

TRITON

No. SET-TRITON 011/2024

October 8, 2024

Subject Notification of the resolution of the Board of Directors Meeting No. 6/2024, the reduction of registered capital, the increase of registered capital, the issuance and offering of Convertible Bonds to existing shareholders in proportion to their shareholding (Right Offering), the allocation of warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 7 (TRITN-W7), and the determination of the date, time, place, and agenda of the 1/2024 Extraordinary General Meeting of Shareholders.

To The President
The Stock Exchange of Thailand

Enclosure

1. Summary of important details of Convertible Bonds of Triton Holding Public Company Limited No. 1/2024 to be issued and offered to existing shareholders in proportion to their shareholdings (Right Offering)
2. Summary of important details of warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 7 (TRITN-W7) to be allocated to existing shareholders of the Company who subscribed for and were allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) and the impact on shareholders
3. Report Form for Capital Increase (F53-4)

According to the Board of Directors Meeting No. 6/2024 on October 8, 2024, of Triton Holding Public Company Limited (the “**Company**”) the Company hereby informs the resolutions passed by the meeting as follows:

1. Approved to propose to the shareholder’s meeting to consider and approve the reduction of the Company’s registered capital by 535,943,747.60 baht from the original registered capital of 1,670,581,751.40 baht, divided into 16,705,817,514 ordinary shares, with a par value of 0.10 baht per share, to the new registered capital of 1,134,638,003.80 baht, divided into 11,346,380,038 ordinary shares, with a par value of 0.10 baht per share, by deducting 5,359,437,476 unissued ordinary shares, with a par value of 0.10 baht per share, by (1) deducting shares issued to accommodate the exercise of the warrants No. 5 (TRITN-W5) (expired) in the amount of

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2,225,508,283 shares, in accordance with the resolution of the 2022 Annual General Meeting of Shareholders; (2) deducting shares issued to accommodate the issuance of additional ordinary shares under a General Mandate to a specific person in the amount of 1,112,755,193 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023; (3) deducting shares issued to accommodate the exercise of the conversion rights of the Convertible Bonds No. 1/2023 that have not yet been allocated in the amount of 581,180,000 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023; and (4) deducting shares issued to accommodate the exercise of the warrants No. 6 (TRITN-W6) (expired) in the amount of 1,439,994,000 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023, and the approval of the amendment to the Company's memorandum of association, Clause 4, to be in line with the reduction of the Company's registered capital, whereby the person assigned by the Board of Directors to register the amendment to the memorandum of association at the Department of Business Development, Ministry of Commerce, is authorized to amend and add wording to comply with the registrar's orders, as follows:

“Clause 4. Registered capital amount 1,134,638,003.80 baht (One billion, one hundred thirty-four million, six hundred thirty-eight thousand, three baht and eighty satang)

Divided into	11,346,380,038 shares	(Eleven billion, three hundred forty-six million, three hundred eighty thousand, thirty-eight shares)
Par value per share	0.10 baht	(Ten satang)
Divided into:		
Ordinary share	11,346,380,038 shares	(Eleven billion, three hundred forty-six million, three hundred eighty thousand, thirty-eight shares)
Preferred share	- shares	(-)

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2. Approved to propose to the shareholder's meeting to consider and approve the issuance and offering of Convertible Bonds, in an amount not exceeding 65,000 units, at an offering price of 1,000 baht per unit of Convertible Bonds, with a total offering value not exceeding 65,000,000.00 baht, to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering) ("**Convertible Bonds**"). The conversion price of the Convertible Bonds shall not be lower than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange for at least 7 consecutive business days but not more than 15 consecutive business days (the "**Floating Conversion Price**") prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than 0.25 baht per share (the "**Minimum Conversion Price**"). The details and other important conditions of the Convertible Bonds are set out in the Summary of important details of Convertible Bonds of Triton Holding Public Company Limited No. 1/2024 to be issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) ("**Enclosure 1**"), in which the Company will use the money received from the issuance and offering of such Convertible Bonds to repay the Convertible Bonds of Triton Holding Public Company Limited No. 1/2023 due for redemption in 2024.

In this regard, the Convertible Bonds, not exceeding 65,000 units, shall be allocated in full to the Company's existing shareholders who are entitled to receive the allocation in proportion to their shareholding (Right Offering) at the allocation ratio of 171,193 original shares to 1 Convertible Bond unit. Any fraction from the calculation shall be discarded in all cases. Any shareholder of the Company who holds less than 171,193 shares will not receive the right to subscribe for the Convertible Bonds in proportion to their rights (but may subscribe in excess of their rights). The existing shareholders who are entitled to receive the allocation may subscribe for the Convertible Bonds in accordance with their rights, less than or in excess of their rights, or waive their rights to subscribe for the Convertible Bonds offered for sale this time. The Company will allocate the Convertible Bonds to the shareholders who subscribe in full first. If there are any Convertible Bonds remaining from the allocation in accordance with their rights, the Company will allocate the remaining Convertible Bonds to the shareholders who subscribe and pay for the Convertible Bonds

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in excess of their rights (until there are no Convertible Bonds left to allocate) in accordance with the following criteria:

- (1) In the event that the number of Convertible Bonds that the existing shareholders have subscribed for in excess of their rights is greater than the number of the remaining Convertible Bonds, the remaining Convertible Bonds shall be allocated among the existing shareholders who have subscribed for in excess of their rights in proportion to the shareholding of the existing ordinary shares of each shareholder who has subscribed for in excess of their rights. The allocation of the Convertible Bonds shall be carried out until there are no Convertible Bonds left to allocate.
- (2) In the event that the number of Convertible Bonds that the existing shareholders have subscribed for in excess of their rights is less than the number of the remaining Convertible Bonds, the remaining Convertible Bonds shall be allocated to all the existing shareholders who have subscribed for in excess of their rights and paid for the subscription of the Convertible Bonds.

The Company reserves the right, in its sole discretion, to consider not offering or allocating the above Convertible Bonds to any existing shareholder if the offering or allocating such Convertible Bonds may result in (a) an action that is contrary to any law or regulation of Thailand or a foreign country or the Company's regulations, or (b) resulting in the Company having to comply with or take any additional action in addition to the compliance with the regulations related to the issuance and offering of securities under Thai law, or (c) not in accordance with the methods, criteria and conditions specified in the Company's allocation. However, the Company reserves the right, in its sole discretion, to offer and allot such Convertible Bonds to certain existing shareholders who are not in Thailand, relying on the exceptions available under foreign laws.

In this regard, approval was given to set the record date for shareholders entitled to receive the Convertible Bonds offered to existing shareholders in proportion to their shareholding (Right Offering) on October 24, 2024. However, the Company's granting of such rights is still uncertain as it must await approval from the shareholders' meeting.

In addition, it is approved to propose to the shareholders' meeting for consideration and approval of the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or

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the Chief Executive Officer to have the power to determine details, amend or take any action necessary and related to the issuance and offering of Convertible Bonds offered to existing shareholders in proportion to their shareholding (Right Offering) in order to comply with the law, including but not limited to the power to take the following actions:

- (1) Specify or amend details, methods and conditions related to the issuance and offering of Convertible Bonds as appropriate, whether it is a single issuance and offering or multiple offerings, including but not limited to the Terms and Conditions of Convertible Bonds, the date of issuance of Convertible Bonds, the par value of Convertible Bonds, the offering price, the number of ordinary shares to support the conversion of Convertible Bonds, the interest rate, the calculation and method of interest payment, the conversion price, the conversion rate, the period for exercising the right to convert, the redemption price, the redemption period, the expiration date of the conversion right, the method of allocating Convertible Bonds, or specifying the event in which the Company must issue additional new shares to support the change in the exercise of the conversion right, the conditions for adjusting the conversion right.
- (2) Negotiate, agree, enter into, amend, add, endorse and certify contract documents, applications for permission, requests for waivers, evidence, disclosure of information, sales report and other necessary and relevant documents for the issuance, offering and allocation of Convertible Bonds and the allocation of additional ordinary shares issued to support the exercise of conversion rights by Convertible Bondholders, including but not limited to contacting, filing, amending, adding, signing applications for permission, requests for waivers, evidence, disclosure of information, sales report and other documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thai Bond Market Association, the Thailand Securities Depository Co., Ltd., government agencies and/or agencies related to the issuance and offering of Convertible Bonds and the listing of additional ordinary shares from the exercise of conversion rights on the Stock Exchange of Thailand.
- (3) authorize any person as a sub-attorney to act and perform the acts specified above on behalf of the Company and

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- (4) perform any other necessary and appropriate acts in connection with the issuance, offering and allocation of Convertible Bonds in order for the operations specified above to be completed.
3. Approved to propose to the shareholder's meeting to consider and approve the issuance and offering of the warrants No. 7 (TRITN-W7) in an amount not exceeding 325,000,000 units, or 2.92% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 6/2024, held on October 8, 2024, to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 5,000 units of the warrants No. 7 (TRITN-W7), whereby the said warrants will have a term of 9 months from the date of issuance of the warrants. The exercise ratio of the warrant is 1 unit to 1 ordinary share and the exercise price is 0.10 baht per share (except in the case of adjustment of the exercise price). The brief details of TRITN-W7 are set out in the Summary of important details of warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 7 (TRITN-W7) to be allocated to existing shareholders of the Company who subscribed for and were allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) and the impact on shareholders (“**Enclosure 2**”).

In this regard, it is approved to propose to the shareholders' meeting for consideration and approval of the authorization of the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer to have the authority to determine and change the criteria, conditions and details of the issuance and offering of the warrants No. 7 (TRITN-W7) in all respects as deemed appropriate and under the authority prescribed by law, such as the allocation and offering date of the warrants No. 7 (TRITN-W7), etc., including the authority to perform necessary and appropriate actions related to the issuance of the warrants No. 7 (TRITN-W7) in all respects, including but not limited to contacting, preparing, signing, certifying, endorsing and/or delivering various documents necessary or related to the issuance and offering of the warrants No. 7 (TRITN-W7) and listing the warrants No. 7 (TRITN-W7) as listed securities in the Stock Exchange of Thailand, as well as applying for permission from relevant agencies and appointing a sub-attorney, etc.

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4. Approved to propose to the shareholder’s meeting to consider and approve the increase in the Company’s registered capital in the amount of 58,500,000.00 baht from the original registered capital of 1,134,638,003.80 baht, divided into 11,346,380,038 ordinary shares, with a par value of 0.10 baht per share, to the new registered capital of 1,193,138,003.80 baht, divided into 11,931,380,038 ordinary shares, with a par value of 0.10 baht per share, by issuing 585,000,000 additional ordinary shares, with a par value of 0.10 baht per share, to support the issuance and offering of 260,000,000 Convertible Bonds and the issuance and offering of the Company’s warrants No. 7 (TRITN-W7) in the amount of 325,000,000 shares. The details are as shown in the Report Form for Capital Increase (F53-4) (“**Enclosure 3**”) and the approval of the amendment to the Company’s memorandum of association, Clause 4, to be in line with the increase of the Company’s registered capital, whereby the person assigned by the Board of Directors to register the amendment to the memorandum of association at the Department of Business Development, Ministry of Commerce, is authorized to amend and add wording to comply with the registrar’s orders, as follows:

“Clause 4. Registered capital amount 1,193,138,003.80 baht (One billion, one hundred ninety-three million, one hundred thirty-eight thousand, three baht and eighty satang)

Divided into	11,931,380,038 shares	(Eleven billion, nine hundred thirty-one million, three hundred eighty thousand, thirty-eight shares)
Par value per share	0.10 baht	(Ten satang)
Divided into:		
Ordinary share	11,931,380,038 shares	(Eleven billion, nine hundred thirty-one million, three hundred eighty thousand, thirty-eight shares)
Preferred share	- shares	(-)

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5. Approved to propose to the shareholder's meeting to consider and approve the allocation of additional ordinary shares in the amount of 585,000,000 shares, with a par value of 0.10 baht per share, to support the issuance and offering of Convertible Bonds and the issuance and offering of the warrants No. 7 (TRITN-W7), with the following details:

5.1 Allocate additional ordinary shares to support the issuance and offering of Convertible Bonds, not exceeding a total of 260,000,000 shares, with a par value of 0.10 baht per share, in an amount not exceeding 65,000 units, at an offering price of 1,000 baht per unit of Convertible Bonds, with a total offering value not exceeding 65,000,000.00 baht, to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering), with a conversion ratio of 1 unit of Convertible Bond to [the face value of the Convertible Bonds (Face Value) divided by the conversion price] ordinary shares (any fractions shall be discarded in all cases). The conversion price of the Convertible Bonds shall not be lower than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange for at least 7 consecutive business days but not more than 15 consecutive business days (the "Floating Conversion Price") prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than 0.25 baht per share (the "Minimum Conversion Price"). Such conversion price and rate may change due to adjustment of rights in accordance with the conditions to be specified in the Terms and Conditions hereinafter.

5.2 Allocate additional ordinary shares to support the issuance and offering of the warrants No. 7 (TRITN-W7) in an amount not exceeding 325,000,000 shares, with a par value of THB 0.10 per share, or 2.92% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 6/2024, held on October 8, 2024, to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 5,000 units of the warrants No. 7 (TRITN-W7), totaling not exceeding 325,000,000 units.

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6. Approved to set the date of the Extraordinary General Meeting of Shareholders No. 1/2024 on November 15, 2024, at 2:00 p.m. by electronic media only (e-Shareholding Meeting) with the following agenda:

- Agenda 1 To consider and approve the Minutes of the 2024 Annual General Meeting of Shareholders, held on April 24, 2024
- Agenda 2 To consider and approve the reduction of the Company's registered capital and the amendment to the Company's memorandum of association, Clause 4, to be in line with the reduction of the Company's registered capital
- Agenda 3 To consider and approve the issuance and offering of Convertible Bonds, in an amount not exceeding 65,000 units
- Agenda 4 To consider and approve the issuance and offering of the warrants No. 7 (TRITN-W7) in an amount not exceeding 325,000,000 units, to allocate to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering)
- Agenda 5 To consider and approve the increase in the Company's registered capital and the amendment to the Company's memorandum of association, Clause 4, to be in line with the increase of the Company's registered capital
- Agenda 6 To consider and approve the allocation of additional ordinary shares
- Agenda 7 To consider other matters (if any)

In this regard, the Board of Directors has authorized the Executive Committee and/or persons delegated by the Executive Committee to have the authority, subject to the limitations of the law, to amend, add and/or determine the date, time, place and agenda of the Extraordinary General Meeting of Shareholders No. 1/2024 as necessary and appropriate.

7. Approved to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) on October 24, 2024.

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In addition, the Company provides shareholders with an opportunity to submit questions related to the agenda of the Extraordinary General Meeting of Shareholders No. 1/2024 or other important information of the Company in advance of the meeting date via Email: secretary@triton.co.th or by mail to the Company Secretary at 60 Soi Praditmanutham 19 Praditmanutham Road Kwang Ladprao Khet Ladprao Bangkok 10230.

Please be informed accordingly.

Your sincerely,

(Miss Louise Taechaubol)

Chairman of the Executive Board

Summary of important details of
Convertible Bonds of Triton Holding Public Company Limited No. 1/2024
to be issued and offered to existing shareholders in proportion to their shareholdings (Right Offering)

Topic	Details
Issuer of Convertible Bonds	Triton Holding Public Company Limited (the “Company”)
Objective	To use the money received from the issuance and offering of the Convertible Bonds to repay the Convertible Bonds of Triton Holding Public Company Limited No. 1/2023, due in 2024.
Plans for using proceeds from the offering of Convertible Bonds	To repay Convertible Bonds of Triton Holding Public Company Limited No. 1/2023, due in 2024, in an amount not exceeding 65,000,000.00 baht.
Type	Convertible Bonds with registered holders have the right to convert into newly issued ordinary shares of the Company, not inferior, unsecured, have a bondholder representative, and the issuer of the Convertible Bonds has the right to redeem before the maturity date.
Value of Convertible Bonds offered	Not exceeding 65,000,000.00 baht
Face Value	1,000 baht per 1 Convertible Bond unit
Number of Convertible Bonds	Not more than 65,000 units
Methods of offering and allocation	<p>The Company will offer and allocate all Convertible Bonds to the Company’s existing shareholders who are entitled to receive the allocation in proportion to their shareholding (Right offering). The existing shareholders who are entitled to receive the allocation may subscribe for Convertible Bonds in accordance with their rights, less than or more than their rights, or may waive their rights to subscribe for the Convertible Bonds offered for sale this time. The Company will allocate the Convertible Bonds to the shareholders who subscribe in accordance with their rights until they are fully subscribed. If there are any Convertible Bonds remaining from the allocation according to their rights, the Company will allocate the remaining Convertible Bonds to the shareholders who subscribed and paid for the Convertible Bonds in excess of their rights until there are no Convertible Bonds left to allocate.</p> <p>The Company reserves the right, in its sole discretion, to consider not offering or allocating the Convertible Bonds to any existing shareholder</p>

Topic	Details
	<p>if the offering or allocating such Convertible Bonds may result in (a) an action that is contrary to any law or regulation of Thailand or a foreign country or the Company's regulations, or (b) resulting in the Company having to comply with or take any additional action in addition to the compliance with the regulations related to the issuance and offering of securities under Thai law, or (c) not in accordance with the methods, criteria and conditions specified in the Company's allocation. However, the Company reserves the right, in its sole discretion, to offer and allot such Convertible Bonds to certain existing shareholders who are not in Thailand, relying on the exceptions available under foreign laws.</p> <p>The Company will complete the offering of newly issued Convertible Bonds and underlying shares within 12 months from the date on which the shareholders' meeting approves the Company's issuance of Convertible Bonds and underlying shares for the exercise of conversion rights.</p>
Allocation ratio to existing shareholders	<p>171,193 shares : 1 Convertible Bond unit (in case of any fraction from calculation, it must be discarded in all cases). However, any shareholder of the Company who holds less than 171,193 shares will not have the right to subscribe for Convertible Bonds according to their rights but can subscribe in excess of their rights.</p>
Shares allocated to support the conversion of Convertible Bonds	<p>260,000,000 shares, representing 2.34% of the total number of outstanding shares of the Company, or 7.22% of the total number of outstanding shares of the Company as of the date of the Board of Directors' Meeting No. 6/2024 held on October 8, 2024, when combined with the number of shares supporting the Convertible Bonds No. 1/2023 that have not yet matured, totaling 218,820,000 shares, and the number of shares supporting the warrants No. 7 (TRITN-W7) totaling 325,000,000 shares issued and allocated in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024 on this occasion.</p> <p>The number of shares to support the Convertible Bonds offered for sale this time, when combined with the number of shares issued by the</p>

Topic	Details
	<p>Company to support the Convertible Bonds and/or warrants to purchase ordinary shares of the Company both this time and other times, does not exceed 50.00% of the total number of shares sold by the Company.</p> <p>*Method for calculating the proportion of ordinary shares to support the conversion of Convertible Bonds:</p> $= \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024}}{\text{Total No. of paid-up shares}}$ $= \frac{260,000,000}{11,127,560,038}$ $= 2.34\%$ <p>*Method for calculating the proportion of ordinary shares to support the conversion of Convertible Bonds, when combined with the number of shares the company issues to support Convertible Bonds and/or warrants to purchase ordinary shares both this time and other times:</p> $= \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2023} + \text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024} + \text{No. of shares to supporting the exercise of TRITN-W7}}{\text{Total No. of paid-up shares}}$ $= \frac{218,820,000 + 260,000,000 + 325,000,000}{11,127,560,038}$ $= 7.22\%$ <p>*The method for calculating the proportion of ordinary shares to support the exercise of the warrants No. 7 can be found in the details in Enclosure 2.</p>
Maturity of Convertible Bonds	2 years from the date of issuance of Convertible Bonds
Interest rate	6.00% per year
Interest Payment	4 times per year, with interest paid quarterly from the date of issuance of the Convertible Bonds.

Topic	Details
Restrictions on transfer of Convertible Bonds	- None -
Conversion price	Not less than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for no less than 7 consecutive business days but not more than 15 consecutive business days (the " Floating Conversion Price ") prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price must not be less than 0.25 baht per share (the " Minimum Conversion Price ").
Conversion ratio	<p>1 Convertible Bond unit per [Face Value of Convertible Bond divided by exercise price] ordinary shares (if there is a fraction, discard it in all cases)</p> <p>The Company will immediately notify the calculation of the conversion price and conversion ratio of Convertible Bonds to the Stock Exchange of Thailand on the first day of the period for expressing the intention to exercise the conversion right each time.</p>
Day of conversion	On the date the Convertible Bonds expire
Period for expressing intention to exercise conversion rights	Not less than 15 days before the exercise date or any other period that the representative of the Convertible Bondholders (according to the resolution of the Convertible Bondholders' meeting) and the Convertible Bond issuer have agreed upon.
Exercise period and conversion rights schedule	The right to convert can be exercised when the Convertible Bonds have a maturity of 2 years from the date of issuance of the Convertible Bonds or on the maturity date of the Convertible Bonds.
Expiration date of conversion rights	2 years from the date of issuance of Convertible Bonds
Redemption on the expiration date of Convertible Bonds	In the event that the Convertible Bondholder wishes to exercise the right to convert the Convertible Bonds into the Company's ordinary shares, the Convertible Bondholder has the right to exercise the right to convert into ordinary shares until the 15 th business day prior to the redemption date (the " Last Conversion Date ") without being required to convert. On the Last Conversion Date, each Convertible Bondholder will have 2 options:

Topic	Details
	<p>a) <u>Request to redeem in full cash</u>: Each Convertible Bondholder will receive 1,000 baht in cash per 1 Convertible Bond unit, which is equal to the value of the Convertible Bond, together with the final interest payment.</p> <p>b) <u>Request for redemption by conversion of Convertible Bonds</u>: (value of Convertible Bonds equal to 1,000 baht per unit) by redeeming all remaining Convertible Bonds into ordinary shares of the Company at an exercise price of 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for no less than 7 consecutive business days but no more than 15 consecutive business days prior to the first day of the period for expressing the intention to exercise the conversion right each time, whereby the weighted average price is calculated from the price weighted by the trading volume on each consecutive business day (the "Floating Conversion Price"), whereby the conversion price must not be less than 0.25 baht per share (the "Minimum Conversion Price"), whereby the minimum conversion price may change if there is an adjustment of rights due to an adjustment event as specified in the relevant rules and as will be specified in the Terms and Conditions later.</p> <p>In the event that the Minimum Conversion Price is adjusted later, resulting in a fraction of shares from the conversion calculation, the Convertible Bondholders will receive a cash refund instead of such fractional shares by multiplying the fractional number of shares by the conversion price. In this regard, the Company will calculate the fractional number to no more than two decimal places (if the third place is greater than or equal to five, the Company will round up the second decimal place and round down the second decimal place if the third place is less than five). In addition, the Company will pay accrued interest to the Convertible Bondholders until (but not including) the conversion date.</p>

Topic	Details
	In this case, each Convertible Bondholder must choose either option a) or b) only. They cannot divide the Convertible Bonds they hold to choose option a) and b).
Redemption value of Convertible Bonds	The Convertible Bonds will have an aggregate redemption value equal to the par value of the Convertible Bonds, regardless of whether the Convertible Bonds are redeemed in one or more rounds.
Call/Put Option	The Company has the right to redeem the Convertible Bonds prior to the maturity date (Call Option).
Convertible Bondholder representative	In the process of appointment, the Company will appoint a representative of Convertible Bondholders after the Board of Directors' meeting approves the Record Date for determining the list of shareholders entitled to subscribe for Convertible Bonds and will promptly notify the Stock Exchange of Thailand.
Registration of Convertible Bonds	Thai Bond Market Association (ThaiBMA) (Optional)
Secondary market for ordinary shares resulting from conversion	The Stock Exchange of Thailand
The effect on the Company's shareholders if the conversion rights of Convertible Bonds are exercised (Dilution effect)	<ol style="list-style-type: none"> 1. There will be no impact on the market price of the shares (Price Dilution) as the Minimum Conversion Price of the Convertible Bonds is not lower than the current market price. 2. The impact on the voting rights of the existing shareholders (Control Dilution) will not occur because it is an offer and allocation of the entire Convertible Bonds to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right offering). However, in the case that the person exercising the right to convert the Convertible Bonds is not the existing shareholder of the Company in full, the effect on the voting rights of the current existing shareholders (Control Dilution) after the exercise of the conversion right of the Convertible Bonds under the assumption that the conversion right is exercised in full can be calculated as follows:

Topic	Details
	<p>Control Dilution</p> $= \frac{\text{No. of shares supporting Convertible Bonds}}{\text{No. of paid-up shares} + \text{No. of shares supporting Convertible Bonds}}$ $= \frac{260,000,000}{11,127,560,038 + 260,000,000}$ $= 2.28\%$ <p>In the event that the Convertible Bonds are converted together with the exercise of the warrant No. 7, the details can be found in Enclosure 2.</p> <p>3. The impact on profit sharing (EPS Dilution) cannot be calculated as the Company is operating at a loss.</p>
<p>Reasons for issuing new shares to accommodate changes in the exercise of rights</p>	<p>In order to maintain the benefits of Convertible Bondholders from being inferior to the original, the Company will adjust the Minimum Conversion Price and conversion ratio when any of the events specified in the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Securities under Private Placement and Offering for Sale of Convertible Debentures to Angel Investors, dated September 23, 2022, and Appendix 3 on the criteria and conditions after the approval for the offering of Convertible Bonds (and amendments), including the following events:</p> <ol style="list-style-type: none"> 1. When there is a change in the par value of the Company's ordinary shares as a result of a share consolidation or share split 2. When the Company offers new shares at a low price¹ 3. When the Company offers Convertible Bonds at a low price¹ or offers warrants to purchase shares at a low price¹ 4. When the Company pays all or part of dividends in the form of newly issued shares to shareholders. 5. When the Company pays dividends in cash that exceed the rate specified in the rights terms.

Topic	Details
	<p>6. When there is any other case of the same nature as items 1. to 5. above that makes any benefits that Convertible Bondholders will receive when exercising the conversion right less than before.</p> <p>In the event that there is a change in the exercise of conversion rights for whatever reason, if additional new shares are required to be issued to accommodate such change in the exercise of conversion rights, the Company may issue additional new shares to accommodate such change in the exercise of conversion rights only after the resolution of the shareholders' meeting approving the issuance of sufficient shares to accommodate such change in the exercise of conversion rights has been submitted to the Securities and Exchange Commission.</p>

Remark: 1/ Low price refers to the announcement of the Stock Exchange of Thailand 39/2551 on the calculation of the offering price of securities and the determination of the market price for consideration of the offering of newly issued shares at a low price.

Summary of important details of warrants to purchase ordinary shares
of Triton Holding Public Company Limited No. 7 (TRITN-W7)

to be allocated to existing shareholders of the Company who subscribed for and were allocated
Convertible Bonds issued and offered to existing shareholders in proportion to their shareholdings
(Right Offering) and the impact on shareholders

Topic	Details
Issuer and offeror of securities	Triton Holding Public Company Limited (the "Company")
Name of the warrants	Warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 7 ("Warrant No. 7" or "TRITN-W7")
Types of warrants	Type of registered holder and transferable
Address of the warrants Issuer	60 Soi Praditmanutham 19 Praditmanutham Road Ladprao Sub-district Ladprao District Bangkok 10230
Number of warrants issued and offered	Not exceeding 325,000,000 units. The issuance and offering of the warrants No. 7 will be carried out upon receiving approval from the Extraordinary General Meeting of Shareholders No. 1/2024.
Number of ordinary shares allocated to support the exercise of rights under the warrants	<p>Not exceeding 325,000,000 shares, representing 2.92% of the total number of outstanding shares of the Company, or representing 7.22% of the total number of outstanding shares of the Company as of the date of the Board of Directors' Meeting No. 6/2024, held on October 8, 2024, when combined with the number of shares to support the Convertible Bonds No. 1/2023 that have not yet matured, totaling 218,820,000 shares, and the number of shares to support the Convertible Bonds No. 1/2024, totaling 260,000,000 shares, issued and allocated in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024 on this occasion.</p> <p>The number of shares to support the warrants No. 7 offered this time, when combined with the number of shares issued by the Company to support the Convertible Bonds and/or warrants to purchase ordinary shares of the Company both this time and other times, does not exceed 50.00% of the total number of shares sold by the Company.</p> <p>* Method of calculating the proportion of ordinary shares supporting the exercise of rights under the warrants No. 7:</p>

	$= \frac{\text{No. of shares supporting the exercise of TRITN-W7}}{\text{Total No. of paid-up shares}}$ $= \frac{325,000,000}{11,127,560,038}$ $= 2.92\%$ <p>* Method of calculating the proportion of ordinary shares to support the exercise of the warrants No. 7 when combined with the number of shares the Company issues to support Convertible bonds and/or warrants to purchase ordinary shares of the Company both this time and other times:</p> $= \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2023} + \text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024} + \text{No. of shares to supporting the exercise of TRITN-W7}}{\text{Total No. of paid-up shares}}$ $= \frac{218,820,000 + 260,000,000 + 325,000,000}{11,127,560,038}$ $= 7.22\%$ <p>*The method of calculating the proportion of ordinary shares to support the conversion of Convertible Bonds, details can be found in Enclosure 1.</p>
Offering method	<p>Offered and allocated to the Company's existing shareholders who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) without any cost (zero baht) at a ratio of 1 Convertible Bond unit to 5,000 units of the warrants No. 7.</p> <p>However, the person who will exercise the right to purchase the Company's ordinary shares under the warrants No. 7 does not need to be a shareholder of the Company.</p>
Offer price per unit	0 baht per unit (zero baht)

Term of the warrants	9 months from the date of issuance of the warrants
Date of issue and offering of the warrants	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer is the person with the authority to determine the date of issuance and offering of the warrants No. 7 upon approval from the Extraordinary General Meeting of Shareholders No. 1/2024.
Exercise Ratio	1 warrants unit for 1 ordinary share of the Company (subject to change according to the rights adjustment conditions)
Exercise price	0.10 baht, except in the case of adjustment of the exercise price according to the rights adjustment conditions. In the event of an adjustment of the exercise price, the exercise price of the warrants No. 7 per unit after the adjustment of the exercise price in any case shall not be lower than the par value of the Company's ordinary shares.
Period of exercise of rights	The holders of the warrants No. 7 may exercise their rights under the warrants only once on the date of maturity of 9 months from the date of issuance and offering of the warrants No. 7.
Exercise Date	The date on which the warrants No. 7 has reached its maturity date of 9 months from the date of issuance and offering of the warrants No. 7. However, in the event that the exercise date falls on a Company holiday, the exercise date shall be postponed to the last business day prior to the exercise date.
Period for notification of intention to exercise rights	Holders of warrants No. 7 who wish to exercise their rights to purchase ordinary shares of the Company must notify their intention to exercise their rights to purchase ordinary shares of the Company between 9.00 - 15.00 hrs. within 15 business days prior to the exercise date (the "Notification Period").
The inability to cancel the notification of intention to exercise the rights	When the warrants holder has notified intention to exercise the right to purchase ordinary shares of the Company under the warrants No. 7, the warrants holder cannot cancel the notification of intention to exercise such right unless receiving written consent from the Company.
Offering period	The offering shall be completed within 1 year from the date on which the shareholders' meeting resolved to approve the issuance and

	<p>offering of the warrants No. 7, in which the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer shall consider and determine the conditions and details accordingly.</p>
Registrar of warrants	Thailand Securities Depository Co., Ltd.
Secondary market for warrants	The Company will list the warrants No. 7 as listed securities on the Stock Exchange of Thailand (the “SET”).
Secondary market for ordinary shares arising from the exercise of rights	The Company will list the ordinary shares resulting from the exercise of the warrants No. 7 as listed securities on the Stock Exchange.
Other rights and benefits	The ordinary shares issued pursuant to the exercise of the warrants No. 7 shall have the same rights and share status as the Company's ordinary shares previously issued in all respects.
Reasons for issuing new shares to accommodate changes in the exercise of rights	<p>In order to maintain the benefits of the warrants No. 7 Holders not to be inferior to the original, the Company will adjust the exercise price and exercise ratio when any of the events specified in Section 11(4)(c) occurs in accordance with the Capital Market Supervisory Board Announcement No. TorJor. 34/2551 on the request for permission and permission to offer for sale of newly issued warrants and newly issued shares to support the Warrants, dated December 15, 2008 (and amendments), which includes the following events:</p> <ol style="list-style-type: none"> 1. When there is a change in the par value of the Company's shares as a result of a share consolidation or share split 2. When the Company offers newly issued shares at a low price¹ 3. When the Company offers Convertible Bonds at a low price or offers warrants at a low price¹ 4. When the Company pays all or part of dividends in the form of newly issued shares to shareholders 5. When the Company pays dividends in cash that exceed the rate specified in the Terms and Conditions 6. When there is any other case of the same nature as 1. to 5. that causes any benefits that the warrants holder will receive when exercising the rights under the warrants to be lower than before

	<p>The definition, calculation formula for adjusting the rights, and other additional details will be as specified in the Terms and Conditions.</p> <p>The Company will assign the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer to consider and determine the conditions and other details related to adjusting or changing the exercise rate and exercise price.</p>
<p>The purpose of issuing the warrants and the benefits the Company will receive from the allocation of additional ordinary shares this time</p>	<p>To be used as reserve capital for the Company's future business expansion, including related businesses and extensions of the existing business, to increase revenue and create good returns for the Company, and to be used as working capital for operations. By issuing warrants this time, if the warrants holders exercise their rights to purchase the Company's ordinary shares in full, the Company will receive additional capital of not exceeding 32,500,000 baht.</p>
<p>Benefits that shareholders will receive from the capital increase</p>	<p>In the event that the warrants No. 7 holders exercise their rights to purchase additional ordinary shares of the Company under the warrants, the shareholders of the Company will receive benefits in connection with the Company being able to use the funds received for the Company's various future projects as appropriate and consistent with the objectives of the issuance and allocation of the warrants No. 7 this time.</p>
<p>Other conditions</p>	<p>The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer or a person assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer shall have the authority to determine and change the criteria, conditions and details for the issuance and offering of the warrants No. 7 in all respects as deemed appropriate and under the authority prescribed by law, such as the allocation and offering date of the warrants No. 7, etc., including the authority to perform any necessary and appropriate actions related to the issuance and offering of the warrants No. 7 in all respects, including but not limited to contacting, preparing, signing, certifying, endorsing and/or delivering any documents necessary or related to the issuance and offering of the warrants No. 7 and listing the warrants No.</p>

	7 as listed securities on the Stock Exchange of Thailand, as well as applying for permission from relevant agencies and appointing a sub-attorney, etc.
Impact on shareholders	See details in the attached document on the next page.

Note: 1/ Low price refers to the announcement of the Stock Exchange of Thailand 39/2551 on the calculation of the offering price of securities and the determination of the market price for consideration of the offering of newly issued shares at a low price.

Dilution Effects

Since the issuance of the warrants No. 7 is an issuance and allocation to the existing shareholders of the Company who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), there will be no impact on the shareholders on the date of issuance of the warrants. This is based on the assumption that the existing shareholders exercise their rights to purchase ordinary shares under the warrants in full. However, if the rights to purchase shares in full under the warrants No. 7 are exercised by persons other than the existing shareholders in full, there will be an impact on the shareholders as follows:

1. The effect of dilution of shareholding proportion and voting rights (Control Dilution)

In the event that the exercisers of the warrants No. 7 is not the existing shareholder in full, there will be an impact on the reduction of the shareholding proportion and the voting rights of the existing shareholders (Control Dilution) from the exercise of such rights, with calculation details as follows:

$$\begin{aligned}
 &= \frac{\text{No. of shares supporting the exercise of TRITN-W7}}{\text{No. of paid-up shares} + \text{No. of shares supporting the exercise of TRITN-W7}} \\
 &= \frac{325,000,000}{11,127,560,038 + 325,000,000} \\
 &= 2.84\%
 \end{aligned}$$

In the event that the exercisers of the warrants No. 7 and the exercisers of the conversion rights of the Convertible Bonds No. 1/2024 are not the existing shareholders in their entirety, there will be an impact on the reduction of the shareholding proportion and the voting rights of the existing shareholders (Control Dilution) from the exercise of such rights, with the following details:

$$\begin{aligned}
 &= \frac{\text{No. of shares supporting the exercise of TRITN-W7} + \text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024}}{\text{No. of paid-up shares} + \text{No. of shares supporting the exercise of TRITN-W7} + \text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024}}
 \end{aligned}$$

$$= \frac{325,000,000 + 260,000,000}{11,127,560,038 + 325,000,000 + 260,000,000}$$

$$= 4.99\%$$

In the event that the exercisers of the warrants No. 7 and the exercisers of the conversion rights of the Convertible Bonds No. 1/2024 and the Convertible Bonds No. 1/2023 (which have not yet expired, only those that have been allocated) are not the existing shareholders in their entirety, there will be an impact on the reduction of the shareholding proportion and the voting rights of the existing shareholders (Control Dilution) from the exercise of such rights, with the following details:

$$= \frac{\begin{array}{l} \text{No. of shares supporting the exercise of TRITN-W7 +} \\ \text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024 +} \\ \text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2023} \end{array}}{\begin{array}{l} \text{No. of paid-up shares + No. of shares supporting the exercise of TRITN-W7 +} \\ \text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024 +} \\ \text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2023} \end{array}}$$

$$= \frac{325,000,000 + 260,000,000 + 218,820,000}{11,127,560,038 + 325,000,000 + 260,000,000 + 218,820,000}$$

$$= 6.74\%$$

2. The impact of dilution of profit sharing (EPS Dilution)

The impact of EPS Dilution cannot be calculated as the Company is operating at a loss.

3. The impact of Price Dilution

In the event that the rights under the warrants No. 7 are exercised in full, there will be an impact on the price dilution for existing shareholders, with calculation details as follows:

$$= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}}$$

$$= \frac{0.1326 - 0.1317}{0.1326}$$

$$= 0.70\%$$

Whereas the market price before the offering means the weighted average price of the Company's shares on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date on which the Board of Directors resolves to approve the offering price of the shares, i.e. between 17 September 2024 and 7 October 2024, which is equal to 0.1326 baht per share.

Where the market price after offering

$$= \frac{(\text{Market price before offering} \times \text{No. of paid-up shares}) + (\text{Exercise price} \times \text{No. of shares supporting the exercise of TRITN-W7})}{\text{No. of paid-up shares} + \text{No. of shares supporting the exercise of TRITN-W7}}$$

$$= \frac{(0.1326 \times 11,127,560,038) + (0.10 \times 325,000,000)}{11,127,560,038 + 325,000,000}$$

$$= 0.1317 \text{ baht per share}$$

(F53-4)

Report Form for Capital Increase
Triton Holding Public Company Limited
October 8, 2024

We, Triton Holding Public Company Limited, hereby report the resolution of the Board of Directors' meeting No. 6/2024, dated October 8, 2024, relating to the capital reduction, capital increase and allotment of capital increase shares as follows:

1. Capital reduction and capital increase

1.1 Capital reduction

The Board of Directors Meeting has approved to propose to the shareholder's meeting to consider and approve the reduction of the Company's registered capital by 535,943,747.60 baht from the original registered capital of 1,670,581,751.40 baht, divided into 16,705,817,514 ordinary shares, with a par value of 0.10 baht per share, to the new registered capital of 1,134,638,003.80 baht, divided into 11,346,380,038 ordinary shares, with a par value of 0.10 baht per share, by deducting 5,359,437,476 unissued ordinary shares, with a par value of 0.10 baht per share, by (1) deducting shares issued to accommodate the exercise of the warrants No. 5 (TRITN-W5) (expired) in the amount of 2,225,508,283 shares, in accordance with the resolution of the 2022 Annual General Meeting of Shareholders; (2) deducting shares issued to accommodate the issuance of additional ordinary shares under a General Mandate to a specific person in the amount of 1,112,755,193 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023; (3) deducting shares issued to accommodate the exercise of the conversion rights of the Convertible Bonds No. 1/2023 that have not yet been allocated in the amount of 581,180,000 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023; and (4) deducting shares issued to accommodate the exercise of the warrants No. 6 (TRITN-W6) (expired) in the amount of 1,439,994,000 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023

1.2 Capital increase

The Board of Directors Meeting has approved to propose to the shareholder's meeting to consider and approve the increase in the Company's registered capital in the amount of 58,500,000.00 baht from the original registered capital of 1,134,638,003.80 baht, divided into 11,346,380,038 ordinary shares, with a par value of 0.10 baht per share, to the new registered capital of 1,193,138,003.80 baht, divided into 11,931,380,038 ordinary shares, with a par value of 0.10 baht per share, by issuing

585,000,000 additional ordinary shares, with a par value of 0.10 baht per share, to support the issuance and offering of 260,000,000 Convertible Bonds and the issuance and offering of the Company's the warrants No. 7 (TRITN-W7) in the amount of 325,000,000 shares, by increasing capital in the following manner:

Type of capital increase	Type of securities	Number of shares	Par value (baht/share)	Total (baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	585,000,000	0.10	58,500,000.00
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of capital increase shares:

2.1 Specifying the purpose of utilizing the capital

Allotted to	Number of shares	Ratio (Old : New)	Selling price (baht/share)	Subscription and payment period	Remark
To support the conversion of Convertible Bonds	260,000,000	171,193 shares : 1 Convertible Bond unit	Offering price of 1,000 baht per 1 Convertible Bond unit	2 – 12 December 2024 ¹	Please consider the remark below
To support the exercise rights of the warrants No. 7 (TRITN-W7)	325,000,000	1 Convertible Bond unit : 5,000 units of warrant no. 7 (TRITN-W7)	Existing shareholders of the Company who subscribe for and are allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholding (Right Offering) will be allocated the warrant no. 7 (TRITN-W7) at no cost (zero baht) in accordance with the Company's Terms and Conditions.	After receiving approval from the Extraordinary General Meeting of Shareholders No. 1/2024, the offering is to be completed within 1 year from the date of the shareholders' resolution.	Please consider the remark below

^{1/} Subject to change depending on the date of the shareholders' meeting.

Remark:

The Board of Directors has resolved at the Board of Directors Meeting No. 6/2024 on October 8, 2024, with the following important resolutions:

1. Approved to propose to the shareholder's meeting to consider and approve the reduction of the Company's registered capital by 535,943,747.60 baht from the original registered capital of 1,670,581,751.40 baht, divided into 16,705,817,514 ordinary shares, with a par value of 0.10 baht per share, to the new registered capital of 1,134,638,003.80 baht, divided into 11,346,380,038 ordinary shares, with a par value of 0.10 baht per share, by deducting 5,359,437,476 unissued ordinary shares, with a par value of 0.10 baht per share, by (1) deducting shares issued to accommodate the exercise of the warrants No. 5 (TRITN-W5) (expired) in the amount of 2,225,508,283 shares, in accordance with the resolution of the 2022 Annual General Meeting of Shareholders; (2) deducting shares issued to accommodate the issuance of additional ordinary shares under a General Mandate to a specific person in the amount of 1,112,755,193 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023; (3) deducting shares issued to accommodate the exercise of the conversion rights of the Convertible Bonds No. 1/2023 that have not yet been allocated in the amount of 581,180,000 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023; and (4) deducting shares issued to accommodate the exercise of the warrants No. 6 (TRITN-W6) (expired) in the amount of 1,439,994,000 shares in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023
2. Approved to propose to the shareholder's meeting to consider and approve the issuance and offering of Convertible Bonds, in an amount not exceeding 65,000 units, at an offering price of 1,000 baht per unit of Convertible Bonds, with a total offering value not exceeding 65,000,000.00 baht, to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering) ("**Convertible Bonds**"). The conversion price of the Convertible Bonds shall not be lower than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company's shares listed on the Stock Exchange for at least 7 consecutive business days but not more than 15 consecutive business days (the "**Floating Conversion Price**") prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than 0.25 baht per share (the "**Minimum Conversion Price**"). The details and other important conditions of the Convertible Bonds are set out in the Summary of important details of Convertible Bonds of Triton Holding Public Company Limited No. 1/2024 to be issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) ("**Enclosure 1**")
3. Approved to propose to the shareholder's meeting to consider and approve the issuance and offering of the warrants No. 7 (TRITN-W7) in an amount not exceeding 325,000,000 units, or 2.92% of the Company's paid-up capital as of the date of the Board of Directors' Meeting No. 6/2024, held on October 8, 2024, to the Company's existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 5,000 units of the warrants No. 7 (TRITN-W7), whereby the said warrants will have a term of 9 months from the date of issuance of the warrants. The exercise ratio of the warrant is 1 unit to 1 ordinary share and the exercise price is 0.10 baht per share (except in the case of adjustment of the exercise price). The brief details of TRITN-W7 are set out in the Summary of important details of warrants to purchase ordinary shares of

Triton Holding Public Company Limited No. 7 (TRITN-W7) to be allocated to existing shareholders of the Company who subscribed for and were allocated Convertible Bonds issued and offered to existing shareholders in proportion to their shareholdings (Right Offering) and the impact on shareholders (“**Enclosure 2**”)

4. Approved to propose to the shareholder’s meeting to consider and approve the increase in the Company’s registered capital in the amount of 58,500,000.00 baht from the original registered capital of 1,134,638,003.80 baht, divided into 11,346,380,038 ordinary shares, with a par value of 0.10 baht per share, to the new registered capital of 1,193,138,003.80 baht, divided into 11,931,380,038 ordinary shares, with a par value of 0.10 baht per share, by issuing 585,000,000 additional ordinary shares, with a par value of 0.10 baht per share, to support the issuance and offering of 260,000,000 Convertible Bonds and the issuance and offering of the Company’s the warrants No. 7 (TRITN-W7) in the amount of 325,000,000 shares.
5. Approved to propose to the shareholder’s meeting to consider and approve the allocation of additional ordinary shares in the amount of 585,000,000 shares, with a par value of 0.10 baht per share, to support the issuance and offering of Convertible Bonds and the issuance and offering of the warrants No. 7 (TRITN-W7), with the following details:
 - 5.1 Allocate additional ordinary shares to support the issuance and offering of Convertible Bonds, not exceeding a total of 260,000,000 shares, with a par value of 0.10 baht per share, in an amount not exceeding 65,000 units, at an offering price of 1,000 baht per unit of Convertible Bonds, with a total offering value not exceeding 65,000,000.00 baht, to the existing shareholders of the Company who are entitled to receive the allocation in proportion to their shareholding (Right Offering), with a conversion ratio of 1 unit of Convertible Bond to [the face value of the Convertible Bonds (Face Value) divided by the conversion price] ordinary shares (any fractions shall be discarded in all cases). The conversion price of the Convertible Bonds shall not be lower than 90.00% of the market price, whereby the market price is calculated from the weighted average price of the Company’s shares listed on the Stock Exchange for at least 7 consecutive business days but not more than 15 consecutive business days (the “**Floating Conversion Price**”) prior to the date on which the Convertible Bondholders will exercise their conversion rights, whereby the conversion price shall not be lower than 0.25 baht per share (the “**Minimum Conversion Price**”). Such conversion price and rate may change due to adjustment of rights in accordance with the conditions to be specified in the Terms and Conditions hereinafter.
 - 5.2 Allocate additional ordinary shares to support the issuance and offering of the warrants No. 7 (TRITN-W7) in an amount not exceeding 325,000,000 shares, with a par value of THB 0.10 per share, or 2.92% of the Company’s paid-up capital as of the date of the Board of Directors’ Meeting No. 6/2024, held on October 8, 2024, to the Company’s existing shareholders who subscribed for and were allocated the Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) at no cost (zero baht) at a ratio of 1 unit of Convertible Bond to 5,000 units of the warrants No. 7 (TRITN-W7), totaling not exceeding 325,000,000 units.

2.2 The Company’s procedure in case there is remaining fractional shares:

In the event that there are fractional shares, the fractional shares shall be discarded in all cases.

3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares

The Extraordinary General Meeting of Shareholders No. 1/2024 has been scheduled for 15 November 2024 at 2:00 p.m. by electronic meeting only (e-Shareholding Meeting) in accordance with the Electronic Meeting Act B.E. 2020 and other relevant laws and regulations. The list of shareholders entitled to attend the shareholders' meeting has been determined on 24 October 2024 (Record Date).

4. Seeking approval of the capital increase / share allotment from related government agency, and approval conditions (if any)

4.1 Request for approval from the Extraordinary General Meeting of Shareholders No. 1/2024

4.2 The Company will register the capital reduction, capital increase, and amendment of the memorandum of association with the Department of Business Development, Ministry of Commerce within 14 days from the date the shareholders' meeting resolved to approve the capital reduction and increase of registered capital and will proceed with the registration of changes in paid-up capital within 14 days from the date of receipt of full payment for the shares.

4.3 The Company will request permission from the Stock Exchange of Thailand to accept newly issued ordinary shares and warrants as listed securities.

5. Objectives of the capital increase and plans for utilizing the increased capital

The objectives of the capital increase are to repay the Convertible Bonds of Triton Holding Public Company Limited No. 1/2023, due in 2024, including using as working capital for the Company's current operations. The Company would like to summarize the details of the capital increase objectives by type of capital increase as follows:

5.1 Capital increase from the issuance and offering of Convertible Bonds No. 1/2024 to existing shareholders in proportion to their shareholding (Right Offering) this time, in the amount not exceeding 65,000,000.00 baht, has the following objectives:

- To repay the Convertible Bonds of Triton Holding Public Company Limited No. 1/2023, due in 2024, in an amount not exceeding 65,000,000.00 baht.

5.2 Proceeds from the issuance and offering of warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 7 (TRITN-W7), which will be allocated to the existing shareholders of the Company who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), not exceeding 32,500,000.00 baht, to be used as reserve funds for the Company's future business

expansion, including related businesses and extensions of the existing business, to increase revenue and create good returns for the Company, and to be used as working capital for operations.

Summary of the details of the capital increase objectives, separated by type of capital increase and use of the capital increase, as follows:

No.	Details	Capital requirements	Period
1.	To repay Convertible Bonds No. 1/2023	65,000,000.00 baht	Within 2024
2.	To be used as reserve capital for the Company's future business expansion, including related businesses and expansion of the existing business.	32,500,000.00 baht	Within 2025
Total		97,500,000.00 baht	

Remark

The use of such funds may be subject to change in the proportion of the use of funds according to the ability to raise funds including the appropriateness of investment in each situation to invest in projects in new businesses or any other in the future that the Company deems to have good returns and are beneficial to the Company and shareholders. The Company will comply with the rules of the Stock Exchange of Thailand regarding the list of acquisitions and disposals correctly.

6. Benefits that the Company will receive from the capital increase / share allotment:

- 6.1 Increase working capital for the Company's operations
- 6.2 The Company has reserve funds for future business expansion, including related businesses and extensions of existing businesses, in order to increase revenue and generate good returns for the Company, which will enable the Company to pay dividends to shareholders in the future if the operating results achieve the target profits.
- 6.3 The issuance of Convertible Bonds this time will enable the Company to repay the Convertible Bonds No. 1/2023, which will mature on December 21, 2024, as scheduled.

7. Benefits that the shareholders will receive from the capital increase / share allotment:

- 7.1 Benefits from the capital increase to support the issuance and offering of Convertible Bonds No. 1/2024 to existing shareholders in proportion to their shareholdings (Right Offering)

The existing shareholders of the Company will invest in debt instruments that have the opportunity to be converted into ordinary shares of the Company in the future. If the Convertible Bonds have not been converted, the Convertible Bondholders will receive the same protection as the Company's general creditors and will receive interest as specified in the Terms and Conditions. When the Convertible Bondholders deem appropriate and/or in accordance with the conditions specified in the Terms and Conditions, the Convertible Bondholders can exercise the right to

convert the Convertible Bonds into ordinary shares of the Company in the specified proportion, giving the shareholders of the Company the opportunity to gain profit from the difference in share prices in the future.

7.2 Benefits from the capital increase to support the issuance and offering of warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 7 (TRITN-W7), which will be allocated to the existing shareholders of the Company who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholding (Right Offering)

- Warrant holders will benefit from exercising their rights to purchase ordinary shares of the Company under the warrants No. 7. However, if the exercise price is lower than the price of the Company's shares traded on the Stock Exchange, the warrant holders will be able to exercise their rights to purchase the Company's ordinary shares at a price lower than the market price.
- The Company has a policy to pay dividends each year at a rate not less than 50% of net profit according to the consolidated financial statements after deducting corporate income tax and all types of reserves as required by law (with additional conditions). If the warrant holder exercises the right to purchase ordinary shares of the Company under the warrants No. 7, they will have the right to receive dividends in the same manner as all shareholders of the Company.
- The Company will list the warrants on the Stock Exchange of Thailand. Therefore, shareholders who have been allocated the warrants No. 7 will be able to trade the warrants on the Stock Exchange.

7.3 The Company receives additional capital, which will enable the Company to continue its business and increase its ability to invest in other businesses, which will help strengthen its financial position, which will increase the Company's equity value in the long term.

8. Other details necessary for shareholders' decision making in the approval of the capital increase / share allotment:

- The capital increase and allocation of ordinary shares to support the exercise of rights under the warrants, which will be allocated to the Company's existing shareholders who have subscribed and received the allocation of Convertible Bonds issued and offered to the existing shareholders in proportion to their shareholdings (Right Offering), will have an impact on the Company's existing shareholders, as detailed in Enclosures 1 and 2 (under

the Dilution Effect topic) of the report announcing the resolutions of the Board of Directors' Meeting No. 6/2024.

- The existing shareholders of the Company have the right to receive an allocation in proportion to their shareholding (Right Offering) at an allocation ratio of 171,193 shares to 1 Convertible Bond unit. If there is a fraction from the calculation, it must be discarded in all cases. Any shareholders of the Company who hold less than 171,193 shares will not receive the right to subscribe for Convertible Bonds in proportion to their rights (but can subscribe in excess of their rights).

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date / Month / Year
1.	Board of Directors Meeting No. 6/2024	October 8, 2024
2.	Record Date for Shareholders Eligible to Attend Extraordinary General Meeting of Shareholders No. 1/2024 and Shareholders Eligible to Receive Convertible Bonds Offered to Existing Shareholders in Proportion to Shareholding (Right Offering) (Record Date)	October 24, 2024
3.	Extraordinary General Meeting of Shareholders No. 1/2024	November 15, 2024
4.	Register capital reduction, capital increase and amendment of memorandum of association with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date of approval by the Extraordinary General Meeting of Shareholders No. 1/2024
5.	Convertible Bonds subscription date ¹	2 – 12 December 2024

^{1/} The period of the subscription date is still uncertain and may change depending on the date of the shareholders' meeting.

We hereby certify that the information contained in this report form is correct and complete in all respects.

Signed..... Authorized directors sign on behalf of the Company
(Miss Louise Taechaubol)

Signed..... Authorized directors sign on behalf of the Company
(Pol. Gen. Werapong Chuenpagdee)