

TRITON

No. 006/2018

5 April 2018

Subject: Notification regarding the Cancellation of the Share Acquisition of Strega Public Company Limited and the Allocation of Newly Issued Shares on Private Placement, and Change of 2018 Annual General Meeting of Shareholders' Agenda regarding Private Placement

To: The President
The Stock Exchange of Thailand

Triton Holding Public Company Limited (the "Company") hereby informs resolutions made by the Board of Directors No.5/2018 on April 4, 2018 at 2 p.m. The Board's resolutions are as follows:

1. From the Board of Directors' Meeting No. 4/2018 of Triton Holding Company Limited (the "Company") dated March 15, 2018 has passed the following resolutions: (1) to approve the share acquisition of Strega Public Company Limited ("Strega") in the amount of 190,000,000 shares at a par value of Baht 0.10 or representing 10.00% of the paid up capital, at a price of Baht 0.25 per share, with the total value of Baht 47,500,000 and payment for the shares of Strega in kind by its newly issued ordinary shares ("Share Swap") to the previous shareholders of Strega ("Seller"); (2) to propose to the Shareholders' Meeting to consider and approve the issuance and offering of 298,875,000 newly issued ordinary shares of the Company, at par value of Baht 0.10, to 6 shareholders of Strega (Private Placement) with the offering price is fixed at Baht 0.16 per share, with the total value of Baht 47,500,000. The Company would ask for approval from the Annual General Meeting of Shareholders of the Year 2018 on April 25, 2018.

The Company hereby informs that the Company has specified April 25, 2018 to be the Annual General Meeting of Shareholders of the Year 2018 in order to be compliance with the law and regulation. The Company is required to send out the Invitation to the Annual General Meeting of Shareholders of the Year 2018 along with all the supporting documents (Invitation to the Shareholders' Meeting) to all of the Company's shareholders at least 14 days before the actual day of the Meeting. The Company shall deliver the Invitation to all of the shareholders on April 10, 2018 and in order to ensure the Company is able to make the delivery on time, the company shall deliver the Invitation of the Shareholders' Meeting to Thailand Securities Depository Company Limited (TSD) by April 6, 2018.

However, in the agenda of the Share Acquisition of Strega Public Company Limited and the Allocation of Newly Issued Shares on Private Placement, the Company shall send all the relevant information along with the Invitation of the Shareholders' Meeting which are complete and adequate for the shareholders to support their consideration. The details and information the Company needs to add are many and many matters are need to be revised and adjusted to cover all details; however, because of the limited time, the Company, as result, is not able to provide all the details and information of such matters such as additional details of the Information Memorandum Relating Private Placement. Furthermore, the Company is not able

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to change the aforementioned schedule; as a result, the Board of Directors considers this matter shall be in compliance with the principle of good corporate governance that the shareholders have the rights to receive complete and adequate information.

Therefore, in the Board of Directors' Meeting No. 5/2018 dated April 4, 2018 approved the following matters: (1) the cancellation of the share acquisition of Strega Public Company Limited and, (2) the cancellation of the issuance and offering newly issued ordinary shares of the Company to Private Placement, and (3) Change of 2018 Annual General Meeting of Shareholders' Agenda regarding Private Placement. However, the Company has cancelled and removed the agenda of share acquisition of Strega Public Company Limited and the issuance and offering newly issued ordinary shares of the Company to Private Placement from the Annual General Meeting of Shareholders of the Year 2018 along with related agenda. Whether the Company would ever carry out such manner again would depend upon discussion and agreement between the Company and the previous shareholders of Strega, because once the Company has removed such agendas, the agreement made between the Company and the previous shareholders of Strega has come to an end.

2. According to the Board of Directors' Meeting No. 5/2018 of the Company has approved the aforementioned matters and to be in line with the change of the agenda, the Company hereby announce the adjustment of the agenda of the Annual General Meeting of the Shareholders for the Year 2018 as follows:

- Agenda 1 To Consider and approve the Minutes of the Annual General Meeting of Shareholders for the year 2017 held on 26th April 2017.
- Agenda 2 To acknowledge the Company's operating performance for the year 2017
- Agenda 3 To consider and approve of the financial statements for the year ended December 31, 2017 with the report of auditor
- Agenda 4 To acknowledge the omission of dividend for the year 2017 and of appropriation of the net profit as legal reserve.
- Agenda 5 To consider the reappointment of the directors who retired by rotation.
- Agenda 6 To consider and approve the appointment of 5 new Directors.
- Agenda 7 To consider and approve the remuneration for Directors for the year 2018.
- Agenda 8 To consider and approve the appointment of the auditors and fix the audit fee for the year 2018.
- Agenda 9 To consider and approve the issuance and offering of the Warrants to purchase ordinary shares of the Company No. 3 (TRITN-W3) to the existing shareholders of the Company in proportion to their respective shareholding (Rights Offering)
- Agenda 10 To consider and approve the issuance and offering of the Warrants to purchase ordinary shares of the Company to the Directors, Executives and Employees of the Company and Subsidiaries (Employee Stock Ownership Plan: ESOP)
- Agenda 11 To consider and approve the increase of registered capital of the Company, in the amount of Baht 165,671,568.10, from the current

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registered capital of Baht 803,357,840.70 to Baht 969,029,408.80, at a par value of Baht 0.10 each

- Agenda 12 To consider and approve the amendment to Clause 4. of Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase of registered capital
- Agenda 13 To consider and approve the allocation of 1,656,715,681 newly issued ordinary shares of the Company, at a par value of Baht 0.10 each
- Agenda 14 To consider and approve the amendment of the Company's regulations Clause 33
- Agenda 15 To consider and approve the use of share premium account-Ordinary shares with the amount of 548,392,949 Baht to compensate the deficit of the Company of 311,538,119 Baht as of 31st December 2017.
- Agenda 16 Other business (if any)

Please be informed accordingly

Yours sincerely,

(Mr. Thirath Anantrasirichai)

Company Secretary