

TRITON

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No. 025/2559

27 December 2016

Subject To announce the acquisition and disposal of Assets of a listed company

To Director and Manager
The Stock Exchange of Thailand

Attachment Information of acquisition and disposal of Assets of a listed company

Triton Holding Public Company Limited ("Company") is pleased to inform the Stock Exchange of Thailand (the "SET") that, on 27 December 2016, the Meeting of the Board of Directors No. 18/2016 held a meeting and passed the resolution of important agendas as follow:

1. The meeting passed the resolution of the company and Splash Media Public Company Limited that is subsidiary doing transaction of acquisition and disposal of Assets of a listed company by terminating co-investment with Miracle Brothers Company Limited using the exchange of ordinary share back to each other (Share Swap) between the company and Miracle Brothers Company Limited. The detail is shown in the attachment.

Please be informed accordingly

Sincerely yours,

(Mr. Tharakorn Junkerd)

Company Secretary

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Information of acquisition and disposal of Assets of Triton Holding Company Limited

According to the Meeting of the Board of Directors No. 18/2016 of Triton Holding Public Company Limited (“TRITON”) that held on 27 December 2016, the Meeting passed the resolution of TRITON and Splash Media Public Company Limited (“SPM”) that is subsidiary doing transaction of acquisition and disposal of Assets of a listed company by terminating co-investment with Miracle Brothers Company Limited (“MB”) using the exchange of ordinary share back to each other (Share Swap). The conditions is that before the exchange of ordinary share back to each other (Share Swap), Media Event Design Company Limited (“MED”) will give dividend to TRITON in amount 35,000,000 baht or a par value of 3,500 baht per share.

Background

(A) On 13 August 2015, SPM (or old name is Live Media Group Public Company Limited) has bought in ordinary share of Spin Work Company Limited (“SPW”) from MB, Mr. Saritkul Jamsomboon, Miss Boonyaporn Jamsomboon, and Mr. Thisun Thanarojpradit in a number of 51,000 shares (with a par value of 100 baht per share) or 51% of authorized capital, total trading value is amount of 68,000,000 baht. SPM has paid for ordinary share of SPW in 2 methods; the first is cash payment in amount of 24,000,000 baht and second is newly issued ordinary share payment in a number of 44,000,000 shares with a par value of 1 baht per share.

(B) On 7 September 2015, SPW has bought in ordinary share of MED from Mr. Saritkul Jamsomboon, Miss Boonyaporn Jamsomboon, and Mr. Thisun Thanarojpradit in a number of 10,000 shares (with a par value of 100 baht per share) or 100% of authorized capital, total trading value is amount of 1,000,000 baht. SPM has paid for ordinary share of MED with cash payment in amount of 1,000,000 baht.

After the operation of (A) and (B) above, making the detail of the shareholding structure at the present (before transaction) of SPM, SPW, and MED are follow:

1. There is authorized capital in amount of 180,000,000 baht of SPM, divided into ordinary share in a number of 180,000,000 shares (with a par value of 1 baht per share) holding by 2 groups of shareholders follow:
 - Group 1 is TRITON, Directors, and employees holding the ordinary share in a number of 136,000,000 shares.
 - Group 2 is MB holding the ordinary share in a number of 44,000,000 shares.
2. There is authorized capital in amount of 10,000,000 baht of SPW, divided into ordinary share in a number of 100,000 shares (with a par value of 100 baht per share) holding by 3 groups of shareholders follow:

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- Group 1 is TRITON holding the ordinary share in a number of 51,000 shares.
 - Group 2 is Mr. Saritkul Jamsomboon holding the ordinary share in a number of 2,250 shares.
 - Group 3 is the other shareholders holding the ordinary share in a number of 46,750 shares.
3. There is authorized capital in amount of 1,000,000 baht of MED, divided into ordinary share in a number of 10,000 shares (with a par value of 100 baht per share) holding by the TRITON, Directors, and employees in a number of 10,000 shares.

TRITON terminated a co-investment with MB because the difference in management of the Directors of SPM and MB is not match. The transaction of acquisition and disposal of Assets of a listed company above will have method and procedure follow:

Step 1 TRITON will receive transferred ordinary share of SPW in a number of 51,000 shares (with a par value of 100 baht per share) and receive transferred ordinary share of MED in a number of 10,000 shares (with a par value of 100 baht per share) from SPM and pay for ordinary share of SPW and MED followed in Fair Value in amount of 74,000,000 baht.

Step 2 MED will give dividend to TRITON 35,000,000 baht or calculating from dividend in amount of 3,500 baht per share with the term of condition agreed before TRITON exchanges ordinary share.

Step 3 TRITON will bring ordinary share of SPW in a number of 51,000 shares or 51% of authorized capital (with a par value of 100 baht per share) and ordinary share of MED in a number of 10,000 shares or 100% of authorized capital (with a par value of 100 baht per share), the total value followed Fair Value is amount of 74,000,000 baht exchanging with ordinary share of SPM in a number of 44,000,000 shares (with a par value of 1 baht per share) or 24% of authorized capital, the total value followed Fair Value is amount of 74,000,000 baht that owned by MB.

After the operation of 3 processes above, there are the details of the shareholding structure of SPM, SPW, and MED follow:

1. There is authorized capital in amount of 180,000,000 baht of SPM, divided into ordinary share in a number of 180,000,000 shares (with a par value of 1 baht per share) holding by the TRITON, Directors, and employees in a number of 180,000,000 shares.
2. There is authorized capital in amount of 10,000,000 baht of SPW, divided into ordinary share in a number of 100,000 shares (with a par value of 100 baht per share) holding by 3 groups of shareholder follow:
 - Group 1 is MB holding the ordinary share in a number of 51,000 shares.

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- Group 2 is Mr. Saritkul Jamsomboon holding the ordinary share in a number of 2,250 shares.
 - Group 3 is the other shareholders holding the ordinary share in a number of 46,750 shares.
3. There is authorized capital in amount of 1,000,000 baht of MED, divided into ordinary share in a number of 10,000 shares (with a par value of 100 baht per share) holding by MB, Directors, and employees in a number of 10,000 shares.

Details of the above transaction described as follows:

- A. The above transactions are not considered a connected transaction of the listed companies pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 21/2551 entitled Rules on Entering into Connected Transactions.
- B. The above transactions are considered an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Company concerning the Acquisition and Disposition of Assets, B.E. 2547 (2004) by divided into 2 cases:
- In case of acquisition of ordinary share in a number of 44,000,000 shares of SPM is the acquisition of Asset and when considering the transaction size by using highest value, the size is 4.10% of total value of consideration. When included the acquisition transactions during the previous 6 months, there was no transaction so TRITON is not required to comply with the requirement of the acquisition and disposition of assets of listed companies.
 - In case of disposal of ordinary share of SPW in a number of 51,000 shares and ordinary share of MED in a number of 10,000 shares is the disposal of asset and when considering the transaction size by using highest value, the size is 7.78% of the net tangible asset value. When included the acquisition transactions during the previous 6 months, there was no transaction so TRITON is not required to comply with the requirement of the Acquisition and Disposition of Assets of Listed Companies.
- C. Such transactions are considered the transactions of a listed company or its subsidiary involving the acquiring and disposing of another company, so the other companies are in condition or exhaustion from being subsidiaries of the listed company or that subsidiary. Therefore, the Company is required to disclose information to the Stock Exchange of Thailand ("SET") pursuant to the Regulation of SET entitled Disclosure of Information and Other Acts of a Listed Company.

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1. Date of Transaction

Within December 2016

2. Parties involved and Relationship with the Company

Negotiator : Triton Holding Public Company Limited (“TRITON”)
Seller : Miracle Brothers Company Limited (“MB”)
Relationship with the Company : MB is not considered related to the executives and/or the Directors of TRITON.

3. General Characteristics of Transaction

Characteristics of Transaction

TRITON terminated co-investment with MB in the exchange of share of SPW and MED with ordinary share of SPM back to each other with condition that is before the exchange of share, MED will give dividend to TRITON in amount of 35,000,000 baht.

Class of Transaction

Such transactions are considered an acquisition and disposal of assets pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 entitled Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Company concerning the Acquisition and Disposition of Assets, B.E. 2547.

Basis for Transaction Classification

Basis that have calculated the highest size of transaction are follow:

- Acquisition of assets is the net profit.
- Disposal of assets is the net tangible asset value.

Transaction Size

- In case of acquisition of assets when considering the transaction size by using highest value, the size is 4.10% of total value of consideration. During the previous 6 months, there was no transaction of acquisition of asset of TRITON.
- In case of disposal of assets when considering the transaction size by using highest value, the size is 7.78% of the net tangible asset value. During the previous 6 months, there was no transaction of disposal of asset of TRITON.

4. Details of the Assets Being Acquired and Disposed

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4.1 Assets Being Acquired

- The ordinary shares of SPM are in a number of 44,000,000 shares (with a par value of 1 baht per share).
- The office is located at 60 Soi Praditmanutham 19, Praditmanutham Road, Ladprao, Bangkok.
- SPM was registered as a public company on 28 April 2009.
- SPM is engaged in media advertisement.
- There is authorized capital in amount of 180,000,000 baht, divided into ordinary share in a number of 180,000,000 (with a par value of 1 baht per share).
- Paid-up stock is in a number of 180,000,000 shares.

4.2 Assets Being Disposed

4.2.1 SPW

- The ordinary shares of SPW are in a number of 51,000 shares (with a par value of 100 baht per share).
- The office is located at 973 Floor 8, Room 8F, President Tower, Ploenchit Road, Lumpini, Pathumwan, Bangkok.
- SPW was established under the Thai laws on 13 December 2005.
- SPW is engaged in advertisement sale agency.
- There is authorized capital in amount of 10,000,000, divided into ordinary share in a number of 100,000 (with a par value of 100 baht per share).
- Paid-up stock is in a number of 100,000 shares.

4.2.2 MED

- The ordinary shares of MED are in a number of 10,000 shares (with a par value of 100 baht per share).
- The office is located at 60 Soi Praditmanutham 19, Praditmanutham Road, Ladprao, Bangkok.
- MED was established under the Thai laws on 28 April 2008.
- MED is engaged in a business activity and media event.
- There is authorized capital in amount of 1,000,000, divided into ordinary share in a number of 10,000 (with a par value of 100 baht per share).
- Paid-up stock is in a number of 10,000 shares.

5. Value of Consideration

The exchange of shares use the fair value evaluating method (Fair Value) to define the total value in amount of 74,000,000 baht by determining fair value evaluating method (Fair Value) that has evaluated by the financial advisor that is ACAP Corporate Services Co., Ltd. (ACS).

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6. List of Shareholder of SPM

6.1 SPM

List of Shareholders (Prior to the sale of shares)	No. of Shares	Percentage of Share (%)	List of Shareholders (After the sale of shares)	No. of Shares	Percentage of Share (%)
1. TRITON	135,995,100	75.55%	1. TRITON	179,995,100	99.99%
2. Miracle Brothers Co., Ltd.	44,000,000	24.44%	-	-	-
3. M.L. Santidis Diskul	2,000	0.001%	2. M.L. Santidis Diskul	2,000	0.001%
4. Mr. Chovalit Supanakorn	1,900	0.001%	3. Mr. Chovalit Supanakorn	1,900	0.001%
5. Mr. Suttirod Eaktaraphiphat	100	0.00005%	4. Mr. Suttirod Eaktaraphiphat	100	0.00005%
6. Mr. Vichai Baiprasert	100	0.00005%	5. Mr. Vichai Baiprasert	100	0.00005%
7. Mr. Thirath Anantrasirichai	100	0.00005%	7. Mr. Thirath Anantrasirichai	100	0.00005%
8. Mr. Jirawat Chompurat	100	0.00005%	8. Mr. Jirawat Chompurat	100	0.00005%
9. Mr. Tharakorn Junkerd	100	0.00005%	9. Mr. Tharakorn Junkerd	100	0.00005%
10. Miss Punchit Sae-Pueng	100	0.00005%	10. Miss Punchit Sae-Pueng	100	0.00005%
11. Miss Chaliya Phadungpat	100	0.00005%	11. Miss Chaliya Phadungpat	100	0.00005%
12. Miss Pranee Chituafua	100	0.00005%	12. Miss Pranee Chituafua	100	0.00005%
13. Mrs. Onwica Chuaydee	100	0.00005%	13. Mrs. Onwica Chuaydee	100	0.00005%
14. Miss Yosita Puangmalee	100	0.00005%	14. Miss Yosita Puangmalee	100	0.00005%

6.2 SPW

List of Shareholders (Prior to the sale of shares)	No. of Shares	Percentage of Share (%)	List of Shareholders (After the sale of shares)	No. of Shares	Percentage of Share (%)
1. TRITON	51,000	51.00 %	1. Miracle Brothers Co., Ltd.	51,000	51.00 %
2. Wisdom Partners Corporation Co., Ltd.	46,750	46.75 %	2. Wisdom Partners Corporation Co., Ltd.	46,750	46.75 %
3. Mr. Saritkul Jamsomboon	2,250	2.25 %	3. Mr. Saritkul Jamsomboon	2,250	2.25 %

6.3 MED

List of Shareholders (Prior to the sale of shares)	No. of Shares	Percentage of Share (%)	List of Shareholders (After the sale of shares)	No. of Shares	Percentage of Share (%)
1. TRITON	9,998	99.98 %	1. Miracle Brothers Co., Ltd.	9,998	99.98 %
2. M.L. Santidis Diskul	1	00.01 %	2. Mr. Thisun Thanarojpradit	1	00.01 %
3. Mr. Jirawat Chompurat	1	00.01 %	3. Mr. Saritkul Jamsomboon	1	00.01 %

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7. Expected Benefits from Transaction for the Company

This transaction is the change of shareholding structure and business matching with the main way of business of TRITON that will cause the good result for turnover in the future of TRITON group.

8. Source of Fund of Asset Purchasing and Plan of Using Money Received from Asset Disposal

Doing transaction of acquisition and disposal of Assets is the exchange of ordinary share back to each other (Share Swap) so there is not payment or get paid at all.

9. Opinion of the Audit Committee and the Board of Directors Regarding the Transaction

The Audit Committee and the Board of Directors considered that the acquisition and disposal of that listed company is appropriate and make TRITON and SPM gain benefit from the change of business format matching with the way and target of business of TRITON

Please be informed accordingly,

Sincerely yours,

(Tharakorn Junkerd)

Company Secretary