

TRITON

April 3, 2023

Subject: Invitation to the Annual General Meeting of Shareholders 2023

Attention: All shareholders

Triton Holding Public Company Limited (TRITN)

Enclosure:

1. Copy of the Minutes of the Extraordinary General Meeting No.1/2023
2. 56-1 One Report for the year 2022 and Financial Statement for the year ended December 31, 2022 (QR code)
3. Profile of Directors due to retired by rotation and nominated to re-elect for director positions
4. Remuneration of Directors 2023 compared to the year 2022
5. Remuneration of Auditors 2023 compared to the year 2022
6. Proxy Form A, Proxy Form B with the allonge
7. Profiles of the Independent Directors whom shareholders may appoint as proxy holders to attend the meeting and vote on their behalf
8. Company's Articles of Association regarding the shareholder's meeting
9. Rules for attending the shareholders' meeting via electronic media (E-AGM)
10. Acceptance for the invitation of online meeting of Triton Holding Public Company Limited
11. Procedure for submitting questions about the shareholders' meeting

The Board of Directors Meeting of Triton Holding Public Company Limited (“Company”) has a resolution to convene Annual General Meeting of the Shareholders 2023 on April 27, 2023, 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 Extraordinary General Meeting of Shareholders No.1/2023 which be held on February 7, 2023

Rationale:

The Extraordinary General Meeting of Shareholders No.1/2023 was held on February 7, 2023. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days and disclosed on the Company's website (www.triton.co.th). A copy of the Minutes is attached in Enclosure 1.

Opinion of the Board:

The Board of Directors is of the opinion that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2023 which was held on February 7, 2023 were comprehensively and accurately recorded and recommend to propose to the Shareholders' Meeting for approval of the Extraordinary General Meeting of Shareholders No.1/2023 further.

Resolution:

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

Agenda item 2 To acknowledge the Company's operating result for the Year 2022

Rationale:

The Company had summarized relevant details of its operational results of the year 2022 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 2022.

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, 2022 and the report of auditor.

Rationale:

The Statement of Financial Statement and Separate Financial Statement for the accounting period ended December 31, 2022, as set out in the Financial Statement that had been sent to the shareholders together with the 56-1 One Report 2022. 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. 3/2022.

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, 2022.

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 2022

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, 2022, Although the company had a net profit of 13,401,452 baht, it still had an accumulated loss of 26,594,191 baht. In addition, in 2023, the company received more construction projects and continued work. The company has to maintain the company's cash flow to be used as working capital in the business. Therefore, the Company is unable to pay dividends for operating results of the year 2022 to the shareholders.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the dividend omission of the year 2022.

Resolution:

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

Agenda item 5 To consider and approve the re-election of 4 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

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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 2023, there are 4 Directors who must retire by rotation, namely,

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

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

The Company has provided the right for shareholders to nominate candidates for director's election in the Annual General Meeting 2023 between November 28, 2022 to January 31, 2023. After the specified period, no shareholder proposed any such matter at this Annual General Meeting of 2023.

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) Gen.Lertrat Ratanavanich, (2) Pol.Maj.Gen.Kidanun Komkhum (3) Mr.Chalush Chinthammit and (4) Miss Louise Taechaubol to be the directors for another term.

Resolution:

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

Agenda item 6 To consider and approve the remuneration for Directors for the year 2023

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 2023 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 2023.

Resolution:

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

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

Rationale:

The Company allows many audit companies to offer the audit fee for the year 2023 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 and/or Mr. Choopong Surachutikarn Certified Public Accountant No. 4325 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 2023. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2022 which is the most suitable reason for the Company to appoint these auditors to provide audit services for the Company in 2023. In this regard, the auditors' remuneration for the year 2023 has been fixed at the amount of 2,260,000 baht and that of its subsidiaries for the year 2023 have been fixed in total of 4,705,000 baht. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2023 have been fixed at 6,980,000 baht. The details of the remuneration are presented in Enclosure 5.

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

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the appointment of Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 and/or Mr. Wonlop Vilaivaravit, Certified Public Accountant No. 6797 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 and/or Mr. Choopong Surachutikarn Certified Public Accountant No. 4325 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. by having one of the auditors to perform the audit and express opinions on the Company's financial statements to be the auditor of the Company with the auditor's remuneration of the Company and subsidiaries of Baht 6,980,000. Divided into the company in the amount of 2,275,000 baht and 8 subsidiaries in the amount of 4,705,000 baht.

Resolution:

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

Agenda item 8 To consider other matters (if any)

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

Sincerely yours,



(Miss Louise Taechaubol and Mr. Worapong Wootipruk
Authorized Director

Remark:

1. For your convenience, it is kindly requested that the shareholders and/or the proxies can do pre-registration in advance between 17 April 2023 and 25 April 2023. Please comply with the Enclosure 9.
2. The shareholders can download the invitation letter for the Annual General Meeting of Shareholders 2023 and the accompanying documents from website www.triton.co.th from April 3, 2023 onwards.
3. To facilitate the registration process, shareholders can send the completed proxy form in advance to the following address: OJ International Company Limited., 5/6 Tessaban Rangsarit Nuea Road, Lat Yao, Chatuchak, Bangkok 10900

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

**Minutes of the Extraordinary General Meeting No.1/2023
of
Triton Holding Public Company Limited**

Time and Venue

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

Directors present at the meeting

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

Directors attending online

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

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

Executives of the company and subsidiaries present at the meeting

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

The Company's legal advisor attending online

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

The Company's auditor attending online

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

Preliminary Proceeding

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

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

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

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

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

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

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

Thereafter, the meeting was proceeded in the following agenda.

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

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

The MC explained that the Company had prepared the minutes of the Annual General Meeting of Shareholders of 2022 which was held on April 28, 2022 within 14 days from the meeting date and had submitted the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the

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period prescribed by the laws. The Company had sent a copy of the minutes to the shareholders along with the meeting invitation letter and also published the minutes on the Company's website. The attachment is appeared in enclosure 1.

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

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

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

No shareholder asked question or expressed any opinion.

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

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

The Chairman informed the meeting that Agenda 2 is a continuation of Agenda 3 to Agenda 7, therefore, in order for this agenda to have legal implications, all mentioned agendas are subject to approval as well. When the shareholders understood and acknowledged the matters, then he started to consider the agenda 2 accordingly.

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

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

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

However, it appears that no Warrant No.4 holder wish to exercise the warrants during the exercise period. As a result, the Company is required to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the reduction of the Company's unsold registered capital of 320,000,000 shares with a par value of 0.10 Baht per share or a total amount of 32,000,000 Baht from the original registered capital of 1,367,306,232.10 Baht to the registered capital of 1,335,306,232.10 Baht by reducing 320,000,000 ordinary shares with a par value of 0.10 baht (ten satang) per share.

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

“Clause4. Registered capital amount 1,335,306,232.10 Baht (One Billion Three Hundred Thirty-Five Million Three Hundred Six Thousand Two Hundred Thirty-Two Baht Ten Satang), divided into 13,353,062,321 shares (Thirteen Billion Three Hundred Fifty-Three Million Sixty-Two Thousand Three Hundred Twenty-One shares). Par value 0.10 Baht (Ten Satang). Separated into common stock in the amount of 13,353,062,321 shares (Thirteen Billion Three Hundred Fifty-Three Million Sixty-Two Thousand Three Hundred Twenty-One shares). Preferred share -none-”

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

This agenda required approval by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote.

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

No shareholder asked question or expressed any opinion.

Resolved: The meeting resolved to approve the reduction of the Company's unsold registered capital in the amount of 32,000,000 Baht from the original registered capital of 1,367,306,232.10 Baht to the registered capital of 1,335,306,232.10 Baht by deducting the unallocated shares in the amount of 320,000,000 shares with a par value of 0.10 Baht per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote as follows:

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

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

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

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

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

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

(1) Consider offering the newly issued ordinary shares one time or several times, provided that the allocation of the newly issued ordinary shares to be offered to a specific person in a Private Placement, the additional paid-up capital shall not exceed the percentage of 10 of the Company's paid-up capital or 1,112,755,193 shares as of the date the Board of Directors resolved to increase the capital. It must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person). When determining the offering price of newly issued shares to the

private placement, it must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for the past 7 consecutive business days but not more than 15 consecutive business days prior to the date of the offering price and the discount may not be more than 10 percent of the said price, or (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company (according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 on Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (including any amendments)).

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

(3) Negotiate, agree, and sign relevant documents and contracts and take any other necessary and appropriate actions in connection with the issuance and offering of new ordinary shares including assigning to the top management or the person assigned by the Board of Directors has the authority to perform the abovementioned actions. In this regard, the allocation of such newly issued ordinary shares must be completed within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest.

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

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

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

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

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

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

Regarding the question in which areas the Company will use the money if the Company has already received the money from the capital increase through a general mandate. According to the company's plan, the Company will use the money received to manage the construction projects and as the working capital within the business as well.

No shareholder asked question or expressed any opinion. Then the Chairman informed the meeting to consider and approve the capital increase under a general mandate, totaling not more than 1,112,755,193 shares with a par value of 0.10 Baht per share to a specific investor (Private Placement) as detailed above.

Resolved: The meeting resolved to approve the Company's capital increase in the amount of 1,112,755,193 shares to support the issuance and offering of newly issued ordinary shares under a general mandate (General Mandate) to be offered to a specific investor (Private Placement) that must not be an offering of shares at a low price with a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

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

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

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

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

The convertible debentures to be issued and offered by the Company will be issued and offered to existing shareholders of the Company. The existing shareholders of the Company will be entitled to the allocation of convertible debentures in proportion to their shareholding (Right Offering) with a total amount does not exceed 240,000 shares, offering price of 1,000 Baht per 1 share of convertible debentures with the total offering value does not exceed 240,000,000 Baht at the allocation ratio of 46,365 existing shares per 1 share of convertible debentures. If there is a fraction from the calculation, discard it in all cases.

Any shareholder of the Company who holds less than 46,365 shares will not have the right to subscribe to the convertible debentures according to their rights (but can subscribe in excess of their rights) and existing shareholders who are entitled to allotment can subscribe for convertible debentures according to their rights, less than the right or exceed their rights, or waive their right not to subscribe for convertible bonds offered for sale at this time. The Company will allocate the convertible debentures to the shareholders who have subscribed according to their right to complete beforehand. If there are convertible debentures remaining from the allocation, the Company will allocate the remaining convertible bonds to the shareholders who subscribe and pay for the convertible bonds in excess of their rights (until there are no convertible bonds left to be allocated) in accordance with the following rules:

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

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

In this regard, it is proposed to the Board of Directors' meeting to determine the date for determining the list of shareholders entitled to subscribe for the convertible debentures (Record Date) in order to determine the rights of shareholders having the right to subscribe to the convertible bonds of the Company in further.

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The summary of important details of the issuance and offering of convertible debentures are as follow:

Topic	Details
Issuer of convertible debentures	Triton Holding Public Company Limited (“ the Company ” or “ TRITN ”)
Objective	For working capital for construction business and cash flow management for subsidiaries
Plan to use the proceeds from the offering of convertible debentures	To be working capital for construction business and cash flow management for subsidiaries in the amount of not more than 240,000,000 baht with the following objectives: <ul style="list-style-type: none"> • Working capital for construction business not more than 190.00 million Bah • Cash flow management for subsidiaries not more than 50.00 million Baht
Type	Name-holders convertible bonds have the conversion rights into newly issued ordinary shares of the Company, not subordinated, without insurance, and have a representative of the bondholders and the issuer of convertible debentures has the right to redeem it before the maturity date.
Value of convertible debentures offered for sale	Not more than 240,000,000 Baht
value	1,000 Baht per 1 unit of convertible debentures
Number of convertible debentures	Not more than 240,000 units
Method of offering and allocation	<p>The Company will offer and allot the whole number to the existing shareholders of the Company who have the right to be allocated in proportion to their shareholding (Rights Offering). The existing shareholder can subscribe to the convertible debentures at the allotted amount, lesser, more or waive the right not to subscribe to the convertible debentures at offer for sale this time. The Company will allocate the convertible debentures to the shareholders who subscribe at the allotted amount first. If there are convertible debentures left from the allotted amount, the Company will allot the remaining convertible debentures to the shareholders who subscribe and pay for the convertible debentures in excess of their rights (until there are no convertible debentures left to allot).</p> <p>In this regard, the Company will offer convertible bonds and reserved new shares within 12 months from the date that the Extraordinary General Meeting of Shareholders has approved for issuing convertible debentures and shares supporting the exercise of convertible rights.</p>

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Topic	Details
Proportion of allocated to existing shareholders	46,365 existing shares: 1 unit of convertible debentures)in the event that there is a fraction from the calculation, it will be eliminated in all cases(. However, any person of the Company's shareholders holding less than 46,365 shares will not have the right to subscribe to the convertible debentures under their rights (but can subscribe for more than their rights).
Shares allocated to support the conversion of convertible debentures	800,000,000 shares
Age of convertible debentures	1 year and 9 Months from the date of issuance of convertible debentures
Interest rate	5.50% per year
Interest payment	4 times a year with interest payments made every 3 months of every year from the date of issue of the convertible debentures
Restrictions on the transfer of convertible debentures	-None-
Convertible price	The exercise price is 90 percent of the market price. The market price is calculated from the weighted average price of the Company's shares in the SET for the past 15 consecutive business days prior to the first day of the period for notifying the intention to exercise the right to convert in each time. The weighted average price of is calculated from the volume weighted closing price on each consecutive trading day (“ Floating Conversion Price ”), provided that the conversion price must not be less than 0.30 baht per share (“ Minimum Exercise Price ”), the minimum conversion price is subject to change as a result of the conversion price adjustment in accordance with the conditions that will be further set forth in the terms of rights.
Convertible ratio	The conversion ratio is determined to be equal to 1 unit of convertible debentures per [par value of convertible debentures (Face Value) divided by convertible exercise price] common shares (if there is a fraction, discard in all cases) In this regard, the Company will inform the conversion price and conversion ratio of the convertible debentures to the SET immediately on the first day of each exercise date.
Conversion date	The date of expiration of the convertible debentures.
Period for expressing the intention to	Not less than 15 days prior to the date of the right to convert or any other period that the convertible debentures holder representative

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Topic	Details
exercise the right to convert	(According to the resolution of the convertible bond holders meeting) and the issuer of the convertible debentures will be agreed upon.
Exercise period and exercise schedule	Can be convertible in 1 year 9 months from the date of issue of the convertible bonds or the date of expiration of the convertible bonds.
Expiration date	1 year 9 Months from the date of issuance of convertible bonds
Redemption at expiration date for convertible debentures	In the event that a convertible debentures holder wants to exercise the conversion rights the convertible bonds into the Company's newly issued ordinary shares. The holders of convertible debentures have the right to exercise their conversion rights them into shares until the 15th business day before the maturity date (" Last Exercise Date ") without the conversion. However, at the last exercise of the convertible debentures each convertible debentures holder has two options, which are: a) <u>Request for redemption in cash in full.</u> b) <u>Request for redemption by converting the convertible bonds.</u> by redeeming the remaining convertible bonds in full amount to the Company's newly issued ordinary shares. However, each bondholder will have to choose options a) or b) only one cannot split the convertible debentures they hold to choose options a) and b).
The right of call/put option	The Company has the right to redeem the convertible debentures before the maturity date (Call Option).
Representative of the holder of convertible debentures	During appointment. The Company will appoint a representative of the convertible debentures holders after the Board of Directors' meeting approves the date to determine the names of shareholders who have the right to subscribe for the convertible bonds (Record Date) and promptly notify the SET immediately

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

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

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors, and/or the Executive Committee, and/or the Chief Executive Officer, or any person to the Board of Directors, or the Executive Committee, or the Chief

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Executive Officer to have the power to determine details, amend or take any action as necessary and in connection with the issuance and offering of convertible debentures in accordance with the law. This includes, but is not limited to, the following powers:

(1) Determine or amend the details, methods, and other conditions related to the issuance and offering of convertible bonds as appropriate, either a one-time or multiple issuances. This includes, but is not limited to, the terms and conditions of the convertible bonds, date of issue of convertible debentures par value of convertible bonds, offering price, number of common shares to support the conversion of convertible bonds, interest rate, calculation and payment method of interest, conversion price, conversion rate, conversion period, redemption price, redemption period, expiration date of conversion, how to allocate convertible bonds or determine the events that the Company must issue additional new shares to accommodate the change in the exercise of convertible rights Conditions for the adjustment of the right to convert.

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

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

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

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

The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should be approve the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) with a total amount does not exceed 240,000 shares, offering price of 1,000 Baht per 1 share of convertible debentures, with the total offering value does not exceed 240,000,000 Baht. Including the relevant authorization.

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

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

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

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

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

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

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

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

No shareholder asked question or expressed any opinion. Then the Chairman informed the meeting to consider and approve the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO) in the amount not exceeding 240,000,000 Baht.

Resolved: The meeting resolved to approve the issuance and offering of convertible debentures to the existing shareholders of the Company who are entitled to be allocated in proportion to

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their shareholding (Rights Offering: RO) in the amount not exceeding 240,000,000 Baht price with a vote of not less than three fourths (3/4)of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

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

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

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

The MC explained to the meeting that according to the Company will issue and offer convertible debentures. The Company has a policy to allow existing shareholders who exercise the right to purchase convertible debentures receive warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) as well with free of charge. Including if the holder of TRITN-W6 Warrants exercises their right to convert, the company will receive some amount of money which will be used by the company to maintain liquidity and working capital of the Company for the operations of the group of companies in projects that will arise from new business opportunities in the future, especially various mega projects of the government, which the Company has sufficient capacity and potential to undertake construction works.

Therefore, the Company has issued and offered for sale the warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) (Warrants No. 6 (TRITN-W6)), in the amount not exceeding 1,440,000,000 units, holder identification type and can be transferred to the existing shareholders who have subscribed and allocated convertible bonds in proportion to their shareholding (Rights Offering: RO), without charge (zero Baht), at a ratio of 1 unit of convertible bonds per 6,000 unit of Warrant No. 6 (TRITN-W6) and if there is a fraction from the calculation, discard it in all cases. A summary of important matters of the issuance and offering of warrants No. 6 (TRITN-W6) including important details appears in Enclosure 3.

The Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the authorization to the Board of Directors, and/or the Executive Committee, and/or the Chief Executive Officer, or any person to the Board of Directors, or the Executive Committee, or the Chief Executive Officer to have the power to determine details, amend or take any action as necessary and in connection with the issuance and offering of warrants (TRITN-W6) in accordance with the law.

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

The Board of Directors deems appropriate that the shareholders' meeting should consider to approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (“TRITN-W6”) in the amount not exceeding 1,440,000,000 units to the existing shareholders of the Company who have subscribed and allocated convertible bonds in proportion to their shareholding (Rights Offering: RO) as the details above.

This agenda required approval by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote.

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

No shareholder asked question or expressed any opinion.

Resolved: The meeting resolved to approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (“TRITN-W6”) in the amount not exceeding 1,440,000,000 units to the existing shareholders of the Company who have subscribed and allocated convertible bonds in proportion to their shareholding (Rights Offering: RO) with a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

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

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

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

The MC explained to the meeting that according to the company's fundraising plan mentioned above. Therefore, the Company needs to increase the registered capital of the company from the original registered capital amount of 1,335,306,232.10 Baht to the registered capital amount of 1,670,581,751.40 Baht by issuing new ordinary shares 3,352,755,193 shares with a par value of 0.10 Baht per share, totaling 335,275,519.30 Baht to support; the issuance of 1,112,755,193 shares

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of newly issued ordinary shares under a general mandate (Private Placement), the issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No. 6 (TRITN-W6) amounting to 1,440,000,000 shares with details as shown in the capital increase report form (F53-4) as shown in (Enclosure 4).

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

“ Clause4. Registered capital amount 1,670,581,751.40 Baht (One Billion Six Hundred Seventy Million Five Hundred Eighty-One Thousand Seven Hundred Fifty-One Baht, Forty Satang). divided into 16,705,817,514 shares (Sixteen Billion Seven Hundred Five Million Eight Hundred and Seventeen-Thousand Five Hundred Fourteen Shares). par value 0.10 Baht (Ten Satang). Separated into common stock 16,705,817,514 shares (Sixteen Billion Seven Hundred Five Million Eight Hundred and Seventeen-Thousand Five Hundred Fourteen Shares). preferred shares -None- ”

The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should consider and approve the increase of the registered capital of the Company from the original registered capital amount of 1,335,306,232.10 Baht to the registered capital amount of 1,670,581,751.40 Baht by issuing new ordinary shares 3,352,755,193 shares with a par value of 0.10 Baht per share, totaling 335,275,519.30 Baht and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

This agenda required approval by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote.

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

No shareholder asked question or expressed any opinion.

Resolved: The meeting resolved to approve the increase of the registered capital of the Company from the original registered capital amount of 1,335,306,232.10 Baht to the registered capital amount of 1,670,581,751.40 Baht by issuing new ordinary shares 3,352,755,193 shares with a par value of 0.10 Baht per share and the amendment of the Clause 4 of the Memorandum of Association to reflect the increase of the registered capital with a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

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

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

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

The MC explained to the meeting that as a result of Agenda 6, which is to consider and approve the increase of the Company's registered capital in the amount of 335,275,519.30 Baht by issuing 3,352,755,193 newly issued ordinary shares with a par value of 0.10 Baht.

The Company therefore propose to the Extraordinary General Meeting of Shareholders No.1/2023 to consider and approve the allocation of 3,352,755,193 shares with a par value of 0.10 Baht per share to allocate as follow:

1) Allocation of newly issued ordinary shares of the Company under a general mandate (Private Placement), totaling not more than 1,112,755,193 shares with a par value of 0.10 Baht per share. The total amount does not exceed 111,275,519.30 Baht.

2) Allocation of newly issued ordinary shares to support the issuance and offering of convertible debentures, the total amount does not exceed 800,000,000 shares with a par value of 0.10 Baht per share to the existing shareholders of the Company who are entitled to be allocated in proportion to their shareholding (Rights Offering: RO)

3) Allocation of newly issued ordinary shares to support the issuance and offering of warrants to purchase the Company's ordinary shares No. 6 (TRITN-W6), totaling not more than 1,440,000,000 shares, with a par value of 0.10 Baht per share

The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should consider and approve the allocation of the Company's newly issued ordinary shares to support; the issuance of 1,112,755,193 shares of newly issued ordinary shares under a general mandate (Private Placement), the issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No.6 (TRITN-W6) amounting to 1,440,000,000 shares as proposed.

This agenda required approval by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote.

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

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No shareholder asked question or expressed any opinion.

Resolved: The meeting resolved to approve the allocation of the Company's newly issued ordinary shares to support; the issuance of 1,112,755,193 shares of newly issued ordinary shares under a general mandate (Private Placement), the issuance of convertible debentures in the amount of 800,000,000 shares, and the issuance of warrants to purchase ordinary shares of the Company No.6 (TRITN-W6) amounting to 1,440,000,000 shares with a vote of not less than three fourths (3/4) of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

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

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

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

The MC explained to the meeting that The Company wish to issue and offer the Company's Debentures in the total amount not exceeding than 2,000 million Baht (or equivalent amount in other currency). The details are as follows:

Objective	To use the proceeds from the issuance and offering of debentures for business use and/or business expansion and/or working capital in the business and/or debt repayment and/or for supporting funding Operations of affiliated companies or for other purposes as the Board of Directors deems appropriate.
Debenture type	All types and forms of debentures whether the bearer's name is specified or the bearer's name is unknown Subordinated or not subordinated With collateral or without collateral Debenture holder representative or without debenture holder representative There is either a redemption date or no redemption date, depending on the appropriateness of the market conditions at the time of issuance and offering of each offering.
Currency	Baht and/or foreign currency using the exchange rate at the time of issue and offer for sale of debentures each time.
Total Value of Debentures	Not exceeding 2,000 million Baht or other currencies that are equivalent to Thai Baht.

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	<p>In this regard, the Company can issue and offer for sale debentures and/or issue and offer debentures to replace the existing debentures that have been redeemed within that amount. The total outstanding principal amount of the debentures issued by the Company at any time must not exceed the aforementioned limit.</p>
Interest Rate	<p>As to be determined each time depending on market conditions at the time of issuing and offering debentures and other factors related. Either way, this shall be subject to the Notification of the Securities and Exchange Commission and/or the SEC and/or other announcements or regulations related matters in force at the time of issuing and offering for sale of debentures each time.</p>
Maturity of the Debentures	<p>Depending on market conditions at the time of issuance and offering each time Redemption can be set before maturity or not. or debentures due upon dissolution of the company (perpetual).</p>
Offering	<p>(1) Offer all bonds at one time or several times and/or as a project and/or in a revolving manner (2) Offered for sale to the general public and/or to specific investors and/or institutional investors in the country and/or abroad at the same time or at different times in accordance with the Notification of the Securities and Exchange Commission and/or Capital Market Supervisory Board or according to announcements, ministerial regulations, rules and other laws in force at the time of the issuance and offering of the debentures.</p>
Early redemption	<p>Bondholders may or may not have the right to request early redemption of the debentures and the Company has or does not have rights. Request for early redemption of Recovered Shares or the Company may or may not require early redemption in any special event redemption, subject to the terms and conditions for each issuance of the debentures.</p>
Power to determine other details	<p>To propose to the shareholders' meeting to consider and approve the assignment of authorized directors of the Company, the Executive Committee or the person assigned by the Executive Committee has the following powers:</p> <ol style="list-style-type: none"> 1) Determine various details related to the debentures including type, name, interest rate, maturity, redemption, appointment of bondholders' representative, and details related to the offering such as offering debentures in various forms together or from time to time when a certain amount of debentures are due can be issued and offered for sale again. This includes, but is not limited to, the price, method and timing of the offering, and allocated.

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	<p>2) Appoint a financial advisor and/or underwriter and/or a credit rating agency of the issuer and/or securities and/or any other person in the event that an appointment is required in accordance with the relevant regulations or in the any other cases as deemed appropriate.</p> <p>Contacting, negotiating, signing, amending contracts and/or documents, including contacting for information and submitting documents and evidence with the SEC and/or any other agencies related to the issuance and offering of debentures as well as to take any action relevant or necessary in all respects as he deems appropriate.</p>
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The Board of Directors deems it appropriate that the Extraordinary General Meeting of Shareholders No. 1/2023 should approve the issuance and offering of debentures in the amount not exceeding than 2,000 million baht (two billion baht) (or the equivalent value in other currencies).

This agenda required approval by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote.

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

No shareholder asked question or expressed any opinion.

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

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

Agenda 9 To consider other matters (if any)


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


There was no question from the shareholders.

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

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The meeting adjourned at 4.30 pm

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


(Miss Pitsinee Wongpramote)
Company Secretary

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



Name: Pol.Maj.Gen.Kidanan Komkham Age: 56 Years Nationality: Thai

Position: Director, Audit Committee and Independent Director

Education: Master of Business Administration, Bangkok University

Work experience:

- 2018 - Present Independent director and member of the Audit Committee, Triton Holding PLC.
- 2023 - Present Assistant secretary of Bunyachinda foundation for police officers and their Families
- 2022 - Present Assistant Treasurer of Triam-udomsuksa Alumni Association
- 2022 - Present Advisor to the Parent-Teacher Association of Demonstration School, Srinakharinwirot University, Pathumwan
- 2022 - Present Commander Internal Audit Office Commander and the Royal Thai Police Government

Past work experience:

- 2017 - 2018 Independent Director and Member of the Audit Committee, Strega PLC.
- 2010 - 2013 Director and Audit Committee, Metrostar Property Public Company Limited
- 1992 - 2022 Lecturer on Accounting and Budgeting for the Royal Police Cadet Academy and various courses of the Royal Thai Police, such as the Higher Police Administration Course, the Superintendent Course, the Inspector Course, the Directorate Course and the Finance and Accounting Efficiency Course.
- 2016 – 2022 Treasurer, Parents and Teachers Association, Srinakharinwirot University Demonstration School, Pathumwan

No. of Year being a director: 4 years 11 months

No. of shares held: As of January 1, 2022 (None) and as of December 31, 2022 (None)

Directorship in other listed companies: - None -

Attending the meeting in Board 2022: 12/12

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



Name: Mr. Chalush Chinthammit Age: 54 Nationality: Thai
Position: Independent Director
Education: Master of Business Administration in Finance and Banking, Mercer University, Georgia, USA
Work experience:

- 2020 - Present Independent Director, Triton Hold Public Company Limited
- 2019 - Present Director, Kerry Express (Thailand) Public Company Limited
- 2017 - Present Director, BBGI Public Company Limited
- 2016 - Present Independent Director, Master Ad Public Company Limited
- 2007 - Present Director, Thai Sugar Terminal Public Company Limited and its subsidiaries
- 2007 - Present Director and Executive Director, TS Flour Mill Public Company Limited
- 2004 - Present Chief Executive Officer and President, Khon Kaen Sugar Industry PLC and affiliated companies

Past work experience:

- 2019 - Present Director, KSL Real Estate Company Limited
- 2017 - Present Director, BBGI Bioethanol (Chachoengsao) Co., Ltd.
- 2017 - Present Chairman, DAD SPV Company Limited
- 2016 - Present Director, WSP Logistics Co., Ltd.
- 2015 - Present Director, Seng Press Company Limited
- 2015 - Present Director, Dhanarak Asset Development Co., Ltd.
- 2013 - Present Director, Chinkij Co., Ltd.
- 2012 - Present Director, Racha Solar Material Co., Ltd.
- 2007 - Present Chairman Colossal International Co., Ltd.
- 2007 - present, President of the Thai Sugar and Bioenergy Producers Trade Association
- 2007 - Present Director, KSL Agro and Trading Co., Ltd.

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- 2007 - Present Director, Raja Porcelain Co., Ltd.
- 2007 – Present Director, Chanarat Company Limited
- 2006 - Present Director Savannakhet Sugar Co., Ltd.
- 2004 - Present Director, KSL Sugar Holding Co., Ltd.
- 2004 - Present Director, Para Ruamchok Co., Ltd.
- 2003 - Present Director, Koh Kong Plantation Co., Ltd.
- 2003 - Present Director, Khon Kaen Sugar Power Plant Company Limited
- 2003 - Present Director, KSL Export Trading Co., Ltd.
- 2002 - Present Director, Thai Sugar Miller Co., Ltd.
- 1997 - Present Director, On Nut Construction Co., Ltd.
- 1997 - Present Director, Cane and Sugar Board under the Board of Directors in accordance with
Cane and Sugar Act 1984
- 1996 - Present Director, Racha Ceramic Co., Ltd.
- 1996 - Present Director, MMP Corporation Co., Ltd.

No. of Year being a director: 2 years 11 months

No. of shares held: As of January 1, 2022 (None) and as of December 31, 2022 (None)

Attending the meeting in Board 2022: 12/12

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



Name: Miss Louise Taechaubol Age: 42 Years Nationality: Thai
Position: Director, Chairman of Executive Committee and Chief Executive Officer
Education: Master Degree in Business Administration and Finance, Sasin Graduate Institute of Business
Administration of Chulalongkorn University

Current working experiences in a listed company:

2016 - Present Director, Triton Holding Public Company Limited
2020 - Present Director, Global Consumer Public Company Limited

Work experience:

2020 - Present Director, Trans Thai Railway Co., Ltd.
2020 - Present Director, Glocon International Company Limited
2020 - Present Director, NPP Food Service Co., Ltd.
2020 - Present Director, The Angel Global Co., Ltd.
2020 - Present Director, Nippon Pack Trading Co., Ltd.
2020 - Present Director, Kitchen Plus Franchise Co., Ltd.
2020 - Present Director, Fruity Cry Co., Ltd.
2020 - Present Director, NPP Pood Incorporation Co., Ltd.
2020 - Present Director, Prompt Pack Co., Ltd.
2020 - Present Director, Triton Development Co., Ltd.
2019 - Present Director, Nongree Power Plant Company Limited
2018 - Present Director, Triton Resources Co., Ltd.
2018 - Present Director, Triton Power Company Limited
2017 - Present Director and Executive Director, Triton Engineering and Construction PLC.
2017 - Present Director, Lucent Energy Co., Ltd.

Past work experience:

2013 – 2016 Value Investor
2008 – 2012 Director and Chief Investment Officer, Country Group Securities Plc
2006 – 2008 Securities Marketing, Siam Commercial Bank Securities

No. of Year being a director: 7 years 3 months

No. of shares held: As of January 1, 2022 (14.99) and as of December 31, 2022 (14.99)

Attending the meeting in Board 2022: 12/12

Director remuneration compared between 2023 and 2022

According to the Board's Meeting No. 3/2023 held on February 28, 2023 passing the resolution to propose the Annual General Meeting of Shareholders for the year 2023 to consider the following annual Directors' remuneration of 2023 in the amount of not exceeding Baht 7,000,000, the details are presented in the below table:

Remuneration type	2023	2022
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 2023 and 2022

According to the Board's Meeting No. 3/2023 held on February 28, 2023 passing a resolution to propose the Annual General Meeting of Shareholders for the year 2023 to consider the following annual audit fee of 2023 in the amount of Baht 6,980,000 which the details are presented in the below table:

List of companies	Quarterly Financial Statements of the Company Group			Annual fee	Total Audit Fee in 2023	Audit Fee Comparison Quarter in 2022
	Quarter 1	Quarter 2	Quarter 3			
Triton Holding Plc.	385,000	385,000	385,000	1,120,000	2,275,000	2,260,000
Triton Engineering and Construction Plc.	425,000	425,000	425,000	1,540,000	2,815,000	2,700,000
Trans Thai Railway Co.,Ltd				1,040,000	1,040,000	1,000,000
Triton Power Co., Ltd.	-	-	-	100,000	100,000	90,000
Triton Resources Co., Ltd.	-	-	-	290,000	290,000	210,000
Triton Development Co., Ltd	-	-	-	90,000	90,000	80,000
Lucent Energy Co., Ltd.	-	-	-	70,000	70,000	80,000
Nongree Power Plant Co., Ltd.	-	-	-	150,000	150,000	150,000
Akkarawat Renewable Energy Power Plant Co., Ltd.	-	-	-	150,000	150,000	150,000
	810,000	810,000	810,000	4,550,000	<u>6,980,000</u>	<u>6,720,000</u>

Name list of auditors of the Company and the subsidiaries

- (1) Miss Kornthong Luuangvilai, 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 and/or
- (4) Mr. Chupong Surachutikarn, certified public accountant no. 4325

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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 2023 on
April 27, 2023, 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 68 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 2023 on April 27, 2023, 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:

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 Extraordinary General Meeting of Shareholders No.1/2023 which be held on February 7, 2023

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

Agenda item 2 To acknowledge the Company's operating result for the Year 2022

- Acknowledge

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

Agenda item 4 To consider and approve the dividend omission of 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 5 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: Gen.Lertrat Ratanavanich
 - Agree
 - Disagree
 - Abstain

- Appoint individual director
 - Director Name: Pol.Maj.Gen.Kidanun Komkhum
 - Agree
 - Disagree
 - Abstain

- Appoint individual director
 - Director Name: Mr.Chalush Chinthammit
 - Agree
 - Disagree
 - Abstain

- Appoint individual director
 - Director Name: Miss Louise Taechaubol
 - Agree
 - Disagree
 - Abstain

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

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

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

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

Agenda item 8 To consider other business. (if any)

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

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

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

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

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

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

Remarks:

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

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

Annual General Meeting of the Shareholders 2023 on April 27, 2023, 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: 68 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
 2021 - Present Director and Member of the Audit Committee, FWD Insurance PLC
 2022 - Present Independent Director, Member of the Audit and Corporate Governance Committee, Member of the Nomination and Remuneration Committee, Globlex Holding Management PLC.
 2022 - Present Independent Director, Chairman of the Risk Oversight and Internal Control Committee of Financial Business Group, Industrial and Commercial Bank of China (Thai) Public Company Limited

Working Experience: 2015 - 2019 Director and Executive Director, Siam City Insurance PLC.
 2014 - 2018 Independent Director, Audit Committee, Post Publishing PLC.
 2003 - 2014 Chief Executive Officer and Managing Director, 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
 2006 - 2010 Director and Executive Director, T.I.I. Co., Ltd. (Thai Insurance Institute)
 1995 - 2002 General Manager, Southeast Insurance Co., Ltd.
 1978 - 1990 Assistant Professor, Department of Commerce, Faculty of Commerce and Accountancy, Chulalongkorn University

No. of Year being a director: 6 years 3 months
 No. of shares held: As of January 1, 2022 (None) and as of December 31, 2022 (None)
 Board's meeting attendance 2022: 12/12

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Information of independent directors (the proxies from the shareholders)



Name:	General Lertrat Ratanavanich	Age: 75 Years	Nationality: Thai
Position:	Chairman of the Board of Directors and Independent Director, Triton Holding Plc.		
Education:	<ul style="list-style-type: none"> - Master of Civil Engineering (SMCE) MIT, USA - Master of Systems Management (MSEM) USC, USA 		
IOD Training:	<ul style="list-style-type: none"> - Cert. in Director Certification Program (DCP) 30/2003 - Cert. in the Role of Chairman Program (RCP) 1/2000 - Cert. in Financial for Non-Financial Director (FND) 1/2003 - Cert. in The Role of the Compensation Committee (RCC) 13/2011 - Cert. in Financial for Statements for Director (FSD) 13/2011 - Cert. in the Role of Chairman Program (RCP) 28/2012 		
Current Position:	2019 – Present	Member of the Thai Senate	
	2016 – Present	Chairman of the Board of Directors and Independent Director, Triton Holding Plc.	
	2013 – Present	Director, MFC Asset Management Plc.	
	2006 – Present	Honorary Vice President of Athletic Association, Thailand Patron His Majesty the King	
Work Experience:	2015 – 2017	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives	
	2012 – 2017	Chairman of the Executive Director, Thailand Professional Qualification Institute (Public Organization)	
	2013 – 2016	Chairman of the Board of Directors, G J Steel Plc.	
	2013 – 2016	Chairman of the Board of Directors, G Steel Plc.	
	2013 – 2015	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives	
	2013 – 2015	Advisory commissioners and announcer, The Constitution Drafting Committee, The Secretariat of The House of Representatives	
	2013 – 2015	Chairman of the Board of Directors, Wind Energy Holding Plc.	
	2011 – 2013	Director, PTT Exploration and Production Plc.	
No. of Year being a director:	6 years 3 months		
No. of shares held:	As of January 1, 2022 (None) and as of December 31, 2022 (None)		
Directorship in other listed companies:	MFC Asset Management Public Company Limited		
Attending the meeting in Board 2022	12/12		

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

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

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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 25, 2023. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the email you have sent to inform the Company. The Link will be sent 2 days in advance of the meeting date.

Requesting to attend the meeting via electronic media

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

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

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

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 10) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)

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

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

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within the date April 25, 2023.
 - Email channel : tritn@ojconsultinggroup.com
 - Postal channels : OJ International Company Limited., 5/6 Tessaban Rangsarit Nuea Road, Lat Yao, Chatuchak, Bangkok 10900

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

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

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

2. Fill in the information of shareholders:
 1. Securities holder account number;
 2. Name (do not include a title) If the shareholder is a juristic person, do not fill in this field;
 3. Last Name (In case the shareholder is a juristic person, enter the name of the juristic person in the last name field);
 4. ID card number;
 5. Attach the file of the company certificate (In the case of a shareholder who is a juristic person);
 6. Choose to accept the terms and consent to access to personal information;
 7. Press "Confirm"
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
 1. Name - Surname (English);
 2. Email to receive a link to attend the meeting;
 3. Mobile phone number;
 4. Select the attendance type:
 - i. Attend the meeting in person via E-AGM;
 - ii. Authorize the natural persons to attend the meeting via E-AGM;

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

In the case of shareholders attending the meeting in person:

Prepared shareholders' identification documents

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

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

Prepared shareholders' identification documents

- 1. Attach a copy of the shareholder's identity document;
- 2. Attach a copy of other identity documents;
- 3. Press "Next";
- 4. Save the proxy's information and attach supporting documents:
 - a. Name-surname of the proxy (Thai language);
 - b. Name-surname of the proxy (English);
 - c. Attach a copy of the proxy's identity document;
 - d. Attach the proxy form with complete information and signature;
- 5. Press "Next";
- 6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
- 7. Close window to finish;

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

- 1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
- 2. Attach the completed and signed proxy form;
- 3. Press "Next";
- 4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
- 5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from April 17, 2023 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

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

Electronic Meeting Attendance (E-AGM):

- 1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM

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meeting system in detail. If you haven't received the Email within the April 25, 2023, please get in touch with the Company immediately.

2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

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

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

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

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

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

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 9) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date April 25,2023 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 # 373
 - By mail: Company Secretary
Triton Holding Public Company Limited
60 Soi Praditmanutham19, Praditmanutham Road, Ladprao, Ladprao, Bangkok, 10230

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

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

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email: secretary@triton.co.th
 - Telephone: 02-553-5000 # 373
 - 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).

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

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

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

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

(1) I/We..... Nationality.....
Identification Card/Passport number.....
Residing at No.....Road.....Sub district.....

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

Holding the total amount ofshare.

I would like to participate the E-AGM for Annual General Meeting 2023

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

Proxy to.....attend the meeting.

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

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

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

(4) Please submit the required document per an attachment 10. by April 25,2023.

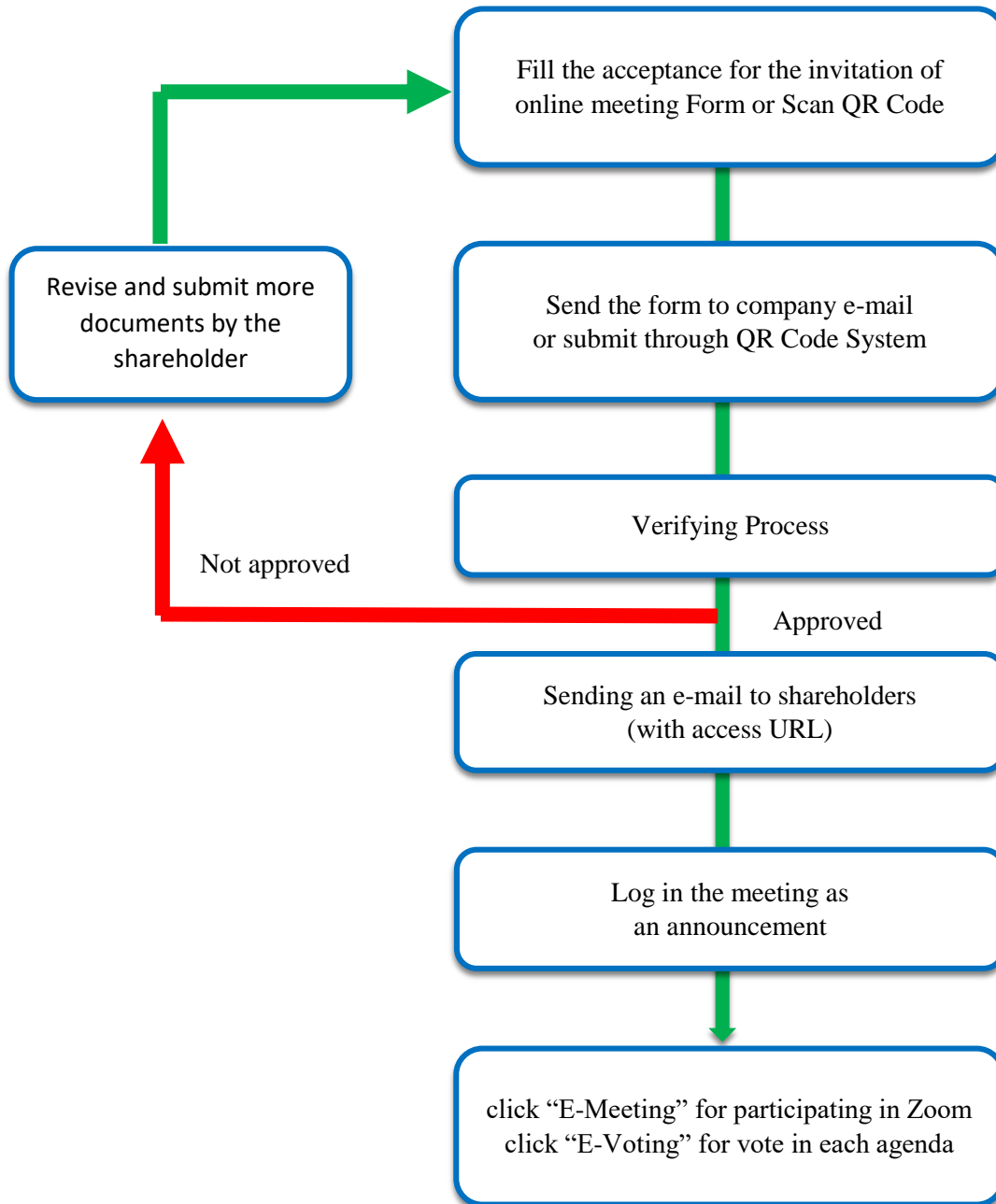
(5) Once you have verified, the company will send the Link to join the meeting via email.

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

Signed..... Shareholder

(.....)

E-AGM Flowchart



Procedure for submitting questions about the shareholders' meeting

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

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

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

3. Open-time for opinion and/or question

The Company invites shareholders to submit their opinions and/or questions about the Shareholders' Meeting from now until April 25, 2023

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

