

# TRITON

## Minutes of the Extraordinary General Meeting No.1/2023

of

### Triton Holding Public Company Limited

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#### Time and Venue

The Extraordinary General Meeting No.1/2023 of Triton Holding Public Company Limited was held on February 7, 2023 at 2.00 p.m. through electronics means (E-AGM).

#### Directors present at the meeting

- |    |                           |   |
|----|---------------------------|---|
| 1. | Gen. Lertrat Ratanavanich | Chairman of the Board of Directors  |
| 2. | Mr. Natdanai Indrasukhsri | Chairman of the Audit Committee   |
| 3. | Miss Louise Taechaubol    | Director, Chairman of the Executive Committee and Chief Executive Officer |
| 4. | Mr. Worapong Woottipruk   | Director and Chief Financial Officer                                      |

#### Directors attending online

- |    |                              |                                       |
|----|------------------------------|---------------------------------------|
| 1. | Pol.Maj.Gen. Kidanun Komkhum | Independent Director, Audit Committee |
| 2. | Mrs. Siew San Tan            | Independent Director                  |
| 3. | Mr. Chalush Chinthammit      | Independent Director                  |

**Remark :** Directors attended the meeting, representing 70% of the entire Board of Directors.

#### Executives of the company and subsidiaries present at the meeting

- |    |                           |  |
|----|---------------------------|--|
| 1. | Mr. Sanya Kanchanavit     | Chief Executive officer, Triton Engineering and Construction PLC |
| 3. | Miss Pitsinee Wongpramote | Company Secretary  |

#### The Company's legal advisor attending online

- |    |                        |                        |
|----|------------------------|------------------------|
| 1. | Mr. Prasertpong Bulpak | LP Law Company Limited |
|----|------------------------|------------------------|

#### The Company's auditor attending online

- |    |                           |   |
|----|---------------------------|---|
| 1. | Miss Kornthong Luangvilai | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 2. | Mr. Natthavee Kusin       | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |

#### Preliminary Proceeding

Gen. Lertrat Ratanavanich, Chairman of the Board of Directors and Independent Director acted as Chairman of the meeting. He advised the meeting that this meeting was held via electronics mean (E-Meeting) and the company sent the meeting invitation letter along with supporting documents for the meeting to shareholders in the form of QR Code for all shareholders to study the details of each agenda in advance. Therefore, please allow me to open the meeting.

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Then the Chairman assigned Mr. Tharakorn Junkerd to be the Master of Ceremonies (MC).

The MC reported to the meeting that there were shareholders and proxies attending the meeting 43 persons in total, representing 4,356,876,471 shares, from the total of 11,127,551,934 shares, equivalent to 39.1540% of the total number of issued shares. Therefore, a quorum was constituted pursuant to Article 35 of the Articles of Association of the Company which provided that there must be at least 25 shareholders and proxy holders, holding in aggregate of not less than one-third of the total number of issued shares attending a shareholders meeting to constitute a quorum.

The MC explained the criteria for vote counting and method for asking questions to the meeting. Since this was an e-meeting, there would be no ballot. The shareholders should go to the E-Voting window to cast vote in each agenda within 45 seconds. Once the shareholder selected the choice, the system should pop-up a message to confirm the choice. The shareholder should click “agree” to confirm. If the shareholder wants to change the choice, he could do so by selecting new choice before closing of the vote for such agenda. Shareholders attending the meeting on mobile phone or tablet must switch from Zoom program to E-Voting to cast vote and return to E-meeting in Zoom program to further attend in the meeting. For the purpose of convenience, time saving and easy votes counting, in each agenda that require voting, only votes of those **disapprove** or **abstain** will be counted and the rest will be deemed approve. Votes would be counted from the E-Voting and from the proxies where the shareholders had voted in advance. Holders of proxies should not cast vote on E-Voting.

Any shareholder wished to ask question may type the question in the Chat box or if he wished to ask verbally, he may go to Participant menu in Zoom and click Raise Hand icon. After the MC announces the name of the shareholder who raises hand, the staff would turn on his microphone and the shareholder would unmute himself to ask question. In case the shareholder is unable to communicate verbally within one minute, please change to the Chat box instead.

In asking question in every channel, the shareholder should state his name, family name and status (as a shareholder or proxy) for the purpose of minutes taking.

The Company has allowed shareholders to submit question in advance, but there was no such question. In case there is no question raised within 45 seconds, the Company shall proceed to the next agenda. However, the shareholder still be able to submit question in the Chat box which the staff should read the question later.

Thereafter, the meeting was proceeded in the following agenda.

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## **Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders of 2022**

The Chairman asked the MC to explain detail of this agenda to the meeting.

The MC explained that the Company had prepared the minutes of the Annual General Meeting of Shareholders of 2022 which was held on April 28, 2022 within 14 days from the meeting date and had submitted the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by the laws. The Company had sent a copy of the minutes to the shareholders along with the meeting invitation letter and also published the minutes on the Company's website. The attachment is appeared in enclosure 1.

The Board of Directors had an opinion that the minutes of the Annual General Meeting of Shareholders of 2022 was held on April 28, 2022 had been properly and accurately recorded and the Board was of the opinion that it is appropriate to propose the meeting to adopt the minutes of the Annual General Meeting of Shareholders of 2022 accordingly.

This agenda required approval by majority votes of the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask question or express any opinion on this matter.

No shareholder asked question or expressed any opinion.

**Resolved: The meeting resolved to adopt the minutes of the Annual General Meeting of Shareholders of 2022, held on April 28, 2022 by majority votes, as follows:**

	Vote	Equivalent to (%)
Approve	4,038,858,802	92.7008
Disapprove	318,017,669	7.2992
Abstain	0	0
Void	0	0
Total	4,356,876,471	100.0000

The Chairman informed the meeting that 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. When the shareholders understood and acknowledged the matters, then he started to consider the agenda 2 accordingly.

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## **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**

The Chairman asked the MC to explain detail of this agenda to the meeting.

The MC informed the meeting that 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 1 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 the original registered capital of 1,367,306,232.10 Baht to the registered capital of 1,335,306,232.10 Baht by reducing 320,000,000 ordinary shares with a par value of 0.10 baht (ten satang) per share.

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 in the amount of 13,353,062,321 shares (Thirteen Billion Three Hundred Fifty-Three Million Sixty-Two Thousand Three Hundred Twenty-One shares). Preferred share -none-”***

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 as proposed.

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This agenda required approval 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.

The Chairman asked if any shareholder wished to ask question or express any opinion on this matter.

No shareholder asked question or expressed any opinion.

**Resolved: The meeting resolved to 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 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 as follows:**

	Vote	Equivalent to (%)
Approve	3,796,789,647	87.1448
Disapprove	560,086,824	12.8552
Abstain	0	0
Void	0	0
Total	4,356,876,741	100.0000

**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**

The Chairman asked the MC to explain detail of this agenda to the meeting.

The MC informed the meeting that 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

The Company would like to propose 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).

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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 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,

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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.

The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should be considered and approved 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)

This agenda required approval a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask question or express any opinion on this matter.

Mr. Piyapong Prasatthong, a shareholder attending in person asked the meeting about the private placement for increasing capital under a general mandate that is there any investor interested in this investing yet? Therefore, in the event that the money is received, please specify part of business that the Company will use the money for?

Mr. Worapong Woottipruk answered the question to the meeting that before answering questions from the shareholder. Please allow me to clarify the concept that the company proposed this agenda to the EGM meeting.

Currently, the company has the projects under construction in the amount of 3,000 million baht approximately and the company expects to receive works from the projects that the company will bid for work in the amount of 4,000 million baht approximately. Therefore, according to the total construction project value, the company then needs money to manage various construction projects. The money that the company expects to receive in the first place is the money from the convertible debenture offering. If the company has already received this amount of 240 million baht, the demand for the issuance and offering of shares to private placement and sale of debentures may not be in a hurry as it should be. Hence, it is the source of answering the question that at the moment, the company has not negotiated with anyone for private placement yet. However, if someone is interested in investing, the company is ready to issue and offer new ordinary shares to those who are interested in the investing immediately. This is the reason why the company must first apply for a capital increase through a general mandate.

Regarding the question in which areas the Company will use the money if the Company has already received the money from the capital increase through a general mandate. According

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to the company's plan, the Company will use the money received to manage the construction projects and as the working capital within the business as well.

No shareholder asked question or expressed any opinion. Then the Chairman informed the meeting 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) as detailed above.

**Resolved: The meeting resolved to 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) that must not be an offering of shares at a low price with a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:**

	Vote	Equivalent to (%)
Approve	3,796,789,647	87.1448
Disapprove	560,086,824	12.8552
Abstain	0	0
Void	0	0
Total	4,356,876,741	100.0000

**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**

The Chairman asked the MC to explain detail of this agenda to the meeting.

The MC explained to the meeting that the Company intends to issue and offer convertible debentures to the existing shareholders of the Company since the company plans to use the proceeds from the issuance of convertible debentures this time by using it as working capital for construction project management and to manage the cash flow of the business including use to support the operations of affiliated companies which is of the utmost benefit to the Company and the shareholders.

The convertible debentures to be issued and offered by the Company will be issued and offered to existing shareholders of the Company. The existing shareholders of the Company will be entitled to the allocation of convertible debentures in proportion to their shareholding (Right Offering) 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

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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 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 the issuance and offering of convertible debentures are as follow:

Topic	Details
<b>Issuer of convertible debentures</b>	Triton Holding Public Company Limited (“ <b>the Company</b> ” or “ <b>TRITN</b> ”)
<b>Objective</b>	For working capital for construction business and cash flow management for subsidiaries
<b>Plan to use the proceeds from the offering of convertible debentures</b>	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"><li>• Working capital for construction business not more than 190.00 million Bah</li></ul>

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Topic	Details
	<ul style="list-style-type: none"> <li>• Cash flow management for subsidiaries not more than 50.00 million Baht</li> </ul>
<b>Type</b>	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 debentures has the right to redeem it before the maturity date.
<b>Value of convertible debentures offered for sale</b>	Not more than 240,000,000 Baht
<b>value</b>	1,000 Baht per 1 unit of convertible debentures
<b>Number of convertible debentures</b>	Not more than 240,000 units
<b>Method of offering and allocation</b>	<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 debentures at the allotted amount, lesser, more or waive the right not to subscribe to the convertible debentures at offer for sale this time. The Company will allocate the convertible debentures to the shareholders who subscribe at the allotted amount first. If there are convertible debentures left from the allotted amount, the Company will allot the remaining convertible debentures to the shareholders who subscribe and pay for the convertible debentures in excess of their rights (until there are no convertible debentures 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 debentures and shares supporting the exercise of convertible rights.</p>
<b>Proportion of allocated to existing shareholders</b>	<p>46,365 existing shares: 1 unit of convertible debentures )in the event that there is a fraction from the calculation, it will be eliminated in all cases(. However, any person of the Company's shareholders holding less than 46,365 shares will not have the right to subscribe to the convertible debentures under their rights (but can subscribe for more than their rights).</p>
<b>Shares allocated to support the conversion of convertible debentures</b>	800,000,000 shares

TRITON HOLDING PUBLIC COMPANY LIMITED

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Topic	Details
<b>Age of convertible debentures</b>	1 year and 9 Months from the date of issuance of convertible debentures
<b>Interest rate</b>	5.50% per year
<b>Interest payment</b>	4 times a year with interest payments made every 3 months of every year from the date of issue of the convertible debentures
<b>Restrictions on the transfer of convertible debentures</b>	-None-
<b>Convertible price</b>	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 (" <b>Floating Conversion Price</b> "), provided that the conversion price must not be less than 0.30 baht per share (" <b>Minimum Exercise Price</b> "), 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.
<b>Convertible ratio</b>	The conversion ratio is determined to be equal to 1 unit of convertible debentures per [par value of convertible debentures (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 debentures to the SET immediately on the first day of each exercise date.
<b>Conversion date</b>	The date of expiration of the convertible debentures.
<b>Period for expressing the intention to exercise the right to convert</b>	Not less than 15 days prior to the date of the right to convert or any other period that the convertible debentures holder representative (According to the resolution of the convertible bond holders meeting) and the issuer of the convertible debentures will be agreed upon.
<b>Exercise period and exercise schedule</b>	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.
<b>Expiration date</b>	1 year 9 Months from the date of issuance of convertible bonds
<b>Redemption at expiration date for convertible debentures</b>	In the event that a convertible debentures holder wants to exercise the conversion rights the convertible bonds into the Company's newly issued ordinary shares. The holders of convertible debentures have the right to exercise their conversion rights them into shares until the 15th business day before the maturity date (" <b>Last Exercise Date</b> ") without the conversion. However, at the last exercise of the convertible debentures each convertible debentures holder has two options, which are:

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Topic	Details
	a) <u>Request for redemption in cash in full.</u> b) <u>Request for redemption by converting the convertible bonds.</u> by redeeming the remaining convertible bonds in full amount to the Company's newly issued ordinary shares. However, each bondholder will have to choose options a) or b) only one cannot split the convertible debentures they hold to choose options a) and b).
<b>The right of call/put option</b>	The Company has the right to redeem the convertible debentures before the maturity date (Call Option).
<b>Representative of the holder of convertible debentures</b>	During appointment. The Company will appoint a representative of the convertible debentures 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

The Summary of important details of convertible debentures 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 debentures to any existing shareholders, if the offering or allocation of such convertible debentures 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.

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 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

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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.

The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should be 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. Including the relevant authorization.

This agenda required approval a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask question or express any opinion on this matter.

Mr. Piyapong Prasartthong, a shareholder attending in person asked the meeting that the issuance of the convertible debentures and the general debentures that are going to be considered in Agenda 8, are they similar or different?

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Mr. Worapong Woottipruk replied to the meeting that the main difference between the convertible debentures and the general debentures is when the term of convertible debentures expire, the investors can change from convertible debentures to ordinary shares of the convertible debenture issuer. Therefore, the company then have to issue new ordinary shares to support the exercise of convertible rights. However, if the investors do not exercise their conversion rights, they can request a repayment like a general debenture as well. In the other hand, the general debenture cannot be exchanged for ordinary shares of the Company. The investors can get back the loan only.

The Chairman additionally explained to the meeting that the consideration in Agenda 8 is only a proposal for the limit for the issuance of debentures only. whether the company will sell debentures to investors or not, the company will consider the appropriate situation again.

Mr. Piyapong Prasarthong, a shareholder attending in person, asked additional question from the meeting that from the issuance of convertible debentures and warrants this time, what part of the Company's objectives will the money be invested? and interest rate of convertible debentures, will there be an upward trend in accordance with economic conditions or not?

Miss Louise Taechaubol answered the question to the meeting that the proposed issuance of convertible debentures, the interest rate for issuing convertible debentures has a fixed rate of 5.50% per year which is lower than the interest rate offered by other financial institutions and lower than investing in general debenture which the interest rate is at 8-9% per year. Moreover, the investors will get more benefit from TRITN-W6 that will receive as well. When comparing the total returns, both in terms of interest and warrants that will be received, it is considered worth to invest. Therefore, the company expects that there will be people who are interested in investing in this convertible debenture for sure. If the company receives money from the sale of convertible debentures or conversion of warrants, the Company will use the proceeds according to the above-mentioned utilization plan.

As for the sale of debentures in Agenda 8, the Company may not issue the debentures at this time. Proposal to the meeting for consideration in Agenda 8 is only a request for a limit on the sale of debentures only. It is a preparation or reserve in case of an urgent need that the company needs to use the money. The company will be able to provide money in a timely manner.

No shareholder asked question or expressed any opinion. Then the Chairman informed the meeting 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.

**Resolved: The meeting resolved 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) in the amount not exceeding**

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**240,000,000 Baht price with a vote of not less than three fourths (3/4)of the total votes of the shareholders attending the meeting and being entitled to vote as follows:**

	Vote	Equivalent to (%)
Approve	3,796,789,647	87.1448
Disapprove	560,086,824	12.8552
Abstain	0	0
Void	0	0
Total	4,356,876,741	100.0000

**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)**

The Chairman asked the MC to explain detail of this agenda to the meeting.

The MC explained to the meeting that according to the Company will issue and offer convertible debentures. The Company has a policy to allow existing shareholders who exercise the right to purchase convertible debentures receive warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) as well with free of charge. Including if the holder of TRITN-W6 Warrants exercises their right to convert, the company will receive some amount of money which will be used by the company 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 works.

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.

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the authorization to 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

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take any action as necessary and in connection with the issuance and offering of warrants (TRITN-W6) in accordance with the law. Including but not limited to contacting, preparing, signing, certifying, endorsing and/or delivering documents. Other matters necessary or related to the issuance and offering of TRITN-W6 Warrants and the listing of TRITN-W6 Warrants on the SET as well as applying for permission from relevant agencies and appointing a sub-attorney, etc.

The Board of Directors deems appropriate that the shareholders' meeting should consider to 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) as the details above.

This agenda required approval 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.

The Chairman asked if any shareholder wished to ask question or express any opinion on this matter.

No shareholder asked question or expressed any opinion.

**Resolved: The meeting resolved to 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) with a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:**

	Vote	Equivalent to (%)
Approve	3,796,789,647	87.1448
Disapprove	560,086,824	12.8552
Abstain	0	0
Void	0	0
Total	4,356,876,741	100.0000

**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**

The Chairman asked the MC to explain detail of this agenda to the meeting.

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The MC explained to the meeting that according to the company's fundraising plan mentioned above. Therefore, the Company needs to increase 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).

Moreover, 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:

***“ Clause4. 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 -None- ”***

The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should consider and 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 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.

This agenda required approval 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.

The Chairman asked if any shareholder wished to ask question or express any opinion on this matter.

No shareholder asked question or expressed any opinion.

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**Resolved: The meeting resolved to 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 and the amendment of the Clause 4 of the Memorandum of Association to reflect the increase of the registered capital with a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:**

	Vote	Equivalent to (%)
Approve	3,796,789,647	87.1448
Disapprove	560,086,824	12.8552
Abstain	0	0
Void	0	0
Total	4,356,876,741	100.0000

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

The Chairman asked the MC to explain detail of this agenda to the meeting.

The MC explained to the meeting that 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 by issuing 3,352,755,193 newly issued ordinary shares with a par value of 0.10 Baht.

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 allocate as follow:

1) Allocation of newly issued ordinary shares of the Company under a general mandate (Private Placement), 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.

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 to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO)

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 0.10 Baht per share

The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should consider and approve the allocation of the Company's newly issued ordinary shares to support; the issuance of 1,112,755,193 shares of newly issued

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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 as proposed.

This agenda required approval 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.

The Chairman asked if any shareholder wished to ask question or express any opinion on this matter.

No shareholder asked question or expressed any opinion.

**Resolved: The meeting resolved to approve the allocation of the Company's newly issued ordinary shares 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 a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:**

	Vote	Equivalent to (%)
Approve	3,796,789,647	87.1448
Disapprove	560,086,824	12.8552
Abstain	0	0
Void	0	0
Total	4,356,876,741	100.0000

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

The Chairman asked the MC to explain detail of this agenda to the meeting.

The MC explained to the meeting that The Company wish to issue and offer the Company's Debentures in the total amount not exceeding than 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.
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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).
Offering	(1) Offer all bonds at one time or several times and/or as a project and/or in a revolving manner (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.
Early redemption	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.
Power to determine other details	To propose to the shareholders' meeting to consider and approve the assignment of authorized directors of the Company, the

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	<p>Executive Committee or the person assigned by the Executive Committee has the following powers:</p> <ol style="list-style-type: none"><li>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.</li><li>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.</li></ol> <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>
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The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should approve the issuance and offering of debentures in the amount not exceeding than 2,000 million baht (two billion baht) (or the equivalent value in other currencies).

This agenda required approval 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.

The Chairman asked if any shareholder wished to ask question or express any opinion on this matter.

No shareholder asked question or expressed any opinion.

**Resolved: The meeting resolved to approve the issuance and offering of debentures in the amount not exceeding than 2,000 million baht (two billion baht) (or the equivalent value in other currencies) with a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:**

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	Vote	Equivalent to (%)
Approve	3,796,789,647	87.1448
Disapprove	560,086,824	12.8552
Abstain	0	0
Void	0	0
Total	4,356,876,741	100.0000

## **Agenda 9 To consider other matters (if any)**

The Chairman informed the meeting that this agenda is open for the shareholder to ask or seek for any explanation from the directors.

There was no question from the shareholders.

The Chairman thanked all the shareholders and proxies and declared the meeting duly adjourned.

**The meeting adjourned at 4.50 pm**

**Gen. Chairman**  
(Lertrat Ratanavanich)  
**Chairman of the Board of Directors**

(Miss Pitsinee Wongpramote)  
**Company Secretary**