

TRITON

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No. 007/2016

21st March, 2016

Subject: Cancellation Terms of the Offering Newly Issued Ordinary Shares to Directors, Executive Directors and Employees (ESOP-Common Stock) and amendments on the schedule and agenda for the Annual General Meeting of Shareholders for the year 2016.

To: President
The Stock Exchange of Thailand

The Board of Directors No. 5/2016 of Triton Holding Public Company Limited (the "Company") held on 21st March, 2016 has passed the following resolutions:

1. Approved cancellation of the Indicative Terms of the Offering of 360,000,000 Newly Issued Ordinary Shares to Directors, Executive Directors and Employees of Triton Holding Public Company Limited (ESOP-Common Stock) as approved by the Board of Directors Meeting No. 4/ 2016 held on 17th March 2016. After thorough and careful considerations, the Board of Directors believe that the issuance and offering of common stocks to its directors, executives and employees (ESOP-Common Stock) would significantly impact the Company's operating results. This is because the revised financial reporting standards, 2nd Edition (as amended in 2012) on Share-based Payments requires that expenses incurred by ESOP-Common stock be recorded in the Profit and Loss Statement while the money received from the issuance of such stocks be recorded in the Balance Sheet; this would significantly impact the Profit and Loss Statement. As a result, the Board of Directors recommends the cancellation of this ESOP Common Stock based on the best interest of the shareholders.
2. Approved cancellation of the capital increase of Baht 36,000,000 (from the existing registered capital of Baht 813,416,824.90 to Baht 849,416,824.90 by issuing 360,000,000 ordinary shares at par value of Baht 0.10 and cancellation reallocated to reserve for Indicative Terms of the Offering of 360,000,000 Newly Issued Ordinary Shares to Directors, Executive Directors and Employees of Triton Holding Public Company Limited (ESOP-Common Stock)
3. Approved cancellation of the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company.

TRITON

4. Approved the amendments to the agenda for the Annual General Meeting of Shareholders for the year 2016, which was previously approved in the Board of Directors meeting No. 4/2016. The new agenda is as follows:

- Agenda 1. To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2015
- Agenda 2. To acknowledge the Company's operating performance for the year 2015
- Agenda 3. To consider and approve of the financial statements for the year ended December 31, 2015.
- Agenda 4. To consider and approve to refrain from dividend payment and reserve fund for year 2015.
- Agenda 5. To consider the election of directors to replace the directors who retired by rotation.
- Agenda 6. To consider and approve the remuneration for Directors for the year 2016
- Agenda 7. To consider appointment of the auditors and fix the audit fee for the year 2016.
- Agenda 8. To consider and approve the reduction of registered capital of the Company by 106,051.10 Baht from the existing registered capital of the Company of 813,522,876 Baht to 813,416,824.90 Baht by cancelling 1,060,511 unissued registered shares of the Company with a par value of 0.10 Baht per share.
- Agenda 9. To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the reduction of the registered capital of the Company.
- Agenda 10. To consider and approve the change of STREGA's plan to be listed on the Market for Alternative Investment (MAI) ("Spin-off").
- Agenda 11. To consider and approve the reduction in Strega Public Company Limited.
- Agenda 12. Other Business (if any)

Please be informed accordingly.

- Signed -

Yours sincerely,

M.L. Santidis Diskul