

TRITON

April 9, 2021

Subject: Invitation to the Annual General Meeting of Shareholders 2021

Attention: All shareholders

Triton Holding Public Company Limited (TRITN)

Enclosure:

1. Copy of the Minutes of the Annual General Meeting of Shareholders 2020 on April 27, 2020
2. Annual report 2020 and Financial Statement for the year ended December 31, 2020 (QR code)
3. Profile of Directors due to retired by rotation and nominated to re-elect for director positions
4. Remuneration of Directors 2021 compared to the year 2020
5. Remuneration of Auditors 2021 compared to the year 2020
6. Proxy Form A
7. Proxy Form B with the allonge
8. Profiles of the Independent Directors whom shareholders may appoint as proxy holders to attend the meeting and vote on their behalf
9. The documents confirming the right to attend the meeting of the shareholders or their proxies
10. Company's Articles of Association regarding the shareholder's meeting
11. Submitting questions related to shareholders' meetings
12. Using QR Code to download Annual Report 2020
13. Preventative measures against COVID-19 at the Annual General Meeting of Shareholders 2021
14. Map of the venue for the Annual General Meeting of Shareholders 2021

The Board of Directors Meeting of Triton Holding Public Company Limited ("Company") has a resolution to convene Annual General Meeting of the Shareholders 2021 on April 27, 2021, at 10.00 a.m., at Grand meeting room of Triton Holding Public Company Limited, no.60 Soi Praditmanutham 19, Praditmanutham Road, Lat Phrao Sub-distict, Lat Phrao Distict, Bangkok 10230 to consider the following agenda items:

Agenda item 1 To confirm the Minutes of the Annual General Meeting of Shareholders of 2020 which was held on April 27, 2020

Rationale:

The Annual General Meeting of Shareholders 2020 was held on April 27, 2020. 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 2020 which was held on April 27, 2020 were comprehensively and accurately recorded and recommend to propose to the Shareholders' Meeting for approval of Annual General Meeting of Shareholders 2021 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 operational results of the preceding year 2020 and Annual Report 2020

Rationale:

The Company had summarized relevant details of its operational results of the year 2020 as set out in the Annual Report (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 2020 and Annual Report 2020

Resolution:

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

Agenda item 3 To consider and approve of the consolidated financial statements and separate financial statement for the year 2020 ended December 31, 2020 and the auditor report

Rationale:

The Statement of Financial Statement and Separate Financial Statement for the accounting period ended December 31, 2020, as set out in the Financial Statement that had been sent to the shareholders together with the Annual Report 2020. The Financial Statement was reviewed by the auditor, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, assessed and approved by the Audit Committee Meeting No. 1/2021, and approved by the Board of Directors meeting no. 2/2021.

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, 2020.

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 the appropriation of omitted dividend payment for the year 2020

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, 2020, the Company generated a net profit of 34,460,557 baht. Therefore, the Company is unable to pay dividends for operating results of the year 2020 to shareholders which is in accordance with the limitation of the law.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to acknowledge of the omitted dividend payment for year 2020.

Resolution:

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

Agenda item 5 To consider the reelection of Directors who retired by rotation 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 2021, there are three Directors who must retire by rotation, namely,

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|----------------------------------|--|
| (1) Pol.Gen Werapong Chuenpagdee | Vice Chairman |
| (2) Pol.Col Kidanun Komkhum | Director, Audit Committee and Independent Director |
| (3) Mrs. Siew San Tan | Director and Independent Director |

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 three Directors namely, (1) Pol.Gen Werapong Chuenpagdee, (2) Pol.Col Kidanun Komkhum and (3) Mrs. Siew San Tan are proficient and possess a various range of expertise and 2 independent directors are remain in position for no 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 Company has provided the right for shareholders to nominate candidates for director's election in the Annual General Meeting 2021 between November 13, 2020 to January 31, 2021. After the specified period, no shareholder proposed any such matter at this Annual General Meeting of 2021.

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 acknowledge the Directors who must retire by rotation namely, (1) Pol.Gen Werapong Chuenpagdee, (2) Pol.Col Kidanun Komkhum and (3) Mrs. Siew San Tan and to consider appointing three directors namely, (1) Pol.Gen Werapong Chuenpagdee, (2) Pol.Col Kidanun Komkhum and (3) Mrs. Siew San Tan 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 2021

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 2021 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 2021.

Resolution:

This agenda item shall be approved with a vote of no less than two-thirds of the total number of votes cast by the shareholders attending the meeting.

Agenda item 7 To consider and approve the appointment of the auditors and fix the audit fee for the year 2021

Rationale:

The Company allows many audit companies to offer the audit fee for the year 2021 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 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 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. 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 Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to provide the audit services for the Company in 2021. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2020 which is the most suitable reason for the Company to appoint this auditor to provide audit service for the Company in 2021. In this regard, the auditors' remuneration for the year 2021 has been fixed at the amount of 2,260,000 baht and that of its subsidiaries for the year 2021 have been fixed in total of 4,540,000 baht. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2021 have been fixed at 6,800,000 baht. The details of the remuneration are presented in Enclosure 5.

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 Kornthong Luangvilai, Certified Public Accountant No. 7210 and/or Mr. Wonlop Vilaivaravit, Cetified Public Accountant No. 6797 and/or Dr. Kiatniyom Kuntisook Cetified Public

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Accountant No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company with the auditor's remuneration of the Company and subsidiaries of Baht 6,800,000. 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.

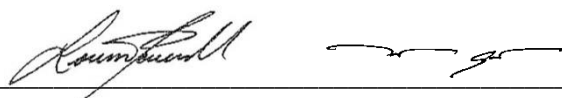
Resolution:

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 bring the registration form which has a barcode to the registration staff on the meeting date.
2. The shareholders can download the invitation letter for the Annual General Meeting of Shareholders 2021 and the accompanying documents from website www.triton.co.th from March 26, 2021 onwards.
3. To facilitate the registration process, shareholders can send the completed proxy form in advance to the following address: Legal department and Company Secretary, Triton Holding Public Company Limited, 60 Soi Praditmanutham 19, Praditmanutham Road, Ladprao Sub-district, Ladprao District, Bangkok 10230.
4. The Company would like to cancel the participant gifts in the Shareholders' Meeting due to the transparent and in accordance with the guidelines from regulatory agency which has a campaign of gifts cancellation in the Shareholders' Meeting and also encourage business sustainability on the day of Shareholders' Meeting 2021.

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

Minutes of the Annual General Meeting of Shareholder for the year 2020

of

Triton Holding Public Company Limited

Date, Time and Venue

The Annual General Meeting of Shareholders for the year 2020 of Triton Holding Public Company Limited (“Company”) was held 27 April 2020 at 14.00 hours at Triton Building, Grand meeting room of the Company, building no. 60 Soi Praditmanutham 19 Praditmanutham Rd., Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230

Directors present at the meeting

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| 1. Gen Lertrat Ratanavanich | Chairman of the Board of Directors and Independent Director |
| 2. Mr. Natdanai Indrasuksri | Chairman of the Audit Committee and Independent Director |
| 3. Miss Louise Taechaubol | Chairman of the Executive Board |
| 4. Mr. Chirdsak Kukiattinun | Director and Chief Executive Officer |

Executives present at the meeting

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|----------------------------------|-------------------------|
| 1. Mrs. Narumol Chattawan | Chief Financial Officer |
| 2. Mr. Chokchai Pitchakulmongkol | Vice Chief Executive |

The Company’s Auditor present at the meeting

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| 1. Ms. Kornthong Luangvilai | Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
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The Company’s Legal Advisor

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| 1. Ms. Sophavadee Uttamobol | Legal Advisor and Meeting Conductor from Thai Consultant Co., Ltd. |
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Preliminary Proceeding:

Gen. Lertrat Ratanavanich, Chairman of the Board of Directors and Independent Director, acted as Chairman of the meeting (“Chairman”). He advised the meeting that only directors who are chairman of subcommittees were present at the meeting while other directors were attending the meeting via the Company’s IT system due to the Company’s policy to minimize risk of Covid-19 spreading. Then he requested Miss Sophavadee Uttamobol to be secretary to the meeting and to be master of ceremonies (“MC”).

The MC reported to the meeting that at 14.00 hours there were shareholders and proxies attending the meeting in totaling 39 shareholders, representing 5,872,906,243 shares or equivalent to 60.9629 percent of the total number of issued shares (the total paid-up shares of the Company were 9,633,578,407 shares), constituting a quorum as provided by Article 35 of the Article of Association of the Company which specified that the meeting of shareholders must be attended by not less than 25 shareholders holding in aggregate of not less than one-third of the total number of issued shares to constitute a quorum.

After the meeting proceeded, there were shareholders, both in person and by proxy, registering to attend the meeting. Therefore, the total number of shareholders and proxies attending the meeting was increased to 48 shareholders with an aggregate holding of 5,872,982,343 shares or representing 60.9637 percent of the total number of issued shares.

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Before proceeding to the first agenda, the Chairman asked the meeting secretary to elaborate the voting and vote counting method which can be summarized as follows:

In each agenda, only votes of those who disapprove or abstain from the vote will be counted. Any shareholder who wishes to disapprove or abstain, shall mark in a ballot as such and hand the ballot to the Company's staff for vote counting. Those who approve shall not be required to submit the ballot and all will be counted as approve. In case the shareholders used form B proxy and have casted his vote in the proxy, the company shall count the vote accordingly.

In case any shareholder wishes to ask questions or express opinion, such shareholder shall declare his/her full name, family name and status in attending the meeting before asking questions.

Moreover, before meeting proceeded, the Company proposed to set up the vote counting committee to witness the vote counting, comprised of one shareholder representative and one auditor representative. In this meeting, vote counting committee comprised of

1. Miss Kornthong Luangvilai
2. Miss Suthiporn Suthiviset

Thereafter, the meeting was proceeded in the following agenda

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders of 2019 which was held on April 30, 2019

The Chairman asked the MC to explain the details of this agenda that the Annual General Meeting of Shareholders of 2019 was held on 30 April 2019 and the minutes of such meeting had been prepared within 14 days from the meeting date and had been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within period prescribed by the laws. The Company had also published the minutes of the meeting on the Company's website www.triton.co.th and had sent a copy of the minutes along with the meeting invitation as appeared in enclosure 1

The Board of Directors had an opinion that the minutes of the Annual General Meeting of Shareholders of 2019 held on 30 April 2019 had been properly and accurately recorded, and deemed it is appropriate to propose the meeting to adopt the minutes of the Annual General Meeting of Shareholders of 2019.

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

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

No shareholder asked any question. Therefore, the Chairman requested the meeting to vote. The MC informed those to wish to vote disapprove or to abstain from vote to mark as such in the ballot and hand over to the company staff for counting.

Resolved: The meeting resolved to adopt the minutes of the Annual General Meeting of Shareholders of 2019 held on 30 April 2019 by unanimous votes as follows:

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

Agenda 2 To consider and acknowledge the operational results of the preceding year 2019 and Annual Report 2019

The Chairman asked the MC to explain to the meeting. The MC explained that the Company had summarized the Company's operational results of the preceding year as appeared in the annual report 2019, in a form of QR code, which had been delivered to the shareholders to study the details in advance along with the invitation to shareholders' meeting.

The Board of Directors, therefore, deemed it is appropriate to propose to the meeting to acknowledge the operational results of the preceding year and annual report of 2019.

This agenda did not require voting because it was only reported to shareholders for acknowledgement.

The Chairman assigned Mr. Chirdsak Kukiattinun, Chief Executive Officer and Mrs. Narumol Chattawan, Chief Financial Officer of the Company to explain the operational results for the year 2019 to shareholders in detail, which can be concluded as follows:

Mrs. Narumol Chattawan, Chief Financial Officer explained that the business of the Company is categorized in two groups, i.e. construction business, carried out by Triton Engineering and Construction PLC and investment business carried out by Triton Power Co., Ltd., which invests in biogas power plants, Triton Green Energy Co., Ltd. invests in generating power from waste and Triton Development Co., Ltd. invests in real estate development.

In the past 4 years, the Company's revenue has been growing. In 2018, total revenue was 2,425.33 million Baht. In 2019, the Company generated a total revenue of 1,275.40 million Baht, which was the revenue from projects carried from 2018 and approximately 21 million Baht from biogas power plant which has started its operation in September 2019.

Net profit of 2019 was lower than that of 2018 because in 2018 there was profit from sale of media business of approximately 100 million Baht and profit realized from media business of approximately 30 million Baht. Without these extra ordinary items, 2019 profit was 22.34 million Baht higher than 2018 profit with net profit margin of 1.77% compared to 0.35% in 2018. The improvement of operational result was due to cost and expense control.

As for balance sheet, liabilities as of the end of 2019 increased mostly due to trade account payable which was incurred in the Company's operation. Equity increased to 1,577.32 million Baht, partly due to capital increase in 2019 resulted in the increase in total asset at the end of 2019 to 2,550.22 million Baht.

Return on asset decrease due to the decrease in net profit when compared to 2018 where there was a realization of profit from media business. Debt to equity ratio improved from 0.63 times in 2018 to 0.6 times in 2019. Current ratio continues to improve since 2017. Return on equity decrease due to decrease in net profit but if compare only operational profit this ratio is improved, as explained before. Asset to debt ratio increase due to the increase in trade account payable which is expected to be decrease proportionately in 2020.

Mr. Chirdsak Kukiattinun reported to the meeting regarding various projects that were carried forward from previous year and projects newly awarded in 2020. He mentioned that the Company shall focus more on working with Thai partners and shall select only engineering works that requires specific expertise. For biogas power plant business the Company plans to expand into community power plant business and there are many projects and there are many projects that the Company is bidding for.

Mrs. Narumol Chattawan reported that currently the backlog is approximately 1,758 million Baht, divided into fuel pipeline and pipe jacking construction projects with approximate value of 1,136 million Baht and the construction of railway stations and U-turn flyovers project with approximate value of 215 million Baht. It is anticipated that in 2020 the Company would be able to realize revenue of approximately 1,658 million Baht. There are addition projects which the Company is bidding for with approximate value of 4,318 million Baht.

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After report from management, the Chairman asked if any shareholder wished to ask question.

The meeting acknowledged the Company's operational results of the preceding year and the Company's annual report 2019 as presented.

Resolved: The meeting resolved to acknowledge the operational results of the preceding year and annual report 2019

Agenda 3 To consider and approve the consolidated financial statements and separate financial statements for the year 2019 ended 31 December 2019 and the auditor report

The Chairman assigned the MC to explain to meeting. The MC explained that according to the financial statements and earning statements for the accounting period ended 31 December 2019 which had been sent to the shareholders along with the Annual Report 2019, such financial statements and earning statements had been audited by the auditor, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited; reviewed by the Audit Committee meeting no.1/2019 on 25 February 2019; and approved by the Board of Directors meeting no 2/2019 on 27 February 2019.

The Board of Director, therefore, deemed it is appropriate to propose to the meeting to approve the consolidated financial statements and separate financial statements which had been audited by the auditor along with auditor's report for the accounting period ended 31 December 2019.

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

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

No shareholder asked any question. Therefore, the Chairman requested the meeting to vote. The MC informed those to wish to vote disapprove or to abstain from vote to mark as such in the ballot and hand over to the company staff for counting.

Resolved: the meeting resolved to approve the consolidated financial statement and separate financial statement for the year 2019 and the auditor's report for the accounting period ended 31 December 2019 by unanimous votes as follows:

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

Agenda 4 To consider and acknowledge the omission or divided declaration from 2019 performance and the omission of appropriation of profit as legal reserve

The Chairman assigned the MC to explain details of the agenda to the shareholders. The MC explained to the meeting that according to the laws and the Company's Article of Association, declaration of dividend is subject to approval from the shareholders' meeting and the Company could only pay dividend from its net profit. In case the Company had retained loss, the Company is prohibited from paying dividend and is not required to appropriate net profit as legal reserve.

According to the separate balance sheet 2019 profit and lost statement of the Company as of 31 December 2019, there is a net loss of Baht 45,127,257 and retained loss of Baht 20,905,316. Therefore, the Company is unable to declare dividend from its 2019 performance and is not required to appropriate the profit for legal reserve.

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The Board of Director, therefore, deemed it is appropriate to propose to the meeting to acknowledge the omission of dividend declaration and appropriation of profit as legal reserve.

This agenda did not require voting because it was only reported to shareholders for acknowledgement.

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

Dr. Kessiree Punthura, proxy of Thai Investors Association proposed that the Company should allow the shareholders to vote in this agenda because the shareholders have the right to decide. The Chairman explained that the Company has loss and retained loss, it is not allowed by the laws to declare dividend. Although the shareholders vote disapproves the omission of dividend declaration, the Company is unable to comply with the shareholders resolution. However, Dr. Kessiree Punthura insisted that the shareholders vote in this agenda. Therefore, the Chairman agreed to let the shareholders vote if the meeting so requires or if the legal advisor so advised. The legal advisor informed the meeting that according to the Public Limited Company Act, a company is required to obtain shareholders approval only in case it declares dividend. If the company has loss, it is unable to declare dividend so it is not a case to obtain shareholders approval. However, Dr. Kessiree Punthura insisted that the meeting should vote. Therefore, the Chairman asked the meeting if any shareholder disagree with the dividend omission.

Since this agenda is for acknowledgement, the Company did not prepare ballot for voting, The meeting agreed to use a ballot for agenda 9 (other matter) to vote in this agenda. The MC informed those to wish to vote disapprove or to abstain from vote to mark as such in the ballot and hand over to the company staff for counting.

Resolved: the meeting resolved to approve the omission or divided declaration from 2019 performance and the omission of appropriation of profit as legal reserve by unanimous votes as follows:

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

Agenda 5 To consider and approve the reelection of Directors who retired by rotation for another term

The Chairman informed the meeting that for the purpose of transparency, himself and Ms Louis Taechaubol who have interest in this agenda, should leave the meeting room before proceeding. He proposed to the meeting that Mr. Natdanai Indrasukhsri, Chairman of the Audit Committee, act a s Chairman for this agenda. The meeting did not object.

The MC explained to the meeting that according to Article 18 of the Company's Article of Association, at every Annual General Meeting one-third of the total directors must retire from office. 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. a director who vacates office under this Section may be re-elected. At the Annual General Meeting of Shareholder 2020, there were three directors who must retire by rotation namely, Gen Lertrat Ratanavanich , Miss Louise Taechaubol and. Pol. Maj. Gen Ittipol Ittisarnronnachai. The Nomination and Remuneration Committee had considered the qualifications of the directors pursuant to the nomination procedures and deemed that these three directors were proficient and possessed a variety of expertise who had been considered as qualified individuals with qualifications which were not prohibited by laws. Therefore, the Board of Directors resolved to propose to the meeting to approve the reelection of the three directors to act as the Company's directors for another term. Detail of educational background and work experiences of the three directors had been delivered to shareholders for consideration in advance along with the invitation to this shareholders' meeting.

The Board of Directors agreed with the recommendation of the Nomination and Remuneration Committee to propose to the meeting to acknowledge the three Directors who retired by rotation namely, (1) Gen Lertrat

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Ratanavanich, (2) Miss Louise Taechaubol, and (3) Pol. Maj. Gen Ittipol Ittisarnronnachai, and to approve the reelection of the three directors to act as the Company's directors for another term.

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

The Chairman asked if any shareholder wished to ask questions or express opinion regarding this matter.

No shareholder asked any questions. Therefore, the Chairman requested the meeting to vote. The MC informed those to wish to vote disapprove or to abstain from vote to mark as such in the ballot and hand over to the company staff for counting.

Resolved: the meeting resolved to approve the reelection of the three directors who retired by rotation to act as the Company's directors for another term by unanimous votes as follows:

5.1 Gen Lertrat Ratanavanich

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

5.2 Miss Louise Taechaubol

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

5.3 Pol. Maj. Gen Ittipol Ittisarnronnachai

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

After voting the Chairman and Miss Louise Taechaubol returned to the meeting room to further proceeding.

Agenda 6 To consider and approve the remuneration for directors for the year 2020

The Chairman assigned the MC to explain details of this agenda to the meeting. The MC explained to the meeting that according to Article 16 of the Company's Articles of Association, prescription of the remuneration for directors shall be in accordance with a resolution passed by a shareholders' meeting. The Nomination and Remuneration Committee had considered the criteria to prescribe remuneration by thoroughly considered suitability in various aspects and compared with reference from other listed companies in the same industry and also taken into account the business expansion. It was appropriate for the Board of Directors to propose to the Meeting to consider and approve the Directors' remuneration for the year 2020 in the amount of not exceeding Baht 7,000,000 which was the same amount as the remuneration for 2019 as approved by the shareholders meeting. The Company had distributed the details of remuneration in advance to the shareholders together with the invitation to this shareholders' meeting.

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The Board of Directors agreed with the recommendation of the Nomination and Remuneration Committee to propose to the meeting to approve the remuneration for Company's directors for the year 2020 in the amount of not exceeding Baht 7,000,000.

This agenda requires the approval by a vote of not less than two-thirds of the total number of votes cast by the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express opinion regarding this matter.

Dr. Kessiree Punthura proxy of Thai Investors Association asked how monthly remuneration be paid to a director who holds title in more than committee. The Chairman replied that monthly remuneration shall be paid only to directors. Members of committees shall receive only meeting attendance fee on actual meeting basis.

No shareholder further asked any questions. Therefore, the Chairman requested the meeting to vote. The MC informed those to wish to vote disapprove or to abstain from vote to mark as such in the ballot and hand over to the company staff for counting.

Resolved: the meeting resolved to approve the remuneration for directors for the year 2020 in the amount of not exceeding Baht 7,000,000 as proposed by the Chairman by unanimous votes as follows:

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

Agenda 7 To consider and approve the appointment of the auditors and fix the audit fee for the year 2019

The Chairman assigned the MC to explain the detail of this agenda to the meeting. The MC explained to the meeting that the Company gave an opportunity to many audit companies to propose their audit fee for the year 2020 to the Audit Committee to consider qualifications and choose one to be the auditor of the Company. The Audit Committee had considered the qualifications of each auditor and was of the view that Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/ or Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 and/ or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. were reputable and trustworthy auditors having knowledge and capability. Moreover, comparing the remuneration rates proposed by this auditor to others, it was lower than other auditors. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to provide the audit services for the Company in 2019. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2019. Therefore, they are the most suitable auditor to provide audit service for the Company in 2020. In this regard, the auditors' remuneration for the year 2020 had been fixed at the amount of Baht 2,260,000 and the audit fee for subsidiaries had been fixed at the amount of Baht 3,540,000. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2020 had been fixed at Baht 5,800,000, as per details provided in Enclosure 5 delivered to the shareholders with the invitation to this shareholders' meeting.

The Board of Directors agreed with the recommendation of the Audit Committee to propose to the meeting to approve the appointment of Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/ or Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 and/ or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company and its subsidiaries and the prescription of remuneration for the auditors of both the Company and its subsidiaries in a total of Baht 5,800,000.

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

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

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No shareholder asked any question. Therefore, the Chairman requested the meeting to vote. The MC informed those to wish to vote disapprove or to abstain from vote to mark as such in the ballot and hand over to the company staff for counting.

Resolved: the meeting resolved to approved the appointment of Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Miss Kornthong Luangvilai, Certified Public Accountant No. and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 and/or from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company and its subsidiaries and the prescription of remuneration for the auditors of both the Company and its subsidiaries in a total of Baht 5,800,000 by unanimous votes as follows:

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

Agenda 8 To consider and approve additional purpose and plan for use of capital increase in the amount of Baht 560,000,000 as approved by the Annual General Meeting of Shareholders for the year 2019 on April 30, 2019.

The Chairman assigned the MC to explain the detail of this agenda to the meeting. The MC explained to the meeting that according to the Company's capital increase with specific purpose and plan for fund utilization by private placements with 2 investors, namely Zico Trust (s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) for 1,400,000,000 shares and the Brooker Group Public Company Limited. (Brook) for 200,000,000 shares, totaling 1,600,000,000 shares at par value of 0.10 baht per share, with the offered price of 0.35 baht per share pursuant to the resolution of the Annual General Meeting of Shareholders for 2019, held on 30 April 2019. From offering of shares, the Company received proceeds in the amount of Baht 560,000,000. The fund utilization purpose was to be pledged with commercial bank in issuing letter of guarantee to be used as collateral with the project owner when the Company undertakes construction work. However, due to the severe economic conditions and the virus epidemic, many businesses are in trouble. The construction project which the Company planned to undertake at the end of the year 2019 has internal management problems. Therefore, the Company needs to reconsider the purpose and plan for use of the fund so that it will not lose opportunity to use the fund to generate return for the Company and shareholders

Therefore, the Company proposed to add purpose and plan for use of fund utilization in the amount of 560,000,000 as follow:

- a) To be used as investment funds for business expansion of the Company's group
- b) To be used as a working capital in the project and as a pledge with the commercial bank for issuance of letter of guarantee

The details of the purpose and plan are presented in Enclosure 6 delivered to the shareholders with the invitation to this shareholders' meeting.

In case any investment is regarded as an acquisition and disposal of assets pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (2008) and other related acts, the Company will further comply with relevant regulation.

The Board of Directors, therefore, deemed it is appropriate to propose to the Shareholders' Meeting to approve additional purpose and plan for use of capital increase in the amount of 560,000,000 Baht as approved by the Annual General Meeting of Shareholders for the year 2019 on April 30, 2019, to be as follow: a) To be used as

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investment funds for business expansion of the Company's group and (b) To be used as a working capital in the project and as a pledge with the commercial bank for issuance of letter of guarantee.

This agenda shall be approved by a vote of no less than three-fourth of the total number of votes cast by the shareholders attending the meeting and be entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

Dr. Kessiree Punthura, proxy of Thai Investors Association asked whether the Company proposed to amend the fund utilization purpose and plan from original plan, i.e. 60 million Baht for project working capital and 500 million Baht for pledge with commercial bank. Mr. Chirdsak Kukiattinun explained that the proposed plan is to add more flexibility in utilization of the fund both in terms of amount and purpose. The Chairman further explained that currently the requirement for letter of guarantee is not as high as 500 million Baht as originally estimated. Therefore, the Board of Directors found it is more appropriate not to fix the amount and to add more fund utilization purpose, i.e. to be used as investment fund for business expansion. Dr. Kessiree Punthura asked if the Company could specify amount of fund for each purpose. The Chairman replied that the Company did not specify the amount because there is still uncertainty. However, the utilization of the fund shall be within the scope of 3 purposes, i.e. as project working capital, as pledge for issuing letter of guarantee and as investment fund for business expansion. In case it is material transaction, the Company shall report to the Stock Exchange of Thailand and comply with the relevant laws.

No shareholder further asked any question. Therefore, the Chairman requested the meeting to vote. The MC informed those to wish to vote disapprove or to abstain from vote to mark as such in the ballot and hand over to the company staff for counting.

Resolved: the meeting resolved to approved additional purpose and plan for use of capital increase in the amount of Baht 560,000,000 as proposed by the Chairman by unanimous votes as follows

Approved	5,872,982,343	Votes	Equivalent to	100%
Disapproved	0	Votes	Equivalent to	0%
Abstained	0	Votes	Equivalent to	0%
Total	5,872,982,343	Votes	Equivalent to	100%

Agenda 9 To consider other matters (if any)

No shareholder proposed any other matters to the meeting. However, the Chairman allowed the shareholders to ask question and express opinion regarding the meeting and Company's business operation.

No shareholder asked any question. The Chairman thanked all the shareholders and all attendances and declared the meeting duly adjourned.

The meeting adjourned at 15.35 hours.



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



(Mr. Arun Chamchort)
Company Secretary

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



Name:	Pol. Gen. Werapong Chuenpagdee	Age: 63 Years	Nationality: Thai
Position:	Vice Chairman of the Board of Executive Directors		
Education	Master of Public Administration Chulalongkorn University Master of Public Administration, National Institute of Development Administration (NIDA) Bachelor of Public Administration from the Royal Police Cadet Academy		
IOD Training	Cert. Director Accreditation Program (DAP), Class 86/2010 Cert. Role of the Compensation Committee (RCC), Class 13/2011 Cert. Director Certification Program (DCP), Class 146/2011 Cert. Audit Committee Program (ACP), Class 34/2011 Cert. Financial Statements for Directors (FSD), Class 12/2011 Cert. Corporate Governance for Capital Market Intermediaries (CGI), Class 10/2015		
Work experience	2018 - Present Vice Chairman, Triton Holding Public Company Limited 2018 – Present Special Advisor the Royal Thai Police, Government 2018 – Present Advisor, The National Municipal League of Thailand 2017 – Present Chairman of the Board of Directors, Arinsiri Public Company Limited 2015 – Present Directors, Richland Property Development Company Limited 2014 – Present Independent Director and Audit Committee of Industrial and Commercial, Bank of China (Thai) Public Company Limited. 2014 – Present Independent Director, Audit Committee, and Chairman of the Corporate Governance Committee, Country Group Holdings Public Company Limited 2012 – Present Directors FooSin Mining Industry (Thailand) Company Limited 2011 – Present Directors, Audit Committee and Nomination and Remuneration Committee, Thai Hua Rubber PLC. 2011 – Present Advisor, Thai Industry Association41 2010 – Present Director, Independent Director and Chairman of the Audit Committee Sing Sian Yer Pao Company Limited.,Newspaper 2009 – Present Independent Director, Audit Committee Country Group Development PCL Property & Construction 2002 – Present Director and Secretary Assistant Boonyachinda Foundation for the Police and Family		
Past Work experience	2017 – 2018 Chairman of Strega Public Company Limited 2016 – 2018 Assistant Commissioner, Commissioner of National, The Royal Thai Police Government 2015 – 2016 Commissioner, Commissioner of provincial police region 9, The Royal Thai Police, Government 2014 – 2015 Commissioner, Commissioner of provincial police region 7, The Royal Thai Police, Government		
No. of Year being a director:	3 years		
No. of shares held:	- None -		
Directorship in other listed companies:	Country Group Holdings Public Company Limited Country Group Development Public Company Limited Arinsiri Land Public Company Limited		
Attending the meeting in Board 2020:	14/14		

TRITON

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



Name: Pol.Col.Kidanun Komkhum Age: 54 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:

2016 – Present Treasurer of The Parent – Teacher of Patumwan Demonstration School Association

1992 – Present 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

Past work experience:

2017 – 2018 Independent Director and Audit Committee Member, Strega PCL.

2010 – 2013 Independent Director and Audit Committee of Metro Star Property PCL.

No. of Year being a director: 3 years

No. of shares held: - None -

Directorship in other listed companies: - None -

Attending the meeting in Board 2020: 14/14

TRITON

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



Name: Mrs. Siew San Tan Age: 69 Nationality: Singapore

Position: Director and Independent Director

Educational Background: Master of Arts (Political Science), University of Wisconsin-Madison
Bachelor of Social Science, 2nd Class Upper Honours (Political Science),
University of Singapore

IOD Training: -None-

Work experience:

2019 – Present Independent Director, Triton Holding Public Company Limited
2019 – Present Independent Director, DOD Biotech Public Company Limited
2019 – Present Independent Director, Hong Leong Finance Limited (Singapore)
2019 – Present Independent Director, P5 Capital Holdings Limited (Singapore)

Past work experience:

2019 – 2020 Director, Triton Resources International Company Limited (Singapore)
2012 – 2019 Ambassador Extraordinary and Plenipotentiary of the Republic of Singapore
to the Kingdom of Thailand
2006 – 2012 Deputy Secretary (Asia Pacific), Ministry of Foreign Affairs,
Republic of Singapore
1995 – 2006 Deputy Secretary (Policy), Ministry of Defence, Republic of Singapore
1974 – 1995 Analyst, Ministry of Defence, Republic of Singapore

No. of Year being a director: 1 year 9 months

No. of shares held: - None -

Directorship in other listed companies: DOD Biotech Public Company Limited

Attending the meeting in Board 2020: 5/14

Director remuneration compared between 2021 and 2020

According to the Board’s Meeting No. 2/2021 held on February 25, 2021 passing the resolution to propose the Annual General Meeting of Shareholders for the year 2021 to consider the following annual Directors’ remuneration of 2021 in the amount of not exceeding Baht 7,000,000, the details are presented in the below table:

Remuneration type	2021	2020
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 Subcommittee 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 2021 and 2020

According to the Board's Meeting No. 2/2021 held on February 25, 2021 passing a resolution to propose the Annual General Meeting of Shareholders for the year 2021 to consider the following annual audit fee of 2021 in the amount of Baht 6,800,000 which are equal to the annual audit fee of 2020, the details are presented in the below table:

List of companies	Quarterly Financial Statements of the Company Group			Annual fee	Total Audit Fee in 2021	Audit Fee Comparison Quarter in 2020
	Quarter 1	Quarter 2	Quarter 3			
Triton Holding Plc.	380,000	380,000	380,000	1,120,000	2,260,000	2,260,000
Triton Engineering and Construction Plc.	420,000	420,000	420,000	1,440,000	2,700,000	2,700,000
Triton Power Co., Ltd.	-	-	-	-	90,000	90,000
Triton Resources Co., Ltd.	-	-	-	-	80,000	80,000
Triton Green Energy Co., Ltd.	-	-	-	-	80,000	80,000
Triton Development Co., Ltd	-	-	-	-	80,000	80,000
Lucent Energy Co., Ltd.	-	-	-	-	80,000	80,000
Nongree Power Plant Co., Ltd.	-	-	-	-	150,000	150,000
Nongree Power Plant Co., Ltd. (BOI)	-	-	-	-	65,000	150,000
Akkarawat Renewable Energy Power Plant Co., Ltd.	-	-	-	-	150,000	150,000
Akkarawat Renewable Energy Power Plant Co., Ltd. (BOI)	-	-	-	-	65,000	65,000
Trans Thai Railway Co.,Ltd***	-	-	-	-	1,000,000	1,000,000
Total					<u>6,800,000</u>	<u>6,800,000</u>

Note: During the year 2020, the Company has added one more company which is Trans Thai Railway Company Limited, resulting in an additional 1,000,000 baht of the audit fee of the group companies, totaling 6,800,000 baht for the audit fee for the year 2020.

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Enclosure 6

Proxy (Form A)

Written at.....

Date..... Month Year

I/WENationalityResiding at No.....
.....Road.....Sub-district.....District.....
Province..... Postal Code..... 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 shareshares and have the right to vote equal tovotes
Hereby appoint

(A) Name Age, residing at No.
Road Sub-district District
Province Postal code.....OR

(B) Name Age, residing at No.
Road Sub-district District
Province Postal code.....OR

(C) Name Age, residing at No.
Road Sub-district District
Province Postal code.....

As my/our proxy to attend and vote on my/our behalf at Annual General Meeting of the Shareholders 2021 on April 27, 2021, at 10.00 a.m., at Grand meeting room of Triton Holding Public Company Limited, building no. 60 Soi Praditmanutham 19, Praditmanutham Rd., Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230 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
(.....)

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

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

Proxy (Form B)

Written at.....

Date..... Month Year

I/WENationalityResiding at No.....
Road..... Sub-district District.....
 Province..... Postal Code..... 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 shareshares, eligible forvotes equal
 Do hereby appoint either of one of the following persons (The Independent Director can be appointed as a
 proxy, please see the information in attachment 8):

- (A) Name Age, residing at No.
 Road Sub-district District
 Province Postal code.....OR
- (B) Name Age, residing at No.
 Road Sub-district District
 Province Postal code.....OR
- (C) Name Age, residing at No.
 Road Sub-district District
 Province Postal code.....

As my/our proxy to attend and vote on my/our behalf at Annual General Meeting of the Shareholders 2021 on
 April 27, 2021, at 10.00 a.m., at Grand meeting room of Triton Holding Public Company Limited, building no.
 60 Soi Praditmanutham 19, Praditmanutham Rd., Lat Phrao Sub-distict, Lat Phrao Distict, Bangkok 10230, 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 confirm the Minutes of the Annual General Meeting of Shareholders 2020 which was
 held on April 27, 2020

- (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 operational results of the preceding year and annual report 2020

- Acknowledge

TRITON

- Agenda item 3 To consider and approve of the consolidated financial statements and separate financial statement for the year 2020 ended December 31, 2020 and the auditor report
- (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 4 To consider the appropriation of omitted dividend payment for year 2020
- (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 the reelection of Directors who retired by rotation 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
 - 5.1 Director Name: Pol.Gen Werapong Chuenpagdee
 - Agree
 - Disagree
 - Abstain
 - 5.2 Director Name: Pol.Col Kidanun Komkhum
 - Agree
 - Disagree
 - Abstain
 - 5.3 Director Name: Mrs. Siew San Tan
 - Agree
 - Disagree
 - Abstain
- Agenda item 6 To consider and approve the remuneration for Directors for the year 2021
- (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 2021
- (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

TRITON

Abstain

Agenda item 8 To consider other matters (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
(.....)

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

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

Remarks:

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

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

At Annual General Meeting of the Shareholders 2021 on April 27, 2021, at 10.00 a.m., at Grand meeting room of Triton Holding Public Company Limited, building no. 60 Soi Praditmanutham 19, Praditmanutham Rd., Lat Phrao Sub-distict, Lat Phrao Distict, Bangkok 10230 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
(.....)

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

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

Information of independent directors (the proxies from the shareholders)



Name: Mr. Natdanai Indrasukhsri Age: 66 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 (AACCP) 16/2014

Current Position: 2017 - Present Director and Chairman of the Audit Committee, Triton Holding Plc

2003 - Present Director and Executive Committee, Siam City Insurance Plc.

Working Experience: 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: 4 years 3 months

No. of shares held: -None-

Directorship in other listed companies: -None-

Board's meeting attendance 2020: 14/14

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Information of independent directors (the proxies from the shareholders)



Name:	General Lertrat Ratanavanich	Age: 74 Years	Nationality: Thai
Position:	Chairman of the Board of Directors and Independent Director, Triton Holding Plc.		
Education:	- Honorary Doctor of Arts (Development Administration), Maejo University - Honorary Doctor of Philosophy, (Sustainable Energy and Environmental Technology Management), Rajamangala University of Rattanakosin - Honorary Doctor of Arts (General) in Public Administration, Eastern Asia University		
IOD Training:	- 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 12 th	
	2017 – Present	Vice Chairman, National Reform Committee for Energy	
	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:	4 years 3 months		
No. of shares held:	-None-		
Directorship in other listed companies:	MFC Asset Management Public Company Limited		
Attending the meeting in Board 2020	14/14		

Documents or evidence required to verify eligibility of shareholders or representatives

In order for the Shareholders Meeting of Triton Holding Public Company Limited (“Company”) to be conducted with transparency, fairness and in the best interest of shareholders, the Company believes that inspection of documents or evidence to identify the shareholder or the proxy of the shareholder entitled to attend the meeting of shareholders should be set with the following details:

1. Natural Person

1.1 Shareholder of Thai nationality

- (A) Identification card of Shareholder (Citizen card or State-officer card or State-enterprise card)
- (B) In case of granting a proxy, a duplicate copy of the identification card of Shareholder and an original or a duplicate copy of the identification card or passport (If the proxy is a foreigner) of the proxy. In addition, the original Proxy Form must be completely filled out, signed by both the grantor and the proxy, affixed with a 20-Baht duty stamp.

1.2 Shareholder of foreign nationality

- (A) Passport of Shareholder
- (B) In case of granting a proxy, a duplicate copy of the passport of Shareholder and an original or a duplicate copy of the identification card or passport (If the proxy is a foreigner) of the proxy. In addition, the original Proxy Form must be completely filled out, signed by both the grantor and the proxy, affixed with a 20-Baht duty stamp.

2. Juristic Person

2.1 Juristic person incorporated in Thailand

- (A) Corporate certification letter issued within 6 months by the Business Development Department, Ministry of Commerce, with original or duplicate copy of the identification card or passport (In case of foreign director) of the authorized director qualified to attend the meeting.
- (B) In case of granting a proxy, duplicate copy of the identification card or passport (in case of foreign director) of authorized director eligible to sign in the Proxy Form, with original or duplicate copy of the identification card or passport (If the proxy is a foreigner) of the proxy. In addition, the original Proxy Form must be completely filled out, signed by both the authorized juristic person as a grantor.

2.2 Juristic person incorporated outside Thailand

- (A) Corporate certification letter and Certificate of incorporation which must contain details including name of the juristic person, authorized signatory and terms and conditions of the signature and the head office address, together with the original or duplicate copy of the

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passport (In case of foreign authorized juristic person) of authorized signatory of the juristic person.

- (B) In case of granting a proxy, duplicate copy of the identification card or passport (if an authorized signatory is a foreigner) of the authorized juristic person who signs the Proxy Form with an original and duplicate copy of the identification card or passport (in case of foreign proxy) of the proxy. In addition, the original Proxy Form must be completely filled out and signed by the authorized juristic person as a grantor and the proxy and affixed with a 20-Baht duty stamp.

Note:

- (1) Duplicate copy of the citizen identification card or passport must be certified correct copy by the card or passport holder.
- (2) Duplicate copy of documents in Clause 2.1 (A) must be certified correct copy by authorized director of that juristic person.
- (3) Duplicate copy of documents in Clause 2.2 (A) created abroad or copies of such documents must be certified by Notary Public or by the Thai ambassador or Thai consulate in the country the document was prepared and must not be more than 1 year old on the meeting date. If the document is in language other than English, its Thai or English translation, certified correct translation by authorized person of the juristic person, must also be included.
- (4) Shareholder or proxy can register and submit the document or evidence for verification at the meeting venue from 08.30 pm until 10.00 pm on 27 April 2021.
- (5) In case of any conflicts arising with regard to the accuracy of the Proxy Form, the final decision shall be completely depended on the discretion of Chairman of the Board or authorized person assigned by Chairman.

**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

Submitting questions relating to the Shareholders' Meeting

The Board of Directors considers it appropriate to give an opportunity for shareholders to express their opinions and / or send questions about shareholders' meetings to the Board of Directors ahead of the meeting date. Shareholders can send questions to the Company via the following channels:

1. Shareholders who would like to ask questions, please provide your information with the following details:
 - Name, address, telephone, fax and email (if any) that the Company can contact.
 - Questions that would like to ask or give comments, along with supporting documents (if any)
2. Ways to send questions
 - via email secretary@triton.co.th
 - via fax 02-553-5091
 - via mail, by using post envelope (no need to stamp) which the Company sent with the meeting invitation. Shareholders can send to the Company Secretary Office; Triton Holding Public Company Limited, No. 60, Soi Praditmanutham 19, Praditmanutham Road, Lat Phrao, Bangkok 10230
3. Question Time; The Company invites shareholders to submit questions regarding the Shareholders' Meeting from now until April 20, 2021.
4. Company Secretary will gather those questions and submit to the Chief Executive Officer or related Executive to consider and answer questions relating to such shareholders further.

Using QR Code to download Annual Report 2020

The Stock Exchange of Thailand by the Thailand Securities Depository Co., Ltd. (TSD), as a securities registrar which developed an electronic system for listed companies to send meeting documents and annual report in electronic form via QR Code for shareholders to browse for an information. Shareholders can download the information via QR Code by using the following steps:

For IOS

1. Turn on the camera on the mobile phone
2. Scan (point the camera on the mobile phone) at the QR Code
3. The screen will have a Notification comes up. Please click on the message to see the meeting information.

Note: If there is no message (Notification) on mobile phones, shareholders can scan QR Code from other applications such as QR CODE READER, Facebook and Line etc.

For Android

1. Open the QR CODE READER application, Facebook or Line.
How to Scan QR Code through Line
 - Go to Line app and select add a friend
 - Select QR Code
 - Scan QR Code
2. Scan QR Code to view the meeting information

**Things to Know and Measures to Prevent Coronavirus 2019 (COVID-19)
at the Annual General Meeting of Shareholders 2021**

According to the current situation of the epidemic of Coronavirus 2019 (COVID-19), there are many infected people that quickly and continuously increase at the moment. Therefore, the Board of Directors is aware and concern about the risk of spread. The Company would like to inform the know-how and preventive measures to shareholders as follows:

1. Request for cooperation from shareholders to grant proxy to the Company's independent directors to attend the meeting instead of shareholders themselves, in order to prevent and reduce the risk of coronavirus 2019 (COVID-19) and also for the shareholders' health.
2. Request for cooperation to comply with recommendations of the Department of Disease Control and the Company reserve the right not to allow shareholders or proxies to enter the meeting as follow:
 - 2.1. The shareholders who have a history of traveling to / returning from a dangerous communicable disease country in accordance with the notification of the Ministry of Public Health regarding areas outside the Kingdom of Thailand which are infectious disease zones, within 14 days before the Shareholders' Meeting.
 - 2.2. High-risk shareholders such as having a history of traveling to / returning from risk country within 14 days before the date of the Shareholders' Meeting, Shareholders who communicate or having a close contact with high-risk people or people with fever or symptoms that may be suspected to get the Coronavirus (COVID-19) or people who have respiratory symptoms.
 - 2.3. Shareholders or all participants are required to fill out a questionnaire for Coronavirus infection screening (COVID-19) and submit to the Company's staff at the registration point. If you conceal health problems or travel history, your actions may be considered as an offense under the Communicable Disease Act B.E. 2015.

In this regard, the shareholders as according to Article 2.1 and 2.2 can authorize the Company's independent directors to attend the meeting and vote on their behalf in accordance with the procedures and forms shown in Enclosure 7 of the notice of the invitation letter. Shareholders can send the proxy and proxy's supporting documents via mail by using post envelope which the Company sent with the meeting invitation. Shareholders can send to the Company Secretary Office; Triton Holding Public Company Limited, No. 60, Soi Praditmanutham 19, Praditmanutham Road, Lat Phrao, Bangkok 10230.

3. Notification on the channels of sending questions in advance, shareholders who desire to submit their questions in advance can follow details in Enclosure 11.
4. In the event that shareholders still desire to attend the meeting, the Company request for cooperation and understanding from shareholders about the Company's actions to prevent and reduce the risk of Coronavirus 2019 (COVID-19) as follows:
 - 4.1 The Company will set up a screening point in accordance with the Department of Disease Control's guidelines in front of the meeting room. If any person with risk or respiratory symptoms is detected, the Company reserves the right not to allow shareholders or proxies to enter the meeting room (If shareholders can't attend the meeting, they can authorize other person or the Company's independent directors to attend the meeting instead of themselves)
 - 4.2 Line-up at the Screening Point, Document and Registration Points will be spaced 1 meter which may cause inconvenience.
 - 4.3 Participants are invited to sit on appropriate social distancing with a minimum distance of 1.5 meters between the chairs. The participants are not allowed to move or change the chair as provided, which

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will reduce the number of seats in the meeting room significantly and if seats are full, shareholders will not be able to enter in the meeting.

- 4.4 The Company will proceed to clean the meeting room with ozone and alcohol before the start of the meeting and request for shareholders' cooperation to bring a mask and wear it throughout the meeting
- 4.5 The Company strictly refrains from serving foods, beverages, tea, coffee, and eating in the meeting area to reduce the risk of spreading the virus
- 4.6 The Company refrains from distributing the annual report 2020 and the financial statements of the year 2020 in a book form on the meeting day in order to reduce the contact with other people and for the safety and hygiene of the participants.

However, if there are a large number of participants or many people coming together at the same time, it may cause delays in screening and registering process for the meeting. The Company apologizes for any inconvenience.

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COVID-19 Screening Form

**Before attending to Annual General Meeting of Shareholders 2021 on April 27, 2021
at Triton building, Grand meeting room of the Company, building no. 60 Soi Praditmanutham 19
Praditmanutham Rd., Lat Phrao Sub-distict, Lat Phrao Distict, Bangkok 10230**

We need your help in providing the most accurate and truthful medical statement for effective prevention of the spreading of the disease.

(Name-Surname) _____ (Mobile Phone Number) _____

1. Do you have a temperature? ≥ 37.5 °C Yes No
2. Do you have any of these symptoms?
 - Cough Yes No
 - Sore throats Yes No
 - Runny nose Yes No
 - Shortness of breath Yes No
3. Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within the past 14 days?
 Yes (I have traveled to):

 No
4. Have you been in physical contact with suspected COVID-19 patients?
 Yes
 No

Remark: If you have a temperature (≥ 37.5 °C); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas within the past 14 days; or have been in contact with suspected COVID19 patients, GPSC would like to kindly ask for your cooperation in giving proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to GPSC staff. Then you may then return safely to your resident and follow the guideline of the Department of disease Control, Ministry of Public Health, and Thailand.

**Map of the Annual General Meeting of Shareholders for the year 2021
Triton Holding Public Company Limited
at Grand meeting room of the Company, Building no. 60 Soi Praditmanutham 19
Praditmanutham Rd., Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230**

