

TRITON

March 28, 2022

Subject: Invitation to the Annual General Meeting of Shareholders 2022

Attention: All shareholders

Triton Holding Public Company Limited (TRITN)

Enclosure:

1. Copy of the Minutes of the Annual General Meeting of Shareholders 2021
2. 56-1 One Report for the year 2022 and Financial Statement for the year ended December 31, 2021 (QR code)
3. Profile of Directors due to retired by rotation and nominated to re-elect for director positions
4. Remuneration of Directors 2022 compared to the year 2021
5. Remuneration of Auditors 2022 compared to the year 2021
6. Summary of details of the issuance and offering of warrants to purchase ordinary shares No. 5 (TRITN-W5) of Triton Holding Public Company Limited.
7. Capital Increase Report Form (F53-4).
8. Summary of cancellation and add new objectives of Triton Holding Public Company Limited.
9. Proxy Form A, Proxy Form B with the allonge
10. Profiles of the Independent Directors whom shareholders may appoint as proxy holders to attend the meeting and vote on their behalf
11. Company's Articles of Association regarding the shareholder's meeting
12. Rules for attending the shareholders' meeting via electronic media (E-AGM)
13. Acceptance for the invitation of online meeting of Triton Holding Public Company Limited
14. 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 2022 on April 28, 2022, 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 of 2021 which was held on April 27, 2021

Rationale:

The Annual General Meeting of Shareholders 2021 was held on April 27, 2021. 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 2021 which was held on April 27, 2021 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 Company's operating result for the Year 2021.

Rationale:

The Company had summarized relevant details of its operational results of the year 2021 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 2021

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, 2021 and the report of auditor.

Rationale:

The Statement of Financial Statement and Separate Financial Statement for the accounting period ended December 31, 2021, as set out in the Financial Statement that had been sent to the shareholders together with the 56-1 One Report 2021. The Financial Statement was reviewed by the auditor, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, assessed and approved by the Audit Committee Meeting No. 1/2022, and approved by the Board of Directors meeting no. 2/2022.

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, 2021.

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 2021.

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, 2021, the Company generated a net profit of 109,796,138 baht. Therefore, the Company is unable to pay dividends for operating results of the year 2021 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 consider and approve the dividend omission of the year 2021

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 transfer of share premium to compensate the accumulated loss of the Company.

Rationale:

In the event that the company has accumulated losses. It leads to the company is unable to pay dividends to its shareholders, which is a limitation of the law. The company may proceed to reduce its capital by an

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appropriate amount by using such capital to offset the accumulated loss of the Company. As a result, the company can pay dividends after the company has positive retained earnings and have legal reserve.

At present, the Company has accumulated loss according to the Company's Separate Financial Statement as of December 31, 2021, totaling to 103,385,346.36 baht, therefore, for the benefit of shareholders and prepare the company to be able to pay dividends in the future when there is enough net profit and cash flow. The Board of Directors agreed to propose to the meeting to consider the transfer of share premium in the amount 860,846,281.20 baht to compensate the company's accumulated loss 103,385,346.36 baht accordingly.

As of December 31, 2021, the shareholders' equity of the Company is as follows;

Equity composition	Unit : Baht
Registered capital	1,161,029,408.80
Paid-up capital	1,112,755,193.40
Share premium	860,846,281.20
Accumulated loss	(103,385,346.36)
Total Shareholders' Equity	1,850,241,334.32

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the transfer of share premium in the amount of 860,846,281.20 Baht to compensate the accumulated loss of the Company as of December 31, 2021 in the amount of 103,385,346.36 Baht.

The Company's accumulated loss will be an amount of 0 baht after the transfer of share premium. However, this clearing of accumulated losses will not affect any change in equity value because it's just a deduction of accounting numbers in accordance with the shareholders' equity. The details are as follows:

	As of December 31, 2021 (Unit : Baht)	after the transfer of share premium (Unit : Baht)
Registered capital	1,161,029,408.80	1,161,029,408.80
Paid-up capital	1,112,755,193.40	1,112,755,193.40
Share premium	860,846,281.20	757,460,934.84
Accumulated loss	(103,385,346.36)	-
Total Shareholders' Equity	1,850,241,334.32	1,850,241,334.32

Resolution:

This agenda requires not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda item 6 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5)

Rationale:

As the Company's main business is in the construction industry, therefore, it is necessary to use a large amount of working capital to provide liquidity in business continuity. Therefore, capital management is very important to business operations, the Company shall recognize the need for such management. So, both short-term and long-term money utilization plans are required. The fundraising method is a part of managing the Company's fund utilization plans by issuing and offering warrants to purchase the Company's ordinary shares No. 5 (TRITN-W5) to use the fund from the conversion of warrants as planned. The Company has considered conditions and various details regarding the issuance and offering of TRITN-W5 warrants and proposed to the

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shareholders' meeting to consider and approve the issuance and offering of TRITN-W5 warrants as details are shown in enclosure 6.

Opinion of the Board:

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5) in the amount not exceeding 2,225,510,387 units to the existing shareholders of the Company. In proportion to its shareholding (Rights Offering) and provided free of charge at the ratio of 5 existing ordinary shares per 1 unit of warrant (in case of fractional shares, shall be round off). The exercise price is set at 0.25 Baht per share with ratio 1 warrant per 1 newly-issued ordinary share (except in the case of adjustment of the exercise price) the detail is as Enclosure 6.

Resolution:

This agenda requires not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda item 7 To consider and approve the reduction of the registered capital of the Company in the amount of 16,274,215.40 Baht from the former registered capital of 1,161,029,408.80 Baht to a new registered capital is 1,144,755,193.40 Baht by means of writing off 162,742,154 unissued ordinary shares with a par value of 0.10 Baht per share.

Rationale:

As a result of the 2018 Annual General Meeting of Shareholders held on 25 April 2018, the Board has a resolution to issue and offer for sale 2 types of warrants as follows:

- (1) Warrants to purchase ordinary shares of the Company No. 3 (TRITN-W3) to the existing shareholders of the Company in the amount of 1,606,715,681 units with a conversion ratio of 1 warrant per 1 ordinary share with the exercise price of 0.25 Baht per share for a period of 3 years from the date of issuance and offering. The Company has issued 1,606,715,681 shares of newly issued ordinary shares and reserved for the exercise of such rights. Currently, the TRITN-W3 warrants expired on May 29, 2021 with the holders of the TRITN-W3 warrants exercising their convertible rights. The Company has issued ordinary shares to total 1,493,973,527 shares, therefore, the Company has 112,742,154 unissued ordinary shares.
- (2) Warrants to purchase ordinary shares issued and allocated to directors, executives and employees of the Company and its subsidiaries No. 1 (TRITN-WA) in the amount not exceeding 50,000,000 units with a conversion ratio of 1 warrant per 1 ordinary share. The exercise price is 0.34 baht per share, not more than 50,000,000 shares with the par value of 0.10 baht per share for a period of 3 years from the date of issuance and offering. The Company has issued 50,000,000 newly issued ordinary shares to support the exercise of such rights. At present, TRITN-WA expired on May 29, 2021. It appears that no one has exercised the conversion rights of TRITN-WA. Therefore, the Company still has 50,000,000 unissued ordinary shares

Type of Registered Capital	Registered Capital)Share(Registered Capital)Baht(
current registered capital	11,610,294,088	1,161,029,408.80
Reduce the registered capital from the write-off of unsold shares (TRITN W3)	112,742,154	11,274,215.40
Reduce the registered capital from the write-off of unsold shares (TRITN WA)	50,000,000	5,000,000
Registered capital after capital reduction	11,447,551,934	1,144,755,193.40

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According to the Company's Articles of Association Article 43 states that the company may reduce its capital from the amount that has already been registered by lowering the par value of each share or reducing the number of shares by a resolution of the shareholders' meeting with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote and according to Section 140 of the Public Limited Companies Act B.E.2535 state that "The shareholders' meeting may pass a resolution to reduce the capital by writing off registered shares that have not been sold or that have not yet been issued. After the meeting has passed a resolution, the company shall register the capital reduction within 14 days from the date of the meeting's resolution."

Therefore, the Company needs to reduce the registered capital of the Company by writing off the newly issued ordinary shares that cannot be sold. It is proposed to the meeting to consider and approve the reduction of the Company's capital in the amount of 16,274,215.40 Baht from the original registered capital of 1,161,029,408.80 Baht to 1,144,755,193.40 Baht by means of writing off 162,742,154 unissued ordinary shares with a par value of 0.10 baht per share. These shares allocated to support the exercise of TRITN-W3 and TRITN-WA.

However, after the aforementioned capital reduction, The Company will have registered capital 1,144,755,193.40 Baht, representing 11,447,551,934 shares with a par value of 0.10 Baht per share with paid-up capital of 1,112,755,193.40 Baht divided into 11,127,551,934 shares with a par value of 0.10 Baht per share. This capital reduction in the amount of 320,000,000 shares with a par value of 0.10 Baht per share, is the newly issued ordinary shares that the Company has allocated to support the exercise of the convertible rights under the warrants to purchase the Company's ordinary shares No.4 (TRITN- W4)

Opinion of the Board:

The Board of Directors has a resolution to propose to the shareholders' meeting to approve the reduction of the Company's capital in the amount of 16,274,215.40 Baht from the original registered capital of 1,161,029,408.80. The registered capital is 1,144,755,193.40 baht by writing off 162,742,154 unissued ordinary shares with a par value of 0.10 Baht per share.

Resolution:

This agenda requires not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda item 8 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the reduction of the Company's registered capital.

Rationale:

According to the Public Company Limited Act B.E. 2535, when the Company reduces its registered capital, the Company shall amend the Memorandum of Association Clause 4 regarding the registered capital in order to be in line with the reduction of registered capital. Therefore, it is proposed to the meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the new registered capital as follows:

“Clause 4	Registered capital	1,144,755,193.40	Baht	(one billion one hundred forty-four million seven hundred fifty-five thousand one hundred ninety-three and forty satang)
	Representing	11,447,551,934	Shares	(eleven billion four hundred forty-seven million five hundred fifty-one thousand nine hundred thirty-four shares)

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Par value per share	0.10	Baht	(ten satang)
divided to			
Ordinary shares	11,447,551,934	Shares	(eleven billion four hundred forty-seven million five hundred fifty-one thousand nine hundred thirty-four shares)
Preferred shares	-None-	Share) - (

Opinion of the Board:

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's Memorandum of Association Clause 4. Re: Registered Capital to be in line with the reduction of the registered capital of the Company as follows: ***“Clause 4. Registered capital of 1,144,755,193.40 Baht (one billion one hundred forty-four million seven hundred fifty-five thousand one hundred ninety-three and forty satang), divided into 11,447,551,934 shares (eleven billion four hundred forty-seven million five hundred fifty-one thousand nine hundred thirty-four shares) with a par value of 0.10 Baht (ten satang) per share, divided into 11,447,551,934 ordinary shares (eleven billion four hundred forty-seven million five hundred fifty-one thousand nine hundred thirty-four shares) Preferred shares -None-”***

Resolution:

This agenda requires not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda item 9 To consider and approve the increase of the Company's registered capital in the amount of 222,551,038.70 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,367,306,232.10 Baht by issuing newly issued ordinary shares in the amount of not more than 2,225,510,387 shares with a par value of 0.10 Baht per share to support the exercise of convertible rights under the Warrants to Purchase Ordinary Shares of the Company No. 5 (TRITN-W5)

Rationale:

According to the Company has plans to issue warrants to purchase the Company's ordinary shares No. 5 (TRITN-W5) Therefore, in order to support the exercise of such warrants, the company had to increase its capital in the amount of not more than 2,225,510,387 shares with a par value of 0.10 baht per share by proposing to the meeting to consider and approve the increase of the Company's registered capital in the amount of 222,551,038.70 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,367,306,232.10 Baht by issuing newly issued ordinary shares in the amount of not more than 2,225,510,387 shares with a par value of 0.10 Baht per share as in Enclosure 6.

Opinion of the Board:

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the increase of the registered capital of the Company in the amount of 222,551,038.70 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,367,306,232.10 Baht by issuing new ordinary shares in the amount of not more than 2,225,510,387 shares at a par value of 0.10 Baht per share. The allocation of 2,225,510,387 newly issued ordinary shares is to support the exercise of the warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5)

Rationale:

This agenda requires not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

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Agenda item 10 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the registered capital of the Company.

Rationale:

According to the Public Company Limited Act B.E. 2535, when the Company increase its registered capital, the Company shall amend the Memorandum of Association Clause 4 regarding the registered capital in order to be in line with the increase of registered capital. Therefore, it is proposed to the meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the new registered capital as follows:

“Clause 4	Registered capital	1,367,306,232.10	Baht	(one billion three hundred sixty-seven million three hundred six thousand two hundred thirty-two and ten satang)
	Representing	13,673,062,321	Shares	(thirteen billion six hundred seventy-three million sixty-two thousand three hundred twenty-one shares)
	Par value per share	0.10	Baht	(ten satang)
divided to	Ordinary shares	13,673,062,321	Shares	(thirteen billion six hundred seventy-three million sixty-two thousand three hundred twenty-one shares)
	Preferred shares	-None-	Share) - (

Opinion of the Board:

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's Memorandum of Association Clause 4. Re: Registered Capital to be in line with the increase of the registered capital of the Company as follows: “*Clause 4. Registered capital of 1,367,306,232.10 Baht (one billion three hundred sixty-seven million three hundred six thousand two hundred thirty-two and ten satang), divided into 13,673,062,321 shares (thirteen billion six hundred seventy-three million sixty-two thousand three hundred twenty-one shares) with a par value of 0.10 Baht (ten satang) per share, divided into 13,673,062,321 ordinary shares (thirteen billion six hundred seventy-three million sixty-two thousand three hundred twenty-one shares) Preferred shares -None-*”

Resolution:

This agenda requires not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda item 11 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 2022, there are 4 Directors who must retire by rotation, namely,

- (1) Mr. Natdanai Indrasukhsri Director, Chairman of Audit Committee and Independent Director
- (2) Mr. Adipong Puttarawigrom Director, Audit Committee and Independent Director

(3) Pol.Lt.Gen. Ittipol Ittisarnronnchai Director and Independent Director

(4) Mr. Worapong Woottipruk 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 4 Directors namely, (1) Mr. Natdanai Indrasukhsri, (2) Mr. Adipong Puttarawigrom (3) Pol.Lt.Gen. Ittipol Ittisarnronnchai and (4) Mr. Worapong Woottipruk are proficient and possess a various range of expertise and 3 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 2022 between November 15, 2021 to January 31, 2022. After the specified period, no shareholder proposed any such matter at this Annual General Meeting of 2022.

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 4 directors namely, (1) Mr. Natdanai Indrasukhsri, (2) Mr. Adipong Puttarawigrom (3) Pol.Lt.Gen. Ittipol Ittisarnronnchai and (4) 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 12 To consider and approve the remuneration for Directors for the year 2022

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 2022 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 2022.

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 13 To consider and approve the appointment of the auditors and fix the audit fee for the year 2022

Rationale:

The Company allows many audit companies to offer the audit fee for the year 2022 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 2022. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2021 which is the most suitable reason for the Company to appoint this auditor to provide audit service for the Company in 2022. In this regard, the auditors' remuneration for the year 2022 has been fixed at the amount of 2,260,000 baht and that of its subsidiaries for the year 2022 have been fixed in total of 4,330,000 baht. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2022 have been fixed at 6,590,000 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, Certified Public Accountant No. 6797 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 with the auditor's remuneration of the Company and subsidiaries of Baht 6,590,000. 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 14 To consider and approve the amendment of the Company's objectives.

Rationale:

According to the fact that the Company has changed its business operations in the past and some of the Company's current objectives are outdated, it is inconsistent with the current business operations. Therefore, it is appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's objectives to support the Company's current business operations and to cover further business expansion in the future by cancelling the current objective of 14 items and amending the new objectives of 11 items as details in enclosure 7.

Opinion of the Board:

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's objectives by canceling the current objectives of 14 items and propose to add new objectives in the amount of 11 items.

Rationale:

This agenda requires not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda item 15 To consider and approve the amendment of Clause 3 of the Memorandum of Association to be consistent with the amendment of the Company's objectives.

Rationale:

From the cancellation of the original objective of 14 items and amendment of the new objectives of 11 items in Agenda 14 and from the aforementioned amendment. According to the Public Company Limited Act B.E. 2535, the Company shall amend Clause 3 of the Company's Memorandum of Association (Objectives) to be consistent with the amendment of the Company's objectives. Therefore, it is proposed to the shareholders' meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association as follows;

Former: "Clause 3, the objectives of the Company consisted of 71 items, details as attached to the BorMorJor.002."

Revised to: "Clause 3, the objectives of the Company consist of 68 items, details as attached to the BorMorJor.002."

Opinion of the Board:

The Board of Directors deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association to be consistent with the amendment of the Company's objectives from "*Clause 3, the objectives of the Company consisted of 71 items, details as attached to the BorMorJor.002.*" to "*Clause 3, the objectives of the Company consist of 68 items, details as attached to the BorMorJor.002.*"

Resolution:

This agenda requires not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda item 16 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 11 April 2022 and 20 April 2022. Please comply with the Enclosure 12
2. The shareholders can download the invitation letter for the Annual General Meeting of Shareholders 2022 and the accompanying documents from website www.triton.co.th from April 8, 2022 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

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pandemic situation which had considerable severe impact. However, the Company had strictly applied various protective measures from the registration process, the request for cooperation from shareholders to appoint proxy and the cleanliness in the meeting area, all of which were in compliance with the government's measures. Then the Chairman assigned Mr. Tharakorn Junkerd to be the Master of Ceremonies (MC).

The MC reported to the meeting that there were shareholders and proxies attending the meeting 34 persons in total, representing 5,047,773,166 shares, out of the total 9,633,581,207 shares, equivalent to 52.3977% of the total number of issued shares. Therefore, a quorum was constituted pursuant to Article 35 of the Articles of Association of the Company which provided that there must be at least 25 shareholders and proxy holders, holding in aggregate of not less than one-third of the total number of issued shares attending a shareholders meeting to constitute a quorum.

The MC also informed the meeting that the Board of Directors had discussed and set the voting, vote counting and methods for asking question. For the purpose of convenience, time saving and easy votes counting, in each agenda that require voting, 1 share is 1 vote and only votes of those **disapprove** or **abstain** will be counted and the rest will be deemed approve. Any shareholder who wished to disapprove or abstain shall mark in the ballot as such and hand the ballot to the Company's staff for vote counting. Those who approve shall keep the ballots and hand to the Company's staff at the end of the meeting.

Any shareholder wished to ask question shall write the question as well as his name, family name, status (as a shareholder or proxy), number of shares and the relevant Agenda in the paper provided and hand to the Company's staff during such Agenda.

In addition, in order to comply with corporate governance, the Company has allowed shareholders to submit question in advance, through email, fax, registered mail, within April 20, 2021 but there was no such question.

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 13, 2020 to January 31, 2021 but there was no such proposal and nomination.

Thereafter, the meeting was proceeded in the following agenda.

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

The Chairman asked the MC to explain detail of this agenda to the meeting. The MC explained that the Annual General Meeting of Shareholders of 2020 was held on 27 April 2020 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 the period prescribed by the laws. The Company had also published the minutes on the Company's website www.triton.co.th and had sent a copy of the minutes to the shareholders along with the meeting invitation letter as appeared in enclosure 1.

The Board of Directors had an opinion that the minutes of the Annual General Meeting of Shareholders of 2020 was held on April 27, 2020 had been properly and accurately recorded and the Board was of the opinion that it is appropriate to propose the meeting to adopt the minutes of the Annual General Meeting of Shareholders of 2020.

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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 requested the meeting to adopt the minutes of the Annual General Meeting of Shareholders of 2020, held on April 27, 2020 as sent to the shareholders with the invitation letter.

Resolved: The meeting resolved to adopt the minutes of the Annual General Meeting of Shareholders of 2020, held on April 27, 2020 by unanimous votes, as follows:

Approved	5,101,094,166	votes	Equivalent to	100%
Disapproved	0	votes	Equivalent to	0.0000%
Abstained	0	votes	Equivalent to	0.0000%
Void	0	votes	Equivalent to	0.0000%
Total	5,101,094,166	votes	Equivalent to	100%

Agenda 2 To acknowledge the operation result of the preceding year 2020 and the Annual Report 2020

The Chairman informed the meeting that prior to the operation report of the year 2020, the Chairman 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 in 2018. 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.

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

The MC informed the meeting that the Company has summarized relevant detail of its 2020 operation result as appeared in the 2020 Annual Report which had been sent to the shareholders in QR code form along with the meeting invitation letter as appeared in enclosure 2 so that the shareholders can study the detail in advance.

The Board of Directors had an opinion that it is appropriate to present last year's operation result and the 2020 Annual Report to the shareholders for acknowledgement.

This agenda was for acknowledgement only, no voting required.

However, for more detail of 2020 operation result, the MC requested the management to present the 2020 operation result to the shareholders.

Miss Louise Taechaubol, Chairman of Executive Committee reported to the shareholders that in 2020 there were two major events. The company has acquired 75% of shares in Aukkrarawat Co., Ltd. and has improved Aukkrarawat Power Plant to restore its capacity to commercially produce electricity at 4.9 megawatts. The Company also acquired 65% of shares in Trans Thai Railways Co., Ltd. which specializes in rail and train business.

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Company overview

Engineering and construction business under Triton Engineering and Construction PLC. (TTEC) in which the company holds 93.68%. TTEC is a market leader in HDD business. TTEC total revenue in 2020 was Baht 1,200 million.

Rail and train business under Trans Thai Railway Co., Ltd. in which the company holds 65%. Trans Thai Railway is a market leader, specialized in engineering of rails and train.

Energy business was added to generate steady income. The company invest in Aukkrarawat Co., Ltd. and Nongree Power Plant Co., Ltd

Then Mr. Worapong Wuthipruerk, Chief Financial Officer had reported summary of 2020 performance, as follows:

- Total revenue increased by 10.5%, from Baht 1,275 million in 2019 to Baht 1,410 million in 2020. Cost increased at the same rate of 10.7% as a result of efficient cost control.

- Net profit of 2020 was Baht 41.03 million or 6.5% increased from 2019 and profit attributable to owners was Baht 36.11 million or 11.6% increased from 2019.

- Total assets was Baht 2,703 million or 6% increased from 2019, mainly from non-current assets, property, plant and equipment.

- Total liabilities and equity comprised or 64.4% equity and 35.6% liabilities. Shareholders' equity increased from Baht 1,601 million in 2019 to Baht 1,740 million in 2020.

- As for financial ratio, the company's current ratio was 1.35 times, debt to equity ratio decreased continually from 0.6 to 0.58. In summary, the company has strong financial position.

Industry outlook for 2021-2023

- Public sector construction spending is forecasted to expand by 6.5-7% in 2021 to 2023, driven by ongoing megaprojects construction which has started since 2018 as the expansion of fundamental infrastructure. When consider public construction spending of Baht 600 billion against the company's total revenue of Baht 1,122 million, there is big room for growing.

- Backlog of the company consisted of HDD pipeline and construction works of Baht 800 million and rail works of Baht 395 million.

- The company shall focus on private projects; HDD oil pipeline, pipe jacking, private buildings and power plant construction and public projects; mass transit projects, railway project, EEC, airport rail link, government building and water utilities construction.

- For progress on power business, in 2021, the capacity will be increased to 7.9 megawatts, 4.9 megawatts increasing from Aukkrarawat power plant. The company plans to fully reserve sufficient vinasses waste water supply for power generating.

The Chairman asked if any shareholder had any question.

Miss Jureerat Jaraskulchai, proxy of Thai Investors Association asked whether the company had any strategy to turnaround the business and generate profit to pay dividend and asked if there is any business that would turn the company to be profitable.

Miss Louise Taecahubol, Chairman of the Executive Committee replied that although the company was profitable for 2-3 years but the profit was not much and the company needs fund to expand the business. Therefore, there will be no dividend distribution.

The Chairman added that the company is trying to diversify its business and focusing on business that would be profitable. Although 2020 was a difficult year the company was able to survive and gain some profit.

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The Chairman asked if any shareholder had any further question. There was no question so the Chairman requested the meeting to acknowledge the operating result and 2020 Annual Report.

Resolved: The meeting acknowledged the operating result and 2020 Annual Report as proposed.

Agenda 3 To consider and approve the consolidated financial statements and separated financial statements for the year 2020 ended December 31, 2020 and the auditor report

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, 2020, had been sent to the shareholders along with the 2020 Annual 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.1/2021, held on February 25,2021 and by the Board of Directors in the meeting no. 2/2021, held on February 25, 2021.

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, 2020 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.

Therefore, the Chairman requested the meeting to approve the consolidated financial statements and the separated financial statements which had been audited by the auditor as well as the auditor's report.

Resolved: The meeting resolved to approve the consolidated financial statements and the separated financial statements which had been audited by the auditor as well as the auditor's report by unanimous votes, as follows:

Approved	5,101,098,134	votes	Equivalent to	100%
Disapproved	0	votes	Equivalent to	0.0000%
Abstained	0	votes	Equivalent to	0.0000%
Void	0	votes	Equivalent to	0.0000%
Total	5,101,098,134	votes	Equivalent to	100%

Agenda 4 To consider the appropriation of omitted dividend payment for the year 2020

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 is not allowed to pay dividend out of any fund other than from profit. In

case the Company still has deficit, dividend payment is prohibited and the appropriation of net profit as legal reserve is not required.

From the separated financial statements for the period ended December 31, 2020, the Company has net loss of Baht 34,460,557. Therefore, the Company is unable to declare dividend for the 2020 operation as prohibited by the laws.

The Board of Directors had an opinion that it is appropriate to propose to the meeting to acknowledge the omission of dividend payment for the year 2020.

This agenda did not require voting because voting against the provision of the laws is not allowed.

Mrs. Narumol Chattawan added that a company that has profit is Triton Engineering and Construction PLC but it needs cash for business expansion so it could not pay dividend to the Company. As such, there is a loss in the Company's separated financial statements. In the future, if Triton Engineering and Construction PLC has sufficient cash flow, it is expected to declare dividend so that the Company shall have net profit.

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 so the Chairman requested the meeting to acknowledge the omission of divided form 2020 operation.

Resolved: The meeting acknowledged the omission of dividend from 2020 operation as proposed.

Agenda 5 To consider the reelection of directors who retired by rotation for another term

For transparency in voting, director who had interest in this agenda, i.e. Pol. Gen. Werapong Chuenpagdee, had left the meeting room before proceeding.

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

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 reelected.

At the 2021 Annual General Meeting, there are three directors who must retire by rotation, namely (1) Pol. Gen. Werapong Chuenpagdee, (2) Pol. Col. Kidanun Komkhum and (3) Mrs. Siew San Tan.

The Nomination and Remuneration Committee have duly considered qualification of directors pursuant to the nomination procedure and was of the opinion that each retired director possesses different knowledge and capabilities. Therefore, they are deemed qualify and none of them possesses prohibited qualification under the laws. The Nomination and Remuneration Committee suggested that the Board of Directors propose to the shareholders that all three retired directors be reelected for another term. Information, profile and experience of each directors had been sent to the shareholders along with the meeting invitation letter, as enclosure 3.

The Board of Directors agreed with the Nomination and Remuneration Committee and had an opinion that the shareholders should reelect all three retired directors namely (1) Pol. Gen. Werapong Chuenpagdee, (2) Pol. Col. Kidanun Komkhum and (3) Mrs. Siew San Tan to be directors for another term.

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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 requested the meeting to reelect each retired director to be director for another term.

Resolved: The meeting resolved to reelect each retired director to be director for another term, by unanimous votes, as follows:

1. Pol. Gen. Werapong Chuenpagdee

Approved	5,101,098,134	votes	Equivalent to	100%
Disapproved	0	votes	Equivalent to	0.0000%
Abstained	0	votes	Equivalent to	0.0000%
Void	0	votes	Equivalent to	0.0000%
Total	5,101,098,134	votes	Equivalent to	100%

2. Pol. Col. Kidanun Komkhum

Approved	5,101,098,134	votes	Equivalent to	100%
Disapproved	0	votes	Equivalent to	0.0000%
Abstained	0	votes	Equivalent to	0.0000%
Void	0	votes	Equivalent to	0.0000%
Total	5,101,098,134	votes	Equivalent to	100%

3. Mrs. Siew San Tan

Approved	5,101,098,134	votes	Equivalent to	100%
Disapproved	0	votes	Equivalent to	0.0000%
Abstained	0	votes	Equivalent to	0.0000%
Void	0	votes	Equivalent to	0.0000%
Total	5,101,098,134	votes	Equivalent to	100%

After voting, Pol. Gen. Werapong Chuenpagdee had returned to the meeting room to further proceed.

Agenda 6 To consider and approve the remuneration for directors for the year 2021

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 Nomination and Remuneration Committee had considered criteria for fixing directors' remuneration which had been thoroughly refined with respect to suitability in various aspects and had made comparison with directors' remuneration paid by other listed companies of similar business, taking into account the business

expansion and profit growth of the Company. Nomination and Remuneration Committee suggested that the Board of Directors propose to the shareholders to approve the directors' remuneration for the year 2021 in a total amount of Baht 7,000,000 which is the same amount that had been approved by the shareholders meeting last year. Detail of the remuneration appeared as enclosure 4.

The Board of Directors agreed with the suggestion of the Nomination and Remuneration Committee and had an opinion that the meeting should approve the directors' remuneration for the year 2021 as proposed.

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 2021 as proposed.

Resolved: The meeting resolved to approve the Directors remuneration for the year 2021 as proposed, by unanimous votes, as follows:

Approved	5,101,098,134	votes	Equivalent to	100%
Disapproved	0	votes	Equivalent to	0.0000%
Abstained	0	votes	Equivalent to	0.0000%
Void	0	votes	Equivalent to	0.0000%
Total	5,101,098,134	votes	Equivalent to	100%

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

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

The MC informed the meeting that the company has allowed various audit companies to offer the audit fee for the year 2021 to the Audit Committee for consideration and selection. The Audit Committee has considered qualification of each auditor in various aspects and was of the opinion that Miss Kornthong Luuangvilai, 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 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 2020. Therefore, they are suitable to be appointed as auditors for the year 2021 with the audit fee of Baht 2,260,000 for the Company and Baht 4,540,000 for the subsidiaries. Total audit fee for the Company and subsidiaries for the year 2021 shall be Baht 6,800,000, as detail in enclosure 5. The proposed auditors have no relationship and/or interest in the Company/ the subsidiaries/ the Company's management/ the Company's major shareholders or their related party. The auditors have been the Company's auditor for two consecutive years.

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 Luuangvilai, certified public

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accountant no. 7210 and/or Mr. Wonlop Vilaivaravit, certified public accountant no. 6797 and/or Dr. Kiatniyom Kuntisook, certified public accountant no. 4800 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors for the Company and the subsidiaries for the year 2021 and to fix the auditor fee for the Company and subsidiaries for the year 2021 at Baht 6,800,000

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 2021 and to fix the audit fee as proposed.

Resolved: The meeting resolved to approve the appointment of Miss Kornthong Luuangvilai, 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 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditor for the year 2021 and to fix the audit fee at Baht 2,260,000 for the Company and Baht 4,540,000 for the subsidiaries. Total audit fee for the Company and subsidiaries for the year 2021 shall be Baht 6,800,000, by unanimous votes, as follows:

Approved	5,101,098,134	votes	Equivalent to	100%
Disapproved	0	votes	Equivalent to	0.0000%
Abstained	0	votes	Equivalent to	0.0000%
Void	0	votes	Equivalent to	0.0000%
Total	5,101,098,134	votes	Equivalent to	100%

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 10.55 am

Gen.



Chairman

(Lertrat Ratanavanich)

Chairman of the Board of Directors



(Miss Pitsinee Wongpramote)

Company Secretary

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



Name: Mr. Natdanai Indrasukhsri Age: 67 Nationality: Thai

Current Position: Director and Chairman of the Audit Committee, Triton Holding Public Company Limited

Highest Education: Master in Business, Southern New Hampshire University, the United States of America

IOD Training: Director Certification Program (DCP) 92/2007

Advanced Audit Committee Program (AACP) 16/2014

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

Working Experience: 2014 - 2018 Director and Executive Committee, Siam City Insurance Plc.

2014 - 2018 Independent Director, Audit Committee, Nomination Committee,
And Compensation Committee, The Post Publishing Plc

2003 - 2014 Chief Executive Officer and President, Siam City Insurance Plc.

2003 - 2014 Director, Road Accident Victims Protection Company Limited

2010 - 2011 Director, Executive Director, and Chairman of Relationship
Management, Thai Credit Guarantee Corporation (TCG)

2001 - 2011 Vice President, Thai General Insurance Association

2007 - 2010 Chairman of the Board of Directors, Thai General Insurance Association

2006 – 2010 Director and Executive Director, T.I.I. Company Limited
(Thailand Insurance Institute)

No. of Year being a director: 5 years 3 months

No. of shares held: -None-

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

Board's meeting attendance 2021: 14/14

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



Name: Mr. Adipong Puttarawigrom Age: 52 Years Nationality: Thai

Position: Director, Audit Committee and Independent Director

Education: Master of Business Administration, Hawaii Pacific University, USA

IOD Training: Director Certification Program (DCP) Class 233/2017

Work experience:

2021 – Present Advisory, Insurtech Solutions Company Limited

2021 – Present Advisory, Company B Company Limited

2015 – Present Director, Audit Committee, Triton Holding Public Company Limited

2015 – Present Chairman, SSPP Capital Company Limited

2014 – Present Advisory, Fresh Air Festival Company Limited

2013 – Present Co-founder, Siam Silver Plus Partners Company Limited

Past work experience:

2009 - 2012 Head of Institutional Equities, Asia Plus Securities Public Company Limited

2002 - 2008 Head of Strategy, Siam Commercial Bank Securities Company Limited

No. of Year being a director: 7 years 2 months

No. of shares held: - None -

Directorship in other listed companies: - None -

Attending the meeting in Board 2021: 13/14

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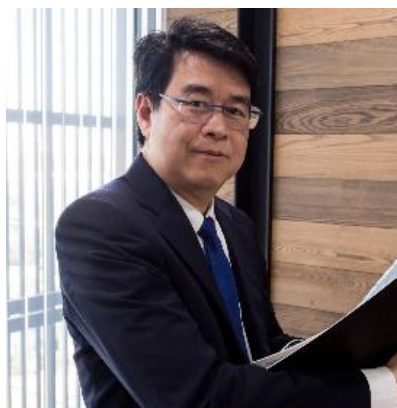
Information, Profile and Experience of retired by rotation and nominated to resume for director positions



Name: Pol.Lt.Gen. Ittipol Ittisarnronnachai Age: 55 Nationality: Thai
Position: Director and Independent Director
Educational Background: Master of Public Administration, Kentucky State University, USA
Bachelor of Public Administration, Royal Police Cadet Academy (RPCA43)
IOD Training: -None-
Work experience:
2018 - Present Independent Director, Triton Holding Public Company Limited
2021 – Present Commander, Armed Forces Office, Royal Thai Police Government
Past work experience:
2017 – 2020 Deputy Commissioner of Immigration Bureau,
Royal Thai Police Government
2017 - 2018 Director and Chairman of the Audit Committee,
Triton Engineering and Construction Public Company Limited
2016 - 2017 Commander of Nakhon Pathom Provincial Police, Royal Thai Police
Government
2014 - 2016 Commander of Nakhon Nayok Provincial Police, Royal Thai Police
Government
2013 - 2014 Commander of General Staff Division, Office of Logistics,
Royal Thai Police, Government
2011 - 2013 Deputy Commander Investigations Division Immigration Bureau,
Royal Thai Police Government
No. of Year being a director: 3 years 11 months
No. of shares held: - None -
Directorship in other listed companies: Country Group Development Public Company Limited
Attending the meeting in Board 2021: 12/14

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



Name: Mr. Worapong Woottipruk Age: 50 Years Nationality: Thai
Position: Director, Executive Committee and Chief Financial Officer
Education: MBA (Finance & International Business), University of ST. Thomas
BA (Finance), Thammasart University
Bachelor of Law, Sukhothai Thammathirat Open University

IOD Training: -

Work experience:

2021 - Present Director, Triton Engineering and Construction Public Company Limited
2021 – Present Chief Executive Officer, Triton Power Company Limited
2021 – Present Director, Nongree Powerplant Company Limited
2021 – Present Director, Aukkarawat Renewable Energy Company Limited Director
2021 – Present Director, Triton Development Company Limited
2021 – Present Director, Trans Thai Railways Company Limited
2021 – Present Director, Triton Resource Company Limited

Past work experience:

2017 – 2020 CFO, Thai Plaspac Public Company Limited
2017 – 2017 CFO, Thai Solar Energy Public Company Limited
2016 – 2017 Manager Financial Planning & Tax, Bangchak Corporation Plc.
2008 – 2016 Co-CEO, National Power Supply Public Company Limited
2001 – 2008 AVP, NPA Sales & Marketing, Sukhumvit Asset Management
1999 - 2001 Assistant Credit Manager, Siam Industrial Credit Public Company Limited
1996 - 1999 Investment Banking, IFCT Finance & Securities Public Company Limited

No. of Year being a director: 1 year 1 month
No. of shares held: - None -
Directorship in other listed companies: - None -
Attending the meeting in Board 2021: 12/14

Director remuneration compared between 2022 and 2021

According to the Board's Meeting No. 2/2022 held on February 28, 2022 passing the resolution to propose the Annual General Meeting of Shareholders for the year 2022 to consider the following annual Directors' remuneration of 2022 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 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 2022 and 2021

According to the Board's Meeting No. 2/2022 held on February 28, 2022 passing a resolution to propose the Annual General Meeting of Shareholders for the year 2022 to consider the following annual audit fee of 2022 in the amount of Baht 6,590,000 which less than the annual audit fee of 2021 which was amounting to Baht 6,800,000. the details are presented in the below table:

List of companies	Quarterly Financial Statements of the Company Group			Annual fee	Total Audit Fee in 2022	Audit Fee Comparison Quarter in 2021
	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)	-	-	-	-	-	150,000
Akkarawat Renewable Energy Power Plant Co., Ltd.	-	-	-	-	150,000	150,000
Akkarawat Renewable Energy Power Plant Co., Ltd. (BOI)	-	-	-	-	-	65,000
Trans Thai Railway Co.,Ltd	-	-	-	-	1,000,000	1,000,000
Total					<u>6,590,000</u>	<u>6,800,000</u>

Name list of auditors of the Company and the subsidiaries

- (1) Miss Kornthong Luangvilai, certified public accountant no. 7210 and/or
- (2) Mr. Wonlop Vilaivaravit, certified public accountant no. 6797 and/or
- (3) Dr. Kiatniyom Kuntisook, certified public accountant no. 4800

**Details of the issuance and offering of warrants to purchase ordinary shares no. 5
of
Triton Holding Public Company Limited**

1. Warrant details

Type of securities offered for sale	:	Warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 5 (“TRITN-W5” or “Warrants”)
Warrant type	:	Identify the holder's name and negotiable
Number of issued and offered for sale	:	Not more than 2,225,510,387 units
Number of issued ordinary shares	:	Not more than 2,225,510,387 shares with a par value of 0.10 Baht per share, representing 20.96% of the total number of 11,127,551,934 shares, with a par value of 0.10 Baht per share.
Term of Warrants	:	2 years from the date of issuance and offer for sale
Warrant allocation method	:	Allocated to the existing shareholders of the Company in proportion to their shareholding
Date of the right to reserve or received a warrant	:	The Company set the date for determining the names of shareholders who are eligible for the allocation of TRITN-W5 warrants (Record Date) on March 16, 2022.
Allocation Ratio	:	5 existing ordinary shares per 1 unit of warrant (If there is a fraction, it shall be rounded off)
Offering price per unit	:	0 Baht (zero Baht)
Exercise ratio	:	1 unit of TRITN-W5 warrant (one unit) can be exercised to purchase 1 share (one share) of the Company's newly issued ordinary shares.
Exercise price	:	Price 0.25 Baht per share.it may change later according to the conditions for adjustment of rights.
Date of issuance of warrants	:	June 1, 2022 or the date of the Board of Directors and/or the Chief Executive Officer set after being approved by the shareholders' meeting.
First exercise date	:	September 30, 2022
Last exercise date	:	May 31, 2024 (corresponds to the expiration date of TRITN-W5)

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Exercise period	:	<p>The exercise date is the last business day of March, June, September and December throughout the period of TRITN-W5. The first exercise date can be exercised on the last business day of March, May, June, September and December after the issuance date of the warrants by setting the date to notify the intention to exercise 5 working days prior to the exercise date. First exercise date is September 30, 2022.</p> <p>Except for the last notification of intent to exercise, it shall notify the intention to exercise the rights within 15 days prior to the last exercise date. In the event that the exercise date falls on the Company's holiday, it will be postponed the exercise date to the business day prior to the last exercise date.</p>
Secondary market of warrants	:	The Company will list TRITN-W5 as listed securities on the Stock Exchange of Thailand.
Secondary market of ordinary shares from the exercise of warrants	:	The Company will list the ordinary shares to support the exercise of rights under issued and offered for sale of TRITN-W5 as listed securities on the Stock Exchange of Thailand.
Other rights and benefits	:	Ordinary shares that issued in accordance with the exercise of the warrants at this time shall have the rights and position of the share equivalent to the ordinary shares of the Company which previously issued in all respects
Warrant Rights Adjustment	:	<p>The Company will adjust the exercise price and exercise ratio when one of the following events occurs to preserve the benefits of TRITN-W5 holders not to be inferior.</p> <p>(1) When there is a change in the par value of the Company's shares as a result of a share merger or split.</p> <p>(2) When the Company offers any newly issued shares at a price lower than the share price calculated in accordance with the market price at the time of the offering of the shares or the market price before the offering and it is the method of calculation as specified in the license terms.</p> <p>(3) When the Company offers convertible bonds or newly issued warrants by determining the price or calculating the price of newly issued shares to support the convertible bonds or warrants lower than the share price calculated using the market price at the time of offering of convertible bonds or warrants, or the market price before the offering of convertible bonds or warrants and it is the method of calculation as specified in the license terms.</p> <p>(A) When the Company pays all or part of the dividend as newly issued ordinary shares to the shareholders.</p> <p>(B) When the Company pays dividends in cash which exceeds the rate specified in the terms and conditions.</p> <p>(C) When there is any other case similar to Clauses 1 to 5 which affect in any benefit that warrant holders will receive when exercising their rights under the warrants to be inferior.</p>

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	:	However, the Company may have to arrange a shareholder's meeting to approve that the increase of registered capital is sufficient to support the adjustment of rights as mentioned above and assign to the Board of Directors or a person assigned by the Board of Directors to determine the conditions and other details related to the adjustment or change in the exercise ratio and exercise price.
Condition of remaining warrants	:	The Company will cancel the remaining warrants in full amount.
Warrant Registrar	:	Thailand Securities Depository Company Limited
Other conditions	:	<p>The Board of Directors and/or the Chairman of the Executive Committee and/or the persons that the Board of Directors or the Chairman of the Executive Board is authorized to</p> <ol style="list-style-type: none"> 1. stipulate and change the rules, conditions and other details of the warrants in all respects as deemed appropriate under the jurisdiction prescribed by law, such as the allocation, the issuance and offer, date of the warrants, determine the grounds for issuing new shares to accommodate changes in the exercise price and/or the exercise ratio of the warrants, negotiate, agree, sign and deliver relevant documents and contracts, take any necessary actions and appropriate in connection with the warrants and the issuance and offering for sale of such warrants. This is including but not limited to listing warrants and ordinary shares issued to support the exercise of warrants as securities on the Stock Exchange of Thailand, requesting permission from relevant agencies and appointing an attorney, take any action as necessary and in connection with the issuance of the warrants in all respects. 2. The Company will not extend the term of the warrants and will not change the price and exercise ratio unless it is an adjustment according to the conditions of the rights adjustment.

2. Dilution Effect can be divided into 3 types as follows:

- a. Effect on Voting Rights (Control Dilution)
- b. Effect on Share price (Price Dilution)
- c. Effect on Share Profit of Shareholders (Earnings per Share Dilution or EPS Dilution)

In considering the effect, it can be divided into 2 cases as follows;

Case 1: Existing shareholders who exercise the right to convert the whole amount of TRITN-W5 warrants

Case 2: Other persons other than the existing shareholders who exercise the right to convert the whole amount of TRITN-W5 warrants

a. Effect on Voting Rights (Control Dilution)

The formula for calculating the decrease in shareholding = $Qw / (Qo + Qw)$

Case 1 = zero

Case 2 = 16.67%

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b. Effect on Share price (Price Dilution)

The formula for calculating the decrease in Price = $(P_o - P_n) / P_o$

P_o = price before offering warrants

$P_{avg}Q_o/Q_o$ = 0.2446 baht

P_{avg} = weighted average price of 15 business days prior to the date of the Board of Directors' meeting on February 28, 2022. (between February 4, 2022 and February 25, 2022 which is equal to 0.2446 baht per share).

P_r = exercise price of warrants

Q_o = number of issued and paid-up shares

Q_w = number of shares issued to support the exercise of convertible rights

P_n = price after the sale of warrants

Effect on Share price (Price Dilution)

Case 1 and Case 2 have no impact because the price after the sale of the warrants is higher than the price before the offering.

c. Effect on Share Profit of Shareholders (Earnings per Share Dilution or EPS Dilution)

Cannot be calculated because the company has an operating loss.

**Capital Increase Report Form (F53-4)
Triton Holding Public Company Limited
February 28, 2022**

Triton Holding Public Company Limited (the Company) would like to report on the resolutions of the Board of Directors No. 2/2022 dated February 28, 2022 at 2.30 p.m.-17.30 p.m. regarding the reduction and increase of registered capital and the allocation of newly issued ordinary shares with details are as follows;

1. Reduction and increase of registered capital

The Board of Director's has a resolution to reduce the registered capital and increase the registered capital of the Company as follows;

- 1.1** Reduction of the Company's registered capital in the amount of 16,274,215.40 Baht from the former registered capital of 1,161,029,408.80 Baht which is a registered capital of 1,144,755,193.40 Baht by means of writing off 162,742,154 unissued ordinary shares with a par value of 0.10 Baht per share, which is the allocated share to support the exercise of TRITN-W3 and TRITN-W4 (excluding the newly issued ordinary shares issued and offered to support the warrants to purchase the Company's ordinary shares No.4 (TRITN-W4))
- 1.2** Increase of the registered capital of the Company in the amount of 222,551,038.70 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,367,306,232.10 Baht by issuing new ordinary shares in the amount of not more than 2,225,510,387 shares value at a par value of 0.10 Baht per share as follows;

Capital increase	Type of Capital	Number of shares (share)	Par value (Baht per share)	Total
<input checked="" type="checkbox"/> Form for specifying the purpose of using funds	Ordinary share	2,225,510,387	0.10	2,225,510,387
	Preferred shares	-	-	
<input type="checkbox"/> General Mandate	Ordinary share	-	-	-
	Preferred shares	-	-	-

2. Allocation of newly issued ordinary shares

2.1 Form for specifying the purpose of using funds

Allocated to	Number of shares	Ratio (Former: New)	Selling Price (Baht per share)	Date and time of subscription and payment of shares	Note
To support the exercise of the warrants to purchase the Company's ordinary shares No. 5 (TRITN-W5) issued and allocated to the existing shareholders in proportion to their shareholding.	not more than 2,225,510,387	Ratio of 5 existing shares per 1 warrant	Offered for sale at 0 Baht per share, with 1 unit of warrants entitled to purchase 1 ordinary share at a price of 0.25 Baht per 1 share.	Please see details in Enclosures 1.	-

Remark: The date for determining the names of shareholders who are entitled to receive the warrants (TRITN-W5) will be on March 16, 2022 (Record Date)

2.2 Company action in case of fraction of a share

In calculating the rights of each shareholder to be allocated TRITN-W5 warrants, if there is a fraction of ordinary shares from the calculation according to the allocation ratio of the warrants of each shareholder. The remaining shares shall be rounded off in full amount.

In the case of warrant allocation If there is a fraction of a warrant which is not in full amount of 1 unit from the calculation, the remaining warrant fraction shall be discarded in full. In the event that there is a fraction of the warrant remaining from the total allocation, the Company will proceed to cancel the remaining warrant. This will allow the remaining number of warrants to be allocated to the existing shareholders perfectly.

In addition, if there is a need to change the exercise ratio and the exercise price when the events stipulated in the right adjustment conditions and the result of such right adjustment result in a fraction of the number of shares to be received under the share warrants and cut off the fraction of the ordinary shares.

3. Schedule of Annual General Meeting of Shareholders to approve the capital reduction, capital increase and allocation of newly issued ordinary shares

The Annual General Meeting of Shareholders for the year 2022 is scheduled to be held on April 28, 2022 at 2 p.m. via the electronic meeting (E-AGM) and determine the names of shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2022 on March 16, 2022 (Record Date: RD) (post XM sign or Date without right to attend the Annual General Meeting of Shareholders for the year 2022 on October 15, 2022)

4. Request for permission to reduce capital, increase capital and allocate newly issued ordinary shares to relevant agencies and conditions for applying for permission (if any)

4.1 The Company has been approved by the Annual General Meeting of Shareholders for the year 2022 to reduce the registered capital, increase the registered capital and amending the Memorandum of Association. The votes shall not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

4.2 The Company allocates newly issued ordinary shares to specific investors and the allocation of warrants to purchase shares of the Company No. 5 (TRITN-W5) which requires a majority vote of the total votes of the shareholders attending the meeting and having the right to vote.

4.3 The Company will proceed with the registration of the change of registered capital and paid-up capital and amendment of memorandum of association with the Department of Business Development, Ministry of Commerce.

4.4 The Company will apply for the offering of warrants to the Securities and Exchange Commission.

5. Objectives of the capital increase and the use of fund in the capital increase.

To support the exercise of the conversion rights of the TRITN-W5 warrants allocated to the existing shareholders in proportion to their shareholding,

6. Benefits that the Company will receive from the capital increase and allotment of newly issued ordinary shares

To maintain the liquidity of the Company's working capital and to expand the company's business in the future.

7. Benefits that shareholders will receive from the capital increase and allotment of newly issued ordinary shares

Shareholders who have been allocated TRITN-W5 warrants and exercised of the conversion rights under TRITN-W5 warrants to ordinary shares, will have the right to receive dividends the same as the shareholders of the Company in all respects from the date the name appears in the share register of the Company that has applied for registration with the Ministry of Commerce.

8. Any other details necessary for the shareholders to make decision on approving the capital increase and allotment of newly issued ordinary shares.

-None-

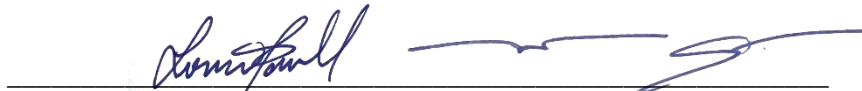
9. Timetable regarding the event that the Board of Directors has a resolution to reduce the capital, increase the capital and allocate the newly issued ordinary shares

No.	Process	Period
1	Date of the Board of Directors Meeting No. 2/2022	February 28, 2022
2	Date for determining the list of shareholders who have the right to attend the Annual General Meeting of Shareholders for the year 2022	March 16, 2022
3	Date of the Annual General Meeting of Shareholders for the year 2022	April 28, 2022
4	Submit the application for a resolution to reduce the capital and increase the registered capital with the Ministry of Commerce	Within 14 days from the date the shareholder's meeting has a resolution

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No.	Process	Period
5	Registered capital increase	Within 14 days from the date the shareholders' meeting has a resolution
6	Date for determining the names of shareholders who are entitled to receive TRITN-W5 warrants	March 16, 2022
7	TRITN-W5 warrant allocation date	June 1, 2022 or the date of the Board of Directors and/or the Chief Executive Officer to consider

The Company hereby certify that the information contained herein is correct and complete in all respects.



(Ms. Louise/Taechaubol and Mr. Worapong Woottipruk)
Authorized Director

**Summary details of the canceled and new objectives
of
Triton Holding Public Company Limited**

• **14 items of objectives cancellation**

No.	Article	Objective details
1	(19)	To engage in the business of printing, book printing and distribution and issue a newspaper.
2	(31)	To engage in the business of film production and distribution business.
3	(40)	To engage in the business of contracting for recording or producing audio tapes, video tapes, films, and engaging in contract manufacturing business for video tapes and audio tapes. both at home and abroad.
4	(41)	To engage in the business of buying, selling, producing, exchanging, bidding, offering, renting, hire-purchase, procuring or distributing by any means any product of audio recording tapes, video tapes, head cleaners, sound recorders and video player, recorder and video player, tape recorder, video recorder, cinematographer, phonograph, turntable, radio, receiver, television, microphone, amplifier vacuum cleaner including spare parts and equipment of the above products.
5	(42)	To engage in the business of a production of a tape recorder factory, a production of a tape recorder, a video tape factory, a video tape recorder factory and a manufacturing factory for various products as mentioned in Clause (41).
6	(43)	To engage in the business of advertising, entertainment. public relations and promote sales through radio broadcasting, television, publications and all kinds of advertising media.
7	(44)	To engage in the business of public relations business Promotion of all kinds through radio broadcasting, television and all kinds of advertising media.
8	(45)	To engage in the business of consultant to give advice, control the transaction and make a list in terms of advertising and public relations and promote sales through all types of media.
9	(48)	To engage in the business of manufacture and sell both retail and wholesale compact discs, CDs and laser discs LD.
10	(49)	To engage in the business of selling slide film, slideshow, copying slides.
11	(53)	To engage in the business of radio broadcasting services or a television broadcasting service that allows Hertzian waves to pass through wires or electrical conductors.
12	(59)	To engage in the business of computer programming, repair, installation, computer maintenance and services, exams and training in the field of

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No.	Article	Objective details
13	(65)	computers including opening a computer training school (This is not a normal course). To engage in the business of design, manufacture of printed circuit boards, computer control equipment and spare parts, network equipment, radio and television, transceivers, telephones, radars, instruments, telecommunication appliances, clocks, calculators, electrical and electronic devices of all kinds.
14	(70)	To engage in the business of trade, computer training system, computer controlled flight simulator, artillery training, machine tank trainer, warship and submarine trainers, all kinds of radars, sonar devices, aircraft navigation aids and terrestrial navigation tools, meteorological, hydrographic, geological instruments, land, air and marine, mapping tools and materials, frequency converters, liquid and air temperature controllers, scales, gauges, electronic timers, telecommunication system and satellite communications All types of microwave ovens, antennas and antennas. All electronic engine performance testers including spare parts, parts and installation, maintenance and maintenance of such equipment.

- **11 items of additional objectives**

No.	Objective details
1	To engage in the business of purchase or accept transfer of non-performing assets of financial institutions as well as collateral of such assets for further management or disposition and to hire or appoint asset management specialists to manage assets or perform other actions for the purpose of managing the assets purchased or received, whether in whole or in part.
2	To perform all actions related to the aforementioned activities as prescribed by the Minister of Finance or in accordance with the Bank of Thailand or notifications or as required by law until all actions related to the management or rehabilitation of the debtor to achieve its objectives such as selling the debtor, etc.
3	To provide additional loans to debtors who have purchased or received transfers.
4	To charge interest, discounts on interest charges and other related financial charges.
5	To convert securitization under the Emergency Decree on Special Purpose Vehicle for Securitization B.E. 2540.
6	To engage in the business of debt restructuring, compromise, reduce debt to debtors as well as write off bad debts.
7	To hold shares in the business acquired from debt repayment.
8	To pay by converting debt to equity.
9	To engage asset management business including contracting to negotiate debt restructuring, debt collection as well as to carry out any normal business of the asset management service that the company should engage in under the law on asset management or other laws.

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No.	Objective details
10	To engage in asset management business including other related businesses which the company should assemble according to the company's trade tradition or which to do or have the power to do or must comply with the law on asset management companies or other laws.
11	To do any other act with the approval of the Bank of Thailand.

Remark: After the cancellation and addition of objectives are completed. The new objectives of Triton Holding Public Company Limited will consist of 68 items.

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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 2022 on
April 28, 2022, 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

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Proxy (Form B)

Written at.....

Date..... Month Year

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

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

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

(B) Name Mr. Natdanai Indrasuksri Age 67 years
Residing at No. 60, Soi Praditmanutham 19, Praditmanutham Road, Ladprao Sub-district, Ladprao District, Bangkok 10230 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 2022 on April 28, 2022, 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 2021 which be held on April 27, 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 2 To acknowledge the Company's operating result for the Year 2021.

- Acknowledge

Agenda item 3 To consider and approve of the financial statements for the year ended December 31, 2021 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

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- Agenda item 4 To consider an approve the dividend omission of 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 5 To consider and approve the transfer of share premium to compensate the accumulated loss of the Company.
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain
- Agenda item 6 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5)
- (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 reduction of the registered capital of the Company in the amount of 16,274,215.40 Baht from the former registered capital of 1,161,029,408.80 Baht to a new registered capital is 1,144,755,193.40 Baht by means of writing off 162,742,154 unissued ordinary shares with a par value of 0.10 Baht per share.
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain
- Agenda item 8 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the reduction of the Company's registered capital.
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain
- Agenda item 9 To consider and approve the increase of the Company's registered capital in the amount of 222,551,038.70 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,367,306,232.10 Baht by issuing newly issued ordinary shares in the amount of not more than 2,225,510,387 shares with a par value of 0.10 Baht per share to support the exercise of convertible rights under the Warrants to Purchase Ordinary Shares of the Company No. 5 (TRITN-W5)
- (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 10 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the registered capital of the Company.
- (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
 - (B) The Proxy must cast its vote in accordance with my/our following instruction:
 - Agree
 - Disagree
 - Abstain

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Agenda item 11 To consider and approve the re-election of 4 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: Mr. Natdanai Indrasukhsri
 - Agree
 - Disagree
 - Abstain
 - Director Name: Mr. Adipong Puttarawigrom
 - Agree
 - Disagree
 - Abstain
 - Director Name: Pol.Lt.Gen. Ittipol Ittisarnronnchai
 - Agree
 - Disagree
 - Abstain
 - Director Name: Mr. Worapong Woottipruk
 - Agree
 - Disagree
 - Abstain

Agenda item 12 To consider and approve the remuneration for directors for the year 2022.

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

Agenda item 13 To consider and approve the appointment of the auditors and fix the audit fee for the year 2022

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

Agenda item 14 To consider and approve the amendment of the Company's objectives.

- (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 15 To consider and approve the amendment of Clause 3 of the Memorandum of Association to be consistent with the amendment of the Company's objectives. Agenda item

- (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 16 To consider other business. (if any)

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

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

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

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

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

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

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

Annual General Meeting of the Shareholders 2022 on April 28, 2022, 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: Mr. Natdanai Indrasukhsri Age: 67 Nationality: Thai

Current Position: Director and Chairman of the Audit Committee, Triton Holding Public Company Limited

Highest Education: Master in Business, Southern New Hampshire University, the United States of America

IOD Training: Director Certification Program (DCP) 92/2007

Advanced Audit Committee Program (AACCP) 16/2014

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

Working Experience: 2014 - 2018 Director and Executive Committee, Siam City Insurance Plc.

2014 - 2018 Independent Director, Audit Committee, Nomination Committee, And Compensation Committee, The Post Publishing Plc

2003 - 2014 Chief Executive Officer and President, Siam City Insurance Plc.

2003 - 2014 Director, Road Accident Victims Protection Company Limited

2010 - 2011 Director, Executive Director, and Chairman of Relationship Management, Thai Credit Guarantee Corporation (TCG)

2001 - 2011 Vice President, Thai General Insurance Association

2007 - 2010 Chairman of the Board of Directors, Thai General Insurance Association

2006 – 2010 Director and Executive Director, T.I.I. Company Limited (Thailand Insurance Institute)

No. of Year being a director: 5 years 3 months

No. of shares held: -None-

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

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: 75 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	
	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:	5 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		

**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 20, 2022 months. 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 13) 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).

1. 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 20, 2022.
 - 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

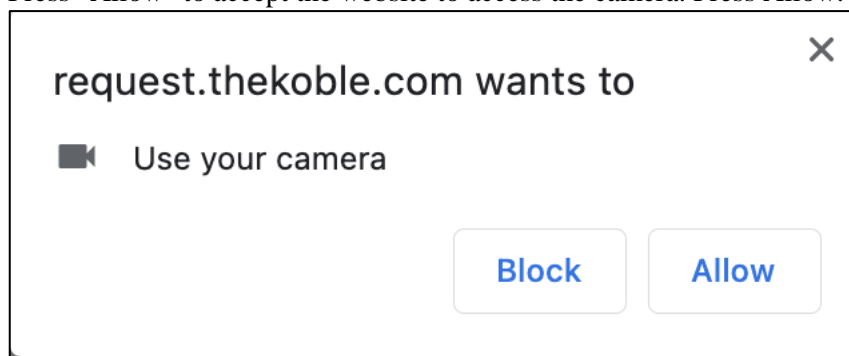
2. Fill in the information of shareholders:
 1. Securities holder account number;
 2. Name (do not include a title) If the shareholder is a juristic person, do not fill in this field;
 3. Last Name (In case the shareholder is a juristic person, enter the name of the juristic person in the last name field);
 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

Record photos of shareholders

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



- 1.2 Take a photo of a full ID card:
- Press "Take a photo";
 - Press "Save";
 - If you want to take another shot, please press the "Retry" button.
- 1.3 Take a picture of the shareholder holding an ID card (As the example shown):
- Press "Take a photo";
 - Press "Save";
 - If you want to take another shot, please press the "Retry" button.
- 1.4 Press "Next";
- 1.5 The system will display a message "Information received successfully," check the name, surname, and number of shares again;
- 1.6 Press "Finish."

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

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

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

1. Record photos, shareholder information (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";

4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Press "Finish."



Remark: The system for receiving the request to attend the meeting will be open for operation from April 11,2022 date 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 meeting system in detail. If you haven't received the Email within the April 25,2022 date, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

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

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

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.

5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-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 20,2022 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

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 Praditmanutham 19, 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:

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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:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

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

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

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

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท ไทรทัน โฮลดิ้ง จำกัด (มหาชน)

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ไทรทัน โฮลดิ้ง จำกัด (มหาชน)

Being a shareholder of Triton Holding Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

Holding the total amount of share

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

I would like to participate the E-AGM for Annual General Meeting 2022

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail

Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number

Please fill in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ 9. วิธีการเข้าร่วมประชุม ภายในวันที่ 20 เมษายน 2565

Please submit the required document per an attachment 9. by April 20, 2022

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงก์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

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

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

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

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

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 25, 2022
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.

