 1,440,000,000 shares by increasing capital in the following manner:

Capital Increase	Share Type	Number of Shares	Face Value (Baht per Share)	Total Value (Baht)
<input checked="" type="checkbox"/> General Mandate	Common shares	1,112,755,193	0.10	111,275,519.3
	Preferred shares	-	-	0
<input checked="" type="checkbox"/> Form for specifying the purpose of using funds	Common shares	2,240,000,000	0.10	224,000,000.0
	Preferred shares	-	-	0

3. Allocation of newly issued shares

3.1 General Mandate

Allocated To	Securities Type	Number of Shares	Percent of Paid-Up Capital ¹	Note
Private placement	Common shares	1,112,755,193	10.00	Please consider note no. 2)
	Preferred shares	-	-	

1/ Percent of paid-up capital as of the date the Board of Directors resolved to approve a general capital increase (General Mandate)

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3.2 Form for specifying the purpose of using funds

Allocated To	Number of Shares	Ratio (Original: New)	Selling Price (Baht per Share)	Date and Time of Subscription and Payment for Shares	Note
To support the conversion of convertible debentures	800,000,00 shares	46,365 original shares:1 unit of convertible debenture	Shareholders will purchase convertible debentures at the price of 1,000 Baht per unit	The Board of Directors will determine in the future	Please consider note no. 3) and 5) – 6)
To support the issuance and offering of warrants to purchase ordinary shares of the Company No. 2 (TRITN-W6)	1,440,000,000 shares	1 unit of convertible debenture: 6,000 units of warrant	Shareholders will receive warrants free of charge (zero Baht) when subscribe and being allocated the convertible debentures offered to existing shareholders in proportion to the number of shares held by each shareholder (Rights Offering: RO)	After being approved by the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023 offering to be completed within 12 months from the date of approval from the Shareholders' meeting	Please consider note no. 4) – 6)

Notes:

The Board of Directors Meeting No. 12/2022 held on December 29, 2022 resolved to propose to the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023, which will be held on February 7, 2023 for consideration and approval of the following:

- 1) Approval of the reduction of the Company's registered capital in the amount of 32,000,000.00 Baht from the original registered capital of 1,367,306,232.10 Baht, divided into 13,673,062,321 ordinary shares with a par value of 0.10 Baht per share to the new registered capital of 1,335,306,232.10 Baht, divided into 13,353,062,321 ordinary shares with a par value of 0.10 Baht per share by deducting the unallocated shares from the issuance of Triton Holding Public Company Limited No. 4 (TRITN-W4) (Expired) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital by having the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar
- 2) Approval of the capital increase through a general mandate, totaling not more than 1,112,755,193 shares with a par value of 0.10 Baht per share. The total amount does not exceed 111,275,519.30 Baht (or equivalent to 10 percent of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 12/2022, held on December 29, 2022) to be offered to a specific investor (Private Placement) that must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person). When determining the offering price of newly issued shares to the private placement, it must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for at least 7 consecutive business days, but not more than 15 consecutive business days prior to the date of fixing the offering price and may specify a discount of not more than 10 percent of the said price; or (b) a price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company

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(according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 on Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (including any amendments)).

In this regard, the Board of Directors to be given the following authorities:

- (1) Consider offering the newly issued ordinary shares one time or several times, provided that the allocation of the newly issued ordinary shares to be offered to a specific person in a Private Placement, the additional paid-up capital shall not exceed the percentage of 10 of the Company's paid-up capital or 1,112,755,193 shares as of the date the Board of Directors resolved to increase the capital. It must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person). When determining the offering price of newly issued shares to the private placement, it must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices:
 - (a) the weighted average price of the stocks in the Stock Exchange of Thailand for the past 7 consecutive business days but not more than 15 consecutive business days prior to the date of the offering price and the discount may not be more than 10 percent of the said price, or
 - (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company (according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 2558 on Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (including any amendments)).
 - (2) Set objectives, offering date and time, offering price, including details and conditions related to the allocation of newly issued ordinary shares which must not be allocated to connected persons according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 on the rules for making connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions in 2003 in respect of the Private Placement Offering.
 - (3) Negotiate, agree, and sign relevant documents and contracts and take any other necessary and appropriate actions in connection with the issuance and offering of new ordinary shares including assigning to the top management or the person assigned by the Board of Directors has the authority to perform the abovementioned actions. In this regard, the allocation of such newly issued ordinary shares must be completed within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest.
- 3) Approve the issuance and offering of newly issued convertible debentures of the Company and granting the right to convert into the Company's ordinary shares with the total amount does not exceed 240,000 units, offering price 1,000 Baht per 1 share of convertible debentures. The total offering value does not exceed 240,000,000.00 Baht to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) (“**Convertible bond offered to existing shareholders**”). In this regard, other important details and conditions of convertible debentures which appears in the summary of important details of the convertible debentures (**Enclosure 2**) where the Company will use the proceeds from the issuance and offering of convertible debentures for be working capital for construction business and cash flow management for subsidiaries not exceeding 240,000,000 Baht. In this regard, the aforementioned convertible bonds of not more than 240,000 units shall be allocated to the existing shareholders of the Company who are entitled to be allocated in proportion to their respective shareholdings (RO) at the allocation ratio of 46,365 existing shares per 1 share of convertible debentures If there is a fraction from the calculation, cut fraction off in all cases. Any shareholder of the Company who holds less than 46,365 shares will not have the right to subscribe to the convertible debentures according to their rights (but can subscribe in excess of their rights) and existing shareholders who are entitled to allotment can subscribe for convertible debentures according to their rights, less than the right or exceed their rights, or waive their right not to subscribe for convertible bonds offered for sale at this time. The Company will allocate the convertible debentures to the shareholders who have subscribed according to their right to

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complete beforehand. If there are convertible debentures remaining from the allocation, the Company will allocate the remaining convertible bonds to the shareholders who subscribe and pay for the convertible bonds in excess of their rights (until there are no convertible bonds left to be allocated) in accordance with the following rules:

- (1) In the event that the number of convertible bonds that the existing shareholders subscribe for more than their right is greater than the remaining amount of the convertible bonds, the remaining convertible bonds shall be allocated among the existing shareholders who have subscribed in excess of their rights according to the shareholding proportion of each shareholder who oversubscribes and allocating such convertible bonds shall continue until there are no convertible bonds left to allocate.
- (2) In the event that the number of convertible bonds that the existing shareholders subscribe for more than their right is less than the remaining amount of the convertible bonds. Allocate the remaining convertible bonds to all existing shareholders who have oversubscribed and paid for all convertible bonds.

In this regard, it is proposed to the Board of Directors' meeting to determine the date for determining the list of shareholders entitled to subscribe for the convertible bonds (Record Date) in order to determine the rights of shareholders having the right to subscribe to this convertible bonds of the Company. The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors, and/or the Executive Committee, and/or the Chief Executive Officer, or any person to the Board of Directors, or the Executive Committee, or the Chief Executive Officer to have the power to determine details, amend or take any action as necessary and in connection with the issuance and offering of convertible debentures in accordance with the law. This includes, but is not limited to, the following authorities:

- (1) Determine or amend the details, methods, and other conditions related to the issuance and offering of convertible bonds as appropriate, either a one-time or multiple issuances. This includes, but is not limited to, the terms and conditions of the convertible bonds, date of issue of convertible debentures par value of convertible bonds, offering price, number of common shares to support the conversion of convertible bonds, interest rate, calculation and payment method of interest, conversion price, conversion rate, conversion period, redemption price, redemption period, expiration date of conversion, how to allocate convertible bonds or determine the events that the Company must issue additional new shares to accommodate the change in the exercise of convertible rights Conditions for the adjustment of the right to convert.
 - (2) Negotiate, agree, enter into, amend, add, sign contract, request for permission, request for waiver, evidence, disclosure, sales report, and other documents necessary and relevant to the offering and allocating convertible bonds and the allocation of the newly issued ordinary shares to support the exercise of convertible debenture holders. This includes correspondence, filings, amendments, additions, signing of licenses, waivers, evidence, disclosures, sales reports and various documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, government agencies, and/or agencies related to the issuance and offering of convertible debentures, listing of the newly issued ordinary shares from the exercise of convertible rights to be listed on the SET.
 - (3) Authorize any person as a sub-authorization to perform and carry out the above-mentioned actions on behalf of the Company; and
 - (4) Perform any other necessary and appropriate actions related to the issuance, offering and allocating the convertible bonds in order for the above-mentioned actions to be accomplished.
- 4) Approve the issuance and offering of warrants to purchase ordinary shares of the Company No.6 (“**TRITN-W6**”) in the amount not exceeding 1,440,000,000 units (or equivalent to 12.94 of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 12/ 2022 held on December 29, 2022) to the existing shareholders of the Company who have subscribed and allocated convertible bonds condition in proportion to their shareholding (Rights Offering: RO) with free of charge (Zero Baht) at the ratio of 1 unit of convertible debentures per 6,000 units of TRITN-W6. The warrants are valid for 1 year 6 months from the date of issuance that has an exercise ratio of 1 unit warrant per 1 common share and has an exercise price of 0.25 Baht per share (except in the case of adjustment of the exercise price). In this regard, the brief description of TRITN-W6 is in the summary of the preliminary details of the warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 6 (TRITN-W6) to be issued and proposed. Sold to

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the existing shareholders of the Company who subscribed and allocated convertible debentures in proportion to their shareholding and impact on shareholders (**Enclosure 3**).

In this regard, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or any person to the Board of Directors or the Executive Committee or Chief Executive Officer assigned to have the authority to set and change the rules, conditions, and details for the issuance and offering of Warrants No. 6 (TRITN-W6) in all respects as it deems appropriate and under the jurisdiction prescribed by law such as the allocation and issuance of the Warrants No. 6 (TRITN-W6), etc. That includes the power to perform various actions necessary and appropriate in connection with the issuance of the Warrants No. 6 (TRITN-W6) in all respects which includes but is not limited to communicating with, making, signing, certifying, endorsing, and/or delivering any documents necessary or related to the issuance and offering of Warrants No. 6 (TRITN-W6) and the listing of the Warrants No. 6 (TRITN-W6) as listed securities on the Stock Exchange of Thailand as well as requesting permission from relevant agencies and the appointment of a sub-appointee, etc.

- 5) Approve the increase of the Company's registered capital in the amount of 335,275,519.30 Baht from the original registered capital amount 1,335,306,232.10 Baht divided into 13,353,062,321 ordinary shares with a par value of 0.10 Baht per share; the registered capital amount 1,670,581,751.40 Baht divided into ordinary shares 16,705,817,514 shares with a par value of 0.10 Baht per share. By issuing new ordinary shares 3,352,755,193 shares with a par value of 1.00 Baht per share to support the issuance of 1,112,755,193 shares of newly issued ordinary shares under a general mandate (Private Placement). The issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) amounting to 1,440,000,000 shares
- 6) Approve the allocation of 3,352,755,193 shares with a par value of 0.10 Baht per share to support the issuance of newly issued ordinary shares through a general mandate to a specific person (Private Placement), issuance of convertible debentures, and issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) with the following details:
 - 6.1) Allocation of newly issued ordinary shares of the Company under a general mandate, totaling not more than 1,112,755,193 shares with a par value of 0.10 Baht per share. The total amount does not exceed 111,275,519.30 Baht (or equivalent to 10 percent of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 12/2022, held on December 29, 2022) to offer for sale to a specific person (Private Placement), which must not be an offer for sale at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a person in a limited circle) and in determining the offering price of newly issued shares to private placement. It must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for the past 7 consecutive business days, but not more than 15 consecutive business days prior to the date of the offering price of shares and a discount of not more than 10 percent may be determined; or (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company. (According to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. (including any amendments)).
 - 6.2) Allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures, the total amount does not exceed 800,000,000 shares with a par value of 0.10 Baht per share, equivalent to convertible bonds totaling not more than 240,000 units with offering price 1,000 Baht per 1 unit of convertible bonds. The total offering value does not exceed 240,000,000.00 Baht to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO). The conversion ratio is determined to be equal to 1 unit of convertible bonds per [par value of convertible bonds (Face Value) divided by convertible exercise price] common shares (if there is a fraction, discard in all cases). The exercise price is 90 percent of the market price. The market price is calculated from the weighted average price of the Company's shares in the SET for the past 15 consecutive business days prior to the first day of the period for notifying the intention to exercise the right to convert in each time. The weighted average price of is calculated from the volume weighted closing price on each consecutive trading day ("**Floating Conversion Price**"), provided that the conversion price must not be less than 0.30 baht per share ("**Minimum Exercise**

Price”), the minimum conversion price is subject to change as a result of the conversion price adjustment in accordance with the conditions that will be further set forth in the terms of rights.

- 6.3) Allocation of newly issued ordinary shares to support the issuance and offering of warrants to purchase the Company's ordinary shares No. 6 (TRITN-W6), totaling not more than 1,440,000,000 shares, with a par value of 1.00 Baht per share (or equivalent to 12.94% of the Company's paid-up capital as of the Board of Directors Meeting No. 12/2022, held on December 29, 2022) to shareholders who subscribe for convertible debentures in proportion to their shareholding (Rights Offering: RO) free of charge (zero Baht) in the ratio of 1 unit of convertible debentures per 6,000 units of warrant No. 6 (TRITN-W6), equivalent to not more than 1,440,000 shares.

2.2.1 Actions of the company in the case of fractional shares

In the case of a fraction of a share, all fractions of shares shall be rounded down in all cases.

3 Determine the date of the general meeting of shareholders for approval of the capital increase and the allocation of new shares

Determine the date of the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023 on February 7, 2023 at 14:00 by means of organizing meetings via electronic media (E-EGM) according to the Royal Decree on Electronic Meetings 2020, laws and other relevant regulations by

- Determine the date of closing of the registration to suspend the transfer of shares for the right to attend the shareholders' meeting from until the said shareholders' meeting is completed.
- Determine the list of shareholders who have the right to attend the Meeting of Shareholders (Record Date) on January 12, 2023.

4 Approval for capital increase/allotment of new shares to relevant government agencies and conditions for applying for permission (if any)

4.1. Request for approval from the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023 .

4.1. The company will register the capital reduction/capital increase, amendment of the Memorandum of Association to the Department of Business, Development Ministry of Commerce within 14 days from the date that the general meeting of shareholders has approved the capital reduction/increasing registered capital and proceed to register the change of paid-up capital within 14 days from the date of receipt of payment for shares in full.

4.2. The Company will apply for an approval from the Stock Exchange of Thailand to accept newly issued ordinary shares as listed securities.

5 Objectives of the capital increase and the use of additional funds

The objective of the overall capital increase is to use as a reserve fund for the Company's future project expansion and/or current projects as well as used to support the operations of subsidiaries and/or loan repayment including investment to expand the existing business or new business. The Company has allocated the said capital increase to be used for various purposes in the following proportions:

- To be used as working capital for construction project management and business cash flow management in the amount not exceeding 36% of total capital increase.
- To support the operations of the subsidiaries in the amount not exceeding 27% of the total capital increase.
- To be used as loan repayment in the amount not exceeding 30% of the total capital increase.
- To be used as the investment for expanding existing businesses or new business in the amount not exceeding 7% of the total capital increase

Therefore, the company would like to summarize the objectives of the capital increase classified by type of capital increase as follows:

5.1 Capital increase by General Mandate to offer for sale to a specific person (Private Placement)

5.2 Capital increase from the issuance of convertible debentures to the existing shareholders of the Company

5.3 Capital increase from the issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) to shareholders who subscribe for convertible debentures offered to existing shareholders in proportion

6 Benefits that the company will receive from the capital increase/ allotment of capital increase shares

6.1 Benefit from the capital increase through a General Mandate will enhance financial liquidity, as well as to strengthen the company's capital base to support the expansion of the main business and/or businesses related to the Company's core business, which has a positive effect on the company's long-term growth.

6.2 Benefits from the capital increase to support the issuance of convertible debentures

To strengthen the Company's financial position for business expansion which will be able to generate operating income that will enhance Company's capability to pay dividend to shareholders in the future, if the Company is profitable as expected

6.3 Benefits from the capital increase to support the issuance and offering of warrants

To make the Company ready and to strengthen its financial strength for various businesses of the Company in the future, as appropriate

7 Benefits that shareholders will receive from the capital increase/ allotment of capital increase shares

7.1 Benefits from the capital increase to support the issuance of convertible debentures for the Company's shareholders will be able to invest in debt securities that have the opportunity to convert into ordinary shares of the Company in the future. Convertible bondholders will receive the same protection as the Company's ordinary creditors and will receive interest as stipulated in the terms and conditions; and when the convertible debenture holder deems appropriate and/or meets the conditions stipulated in the terms and conditions, such convertible debentures will be converted into ordinary shares of the Company, according to the specified proportions, allowing the shareholders of the Company to have the opportunity to profit from the share price difference in the future.

7.2 Benefits from the capital increase to support the issuance and offering of warrants

- Warrant holders benefit from the exercise of rights to purchase the Company's newly issued ordinary shares, according to the warrants No. 6. If the exercise price is lower than the Company's share price traded on the stock exchange, this will enable shareholders to exercise their right to purchase the Company's ordinary shares at a price lower than the market price.
- The company has a policy to pay dividends each year at a rate of not less than 50 percent of the net profit according to the consolidated financial statements, after deduction of corporate income tax and other types of all legal reserves (with additional conditions). If the shareholders who are allocated warrants to purchase ordinary shares and after exercise their rights to purchase ordinary shares, they will have the right to receive dividends like the shareholders of the company in all respects.
- The company will list the warrants on the Stock Exchange of Thailand. Therefore, the shareholders who are allocated the Warrants No. 6 will be able to trade the warrants on the SET.

8 Other details necessary for the shareholders to use in making decision of approval of the capital increase/allotment of new shares

- Capital increase and allocation of newly issued ordinary shares to support the exercise of the warrants offered to the existing shareholders of the Company will have an impact on the shareholders of the company, details are as per attachments 3 (under the topic of Dilution Effect) of the report on the resolutions of the Board of Directors No. 12/2022
- Shareholders will be allocated convertible debentures in the ratio of 46,365 original shares per 1 unit of convertible debenture. If there is a fraction from the calculation, it must be eliminated in all cases. Any shareholder of the Company who holds shares less than 46,365 shares will not have the right to subscribe to the convertible debentures according to their rights (but can subscribe for more than their rights).

9 Opinion of the Board of Directors

9.1 Rationale and necessity of the capital increase

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The Board of Directors is of the opinion that the Company is necessary to increase the registered capital of ordinary shares to support the issuance of newly issued ordinary shares through a General Mandate to a specific person (Private Placement), the exercise of convertible debentures including the exercise of rights under the Warrant No. 6 (TRITN-W6) to be allocated to the existing shareholders of the Company who subscribed and received the allocation of convertible debentures issued and offered to the existing shareholders in proportion shareholding (Rights Offering: RO) free of charge (zero Baht) because the Company plans to use the fund received from the offering of shares for the purpose specified in Section 5.

In addition, if considering various methods of offering shares, the Board of Directors has considered and opined that the issuance of newly issued ordinary shares through a General Mandate to a specific person (Private Placement), including the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (RO) is an appropriate fundraising approach and is in accordance with the objectives of this capital increase which will allow the company to receive capital in a short period of time. In addition, the issuance and offering to the existing shareholders in proportion to their existing shareholding is the right to the Company's shareholders to subscribe for convertible debentures, including the exercise of rights under the Warrant No.6 and have the right to receive returns from the Company's operating results in the future.

9.2 Possibility of plans to use the funds from the offering

The Company expects to proceed with the issuance and offering of convertible debentures to existing shareholders on a pro-rata basis (RO) to be completed within the year 2024* in which the company will use the fund received from the capital increase to use for the purpose according to the details mentioned in item 5 above.

Note: *the period for which the company will receive the fund may change according to the time of the subscription date, which will be determined after the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023.

9.3 Reasonableness of the capital increase, plan to use the proceeds from the offering and the sufficiency of funding sources

The Board of Directors is of the opinion that the issuance of newly issued ordinary shares through a General Mandate to specific investors (Private Placement), and the exercise of convertible debentures to the existing shareholders of the company who are entitled to be allocated according to their shareholding proportions (RO), including the exercise of rights under the Warrant No. 6 (TRITN-W6) to allocate to those who subscribe and are allocated convertible debentures this time are reasonable and in the best interest of the Company and all shareholders because the company plans to use the fund raised from this fundraising for the purpose specified in the details mentioned in Article 5.

In this regard, the issuance of newly issued ordinary shares to support the conversion of the debentures in the event that the company issuing and offering for sale is fully subscribed, the company will be able to raise funds in the amount of approximately 240,000,000.00 Baht, which the company plans to use as working capital for the construction business and cash flow management for subsidiaries and supports the exercise of the Warrants No. 6 (TRITN-W6). In the event that the shareholders who have the right to purchase newly issued ordinary shares under the Warrant No. 6 (TRITN-W6) was fully exercised, the company will be able to raise funds in the amount of approximately 360,000,000.00 Baht, which the company plans to use the capital To maintain liquidity and working capital of the company for the operations of the group of companies in projects that will arise from new business opportunities in the future, especially various mega projects of the government. which the company has sufficient capacity and potential to undertake construction work in order to operate the project, it is necessary to have sufficient funds to support the operation that will make the growth of the company in the future growth and to be able to support the expansion of the company's investment in various businesses such as real estate business, or asset management business, farm agribusiness. Including businesses that can help support existing businesses of the Company, etc.

9.4 Expected impact on the Company’s business operations, financial position and performance of the company

The Board of Directors is of the opinion that the issuance and offering of convertible debentures to shareholders in proportion, (RO) to support the exercise of convertible debentures, and the exercise of the Warrants No. 6 (TRITN-W6) allocated to those who subscribed and received convertible debentures allotted on that occasion as the implementation of the company's funding source plan. This will enable the company to use the proceeds from the capital increase for the purpose according to the details mentioned in item 5 above. The actions mentioned above will be beneficial for the Company's business operations and it is beneficial to the company in enhancing the stability of the cash flow and financial position of the company. It also helps to strengthen the financial liquidity of the company. In this regard, the capital increase from the issuance and offering of newly issued shares will result in a better overall financial status of the company. This will result in the company having a stable financial position.

10 Board of Directors' testimonials regarding the capital increase

In the event that the company's directors fail to perform duties in accordance with the law, objectives, regulations of the Company, as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company, in matters relating to the capital increase, by doing or refraining from doing any act that does not perform such duty and causing damage to the company, the company can claim compensation from such director. However, if the company does not claim such compensation, shareholders who hold a total of not less than 5 percent of the total issued shares may notify the Company to make a claim; and if the company does not act according to the shareholders' notification, such shareholders are able to sue for damages from the said director on behalf of the company under Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments). In addition, if any action or omission of the director which is a failure to perform duties in accordance with the law, objectives, articles of association as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the company, in matters relating to the capital increase, which causes the directors, executives or related persons to gain unlawful benefits, the Company may sue the directors to be responsible for returning such benefits to the company. Shareholders who hold shares and have voting rights of not less than 5 percent of the total number of voting rights of the company will notify the company to do so. If the company does not take action as informed by the shareholder within 1 month from the date of receiving the notification, such shareholders can exercise the right to sue to recover benefits from such directors on behalf of the company in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments thereto).

11. Timetable of action in case of the Board of Directors' resolution to increase capital / allotment of new shares

No.	Actions	Date Month Year
1.	Board of Directors Meeting No. 12/2022	29 December 2022
2.	Date for determining the names of shareholders who are entitled to attend the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023	12 January 2023
3.	Date the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023 to request approval on various related matters	7 February 2023
4.	Execute the registration of capital reduction, capital increase and registration of amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from date of approval from the Extraordinary General Meeting (EGM) of Shareholders No.1/ 2023
5.	Date for determining the names of shareholders who have the right to subscribe for convertible debentures	Board of Directors will determine later
6.	Subscription date for convertible debentures and allotment of capital increase shares to support the exercise of convertible rights	Board of Directors will determine later

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No.	Actions	Date Month Year
7.	Registration of the change of paid-up capital with the Department of Business Development, Ministry of Commerce	Within 14 days from the date the company receives the payment for the newly issued ordinary shares

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

Best regards,



(Miss Louise Taechaubol, Mr. Worapong Woottipruk)
Authorized Director

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Enclosure 5

Proxy (Form A)

Written at.....

Date..... Month Year

I/WE..... Nationality..... Residing at
..... as a shareholder of Triton Holding
Public Company Limited, holding the total amount of shares and have the right to vote
equal to votes as follows:

Ordinary share shares and have the right to vote equal to votes
Hereby appoint

(A) Name..... Age..... years
Residing at No.....
..... or

(B) Name..... Age..... years
Residing at No.....
..... or

(C) Name..... Age..... years
Residing at No.....
.....

As my/our proxy to attend and vote on my/our behalf at Extraordinary General Meeting of the Shareholders
No.1/2023 on February 7, 2023, at 2.00 p.m., at via electronic meeting (E-EGM) or at any adjournment thereof
to any other date, time and venue.

Any actions undertaken by the proxy in the meeting shall be deemed as being done by me/us in all respects.

Signed..... Grantor
(.....)

Signed..... Proxy
(.....)

Remarks: The shareholder assigning a Proxy must authorize only one proxy to attend and vote at the meeting
and shall not allocate its number of shares to several proxies to vote separately

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Proxy (Form B)

Written at.....

Date..... Month Year

I/WE..... Nationality..... Residing at
..... as a shareholder of Triton Holding
Public Company Limited, holding the total amount of shares and have the right to vote
equal to votes as follows:

Ordinary share shares and have the right to vote equal to votes
Hereby appoint

(A) Name Gen.Lertrat Ratanavanich Age 75 years
Residing at No. 60, Soi Praditmanutham 19, Praditmanutham Road, Latphrao Sub-district, Latphrao
District, Bangkok 10230.....or

(B) Name Mr. Natdanai Indrasuksri Age 67 years
Residing at No. 60, Soi Praditmanutham 19, Praditmanutham Road, Latphrao Sub-district, Latphrao
District, Bangkok 10230.....or

(C) Name..... Age..... years
Residing at No.....
.....

As my/our proxy to attend and vote on my/our behalf at Extraordinary General Meeting of the Shareholders
No.1/2023 on February 7, 2023, at 2.00 p.m., at via electronic meeting (E-EGM) or at any adjournment thereof to
any other date, time and venue.

I/We appoint my proxy to cast votes according to my intention in the following manner:

- (A) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
 (B) The Proxy must cast the votes in accordance with my/our following instruction:

Agenda item 1 To certify the Minutes of the 2022 Annual General Meeting of Shareholders held on April 28, 2022
 (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 (B) The Proxy must cast its vote in accordance with my/our following instruction:
 Agree Disagree Abstain

Agenda item 2 To consider and approve the reduction of the registered capital of the Company and the
amendment of the Clause 4 of the Memorandum of Association to reflect the reduction of
the registered capital
 (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 (B) The Proxy must cast its vote in accordance with my/our following instruction:
 Agree Disagree Abstain

Agenda item 3 To consider and approve the capital increase under a general mandate, totaling not more than
1,112,755,193 shares with a par value of 0.10 Baht per share to a specific investor (Private
Placement) that must not be an offering of shares at a low price
 (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 (B) The Proxy must cast its vote in accordance with my/our following instruction:
 Agree Disagree Abstain

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- Agenda item 4 To consider and approve the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) in the amount not exceeding 240,000,000 Baht
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain
- Agenda item 5 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (“TRITN-W6”) in the amount not exceeding 1,440,000,000 units to the existing shareholders of the Company who have subscribed and allocated convertible bonds in proportion to their shareholding (Rights Offering: RO)
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain
- Agenda item 6 To consider and approve the increase of the registered capital of the Company and the amendment of the Clause 4 of the Memorandum of Association to reflect the increase of the registered capital
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain
- Agenda item 7 To consider and approve the allocation of the Company's newly issued ordinary shares
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain
- Agenda item 8 To consider and approve the Company's debentures issuance and offering in the amount of 2,000 million Baht
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain
- Agenda item 9 To consider other business. (if any)
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain

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Casting of a vote by my/our Proxy for any agenda item which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

If I/We have not indicated my/our vote for any agenda item, or if the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as it deems appropriate.

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

Signed..... Grantor
(.....)

Signed..... Proxy
(.....)

Remarks:

1. The shareholder assigning a Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate its number of shares to several proxies to vote separately.
2. A shareholder can only assign its votes to its proxy equal to the number of the shareholder's shares as specified in this Proxy Form and cannot assign its votes partially or less than the number of shares specified herein.
3. In case there are agenda items other than in the agenda specified above, an additional statement can be given by the Shareholder in the Regular Continued Proxy Form B as enclosed.

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Continued Proxy Form B Authorization on Behalf of a Shareholder of Triton Holding Public Company Limited

Extraordinary General Meeting of the Shareholders No.1/2023 on February 7, 2023, at 2.00 p.m., at via electronic meeting (E-EGM) or at any adjournment thereof to any other date, time and venue.

Agenda item Re.
 (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 (B) The Proxy must cast its vote in accordance with my/our following instruction:
 Agree Disagree Abstain

Agenda item Re.
 (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 (B) The Proxy must cast its vote in accordance with my/our following instruction:
 Agree Disagree Abstain

Agenda item Re.
 (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 (B) The Proxy must cast its vote in accordance with my/our following instruction:
 Agree Disagree Abstain

Agenda item Re.
 (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 (B) The Proxy must cast its vote in accordance with my/our following instruction:
 Agree Disagree Abstain

I certify that the details in this Continued Proxy Form B are true and accurate in all respects.

Signed..... Grantor
(.....)

Signed..... Proxy
(.....)

Information of independent directors (the proxies from the shareholders)



Name: Mr. Natdanai Indrasukhsri Age: 67 Nationality: Thai
 Current Position: Director and Chairman of the Audit Committee, Triton Holding Public Company Limited
 Highest Education: Master in Business, Southern New Hampshire University, the United States of America
 IOD Training: Director Certification Program (DCP) 92/2007
 Advanced Audit Committee Program (AACP) 16/2014

Current Position:	2017 - Present	Director and Chairman of the Audit Committee, Triton Holding Plc
Working Experience:	2014 - 2018	Director and Executive Committee, Siam City Insurance Plc.
	2014 - 2018	Independent Director, Audit Committee, Nomination Committee, And Compensation Committee, The Post Publishing Plc
	2003 - 2014	Chief Executive Officer and President, Siam City Insurance Plc.
	2003 - 2014	Director, Road Accident Victims Protection Company Limited
	2010 - 2011	Director, Executive Director, and Chairman of Relationship Management, Thai Credit Guarantee Corporation (TCG)
	2001 - 2011	Vice President, Thai General Insurance Association
	2007 - 2010	Chairman of the Board of Directors, Thai General Insurance Association
	2006 - 2010	Director and Executive Director, T.I.I. Company Limited (Thailand Insurance Institute)

No. of Year being a director: 6 years

No. of shares held: -None-

Directorship in other listed companies: Director and Audit Committee, FWD General Insurance Public Company Limited

Board's meeting attendance 2022: 12/12

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Information of independent directors (the proxies from the shareholders)



Name:	General Lertrat Ratanavanich	Age: 75 Years	Nationality: Thai
Position:	Chairman of the Board of Directors and Independent Director, Triton Holding Plc.		
Education:	<ul style="list-style-type: none"> - Honorary Doctor of Arts (Development Administration), Maejo University - Honorary Doctor of Philosophy, (Sustainable Energy and Environmental Technology Management), Rajamangala University of Rattanakosin - Honorary Doctor of Arts (General) in Public Administration, Eastern Asia University 		
IOD Training:	<ul style="list-style-type: none"> - Cert. in Director Certification Program (DCP) 30/2003 - Cert. in the Role of Chairman Program (RCP) 1/2000 - Cert. in Financial for Non-Financial Director (FND) 1/2003 - Cert. in The Role of the Compensation Committee (RCC) 13/2011 - Cert. in Financial for Statements for Director (FSD) 13/2011 - Cert. in the Role of Chairman Program (RCP) 28/2012 		
Current Position:	2019 – Present	Member of the Thai Senate	
	2016 – Present	Chairman of the Board of Directors and Independent Director, Triton Holding Plc.	
	2013 – Present	Director, MFC Asset Management Plc.	
	2006 – Present	Honorary Vice President of Athletic Association, Thailand Patron His Majesty the King	
Work Experience:	2015 – 2017	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives	
	2012 – 2017	Chairman of the Executive Director, Thailand Professional Qualification Institute (Public Organization)	
	2013 – 2016	Chairman of the Board of Directors, G J Steel Plc.	
	2013 – 2016	Chairman of the Board of Directors, G Steel Plc.	
	2013 – 2015	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives	
	2013 – 2015	Advisory commissioners and announcer, The Constitution Drafting Committee, The Secretariat of The House of Representatives	
	2013 – 2015	Chairman of the Board of Directors, Wind Energy Holding Plc.	
	2011 – 2013	Director, PTT Exploration and Production Plc.	
No. of Year being a director:	6 years		
No. of shares held:	-None-		
Directorship in other listed companies:	MFC Asset Management Public Company Limited		
Attending the meeting in Board 2022	12/12		

**Articles of Association of the Company concerning Meeting of Shareholders
Meeting of Shareholders, Proxy, and Voting right during the Meeting of Shareholders**

- Article 32** The Company will hold the meeting of shareholders at a location around which its head office is situated or in an adjacent province or at any location as deemed appropriate by the Board.
- Article 33** There should be at least one meeting of shareholders per year, such meeting will be referred to as “General Meeting”. Such General Meeting shall be arranged within four (4) months from the last day of the fiscal year of the Company.
The Board of Directors may summon an extraordinary meeting of shareholders whenever the board thinks appropriate. Shareholders holding shares altogether at not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give express reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.
- Article 34** In summoning for a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be presented to the meeting together with reasonable details and clear indication whether each matter will be for acknowledgement, for approval or for consideration as well as provide the relevant Board’s opinion. The mentioned notice shall be delivered to the shareholders and the Registrar for reference not less than 7 days prior to the meeting.
In addition, the notice of the meeting shall also be announced in a newspaper for at least three consecutive days prior to the meeting.
- Article 35** The meeting of shareholders must be attended by not less than 25 shareholders or proxies (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.
At any meeting of shareholders, if after one hour from the scheduled meeting time, the number of shareholders present is still not enough to form a quorum as required, if such meeting was requested by shareholders, such meeting shall be revoked. If such meeting was not called for by shareholders, the meeting shall be rescheduled and in this case, notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting and no quorum is required in such meeting.
- Article 36** At a meeting of shareholders, a shareholder may appoint any person to attend the meeting and vote on his/her behalf. The authorization must be in written document dated and signed by the grantor and must be done according to the form prescribed by the Registrar and must contain at least the followings:
 (1) Number of shares the grantor holds
 (2) Name of the proxy
 (3) The meeting number for which the proxy is authorized to attend and vote.
 The proxy form must be submitted to Chairman of the Board or other person designated by the Board at the meeting place before the proxy attending the meeting.
- Article 37** If the Meeting is not able to consider all the agendas specified in the notice of the meeting or is not able to consider all matters proposed by shareholders holding at least one-third of total shares sold and thus, meeting adjournment is necessary then, the meeting shall set up the place, date and time for the next meeting. The Board has to send the meeting invitation letter indicating the place, date, time and meeting agenda to shareholders at least 7 days prior to the meeting date. In addition, the notice of the meeting shall be announced in a newspaper for at least three consecutive days prior to the meeting.
- Article 38** Chairman of Board of Directors shall act as the chair of the meeting of shareholders. If Chairman of the Board is not present at the meeting or is unable to perform his/her function, then, Vice

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Chairman of the Board (if available) shall act as the meeting chairman, if Vice Chairman is not present or is present but not able to perform the function, then the attending shareholders shall elect one of the shareholders to act as the meeting chair.

- Article 39** In the meeting of shareholders, every shareholder shall have one vote per share. In an event where a shareholder has special conflict of interest in any matter, such shareholder may not cast the vote on that particular matter except for voting for election of directors. The resolution or approval of any matter at the meeting of shareholders shall be supported by the majority vote of shareholders who attend the meeting and have the right to vote except for the following cases which require the support of at least three-fourths of the total votes of shareholders who are present at the meeting and entitled to vote:
- (A) The sale or transfer of the business of the Company, whether in whole or any substantial part to any person
 - (B) The purchase or acceptance of the transfer of ownership of any limited company or any public limited company
 - (C) The making, amendment or termination of any contract to lease the business of the Company whether in whole or in a substantial part, the entrusting of any person to conduct the business of the Company, or the merger of its business with the business of any other person for the purpose of sharing its profit and losses.
- Article 40** Activities that should be conducted by the annual general meeting include:
- (1) Consider reports from the Board regarding Company's operational performance of the past year
 - (2) Consider and approve balance sheets
 - (3) Consider allotment of earnings
 - (4) Elect directors to replace directors who retire by rotation
 - (5) Appoint Company's auditors
 - (6) Other activities
- Article 41** The Company may increase its capital from the registered by issuing new shares to increase its capital in accordance with the resolution of the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having right to vote.
- Article 42** Newly issued shares in the capital increase may be offered for sale in whole or in part and will be offered to the shareholders in proportion to the shareholder or will be offered to the public or other persons, whether in whole or in part, in accordance with the resolution of the shareholders' meeting.
- Article 43.** The Company may reduce its capital from the registered capital by reducing the value of each share or reduce the number of shares. However, the capital cannot be reduced to less than one-fourth of the total capital. In the event that the Company accumulate losses and compensate for the accumulated loss under the Public Limited Companies Act, B.E and the Company still has retained losses, the Company may reduce its capital to less than one-fourth of its total capital. The reduction in the value of shares or the reduction in the number of shares under paragraph one or two and by any mean, can be done only when the shareholders' meeting resolves with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and having the right to vote.
- Article 44.** If the Company want to reduce its capital, a written notice of capital reduction shall be sent to the Company's creditors within fourteen days from the date of the resolution of the shareholder's meeting. The time limit for submitting an objection shall be within two months from the received date of the notification of the resolution. The resolution shall be published in a newspaper within fourteen days.

Registration method to attend the Extraordinary General Meeting of Shareholders via electronic means (E-EGM) and proxy appointment

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within February 1, 2023. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.
2. Submit your request to attend the meeting by sending information via website or QR Code.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-EGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-EGM) (Attachment 9) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-EGM meeting.
 - 2.1 Shareholders who are natural persons:
 - If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
 - If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.
 - 2.2 Shareholders who are juristic persons:
 - If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)

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- The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
- A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within Feb
 - Email channel : tritn@ojconsultinggroup.com
 - Postal channels : OJ International Company Limited., 5/6 Tessaban Rangsarit Nuea Road, Lat Yao, Chatuchak, Bangkok 10900

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-EGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

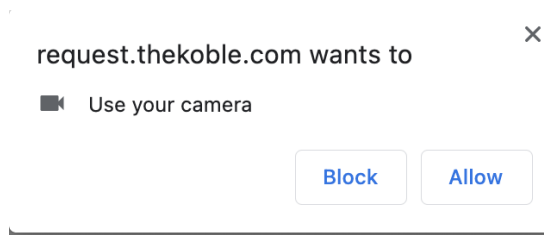
Scan QR Code	Go to Link
	https://tritn.thekoble.com/agn/emeeting/index/1

2. Fill in the information of shareholders:
 1. Securities holder account number;
 2. Name (do not include a title)
 3. Last Name
 4. ID card number;
 5. Choose to accept the terms and consent to access to personal information;
 6. Press "Confirm"
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
 1. Name - Surname (English);
 2. Email to receive a link to attend the meeting;
 3. Mobile phone number;
 4. Select the attendance type:
 - i. Attend the meeting in person via E-EGM;
 - ii. Authorize the natural persons to attend the meeting via E-EGM;
 - iii. Assign a proxy to an independent director;
 5. Press "Next"

In the case of shareholders attending the meeting in person

Record photos of shareholders

1.1 Press "Allow" to accept the website to access the camera. Press Allow.



1.2 Take a photo of a full ID card:

- Press "Take a photo";
- Press "Save";
- If you want to take another shot, please press the "Retry" button.

1.3 Take a picture of the shareholder holding an ID card :

- Press "Take a photo";
- Press "Save";
- If you want to take another shot, please press the "Retry" button.

1.4 Press "Next";

1.5 The system will display a message "Information received successfully," check the name, surname, and number of shares again;

1.6 Press "Finish."

In the case of appointing the natural person to attend the meeting via E-EGM:

1. Record photos, shareholder information (as in the case of shareholders attending the meeting in person);
2. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;
 - e. Press "Next"
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Press "Finish."

In the case of appointing a proxy to an independent director:

1. Record photos, shareholder information (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Press "Finish."



Remark: The system for receiving the request to attend the meeting will be open for operation from January 23,2023 until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

Electronic Meeting Attendance (E-EGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system’s user manual two days before the meeting date. Please study the manual on how to use the E-EGM meeting system in detail. If you haven't received the Email within the February 3, 2023, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-EGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-EGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-EGM meeting in person or cannot appoint other proxies to attend the E-EEGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 5) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within February 1, 2023 via the following channels:

- By Email: tritrn@ojconsultinggroup.com
- By mail: OJ International Company Limited., 5/6 Tessaban Rangsarit Nuea Road, Lat Yao, Chatuchak, Bangkok 10900

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By Email: secretarey@triton.co.th
 - By mail: To: Company secretary, Triton Holding Public Company Limited. No.60, Soi Praditmanutham 19, Praditmanutham Road, Latphrao Sub-District, Latphrao District, Bangkok 10230

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-EGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email : secretarey@triton.co.th
 - 5000Telephone: 02-553-5000 # 333
 - By mail: To: Company secretary, Triton Holding Public Company Limited. No.60, Soi Praditmanutham 19, Praditmanutham Road, Latphrao Sub-District, Latphrao District, Bangkok 10230
2. Submit advice or questions **during the meeting** to those attending the E-EGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท ไทรทัน โฮลดิ้ง จำกัด (มหาชน)

Registration form for attending the E-EGM through Electronics Meeting Platform

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....
I/We, Identification Card/Passport number
สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Nationality Residing at No. Road Sub district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไทรทัน โฮลดิ้ง จำกัด (มหาชน)
Being a shareholder of **TRITON HOLDING PUBLIC COMPANY LIMITED**
โดยถือหุ้นรวมทั้งสิ้น หุ้น
Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2566
I would like to participate the E-EGM for Extraordinary General Meeting No.1/2023

- เข้าร่วมประชุมด้วยตัวเอง
Self-Attending
- มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น
Proxy to attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)
E-Mail Please fil in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)
Mobile Number Please fil in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน สิ่งที่ต้องส่งมาด้วย 8 ภายในวันที่ 1 กุมภาพันธ์ 2566

Please submit the required document per an attachment 8 by **February 1, 2023**

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงก์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder
(.....)

Registration form for sending any query in advance

The Board of Directors deems it appropriate to give shareholders an opportunity to express their opinions and or send questions about the shareholders' meeting to the Board of Directors in advance of the Meeting date. Shareholders can submit their opinions and/or questions to the Company via the following channels;

1. Shareholders who have opinions and/or questions, please provide your information with details as follows;
 - Name, address, telephone number, fax number and e-mail (if any) that the company can contact
 - Comments and/or questions you want to ask along with documents and attached information (if any)

2. Channels to submit comments and/or questions
 - Email : secretary@triton.co.th

3. Open-time for opinion and/or question
The Company invites shareholders to submit their opinions and/or questions about the Shareholders' Meeting from now until February 3, 2023

4. The Company Secretary will collect opinions and/or questions and send it to the Chairman of the Board of Directors or relevant executive directors to consider and answer such questions to the shareholders on the next Shareholder Meeting.

