

TRITON

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:

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| 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:

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| 1. Mr. Vichai Baiprasert | Director |
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The Company’s Auditor present at the meeting:

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| 1. Mr. Wonlop Vilaivaravit | Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. |
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The Company’s Legal Advisors present at the meeting:

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| 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 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.

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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 (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.

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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:

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)

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

Income derived from media business

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

Other income and expense

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

Profit (loss) for the year from discontinued operations

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

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

Item	Q1/2017 Baht Million	Q2/2017 Baht Million	Q3/2017 Baht Million	Q4/2017 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 Baht Million	2016 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.

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

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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.

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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 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.

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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
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

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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 Ittisarnnornchai, (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.

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 Ittisarnnornchai, (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 Ittisarnnornchai 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

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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
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:

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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:

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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, 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 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.

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.

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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.

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

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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:

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

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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 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.

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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:

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.

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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 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)

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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.

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.

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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

"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

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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:

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

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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:

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

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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.


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.

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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