

TRITON

TRITON HOLDING PUBLIC COMPANY LIMITED



INVITATION TO EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS NO.1/2018

On 6th November 2018 at 2 p.m.

At Ratchada Ballroom (6th Floor), SC Park Hotel, No.474
Soi Ramkhamhaeng 39 (Thepleela 1) Phlapphla,
Wangthonglang, Bangkok 10310

TRITON

22 October 2018

Subject: Invitation to the Extraordinary General Meeting of Shareholder No.1/2018

To: All shareholders

Triton Holding Public Company Limited (TRITN)

Enclosure

1. Copy of the Minutes of the Annual General Meeting of Shareholders of the Year 2018, held on 25th April 2018
2. Information Memorandum regarding the Offering and Allotment of the Newly Issued Shares to Private Placement
3. Information Memorandum regarding the Issuance and Offering the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) for Private Placement
4. Information of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) for private placement
5. Capital increase report form (F 53-4)
6. Proxy Form A
7. Proxy Form B with the allonge
8. Profiles of the independent directors whom shareholders may appoint as proxy holders to attend the meeting and vote on their behalf
9. The documents confirming the right to attend the meeting of the shareholders or their proxies
10. Company's Articles of Association relating to the meeting of the shareholders
11. Map of the venue of the Extraordinary General Meeting of Shareholders No.1/2018

The Board of Directors Meeting of Triton Holding Public Company Limited ("TRITON") has a resolution to convene Extraordinary General Meeting of the Shareholders No.1/2018 on 6th November 2018 at 2 p.m. at Ratchada Ballroom (6th Floor), SC Park Hotel, No.474 Soi Ramkhamhaeng 39 (Thepleela 1) Phlapphla, Wangthonglang, Bangkok 10310 to consider the following agenda items:

Agenda item 1 To adopt the Minutes of the Annual General Meeting of Shareholders 2018 held on 25th April 2018

Rationale:

The Annual General Meeting of Shareholders 2018 was held on 25th April 2018. The Minutes of such Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days, as well as posted on the Company's website (www.triton.co.th), and a copy of the Minutes is attached in Enclosure 1.

TRITON

Opinion of the Board:

The Board of Directors is of the opinion that the Minutes of the Annual General Meeting of Shareholder 2018 held on 25th April 2018 were recorded comprehensively and accurately and recommends the adoption of the minutes.

Resolution:

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

Agenda item 2 To consider and approve the issuance and offering ordinary shares to increase the capital to private placement consisting of 2 investors with an amount of not exceeding 1,600,000,000 shares with a par value of Baht 0.10, at the offering price of Baht 0.35 per share, totaling Baht 560,000,000

Rationale:

According to the plan and necessity to increase capital for business operation and expansion of the Company in the future, at present the Company has plans to operate many large construction projects. According to business plan, some projects the Company has already signed Memorandum of Understanding (MOU) with the projects' owner. Moreover, operating each project is considered as regular business operation that the Company engages. As the operating of each project, the Company needs sufficient cash flow to be used as revolving fund to run the operation. Beside the necessity of such cash flow, in the initial stage of project operation the Company needs cash as guarantee issued by the commercial bank to be used collateral with the project's owner. The guarantee is categorized into 3 types which are performance bond, contract bond, and advance payment letter of guarantee. In order for the financial institute to approve such guarantees, the Company needs to deposit cash as pledge. However, the amount of cash required depending on the financial institute the Company uses which is at the average rate of approximately 30-50% of the guarantee value. As a result of the aforementioned plan and necessity, it is obvious that the Company needs cash to be reserved for business transaction with the bank and the Company needs not to request for loans from the bank because the Company does not want to increase burden to the Company itself. Furthermore, the procedure to get approval from the bank is quite delayed and complicated. Also, the Company owns no property or assets that can be used as guarantee because such assets have already been used as collateral with bank for the Northern Fuel Pipeline Transmission project. As such, method of capital mobilization by increasing capital from private placement whom the Company sees their ability to invest in the Company is the most appropriate method at this stage with plan in brief as follows:

TRITON

Order	Capital utilization Objective	Amount (million Baht)	Source of fund
1	To be used as guarantee with bank and revolving fund for projects under preparation before commencing the operation	500	<ul style="list-style-type: none"> ■ From capital increase by means of private placement
2	To be used as revolving capital in business operation which will be reserved for liquidity in case of insufficient cash flow. In case the Company need to make an urgent payment to subcontractor and/or business partner or before the Company is paid by the project's owner. Recently, the Company need to make an advance payment to subcontractor and/or business partner first so that the operation could be carried on without any issues. Moreover, this is to be reserved for reducing risks such as risk caused by delay of project operation or risk caused by unsuccessful project tender; therefore, the Company manages to have prudent project management plan. At present, the Company has had experiences in operating large projects.	60	<ul style="list-style-type: none"> ■ From capital increase by means of private placement

Therefore, the Company presents the plan and necessity to the investors to consider. There are 2 investors that are interested. After consideration and discussion with the 2 investors, both investors make Letter of Intent stating their intention to invest in the Company. Hence, the Company needs to issue and offer ordinary shares to increase the capital to private placement consisting of 2 investors, that is to say, the Company needs to issue and offer ordinary shares for capital increase to private placement, with an amount of not exceeding 1,600,000,000 shares with a par value of Baht 0.10, or representing 16.53% of the paid-up capital, at the offering price of Baht 0.35 per share, totaling Baht 560,000,000, the offering price of which is not less than 90% of market price in accordance with the announcement of the Securities and Exchange Commission ("SEC"). The Company sets a discount of 6.89% of the market price (not over 10% of the market price). In addition to this, "Market Price" means the weighted average price of the Company's shares on the Stock Exchange of

TRITON

Thailand. ("SET") for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date the Board of Directors passes a resolution to propose the agenda to the shareholders meeting of the Company to approve the capital increase. The price is calculated from 23 August 2018 to 12 September 2018, which is Baht 0.38 per share. Due to the offering of ordinary shares of the Company to the private placement is the offering of newly issued shares of the Company to private placement, the shareholders' meeting resolved to set the offering price in accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 72/2558 regarding the Approval for the Listed Companies in Offering Newly Issued Shares to Limited Persons and the additional amended. In addition, the Company must obtain approval from the shareholders' meeting to offer the newly issued common shares to private placement with the votes of not less than three quarter of the total number of votes of the shareholders attending the meeting and casting their votes, excluding the shareholders who have interest in the meeting. The company must obtain permission to offer newly issued ordinary shares of the Company to the private placement from the Office of the SEC in accordance with the aforementioned Notification.

The 2 investors shall receive the allotment of newly issued shares as private placement are as follows:

- (1) Asia Alpha Equity Fund 3, not exceeding 1,400,000,000 shares, at a par value of Baht 0.10, or representing 14.45% of the paid-up capital (before the exercise of conversion of warrants TRITN-W4). The offering price is Baht 0.35, totaling not exceeding Baht 490,000,000. Asia Alpha Equity Fund 3 is a sub-investment fund of Asia Alpha Equity Master which is a public fund, registered and founded in Singapore, performing its investment activities as an umbrella fund, having Banjaran Asset Management Pte. Ltd. as fund manager focusing on investment in construction and energy sector industry in South East Asia and focus particularly investing in equity without controlling power in the investees (listed companies); and
- (2) The Brooker Group Public Company Limited, not exceeding 200,000,000 shares, at a par value of Baht 0.10, or representing 2.08% of the paid-up capital (before the exercise of conversion of warrants TRITN-W4). The offering price is Baht 0.35, totaling not exceeding Baht 70,000,000. The Brooker Group Public Company Limited, operates business engaging in providing business, finance and investment consultancy and also being an independent consultant to leading private organizations in both Thailand and overseas, with extensive business partnership in various industries which will be beneficial for the Company in the future.

Furthermore, according to the investment conditions of both investors, the 2 investors who are allotted with ordinary shares in this instance will be entitled to receive the Warrant to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4)

TRITON

which is an issuance and offering to 2 private placement only, at the ratio of 5 existing ordinary shares to 1 unit of the Warrants.

In addition, the 2 investors as aforementioned are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535; and not holding Company's shares. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No.12/2554, which is about "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. After the offering newly issued shares to private placement, the 2 investors shall hold not exceeding 1,600,000,000 shares of the Company, representing 16.53% of the total paid-up capital (before the exercise of conversion of warrants TRITN-W4).

In addition, even though the Company does not issue and offer ordinary shares at a low offering price, the 2 investors agree to comply with the SET's silent period that is to say, the 2 investors agree to the period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET for the period of 6 months, the 2 investors then can gradually sell its shares at 25% of such shares.

However, on the day the company issues new ordinary shares (Offering date) which is anticipated to be around end of February 2019, if the selling price is discounted more than 10% from the market price which is calculated from using the weighted average price of the share up to 15 business days consecutively before the Offering date, the Company shall make adjustment to warrant's rights to buy the company's shares no. 3 (TRITN-W3) per the rights' entitlement and adjustment to warrant's rights to issue and offer to directors, management and employees (TRITN-WA) per the rights' entitlement.

TRITON

For the issuance and offering the newly issued shares, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors, Executive Board or a person authorized by the Company's authorized director or Executive Board in order to set guidelines, terms & conditions and other details necessary and related to the issuing of new shares and its allocation in line with the relevant laws which shall include but not limited to the Offering date, etc.

The details are presented in the enclosure 2.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to issue and offer ordinary shares for capital increase in this instance by resolving to propose the Meeting to consider and approve the issuance and offering ordinary shares to increase the capital to private placement consisting of 2 investors with an amount of not exceeding 1,600,000,000 shares with a par value of Baht 0.10, at the offering price of Baht 0.35 per share, totaling Baht 560,000,000.

Resolution:

This matter is required to obtain the approval of the Shareholders Meeting with the affirmative votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote.

Remark: The consideration of Agenda item 2, 3, 4, 5 and 6 is related to Agenda item; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

Agenda item 3 To consider and approve the issuance and offering the Warrants to purchase the ordinary shares of the Company No.4 (“Warrant No.4” or “TRITN-W4”), in the amount of not exceeding 320,000,000 units as Warrant PP to the 2 investors

Rationale:

According to the Company's business expansion, it requires financial readiness for the Company to acquire new projects which each project needs approximately 2-3 years to operate and is long-term projects. Long-term financial plan is utmost important; therefore, the Company needs to increase capital in order to support the new coming projects, together with previous agenda that the Company has issued and offered ordinary shares for capital increase to 2 investors in order to invest in the Company. Both investors that are interested in investing in the Company have investment conditions that beside the issuance and offering ordinary share for capital increase, the 2 investors shall be entitled to obtain the Warrants to Purchase Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4).

TRITON

Therefore, in order to create long-term advantage causing the Company to have long-term revolving fund and to avoid financial obstruction in the future and to create and keep good long-term business relationship, it is necessary for the Company to issue and offer warrants to purchase ordinary shares of the Company No.4 (TRITN-W4) in the amount not exceeding 320,000,000 units to private placement (Warrant-PP) consisting of 2 investors, at the ratio of 5 existing ordinary shares to 1 unit of the Warrants No.4 (any fraction shall be disregarded) and the exercise price for the Warrants No.4 shall be fixed at Baht 0.40 (except in case of rights adjustment). However, the Warrants No.4 (TRITN-W4) will not be listed on the Stock Exchange of Thailand (SET) which complies with the restriction of transfer and related rules.

The 2 investors who are private placement shall be entitled to receive the allotment of the Warrant No.4 (TRITN-W4) as follows:

- (1) Asia Alpha Equity Fund 3, not exceeding 280,000,000 units
- (2) The Brooker Group Public Company Limited, not exceeding 40,000,000 units

In this event of the issuance and offering the Warrants No.4 (TRITN-W4), if conversion of the warrants causing shares allotted to reserve the conversion conforms in the SET's silent period, the 2 investors agrees to comply with the silent period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET. For the period of 6 months, the 2 investors can gradually sell its shares at 25% of such shares.

Issuing and offering the Warrants to purchase the ordinary shares of the Company No.4, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors, Executive Board or a person authorized by the Company's authorized director or Executive Board in order to set guidelines, terms & conditions and other details necessary and related to the issuing of new shares and its allocation in line with the relevant laws which shall include but not limited to the Offering date, etc.

The details are presented in the enclosure 3 and 4.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to issue and offer the Warrants to Purchase Ordinary Share of Triton Holding Public Company Limited No.4 (TRITN-W4) in this instance by resolving to propose the Meeting to consider and approve the issuance and offering warrants to purchase the ordinary shares of the Company No.4 ("Warrant No.4" or "TRITN-W4"), in the amount of not exceeding 320,000,000 units as Warrant-PP to the 2 investors namely, (1) Asia Alpha Equity Fund 3 in the amount of not exceeding 280,000,000

TRITON

units and (2) The Brooker Group Public Company Limited in the amount of not exceeding 40,000,000 units.

Resolution:

This matter is required to obtain the approval of the Shareholders' Meeting with the affirmative votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote.

Remark: The consideration of Agenda item 2, 3, 4, 5 and 6 is related to Agenda item; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

Agenda item 4 To consider and approve the increase of registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 969,029,408.80 to new registered capital of Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10

Rationale:

According to the plan of business operation and necessity to increase capital for utilizing in business operation and business expansion, the Company issues and offers warrants to purchase ordinary shares of the Company No.4 (TRITN-W4) to private placement consisting of 2 investors as mentioned above. The Company, therefore, needs to increase registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 969,029,408.80 to new registered capital of Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10. The details is presented in the enclosure 4.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to increase registered capital in this instance by resolving to propose the Meeting to consider and approve the increase of registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 969,029,408.80 to new registered capital of Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10.

Resolution:

This matter is required to obtain the approval of the Shareholders' Meeting with the affirmative votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote.

TRITON

Remark: The consideration of Agenda item 2, 3, 4, 5 and 6 is related to Agenda item; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

Agenda item 5 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the company.

Rationale:

According to the Public Limited Companies Act B.E. 2535 specifies that in case of increase registered capital, the Company shall amend the Memorandum of Association of the Company. The amendment to Clause 4. of the Memorandum of Association of the Company in order to be in line with the increase of registered capital is as follows:

<i>“Clause 4 Registered Capital of</i>	<i>Baht 1,161,029,408.80</i>	<i>(one billion, one hundred sixty-one million, twenty-nine thousand, four hundred eight Baht and eighty Satang)</i>
<i>Divided into</i>	<i>11,610,294,088 shares</i>	<i>(eleven billion, six hundred ten million, two hundred ninety-four thousand, eighty-eight shares)</i>
<i>With a par value of</i>	<i>Baht 0.10</i>	<i>(ten Satang)</i>
<i>Categorized into</i>		
<i>Ordinary shares</i>	<i>11,610,294,088 shares</i>	<i>(one hundred eleven billion, six hundred ten million, two hundred ninety-four thousand, eighty-eight share)</i>
<i>Preference shares</i>	<i>-shares-</i>	<i>(-shares)”</i>

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to amend Clause 4. of the Memorandum of Association of the Company with respect to the increase of registered capital by resolving to propose the Meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the company as in Clause 4 registered capital of 1,161,029,408.80 Baht (one billion, one hundred sixty-one million, twenty-nine thousand, four hundred eight Baht and eighty Satang) divided into 11,610,294,088 shares (eleven billion, six hundred ten million, two hundred ninety-four thousand, eighty-eight shares) with a par value of 0.10 Baht (ten Satang), categorized into ordinary shares 11,610,294,088 shares (one hundred eleven billion, six hundred ten million, two hundred ninety-four thousand, eighty-eight share), preference shares (-share-).

TRITON

Resolution:

This matter is required to obtain the approval of the Shareholders Meeting with the affirmative votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote.

Remark: The consideration of Agenda item 2, 3, 4, 5 and 6 is related to Agenda item; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

Agenda item 6 To consider and approve allocation of newly issued ordinary share for capital increase as follows:

- a. **Allocation of a total of not exceeding 1,600,000,000 newly issued ordinary shares to 2 private placement investors; and**
- b. **Allocation of a total of not exceeding 320,000,000 newly issued ordinary shares to be reserved for the exercise of conversion to Warrants No.4 (TRITN-W4) which are issued and offered Warrant-PP to 2 investors.**

Rationale:

As the Company increases its registered capital specified in Agenda item 4 to comply with Public Limited Companies Act B.E. 2535, the Company need to allot ordinary shares for capital increase to reserve the increase of the registered capital as mentioned with the details as follows:

- a. Allocation of a total of not exceeding 1,600,000,000 newly issued ordinary shares to 2 private placement investors; and
- b. Allocation of a total of not exceeding 320,000,000 newly issued ordinary shares to be reserved for the exercise of conversion to Warrants No.4 (TRITN-W4) which are issued and offered Warrant-PP to 2 investors.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to allot of a total of not exceeding 1,600,000,000 newly issued ordinary shares to 2 private placement investors and allot of a total of not exceeding 320,000,000 newly issued ordinary shares to be reserved for the exercise of conversion to Warrants of Purchase Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) which are issued and offered Warrant-PP to 2 investors by resolving to propose the Meeting to consider and approve the allocation of newly issued ordinary share for capital increase as aforementioned.

Resolution:

TRITON


This matter is required to obtain the approval of the Shareholders' Meeting with the affirmative votes of a majority of the total number of votes of shareholders present at the meeting and entitled to vote.

Remark: The consideration of Agenda item 2, 3, 4, 5 and 6 is related to Agenda item; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

Agenda item 7 To consider other matters (if any)

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

Sincerely yours,



(Miss Louise Taechaubol and Mr. Pipat Suvanajata)

Authorized Director

Remark:

1. For your convenience, it is kindly requested that the shareholders and/or the proxies bring the registration form which has a barcode to the registration staff on the meeting date.
2. The shareholders can download the invitation letter for Extraordinary General Meeting of Shareholders No. 1/2018 and the accompanying documents from website www.triton.co.th from 22nd October 2018 onwards.
3. In order to facilitate the registration process, shareholders can send the completed proxy form in advance to the following address: Legal department and Company Secretary, Triton Holding Public Company Limited, 60 Soi Praditmanutham 19, Praditmanutham Road, Ladprao Sub-district, Ladprao District, Bangkok 10230.

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

**Minutes of the Annual General Meeting of Shareholders for the year 2018
of
Triton Holding Public Company Limited**

Date, Time and Place:

Annual General Meeting of Shareholders for the year 2018 of Triton Holding Public Company Limited (“**Company**”) was held on 25 April 2018 at 10.00 hours at Bazaar Hotel, 5 Ratchadapisek Road, Jompol District, Chatuchak, Bangkok Metropolis, Thailand.

Directors present at the meeting:

- | | |
|--------------------------------|--|
| 1. Gen. Lertrat Ratanavanich | Chairman of the Board of Directors/ Independent Director |
| 2. Miss Louise Taechaubol | Chairman of Executive Committee/ Chief Executive Officer |
| 3. Mr. Surabhon Kwunchaithunya | Executive Director/ Deputy Chief Executive Officer |
| 4. Mr. Natdanai Indrasukhsri | Chairman of the Audit Committee/ Independent Director |
| 5. Mr. Adipong Puttarawigorm | Audit Committee/ Independent Director |
| 6. Miss Narumol Chattawan | Director and Chief Financial Officer |
| 7. Mr. Boonlue Prasertsopa | Director |

Director absent from the meeting:

- | | |
|--------------------------|----------|
| 1. Mr. Vichai Baiprasert | Director |
|--------------------------|----------|

The Company’s Auditor present at the meeting:

- | | |
|----------------------------|--|
| 1. Mr. Wonlop Vilaivaravit | Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
|----------------------------|--|

The Company’s Legal Advisors present at the meeting:

- | | |
|------------------------------------|--|
| 1. Mrs. Kulkanist Khamsirivatchara | Legal Advisor from Siam Premier International Law Office Limited |
| 2. Mr. Kriengkrai Nakvari | Legal Advisor from Law Awards Law Office |

Preliminary Proceeding:

Gen. Lertrat Ratanavanich, Chairman of the Board and Independent Director, acted as Chairman of the meeting (“Chairman”). He requested Miss Panjaree Chumuang, the Company Secretary (“Company Secretary”) proceeded the meeting.

The Company Secretary reported to the meeting for acknowledgement of the number of shareholders and proxies attending the meeting totaling 75 shareholders representing 3,797,860,385 shares or equivalent to 47.2748 per cent of the total paid-up shares (the total paid-up shares of the Company were 8,033,578,407 shares), constituting a quorum pursuant to Clause 35 of the Articles of Association of the Company which specified that the meeting of

TRITON

shareholders must be attended by not less than 25 shareholders and proxies (if any) amounting to not less than one-third of the total number of shares sold to constitute a quorum.

After the meeting proceeded, there were shareholders, both in person and by proxy, registering for attending the meeting. The total number of shareholders and proxies attending the meeting was increased to 91 shareholders with an aggregate holding of 4,053,153,241 shares or equivalent to 50.4527 per cent of the Company's total paid-up shares.

Prior to the consideration of the meeting's agenda, the Chairman requested the Company Secretary to explain to the meeting on voting and vote counting which can be summarized as follows:

For voting in each agenda, the Company Secretary would ask in each agenda whether any shareholder wishes to disapprove or abstain from the vote or not. In case of no disapproval or abstention, the Chairman would conclude such agenda that every shareholder resolved to approve as proposed.

The shareholder who wishes to disapprove or abstain would mark as disagree or abstain on the ballot and raise his hand so that the Company's staff would collect the ballot for vote counting. The shareholder who did not disapprove or abstain in any agenda would not mark the vote on the ballot. The Company's staff would process the voting result by deducting the disapproval and/or abstention from the total number of voting rights of shareholders attending the meeting or being entitled to vote in order to summarize the voting result in each agenda in which the remaining votes would be deemed as affirmative.

In addition, any shareholder wishes to ask question in each agenda would raise his hands. After being permitted by the Chairman, such shareholder would declare his full name and family name, status in attending the meeting before asking the question.

Before the meeting proceedings, the Company proposed to set up the vote counting committee to witness the vote counting, comprised of one shareholder (the Company's staff) and one representative from auditor (the staff of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.).

The Chairman proposed the meeting to consider each matter according to the agenda as follows:

Agenda 1 **To consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 26 April 2017**

The Chairman requested the Company Secretary to explain the detail of this agenda to the meeting.

The Company Secretary informed the meeting that the Company has prepared the Minutes of the Annual General Meeting for the year 2017 held on 26 April 2017 and a copy of the Minutes was submitted to the Stock Exchange of Thailand ("SET") and the Ministry of Commerce within the timeframe as defined by laws, along with publicised on the Company's website

TRITON

(www.triton.co.th). A copy of the Minutes was distributed in advance to the shareholders as detailed in Attachment No. 1 together with the notice of this meeting.

The Board of Directors resolved that the Minutes of the Annual General Meeting for the year 2017, held on 26 April 2017 was recorded in conformity with the fact. The Board of Directors therefore proposed this Minutes to be considered and approved by the meeting.

This agenda must be passed with majority of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman then requested the meeting to consider and approve the Minutes of the Annual General Meeting for the year 2017, held on 26 April 2017.

Resolved: **Having considered the matter, the meeting resolved to approve the Minutes of the Annual General Meeting for the Year 2017, held on April 26, 2017 as proposed in all respects with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:**

Approved	3,732,830,143	Votes	94.5363	Per cent
Disapproved	48,000,000	Votes	1.2156	Per cent
Abstained	167,739,700	Votes	4.2481	Per cent
Total	3,948,569,843	Votes	100.0000	Per cent

Agenda 2 **To consider and acknowledge the performance in the past year and the 2017 annual report**

The Chairman requested the Company Secretary to explain the detail of this agenda to the meeting.

The Company Secretary informed the meeting that the Company had summarized the performance in the past year as revealed in the 2017 annual report which has been distributed in CD format to shareholders for consideration in order to give the shareholders a better understanding of the performance with the notice for this meeting as detail in Attachment No. 2.

The Company Secretary then requested Miss Narumol Chattawan, Director and Chief Financial Officer, to report and propose the summarization of the Company's performance in the past year in the form of presentation to the shareholders which can be concluded as follows:

TRITON

Performance in 2017

Item	Q1/2017	Q2/2017	Q3/2017	Q4/2017	2017	2016	Increasing)Decreasing(
	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Baht Million	Percent -age
Total Income	69.58	157.35	199.69	514.22	940.85	193.64	747.21	385.88
Total Comprehensive Income (Loss)	(24.73)	(13.24)	(7.97)	7.13	(38.81)	(334.70)	(295.89)	(88.40)

Income

The Company's income comprised of income derived from construction business and media business accounting for, approximately, 90 per cent and 9 per cent, respectively, of the total income of the group company as follows:

Income derived from construction business

Item	2017	2016	Increasing) Decreasing(
	Baht Million	Baht Million	Baht Million	Percentage
Income derived from construction business	854.67	112.85	741.82	657.33

Income derived from media business

Item	2017	2016	Increasing) Decreasing(
	Baht Million	Baht Million	Baht Million	Percentage
Income derived from media business	86.18	80.79	5.39	6.67

Other income and expense

Item	2017	2016	Increasing) Decreasing(
	Baht Million	Baht Million	Baht Million	Percentage
Other income	21.59	8.51	13.08	153.80
Expense (excluding capital)	(111.17)	(325.36)	(214.19)	(65.83)

TRITON

Profit (loss) for the year from discontinued operations

Item	2017	2016	Increasing) Decreasing(
	Baht Million	Baht Million	Baht Million	Percentage
Profit (loss) for the year from discontinued operations	21.59	8.51	13.08	153.80

Earnings before interest, taxes, depreciation, and amortization (EBITDA) and gross profit of Strega Public Company Limited

Item	Q1/2017	Q2/2017	Q3/2017	Q4/2017
	Baht Million	Baht Million	Baht Million	Baht Million
EBITDA	(7.88)	(7.98)	5.67	23.89
Gross profit	6.89	4.36	15.02	29.21

Statements of financial position

Statements of financial position	2017	2016
	Baht Million	Baht Million
Total assets	1831.64	1141.30
Total liabilities	936.83	188.87
Majority shareholders' equity	893.35	941.62
Value of paid-up shares	803.36	803.36

The Chairman thanked the shareholders for all long support and reliance.

The Company Secretary informed the meeting that, in this agenda, the Board of Directors resolved that the Company's performance in the past year and the 2017 annual report be proposed to the shareholders for acknowledgement.

In addition, this agenda was for acknowledgement so that the vote was not required.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

TRITON

Resolved: The meeting acknowledged the performance in the previous year and the 2017 annual report of as proposed.

Agenda 3 **To consider and approve the consolidated and separated financial statements of the year 2017 ended 31 December 2017 including the report of the auditor**

The Chairman requested the Company Secretary to explain the detail of this agenda to the meeting.

The Company Secretary informed the meeting that the consolidated and separated financial statements of the year 2017 ended 31 December 2017, including the auditor's report as audited by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. have been verified by the Audit Committee Meeting No. 1/2018 dated 22 February 2018, and approved by the Board of Directors Meeting No. 3/2018 dated 23 February 2018. A copy of the consolidated and separated financial statements of the year 2017 was distributed in advance to the shareholders together with the notice of this meeting.

The Board of Directors resolved to present to the shareholder's meeting for the approval of the audited consolidated financial statements and the Company's financial statements of the year 2017 ended 31 December 2017 together with the report of the auditor.

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

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman then requested the meeting to consider approving the consolidated and separate financial statements of the year 2017 ended 31 December 2017, including the report of the auditor.

Resolved: Having considered the matters, the meeting resolved to approve the consolidated and separate financial statements of the year 2017 ended 31 December 2017, which were audited by the auditor, including the report of the auditor as proposed, with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,785,094,283	Votes	94.6076	Per cent
Disapproved	48,000,000	Votes	1.1997	Per cent
Abstained	167,739,700	Votes	4.1926	Per cent
Total	4,000,833,983	Votes	100.0000	Per cent

Agenda 4 **To acknowledge the omission of dividend payment for the year 2017 and the non-apportionment of the Company's profit for the year 2017 to the legal reserve fund**

The Chairman requested the Company Secretary to explain the detail of this agenda to the meeting.

The Company Secretary informed the meeting that the Public Limited Companies Act B.E.2535 (as amended) and the Company's Articles of Association specify that payment of dividend must be approved by the shareholders' meeting and the Company must pay dividend from the Company's net profit only. In case that the Company still has accumulated deficit, the payment of dividend is prohibited and the apportionment of the Company's profit to the legal reserve fund is not required.

Moreover, according to the Company's financial statements and separate income statement for the accounting period ended 31 December 2017, the Company carries loss of Baht 16,197,847 and with a deficit of Baht 311,538,119; therefore, the Company is not able to pay dividend to the shareholders for the performance in 2017 and does not have to apportion the Company's profit to the legal reserve fund.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

Resolved: **The meeting acknowledged the omission of dividend payment for the year 2017 and non-apportionment of the Company's profit for the year 2017 to the legal reserve fund as proposed.**

Agenda 5 **To consider and approve the appointment of directors to replace those retiring by rotation**

The Chairman appointed Mr. Natdanai Indrasuksri, Chairman of the Audit Committee and Independent Director, to act temporarily as the Chairman in this agenda.

To ensure compliance with the principles of good governance, the three directors who were due to retirement by rotation and proposed to re-appoint for another term, have left the meeting room in this agenda.

The Chairman requested the Company Secretary to explain the detail of this agenda to the meeting.

The Company Secretary informed the meeting that according to the Public Limited Companies Act B.E.2535 (as amended) and the Clause 18 of the Company's Articles of Association, at every

TRITON

annual ordinary meeting, one-third of the directors must retire from their office. If their number was not a multiple of three, then the number nearest to one-third must retire from office. A retiring director was eligible for re-election.

At the Annual General Meeting of Shareholders for 2017, three directors would retire by rotation, as follows:

- (1) Gen. Lertrat Ratanavanich;
- (2) Miss Louise Taechaubol; and
- (3) Mr. Surabhon Kwunchaithunya.

The Nomination Committee had considered the qualifications of the directors pursuant to the nomination procedures and deemed that the three retiring directors were proficient and possess a various range of expertise; therefore, they were deemed qualified for their positions and such qualifications were not prohibited by laws.

The Board of Directors resolved to approve with the recommendation of the Nomination Committee to propose that the meeting for consideration and acknowledgement of the directors who retired by rotation of the three directors, namely, (1 (Gen. Lertrat Ratanavanich, (2 (Miss Louise Taechaubol, and (3 (Mr. Surabhon Kwunchaithunya and propose to re-elect such three directors to act as the directors of the Company for another term.

The resolution on the appointment of the Directors must be passed on an individual basis with majority of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman, then, requested the meeting to consider the re-election of the Directors to replace those retired by rotation on an individual basis.

Resolved: Having considered the matters, the meeting resolved that the following persons be re-elected as the Company's directors for another term:

1. Gen. Lertrat Ratanavanich was approved with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,784,038,250	Votes	94.5811	Per cent
Disapproved	49,000,000	Votes	1.2247	Per cent
Abstained	167,799,701	Votes	4.1941	Per cent

TRITON

Total	4,000,837,951	Votes	100.0000	Per cent
--------------	----------------------	--------------	-----------------	-----------------

2. Miss Louise Taechaubol was approved with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,784,042,735	Votes	94.5811	Per cent
Disapproved	49,000,000	Votes	1.2247	Per cent
Abstained	167,799,701	Votes	4.1941	Per cent
Total	4,000,842,436	Votes	100.0000	Per cent

3. Mr. Surabhon Kwunchaithunya was approved with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,784,042,735	Votes	94.5811	Per cent
Disapproved	49,000,000	Votes	1.2247	Per cent
Abstained	167,799,701	Votes	4.1941	Per cent
Total	4,000,842,436	Votes	100.0000	Per cent

Agenda 6 To consider and approve the appointment of new 5 directors

The Chairman requested the Company Secretary to explain the detail of this agenda to the meeting.

The Company Secretary informed the meeting that since the Company is desirous to change the strategy of business operation by focusing on the business of Engineering Procurement Construction and Management (EPCM), such operation requires skilled and experienced individuals to perform such task as directors. In order to support the said business operation strategy, the Nomination Committee has sought for additional directors to hold such position for the Company. Considering nominees' qualification to hold position as directors, the Nomination Committee deemed it appropriate that the nominated persons are capable of holding such position with their expertise and direct experiences in EPCM. Consequently, the Nomination Committee proposed to the Board of Directors to propose the meeting to consider and approve the appointment of five new directors, namely, (1) Pol. Gen. Werapong Chuenpagdee, (2) Pol.Maj.Gen. Ittipol Ittisarnnongchai, (3) Pol.Col. Kidanun Komkhum, (4) Mr. Chanachai Joonjiraporn to act as Independent Directors of the Company, and (5) Mr. Pipat Suvanajata to act as a Director and Executive Director of the Company. The educational background and the working experience of the five nominated directors were distributed in advance to the shareholders as detailed in Attachment No. 4. together with the notice of this meeting.

TRITON

The Board of Directors resolved to approve with the recommendation of the Nomination Committee to propose to the meeting for consideration and approval of the appointment of five new directors, namely, (1) Pol. Gen. Werapong Chuenpagdee, (2) Pol.Maj.Gen. Ittipol Ittisarnnachai, (3) Pol.Col. Kidanun Komkhum, (4) Mr. Chanachai Joonjiraporn to act as Independent Directors of the Company, and (5) Mr. Pipat Suvanajata to act as a Director and Executive Director.

This agenda must be passed on an individual basis with majority of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman, then, requested the meeting to consider the appointment of new 5 Directors on an individual basis as aforementioned.

Resolved: Having considered the matters, the meeting resolved that the following persons be appointed as the Company's directors:

1. Pol. Gen. Werapong Chuenpagdee was approved with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,836,042,735	Votes	94.6507	Per cent
Disapproved	49,000,000	Votes	1.2090	Per cent
Abstained	167,799,701	Votes	4.1403	Per cent
Total	4,052,842,436	Votes	100.0000	Per cent

2. Pol.Maj.Gen. Ittipol Ittisarnnachai was approved with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,836,042,735	Votes	94.6507	Per cent
Disapproved	49,000,000	Votes	1.2090	Per cent
Abstained	167,799,701	Votes	4.1403	Per cent
Total	4,052,842,436	Votes	100.0000	Per cent

3. Pol.Col. Kidanun Komkhum was approved with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,836,042,735	Votes	94.6507	Per cent
----------	---------------	-------	---------	----------

TRITON

Disapproved	49,000,000	Votes	1.2090	Per cent
Abstained	167,799,701	Votes	4.1403	Per cent
Total	4,052,842,436	Votes	100.0000	Per cent

4. Mr. Chanachai Joonjiraporn was approved with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,836,042,735	Votes	94.6507	Per cent
Disapproved	49,000,000	Votes	1.2090	Per cent
Abstained	167,799,701	Votes	4.1403	Per cent
Total	4,052,842,436	Votes	100.0000	Per cent

5. Mr. Pipat Suvanajata was approved with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,836,042,735	Votes	94.6507	Per cent
Disapproved	49,000,000	Votes	1.2090	Per cent
Abstained	167,799,701	Votes	4.1403	Per cent
Total	4,052,842,436	Votes	100.0000	Per cent

Agenda 7 To consider and approve the remuneration for Directors for the year 2018

The Chairman requested the Company Secretary to explain the detail of this agenda to the meeting.

The Company Secretary informed the meeting that according to Clause 16 of the Company's Articles of Association, the determination of director's remuneration shall be in accordance with a resolution passed by a shareholders' meeting. In this regard, the Remuneration Committee had considered the criteria to specify on remuneration of the Directors, as well as taken into suitability in various parts of the potential business expansion and the profit growth of the Company, as well as comparing with the rate paid by other listed companies in the same industry. Moreover, as the meeting resolved to approve in agenda 6, the Company has five new Directors so that there are 13 Directors in total. The Board of Directors therefore deemed it appropriate to propose to the meeting for consideration and approval of determination of the Director's remuneration for the year 2018 at the amount of not exceeding Baht 10,000,000. The details of remuneration for the year 2018 were distributed in advance to the shareholders as detailed in Attachment No. 5. together with the notice of this meeting. The summary was as follows:

TRITON

Category for the Remuneration	For the year 2018
1. Remuneration of the Directors 1.1 Monthly remuneration For non- executive directors only 1.1 Chairman of the Board 1.2 Director	Baht 50,000/Month/Person Baht 30,000/Month/Person
1.2 Meeting allowance of the Board of Directors for Director attending the meeting 1. 2.1 Chairman of the Board 1.2.2 Director	Baht 20,000/Person/Meeting Baht 15,000/Person/Meeting
1.3 Meeting allowance of the Sub-committee the Member attending the meeting 1.3.1 Chairman of the Sub-committee 1.3.2 Member of the Sub-Committee	Baht 15,000/Person/Meeting Baht 10,000/Person/Meeting
2. Other remuneration	Remuneration in the form of pension where the Company will allocate the remaining remuneration at the end of each year as pension to each Director by considering his performance and term of service. When combined with the monthly remuneration and meeting allowance, overall remuneration can still be comparable to those paid by other listed companies of the same size.

The Board of Directors resolved to approve with the recommendation of the Nomination Committee to propose to the meeting for consideration and approval of the determination of the Directors' remuneration for the year 2018.

This agenda must be passed with not less than two-third of the shareholders attending the meeting.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman, then, requested the meeting for the approval of the determination of Directors' remuneration for the year 2018 as aforementioned.

Resolved: **Having considered the matters, the meeting resolved to approve the Directors' remuneration for the year 2018 as proposed with more than two-third of votes of the shareholders attending the meeting as follows:**

TRITON

Approved	3,837,148,541	Votes	94.6769	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1388	Per cent
Total	4,052,888,241	Votes	100.0000	Per cent

Agenda 8 **To consider and approve the appointment of the auditors and the determination of the auditors' remuneration for the fiscal year ending 31 December 2018**

The Chairman requested the Company Secretary to explain the detail of this agenda to the meeting.

The Company offered the opportunity to several auditor firms to propose their auditing fee for the year 2018 to be considered by the Audit Committee. The Audit Committee had considered the qualifications of the auditor in various aspects and was of the view that Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Mr.Permsak Wongpatcharapakorn Certified Public Accountant No. 3427 and/or Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are reputable and trustworthy auditors having proper knowledge and capability and the proposed auditing fee was reasonable. Moreover, the performance of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. in 2017 was satisfied by the Company. Therefore, it is appropriate to appoint them as auditor for the Company in 2018 .In this regard, the auditors' remuneration of the Company for 2018 was fixed at the amount of Baht 2,100,000 and such of its subsidiaries was fixed at the amount of Baht 3,460,000. The total remuneration for the auditors of both the Company and its subsidiaries was fixed at the amount of Baht 5,560,000.

The Board of Directors resolved to approve with the recommendation of the Audit Committee to propose to the meeting for consideration and appointment of Mr. Wonlop Vilaivaravit, Cetified Public Accountant No. 6797 and/or Mr.Permsak Wongpatcharapakorn Cetified Public Accountant No. 3427 and/or Mr. Chavala Tienpasertkij Cetified Public Accountant No. 4301 and/or Dr. Kiatniyom Kuntisook Cetified Public Accountant No. 4800 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as the auditors of the Company and its subsidiaries for the year 2018 and determination of the total remuneration for the auditors at the amount of Baht 5,560,000.

This agenda must be passed with majority of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

TRITON

The Chairman, then, requested the meeting to approve the appointment of the auditors for the account period ended 31 December 2018 and the determination of the auditors' remuneration as proposed.

Resolved: Having considered the matters, the meeting resolved to appoint Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Mr.Permsak Wongpatcharapakorn Certified Public Accountant No. 3427 and/or Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditors of the Company and its subsidiaries for the year 2018 and determination of the total remuneration for the auditors at the amount of Baht 5,560,000 as proposed, with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,837,413,541	Votes	94.6772	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1385	Per cent
Total	4,053,153,241	Votes	100.0000	Per cent

Agenda 9 **To consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company No.3 (TRITN-W3) to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering)**

The Chairman requested the Company Secretary to explain the details of this agenda to the meeting.

The Company Secretary informed the meeting that in respect of the policy of the Company to carry on its business as Engineering Procurement Construction Manage: EPCM, the Company is required to apportion the capital reserves in the long run. To improve the liquidity and working capital of the Company for expanding the construction business and/or related construction business of the Company, it deemed appropriate to propose the meeting to consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company No.3)"Warrants No.3" or "TRITN-W3"), in the amount of not exceeding 1,606,715,681 units to the existing shareholders of the Company in proportion to their respective shareholdings)Rights Offering), without cost incurred, at the ratio of 5 existing ordinary shares to 1 unit of the Warrants No. 3 (any fraction shall be disregarded) and the exercise price for the Warrants No.3 shall be fixed as Baht 0.25 per share (except in case of rights adjustment). Summary of preliminary details of Warrants No.3 was distributed in advance to the shareholders together with the notice of this meeting.

TRITON

The date for determining the list of shareholders who have the right to receive the Warrants No. 3 shall be 16 May 2018) Record Date). The meeting was also proposed to consider and authorize the Board of Directors and/or the Chairman of the Executive Committee and/or the person entrusted by the Board of Directors or the Chairman of the Executive Committee being empowered to determine and change the criteria, conditions and other details of the Warrants No. 3 in all respects as deemed appropriate and in compliance with the applicable law such as the allocation, determination of issuance and offering date, the grounds to issue the new shares for the purpose of reserving for the change of exercise price and/or exercise ratio of the Warrants, the negotiation, signing and submitting the documents and agreements related thereto including listing of the Warrants No. 3 and newly issued ordinary shares reserving for the exercise of the Warrants No. 3 to the SET as well as proceeding with the request for an approval from the relevant authorities and appointing the sub-delegation including being authorized to do any action necessary for and in connection with this issuance of the Warrants in all respects.

The Board of Directors deemed it appropriate to propose the meeting to consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company No.3 (TRITN-W3), in the amount of not exceeding 1,606,715,681 units, to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), including the above authorization.

This agenda must be passed with majority of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman, then, requested the meeting to approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company No.3 (TRITN-W3), in the amount of not exceeding 1,606,715,681 units, to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), including such authorization.

Resolved: Having considered the matters, the meeting resolved to approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company No.3 (TRITN-W3), in the amount of not exceeding 1,606,715,681 units, to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering), including the authorization as proposed with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

TRITON

Approved	3,837,413,541	Votes	94.6772	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1385	Per cent
Total	4,053,153,241	Votes	100.0000	Per cent

Agenda 10 **To consider and approve the issuance and offering of the Warrants to purchase ordinary shares of the Company to the Directors, Executives and Employees of the Company and Subsidiaries (Employee Stock Ownership Plan: ESOP) (“TRITN-WA Project”)**

The Chairman requested the Company Secretary to explain the details of this agenda to the meeting.

The Company Secretary informed the meeting that to enhance morale of the personnel of the Company and to motivate and reward the personnel of the Company for their performance, it deemed appropriate to propose the meeting to consider and approve the issuance and offering of Warrants to purchase ordinary shares of the Company, as registered and non-transferable type to the Directors, Executives and Employees of the Company and Subsidiaries (Employee Stock Ownership Plan: ESOP) (“**TRITN-WA Project**”), in the amount not exceeding 50,000,000 units, representing 0.62% of total number of shares which are entitled to vote as of 15 March 2018, in order to allocate to the Directors, Executives and Employees of the Company and Subsidiaries, without cost incurred. Summary of preliminary details of Warrants to purchase ordinary shares of the Company which are offered to the Directors, Executives and Employees of the Company and Subsidiaries (TRITN-WA Project) was distributed in advance to the shareholders together with the notice of this meeting.

The issuance and offering of Warrants subject to the TRITN-WA Project imposing the offering price at Baht 0.34 per share by calculating with reference to the weighted average trading price of the ordinary shares of the Company on the Stock Exchange of Thailand during the period of 15 business days prior to the date on which the Board resolved this matter (calculating from the market price during 21 February – 14 March 2018 which is Baht 0.34 per share). Therefore, it was not considered as the offering of newly issued securities at discount pursuant to the Notification of the Capital Market Advisory Board Tor.Chor. 32/2551 Re: Offering Newly Issued Securities to the Directors or Employees (as amended). In addition, the meeting was also proposed to consider and authorize the Board of Directors of the Company and/or the Chairman of the Executive Committee and/or the person(s) entrusted by the Board of Directors or the Chairman of the Executive Committee being empowered to do any action which is necessary for, or in connection with the implementation of the TRITN-WA Project and the issuance and offering of the Warrants of the Company in all respects as deemed appropriate and in compliance with the applicable law, including but not limited to determining, editing, amending or adding the

TRITON

criteria, conditions and other details of the TRITN-WA, including being authorized to determine issuance and offering date, the grounds to issue the new shares for the purpose of reserving for the change of exercise price and/or exercise ratio of the Warrants, the negotiation, signing and submitting the documents and agreements related thereto including proceeding with the request for an approval from the relevant authorities and appointing the sub-delegation including being authorized to do any action necessary for and in connection with this issuance of Warrants in all respects.

The Board of Directors (upon the recommendation of the Remuneration Committee) deemed it appropriate to propose the meeting to consider and approve the issuance and offering of Warrants to purchase ordinary shares of the Company in the amount not exceeding 50,000,000 units to the Directors, Executives and Employees of the Company and Subsidiaries (Employee Stock Ownership Plan: ESOP) (“TRITN-WA Project”), including the above authorization.

This agenda must be passed with votes not less than three-fourth of the shareholders attending the meeting and being entitled to vote and such issuance and offering of the Warrants under the TRITN-WA Project shall not be voted against by the shareholders holding shares in aggregate number of exceeding 10 per cent of the total number of votes of the shareholders attending the meeting and casting their votes.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman, then, requested the meeting to approve the issuance and offering of Warrants to purchase ordinary shares of the Company in the amount not exceeding 50,000,000 units to the Directors, Executives and Employees of the Company and Subsidiaries (Employee Stock Ownership Plan: ESOP) (“TRITN-WA Project”), including the said authorization.

Resolved: Having considered the matters, the meeting resolved to approve the issuance and offering of Warrants to purchase ordinary shares of the Company in the amount not exceeding 50,000,000 units to the Directors, Executives and Employees of the Company and Subsidiaries (Employee Stock Ownership Plan: ESOP) (“TRITN-WA Project”), including the above authorization as proposed with votes more than three-fourths of shareholders attending the meeting and being entitled to vote and without disapproval of the shareholders holding shares in aggregate number of exceeding 10 per cent of the total number of votes of the shareholders attending the meeting and casting their votes as follows:

TRITON

Approved	3,837,413,541	Votes	94.6772	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1385	Per cent
Total	4,053,153,241	Votes	100.0000	Per cent

Agenda 11 **To consider and approve the capital increase of the Company in the amount of Baht 165,671,568.10 from current registered capital of Baht 803,357,840.70 to Baht 969,029,408.80 at a par value of Baht 0.10 per share**

The Chairman requested the Company Secretary to explain the details of this agenda to the meeting.

The Company Secretary informed the meeting that due to the capital funding plan of the Company for operating and expanding its main business in the future and for exercising the right under the Warrant No. 3 and the Warrants under TRITN-WA Project, it deemed appropriate to propose the meeting to consider and approve the capital increase of the Company in the amount of Baht 165,671,568.10 from current registered capital of Baht 803,357,840.70, to Baht 969,029,408.80 by issuing 1,656,715,681 newly issued ordinary shares at a par value of Baht 0.10 each. The Information Memorandum Relating to Capital Increase and the Capital Increase Report Form were distributed in advance to the shareholders together with the notice of this meeting.

The Board of Directors deemed it appropriate to propose the meeting to consider and approve the capital increase of the Company in the amount of Baht 165,671,568.10 from current registered capital of Baht 803,357,840.70, to Baht 969,029,408.80 at a par value of Baht 0.10 each per share.

This agenda must be passed with votes not less than three-fourths of the total number of votes of shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman, then, requested the meeting to approve such capital increase of the Company in the amount of Baht 165,671,568.10 from current registered capital of Baht 803,357,840.70 to Baht 969,029,408.80 by issuing 1,656,715,681 newly issued ordinary shares at a par value of Baht 0.10 each.

Resolved: **Having considered the matters, the meeting resolved to approve the capital increase of the Company in the amount of Baht 165,671,568.10 from current registered capital of Baht**

TRITON

803,357,840.70, to Baht 969,029,408.80 by issuing 1,656,715,681 newly issued ordinary shares at a par value of Baht 0.10 each as proposed with votes more than three-fourths of shareholders attending the meeting and being entitled to vote as follows:

Approved	3,837,413,541	Votes	94.6772	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1385	Per cent
Total	4,053,153,241	Votes	100.0000	Per cent

Agenda 12 **To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the Company**

The Chairman requested the Company Secretary to explain the details of this agenda to the meeting.

The Company Secretary informed the meeting that as the Company is desirous to increase its registered capital specified in agenda 11, to be in compliance with the Public Limited Companies Act B.E. 2535 (as amended), the meeting is required to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the Company as follows:

"Clause 4	Registered Capital of	Baht 969,029,408.80	(Baht Nine Hundred Sixty-Nine Million Twenty-Nine Thousand Four Hundred Eight and Eighty Satang)
	Divided into	9,690,294,088 shares	(Nine Billion Six Hundred Ninety Million Two Hundred Ninety-Four Thousand Eighty-Eight shares)
	With a par value of	Baht 0.10	(Ten Satang) each
	Ordinary shares	9,690,294,088 shares	(Nine Billion Six Hundred Ninety Million Two Hundred Ninety-Four Thousand Eighty-Eight shares)

The Board of Directors deemed it appropriate to propose the meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the Company.

This agenda must be passed with votes not less than three-fourths of the total number of votes of shareholders attending the meeting and being entitled to vote.

TRITON

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman, then, requested the meeting to approve such amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the Company as aforementioned.

Resolved: **Having considered the matters, the meeting resolved to approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the Company as proposed with votes more than three-fourths of shareholders attending the meeting and being entitled to vote as follows:**

Approved	3,837,413,541	Votes	94.6772	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1385	Per cent
Total	4,053,153,241	Votes	100.0000	Per cent

Agenda 13 **To consider and approve the allocation of not exceeding 1,656,715,681 newly issued ordinary shares of the Company, at a par value of Baht 0.10**

The Chairman requested the Company Secretary to explain the details of this agenda to the meeting.

The Company Secretary informed the meeting that as the Company is desirous to increase its registered capital as specified in agenda 11, the meeting is required to consider and approve the allocation of not exceeding 1,656,715,681 newly issued ordinary shares, at a par value of Baht 0.10 each according to the applicable law as follows:

1. Allocation of not exceeding 1,606,715,681 newly issued ordinary shares to be reserved for the exercise of the Warrants to purchase ordinary shares of the Company No.3 to be offered through Rights Offering; and
2. Allocation of not exceeding 50,000,000 newly issued ordinary shares to be reserved for the exercise of the Warrants to purchase ordinary shares of the Company to be offered under TRITN-WA Project.

TRITON

The Board of Directors deemed it appropriate to propose the meeting to consider and approve the allocation of newly issued ordinary shares of the Company according to the details as aforementioned.

This agenda must be passed with majority of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

The Chairman, then, requested the meeting to approve such allocation of newly issued ordinary shares of the Company as aforementioned.

Resolved: Having considered the matters, the meeting resolved to approve the allocation of not exceeding 1,656,715,681 newly issued ordinary shares of the Company, at a par value of Baht 0.10 each as proposed with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:

Approved	3,837,413,541	Votes	94.6772	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1385	Per cent
Total	4,053,153,241	Votes	100.0000	Per cent

Agenda 14 **To consider and approve the amendment to Clause 33 of the Company's Articles of Association to be in compliance with the Public Limited Companies Act B.E.2535 (as amended)**

The Chairman requested the Company Secretary to explain the details of this agenda to the meeting.

The Company Secretary informed the meeting that Clause 33 of the Company's Articles of Association had been applied for a long period of time and the provisions of the Public Limited Companies Act B.E.2535 has been amended (revised version). Therefore, the Company should amend Clause 33 of its Articles of Association by cancelling its current wordings and using proposed wordings as follows:

Proposed Wordings

TRITON

“Clause 33. The shareholders’ meeting shall be held at least once in a year. Such meeting is called an “Annual General Meeting”. The said Annual General Meeting must be held within 4 months from the last day of the accounting period of the Company.

Other general meetings are called “Extraordinary Meetings”.

The Board of Directors may call an Extraordinary Meeting of shareholders any time the board considers it expedient to do so or shareholders holding shares amounting to not less than ten (10) per cent of the total number of shares sold may, by subscribing their names in the same writing, request the board of directors to call an Extraordinary Meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days from the date the request is received from the shareholders.

In the event that the board of directors does not proceed to call a meeting to be held within the time specified in the third paragraph, the shareholders subscribing their names or other shareholders holding shares in the aggregate amount determined above may call a meeting within forty-five (45) days from the expiry date of the period determined in the third paragraph. In this case it is deemed that the meeting is called by the board of directors and the Company shall properly facilitate and be liable for any necessary expenses resulting from or in connection with the holding of such meeting.

In the event any meeting which is called by the shareholders in accordance with the fourth paragraph having the shareholders attending at meeting and does not constitute the quorum as prescribed in Clause 35, those shareholders shall jointly compensate the expenses for holding such meeting to the Company.”

The Board of Directors, therefore, deemed it appropriate to propose that the meeting to consider and approve the amendment to Clause 33 of the Company’s Articles of Association to be in compliance with the Public Limited Companies Act B.E.2535 (as amended).

This agenda must be passed with votes not less than three-fourth of the shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

Resolved: Having considered the matters, the meeting resolved to approve the amendment to Clause 33 of the Company’s Articles of Association to be in line with the Public Limited Companies Act, B.E.2535 (as amended) as proposed with votes more than three-fourth of the shareholders attending the meeting and being entitled to vote.as follows:

TRITON

Approved	3,837,413,541	Votes	94.6772	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1385	Per cent
Total	4,053,153,241	Votes	100.0000	Per cent

Agenda 15 **To consider and approve the transfer of share premium in an amount of Baht 548,392,949 to compensate the deficit of the Company as of 31 December 2017 at the amount of Baht 311,538,119 to be in accordance with the Section 119 of the Public Limited Companies Act B.E.2535 as amended by the Public Limited Companies Act (No.2) B.E.2544**

The Chairman requested the Company Secretary to explain the details of this agenda to the meeting.

The Company Secretary informed the meeting that Section 119 of the Public Limited Companies Act B.E.2535 (as amended) specifies that the Company may transfer its share premium to compensate the deficit of the Company upon an approval of the shareholders' meeting. At present, the Company's deficit was Baht 311,538,119 according to the Company's financial statements as of 31 December 2017. To enable the dividend payment of the Company in the future once the Company generates adequate amount of net profit and cash flow, the Company, therefore, was required to transfer the share premium (in the amount of Baht 548,392,949) to compensate the Company's deficit as of 31 December 2017 in the amount of Baht 311,538,119.

The Board of Directors, therefore, deemed it appropriate to propose that the meeting to consider and approve the transfer of share premium in the amount of Baht 548,392,949 to compensate the deficit of the Company as of 31 December 2017 at the amount of Baht 311,538,119.

This agenda must be passed with majority of the total votes of the shareholders attending the meeting and being entitled to vote.

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters. However, there was no shareholder making inquiries or proffering opinion in this agenda.

Resolved: **Having considered the matters, the meeting resolved to approve the transfer of share premium in the amount of Baht 548,392,949 to compensate the deficit of the Company as of December 31, 2017 at the amount of Baht 311,538,119 to be in accordance with the Section 119 of the Public Limited Companies Act, B.E.2535 as amended by the Public Limited Companies Act (No.2) B.E.2544 as proposed with majority of the total votes of the shareholders attending the meeting and being entitled to vote as follows:**

TRITON

Approved	3,837,413,541	Votes	94.6772	Per cent
Disapproved	48,000,000	Votes	1.1843	Per cent
Abstained	167,739,700	Votes	4.1385	Per cent
Total	4,053,153,241	Votes	100.0000	Per cent

Agenda 16 To consider other matters (if any)

The Chairman offered the opportunity for the shareholders to make inquiries and proffer opinion in the relevant matters as follows.

Mr. Pongtawat Cheeranavanit, shareholder, asked the meeting for details of (1) the value of sales volume for revenue recognition (Backlog) of Strega Public Company Limited (“**Strega**”) and (2) the advertising board occupancy rate and the period of land lease agreement for the advertising board installation of Splash Media Public Company Limited (“**Splash Media**”). Ms. Narumol Chattawan, Director and Chief Financial Officer, clarified to the meeting that the sales volume for revenue recognition of Strega amounts to approximately Baht 3,000 million.

Miss Louise Taechaubol, Chairman of Executive Committee and Chief Executive Officer, clarified in addition that the period of the advertising board lease agreement for each advertising board is different. Nonetheless, Splash Media will ensure that the period for the advertising board lease agreement be as long as possible on an average of 3-6 years.

Mrs. Suratsawadee Khumthian, proxy, asked the meeting for details of (1) the progress of the issuance and offer for sale of debentures approved in 2016 and (2) the plan to increase shareholding ratio in Strega.

The Chairman clarified to the meeting that (1) the issuance and offer for sale of debentures is a policy of the previous Board of Directors and such debenture was already expired in 2016 and the current Board of Directors does not adopt debenture issuance policy, and (2) the Company wishes to increase the shareholding ratio in Strega and negotiation and any other necessary and appropriate actions are underway, and if there is any progress in the future the shareholders will be informed.

Mr. Sirawit Sukchai, proxy, asked about (1) the opinion of the Board of Directors on the sale and purchase of 6 electricity power plants as outlined in the news of Bangkokbiznews and efinanceThai, and (2) information on the process of the sale and purchase of such electricity power plant such as price appraisal, placement of guarantee including down payment for the sale and purchase of electricity power plant.

TRITON

Moreover, the proxy proposed such matter to the Office of the Securities and Exchange Commission (“**Office of SEC**”) so that the Office of SEC can consider the reasonableness of the value of the sale and purchase of 6 electricity power plants and inspect the operation of the previous Board of Directors.

The Chairman clarified to the meeting that the previous Board of Directors has approved the sale and purchase of electricity power plant since April 2016 and it later turned out the parties are unable to deliver such electricity power plant and the guarantee was placed to extend the delivery period. For this, the previous Board of Directors has reserved the down payment that the Company has paid to the parties in the amount of Baht 120,000,000. After the current Board of Directors took up the position since January 2017, a criminal case against the parties has been reported to the Economic Crime Suppression Division of Thailand (ECD Police) for fraudulence and embezzlement and there has always been notification and demand for the return of such amount with interest. At present, the investigating official has submitted all information including information on the appraisal price and placement of guarantee to the Office of SEC already and is currently proceeding according to the law. The shareholders are thus informed that the current Board of Directors does not intend to put the matter aside and is taking actions to ensure due compliance with the justice system. Moreover, the Company has clarified progress on this matter to the SET and the Office of SEC from time to time bearing in mind the interest of the Company and shareholders.

The Chairman thanked the shareholders for attending the meeting and declared the meeting concluded.

The meeting concluded at 11.40 a.m.

Gen



Chairman of the Meeting

(Lertrat Ratanavanich)

Chairman of the Board

Signed



Meeting Recorder

(Mr. Thirath Anantrasirichai)

Company Secretary

**Information Memorandum relating offering and allotment of newly issued ordinary shares
to increase capital to Private Placement of
Triton Holding Public Company Limited**

September 13, 2018

The Board of Directors' Meeting No.11/2018 of Triton Holding Public Company Limited (the "Company" or "TRITN") dated September 13, 2018 has passed a resolution to increase the Company's registered capital from Baht 969,029,408.80 to Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10, totaling Baht 192,000,000. The newly issued ordinary shares that are not exceeding 1,920,000,000 shares, at a par value of Baht 0.10 shall be allotted as follows: (1) allotting to 2 investors who are private placement namely, (1) Asia Alpha Equity Fund 3 with amount not exceeding 1,400,000,000 shares at a par value of Baht 0.10 or representing 14.45% of the paid-up capital (before the exercise of conversion of the Warrant No.4 (TRITN-W4)) and (2) The Brooker Group Public Company Limited with amount not exceeding 200,000,000 shares at a par value of Baht 0.10 or representing 2.08% of paid-up capital (before the exercise of conversion of the Warrant No.4 (TRITN-W4)), with the offering at Baht 0.35 per share, totaling not exceeding Baht 490,000,000 not exceeding 1,600,000,00 ordinary shares; (2) allotting to be reserved the exercise of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 ("Warrant No.4" or "TRITN-W4") to 2 investors who are private placement as aforementioned at the ratio of 5 existing ordinary shares to 1 unit of the Warrants with zero offering price to namely, (1) Asia Alpha Equity Fund 3 with not exceeding 280,000,000 units and (2) The Brooker Group Public Company Limited with not exceeding 40,000,000 units, at exercise price of Baht 0.40 and at exercise ratio of one unit of TRITN-W4 per one ordinary share, totaling not exceeding 320,000,000 shares.

1. Detail of the Offering

The Company will issue and allot ordinary shares not exceeding 1,600,000,000 shares to increase capital, at a par value of Baht 0.10, to private placement consisting 2 investors. The offering price is Baht 0.35 per share, totaling not exceeding Baht 560,000,000 as follows:

- (1) Asia Alpha Equity Fund 3 with not exceeding 1,400,000,000 shares, at a par value of Baht 0.10, or representing 14.45% of the paid-up capital (before exercise conversion of warrant TRITN-W4). The offering price is Baht 0.35 per share, totaling not exceeding Baht 490,000,000. Asia Alpha Equity Fund 3 is a sub-investment fund of Asia Alpha Equity Master which is a public fund, registered and founded in Singapore, performing its investment activities as an umbrella fund and managed by Banjaran Asset Management Pte. Ltd. focusing on investment in construction and energy sector in South East Asia Region and specifically investing in equity without controlling power in the investees (listed companies) and;

TRITON

- (2) The Brooker Group Public Company Limited with not exceeding 200,000,000 shares, at a par value of Baht 0.10, or representing 2.06% of the paid-up capital (before exercise conversion of warrant TRITN-W4). The offering price is Baht 0.35 per share, totaling not exceeding Baht 70,000,000. The Brooker Group Public Company Limited is a listed company in the Market Alternative Investment (MAI), providing service of investment banking and supporting mobilization capital, and has great alliances with other business industries which possibly benefits the Company in the foreseeable future.

The offering price is Baht 0.35 per share which is not less than 90% of market price in accordance with the announcement of the Securities and Exchange Commission ("SEC"). The Company set the discount at 6.89% of market price (i.e. less than 10% of market price). The mentioned offering price is the price that both investors mutually consent to. The Company does not want to issue and offer ordinary shares at low price for the sake of interest of the Company and its shareholders. In order that, "Market Price" means the weighted average price of the Company's shares on the Stock Exchange of Thailand. ("SET") for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date the Board of Directors passes a resolution to propose the agenda to the shareholders meeting of the Company to approve the increase in capital with the weighted average price of Baht 0.38. The details are as follows:

Date	Average price (Baht per share)	Date	Average price (Baht per share)
23 August 2561	0.34	4 September 2561	0.37
24 August 2561	0.34	5 September 2561	0.40
27 August 2561	0.35	6 September 2561	0.39
28 August 2561	0.35	7 September 2561	0.39
29 August 2561	0.35	10 September 2561	0.39
30 August 2561	0.35	11 September 2561	0.40
31 August 2561	0.34	12 September 2561	0.39
3 September 2561	0.36		

TRITON

The shareholding structure after the transaction of the issuance and offering ordinary shares to increase capital to private placement consisting of 2 investors and the transaction of issuance and offering TRITN-W4 to private placement's first 10 shareholders is as follows:

Order	Shareholders of the Company	Before transaction As of 16 May 2018		Private Placement (2 investors)		In case of 2 investors exercise adjustment of TRITN-W4 (in full) (PP+TRITN-W4)		In case of exercise adjustment of TRITN-W3 (in full)		In case of exercise adjustment of TRITN-WA (in full)	
		Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)
1	Taechaubol's Group¹										
	a. Miss Louise Taechaubol	1,668,100,100	20.76	1,668,100,100	17.32	1,668,100,100	16.76	2,001,720,120	17.24	2,001,720,120	17.17
	b. Mr. Sadawut Taechaubol	205,000,000	2.55	205,000,000	2.13	205,000,000	2.06	246,000,000	2.12	246,000,000	2.11
2	Asia Alpha Equity Fund 3 ²	0	0	1,400,000,000	14.53	1,680,000,000	16.88	1,680,000,000	14.47	1,680,000,000	14.41
3	CREDIT SUISSE AG, SINGAPORE BRANCH	412,813,500	5.14	412,813,500	4.29	412,813,500	4.15	495,376,200	4.27	495,376,200	4.25
4	Mr. Taweesak Sriprachitchai	400,000,000	4.98	400,000,000	4.15	400,000,000	4.02	480,000,000	4.13	480,000,000	4.12
5	Bank JULIUS BAER & CO LTD, SINGAPORE	208,338,787	2.59	208,338,787	2.16	208,338,787	2.09	250,006,544	2.15	250,006,544	2.14
6	The Brooker Group Public Company Limited ³	0	0	200,000,000	2.08	240,000,000	2.41	240,000,000	2.07	240,000,000	2.06
7	USB AG HONG KONG BRANCH	189,031,200	2.35	189,031,200	1.96	189,031,200	1.90	226,837,440	1.95	226,837,440	1.95
8	Mr. Preecha Apinankul	159,000,000	1.98	159,000,000	1.65	159,000,000	1.60	190,800,000	1.64	190,800,000	1.64
9	Mr. Somnuek Pojkasemsin	139,735,911	1.74	139,735,911	1.45	139,735,911	1.40	167,683,093	1.44	167,683,093	1.44
10	Other shareholders	4,651,558,909	57.90	4,651,558,909	48.28	4,651,558,909	46.73	5,581,906,691	48.08	5,631,906,691	48.30
	Total shares	8,033,578,407	100	9,633,578,407	100	9,953,578,407	100	11,610,294,088	100	11,660,294,088	100

¹Miss Louise Taechaubol and Mr. Sadawut Taechaubol did not purchase securities at the same time and are not acting in concert.

²Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited are not the same group and not acting in concert.

³The Brooker Group Public Company Limited and Asia Alpha Equity Fund 3 are not the same group and not acting in concert.

TRITON

In addition, the 2 investors as aforementioned are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. After the offering newly issued shares to private placement, the 2 investors shall hold not exceeding 1,600,000,000 shares of the Company, representing 16.53% of the total paid-up capital (before the exercise of conversion of warrants TRITN-W4).

Moreover, the 2 investors intend to invest in the Company only; therefore, they do not have a policy to appoint representative to hold a position as director or executive in the Company.

In addition, even though the Company does not issue and offer ordinary shares at a low offering price, the 2 investors agree to comply with the SET's silent period that is to say, the 2 investors agree to the period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET for the period of 6 months, the 2 investors then can gradually sell its shares at 25% of such shares.

However, on the day the company issues new ordinary shares (Offering date) which is anticipated to be around end of February 2019, if the price discount is higher than 10% from the market price which is calculated by using the weighted average price of the share up to 15 business days consecutively before the Offering date, the Company shall make adjustment to warrant's rights to buy the company's shares no. 3 (TRITN-W3) per the rights' entitlement and adjustment to warrant's rights to issue and offer to directors, management and employees (TRITN-WA) per the rights' entitlement.

Issuing and offering the newly issued shares, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors, Executive Board or a person authorized by the Company's authorized director or Executive Board in order to set guidelines, terms & conditions and other details necessary and related to the issuing of new shares and its allocation in line with the relevant laws which shall include but not limited to the Offering date, etc.

Please consider additional details as shown in Enclosure 5.

2. Allotment of new shares

2.1 List of the Specific Person of the Private Placement Offerings

Name	Number of shares (Share)	Offering price (Baht per share)	Total amount (Baht)
Asia Alpha Equity Fund 3	1,400,000,000	0.35	490,000,000
The Brooker Group Public Company Limited	200,000,000	0.35	70,000,000
Total	1,600,000,000	0.35	560,000,000

2.2 Information of the Specific Person

(A) Asia Alpha Equity Fund 3

Detail: Asia Alpha Equity Fund 3 is a juristic person registered in Singapore under the category of an open investment fund and public fund, incorporated on January 19, 2018 for the purpose of specific investment in all securities in listed companies in many countries. Asia Alpha Fund 3 invests in specific type of equity with minimum investment term for a period of three to five years. The size of the fund is approximately US\$ 15,000,000 to 20,000,000. This shows the sufficient capacity of the fund to invest in the Company by purchasing ordinary shares that the Company shall issue and offer to private placement in this instance. Asia Alpha Equity Fund 3 is specifically set up for the purpose of investment in Triton Holding Public Company Limited which emphasizes in investing in growing construction business. The fund, therefore, conforms to business plan of Triton Holding Public Company Limited which is constantly growing and expanding mainly aimed at construction business. As of now, the investment ratio of Asia Alpha Equity Fund 3 is all invested in Triton Holding Public Company Limited only.

Asia Alpha Equity Fund 3 is a sub-investment fund of Asia Alpha Equity Master Fund with 100% shareholding ratio which Asia Alpha Equity Master Fund is a public fund, registered and founded in Singapore by shareholders. Asia Alpha Equity Master Fund performs its investment activities as an umbrella fund, having Banjaran Asset Management Pte. Ltd. as fund manager focusing on investment in various businesses that result in high returns in South East Asia and focus particularly investing in equity without controlling power in the investees (listed companies)

Asia Alpha Master Fund has its unitholders whose names are not permitted to disclosure due to the legal restriction under the Singapore laws which prohibits disclosure of information regarding a "protected party" according to Section 49 of the Trust Companies Act (Chapter 336) (Original Enactment: Act 11 of 2005) REVISED EDITION 2006 (31st July 2006), unless otherwise specifically required by law for the following circumstances:

1. Disclosure of Information to
 - (1.1) any person with the written consent by the trust settlor or unitholder or authorized agent in case the trust settlor or unitholder deceases; or

TRITON

- (1.2) any person as the trustee thinks it is necessary. Such information disclosure is for the necessity for the trustee to perform its duties as trustee in case the trust settlor deceases without appointing its authorized agent, unless otherwise specified in the trust declaration.
2. Disclosure of information in connection with the will request application or appointment of estate administrator relating to the deceased unitholder to any person which the trustee thinks in good faith that he shall be entitled to the will or appointment as the estate administrator;
3. Disclosure of information in connection with:
 - (3.1) Bankrupt unitholder (individual unitholder) where the competent court may conduct a closed procedure
 - (3.2) Dissolved unitholder (Incorporated unitholder)
4. Disclosure of information in connection with litigation in relation to trustee who performs its duty and obligation under the licensed trustee where the competent court may conduct a closed procedure
5. Disclosure of information:
 - (5.1) in order to comply with regulations or legal requirements for the purpose of investigation or litigation in respect of an alleged or potential violation of the laws to police officers or competent officers, including acceptance of request or report or to the competent court; or
 - (5.2) in order to prepare or report such information in respect of an alleged or potential violation of the laws
6. Disclosure of information as required by the seizure order or distraint order which is issued to the trustee for the purpose of seizing or distraining the assets owned by the trust; or
7. Disclosure of information as required by the Trust Company Act or as complied with the order of the competent supervisory authority.

Asia Alpha Equity Fund 3 and Asia Alpha Master Fund is under the management of Banjaran Asset Management Pte Ltd. ("Banjaran") as the investment management company who is operating its business in Singapore. Banjaran holds the Capital Market Services License (CMS) and is under the supervision of the Monetary Authority of Singapore (MAS) and the Securities and Futures Act (Cap 289) (SFA). For further details, please consider the details of Banjaran at its official website

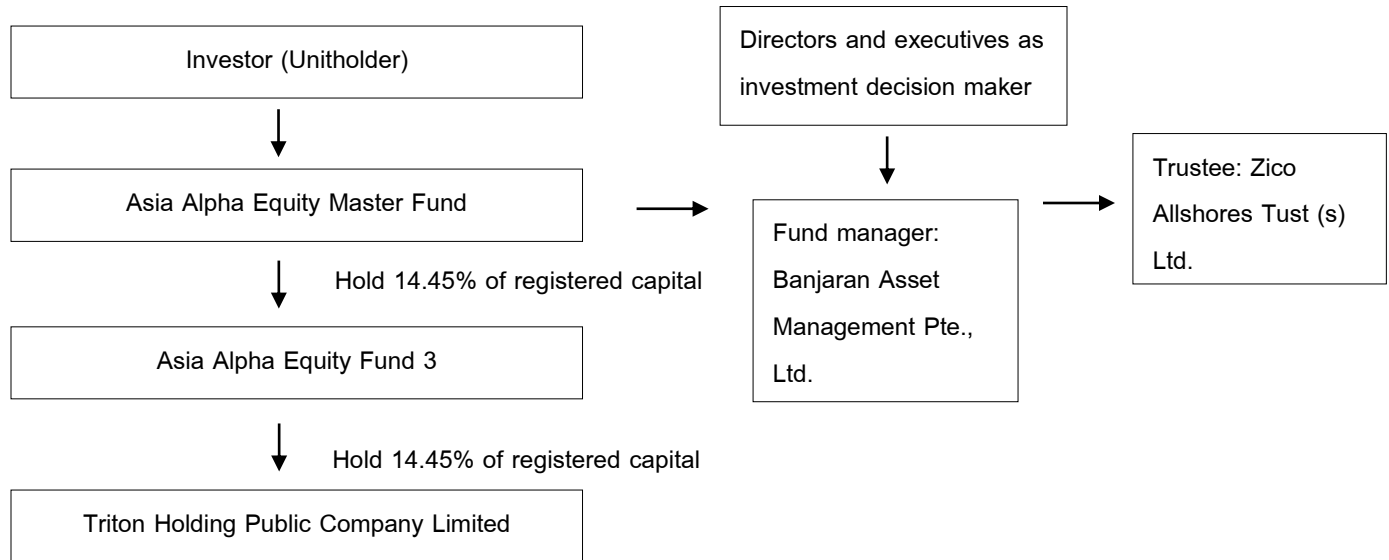
- <https://eservices.mas.gov.sg/fid/institution/detail/200175-BANJARAN-ASSETMANAGEMENT-PTE-LTD> and
- <https://banjaran.com.sg>

Banjaran is an investment management company, having directors and executives as investment decision maker, with investment expertise in assets in several countries in South East Asia, such as debt instrument e.g. government bond and private bond and equity instrument and real estate. Its investment coverage is ranged from low risk to high risk investment. Banjaran has the

TRITON

experience in investment management more than three years and has assets under its management and administration more than US\$ one billion (as at 13th September 2018).

Shareholding Structure of Asia Alpha Fund 3 which is under the management and administration of Banjaran



Top 4 shareholders of Banjaran (as of September 13, 2018) consist of

Order	Shareholder's name	Shareholding percentage
1	SIM TECK LOK JOHN	20
2	YEE CHEE HOW ALVIN	20
3	NG WEI CHANG AARON	20
4	LOW HON-YU	40

Directors and Executives of Banjaran who are the decision maker for the investment in this instance (as of September 13, 2018) consist of

Order	Name of Directors and Executives	Shareholding percentage
1	NG WEI CHANG AARON	20
2	SIM TECK LOK JOHN	20
3	LOW HON-YU	40

Incidentally, Asia Alpha Equity Fund 3, Asia Alpha Master Fund, Banjaran and directors and executives who are investment decision maker are not connected person with Triton Holding Public Company Limited and its subsidiaries. Thus, the allotment of new shares of Triton Holding Public Company Limited to Asia Alpha Equity

TRITON

Fund 3 is not considered to be a connected transaction under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 concerning Rules on Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand concerning Disclosure of Information and Other Acts of Listed Companies for Connected Transaction BE 2546 and other relevant notifications.

Relationship with the Company: No relationship with the Company, including directors, executive and major shareholder of the Company. Moreover, Banjaran has certified with the Company that Asia Alpha Equity Fund 3 and Asia Alpha Master Fund are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535; and not holding Company's shares. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 12/2554, Re: "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

(B) The Brooker Group Public Company limited

List	:	Detail
Company Name	:	The Brooker Group Public Company Limited
Address	:	THE TRENDY BUILDING, FLOOR 26, 10/190-193 SOI SUKHUMVIT 13, SUKHUMVIT ROAD, KLONGTOEY NUA, WATTHANA Bangkok 10110
Board of Director	:	<ol style="list-style-type: none"> 1. Mr. NARONGCHAI AKRASANEE 2. Mr. CHAN BULAKUL 3. Mr. PHONGCHAI SETHIWAN 4. Mr. ROBERT WILLIAM MCMILLEN 5. Mr. ANAKE KAMOLNATE 6. Mr. KIRIN NARULA 7. Mr. VARUT BULAKUL 8. Mr. PETER WELDON 9. Mrs. PUNNEE WORAWUTHICHONGSATHIT 10. Mr. SOMPONG PHAOENCHOKE
Registered capital	:	705,918,641.00 Baht

TRITON

List	:	Detail
Paid-up capital	:	704,700,608.25 Baht
Type of business	:	Providing consulting services for business and finance, investment, and also being an independent advisor to leading private sector clients in Thailand and overseas, and has great alliances with other business industries which possibly benefits the Company in the foreseeable future.
Relationship with the Company	:	Not related with the Company, including directors, executive and major shareholders of the Company which has no relationship or are not connected person to the Company and the Company's subsidiaries and the 2 investors are not related or connected to each other. Moreover, the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535; and not holding Company's shares. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

3. Objective, Rationale and Necessity of the Issuance and Allotment of Ordinary shares to Private Placement and Proceeds Utilization

The objective of capital increase is for the purpose of business operation plan and business expansion which results in growth and sustainable stability of business operation. At present, the Company's main revenues are from 2 main business consisting of media and publishing business which represents revenue of 5.72% of the total revenues and is from Splash Media Public Company Limited which The Company holds 99.99% shares of the paid-up capital and; construction business which represents revenue of 94.28% of the total revenues and is from

TRITON

Strega Public Company Limited which the Company holds 88.41% shares of the paid-up capital. According to the mentioned revenue portion referred to the Company's consolidated financial statements as of 30th June 2018, it appears that construction business is going to create growth and strength to the Company well. Consequently, the Company aims to enter into full service construction business by finding more construction projects to operate in order to expand construction business to be in line with business plan. To expand such business, the Company needs to seek for investment funds. The main objectives of capital increase and money utilization plan are as follows:

1. To increase capability for the Company to have capital to operate in new projects that will soon be happening and each project is large and with high project value;
2. To sustain the financial ratios at an appropriate level. Nowadays, debt ratio to equity ratio is equivalent to 1.44 which generally the debt ratio to equity ratio for construction business is approximately equal to 2.47. However, the Company intends to remain the mentioned ratio for the Company's interest in case that the Company would like to request for loan from financial institution. This is due to the fact that the debt ratio to equity ratio is a part to be taken into consideration for loan from the financial institution; and
3. To promote liquidity and reduce financial costs spent in business operation of the Company.

From the aforementioned objectives, as the Company plans to operate large construction projects, the Company needs to prepare to operate in new projects which some projects the Company has already signed Memorandum of Understanding with the project's owners.

In addition, operating each project requires approximately 1-3 years. Consequently, the Company needs sufficient cash flow to be used as revolving fund to operate each project. Beside, in the initial stage of project operation the Company needs guarantee issued by the commercial bank to be used collateral with the project's owner. The guarantee is categorized into 3 types which are performance bond, contract bond, and advance payment letter of guarantee. In order for the financial institute to approve such guarantees, the Company needs to deposit cash as pledge. However, the amount of cash required depending on the financial institute the Company uses which is at the average rate of approximately 30-50% of the collateral value. As a result of the aforementioned plan and necessity, it is obvious that the Company needs cash to be reserved for business transaction with the bank and the Company needs not to request for loans from the bank because the Company does not want to increase burden to the Company itself. Furthermore, the procedure to get approval from the bank is quite delayed and complicated. Also, the Company owns no property or assets that can be used as guarantee because such assets have already been used as collateral with bank for the Northern Fuel Pipeline Transmission project. Such assets cannot be taken as guarantee for new projects until the project is complete; consequently, the Company need an amount of cash to pledge as collateral to bank so that the bank would issue guarantee as aforementioned. The Company's financial liquidity is sufficient for the project that is being operated which has been completed about 65% of total project work. As result, the Company does not possess enough cash that shall be deposited as guarantee to the bank for new, large construction projects. The liquidity ratio of the Company as of now is at 1.27, 1.23, 1.33 and 1.43 appeared in the Company's consolidated financial statement as of 30th June 2018, 31st March 2018, 31st December

TRITON

2017 and 30th September 2017 respectively. Due to capital increase, the Company is able to maintain its liquidity ratio without the request of loan form the financial institution. According to the Company's consolidated financial statements as of 30th June 2018, it appears that the Company possesses 718.64 million Baht of cash and cash equivalents which is high value. However, the Company is accountable for trade payables and other payables in the amount of 789.05 million Baht which awaits to be paid. Consequently, the amount of cash that the Company holds would be utilized for the stability of current projects. Also, the Company has been operating new projects which are small projects that the Company has been continuously subcontracted by the project's owner and this requires revolving capital. Hence, according to the necessity as mentioned, the best way for capital preparation is capital mobilization by increasing the capital from the private placement whom the Company sees sufficient capability to invest in the Company is the most suitable method in this instance. The Company has preliminary capital utilization plan as follows:

Order	Capital utilization objective	Amount (million Baht)	Source of fund
1	To be used as guarantee with bank and revolving fund for projects under preparation before commencing the operation	500	<ul style="list-style-type: none"> ■ From capital increase by means of private placement
2	To be used as revolving capital in business operation which will be reserved for liquidity in case of insufficient cash flow. In case the Company need to make an urgent payment to subcontractor and/or business partner or before the Company is paid by the project's owner. Recently, the Company need to make an advance payment to subcontractor and/or business partner first so that the operation could be carried on without any issues. Moreover, this is to be reserved for reducing risks such as risk caused by delay of project operation or risk caused by unsuccessful project tender; therefore, the Company manages to have prudent project management plan. At present, the Company has had experiences in operating large projects.	60	<ul style="list-style-type: none"> ■ From capital increase by means of private placement

TRITON

According to the plan to expand construction business, the Company need to find source of funds to be used in operating in business operation as planned. Consequently, the Company has newly issued ordinary shares to increase capital for the reason stated above and using as revolving funds in the Company which future projects shall bring about increasing revenues. It is expected to result in continually improved profitability which produces as a positive results to the Company and its shareholders.

For the purpose of clarity regarding estimate of money utilization plan of the Company, the details of projects are as follows:

Order	Project name	Project description	Estimated project value	Approximate Commencement date	Project duration	Amount to be pledged with bank
1	Southern Myanmar Development Investment Project (Myanmar)	<ul style="list-style-type: none"> ▪ Oil storage depot ▪ Jetty ▪ Bored pile 	1,914	October 2018	22	144
2	Natural gas depot construction project (Rayong province) Phase 1	<ul style="list-style-type: none"> ▪ Natural gas storage depot ▪ Jetty and gas pipe ▪ Gas pipeline ▪ Truck loading system 	12,000	January 2019	36	540

According to the estimate of money utilization plan which the Company needs to prepare cash to pledge to the bank in order to receive guarantee so that the Company would place the guarantee with the owner of project which both projects the Company already has entered into Memorandum of Understanding with the owners. The Company is now in the process of preparation and discussion of conditions of contract agreement. Right after the Company enters into a contract agreement, the Company needs to bring guarantee and place with the project owner. Therefore, the Company need to take money received from this capital increase and place with the bank to receive guarantee as soon as possible. The period of time of placing money with the bank for the 2 projects is in different period. The first project to operate is Southern Myanmar Development Investment Project (Myanmar). After both parties sign memorandum of understanding, the Company expects to commence the operation around October 2018. A preliminary of the operation, it is a preparation process to conduct project site survey and to plan, recruit subcontractor and draft subcontract agreement. The mentioned process shall take approximately 1-2 months and after that the Company shall enter into a contract agreement and place the money, obtained from capital increase, as collateral with bank so that the bank could issue the Company guarantee. The period mentioned, therefore, is in line with the period of the capital increase that is expected to obtain at the end of year 2018 after the Extraordinary General Meeting of Shareholders. Moreover, a part of money obtained from this capital increase and from exercise of the adjustment of Warrants to Purchase Ordinary Shares of Triton Holding Public Company Limited (TRITN-W4) for the case that the both investors exercise the adjustment of TRITN-W4.

TRITON

Additionally, the Company has other projects which are under discussion and successive projects from project in order 1 and 2 as appeared in the above table. The Company expects to be awarded with the projects which are under discussion from the project's owner. Therefore, the Company need to prepare capital to be reserved for such projects. The capital that the Company shall prepare comes from capital increase which will be taken back from project order 1 and 2 as the case may be, together with revenues from payment received from project's owner. There are 2 potential projects with details as follows:

Order	Project name	Project description	Estimated project value (million Baht)
1	Oil depot construction project (Rayong province) Phase 2	<ul style="list-style-type: none"> ▪ Oil storage tank ▪ Bored pile 	8,000
2	Natural gas depot construction project (People's Republic of China)	<ul style="list-style-type: none"> ▪ Natural gas storage tank 	2,800

Remark:

1. Bank guarantee details are composed of
 - Advance payment guarantee approximately 10-20% of the total project value (applying when signing contract and receiving advance payment until the end of project)
 - Contract bond approximately 5% of the total project value (applying when signing contract until the end of project)
 - Performance bond approximately 5% of the total project value (applying when completing project, depending on conditions of guarantee period)
 - The Amount of money that the Company needs to deposit to the bank as guarantee for Southern Myanmar Development Investment Project (Myanmar) and natural gas depot construction project (Rayong province) Phase 1 is approximately 684 million Baht.
 - The projects under discussion is approximately worth 10,800 million Baht. The Company need approximately 486 million Baht of cash to pledge as collateral to the bank to issue the Company guarantee. The mentioned cash comes from cash flow obtained from project operation in project order 1 and 2.

Estimate utilization plan of capital increase

The Company has operation plan which is in line with the capital utilization plan after obtaining money from capital increase as follows:

Project	Estimate capital utilization (period)	Estimate amount to pledge with bank (million Baht)	Percentage of guarantee (%)	Guarantee value required to be place with project's owner
1. Southern Myanmar Development Investments Project (Myanmar)	December 2018	144	30	382
2. Natural gas depot construction project (Rayong province) Phase 1	March 2019	540	30	1,800
Total		684		

- Additional explanation regarding capital increase followed in objective in the amount of 500 million Baht Regarding the project that the Company is going to operate, the Company is only a contractor. With the amount of 500 million Baht obtained from capital increase, the Company will pledge with the bank so that the bank would issue guarantee and will not spend any of the amount on any other project investments due to the fact that money spent on construction operation comes from the advance payment withdrawn from project's owner after the Company pledges guarantee with the project's owner. The Company shall receive advance payment approximately 20% of total project value depending on the contract agreement. Moreover, some part of money come from payment made to the Company for the part of work which has been completed. The Company would spend both capital resources on the operation until the project is complete. Consequently, the Company is sufficiently supplied with revolving capital to operate until the completion of project. The amount of money to be pledged with the bank for Southern Myanmar Development Investments Project (Myanmar) during December 2018 is 144 million Baht and for natural gas depot construction (Rayong province) phase during March 2019 is 540 million Baht; when includes 2 projects the Company needs 684 million Baht in total or representing 30% of the total value of guarantee. To elaborate, the Company will pledge the money obtained from the capital increase in the amount of 500 million Baht with the bank and the remaining of 184 million Baht, which the Company shall receive from advance payment from the Southern Myanmar Development Investments Project (Myanmar) in the amount of 382 million Baht or representing 20% of the total project value, shall be pledged later so that the Company could pledge with the bank in full amount. Despite using the advance payment from the oil depot construction project to pledge with the bank which makes the remaining advance payment the Company shall be paid in the amount of 198 million Baht, the Company shall receive another advance payment from natural gas depot construction project (Rayong province) phase 1 which results in sufficient revolving capital until the completion of the 2 projects.
- Additional explanation regarding capital increase followed in objective in the amount of 60 million Baht The Company reserves revolving capital in an amount of 60 million Baht for operating projects. Rational of the estimate amount of money is from the projects the Company is currently operating projects, which require purchasing construction materials and equipment or mechanic repair before entering into construction site and reserving for worker employment to do site survey before commencing projects. These expenses the Company has estimated is 30 million Baht per month; therefore, the Company reserves for 2 months. Once the Company receives the first advance payment from the project owner, the Company shall return the money to be used as revolving capital in case of emergency. The emergency includes for example, payment receipt does not go as planned but the Company needs to make an advance payment to subcontractor or partner first which is an urgent case, or a case that the equipment is broken during operation which causes repair expenses. Such circumstance is the nature of construction business.

TRITON

According to the aforementioned projects, the Company shall recognize revenue from quarter 4 of 2018. In every year from 2019 to 2020, the Company shall recognize revenue approximately 40% of the total project value of each year. However, the aforementioned projects are the projects the Company is now operating as the regular business of the Company. Henceforth, the Company needs to seek for new projects in order to have continual revenues in the future.

The estimate of cash flow and duration of money utilization as abovementioned is only a preliminary estimate depending on value of the future projects. Nevertheless, if the capital increase is insufficient to cover the objective as planned, the Company would seek for another source of capital fund to expand business the Company has planned such as funds from cash flow obtained from business operation, loans from financial institution and/or other sources of funds, and/or request of exclusive conditions of credit term.

Some money obtained from capital increase are taken to be pledged with the bank. After completion of each project, the Company would receive such money back after deducting bank's fees, and the money would be utilized in other projects in the future.

The capital increase and allotment of ordinary shares to 2 private placement in this instance, this shall benefit the Company. Firstly, the method of capital increase obtained from private placement is quite certain that the Company shall receive money on time with certain amount. This method differs from the previous method that is capital increase to existing shareholders or offering ordinary shares to public. Secondly, the Company's financial position would be strengthened which will result capability to continuously expand business without facing liquidity issues. On shareholder side, once the Company has sufficient capital to invest in business expansion and in large construction projects that results in high returns for the Company, this would result in positive outcomes from business expansion of each project. It is expected that the average gross margin is not less than 8%. Moreover, the business performance of construction business according to the consolidated financial statement as of 30th June 2018, the gross margin is at 7.33%. If this goes along with objectives and plan the Company has set, the Company's profitability shall surge within 2 to 3 years and has the tendency to be able to pay dividend to the Company's shareholders in the future.

As the Company has expanded its operation followed in plan as aforementioned, it causes selling expenses and administrative expenses to increase approximately 10% of the present selling expenses and administrative expenses. Most selling expenses and administrative expenses are fixed such as employee benefit expenses, depreciation expenses, audit expenses and rent expenses, representing 61% of the total selling expenses and administrative expenses according to financial performance as of 30th June 2018. Moreover, considering from the financial statement during a 6-month period ending 30th June 2017 and 2018 respectively, the total amount of selling expenses and administrative expenses does not change much. Despite the fact that the revenues during a 6-month period in 2018 increased by 731%, the selling expenses and administrative expenses did not increase in the same proportion. Moreover, when

construction project is begun, most expenses occurred are recognized in construction costs. Consequently, the selling expenses and administrative expenses of the Company does not differ from the previous selling expenses and administrative expenses during a 6-month period ending 30th June 2018 and 2017, which is equal to 53.80 million Baht or representing 3.36% the total revenues and 59.81 million Baht or representing 31.09% of the total revenues respectively. However, during the first 6 months of 2017 the revenues from construction business did not occurred which caused the ratio of expenses to total revenues to increase as aforementioned. Also, in the first 6 months of 2018, the Company's revenues increased resulting in increasing returns. The Company estimates that if the projects the Company is to operate go as planned, the Company would generate the same returns as same as the 6-month of 2018 and the shareholders have a chance to receive dividend payout according to the Company's dividend policy.

In case of risks related to project operation which may occur due to various aspects both internal and external and are beyond Company's control such as economic condition, delay from construction and delay from requesting for licenses from government agencies. The aforementioned risks may cause the Company to unable to complete projects within time and the owner to terminate the contract agreement and impose a fine on the Company together with claim against the Company for damages in case of breach of contract. This also affects the on the revenues expected from the project operation which may not be as anticipated and causes the Company to be unable to pay dividend to the shareholders. However, the Company has concisely set strategy to reduce risks in many aspects by evaluating risks of operating with others at all time because if there is any issue occurred, the Company is able to solve such issue immediately which will mitigate risks for a certain level.

In case of risks related to capital increase which in this instance is by private placement method with obvious objective, the Company notices the risks that may occur which is external risk such as capability of investors or permission from related agencies. These risks could results impacts. That is to say, they could cause the capital increase in this instance to fail. However, the Company is certain that the investors have the sufficient capability to invest in the Company. As the abovementioned risk regarding the permission from related agencies, the Company shall comply with all regulations as required by the law in all respects.

In conclusion, according to the plan the Company has estimated that the project needs to generate an average gross profit of at least 8% and the most essential thing to successfully complete the project followed in the objective, the Company needs approximately 560 million Baht from capital increase in order to utilize the capital for the objective of capital increase as abovementioned. Finally, this enables both project completion accomplish as scheduled, that is to say, 22 months and 36 months respectively. Moreover, once the operations go as planned, the Company and its shareholders shall benefit most.

4. Dilution effect to the shareholders are divided into 2 cases:

4.1 Dilution effect to the shareholders (only for the case of private placement) can be described in 3 effects as below,

TRITON

- a. Control Dilution
- a) Price Dilution
- b) Earnings per Share Dilution or EPS Dilution

a. Control Dilution

$$\begin{aligned} &= \frac{\text{Number of shares offered to private placement}}{\text{(Number of shares offered to private placement + paid-up shares)}} \\ &= \frac{1,600,000,000}{(1,600,000,000 + 8,033,578,407)} \\ &= 16.61\% \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the control dilution to be 14.17%

b. Price Dilution

$$\begin{aligned} &= \frac{\text{(Market price prior to the offering – market price post offering)}}{\text{Market price prior to the offering}} \\ &= \frac{(0.3759-0.3716)}{0.3759} \\ &= 1.14\% \end{aligned}$$

While "Market price post offering" = (market price x paid-up shares) + (private placement offering price x number of shares offered to private placement) / (paid-up shares + number of shares offered to private placement)
= (0.3759 x 8,033,578,407) + (0.35 x 1,600,000,000) / (8,033,578,407 + 1,600,000,000)
= 0.3716 Baht

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares which affects share price to be equal to 0.94% by "market price post offering"

$$\begin{aligned} &= (0.3748 \times 9,690,294,088) + (0.35 \times 1,600,000,000) / (9,690,294,088 + 1,600,000,000) \\ &= 0.3713 \text{ Baht} \end{aligned}$$

c. Earnings per Share Dilution or EPS Dilution

Given:

$$\begin{aligned} \text{"Earnings per share prior to the offering"} &= \text{net income for the past 12 months} / \text{paid-up shares} \\ &= 56,233,507 / 8,033,578,407 \\ &= 0.0070 \text{ Baht/share} \end{aligned}$$

$$\begin{aligned} \text{"Earnings per share post offering"} &= \text{net income for the past 12 months} / (\text{paid-up shares} + \text{number of shares offered to private placement}) \\ &= 56,233,507 / (8,033,578,407 + 1,600,000,000) \end{aligned}$$

TRITON

= 0.0058 Baht/share (net income from July 2017 to June 2018)

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the earning per share to be 14.17%

4.2 Dilution Effect to shareholders in the case of private placement, ordinary share warrant offered to existing shareholders proportionate to the shareholding (TRITN-W4) can be described in 3 effects as below,

- b. Control Dilution
- c) Price Dilution
- d) Earnings per Share Dilution or EPS Dilution

a. Control Dilution

$$\begin{aligned} &= (\text{number of shares offered to private placement} + \text{number of shares issued for TRITN-WA}) / \\ &(\text{paid-up shares} + \text{number of shares offered to private placement} + \text{number of shares issued for TRITN-W4}) \\ &= (1,600,000,000 + 320,000,000) / (8,033,578,407 + 1,600,000,000 + 320,000,000) \\ &= 1,920,000,000 / 9,953,578,407 \\ &= 19.29\% \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the control dilution to be 16.54%

b. Price Dilution

$$\begin{aligned} &= \frac{(\text{Market price prior to the offering} - \text{market price post offering})}{\text{Market price prior to the offering}} \\ &= \frac{(0.3759 - 0.3725)}{0.3759} \\ &= 0.90\% \end{aligned}$$

While "Market price post offering" = (market price x paid-up shares) + (private placement offering price x number of shares offered to private placement) + (exercise price of TRITN-W4 x number of shares issued for TRITN-W4) / (paid-up shares + number of shares offered to private placement + number of shares issued for TRITN-W4)

$$\begin{aligned} &= ((0.3759 \times 8,033,578,407) + (0.35 \times 1,600,000,000) + (0.40 \times 320,000,000)) / \\ &(8,033,578,407 + 1,600,000,000 + 320,000,000) \\ &= 0.3725 \text{ Baht} \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares which affects share price to be 0.77% by "market price post offering"

$$= (0.3759 \times 9,690,294,088) + (0.35 \times 1,600,000,000) + (0.40 \times 320,000,000) / (9,690,294,088 + 1,600,000,000 + 320,000,000)$$

$$= 0.3730 \text{ Baht}$$

c. Earnings per Share Dilution or EPS Dilution

Given:

$$\text{"Earnings per share prior to the offering"} = \text{net income for the past 12 months} / \text{paid-up shares}$$

$$= 56,233,507 / 8,033,578,407$$

$$= 0.0070 \text{ Baht/share}$$

$$\text{"Earnings per share post offering"} = \text{net income for the past 12 months} / (\text{paid-up shares} + \text{number of shares offered to private placement} + \text{number of shares to reserve the exercise of adjustment of TRITN-W4})$$

$$= 56,233,507 / (8,033,578,407 + 1,600,000,000 + 320,000,000)$$

$$= 0.0056 \text{ Baht/share (net income from July 2017 to June 2018)}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the earnings per share to be 16.54%

5 The opinion of Directors

5.1 Reason and necessity of capital increase

The Board of Directors has an opinion that according to plan of business operation and business expansion, the Company needs to increase the capital in order to maximize the business operation allowing the Company to invest in large construction projects in the future. As a result from being able to investing construction projects as expected, it will positively create stable growth, long-term revenues and high returns. Fortunately, the shareholders of the Company shall benefit from this capital increase. Moreover, to operate large construction projects, the Company needs to give bank guarantee to the project owner as collateral and in order for the bank to issue guarantee the Company needs assets to be placed with the bank. At present, such assets have already been used as collateral with bank for the Northern Fuel Pipeline Transmission project (NFPT). Therefore, the assets cannot be taken as guarantee for new projects until the project is complete. As of now, the NFPT project has been completed about 65% of total project work. As result, the Company does not possess enough cash that shall be deposited as guarantee to the bank, together with enough cash flow only for the projects that are now under construction; however, it is not sufficient to deposit as pledge with the bank. Therefore, the capital increase in this instance would enable the Company to have more cash so that the Company would deposit the cash with the bank as collateral

for the construction projects as aforementioned to be in line with the business plan. Details are as stated in the objectives of the capital increase.

5.2 Reason and necessity of offering the newly issue share to the private placement

The Company has obvious business plans to expand its construction business; therefore, it is necessary to have more capital to support the business expansion. If the Company could not have capital from the capital increase, the Company would have no chance to achieve its goal. Therefore, the Company has presented business plan and necessity of the capital increase aforementioned to Asia Alpha Equity Fund 3, a sub-investment fund of Asia Alpha Master Fund holding 100% shares, for considering in investing in the Company. Later, after the discussion between Asia Alpha Equity Fund 3 and the Company, Asia Alpha Equity Fund 3 notifies its intention to invest in the Company. Asia Alpha Equity Fund 3 has sufficient capability and is certainly able to bring in fund for the investment with its investment size of US\$ 15-20 million. The fund was founded on 19th January 2018. Also, the Company has contacted The Brooker Group Public Company Limited, which has strong financial position and excessive liquidity to invest in the Company. Cash flow and cash equivalents as of 30th June 2018 from its consolidated financial statement of The Brooker Group Public Company Limited is equal to 280 million Baht. Its temporary investment is equal to 861 million Baht. Whereas, its total liabilities are 611 million Baht with shareholders' equity of 2,269 million Baht. The 2 investors strongly believe that the Company has a good reputation and also has a good track record and potential to operate larger construction projects so they decide to invest in the Company. The Board of Directors has carefully considered and verified the 2 investors' information certifying that the 2 investors shall be great support for the best interest of the Company in many aspects such as strengthened financial position or improved financial stability and the investors are very experienced in various investments and is possibly able to support the Company. Although, the investors are not involved in the Company management, the investors could assist on giving advice and make suggestion about business operation as the Company may request as a case. Moreover, the investors have extensive business connection all over the world; therefore, the Company has the opportunity to know and reach business partners in neighboring countries such as Cambodia, Laos, Myanmar and Vietnam, also known as CLMV. However, the Company would not receive benefit from this if the Company acquires capital by other ways; the Company has attempted to consider other ways such as loans or capital increase from the existing shareholders. The Company foresees that such capital increase approaches directly create burden to the Company and the existing shareholders. The Company may not be able to obtain sufficient cash flow to complete its planned investment. Therefore, the Board of Directors has approved the issuance of new ordinary shares to private placement. Details are as stated in the objectives of the capital increase.

5.3 Reasonability of capital increase, the utilization plan and investment plan

The Company expects to complete that issuance and offering new ordinary shares to private placement in order to increase capital within 45 days after the Board of Directors' Meeting has approved the matter. The Board of Directors considers that if the Company is could complete the process of issuance and

offering the new ordinary shares within the expected period, this means that the Company effectively achieves the capital increase objective according to what the Company has planned, positively resulting in the Company's business operation and to the shareholders if the project is successful, the shareholder would receive dividend according to the dividend payout policy, together with reinforcing potentiality in the aforementioned business operation and strengthening capital structure. Yet, it improves financial liquidity and revolving fund which will be beneficial in a long run. Nevertheless, if the capital increase is insufficient to cover the objective as planned, the Company would seek for another source of capital fund to expand business the Company has planned such as funds from cash flow obtained from business operation, loans from financial institution and/or other sources of funds. Details are as stated in the objective of the capital increase.

5.4 Appropriateness of the price of newly issued ordinary shares to be offered by the Company under the private placement scheme, and the pricing source

The Company has considered to offer price of newly issued shares to Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited at the offering price of Baht 0.35 per share calculated from the Market price (market price means the weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand for 7 consecutive days but not exceeding 15 consecutive days prior to the date on which the Board of Directors resolved to propose the said offering for approval at the Meeting of Shareholders for approving the capital increase and allotment of new shares. The price is calculated from August 23, 2018 to September 12, 2018, at Baht 0.37 per share), with a discount of 6.89% (not more than 10% of the market price). The mentioned offering price is an ordinary share offering price with a discount of not exceeding 10% of the market price according to the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement and the amended. The mentioned offering price is the price that both investors mutually consent to. The Company does not want to issue and offer ordinary shares at low price for the sake of interest of the Company and its shareholders.

5.5 Expected Effects on the Company's Business Operation, Financial Standing, and Operating Results as a Result of the Capital Increase

The fund from the capital increase and allotment of new shares will increase the capital which strengthens the Company's financial statement, reduces financial costs in the future, enhances the Company's capacity in business operation and efficiently increases capacity in competition with other contractors. This will bring about sustainable growth in the future. However, if this capital mobilization does not succeed, the Company could lose great business opportunity meaning that the Company's business plan is unachievable. To sustain the financial ratios at an appropriate level. Nowadays, debt ratio to equity ratio is equivalent to 1.44 which generally the debt ratio to equity ratio for construction business is equal to 2.47. However, the Company intends to remain the mentioned ratio for the Company's interest in case that the Company would like to request for loan from financial institution. This is due to the fact that the debt ratio to equity

ratio is a part to be taken into consideration for loan from the financial institution. Details are as stated in the objective of the capital increase.

6 Directors' Affirmation regarding the capital increase

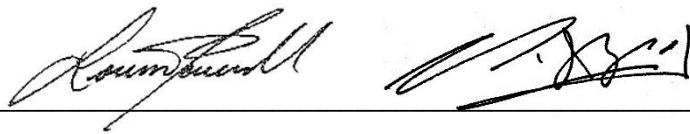
Offering increase ordinary share capital to the private placement, the Board of Directors certifies that the Board of Directors has carefully considered and verified the Investors' information and had the opinion that such Investors has high potential and abilities for the investment in the Company and could truly benefits the Company.

In case of the Board of Directors does not perform their duty with integrity and protecting the best interest of capital increase by any act or omission that do not in compliance with such duties and cause damage to the company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in section 85 of the Securities and Exchange Act B.E.2535. Moreover, in case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in section 89/18 of the Securities and Exchange Act B.E. 2535.

7 Audit Committee's opinion regarding the capital increase and allotment of newly issued ordinary shares to private placement

According to the Board of Directors' meeting no. 11/2018 held on September 13, 2018 with all member attending the meeting, the Audit Committee did not have different opinion from the Board of Directors opinion in the Board of Directors meeting no. 11/2018 held on September 13, 2018.

The company certifies that the information in this report is accurate and complete.



(Miss Louise Taechaubol and Mr. Pipat Suvanajata)

Authorized Director

Information Memorandum regarding the Issuance and Offering the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) for Private Placement and the Ordinary Share Capital Increase Reserved for the Warrants

13 September 2018

The Board of Directors' Meeting No.11/2018 of Triton Holding Public Company Limited (the "Company" or "TRITN") dated September 13, 2018 has passed a resolution to increase the Company's registered capital from Baht 969,029,408.80 to Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10, totaling Baht 192,000,000. The newly issued ordinary shares that are not exceeding 1,920,000,000 shares, at a par value of Baht 0.10 shall be allotted as follows: (1) allotting to 2 investors who are private placement namely, (1) Asia Alpha Equity Fund 3 with amount not exceeding 1,400,000,000 shares at a par value of Baht 0.10 or representing 14.45% of the paid-up capital (before the exercise of conversion of the Warrant No.4 (TRITN-W4)) and (2) The Brooker Group Public Company Limited with amount not exceeding 200,000,000 shares at a par value of Baht 0.10 or representing 2.08% of paid-up capital (before the exercise of conversion of the Warrant No.4 (TRITN-W4)), with the offering at Baht 0.35 per share, totaling not exceeding Baht 490,000,000 not exceeding 1,600,000,00 ordinary shares; (2) allotting to be reserved the exercise of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 ("Warrant No.4" or "TRITN-W4") to 2 investors who are private placement as aforementioned at the ratio of 5 existing ordinary shares to 1 unit of the Warrants with zero offering price to namely, (1) Asia Alpha Equity Fund 3 with not exceeding 280,000,000 units and (2) The Brooker Group Public Company Limited with not exceeding 40,000,000 units, at exercise price of Baht 0.40 and at exercise ratio of one unit of TRITN-W4 per one ordinary share, totaling not exceeding 320,000,000 shares.

1. Details of offering the Warrants No.4 (TRITN-W4)

The Company shall issue and offer the Warrants to Purchase Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) in the amount of not exceeding 320,000,000 units with zero offering price to 2 investors who are private placement allotted with ordinary shares at the ratio of 5 existing ordinary shares to 1 unit of the Warrants. The 2 investors who are allotted with the Warrants No.4 (TRITN-W4) are as follows:

- (1) Asia Alpha Equity Fund 3, not exceeding 280,000,000 units. Asia Alpha Equity Fund 3 is a sub-investment fund of Asia Alpha Equity Master which is a public fund, registered and founded in Singapore, performing its investment activities as an umbrella fund, having Banjaran Asset Management Pte. Ltd. as fund manager focusing on investment in construction and energy sector industry in South East Asia and focus particularly investing in equity without controlling power in the investees (listed companies); and

TRITON

- (2) The Brooker Group Public Company Limited, not exceeding 40,000,000 units. The Brooker Group Public Company Limited is a listed company in the Market Alternative Investment (MAI), providing service of investment banking and supporting mobilization capital, and has great alliances with other business industries which possibly benefits the Company in the foreseeable future.

The exercise price is at Baht 0.40 per share which is the price that both investors mutually consent to. The Company does not want to issue and offer ordinary shares at low price for the sake of interest of the Company and its shareholders. In this event of exercise of adjustment of the Warrants No.4 (TRITN-W4) at a low exercise price, the 2 investors agrees to comply with the silent period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET. For the period of 6 months, the 2 investors can gradually sell its shares at 25% of such shares.

In addition, the 2 investors as aforementioned are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535; and not holding Company's shares. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 12/2554, which is about "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. Moreover, the 2 investors intend to invest in the Company only; therefore, they do not have a policy to appoint representative to hold a position as director or executive in the Company.

However, the issuance and offering the Warrants No.4 (TRITN-W4) (exercise date) which exercise price after calculated having discount higher than 10% from the market price which is calculated by using the weighted average price of the share up to 15 business days consecutively before the Offering date, the Company shall make adjustment to warrant's rights to buy the company's shares no. 3 (TRITN-W3) per the rights' entitlement and adjustment to warrant's rights to issue and offer to directors, management and employees (TRITN-WA) per the rights' entitlement.

The issuance and offering the Warrants No.4 in this instance, the Board of Directors has proposed to the shareholders' meeting to consider appointing Company's Authorized Director or Executive Board or an individual appointed by the Company' Authorized Director or Executive Board to regulate rules, conditions and other details

which are necessary and related to the Issuance and allotment ordinary shares for capital increase based on necessity and related laws; this includes, but not limited to setting share offering date.

Moreover, the Company acknowledges and complies with the conditions stated in The Notification of the Capital Market Supervisory Board no. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement and Tor Jor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares and the additional amended as follows:

1. The Company is prohibited to advertise the offering of newly issued shares to person(s) and to distribute any documents regarding shares that will be offered or being offered, the Company must distribute such document to specific or necessary person(s) only in order for the condition of such share offering to remain as stated in Clause 3 (1), (2), or (3).
2. The Company must utilize the income obtained from such share offering approved by the Notification to be in accordance with the objectives of the share issuance for capital increase specified in the Invitation to Shareholders' meeting that is to increase capital. However, except the Shareholders' meeting considers and approve to change the objective of such utilization of money.
3. The Company must disclose information regarding the offering of newly issued shares to private placement before the offering at least by specifying offering price and method of setting offering price through SET portal.
4. The Company is prohibited to offer shares to the Company's subsidiaries.
5. The Company is prohibited to offer newly issued shares to private placement who is connected with the Company according to the Notification of Capital Market Supervisory Board regarding Connected Transactions, unless the Company complies with such principle specified in the Notification.

Details of the issuance and offering the Warrants No.4 (TRITN-W4) is appeared in Enclosure 4

2. List and details of private placement who is offered allotted with Warrants No.4 (TRITN-W4)

Please see more details in Enclosure 2

3. Objective, Rationale and Necessity of the Issuance and Allotment of Warrants No.4 (TRITN-W4)

As the Company has issued and offered ordinary share for capital increase 2 investors who are private placement. The 2 investors have a purpose to invest in the Company. However, the condition to purchase ordinary shares is the Company needs to issue Warrants No.4 (TRITN-W4) to comply with the conditions of investment as mentioned and to be in line with the objectives of capital increase and money utilization plan according to the details of Information Memorandum relating offering and allotment of newly issued ordinary

TRITON

shares to increase capital to Private Placement of Triton Holding Public Company Limited appeared in Enclosure 2.

Therefore, it is a reason and necessity of the issuance of Warrants No.4 (TRITN-W4) in this instance. Also, to operate each construction project requires approximately 1-3 years. Consequently, the Company needs to cautiously and thoroughly manage cash flow to avoid liquidity problems of cash flow during project operation. The issuance and offering Warrants No.4 (TRITN-W4) is in 3 year terms of warrants. In case the 2 investors exercise the adjustment of warrants, the Company shall receive some amount of cash. It is another way that supports the Company in terms of long term capital management.

4. Dilution effect to the shareholders are divided into 2 cases:

4.1 Dilution effect to the shareholders (only for the case of private placement) can be described in 3 effects as below,

- a. Control Dilution
- b. Price Dilution
- c. Earnings per Share Dilution or EPS Dilution

a. Control Dilution

$$\begin{aligned} &= \frac{\text{Number of shares offered to private placement}}{(\text{Number of shares offered to private placement} + \text{paid-up shares})} \\ &= \frac{1,600,000,000}{(1,600,000,000 + 8,033,578,407)} \\ &= 16.61\% \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the control dilution to be 14.17%

b. Price Dilution

$$\begin{aligned} &= \frac{(\text{Market price prior to the offering} - \text{market price post offering})}{\text{Market price prior to the offering}} \\ &= \frac{(0.3759 - 0.3716)}{0.3759} \\ &= 1.14\% \end{aligned}$$

While "Market price post offering" = (market price x paid-up shares) + (private placement offering price x number of shares offered to private placement) / (paid-up shares + number of shares offered to private placement)

$$\begin{aligned} &= (0.3759 \times 8,033,578,407) + (0.35 \times 1,600,000,000) / (8,033,578,407 + 1,600,000,000) \\ &= 0.3716 \text{ Baht} \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares which affects share price to be equal to 0.94% by "market price post offering"

$$= (0.3748 \times 9,690,294,088) + (0.35 \times 1,600,000,000) / (9,690,294,088 + 1,600,000,000)$$

$$= 0.3713 \text{ Baht}$$

c. Earnings per Share Dilution or EPS Dilution

Given:

$$\text{"Earnings per share prior to the offering"} = \text{net income for the past 12 months} / \text{paid-up shares}$$

$$= 56,233,507 / 8,033,578,407$$

$$= 0.0070 \text{ Baht/share}$$

$$\text{"Earnings per share post offering"} = \text{net income for the past 12 months} / (\text{paid-up shares} + \text{number of shares offered to private placement})$$

$$= 56,233,507 / (8,033,578,407 + 1,600,000,000)$$

$$= 0.0058 \text{ Baht/share (net income from July 2017 to June 2018)}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the earning per share to be 14.17%

4.2 Dilution Effect to shareholders in the case of private placement, ordinary share warrant offered to existing shareholders proportionate to the shareholding (TRITN-W4) can be described in 3 effects as below,

- a. Control Dilution
- b. Price Dilution
- c. Earnings per Share Dilution or EPS Dilution

a. Control Dilution

$$= (\text{number of shares offered to private placement} + \text{number of shares issued for TRITN-WA}) / (\text{paid-up shares} + \text{number of shares offered to private placement} + \text{number of shares issued for TRITN-W4})$$

$$= (1,600,000,000 + 320,000,000) / (8,033,578,407 + 1,600,000,000 + 320,000,000)$$

$$= 1,920,000,000 / 9,953,578,407$$

$$= 19.29\%$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the control dilution to be 16.54%

TRITON

b. Price Dilution

$$\begin{aligned} &= \frac{\text{Market price prior to the offering} - \text{market price post offering}}{\text{Market price prior to the offering}} \\ &= \frac{(0.3759 - 0.3725)}{0.3759} \\ &= 0.90\% \end{aligned}$$

While "Market price post offering" = (market price x paid-up shares) + (private placement offering price x number of shares offered to private placement) + (exercise price of TRITN-W4 x number of shares issued for TRITN-W4) / (paid-up shares + number of shares offered to private placement + number of shares issued for TRITN-W4)

$$\begin{aligned} &= ((0.3759 \times 8,033,578,407) + (0.35 \times 1,600,000,000) + (0.40 \times 320,000,000)) / \\ &(8,033,578,407 + 1,600,000,000 + 320,000,000) \\ &= 0.3725 \text{ Baht} \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares which affects share price to be 0.77% by "market price post offering"

$$\begin{aligned} &= (0.3759 \times 9,690,294,088) + (0.35 \times 1,600,000,000) + (0.40 \times 320,000,000) / \\ &(9,690,294,088 + 1,600,000,000 + 320,000,000) \\ &= 0.3730 \text{ Baht} \end{aligned}$$

c. Earnings per Share Dilution or EPS Dilution

Given:

$$\begin{aligned} \text{"Earnings per share prior to the offering"} &= \text{net income for the past 12 months} / \text{paid-up shares} \\ &= 56,233,507 / 8,033,578,407 \\ &= 0.0070 \text{ Baht/share} \end{aligned}$$

$$\begin{aligned} \text{"Earnings per share post offering"} &= \text{net income for the past 12 months} / (\text{paid-up shares} + \text{number} \\ &\text{of shares offered to private placement} + \text{number of shares to reserve the exercise of adjustment} \\ &\text{of TRITN-W4}) \\ &= 56,233,507 / (8,033,578,407 + 1,600,000,000 + 320,000,000) \\ &= 0.0056 \text{ Baht/share (net income from July 2017 to June 2018)} \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the earnings per share to be 16.54%

5. The Opinion of Directors

5.1. Reason and necessity of the issuance and offering Warrants No.4 (TRITN-W4) to private placement

According to the plan and necessity the Company need to increase registered capital to reserve the business expansion which the Company had a discussion with the 2 investors and after both investors notified their attention to invest in the Company with the condition that the Company needs to issue Warrants No.4 (TRITN-W4), the Board of Directors has discussed and had an opinion that in order for the plan of capital increase to reach its objectives, the Company needs to issue and offer Warrants No.4 (TRITN-W4) to the 2 investors. Moreover, this is to maintain good relationship with the 2 investors who have good relationship with the Company. With both investors investing in the Company, the result of such circumstance shall certainly bring about positive outcome both to the Company and its shareholders. However, the amount of money obtained from the issuance and offering Warrants No.4 (TRITN-W4) which the 2 investors exercise TRITN-W4 in full, the Company shall receive 128 million Baht. Such money is to be utilized in project operation which each project requires approximately 1-3 years to complete. The Company needs to set cash flow management plan cautiously and thoroughly for each project to avoid liquidity problems of cash flow during project operation to reduce risks in case that cash flow falls short. Therefore, with the stated reason and necessity, the Company needs to issue and offer Warrants No.4 (TRITN-W4) in this instance.

5.2. Reasonability of capital increase, the utilization plan and investment plan

The Company expects to complete that issuance and offering Warrants No.4 (TRITN-W4) to private placement within 45 days after the Board of Directors' Meeting has approved the matter. The Board of Directors considers that if the Company is could complete the process of issuance and offering Warrants No.4 (TRITN-W4) within the expected period, the Company would effectively achieve the capital increase objective which is accordance with the conditions of the 2 investors. After completing the process of the issuance and offering Warrants No.4 (TRITN-W4), the Company expects that the 2 investors certainly would exercise the adjustment of Warrants No.4 (TRITN-W4) in full within terms of warrants. If so, the Company would receive money approximately 128 million Baht. Such money is to be utilized in project operation which each project requires approximately 1-3 years to complete. The Company needs to set cash flow management plan cautiously and thoroughly for each project to avoid liquidity problems of cash flow during project operation. However, if both investors do not exercise the adjustment of Warrants No.4 (TRITN-W4) in full, the Company would utilize the available revolving capital to operate new projects with its capability at that time.

5.3. Appropriateness of the exercise price of adjustment of Warrants No.4 (TRITN-W4) and the pricing source

The Company sets the exercise price of adjustment of Warrants No.4 (TRITN-W4) for Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited at Baht 0.40 per share which is the price both investors mutually consent to and it is a reasonable price because the price is higher than the exercise price of adjustment of Warrants No.3 (TRITN-W3) which its price was set at Baht 0.25 per share.

5.4. Expected Effects on the Company's Business Operation, Financial Standing, and Operating Results as a Result of the Capital Increase

The Issuance and offering Warrants No.4 (TRITN-W4), which if the 2 investors exercise the Warrant, shall bring about approximately 128 million Baht obtained from the exercise of adjustment of Warrants No.4 (TRITN-W4) which strengthens the Company's financial statement, reduces financial costs in the future, enhances the Company's capacity in business operation and efficiently increases capacity in competition with other contractors. This will bring about sustainable growth in the future.

6. Directors' Affirmation regarding the capital increase

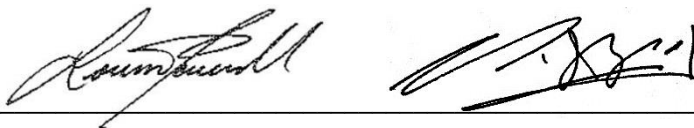
The Board of Directors has carefully considered and verified information of the 2 investors who are entitled to be allotted with Warrants No.4 (TRITN-W4) according to the conditions of investing in the Company, by providing an opinion that the 2 investors has investment capability and possibly bring about beneficial support to the Company.

In case of the Board of Directors does not perform their duty with integrity and protecting the best interest of capital increase by any act or omission that do not in compliance with such duties and cause damage to the company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in section 85 of the Securities and Exchange Act B.E.2535. Moreover, in case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in section 89/18 of the Securities and Exchange Act B.E. 2535.

7. Audit Committee's opinion regarding the capital increase and allotment of Warrants No.4 (TRITN-W4) to private placement

According to the Board of Directors' meeting no. 11/2018 held on September 13, 2018 with all member attending the meeting, the Audit Committee did not have different opinion from the Board of Directors opinion in the Board of Directors meeting no. 11/2018 held on September 13, 2018.

The company certifies that the information in this report is accurate and complete.



(Miss Louise Taechaubol and Mr. Pipat Suvanajata)

Authorized Director

**Information of the Warrants to Purchase the Ordinary Shares of
Triton Holding Public Company Limited No.4 (TRITN-W4)**

1. Details of warrants

Type of securities offered for sale	:	Warrants to purchase ordinary shares of Triton Holding Public Company Limited No.4 (“TRITN-W4” or “Warrants”)
Type of warrants	:	Name of holder and prohibit to transfer. The Company shall not register any transfer of the warrants. Such transfer is non-transferable except transfer of inheritance.
Number of issued and offered	:	Not exceeding 320,000,000 units
Number of newly issued shares	:	Not exceeding 320,000,000 shares with a par value of Baht 0.10 or equivalent to 3.30% % of the total paid-up shares of the Company, 9,690,290, 488shares with a par value of Baht 0.10
Term of warrants	:	3 years from the date of issuance and offering
The warrant allocation method	:	Allocate to 2 investors through private placement as follows: 1. Asia Alpha Equity Fund 3 with the amount of 280,000,000 units 2. The Brooker Group Public Company Limited with the amount of 40,000,000 units
Allocation ratio	:	One warrant per 5 ordinary shares (any fraction will be deducted)
Offering price	:	0 Baht (zero Baht)/unit
Exercise ratio	:	One unit of TRITN-W4 per one ordinary share
Exercise price	:	Baht 0.40 per share. Except for the right adjustment according to the conditions of the right adjustment.
Issued date and offering date	:	After the 2 investors are allotted ordinary shares, reserve and make payment for such ordinary shares, or the date that The Board of Directors/ the Chairman of the Executive Board indicates.
First exercise date	:	March 30, 2019 Moreover, it is expected that the allotment of ordinary shares for capital increase and the payment will be completed by February 2019.
Last exercise date	:	February 28, 2023 (The expiration date of TRITN-W4)
Exercise period	:	The exercise dates will be last working day of March, June, September and December throughout the term of TRITN-W4. One year after the issuance date of TRITN-W4. The exercise notice period is within 5 business days before the exercise date except the last exercise notice period is within 15 days before the last exercise date. If the day falls on a holiday, it will be shifted to the next business day.
Secondary market of warrant	:	Warrants No.4 (TRITN-W4) will not be listed on the Stock Exchange of Thailand (SET).

TRITON

Secondary market of newly issued shares by exercised warrants	:	After the exercise of adjustment of warrants, the Company will issue ordinary shares to reserve the exercise of adjustment to be listed on the Stock Exchange of Thailand (SET).
Adjustment of Warrant Rights		<p>The Company shall adjust the exercise price and the exercise ratio if any of the following events occurs in accordance with the following to ensure that TRITN-W4 Holders' rights and benefits are not negatively impacted:</p> <ol style="list-style-type: none"> 1. In the case of a change in the par value of the Company's share from a combination or split of shares. 2. In the case of the Company's issuance of new shares to its existing shareholders and/or the public and/or specific investors by private placement at the price per share which is considered as low price when compare to the market price at the offering period or before offering period or the calculated price by Terms & Conditions 3. In the case of the Company's issuance of new securities to its existing shareholders and/or public and/or specific investors and such securities confer the right of conversion into ordinary shares or the right to purchase of ordinary shares (such as convertible debentures or warrants representing rights to purchase ordinary shares), whereas the net price of the Company's new ordinary shares is considered as low price when compare to the market price at the offering period or before offering period or the calculated price by Terms & Conditions 4. In the case of the Company's payment of all or any dividends in the form of its ordinary shares. 5. Distribution of cash dividend more than the specific amount which is indicated in Terms & Conditions. 6. Any events not mentioned in (1) to (5) above adversely affecting on the returns that the warrant holders shall receive when exercising TRITN-W4 <p>Anyhow, the Company might arrange the shareholders' meeting to approve the capital increase for the right adjustments as mentioned above and entrust The Board of Directors or any other person(s) designated by The Board of Directors to consider and determine the conditions and details of the right adjustments on the ratio and exercise price.</p>
Condition of non-exercised warrant	:	The Company shall revoke all non-exercised warrants.
Registrar	:	Triton Holding Public Company Limited
Other conditions	:	The Board of Directors and/or Chairman of Executive Board and/or any other person(s) designated by The Board of Directors or Chairman of

	<p>Executive Board is authorized to prepare the Terms and Conditions of TRITN-W4 and to amend criteria, allocation, terms, conditions, issuance date, offering date, reason of new shares issued and other relevant details of the issue of TRITN-W4 as appropriateness in all aspects under the law and notification of the relevant authority. In addition, there will be the signing authority for relevant documents as well as the authority to undertake necessary and appropriate activities related to the issuance of TRITN-W4, including all aspects for the listing of TRITN-W3 and the listing of new ordinary shares resulted from the exercise of TRITN-W3 on the SET as well as obtaining necessary approvals from relevant regulators.</p>
--	--

2. Dilution effect to the shareholders are divided into 2 cases:

2.1 Dilution effect to the shareholders (only for the case of private placement) can be described in 3 effects as below,

- a. Control Dilution
- b. Price Dilution
- c. Earnings per Share Dilution or EPS Dilution

a. Control Dilution

$$\begin{aligned}
 &= \frac{\text{Number of shares offered to private placement}}{(\text{Number of shares offered to private placement} + \text{paid-up shares})} \\
 &= \frac{1,600,000,000}{(1,600,000,000 + 8,033,578,407)} \\
 &= 16.61\%
 \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company’s directors and managements, the Company’s total shares sold is 9,690,294,088 shares affecting the control dilution to be 14.17%

b. Price Dilution

$$\begin{aligned}
 &= \frac{(\text{Market price prior to the offering} - \text{market price post offering})}{\text{Market price prior to the offering}} \\
 &= \frac{(0.3759-0.3716)}{0.3759} \\
 &= 1.14\%
 \end{aligned}$$

While “Market price post offering” = (market price x paid-up shares) + (private placement offering price x number of shares offered to private placement) / (paid-up shares + number of shares offered to private placement)

$$\begin{aligned}
 &= (0.3759 \times 8,033,578,407) + (0.35 \times 1,600,000,000) / (8,033,578,407 + 1,600,000,000) \\
 &= 0.3716 \text{ Baht}
 \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares which affects share price to be equal to 0.94% by "market price post offering"

$$= (0.3748 \times 9,690,294,088) + (0.35 \times 1,600,000,000) / (9,690,294,088 + 1,600,000,000)$$

$$= 0.3713 \text{ Baht}$$

c. Earnings per Share Dilution or EPS Dilution

Given:

$$\text{"Earnings per share prior to the offering"} = \text{net income for the past 12 months} / \text{paid-up shares}$$

$$= 56,233,507 / 8,033,578,407$$

$$= 0.0070 \text{ Baht/share}$$

$$\text{"Earnings per share post offering"} = \text{net income for the past 12 months} / (\text{paid-up shares} + \text{number of shares offered to private placement})$$

$$= 56,233,507 / (8,033,578,407 + 1,600,000,000)$$

$$= 0.0058 \text{ Baht/share (net income from July 2017 to June 2018)}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the earning per share to be 14.17%

2.2 Dilution Effect to shareholders in the case of private placement, ordinary share warrant offered to existing shareholders proportionate to the shareholding (TRITN-W4) can be described in 3 effects as below,

- a. Control Dilution
- b. Price Dilution
- c. Earnings per Share Dilution or EPS Dilution

a. Control Dilution

$$= (\text{number of shares offered to private placement} + \text{number of shares issued for TRITN-WA}) / (\text{paid-up shares} + \text{number of shares offered to private placement} + \text{number of shares issued for TRITN-W4})$$

$$= (1,600,000,000 + 320,000,000) / (8,033,578,407 + 1,600,000,000 + 320,000,000)$$

$$= 1,920,000,000 / 9,953,578,407$$

$$= 19.29\%$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the control dilution to be 16.54%

TRITON

b. Price Dilution

$$\begin{aligned} &= \frac{(\text{Market price prior to the offering} - \text{market price post offering})}{\text{Market price prior to the offering}} \\ &= \frac{(0.3759 - 0.3725)}{0.3759} \\ &= 0.90\% \end{aligned}$$

While "Market price post offering" = (market price x paid-up shares) + (private placement offering price x number of shares offered to private placement) + (exercise price of TRITN-W4 x number of shares issued for TRITN-W4) / (paid-up shares + number of shares offered to private placement + number of shares issued for TRITN-W4)

$$\begin{aligned} &= ((0.3759 \times 8,033,578,407) + (0.35 \times 1,600,000,000) + (0.40 \times 320,000,000)) / \\ &(8,033,578,407 + 1,600,000,000 + 320,000,000) \\ &= 0.3725 \text{ Baht} \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares which affects share price to be 0.77% by "market price post offering"

$$\begin{aligned} &= (0.3759 \times 9,690,294,088) + (0.35 \times 1,600,000,000) + (0.40 \times 320,000,000) / \\ &(9,690,294,088 + 1,600,000,000 + 320,000,000) \\ &= 0.3730 \text{ Baht} \end{aligned}$$

c. Earnings per Share Dilution or EPS Dilution

Given:

$$\begin{aligned} \text{"Earnings per share prior to the offering"} &= \text{net income for the past 12 months} / \text{paid-up shares} \\ &= 56,233,507 / 8,033,578,407 \\ &= 0.0070 \text{ Baht/share} \end{aligned}$$

$$\begin{aligned} \text{"Earnings per share post offering"} &= \text{net income for the past 12 months} / (\text{paid-up shares} + \text{number} \\ &\text{of shares offered to private placement} + \text{number of shares to reserve the exercise of adjustment} \\ &\text{of TRITN-W4}) \\ &= 56,233,507 / (8,033,578,407 + 1,600,000,000 + 320,000,000) \\ &= 0.0056 \text{ Baht/share (net income from July 2017 to June 2018)} \end{aligned}$$

Remark: In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the earnings per share to be 16.54%

(F 53-4)

Capital Increase Report
Triton Holding Public Company Limited

September 13, 2018

I, Triton Holding Public Company Limited, (“Company”) would like to report the resolution of the Board of Directors meeting 11/2018 on September 13, 2018 at 2 p.m. regarding the capital increase and allotment of share increase as follows:

1. Capital Increase

The Board of Directors’ Meeting has passed a resolution to increase registered capital of the Company from 969,029,408.80 Baht to 1,161,029,408.80 Baht by issuing ordinary shares of 1,920,000,000 shares with a par value of 0.10 Baht per share amounting 192,000,000 Baht by means of which the capital increase can be categorized as follows:

Capital	Type of shares	No. of Shares (Shares)	Par Value (Baht per share)	Total
<input checked="" type="checkbox"/> Define the purpose of capital increase	Ordinary shares	1,920,000,000	0.10	192,000,000
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of the Capital Increase

2.1 Define the purpose of capital increase

Allotted to	No. of shares	Ratio (old : new)	Offering price (Baht/share)	Date and Time of Subscription and Payment	Remark
Private Placement to 2 investors* Total 1,600,000,000 shares: 1. Asia Alpha Equity Fund 3 2. The Brooker Group Public Company Limited	Not exceeding 1,400,000,000 200,000,000	-	0.35 Baht/ share based on the weighted average price of the Company's shares	-	Please see Remark 1-2

TRITON

Allotted to	No. of shares	Ratio (old : new)	Offering price (Baht/share)	Date and Time of Subscription and Payment	Remark
<p>To accommodate the exercise of warrants to purchase ordinary shares of the Company No. 4 (TRITN-W4) that will be offered to private placement (2 investors) in total of not exceeding 320,000,000 shares as follows:</p> <ol style="list-style-type: none"> Asia Alpha Equity Fund 3 The Brooker Group Public Company Limited 	<p>Not exceeding 280,000,000 40,000,000</p>	<p>One warrant per 5 ordinary shares</p>	<p>0 Baht per share. One unit of TRITN-W4 can be exercised for one ordinary share. Exercise 0.40 Baht/ share.</p>	<p>Please see details in Attachment 2</p>	

*The 2 investors as aforementioned are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor.12/2554, which is about "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

Remark: The Board of Directors' Meeting has passed the following resolutions

- Approved to propose the Shareholders' Meeting to consider and approve the increase of registered capital of the Company in the amount of Baht 192,000,000, from current registered

TRITON

capital of Baht 969,029,408.80 to Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10

2. Approved to propose to the Shareholders' Meeting to consider and approve the issuance and offering ordinary shares to increase the capital from private placement to 2 investors with an amount of not exceeding 1,600,000,000 shares as per investors with a par value of Baht 0.10, and the offering price of Baht 0.35 per share, totaling Baht 560,000,000. Please see the details of Information Memorandum relating offering and allotment of newly issued ordinary shares to increase capital to Private Placement (Enclosure 1)

The above-mentioned offering price is not less than 90% of market price in accordance with the announcement of the Securities and Exchange Commission ("SEC"). The Company sets a discount of 6.89% of the market price (up to 10% of the market price). In order that, "Market Price" means the weighted average price of the Company's shares on the Stock Exchange of Thailand. ("SET") for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date the Board of Directors passes a resolution to propose the agenda to the shareholders meeting of the Company. To approve the capital increase and allotment of new shares. The price is calculated from 23 August 2018 to 12 September 2018, which is Baht 0.38 per share. The mentioned offering price is the price that both investors mutually consent to. The Company does not want to issue and offer ordinary shares at low price for the sake of interest of the Company and its shareholders.

Due to the offering of new ordinary shares of the Company to the private placement is the offering of newly issued shares of the Company to private placement, the shareholders' meeting resolved to set the offering price according to the announcement of the Capital Market Supervisory Board Tor Jor. 72/2558 Re Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement and the additional amended. In addition, the Company must obtain approval from the shareholders' meeting to offer the newly issued common shares to private placement. With the votes of not less than three quarter of the total number of votes of the shareholders attending the meeting and casting their votes, excluding the shareholders who have interest in the meeting. The company must also be permitted to offer newly issued ordinary shares of the Company to the private placement from the Office of the SEC in accordance with the aforementioned Notification.

The 2 investors as aforementioned are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person

TRITON

under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor.12/2554, Re: Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

In the event of issuance and offering ordinary shares for capital increase, the 2 investors agree to comply with the SET's silent period that is to say, the 2 investors agree to the period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET for the period of 6 months, the 2 investors then can gradually sell its shares at 25% of such shares.

Yet, in the event of the issuance and offering the Warrants No.4 (TRITN-W4), if the warrants conform, in the SET's silent period, the 2 investors agrees to comply with the silent period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET. For the period of 6 months, the 2 investors can gradually sell its shares at 25% of such shares.

However, on the day the company issues new ordinary shares (Offering date) which is anticipated to be around end of February 2019, if the price discount is higher than 10% from the market price which is calculated by using the weighted average price of the share up to 15 business days consecutively before the Offering date, the Company shall make adjustment to warrant's rights to buy the company's shares no. 3 (TRITN-W3) per the rights' entitlement and adjustment to warrant's rights to issue and offer to directors, management and employees (TRITN-WA) per the rights' entitlement.

Issuing and offering the newly issued shares, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors, Executive Board or a person authorized by the Company's authorized director or Executive Board in order to set guidelines, terms & conditions and other details necessary and related to the issuing of new shares and its allocation in line with the relevant laws which shall include but not limited to the Offering date, etc.

Other related details are appeared in Enclosure 2 and 3

2.1.1 Treatment of the Share Fraction

Regarding the calculation of the units Warrants No.4 to be allotted to the 2 investors, if there is any fraction of shares arises from the calculation, the fraction it will be round down.

Regarding to the calculation of the Warrants units, if there is any fraction that is not a full unit of warrant arises from the calculation, the fraction will be round down. However, after the calculation of warrants to be allotted to shareholders, if there is any fraction of warrants left, the Company

shall revoke those fractions. Thus, the warrants outstanding will be equal to warrants allotted to shareholders.

Moreover, if the exercise ratio and exercise price of warrants must be adjusted according to Terms and Conditions and the number of shares which will be received due to exercise of warrant has fraction, the fraction number of shares will be round down.

2.1.2 The amount of unallocated ordinary shares

None

2.2 General Mandate

None

3. Shareholders meeting date to approve the capital increase and share allotment

The date of Extraordinary General Meeting of Shareholders No.1/2018 is on November 6, 2018 at 2.00 p.m. at Ratchada Ballroom (6th Floor), SC Park Hotel, No.474 Soi Ramkhamhaeng 39 (Thepleela 1) Phlapphla, Wangthonglang, Bangkok. The record date to list the shareholders that are entitled to attend the meeting is September 28, 2018.

4. Application for permission regarding capital increase and allotment to the related government agencies and condition of the application (if any)

4.1 The Company receives an approval from the Extraordinary General Meeting of Shareholders No.1/2018 regarding the capital increase. To increase capital, the votes shall not be less than three-fourth of the total number of votes of shareholders present at the meeting.

4.2 The Allotment of ordinary shares to increase capital to private placement and the allocation of Warrants No.4 (TRITN-W4) shall receive the majority votes of the total number of votes of entitled shareholders present at the meeting.

4.3 The Company will apply the registration of capital increase and paid-up capital at the Department of Business Development at the Ministry of Commerce and

4.4 The Company will apply for approval to offer newly issued ordinary shares to private placement and to issue and offer warrants to purchase ordinary shares of the Company at the Securities and Exchange Commission and the Stock Exchange of Thailand.

5. The Company will apply to the Stock Exchange of Thailand to accept these securities to be listed securities

- Ordinary shares offered to private placement
- Ordinary shares occurred from the exercise of adjustment of Warrants No.4 (TRITN-W4) holders

6. Objective of the capital increase and a plan to use the capital increase

6.1 The objective of capital increase is for the purpose of business operation plan and business expansion which results in growth and sustainable stability of business operation. At present, the Company's main revenues are from 2 main business consisting of media and publishing business which represents revenue of 5.72% of the total revenues and is from Splash Media Public Company Limited which The Company holds 99.99% shares of the paid-up capital and; construction business which represents revenue of 94.28% of the total revenues and is from Strega Public Company Limited which the Company holds 88.41% shares of the paid-up capital. According to the mentioned revenue portion referred to the Company's consolidated financial statements as of 30th June 2018, it appears that construction business is going to create growth and strength to the Company well. Consequently, the Company aims to enter into full service construction business by finding more construction projects to operate in order to expand construction business to be in line with business plan. To expand such business, the Company needs to seek for investment funds. The main objectives of capital increase and money utilization plan are as follows:

- To increase capability for the Company to have capital to operate in new projects that will soon be happening and each project is large and with high project value;
- To sustain the financial ratios at an appropriate level. Nowadays, debt ratio to equity ratio is equivalent to 1.44 which generally the debt ratio to equity ratio for construction business is equal to 2.47. However, the Company intends to remain the mentioned ratio for the Company's interest in case that the Company would like to request for loan from financial institution. This is due to the fact that the debt ratio to equity ratio is a part to be taken into consideration for loan from the financial institution; and
- To promote liquidity and reduce financial costs spent in business operation of the Company.

From the aforementioned objectives, as the Company plans to operate large construction projects, the Company needs to prepare to operate in new projects which some projects the Company has already signed Memorandum of Understanding with the project's owners.

In addition, operating each project requires approximately 1-3 years. Consequently, the Company needs sufficient cash flow to be used as revolving fund to operate each project. Beside, in the initial stage of project operation the Company needs guarantee issued by the commercial bank to be used collateral with the project's owner. The guarantee is categorized into 3 types which are performance bond, contract bond, and advance payment letter of guarantee. In order for the financial institute to approve such guarantees, the Company needs to deposit cash as pledge. However, the amount of cash required depending on the financial institute the Company uses which is at the average rate of approximately 30-50% of the collateral value. As a result of the aforementioned plan and necessity, it is obvious that the Company

TRITON

needs cash to be reserved for business transaction with the bank and the Company needs not to request for loans from the bank because the Company does not want to increase burden to the Company itself. Furthermore, the procedure to get approval from the bank is quite delayed and complicated. Also, the Company owns no property or assets that can be used as guarantee because such assets have already been used as collateral with bank for the Northern Fuel Pipeline Transmission project. Such assets cannot be taken as guarantee for new projects until the project is complete; consequently, the Company need an amount of cash to deposit as collateral to bank so that the bank would issue guarantee as aforementioned. The Company's financial liquidity is sufficient for the project that is being operated which has been completed about 65% of total project work. As result, the Company does not possess enough cash that shall be deposited as guarantee to the bank for new, large construction projects. The liquidity ratio of the Company as of now is at 1.27, 1.23, 1.33 and 1.43 appeared in the Company's consolidated financial statement as of 30th June 2018, 31st March 2018, 31st December 2017 and 30th September 2017 respectively. Due to capital increase, the Company is able to maintain its liquidity ratio without the request of loan form the financial institution. According to the Company's consolidated financial statements as of 30th June 2018, it appears that the Company possesses 718.64 million Baht of cash and cash equivalents which is high value. However, the Company is accountable for trade payables and other payables in the amount of 789.05 million Baht which awaits to be paid. Consequently, the amount of cash that the Company holds would be utilized for the stability of current projects. Also, the Company has been operating new projects which are small projects that the Company has been continuously subcontracted by the project's owner and this requires revolving capital. Hence, according to the necessity as mentioned, the best way for capital preparation is capital mobilization by increasing the capital from the private placement whom the Company sees sufficient capability to invest in the Company is the most suitable method in this instance. The Company has preliminary money utilization plan as follows:

Order	Capital utilization objective	Amount (million Baht)	Source of fund
1	To be used as guarantee with bank and revolving fund for projects under preparation before commencing the operation	500	<ul style="list-style-type: none"> ■ From capital increase by means of private placement
2	To be used as revolving capital in business operation which will be reserved for liquidity in case of insufficient cash flow. In case the Company need to make an urgent payment to subcontractor and/or business partner or before the Company is paid by the project's owner. Recently, the Company need to make an	60	<ul style="list-style-type: none"> ■ From capital increase by means of private placement

TRITON

	<p>advance payment to subcontractor and/or business partner first so that the operation could be carried on without any issues. Moreover, this is to be reserved for reducing risks such as risk caused by delay of project operation or risk caused by unsuccessful project tender; therefore, the Company manages to have prudent project management plan. At present, the Company has had experiences in operating large projects.</p>		
--	---	--	--

According to the plan to expand construction business, the Company need to find source of funds to be used in operating in business operation as planned. Consequently, the Company has newly issued ordinary shares to increase capital for the reason stated above and using as revolving funds in the Company which future projects shall bring about increasing revenues. It is expected to result in continually improved profitability which produces as a positive results to the Company and its shareholders.

For the purpose of clarity regarding estimate of money utilization plan of the Company, the details of projects are as follows:

Order	Project name	Project description	Estimated project value	Approximate Commence-ment date	Project duration	Amount to be pledged with bank
1	Oil depot construction project	<ul style="list-style-type: none"> ▪ Oil storage depot ▪ Jetty ▪ Bored pile 	1,914	October 2018	22	144
2	Natural gas depot construction project (Rayong province) Phase 1	<ul style="list-style-type: none"> ▪ Natural gas storage depot ▪ Jetty and gas pipe ▪ Gas pipeline ▪ Truck loading system 	12,000	January 2019	36	540

According to the estimate of money utilization plan which the Company needs to prepare cash to pledge to the bank in order to receive guarantee so that the Company would place the guarantee with the owner of project which both projects the Company already has entered into Memorandum of Understanding with the owners. The Company is now in the process of preparation and discussion of conditions of contract agreement. Right after the Company enters into a contract agreement, the Company needs to bring guarantee and place with the project owner. Therefore, the Company need to take money received from this capital increase and place with the bank to receive guarantee as soon as possible. The period of time of placing money with the bank for the 2 projects is in different period. The first project to operate is Southern Myanmar Development

TRITON

Investments Project (Myanmar). After both parties sign memorandum of understanding, the Company expects to commence the operation around October 2018. A preliminary of the operation, it is a preparation process to conduct project site survey and to plan, recruit subcontractor and draft subcontract agreement. The mentioned process shall take approximately 1-2 months and after that the Company shall enter into a contract agreement and place the money, obtained from capital increase, as collateral with bank so that the bank could issue the Company guarantee. The period mentioned, therefore, is in line with the period of the capital increase that is expected to obtain at the end of year 2018 after the Extraordinary General Meeting of Shareholders. Moreover, a part of money obtained from this capital increase and from exercise of the adjustment of Warrants to Purchase Ordinary Shares of Triton Holding Public Company Limited (TRITN-W4) for the case that the both investors exercise the adjustment of TRITN-W4.

Additionally, the Company has other projects which are under discussion and successive projects from project in order 1 and 2 as appeared in the above table. The Company expects to be awarded with the projects which are under discussion from the project's owner. Therefore, the Company need to prepare capital to be reserved for such projects. The capital that the Company shall prepare comes from capital increase which will be taken back from project order 1 and 2 as the case may be, together with revenues from payment received from project's owner. There are 2 potential projects with details as follows:

Order	Project name	Project description	Estimated project value (million Baht)
1	Oil depot construction project (Rayong province) Phase 2	<ul style="list-style-type: none"> ■ Oil storage tank ■ Bored pile 	8,000
2	Natural gas construction project (People's Republic of China)	<ul style="list-style-type: none"> ■ Natural gas storage tank 	2,800

Remark:

Bank guarantee details are composed of

- Advance payment guarantee approximately 10-20% of the total project value (applying when signing contract and receiving advance payment until the end of project)
- Contract bond approximately 5% of the total project value (applying when signing contract until the end of project)
- Performance bond approximately 5% of the total project value (applying when completing project, depending on conditions of guarantee period)
- The Amount of money that the Company needs to deposit to the bank as guarantee for Southern Myanmar Development Investments Project (Myanmar) and natural gas depot construction project (Rayong province) Phase 1 is approximately 684 million Baht.
- The projects under discussion is approximately worth 10,800 million Baht. The Company need approximately 486 million Baht of cash to pledge as collateral to the bank to issue

TRITON

the Company guarantee. The mentioned cash comes from cash flow obtained from project operation in project order 1 and 2.

Estimate utilization plan of capital increase

The Company has operation plan which is in line with the capital utilization plan after obtaining money from capital increase as follows:

Project	Estimate capital utilization (period)	Estimate amount to pledge with bank (million Baht)	Percentage of guarantee (%)	Guarantee value required to be place with project's owner
1. Southern Myanmar Development Investments Project (Myanmar)	December 2018	144	30	382
2. Natural gas depot construction project (Rayong province) Phase 1	March 2019	540	30	1,800
Total		684		

- Additional explanation regarding capital increase followed in objective in the amount of 500 million Baht

Regarding the project that the Company is going to operate, the Company is only a contractor. With the amount of 500 million Baht obtained from capital increase, the Company will pledge with the bank so that the bank would issue guarantee and will not spend any of the amount on any other project investments due to the fact that money spent on construction operation comes from the advance payment withdrawn from project's owner after the Company pledges guarantee with the project's owner. The Company shall receive advance payment approximately 20% of total project value depending on the contract agreement. Moreover, some part of money come from payment made to the Company for the part of work which has been completed. The Company would spend both capital resources on the operation until the project is complete. Consequently, the Company is sufficiently supplied with revolving capital to operate until the completion of project. The amount of money to be pledged with the bank for Southern Myanmar Development Investments Project (Myanmar) during December 2018 is 144 million Baht and for natural gas depot construction (Rayong province) phase during March 2019 is 540 million Baht; when includes 2 projects the Company needs 684 million Baht in total or representing 30% of the total value of guarantee. To elaborate, the Company will pledge the money obtained from the capital increase in the amount of 500 million Baht with the bank and the remaining of 184 million Baht, which the Company shall receive from advance payment from the Southern Myanmar Development Investments Project (Myanmar) in the amount of 382 million Baht or representing 20% of the total project value, shall be pledged later so that the Company could pledge with the bank in full amount. Despite using the advance payment from the oil depot construction project to pledge with the bank which makes the remaining advance payment the Company shall be

TRITON

paid in the amount of 198 million Baht, the Company shall receive another advance payment from natural gas depot construction project (Rayong province) phase 1 which results in sufficient revolving capital until the completion of the 2 projects.

- Additional explanation regarding capital increase followed in objective in the amount of 60 million Baht
The Company reserves revolving capital in an amount of 60 million Baht for operating projects. Rational of the estimate amount of money is from the projects the Company is currently operating projects, which require purchasing construction materials and equipment or mechanic repair before entering into construction site and reserving for worker employment to do site survey before commencing projects. These expenses the Company has estimated is 30 million Baht per month; therefore, the Company reserves for 2 months. Once the Company receives the first advance payment from the project owner, the Company shall return the money to be used as revolving capital in case of emergency. The emergency includes for example, payment receipt does not go as planned but the Company needs to make an advance payment to subcontractor or partner first which is an urgent case, or a case that the equipment is broken during operation which causes repair expenses. Such circumstance is the nature of construction business.

According to the aforementioned projects, the Company shall recognize revenue from quarter 4 of 2018. In every year from 2019 to 2020, the Company shall recognize revenue approximately 40% of the total project value of each year. However, the aforementioned projects are the projects the Company is now operating as the regular business of the Company. Henceforth, the Company needs to seek for new projects in order to have continual revenues in the future.

The estimate of cash flow and duration of money utilization as abovementioned is only a preliminary estimate depending on value of the future projects. Nevertheless, if the capital increase is insufficient to cover the objective as planned, the Company would seek for another source of capital fund to expand business the Company has planned such as funds from cash flow obtained from business operation, loans from financial institution and/or other sources of funds, and/or request of exclusive conditions of credit term.

Some money obtained from capital increase are taken to be pledged with the bank. After completion of each project, the Company would receive such money back after deducting bank's fees, and the money would be utilized in other projects in the future.

The capital increase and allotment of ordinary shares to 2 private placement in this instance, this shall benefit the Company. Firstly, the method of capital increase obtained from private placement is quite certain that the Company shall receive money on time with certain amount. This method differs from the previous method that is capital increase to existing shareholders or offering ordinary shares to public. Secondly, the Company's financial position would be strengthened which will result capability to continuously expand business without facing liquidity issues. On shareholder side, once the Company has sufficient capital to invest in business expansion and in large construction projects that

results in high returns for the Company, this would result in positive outcomes from business expansion of each project. It is expected that the average gross margin is not less than 8%. Moreover, the business performance of construction business according to the consolidated financial statement as of 30th June 2018, the gross margin is at 7.33%. If this goes along with objectives and plan the Company has set, the Company's profitability shall surge within 2 to 3 years and has the tendency to be able to pay dividend to the Company's shareholders in the future.

As the Company has expanded its operation followed in plan as aforementioned, it causes selling expenses and administrative expenses to increase approximately 10% of the present selling expenses and administrative expenses. Most selling expenses and administrative expenses are fixed such as employee benefit expenses, depreciation expenses, audit expenses and rent expenses, representing 61% of the total selling expenses and administrative expenses according to financial performance as of 30th June 2018. Moreover, considering from the financial statement during a 6-month period ending 30th June 2017 and 2018 respectively, the total amount of selling expenses and administrative expenses does not change much. Despite the fact that the revenues during a 6-month period in 2018 increased by 731%, the selling expenses and administrative expenses did not increase in the same proportion. Moreover, when construction project is begun, most expenses occurred are recognized in construction costs. Consequently, the selling expenses and administrative expenses of the Company does not differ from the previous selling expenses and administrative expenses during a 6-month period ending 30th June 2018 and 2017, which is equal to 53.80 million Baht or representing 3.36% the total revenues and 59.81 million Baht or representing 31.09% of the total revenues respectively. However, during the first 6 months of 2017 the revenues from construction business did not occurred which caused the ratio of expenses to total revenues to increase as aforementioned. Also, in the first 6 months of 2018, the Company's revenues increased resulting in increasing returns. The Company estimates that if the projects the Company is to operate go as planned, the Company would generate the same returns as same as the 6-month of 2018 and the shareholders have a chance to receive dividend payout according to the Company's dividend policy.

In case of risks related to project operation which may occur due to various aspects both internal and external and are beyond Company's control such as economic condition, delay from construction and delay from requesting for licenses from government agencies. The aforementioned risks may cause the Company to unable to complete projects within time and the owner to terminate the contract agreement and impose a fine on the Company together with claim against the Company for damages in case of breach of contract. This also affects the on the revenues expected from the project operation which may not be as anticipated and causes the Company to be unable to pay dividend to the shareholders. However, the Company has concisely set strategy to reduce risks in many aspects by evaluating risks of operating with others at all time because if there is any issue occurred, the Company is able to solve such issue immediately which will mitigate risks for a certain level.

TRITON

In case of risks related to capital increase which in this instance is by private placement method with obvious objective, the Company notices the risks that may occur which is external risk such as capability of investors or permission from related agencies. These risks could results impacts. That is to say, they could cause the capital increase in this instance to fail. However, the Company is certain that the investors have the sufficient capability to invest in the Company. As the abovementioned risk regarding the permission from related agencies, the Company shall comply with all regulations as required by the law in all respects.

In conclusion, according to the plan the Company has estimated that the project needs to generate an average gross profit of at least 8% and the most essential thing to successfully complete the project followed in the objective, the Company needs approximately 560 million Baht from capital increase in order to utilize the capital for the objective of capital increase as abovementioned. Finally, this enables both project completion accomplish as scheduled, that is to say, 22 months and 36 months respectively. Moreover, once the operations go as planned, the Company and its shareholders shall benefit most.

6.2 To reserve the exercise of adjustment of Warrants No.4 (TRITN-W4) offered to 2 investors who will be allotted with Warrants No.4 (TRITN-W4)

7. Expected benefits that the Company will receive after the capital increase and allotted of newly ordinary shares

7.1 To increase the Company's capital in order to operate and expand business and the preparation to operate new construction projects which has already been awarded and will be awarded to the Company, which will result in increasing revenues.

7.2 The 2 investors have extensive business connection. They are not involved in the Company management even though they hold the Company's shares. However, the investors could assist on giving advice and make suggestion about business operation and the Company has the opportunity to know and create various business partnership which benefits the Company's construction business in the future.

8. Expected benefits for the Company's shareholders from capital increase/allotted of newly issued shares

8.1 The Company's dividend policy is to pay dividend not less than 50% of yearly net profit after deducting corporate income tax and legal reserved as appropriate.

8.2 The individuals that reserve to purchase ordinary shares and the shareholders who receive Warrants No.4 (TRITN-W4) allotted have the right to receive dividend in the same manner as the Company's

TRITON

shareholders after the date that their names have been recorded in shareholders register and registered at the Ministry of Commerce.

9. Other information for shareholders to consider the resolution of capital increase and / allotment of newly issued shares

The private placement and the allocation of warrants to 2 private placement investors will have an impact to the shareholders of the Company. Please review the detail in Enclosure 2 and 3

10. Time table to proceed if The Board of Directors approve capital increase and / allotment of newly issued shares

No.	Process	Date
1	Board of Directors Meeting No.11/2018	September 13, 2018
2	Record date to define the shareholders that entitled for the Extraordinary General Meeting of Shareholders No.1/2018	September 28, 2018
3	Extraordinary General Meeting of Shareholders No.1/2018	November 6, 2018
4	Submit the capital increase form to Ministry of Commerce	Within 14 days since the resolution has been approved in the shareholders' meeting
5	Request for approval from the Stock Exchange of Thailand to issue and offer ordinary shares to private placement	By November 12, 2018
6	Offer ordinary shares to increase capital to private placement and offer warrants to private placement	Soon after completing from the aforementioned process 1-5, expecting the selling ordinary shares to occur within February 2019 or the date the Board of Directors/ the Chairman of the Executive Board indicates.
7	Register paid-up capital	After offering ordinary shares and paid by private placement
8	Listed date of private placement shares in SET	Approximately within Q1 in 2019

The company certifies that the information in this report is accurate and complete.



(Miss Louise Taechaubol and Mr. Pipat Suvanajata)

Authorized Directors

Proxy (Form A)

Written at.....

Date..... Month Year

(1) I/WENationalityResiding at No.
 Road..... Sub district..... District
 Province..... Postal Code..... as a shareholder of Triton Holding Public
 Company Limited, 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 tovotes Hereby appoint

(A) Name.....Age.....years residing at.....
 Road..... Tambon/Khwaeng..... Amphoe/Khet.....
 Province.....Postal code.....OR

(B) Name.....Age.....years residing at.....
 Road..... Tambon/Khwaeng..... Amphoe/Khet.....
 Province.....Postal code.....OR

(C) Name.....Age.....years residing at.....
 Road..... Tambon/Khwaeng..... Amphoe/Khet.....
 Province.....Postal code.....

As my/our proxy to attend and vote on my/our behalf at Extraordinary General Meeting of Shareholders No. 1/2018 on 6th November 2018 at 2 p.m. at Ratchada Ballroom (6th Floor), SC Park Hotel, No.474 Soi Ramkhamhaeng 39 (Thepleela 1) Phlaphla, Wangthonglang, Bangkok 10310 or at any adjournment thereof to any other date, time and venue.

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

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

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

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

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

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

Proxy (Form B)

Written at.....

Date..... Month Year

(2) I/WENationalityResiding at No.
 Road..... Sub district..... District
 Province..... Postal Code..... as a shareholder of Triton Holding Public
 Company Limited, the total amount of..... shares and have the right to vote equal
 to.....votes as follows:

Ordinary share.....shares, eligible forvotes

Do hereby appoint either of one of the following persons (the Independent Director can be appointed as a proxy, please see the information in Enclosure 7)

- (A) Name.....Age.....years residing at.....
 Road..... Tambon/Khwaeng..... Amphoe/Khet.....
 Province.....Postal code.....OR
- (B) Name.....Age.....years residing at.....
 Road..... Tambon/Khwaeng..... Amphoe/Khet.....
 Province.....Postal code.....OR
- (C) Name.....Age.....years residing at.....
 Road..... Tambon/Khwaeng..... Amphoe/Khet.....
 Province.....Postal code.....

As my/our proxy to attend and vote on my/our behalf at Extraordinary General Meeting of Shareholders No.1/2018 on 6th September 2018 at 2 p.m. at Ratchada Ballroom (6th Floor), SC Park Hotel, No.474 Soi Ramkhamhaeng 39 (Thepleela 1) Phlapphla, Wangthonglang, Bangkok 10310, or at any adjournment thereof to any other date, time and venue.

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

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

Agenda item 1 To adopt the Minutes of the Annual General Meeting of Shareholders 2018 held on 25thApril 2018

- (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:

- Agree
- Disagree
- Abstain

Agenda item 2 To consider and approve the issuance and offering ordinary shares to increase the capital to private placement consisting of 2 investors with an amount of not exceeding 1,600,000,000 shares with a par value of Baht 0.10, at the offering price of Baht 0.35 per share, totaling Baht 560,000,000

TRITON

- (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:
 - Agree
 - Disagree
 - Abstain

Agenda item 3 To consider and approve the issuance and offering the Warrants to purchase the ordinary shares of the Company No.4 (“Warrant No.4” or “TRITN-W4”), in the amount of not exceeding 320,000,000 units as Warrant PP to the 2 investors

- (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:
 - Agree
 - Disagree
 - Abstain

Agenda item 4 To consider and approve the increase of registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 969,029,408.80 to new registered capital of Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10

- (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:
 - Agree
 - Disagree
 - Abstain

Agenda item 5 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the company.

- (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:
 - Agree
 - Disagree
 - Abstain

Agenda item 6 To consider and approve allocation of newly issued ordinary share for capital increase as follows:

- a. Allocation of not exceeding 1,600,000,000 newly issued ordinary shares to 2 private placement investors; and

TRITON

b. Allocation of not exceeding 320,000,000 newly issued ordinary shares to be reserved for the exercise of conversion to Warrants No.4 (TRITN-W4) which are issued and offered Warrant-PP to 2 investors.

- (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:
 - Agree
 - Disagree
 - Abstain

Agenda item 7 To consider other matters (if any)

- (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:
 - Agree
 - Disagree
 - Abstain

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

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

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

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Remarks:

- (a) 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.
- (b) 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.
- (c) 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.

TRITON

Continued Proxy Form B

Authorization on Behalf of a Shareholder of Triton Holding Public Company Limited For at Extraordinary General Meeting of Shareholders no. 1/2018 on 6th September 2018 at 2 p.m. at Ratchada Ballroom (6th Floor), SC Park Hotel, No.474 Soi Ramkhamhaeng 39 (Thepleela 1) Phlapphla, Wangthonglang, Bangkok 10310, or at any adjournment thereof to any other date, time and venue.

Agenda item..... Re.

- (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:
 - Agree
 - Disagree
 - Abstain

Agenda item..... Re.

- (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:
 - Agree
 - Disagree
 - Abstain

Agenda item..... Re.

- (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:
 - Agree
 - Disagree
 - Abstain

Agenda item..... Re.

- (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:
 - Agree
 - Disagree
 - Abstain

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

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Information of independent directors (the proxies from the shareholders)



Name:	Mr. Adipong Puttarawigrom	Age: 48 Years	Nationality: Thai
Position:	Director and Audit Committee		
Highest Education:	Master of Business Administration Hawaii Pacific University, the United States of America		
IOD Training:	Director Certification Program (DCP) 233/2017		
Working Experience:	2015 - Present	Independent Director and Audit Committee of Triton Holding Company Limited	
Present:	2015 - Present	Advisory, SSPP Capital Company Limited	
	2014 - Present	Advisory, Fresh Air Festival Company Limited	
	2013 - Present	Co-founder, Siam Silver Plus Partners Company Limited	
Past Work experience:	2009 - 2012	Head of Institutional Equities, Asia Plus Securities Public Company Limited	
	2002 - 2008	Head of Strategy, Siam Commercial Bank Securities Company Limited	
No. of Year being a director:	3 years 3 months ago		
No. of shares held:	-None-		
Directorship in other listed companies:	-None-		
Attending the meeting in 2018 Board of Directors	9/11		

TRITON

Information of independent directors (the proxies from the shareholders)



Name:	Mr. Natdanai Indrasukhsri	Age: 63 Years	Nationality: Thai
Position:	Director and Chairman of the Audit Committee		
Highest Education:	Master in Business, Southern New Hampshire University, the United States of America		
IOD Training:	Director Certification Program (DCP) 92/2007 Advanced Audit Committee Program (AACP) 16/2014		
Working Experience:	2017 - Present	Independent Director and chairman of the Audit Committee of Triton Holding Company Limited	
Present:	2003 - Present	Director and Executive Director, Siam City Insurance Public Company Limited	
Past Work experience:	2014 - 2018	Independent Director, Audit Committee, Nomination Committee, and Compensation Committee, The Post Publishing Public Company Limited	
	2003 - 2014	Chief Executive Officer and President, Siam City Insurance Public Company Limited	
	2003 - 2014	Director, Road Accident Victims Protection Company Limited	
	2010 - 2011	Director, Executive Director, and Chairman of Relationship Management, Thai Credit Guarantee Corporation (TCG)	
	2001 - 2011	Vice President, Thai General Insurance Association	
	2006 - 2010	Director and Executive Director, T.I.I. Company Limited (Thailand Insurance Institute)	
No. of Year being a director:	1 year 10 months ago		
No. of shares held:	-None-		
Directorship in other listed companies:	-None-		
Attending the meeting in 2017	Board of Directors	10/11	

Documents or evidence required to verify eligibility of shareholders or representatives

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

1. Natural Person

1.1 Shareholder of Thai nationality

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

1.2 Shareholder of foreign nationality

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

2. Juristic Person

2.1 Juristic person incorporated in Thailand

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

2.2 Juristic person incorporated outside Thailand

- (A) Corporate certification letter and Certificate of incorporation which must contain details including name of the juristic person, authorized signatory and terms and conditions of the signature and the head office address, together with the original or duplicate copy of the 85 passport (In case of foreign authorized juristic person) of authorized signatory of the juristic person.

TRITON

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

Note:

- (1) Duplicate copy of the citizen identification card or passport must be certified correct copy by the card or passport holder.
- (2) Duplicate copy of documents in Clause 2.1 (A) must be certified correct copy by authorized director of that juristic person.
- (3) Duplicate copy of documents in Clause 2.2 (A) created abroad or copies of such documents must be certified by Notary Public or by the Thai ambassador or Thai consulate in the country the document was prepared and must not be more than 1 year old on the meeting date. If the document is in language other than English, its Thai or English translation, certified correct translation by authorized person of the juristic person, must also be included.
- (4) Shareholder or proxy can register and submit the document or evidence for verification at the meeting venue from 9.00 a.m. until 10.00 a.m. on 6th November 2018.
- (5) In case of any conflicts arising with regard to the accuracy of the Proxy Form, the final decision shall be completely depended on the discretion of Chairman of the Board or authorized person assigned by Chairman.

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

Article 32 The Company will hold the meeting of shareholders at a location around which its head office is situated or in an adjacent province or at any location as deemed appropriate by the Board.

Article 33 There should be at least one meeting of shareholders per year, such meeting will be referred to as “General Meeting”. Such General Meeting shall be arranged within four (4) months from the last day of the fiscal year of the Company.

The Board of Directors may summon an extraordinary meeting of shareholders whenever the board thinks appropriate. Shareholders holding shares altogether at not less than one-fifth of the total number of shares sold or not less than 85 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 85 shareholders or proxies (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.

At any meeting of shareholders, if after one hour from the scheduled meeting time, the number of shareholders present is still not enough to form a quorum as required, if such meeting was requested by shareholders, such meeting shall be revoked. If such meeting was not called for by shareholders, the meeting shall be rescheduled and in this case, notice of the meeting shall

be delivered to shareholders not less than 7 days before the meeting and no quorum is required in such meeting.

Article 36

At a meeting of shareholders, a shareholder may appoint any person to attend the meeting and vote on his/her behalf. The authorization must be in written document dated and signed by the grantor and must be done according to the form prescribed by the Registrar and must contain at least the followings:

- (1) Number of shares the grantor holds
- (2) Name of the proxy
- (3) The meeting number for which the proxy is authorized to attend and vote. The proxy form must be submitted to Chairman of the Board or other person designated by the Board at the meeting place before the proxy attending the meeting.

Article 37

If the Meeting is not able to consider all the agendas specified in the notice of the meeting or is not able to consider all matters proposed by shareholders holding at least one-third of total shares sold and thus, meeting adjournment is necessary then, the meeting shall set up the place, date and time for the next meeting. The Board has to send the meeting invitation letter indicating 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

Article 38 Chairman of Board of Directors shall act as the chair of the meeting of shareholders. If Chairman of the Board is not present at the meeting or is unable to perform his/her function, then, Vice Chairman of the Board (if available) shall act as the meeting chairman, if Vice Chairman is not present or is present but not able to perform the function, then the attending shareholders shall elect one of the shareholders to act as the meeting chair.

Article 39

In the meeting of shareholders, every shareholder shall have one vote per share.

In an event where a shareholder has special conflict of interest in any matter, such shareholder may not cast the vote on that particular matter except for voting for election of directors.

The resolution or approval of any matter at the meeting of shareholders shall be supported by the majority vote of shareholders who attend the meeting and have the right to vote except for the following cases which require the support of at least three-fourths of the total votes of shareholders who are present at the meeting and entitled to vote:

- (A) The sale or transfer of the business of the Company, whether in whole of any substantial part to any person

TRITON

- (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

Map of the Extraordinary General Meeting of Shareholders No.1/ 2018 Venue

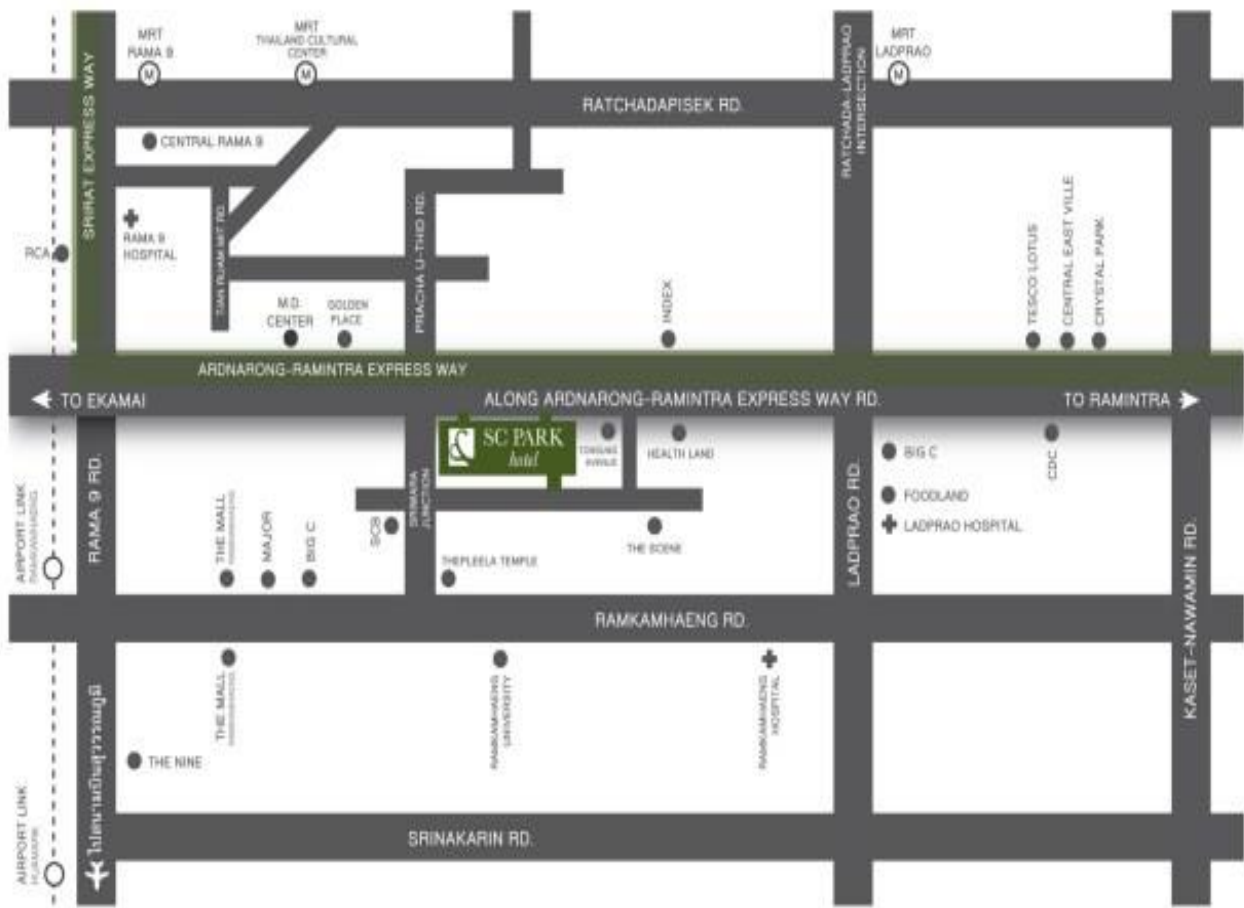
Triton Holding Public Company Limited

Ratchada Ballroom (6th Floor), SC Park Hotel, No.474 Soi Ramkhamhaeng 39 (Thepleela 1)

Phlapphla, Wangthonglang, Bangkok 10310

Tel: 02-530-0560-79 Fax: 02-539-6104

Website: <http://www.scparkhotel.com>



SC PARK HOTEL (โรงแรม สคปาร์ก)

474 RAMKHAMHAENG 39 RD., (SOI DHEPLEELA TEMPLE 1) WANGTHONGLANG BANGKOK 10310 T. 02-530-0560(79) F. 02-539-2796 | WWW.SCPARKHOTEL.COM

