

TRITON

October 31, 2024

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To Shareholders of
Triton Holding Public Company Limited

Enclosure

1. Copy of the Minutes of the Annual General Meeting of Shareholders 2024
2. 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)
3. 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
4. Report Form for Capital Increase (F53-4)
5. Proxy Form A and Proxy Form B with attached documents
6. Profiles of Independent Directors nominated by the Company for shareholders to appoint as proxies
7. Company Articles of Association regarding the shareholders' meetings
8. Rules for attending the shareholders' meeting via electronic media (E-AGM) and granting proxies
9. Registration form for the meeting via electronic media (E-AGM)
10. Advance question submission form for the meeting via electronic media (E-AGM)

The Board of Directors of Triton Holding Public Company Limited (the “**Company**”) has resolved to convene an Extraordinary General Meeting of Shareholders No. 1/2024 on November 15, 2024, at 2:00 p.m. by electronic meeting only (e-Shareholding Meeting) to consider the following agenda:

Agenda 1 To consider and approve the Annual General Meeting of Shareholders 2024, held on April 24, 2024

Rationale

The Company held the Annual General Meeting of Shareholders 2024, which was held on 24 April 2024. The Company has completed the preparation of the minutes of the meeting within 14 days

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from the date of the meeting and has submitted the minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by law. The Company has also published the minutes on the Company's website (www.triton.co.th).

In addition, the Company has sent a copy of the Minutes of the Annual General Meeting of Shareholders 2024 to shareholders together with this invitation letter. The details are as shown in Enclosure 1.

Opinion of the Board

The Board of Directors is of the opinion that the Minutes of the Annual General Meeting of Shareholders 2024, held on 24 April 2024, were recorded correctly and truthfully. Therefore, it is appropriate to propose the Minutes of the Annual General Meeting of Shareholders 2024 to the Shareholders' Meeting for approval.

Resolution

This agenda must be approved by a majority vote of the shareholders attending the meeting and entitled to vote.

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

Rationale

As the Company has unsold ordinary shares remaining from the issuance to accommodate (1) the exercise of the warrants No. 5 (TRITN-W5) (expired) in accordance with the resolution of the 2022 Annual General Meeting of Shareholders (2) the issuance of additional ordinary shares under a General Mandate to a specific person in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 (3) the exercise of the conversion rights of the Convertible Bonds No. 1/2023 that have not yet been allocated in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023 and (4) the exercise of the warrants No. 6 (TRITN-W6) (expired) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2023. Therefore, the Company must reduce its registered capital by deducting the unsold ordinary shares in the amount of 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

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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 unsold ordinary shares, with a par value of 0.10 baht per share.

In order to comply with the above-mentioned reduction of registered capital, the Company must amend the Company's memorandum of association, Clause 4, by granting the persons assigned by the Board of Directors to register the amendment to the memorandum of association at the Department of Business Development, Ministry of Commerce, the authority 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	(-)

Opinion of the Board

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the reduction of the Company's unsold 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 unsold ordinary shares, with a par value of 0.10 baht per share, and to approve the amendment to the Company's memorandum of association, Clause 4, to be in line with the reduction of the Company's registered capital, including the related authorization as proposed.

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Resolution

This agenda must be approved by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and entitled to vote.

- Agenda 3 To consider and approve the issuance and offering of Convertible Bonds, in an amount not exceeding 65,000 units

Rationale

In order to repay the Convertible Bonds of Triton Holding Public Company Limited No. 1/2023, due in 2024, the Company intends to issue and offer 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 2**")

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

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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 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 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.

Opinion of the Board

The Board of Directors deemed it appropriate to propose to the shareholders' 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), including the related authorization as proposed.

Resolution

This agenda must be approved by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and entitled to vote.

- 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)

Rationale

In order 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, the Company intends to issue and offer 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

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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 3**”).

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.

Opinion of the Board

The Board of Directors deemed it appropriate to propose to the shareholders’ meeting to consider and approve 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), 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), including the related authorization as proposed.

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Resolution

This agenda must be approved by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and entitled to vote.

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

Rationale

In order to accommodate the issuance and offering of Convertible Bonds and the issuance and offering of the warrants No. 7 (TRITN-W7), the Company intends to increase its 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. The details are as shown in the Report Form for Capital Increase (F53-4) (“Enclosure 4”)

In order to comply with the above-mentioned increase in registered capital, the Company must amend the Company's memorandum of association, Clause 4, by granting the persons assigned by the Board of Directors to register the amendment to the memorandum of association at the Department of Business Development, Ministry of Commerce, the authority 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)

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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 (-)”

Opinion of the Board

The Board of Directors deemed it appropriate to propose to the shareholders’ 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, and to approve the amendment to the Company’s memorandum of association, Clause 4, to be in line with the increase of the Company’s registered capital, including the related authorization as proposed.

Resolution

This agenda must be approved by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and entitled to vote.

Agenda 6 To consider and approve the allocation of additional ordinary shares

Rationale

Following the Agenda 5, which considered approving 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.

The Company therefore intends to allocate 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

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of Convertible Bonds and the issuance and offering of the warrants No. 7 (TRITN-W7), with the following details:

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.
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.

Opinion of the Board

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the allocation of additional ordinary shares in the amount of 585,000,000 shares, to support the issuance and offering of Convertible Bonds in the amount not exceeding 260,000,000

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shares, and the issuance and offering of the warrants No. 7 (TRITN-W7) in the amount not exceeding 325,000,000 shares, with details as shown in the Report Form for Capital Increase (F53-4) (“Enclosure 4”)

Resolution

This agenda must be approved by a majority vote of the shareholders attending the meeting and entitled to vote.

Agenda 7 To consider other matters (if any)

According to the Public Limited Companies Act, Section 105, Paragraph 2, it states that shareholders who hold shares totaling not less than one-third of the total number of shares sold may request the meeting to consider other matters apart from those specified in the meeting invitation letter. However, for the sake of transparency and to provide equal rights to shareholders, there should be no additional agenda items to consider other matters not specified in the meeting invitation letter for the shareholders’ meeting to consider, approve or vote on.

We therefore invite all shareholders to attend the meeting and vote in person on the date, month, year and at the location specified above. If any shareholder wishes to appoint another person to attend the meeting and vote on their behalf, please prepare a proxy form in the form enclosed herewith and submit it to the Chairman or the person assigned by the Chairman before the meeting begins.

Sincerely yours,



(Miss Louise Taechaubol and Pol. Gen. Werapong Chuenpagdee)



Authorized Director

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Remark:

1. For the convenience of attending the meeting, shareholders or proxies may register in advance between 1 November 2024 and 13 November 2024 by following the details specified in **Enclosure 8**.
2. Shareholders can view the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2024 and accompanying documents on the Company's website at www.triton.co.th from 1 November 2024 onwards.
3. The Company's office location for delivering the proxy forms in advance of the meeting date is OJ International Company Limited., 5/6 Tessaban Rangsarit Nuea Road, Lat Yao, Chatuchak, Bangkok 10900

Copy to: Registrar of Public Company Limited,
The Stock Exchange of Thailand
Office of the Securities and Exchange Commission

Minutes of the Annual General Meeting for the year 2024
of
Triton Holding Public Company Limited

Time and Venue

The Annual General Meeting for the year 2024 of Triton Holding Public Company Limited was held on April 24, 2024 at 2.00 pm through electronics means (E-AGM).

Directors present at the meeting

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

Directors attending online

1. Pol. Gen. Werapong Chuenpagdee Vice Chairman
2. Pol. Lt. Gen. Ittipol Ittisarnronnchai Independent Director
3. Pol.Maj.Gen.Kidanun Komkhum Member of Audit Committee and Independent Director
4. Mr. Chalush Chinthammit Independent Director

Remark : There were 8 directors attending from the total number of 9 directors, representing 88.88%.

Executives of the company and subsidiaries present at the meeting

1. Mr.Tharakorn Junkerd Company Secretary

The Company's auditor attending online

1. Miss Kornthong Luangvilai Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

2. Mr. Nuttawee Kusin

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

Preliminary Proceeding

Gen.Lertrat Ratanavanich, Chairman of the Board of Directors and Independent Director acted as Chairman of the meeting. He advised the meeting that this meeting was held during the COVID-19 pandemic situation. Therefore, the Company decided to hold the meeting via electronics mean. Then the Chairman assigned Mr. Tharakorn Junkerd to be the Master of Ceremonies (MC).

The MC reported to the meeting that there were shareholders and proxies attending the meeting 31 persons in total, representing 4,146,991,248 shares, out of the total 11,127,551,934 shares, equivalent to 37.2678% 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 one minute. Once the shareholder selected the choice, the system should pop-up a message to confirm the choice. The shareholder should click “agree” to confirm. If the shareholder wants to change the choice, he could do so by selecting new choice before closing of the vote for such agenda. Shareholders attending the meeting on mobile phone or tablet must switch from Zoom program to E-Voting to cast vote and return to E-meeting in Zoom program to further attend in the meeting. For the purpose of convenience, time saving and easy votes counting, in each agenda that require voting, only votes of those **disapprove** or **abstain** will be counted and the rest will be deemed approve. Votes would be counted from the E-Voting and from the proxies where the shareholders had voted in advance. Holders of proxies should not cast vote on E-Voting.

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

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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 Q&A box which the staff should read the question later.

The Company also allowed the shareholders to propose a meeting agenda and to nominate persons to be appointed as the Company's director, during November 15, 2023 to January 31, 2024 but there was no such proposal and nomination.

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

Thereafter, the meeting was proceeded in the following agenda.

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

The Chairman asked the MC to explain detail of this agenda to the meeting. The MC explained that the Company had prepared the Annual General Meeting of Shareholders 2023 was held on April 27, 2023. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days and disclosed on the Company's website (www.triton.co.th). The Company had sent a copy of the minutes to the shareholders along with the meeting invitation letter. Details appear in Enclosure 1.

The Board of Directors had an opinion that the minutes of the Annual General Meeting of Shareholders 2023 was held on April 27, 2023 had been properly and accurately recorded and the Board was of the opinion that it is appropriate to propose the meeting to adopt the minutes of the Annual General Meeting of Shareholders 2023 accordingly.

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

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

No shareholder asked question or expressed any opinion.

Resolved: The meeting resolved to adopt the minutes of the Annual General Meeting of Shareholders 2023 was held on April 27, 2023 by unanimous votes, as follows:

	Vote	Equivalent to (%)
Approve	4,146,521,248	100.0000
Disapprove	-	0
Abstain	-	0
Void	-	0
Total	4,146,521,248	100.0000

Agenda 2 To acknowledge the operating result of the year 2023

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

The MC informed the meeting that the Company has summarized its performance in the past year as appeared in the 2023 Annual Report (56-1 One Report) which had been sent to the shareholders in QR code form along with the meeting invitation letter. Details appear in Enclosure 2.

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

This agenda was for acknowledgement only, no voting required.

In order for the shareholders to acknowledge the operating results of the previous year more clearly, please let me invite Mr. Worapong Woottipruk, Chief Financial Officer, to report the operating results of the year 2023 to the shareholders for their acknowledgement.

Mr. Worapong Woottipruk informed the meeting that at present,

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- Triton Engineering and Construction and Trans Thai Railway won rail and train construction project bidding in 3Q23 (signaling and trackwork relocation of High-speed train in Nakhon Ratchasima. The new project value is about 103.33 million baht and started construction in 4Q23.
- For the 12-month period: Total revenues decreased from 829.08 million baht to 786.77 million baht, a decrease of 5.10%, mainly from significantly decrease in other revenues of 83.08% (such as equipment rental income, gain from selling of warrants, etc). Whereas, revenue from construction and revenues from sales increased 7.31% and 36.24% respectively.
- According to accounting standards, in FY2023, the company recognized impairment of 130.60 million baht, mainly on i) loss on reclassification of investment, ii) impairment loss on assets held for sales, iii) impairment loss on investment, iv) impairment loss determined in accordance with TFRS 9. In the future, when the company issues invoices and collects cash, some of the impairment amount shall be reversed. The company report net loss for the year of (330.14) million baht and net loss the company of (297.65) million baht.

Income from construction business

- For 12-month period, revenues from construction increase 7.31% from 602.82 million baht to 646.86 million baht. Even, the newly awarded pipeline project which was estimated to contribute significant progress in 2Q23 slip out 1 year. The construction generated gross profit of 10.21 million baht compare to gross profit of 26.21 million baht in the same period last year.

Backlog

- As of December 31, 2023, the company had backlog for the amount of 2,477 million Baht. In FY2024, the company is working on 6 new projects under business development phase both in HDD/pipe jacking and rail and train construction as detail described in the table.
- In addition, according to the business plan, the company aims to sign construction contracts for new projects which are in the business development stage with a work value of approximately 700 million baht in the second quarter of 2024 and projects and values of approximately 1.00 -1.50 billion baht in the second half of the year. 2024

Revenue from sales

- For the 12-month period, the company generated revenues from sales for the amount of 121.22 million baht, significantly increase from 88.98 million baht in the same period last year, an increase of 36.24%. The revenues from sales deliver gross profit of 16.15 million baht, compared to negative gross profit of (11.05) million baht in the same period last year.

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Revenue from Power Business

- For the 12-month period, Power plants business generated revenues for the amount of 82.77 million baht, slightly decrease from 83.26 million baht in the same period last year. The power plant business generated gross profit of (0.78) million baht, compared to negative gross profit of (9.05) million baht in the same period last year.

Statement of financial position and cash flow statement

Balance sheet	As of Dec 31, 2023	As of Dec 31, 2022	Δ %
Total Assets	2,823.93	2,731.27	3.39%
Total Liabilities	1,619.76	1,192.98	35.77%
Total Equities	1,204.17	1,538.28	-21.72%
Cash Flow	For 12 months period end December 31, 2023		
Cash Flow from Operation			110.60
Cash Flow from Investment			-47.77
Cash Flow from Financing			-36.97
Net Change in Cash			25.87
Ending Cash			95.37

There was no question, so the Chairman requested the meeting to acknowledge the operating result of 2023.

Resolved: The meeting acknowledged the operating result of 2023 as reported.

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

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

The MC reported to the meeting that the consolidated financial statements and the separated financial statements for the accounting period ended December 31, 2023, had been sent to the shareholders along with the 2023 One Report. The financial statements were audited by the company's auditor for Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, assessed and approved by the Audit Committee Meeting No. 1/2024, and approved by the Board of Directors meeting no. 2/2024.

The Board of Directors had an opinion that it is appropriate to propose the consolidated financial statements and the separated financial statements as well as the auditor's report for the period ended December 31, 2023 to the shareholders for approval.

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

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

No shareholder asked question or expressed any opinion.

The Chairman asked the meeting to consider and approve the financial statements for the year ended December 31, 2023 which has been audited by the auditor, including the auditor's report.

Resolved: The meeting resolved to approve the financial statements for the year ended December 31, 2023 which had been audited by the auditor as well as the auditor's report by unanimous votes, as follows:

	Vote	Equivalent to (%)
Approve	4,146,991,248	100.0000
Disapprove	-	0
Abstain	-	0
Void	-	0
Total	4,146,991,248	100.0000

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

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

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

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

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

The Board of Directors had an opinion that it is appropriate to propose to the meeting to approve the omission of dividend payment for the year 2023.

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

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

No shareholder asked question or expressed any opinion.

The Chairman proposed to the meeting to consider and approve the omission of dividend payment for the year 2023 operating results.

Resolved: The meeting approve the omission of dividend from 2023 operation as proposed, by unanimous votes, as follows:

	Vote	Equivalent to (%)
Approve	4,146,991,248	100.0000
Disapprove	-	0
Abstain	-	0
Void	-	0
Total	4,146,991,248	100.0000

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

The Chairman informed the meeting that For this agenda In order for the consideration to be transparent. Therefore, I would like to invite the directors who have interests in this agenda, namely (1) Pol.Gen.Werapong Chuenpagdee, (2) Mr.Natdanai Indrasukhsri and (3) Mr.Worapong Woottipruk, had left the meeting room before proceeding and asked to come back to the meeting again when the consideration of this agenda was completed.

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

At the Annual General Meeting of Shareholder 2023, there are 4 Directors who must retire by rotation, namely, (1) Pol.Gen.Werapong Chuenpagdee, (2) Mr.Natdanai Indrasukhsri and (3) Mr.Worapong Woottipruk

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

The Board of Directors agreed with the Nomination and Remuneration Committee and had an opinion that the shareholders should reelect all four retired directors namely (1) Pol.Gen.Werapong Chuenpagdee, (2) Mr.Natdanai Indrasukhsri and (3) Mr.Worapong Woottipruk to be directors for another term.

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

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

No shareholder asked question or expressed any opinion.

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

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

1. Pol.Gen.Werapong Chuenpagdee

	Vote	Equivalent to (%)
Approve	4,141,659,948	99.8741
Disapprove	5,331,300	0.1286
Abstain	0	0
Void	0	0
Total	4,146,991,248	100.0000

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2. Mr.Natdanai Indrasukhsri

	Vote	Equivalent to (%)
Approve	4,141,659,948	99.8741
Disapprove	5,331,300	0.1286
Abstain	0	0
Void	0	0
Total	4,146,991,248	100.0000

3. Mr.Worapong Woottipruk

	Vote	Equivalent to (%)
Approve	4,141,659,948	99.8741
Disapprove	5,331,300	0.1286
Abstain	0	0
Void	0	0
Total	4,146,991,248	100.0000

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

Agenda 6 To consider and approve the remuneration of directors for the year 2024

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

The MC informed the meeting that, according to Article 16 of the Articles of Association, directors' remuneration shall be fixed by the shareholders meeting. The Board of Directors propose to the shareholders to approve the directors' remuneration for the year 2024 in a total amount not exceeding Baht 7,000,000 which is the same amount that had been approved by the shareholders meeting last year. The remuneration shall be paid in 2 categories as follow:

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

The Board of Directors agreed with the suggestion of the Nomination and Remuneration Committee to propose the directors' remuneration for the year 2024 to the shareholders meeting for approval.

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This agenda required approval by at least two-third votes of the shareholders attending the meeting and being entitled to vote.

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

No shareholder asked question or expressed any opinion.

Therefore, the Chairman requested the meeting to approve the directors' remuneration for the year 2024 as proposed.

Resolved: The meeting resolved to approve directors' remuneration for the year 2024 as proposed, by unanimous votes as follows

	Vote	Equivalent to (%)
Approve	4,146,991,248	100.0000
Disapprove	-	0
Abstain	-	0
Void	-	0
Total	4,146,991,248	100.0000

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

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

The MC informed the meeting that the Audit Committee has considered qualification of each auditor in various aspects and was of the opinion that Miss Wannisa Ngambuathong registration No. 6838 and/or Miss Choitma Kitsirakorn registration No.7318 and/or Miss Nitinee Kittikunapong registration No.8843 and/or Miss Chutinant Kopraserthaworn registration No.9201 and/or Miss Thanyaphorn Tangthanopajai and/or Mr.Thanawut Piboonsawat registration No.6699 registration No. 9169 of Dharmniti Auditing Company Limited are reputable and trustworthy auditors having knowledge and capability. Moreover, by comparing the remuneration rates proposed by this auditor is appropriate rate. Therefore, it is appropriate to appoint Dharmniti Auditing Company Limited. to provide the audit services for the Company in 2024. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2022 which is the most suitable reason for the Company to appoint these auditors to provide audit services for the Company in 2024. In this regard, the auditors'

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remuneration for the year 2024 has been fixed at the amount of 980,000 baht and that of its subsidiaries for the year 2024 have been fixed in total of 3,590,000 baht. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2024 have been fixed at 4,570,000 baht. The details of the remuneration are presented in Enclosure 5.

Therefore, the auditors of Dharmniti Auditing Company Limited have no relationship or interest in the Company, its subsidiaries, executives, major shareholders or interested persons.

The Board of Directors agreed with the suggestion of the Audit Committee and had an opinion that the meeting should approve the appointment of Miss Wannisa Ngambuathong registration No. 6838 and/or Miss Choitma Kitsirakorn registration No.7318 and/or Miss Nitinee Kittikunapong registration No.8843 and/or Miss Chutinant Kopraserthaworn registration No.9201 and/or Miss Thanyaphorn Tangthanopajai and/or Mr.Thanawut Piboonsawat registration No.6699 registration No. 9169 of Dharmniti Auditing Company Limited are reputable and trustworthy auditors having knowledge and capability. Moreover, by comparing the remuneration rates proposed by this auditor is appropriate rate. Therefore, it is appropriate to appoint Dharmniti Auditing Company Limited. to provide the audit services for the Company in 2024. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2022 which is the most suitable reason for the Company to appoint these auditors to provide audit services for the Company in 2024. In this regard, the auditors' remuneration for the year 2024 has been fixed at the amount of 980,000 baht and that of its subsidiaries for the year 2024 have been fixed in total of 3,590,000 baht. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2024 have been fixed at 4,570,000 baht

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

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

No shareholder asked question or expressed any opinion.

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

Resolved: The meeting resolved to approve the appointment of Miss Wannisa Ngambuathong registration No. 6838 and/or Miss Choitma Kitsirakorn registration No.7318 and/or Miss Nitinee Kittikunapong registration No.8843 and/or Miss Chutinant Kopraserthaworn registration No.9201 and/or Miss Thanyaphorn Tangthanopajai and/or Mr.Thanawut Piboonsawat registration No.6699 registration No. 9169

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of Dharmniti Auditing Company Limited are reputable and trustworthy auditors having knowledge and capability. Moreover, by comparing the remuneration rates proposed by this auditor is appropriate rate. Therefore, it is appropriate to appoint Dharmniti Auditing Company Limited. to provide the audit services for the Company in 2024. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2022 which is the most suitable reason for the Company to appoint these auditors to provide audit services for the Company in 2024. In this regard, the auditors' remuneration for the year 2024 has been fixed at the amount of 980,000 baht and that of its subsidiaries for the year 2024 have been fixed in total of 3,590,000 baht. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2024 have been fixed at 4,570,000 baht by unanimous votes, as follows:

	Vote	Equivalent to (%)
Approve	4,146,991,248	100.0000
Disapprove	-	0
Abstain	-	0
Void	-	0
Total	4,146,991,248	100.0000

Agenda 8 To consider other matters (if any)

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

There was no question from the shareholders.


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

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The meeting adjourned at 3.30 pm

Gen.  Chairman
(Lertrat Ratanavanich)

Chairman of the Board of Directors

 Meeting recorder
(Mr. Tharakorn Junkerd)
Company Secretary

Enclosure 2

TRITON

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”)
Name of Convertible Bonds	Convertible Bonds of Triton Holding Public Company Limited No. 1/2024 Due 2026 With the Issuer's Rights of Early Redemption
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	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.

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Topic	Details
	<p>The Company reserves the right, in its sole discretion, to consider not offering or allocating the 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.</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>
<p>Allocation ratio to existing shareholders</p>	<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>
<p>Shares allocated to support the conversion of Convertible Bonds</p>	<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>

T R I T O N

Topic	Details
	<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 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

T R I T O N

Topic	Details
Interest Payment	4 times per year, with interest paid quarterly from the date of issuance of the Convertible Bonds.
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	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) 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.
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

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Topic	Details
	<p>"Last Conversion Date") without being required to convert. On the Last Conversion Date, each Convertible Bondholder will have 2 options:</p> <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>

T R I T O N

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:

T R I T O N

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 <u>Enclosure 2</u>.</p> <p>3. The impact on profit sharing (EPS Dilution) cannot be calculated as the Company is operating at a loss.</p>
Reasons for issuing new shares to accommodate changes in the exercise of rights	<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.

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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>

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	<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 <u>Enclosure 1</u>.</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>

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	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.
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").

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<p>The inability to cancel the notification of intention to exercise the rights</p>	<p>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.</p>
<p>Offering period</p>	<p>The offering shall be completed within 1 year from the date on which the shareholders' meeting resolved to approve the issuance and 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>
<p>Registrar of warrants</p>	<p>Thailand Securities Depository Co., Ltd.</p>
<p>Secondary market for warrants</p>	<p>The Company will list the warrants No. 7 as listed securities on the Stock Exchange of Thailand (the “SET”).</p>
<p>Secondary market for ordinary shares arising from the exercise of rights</p>	<p>The Company will list the ordinary shares resulting from the exercise of the warrants No. 7 as listed securities on the Stock Exchange.</p>
<p>Other rights and benefits</p>	<p>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.</p>
<p>Reasons for issuing new shares to accommodate changes in the exercise of rights</p>	<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

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	<p>5. When the Company pays dividends in cash that exceed the rate specified in the Terms and Conditions</p> <p>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> <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</p>

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	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. 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:

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

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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:

$$\begin{aligned} & \text{No. of shares supporting the exercise of TRITN-W7 +} \\ & \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024}}{\text{No. of paid-up shares + No. of shares supporting the exercise of TRITN-W7 +}} \\ & \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024}}{\text{No. of paid-up shares + No. of shares supporting the exercise of TRITN-W7 +}} \\ & = \frac{325,000,000 + 260,000,000}{11,127,560,038 + 325,000,000 + 260,000,000} \\ & = 4.99\% \end{aligned}$$

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 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:

$$\begin{aligned} & \text{No. of shares supporting the exercise of TRITN-W7 +} \\ & \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024 +}}{\text{No. of paid-up shares + No. of shares supporting the exercise of TRITN-W7 +}} \\ & \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2023}}{\text{No. of paid-up shares + No. of shares supporting the exercise of TRITN-W7 +}} \\ & \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2024 +}}{\text{No. of paid-up shares + No. of shares supporting the exercise of TRITN-W7 +}} \\ & \frac{\text{No. of shares supporting Convertible Bonds issued to existing shareholders No. 1/2023}}{\text{No. of paid-up shares + No. of shares supporting the exercise of TRITN-W7 +}} \\ & = \frac{325,000,000 + 260,000,000 + 218,820,000}{11,127,560,038 + 325,000,000 + 260,000,000 + 218,820,000} \\ & = 6.74\% \end{aligned}$$

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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

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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	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

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Allotted to	Number of shares	Ratio (Old : New)	Selling price (baht/share)	Subscription and payment period	Remark
			Terms and Conditions.		

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

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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-

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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:

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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

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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.

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- 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


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No.	Procedures of the capital increase	Date / Month / Year
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)

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Enclosure 5

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 ofshares and have the right to vote

equal to votes as follows:

Ordinary shareshares and have the right to vote equal tovotes Hereby appoint

(A) Name.....Age.....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 No.1/2024 on November 15, 2024, at 2.00 p.m., at via electronic meeting (E-AGM) or at any adjournment thereof to any other date, time and venue.

Any actions undertaken by the proxy in the meeting shall be deemed as being done by me/us in all respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Remarks: The shareholder assigning a Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate its number of shares to several proxies to vote separately

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

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

(C) Name..... Age..... years
Residing at No.....
.....

As my/our proxy to attend and vote on my/our behalf at Annual General Meeting of the
Shareholders 2024 on November 15, 2024, at 2.00 p.m., at via electronic meeting (E-AGM) or at
any adjournment thereof to any other date, time and venue.

I/We appoint my proxy to cast votes according to my intention in the following manner:

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

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Agenda item 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders of the year 2024 which be held on April 24, 2024

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

Agenda item 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

- (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 3 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 65,000,000 Baht

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

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Agenda item 4 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 (“TRITN-W7”) in the amount not exceeding 325,000,000 units to the existing shareholders of the Company who have subscribed and allocated convertible bonds in proportion to their shareholding (Rights Offering: RO)

- (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 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

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

Agenda item 6 To consider and approve the allocation of additional ordinary shares

- (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 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:

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- Agree
- Disagree
- Abstain

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

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

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

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

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

Remarks:

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

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Continued Proxy Form B

Authorization on Behalf of a Shareholder of Triton Holding Public Company Limited

Extraordinary General Meeting of the Shareholders No.1/2024 on November 15, 2024, at 2.00 p.m., at via electronic meeting (E-EGM) or at any adjournment thereof to any other date, time and venue.

Agenda item Re.

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

Agenda item Re.

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

Agenda item Re.

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

Agenda item Re.

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

I certify that the details in this Continued Proxy Form B are true and accurate in all respects.

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

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

Information of independent directors (the proxies from the shareholders)



Name: General Lertrat Ratanavanich Age: 76 Years Nationality: Thai

Position: Chairman of the Board of Directors and Independent Director, Triton Holding Plc.

Education: - Master of Civil Engineering (SMCE) MIT, USA
 - Master of Systems Management (MSEM) USC, USA

IOD Training: - Cert. in Director Certification Program (DCP) 30/2003
 - Cert. in the Role of Chairman Program (RCP) 1/2000
 - Cert. in Financial for Non-Financial Director (FND) 1/2003
 - Cert. in The Role of the Compensation Committee (RCC) 13/2011
 - Cert. in Financial for Statements for Director (FSD) 13/2011
 - Cert. in the Role of Chairman Program (RCP) 28/2012

Current Position: 2019 – Present Member of the Thai Senate
 2016 – Present Chairman of the Board of Directors and Independent Director,
 Triton Holding Plc.
 2013 – Present Director, MFC Asset Management Plc.
 2006 – Present Honorary Vice President of Athletic Association, Thailand Patron
 His Majesty the King

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Work Experience: 2015 – 2017	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives
2012 – 2017	Chairman of the Executive Director, Thailand Professional Qualification Institute (Public Organization)
2013 – 2016	Chairman of the Board of Directors, G J Steel Plc.
2013 – 2016	Chairman of the Board of Directors, G Steel Plc.
2013 – 2015	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives
2013 – 2015	Advisory commissioners and announcer, The Constitution Drafting Committee, The Secretariat of The House of Representatives
2013 – 2015	Chairman of the Board of Directors, Wind Energy Holding Plc.
2011 – 2013	Director, PTT Exploration and Production Plc.
No. of Year being a director:	7 years 9 months
No. of shares held:	- None -
Directorship in other listed companies:	-None-
Attending the meeting in Board 2024	6/6

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Information of independent directors (the proxies from the shareholders)



Name: Pol.Maj.Gen Kidanun Komkhum Age: 57 Years Nationality: Thai

Position: Director of the Audit Committee and Independent Director

Education: Master Degree of Business Administration, Bangkok University
Bachelor Degree of Accounting, Chulalongkorn University

IOD Training: Cert. Director Accreditation Program No. 89
Cert. Audit Committee Program No. 35

Work experience:

- 2023 – Present Commander of Internal Audit Division 1 The Royal Thai Police
- 2023 – Present Treasurer of Chulalongkorn University Preparatory School Alumni Association
- 2023 – Present Director and Secretary Assistant, Boonyachinda Foundation for the Police and Family
- 2022 – Present Advisor, The Parent-Teacher of Patumwan Demonstration school Association
- 2018 – Present Independent Director and Audit Committee of Tribeca Enterprise Company Limited

Past work experience:

- 2017 – 2018 Independent Director and Audit Committee Member, Triton Engineering and Construction PCL.
- 2016 – 2022 Treasurer of The Parent – Teacher of Patumwan Demonstration School Association
- 2010 – 2013 Independent Director and Audit Committee of Metro Star Property PCL.

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1992 – 2022 Accounting and Budgeting and General Staff of Royal Thai Police
Lecturer of Accounting and Budgeting of Police Cadet Academy and
the course of RTP such as Senior Command Course, Superintendent
Course, Inspector Course, General Staff Course and Finance and
Account Efficiency Course

No. of Year being a director: 6 years 10 months

No. of shares held: - None -

Directorship in other listed companies: - None -

Attending the meeting in Board 2024 6/6

Company's Articles of Association regarding the shareholder's meeting

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.

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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 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

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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 of 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

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- 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' 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) and granting proxies

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within November 13, 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the email you have sent to inform the Company. The Link will be sent 2 days in advance of the meeting date.

Requesting to attend the meeting via electronic media

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

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

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

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 10) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.
 - 2.1 Shareholders who are natural persons:
 - If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.

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- 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)
 - 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.

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- 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 November 13, 2024.
 - Email channel : tritn@ojconsultinggroup.com
 - Postal channels : OJ International Company Limited., 5/6 Tessaban Rangsarit Nuea Road, Lat Yao, Chatuchak, Bangkok 10900

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

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

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

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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;

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Remark: The system for receiving the request to attend the meeting will be open for operation from **November 13, 2024** or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

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

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the **November 13, 2024** please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers /notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

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

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

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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 November 13, 2024 via the following channels:

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

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)

T R I T O N

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By Email: secretary@triton.co.th
 - Telephone: 02-553-5000 # 333
 - By mail: Company Secretary
Triton Holding Public Company Limited
60 Soi Praditmanutham19, Praditmanutham Road, Ladprao, Ladprao,
Bangkok, 10230

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

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

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email: secretary@triton.co.th

TRITON

- Telephone: 02-553-5000 # 333
 - By mail: Company Secretary
Triton Holding Public Company Limited
60 Soi Praditmanutham19, Praditmanutham Road, Ladprao, Ladprao,
Bangkok, 10230
2. Submit advice or questions during the meeting to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
- Q&A channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

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.

Registration form for the meeting via electronic media (E-AGM)

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 No.1/2024

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

Proxy to.....attend the meeting.

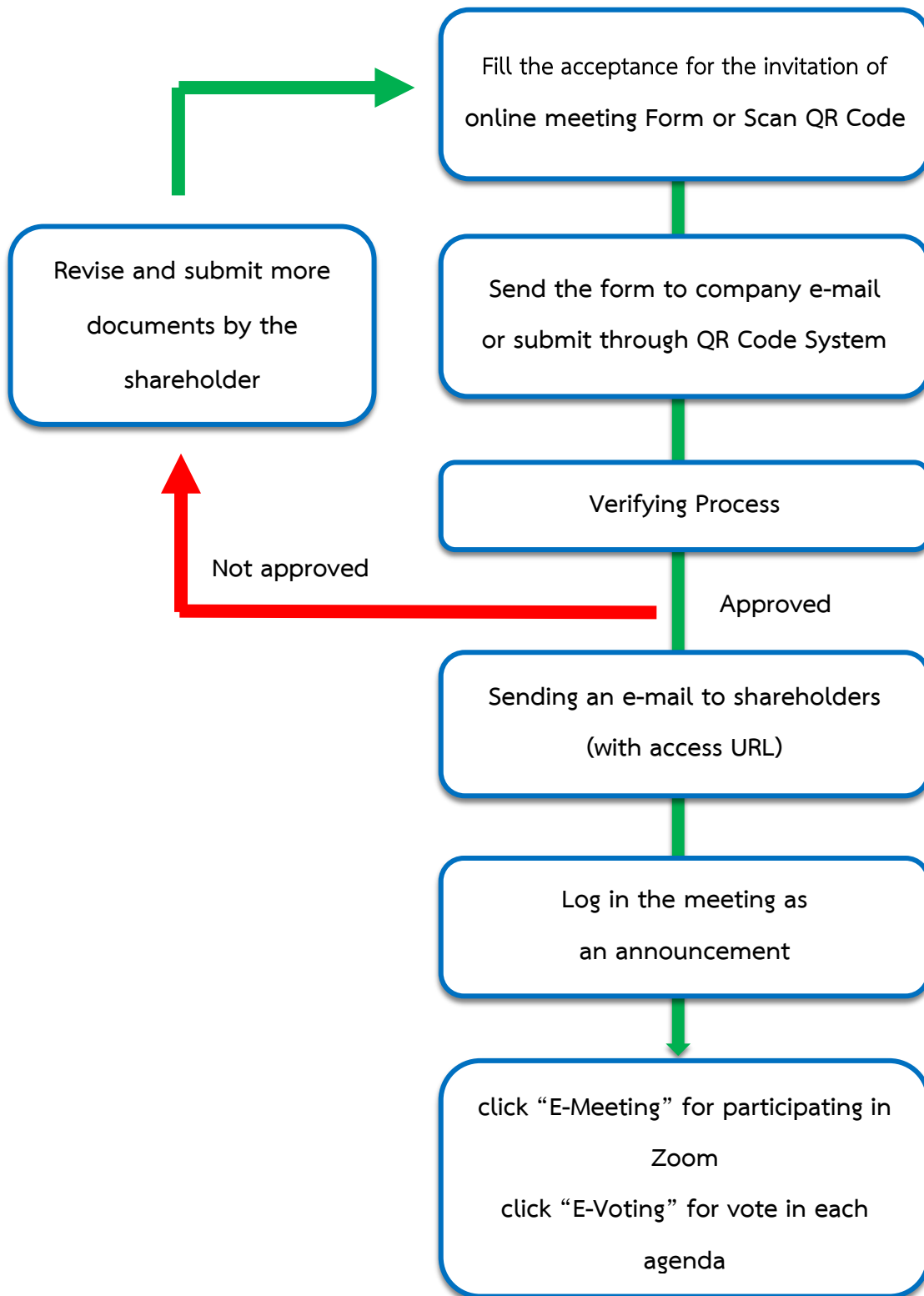
Proxy's Mobile Number.....Please fil in the blank.

- 3. Please send the Link to join the meeting by below email.
 E-Mail..... please fil in the blank.
- 4. Please submit the required document per an attachment 10. by **November 13,2024**
- 5. Once you have verified, the company will send the Link to join the meeting via email.
- 6. Please prepare your Account Number and your Identification Card Number for log in the meeting.

Signed..... Shareholder
 (.....)

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E-AGM Flowchart



Advance question submission form for the meeting via electronic media (E-AGM)

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
 - E-mail: 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 **November 13, 2024**
4. The Company Secretary will collect opinions and/or questions and send it to the Chairman of the Board of Directors or relevant executive directors to consider and answer such questions to the shareholders on the next Shareholder Meeting.

