



# TRITON

Triton Holding Public Company Limited  
Annual Report 2018

## Vision

“Invest for generations to come” The guiding vision of Triton Group is to invest for generations to come. By generations we mean for the people we love and care most about in our lives. At Triton, we care about the long-term prosperity of all our stakeholders.

## Mission

---

“Performance Sustainability Reliability” We aim for reliable, sustainable performance. These three pillars are the hallmark of our company. They remain the foundation upon which we continue to expand.



# Content

002	Message from Chairman of the Board of Directors and Chairman of the Executive Board
004	Message from Chief Executive Officer
006	Board of Directors
022	The Year 2018
024	2018 Financial Highlights
025	2018 Financial Status at a Glance

---

## Business Operations

027	Triton Investment Structure
028	Summary of Operating Results
029	Nature of Business
033	Risk factors
035	Triton's Organization Chart
036	Shareholding Structure
037	Management Structure

---

## Corporate Governance

048	Corporate Governance policy
053	Sub-Committees
059	Change in Securities Holding of Directors and Executives
060	Corporate Social Responsibilities
061	Risk Management and Internal Control System

## Financial

065	Related Party Transactions
066	Management Discussion and Analysis
074	The Board of Directors' Responsibility for Financial Report
075	Audit Committee's Report
076	Report of the Independent Certified Public Accountants
081	Financial Statements & Notes to the Financial Statements

---

## General Information

159	General information of the Company
160	Company's Subsidiaries and Associates
162	Reference Persons
163	Details of Subsidiaries' Directors and Executives
165	Subsidiaries' Organization Charts



# Message from Chairman of the Board of Directors and Chairman of the Executive Board



To our valued shareholders,

Fiscal 2018 was a record year for Triton. Our financial performance set new highs and we are pleased to announce that Triton has strategically transformed into an investment company focusing on construction, energy and construction related industries. This transformation was achieved through the divestment of our subsidiary Splash Media, and the setup of three new subsidiaries: Triton Power, Triton Green Energy and Triton Resources. We would like to share some highlights of 2018.

## Record High Earnings

Strega Public Company Limited is currently the main operating subsidiary of Triton. Since 2017 Strega has emerged to be Triton's core earnings, from its transformation of a Horizontal Directional Drilling Company into an Engineering Procurement Construction (EPC) company and attaining huge mega projects to secure its income stream. Due to its positioning in 2017, 2018 was a year of growth for Strega which saw a 165% increase in revenues from 854 million in 2017 to 2,273 million in 2018. Currently, Strega is successfully finishing Phase 1 of the Northern Fuel Pipeline Transportation (NFPT) project and beginning Phase 2 in quarter 2 of 2019. We are also proud to announce that two binding MOUs for EPC work has been signed between Strega Public Company Limited with its partner; one is the 9 billion Baht LNG Storage Tank and Jetty Project in Rayong, Thailand and the other is a 2 billion Baht oil storage depot project located in Myanmar. Furthermore, both projects are due to start within 2019 thus, Strega will be simultaneously managing 3 mega projects by 2019 and a secure income stream will be generated from the services provided.

Overall, our efforts produced a year of record high financial results, with an increase in revenue for Triton Holding of 180% from 867 million in 2017 to 2,425 million in 2018 and a turnaround net income of 148.66 million in 2018 from a loss of 38.81 million in 2017. Earnings per share rose Baht 0.0048 per share in 2017 to Baht 0.0185 per share in 2018 (an increase of 485%).

On another positive note, at the Annual General Meeting of shareholders in 2017, Triton passed a vote to eliminate its accumulated deficit and as such for the fiscal year 2018 will be the first time for an issuance of dividend payment to Triton Shareholders.

## Strategic Partnership

Triton held an Extraordinary General Meeting of Shareholders in November 2018 for an issuance of private placement of 16.61% of total paid up capital to two strategic partners namely, ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited. This is equivalent to 560 million Baht worth of capital injection in Triton and will be used for the expansion of EPC projects for Strega. Nevertheless, the new long term strategic partnerships that have been made will aid in future financing and operating capabilities for Triton.

Furthermore, a few alliances have been signed for co-operation in the near future with companies such as China Railway Construction Corporation Limited, Norinco International Cooperation Limited, and RKE International Holdings Limited. These partnerships are cemented to accelerate and sustain broad based economic, financial and operational growth for Triton.

## Looking ahead – our path to growth in 2019

Triton has positioned itself as a construction investment company with four main subsidiaries to generate growth in 2019. Strega continues to be the construction EPC, with the set up of three subsidiaries namely, Triton Resources which aims at construction material trading and investments, Triton Power which aims at creating sustainable income generation through renewable energy investments, and lastly Triton Green Energy which is a joint venture between Triton and Mercury Global International Company Limited, a subsidiary of Hangzhou Jinjiang Group; one of the largest waste to energy conglomerates in China for expansion into south east Asian nations.

Our aim is to build a portfolio of investment assets, using our solid financial capital structure, to generate income that is sustainable and leveraged for accelerated growth. We are aiming for growth in both margin improvement and revenue growth in Strega, as well as sizable stand-alone acquisitions or acquisitions that deem fit with businesses we already own. In our search for stand-alone investments, we seek businesses that have durable and sustainable competitive strength, good management, income generating and opportunities for internal growth at attractive returns. Acquisitions or diversification into up or down stream investments are also closely monitored. We aim to finalize two to three acquisitions within 2019. By 2020, all subsidiaries will be generating sound income to smooth out the norms of fluctuations of earnings from the construction industry.

## Building our people

Our vision of "performance, sustainability, and reliability" empowers our people to collectively rely on our skills and strengths. We aim to build a world-class team through empowering existing employees from within as well as the recruitment, selection and appointment of new team members. Safety of our employees and stakeholders is our utmost importance.

## Community Service

At Triton, we believe in empowering all communities we encounter. We are aware of the social economic impact of construction projects, whether small or large, have on societies, thus high importance is given on community relations.

We believe in doing business ethically, honestly, and in full compliance with all laws and regulations. Our commitment is to all our stakeholders and that we uphold their trust. We are guided by a value system that emphasizes integrity and trust at all levels of the organization. We have implemented policies and practices to ensure that our Company is manager in the best interest of our shareholders.

The results of 2018 is only a small reflection of what we are capable of and have made us more confident and more ambitious about our future.

We continued to fulfil our promises and commitments to our various stakeholders while delivery solid results, both financial and non-financial. We would like to thank our staff for their hard work and dedication. We would also like to express our gratitude to the members and advisors of the Board of Directors.

Sincerely yours,

General



Lertrat Ratanavanich

Chairman of the Board of Directors



Miss Louise Taechaubol

Chairman of the Executive Board





## Message from Chief Executive Officer



### Dear Valued Shareholders,

The economic conditions in 2018 were not favorable in many sectors but Triton Holding Public Company Limited achieved a new high in revenue of Baht 2,425 million, a substantial growth of 150% over revenue of Baht 969 million in 2017. Our company exited the media business at the right time and divested an investment in Splash Media Public Company Limited. In the year 2018, our Company generated a new high net profit after tax of Baht 148.8 million, representing a significant turnaround of operating results from a loss of Baht 38.8 million in 2017.

Triton Holding transformed its business structure into becoming an EPCF company (Engineering, Procurement, Construction and Financing). In the year 2017, Triton was awarded the main contract of a large project, Northern Fuel Pipeline Transportation (NFPT) and continued into 2019. In addition, our Company developed a diversified growth strategy to enter into a construction material business, a power generation sector and a green energy sector in order to generate a substantial long-term revenue base to supplement current project-based income. Triton has also developed a global partnering strategy to engage with leading global companies to bring in project and operating experiences and state-of-the-art technology in the selected business sectors.

Our Company is seriously determined to build a strong core business to continuously produce revenue and profit growth to enhance a higher return to our shareholders. Triton has conformed to a high standard of governance principles and full transparency. Our management team and staff are fully committed to build and develop our company to achieve sustainable growth and prosperity.

In the year 2019, Triton has a business plan to grow the existing specialized construction into an infrastructure construction and service provider business. The infrastructure sector is growing rapidly into a large and attractive sector supported by the government and public private partnership policy.

All staff members and our management team would like to gratefully thank our shareholders for your kind and continuing support throughout the year 2018. We are fully committed to give our best efforts to build and grow our company to a high level of sustainable wealth with a focus on maximizing value and interest of shareholders.

**Mr. Chirdsak Kukiattinun**

Chief Executive Officer





# Board of Directors



## General Lertrat Ratanavanich

Position	Chairman of the Board of Directors and Independent Director
Appointment date	25 December 2016
Age	72

Nationality Thai

% of shareholders None

### Educational Background

- Honorary Doctor of Arts (Development Administration), Maejo University
- Honorary Doctor of Philosophy, (Sustainable Energy and Environmental Technology Management), Rajamangala University of Rattanakosin
- Honorary Doctor of Arts (General) in Public Administration, Eastern Asia University
- Master of Science in Safety & Systems Management (MSSM), University of Southern California, USA
- Master of Science in Civil Engineering (SMCE), Massachusetts Institute of Technology
- Bachelor of Science in Civil Engineering (BSCE), the Citadel, USA

### Training from Thai Institute of Directors (IOD)

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

### Current Position in the Listed Companies

2016 - Present	Chairman of the Board of Directors and Independent Director, Triton Holding Public Company Limited
2013 - Present	Director, MFC Asset Management Public Company Limited

### Working Experiences

2017 - Present	Vice Chairman, National Reform Committee for Energy
2006 - Present	Honorary Vice President of Athletic Association, Thailand Patron: His Majesty the King
2015 - 2017	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives
2012 - 2017	Chairman of the Executive Director, Thailand Professional Qualification Institute (Public Organization)
2013 - 2016	Chairman of the Board of Directors, G J Steel Public Company Limited
2013 - 2016	Chairman of the Board of Directors, G Steel Public Company Limited
2013 - 2015	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives
2013 - 2015	Advisory commissioners and announcer, The Constitution Drafting Committee, The Secretariat of The House of Representatives
2013 - 2015	Chairman of the Board of Directors, Wind Energy Holding Public Company Limited
2011 - 2013	Director, PTT Exploration and Production Public Company Limited
2008 - 2011	Member of the Senate

Family relationship between Director and Executive Director None



## Pol.Gen. Werapong Chuenpagdee

Position	Vice Chairman of the Board of Directors and Independent Director
Appointment date	25 April 2018
Age	60

Nationality Thai

% of shareholders None

### Educational Background

- Master of Public Administration Chulalongkorn University
- Master of Public Administration, National Institute of Development Administration (NIDA)
- Bachelor of Public Administration from the Royal Police Cadet Academy

### Training from Thai Institute of Directors (IOD)

- Cert. Director Accreditation Program (DAP), Class 86/2010
- Cert. Director Certification Program (DCP), Class 146/2011
- Cert. Audit Committee Program (ACP), Class 34/2011
- Cert. Financial Statements for Directors (FSD), Class 12/2011
- Cert. Role of the Compensation Committee (RCC), Class 13/2011
- Cert. Corporate Governance for Capital Market Intermediaries (CGI), Class 10/2015

### Current Position in the Listed Companies

2018 - Present	Vice Chairman of the Board of Directors and Independent Director, Triton Holding Public Company Limited
2014 - Present	Independent Director, Audit Committee, and Chairman of the Good Corporate Governance Committee, Country Group Holdings Public Company Limited
2009 - Present	Independence Director, Audit Committee, and Nomination and Compensation Committee, Country Group Development Public Company Limited

### Working Experiences

2018 - Present	Special Advisor the Royal Thai Police, Government
2018 - Present	Advisor, The National Municipal League of Thailand
2017 - Present	Chairman of the Board of Directors, Arinsiri Company Limited

2015 - Present	Directors, Richland Property Development Company Limited
2014 - Present	Independent Director and Audit Committee Industrial and Commercial, Bank of China (Thai) Public Company Limited.
2012 - Present	Directors FooSin Mining Industry (Thailand) Company Limited
2011 - Present	Directors, Audit Committee and Nomination and Remuneration Committee, Thai Hua Rubber Public Company Limited
2011 - Present	Advisor, Thai Industry Association 41
2010 - Present	Director, Independent Director and Chairman of the Audit Committee Sing Sian Yer Pao Company Limited., Newspaper
2002 - Present	Director and Secretary Assistant, Boonyajinda Foundation for the Police and Family
2017 - 2018	Chairman of the Board of Directors, Strega Public Company Limited
2016 - 2018	Assistant Commissioner, Commissioner of National The Royal Thai Police Government
2015 - 2016	Commissioner, Commissioner of provincial police region 9 The Royal Thai Police, Government
2014 - 2015	Commissioner, Commissioner of provincial police region 7 The Royal Thai Police, Government
2013 - 2014	Deputy Commissioner, Commissioner of provincial police region 4 The Royal Thai Police, Government
2012 - 2013	Deputy Commissioner, office of the Police Commission The Royal Thai Police, Government
2011 - 2012	Deputy Commissioner, Commissioner of provincial police region 8 The Royal Thai Police, Government

Family relationship between Director and Executive Director None



## Miss Louise Taechaubol

Position	Director, Chairman of the Executive Board and Chief Executive Officer*
Appointment date	25 December 2016
Age	37

Nationality Thai

% of shareholders 20.76%

### Educational Background

- Master of Business Administration and Finance, honors, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Commerce, honors Financial and Information System, University of New South Wales, Australia

### Training from Thai Institute of Directors (IOD)

- Cert. in Director Certification Program (DCP) 53/2005

### Current Position in the Listed Companies

2016 – Present Director, Chairman of the Executive Board and Chief Executive Officer, Triton Holding Public Company Limited

### Working Experiences

2018 – Present Director, Triton Green Energy Company Limited

2018 – Present Director, Triton Resources Company Limited

2018 – Present Director, Triton Power Company Limited

2018 – Present Chairman of the Board of Directors, Strega Public Company Limited

2017 – Present Director and Chairman of the Executive Board, Strega Public Company Limited

2016 – 2018 Director and Executive Director, Splash Media Public Company Limited

2005 – 2009 Director and Chief Investment Office, Country Group Securities Public Company Limited

Family relationship between Director and Executive Director None

**Remark:** \*Miss Louise Taechaubol resigned from Chief Executive Officer of Triton Holding Public Company Limited on 1 August 2018.



## Mr. Natdanai Indrasukhsri

Position	Independent Director and Chairman of the Audit Committee
Appointment date	12 January 2017
Age	64

Nationality Thai

% of shareholders None

### Educational Background

- Master in Business,  
Southern New Hampshire University, USA
- Bachelor in Economic, Franklin Pierce College, USA

### Training from Thai Institute of Directors (IOD)

- Cert. in Directors Certification Program (DCP) 92/2007
- Cert. in Advanced Audit Committee Program (AAP) 16/2014

### Current Position in the Listed Companies

2017 - Present Independent Director and Chairman of the  
Audit Committee,  
Triton Holding Public Company Limited

### Working Experiences

2003 - Present	Independent Director, Audit Committee, Nomination Committee, and Compensation Committee, The Post Publishing Public Company Limited
2014 - 2018	Director and Executive Director, Siam City Insurance 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)

Family relationship between Director and Executive Director None



## Mr. Adipong Puttarawigrom

Position	Independent Director and Audit Committee
Appointment date	22 January 2015
Age	49

Nationality Thai

% of shareholders None

### Educational Background

- Masters of Business Administration, Hawaii Pacific University, USA
- Bachelor in Faculty of Economic, Thammasat University

### Training from Thai Institute of Directors (IOD)

- Cert. in Director Certification Program (DCP) 233/2017

### Current Position in the Listed Companies

2015 – Present Independent Director and Audit Committee,  
Triton Holding Public Company Limited

### Working Experiences

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

2009 – 2012 Head of Institutional Equities,  
Asia Plus Securities Public Company Limited

2002 – 2008 Head of Strategy,  
Siam Commercial Bank Securities Company Limited

Family relationship between Director and Executive Director None



## Mr. Chanachai Joonjiraporn\*

Position	Independent Director and Audit Committee
Appointment date	25 April 2018
Age	53

Nationality Thai

% of shareholders None

### Educational Background

- Master of Business Administration Ramkhamhaeng University
- Master of Political Science Ramkhamhaeng University
- Bachelor of Business Administration (Finance) Dhurakij Pundit University

### Training from Thai Institute of Directors (IOD)

- Cert. Family Business Governance (FBG) No. 10/2017
- Cert. Board that Make a Difference (BMD) No. 04/2017
- Cert. Boardroom Success Through Financing and Investment (BFI) No. 01/2017
- Cert. Corporate Governance for Capital Market Intermediaries (CGI) No. 08/2015
- Cert. Director Certification Program Update (DCPU) No. 04/2015
- Cert. Director Certification Program (DCP) No. 136/2010
- Cert. Director Accreditation Program (DAP) No. 80/2009

### Current Position in the Listed Companies

2018 - Present	Independent Director and Audit Committee, Triton Holding Public Company Limited
2012 - Present	Director and Chief Executive Officer, AEC Securities Public Company Limited.

### Working Experiences

2017 - 2018	Director and Audit Committee, Strega Public Company Limited
2012 - 2016	Director and Chief Executive Officer Country Group Securities PCL.
2015 - 2016	Director and Executive Director Asia Capital Group Public Company Limited
2011 - 2012	Executive Director Finansia Syrus Securities PCL.
2009 - 2011	Director and Chief Executive Officer Globlex Securities Co., Ltd.
2001 - 2009	Executive Vice President, Seamico Securities PCL.

Family relationship between Director and Executive Director None

**Remark:** \*Mr. Chanachai Joonjiraporn resigned from Director of Triton Holding Public Company Limited on 15 January 2019.



## Pol.Col. Kidanun Komkhum

Position	Independent Director and Audit Committee
Appointment date	25 April 2018
Age	52

Nationality Thai

% of shareholders None

### Educational Background

- Master Degree of Business Administration, Bangkok University
- Bachelor Degree of Accounting, Chulalongkorn University

### Training from Thai Institute of Directors (IOD)

- Cert. Director Accreditation Program No.89
- Cert. Audit Committee Program No.35

### Current Position in the Listed Companies

2018 - Present Independent Director and Audit Committee,  
Triton Holding Public Company Limited

### Working Experiences

2016 - Present Treasurer of The Parent  
Teacher of Patumwan Demonstration School  
Association

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

2017 - 2018 Independence Director and Audit Committee,  
Strega Public Company Limited

2010 - 2013 Director and Audit Committee,  
Metrostar Property Public Company Limited

Family relationship between Director and Executive Director None



## Mr. Pipat Suvanajata<sup>\*</sup>

Position	Director and Executive Director
Appointment date	25 April 2018
Age	60

Nationality Thai

% of shareholders None

### Educational Background

- Master Degree in Business Administration, South Eastern University, U.S.A.
- Master Degree in Public Administration, South Eastern University, U.S.A.
- Bachelor Degree in Engineering (Mechanical), King Mongkut's Institute of Technology North Bangkok (KMITNB)

### Training from Thai Institute of Directors (IOD)

None

### Current Position in the Listed Companies

2018 - Present Director and Executive Director,  
Triton Holding Public Company Limited

### Working Experiences

2018 - 2018	Director, Splash Media Public Company Limited
2017 - 2018	Director, Executive Director and Chief Executive Officer, Strega Public Company Limited
2014 - 2016	Vice President Attach to Chief Operation Officer, Downstream Petroleum Business Group, PTT Public Company Limited
2003 - 2013	Managing Director, PTT International Trading Public Company Limited
2003 - 2013	Director, PTT Green Energy Pte Public Company Limited
2003 - 2013	Director, PTT International Chemical Pte Public Company Limited
1995 - 2003	Chief Representative of PTT Singapore
1992 - 1995	Petroleum Procurement Department, Petroleum Market Analysis Division, Petroleum Authority of Thailand
1990 - 1992	Safety Engineer Operation in Gas Separation Plant 1, Petroleum Authority of Thailand
1988 - 1990	Engineering Consultant SEATEC - Petroleum Authority of Thailand

Family relationship between Director and Executive Director None

**Remark:** \*Mr. Pipat Suvanajata resigned from Director and Executive Director of Triton Holding Public Company Limited on 15 January 2019 and from Chief Executive Officer on 28 December 2018.



## Mrs. Narumol Chattawan

Position	Director*, Executive Director and Chief Financial Officer
Appointment date	15 March 2018
Age	52

Nationality Thai

% of shareholders None

### Educational Background

- Bachelor Degree in Accounting, Accounting emphasis, Thammasat University

### Training from Thai Institute of Directors (IOD)

None

### Current Position in the Listed Companies

2018 – Present Director, Executive Director and Chief Financial Officer, Triton Holding Public Company Limited

### Working Experiences

2018 – Present	Director, Splash Media Public Company Limited
2017 – Present	Director, Executive Director and Chief Financial Officer, Strega Public Company Limited
2015 – 2017	Executive Vice President Accounting and Acting Senior Executive Vice President Financial & Accounting, The International Engineering Plc. (IEC) Energy & Utilities sector in SET
2015 – 2016	Executive Director, The International Engineering Plc. (IEC) Information & Communication Technology sector in SET
2014 – 2015	Senior Vice President Accounting & Financial Division, The International Engineering Plc. (IEC)
2012 – 2013	Vice President Accounting & Budgeting Division, The International Engineering Plc. (IEC)
2011 – 2012	Senior Accounting Division Manager, Thonburi Phanich Co., Ltd. Automotive Business (Mercedes-Benz authorize dealer)
2007 – 2011	Vice President Accounting and Budgeting Division, The International Engineering Plc. (IEC)

Family relationship between Director and Executive Director None

**Remark:** \*Mrs. Narumol Chattawan resigned from Director of Triton Holding Public Company Limited on 15 January 2019.



## Mr. Chirdsak Kukiattinun

Position	Director, Executive Director and Chief Executive Officer
Appointment date	26 October 2018
Age	65

Nationality Thai

% of shareholding None

### Educational Background

- Highest Education Master of Science in System Analysis, Aston University, United Kingdom

### Training from Thai Institute of Directors (IOD)

- Director Certification Program (DCP) 172/2013

### Current Position in the Listed Companies

2018 - present	Executive Director and Chief Executive Officer, Triton Holding Public Company Limited
2018 - present	Director, Triton Holding Public Company Limited
2019 - present	Executive Chairman, Managing Director and Director, NPPG (Thailand) Public Company Limited
2011 - present	Chairman of the Audit Committee, WE Retail Public Company Limited
2011 - present	Risk Management Director, Property Perfect Public Company Limited

### Working Experiences

2018 - present	Director, Triton Green Energy Company Limited
2018 - present	Director, Triton Resources Company Limited
2018 - present	Director, Triton Power Company Limited
2006 - present	Director, Rechproperty Company Limited
2006 - present	Director, Rechproperty Chonburi Company Limited
2006 - present	Director, Rechproperty Thai Market Company Limited
2016 - 2018	Executive Director and Chief Operating Officer, Thaifoods Group Public Company Limited
2016 - 2016	Chairman of the Audit Committee and Independent Director, Thai Capital Corporation Public Company Limited

Family relationship between Director and Executive None



## Dr. Boonlue Prasertsopar

Position	Independent Director
Appointment date	26 April 2017
Age	51

**Nationality** Thai

**% of shareholders** None

### Educational Background

- Ph.D. (Public Administration), Thaksin University
- Master of Science, Appropriate Technology for Resource and Environment
- Bachelor of Law, Sripatum University

### Training from Thai Institute of Directors (IOD)

None

### Current Position in the Listed Companies

2017 - Present	Independent Director, Triton Holding Public Company Limited
2013 - Present	Independent Director, Member of the Audit Committee and Member of the Nomination & Remuneration Committee, MFC Asset Management Public Company Limited

### Working Experiences

2015 - Present	Association President, Faculty of Environment and Resource Studied, Mahidol University
2015 - Present	Director, BV. Modern Company Limited

2010 - Present	Chairman, Ratchaburi Football Club
2009 - 2013	President, Taksin University Association
2007 - 2013	President, Sports Associations of Ratchaburi Province
2007 - 2008	Member of the House of Representative, Ratchaburi Province, Zone 1
2007 - 2008	Deputy Minister, Ministry of Education
2001 - 2006	Member of the House of Representatives, Ratchaburi Province, Zone 5
2001 - 2006	Advisor to Deputy Minister, Ministry of Interior
2001 - 2006	Advisor to Minister, Ministry of Agriculture and Cooperative

**Family relationship between Director and Executive Director** None



## Mr. Surabhon Kwunchaithunya\*

Position	Director
Appointment date	30 November 2016
Age	67

Nationality Thai

% of shareholders None

### Educational Background

- Master of Business Administration (Finance), University of Washington, USA (University's Scholarship)
- Bachelor of Science in Industrial Engineering, University of Washington, USA (University's Scholarship)
- Bachelor of Science in Electrical Engineering, University of Washington, USA

### Training from Thai Institute of Directors (IOD)

- Cert. in Corporate Governance for Capital Market Intermediaries (CGI) by IOD and SEC (8/2015)
- Cert. in Role of the Chairman Program (RCP) (32/2013)
- Cert. in Director Certification Program (DCP) (44/2004)
- Cert. in Director Accreditation Program (DAP) (14/2004)

### Current Position in the Listed Companies

2018 - Present	Director, Triton Public Company Limited
2014 - Present	Vice Chairman, Country Group Holdings Public Company Limited
2011 - Present	Director, Executive Director, Chairman of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee, MFC Asset Management Public Company Limited

2003 - Present	Chairman of the Audit Committee, Tycoons Worldwide Group (Thailand) Public Company Limited
----------------	--

### Working Experiences

2016 - Present	Chairman of the Board of Directors, Country Group Securities Public Company Limited
2012 - Present	Director, Thai Commerce and Industry Association
2016 - 2018	Executive Director and Vice Chief Executive Officer, Triton Holding Public Company Limited
2006 - 2015	Director and Vice Executive Chairman, Country Group Securities Public Company Limited
2010 - 2012	Director, The Stock Exchange of Thailand
2004 - 2010	Chairman of the Risk Management Committee, The Stock Exchange of Thailand Member of Disciplinary Committee, The Stock Exchange of Thailand Director, The Thailand Future Exchange Public Company Limited
2004 - 2010	Chairman of the Audit Committee, Prinsiri Public Company Limited

Family relationship between Director and Executive Director None

**Remark:** \*Mr. Surabhon Kwunchaithunya resigned from Director and from Executive Director and Vice Chief Executive Officer on 15 January 2019 and 16 June 2018 respectively.



## Pol.Maj.Gen. Ittipol Ittisarnronnachai

Position	Independent Director
Appointment date	25 April 2018
Age	52

Nationality Thai

% of shareholders None

### Educational Background

- Master of Public Administration, Kentucky State University, USA
- Bachelor of Public Administration, Royal Police Cadet Academy (RPCA43)

### Training from Thai Institute of Directors (IOD)

None

### Current Position in the Listed Companies

2018 - Present	Independent Director, Triton Holding Public Company Limited
2015 - Present	Independent Director, Country Group Development Public Company Limited

### Working Experiences

2017 - Present	Deputy Commissioner of Immigration Bureau, Royal Thai Police, Government
2017 - 2018	Directors and Chairman of the Audit Committee, Strega Public Company Limited
2016 - 2017	Commander of Nakhon Pathom Provincial Police, Royal Thai Police, Government
2014 - 2016	Commander of Nakhon Nayok Provincial Police, Royal Thai Police, Government
2013 - 2014	Commander of General Staff Division, Office of Logistics, Royal Thai Police, Government
2011 - 2013	Deputy Commander Investigations Division Immigration Bureau, Royal Thai Police, Government

Family relationship between Director and Executive Director None



## Miss Trithip Sivakriskul\*

Position	Director and Audit Committee
Appointment Date	30 November 2016
Age	52

Nationality Thai

% of Shareholders None

### Educational Background

- Masters of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Exchange Student Program at Kellogg Graduate of Management Northwestern University, USA
- Bachelor in Banking and Finance, Chulalongkorn University

### Training from Thai Institute of Directors (IOD)

- Cert. in Director Certification Program (DCP) 158/2012
- Cert. in Successful Formulation and Execution the Strategy (SFE3) 3/2009
- Cert. in Director Accreditation Program (DAP) 31/2005

### Current Position in the Listed Companies

2017 - Present      Group Chief Financial Officer,  
Pruksa Holding Public Company Limited

### Working Experiences

2016 - 2018	Director, Independent Director and Audit Committee, Triton Holding Public Company Limited
2016 - 2017	Chairman of Finance & Accounting, Ek-Chai Distribution System Company Limited (Tesco Lotus)
2011 - 2016	Corporate Chief Financial Officer, Minor International Public Company Limited
2011 - 2011	Finance & Accounting Executive Vice President, Ratchaburi Electricity Generating Holding Public Company Limited
2009 - 2011	Vice President, Corporate Accounting, IRPC Public Company Limited
2009 - 2011	Director and Audit Committee, Superblock Public Company Limited
2009 - 2011	Director, Sunshine Corporation Public Company Limited
2007 - 2009	Vice President, Business Planning and Development, IRPC Public Company Limited
2008 - 2008	Advisor on cost management, The Stock Exchange of Thailand
2006 - 2007	Vice President, Finance & Accounting, IRPC Public Company Limited

Family relationship between Director and Executive Director None

**Remark :** Miss Trithip Sivakriskul resigned from Director of Triton Holding Public Company Limited on 14 March 2018.



## Mr. Vichai Baiprasert\*

Position	Director
Appointment Date	31 January 2015
Age	64

Nationality Thai

% of Shareholders No

### Educational Background

- Bachelor in Faculty of Business Administration in Accounting, Ramkhamhaeng University

### Training from Thai Institute of Directors (IOD)

- Cert. in Director Accreditation Program (DAP) 131/2016

### Current Position in the Listed Companies

None

### Working Experiences

2015 - 2018	Director of Triton Holding Public Company Limited
2015 - 2016	Executive Director and Chief Compliance Officer, Triton Holding Public Company Limited
2015 - 2016	Director and Executive Director, Strega Public Company Limited
2001 - 2013	Vice President of Audit and Compliance, Country Group Securities Public Company Limited

Family relationship between Director and Executive Director None

**Remark :** Mr. Vichai Baiprasert resigned from Director of Triton Holding Public Company Limited on 10 May 2018.





# The Year 2018

## January

The Company has joined Thailand's Private Sector Collective Action Coalition Against Corruption: CAC by declaring to be part of CAC to follow the business principles to counter corruption.

## April

The Company issued and offered the Warrants to purchase ordinary shares of Triton Holding Public Company Limited No.3 (TRITN-W3) to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) in the amount of not exceeding 1,666,090,681 units. Moreover, the Company issued and offered the Warrants to purchase ordinary shares of the Company to the Directors, Executives and Employees of the Company (TRITN-WA) in the amount of not exceeding 50,000,000 units. The Annual General Meeting of Shareholders 2018 approved the appointment of 5 directors namely, (1) Pol.Gen. Werapong Chuenpagdee, (2) Pol.Maj.Gen. Ittipol Ittisamrornachai, (3) Pol.Col. Kidanun Komkhum, (4) Mr. Chanachai Joonjirapom, and (5) Mr. Pipat Suvanajata. Furthermore, the Company used share premium account-ordinary shares with the amount of 548,392,949 Baht to compensate the deficit of the Company as of 31 December 2017 in the amount of 311,538,119 Baht, and approved to discontinue 3 Company's subsidiaries which consist of (1) Live TV Company Limited, (2) Splash Studio Company Limited, and (3) Thor Energy and Resources Company Limited.

## July

The Company restructured its management structure to comply with its business policy and create liquidity in the operation. Also, it is for increasing the Company's capability to strongly grow. Moreover, the Company has increased the proportion of investment in Strega Public Company Limited by purchasing 80,000,000 shares at a par value of 0.10 Baht per share, or representing 84.21 percent of the paid-up capital. In the same month, the Company signed a Memorandum of Understanding with Southern Myanmar Development Company Limited to operate an oil storage depot construction project in Myanmar.

## August

The Company acknowledged the resignation of Miss Louise Taechaubol from a position of Chief Executive Officer, effective from 1 August 2018 onwards. However, Miss Louise still holds position of Director and Chairman of the Executive Board. The Board of Directors' meeting passed a resolution to appoint Mr. Pipat Suvanajata to be the Chief Executive Officer.

## September

The Company entered into a Memorandum of Understanding of project cooperation with China Railway Construction (Southeast Asia) Company Limited (CRCC) on 13 September 2018.

## October

On 26 October 2018, the Company restructured its investment to comply with its new business policy which mainly includes providing construction services and construction project management, and permanently discontinued the media business operation. Moreover, the Company established a new subsidiary called "Triton Green Energy Company Limited" through Joint Venture with Mercury Global International Company Limited. Meanwhile, Mr. Chirdsak Kukiattinun has been appointed as Director for the replacement of Mr. Vichai Baiprasert. Yet, the Company then again increased the proportion of investment in Strega Public Company Limited in the amount of 80,000,000 shares, at a par value of 0.10 Baht per share, or representing 4.21 percent of the paid-up capital, resulting in a total shareholding proportion in Strega of 92.63 percent of the paid-up capital

## November

The Company has issued and offered the Company's ordinary shares to 2 investors via Private Placement consisting of Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited in the amount of 1,400,000,000 shares and 200,000,000 shares respectively, and has issued and offered the Warrants to purchase the ordinary shares of Triton Holding Public Company Limited No.4 (TRITN-W4).

## December

The Company entered into a Memorandum of Understanding with Siam LNG Company Limited for the project of LNG tank construction in Rayong province on 14 December 2018.



## 2018 Financial Highlights

### Operating Results And Financial Positions - Consolidated

	2018	2017	2016
Revenues from construction service	2,273.4	854.7	112.9
Rental income on advertising space	-	-	80.8
Gain from sales of subsidiaries	103.0	-	-
Other income	48.9	11.9	8.5
Total revenues	2,425.3	866.5	202.1
Gross Profit	154.4	53.5	48.6
Profit/ (loss) for the year attributed to owners of the company	148.7	(38.8)	(334.7)
Total assets	1,606.2	1,831.6	1,141.3
Total liabilities	622.8	936.8	188.9
Total equity attributable to equity holders of the company	1,007.6	893.3	941.6

### FINANCIAL RATIOS - CONSOLIDATED

Current ratio (times)	1.69	1.33	4.03
Quick ratio (times)	1.29	0.44	3.81
Gross margin	6.79%	6.26%	25.09%
EBIT margin	5.60%	-8.53%	-173.80%
Net profit margin	6.36%	-5.56%	-210.54%
Return on equity	15.6%	-4.2%	-31.2%
Return on assets	9.61%	-2.63%	-37.29%
Assets turnover (times)	141.10	58.29	13.03
Debt-to-equity ratio (times)	0.63	1.05	0.20
Basic earning per share (Baht)	0.019	-0.006	-0.053
Book value per share (Baht)	0.10	0.11	0.12
Number of share (Million share) (at 0.10 Baht par value per share)	8,033.6	8,033.6	7,251.3



# 2018 Financial Status at a Glance

## Consolidated Cash Flow Statement for the Year Ended 31 December 2018

	(Million Baht)
Net Cash Payments in Operating Activities	248.9
Net Cash Payments in Investing Activities	215.3
Net Cash Receipts from Financing Activities	(125.8)
<b>Net Decrease in Cash &amp; Cash Equivalents</b>	<b>(338.4)</b>
Cash & Cash Equivalents on 31 <sup>st</sup> December 2017	214.7
<b>Cash &amp; Cash Equivalents on 31<sup>st</sup> December 2018</b>	<b>553.1</b>

## Consolidated Financial Position Statements As at 1 January 2018

	(Million Baht)
<b>Assets</b>	
Cash & Cash Equivalents	214.7
Other Current Assets	973.3
Property, Plant and Equipment	421.0
Other Non-current Assets	222.6
<b>Total Assets</b>	<b>1,831.6</b>
<b>Liabilities &amp; Equities</b>	
Current Liabilities	890.4
Non-current Liabilities	46.4
Share capital, Premium & Reserves	1,421.4
Retained earnings (deficits)	(528.1)
Non-controlling interests	1.5
<b>Total Liabilities &amp; Equities</b>	<b>1,831.6</b>

## Consolidated Financial Position Statements As at 31 December 2018

	(Million Baht)
<b>Assets</b>	
Cash & Cash Equivalents	553.1
Other Current Assets	410.7
Property, Plant and Equipment	344.9
Other Non-current Assets	297.5
<b>Total Assets</b>	<b>1,606.2</b>
<b>Liabilities &amp; Equities</b>	
Current Liabilities	569.2
Non-current Liabilities	53.6
Share capital, Premium & Reserves	1,081.5
Retained earnings (deficits)	(73.8)
Non-controlling interests	(24.3)
<b>Total Liabilities &amp; Equities</b>	<b>1,606.2</b>

## Consolidated Statement of Income For the Year Ended 31 December 2018

	(Million Baht)
Revenues from construction service	2,273.4
Gross Profit	154.4
Other income	152.0
Administrative expenses	(178.9)
<b>EBIT</b>	<b>127.4</b>
Finance Costs	(4.4)
<b>EBT</b>	<b>123.0</b>
Income tax	(6.3)
<b>Net Loss from Continuing Operations</b>	<b>116.7</b>
Profit from Discontinued Operations	37.7
Non-controlling Interests	5.6
<b>Net Loss for the Year - Owners of the Company</b>	<b>148.8</b>

## Consolidated Retained Earnings As at 31 December 2018

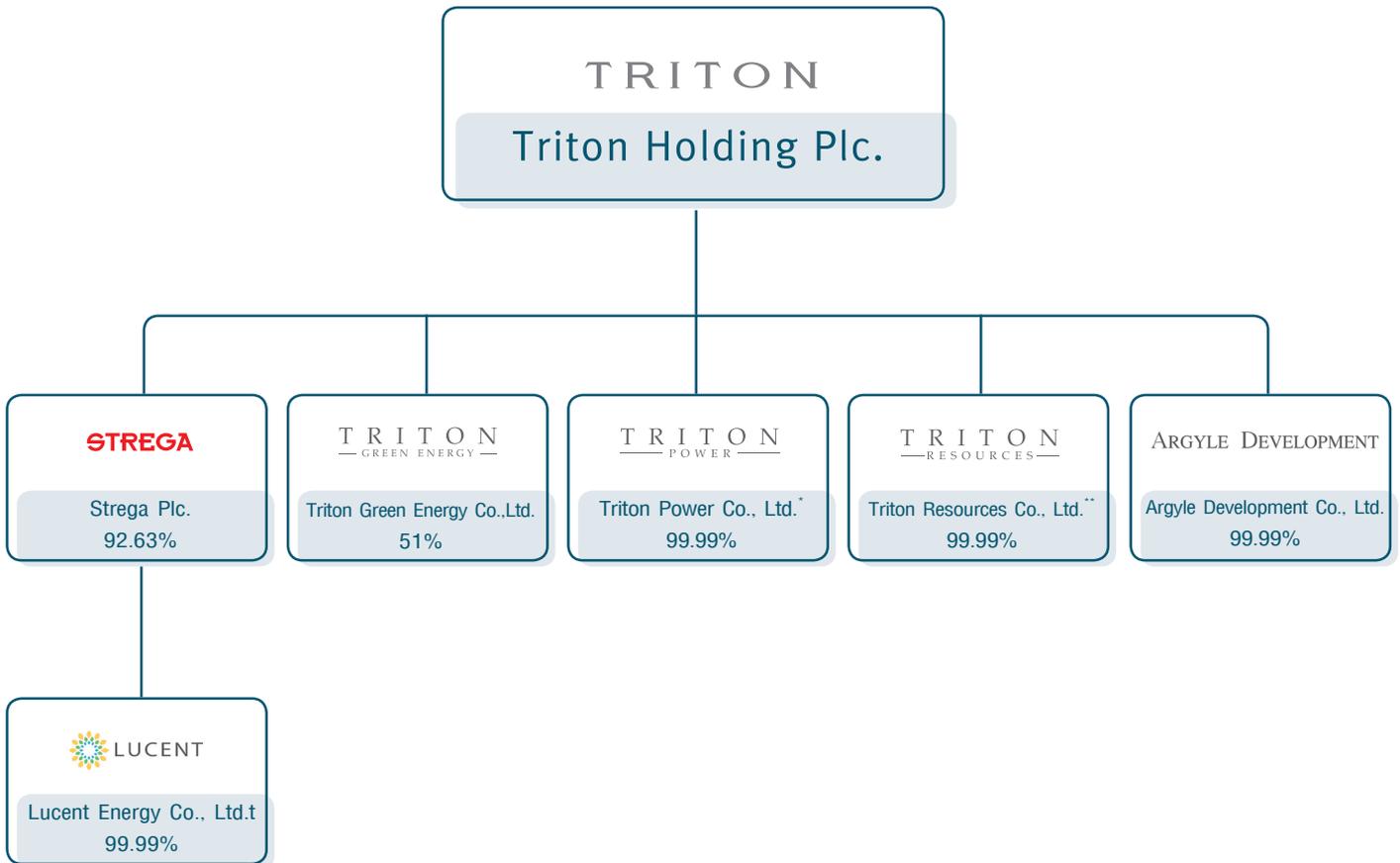
	(Million Baht)
<b>Balance as at 1<sup>st</sup> January 2018</b>	<b>(528.1)</b>
Net loss for the year 2018	(148.8)
Premium on share transfer to deficits	311.5
Legal reserves	(2.8)
Actuarial gain on defined employee benefit plan	(3.3)
<b>Balance as at 31<sup>st</sup> December 2018</b>	<b>(73.8)</b>



Business Operation



# Triton Investment Structure



Triton Holding Public Company Limited disposed of investment in ordinary shares of Splash Media Public Company Limited, a Company's direct subsidiary, and Splash Studio Company Limited and Splash Estate Company Limited which are indirect subsidiaries during 2018

Moreover, Thor Energy and Resources Company Limited and Live TV Company Limited are in under the liquidation and dissolution process with the Department of Business Development during the year.

**Remark :** \* Triton Power Company Limited is previously named Thaichaiyo TV Company Limited

\*\* Triton Resources Company Limited is previously named POP TV Company Limited



## Summary of Operating Results

Business Segment	Operated by	Operation Interest as at 31 Dec 2018	2018		2017		2016	
			THBm	%	THBm	%	THBm	%
Investment holding business								
- Net Profit (Loss)	The Company		25.46	17.13%	(37.62)	96.94%	-	-
Construction service business								
- Net Profit (Loss)	Strega Plc. And its subsidiaries	92.63%	90.24	60.70%	(37.57)	96.81%	(176.7)	52.8%
Real estate development business								
- Net Profit (Loss)	Argyle Development Co., Ltd.	100.00%	(0.58)	-0.39%	(0.27)	0.69%	(0.2)	0.0%
Energy business								
- Net Profit (Loss)	Triton Power Co., Ltd. Thor Energy and Resources Co., Ltd.	99.00% 100.00%	0.06	0.04%	0.00	0.00%	- (0.1)	- 0.0%
Mine business								
- Net Profit (Loss)	Triton Resources Co., Ltd.	99.00%	(4.14)	-2.79%	0.00	0.00%		
Electricity generation and Provider business								
- Net Profit (Loss)	Triton Green Energy Co., Ltd.	51.00%	(0.05)	-0.03%	0.00	0.00%		
Media businesses								
- Net Profit (Loss)	The Company and its subsidiaries 1) Splash Media Plc. And its subsidiaries 2)	99.99%	-	-	-	-	(71.8) (86.0)	21.4% 25.7%
Profit from discontinued operation	Splash Media Plc., Splash Estate Co., Ltd. And Splash Studio Co., Ltd.	99.99%	37.67	25.34%	36.65	-94.45%	-	-
Net Profit (Loss) to owner of the parent			148.66	100.00%	(38.81)	100.00%	(334.7)	100.00%

Remark : \* 1) **The Company and its subsidiaries**  
Triton Holding Public Company Limited  
Splash Media Public Company Limited  
Argyle Development Company Limited  
Thor Energy and Resources Company

2) **Splash Media Public Company Limited and its subsidiaries**  
Splash Media Public Company Limited  
Triton Resources Company Limited  
Triton Power Company Limited  
Splash Studio Company Limited  
Splash Estate Company Limited  
Spin Work Company Limited  
Media Event Design Company Limited

\*\* The figures in the above table were eliminated with intercompany transaction



# Nature of Business

Triton is a diversified investment holding company focusing on creating long term superior returns for shareholders through a unique portfolio that is structured with diversified investments in both public and private companies. Our management team is dedicated in handpicking investments across multiple sectors with strong cash flow and sustainable growth backed by a strong management team.

The guiding vision of Triton is to "invest for generations to come" as we care utmost for the long-term prosperity of all our stakeholders. Our approach to active investment management is based on an investment process that fully integrates sustainability as a core objective. These three pillars are the hallmarks of our company. They remain the foundation upon which we continue to expand.

- To deliver superior investment performance
- To create long term partnerships
- To attract, retain, and develop the best professionals and be the employer of choice

## Triton Goals

- Net operating financial assets/liabilities will be positive
- Activities in construction will increase
- The company will be an industry leader for EPCM in the oil and gas industry
- Improvement in Return on equity and positive cash flow to the company
- HDD will remain a core competency
- Achieving sustainable profits

## Triton Strategy and 3-5 Year Plan

- To focus on the core business in engineering, procurement, construction and management in selected industries
- To focus on recruiting, developing and retaining talented employees and to take steps to achieve increased diversity.
- To be an industry leader in sustainable development, health and safety, the environment and ethics. • To take advantage of financial synergies within the Group as well as form global partnerships and alliances

In 2018, Triton Holding Public Company Limited engages in three main business segments – Media, Construction and Investments. Our investment in Media represents our 99.9% stake in Splash Media Public Company Limited (Splash Media) with its principal activities being

advertising spot rentals (both indoor and out of home advertising). As such, Splash Media's core cash income will be generated from its advertising assets such as Billboards. However, on 27 December 2018 the Company disposed of investment in all ordinary shares of Splash Media; therefore, Splash Media is no longer a Company's subsidiary.

Triton invests in the construction sector through its 92.63% stake in Strega Public Company Limited (Strega). Strega, a multi discipline engineering, procurement and construction management company, is an industry leader in the design and implementation of new technologies. Strega's rich history as market leader in providing horizontal directional drilling services in all industries has made the Strega brand. As an investment holding company, Triton also has an investment arm which aims to maximize its capital resources through investments in money markets and capital markets

## Media business

### Splash Media Public Company Limited overview

Triton held 99.9% of Splash Media which focuses on out of home advertising in Bangkok and provincial Thailand. Moreover, Splash Media offers studio rental service for filming which was another channel to generate its revenues in 2018 and in return, Splash Media generated a total profit of 37.67 million Baht. The overall business operation of Splash Media looks good and could grow more in the future; however, due to the restructuring the Company's investment structure in quarter 4/2018, the Company had a necessity to dispose of investment in all ordinary shares of Splash Media and discontinue the media business operation. The profit recognized for the asset disposition of investment in Splash Media was 103 million Baht.

## Construction business

### Strega Public Company Limited overview

Triton Holding Public Company Limited holds 92.63% of Strega Public Company Limited. In 2018, the Company increased the shareholding proportion in Strega 2 times which was an increase of 4.21% of the paid-up capital and another increase of 4.21% of the paid-up capital on 24 July 2018 and 26 October 2018 respectively from the previous proportion of 84.21% of the paid-up capital.

For many past years, Strega has shown its capability in investment strategies in the construction business, reflecting the positive returns for both of its operation and Triton. In 2017, Strega has transformed from a specialized company in Horizontal Directional Drilling (HDD) to a full-scale construction company in Engineering Procurement Construction and Management (EPCM). This transformation was a strategic management move to put Strega on the main players in the construction industry in Thailand. As such, Strega was able to build a backlog of construction contracts that were EPCM in nature and also unrelated to HDD works. Nevertheless, Strega still prides itself in being the market leader in HDD in Thailand and continues to expand its HDD capabilities.

The strategic move from HDD to EPCM is in line with the growth in Thailand's construction market which is currently and will be driven by public investments in infrastructure as Government spending continues to focus its efforts in developing Thailand to be the hub for South East Asia. Consequently, the government of Thailand has allocated nearly \$100 billion for on-going infrastructure plans since 2014 to 2021. The plan includes overhauling the country's aging rail system, Bangkok's light rail and ports, high speed rail lines connecting Thailand to China and neighboring countries as well as dual track rail lines. Hence, management would like to tap into this market with Strega's past experiences in drilling, it stands promising of attaining more contracts in the future.

One of Strega's largest contract is the Northern Fuel Transportation Pipeline NFPT project which had been awarded in early 2017 and is a EPCM of Thailand's longest fuel pipeline of almost 600 km spanning two years. At present, Phase 1 of NFPT project has been completed and Phase 2 of the project is now under construction. It is expected that Phase 2 is to be completed in December 2019. The Company expects that NFPT project shall finish in time.

Moving forward, construction will continue to be a main arm for Triton as we streamline our business and core strategies to take full advantage of the growing industry, government support both domestic and international, as well as upcoming elections in the nation.

Strega Vision is E.P.C.F stands for Engineering, Planning/ Procurement, Construction, and Financing with P.E.M. Professional Engineering Management and the Core Value includes:

1. Integrity: Ethical behavior is the cornerstone of Strega. We continue and aim to grow our company on a reputation of honesty and fairness. We pride ourselves on doing the right thing at the right time for the right reason. Through integrity we solidify the connection that we build between Strega and our clients.
2. Our People: We strive to create a team that is diverse with the aim that diversity brings productivity, creativity and efficiency. Safety for our people, the communities that we work in, and the environment is our utmost priority.
3. Fiscal Responsibility: Cost Awareness is a major concern for Strega as we aim to focus on managing our own costs as well as our clients cost.

#### **What is HDD?**

Horizontal Directional Drilling is a trenchless method of installing piping and cable systems underground in a shallow arc along a predetermined path by the use of highly specialized drilling equipment. Installing piping, conduit and cables underground via HDD is becoming the preferred method of installation as traditional trenching and excavating becomes non-practical and sometimes difficult due to terrain.

#### **Benefits of HDD**

HDD provides a host of benefits reducing environmental disturbances, reducing ecological impact, and contamination is virtually eliminated from the jobsite once compared to the traditional open cut installation methods. Noise pollution is minimized and speed of work is faster.

#### **HDD Industry and Competition**

HDD Technology has become one of the most relevant technologies in trenchless drillings. It has been utilized in four main areas namely Oil and Gas Pipeline, Electrical Power Transmission Line, Water Pipeline and Telecommunications Cables. To date, Strega has achieved more than eighty thousand meters of HDD works in Oil and Gas Pipeline and we are highly experienced for electrical power lines, water pipelines and telecommunication cables. Strega is operating in a niche market offering HDD solutions. Competition in this market segment is relatively low compared to the construction industry as a whole, as it requires highly skilled workers and specific equipment. Currently, Strega remains the industry leader offering HDD solutions.

**Strega's capabilities can be tailored to many industries**

- **Engineering and Infrastructure**

Strega engineers and constructs infrastructure and commercial projects and as specialists in the trenchless installation of conduits and pipes using horizontal directional drilling, our expertise is suited to sensitive environments, urban constraints and difficult terrain.

- **Oil & Gas**

Serving the Oil and Gas Industry with experienced project managers, engineers and operational managers Strega is able to complete a wide array of projects throughout Thailand and the Asia Pacific region. Through a process of project evaluation, planning and execution Strega is set to complete the most challenging construction projects.

- **Power and Telecommunications**

In this ever expanding and rapidly changing industry whilst dealing with environmental and urban constraints, the traditional installation process of power and telecommunication cables is challenging. Strega is positioned to fulfill this unique niche in the industry using HDD and difficult trenchless methods to satisfy work delivery on time and on budget.

- **Water and Waste Water**

Strega has the capability to design wastewater solutions for communities. We are able to engineer and construct wastewater solutions using our HDD technology allowing for seamless implementation that is cost- efficient with minimal disruptions to the environment.

**Construction Industry and Competition in 2017**

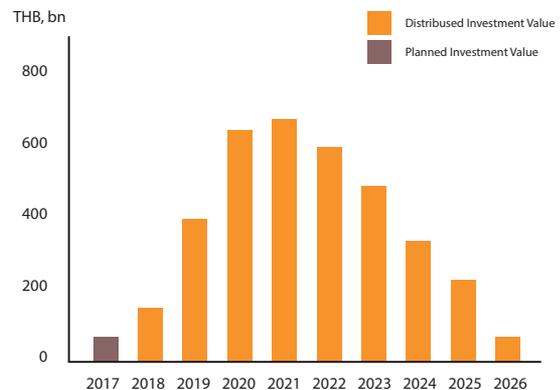
According to Krungsri Research's View, construction investment has accounted for 8.4% of Thailand's gross domestic product (GDP) so the sector's health has important consequences for employment and linkages with related sectors, such as construction materials and real estate. The sector is split domestically into construction for the public and private sectors, with investment in the two occurring at a ratio of around 57:43.

There are some 90,000 construction companies registered in Thailand (Department of Business Development, Ministry of Commerce). Of these, only around 300 qualify as large-scale operators but an examination of their income shows that these hold a 42% market share measured by income and that most are registered on the stock exchange. The three largest players, Italian Thai, Ch. Karnchang and Sino-Thai, account for over half of the combined income of all construction companies traded on the Thai stock market.

in 2017, the construction sector shrank by -1.0% YoY to a value of THB 1.21 trn following growth of 11.7% YoY and 5.5% YoY in 2015 and 2016, respectively. This decline in the value of construction for 2017 was driven by a fall in public-sector building (57% of the total construction sector), which slid by -2% YoY to THB 685.4 bn, caused by lower than expected spending on new infrastructure projects (which are caused by several factors. For example, some projects are in the environment impact assessments (EIA) process. Meanwhile, some projects are not able to find funding). The private-sector (43% of the total) expanded slightly, up 0.4% YoY to THB 526 bn but the market was held back by a supply glut and the slow progress made on government infrastructure projects.

During 2018-2020, the value of construction generally is forecast to grow by an average of 7-9% per annum (figure 10), which benefits from the speeding up of government infrastructure investment, for which THB 3.2 trn is expected to be spent on 61 projects by 2026 (figures 11 and 12). In addition, investment in the private sector is also recovering and this will be an important factor in supporting growth for construction companies.

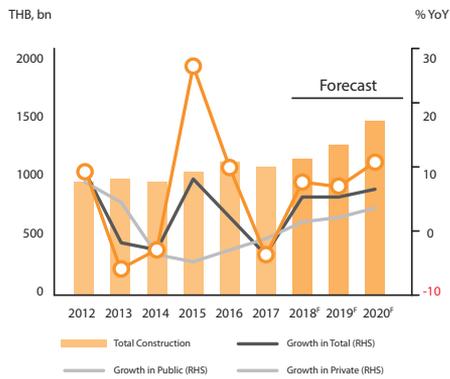
**Figure11 : Mega Projects Investment Value, worth THB3.2trn (plan for 2017-2026)**



Source: Ministry of Transport (MOT), Office of Transport and Traffic Policy and Planning (OTP), compiled by Krungsri Research

Note: Mega Projects include ongoing projects, urgent infrastructure projects (action plan 2018) and projects in EEC.

Figure10 : Construction Investment Trend



Source: NESDB, forecast by Krungsri Research

Construction	2018 <sup>F</sup>		2019 <sup>F</sup>		2020 <sup>F</sup>	
	Worse	Best	Worse	Best	Worse	Best
<b>Total Construction</b>						
(THB, bn)	1,289.0	1,313.5	1,383	1,417	1,511.5	1,539.5
Growth (% YoY)	6.4	8.4	6.3	8.9	8.0	10.0
<b>Public Construction</b>						
(THB, bn)	747.0	761.0	814.0	837.0	908.0	924.5
Growth (% YoY)	9.0	11.0	8.0	11.0	10.0	12.0
<b>Private Construction</b>						
(THB, bn)	542.0	552.5	569.0	580.0	603.5	615.0
Growth (% YoY)	3.0	5.0	4.0	6.0	5.0	7.0

### Strega Business Direction over the next 3-5 years

Strega Public Company Limited will still be in full services contractor in Thailand, the company has confidence from an increasing of investment from government sector that will also increase the amount of construction service for open cut and non-open cut (HDD) in four industries comprises of basic infrastructure Engineering, oil &

gas, energy, telecommunication and waste water treatment. Strega has expanded the capacity from HDD to do more open cut type of construction and other types of construction, such as U-Turn bridge construction or double track railway station construction as well as participating in large project bidding directly with both private and public sectors



# Risk Factors

Triton is a holding company with investments in the following areas: construction, energy, construction materials and resources, mining, real estate and media. However, the company divested the investment in its media business operation on 27 December 2018. There are both internal and external factors in all these areas that may affect the Company's finances and operations. The company has established a risk management process and appointed a Risk Management Committee composed of management from relevant departments. It is responsible for setting policies and risk assessments to identify risk factors that may attribute to a deviation in the Company's objectives, estimate their impact, and to constitute a risk management plan in order to mitigate these risks. The risk management committee reports these assessments to the Executive Board, Audit Committee and Board of Directors for review and consideration at least on a yearly basis. These are the risk factors that have been raised:

## 1. The 'Holding Company' structure

As a holding company, the Company's cash flow and profit rely on dividends and profit from subsidiaries' operations. If the Company's subsidiaries are affected by the risk from operation causing issues on operation achievement, it will directly affect Company's profitability, financial position, ability to pay dividend. However, the Company has assigned all of its subsidiaries to set up business plan for business target in the next year. Moreover, the Company also monthly evaluates its business operation and risks and invest in other types of business in order to mitigate such risk immediately when occurring.

## 2. Business Expansion

In 2018, the Company and its subsidiaries had utilized its capital to expand its investment to strengthen and planned for years after years to start in new industries. Thus, it is necessary for the Company to have sufficient amount of investment fund which causes risks of insufficiency of such investment. However, even though the Company and its subsidiaries have expanded its investment, the Company has a long-term plan and have not requested loan from financial institutes. That is to say, the Company is able to manage risk of lacking investment fund well. The Company also set the Investment Committee to monitor and manage cash ensuring the investment quality and mitigate risk of insufficiency of investment fund.

## 3. Global Economic Recession and Uncertainty

Thailand's economy grew steadily throughout 2018, which was supported by government spending and domestic demand that offset a reduction in external demand. However, Thailand's economy is still affected from political and other situation in the country that cause Thailand's economy to have the risk from the uncertainty of overall economic. However, Triton is prudently monitoring its liquidity by looking to invest in assets with sustainable performance because we realize on the global economic fluctuation. The company is in a strong position to weather the downturn due to our cash position and minimal liabilities under the consent of the Board of Directors.

## 4. Risks from Competition in Core Businesses

### 4.1 Risks from higher competition

There were many large projects occurring during 2018. Most projects were of large-scale construction companies equipped with high capacity and great profiles offering their services which result in high competition in this business sector. Where the competition has got quite high, the Company has a policy to offer better quality services with under budget and within the scope of time. The Company aims to develop and keep long-term relationships among the partners both in private and public sectors, to seize the opportunity of providing services in the future. Moreover, the Company has partnered up with several strategic alliances to sustainably grow.

### 4.2 Risks from change of construction material prices

Cost of construction materials is the main cost to calculate the proposed construction project value for project tendering. The change in construction material price directly affects the cost and profits of the Company. However, the Company has a policy to mitigate such risk by selecting on the terms of contracting, for example, the Company may agree with the project owner on the terms that the project owner is responsible for construction material procurement, or may subcontract all works to subcontractors, or in the process of subcontracting, the Company indicate all costs of materials and equipment for the subcontractors from the initial stage of project proposal. Moreover, the Company may make an agreement on the advance material procurement with the sellers which will enable the Company to control the cost of material and keep the net profit margin at a certain level. In addition, in case of operating private sector projects, the Company mitigate such risk by stipulating terms and conditions on the agreement to allow the Company to change cost of materials in case that the price of construction material significantly fluctuates.

#### 4.3 Risks from relying on subcontractors

As the Company has restructured business structure transforming to be a construction project management and construction service provider, the Company needs to rely on subcontractors to operate awarded construction projects in order to prevent risk that is caused by hiring subcontractors in the future. The measures on selecting subcontractors is considered from previous portfolio, financial performance, manpower, work quality, and operating competency. This also helps mitigate the risk of hiring unqualified subcontractor to operate the project which will definitely affects the construction work not to complete in time. Such measures are obviously specified in the subcontract agreement, such as claim against the absence from service or indemnity on delay.

#### 4.4 Financial Risks

**Risk on revenues:** the revenue from the business operation depend on winning construction project bids or being awarded to operate projects which results in uncertainty of the Company's revenue. The Company therefore, aims to operate business under the policy of providing the best quality service and keep customers base in both private and public sector which continuously have construction projects. Moreover, the Company builds trust in clients by monitoring work to complete in time and seeking for new projects and clients. The Company also gives important duty to our staff to follow up with economic news concerning the Company's business and news that may affects construction industry, to present to the management team for considering project bidding and developing sales service proving performance to expand the Company's customer base, and continuing to have projects on hand at all time. This will mitigate risk in the revenue regularity.

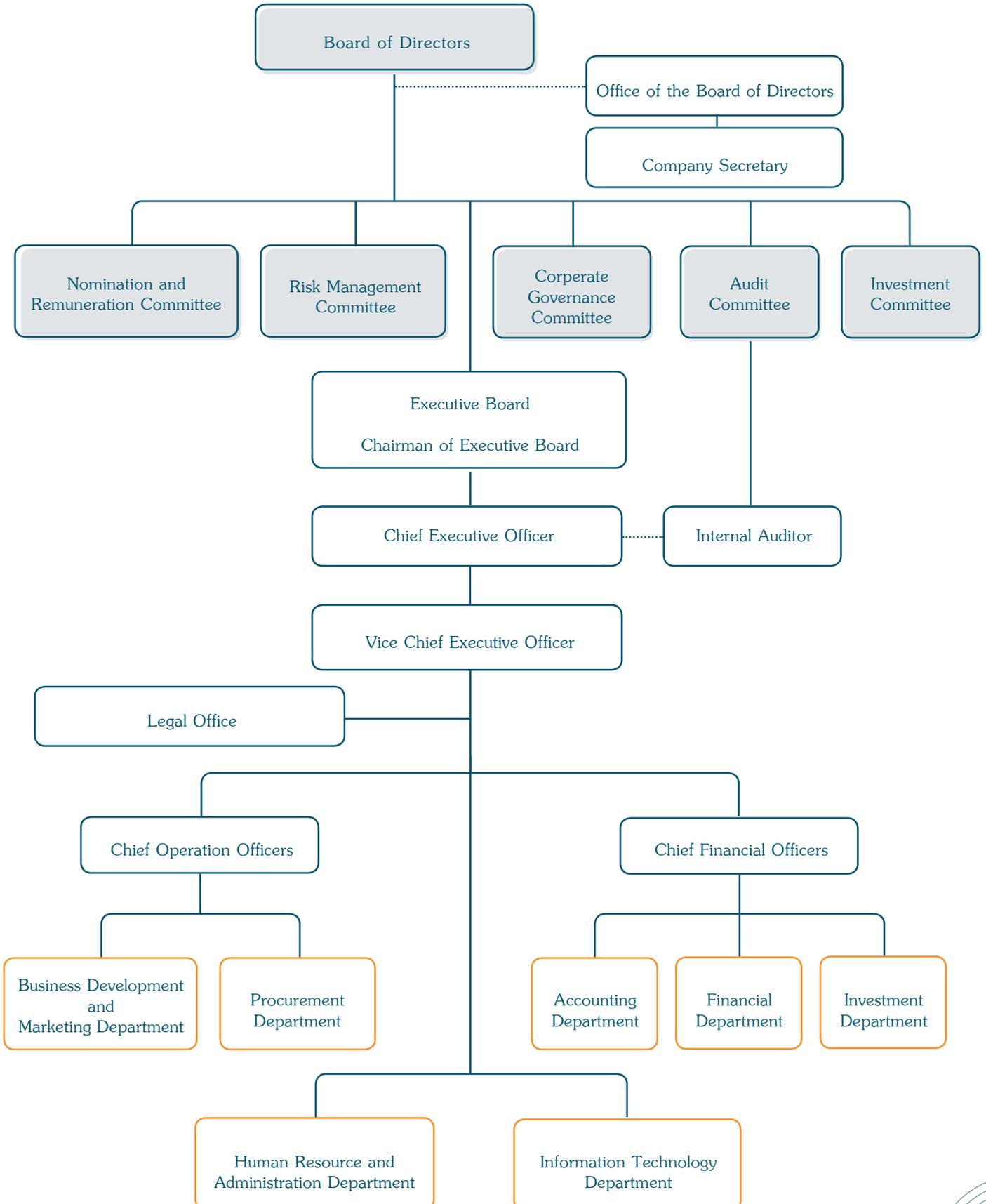
**Risk on revolving fund:** to operate construction business, the Company need sufficient amount of revolving fund for material procurement, wages, pleading as collateral with

commercial bank to issue guarantees such as contract bond and performance bond; and for the reserved fund to smooth out the business operation. In case that the contractor makes delay payment, it may affect the Company's business operation to delay as well as cause risk of delayed work handling. To mitigate such risk, the Company makes financial projection in every project and negotiate on terms and conditions regarding strict payment period before entering contract agreement. The Company sets up a financial evaluation and assessment of the employer before agreeing to operate. Moreover, in case of revolving fund issue, the Company as a listed public company on the Stock Exchange of Thailand shall have ways of funding by issuing securities to offer to people and investors (private placement) to use the fund as revolving fund for projects of the Company. However, if it is not beyond the Company's ability, the Company will engage in funding for the shareholders not to carry burden.



# Triton's Organization Chart

as of 27 February 2019





## Shareholding Structure

The shareholder structure of the Company as of 28 September 2018, which is prepared by Thailand Securities Depository Co., Ltd. is as follows:

	Number of shareholders	Number of common stock	% shares
Thai shareholder nationality	5,511	7,161,938,102	89.15
Foreign shareholder nationality	32	871,640,305	10.85
Total	5,543	8,033,578,407	100.00

### Major shareholders

The first 10 major shareholders of the Company as of 28 September 2018 are listed below

	List of shareholders	Number of shares	% share
1.	Miss Louise Taechaubol	1,668,100,100	20.76
2.	CREDIT SUISSE AG, SINGAPORE BRANCH	412,813,500	5.14
3.	Mr. Thaweesak Sriprachittichai	400,000,000	4.98
4.	Thai NVDR Company Limited	206,142,333	2.57
5.	Mr. Sadawut Taechaubol	205,000,000	2.55
6.	UBS AG HONG KONG BRANCH	167,739,700	2.09
7.	Mr. Preecha Apinankul	166,000,000	2.07
8.	BANK JULIUS BAER & CO. LTD, SINGAPORE	148,884,787	1.85
9.	Mr. Somnuk Pojkasemsin	139,735,911	1.74
10.	Mr. Chayut Leeissaranukul	128,591,484	1.60

### Shareholder's agreement

The company does not sign with major shareholders in matters affecting issuing and offering securities or managing of the company.

### Dividend policy

The Board of Directors may pay the annual dividend only with the approval of the Annual General Meeting, except it is an interim dividend which the Board of Directors has the authority to periodically pay when the company make reasonable profits. Then, the Board shall report in the next Annual General Meeting.

The company has a dividend policy which pays dividend not less than 50% of each year's net profit after tax deduction and legal reserve or as appropriate. Moreover, the dividend payout does not affect the operation of both the company and its subsidiaries.



# Management Structure

## 1. Board of Directors

On 15 January 2019, the Board of Directors of Triton Holding Public Company Limited consists of 9 members as follows:

Name - last name	Nationality	Position	Date first appointed
1. General Lertrat Ratanavanich	Thai	Chairman of the Board of Directors, Independent Director	25 December 2016
2. Pol.Gen. Werapong Chuenpagdee	Thai	Vice Chairman of the Board of Directors, Independent Director	25 April 2018
3. Mr. Natdanai Indrasukhsri	Thai	Independent Director	12 January 2017
4. Mr. Adipong Pattarawigrom	Thai	Independent Director	22 January 2015
5. Pol.Col. Kidanun Komkhum	Thai	Independent Director	25 April 2018
6. Dr. Boonlue Prasertsopar	Thai	Independent Director	26 April 2018
7. Pol.Maj.Gen. Ittipol Ittisarnronnachai	Thai	Independent Director	25 April 2018
8. Miss Louise Taechaubol	Thai	Director	25 December 2016
9. Mr. Chirdsak Kukiattinun	Thai	Director	26 October 2018
Mr. Chanachai Joonjiraporn <sup>1</sup>	Thai	Independent Director	25 January 2018
Mrs. Narumol Chattawan <sup>2</sup>	Thai	Director	15 March 2018
Mr. Pipat Suvanajata <sup>3</sup>	Thai	Director	24 April 2018
Mr. Surabhon Kwunchaithunya <sup>4</sup>	Thai	Director	30 November 2018
Miss Trithip Sivakrskul <sup>5</sup>	Thai	Independent Director	30 November 2015
Mr. Vichai Baiprasert <sup>6</sup>	Thai	Director	31 January 2015

Remark : <sup>1</sup> Mr. Chanachai Joonjiraporn resigned from a position of Independent Director on 15 January 2019

<sup>2</sup> Mrs. Narumol Chattawan resigned from a position of Director on 15 January 2019

<sup>3</sup> Mr. Pipat Suvanajata resigned from a position of Director on 15 January 2019

<sup>4</sup> Mr. Surabhon Kwunchaithunya resigned from a position of Director on 15 January 2019

<sup>5</sup> Miss Trithip Sivakrskul resigned from a position of Independent Director on 14 March 2018

<sup>6</sup> Mr. Vichai Baiprasert resigned from a position of Director on 15 May 2018

### 1.1 Board Size and Composition

The Board of directors is composed of the Chairman of the Board and size suitable for the organization. As required by law, the composition should not be less than 5 members, with more than half composed of non-executive directors, and not less than 1/3 independent directors of the total composition of board members. For good governance and transparency, the Chairman of the Board should also be independent.

In accordance to the Company's Article of Association, one-third of the board members whose quota has served for the longest term will retire at each annual general meeting. (If it is undividable by three, the closest number is advisable) Board members are eligible for re-election.

## 1.2 Role and Responsibilities of the Board

- Approval and review of the Company's vision, mission and values by focusing on making ong-term value to the shareholders
- Approve and review the Company's strategic direction, annual business plan and budget. Monitor the implementation of these strategic plans and compare them regularly to the Company's overall performance
- Consider and approve all major issues such as new business investments and assets trading as deemed appropriate according to the law
- Compliance with the regulations and guidelines set by the Stock Exchange of Thailand with all major related transactions between the Company and its subsidiaries
- Assess the performance of the Chief Executive Officer and other executives to determine appropriate remuneration
- Responsible in the oversight of operational results and management performance
- Arrange appropriate accounting systems, including the preparation of financial reports and a reliable auditing system; oversee internal control systems, internal audit systems, risk management systems, to ensure their efficiency and effectiveness
- Ensure the avoidance of conflict of interests amongst shareholders
- Supervise business operations to enforce ethical work standards
- Report of the execution of its responsibility to prepare financial reports along with external auditor reports in the Annual Report

## 1.3 Authority of the Board of Directors

The Board of Directors is authorized to give approval on Corporate's issues according to the scope of roles specified in rules and/or regulations of The Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET) and related laws. Key matters reserved for approval by the Board of Directors are strategy, business plan, performance indicators and budget; capital expenditures and expenses; investments and divestment of businesses; organization structure and the appointment of key executives; significant business policies; material issues including contracts and litigation; loans and any kind of lines of credit from banks and financial institutions; and dividend policies and its declaration in the annual general meeting of shareholders.

## 1.4 Authorized Signatories

Miss Louise Taechaubol or Mr. Chirdsak Kukiattinun or Pol. Gen. Werapong Chuenpagdee have been designated as the Company's authorized signatories. Two-thirds of signatures and the company seal is required for validation.

## 1.5 Board Tenure

In accordance to the Company's Article of Association, one third of the board members whose quota has served for the longest term will retire at each annual general meeting. (If it is undividable by three, the closest number is advisable) Board members are eligible for re-election.

In the instance a vacancy occurs, a temporary substitute will be elected in the next Board Meeting. This person must pass the qualifications in accordance to Section 68 and 75 of the Public Limited Companies Act B.E. 2535 and related laws. The temporary member must be approved by not less than three quarters of the remaining number of directors, and will hold the position for as long as the former directors' term is expired. If this is less than two months no temporary replacement will be appointed.

## 1.6 Board Diversity

The importance of diversity in background, gender, capabilities, professional capabilities, education, age and personalities are an important element in selecting Board members. Board members are selected by the Nominations Committee and approved by the Board.

The diversity in Board is shown below

No. of Independent Director	7/9	(77.78)
No. of non-executive Directors	7/9	(77.78)
Female:Male ratio	2:7	

## 1.7 Criteria in the selection of Board members

1. Capable, ethical and uphold integrity
2. Ability to devote sufficient time to the Company in order to perform their roles and responsibilities dutifully
3. Possess necessary qualifications in accordance to the Public Limited Companies Act BE 2535 and related legal Acts

## 1.8 Measuring Board Effectiveness

Triton's Board of directors has required an evaluation of the Boards effectiveness once a year. Consequently, this is due to the great importance of Board Effectiveness as an important factor for the Company. The aim of this measure is to give individual members, as well as directors of subsidiaries an ability to reflect upon themselves.

In the Board of Directors' meeting No.1/2019 on 18 January 2019, the Board members have assessed their own performance of the year 2018, using 2 assessment forms which are a form of the Board of Directors' self-assessment as a whole and a form of the Board of Directors' self-assessment on an individual basis. These 2 forms were prepared by the company under the principle from the SET guidelines. The topics of the 2 forms are listed below:

- a) Topics in the form of The Board of Directors' self-assessment as a whole are as follows:
  1. Board structure and qualifications
  2. The Board meeting conduction
  3. Duties and responsibilities
  4. Others
  
- b) Topics in the form of The Board of Directors' self-assessment on an individual basis are as follows:
  1. Board structure and qualifications
  2. Board meeting
  3. Roles, duties and responsibilities of the Board

The self-assessment result has revealed that the Board of Directors performed that duties well and met all the requirements in year 2018.

## 1.9 Report of Conflict of Interest

The Board of Directors of Triton has requested that all directors must submit a report on conflict of interest once a year.

## 1.10 Ability to be Board members of other companies

The Board of Directors have no specified limitations as to whether any members can be selected as Board members of other companies. If any director is also on another board of a different company, there must not be any conflict of interest or disruptions of any kind affecting the board of Triton.

## 1.11 Age and Term Limit

There are no limitations to the age limit of the Board of Triton. Triton values persons with experience and have no limitations to the age or term of their directorship.

## 1.12 Board Meetings

- Number of meetings and schedules

The Board has adopted a timetable of 12 board meetings a year or more if necessary but at least once a month. The schedule for the year's meeting is drawn up in advance so all board members are able to attend each meeting in order to act in the best interest of the Company.

- Quorum and meetings

At least more than half of the directors must be present at a meeting to constitute a quorum. Each meeting will take approximately 2-3 hours. The Chairman of the Board allocates sufficient time for the management to present necessary information and the members to discuss each item on the agenda in order to ensure that the best interest of shareholders are represented fairly. All board members have the right to express their opinions and submit items for each agenda.

- Agenda

The Chairman of the Board, with consultation with the Chairman of the executive board and the Company Secretary will set the agenda for each meeting. Any director may suggest agenda items and raise other matters to be discussed.

- Distribution of supporting documents for board meetings

The Company Secretary is responsible for scheduling the meetings and distributing the supporting documents at least 7 days before the date of the meeting. However, in cases of urgent meetings, there may not be adequate time to send documents in advance. Supporting documents will include a summary of matters to be considered.

- Meeting Attendance

All of the Company's directors have striven to attend board and board committee that they hold the position including annual general and extraordinary general meetings. The Board is satisfied with the level of commitment and time contributed by each member towards fulfilling their roles and responsibilities.

- Board Minutes

The Company Secretary must record the minutes of each meeting, submit them to the Chairman of the Board for review, and then circulate them to each board member within seven days prior to the meeting. The minutes must contain all the meeting resolutions along with sufficient background information, and be prepared in accordance with relevant laws.

Details on the attendance of each board member to Annual General Meeting of Shareholder, Extraordinary General Meeting of Shareholders and Board's meeting in 2018 are as follows:

Name - Last Name	Annual General Meeting of shareholders 2018 (25 April 2018)	Extraordinary General Meeting of Shareholders no.1/2018 (6 November 2018)	Board's meetings 2018	Date of Appointment
1. Gen. Lertrat Ratanavanich	/	/	16/16	25 December 2559
2. Pol.Gen. Werapong Chuenpagdee	-	/	7/10	25 April 2018
3. Miss Louise Taechaubol	/	/	14/16	25 December 2016
4. Mr. Natdanai Indrasukhsri	/	/	15/16	12 January 2017
5. Mr. Adipong Puttarawigrom	/	/	14/16	22 January 2015
6. Pol.Col.Kidanun Komkhum	-	/	10/10	25 April 2018
7. Mr. Chanachai Joonjiraporn	-	-	4/10	25 April 2018
8. Mrs. Narumol Chattawan	/	/	12/12	15 March 2018
9. Mr. Pipat Suvanajata	-	/	10/10	24 April 2018
10. Mr. Surabhon Kwunchaithunya	/	/	16/16	30 November 2016
11. Dr. Boonlue Prasertsopar	/	-	12/16	26 April 2017
12. Pol.Maj.Gen. Ittipol Ittisarnronnchai	-	-	2/10	25 April 2018
13. Mr. Chirdsak Kukiattinun	-	/	2/3	26 October 2018
14. Mr. Vichai Baiprasert <sup>(1)</sup>	-	-	6/6	31 January 2015
15. Miss Trithip Sivakriskul <sup>(2)</sup>	-	-	1/3	30 November 2015

Remark : <sup>1</sup>Mr. Vichai Baiprasert resigned from a position of Director on 10 May 2018

<sup>2</sup>Miss Trithip Sivakriskul resigned from a position of Director on 14 March 2018

### 1.13 The Selection of New Directors

#### (1) Independent Directors

Under the Corporate Governance Policy, at least one-third of board members (and not less than 3 people) must be independent directors. These directors must meet all qualifications stipulated by the Capital Market Supervisory Board.

#### Requirements of Independent Directors

- Not holding shares of the company exceeding 1 percent of the total number of voting shares of Triton and its subsidiaries as well as not being a person who could have conflict of interest ongoing business of Triton and its subsidiaries; this includes shares held by related persons of the independent director
- Not be or have been an executive director, officer, employee, controlling person and paid advisor of the Company and its subsidiaries. This is unless the mentioned position exceeds 2 years prior to the date of appointment
- Not be related by blood or legal registration such as parents, spouse, siblings, children, including spouses of children, executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company and its subsidiaries

- Not have or have had any business relationships with the Company and its subsidiaries, affiliates, major shareholders or controlling person in a manner that may interfere with the directors' independent judgment. Not have or have had been a substantial shareholder or controlling person of any entity having business relationship with the Company, subsidiaries, affiliates, major shareholders of controlling person who may have a conflict of interest unless the foregoing status ended not less than two years prior to the date of appointment
- Not be or have been an auditor of the Company, its subsidiaries, affiliates, major shareholder or controlling person nor be a substantial shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its subsidiaries, affiliates, major shareholder or controlling person, unless the relationships ended exceeded 2 years from the date of appointment
- Not be or have been any kind of professional advisor including legal or financial who receives an annual service fee exceeding two million baht from the Company, its subsidiaries, affiliates, major shareholder or controlling person, and neither are nor have been a substantial, controlling person or partner of the professional advisor unless the relationship term ended two years prior to the date of appointment

- Not be appointed as a representative of the Company's directors, the major shareholders or any other shareholder who is a related person to the major shareholder
- Not have any characteristics that make him or her incapable of expressing independent opinions
- Not conduct any business which is of the same nature of the Company and its subsidiaries or be in competition with them in any material respect, nor be a substantial partner or a shareholder of more than 1 percent of the voting shares, director, employee, officer or paid advisor of any company whose businesses are of the same nature as the Company and its subsidiaries or is in competition with them in any material respect.

## (2) Directors

### Board Selection and Appointment

The Nomination Committee is responsible for the reviewing (yearly) the characteristics of Board Members and to assure they are in line with the Company's current and future goals.

The details of selection and appointment process are as follows:

#### 1. Selection and appointment of new directors

On appointment of a new director, the Nomination Committee proceeds as follows:

- 1) A Board Skill Matrix is developed to identify the current skills in Boards profile. The skills identified include personalities, experience, knowledge, independence, age, and gender
- 2) The committee identifies potential candidates that will help diversify and improve the Board Skill Matrix and also considers
  - Input from other existing Board members
  - Candidates who are proposed by shareholders or groups of shareholders with voting rights not less than 5%.
  - Professional sourcing firms
  - A pool of investors who are members of the Institute of Directors. (IOD)
- 3) After initial assessment of the candidate, the committee will interview all candidates.
- 4) The most suitable candidate is submitted to the Board of Directors who will propose the new candidate at the Shareholders meeting or approve a temporary replacement if there are any director resignations.

#### 2. Reappointment of Directors

Upon the consideration of re-appointing existing directors, the committee will consider past performance, past attendance, participation, and contributions to the Board and the Company.

In 2018, Gen. Lertrat Ratanavanich, Miss Louise Taechaubol and Mr. Surabhon Kwunchaithunya were reappointed to the Board through the mentioned process.

## 1.14 Board Training and Development

Triton aims to continually train and develop programs, at the expense of the Company, to provide all directors to ensure that they are adequately prepared to discharge their duties and govern the Company efficiently. The Company secretary discusses this matter with each director in order to create an individual training and development program.

## 2. The Management

As of 18 January 2019, the Management of the Company consists of 6 members as follows:

Name - Last name	Position
1. Miss Louise Taechaubol <sup>1</sup>	Chairman of the Executive Board
2. Mr. Chirdsak Kukiattinun	Chief Executive Officer
3. Mrs. Narumol Chattawan	Chief Financial Officer
4. Mr. Pensri Suebsuwong	HR Director
5. Mr. Chatchai Supanam	Senior IT Manager
6. Mrs. Prapavadee Sommart	Financial and Accounting Manager
Mr. Pipat Suvanajata <sup>2</sup>	Chief Executive Officer
Mr. Surabhon Kwunchaithunya <sup>3</sup>	Vice Chief Executive Officer
Mr. Thirath Anantrasirichai <sup>4</sup>	Business Development Director
Mr. Kamonpong Saejun <sup>5</sup>	Senior Financial & Accounting Manager

Remark : <sup>1</sup> Miss Louise Taechaubol resigned from Chief Executive Officer on 1 August 2018 but remains the Chairman of the Executive Board.

<sup>2</sup> Mr. Pipat Suvanajata was appointed Chief Executive Officer on 1 August 2018 and resigned from the position on 28 December 2018

<sup>3</sup> Mr. Surabhon Kwunchaithunya resigned from Vice Chief Executive Officer on 15 June 2018

<sup>4</sup> Mr. Thirath Anantrasirichai resigned from Business Development Director on 15 June 2018

<sup>5</sup> Mr. Kamonpong Saejun resigned from Senior Financial & Accounting Manager on 1 March 2018

### 3. Company Secretary

The Board passed a resolution to appoint Mr. Thirath Anantrasirichai as the company secretary on 9 May 2017 in the Board Meeting 5/2017. The Company Secretary is responsible for the administration and support departments to proceed efficiently, according to Securities and Exchange Act B.E.2535 and good governance. However, Mr. Thirath Anantrasirichai resigned from Company Secretary on 15 June 2018. Currently, Mr. Arun Chamchort is acting Company Secretary.

#### Roles and responsibilities of the company secretary

The Company Secretary has a dual reporting line to the Board and its committees and to the Management of the company. They include:

- Organize and facilitate Board and Board committee meetings
- Organize the annual general meeting of shareholders, and record and publish the related minutes. (Also including Extraordinary General Shareholder Meetings if necessary)
- File all documents and related records.
- Monitor and ensure that the Board is in compliance with all related laws and regulations.
- Handle corporate governance issues and provide advice on these to the Board.
- Assist shareholders, directors and members of management with any board-related matters.
- Follow up on all resolutions passed and instructions given by the Board and Shareholders' meetings.
- Perform any other actions specified in the Securities and Exchange Act B.E.2551 or related laws and regulations.

### 4. Remuneration for Directors and Executives

#### 4.1 Remuneration for the Company's Directors

At the Annual General Meeting of Shareholders 2018, held on the 25 April 2018, the shareholders approved a total remuneration for the Board and its subcommittees of not exceed than 10 million Baht. The details of Director remuneration are as follows:

	Monthly Remuneration (Baht/month)	Attendance fee (Baht/meeting)	Another compensation which is pension of the directors by considering the overall operation profit as of the end of accounting period 2018 and paid to all directors in a total amount of not exceeding Baht 10,000,000 which has been approved by the Annual General Meeting of Shareholders 2018
Board of Directors			
• Chairman	50,000	20,000	
• Director	30,000	15,000	
Subcommittee			
• Chairman of subcommittee	-	15,000	
• Committee member	-	10,000	

Remark: Directors with executive positions will not be entitled to monetary reward form being a director.

In 2018, the total compensation paid to the Board of Directors and Subcommittee members was Baht 9,155,000. Details of individual payment are as follows:

Name - Last name	Position	Remuneration (Baht)						Total
		Monthly remuneration	Board's meeting attendance fee	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Director pension	
1. Gen. Lertrat Ratanavanich	Chairman of the Board, Independent Director	600,000	320,000	-	15,000	-	534,352	1,469,352
2. Pol.Gen. Werapong Chuenpagdee	Vice Chairman of the Board Independent Director	240,000	105,000	-	-	-	213,740	558,740
3. Mr. Natdanai Indrasuksri	Independent Director	360,000	225,000	60,000	10,000	-	320,611	975,611
4. Mr. Adipong Pattarawigrom	Independent Director	360,000	210,000	40,000	-	30,000	320,611	960,611
5. Pol.Col.Kidanun Komkhum	Independent Director	240,000	150,000	20,000	-	40,000	213,740	663,740
6. Mr. Chanachai Joonjiraporn	Independent Director	240,000	45,000	20,000	-	-	213,740	518,740
7. Dr. Boonlue Prasertsopar	Independent Director	360,000	180,000	-	-	45,000	320,611	905,611
8. Pol.Maj.Gen. Ittipol Itthisarnronnachai	Independent Director	240,000	30,000	-	-	-	213,740	483,740
9. Miss Louise Taechaubol	Director	-	210,000	-	10,000	-	320,611	540,611
10. Mrs. Narumol Chattawan	Director	-	180,000	-	-	40,000	240,458	460,458
11. Mr. Pipat Suvanajata	Director	-	150,000	-	-	40,000	213,740	403,740
12. Mr. Surabhon Kwunchaithunya	Director	180,000	225,000	-	-	-	320,611	725,611
13. Mr. Chirdsak Kukiattinun	Director	60,000	30,000	-	-	-	53,435	143,435
14. Miss Trithip Sivakrskul	Independent Director	90,000	15,000	-	-	-	-	105,000
15. Mr. Vichai Baiprasert	Director	150,000	90,000	-	-	-	-	240,000
<b>Total</b>		<b>3,120,000</b>	<b>2,165,000</b>	<b>140,000</b>	<b>35,000</b>	<b>195,000</b>	<b>3,500,000</b>	<b>9,155,000</b>

## 4.2 Remuneration for the Executives

Directors with executive positions will not be entitled to monetary reward from being a director, except the remuneration as company executive without another type of compensation. In 2018, there were some executives resigned from the position and the Company has appointed new executives so the total monetary remuneration of executive directors including salary, bonuses, provident fund and other remuneration on 31 December 2018 totaled Baht 11,537,060.

## 4.3 Total Remuneration for Board of Directors and Executives of the Company's subsidiaries which are Company's core business

### 4.3.1 Splash Media Public Company Limited\*

#### Remuneration for Directors

At the Annual General meeting 2018 on 30 April 2018, the shareholders approved a total remuneration for the Board and its audit committee of not exceed than Baht 1,000,000 including monthly salary and attendance fee as follows:

	Monthly Remuneration (Baht/month)	Attendance fee (Baht/meeting)
Board of Directors		
• Chairman	-	12,000
• Director	-	10,000
Audit Committee		
• Chairman of Audit Committee	-	10,000
• Audit Committee	-	8,000

หมายเหตุ: \* The Company dispose the investment in ordinary shares of Splash Media Public Company Limited on 27 December 2018

\*\* In 2018, the company held 1 Board's meeting without remunerating the Directors.

#### Remuneration for Executives

Directors with executive positions will not be entitled to monetary reward from being a director, except the remuneration as company executive without another type of compensation. In 2018, there were some executives resigned from the position and the Company has appointed new executives so the total monetary remuneration of executive directors including salary, bonuses, provident fund and other remuneration on 31 December 2018 totaled Baht 5,371,662.

### 4.3.2 Strega Public Company Limited

#### Remuneration for Directors

At the Annual General meeting 2018 on 20 April 2018, the shareholders approved a total remuneration for the Board and its audit committee of not exceed than Baht 1,000,000 including salary and attendance fee as follows:

	Monthly remuneration (Baht/month)	Attendance fee (Baht/meeting)
Board of Directors		
• Chairman	35,000	20,000
• Director	25,000	10,000
Audit Committee		
• Chairman of the Audit Committee	-	15,000
• Audit Committee	-	10,000

In 2018, the total remuneration paid to the Board of Directors and Audit Committee members was Baht 970,000, a decrease from the previous year's remuneration of Baht 1,370,000 or a decrease of 58.55% when compared to 2017 the Board remuneration amounted to Baht 2,340,000. The details of the individual payment are as follows:

Name - Last name	Position	No. of attendance	Remuneration 2018 (Baht)
1. Pol.Gen. Werapong Chuenpagdee <sup>(1)</sup>	Chairman	5/5	240,000
2. Pol.Maj.Gen. Ittipol Ittisarnnatchai <sup>(2)</sup>	Director, Chairman of Audit Committee	4/5	140,000
3. Mr. Chanachai Joonjiraporn <sup>(3)</sup>	Director, Audit Committee	4/5	140,000
4. Pol.Col. Kidanun Komkhum <sup>(4)</sup>	Director, Audit Committee	5/5	150,000
5. Miss Louise Taechaubol <sup>(5)</sup>	Chairman Director	3/4 5/5	90,000
6. Mr. Pipat Suvanajata <sup>(6)</sup>	Director	8/9	70,000
7. Mrs. Narumol Chattawan	Director	9/9	80,000
8. Mrs. Pensri Suebsuwong <sup>(7)</sup>	Director	4/4	30,000
9. Mrs. Natthavadee Anananuchatkul <sup>(8)</sup>	Director	4/4	30,000
<b>Total</b>			<b>970,000</b>

Remark: <sup>(1)</sup> Pol.Gen. Werapong Chuenpagdee resigned from Chairman of the Board of Directors of Strega Plc. on 30 April 2018  
<sup>(2)</sup> Pol.Maj.Gen. Ittipol Ittisarnnatchai resigned from Director and Chairman of the Audit Committee of Strega Plc. on 30 April 2018  
<sup>(3)</sup> Mr. Chanachai Joonjiraporn resigned from Director and Audit Committee of Strega Plc. on 30 April 2018  
<sup>(4)</sup> Pol.Col. Kidanun Komkhum resigned from Director and Audit Committee of Strega Plc. on 30 April 2018  
<sup>(5)</sup> Miss Louise Taechaubol was appointed Chairman of the Board of Directors of Strega for the replacement of Pol.Gen. Werapong Chuenpagdee  
<sup>(6)</sup> Mr. Pipat Suvanajata resigned from Director of Strega Plc. on 28 December 2018  
<sup>(7)</sup> Mrs. Pensri Suebsuwong resigned from Director on 18 January 2019  
<sup>(8)</sup> Mrs. Natthavadee Anananuchatkul resigned from Director on 18 January 2019

#### Remuneration for Executives

Directors with executive positions will not be entitled to monetary reward from being a director, except the remuneration as company executive without another type of compensation. The total monetary remuneration of executive directors including salary, bonuses, provident fund and other remuneration for 2018 totaled Baht 15,251,878.

## 5. Personnel

In 2018, Triton Holding Public Company Limited remunerated its employees in a total amount of Baht 18.14, a decrease of Baht 1.77 compared to 2017 amounted to Baht 19.91 million. The remuneration includes salary, overtime wages, bonuses, and provident fund.

In addition, the Company's subsidiaries remunerated its employees in the amount of Baht 62.97 million, a decrease of Baht 8.05 million compared to the remuneration amount of Baht 71.02 million in 2017. To summarize, the total remuneration amount for Company and its subsidiaries combined was Baht 81.11 million, a decrease of Baht 9.82 million compared to the total amount of Baht 90.93 million paid in 2017. The details of number of employees and the remuneration in 2018 can be summarized as follows:

Core businesses	Triton Holding Plc.	Splash Media Plc.	Strega Plc.	Total
Number of Executives	8	5	9	22
Number of employees	13	6	96	115
Total	21	11	105	137
Remuneration for employees (Baht)	18,138,222	9,579,420	53,393,599	81,111,241

### Human Resource Development Policy

Human Resource Department effectively monitors employee performance based on qualifications and competencies to proactively plan for employee selection and recruitment in advance by planning for the selection of personnel within the organization that has capability to be in executive level or outside the organization. The main objectives are as follows:

1. To set a succession plan for retired position and an employment management plan for wanted positions in the market and of competitors.
2. To reduce loss rate of quality, experienced employees.
3. To influence and keep employees who perform well in order to set a succession plan, and are to be given opportunity to develop and promoted to hold a higher position.

### Succession Plan

Succession Planning is a conscious decision based on organizational rules and regulations to handpick the best personnel who are suitable, responsible for holding important position in the company to ensure the key position of executives maintain their qualifications, skills, experiences and professional abilities required for the position, through the supervision of the Nomination and Remuneration Committee and/or appointed committee for recruitment. Also, Succession planning is conducted through the analysis of the Company's business situation in terms of strategies, policies, investment plans and business expansion plan.

The Company always evaluate employee competencies to comply with the company's short-term and long-term strategic plan, determines manpower preparation specifying the qualifications, competencies, desirable vision of each position and make a development plan for each individual.

### Highly competent employee development

An employee who is highly competent means the employee who is talented, experienced, skilled/competent and has outstanding qualification. Such employee can be selected and recruited within the organization by considering profile of the Company personnel who is equipped with high performance and high competency from 3-year past performance which must be in the range from good-excellent, has core competency and other desirable qualifications, such as leadership, well-responsible, creative, principled and transparent.

Moreover, the Company provide employees with training opportunities to improve their competencies through different ways which include:

1. Training Need Survey: determined by the need from each work unit and the need of each individual to suit with the work position
2. On the Job Training: underline the qualification of an individual who will perform in the company and set an evaluation process whether in open-ended writing test or through action test.
3. Off the Job Training: also known as public training such as special training or situational research studies.



 Corporate Governance



# Corporate Governance Policy

The Board of Directors of Triton believes in the importance of good corporate governance, which consists of qualified and accountable directors, competent management, a system of check and balances for transparent and auditable operations, respected rights for shareholders, and equitable treatment of all stakeholders. These are all the key factors contributing to the maximization of economic value for the Company and promote long term sustainable returns to shareholders.

The Board of Directors has adopted a Corporate Governance Policy that is reviewed periodically and revised appropriately to ensure transparent functioning of the Board whilst remaining up to date with all rules and regulations of good corporate governance. There is communication to the directors, executives, and employees to acknowledge such adjustment.

The Company place importance on practicing good corporate governance principle in the business operation by applying the Principle of Good Corporate Governance for Listed Companies 2012 of the Stock Exchange of Thailand which is presented into 5 categories, namely:

## 1. Rights of shareholders

The Company respects the shareholders rights and treats all shareholders equally whether they are minor, foreign, institutional or major shareholders. Every shareholder is entitled to the rights and equitable treatment to receive share certificates and share transfers, and to be sufficiently informed or operating results and management policies on a timely basis, to an equitable dividend policy, to participate in meetings, votes, and make recommendations on decisions concerning major corporate actions such as amendments to the Articles of Association, appointments to the Board, appointment of the Company's external auditors, and issuance of new share capital, to be furnished with information concerning connected transactions, to sell shares back to the Company should the shareholder disagree with the resolutions of a shareholder's meeting to amend the Company's Article of Association concerning voting rights or dividend payments, and to elect directors.

### 1.1 Voting

Each shareholder is entitled to one vote per share. Shareholders who have a conflict of interest in any particular item are not eligible to vote on that matter

### 1.2 Annual Shareholders Meeting

- The Annual shareholder meeting is an important part of effective communication with shareholders. The meeting is held within four months of the end of the financial year. Extraordinary meetings may be conducted if warranted by particular circumstances that may affect the shareholders benefits or are required by law.
- The notice of the meeting and related documents are sent to all shareholders at least 14 days before the meeting and are also published on the Company's website. Shareholders are encouraged to submit questions in advance and the Company will respond to these during the meeting.
- The Company also encourages its shareholders, including institutional shareholders, to attend and participate in all shareholders meetings. For those shareholders whom cannot participate in person, may be represented by a proxy. At each meeting the Company appoints at least one independent director to act as a proxy and vote on behalf of shareholders who are unable to attend but had informed the Company of their absence beforehand.
- The Chairman of the Board, the Chief Executive Officer, committee members, executives and the external auditors attend each meeting to provide explanations and answer questions about items on the agenda. Before each meeting begins, the shareholders are informed of the rules along with meeting and voting procedures, including their rights to ask questions, express opinions, on the items to be discussed. The chairman of the meeting allots sufficient time to encourage shareholders to express their opinions and ask questions.
- The minutes have enough detailed and the questions and answers of the shareholders' meeting are published within 14 days of the meeting and also posted on the Company's website for the benefit of absent shareholders.

### 1.3 Meeting Resolutions

For the majority, the shareholders meeting passes resolutions and elects directors with the absolute majority of the votes represented at the meeting. In certain circumstances, under the Company's Article of Association, the following resolutions must be passed by not less than three quarters of the total number of votes represented at the meeting.

- The sale or transfer of whole or essential parts of the business of the Company to other persons.
- The purchase or acceptance of transfer of another company's business or a private company to the Company.

- Entering into, amending, or terminating a contract related to the leasing out of a business of the Company in whole or in essential parts; the assignment to anyone else to manage the business of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.
- Amendment to the Memorandum of Association or Articles of Association.
- An increase in or reduction of the capital of the Company or the issuance of debentures.
- The amalgamation or liquidation of the Company.

#### 1.4 Annual General Meeting of Shareholders 2018

The 2018 Annual General Shareholders' Meeting of Triton Holding Public Company Limited (the "Company"), which was held on 25 th April 2018 at 10.00 a.m. at Ratchayothin room, 20th floor, the Bazaar Hotel Bangkok, 5 Ratchadaphisek Rd., Chompon, Chatuchak, Bangkok; there were 91 shareholders present in person and proxies totaled 4,053,153,241 votes or 50.4527% of the Company's total issued shares. The Company's external auditor was also present.

The meeting passed the following resolutions:

1. Adoption of the Minutes of the Annual General Meeting of Shareholders 2017 held on 26th April 2017
2. Acknowledgement of the Company's operational results of preceding year 2017
3. Approval of the financial statement of the year 2017 including the report of the auditor ended December 31, 2017
4. Acknowledgement of the omission of dividend for the year 2017 and the non-allocation of the Company's profit for the year 2017 to the legal reserve fund.
5. Approval of the election of directors to replace the directors who retired by rotation, namely: (1) Gen. Lertrat Ratanavanich, (2) Miss Louise Taechaubol, and (3) Mr. Surabhon Kwunchaithunya.
6. Approval of the appointment of five (5) new Directors, namely: (1) Pol. Gen. Werapong Chuenpagdee, (2) Pol. Maj.Gen. Ittipol Ittisarnnongchai, (3) Pol.Col. Kidanun Komkhum, (4) Mr. Chanachai Joonjiraporn, and (5) Mr. Pipat Suvanajata
7. Approval of the annual Director's remuneration of 2018 in the amount of 10,000,000 Baht.
8. Approved the appointment of Mr.Wonlop Vilaivaravit, auditor with license number 6797 and/or Mr. Permsak Wongpatcharakom, auditor with license number 3427 and/or Mr. Chavala Tienpasertkij, auditor with license number 4301 and/or Dr. Kiatniyom Kuntisook, auditor with license number 4800 of Deloitte Tohmatsu Jaiyos Co., Ltd.

As the auditor of the Company and its subsidiaries for the year 2017, as well as approved the fixing of the Audit fee to the auditor for the year 2017 in the amount of 2,100,000 Baht for the Company, and remuneration for its subsidiaries at 3,460,000 Baht, a total of 5,560,000 Baht.

9. Approval of 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)
10. Approval of 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")
11. Approval of the increase of registered capital 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
12. Approval of 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
13. Approval of the allocation of 1,656,715,681 newly issued ordinary shares, at a par value of Baht 0.10
14. Approval of the amendment of the Company's regulations Clause 33 to be in compliance with the Public Limited Companies Act, B.E.2535 (and additional amendment)
15. Approval of the transfer not exceeding 548,392,949 Baht of share premium to compensate the deficit of the Company as of 31st December 2017 at the amount of 311,538,119 Baht to be in accordance with the Section 119 of the Public Limited Companies Act, B. E.2535 which was amended (Version2) Approved 3,837,413,541 votes Equivalent to 94.6772 Disapproved 48,000,000 votes Equivalent to 1.1843 Abstained 167,739,700 votes Equivalent to 4.1385 Total 4,053,153,241 votes Equivalent to 100.0000 9 in B.E.2544

#### 1.5 Extraordinary General Meeting of Shareholders No.1/2018

Beside from the Annual General Meeting of Shareholders 2018, the Company held an Extraordinary General Meeting of Shareholders No.1/2018 on 6 November 2018, at 14.00 hours at Ratchada Ballroom (6th floor), S. C. Park Hotel, no. 474 Soi Ramkamheang 39 (Thepleela), Plubpla Sub-district, Wangthonglang District, Bangkok; there were 94 shareholders present in person and proxies totaled 4,107,556,116 votes or 51.1298 % of the Company's total issued shares. The Company's external auditor was also present.

The meeting passed the following resolutions:

1. Adoption of the Minutes of Annual General Meeting of Shareholders of 2018 held on 25 April 2018
2. Approval of the issue and offer of 1,600,000,000 ordinary shares with par value at Baht 0.10 by way of private placement, and offering price at Baht 0.35, totaling Baht 560,000,000.
3. Approval of the issue and offer of ordinary shares warrants No. 4 (TRITN-W4) of 320,000,000 units by way of private placement to 2 investors.
4. Approval of the increase of registered capital by Baht 192,000,000 by issuing new 1,920,000,000 ordinary shares at par value of Baht 0.10.
5. Approval of the amendment to Clause 4 Registered Capital, to be in line with the increase of capital
6. Approval of the allotment of the newly issued shares pursuant to capital increase as follow: (1) 1,600,000,000 shares shall be allotted for private placement to two investors (2) 320,000,000 shares shall be allotted as reserve for exercise of TRITN-W4 offer by private placement to two investors.

## 2. Equitable Treatment of Shareholders

- The notice of the meeting and related documents is sent to all shareholders at least 14 days before the meeting and are also published on the Company's website. Shareholders are encouraged to submit questions in advance and the Company will respond to these during the meeting.
- The Company announces the Information Security of Company and Customers Policy with the framework for intra-company information disclosure as follows: Directors, Executives, staff and related party of the Company and its subsidiaries occasionally needs to involve with sensitive information and documents which are prohibited to disclose to other persons or with trading confidential information, such as information that has not been disclosed to the Stock Exchange of Thailand (SET), information concerning tendering process, business plans, statistic figures and inventions which are the Company's and its subsidiaries' copyright. Therefore, the protection is of utmost importance to achieve the Company's and its subsidiaries' goal, at present and in the future. Every staff of all levels are responsible for protecting confidential information from unintentionally disclosing to outsiders.

Moreover, the Company has framework for internal information usage. Due to the fact that the Company inevitably involve in various related parties and stakeholders, the Company shall equally treat each individual with just and fairness. In order to protect any wrong doing, all staff in the Company and all related parties who receive or may receive internal information that has not publicized yet shall avoid securities trading of the Company that he/she holds a position of Director or Executive in the Company. However, to trading securities of the Company, the action must be done with caution by not using information concerning trading securities that has not been disclosed to the SET. Moreover, once securities trading has been done, he/she must report the trading to that securities by abiding by the rules and regulations of the SET and the SEC.

Furthermore, the Company pass measures ensuring protection to comply with the policy. The Company specifies measures for protection as follows:

1. By the restriction of accessing information that are to disclose to public. Such information should be acknowledged only by the executives and staff who necessarily use the information and the Company shall inform all staff that such information is confidential and has regulations before usage.
  2. The security system is set up in workplace to ensure the safety of information and confidential documents.
  3. The owner of the information that has not yet disclosed to the public must ensure that all related parties strictly follows the policy procedures.
  4. The Company also passes the penalty measures of the misuse of internal information, the person who violate the policy shall be given a warning letter, reduction of wage or salary, temporarily discharged from duty without pay or discharged from the Company and compensate the Company in case of severalty damage or be punished by legal prosecution
- The Company attaches proxy form A and B along with the invitation letter to shareholders' meeting to facilitate the shareholders in terms of voting entitlement.
  - The Company notifies the shareholders on the invitation letter to shareholders' meeting, regarding the proof and documents required to present the identity of being the Company's shareholders or shareholders' representatives at the meeting in order to attend the shareholders' meeting

### 3. Conflict of Interests and Role to Stakeholders

The Company assigns the highest priority to the rights of stakeholders and has set guidelines within the Code of Conduct, human resources policy and corporate social responsibilities policy to oversee all aspects of the business and ensure that appropriate priorities are maintained for all shareholders, employees, managers, customers, business partners, creditors and the public community. The Company facilitates cooperation among the various groups of stakeholders according to their roles and duties in order to create a fair and stable business environment that runs smoothly for the benefit of all parties concerned.

#### 1) Shareholders

The Company acts as a representative of its shareholders in carrying out the business in order to maximize their satisfaction with regards to the Company's longer-term sustainable growth and value as well as the disclosure of transparent and reliable information.

#### 2) Employees

Triton values all members of staff as highly valuable assets. The company places emphasis on developing and promoting a good culture and working atmosphere, teamwork, and respect for individuality. The employment, promotion and transfer of all staff members are conducted in a fair manner based on ethical standards whilst maximizing human resource utilization. The company is also responsible for implementing and maintaining a safe working environment in order to protect the lives and property of all its employees. The Company adheres strictly to labor laws.

#### 3) Customers

Customer satisfaction and consumer confidence are high regarded issues at Triton. As a holding company, Triton stresses the importance of customer satisfaction to its subsidiaries and aims for them to provide high quality goods and services at reasonable prices, and maintain good relationships with clients. The company has the following guidelines for its subsidiaries:

- Products and Services : The Company shall provide high quality services and products and continuously strive for improvements. The Company shall also provide complete and accurate disclosure of all information pertaining to its products and services without any misinterpretation.
- Confidentiality of Customers : Directors, management, and staff members at all levels shall not disclose any information on customers without prior permission from those customers or authorized personnel of any company in the Group. An exception only occurs when information are required by law enforcement officers, acting in accordance with the law.

#### 4) Competitors

The Company has a policy of free and fair competition and will not try to monopolize the industry. The Company does not force its business partners to distribute only the Company's products and services. The Company does not acquire information on its competitors using any illegal or unethical manners.

#### 5) Society

As a Thai company Triton has responsibilities to Thailand and to the Thai society. The Company is committed to make contributions to society by supporting activities of public interest and cooperating with communities in which those activities are located.

#### 6) Environment

The Company will not invest in businesses that directly and adversely impact the environment. Triton encourages all its subsidiaries to produce goods and render services that are environmentally friendly, make the best use of natural resources and comply with all related environmental laws. The company supports activities that protect the environment and save energy.

#### 7) Business Partners

The company's dealings with any business partner shall be conducted in a manner that upholds the reputation of the Company and all relevant laws. All Company personnel must be aware of the common interests of the Company's business partners and treat them equitably. The selection of business partners shall be fair. The Company shall also consider its business partners as key factors in creating a value chain for its clients.

#### 8) Creditors

The Company shall keep all its promises and perform in accordance with the terms and conditions agreed with its creditors for the repayment of principal and interest, as well as safeguarding all guaranteed assets.

To be responsible for all groups of stakeholders, the Company provides channels to receive questions, complaints, suggestions and/or opinions from all groups of the stakeholders through the following channels:

- (1) Company's telephone number (0-2553-5000)
- (2) Company's email address (info@triton.co.th)
- (3) Direct contact through website (www.triton.co.th)
- (4) Company's email address for suggestions/complaints (whistleblowing@triton.co.th)
- (5) Direct submission by hand or by post at Triton Holding Plc. No.60 Soi Praditmanutham 19 Praditmanutham Road Kwang Ladprao Khet Ladphrao Bangkok 10230

#### 4. Disclosure of Information and Transparency

- The Company is committed to providing its shareholders and potential investors with accurate, adequate, timely and equal access to information, in accordance with legal and regulatory requirements in order to promote investor confidence in the Company's integrity.
- The Company has maintained a regular and open dialogue with investors. The Board of directors of Triton will soon establish a unit dedicated to investor relations which will include road shows, meetings with analysts, press releases, publications in various kinds of media, posting information on websites with Thai and English.
- The Company's website contains a comprehensive overview of the Company's profile and businesses both Thai and English. The investor relations section is kept up to date to maintain effective communication with shareholders and other stakeholders. Documents such as Financial Statements, Annual Reports, Minutes of the Meeting and Invitation Letter for Shareholders' Meeting can be viewed and downloaded at the Company's website at <http://www.triton.co.th>

#### 5. Responsibilities of the Board

- Stipulate the composition should not be less than 5 members, with more than half composed of non-executive directors, and not less than 1/3 independent directors of the total composition of board members
- For good corporate governance practice, the Board of Directors specifies that the Chairman of the Board of Directors must hold a position of Independent Director.
- One third of the total board members whose quota has served for the longest term will retire at each annual general meeting. If it is undividable by three, the closest number is advisable.
- Set up 6 subcommittees which consist of Audit Committee, Nomination and Remuneration Committee, Corporate Governance Committee, Risk Management Committee, Investment Committee and Executive Committee, and stipulate roles and responsibilities of each subcommittee.
- All Board members must undertake their roles and responsibilities in compliance with laws and Company's regulations



## Sub-Committees

On 18 January 2018, the Company has six standing sub-committees to assist its responsibilities. Each board committee performs duties in accordance with written regulations approved by the Board. The sub-committees provide advice and recommendations to the Board in relation to their areas of expertise and make decisions on specific matters that have been delegated to them by the Board. The chairman of each committee has to report the result of function to the Board of the Directors. The six sub-committees are as follows:

### 1. Audit Committee

The Audit committee comprises of three independent directors with full qualifications required under the guidelines of the Capital Market Supervisory Board and the Stock Exchange of Thailand. The term of membership is 3 years each term. On 31 December 2018, there are 4 members in the Audit Committee as follows:

Name-Last name	Position	Status	Attendance	Date Appointed
1. Mr. Natdanai Indrasukhsri	Chairman	Independent Director	4/4	12 January 2017
2. Mr. Adipong Puttarawigrom	Director	Independent Director	4/4	12 January 2017
3. Pol.Col. Kidanun Komkhum	Director	Independent Director	2/2	11 April 2018
4. Mr. Chanachai Joonjiraporn	Director	Independent Director	2/2	11 April 2018
Miss Trithip Sivakriskul*	Director	Independent Director	0/1	12 January 2017

Remark : \*Miss Trithip Sivakriskul resigned from Director on 14 March 2018

### Roles and responsibilities of the Audit Committee

- Review the accuracy of the Company's financial reports in accordance with generally accepted accounting principles, and ensure their adequate disclosure.
- Review internal control system and internal audit system to ensure they are appropriate and effective.
- Review the Company's compliance with laws on securities and exchange, the regulation of SET, and other laws that are related to the Company's business operations.
- Consider, nominate and make recommendations on the appointment, re-appointment, termination, and remuneration of the Company's external auditors.
- Meet with external auditors at least once a year to discuss issues which both parties deem private matters.
- Review auditors' independence, and establish a policy on the engagement of audit firm to provide non-audit services to the Company.
- Review Corporate Governance Policy and propose any recommended changes to the Board of Directors.
- Review all connected transactions of conflict of interest issues to ensure that they are in compliance with the related laws and regulations of the SET.
- Review risk management systems to ensure its appropriateness and effectiveness.
- Review internal audits independence, and approve appointment, rotation, termination, performance appraisal and remuneration.
- Review and comment Internal Audit plans and the performance of the internal audit department, and cooperate with external auditors.
- Prepare reports to be signed by the Chairman of the Committee and disclose in annual report.

## Self-Assessment of the Audit Committee as a Group and an Individual

The Audit Committee has evaluated Self-assessment as a group and on an individual basis. The Self-Assessment form was prepared by the company under the SET guidelines. These are the main topics that have been taken into accounts as follows:

### Self-Assessment as a Group

1. Board structure and qualifications
2. Meeting conditions
3. Duties and responsibilities

### Self-Assessment as an Individual

1. Board structure and qualifications
2. Committee Meeting
3. Roles, duties and responsibilities

The result of self-assessment made by the Audit Committee revealed that the Audit Committee performed well throughout the year 2018.

## 2. Nomination and Remuneration Committee

The Board of Directors requires at least 3 members of the Nominations Committee are Board members with at least more than half must be independent directors. Membership is 3 years and members can be reelected for the positions. The Chairman must also be independent. On the 31 December 2018, there are 3 Nomination Directors as follows:

Name-Last name	Position	Status	Attendance	Date Appointed
1. Gen. Lertrat Ratanavanich	Chairman	Independent Director	1/1	11 May 2018
2. Mr. Natdanai Indrasukhsri	Director	Independent Director	1/1	11May 2018
3. Miss Louise Taechaubol	Director	Executive Director	1/1	11 May 2018

The Board of Directors requires that there are at least 3 members of the Board of Directors in the Remuneration Committee with Independent Directors of at least more than half. Each membership has tenure of 3 years of which they can be reelected. The Chairman must also be independent. On the 31 December 2018, there are 3 Directors in the Remuneration Committee as follows:

Name-Last name	Position	Status	Attendance	Date Appointed
1. Gen. Lertrat Ratanavanich	Chairman	Independent Director	1/1	11 May 2018
2. Mr. Natdanai Indrasukhsri	Director	Independent Director	1/1	11May 2018
3. Miss Louise Taechaubol	Director	Executive Director	1/1	11 May 2018

However, the Board of Directors' meeting no. 2/2019 on 18 January 2019 approved to join the Nomination Committee and the Remuneration Committee together as Nomination and Remuneration Committee which now consists of 3 members as follows:

Name-Last name	Position	Status	Date Appointed
1. Gen. Lertrat Ratanavanich	Chairman	Independent Director	11 May 2018
2. Mr. Natdanai Indrasukhsri	Director	Independent Director	11May 2018
3. Miss Louise Taechaubol	Director	Executive Director	11 May 2018

### Roles and responsibilities of the Nomination and Remuneration Committee

- Consider and review the structure and composition of the Board of Directors and tenure of each director.
- Set rules and regulations on the appointment of new candidates of the Board of Directors and Board Committees.
- Identify, evaluate and recruit individuals qualified for membership.
- Consider and recommend the evaluation of the performance of the Board, including evaluation measurements, outcomes and monitor them for improvements in evaluation.
- Other agendas concerning nominations as required by the Board of Directors.

- Fix appropriate annual remuneration in monetary and non-monetary form as motivation and retention for the Board, committee members and top executives by taking into account appropriateness, responsibility, performance, and to compare them to other companies in the same industry and to present to the Board of Directors and for approval by the Shareholders of the Company.
- Disclose at the Shareholders meeting the appropriateness of remuneration.
- Set a standard for annual remuneration in monetary and non-monetary form of executives and all employees and compare them to the industry for appropriateness.
- Consider changes to salaries annually in accordance to individual and company performance.
- Ability to attain information on individuals of the company for the consideration of the above matters.
- Other agendas concerning remuneration as required by the Board of Directors.

### 3. Risk Management Committee

The Board of Directors requires that at least 3 members of the Risk Management Committee are Board members with at least 1 independent director. Membership is 3 years and members can be reelected for the positions. The Chairman must also be independent. On 31 December 2018, there are 5 Risk Management Directors as follows:

Name-Last name	Position	Status	Attendance	Date Appointed
1. Dr. Boonlue Prasertsopar	Chairman	Independent Director	3/4	11 May 2018
2. Mr. Adipong Puttarawigrom	Director	Independent Director	3/4	11 May 2018
3. Pol.Col. Kidanun Komkhum	Director	Independent Director	4/4	11 May 2018
4. Mr. Pipat Suvanajata	Director	Executive Director	4/4	11 May 2018
5. Mrs. Narumol Chattawan	Director	Executive Director	4/4	11 May 2018
Gen. Lertrat Ratanavanich <sup>(1)</sup>	Chairman	Independent Director	-	12 January 2017
Mr. Natdanai Indrasukhsri <sup>(2)</sup>	Director	Independent Director	-	12 January 2017
Mr. Surabhon Kwunchaithunya <sup>(3)</sup>	Director	Director	-	12 January 2017

Remark : <sup>(1)</sup> Gen. Lertrat Ratanavanich vacated a position of Chairman of the Risk Management Committee during 2018

<sup>(2)</sup> Mr. Natdanai Indrasukhsri vacated a position of Risk Management Committee during 2018

<sup>(3)</sup> Mr. Surabhon Kwunchaithunya vacated a position of Risk Management Committee during 2018

#### Roles and responsibilities of the Risk Management Committee

- Setting policy and strategy for risk management in relations to the Company's goals and objectives.
- Identify, evaluate, measure, monitor and report risk factors and recommend directions and guidelines to mitigate these risks at an acceptable level.
- Evaluate the appropriateness of policies, strategies, directions and business plans.
- Set policies for internal audit in line with the Company's directions and objectives.
- Monitor and Evaluate business plans in relations to risk management, strategy.
- Report and discuss with the Board of directors guidelines, policies and processes for continual improvement in risk management in consistence with standards set by the Stock Exchange of Thailand and International standards.
- Other agendas concerning risk management as required by the Board of Directors.

#### 4. Corporate Governance Committee

The Board of Directors requires that at least 3 members of the Corporate Governance Committee are Board members with at least more than half consisting of independent directors. Membership is 3 years and members can be re-elected for the positions. The chairman must also be an independent director. On the 31 December 2018, there are 5 Directors in the Corporate Governance Committee as follows:

Name-Last name	Position	Status	Attendance	Date Appointed
1. Gen. Lertrat Ratanavanich	Chairman	Independent Director	1/1	12 January 2017
2. Pol.Gen. Werapong Chuenpagdee	Director	Independent Director	1/1	11 May 2018
3. Mr. Natdanai Indrasuksri	Director	Independent Director	1/1	12 January 2017
4. Mr.Surabhon Kwunchaithunya	Director	Director	1/1	12 January 2017
5. Mr. Pipat Suvanajata	Director	Executive Director	1/1	11 May 2018
Mr. Adipong Puttarawigrom <sup>(1)</sup>	Director	Independent Director	-	11 May 2018
Miss Trithip Sivakrskul <sup>(2)</sup>	Director	Independent Director	-	12 January 2017

Remark : <sup>(1)</sup> Mr. Adipong Puttarawigrom vacated a position of Corporate Governance Committee during 2018

<sup>(2)</sup> Miss Trithip Sivakrskul resigned from Director on 14 March 2018

#### Roles and responsibilities of the Corporate Governance Committee

- Propose corporate governance guidelines to the Board.
- Advise the Board on corporate governance matters.
- Ensure that duties and responsibilities of directors and management conform to corporate governance principles.
- Revise guidelines for Triton in relation to other organizations and present recommendations to the Board.
- Delegate corporate governance policies to working groups.
- Delegate policies and guidelines to implement sustainability management (SM) and corporate social responsibility (CSR)
- Monitor the implementation of SM and report findings to the Board.
- Define guidelines for anti-corruption

#### 5. Executive Board

On the 31 December 2018, there are 3 Executive Directors as follows:

Name-Last name	Position	Status	Attendance	Date Appointed
1. 1. Miss Louise Taechaubol	Chairman	Executive Director	13/13	12 January 2017
2. 2. Mr. Pipat Suvanajata	Director	Executive Director	8/9	24 April 2018
3. 3. Mrs. Narumol Chattawan	Director	Executive Director	10/10	15 March 2018
Mr. Surabhon Kwunchaithunya <sup>(1)</sup>	Director	Executive Director	6/6	12 January 2017

Remark : <sup>(1)</sup> Mr. Surabhon Kwunchaithunya resigned from Executive Director on 15 June 2018

### Roles and responsibilities of the Executive Board

- Provide recommendations on the Company's strategic direction, management structure, annual business plan and budget.
- Manage the Company's business operations in order to achieve the planned objectives and targets.
- Monitor the financial and operating results of the Company and its subsidiaries and report monthly in the Board meetings.
- Identify and evaluate new business opportunities
- Review the Company's dividend policy and make recommendations to the Board
- Review and approve all transactions concerning investments and divestments of assets, human resources, finance and treasury, general administration and any other transaction related to the company's business within the limits of authority granted by the Board. • Oversee and manage the Company's investments and provide direction on key issues for subsidiaries before the Board of Directors considers them.
- Review matters that require the Boards approval and make recommendations with the exception of activities that have been delegated to other board committees.
- Consider and review the Company's risk management and control systems.
- The Executive Board may delegate its authority to any member of the management or staff it deems appropriate. This does not include approval of any transactions between them or related persons who have mutual benefit or conflict of interest as stated in the Company's articles of Association and Notifications of the Securities Exchange Commission. The approval for transactions shall be in accordance with the policies and principles already determines by the Board and regulatory bodies.

### Self-Assessment of the Executive Board as a Group and an Individual

The Executive Board has evaluated Self-assessment as a group and on an individual basis. The Self-Assessment form was prepared by the company under the SET guidelines. These are the main topics that have been taken into accounts as follows:

#### Self-Assessment as a Group

1. Board structure and qualifications
2. Meeting conditions
3. Duties and responsibilities

#### Self-Assessment as an Individual

1. Board structure and qualifications
2. Meeting
3. Roles, duties and responsibilities

The result of self-assessment made by the Executive Board revealed that the Executive Board had an outstanding performance throughout the year 2018.

## 6. Investment Committee

On the 31 December 2018, there are 5 members in the Investment Committees as follows:

Name-Last name	Position	Status	Attendance	Date Appointed
1. Miss Louise Taechaubol	Chairman	Executive Director	1/1	12 January 2017
2. Mr. Pipat Suvanajata	Director	Executive Director	1/1	11 May 2018
3. Mrs. Narumol Chattawan	Director	Executive Director	1/1	11 May 2018
4. Mr. Surabhon Kwunchaithunya	Director	Director	1/1	12 January 2017
5. Mr. Pattaraphol Panraksa	Director	Investment Manager	1/1	12 January 2018

#### **Roles and responsibilities of the Investment Committee**

- Deliberate and establish investment policies, rules and plans in accordance with policies set by the Board of Directors under approved policy framework in determining investment opportunities on business or corporations with potential growth and attractive returns.
- Identify and review investment policies which meet investment criteria in serving the best interests of the company and its businesses to propose to the Board of Directors.
- Deliberate, review and set directives of investment fund allocation to propose to the Board of Directors.
- Consider and review policies as well as appropriate risk measurements that suit investment profiles of the company.
- Oversee and monitor Investment Department in order for its performance to conform to company objectives, strategies and investment policies under the policy framework set by the Board of Directors.
- Perform duties or any activities entrusted by the Board of Directors.
- Provide investment reporting at least once a month to the Board of Directors.



# Change in Securities Holding of Directors and Executives

As of 31 December 2018

Name - Surname	Position (Triton Holding Plc.)	31 December 2017		Change in 2018		31 December 2018	
		Number of shares (shares)	%	Acquisition (shares)	Distribution (shares)	Number of shares (shares)	%
<b>Directors</b>							
1. Gen. Lertrat Ratanavanich	Chairman of the Board of Directors	-	-	-	-	-	-
2. Pol.Gen. Werapong Chuenpagdee	Vice Chairman of the Board of Directors	-	-	-	-	-	-
3. Miss Louise Taechaubol	Director, Chairman of the Executive Board and Chief Executive Officer <sup>(1)</sup>	1,668,100,100	20.76	-	-	1,668,100,100	20.76
4. Mr. Natdanai Indrasukhsri	Director and Chairman of the Audit Committee	-	-	-	-	-	-
5. Mr. Surabhon Kwunchaithunya	Director, (Executive Director and Vice Chief Executive Officer) <sup>(2)</sup>	-	-	-	-	-	-
6. Mr. Adipong Pattarawigrom	Director and Audit Committee	-	-	-	-	-	-
7. Pol.Col. Kidanun Komkhum	Director and Audit Committee	-	-	-	-	-	-
8. Mr. Chanachai Joonjiraporn	Director and Audit Committee	-	-	-	-	-	-
9. Miss Trithip Sivakrskul <sup>(3)</sup>	Director and Audit Committee	-	-	-	-	-	-
10. Pol.Maj.Gen. Ittipol Ittisarnronnachai	Director	-	-	-	-	-	-
11. Mr. Vichai Baiprasert <sup>(4)</sup>	Director	-	-	-	-	-	-
12. Dr. Boonlue Prasertsopar	Director	-	-	-	-	-	-
13. Mr. Chirdsak Kukiattinun	Director	-	-	-	-	-	-
14. Mr. Pipat Suvanajata	Director, Executive Director and Chief Executive Officer <sup>(5)</sup>	-	-	-	-	-	-
15. Mrs. Narumol Chattawan	Director, Executive Director and Chief Financial Officer	-	-	-	-	-	-
<b>Executives</b>							
16. Mr. Thirath Anantrasirichai <sup>(6)</sup>	Business Development Director and Company Secretary	6,000	0.0001	-	6,000	-	-
17. Mrs. Pensri Suebsuwong	HR Director	-	-	-	-	-	-
18. Mr. Kamonpong Saejun <sup>(7)</sup>	Senior Financial & Accounting Manager	-	-	-	-	-	-
19. Mr. Chatchai Supanam	Senior IT Manager	900,000	0.01	-	-	900,000	0.01
20. Mrs. Prapavadee Sommart	Financial and Accounting Manager	-	-	-	-	-	-

Remark : <sup>(1)</sup> Miss Louise Taechaubol resigned from Chief Executive Officer on 1 August 2018

<sup>(2)</sup> Mr. Surabhon Kwunchaithunya resigned from Executive Director and Vice Chief Executive Officer on 15 June 2018

<sup>(3)</sup> Miss Trithip Sivakrskul resigned from Director and Audit Committee on 14 March 2018

<sup>(4)</sup> Mr. Vichai Baiprasert resigned from Director on 15 May 2018

<sup>(5)</sup> Mr. Pipat Suvanajata resigned from Chief Executive Officer on 28 December 2018

<sup>(6)</sup> Mr. Thirath Anantrasirichai resigned from Business Development Director and Secretary on 15 June 2018

<sup>(7)</sup> Mr. Kamonpong Saejun resigned from Senior Financial & Accounting Manager on 1 March 2018



# Corporate Social Responsibilities

At Triton, we are committed to supporting the communities in which we operate by addressing local social and environmental challenges.

As Strega is a construction company engaging with numerous stakeholders on a daily basis, our main concern is safety for all parties as well as to strengthen the communities we work in.

Corporate Social Responsibility is a dedication for which Triton and its subsidiaries invests in, aiming to create mutual benefits for our communities and customers. Open communication with various stakeholders such as residents, organizations, municipalities helps us to identify the local challenges. As such we design solutions to overcome these challenges both social, economic and environmental, drawing on our core competencies to improve neighborhoods and communities.

The safety of our employees and the local neighborhood is of our utmost importance. Our values and ethics guides what we do and how we work, and this dual focus ensures a sustainable future for our people, customers and communities. Our choice of projects also reflect on our values whereby we choose projects that will enable for better and greener communities. As such, our Northern Fuel Transportation Pipeline project was undertaken primarily due to the multiple benefits that will arise to communities, societies and the environment. The almost 600 km pipeline will reduce traffic accidents every year caused by oil transportation on roads significantly, as well as reducing the emission of greenhouse gases. When environments become a constraint, our companies' core competencies design HDD strategies to mitigate and reduce environmental impact.

## Operating with Fairness

The Company is focused on conducting business according to all rules and regulations, with the application of corporate policies concerning fairness in operation, and gives importance on non-violation of intellectual property, compliance with public regulations and transparent and fair business contracting.

## Anti-Corruption

The Company is committed to act against all kinds of corruption and bribery. In implementation of the Company's Anti-Corruption Policy, The Company requires its directors, executives and employees to execute the Anti-Corruption and Anti-Bribery practice by clearly declaring to all relevant parties to act against bribery, whether in the form of demanding or agreeing to receive any valuables or benefits; and other corrupt business practices. Details of The Company's Anti-corruption policy can be downloaded from [www.triton.co.th](http://www.triton.co.th)

In addition, The Company has joined Thailand's Private Sector Collective Action Coalition Against Corruption: CAC Since 5 January 2018 by declaring to be part of CAC to follow the business principles to counter corruption in all forms as the Company has agreed to the Declaration of Intent by Thailand's Private Sector Collective Action Coalition Against Corruption. The details of signatory companies can be viewed at [www.thai-cac.com](http://www.thai-cac.com)

## Respect for human rights and fair working practices

- The Company focuses on the attention and more creation to employees including physical, knowledge, and psychological.
- The Company provides an annual health check up and provides employees with the opportunity to seek health care providers.
- The Company gives employees the training to improve potentiality continually.
- The company provides health insurance to employees.
- The Company employees are able to join provident funds. The company supports contributions to provident funds together with employees to care for their retirement.

## Community Development and Society

- The Company and Strega Plc. made a contribution of Baht 100,000 to the Pediatric Hematology and Oncology, Chulalongkorn Hospital fund, the Thai Red Cross Society
- The Company sponsored Bangkok Run in The City Mini Marathon 2018 at Mass Rapid Transit Authority of Thailand building, which part of the income was donated to Ramathibodi Foundation

## The Environment

Triton recognizes the conservation of energy with explicit policies to conserve energy in the design and construction of our headquarters. In addition, Strega's HDD technologies are aimed to preserve the environment due to its limited impact on surroundings, wildlife and ecosystem.



# Risk Management and Internal Control System

## Internal Control Systems

The Company and its subsidiaries have set internal control systems to safeguard the groups' assets and all stakeholders' interest by using guidelines of COSO (Internal Control Integrated Framework) as follows:

- 1) The Control environment is the foundation of an effective internal control system, and provides discipline and structure for all the other components. The main factors include:
  - The Board acts independently from management and demonstrates relevant skills and expertise in carrying out its oversight and responsibilities. The Board clearly defines its retained authority and the authority delegated to the CEO and executives.
  - The Board and management at all levels demonstrate as a role model the importance of integrity and ethics to support the function of the internal control system. (Code of Conduct)
  - An organizational chart that clearly defines lines of management authority and responsibility.
  - The processes for attracting, developing and retaining competent employees, measure performance and determine incentives.
  - Implement a "Whistle Blowing" policy to report fraud, errors, and misinterpretation or false statements and also includes whistle blowing protection
- 2) The Company conducts risk assessments to conduct its business with acceptable risk levels in order to achieve its objectives. It has designated a Risk Management Committee and has delegated its roles and responsibilities.
- 3) The Company has implemented control activities through policies and procedures to help ensure that management's directives on every level of the entity. These include authorization, approval verification, reconciliation and segregation of duties.
- 4) The Company obtains relevant and quality information to support the functioning of internal control. (Information and communication)
- 5) The Company implements Monitoring Activities through performing ongoing evaluations to measure the effective of internal controls.

The Board found that the company had in place, proper and adequate internal control and there was no significant flow found within the system.

## Risk Management

The Board of Directors is responsible for overseeing the Company's risk management, which is an integral part of conducting business. The Risk management committee was established to manage internal and external risks, and develop guidelines in order to reduce these risks to acceptable levels. The Executive Board and Audit Committee periodically monitors and reviews the risk management plan and reports to the Board.

In 2015, Triton's change to a holding structure raises issues of the risk of new investments. As such, the Company has set policies to minimize these risks as follows:

- Investments of less than 50 million Baht will require approval from the Executive Board. Investments exceeding 50 million Baht will require approval from the Board of Directors. Any investments over 5 million Baht will require comments from the Risk Management Committee.
- Investments in ongoing businesses will require evaluation of return on investments, a price to equity ratio that is appropriate, an Internal Rate of Return that is appropriate as well as prevailing interest rates, and weigh them against opportunities for the company to increase revenue and profits.

## Internal Audit

The Company places importance on the effective internal control system by annually assessing the efficiency of the system with the Executive Board in order to prevent or reduce risks that may occur. In 2017, the Company employed and appointed Multiplus Audit and Consulting Co., Ltd. to be the Company's internal auditor. The duties and responsibilities of the internal auditor include monitoring and assessing the operational systems within each and every department of the Company and its subsidiaries to ensure effectiveness and adequacy of the operation, utilization of resources, accuracy and reliability of the financial report, and application of policies and regulations to be abided by

The internal auditor is assigned to directly report the Audit Committee whose responsibility is to ensure the internal control systems, risk management systems and corporate governance are in line with the laws and regulations.

The internal auditor has adopted a risk-based approach in formulating annual audit plans that focuses on key business risks that may impact business goals and objectives and the accuracy of financial reports. The plan is then reviewed and approved by the Audit Committee yearly

## Auditor

- **The Appointment of Auditor Policy**

The appointment of the Company's external auditor must be approved at the annual general meeting of shareholders along with proposed audit fees. The Audit Committee will consider prospective auditors and their fees prior to the meeting, and submit its recommendation to the Board of Directors for proposal to the shareholders. The Company invites tenders from leading international audit firms regularly. In accordance to the Notification issued by the Capital Market Supervisory Board the company has a policy to rotate the existing auditors after five consecutive years.

The selected audit firm and auditor must be independent and have no conflict of interest with the Company or its management, the major shareholders or any related person.

- **Audit Fee**

The Company's financial statement for 2018 was audited by Mr. Wonlop Vilaivaravit (CPA No. 6797) of Deloitte Tohmatsu Jaiyos Co., Ltd, who expressed his opinion. The audit fees paid by the Company and its subsidiaries in 2018 are as follows:

Order	Company	Audit fee (Baht)	Non-audit fee (Baht)
1	Triton Holding Public Company Limited	2,100,000	-
2	Splash Media Public Company Limited**	620,000	-
3	Splash Estate Company Limited**	200,000	-
4	Splash Studio Company Limited**	80,000	-
5	Strega Public Company Limited	2,080,000	-
6	Lucent Energy Company Limited	80,000	-
7	Argyle Development Company Limited	80,000	-
8	Thor Energy and Resources Company Limited *	80,000	-
9	Live TV Company Limited*	80,000	-
10	Triton Power Company Limited (formerly known "Thaichaiyo TV Company Limited")	80,000	-
11	Triton Resources Company Limited (formerly known "POP TV Company Limited")	80,000	-
12	Triton Green Energy Company Limited	80,000	-
<b>Total audit fee</b>		<b>5,640,000</b>	<b>-</b>

Remark : \* Registered to dissolve with Department of Business Development

\*\* Sales of investments during 2018

## Ethical Standards

- **Business Code of Conduct**

The Company is committed to the key principles of integrity, ethical business conduct and accountability in accordance with good corporate governance policies. The Board expects all directors, executives and employees to act with honesty, integrity and impartiality

- **Anti-Bribery and Corruption**

The Company is opposed to all forms of bribery and corruption as unethical behavior erodes competition, harms society and impedes economic development. The Company has a policy to also not offer monies of monetary and non-monetary values either directly or through third parties, and all stakeholders.

- **Corporate Governance of Subsidiaries and Affiliates**

The Board oversees that the Company's subsidiaries and affiliates in order to protect the holding company's interests as follows:

- Encourage the adoption of good corporate governance
- Appoints representative directors and members of management to serve on the boards of subsidiaries and affiliates in proportion to the Company's shareholding.
- Oversees business operations through the appointed representative directors, members of management following the group's policies.

- Consider key matters such as strategic direction, business plans, capital structure, investment and divestment of assets, as well as significant policies.
- Monitor operating results through members of management, the Executive Board, and the Board.
- Monitor compliance with the rules and regulations regarding: third party transactions, acquisitions and disposition of assets, adequate and timely disclosure of information. This includes maintaining proper accounting records and preparing financial reports in accordance with all applicable laws and generally accepted accounting principles.
- Assigns the Company's internal audit to conduct audits at subsidiaries and affiliates in order to ensure the adequacy and effectiveness of their internal control systems.



Financial



## Related Party Transactions

During the year 2018, Triton group entered into transactions with related parties, in terms and charge of which were negotiated on an arm's length basis in the ordinary course of business and according to normal business conditions. The details have been disclosed in Note 36 to the Financial Statements ending 31 December 2018.

### The Purpose, policy and procedure of related party transaction

The company has intentions to ensure that all transactions between the Company or its subsidiaries and related persons comply with the relevant laws along with the regulations and guidelines of the regulatory agencies. All transactions must be transparent and reasonable, and provide the highest benefit to the Company similar to entering into transactions with independent third parties (on an arms lengths basis). This includes defining the process of identification, review, approval and disclosure of all related party transactions made by the Company and its subsidiaries, as well as to ensure that all related party transactions are disclosed in compliance with the notifications issued by the regulatory agencies.

The policy for all related-party transactions must be compiled with the Securities Exchange Act, B.E. 2535, and the notifications issued by the Capital Market Supervisory Board and the Board of Governors of the Stock Exchange of Thailand, and/or other regulations determined by the regulatory agencies. In entering into related party transactions, which are normal business transactions with general trading conditions, or supporting normal business transactions with general trading conditions as determined by the regulatory agencies, the management can approve these transactions according to the Company's Approval Authority. Any director or executive with a conflict of interest in a transaction involving the Company or its subsidiaries is prohibited from participating in the approval process for that transaction.

Based on the Company's procedure and approval of related party transactions, any department entering into a transaction or responsible for entering into a transaction must consider whether that transaction involves a related person or not and proceed as follows:

- a) If the related party transaction is exempt from any obligations in notifications issued by the regulatory agencies or if the transaction can be approved by management; the responsible department seeks an approval according to the Company's Approval Authority.
- b) If any related party transaction requires approval from the Board of Directors, the responsible department shall provide the audit committee with complete and adequate information in order to ensure that the transaction is reasonable and the highest benefit is to the Company (prior to submitting the proposal to the Board of Directors or shareholders if required).
- c) If any related party transaction requires approval from the shareholders, the Board of Directors will call a shareholders' meeting and engage an independent financial advisor to provide an opinion on the transaction regarding its reasonableness, benefits, fairness of price and purchasing conditions, and whether or not the shareholders should approve the matter.

### Future related party transaction policy

The Company will continue to follow its policy that all related party transactions be synchronized among its business units with fairness of price and conditions.



# Management Discussion and Analysis

## Overall operation summary and factors causing changes

### • Overall operation summary

In 2018, the overall operation shows sign of continuous improvement compared to the same period of time in 2017. The net profit (loss) for the year ended 31 December 2018 was 14.8.66 million Baht, an increase of 187.47 million Baht or representing 483.03% when compared to the same period of the previous year. The revenue recognized in 2018 was attributed from the construction business operation.

Construction contract that results in significantly increasing revenue of Strega Public Company Limited in 2018 was Northern Fuel Pipeline Transportation (NFPT) project with a project value of 3.72 billion Baht. The project value increased from the previous year in the amount of 420 million Baht and the project accumulated completion is 69.40%. The project completion has been extended to end on 12 December 2019 with substantial contract condition that Strega Public Company Limited is a main contractor providing EPCM services for fuel transportation with around 600 km distance.

For other construction projects, the Company has started to recognize revenues from completed projects as expected.

Regarding media business operation, on 20 November 2018 the Executive Board meeting no.11/2018 approved to the disposition of the investment in ordinary shares of Splash Media Public Company Limited in the amount of 179,997,900 shares at a par value of 1.00 Baht or representing 99.99% of the paid-up capital. On 26 December 2018 the Company received payment of 22.15 million Baht from share disposition and it was the complete trading date. The Company recognized profit from the disposition of investment in subsidiary's shares in the amount of 103.04 million Baht as stated in the Company's consolidated financial statement. As a result, Splash Media Public Company Limited is no longer a subsidiary of the Company and Splash Estate Company Limited and Splash Studio Company Limited, subsidiaries of Splash Media Public Company Limited are no longer indirect subsidiaries of the Company.

The operation results of 2018 complying with the business policy, strategies and business restructuring results in increased profits and significantly growing revenues in construction business operation.

### • Factor causing changes

On 15 March 2018, the Board of Directors passed a resolution approving the dissolution plan for Live TV Company Limited and Thor Energy and Resources Company Limited which are Company's subsidiaries to decrease expenses occurred from such companies. These companies have already been dissolved and the Memorandum of Association of each company has been amended with the Department of Business Development on 17 April 2018.

On 24 July 2018, the Board of Directors' meeting no.9/2018 passed a resolution to increase the proportion of investment in Strega Public Company Limited which is a subsidiary by purchasing 80,000,000 ordinary shares at the par value of 0.10 Baht per share, at the price of 0.25 Baht per share or representing 4.21% of the paid-up share capital with totalling of 20,000,000 Baht. As a result, the Company held 1,679,999,986 ordinary shares or representing 88.41 of the paid-up capital.

On 26 October 2018, the Board of Directors meeting no.13/2018 passed a resolution to increase the proportion of investment in Strega Public Company Limited again by purchasing another 80,000,000 ordinary shares at the par value of 0.10 Baht per share, at the price of 0.25 Baht per share or representing 4.21 of the paid-up capital with totaling of 20,000,000 Baht, resulting that the Company holds 1,759,999,986 ordinary shares or representing 92.63% of the paid-up capital.

Also, on 26 October 2018 the Board of Directors' Meeting of the Company No. 13/2018 had passed resolutions approved to establish a new subsidiary named Triton Green Energy Company Limited through joint venture with the Company holding 5,097 ordinary shares at the par value of 100 Baht per share, or representing 51.00% of the authorized share capital and Mercury Global International Company Limited, incorporated in the British Virgin Islands, which shall hold 4,900 ordinary shares at the par value of 100 Baht per share, or representing 49.00% of the authorized share capital. Triton Green Energy Company Limited ("TGE") has business objective for waste management, generate electricity from clean energy or pure energy. Such company has registered with Ministry of Commerce on December 17, 2018.

On 29 October 2018, the Extraordinary Ordinary Meeting of Shareholders No. 1/2561 of Pop TV Company Limited passed a special resolution to change its name from Pop TV Company Limited to Triton Resources Company Limited and changed its business objective from media and publishing business to mine and construction

material supply business. Such company has already amended the Memorandum of Association with Department of Business Development on November 7, 2018.

On October 29, 2018, the Extraordinary Meeting of Shareholders No. 1/2561 of Thaichaiyo TV Company Limited passed a special resolution to change its name from Thaichaiyo TV Company Limited to Triton Power Company Limited and change its business objective from media and publishing business to energy business. Such company has already amended the Memorandum of Association with Department of Business Development on November 7, 2018.

On 20 November 2018, the Executive Board's Meeting No. 11/2018 passed a resolution to sell ordinary shares of Splash Media Public Company Limited in the amount of 179,997,900 shares at the par value of 1.00 Baht per share, or representing 99.99% of paid-up share capital. On 26 December 2018, the Company received subscriptions for sales of ordinary shares totalling of 225,152,658 Baht. The Company reversed recorded allowance for impairment in investments totalling of 158,773,208 Baht by realizing gain from sales of investments in subsidiaries totalling of 108,642,662 Baht in statements of profit or loss and other comprehensive income. The Company also reversed surplus arising from change in ownership interest in subsidiaries of 22,588,268 Baht in statements of changes in shareholders' equity. Consequently, Splash Media Public Company Limited is no longer a subsidiary and Splash Estate Company Limited and Splash Studio Company Limited are no longer indirect subsidiaries from that day.

- **Opinion of auditor**

Mr. Wonlop Vilaivaravit, a Certified Public Accountant from Deloitte Touches Tohmatsu Jaiyos Audit Company Limited has shared opinion toward the consolidated financial statement of the Company and its subsidiaries as ended on 31 December 2018 without conditions and the auditor has indicated significant matters as follows:

**Revenue recognition from construction contract**

The Group generated revenue from construction contract which has been recognized as project completion progress. The percentage of completion is assessed by completion of a physical proportion of the contracts work. The essential matter is the accuracy of revenue recognition based on completion of construction works which the Company is cautious with revenue recognition to comply with Thai Financial Reporting Standards.

**Impairment of investments in subsidiaries, associates and other long-term investment**

In 2018, the impairment of investment in in Thor Energy and Resources Company Limited occurred in a total of 0.30 million Baht because on 2 April 2018 the Shareholders' meeting the company passed a resolution to dissolve the company which resulted in the recognition impairment of investment. An impairment loss is recognized for the amount by which the carrying amount of the investment exceeds its recoverable amount.

- **Accounting policies**

Thai Financial Reporting Standards affecting the presentation and disclosure in the current period financial statements are as follows:

During the year, the Group has adopted the revised and new financial reporting standards and guidelines on accounting issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements, except the following financial reporting standard:

Thai Accounting Standard No.7 (Revised 2017) "Statement of Cash Flows"

This revised accounting standard requires the disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. This accounting standard requires prospective method for such amendment.

- **Non-recurring items**

On 27 December, the Company disposed the investment in all ordinary shares of Splash Media Public Company Limited which was a Company's subsidiary to a firm; the Company lost the control over such subsidiary, including Splash Estate Company Limited and Splash Studio Company Limited which were Company's indirect subsidiaries. As a result, the Group and the Company discontinued rental on advertising space business.

### Operation results and performance

List	Q1/2018	Q2/2018	Q3/2018	Q4/2018	2018	2017	Increase (decrease)	
	Million Baht	%						
Total revenue	903.79	635.74	544.12	341.62	2,425.33	866.52	1,558.81	179.89
Revenue from operation	911.14	639.69	554.54	168.00	2,273.38	854.67	1,418.71	165.99
Gross profit	53.21	77.63	85.17	(61.64)	154.36	53.47	100.89	188.69
Net profit (loss) – the Company	27.88	29.19	45.08	46.50	148.66	(38.81)	187.47	(483.03)

In 2018, the Company would like to report net profit–the Company of 148.66 million Baht, an increase of 187.47 million Baht when compared to the previous year which was 38.81 million Baht loss, or representing an increase of 483.03%. In quarter 4/2018, the Company generated a net profit of 46.50 million Baht. The overall operation results of the Company are attributed from the following significant circumstances:

#### 1. Increased revenues from construction business operation – Strega Public Company Limited

List	2018	2017	Increase / (decrease)	
	Million Baht	Million Baht	Million Baht	%
Revenue from construction services	2,273.38	854.67	1,418.71	165.99
Cost of construction services	(2,119.02)	(801.20)	(1,317.81)	164.48
Gross profit	154.36	53.47	100.89	188.69
Idle cost	(37.69)	(49.58)	11.89	(23.99)

In 2018, the revenue from construction service is 2,273.38 million Baht, an increase of 1,418.71 million Baht or 165.99% from the previous year. During 2018, Strega, one of the Company's subsidiaries, has been awarded with large construction projects and one of them is Northern Fuel Pipeline Transportation (NFPT) project. The NFPT project value has increased from the previous year's project value by 420 million Baht, in totaling of 3.72 billion Baht. The increase in revenues are attributed from operating projects as planned, including NFPT project which has been completed approximately 69.40%

Meanwhile, the cost of construction services also increased by 164.48% resulting in gross profit of 154.36 million Baht, an increase of 100.89 million Baht or representing 188.69% when compared to the previous year. Moreover, the idle cost during 2018 decreased due to more effective cost management.

Gross profit generated from construction services increased from 53.47 million Baht in 2017 to 154.36 million Baht in 2018 which resulted from an increasing number of projects in 2018 and many large projects has been operated as planned. Therefore, the Company significantly generated increasing profit.

Gross profit margin in 2018 was equivalent to 6.79% which was close to the previous year which was 6.26%

Expenses by nature	2018	2017	Increase / (decrease)	
	Million Baht	Million Baht	Million Baht	%
Repair and Maintenance expenses	27.85	7.29	20.56	282
Cost of projects	1,468.01	633.59	834.42	132
Outsource service	503.95	84.08	419.88	499
Total	1,999.81	724.96	1,274.86	176

The expenses by nature in the financial statement, consisting of repair and maintenance expenses, cost of projects and outsource service, increasing from 724.96 million Baht in 2017 to 1,991.81 million Baht in 2018 is expenses of construction services operated by Strega Public Company Limited which generated increasing revenues where the Company uses as revolving fund for the Company's Group.

Revenues from construction services in 2018 was mainly attributed from important contract as follows:

Project	Project progress (percentage)	Backlog (Million Baht)
Northern Fuel Pipeline Transportation (NFPT) project	69.40	1,042.61
Kampaengpetch Intermedaite Pump Station and Contral Syatem	91.47	13.46
Constuction of Underground Transmission Line Across Chapraya River Bank at Phra Nangklao Bridge	-	85.49
Other projects	10.12	139.53

## 2. Revenues attributed from media business operation

On 27 December 2018, the Company disposed the investment in all ordinary shares of Splash Media Public Company Limited, one of the Company's subsidiaries to another firm which the Company now lost all control over such subsidiary, also including Splash Estate Company Limited and Splash Studio Company Limited which were Company's indirect subsidiaries. The Company therefore, discontinued rental on advertising space business.

## 3. An increase/(decrease) of other incomes/expenses

List	2018	2017	Increase / (decrease)	
	Million Baht	Million Baht	Million Baht	%
Gain from sales of subsidiaries	103.04	-	103.04	-
Other incomes	48.92	11.86	37.07	312.60
Administrative expenses	119.41	91.56	27.85	30.42

In 2018, gain from sales of media business subsidiaries was 103.04 million Baht and other incomes were 48.92 million Baht, increased by 37.07 million Baht or representing 312.60% when compared to the previous year. The reason of such income recognition was from rental on assets and others in construction business operation.

Other income

	Million Baht
Interest income	2.75
Gain from sales of asset	4.35
Dividend income	1.30
Other income	<u>40.52</u>
Total	<u>151.96</u>

Other incomes in the amount of 40.52 million Baht consist of

- Revenue from machinery rental	26.26
- Gain from sales of supplies	12.51
- Refund from provident fund	0.28
- Receive from insurance	0.27
- Gain from non-monetary exchange	0.17
- Others	<u>1.03</u>
Total	<u>40.52</u>

Gain from sales of asset was 4.35 million Baht. The Company gained 1.54 million Baht from selling vehicle and Strega Public Company Limited, a Company's subsidiary also gained 2.81 million Baht from selling vehicles. Moreover, in order to be in compliance with the management and asset usage of the Company, the Company changes to lend vehicles instead of purchasing ones.

In 2018, Triton Holding Public Company Limited has changed subsidiaries' administrative management by managing subsidiaries with the help of the Company's management team and sharing services to maximize resource utilization. Therefore, the Company charges for administrative fee in subsidiaries.

The administrative cost during 2018 was 119.41 million Baht, increasing from 91.56 million Baht from the previous year by 27.85 million Baht or representing 30.42%. The important cause was from bank guarantee fee increased from construction revenue recognition, profession fees and advisory fee for business expansion.

#### 4. Profit (loss) from discontinued operation

List	2018	2017	Increase / (decrease)	
	Million Baht	Million Baht	Million Baht	%
Profit (loss) from discontinued operation	37.66	36.69	0.97	2.66

In 2018, the Company disposed the investment in all ordinary shares of Splash Media Public Company Limited, one of the Company's subsidiaries to another firm which the Company now lost all control over such subsidiary, also including Splash Estate Company Limited and Splash Studio Company Limited which were Company's indirect subsidiaries. The Company therefore, discontinued rental on advertising space business. Such operation result is subject to "profit (loss) from discontinued operation".

#### 5. Key performance indicator

From operation management in 2018, the Company generated better performance results with an increase in financial liquidity. The average collection period significantly reduced from 42 days in 2017 to 20 days in 2018. The average payment period decreased from 77 days to 43 days in 2018.

The overall profitability ratio of the Company's Group in 2018 started to increase resulting in a better Return on Equity (ROE) which was 15.64% when compared to the previous year at -4.23%

Gross profit margin in 2018 was equivalent to 6.79% which was similar to 6.26% gross profit margin in 2017.

For the efficiency ratio of 2018, the Return of Assets (ROA) considerably improved when compared to the previous year which resulted from better operating performance of the Company.

For the financial ratio in 2018, the Debt to Equity ratio was equal to 0.63 times which reduced by 34.03 million Baht from the previous year. In addition, the leverage ratio and the interest coverage ratio went in a good direction.

#### Asset management ability

- **Trade receivables**

Trade receivables as of 31 December 2018 are as follows

	Consolidated financial statement	
	2018	2017
	Million Baht	Million Baht
Trade receivables - other companies	114.73	134.16
Less allowance for doubtful accounts	(0.04)	(1.31)
Total	<u>114.69</u>	<u>132.85</u>

Trade receivables - other companies in 2018 increased from construction business, which were good credit receivables who paid in time. Moreover, in 2018 the allowance for doubtful accounts reduced due to effective debt collection process, and the Company prepared efficient amount of the allowance for doubtful accounts projected from reviewing balance on the date of year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognized in profit or loss within selling and service costs.

- **Inventories and unbilled construction revenues and unearned construction revenues**

- **Inventories**

A subsidiary has inventories as at December 31 as follows:

	2018	2017
	Million Baht	Million Baht
Spare part	6.30	5.90
Supplies	3.80	4.19
Goods in transit	0.09	-
Less Allowance for obsolete inventories	<u>(0.33)</u>	<u>(0.33)</u>
	<u>9.86</u>	<u>9.76</u>

An increasing of spare parts in 2018 was a resulting from sufficient reserving for construction business operation.

- **Unbilled construction revenues and unearned construction revenues**

The amount of unbilled construction revenues and unearned construction revenues at the year-end 2018 was 82.05 million Baht, resulting from construction work completed in December 2018 which was in the process of issuing invoices.

- **Investment, Goodwill and Impairment**

- **Refundable deposit for investing in other companies**

On 7 April 2016, Lucent Energy Company Limited which is an indirect subsidiary has entered into share purchase of electricity generation company agreements for 6 electricity generation companies with Sellers in the amount of Baht 683 million with condition precedent as specified in the agreement. The Sellers must transfer shares of such electricity generation companies to such indirect subsidiary within 6 October 2016. Such indirect subsidiary paid cash as a deposit in April 2016 totalling to Baht 120 million. The Sellers had pledged a number of shares of another 2 companies as collateral with such indirect subsidiary.

Consequently, on 27 September 2016, such indirect subsidiary and the Sellers made an addendum to extend period of transferring such shares of electricity generation companies for 120 days as the Seller asked. The Sellers must transfer shares of such electricity generation companies to such indirect subsidiary within specific date (6 February 2017). The Seller had pledged a number of shares of other 2 companies as additional collateral with such indirect subsidiary.

On 6 February 2017, the Sellers could not transfer such shares of such electricity generation companies to such indirect subsidiary as the condition precedent specified in the agreement and the addendum. Such indirect subsidiary could call deposit back from the Sellers. If the Sellers cannot return deposit, the Seller has to comply with condition specified in the agreement.

On 31 December 2018 and 2017, such an indirect subsidiary recorded an allowance for impairment of deposit in whole amount. Since such indirect subsidiary is in legal process to call deposit and force such shares as collateral from the Sellers and there is an uncertainty that such indirect subsidiary would receive such deposit back from the Sellers. However, such indirect subsidiary engaged an independent appraiser to assess value of shares as collateral under the share purchase agreement and the addendum. The valuation of such shares is approximately Baht 115 million.

During the year 2018, such indirect subsidiary has filed a petition with the Crime Suppression Division on the economic crimes ("ECD") for fraudulent allegations against 3 Sellers. On February 9, 2018, the investigator has issued a summons to the accused in order to acknowledge such 3 Sellers and criminal record which are in the process of present the complaint to the court as a criminal case. However, during the period, such indirect subsidiary engaged an independent appraiser to assess the value of 4 electricity generation companies as collateral under the share purchase agreement and the addendum which is appraisal with limited information accessing which used discounted cash flow approach. The valuation of 3 electricity generation companies each is between of Baht 3.56 million to Baht 22.33 million and another company which is unassessable. Additionally, On July 4, 2018 the indirect subsidiary will request a plaintiff to claim a refund in the civil on November and December 2018, later on January 31, 2019 indirect subsidiary was on sue to Civil Court that demand to Seller for return cash amount Baht 120 millions including interest which the court has already accepted the order.

## Liquidity and Capital adequacy

### • Sources and uses of funds

Pursuant to the cash flow statement 2018

1. Net cash flow obtained from (used in) operation activities in 2018 is equivalent to Baht 248.90 million compared to Baht 43.11 million in 2017, conforming with increasing revenue and profit in 2018. The Debt-to-Equity ratio of the Company is 0.63 times which is lesser than the previous year because debt settlement from construction business of revenue-recognized project has been made. Moreover, the Company has sufficient capital to operate its business
2. Net cash flow obtained from (used in) investment activities in 2018 is equivalent to Baht 215.25 million increasing from 2017 which was equal to Baht -180.50 million. The increase is attributed from the disposition of the investment in its subsidiaries
3. Net cash flow obtained from (used in) financing activities is equivalent to Baht -125.79 million, reduced from 2017 which was Baht 1.54 million. The main reasons are from payment for investment acquisition in subsidiaries and disbursement for short-term loan to financial institutes under financial lease agreement.

### • Capital expenditure

Temporary investment

Temporary investment as of 31 December is as follows:

	2018	2017
	Million Baht	Million Baht
Short-term investments in trading securities - equity securities	-	41
Short-term investments in available-for-sale securities - equity securities	26.70	34
Short-term investments in held-to-maturity securities maturity within 1 year	-	<u>90</u>
	<u>26.70</u>	<u>165</u>

The Company uses the remaining revolving fund, which has not been used as investment in business operation, to invest in other securities to maximize benefits from well capital administration and management. In 2018, the Capital market was not favorable resulting in other unrealized loss from the change in market capitalization in the amount of Baht 21.89 million

Trading and available-for-sale securities are presented at fair value. The fair value of equity securities which is publicly traded securities is measured at the last bidding price of the last operating day of the year of the Stock Exchange of Thailand. Held-to-maturity securities are stated at amortized cost.

Gain or loss on the change in fair value of trading securities is recognized as unrealized gains or losses in the statement of profit or loss and other comprehensive income.

Gain or loss on the change in fair value of available-for-sale securities is recognized as an item in other components of equity.

### • Adequacy of liquidity

Strega has pledged cash and land and building premise of the company including land of Argyle Development Company Limited as guarantee of credit line and loans from financial institutes which is for operating construction business. The guarantee does not affect investment funding in the future due to the fact that the Company's group has a sufficient amount of cash as for revolving fund.

### • Affordability ratio and compliance with important loan conditions

The Company's group has a sufficient amount of cash for revolving fund. The application of short-term loan is only temporary. Therefore, the Company is determined to comply with all terms and conditions of loan

### • Ability to acquire additional source of fund

The Company's group is supplied with adequate amount of cash, thus acquiring additional source of fund is not needed.

## Liability Commitment and off-balance sheet management

As of December 31, The Company's group has commitment as following

	Consolidated financial statements			
	Rental agreements		Service agreements	
	2018	2017	2018	2017
	Million Baht	Million Baht	Million Baht	Million Baht
Due date				
Within 1 year	3.91	11.71	7.61	0.74
1 - 5 years	15.65	35.66	0.26	0.26
More than 5 years	<u>15.65</u>	<u>22.22</u>	=	=
	<u>35.21</u>	<u>69.59</u>	<u>7.87</u>	<u>1.00</u>

	Separate financial statements			
	Rental agreements		Service agreements	
	2018	2017	2018	2017
	Million Baht	Million Baht	Million Baht	Million Baht
Due date				
Within 1 year	3.91	3.91	7.32	--
1 - 5 years	15.65	15.65	-	-
More than 5 years	<u>15.65</u>	<u>19.56</u>	=	=
	<u>35.21</u>	<u>39.12</u>	<u>7.32</u>	<u>---</u>

Other commitment as follows:

	Consolidated financial statements	
	2018	2017
	Million Baht	Million Baht
Other commitment		
Restricted deposit at financial institution	<u>75.31</u>	<u>34.90</u>
Total	<u>75.31</u>	<u>34.90</u>

## Risk factors affecting future operation

### Risks from construction delays

#### 1. Shifting Workforce

**Risk:** The skilled labor shortage, and aging workforce and an influx of inexperienced workers drive up costly accidents and injuries.

**Risk management measures:** This risk is mitigated through proper workforce training, hiring of skilled workers from overseas, as well as ensuring that all safety requirements are adhered to.

#### 2. Construction Defect

**Risk:** Construction defects leads to risk on future claims.

**Risk management measures:** This risk is mitigated through proper checks and balances during the construction process, proper documentation and sign off procedures as well as insurance coverage

#### 3. Contractual risk

**Risk:** Risks from liabilities from contracts.

**Risk management measures:** This risk is mitigated through maintaining good long term working relationships with all stakeholders and legal advice.

#### 4. Safety risk issue

**Risk:** Safety is the number one concern for Strega and Triton.

**Risk management measures:** The stakeholders and as such the construction safety department ensures that construction workers are following established policies and safety regulations and guidelines.



## The Board of Directors' Responsibility for Financial Report

The Board of Directors is responsible for the financial of Triton Holding Public Company Limited and the consolidated financial statements of the Company and its subsidiaries, including the financial information presented in this annual report. The aforementioned financial statements are prepared in accordance with Thai Financial Reporting Standards, using careful judgment and the best estimations. Important information is adequately and transparently disclosed in the notes to financial statements for the Company's shareholders and investors.

The Board of Directors has provided and mentioned a risk management system along with appropriate and efficient internal controls to ensure that accounting records are accurate, reliable and adequate to protect the Company's assets and uncover any weaknesses that may occur in order to prevent fraud or materially irregular operations.

In this regard, the Board of Directors has appointed the Audit Committee to be responsible for reviewing the accounting policy, financial reports, internal controls, internal audit, risk management system and disclosure of connected transactions. All the Audit Committee's opinions on these issues have been presented in the Audit Committee Report for 2018 included in this annual report.

The financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries have been examined by an external auditor, Mr. Wonlop Vilaivaravit (CPA No. 6797) of Deloitte Tohmatsu Jaiyos Co., Ltd., to conduct the audits and express an opinion in accordance with generally accepted auditing standards, the external auditor was provided with all of the Company's records and related data as requested. The external auditor's opinion is presented in the auditor's report included in this annual report.

The Board of Directors believes that the Company's overall control system has functioned at a satisfactory level and rendered credibility and reliability to the financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2018. The Board of Directors also believes that all these financial statements have been prepared in accordance with Thai Financial Reporting Standards and related regulations.

Gen.

(Lertrat Ratanavanich)

Chairman of the Board of Directors

(Mr. Chirdsak Kukiattinun)

Chief Executive Officer



# Audit Committee Report

## Attention: Shareholders of Triton Holding Plc.

The Audit Committee of Triton Holding Public Company Limited, having a commitment to provide independent and fair confidence, comprises 3 independent directors who are qualified in various multidisciplinary subjects and in consistent with the requirements of the Stock Exchange of Thailand (SET) and the Office of the Securities and Exchange Commission (SEC). As of 31 December 2018, the Audit Committee comprises 4 members as listed below:

1. Mr. Natdanai Indrasuksri, Chairman of the Audit Committee
2. Mr. Adipong Pattarawigrom, Audit Committee
3. Pol. Col. Kidanun Komkhum, Audit Committee
4. Mr. Chanachai Joonjiraporn, Audit Committee

In 2018, the Audit Committee convened a total of 4 meetings. The operating summary in 2018 is as follows:

### 1. Review of the Company's financial statements

The Audit Committee reviewed both the quarterly and annual financial statements of the consolidated and company financial statement by setting up meetings with responsible individuals and the auditor to discuss and interrogate the accuracy, completeness, adjusting entries that affect the financial statement and adequacy of information on the financial statement. The Audit Committee had an opinion that the financial statements disclose important matters in according with accepted accounting principles.

### 2. Review of related-party transactions

The Audit Committee reviewed the related-party transactions or transactions which potentially result in conflict of interest that were considered to be connected transactions under the notifications of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). The review disclosed that the Company operated under reasonable and fair terms in compliance with the Corporate Governance policies.

### 3. Review of internal audit

The Audit Committee considered appointing an auditor firm to be Company's internal audit and gave freedom to the internal auditor to assess and report matters directly to the Audit Committee and ensured the assessment of the internal auditor to meet international standards.

### 4. Appointment of the external auditor and review of the 2018 audit fee

Appointing an external auditor, the Audit Committee considers candidates based on their performance, independence, qualifications, skills, experiences and audit fees. The Audit Committee reported to the Board of Directors on the matters to be presented in the Annual General Meeting of Shareholders 2019.

In summary, the Audit Committee sufficiently performed and fulfilled its duties with competency, consideration together with adequate independence without any condition to receive information from the management, employees and related individuals. Moreover, the Audit Committee gave useful opinions and suggestions to the stakeholders with equality under the corporate governance principles.

On behalf of the Audit Committee

**Mr. Natdanai Indrasuksri**  
Chairman of the Audit Committee



# Report of the Independent Certified Public Accountants

**TO THE SHAREHOLDERS AND BOARD OF DIRECTORS  
TRITON HOLDING PUBLIC COMPANY LIMITED**

## **Opinion**

We have audited the consolidated financial statements of Triton Holding Public Company Limited and its subsidiaries (the “Group”) and the separate financial statements of Triton Holding Public Company Limited (the “Company”), which comprise the consolidated and separate statements of financial position as at December 31, 2018, and the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Triton Holding Public Company Limited and its subsidiaries and of Triton Holding Public Company Limited as at December 31, 2018, and financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (“TFRSs”).

## **Basis for Opinion**

We conducted our audit in accordance with Thai Standards on Auditing (“TSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the Federation of Accounting Professions’ Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to the audit of the consolidated and separate financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Audit Responses
<p><b>Recognition of revenue from construction contracts</b></p> <p>The Group has revenue from construction contracts which is recognized by reference to the stage of completion of the construction contracts based on completion of a physical proportion of the contracts work. Therefore, the key audit matter is the recognition of revenue from construction contracts based on the stage of completion of the construction accurately in accordance with TFRSs.</p> <p>Accounting policy for revenue and supplementary disclosure for construction contracts were disclosed in Notes 2.4.5 and 10 to the financial statements, respectively.</p>	<p>Key audit procedures included:</p> <ul style="list-style-type: none"> <li>• Understanding the revenue recognition process relating to revenue from construction contracts and related internal control procedures</li> <li>• Performing the design and implementation testing over the internal control procedures around revenue recognition process relating to revenue from construction contracts including related information and technology system</li> <li>• Performing the operating effectiveness testing over the internal control procedures around revenue recognition process relating to revenue from construction contracts, and</li> <li>• Performing substantive testing as follows: <ul style="list-style-type: none"> <li>- Understanding terms and conditions of the service agreements, recalculating the revenues whether they have been recorded appropriately, and examining the related supporting documents of revenue from construction contracts</li> <li>- Testing calculation of percentage of completion and calculation of revenue from construction contracts</li> <li>- Observing the construction site to consider of the progress of the stage of completion of the construction contracts.</li> </ul> </li> </ul>

Key Audit Matters	Audit Responses
<p><b>Impairment of investments in associate, subsidiaries and other long-term investment</b></p> <p>The consideration of the impairment of investments in an associate, subsidiaries and other long-term investment is depended on the management judgements and assumptions used in the estimation of the recoverable amount of such investments. Therefore, the key audit matter is the consideration that impairment of investments in an associate, subsidiaries and other long-term investment has been recognized in accordance with TFRSs.</p> <p>Accounting policies and supplementary disclosure for investment in an associate and subsidiaries and other long-term investment were disclosed Notes 2.4.1, 2.4.6, 13, 14 and 15 to the financial statements, respectively.</p>	<p>Key audit procedures included:</p> <ul style="list-style-type: none"> <li>• Understanding the impairment consideration process and related internal control procedures</li> <li>• Performing the design and implementation testing over the internal control procedure around impairment consideration process</li> <li>• Performing the operating effectiveness testing over the internal control procedures around impairment consideration process, and</li> <li>• Performing substantive testing as follows: <ul style="list-style-type: none"> <li>- Examining the supporting documents in relation to the management consideration of impairment indicators for investments in an associate, subsidiaries and other long-term investment</li> <li>- Understanding and assessing the appropriateness of valuation model and key assumptions the management used in the estimation of the impairment loss for investments in an associate, subsidiaries and other long-term investment.</li> </ul> </li> </ul>

## Other Information

Management is responsible for the other information. The other information comprises information in the annual report, which is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the management of the Company.

## **Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and separate financial statements.

As part of an audit in accordance with TSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group’s and the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Wonlop Vilaivaravit  
 Certified Public Accountant (Thailand)  
 Registration No. 6797

**BANGKOK**  
 February 27, 2019

**DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.**

# Financial Statements & Notes to Financial Statements

TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2018

UNIT : BAHT

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2018	2017	2018	2017
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents	6	553,101,916	214,737,447	350,587,507	73,786,226
Restricted deposits at a financial institution	7	5,880,826	6,004,972	-	-
Temporary investments	8	26,695,015	165,117,021	26,695,015	165,117,021
Trade and other receivables	9	175,861,298	168,407,609	15,395,128	6,543,542
Short-term loans to subsidiaries	36.3	-	-	186,100,000	184,000,000
Unbilled contract revenues	10	82,049,583	342,014,914	-	-
Prepayment for construction	10	69,814,714	243,494,174	-	-
Construction in progress		74,781	4,369,150	-	-
Inventories	11	9,855,795	9,763,217	-	-
Value-added tax		29,946,562	26,500,284	91,940	-
Prepaid land rental		-	6,790,775	-	-
Refundable deposits within one year		7,835,116	887,037	-	-
Refundable deposits for investing in other companies	12	-	-	-	-
Other current assets		2,638,466	-	2,204,308	-
<b>Total current assets</b>		<b>963,754,072</b>	<b>1,188,086,600</b>	<b>581,073,898</b>	<b>429,446,789</b>
<b>Non-current assets</b>					
Restricted deposits at a financial institution	7	69,426,903	28,893,348	-	-
Investment in an associate	13	-	-	-	-
Investments in subsidiaries	14	-	-	470,360,756	548,298,275
Other long-term investment	15	-	-	-	-
Investment property	16	124,700,000	133,699,726	-	-
Property, plant and equipment	17	344,862,874	420,985,156	54,221,977	60,424,787
Other intangible assets		1,111,941	388,639	159,539	18,258
Right of exploitation	18	-	1,661,997	-	-
Prepaid long-term land rental		-	1,600,792	-	-
Current tax assets		71,004,356	30,732,900	480,697	2,860,625
Refundable withholding tax		30,806,877	13,868,466	2,860,625	-
Deferred tax assets	19	-	9,683,077	-	-
Other non-current assets		485,000	2,038,800	201,000	201,000
<b>Total non-current assets</b>		<b>642,397,951</b>	<b>643,552,901</b>	<b>528,284,594</b>	<b>611,802,945</b>
<b>Total assets</b>		<b>1,606,152,023</b>	<b>1,831,639,501</b>	<b>1,109,358,492</b>	<b>1,041,249,734</b>

Notes to the financial statements form an integral part of these statements

# Financial Statements & Notes to Financial Statements

TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2018

UNIT : BAHT

	Notes	Consolidated		Separate	
		2018	2017	2018	2017
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>Current liabilities</b>					
Short-term borrowings from a financial institution	20	-	30,000,000	-	-
Trade and other payables	21	248,411,033	253,706,938	18,245,059	5,605,128
Retention payables		105,287,540	9,042,217	-	-
Unearned revenue from construction services	10	128,446,602	297,564,344	-	-
Unbilled payables	10	66,139,119	264,748,586	-	-
Current portion of liabilities under finance lease agreements	22	10,324,635	29,113,351	370,191	733,711
Value-added tax		177,903	2,458,156	-	583,515
Accrued income tax		-	34,676	-	-
Withholding tax payable		7,260,737	3,701,869	1,163,200	157,122
Other current liabilities		3,127,967	11,250	-	-
<b>Total current liabilities</b>		<b>569,175,536</b>	<b>890,381,387</b>	<b>19,778,450</b>	<b>7,079,476</b>
<b>Non-current liabilities</b>					
Liabilities under finance lease agreements	22	14,130,445	5,603,749	592,824	1,052,128
Deferred tax liabilities	19	30,638,620	25,110,271	-	-
Provision for employee benefit	23	7,596,089	3,710,598	3,044,434	1,109,095
Provision for cost of dismantling	24	1,255,065	9,724,090	1,255,065	1,255,065
Other non-current liabilities		-	2,300,000	-	-
<b>Total non-current liabilities</b>		<b>53,620,219</b>	<b>46,448,708</b>	<b>4,892,323</b>	<b>3,416,288</b>
<b>Total liabilities</b>		<b>622,795,755</b>	<b>936,830,095</b>	<b>24,670,773</b>	<b>10,495,764</b>
<b>Shareholders' equity</b>					
Share capital	25				
Authorized share capital					
9,690,294,088 ordinary shares of Baht 0.10 each		969,029,409		969,029,409	
8,033,578,407 ordinary shares of Baht 0.10 each			803,357,841		803,357,841
Issued and paid-up share capital					
8,033,578,407 ordinary shares of Baht 0.10 each, fully paid		803,357,841	803,357,841	803,357,841	803,357,841
Share premium	25	236,854,830	548,392,949	236,854,830	548,392,949
Surplus arising from change in ownership interest in subsidiaries		48,306,028	79,109,071	-	-
Warrants		1,829,026	-	1,829,026	-
Retained earnings (deficits)					
Appropriated					
Legal reserve		2,810,366	-	2,810,366	-
Unappropriated		(73,841,453)	(528,051,835)	51,535,509	(311,538,119)
Other components of equity		(11,699,853)	(9,458,701)	(11,699,853)	(9,458,701)
<b>Total shareholders' equity attributable to owners of the Company</b>		<b>1,007,616,785</b>	<b>893,349,325</b>	<b>1,084,687,719</b>	<b>1,030,753,970</b>
Non-controlling interests		(24,260,517)	1,460,081	-	-
<b>Total shareholders' equity</b>		<b>983,356,268</b>	<b>894,809,406</b>	<b>1,084,687,719</b>	<b>1,030,753,970</b>
<b>Total liabilities and shareholders' equity</b>		<b>1,606,152,023</b>	<b>1,831,639,501</b>	<b>1,109,358,492</b>	<b>1,041,249,734</b>

Notes to the financial statements form an integral part of these statements

Financial Statements & Notes to Financial Statements  
 TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES  
 STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME  
 FOR THE YEAR ENDED DECEMBER 31, 2018

UNIT : BAHT

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2018	2017	2018	2017
<b>Revenues</b>					
Revenues from construction service	10	2,273,376,232	854,669,136	-	-
Gain from sales of subsidiaries	14	103,035,966	-	108,642,662	-
Other income	28	48,920,676	11,855,714	30,620,073	33,233,705
<b>Total revenues</b>		<b>2,425,332,874</b>	<b>866,524,850</b>	<b>139,262,735</b>	<b>33,233,705</b>
<b>Expenses</b>					
Cost of construction services	10	2,119,015,174	801,200,259	-	-
Idle cost on a particular contract	38	37,686,426	49,578,949	-	-
Administrative expenses		119,412,265	91,560,009	60,773,266	46,960,789
Loss from sales of temporary investments		21,892,658	-	21,892,658	-
Reversal of doubtful debts		(72,897)	(2,945,037)	-	(131,382,819)
Other losses	31	-	-	295,692	139,620,000
Finance costs	32	4,432,186	4,095,782	93,796	134,285
<b>Total expenses</b>		<b>2,302,365,812</b>	<b>943,489,962</b>	<b>83,055,412</b>	<b>55,332,255</b>
<b>Profit (loss) before income tax expense</b>		<b>122,967,062</b>	<b>(76,965,112)</b>	<b>56,207,323</b>	<b>(22,098,550)</b>
Income tax expense	33	6,295,999	7,887,699	-	-
Profit (loss) for the years from continuing operation		116,671,063	(84,852,811)	56,207,323	(22,098,550)
Profit for the year from discontinued operation	34	37,664,628	36,689,874	-	5,900,703
<b>Profit (loss) for the years</b>		<b>154,335,691</b>	<b>(48,162,937)</b>	<b>56,207,323</b>	<b>(16,197,847)</b>
<b>Other comprehensive income (loss):</b>					
<b>Components of other comprehensive income that will be reclassified to profit or loss</b>					
Loss on remeasuring investments held as available for sale		(2,241,152)	(9,458,701)	(2,241,152)	(9,458,701)
<b>Total components of other comprehensive income that will be reclassified to profit or loss</b>		<b>(2,241,152)</b>	<b>(9,458,701)</b>	<b>(2,241,152)</b>	<b>(9,458,701)</b>
<b>Components of other comprehensive income that will not be reclassified to profit or loss</b>					
Loss on remeasurements of defined benefit plans	23	(3,630,839)	-	(1,861,448)	-
Income tax relating to components of income that will not be reclassified to profit or loss		353,878	-	-	-
<b>Total components of other comprehensive income that will not be reclassified to profit or loss</b>		<b>(3,276,961)</b>	<b>-</b>	<b>(1,861,448)</b>	<b>-</b>
<b>Other comprehensive loss for the years - net tax</b>		<b>(5,518,113)</b>	<b>(9,458,701)</b>	<b>(4,102,600)</b>	<b>(9,458,701)</b>
<b>Total comprehensive income (loss) for the years</b>		<b>148,817,578</b>	<b>(57,621,638)</b>	<b>52,104,723</b>	<b>(25,656,548)</b>

# Financial Statements & Notes to Financial Statements

TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2018

UNIT : BAHT

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2018	2017	2018	2017
<b>Profit (loss) attributable to:</b>					
Owners of the Company from continuing operation		110,990,639	(75,499,801)	56,207,323	(22,098,550)
Owners of the Company from discontinued operation		37,664,628	36,689,874	-	5,900,703
		148,655,267	(38,809,927)	56,207,323	(16,197,847)
Non-controlling interests		5,680,424	(9,353,010)	-	-
		154,335,691	(48,162,937)	56,207,323	(16,197,847)
<b>Total comprehensive income (expense) attributable to:</b>					
Owners of the Company from continuing operation		105,576,849	(84,958,502)	52,104,723	(31,557,251)
Owners of the Company from discontinued operation		37,664,628	36,689,874	-	5,900,703
		143,241,477	(48,268,628)	52,104,723	(25,656,548)
Non-controlling interests		5,576,101	(9,353,010)	-	-
		148,817,578	(57,621,638)	52,104,723	(25,656,548)
<b>Basic earnings (loss) per share (Baht per share)</b>					
Basic earnings (loss) per share from continuing operation	35.1	0.0138	(0.0094)	0.0070	(0.0028)
Basic earnings per share from discontinued operation		0.0047	0.0046	-	0.0007
<b>Diluted earnings (loss) per share (Baht per share)</b>					
Basic earnings (loss) per share from continuing operation	35.2	0.0131	(0.0094)	0.0067	(0.0028)
Basic earnings per share from discontinued operation		0.0045	0.0046	-	0.0007

Notes to the financial statements form an integral part of these statements

# Financial Statements & Notes to Financial Statements

## TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

### STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

### CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2018

UNIT : BAHT

Notes	Issued and paid-up share capital	Share premium	Surplus arising from change in ownership interest in subsidiaries	Warrants	Retained earnings (deficits)		Unappropriated	Other components of equity		Total shareholders' equity	
					Appropriated	Legal reserve		Changes in fair value of available-for-sale securities	attributable to owners of the Company	Non-controlling interests	Total shareholders' equity
<b>Opening balance as at January 1, 2017</b>	803,357,841	548,392,949	79,109,071	-	-	(489,241,908)	-	-	941,617,953	10,813,091	952,431,044
Other comprehensive expense for the year	-	-	-	-	-	(38,809,927)	(9,458,701)	(48,268,628)	(48,268,628)	(9,353,010)	(57,621,638)
<b>Closing balance as at December 31, 2017</b>	803,357,841	548,392,949	79,109,071	-	-	(528,051,835)	(9,458,701)	893,349,325	893,349,325	1,460,081	894,809,406
<b>Opening balance as at January 1, 2018</b>	803,357,841	548,392,949	79,109,071	-	-	(528,051,835)	(9,458,701)	893,349,325	893,349,325	1,460,081	894,809,406
Surplus arising from change in ownership interest in subsidiaries	-	-	(8,214,775)	-	-	-	-	(8,214,775)	(8,214,775)	(31,294,924)	(39,509,699)
Warrants	-	-	-	1,829,026	-	-	-	1,829,026	1,829,026	-	1,829,026
Transfer to deficits	-	(311,538,119)	-	-	-	311,538,119	-	-	-	-	-
Legal reserve	-	-	-	-	-	(2,810,366)	2,810,366	-	-	-	-
Non-controlling interest decrease from sale investment in a subsidiaries	-	-	(22,588,268)	-	-	-	-	(22,588,268)	(22,588,268)	(1,775)	(22,590,043)
Total comprehensive income (loss) for the year	-	-	-	-	-	145,482,629	(2,241,152)	143,241,477	143,241,477	5,576,101	148,817,578
<b>Closing balance as at December 31, 2018</b>	803,357,841	236,854,830	48,306,028	1,829,026	-	(73,841,453)	(11,699,853)	1,007,616,785	1,007,616,785	(24,260,517)	983,356,268

otes to the financial statements form an integral part of these statements

# Financial Statements & Notes to Financial Statements

## TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

### STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

#### SEPARATE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2018

	Notes	Issued and paid-up share capital	Share premium	Warrants	Retained earnings (deficits)		Other components of equity		Total shareholders' equity
					Appropriated Legal reserve	Unappropriated securities	Changes in		
							fair value of available-for-sale securities	Total	
<b>Opening balance as at January 1, 2017</b>		803,357,841	548,392,949	-	-	(295,340,272)	-	-	1,056,410,518
Other comprehensive loss for the year		-	-	-	-	(16,197,847)	(9,458,701)	(9,458,701)	(25,656,548)
<b>Closing balance as at December 31, 2017</b>		803,357,841	548,392,949	-	-	(311,538,119)	(9,458,701)	(9,458,701)	1,030,753,970
<b>Opening balance as at January 1, 2018</b>		803,357,841	548,392,949	-	-	(311,538,119)	(9,458,701)	(9,458,701)	1,030,753,970
Warrants	25.2	-	-	1,829,026	-	-	-	-	1,829,026
Transfer to deficits	25.3	-	(311,538,119)	-	-	311,538,119	-	-	-
Legal reserve	26	-	-	-	2,810,366	(2,810,366)	-	-	-
Total comprehensive income (loss) for the year		-	-	-	-	54,345,875	(2,241,152)	(2,241,152)	52,104,723
<b>Closing balance as at December 31, 2018</b>		803,357,841	236,854,830	1,829,026	2,810,366	51,535,509	(11,699,853)	(11,699,853)	1,084,687,719

otes to the financial statements form an integral part of these statements

# Financial Statements & Notes to Financial Statements

TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2018

UNIT : BAHT

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
<b>Cash flows from operating activities</b>				
<b>Continuing operations</b>				
Profit (loss) before income tax	122,967,062	(76,965,113)	56,207,323	(22,098,550)
Adjustments:				
Depreciation	54,240,217	56,773,571	7,050,834	7,872,271
Amortization	1,074,151	686,645	858,266	626,977
Reversal of bad debt and doubtful account	(72,897)	(2,945,037)	-	(131,382,819)
Gain on disposal of equipment	(4,350,899)	-	(1,542,846)	(37)
Loss on write-off equipment	7,046,794	-	-	-
Reversal from impairment of asset	(2,645,680)	-	(848,947)	-
Loss from impairment of investments in subsidiaries	-	-	295,692	139,620,000
Employee benefit expenses	2,363,848	(155,367)	847,755	603,471
Loss from sale of temporary investments	21,892,658	7,250	21,892,658	7,250
Unrealized profit (loss) on change in value of temporary investments	2,241,152	(748,697)	-	(748,697)
Gain from sales of subsidiaries	(103,035,966)	-	(108,642,662)	-
Dividend income	(1,299,214)	(1,656,950)	(1,299,214)	(1,656,950)
Interest income	(2,750,008)	(3,152,147)	(11,876,156)	(11,314,127)
Expense warrant (ESOP)	1,829,026	-	1,266,249	-
Finance costs	4,432,186	4,095,782	93,796	134,285
	<u>103,932,430</u>	<u>(24,060,063)</u>	<u>(35,697,252)</u>	<u>(18,336,926)</u>
Changes in operating assets and liabilities				
Trade and other receivables	(30,022,846)	(42,694,062)	749,214	66,900,976
Unbilled contract revenue	259,965,331	(341,793,134)	-	-
Construction in progress	4,294,369	(4,369,150)	-	-
Prepayment for construction	173,679,460	(243,494,174)	-	-
Inventories	(92,578)	(1,033,146)	-	-
Value-added tax	(5,726,531)	(14,320,695)	(675,455)	-
Prepaid land rental	8,391,567	594,278	-	312,000
Deposits	(6,948,079)	(353,965)	-	-
Deposit for conventional satellite	-	13,136,134	-	-
Other current assets	(2,550,437)	-	-	-
Other non-current assets	-	469,353	-	-
Trade and other payables	9,307,437	156,595,837	2,279,414	(9,200,065)
Retention payables	105,287,540	-	-	-
Unearned revenue from construction services	(169,117,742)	296,645,669	-	-
Unbilled payables	(198,609,467)	264,748,586	-	-
Value-added tax	-	-	-	(44,407)
Withholding tax payable	3,558,868	406,942	1,006,078	(900,122)
Other current liabilities	2,316,717	11,250	-	-
Other non-current liabilities	-	1,813,800	-	-
Cash provided by (used in) operating activities before interest income received and income tax paid	<u>257,666,039</u>	<u>62,303,460</u>	<u>(32,338,001)</u>	<u>38,731,456</u>

# Financial Statements & Notes to Financial Statements

TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2018

UNIT : BAHT

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
Cash provided by (used in) operating activities before interest income received and income tax paid (continued)				
Employee benefit paid	(1,042,056)	(744,865)	(773,864)	(120,865)
Interest income received	2,750,008	3,152,147	2,275,356	11,225,558
Finance costs paid	(4,432,186)	(7,662,405)	(93,796)	(134,285)
Income tax paid	(71,452,804)	(24,510,249)	(480,697)	(1,959,230)
Proceeds from tax refund	-	5,827,840	-	4,740,366
<b>Discontinued operations</b>	<b>65,415,123</b>	<b>4,746,244</b>	<b>-</b>	<b>5,900,703</b>
Net cash provided by (used in) operating activities	<u>248,904,124</u>	<u>43,112,172</u>	<u>(31,411,002)</u>	<u>58,383,703</u>
<b>Cash flows from investing activities</b>				
<b>Continuing operations</b>				
Cash paid for short-term loan to subsidiaries	-	-	(2,100,000)	(128,000,000)
Cash received from short-term loan to subsidiaries	-	-	-	231,699,250
Increase in restricted deposits at financial institutions	(42,082,463)	(3,129,709)	-	-
Cash paid for purchase of temporary investments	(318,484,927)	(484,276,206)	(318,484,927)	(484,276,206)
Cash paid for purchase of debentures	(29,677,257)	(387,442,141)	(29,677,257)	(387,442,141)
Proceeds from sale of temporary investments	351,561,407	399,995,452	351,561,407	399,995,452
Proceeds from sale of debentures	110,888,973	297,888,620	110,888,973	297,888,620
Cash paid for additional shares in investments in subsidiaries	-	-	-	(146,320,000)
Cash paid for purchase of investments in subsidiaries	-	-	(30,509,700)	-
Proceeds from sales of investments in subsidiaries	225,496,600	-	225,496,600	-
Cash paid for purchase of plant and equipment	(6,508,380)	(8,979,597)	(2,061,300)	(3,121,503)
Cash receipts from disposal of equipment	8,988,024	17,611	2,772,697	21,994
Cash paid for purchase of other intangible assets	(984,955)	(193,500)	(150,600)	-
Cash received from dividend	1,299,214	1,656,950	1,299,214	1,656,950
<b>Discontinued operations</b>	<b>(85,242,400)</b>	<b>4,410,828</b>	<b>-</b>	<b>-</b>
Net cash provided by (used in) investing activities	<u>215,253,836</u>	<u>(180,051,692)</u>	<u>309,035,107</u>	<u>(217,897,584)</u>

# Financial Statements & Notes to Financial Statements

TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2018

UNIT : BAHT

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2018	2017	2018	2017
<b>Cash flows from financing activities</b>					
<b>Continuing operations</b>					
Proceeds from bank over draft from a financial institution		(30,000,000)	30,000,000	-	-
Cash paid for liabilities under financial lease		(33,693,749)	(28,464,666)	(822,824)	(694,194)
Decreased in surplus arising from change in ownership interest in subsidiaries from divestment		(22,590,043)	-	-	-
Cash paid for investments in subsidiaries		(39,509,699)	-	-	-
Net cash provided by (used in) financing activities		<u>(125,793,491)</u>	<u>1,535,334</u>	<u>(822,824)</u>	<u>(694,194)</u>
<b>Net decrease in cash and cash equivalents</b>		338,364,469	(135,404,186)	276,801,281	(160,208,075)
Cash and cash equivalents - beginning balance		<u>214,737,447</u>	<u>350,141,633</u>	<u>73,786,226</u>	<u>233,994,301</u>
Cash and cash equivalents - ending balance	6	<u><u>553,101,916</u></u>	<u><u>214,737,447</u></u>	<u><u>350,587,507</u></u>	<u><u>73,786,226</u></u>
<b>Non-cash transactions and additional information:</b>					
Other payables from purchase of plant and equipment		549,952	774,696	471,325	623,564
Unrealized loss on change in fair value of a variable-for-sale-securities		11,699,853	9,458,701	11,699,853	9,458,701

Notes to the financial statements form an integral part of these statements

# Financial Statements & Notes to Financial Statements

TRITON HOLDING PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2018

<b>Notes</b>	<b>Content</b>
1	Company operations and other information
2	Basis of preparation and presentation of the financial statements
3	Financial risk management
4	Critical accounting estimates and judgments
5	Capital risk management
6	Cash and cash equivalents
7	Restricted deposits at a financial institution
8	Temporary investments
9	Trade and other receivables
10	Supplementary disclosure for construction contracts
11	Inventories
12	Refundable deposit for investing in other companies
13	Investment in an associate
14	Investments in subsidiaries
15	Other long-term investment
16	Investment property
17	Property, plant and equipment
18	Rights of exploitation
19	Deferred tax assets and liabilities
20	Credit facilities from financial institutions and short-term borrowings from financial institutions
21	Trade and other payables
22	Liabilities under financial lease agreements
23	Provision for employee benefit
24	Provision for cost of dismantling
25	Share capital and warrants
26	Legal reserve
27	Revenue classification according to notification of the National Broadcasting and telecommunications Commission (“NBTC”)
28	Other income
29	Employee benefit expenses
30	Expenses by nature
31	Other losses
32	Finance costs
33	Income tax expense
34	Discontinued operation
35	Earnings (loss) per share
36	Related party transactions
37	Reconciliation of liabilities arising from financing activities
38	Idle cost on a particular contract
39	Segment financial information
40	Commitments
41	Litigations
42	Fair value measurement of financial instruments
43	Events after the reporting period
44	Reclassifications
45	Approval of the financial statements

## 1. COMPANY OPERATIONS AND OTHER INFORMATION

Triton Holding Public Company Limited (“the Company”) is incorporated as a limited company in Thailand on November 12, 1987 and subsequently converted to be a public company limited and listed on the Stock Exchanges of Thailand on June 21, 1994 and has its registered office at 60 Soi Praditmanutham 19, Praditmanutham Road, Kwang Ladprao, Khet Ladprao, Bangkok 10230.

For reporting purposes, the Company and its subsidiaries are referred to as “the Group”.

The principal business operations of the Group are construction and engineering.

The principal business operations of the Company is investment holding.

Details of the Company’s subsidiaries as at December 31, included in the preparation of the consolidated financial statements were as follows:

Companies’ name	Nature of business	Incorporated in	Percentage of shareholding	
			2018 %	2017 %
<b>Direct subsidiaries</b>				
Digital Right Pictures Public Company Limited*	Selling radio taps and radio compact disc	Thailand	100.00	100.00
Splash Media Public Company Limited***	Producer and rental services for billboard space and digital media	Thailand	-	99.99
Argyle Development Co., Ltd.	Land and building rental service	Thailand	100.00	100.00
Strega Public Company Limited	Construction of non-residential buildings	Thailand	92.63	84.21
Thor Energy and Resources Co., Ltd.**	Energy, alternative energy resource and mining business	Thailand	100.00	100.00
Live TV Co., Ltd.**	Television program producer and cable T.V. Provider	Thailand	93.32	84.21
Triton Power Co., Ltd. (Formerly named “Thaichaiyo TV Co., Ltd.”)	Energy Business	Thailand	99.99	-
	Television program producer and cable T.V provider	Thailand	-	99.99
Triton Resources Co., Ltd. (Formerly named “POP TV Co., Ltd.”)	Mine and construction material supply business	Thailand	99.99	-
	Television program producer and cable T.V provider	Thailand	-	99.99
Triton Green Energy Co., Ltd.	Electricity generation and provider	Thailand	51.00	-
<b>Indirect subsidiaries</b>				
Splash Estate Co., Ltd.	Construction of billboard	Thailand	-	99.99
Splash Studio Co., Ltd.**	Television streaming and studio rental services	Thailand	-	99.99
Lucent Energy Co., Ltd.*	Investment Holding	Thailand	92.63	84.21

\* Registered to dissolve with Department of Business Development and under liquidation process

\*\* Registered to dissolve with Department of Business Development

\*\*\* Sales of investments during 2018 (see Note 14)

Material intercompany transactions between the Company and its subsidiaries have been eliminated from this consolidated financial statements. The consolidated financial statements for the years ended December 31, 2018 and 2017 have included the subsidiaries' financial information for the years ended December 31, 2018 and 2017 which were audited.

The Company and its subsidiaries have extensive transactions and relationships with the related companies. Accordingly, the accompanying financial statements may not necessarily be indicative of the conditions that would have existed or the results of operations that would have occurred had the Company and subsidiaries operated without such affiliation.

## **2. BASIS OF PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENTS**

### **2.1 *Statement of compliance***

- (1) The Group's financial statements have been prepared in accordance with the Thai Accounting Standard ("TAS") No. 1 (Revised 2017) "Presentation of Financial Statements", which was effective for financial periods beginning on or after January 1, 2018 onwards, and the Regulation of The Stock Exchange of Thailand (SET) dated October 2, 2017, regarding "The preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2560" and the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statement (No. 2) B.E. 2559" dated October 11, 2016.
- (2) The Group maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand.
- (3) Thai Financial Reporting Standards affecting the presentation and disclosure in the current period financial statements

During the year, the Group has adopted the revised and new financial reporting standards and guidelines on accounting issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after January 1, 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements, except the following financial reporting standard:

Thai Accounting Standard No.7 (Revised 2017) "Statement of Cash Flows"

This revised accounting standard requires the disclosure of changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. This accounting standard requires prospective method for such amendment.

- (4) Thai Financial Reporting Standards announced in the Royal Gazette but not yet effective

**Thai Financial Reporting Standards which will be effective for the financial statements with fiscal years beginning on or after January 1, 2019**

New Thai Financial Reporting Standards and Thai Financial Reporting Standard Interpretation

The Federation of Accounting Professions has issued the Notification regarding Thai Financial Reporting Standards and Thai Financial Reporting Standard Interpretation which have been announced in the Royal Gazette and will be effective for the financial statements for the period beginning on or after January 1, 2019 onwards.

**Thai Financial Reporting Standards (“TFRS”)**

TFRS 1	First-time Adoption of International Financial Reporting Standards
TFRS 15	Revenue from Contracts with Customers

**Thai Financial Reporting Standard Interpretation (“TFRIC”)**

TFRIC 22	Foreign Currency Transactions and Advance Consideration
----------	---

There is the key change to the core principle of TFRS 15 “Revenue from Contracts with Customers”, which introduces a 5-step approach to revenue recognition, as follows:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations in the contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Under TFRS 15, an entity recognizes revenue when (or as) a performance obligation is satisfied. TFRS 15 will supersede the Standards and Interpretations relating to revenue upon its effective date.

Thai Financial Reporting Standards (TFRSs) Revised 2018

The Federation of Accounting Professions has issued the Notification regarding Thai Financial Reporting Standards (TFRSs) Revised 2018 which have been announced in the Royal Gazette and will be effective for the financial statements for the period beginning on or after January 1, 2019 onwards. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology and reference to other TFRSs except following TFRSs, which there are revision or additional paragraph and accounting guidance.

Thai Accounting Standard No.28 (Revised 2018) “Investment in Associates and Joint Ventures” clarifies about the election of measurement an investment in an associate or a joint venture at fair value through profit or loss, and clarifies the consideration about the impairment of an investment in an associate or a joint venture. This accounting standard requires retrospective method for such amendment.

Thai Accounting Standard No.40 (Revised 2018) “Investment Property” clarifies about transfers of investment property to, or from, other accounts when, and only when, there is a change in use. This accounting standard requires prospective method for such amendment.

Thai Financial Reporting Standard No.2 (Revised 2018) “Share-based Payment” adds the requirements, which require prospective method for the amendment as follows:

- 1) The requirement about treatment of vesting and non-vesting for a cash-settled share-based payment transaction
- 2) The requirement about share-based payment transactions with a net settlement feature for withholding tax obligations
- 3) The requirement about accounting for a modification of a share-based payment transaction that changes its classification from cash-settled to equity-settled

Thai Financial Reporting Standard No.4 (Revised 2018) “Insurance Contracts” determines the option for insurance industry to temporarily exempt from applying Thai Financial Reporting Standard No.9 “Financial Instruments”. An entity can elect to exempt from Thai Financial Reporting Standard No.9 “Financial Instruments” for annual periods beginning before January 1, 2022 or before Thai Financial Reporting Standard No.17 “Insurance Contracts” is effective.

#### **Thai Financial Reporting Standards which will be effective for the financial statements with fiscal years beginning on or after January 1, 2020**

The Federation of Accounting Professions has issued the Notification regarding Thai Financial Reporting Standard Group of Financial Instruments which have been announced in the Royal Gazette and will be effective for the financial statements for the period beginning on or after January 1, 2020 onwards, as follows:

##### **Thai Accounting Standards (“TAS”)**

TAS 32                      Financial Instruments: Presentation

### **Thai Financial Reporting Standards (“TFRS”)**

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

### **Thai Financial Reporting Standard Interpretations (“TFRIC”)**

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs make stipulations relating to the classification of financial instruments and their measurement at fair value or amortized cost; taking into account the type of instrument, the characteristics of the contractual cash flows and the Company’s business model, the calculation of impairment using the expected credit loss method, and the concept of hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. These TFRSs will supersede the Standards and Interpretations relating to the financial instruments upon its effective date.

The Group’s management will adopt such TFRSs in the preparation of the Group’s financial statements when they become effective. The Group’s management is in the process to assess the impact of these TFRSs on the financial statements of the Group in the period of initial application.

## **2.2 *Basis of measurement***

The financial statements have been prepared under the measurement basis of historical cost except where otherwise stated.

## **2.3 *Functional and presentation currency***

The financial statements are prepared and presented in Thai Baht. All financial information presented in Thai Baht has been rounded to the nearest Baht unless otherwise stated.

## **2.4 *Significant accounting policies***

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

### **2.4.1 Group accounting - investments in subsidiaries and investment in an associate**

#### *Subsidiaries*

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

If the business combination is achieving in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measured are recognized in profit or loss.

Any contingent consideration to be transferred by the Group is recognized at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognized either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognize and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in profit or loss.

Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the separate financial statements, investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

A list of the Group's principal subsidiaries is set out in Note 14.

### *Transactions and non-controlling interests*

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in shareholders' equity.

### *Disposal of subsidiaries*

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

### *Associates*

Associates are all entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of its associates' post-acquisition profits or losses is recognized in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognized in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount adjacent to share of profit (loss) of associates in the statement of profit or loss and other comprehensive income.

Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

In the separate financial statements, investments in associates are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

#### 2.4.2 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with maturities of three months from acquisition date. In the consolidated and separate statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

#### 2.4.3 Trade receivables

Trade receivables are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful accounts based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognized in profit or loss within selling and service costs.

#### 2.4.4 Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined on the first-in, first-out method. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charge, less all attributable discounts. Allowance is made, where necessary, for obsolete, slow-moving, defective and excessive inventories.

#### 2.4.5 Construction contracts

##### *Revenues from construction contract*

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and can be measured reliably.

When the outcome of a construction contract can be estimated reliably, contract revenue is recognized in the statement of profit or loss and other comprehensive income using the percentage of completion method. The percentage of completion is assessed by completion of a physical proportion of the contracts work.

When the outcome of a service contract cannot be estimated reliably, revenue contract is recognized only to the extent of contract costs incurred that it is probably will be recoverable.

#### *Contract loss*

When it is probable that total contract costs will exceed total contract revenue, the expected loss on a contract is recognized in the statement of profit or loss and other comprehensive income.

#### *Unbilled construction revenues and unearned construction revenues*

The aggregate of the costs incurred and the profit or loss recognized on each contract is compared with the progress billings up to the year end.

Where the costs incurred and the recognized profit or loss on each contract exceeds the progress billings, the exceeding amount is presented as an asset in account of unbilled construction revenues.

Where progress billings exceed costs incurred together with recognized profits or losses, the exceeding amount is presented as a liability in account of unearned construction revenues.

#### *Work in progress*

Costs that relate to future activity on the contract are recognized as work in progress provided it is probable that they will be recovered.

### 2.4.6 Investments

#### *Temporary investment*

Trading and available-for-sale securities are presented at fair value. The fair value of equity securities which is publicly traded securities is measured at the last bidding price of the last operating day of the year of the Stock Exchange of Thailand.

Held-to-maturity securities are stated at amortized cost.

Gain or loss on the change in fair value of trading securities is recognized as unrealized gains or losses in the statement of profit or loss and other comprehensive income.

Gain or loss on the change in fair value of available-for-sale securities is recognized as an item in other components of equity. In case impairment in value of investment has occurred, the resultant loss of investment is recognized in the statement of profit or loss and other comprehensive income.

### *Fair value measurement*

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability which market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis.

### *Other long-term investment*

Other long-term investment is equity securities which is no marketable security are stated at cost less any impairment losses.

#### 2.4.7 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Land held under operating leases is classified and accounted for by the Group as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it were a finance lease.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs are incurred for the purpose of acquiring, constructing or producing a qualifying investment property are capitalized as part of its cost. Borrowing costs are capitalized while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized from current leases.

The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognized as a liability, including finance lease liabilities in respect of leasehold land classified as investment property; others, including contingent rent payments, are not recognized in the financial statements.

The fair value of investment property does not reflect future capital expenditure that will improve or enhance the property and does not reflect the related future benefits from this future expenditure other than those that a rational market participant would take into account when determining the value of the property.

The Group derecognized investment properties either when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal.

Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in profit or loss within net gain from fair value adjustment on investment property.

After initial recognition, investment property is carried at cost less any accumulated depreciation and any accumulated impairment losses.

Land is not depreciated. Depreciation on other investment properties is calculated using the straight line method to allocate their cost over their estimated useful lives, as follows:

Buildings	20 years
-----------	----------

Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

#### 2.4.8 Property, plant and equipment

Land is stated at historical cost.

Plant and equipment are stated at historical cost less accumulated depreciation and allowance for impairment of assets. Initial cost included other direct cost related to assets acquisition.

The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable purchase taxes (after deducting trade discounts and rebates) and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. These can include the initial estimate of costs of dismantling and removing the item, and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation on plant and equipment are calculated using the straight line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings and building improvements	Duration of rental agreement and 20 Years
Billboards	
- Before January 1, 2013	5 Years
- Between January 1, 2013 until December 31, 2013	10 Years
- Since January 1, 2014 onward	Duration of land rental agreement
Electronic Media	Duration of rental agreement
On-air and production equipment	5 - 10 Years
Office equipment	3 - 5 Years
Utilities system	Duration of land rental agreement and 5 Years
Vehicles	5 and 10 Years
Machinery	5 and 15 Years
Tools and equipment	5 Years

The assets' useful lives and residual values are reviewed, and adjusted if appropriate, at the end of each reporting period.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains or losses on disposals are determined by comparing the proceeds with the net book value amount and are recognized in statement of profit or loss and other comprehensive income.

#### 2.4.9 Goodwill

Goodwill represents the excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets, liabilities and contingent liability of the acquired subsidiary undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

#### 2.4.10 Other intangible assets

##### *Computer software*

Acquired computer software licences are capitalized as an intangible on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives of 5 years.

#### 2.4.11 Impairment of assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

#### 2.4.12 Lease agreements

##### *Operating Lease*

Lease agreements in which substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating leases. Rentals applicable to such operating leases are charged to the statement of profit or loss and other comprehensive income using the straight-line over the lease term.

##### *Finance Lease*

Leases are classified as finance leases whenever the terms of the lease transfer substantially all risks and rewards of ownership to the lessee.

At inception, the fair value of the leased assets is recorded together with the obligation. The leased assets are depreciated using the straight-line method over their estimated useful lives and depreciation is recognized as expense in the statement of profit or loss and other comprehensive income. Interest which is calculated by effective interest rate or finance cost is recognized as expense the statement of profit or loss and other comprehensive income.

#### 2.4.13 Borrowings

Borrowings are recognized initially at the fair value of consideration received, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between proceeds (net of transaction costs) and the redemption value is recognized in statement of profit or loss and other comprehensive income over the period of the borrowings using the effective yield method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of reporting date.

#### 2.4.14 Income tax expense

##### *Income tax expense*

Income tax expense represents the sum of the tax currently payable and deferred tax.

##### *Current tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The current tax liability is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

### *Deferred tax*

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit (tax base). Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of a deferred tax asset is reviewed at the end of each reporting period. Deferred tax asset shall be reduced to the extent that utilized taxable profits decreased. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted at the end of reporting period.

#### 2.4.15 Employee Benefits

The Group has both defined contribution and defined benefit plans. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

#### *Post-employment benefits*

##### *- Defined contribution plans*

The Group has set up a provident fund, being a defined contribution plan, of which the assets are held in a separate trust fund and managed by fund manager. The provident fund is funded by payments from employees and by the Group. The Group's contributions to the provident fund are charged to profit and loss in the years to which they relate. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

- *Defined benefit plans*

Under the Labor Law applicable in Thailand and the Group's employment policy, all employees completing 120 days of service are entitled to severance pay on termination or retrenchment without cause or upon retirement at age 60. The severance pay will be at the rate according to number of years of service as stipulated in the Labor Law which is currently at rate of 300 days of final salary and may be supplemented based on management's judgment.

The liability recognized in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets, together with adjustments for unrecognized past-service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension liability.

Actuarial gains and losses arising from experience adjustments and changed in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognized immediately in profit or loss, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortized on a straight-line basis over the vesting period.

*Share-based payment*

Equity-settled share-based payments to executives and employees are measured at the fair value of the equity instruments at the grant date. The fair value of the equity instrument are measured by using a Binomial model, which included financial assumption such as grant date share price, exercise price warrant, expected volatility, the expected period that shareholders will completely use their right on warrant, expected dividend yield, risk free interest rate.

The fair value determined at the grant date of the equity instrument is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding in related shareholder's equity.

At the end of each reporting period, the Group revises its estimation of the number of expected vest equity instruments. If the subsequent information indicates that the number of equity instruments that are expected vest equity instruments differs from previous estimates. Change in value is recognized in the statement of profit or loss and other comprehensive income and adjusted to related shareholder's equity.

#### 2.4.16 Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognized when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

#### 2.4.17 Share capital

Ordinary shares are classified as shareholders' equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### 2.4.18 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and service in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts, and after eliminating services within the Group. Revenue from rendering services is based on the stage of completion determined by reference to services performed to date as a percentage of total services to be performed.

The Group recognizes revenues as follows:

- Revenues from space rental, advertising space rental, service income and management fees are recognized in accordance with accrual basis as stipulated in the agreements.
- Revenues from media production are recognized when media production is delivered and titles are passed to the buyer.
- Interest income is recognized on a time proportion basis taking account of the principal outstanding and the effective rate over the period to maturity when it is determined that such income will accrue to the Group.
- Dividend income is recognized when the Group's right to receive payment is established.
- Revenue from construction is recognized based on the stage of completion see accounting policy on construction contracts in Note 2.4.5.

#### 2.4.19 Foreign currency transactions

Transactions denominated in foreign currencies incurred during the year are translated into Baht at the exchange rate on the transactions dates. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated into Baht at the reference exchange rates established by the Bank of Thailand on that date.

Gains or losses on foreign exchange rate arising on settlements and translation are recognized as income or expense in the statement of profit or loss and other comprehensive income.

#### 2.4.20 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions.

#### 2.4.21 Finance costs

Finance costs comprise interest expense from borrowings and liabilities under finance lease and hire purchase agreements and similar costs are charged to profit or loss for the year in which they are incurred.

#### 2.4.22 Earnings (losses) per share

Basic earnings (losses) per share are calculated by dividing net profit (loss) for the year by the weighted average number of ordinary shares held by third parties during the year. In case of a capital increase, the number of ordinary shares is weighted according to time of subscriptions received. In case of a capital decrease, the number of ordinary shares is weighted according to time of registration of capital reduction. Diluted earnings (losses) per share are calculated from weighted average number of ordinary shares assumed that dilutive ordinary shares equivalents are totally converted to ordinary shares.

### 3. FINANCIAL RISK MANAGEMENT

#### 3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Group's financial performance.

Risk management is carried out by the finance department under policies approved by the Board of Directors. The finance department identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The finance department provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments, and investment excess liquidity.

##### 3.1.1 Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in market foreign exchange rate.

The Group has no significant exposure to foreign exchange risk due to there are no significant financial assets and liabilities denominated in foreign currency. As a result, the Group considers that it is not necessary to use derivative financial instruments to hedge such risk since management believes that future movements in market foreign exchange will not materially affect the Group's operating results.

##### 3.1.2 Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. All interest rate derivative transactions are subject to approval by the Finance Director before execution. The Group has no significant interest-bearing assets.

### 3.1.3 Credit risk

The Group has no significant concentrations of credit risk. The Group has policies in place to ensure that sales of services are made to customers with an appropriate credit history. Derivative counterparties and cash transactions are limited to high credit quality financial institutions. The Group has policies that limit the amount of credit exposure to each financial institution.

### 3.1.4 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities, and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group Treasury aims at maintaining flexibility in funding by keeping committed credit lines available.

## 3.2 Fair value estimation

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The following table presents analysis the Group's financial assets and liabilities that are disclosed at fair value the different level of information as at December 31, is as below;

Financial assets	Consolidated financial Statements		Separate financial Statements		Fair value hierarchy	Valuation technique(s) and key input(s)
	Fair value		Fair value			
	2018 Baht	2017 Baht	2018 Baht	2017 Baht		
1. Short-term investments in trading securities - equity securities	-	41,400,000	-	41,400,000	Level 1	Bid prices at the Stock Exchange of Thailand on the last business day of the period
2. Short-term investments in available-for-sale securities - equity securities	26,695,015	34,163,500	26,695,015	34,163,500	Level 1	Bid prices at the Stock Exchange of Thailand on the last business day of the period
3. Investment property	128,000,000	138,400,000	-	-	Level 2	Value assessed by external independent valuer by using Market approach
4. Investment property	-	6,000,000	-	-	Level 3	Value assessed by external independent valuer by using Income approach

There were no transfers between levels 1 and 2 during the year.

Fair values of short-term investments in debt securities in the consolidated and separate statements of financial position as at December 31, 2017 is not significantly different from the carrying values (As at December 31, 2018 : Nil).

#### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### *Critical accounting estimates and assumptions*

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

### *Impairment of investments in subsidiaries, associates and other long-term investment*

The investments in subsidiaries, associate and other long-term investment are reported using the cost method in the separate financial statements. An impairment was recognized as the cost of the investments in subsidiaries, associate and other long-term investment exceeded the recoverable amount, which was determined by the value in use. Management made an assessment by considering from past performance, external factors that may affect the business operations, and produced and reviewed financial forecast and expected future cash inflow.

### *Deferred tax*

Deferred tax assets come from the estimation of some temporary difference effects which is probable to utilise tax benefit. Management's estimation comes from an assumption based on an available future income and any factors or external exposures which might affect the projected future performance. The Group also considered the utilization of the past tax losses and assessed the estimation on a conservative basis.

### *Provision for employee benefit*

The present value of the provision for employee benefit depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for employee benefits include the discount rate. Any changes in these assumptions will have an impact on the carrying amount of provision for employee benefit.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle provision for employee benefit. In determining the appropriate discount rate, the Group considers the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related employee benefit liability.

Additional information of other key assumptions for provision for employee benefit other is disclosed in Note 23.

## **5. CAPITAL RISK MANAGEMENT**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, and issue new shares of sell assets to reduce debt.

## 6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, are as follows:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Cash on hand	148,821	160,105	3,183	14,000
Cash at banks - current accounts	321,888,657	148,059,812	229,249,547	35,269,343
Cash at banks - savings accounts	229,777,536	62,283,953	121,334,777	38,502,883
Cash at banks - fixed accounts	1,286,902	4,233,577	-	-
	<u>553,101,916</u>	<u>214,737,447</u>	<u>350,587,507</u>	<u>73,786,226</u>

As at December 31, 2018, cash at banks carry interest at the rates of 0.10% - 1.10% per annum (As at December 31, 2017 : 0.37% - 1.10% per annum).

## 7. RESTRICTED DEPOSITS AT A FINANCIAL INSTITUTION

As at December 31, 2018, the Group held current restricted deposits at a financial institution represent savings deposits in amount of Baht 5.88 million (As at December 31, 2017 : Baht 6.00 million) with interest at the rate 0.38% per annum (As at December 31, 2017 : 0.37% per annum). The restricted deposits are used as collateral against to guarantee a construction contract performance which are due with in one year (Separate financial statements : Nil).

As at December 31, 2018, the Group held restricted deposits at a financial institution representing savings deposits and fixed deposits amount of Baht 69.43 million with interest rate of 0.38% per annum to 1.10% per annum (As at December 31, 2017 : Baht 28.89 million with interest rate of 0.37% per annum to 1.10% per annum). Such savings deposits are used as collateral against to guarantee bank overdrafts. Such fixed deposits are used as collateral against letter of guarantee for rental (Separate financial statements : Nil).

## 8. TEMPORARY INVESTMENTS

Temporary investments as at December 31, are as follows:

	Consolidated and Separate financial statements	
	2018 Baht	2017 Baht
Short-term investments in trading securities - equity securities	-	41,400,000
Short-term investments in available-for-sale securities - equity securities	26,695,015	34,163,500
Short-term investments in held-to-maturity securities maturity within 1 year	-	89,553,521
	<u>26,695,015</u>	<u>165,117,021</u>

Additional details of short-term investments in trading securities as at December 31, 2017 consist of the following (As at December 31, 2018 : Nil):

	Consolidated and Separate financial statements			
	Cost	Unrealized	Unrealized	Fair value
	2017	gross profit	gross loss	2017
	Baht	Baht	Baht	Baht
<b>Trading securities</b>				
<b>Equity securities</b>				
- Ordinary shares	40,651,303	748,697	-	41,400,000
	<u>40,651,303</u>	<u>748,697</u>	<u>-</u>	<u>41,400,000</u>

Additional details of short-term investments in available-for-sale securities as at December 31, consist of the following:

	Consolidated and Separate financial statements			
	Cost	Unrealized	Unrealized	Fair value
	2018	gross profit	gross loss	2018
	Baht	Baht	Baht	Baht
<b>Available-for-sale securities</b>				
<b>Equity securities</b>				
- Ordinary shares	38,394,868	-	(11,699,853)	26,695,015
	<u>38,394,868</u>	<u>-</u>	<u>(11,699,853)</u>	<u>26,695,015</u>

	Consolidated and Separate financial statements			
	Cost	Unrealized	Unrealized	Fair value
	2017	gross profit	gross loss	2017
	Baht	Baht	Baht	Baht
<b>Available-for-sale securities</b>				
<b>Equity securities</b>				
- Ordinary shares	43,622,201	-	(9,458,701)	34,163,500
	<u>43,622,201</u>	<u>-</u>	<u>(9,458,701)</u>	<u>34,163,500</u>

Additional details of short-term investments in held-to-maturity securities maturity within 1 year as at December 31, 2017 consist of the following (As at December 31, 2018 : Nil):

	Consolidated and Separate financial statements			
	Amortized cost	Unrealized	Unrealized	Fair value
	2017	gross profit	gross loss	2017
	Baht	Baht	Baht	Baht
<b>Held-to-maturity securities</b>				
- Equity linked notes*	89,553,521	-	-	89,553,521
	<u>89,553,521</u>	<u>-</u>	<u>-</u>	<u>89,553,521</u>

\* As at December 31, 2017, the Company has short-term investments in debt securities maturity within 1 year which are equity linked notes which their maturity dates within 1 month. The Company has right of settlement method of such equity linked notes to settle to referenced marketable ordinary shares or principal with interest which stated in the contract. However, as the settlement date in January 2018, the Company selected to receive principal with interest.

#### *Purchases and sales transaction of short-term investments in trading securities*

For the year ended December 31, 2018, the Company purchased short-term investments in trading securities of Baht 261.75 million and sold short-term investments in trading securities of Baht 307.63 million (For the year ended December 31, 2017 : Baht 339.52 million and Baht 302.56 million, respectively).

*Purchases and sales transaction of short-term investments in available-for-sale securities*

For the year ended December 31, 2018, the Company purchased short-term investments in available-for-sale securities of Baht 56.74 million and sold short-term investments in available-for-sale securities of Baht 43.93 million (For the year ended December 31, 2017 : Baht 144.76 million and Baht 97.43 million, respectively).

*Purchases and sales transaction of short-term investments in held-to-maturity securities maturity within 1 year*

For the year ended December 31, 2018, the Company purchased short-term investments in held-to-maturity securities maturity within 1 year of Baht 29.68 million and sold short-term investments in held-to-maturity securities maturity within 1 year of Baht 110.89 million (For the year ended December 31, 2017 : Baht 387.44 million and Baht 297.89 million, respectively).

## 9. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, are as follows:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Trade receivables - other companies	114,731,576	134,155,562	55,000	1,002,691
<u>Less</u> allowance for doubtful accounts	<u>(38,000)</u>	<u>(1,305,157)</u>	<u>(38,000)</u>	<u>(38,000)</u>
	<u>114,693,576</u>	<u>132,850,405</u>	<u>17,000</u>	<u>964,691</u>
Accrued income - other companies	2,503,055	3,638,955	2,503,055	2,503,055
<u>Less</u> allowance for doubtful accounts	<u>(2,503,055)</u>	<u>(2,763,055)</u>	<u>(2,503,055)</u>	<u>(2,503,055)</u>
	<u>-</u>	<u>875,900</u>	<u>-</u>	<u>-</u>
Other receivables - other companies	4,689,648	2,162,776	677,384	-
<u>Less</u> allowance for doubtful accounts	<u>-</u>	<u>(516,399)</u>	<u>-</u>	<u>-</u>
	<u>4,689,648</u>	<u>1,646,377</u>	<u>677,384</u>	<u>-</u>
Other receivables - related companies (see Note 36.2)	-	-	1,162,094	1,795,188
Advance payment - other companies	1,534,582	2,163,846	153,846	153,846
<u>Less</u> allowance for doubtful accounts	<u>(153,846)</u>	<u>(2,153,846)</u>	<u>(153,846)</u>	<u>(153,846)</u>
	<u>1,380,736</u>	<u>10,000</u>	<u>-</u>	<u>-</u>
Advance payment - related companies (see Note 36.2)	-	-	-	6,983
Accrued interest income - related companies (see Note 36.2)	-	-	13,079,726	3,468,456
Prepaid expenses - other companies	6,106,362	8,870,001	458,924	308,224
Retention	48,990,976	24,154,926	-	-
	<u>175,861,298</u>	<u>168,407,609</u>	<u>15,395,128</u>	<u>6,543,542</u>
Reversal of doubtful account for the years ended December 31,	<u>(72,897)</u>	<u>(2,945,037)</u>	<u>-</u>	<u>(131,382,819)</u>

Trade receivables classified by aging are as follows:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
<b>Trade receivables - other companies</b>				
Current	106,924,987	79,285,102	-	-
Overdue:				
Less than 3 months	7,768,582	50,989,906	17,000	8,130
3 - 6 months	-	1,043,250	-	-
6 - 12 months	-	549,980	-	-
More than 12 months	38,007	2,287,324	38,000	994,561
	<u>114,731,576</u>	<u>134,155,562</u>	<u>55,000</u>	<u>1,002,691</u>

#### 10. SUPPLEMENTARY DISCLOSURE FOR CONSTRUCTION CONTRACTS

Supplementary disclosure for construction contracts of a subsidiary company for years ended December 31, are as follows (Separate financial statements : Nil):

	Consolidated financial statements	
	2018 Baht	2017 Baht
Revenue from construction services recognized as revenues in the years	2,273,376,232	854,669,136
Cost of construction services incurred recognized as expense in the years	<u>(2,119,015,174)</u>	<u>(801,200,259)</u>
Recognized profit in the years	<u>154,361,058</u>	<u>53,468,877</u>
Progress billings of cost of construction services incurred in the years	(2,139,743,390)	(794,078,214)
Beginning balance of prepayment for construction services which not recognized to expenses	(243,494,174)	-
Beginning balance of cost of construction services related to future activity recognized as assets	(14,132,367)	-
Beginning balance of unbilled cost of construction services	264,748,586	-
Ending balance of prepayment for construction services which not recognized to expenses	69,814,714	243,494,174
Ending balance of cost of construction services related to future activity recognized as assets	9,930,576	14,132,367
Ending balance of unbilled cost of construction services	<u>(66,139,119)</u>	<u>(264,748,586)</u>
Cost of construction services incurred recognized as expenses in the years	<u>(2,119,015,174)</u>	<u>(801,200,259)</u>
Progress billings of construction services	2,364,223,821	809,521,671
Beginning balance of unbilled contract revenues for the years	(342,014,914)	(221,780)
Beginning balance of unearned revenue from construction services for the years	297,564,344	918,675
Ending balance of unbilled contract revenues for the years	82,049,583	342,014,914
Ending balance of unearned revenue from construction services for the periods	<u>(128,446,602)</u>	<u>(297,564,344)</u>
Revenue from construction services recognized as revenues in the years	<u>2,273,376,232</u>	<u>854,669,136</u>

## 11. INVENTORIES

A subsidiary has inventories as at December 31, are as follows (Separate financial statements : Nil):

	Consolidated financial statements	
	2018 Baht	2017 Baht
Spare part	6,295,363	5,896,447
Supplies	3,798,758	4,192,078
Goods in transit	86,982	-
<u>Less</u> Allowance for obsolete inventories	<u>(325,308)</u>	<u>(325,308)</u>
	<u>9,855,795</u>	<u>9,763,217</u>

## 12. REFUNDABLE DEPOSIT FOR INVESTING IN OTHER COMPANIES

On April 7, 2016, Lucent Energy Co., Ltd. which is an indirect subsidiary has entered into share purchase of electricity generation companies agreement for 6 electricity generation companies with Sellers in the amount of Baht 683 million with condition precedent as specified in the agreement. The Sellers must transfer shares of such electricity generation companies to such indirect subsidiary within October 6, 2016. Such indirect subsidiary paid cash as a deposit in April 2016 totaling to Baht 120 million. The Sellers had pledged a number of shares of another 2 companies as collateral with such indirect subsidiary.

Consequently, on September 27, 2016, such indirect subsidiary and the Sellers made an addendum to extend period of transferring such shares of electricity generation companies for 120 days as the Seller asked. The Sellers must transfer shares of such electricity generation companies to such indirect subsidiary within specific date (February 6, 2017). The Seller had pledged a number of shares of other 2 companies as additional collateral with such indirect subsidiary.

On February 6, 2017, the Sellers could not transfer such shares of such electricity generation companies to such indirect subsidiary as the condition precedent specified in the agreement and the addendum. Such indirect subsidiary could call deposit back from the Sellers. If the Sellers cannot return deposit, the Seller has to comply with condition specified in the agreement.

During the year 2018, such indirect subsidiary has filed a petition with the Crime Suppression Division on the economic crimes (“ECD”) for fraudulent allegations against 3 Sellers. On February 9, 2018, the investigator has issued a summons to the accused in order to acknowledge the such 3 Sellers and criminal record which are in the process of present the complaint to the court as a criminal case. However, during the period, such indirect subsidiary engaged an independent appraiser to assess the value of 4 electricity generation companies as collateral under the share purchase agreement and the addendum which is appraisal with limited information accessing which used discounted cash flow approach. The valuation of 3 electricity generation companies each is between of Baht 3.56 million to Baht 22.33 million and another company which is unassessable. Additionally, On July 4, 2018 the indirect subsidiary will request a plaintiff to claim a refund in the civil on November and December 2018, later on January 31, 2019 indirect subsidiary was on sue to Civil Court that demand to Seller for return cash amount Baht 120 millions including interest which the court has already accepted the order.

As at December 31, 2018 and 2017, such an indirect subsidiary recorded an allowance for impairment of deposit in whole amount. Since such indirect subsidiary is in legal process to call deposit and force such shares as collateral from the Sellers and there is an uncertainty that such indirect subsidiary would receive such deposit back from the Sellers.

### 13. INVESTMENT IN AN ASSOCIATE

Investment in an associate as at December 31, comprises the following:

Companies' name	Nature of business	Incorporated in	Percentage of shareholding		Paid-up share capital (ordinary shares)		Consolidated financial statements			Separate financial statements		
			2018	2017	2018	2017	Equity method	Cost method	2018	2017	2018	2017
			%	%	Million Baht	Million Baht	Baht	Baht	Baht	Baht	Baht	Baht
Box Office Entertainment Co., Ltd.	Film importer for sale and film producer for sale	Thailand	40.00	40.00	100.00	100.00	-	-	-	19,500,489	19,500,489	19,500,489
<u>Less</u> allowance for impairment							-	-	-	(19,500,489)	(19,500,489)	(19,500,489)
							-	-	-	-	-	-

## 14. INVESTMENTS IN SUBSIDIARIES

Investments in subsidiaries as at December 31, comprises the following:

Companies' name	Nature of business	Incorporated in	Percentage of shareholding		Paid-up share capital (ordinary shares)		Separate financial statements	
			2018	2017	2018	2017	2018	2017
			%	%	Million Baht	Million Baht	Baht	Baht
<b>Direct Subsidiaries</b>								
Digital Right Pictures Public Company Limited*	Selling radio taps and radio compact disc	Thailand	100.00	100.00	576.00	576.00	494,130,000	494,130,000
Splash Media Public Company Limited***	Producer and rental services for billboard space and digital media	Thailand	-	99.99	-	180.00	-	275,283,204
Argyle Development Co., Ltd	Land and building rental service	Thailand	100.00	100.00	127.50	127.50	127,499,996	127,499,996
Srenga Public Company Limited	Construction of non-residential buildings	Thailand	92.63	84.21	190.00	190.00	335,651,060	295,088,283
Thor Energy and Resource Co., Ltd.**	Energy, alternative energy resource and mining business	Thailand	100.00	100.00	2.50	2.50	-	2,500,000
Live TV Co., Ltd.**	Television program producer and cable T.V. provider	Thailand	93.32	93.32	228.32	228.32	-	213,070,000
Triton Power Co., Ltd. (Formerly named "Thachaiyo TV Co., Ltd.")	Energy Business	Thailand	99.99	-	32.00	-	31,999,700	-
Triton Resources Co., Ltd. (Formerly named "POP TV Co., Ltd.")	Television program producer and cable T.V. provider	Thailand	-	99.99	-	32.00	-	31,999,700
Triton Green Energy Co., Ltd.	Mine and construction material supply business	Thailand	99.99	-	42.00	-	41,999,700	-
Total	Television program producer and cable T.V. provider	Thailand	-	99.99	-	42.00	-	41,999,700
Less Allowance for impairment	Electricity generation and provider	Thailand	51.00	-	1.00	-	509,700	-
							1,031,790,156	1,481,570,883
							(561,429,400)	(933,272,608)
							470,360,756	548,298,275

\* Registered to dissolve with Department of Business Development and under liquidation process

\*\* Registered to dissolve with Department of Business Development

\*\*\* Sales of investments during 2018 (see Note 14)

Companies' name	Nature of business	Incorporated in	Percentage of shareholding		Paid-up share capital (ordinary shares)		Separate financial statements Cost method	
			2018	2017	2018	2017	2018	2017
			%	%	Million Baht	Million Baht	Baht	Baht
<b>Indirect Subsidiaries</b>								
Splash Estate Co., Ltd.	Construction of billboard	Thailand	-	99.99	-	113.00	-	113,000,000
Splash Studio Co., Ltd.**	Television streaming and studio rental services	Thailand	-	99.99	-	5.00	-	4,999,700
Lucent Energy Co., Ltd.	Investment Holding	Thailand	92.63	84.21	1.00	1.00	999,970	999,970

\*\* Registered to dissolve with Department of Business Development

Live TV Co., Ltd., POP TV Co., Ltd. and Thaichaiyo TV Co., Ltd.

On October 18, 2017, the Board of Directors of the Company approved the Group's restructuring plan. The Company will purchase ordinary share of POP TV Co., Ltd. and Thaichaiyo TV Co., Ltd. from Splash Media Public Company Limited, and ordinary shares of Live TV Co., Ltd. from Agryle Development Co., Ltd. at net book value under the restructuring plan. Resulting to the Company will have percentage of shareholding in POP TV Co., Ltd., Thaichaiyo TV Co., Ltd. and Live TV Co., Ltd. at 99.99%, 99.99% and 93.32%, respectively. The Company already completed such transactions during the year 2017.

On November 8, 2017, the extraordinary general meeting of POP TV Co., Ltd. No. 1/2560 passed a special resolution to increase in share capital of POP TV Co., Ltd. and call full of subscription from Baht 1,000,000 to Baht 42,000,000 by issuing 410,000 new ordinary shares at Baht 100 per share totaling Baht of 41,000,000. The Company paid all subscriptions for such share capital increase during the year 2017.

On November 8, 2017, the extraordinary general meeting of Thaichaiyo TV Co., Ltd. No. 1/2560 passed a special resolution to increase in share capital of Thaichaiyo TV Co., Ltd. and call full of subscription from Baht 1,000,000 to Baht 32,000,000 by issuing 310,000 new ordinary shares at Baht 100 per share totaling Baht of 31,000,000. The Company paid all subscriptions for such share capital increase during the year 2017.

On December 13, 2017, the extraordinary general meeting of Live TV Co., Ltd. No. 2/2560 passed a special resolution to increase in share capital of Live TV Co., Ltd. and call full of subscription from Baht 154,000,000 to Baht 228,320,000 by issuing 743,200 new ordinary shares at Baht 100 per share totaling Baht of 74,320,000. The Company paid all subscriptions for such share capital increase during the year 2017.

Live TV Co., Ltd., Thor Energy and Resources Co., Ltd. and Splash Studio Co., Ltd.

On March 15, 2018, the Board of Directors of the Company passed a resolution on dissolution plan for Live TV Co., Ltd., Thor Energy and Resources Co., Ltd. and Splash Studio Co., Ltd. which are the companies in the Group to decrease expenses occurred from such companies. Subsequently, on April 2, 2018, at the Annual General Shareholders' Meeting of 2018 of Live TV Co., Ltd., Thor Energy and Resources Co., Ltd. and Splash Studio Co., Ltd., the shareholders passed a special resolution to dissolve. These companies have already been dissolved and the memorandum of association of each company has been amended with Department of Business Development on April 17, 2018.

Therefore, the Company has classified investments in these subsidiaries Live TV Co., Ltd. by Baht 213,070,000 which had been set up allowance for impairment by Baht 213,070,000 and Thor Energy and Resources Co., Ltd. by Baht 2,500,000 to assets as held for sale or as held for distribution to owners which presented as other current assets by Baht 2,500,000 in the separate financial statements as at December 31, 2018. The Group has classified assets and liabilities of Live TV Co., Ltd., Thor Energy and Resources Co., Ltd. and Splash Studio Co., Ltd. to assets as held for sale or as held for distribution to owners which presented as other current assets and other current liabilities by Baht 4,862,365 and Baht 3,268,967, respectively, in the consolidated financial statements as at December 31, 2018.

#### Strega Public Company Limited

On July 24, 2018, the Board of Directors' Meeting of the Company No. 9/2018 passed a resolution to increase the proportion of investment in Strega Public Company Limited which is an direct subsidiary by purchasing 80,000,000 ordinary shares at the par value of Baht 0.10 per share, at the price of Baht 0.25 per share or representing 4.21% of the paid-up share capital with totalling of Baht 20,000,000. The carrying amount of the non-controlling interest in Strega Public Company Limited on the date of purchasing was Baht 13,390,618. The Group has recorded the difference in surplus arising from change in ownership interest in subsidiaries of Baht 6,609,382.

On October 26, 2018, the Board of Directors' Meeting of the Company No. 13/2018 passed a resolution to increase the proportion of investment in Strega Public Company Limited which is an direct subsidiary by purchasing 80,000,000 ordinary shares at the par value of Baht 0.10 per share, at the price of Baht 0.25 per share or representing 4.21% of the paid-up share capital with totalling of Baht 20,000,000. The carrying amount of the non-controlling interest in Strega Public Company Limited on the date of purchasing was Baht 18,394,607. The Group has recorded the difference in surplus arising from change in ownership interest in subsidiaries of Baht 1,605,393.

As at December 31, 2018, the Company holds 1,759,999,986 ordinary shares or the percentage of shareholding is 92.63% of paid-up share capital. The Group has recorded the difference in surplus arising from change in ownership interest in subsidiaries of 8,214,755 as "shareholders' equity" in the consolidated financial statements.

#### Triton Green Energy Company Limited

On October 26, 2018, the Board of Directors' Meeting of the Company No. 13/2018 had passed resolutions approved to establish a new subsidiary named Triton Green Energy Company Limited ("TGE") through joint venture with the Company holding 5,097 ordinary shares at the par value of 100 Baht per share, or representing 51.00% of the authorized share capital and Mercury Global International Company Limited ("MGI"), incorporated in the British Virgin Islands, which shall hold 4,900 ordinary shares at the par value of 100 Baht per share, or representing 49.00% of the authorized share capital. Triton Green Energy Company Limited ("TGE") has business objective for waste management, generate electricity from clean energy or pure energy. Such company has registered with Ministry of Commerce on December 17, 2018.

POP TV Co., Ltd. and Thaichaiyo TV Co., Ltd.

On October 29, 2018, the Extraordinary Meeting of Shareholders No. 1/2561 of POP TV Co., Ltd. passed a special resolution to change its name from POP TV Co., Ltd. to “Triton Resources Co., Ltd.” and changed its business objective from media and publishing business to mine and construction material supply business. Such company has already amended the Memorandum of Association with Department of Business Development on November 7, 2018.

On October 29, 2018, the Extraordinary Meeting of Shareholders No. 1/2561 of Thaichaiyo TV Co., Ltd. passed a special resolution to change its name from Thaichaiyo TV Co., Ltd. to “Triton Power Co., Ltd.” and change its business objective from media and publishing business to energy business. Such company has already amended the Memorandum of Association with Department of Business Development on November 7, 2018.

Splash Media Public Company Limited , Splash Estate Co., Ltd., and Splash Studio Co., Ltd.

On November 20, 2018, the Executive Committee Meeting of the Company No. 11/2018 passed a resolution to sell ordinary shares of Splash Media Public Company Limited by 179,997,900 shares at the par value of Baht 1.00 per share, or representing 99.99% of paid-up share capital. On December 26, 2018, the Company received subscriptions for sales of ordinary shares totaling of Baht 225,152,658. The Company reversed recorded allowance for impairment in investments totaling of Baht 158,773,208 by realized gain from sales of investments in subsidiaries totaling of Baht 108,642,662 in statements of profit or loss and other comprehensive income and the Company reversed surplus arising from change in ownership interest in subsidiaries of Baht 22,588,268 in statements of changes in shareholders' equity. Consequently, Splash Media Public Company Limited is no longer a subsidiary and Splash Estate Co., Ltd. and Splash Studio Co., Ltd. are no longer indirect subsidiaries at that date.

## Summarized consolidated financial information on subsidiaries with material non-controlling interests

Set out below are the summarized consolidated financial information for each subsidiary that has non-controlling interests that are material to the Group.

### Summarized consolidated statement of financial position

As at December 31,	Strega Public Company Limited and its subsidiary	
	2018 Baht	2017 Baht
<b>Current</b>		
Assets	571,516,067	876,190,405
Liabilities	(741,541,526)	(1,054,137,669)
Total net current assets	<u>(170,025,459)</u>	<u>(177,947,264)</u>
<b>Non-current</b>		
Assets	435,165,911	345,301,676
Liabilities	(48,727,896)	(31,196,255)
Total net non-current assets	<u>386,438,015</u>	<u>314,105,421</u>
<b>Net assets</b>	<u>216,412,556</u>	<u>136,158,157</u>

### Summarized consolidated statement of profit or loss and other comprehensive income

For the years ended December 31,	Strega Public Company Limited and its subsidiary	
	2018 Baht	2017 Baht
Revenue	2,317,029,112	860,128,302
Profit (loss) before income tax expense	86,989,361	(49,686,093)
Income tax expense	(5,882,226)	(7,751,227)
Total comprehensive income (loss)	<u>81,107,135</u>	<u>(57,437,320)</u>
Total comprehensive income (loss) attributable to non-controlling interests	6,137,398	(9,388,657)

## Summarized consolidated statement of cash flows

For the years ended December 31,	Strega Public Company Limited and its subsidiary	
	2018 Baht	2017 Baht
Change in operating assets and liabilities		
Operating activities	270,933,136	98,415,338
Interest received	480,375	386,207
Interest paid	(4,350,718)	(11,469,307)
Employee benefit paid	(268,192)	(624,000)
Income tax paid	(70,523,658)	(22,306,694)
<b>Net cash provided by operating activities</b>	<u>196,270,943</u>	<u>64,401,544</u>
<b>Net cash flow used in investing activities</b>	<u>(42,555,981)</u>	<u>(18,022,953)</u>
<b>Net cash flow provided by (used in) financing activities</b>	<u>(62,870,925)</u>	<u>50,229,528</u>
Net increase in cash and cash equivalents	90,844,037	96,608,119
Cash and cash equivalents at beginning of years	104,883,631	8,275,512
Cash and cash equivalents at end of years	<u>195,727,668</u>	<u>104,883,631</u>

The information above is the amount before inter-company eliminations.

## 15. OTHER LONG-TERM INVESTMENT

Other long-term investment as at December 31, comprises the following:

Company name	Nature of business	Incorporated in	Percentage of shareholding		Paid-up share capital (ordinary shares)		Consolidated and Separate financial statements	
			2018 %	2017 %	2018 Million Baht	2017 Million Baht	2018 Baht	2017 Baht
UMG Entertainment Co., Ltd.	Cinema hall business	Thailand	15.00	15.00	100.00	100.00	15,000,000	15,000,000
<u>Less</u> Allowance for impairment							(15,000,000)	(15,000,000)
							-	-

## 16. INVESTMENT PROPERTY

The movement of investment property for the years ended December 31, are as follows (Separate financial statements : Nil):

	Consolidated financial statements				
	Balances As at January 1, 2018 Baht	Additions Baht	Disposals Baht	Sales of investments in subsidiaries (see Note 14) Baht	Balances As at December 31, 2018 Baht
<b>Cost</b>					
Land	128,700,000	-	-	(4,000,000)	124,700,000
Building	6,000,000	-	-	(6,000,000)	-
Total	<u>134,700,000</u>	<u>-</u>	<u>-</u>	<u>(10,000,000)</u>	<u>124,700,000</u>
<b>Accumulated depreciation</b>					
Building	(1,000,274)	(300,000)	-	1,300,274	-
Total	<u>(1,000,274)</u>	<u>(300,000)</u>	<u>-</u>	<u>1,300,274</u>	<u>-</u>
<b>Investment property</b>	<u>133,699,726</u>				<u>124,700,000</u>

	Consolidated financial statements			
	Balances As at January 1, 2017 Baht	Additions Baht	Disposals Baht	Balances As at December 31, 2017 Baht
<b>Cost</b>				
Land	128,700,000	-	-	128,700,000
Building	6,000,000	-	-	6,000,000
Total	<u>134,700,000</u>	<u>-</u>	<u>-</u>	<u>134,700,000</u>
<b>Accumulated depreciation</b>				
Building	(700,274)	(300,000)	-	(1,000,274)
Total	<u>(700,274)</u>	<u>(300,000)</u>	<u>-</u>	<u>(1,000,274)</u>
<b>Investment property</b>	<u>133,999,726</u>			<u>133,699,726</u>

### Depreciation for the years ended December 31,

2018	Baht	<u>300,000</u>
2017	Baht	<u>300,000</u>

As at December 31, 2018 and 2017, the Group has mortgaged their part of land and premises as collateral against to guarantee bank overdrafts for construction project of a subsidiary (see Note 20).

Fair value of investment properties was referred from valuation method and fair value hierarchy as follows:

- Land Value assessed by external independent valuer by using Market approach amounting to Baht 128,000,000 (Level 2) (As at December 31, 2017 : Baht 138,400,000)
- Building Value assessed by external independent valuer by using Income approach amounting to Baht 6,000,000 (Level 3) (As at December 31, 2018 : Nil)

## 17. PROPERTY, PLANT AND EQUIPMENT

The movements of property, plant and equipment for the years ended December 31, are as follows:

	Consolidated financial statements					
	Balances As at January 1, 2018	Additions	Disposals	Transfer/ Other	Sales of investments in subsidiaries (see Note 14)	Balances As at December 31, 2018
	Baht	Baht	Baht	Baht	Baht	Baht
<b>Cost</b>						
Land	32,400,331	-	-	-	(12,000,000)	20,400,331
Building and building improvements	88,193,117	43,700	-	-	-	88,236,817
Billboards	192,189,428	451,500	(13,350,755)	9,030,000	(188,320,173)	-
On-air and production equipment	93,644,112	-	(93,029,445)	-	-	614,667
Furniture and fixtures, and office equipment	25,371,294	2,847,460	(13,947,021)	-	(1,316,176)	12,955,557
Utilities system	27,246,438	-	-	-	-	27,246,438
Vehicles	42,767,528	25,093,022	(24,868,057)	-	(3,538,313)	42,992,493
Machinery	540,413,244	993,101	(18,552,775)	735,222	-	523,588,792
Tools	40,413,416	2,332,776	(15,471,873)	644,561	-	27,918,880
Total	<u>1,082,638,908</u>	<u>31,761,559</u>	<u>(179,219,926)</u>	<u>10,409,783</u>	<u>(201,636,347)</u>	<u>743,953,975</u>
<b>Accumulated depreciation and amortization</b>						
Building and building improvements	(36,195,052)	(4,735,500)	-	-	-	(40,930,552)
Billboards	(107,346,426)	(7,555,500)	10,781,166	-	104,120,760	-
On-air and production equipment	(80,015,311)	-	79,794,051	-	-	(221,260)
Furniture and fixtures, and office equipment	(21,652,427)	(1,450,007)	13,928,995	-	909,419	(8,264,020)
Utilities system	(12,196,916)	(1,504,128)	-	-	-	(13,701,044)
Vehicles	(31,360,443)	(5,786,322)	17,580,617	-	-	(19,566,148)
Machinery	(279,491,093)	(38,146,919)	12,300,449	-	-	(305,337,563)
Tools	(20,982,760)	(2,715,246)	14,677,597	-	-	(9,020,409)
Total	<u>(589,240,428)</u>	<u>(61,893,622)</u>	<u>149,062,875</u>	<u>-</u>	<u>105,030,179</u>	<u>(397,040,996)</u>
<b>Construction and billboards in progress</b>						
Construction in progress	1,324,192	528,090	-	(1,379,783)	-	472,499
Billboards in progress	-	9,030,000	-	(9,030,000)	-	-
Total	<u>1,324,192</u>	<u>9,558,090</u>	<u>-</u>	<u>(10,409,783)</u>	<u>-</u>	<u>472,499</u>
Less allowance for impairment	<u>(73,737,516)</u>	<u>-</u>	<u>17,124,304</u>	<u>-</u>	<u>54,090,608</u>	<u>(2,522,604)</u>
<b>Property, plant and equipment</b>	<u>420,985,156</u>					<u>344,862,874</u>

	Consolidated financial statements				
	Balances	Additions	Disposals	Transfer/ Other	Balances
	As at January 1, 2017				As at December 31, 2017
	Baht	Baht	Baht	Baht	Baht
<b>Cost</b>					
Land	32,400,331	-	-	-	32,400,331
Building and building improvements	87,649,472	185,748	-	357,897	88,193,117
Billboards	186,714,711	420,697	(5,529,846)	10,583,866	192,189,428
Electronic media	10,344,567	264,240	(17,404,057)	6,795,250	-
On-air and production equipment	94,114,501	-	(470,389)	-	93,644,112
Furniture and fixtures, and office equipment	23,979,954	1,532,790	(141,450)	-	25,371,294
Utilities system	27,246,438	-	-	-	27,246,438
Vehicles	42,674,428	93,100	-	-	42,767,528
Machinery	539,706,064	2,783,239	-	(2,076,059)	540,413,244
Tools	38,488,883	9,872,649	-	(7,948,116)	40,413,416
Total	<u>1,083,319,349</u>	<u>15,152,463</u>	<u>(23,545,742)</u>	<u>7,712,838</u>	<u>1,082,638,908</u>
<b>Accumulated depreciation and amortization</b>					
Building and building improvements	(31,399,656)	(4,795,396)	-	-	(36,195,052)
Billboards	(105,452,711)	(7,069,345)	5,175,630	-	(107,346,426)
Electronic media	(1,975,725)	(387,327)	2,363,052	-	-
On-air and production equipment	(77,345,862)	(3,139,821)	470,372	-	(80,015,311)
Furniture and fixtures, and office equipment	(20,381,318)	(1,373,427)	102,318	-	(21,652,427)
Utilities system	(10,692,789)	(1,504,127)	-	-	(12,196,916)
Vehicles	(27,379,223)	(3,981,220)	-	-	(31,360,443)
Machinery	(236,541,724)	(42,949,369)	-	-	(279,491,093)
Tools	(18,538,725)	(2,444,035)	-	-	(20,982,760)
Total	<u>(529,707,733)</u>	<u>(67,644,067)</u>	<u>8,111,372</u>	<u>-</u>	<u>(589,240,428)</u>
<b>Construction and billboards in progress</b>					
Construction in progress	281,754	3,135,787	-	(2,093,349)	1,324,192
Billboards in progress	-	8,026,000	-	(8,026,000)	-
Total	<u>281,754</u>	<u>11,161,787</u>	<u>-</u>	<u>(10,119,349)</u>	<u>1,324,192</u>
Less allowance for impairment	<u>(81,905,665)</u>	<u>-</u>	<u>8,168,149</u>	<u>-</u>	<u>(73,737,516)</u>
<b>Property, plant and equipment</b>	<u>471,987,705</u>				<u>420,985,156</u>
<b>Depreciation for the years ended December 31,</b>					
<b>2018</b>				<b>Baht</b>	<u>61,893,622</u>
<b>2017</b>				<b>Baht</b>	<u>67,644,067</u>

	Separate financial statements			
	Balances	Additions	Disposals	Balances
	As at			As at
	January 1, 2018			December 31, 2018
	Baht	Baht	Baht	Baht
<b>Cost</b>				
Building and building improvements	70,265,085	43,700	-	70,308,785
Furniture and fixtures, and office equipment	3,707,170	2,034,175	(58,695)	5,682,650
Utilities system	26,161,457	-	-	26,161,457
Vehicles	9,108,798	-	(5,577,413)	3,531,385
Total	<u>109,242,510</u>	<u>2,077,875</u>	<u>(5,636,108)</u>	<u>105,684,277</u>
<b>Accumulated depreciation</b>				
Building and building improvements	(29,671,079)	(4,051,510)	-	(33,722,589)
Furniture and fixtures, and office equipment	(2,324,098)	(710,751)	43,321	(2,991,528)
Utilities system	(11,111,940)	(1,504,127)	-	(12,616,067)
Vehicles	(5,710,606)	(784,447)	4,362,937	(2,132,116)
Total	<u>(48,817,723)</u>	<u>(7,050,835)</u>	<u>4,406,258</u>	<u>(51,462,300)</u>
<b>Property, plant and equipment</b>	<u>60,424,787</u>			<u>54,221,977</u>

	Separate financial statements			
	Balances	Additions	Disposals	Balances
	As at			As at
	January 1, 2017			December 31, 2017
	Baht	Baht	Baht	Baht
<b>Cost</b>				
Building and building improvements	70,079,337	185,748	-	70,265,085
Furniture and fixtures, and office equipment	3,433,142	318,248	(44,220)	3,707,170
Utilities system	26,161,457	-	-	26,161,457
Vehicles	9,108,798	-	-	9,108,798
Total	<u>108,782,734</u>	<u>503,996</u>	<u>(44,220)</u>	<u>109,242,510</u>
<b>Accumulated depreciation</b>				
Building and building improvements	(25,624,872)	(4,046,207)	-	(29,671,079)
Furniture and fixtures, and office equipment	(1,622,143)	(724,218)	22,263	(2,324,098)
Utilities system	(9,607,813)	(1,504,127)	-	(11,111,940)
Vehicles	(4,112,887)	(1,597,719)	-	(5,710,606)
Total	<u>(40,967,715)</u>	<u>(7,872,271)</u>	<u>22,263</u>	<u>(48,817,723)</u>
<b>Property, plant and equipment</b>	<u>67,815,019</u>			<u>60,424,787</u>

**Depreciation for the years ended December 31,**

2018	<b>Baht</b>	<u>7,050,835</u>
2017	<b>Baht</b>	<u>7,872,271</u>

During 2018, the Group has reversed allowance for impairment of on-air and production equipment by Baht 13.08 million, billboards by Baht 2.09 million and machinery by Baht 1.79 million from write-off and depreciated assets, reversed allowance for impairment of billboards by Baht 54.09 million and on-air and production equipment by Baht 0.16 million due to sales of investments in subsidiaries and classified as other current assets from the dissolution of subsidiaries. (For the period ended December 31, 2017 : the Group has reversed allowance for diminution in value of electronic media by Baht 8.16 million from sales of assets).

As at December 31, 2018 and 2017, the Group has mortgaged their land and premise as collateral for bank overdrafts credit facilities and short-term borrowing from financial institutions (see Note 20).

As at December 31, asset under finance lease contracts include above, where the Group is the lessee, comprise machinery, tools and vehicles as follows:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Assets under finance lease contracts				
Cost	164,519,176	148,637,415	3,485,124	5,453,124
<u>Less</u> accumulated depreciation	<u>(79,676,279)</u>	<u>(62,927,087)</u>	<u>(2,098,301)</u>	<u>(2,534,597)</u>
Net book value	<u>84,842,897</u>	<u>85,710,328</u>	<u>1,386,823</u>	<u>2,918,527</u>

The gross amount of the Group's and the Company's fully depreciated plant and equipment that was still in use as at December 31, 2018 amounted to Baht 104.65 million and Baht 5.62 million, respectively (As at December 31, 2017: Baht 99.53 million and Baht 4.92 million, respectively).

## 18. RIGHTS OF EXPLOITATION

The movements of rights of exploitation for the years ended December 31, are as follows (Separate financial statements : Nil):

	Consolidated financial statements				Balances As at December 31, 2018 Baht
	Balances As at January 1, 2018 Baht	Additions Baht	Disposals Baht	Sales of investments in subsidiaries (see Note 14) Baht	
<b>Cost</b>					
Rights of exploitation	7,305,186	-	(3,317,807)	(3,987,379)	-
Total	<u>7,305,186</u>	<u>-</u>	<u>(3,317,807)</u>	<u>(3,987,379)</u>	<u>-</u>
<b>Accumulated amortization</b>					
Rights of exploitation	(4,267,569)	(321,844)	2,008,727	2,580,686	-
Total	<u>(4,267,569)</u>	<u>(321,844)</u>	<u>2,008,727</u>	<u>2,580,686</u>	<u>-</u>
<u>Less</u> allowance for diminution in value	<u>(1,375,620)</u>	<u>-</u>	<u>1,058,678</u>	<u>316,942</u>	<u>-</u>
<b>Rights of exploitation</b>	<u>1,661,997</u>				<u>-</u>

	Consolidated financial statements			
	Balances	Additions	Disposals	Balances
	As at			As at
	January 1, 2017 Baht	Baht	Baht	December 31, 2017 Baht
<b>Cost</b>				
Rights of exploitation	8,347,486	-	(1,042,300)	7,305,186
Total	<u>8,347,486</u>	<u>-</u>	<u>(1,042,300)</u>	<u>7,305,186</u>
<b>Accumulated amortization</b>				
Rights of exploitation	(3,827,700)	(599,934)	160,065	(4,267,569)
Total	(3,827,700)	(599,934)	160,065	(4,267,569)
Less allowance for impairment	(2,251,667)	-	876,047	(1,375,620)
<b>Rights of exploitation</b>	<u>2,268,119</u>			<u>1,661,997</u>
<b>Amortization for the years ended December 31,</b>				
2018			<b>Baht</b>	<u>321,844</u>
2017			<b>Baht</b>	<u>599,934</u>

During 2018, the Group has reversed allowance for diminution in value of rights of exploitation by Baht 1.06 million and Baht 0.32 million from expired of right of exploitation and sales of investments in subsidiaries, respectively. (For the year ended December 31, 2017 : the Group has reversed allowance for diminution in value of rights of exploitation by Baht 0.87 million from expired billboards rights).

## 19. DEFERRED TAX ASSETS AND LIABILITIES

Deferred tax assets and deferred tax liabilities as at December 31, comprise the following:

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
Deferred tax assets - net	-	9,683,077	-	-
Deferred tax liabilities - net	(30,638,620)	(25,110,271)	-	-
	<u>(30,638,620)</u>	<u>(15,427,194)</u>	<u>-</u>	<u>-</u>

The movement of deferred tax assets and deferred tax liabilities for the years ended December 31, comprises the following:

Consolidated financial statements					
	As at January 1, 2018 Baht	Realized in profit or loss Baht	Realized in other comprehensive income Baht	Sales of investments in subsidiaries (see Note 14) Baht	As at December 31, 2018 Baht
<b>Deferred tax assets:</b>					
Allowance for doubtful accounts	761,131	-	-	(761,131)	-
Provision for employee benefit	213,428	(207,196)	-	(6,232)	-
Allowance for impairment of property, plant and equipment	13,852,395	(3,034,273)	-	(10,818,122)	-
Allowance for diminution in value of right of exploitation	275,124	(211,735)	-	(63,389)	-
	<u>15,102,078</u>	<u>(3,453,204)</u>	<u>-</u>	<u>(11,648,874)</u>	<u>-</u>
<b>Deferred tax liabilities:</b>					
Different amortization charge between accounting and tax	(5,419,001)	2,574,442	-	2,844,559	-
	<u>(5,419,001)</u>	<u>2,574,442</u>	<u>-</u>	<u>2,844,559</u>	<u>-</u>
<b>Total deferred tax assets - net</b>	<u>9,683,077</u>	<u>(878,762)</u>	<u>-</u>	<u>(8,804,315)</u>	<u>-</u>
<b>Deferred tax assets</b>					
Allowance for obsolete	65,062	-	-	-	65,062
Allowance for impairment of assets	785,186	(359,347)	-	-	425,839
Provision for employee benefit	306,873	249,580	353,878	-	910,331
Liabilities under financial lease	6,341,570	(5,472,316)	-	-	869,254
Expense warrant (ESOP)	-	112,555	-	-	112,555
	<u>7,498,691</u>	<u>(5,469,528)</u>	<u>353,878</u>	<u>-</u>	<u>2,383,041</u>
<b>Deferred tax liabilities</b>					
Assets under financial lease	(19,145,388)	(2,870,151)	-	-	(22,015,539)
Extend useful life of fixed assets	(13,463,574)	2,457,452	-	-	(11,006,122)
	<u>(32,608,962)</u>	<u>(412,699)</u>	<u>-</u>	<u>-</u>	<u>(33,021,661)</u>
<b>Total deferred tax liabilities - net</b>	<u>(25,110,271)</u>	<u>(5,882,227)</u>	<u>353,878</u>	<u>-</u>	<u>(30,638,620)</u>

**Consolidated financial statements**

	<b>As at January 1, 2017 Baht</b>	<b>Realized in profit or loss Baht</b>	<b>Realized in other comprehensive Income Baht</b>	<b>As at December 31, 2017 Baht</b>
<b>Deferred tax assets:</b>				
Allowance for doubtful accounts	1,132,456	(371,325)	-	761,131
Provision for employee benefit	1,144,422	(930,994)	-	213,428
Different amortization charge between accounting and tax	992,574	(992,574)	-	-
Allowance for impairment of property, plant and equipment	15,486,025	(1,633,630)	-	13,852,395
Allowance for impairment of right of exploitation	450,333	(175,209)	-	275,124
	<u>19,205,810</u>	<u>(4,103,732)</u>	<u>-</u>	<u>15,102,078</u>
<b>Deferred tax liabilities:</b>				
Different amortization charge between accounting and tax	<u>(2,592,762)</u>	<u>(2,826,239)</u>	<u>-</u>	<u>(5,419,001)</u>
	<u>(2,592,762)</u>	<u>(2,826,239)</u>	<u>-</u>	<u>(5,419,001)</u>
<b>Total deferred tax assets - net</b>	<u>16,613,048</u>	<u>(6,929,971)</u>	<u>-</u>	<u>9,683,077</u>
<b>Deferred tax assets</b>				
Allowance for doubtful accounts	2,811,880	(2,811,880)	-	-
Allowance for obsolete	65,062	-	-	65,062
Allowance for impairment of assets	785,186	-	-	785,186
Provision for employee benefit	583,440	(276,567)	-	306,873
Liabilities under financial lease	11,575,377	(5,233,807)	-	6,341,570
	<u>15,820,945</u>	<u>(8,322,254)</u>	<u>-</u>	<u>7,498,691</u>
<b>Deferred tax liabilities</b>				
Assets under financial lease	(22,799,632)	3,654,244	-	(19,145,388)
Extend useful life of fixed assets	(10,380,358)	(3,083,216)	-	(13,463,574)
	<u>(33,179,990)</u>	<u>571,028</u>	<u>-</u>	<u>(32,608,962)</u>
<b>Total deferred tax liabilities - net</b>	<u>(17,359,045)</u>	<u>(7,751,226)</u>	<u>-</u>	<u>(25,110,271)</u>

Deferred income tax assets are recognized only to the extent that realization of the related tax benefit through the future taxable profits is probable and the Group's management has considered that impairments will not be reversed in the foreseeable future. Therefore, the Group and the Company did not recognize deferred income tax assets of Baht 91.98 million and Baht 138.86 million, respectively (As at December 31, 2017 : Baht 81.98 million and Baht 192.81 million, respectively) in respect of deductible temporary differences of loss from impairment of refundable deposit of investing in other company of Baht 120.00 million (As at December 31, 2017 : Baht 120.00 million) (Separate financial statements : Nil), loss from impairment of investments in subsidiaries of Baht 561.43 million (As at December 31, 2017 : Baht 933.27 million) (Consolidated financial statements : Nil) and unused tax losses amounting to Baht 339.89 million and Baht 132.85 million, respectively (As at December 31, 2017 : Baht 289.92 million and Baht 30.78 million, respectively) that can be carried forward against future taxable income. Losses expire during 2019 - 2022.

## **20. CREDIT FACILITIES FROM FINANCIAL INSTITUTIONS AND SHORT-TERM BORROWINGS FROM FINANCIAL INSTITUTIONS**

### **20.1 Bank overdrafts from a financial institution**

As at December 31, 2018 and 2017, a subsidiary has bank overdraft limit from a financial institution in amount of Baht 2.00 million with interest rate of 1.25% per annum and partial more than Baht 2.00 million with interest rate of 13.00% per annum. Such bank overdraft, such subsidiary has restricted deposits at a financial institution represent saving account in amounting of Baht 2.00 million (see Note 7).

### **20.2 Credit facilities from financial institutions**

As at December 31, 2018 and 2017, a subsidiary has credit facilities agreement with a financial institutions in amount of Baht 977.35 million and Baht 800.05 million, respectively, to support its operation. The collaterals are assigned which consist of rights to receive payment from the construction project, deposit at a financial institution of such subsidiary, land of another subsidiary (see Note 16), and guarantee by the Company.

As at December 31, 2018 and 2017, a subsidiary has a promissory note limit from a financial institution in amount of Baht 30.00 million with interest rate at MLR-1.25% per annum and mortgaged by such subsidiary's land and building premise as collateral (see Note 17).

As at December 31, 2018 and 2017, a subsidiary has credit facilities agreement with a financial institution Baht 89.50 million and Baht 85.00 million, respectively, to support its operation. The collaterals are assigned rights to receive payment from the construction project, mortgaged by land of such subsidiary (see Note 17), and guaranteed by the Company.

### **20.3 Short-term borrowings from a financial institution**

As at December 31, 2017, a subsidiary has promissory notes from a financial institution by Baht 30.00 million. Such promissory notes bear the interest rate at MLR-1.25% per annum. Such borrowings have been secured by land and building premise of such subsidiary as collateral (see Note 17) (As at December 31, 2018 : Nil).

## 21. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, comprise the following:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Trade payables – other companies	197,606,463	226,685,522	-	-
Other payables from purchase of plant and equipment – other companies	549,952	714,629	471,325	454,750
Other payables – other companies	8,601,346	9,586,280	862,237	-
Other payables – related companies (see Note 36.2)	-	-	-	168,814
Advance receive – related companies (see Note 36.2)	-	-	501,654	-
Unearned revenue	-	1,963,750	-	-
Accrued commission	-	1,819,871	-	-
Dividend payable	-	937,625	-	-
Other accrued expenses	10,000,000	-	10,000,000	-
Interest payable	-	12,329	-	-
Other accrued expenses	31,653,272	11,986,932	6,409,843	4,981,564
	<u>248,411,033</u>	<u>253,706,938</u>	<u>18,245,059</u>	<u>5,605,128</u>

## 22. LIABILITIES UNDER FINANCIAL LEASE AGREEMENTS

Liabilities under financial lease agreements as at December 31, comprise the following:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Liabilities under financial lease agreements	26,627,020	36,393,808	1,040,260	1,958,526
<u>Less</u> Future finance charges on finance lease	<u>(2,171,940)</u>	<u>(1,676,708)</u>	<u>(77,245)</u>	<u>(172,687)</u>
	24,455,080	34,717,100	963,015	1,785,839
<u>Less</u> Current portion	<u>(10,324,635)</u>	<u>(29,113,351)</u>	<u>(370,191)</u>	<u>(733,711)</u>
	<u>14,130,445</u>	<u>5,603,749</u>	<u>592,824</u>	<u>1,052,128</u>

Payments to be made for financial lease agreements are as follows:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Within 1 year	11,529,010	30,610,513	426,840	828,480
Later than 1 year but not later than 5 years	15,098,010	5,783,295	613,420	1,130,046
	<u>26,627,020</u>	<u>36,393,808</u>	<u>1,040,260</u>	<u>1,958,526</u>

## 23. PROVISION FOR EMPLOYEE BENEFIT

Provision for employee benefit as at December 31, comprise the following:

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
Liability in the statement of financial position	7,596,089	3,710,598	3,044,434	1,109,095
Profit or loss charge included in operating profit	2,363,848	261,355	847,755	603,471
Remeasurement	3,630,839	-	1,861,448	-

The movement of provision for employee benefit for the years ended December 31, comprise the following:

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
Beginning balance as at January 1,	3,710,598	5,328,806	1,109,095	626,489
Current service cost	2,660,213	1,187,941	669,608	583,735
Past service cost	(541,260)	-	-	-
Interest cost	105,492	106,677	38,744	19,736
Adjustments during for years	139,403	(1,033,263)	139,403	-
Payment during the years	(1,042,056)	(1,879,563)	(773,864)	(120,865)
Disposal of subsidiaries (see Note 14)	(1,067,140)	-	-	-
Remeasurement				
- Loss from change in financial assumption	3,630,839	-	1,861,448	-
<b>Ending balance as at December 31,</b>	<b>7,596,089</b>	<b>3,710,598</b>	<b>3,044,434</b>	<b>1,109,095</b>

Losses on remeasurements of defined benefit plans recognized in the statement of profit or loss and other comprehensive income for the years ended December 31, are arising from:

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
Financial assumptions	707,476	-	451,256	-
Demographic assumptions	2,773,491	-	643,585	-
Experience adjustment	149,872	-	766,607	-
<b>Total</b>	<b>3,630,839</b>	<b>-</b>	<b>1,861,448</b>	<b>-</b>

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Discount rate	2.59 – 3.51 %	2.79 – 3.15%	2.88%	3.15%
Salary increase rate	5.00%	4.37 – 5.00%	5.00%	5.00%
Retirement	60 years	55 years	60 years	55 years

The sensitivity analysis for each significant actuarial assumption disclosed were as follows:

	Consolidate financial statements Impact on provision for employee benefit		Separate financial statements Impact on provision for employee benefit	
	2018	2017	2018	2017
	%	%	%	%
Discount rate increase by 1.00%	Decrease by 8.29 - 9.24	Decrease by 5.68 - 13.12	Decrease by 9.24	Decrease by 13.12
Discount rate decrease by 1.00%	Increase by 9.55 - 10.75	Increase by 6.00 - 15.75	Increase by 10.75	Increase by 15.75
Salary growth rate increase by 1.00%	Increase by 9.22 - 11.09	Increase by 7.86 - 15.14	Increase by 11.09	Increase by 15.14
Salary growth rate decrease by 1.00%	Decrease by 8.18 - 9.69	Decrease by 7.48 - 12.90	Decrease by 9.69	Decrease by 12.90

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of provision for employee benefit to significant actuarial assumptions, the same method (present value of provision for employee benefit calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating provision for employee benefit recognized within the statement of financial position.

## 24. PROVISION FOR COST OF DISMANTLING

Provision for cost of dismantling for the years ended December 31, comprise the following:

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
<b>Beginning balance as at January 1,</b>	9,724,090	9,655,744	1,255,065	1,255,065
Cost of dismantling increase during the years	-	684,937	-	-
Payment during the years	-	(616,591)	-	-
Sales of investment in subsidiary (see Note 14)	(8,469,025)	-	-	-
<b>Ending balance as at December 31,</b>	<u>1,255,065</u>	<u>9,724,090</u>	<u>1,255,065</u>	<u>1,255,065</u>

## 25. SHARE CAPITAL AND WARRANTS

Share capital and warrants for the years ended December 31, comprise the following:

	Share capital Authorized share capital Baht	Issued and fully paid-up		
		Number of shares Share	Ordinary shares Baht	Share premium Baht
<b>As at January 1, 2017</b>	813,416,825	8,033,578,407	803,357,841	548,392,949
Reduction of registered share capital	(10,058,984)	-	-	-
<b>As at December 31, 2017</b>	<u>803,357,841</u>	<u>8,033,578,407</u>	<u>803,357,841</u>	<u>548,392,949</u>
<b>As at January 1, 2018</b>	803,357,841	8,033,578,407	803,357,841	548,392,949
Increase of registered share capital	165,671,568	-	-	-
Transfer share premium to compensate deficits	-	-	-	(311,538,119)
<b>As at December 31, 2018</b>	<u>969,029,409</u>	<u>8,033,578,407</u>	<u>803,357,841</u>	<u>236,854,830</u>

### 25.1 Share capital

On April 26, 2017, the Annual General Meeting of Shareholders for the year 2017 approved the reduction of the Company's registered share capital of Baht 10,058,984 from the existing registered share capital by Baht 813,416,825 to Baht 803,357,841 by cancelling 100,589,842 unissued ordinary shares with par value of Baht 0.10 per share. On May 18, 2017, the Company registered the decrease of share capital including the amendment of the Company's Memorandum of Association with the Ministry of Commerce.

On April 25, 2018, the Annual General Meeting of Shareholders for the year 2018 approved the increase of registered capital of the Company in the amount of Baht 165,671,568 from current registered capital of Baht 803,357,841 to Baht 969,029,409 at a par value of Baht 0.10 each. On May 10, 2018, the Company registered the increase of share capital including the amendment of the Company's Memorandum of Association with the Ministry of Commerce.

### 25.2 Warrants

On April 25, 2018, the Annual General Meeting of Shareholders for the year 2018 had passed resolutions for significant approval as follows:

- Approved 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 (the traction shall be rounded down) and the exercise price for the warrants No.3 shall be fixed as Baht 0.25 per share (except further adjusting on exercise price), expiration date not later than 3 years after the issuance and offering of the warrants with exercise date on June 30, 2019 and expiration date on May 29, 2021.

- Approved the issuance and offering of warrants to purchase ordinary shares of the Company, as registered and non-transferable type (save for the case of death, missing person according to the Court's order, the person that the Court ordered as incompetent person or quasi-incompetent person or other cases as the Board deems appropriate) 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 March 15, 2018, in order to allocate to the Directors, Executives and Employees of the Company and subsidiaries, without cost incurred, at the ratio of 1 unit of the warrants to 1 TRITN share. The issuance and offering of warrants subject to the TRITN-WA Project imposing the offering price at Baht 0.34 per share, expiration date not later than 3 years after the issuance and offering of the warrants. The first exercise date is June 30, 2019, and the last exercise date is May 29, 2021. The warrant is based on the fair value measured using a Binomial Model by external independent valuer. Such fair value of warrant is Baht 0.1013 per warrant.
- Warrant has details as follows:

Project Name	Term (year)	Grant date	Expired date	Number of issued warrants (Unit)	Exercise ratio per 1 warrant	Exercise price (Baht per share)
TRITN-WA	3	May 30, 2018	May 29, 2021	42,857,100	1	0.34
TRITN-W3	3	May 30, 2018	May 29, 2021	1,606,608,920	1	0.25

Fair value of warrants are measured by using Binomial Model with the following financial assumptions:

TRITN-WA	
Grant date share price	0.29
Exercise price warrant	0.34
Expected volatility	57.08%
The expected period, that shareholders will completely use their right on warrant	3 years
Expected dividend yield	0.00%
Risk free interest rate	1.86%

Movements of rights in the number of outstanding warrants for the year ended December 31, 2018 are as follows:

	As at January 1, 2018	Transaction during the period		Unit: Units
		Grant rights	Forfeiture	As at December 31, 2018
TRITN - WA	-	42,857,100	(11,904,750)	30,952,350
TRITN - W3	-	1,606,608,920	-	1,606,608,920

### 25.3 Transfer share premium to compensate deficits

On April 25, 2018, the Annual General Meeting of Shareholders for the year 2018 had approved the transfer not exceeding Baht 548,392,949 of share premium to compensate the deficits of the Company as of December 31, 2017 at the amount of Baht 311,538,119 in accordance with the Section 119 of the Public Limited Companies Act, B.E.2535 which was amended (Version 2) in B.E.2544., with the remaining balance of share premium as of April 25, 2018 is Baht 236,854,830.

## 26. LEGAL RESERVE

Section 116 of the Public Limited Companies Act B.E. 2535 requires that a company shall allocate not less than 5% of its annual net profit less the accumulated losses brought forward, if any, to a reserve account (“Legal reserve”), until this account reaches an amount not less than 10% of the registered capital. The legal reserve is not available for dividend distribution.

**27. REVENUE CLASSIFICATION ACCORDING TO NOTIFICATION OF THE NATIONAL BROADCASTING AND TELECOMMUNICATIONS COMMISSION (“NBTC”)**

Classification information is prepared according to notification of NBTC, Re: Licence fee for the radio or television or telecommunications business for licence fee calculation of radio or television business B.E. 2555.

**Consolidate financial statements  
For the year ended December 31, 2017 (For the period ended December 31, 2018 : Nil)**

Licence	Period	Type of Revenue	Revenue after receiving licence and not yet paid licence fee Baht	Revenues under criteria of NBTC Total revenues under criteria of NBTC Baht
Radio or television network service (Not using radio)	September 2, 2013 - September 1, 2030	1) Revenue from bandwidth service	47,650,000	47,650,000
Broadcasting or telecommunications service - Thaichaiyo Channel	March 24, 2014 - March 23, 2018	1) Revenue from sponsor 2) Revenue from short message sharing 3) Revenue or asset from other bartering	7,506,346 7,996 800,000	7,506,346 7,996 800,000
<b>Related revenue and calculated licence fee</b>			<u>55,964,342</u>	<u>55,964,342</u>

## 28. OTHER INCOME

Other income as at December 31, comprise of:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Interest income (see Note 36.1)	2,750,008	3,152,147	11,876,156	11,314,127
Management service income (see Note 36.1)	-	-	7,120,000	9,072,000
Revenue from space rental (see Note 36.1)	-	-	7,452,000	6,840,000
Gain from sales of asset	4,350,899	-	1,542,846	37
Dividend income	1,299,214	1,656,950	1,299,214	1,656,950
Gain from sales of supplies	12,505,360	-	-	-
Revenue from machinery rental	26,264,095	-	-	-
Other income	1,751,100	7,046,617	1,329,857	4,350,591
	<u>48,920,676</u>	<u>11,885,714</u>	<u>30,620,073</u>	<u>33,233,705</u>

## 29. EMPLOYEE BENEFIT EXPENSES

Employee benefit expenses as at December 31, comprise of:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Salaries, wages and bonus	74,633,783	74,928,652	23,461,494	23,236,341
Employee benefit (see Note 23)	2,363,848	261,355	847,755	603,471
Provident fund	2,027,402	1,494,628	418,736	393,322
Employee welfare	10,388,284	10,516,372	5,020,071	1,899,472
	<u>89,413,317</u>	<u>87,201,007</u>	<u>29,748,056</u>	<u>26,132,606</u>

### *Defined contribution plans*

The defined contribution plans comprise provident funds established by the Group for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at rates ranging from 3% to 15% of their basic salaries and by the Group at rates ranging from 3% of the employees' basic salaries. The provident funds are registered with the Ministry of Finance as juristic entities and are managed by a licensed Fund Manager.

### 30. EXPENSES BY NATURE

The following expenditure items for the years ended December 31, classified by nature, have been charged in profit before finance costs and income tax:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Employee benefit expenses	89,413,317	87,201,007	29,748,056	26,132,606
Depreciation expense	54,240,217	56,773,571	7,050,835	7,872,271
Amortization expense	1,074,151	686,645	858,266	626,977
Rental expense	5,682,168	5,878,387	3,919,889	3,912,000
Repair and maintenance expenses	27,854,995	7,293,609	355,909	111,493
Reversal of doubtful accounts	(72,897)	(2,945,037)	-	(131,382,819)
Cost of projects	1,468,013,108	633,593,243	-	-
Outsource service	503,953,482	84,076,605	-	-
Fuel and oil	17,634,345	18,031,449	-	-
Other expenses	80,978,532	31,586,363	12,028,882	5,630,675
Loss from sales of temporary investments	21,892,658	-	21,892,658	-
Loss on impairment of investment in subsidiaries	-	-	295,692	139,620,000

### 31. OTHER LOSSES

Other losses for the years ended December 31, comprise of:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Loss from impairment of investments in subsidiaries	-	-	295,692	139,620,000
	<u>-</u>	<u>-</u>	<u>295,692</u>	<u>139,620,000</u>

### 32. FINANCE COSTS

Finance costs for the years ended December 31, comprise of:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Borrowings from financial institutions	1,770,194	518,742	-	-
Finance lease liabilities	2,661,992	3,577,040	93,796	134,285
	<u>4,432,186</u>	<u>4,095,782</u>	<u>93,796</u>	<u>134,285</u>

### 33. INCOME TAX EXPENSE

Reconciliation of income tax expense for the years ended December 31, comprises:

	Consolidated financial statements				Separate financial statements			
	2018	2017	2018	2017	2018	2017	2018	2017
	% Baht	% Baht	% Baht	% Baht	% Baht	% Baht	% Baht	% Baht
Current income tax on taxable profit for the years	(413,772)	(136,473)	-	-	-	-	-	-
Deferred for from temporary	(5,882,227)	(7,751,226)	-	-	-	-	-	-
Income tax expenses	<u>(6,295,999)</u>	<u>(7,887,699)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Profit (loss) before tax accounting base								
from continuing operation	122,976,062	(76,965,112)	56,207,323	(22,098,550)				
Profit before tax accounting								
base from discontinued operation	<u>37,664,628</u>	<u>36,689,874</u>	<u>-</u>	<u>5,900,703</u>				
Profit (loss) for the year before tax								
accounting base	<u>160,640,690</u>	<u>(40,275,238)</u>	<u>56,207,323</u>	<u>(16,197,847)</u>				
Tax calculated at a tax rate	20	33,223,891	20	(8,055,048)	20	11,241,465	20	(3,239,569)
Tax effect of expenses not deductible for								
tax purpose		279,924		619,593		4,576		116,027
Reversal of allowance for doubtful debt		(14,579)		-		-		(26,276,564)
Allowance for impairment of equipment		359,347		-		-		-
Allowance for impairment investments		-		-		-		27,924,001
Temporary difference which not be								
recorded as deferred tax		(33,075,465)		15,465,123		(11,246,041)		1,476,105
Recognition of previously unrecognized								
deferred tax (asset) liability								
- Carried forward loss		-		(141,969)		-		-
- Difference of depreciation expense						-		-
between accounting base and tax base		(2,457,451)		-		-		-
- Employee benefit paid during the year		(249,580)		-		-		-
Liabilities under finance lease		8,342,467		-		-		-
Expense warrant (ESOP)		(112,555)		-		-		-
Income tax expense	4	<u>6,295,999</u>	-	<u>7,887,699</u>	-	<u>-</u>	-	<u>-</u>

### 34. DISCONTINUED OPERATION

During 2017, the Board of Directors' Meeting of Splash Media Public Company Limited, which was a subsidiary, approved the ending of satellite signal agreement and cancelled the license of radio or television business for network service (not using radio). As a result, the Group and the Company had discontinued operation in television program and digital channel management business.

On December 27, 2018, the Company sold all the ordinary shares of Splash Media Public Company Limited which was a subsidiary of the Company to a company. Thus, the Company lost the control over such subsidiary, Splash Estate Co., Ltd. and Splash Studio Co., Ltd. which were indirect subsidiaries of the Company, as described in Note 14 to the financial statements. As a result, the Group and the Company has discontinued rental on advertising space business. The Company has not recognized the operating result of those subsidiaries in the consolidated financial statements since the date that the Company lost its control.

The Group has presented the operating result of discontinued segment and those companies as “Profit from discontinued operation for the years” in the consolidated and separate statements of profit or loss and other comprehensive income.

The details of discontinued operation for the years ended December 31, are as follows:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
Revenues from rendering services	85,123,092	138,543,270	-	-
Other income	18,611,975	9,740,299	-	-
Cost of services	(41,771,500)	(86,796,859)	-	-
Selling expenses	(4,805,806)	(8,447,459)	-	-
Administrative expenses	(13,044,758)	(25,530,134)	-	-
Reversal of allowance for doubtful accounts	-	4,711,421	-	-
Reversal of universal services obligation	-	11,399,307	-	5,900,703
Other losses	(130,827)	-	-	-
<b>Profit before income tax expense</b>	<b>43,982,176</b>	<b>43,619,845</b>	<b>-</b>	<b>5,900,703</b>
Income tax expense	(6,317,548)	(6,929,971)	-	-
<b>Profit from discontinued operation for the years</b>	<b>37,664,628</b>	<b>36,689,874</b>	<b>-</b>	<b>5,900,703</b>

### 35. EARNINGS (LOSS) PER SHARE

#### 35.1 Basic earnings (loss) per share

Basic earnings (loss) per share are calculated by dividing the profit (loss) attributable to shareholders by the weighted average number of ordinary shares issued during the year, are as follows:

	Consolidated financial statements		Separate financial statements	
	For the years ended December 31, 2018 Baht	For the years ended December 31, 2017 Baht	For the years ended December 31, 2018 Baht	For the years ended December 31, 2017 Baht
<b>Continuing operations</b>				
Attribute to shareholders from continuing operation (Baht)	110,990,639	(75,499,801)	56,207,323	(22,098,550)
Weighted average number of common shares (basic) (Shares)	8,033,578,407	8,033,578,407	8,033,578,407	8,033,578,407
Basic earnings per share (Baht per share)	0.0138	(0.0094)	0.0070	(0.0028)

	Consolidated financial statements		Separate financial statements	
	For the years ended December 31,		For the years ended December 31,	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
<b>Discontinued operations</b>				
Attribute to shareholders from discontinuing operation (Baht)	37,664,628	36,689,874	-	5,900,703
Weighted average number of common shares (basic) (Shares)	<u>8,033,578,407</u>	<u>8,033,578,407</u>	<u>8,033,578,407</u>	<u>8,033,578,407</u>
Basic earnings per share (Baht per share)	<u>0.0047</u>	<u>0.0046</u>	<u>-</u>	<u>0.0007</u>

### 35.2 Diluted earnings (loss) per share

The diluted earnings (loss) per share are calculated adjusting the weighted average number of ordinary shares outstanding held by third parties to assume conversion of all dilutive potential ordinary shares. The Group has dilutive potential ordinary shares that are warrants (see Note 25). For the share options, a calculation is made to determine the number of shares that could have been acquired at fair value (determined as the market three average price of the Company's shares). The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the warrant. The difference is added to the denominator as an issue of ordinary shares for no consideration. No adjustment is made to earnings (loss), are as follows:

	Consolidated financial statements		Separate financial statements	
	For the years ended December 31,		For the years ended December 31,	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
<b>Continuing operation</b>				
Attribute to shareholders from continuing operation (Baht)	110,990,639	(75,499,801)	56,207,323	(22,098,550)
Weighted average number of common shares (basic) (Shares)	8,033,578,407	8,033,578,407	8,033,578,407	8,033,578,407
Weighted average number of common shares (diluted) (Shares)	<u>8,447,401,917</u>	<u>8,033,578,407</u>	<u>8,447,401,917</u>	<u>8,033,578,407</u>
Diluted earnings (loss) per share (Baht per share)	<u>0.0131</u>	<u>(0.0094)</u>	<u>0.0067</u>	<u>(0.0028)</u>

	Consolidated financial statements		Separate financial statements	
	For the years ended December 31,		For the years ended December 31,	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
<b>Discontinued operation</b>				
Attribute to shareholders from discontinuing operation (Baht)	37,664,628	36,689,874	-	5,900,703
Weighted average number of common shares (basic) (Shares)	8,033,578,407	8,033,578,407	8,033,578,407	8,033,578,407
Weighted average number of common shares (diluted) (Shares)	<u>8,447,401,917</u>	<u>8,033,578,407</u>	<u>8,447,401,917</u>	<u>8,033,578,407</u>
Diluted earnings per share (Baht per share)	<u>0.0045</u>	<u>0.0046</u>	<u>-</u>	<u>0.0007</u>

### 36. RELATED PARTY TRANSACTIONS

Enterprises and individuals that, directly or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The significant investments in associates and subsidiaries are set out in Notes 13 and 14, respectively.

#### Relationship between company and related parties

Related party name	Relationship
Digital Right Pictures Public Company Limited*	Subsidiary
Splash Media Public Company Limited***	Subsidiary until December 26, 2018
Argyle Development Co., Ltd.	Subsidiary
Strega Public Company Limited	Subsidiary
Thor Energy and Resource Co., Ltd.**	Subsidiary
Live TV Co., Ltd.**	Subsidiary of Argyle Development Co., Ltd. until October 18, 2017 before become subsidiary of Triton Holding Public Company Limited
Splash Estate Co., Ltd.	Subsidiary of Splash Media Public Company Limited
Splash Studio Co., Ltd.**	Subsidiary of Splash Media Public Company Limited
Lucent Energy Co., Ltd.	Subsidiary of Strega Public Company Limited
Triton Power Co., Ltd. (Formerly named “Thaichaiyo TV Co., Ltd.”)	Subsidiary of Splash Media Public Company Limited until October 18, 2017 before become subsidiary of Triton Holding Public Company Limited
Triton Resources Co., Ltd. (Formerly named “POP TV Co., Ltd.”)	Subsidiary of Splash Media Public Company Limited until October 18, 2017 before become subsidiary of Triton Holding Public Company Limited
Triton Green Energy Co., Ltd.	Subsidiary
Box Office Entertainment Co., Ltd.	Associate

\* Registered to dissolve with Department of Business Development and under liquidation process

\*\* Registered to dissolve with Department of Business Development

\*\*\* Sales of investments during 2018 (see Note 14)

The pricing policies for related parties transactions are as follows:

Transactions	Pricing policies
Revenue from operation (management fee, space rental and service fee)	According to the price determined in the contract
Interest	According to the rate determined in the contract

36.1 Significant transactions with related parties for the years ended December 31, consist of:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
<u>Interest income (see Note 28)</u>				
Live TV Company Limited	-	-	-	671,451
Triton Resources Company Limited (Formerly named “POP TV Company Limited”)	-	-	10,470	49,413
Triton Power Company Limited (Formerly named “Thaichaiyo TV Company Limited”)	-	-	-	54,904
Splash Estate Company Limited	-	-	-	325,627
Strega Public Company Limited	-	-	9,600,800	7,608,709
	<u>-</u>	<u>-</u>	<u>9,611,270</u>	<u>8,710,104</u>
<u>Management service income</u> (see Note 28)				
Splash Media Public Company Limited	-	-	1,550,000	6,072,000
Strega Public Company Limited	-	-	5,570,000	3,000,000
	<u>-</u>	<u>-</u>	<u>7,120,000</u>	<u>9,072,000</u>
<u>Space rental and service income (see Note 28)</u>				
Splash Media Public Company	-	-	5,328,000	6,840,000
Strega Public Company Limited	-	-	2,124,000	-
	<u>-</u>	<u>-</u>	<u>7,452,000</u>	<u>6,840,000</u>
<u>Other income</u>				
Splash Media Public Company Limited	-	-	620,683	1,982,857
Splash Studio Company Limited	-	-	-	100,400
Strega Public Company Limited	-	-	629,083	-
	<u>-</u>	<u>-</u>	<u>1,249,766</u>	<u>2,083,257</u>
<u>Remuneration of directors and executives</u>				
Management fee	9,595,000	13,158,644	9,155,000	3,865,000
Short-term benefit	32,160,600	11,381,708	11,537,060	9,669,500
Post-retirement benefit	641,480	484,879	641,480	439,859
	<u>42,397,080</u>	<u>25,025,231</u>	<u>21,333,540</u>	<u>13,974,359</u>

36.2 Balances with related parties as of December 31, consist of:

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
<u>Other receivables</u> (see Note 9)				
Splash Media Public Company Limited	-	-	-	1,527,688
Strega Public Company Limited	-	-	1,162,094	267,500
	<u>-</u>	<u>-</u>	<u>1,162,094</u>	<u>1,795,188</u>
<u>Advance payment</u> (see Note 9)				
Live TV Company Limited	-	-	-	3,649
Thor Energy and Resource Company	-	-	-	1,667
Argyle Development Company Limited	-	-	-	1,667
	<u>-</u>	<u>-</u>	<u>-</u>	<u>6,983</u>
<u>Accrued interest income</u> (see Note 9)				
Triton Resources Company Limited (Formerly named "POP TV Company Limited")	-	-	10,470	-
Strega Public Company Limited	-	-	13,069,256	3,468,456
	<u>-</u>	<u>-</u>	<u>13,079,726</u>	<u>3,468,456</u>
<u>Other payables</u> (see Note 21)				
Splash Studio Company Limited	-	-	-	168,814
	<u>-</u>	<u>-</u>	<u>-</u>	<u>168,814</u>
<u>Advance received</u> (see Note 21)				
Triton Green Energy Company Limited	-	-	501,654	-
	<u>-</u>	<u>-</u>	<u>501,654</u>	<u>-</u>

36.3 Short-term loans to related companies as at December 31, consist of:

	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
Triton Resources Company Limited (Formerly named "POP TV Company Limited")	-	-	2,100,000	-
Strega Public Company Limited	-	-	184,000,000	184,000,000
	<u>-</u>	<u>-</u>	<u>186,100,000</u>	<u>184,000,000</u>

As at December 31, 2018, outstanding short-term loans to subsidiaries represented unsecured promissory notes, denominated in Thai Baht which bear 1.00% - 5.26% interest rate per annum. The promissory notes are due for repayment at call (As at December 31, 2017 : interest rate 5.18% - 5.26% per annum).

The movement of short-term loans to related companies as at December 31, are as follows (Consolidated financial statements : Nil):

	Separate financial statements			Balances As at December 31, 2018 Baht
	Balances As at January 1, 2018 Baht	Movement Addition Baht	Deduction Baht	
Triton Resources Company Limited (Formerly named “POP TV Company Limited”)	-	2,100,000	-	2,100,000
Strega Public Company Limited	184,000,000	-	-	184,000,000
	<u>184,000,000</u>			<u>186,100,000</u>
		Separate financial statements		
	Balances As at January 1, 2017 Baht	Movement Addition Baht	Deduction Baht	Balances As at December 31, 2017 Baht
Live TV Company Limited	71,301,000	-	(71,301,000)	-
Triton Resources Company Limited (Formerly named “POP TV Company Limited”)	5,400,000	-	(5,400,000)	-
Triton Power Company Limited (Formerly named “Thaichaiyo TV Company Limited”)	6,000,000	-	(6,000,000)	-
Splash Estate Company Limited	68,998,250	-	(68,998,250)	-
Strega Public Company Limited	136,000,000	128,000,000	(80,000,000)	184,000,000
	287,699,250	128,000,000	(231,699,250)	184,000,000
<u>Less</u> Allowance for doubtful accounts				
Live TV Company Limited	(71,301,000)	71,301,000	-	-
Triton Resources Company Limited (Formerly named “POP TV Company Limited”)	(5,400,000)	5,400,000	-	-
Triton Power Company Limited (Formerly named “Thaichaiyo TV Company Limited”)	(6,000,000)	6,000,000	-	-
	<u>(82,701,000)</u>	<u>82,701,000</u>	<u>-</u>	<u>-</u>
	<u>204,998,250</u>			<u>184,000,000</u>

### 36.4 Significant agreement with a related party

On April 20, 2017, a subsidiary entered into the Land for Use Agreement with another subsidiary. Such subsidiary used the land of another subsidiary as collateral against to guarantee credit limit of a financial institution for construction project. The agreement became effective for 6 years commencing from April 26, 2017 until April 26, 2023.

## 37. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

Reconciliation of liabilities arising from financing activities for the years ended December 31, are as follows:

	Consolidated financial statements			
	As at January 1, 2018 Baht	Cash flows Baht	Non-cash items New lease Baht	As at December 31, 2018 Baht
Short-term borrowing from financial institutions	30,000,000	(30,000,000)	-	-
Finance lease liabilities	34,717,100	(33,693,812)	23,431,792	24,455,080
	Consolidated financial statements			
	As at January 1, 2017 Baht	Cash flows Baht	Non-cash items New lease Baht	As at December 31, 2017 Baht
Short-term borrowing from financial institutions	30,000,000	(30,000,000)	-	-
Finance lease liabilities	63,181,766	(28,464,666)	-	34,717,100
	Separate financial statements			
	As at January 1, 2018 Baht	Cash flows Baht	Non-cash items New lease Baht	As at December 31, 2018 Baht
Finance lease liabilities	1,785,839	(822,824)	-	963,015
	Separate financial statements			
	As at January 1, 2017 Baht	Cash flows Baht	Non-cash items New lease Baht	As at December 31, 2017 Baht
Finance lease liabilities	2,480,033	(694,194)	-	1,785,839

### **38. IDLE COST ON A PARTICULAR CONTRACT**

Idle cost on a particular contract were the amount of fixed production overheads of a subsidiary which were not allocated to work in progress such as depreciation expense of machineries and staff costs because the actual level of construction services of such subsidiary was lower than normal capacity during the period.

For the years ended December 31, 2018 and 2017, such subsidiary has idle costs in amount of Baht 37.69 million and Baht 49.58 million, respectively, which have been recorded in consolidated statements of profit or loss and other comprehensive income (Separate financial statement : Nil).

### **39. SEGMENT FINANCIAL INFORMATION**

For the year ended December 31, 2017, the Group has 2 reportable segments which consist of rental on advertising space business and constructions business. On December 26, 2018, the Group disposed subsidiaries companies which operated rental on advertising space business. Such segment is significant segment of the Group. Each segments have different services and the Group separately managed and used different technology and market strategies. Therefore, for the year ended December 31, 2018, the Group has 1 reportable segment which is constructions business. The Group has presented the operating result of discontinued segment as “Profit from discontinued operation for the year”.

#### *Geographical segments*

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located in foreign countries.

#### *Major customer*

For the years ended December 31, 2018 and 2017, the Group has revenues from 1 major customer by Baht 2,183.94 million and Baht 680.92 million, respectively, of the Group’s total revenues.

The segment financial information for the years ended December 31, are as follows :

	Consolidated statement of comprehensive income for the year ended December 31			
	Construction business		Total	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
Revenues	2,273,376,232	854,669,136	2,273,376,232	854,669,136
Cost of sales and services	(2,119,015,174)	(801,200,259)	(2,119,015,174)	(801,200,259)
Gross profit	<u>154,361,058</u>	<u>53,468,877</u>	<u>154,361,058</u>	<u>53,468,877</u>
Gain from sales of subsidiaries			103,035,966	-
Other income			48,920,676	11,855,714
Idle cost on a particular contract			(37,686,426)	(49,578,949)
Administrative expenses			(119,412,265)	(91,560,009)
Loss from sales of temporary investments			(21,892,658)	-
Reversal of allowance for doubtful debts			72,897	2,945,037
Finance costs			(4,432,186)	(4,095,782)
Profit (loss) before income tax expense			<u>122,967,062</u>	<u>(76,965,112)</u>
Income tax expense (revenue)			<u>6,295,999</u>	<u>(7,887,699)</u>
Profit (loss) for the year from continuing operations			116,671,063	(84,852,811)
Profit (loss) for the year from discontinued operations			<u>37,664,628</u>	<u>36,689,874</u>
Total comprehensive income (loss) for the years			<u>154,335,691</u>	<u>(48,162,937)</u>

Major segmental assets and liabilities belong to constructions segment.

#### 40. COMMITMENTS

As at December 31, the Group has commitment as following:

40.1 The Group has commitment for rental and services agreements as following:

	Consolidated financial statements			
	Rental agreements		Services agreements	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
<b>Due date</b>				
Within 1 year	3,912,000	11,710,922	7,613,483	739,200
1 - 5 years	15,648,000	35,659,451	263,500	262,800
More than 5 years	15,648,000	22,217,109	-	-
	<u>35,208,000</u>	<u>69,587,482</u>	<u>7,876,983</u>	<u>1,002,000</u>

	Separate financial statements			
	Rental agreements		Services agreements	
	2018	2017	2018	2017
	Baht	Baht	Baht	Baht
<b>Due date</b>				
Within 1 year	3,912,000	3,912,000	7,315,567	-
1 - 5 years	15,648,000	15,648,000	-	-
More than 5 years	15,648,000	19,560,000	-	-
	<u>35,208,000</u>	<u>39,120,000</u>	<u>7,315,567</u>	<u>-</u>

40.2 The Group has commitment for other as following:

	Consolidated financial statements		Separate financial statements	
	2018 Baht	2017 Baht	2018 Baht	2017 Baht
<b>Other commitment</b>				
Restricted deposit at financial institutions	75,307,729	34,898,320	-	-
<b>Total</b>	<b>75,307,729</b>	<b>34,898,320</b>	<b>-</b>	<b>-</b>

#### 41. LITIGATIONS

In 2015, Strega Public Company Limited, which is a subsidiary, and a government agency and 8 co-defendants were sued. Such subsidiary is sued as the eighth defendant under the Central Administrative Court totally 4 cases for the lands compensation and damages for loss of income amounting to Baht 87.49 million. As at December 31, 2018, the case has been considered by the Central Administrative Court. However, the subsidiary's management believes that there will be no significant losses to such subsidiary as a result of this litigation and so such subsidiary did not set aside any provision for contingent liabilities in the financial statement.

#### 42. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

Some financial assets of the Group that were measured at fair value in the statement of financial position as at the end of reporting period.

The following table gives information about how the fair values of these financial assets are determined.

Financial assets	Consolidated financial statements		Separate financial statements		Fair value hierarchy	Valuation technique(s) and key input(s)
	As at December 31, 2018	As at December 31, 2017	As at December 31, 2018	As at December 31, 2017		
	Fair value (Baht)		Fair value (Baht)			
1. Short-term investments in trading securities -equity securities	-	41,400,000	-	41,400,000	Level 1	Bid prices at the Stock Exchange of Thailand on the last business day of the period
2. Short-term investments in available-for-sale securities -equity securities	26,695,015	34,163,500	26,695,015	34,163,500	Level 1	Bid prices at the Stock Exchange of Thailand on the last business day of the period
3. Investment property, net	128,000,000	138,400,000	-	-	Level 2	Value assessed by external independent valuer by using Market approach
4. Investment property, net	-	6,000,000	-	-	Level 3	Value assessed by external independent valuer by using Income approach

#### 43. EVENTS AFTER THE REPORTING PERIOD

43.1 On February 4, 2019, Strega Public Company Limited which is a subsidiary has entered into bank guarantees with a financial institution of Baht 34.04 million for the normal course of the business. The collaterals are assigned by rights to receive retention from the construction project of such subsidiary.

43.2 On February 20, 2019 and February 25, 2019, the Company received the share subscription for capital increase by Baht 70.00 million and USD 15.36 million (or equivalent to Baht 480.69 million), respectively, from 2 companies. The Company will propose such capital increase to the Shareholders' Meeting to consider the approval of capital increase.

#### 44. RECLASSIFICATIONS

Certain reclassifications have been made in the consolidated financial statements for the year ended December 31, 2017 to conform to the classifications financial statement used in the consolidated for the year ended December 31, 2018 as follows:

	Consolidated financial statements		
	Before Reclassification Baht	Reclassification Baht	After Reclassification Baht
<b>The statement of financial position</b>			
<b>Liabilities</b>			
Trade and other payables	262,749,155	(9,042,217)	253,706,938
Retention payables	-	9,042,217	9,042,217
<b>The statement of profit or loss and other comprehensive income</b>			
Finance cost	9,237,501	(5,141,719)	4,095,782
Administration expense	86,418,290	5,141,719	91,560,009

#### 45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements have been approved for issuing by the authorized director of the Company on February 27, 2019.



# General Information



## General Information of the Company

<b>Name</b>	<b>Triton Holding Public Company Limited</b>
Security Trading Name	TRITN
Registration Number	0107537002290
Registered Date	21 June 1994
Type of Business	Triton is a holding company; its operation is holding shares in other companies by the policy of investment in various businesses that make cash flow and long-term profit. The main business of the company is, construction, construction materials, mining, real estate and energy
Head office	60 Soi Praditmanutham 19, Praditmanutham Road, Lat Phrao, Lat Phrao, Bangkok 10230
Registered Capital	803,357,840.70 Baht
Paid-up Capital	803,357,840.70 Baht
Par Value	Baht 0.10 per share
Industry group	Service
Type of business	Media and Publishing
Market cap	Baht 3,052.76 million (as of 28 December 2018)
Number of Shareholders	5,543 (as of 28 September 2018)
Telephone	+662-553-5000
Fax	+662-553-5091
Email	info@triton.co.th
Website	www.triton.co.th
Company Secretary	+662-553-5000 ext. 333 or Email: secretary@triton.co.th
Investor Relations	+662-553-5000 ext. 333 or Email: ir@triton.co.th
Whistleblowing	whistleblowing@triton.co.th



## Company's Subsidiaries and Associates

Company	Nature of Business	Registered Capital	Number of Shareholders (million shares)	Par value (Baht)	Paid-up Capital (million baht)	Share Holding (%)
Splash Media Public Company Limited** 60 Soi Praditmanutham19, Praditmanutham Road, Lat Phrao, Lat Phrao, Bangkok 10230 Tel: 02-553-5000 Fax: 02-5535091	Engaging in broadcasting, advertising, event organization and media services	180.00	180.00	1	180.00	99.99
Strega Public Company Limited 8/58 Moo 8 Tambon Bungkhumploy Lumlukka, PathumThani 12150 Tel: 02-9879667, 02-5692258-9 Fax: 02-9879668 Website: www.strega.co.th	EPC construction service, providing Horizontal Directional Drilling (HDD)contractor performing works of oil pipeline, gas pipeline, fiber optic cables, water pipeline and sewer pipelines	190.00	190.00	0.10	190.00	92.63
Argyle Development Company Limited 60 Soi Praditmanutham19, Praditmanutham Road, Lat Phrao, Lat Phrao, Bangkok 10230 Tel: 02-553-5000 Fax: 02-5535091	Management Real Estate.	150.00	150.00	100	125.25	99.99
Thor Energy and Resources Company Limited* 60 Soi Praditmanutham19, Praditmanutham Road, Lat Phrao, Lat Phrao, Bangkok 10230 Tel: 02-553-5000 Fax: 02-5535091	Renewable Energy and Mines. (Company Dissolution and In process of liquidation)	10.00	10.00	100	2.50	99.99
Digital Right Pictures Public Company Limited* 390 Ramkhamhaeng road Huamak Bangkapi Bangkok 10240 Tel: 02-7363850 Fax: 02-7363851	Film production and distribution (Company Dissolution and In process of liquidation)	576.00	57.60	10	576.00	99.99
In and On studio Company Limited* 390 Ramkhamhaeng road Huamak Bangkapi Bangkok 10240 Tel: 02-7363850 Fax: 02-7363851	Showcasing (Company Dissolution and In process of liquidation)	20.00	2.00	10	20.00	99.99

Company	Nature of Business	Registered Capital	Number of Shareholders (million shares)	Par value (Baht)	Paid-up Capital (million baht)	Share Holding (%)
Triton Power Company Limited (Formerly named "Thaichaiyo TV Company Limited") 60 Soi Praditmanutham19, Praditmanutham Road Lat Phrao, Lat Phrao, Bangkok 10230 Tel: 02-553-5000 Fax: 02-5535091	Energy such as Solar energy or solar rooftop, winder energy and hydro energy	32.00	0.32	100	32.00	99.99
Triton Resources Company Limited (Formerly named "POP TV Company Limited") 60 Soi Praditmanutham19, Praditmanutham Road Lat Phrao, Lat Phrao, Bangkok 10230 Tel: 02-553-5000 Fax: 02-5535091	Construction materials and resources and mining business	42.00	0.42	100	42.00	99.99
Triton Green Energy Company Limited 60 Soi Praditmanutham19, Praditmanutham Road Lat Phrao, Lat Phrao, Bangkok 10230 Tel: 02-553-5000 Fax: 02-5535091	Clean Energy and waste management	1.00	0.01	100.00	1.00	51
Live Radio Company Limited*	Radio (Company Dissolution and In process of liquidation)	100.00	1.00	100	100.00	97.50
Live TV Company Limited* 60 Soi Praditmanutham19, Praditmanutham Road Lat Phrao, Lat Phrao, Bangkok 10230 Tel: 02-553-5000 Fax: 02-5535091	Production of TV programs for pay TV(Company Dissolution and In process of liquidation)	228.32	2.2832	100	228.32	93.32
Box office Entertainment Company Limited 55/9 Ratchadaphisek road Dindang bangkok 10400 Tel: 02-6390485-6 Fax: 02-6390489	Copyright imported from abroad, and create a movie theater, Thailand.	100.00	1.00	100	100.00	40.00
UMG Entertainment Company Limited 388 S.P.Tower floor 9 B Phaholyothin road Phayathai Bangkok 10400 Tel : 02-6172799 Fax : 02-2798314	Cinema	100.00	10.00	10	100.00	15.00

Remark : \* Under liquidation process

\*\* The Board of Directors had passed a resolution on an approval of the written-off of investments during year 2018.



# Reference Persons

## Share Registrar (Ordinary Share)

Thailand Securities Depository Co., Ltd.

93 The Stock Exchange of Building, Ratchadapisek Road, Dindang, Bangkok 10400

Telephone : 0-2009-9386

Fax : 0-2009-9476

Call center : 0-2229-2888

---

## Auditor

Mr. Wonlop Vilaivaravit

Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

AIA Sathorn Tower, 23rd-27th Fl., 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120

Telephone : 0-2034-0000

Fax : 0-2034-0100

---

## Legal

Thai Consultant Limited

63 (Soi Preeda) Sukhumvit Road, Khlong Toei, Klongtoei, Bangkok 10110

Telephone : 0-2253-3427

Fax : 0-2653-1135



## Details of Subsidiaries' Directors and Executives

Name - Surname	Company TRITN	Subsidiaries						Indirect subsidiaries				
		SPM	STREGA	ARGYLE	THOR	TRS (POP)	TPW (TCY)	LIVE TV	TGE	SPS	SPE	LUCENT
1. Gen. Lertrat Ratanavanich	X											
2. Pol.Gen. Werapong Chuenpagdee <sup>1</sup>	/		X									
3. Mr. Natdanai Indrasukhsri	/											
4. Mr. Adipong Pattarawigrom	/											
5. Pol.Col. Kidanun Komkhum <sup>2</sup>	/		/									
6. Mr. Chanachai Joonjiraporn <sup>3</sup>	/		/									
7. Dr. Boonlue Prasertsopar	/											
8. Pol.Maj.Gen. Ittipol Itthisarmonnachai <sup>4</sup>	/		/									
9. Miss Louise Taechaubol <sup>5</sup>	/ / / / /	/ / / / / X	X	/	/	/	/	/	/	/	/	/
10. Mrs. Narumol Chaitawan <sup>6</sup>	/ / / / /	/ / / / /	/ / / / /									/
11. Mr. Pipat Suwanajata <sup>7</sup>	/ / / / /	/ / / / /	/ / / / /									
12. Mr. Surabhon Kwunчайthunya <sup>8</sup>	/ / / / /	/	/	/	/	/	/	/	/	/	/	/
13. Mr. Chirdsak Kukiattinun	/ / / / /	/ / / / /	/ / / / /									/
14. Miss Trithip Sivakrskul <sup>9</sup>	/											
15. Mr. Vichai Baiprasert <sup>10</sup>	/											
16. Mr. Thirath Anantarasirichai <sup>11</sup>	/ / / / /	/ / / / /	/ / / / /									
17. Mrs. Pensri Suebsuwong <sup>12</sup>	/ / / / /	/ / / / /	/ / / / /									
18. Mrs. Prapavadee Sommart	/ / / / /	/ / / / /	/ / / / /									

Remark : X = Chairman / = Director // = Executive Director /// = Executive

Company abbreviation

TRITN	=	Triton Holding Public Company Limited
SPM	=	Splash Media Public Company Limited
STREGA	=	Strega Public Company Limited
ARGYLE	=	Argyle Development Company Limited
THOR	=	Thor Energy and Resources Company Limited
TRS	=	Triton Resources Company Limited (formerly named POP TV Company Limited "POP")
TPW	=	Triton Power Company Limited (formerly named Thaichaiyo TV Company Limited "TCY")
LIVE TV	=	Live TV Company Limited
TGE	=	Triton Green Energy Company Limited
SPS	=	Splash Studio Company Limited
SPE	=	Splash Estate Company Limited
LUCENT	=	Lucent Energy Company Limited

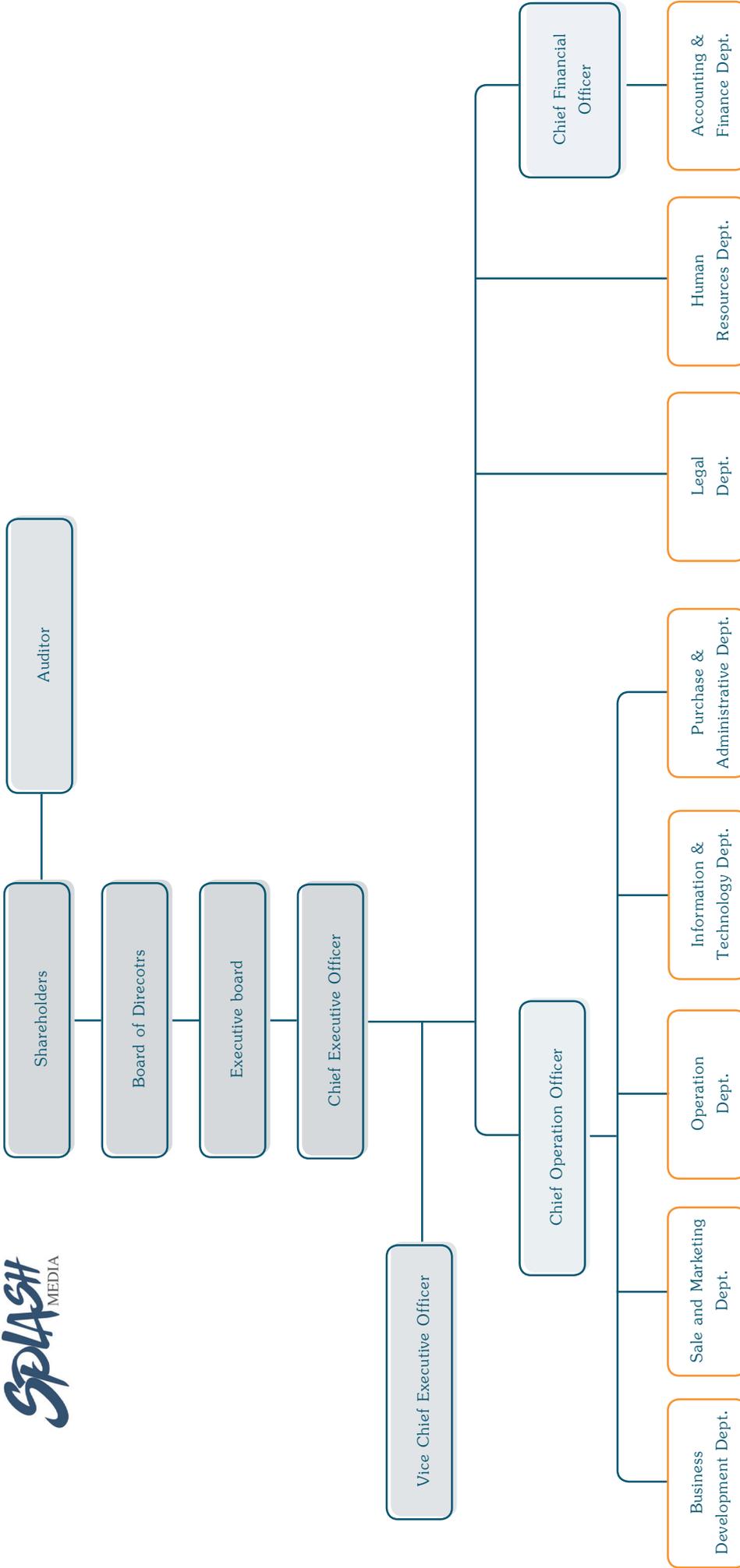
Remark :

- <sup>1</sup> Pol.Gen. Werapong Chuenpagdee resigned from Chairman of Strega Public Company Limited on 30 April 2018.
- <sup>2</sup> Pol.Col. Kidanun Komkhum resigned from Director of Strega Public Company Limited on 30 April 2018.
- <sup>3</sup> Mr. Chanachai Joonjiraporn resigned from Director of Strega Public Company Limited on 30 April 2018 and from Director of Triton Holding Public Company Limited on 15 January 2019.
- <sup>4</sup> Pol.Maj.Gen. Ittipol Itthisarnnongchai resigned from Director of Strega Public Company Limited in 30 April 2018.
- <sup>5</sup> Miss Louise Taechaubol resigned from Director, Executive Director and Chief Executive Officer of Splash Media Public Company Limited on 25 December 2018, and from Chief Executive Officer of Triton Holding Public Company Limited on 1 August 2018.
- <sup>6</sup> Mrs. Narumol Chattawan resigned from Director of Triton Holding Public Company Limited on 15 January 2019, and from Director and Executive Director of Splash Media Public Company Limited on 25 December 2018.
- <sup>7</sup> Mr. Pipat Suvanajata resigned from Director and Executive Director of Triton Holding Public Company Limited on 15 January 2019 and from Chief Executive Officer on 28 December 2018; from Director and Executive Director of Splash Media Public Company Limited on 25 December 2018; and from Director, Executive Director and Chief Executive Officer of Strega Public Company Limited on 28 December 2018.
- <sup>8</sup> Mr. Surabhon Kwunchaithunya resigned from Director and from Executive Director and Vice Chief Executive Officer on 15 January 2019 and 16 June 2018 respectively; and from Director of Splash Media Public Company Limited on 15 June 2018.
- <sup>9</sup> Miss Trithip Sivakrskul resigned from Director of Triton Holding Public Company Limited on 14 March 2018.
- <sup>10</sup> Mr. Vichai Baiprasert resigned from Director of Triton Holding Public Company Limited on 15 May 2018.
- <sup>11</sup> Mr. Thirath Anantarasirichai resigned from Business Development Director and Company Secretary of Triton Holding Public Company Limited on 15 June 2018; and from Director and Business Development Director of Splash Media Public Company Limited on 15 June 2018.
- <sup>12</sup> Mrs. Pensri Suebsuwong resigned from Director of Strega Public Company Limited 18 January 2019.

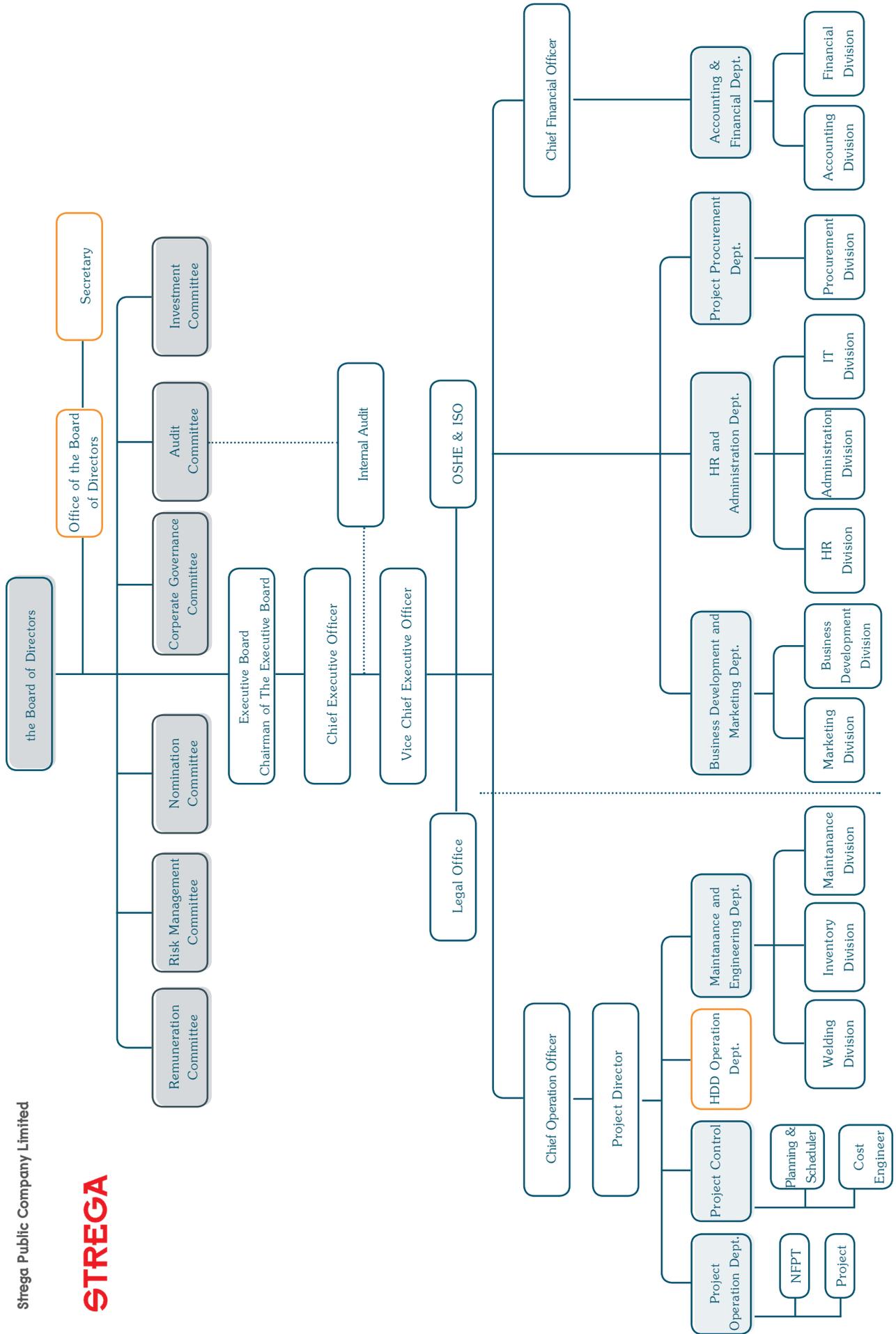


# Subsidiaries' Organization Charts

Splash Media Public Company Limited\*



Remark : \* The Company disposed the investment in ordinary shares of Splash Media Public Company Limited on 27 December 2018





# TRITON

## TRITON HOLDING PLC.

60 Soi Praditmanutham 19 Praditmanutham Road

Kwang Ladprao Khet Ladprao Bangkok 10230

Tel: +662 553 5000 Fax: +662 553 5091

[www.triton.co.th](http://www.triton.co.th)

