

TRITON

April 5, 2024

Subject: Invitation to the Annual General Meeting of Shareholders 2024

Attention: All shareholders

Triton Holding Public Company Limited (TRITN)

Enclosure:

1. Copy of the Minutes of the Annual General Meeting of Shareholders 2023
2. 56-1 One Report for the year 2023 and Financial Statement for the year ended December 31, 2023 (QR code)
3. Profile of Directors due to retired by rotation and nominated to re-elect for director positions
4. Remuneration of Directors 2024 compared to the year 2023
5. Remuneration of Auditors 2024 compared to the year 2023
6. Proxy Form A, Proxy Form B with the allonge
7. Profiles of the Independent Directors whom shareholders may appoint as proxy holders to attend the meeting and vote on their behalf
8. Company's Articles of Association regarding the shareholder's meeting
9. Rules for attending the shareholders' meeting via electronic media (E-AGM)
10. Acceptance for the invitation of online meeting of Triton Holding Public Company Limited
11. Procedure for submitting questions about the shareholders' meeting

The Board of Directors Meeting of Triton Holding Public Company Limited (“Company”) has a resolution to convene Annual General Meeting of the Shareholders 2024 on April 24, 2024, at 2.00 p.m., via electronic meeting (E-AGM) to consider the following agenda items:

Agenda item 1 To adopt the Minutes of the Annual General Meeting of Shareholders 2024 which be held on April 27, 2023

Rationale:

The Annual General Meeting of Shareholders 2023 was held on April 27, 2023. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days and disclosed on the Company's website (www.triton.co.th). A copy of the Minutes is attached in Enclosure 1.

Opinion of the Board:

The Board of Directors is of the opinion that the Minutes of the Annual General Meeting of Shareholders 2023 which was held on April 27, 2023. were comprehensively and accurately recorded and recommend to propose to the Shareholders' Meeting for approval of the Annual General Meeting of Shareholders 2023 further.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 2 To acknowledge the Company's operating result for the Year 2023

Rationale:

The Company had summarized relevant details of its operational results of the year 2023 as set out in the 56-1 One Report 2021 (QR code) which had been delivered along with the invitation to the Shareholders' Meeting to all shareholders in order for the shareholders to study the details in advance as appeared in Enclosure 2.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to acknowledge the operational results of the preceding for the year 2023.

Resolution:

This agenda item was only for acknowledgment; there would be no voting.

Agenda item 3 To consider and approve of the financial statements for the year ended December 31, 2023 and the report of auditor.

Rationale:

The Statement of Financial Statement and Separate Financial Statement for the accounting period ended December 31, 2023, as set out in the Financial Statement that had been sent to the shareholders together with the 56-1 One Report 2023. The Financial Statement was reviewed by the auditor, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, assessed and approved by the Audit Committee Meeting No. 1/2024, and approved by the Board of Directors meeting no. 2/2024.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the Consolidated Financial Statement and Separate Financial Statement which have been audited by the auditor for the accounting period ended December 31, 2023.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 4 To consider and approve the dividend omission of the year 2023

Rationale:

The dividend payment must be approved by Shareholders' Meeting as set out in the Public Limited Companies Act, BE 2535 (1992) and the Company's Article of Association. The Company is able pay dividend only from its net profit. If the Company still has deficit, dividend payment is prohibited and the appropriation of net profit as legal reserve fund is not required.

The Company has dividend payment policy by paying at the rate of not less than 50% of its net profit after tax, except in the case of carried loss or further investment is intended.

Moreover, according to the separate financial statement and income statement for the accounting period ended December 31, 2023, Although the company had a net loss of 183,168,019 baht, it still had an accumulated loss of 221,055,621 baht. With the results of the law the Company is unable to pay dividends for operating results of the year 2023 to the shareholders.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the dividend omission of the year 2023.

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Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 5 To consider and approve the re-election of 3 directors whose term retired by rotation to be the Company's directors for another term.

Rationale:

In accordance with Clause 18 of the Company's Articles of Association stating that one-third of the total Directors must retire from office at every Annual General Meeting of shareholders. If the number of the total Directors is not multiple of three, then the number of Directors nearest to one-third must retire from office, whereby a Director who vacates office under this section may be re-elected.

At the Annual General Meeting of Shareholder 2024, there are 3 Directors who must retire by rotation, namely, (1) Pol.Gen.Werapong Chuenpagdee, (2) Mr.Natdanai Indrasukhsri and (3) Mr.Worapong Woottipruk

Criteria for nomination and nominating method of directors

To consider the qualifications of the Company's director in accordance with the Public Limited Companies Act B.E. 2535, the educational background, skills, experience in the related business activities of the Company and the various professions which can support the business operation of the Company and contribute in developing the Company, including to the director's previous overall performance. As for the independent director, the Company has also considered the definition of the independent director set by the Securities and Exchange Commission, the Stock Exchange of Thailand and by the Company together with consideration of any possible significant business relationship between the director and the Company which may cause the director to be unable to perform his/her duties independently.

The Nomination and Remuneration Committee have considered the qualifications of the Directors pursuant to the nomination procedures and deemed that 3 Directors namely, (1) Pol.Gen.Werapong Chuenpagdee, (2) Mr.Natdanai Indrasukhsri and (3) Mr.Worapong Woottipruk. Therefore, they are deemed qualified for their positions. It is appropriate to propose that three Directors to be re-elected as Directors of the Company for another term. The details on education and experiences of the Director are presented in Enclosure 3.

The Company has provided the right for shareholders to nominate candidates for director's election in the Annual General Meeting 2024 between November 15, 2023 to January 31, 2024. After the specified period, no shareholder proposed any such matter at this Annual General Meeting of 2024.

Opinion of the Board:

The Board of Directors therefore, agrees with the Nomination and Remuneration Committee and deemed it appropriate to propose to the Shareholders' Meeting to consider appointing 3 directors namely, (1) Pol.Gen.Werapong Chuenpagdee, (2) Mr.Natdanai Indrasukhsri and (3) Mr.Worapong Woottipruk to be the directors for another term.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote by separating vote individually.

Agenda item 6 To consider and approve the remuneration for Directors for the year 2024

Rationale:

According to Clause 16 of the Company's Articles of Association on the fixing of the remuneration of the directors stating that the fixing of director's remuneration shall be in accordance with a resolution passed by a Shareholders' Meeting, the Nomination and Remuneration Committee has considered the criteria to specify on remuneration payment to present to the Board of Directors meeting and in the Annual General Meeting for an approval respectively, as well as taken into suitability in various part of the rate of remuneration and compared it with the rate paid by other listed companies in the same industry, the potential business expansion and the profit growth of the Company. It is appropriate to propose to the Shareholders' Meeting to consider and approve the Director's remuneration for the year 2024 at the amount of not exceeding 7,000,000 baht. The details of remuneration are presented in Enclosure 4.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration for Directors for the year 2024.

Resolution:

This agenda item requires the approval by a vote of not less than two-thirds of the shareholders attending the meeting and having the right to vote.

Agenda item 7 To consider and approve the appointment of the auditors and fix the audit fee for the year 2024

Rationale:

The Company allows many audit companies to offer the audit fee for the year 2024 to the Audit Committee for consideration of qualifications and choose to be the auditor of the Company. The Audit Committee has considered the qualifications of each auditor and was of the view that Miss Wannisa Ngambuathong registration No. 6838 and/or Miss Choitma Kitsirakorn registration No.7318 and/or Miss Nitinee Kittikunapong registration No.8843 and/or Miss Chutinant Kopraserthaworn registration No.9201 and/or Miss Thanyaphorn Tangthanopajai and/or Mr.Thanawut Piboonsawat registration No.6699 registration No. 9169 of Dharmniti Auditing Company Limited are reputable and trustworthy auditors having knowledge and capability. Moreover, by comparing the remuneration rates proposed by this auditor is appropriate rate. Therefore, it is appropriate to appoint Dharmniti Auditing Company Limited. to provide the audit services for the Company in 2024. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2022 which is the most suitable reason for the Company to appoint these auditors to provide audit services for the Company in 2024. In this regard, the auditors' remuneration for the year 2024 has been fixed at the amount of 980,000 baht and that of its subsidiaries for the year 2024 have been fixed in total of 3,590,000 baht. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2024 have been fixed at 4,570,000 baht. The details of the remuneration are presented in Enclosure 5.

In this regard, the said auditor has no relationship or conflict of interest with the Company, its subsidiaries, executives, major shareholders or persons related to such persons.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of Miss Wannisa Ngambuathong registration No. 6838 and/or Miss Choitma Kitsirakorn registration No.7318 and/or Miss Nitinee Kittikunapong registration No.8843 and/or Miss Chutinant

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Koprasertthaworn registration No.9201 and/or Miss Thanyaphorn Tangthanopajai and/or Mr.Thanawut Piboonsawat registration No.6699 registration No. 9169 of Dharmniti Auditing Company Limited. by having one of the auditors to perform the audit and express opinions on the Company's financial statements to be the auditor of the Company with the auditor's remuneration of the Company and subsidiaries of Baht 4,570,000 Divided into the company in the amount of 980,0000 baht and 9 subsidiaries in the amount of 3,590,000 baht.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 8 To consider other matters (if any)

The Company invites all shareholders to attend the meeting and vote by you as of the date and place specified above. If the shareholders would like to appoint another person to attend the meeting and vote on behalf of you, please complete the proxy form as attached with this invitation letter and give it to the Chairman of the meeting or individuals whom the Chairman appointed before the meeting begins.

Sincerely yours,



(Miss Louise Taechaubol and Mr. Worapong Wootipruk
Authorized Director

Remark:

1. For your convenience, it is kindly requested that the shareholders and/or the proxies can do pre-registration in advance between 17 April 2024 and 22 April 2024. Please comply with the Enclosure 9.
2. The shareholders can download the invitation letter for the Annual General Meeting of Shareholders 2024 and the accompanying documents from website www.triton.co.th from April 5, 2024 onwards.
3. To facilitate the registration process, shareholders can send the completed proxy form in advance to the following address: OJ International Company Limited., 5/6 Tessaban Rangsarit Nuea Road, Lat Yao, Chatuchak, Bangkok 10900

Attn: Registrar of Public Company Limited, Department Stock Exchange of Thailand,
The Securities and Exchange Commission

**Minutes of the Annual General Meeting for the year 2023
of
Triton Holding Public Company Limited**

Time and Venue

The Annual General Meeting for the year 2023 of Triton Holding Public Company Limited was held on April 27, 2023 at 2.00 pm 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. Gen. Werapong Chuenpagdee | Vice Chairman |
| 2. | Pol.Maj.Gen.Kidanun Komkhum | Member of Audit Committee and Independent Director |
| 3. | Mrs. Siew San Tan | Independent Director |
| 4. | Mr. Chalush Chinthammit | Independent Director |

Remark : There were 8 directors attending from the total number of 10 directors, representing 80%.

Executives of the company and subsidiaries present at the meeting

- | | | |
|----|---------------------------|--|
| 1. | Mr. Sanya Kanchanavit | Chief Executive officer, Triton Engineering and Construction PLC |
| 2. | Miss Pitsinee Wongpramote | Company Secretary |

The Company's legal advisor attending online

Mr. Prasertpong Bulpak	LP Law Corporation Limited
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The Company's auditor attending online

- | | | |
|----|---------------------------|---|
| 1. | Miss Kornthong Luangvilai | Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
| 2. | Mr. Nuttawee 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 during the COVID-19 pandemic situation. Therefore, the Company decided to hold the meeting via electronics mean. Then the Chairman assigned Mr. Tharakorn Junkerd to be the Master of Ceremonies (MC).

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The MC reported to the meeting that there were shareholders and proxies attending the meeting 47 persons in total, representing 4,275,489,134 shares, out of the total 11,127,551,934 shares, equivalent to 36.4841% 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 shareholder 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 one minute. 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.

The Company also allowed the shareholders to propose a meeting agenda and to nominate persons to be appointed as the Company’s director, during November 28, 2022 to January 31, 2023 but there was no such proposal and nomination.

Chairman informed the meeting that before proceeding to the first agenda, he wished to report on the participation in the Thailand’s Private Sector Collection Action Coalition Against Corruption Project (CAC) in which the Company had made the Anti-Corruption Declaration. Currently, the Company is seeking a person with knowledge and ability to regulate the project under the CAC intention in order to obtain a coalition certification in the future. However, the Company shall follow the guideline in performing its duties and in carrying on business with integrity, merit and ethic which shall lead to sustainable growth and shall speed up the project continuity. Progress shall be further reported to the shareholders.

Thereafter, the meeting was proceeded in the following agenda.

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Agenda 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2023 which was held on February 7, 2023

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 Extraordinary General Meeting of Shareholders No.1/2023 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 Board of Directors had an opinion that the minutes of the Extraordinary General Meeting of Shareholders No.1/2023 was held on February 7, 2023 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 Extraordinary General Meeting of Shareholders No.1/2023 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 Extraordinary General Meeting of Shareholders No.1/2023 was held on February 7, 2023 by unanimous votes, as follows:

	Vote	Equivalent to (%)
Approve	4,073,419,979	100.0000
Disapprove	-	0
Abstain	-	0
Void	-	0
Total	4,073,419,979	100.0000

Agenda 2 To acknowledge the operating result of the year 2022

The Chairman assigned the MC explain the details of this agenda to the shareholders.

The MC informed the meeting that the Company has summarized its performance in the past year as appeared in the 2022 Annual Report (56-1 One Report) which had been sent to the shareholders in QR code form along with the meeting invitation letter. Details appear in Enclosure 2.

The Board of Directors had an opinion that it is appropriate to present last year's operation result to the shareholders for acknowledgement.

This agenda was for acknowledgement only, no voting required.

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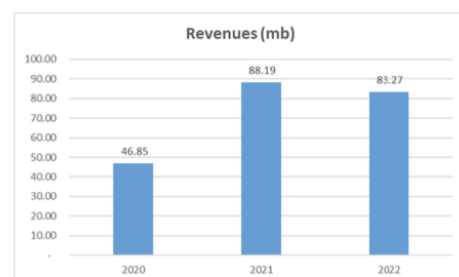
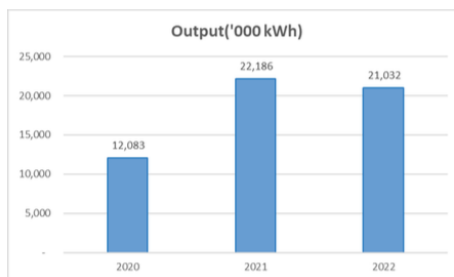
In order for the shareholders to acknowledge the operating results of the previous year more clearly, please let me invite Mr. Worapong Woottipruk, Chief Financial Officer, to report the operating results of the year 2022 to the shareholders for their acknowledgement.

Mr. Worapong Woottipruk informed the meeting that at present, the company's revenue structure comes from 2 main businesses, the first group being underground engineering, construction and installation of oil piping system, underground conduit, construction work including railway work, rail laying, installation of signaling system, electrical system, communication system and railway maintenance. The other business group is the business of selling and distributing electricity. Currently, the power plant has a capacity of 7.9 megawatts.

For the Company's operating results in 2022, the information is summarized as follows:

Triton Holding	Consolidated				Separate			
	FY2022	FY2021	Change		FY2022	FY2021	Change	
			mb	%			mb	%
Revenues	729.32	614.31	115.02	18.72%	27.73	10.17	17.56	172.71%
Expenses	689.43	846.66	(157.23)	-18.57%	0.00	107.31	(107.31)	-100.00%
Gross profit	39.90	(232.35)	272.24	117.17%	27.73	(97.14)	124.87	128.55%
Gross profit margin	5.47%	-37.82%						
Other revenues	99.76	69.64	30.12	43.25%	25.17	31.61	(6.43)	-20.36%
SG&A	157.86	265.04	(107.18)	-40.44%	49.02	52.55	(3.53)	-6.71%
Share of gain (loss) of associate	(44.98)	(20.69)	(24.30)	117.44%	0.00	0.00	0.00	0.00%
Net Profit	(88.34)	(470.20)	381.86	81.21%	13.40	(109.80)	123.20	112.21%
Net Profit (loss) - The Company	(77.64)	(400.72)	323.08	80.62%	13.40	(109.80)	123.20	112.21%
Net profit margin - company	-10.6%	-65.2%			48.3%	-1079.6%		

- The total revenue of the company was 829.08 million baht, increased of 21.21% which was from the operation revenues 729.32 mb, increased 18.72% and generate solid gross profit from operation activities. Expenses were 689.43 million baht which was decreased of 18.57%, resulting in the group's gross profit of 39.90 million baht. Realized share of loss from an associate company of (44.98) mb



Power Business	FY2022	FY2021	Change	
			million baht	%
Revenues	70.68	64.06	6.62	10.33%
Other income	12.58	24.12	(11.54)	-47.83%
Gross profit (include penuity charge)	(9.05)	(19.82)	10.77	54.35%

- Revenue from electricity generation and distribution business 70.68 million baht, an increase of 10.33%

Moreover, the Company group still had other income of 99.76 million baht, significantly increased by 43.25% or by 30.12 million baht. This income was mainly from revenue from sales of assets, machinery rental, etc.

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Mr. Sanya Kanchanavit informed the meeting that presently, the Company group has the projects which are currently operating as follows:

- Overlapping oil pipeline change project High-speed rail project to connect the region Bangkok-Nong Khai, work value 54.28 million baht.
- Construction of Highway No. 304, Pak Kret District - Chaeng Watthana Government Center Drainage system by pipe jacking method, the work value is 334.23 million baht.
- Construction projects for laying water pipes and works related to the construction of the MRT Pink Line Project Khae Rai - Min Buri (Pipe improvement work) of the Mass Rapid Transit Authority of Thailand, contract code SorSorPor.20, the work value is 503.46 million baht.
- Water pipe demolition project for the MRT Purple Line Project, contract 3. The work value is 32.50 million baht.
- Water pipe demolition project for the MRT Purple Line Project, contract 5, The work value is 90.20 million baht.
- CSO project, the work value is 1,755.77 million baht.
- Lane Cove project at Rama 3, the work value is 243.93 million baht.
- Construction of the MRT Orange Line Project Cultural Center - Min Buri (Suwinthawong) Section, Contract 6, Rail System Work, the work value is 109.67 million baht.
- Construction and installation of signaling and telecommunication systems in the double-track railway construction project, Lop Buri - Pak Nam Pho section. The work value is 489.76 million baht.
- Factory building improvement project Moving machinery and utilities system, the work value is 71.48 million baht.
- AC Cable installation and testing for yellow & pink line project. The work value is 11.72 million baht
- Track work project, Lopburi -C1. The work value is 54.75 million baht
- Rail system maintenance project of the Airport Rail Link with a work value of 28.77 million baht.

Mr. Worapong Wutthipruek further informed the meeting about the outlook for construction group in 2022, the Company had backlog increased to 2,770 million baht which was pipe work and infrastructure work. In terms of railway work, the amount of work on hand is 381 million baht. For the liquidity of the group of companies, the company has enough cash on hand to support the construction with a debt-to-equity ratio of approximately 0.78 only.

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 whether operation of the business concerning the delivery of signaling and telecommunication system installation works of the Eastern Railway Between Khlong Sip Kao Junction Railway Station and Dan Ban Khlong Luek Railway Station. Has the company completely delivered to the State Railway of Thailand? Does the company expect to take on the construction of the northern, northeastern and southern railway projects in the future?

Mr. Sanya Kanchanawit answered the question to the meeting that in terms of the installation of signaling and telecommunication systems of the Eastern Railway Between Khlong Sip Kao Junction Railway Station and Dan Ban Khlong Luek Railway Station, the Group has not received such work. However, the work related to the railway, the Group has undertaken the construction and installation of signaling and telecommunication systems in the double-track railway construction project (Lop Buri - Pak Nam Pho) only, which is currently under construction. Therefore, the Group is interested in the northern, northeastern and southern double-track railway projects which we are studying information to find a way to accept the said job.

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Mr. Piyapong Prasatthong, a shareholder attending in person asked the meeting whether the company has complied with the law on procurement and management of government supplies or not because in the past, the group of companies has received jobs from the government and state enterprises for many projects.

Mr. Sanya Kanchanavit answered the question to the meeting that for the past in bidding, the company has strictly complied with the rules and regulations of government agencies. The company is aware of transparency and want to comply with various procedures according to the law to prevent any kinds of the corruptions.

There was no question, so the Chairman requested the meeting to acknowledge the operating result of 2022.

Resolved: The meeting acknowledged the operating result of 2022 as reported.

Agenda 3 To consider and approve of the financial statements for the year ended December 31, 2022 and the report of auditor

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

The MC reported to the meeting that the consolidated financial statements and the separated financial statements for the accounting period ended December 31, 2022, had been sent to the shareholders along with the 2022 One Report. The financial statements were audited by the company's auditor for Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and reviewed by the Audit Committee in the meeting No.1/2023, and by the Board of Directors in the meeting No. 3/2023.

The Board of Directors had an opinion that it is appropriate to propose the consolidated financial statements and the separated financial statements as well as the auditor's report for the period ended December 31, 2022 to the shareholders for approval.

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.

The Chairman asked the meeting to consider and approve the financial statements for the year ended December 31, 2022 which has been audited by the auditor, including the auditor's report.

Resolved: The meeting resolved to approve the financial statements for the year ended December 31, 2022 which had been audited by the auditor as well as the auditor's report by unanimous votes, as follows:

	Vote	Equivalent to (%)
Approve	4,275,489,134	100.0000
Disapprove	-	0
Abstain	-	0
Void	-	0
Total	4,275,489,134	100.0000

Note: In this agenda, there was an additional shareholder attended the meeting.

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Agenda 4 To consider and approve the dividend omission of the year 2022.

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

The MC explained to the meeting that, according to the Public Limited Company Act BE 2535 and the Company's Articles of Association, dividend payment must be approved by the shareholders meeting and the Company has a policy to pay dividends according to the Company's separate financial statements at the rate of not less than 50% of net profit after tax.

From the separated financial statements for the period ended December 31, 2022, Although the company had a net profit of 13,401,452 baht, it still had an accumulated loss of 26,594,191 baht. Therefore, the Company is unable to pay dividend for the 2022 operation.

The Board of Directors had an opinion that it is appropriate to propose to the meeting to approve the omission of dividend payment for the year 2022.

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.

The Chairman proposed to the meeting to consider and approve the omission of dividend payment for the year 2022 operating results.

Resolved: The meeting approve the omission of dividend from 2022 operation as proposed, by unanimous votes, as follows:

	Vote	Equivalent to (%)
Approve	4,275488,294	100.0000
Disapprove	-	0
Abstain	-	0
Void	-	0
Total	4,275488,294	100.0000

Agenda 5 To consider and approve the re-election of directors whose term retired by rotation to be the Company's directors for another term.

For transparency in voting, director who had interest in this agenda, namely(1) Gen.Lertrat Ratanavanich, (2) Pol.Maj.Gen.Kidanun Komkhum (3) Mr.Chalush Chinthammit and (4) Miss Louise Taechaubol, had left the meeting room before proceeding and asked to come back to the meeting again when the consideration of this agenda was completed. In order for the meeting to continue, Mr. Natdanai Indrasukhsri, Nomination and Remuneration Committee, was assigned to acted as the chairman of the meeting in place of this agenda.

Mr.Natdanai Indrasukhsri asked the MC to explain detail of this agenda to the meeting.

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The MC informed the meeting that, according to Article 18 of the Company's Article of Association, one-third of the total directors shall retire from office at the Annual General Meeting. If the number of directors is not a multiple of three, then the number of directors nearest to one-third must retire from office. Such retired directors may be re-elected.

At the Annual General Meeting of Shareholder 2023, there are 4 Directors who must retire by rotation, namely,

- | | |
|---------------------------------|--|
| (1) Gen.Lertrat Ratanavanich | Chairman, Independent Director |
| (2) Pol.Maj.Gen.Kidanun Komkhum | Director, Audit Committee and Independent |
| (3) Mr.Chalush Chinthammit | Director, Independent Director |
| (4) Miss Louise Taechaubol | Director, Chairman of Executive Committee, CEO |

The Nomination and Remuneration Committee have considered the qualifications of the Directors pursuant to the nomination procedures and deemed that 4 Directors namely, (1) Gen.Lertrat Ratanavanich, (2) Pol.Maj.Gen.Kidanun Komkhum (3) Mr.Chalush Chinthammit and (4) Miss Louise Taechaubol are proficient and possess a various range of expertise and 3 independent directors are remain in position for not more than 9 years. Therefore, they are deemed qualified for their positions. It is appropriate to propose that three Directors to be re-elected as Directors of the Company for another term. The details on education and experiences of the Director are presented in Enclosure 3.

The Board of Directors agreed with the Nomination and Remuneration Committee and had an opinion that the shareholders should reelect all four retired directors namely (1) Gen.Lertrat Ratanavanich, (2) Pol.Maj.Gen.Kidanun Komkhum (3) Mr.Chalush Chinthammit and (4) Miss Louise Taechaubol to be directors for another term.

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

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.

The Chairman then asked the meeting to consider and approve the election of directors to replace the directors who had to retire by rotation individually.

Resolved: The meeting resolved to reelect each retired director to be director for another term, by the following votes:

1. Gen.Lertrat Ratanavanich

	Vote	Equivalent to (%)
Approve	4,267,149,034	99.8049
Disapprove	8,340,100	0.1951
Abstain	0	0
Void	0	0
Total	4,275,489,134	100.0000

TRITON

2. Pol.Maj.Gen.Kidanun Komkhum

	Vote	Equivalent to (%)
Approve	4,267,149,034	99.8049
Disapprove	8,340,100	0.1951
Abstain	0	0
Void	0	0
Total	4,275,489,134	100.0000

3. Mr.Chalush Chinthammit

	Vote	Equivalent to (%)
Approve	4,267,149,034	99.8049
Disapprove	8,340,100	0.1951
Abstain	0	0
Void	0	0
Total	4,275,489,134	100.0000

4. Miss Louise Taechaubol

	Vote	Equivalent to (%)
Approve	4,267,149,034	99.8049
Disapprove	8,340,100	0.1951
Abstain	0	0
Void	0	0
Total	4,275,489,134	100.0000

After voting, the Chairman invited the directors who had interest in this agenda interest to return to the meeting to further proceed.

Agenda 6 To consider and approve the remuneration of directors for the year 2023

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

The MC informed the meeting that, according to Article 16 of the Articles of Association, directors' remuneration shall be fixed by the shareholders meeting. The Board of Directors propose to the shareholders to approve the directors' remuneration for the year 2023 in a total amount not exceeding Baht 7,000,000 which is the same amount that had been approved by the shareholders meeting last year. The remuneration shall be paid in 2 categories as follow:

Remuneration type	2022	2021
1. Director remuneration		
1.1 Monthly remuneration		
Only for non-executive directors		
1.1.1 Chairman	50,000 Baht/month/person	50,000 Baht/month/person
1.1.2 Director		

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	30,000 Baht/month/person	30,000 Baht/month/person
1.2 Attendance Fee of the Company's Board Only directors who attend the meeting		
1.2.1 Chairman	20,000 Baht/person/time	20,000 Baht/person/time
1.2.2 Director	15,000 Baht/person/time	15,000 Baht/person/time
1.3 Attendance Fee of the Sub-committee		
Only directors who attend the meeting		
1.3.1 Chairman of subcommittee	15,000 Baht/person/time	15,000 Baht/person/time
1.3.2 committee	10,000 Baht/person/time	10,000 Baht/person/time
2. Other remunerations	Remuneration in the form of pension, the Company will allocate pension from the remaining remuneration at the end of the year to each director with considering by the overall operation and working period. When combined with the monthly remuneration and meeting fee, overall remuneration can still be compared with the rate paid by other listed companies in the same size.	Remuneration in the form of pension, the Company will allocate pension from the remaining remuneration at the end of the year to each director with considering by the overall operation and working period. When combined with the monthly remuneration and meeting fee, overall remuneration can still be compared with the rate paid by other listed companies in the same size.

The Board of Directors agreed with the suggestion of the Nomination and Remuneration Committee to propose the directors' remuneration for the year 2023 to the shareholders meeting for approval.

This agenda required approval by at least two-third 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.

Therefore, the Chairman requested the meeting to approve the directors' remuneration for the year 2023 as proposed.

TRITON

Resolved: The meeting resolved to approve directors' remuneration for the year 2023 as proposed, by unanimous votes as follows

	Vote	Equivalent to (%)
Approve	4,275,489,134	100.0000
Disapprove	0	0
Abstain	0	0
Void	0	0
Total	4,275,489,134	100.0000

Agenda 7 To consider and approve the appointment of the auditors and fix the audit fee for the year 2023

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

The MC informed the meeting that the Audit Committee has considered qualification of each auditor in various aspects and was of the opinion that Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 and/or Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 and/or Mr. Choopong Surachutikarn Certified Public Accountant No. 4325 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are reputable and trustworthy auditors and possess suitable knowledge and capability. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. had performed their duty well throughout the year 2022. Therefore, they are suitable to be appointed as auditors for the year 2023 with the audit fee of Baht 2,275,000 for the Company and Baht 4,705,000 for the subsidiaries. Total audit fee for the Company and subsidiaries for the year 2023 shall be Baht 6,980,000. the detail had been sent to the shareholders with the invitation letter as the enclosure 5.

Therefore, the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Limited have no relationship or interest in the Company, its subsidiaries, executives, major shareholders or interested persons.

The Board of Directors agreed with the suggestion of the Audit Committee and had an opinion that the meeting should approve the appointment of Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 and/or Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 and/or Mr. Choopong Surachutikarn Certified Public Accountant No. 4325 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors for the Company and the subsidiaries for the year 2023 and to fix the auditor fee for the Company and subsidiaries for the year 2023 at Baht 6,980,000, divided into the company in the amount of Bath 2,275,000 and 8 subsidiaries in the amount of Baht 4,705,000.

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.

Therefore, the Chairman asked the meeting to approve the appointment of auditor for the year 2023 and to ix the audit fee as proposed.

TRITON

Resolved: The meeting resolved to approve the appointment of Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 and/or Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 and/or Mr. Choopong Surachutikarn Certified Public Accountant No. 4325 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditor for the year 2023 and to fix the audit fee for the Company and subsidiaries for the year 2023 shall be Baht 6,980,000. Divided into the company in the amount of Baht 2,275,000 and 8 subsidiaries in the amount of Baht 4,705,000 by unanimous votes, as follows:

	Vote	Equivalent to (%)
Approve	4,275,489,134	100.0000
Disapprove	0	0
Abstain	0	0
Void	0	0
Total	4,275,489,134	100.0000


Agenda 8 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 3.40 pm

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


(Miss Pitsinee Wongpramote)
Company Secretary

TRITON

Information, Profile and Experience of retired by rotation and nominated to resume for director positions



Name: Mr. Natdanai Indrasukhsri Age: 69 Years 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: 2017 - Present Director and Executive Committee, Siam City Insurance Plc.

2014 - 2019 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: 8 years 3 months

No. of shares held: -None-

Directorship in other listed companies: FWD General Insurance Public Company Limited

Board's meeting attendance 2020: 14/14

TRITON

Information, Profile and Experience of retired by rotation and nominated to resume for director positions



Name	Mr.Worapong Woottipruk	Age 53 year	Nationality :Thai
Position	Director and Executive Director and EVP Finance and Account		
Education	MBA (Finance & International Business) University of ST.Thomas BA Finance and banking, Thammasart University Bachelor of Law, Sukhothai Thammathiraj Open University		
IOD	-None-		
Work experience	2023 - Present Director Belle LC Co., Ltd. 2021 - Present Director, Triton Engineering and Construction Plc 2021 – Present Director, Triton Power Co., Ltd. 2021 – Present Director บริษัท โรงไฟฟ้าหนองรี Co., Ltd. 2021 – Present Director บริษัท อัครวัฒน์ พลังงานพืชหมุนเวียน Co., Ltd. 2021 – Present Director, Triton Resources Co., Ltd. 2021 – Present Director, Triton Development Co., Ltd. 2021 – Present Director, Trans Thai Railway Co., Ltd. 2017 – 2020 Chief Finance Officer, Thai Plaspac Plc 2017 – 2017 Chief Finance Officer, Thai Solar Energy Plc. 2016 – 2017 Financial and Tax Planning manager, Bangchak Plc. 2008 – 2016 Chief Executive Officer : Finance and Investment, National Power Supply Plc. 2001 – 2008 Assistant Head of department : Sell and Marketting Department/ Senior manager : Loan resolution 1, Sukhumvit Assets Management Co., Ltd. 2000 - 2001 Credit Officer, Siam Industrial Credit Plc.		
No. of Year being a director:	3 years 1 moth		
No. of shares held	-None-		
Directorship in other listed companies	-None-		
Attending the meeting in Board 2023	14/14		

Director remuneration compared between 2024 and 2023

According to the Board's Meeting No. 2/2024 held on February 29, 2024 passing the resolution to propose the Annual General Meeting of Shareholders for the year 2024 to consider the following annual Directors' remuneration of 2024 in the amount of not exceeding Baht 7,000,000, the details are presented in the below table:

Remuneration type	2024	2023
1. Director remuneration		
1.1 Monthly remuneration Only for non-executive directors		
1.1.1 Chairman	50,000 Baht/month/person	50,000 Baht/month/person
1.1.2 Director	30,000 Baht/month/person	30,000 Baht/month/person
1.2 Attendance Fee of the Company's Board Only directors who attend the meeting		
1.2.1 Chairman	20,000 Baht/person/time	20,000 Baht/person/time
1.2.2 Director	15,000 Baht/person/time	15,000 Baht/person/time
1.3 Attendance Fee of the Sub-committee Only directors who attend the meeting		
1.3.1 Chairman of subcommittee	15,000 Baht/person/time	15,000 Baht/person/time
1.3.2 committee	10,000 Baht/person/time	10,000 Baht/person/time
2. Other remunerations	Remuneration in the form of pension, the Company will allocate pension from the remaining remuneration at the end of the year to each director with considering by the overall operation and working period. When combined with the monthly remuneration and meeting fee, overall remuneration can still be compared with the rate paid by other listed companies in the same size.	Remuneration in the form of pension, the Company will allocate pension from the remaining remuneration at the end of the year to each director with considering by the overall operation and working period. When combined with the monthly remuneration and meeting fee, overall remuneration can still be compared with the rate paid by other listed companies in the same size.

Remuneration for Auditor compared between 2024 and 2023

According to the Board's Meeting No. 2/2024 held on February 29, 2024 passing a resolution to propose the Annual General Meeting of Shareholders for the year 2024 to consider the following annual audit fee of 2024 in the amount of Baht 4,570,000 which the details are presented in the below table:

List of companies	Quarterly Financial Statements of the Company Group			Annual fee	Total Audit Fee in 2024	Audit Fee Comparison Quarter in 2023
	Quarter 1	Quarter 2	Quarter 3			
Triton Holding Plc.	150,000	150,000	150,000	530,000	980,000	2,275,000
Triton Engineering and Construction Plc.	190,000	190,000	190,000	900,000	1,470,000	2,815,000
Trans Thai Railway Co.,Ltd	90,000	90,000	90,000	470,000	740,000	1,040,000
Triton Power Co., Ltd.	25,000	25,000	25,000	100,000	175,000	100,000
Triton Resources Co., Ltd.	60,000	60,000	60,000	290,000	470,000	290,000
Triton Development Co., Ltd	25,000	25,000	25,000	80,000	155,000	90,000
Lucent Energy Co., Ltd.	10,000	10,000	10,000	40,000	70,000	70,000
Nongree Power Plant Co., Ltd.	35,000	350,000	35,000	100,000	205,000	150,000
Akkarawat Renewable Energy Power Plant Co., Ltd.	35,000	350,000	35,000	100,000	205,000	150,000
Belle LC Co.,Ltd.	15,000	15,000	15,000	55,000	100,000	-
					<u>4,570,000</u>	<u>6,980,000</u>

Name list of auditors of the Company and the subsidiaries

- (1) Miss Wannisa Ngambuathong registration No. 6838 and/or
- (2) Miss Choitma Kitsirakorn registration No.7318 and/or
- (3) Miss Nitinee Kittikunapong registration No.8843 and/or
- (4) Miss Chutinant Kopraserthaworn registration No.9201 and/or
- (5) Miss Thanyaphorn Tangthanopajai and/or
- (6) Mr.Thanawut Piboonsawat registration No.6699 registration No. 9169

TRITON

Enclosure 9

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 Annual General Meeting of the Shareholders 2024 on
April 24, 2024, at 2.00 p.m., at via electronic meeting (E-AGM) 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

TRITON

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..... 76..... years
Residing at No. 60, Soi Praditmanutham 19, Praditmanutham Road, Ladprao Sub-district, Ladprao
District, Bangkok 10230..... or

(B) Name..... Pol.Maj.Gen Kidanun Komkhum..... Age..... 57..... years
Residing at No. 60, Soi Praditmanutham 19, Praditmanutham Road, Ladprao Sub-district, Ladprao
District, Bangkok 10230..... or

As my/our proxy to attend and vote on my/our behalf at Annual General Meeting of the Shareholders 2024 on
April 24, 2024, at 2.00 p.m., at via electronic meeting (E-AGM) 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 consider and approve the Minutes of the Annual General Meeting of Shareholders of the
year 2023 which be held on April 27, 2023

- (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 acknowledge the Company's operating result for the Year 2023

- Acknowledge

Agenda item 3 To consider and approve of the financial statements for the year ended December 31, 2023
and the report of auditor

- (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

TRITON

- Agenda item 4 To consider an approve the dividend omission of the year 2023
- (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 re-election of 3 directors whose term retired by rotation to be the Company's directors for another term
- (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:
 - Appoint whole directors
 - Agree
 - Disagree
 - Abstain

 - Appoint individual director
 - Director Name: Pol. Gen. Werapong Chuenpagdee
 - Agree
 - Disagree
 - Abstain

 - Director Name: Mr. Natdanai Indrasukhsri
 - Agree
 - Disagree
 - Abstain

 - Director Name: Mr.Wopapong Woottipurk
 - Agree
 - Disagree
 - Abstain
- Agenda item 6 To consider and approve the remuneration for directors for the year 2024
- (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 appointment of the auditors and fix the audit fee for the year 2024
- (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

TRITON

Agenda item 8 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

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.

TRITON

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

Annual General Meeting of the Shareholders 2024 on April 24, 2024, at 2.00 p.m., at via electronic meeting (E-AGM) 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:	General Lertrat Ratanavanich	Age: 76 Years	Nationality: Thai
Position:	Chairman of the Board of Directors and Independent Director, Triton Holding Plc.		
Education:	<ul style="list-style-type: none"> - Master of Civil Engineering (SMCE) MIT, USA - Master of Systems Management (MSEM) USC, USA 		
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:	7 years 3 months		
No. of shares held:	As of January 1, 2022 (None) and as of December 31, 2022 (None)		
Directorship in other listed companies:	MFC Asset Management Public Company Limited		
Attending the meeting in Board 2022	14/14		

TRITON

Information of independent directors (the proxies from the shareholders)



Name: Pol.Maj.Gen Kidanun Komkhum Age: 57 Years Nationality: Thai
Position: Director of the Audit Committee and Independent Director
Education: Master Degree of Business Administration, Bangkok University
Bachelor Degree of Accounting, Chulalongkorn University
IOD Training: Cert. Director Accreditation Program No. 89
Cert. Audit Committee Program No. 35
Work experience:
2023 – Present Commander of Internal Audit Division 1 The Royal Thai Police
2023 – Present Treasurer of Chulalongkorn University Preparatory School Alumni Association
2023 – Present Director and Secretary Assistant, Boonyachinda Foundation for the Police and Family
2022 – Present Advisor, The Parent-Teacher of Patumwan Demonstration school Association
2018 – Present Independent Director and Audit Committee of Tribeca Enterprise Company Limited
Past work experience:
2017 – 2018 Independent Director and Audit Committee Member, Triton Engineering and Construction PCL.
2016 – 2022 Treasurer of The Parent – Teacher of Patumwan Demonstration School Association
2010 – 2013 Independent Director and Audit Committee of Metro Star Property PCL.
1992 – 2022 Accounting and Budgeting and General Staff of Royal Thai Police Lecturer of Accounting and Budgeting of Police Cadet Academy and the course of RTP such as Senior Command Course, Superintendent Course, Inspector Course, General Staff Course and Finance and Account Efficiency Course
No. of Year being a director: 6 years
No. of shares held: - None -
Directorship in other listed companies: - None -
Attending the meeting in Board 2023: 14/14

**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

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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 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'

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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.

Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 22, 2024. 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 2 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-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 10) 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-AGM 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 the date April 22, 2024.
 - 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-AGM) 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/agm/emeeting/index/1

2. Fill in the information of shareholders:
 1. Securities holder account number;
 2. Name (do not include a title) If the shareholder is a juristic person, do not fill in this field;
 3. Last Name (In case the shareholder is a juristic person, enter the name of the juristic person in the last name field);
 4. ID card number;
 5. Attach the file of the company certificate (In the case of a shareholder who is a juristic person);
 6. Choose to accept the terms and consent to access to personal information;
 7. 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-AGM;
 - ii. Authorize the natural persons to attend the meeting via E-AGM;

- iii. Assign a proxy to an independent director;
5. Press "Next"

In the case of shareholders attending the meeting in person:

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

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

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. 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;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

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

1. Attach a copy of the shareholder's identity document (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. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from April 17, 2024 or 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-AGM):

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-AGM

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meeting system in detail. If you haven't received the Email within the April 22, 2024, please get in touch with the Company immediately.

2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. 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	Android
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. 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.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. 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).
7. If attendees have any problems or problems in using the E-AGM 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-AGM 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-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 9) 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 the date April 22, 2024 via the following channels:

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

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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: secretary@triton.co.th
 - Telephone: 02-553-5000 # 333
 - By mail: Company Secretary
Triton Holding Public Company Limited
60 Soi Praditmanutham19, Praditmanutham Road, Ladprao, Ladprao, Bangkok, 10230

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM 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: secretary@triton.co.th
 - Telephone: 02-553-5000 # 333
 - By mail: Company Secretary
Triton Holding Public Company Limited
60 Soi Praditmanutham19, Praditmanutham Road, Ladprao, Ladprao, Bangkok, 10230
2. Submit advice or questions **during the meeting** to those attending the E-AGM 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:
 - Q&A 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).

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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.

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Enclosure 10

Acceptance for the invitation of online meeting of Triton Holding Public Company Limited

Date.....Month.....Year.....

(1) I/We..... Nationality.....

Identification Card/Passport number.....

Residing at No.....Road.....Sub district.....

(2) Being a shareholder of Triton Holding Public Company Limited.

Holding the total amount ofshare.

I would like to participate the E-AGM for Annual General Meeting 2024

(Self-Attending) Mobile Number.....Please fil in the blank.

Proxy to.....attend the meeting.

Proxy's Mobile Number.....Please fil in the blank.

(3) Please send the Link to join the meeting by below email.

E-Mail..... please fil in the blank.

(4) Please submit the required document per an attachment 10. by April 22,2024.

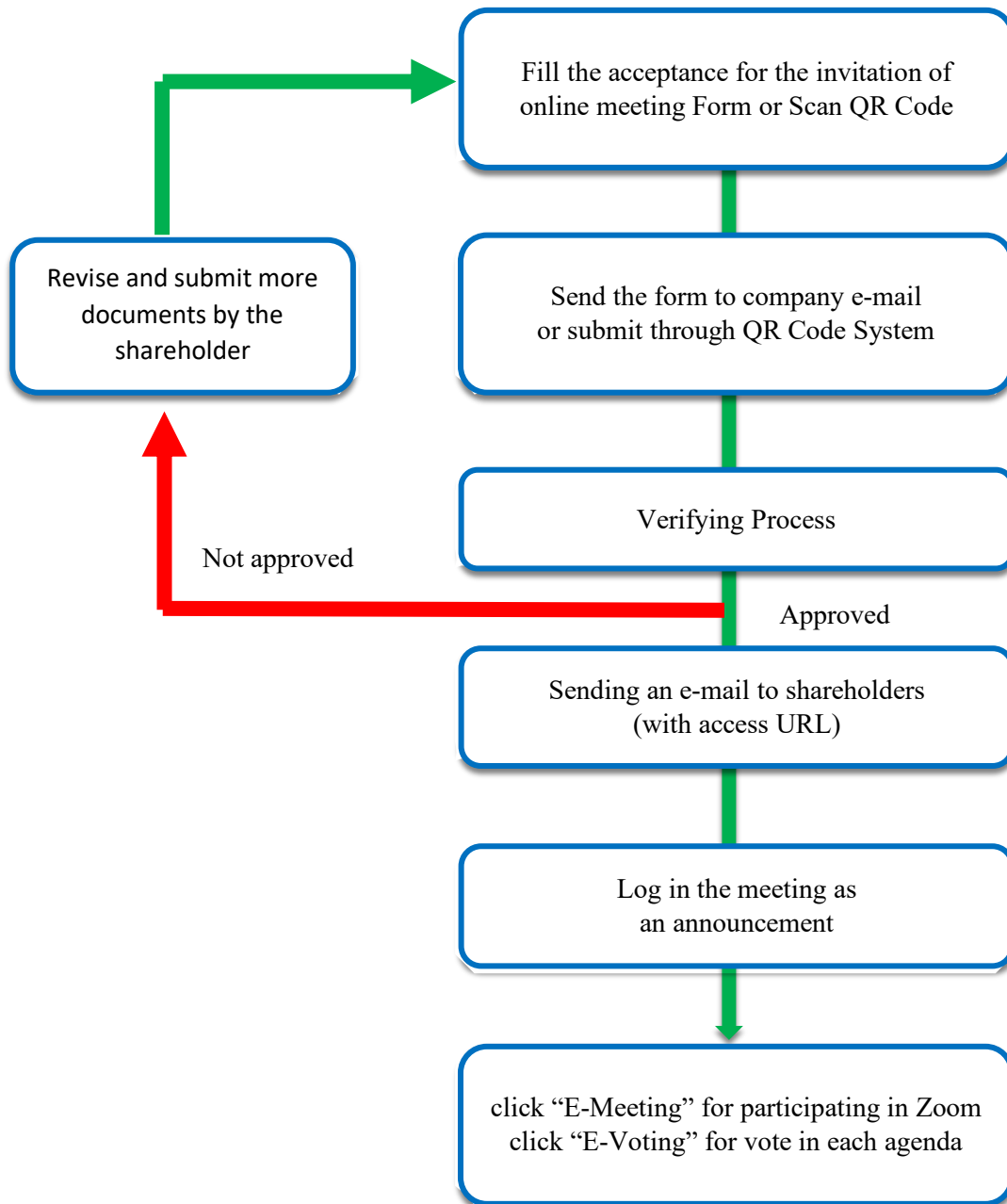
(5) Once you have verified, the company will send the Link to join the meeting via email.

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

Signed..... Shareholder

(.....)

E-AGM Flowchart



Procedure for submitting questions about the shareholders' meeting

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 April 22, 2024
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.

