

TRITON

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No. 009/2018

25th April 2018

Subject: Notification of Resolution of the 2018 Annual General Meeting of Shareholders

To: President

The Stock Exchange of Thailand

Whereas, the 2018 Annual General Shareholders' Meeting of Triton Holding Public Company Limited (the "**Company**"), which was held on 25th April 2018 at 10.00 a.m. at Ratchayothin room, 20th floor, the Bazaar Hotel Bangkok, 5 Ratchadaphisek Rd., Chompon, Chatuchak, Bangkok, has passed the resolutions as follows:

1. Adoption of the Minutes of the Annual General Meeting of Shareholders 2017 held on 26th April 2017 with the following votes:

Approved	3,732,830,143	votes	Equivalent to	94.5363
Disapproved	48,000,000	votes	Equivalent to	1.2156
Abstained	167,739,700	votes	Equivalent to	4.2481
Total	3,948,569,843	votes	Equivalent to	100.0000

2. Acknowledgement of the Company's operational results of preceding year 2017, providing that this agenda does not require voting.
3. Approval of the financial statement of the year 2017 including the report of the auditor ended December 31, 2017 with the following votes:

Approved	3,785,094,283	votes	Equivalent to	94.6076
Disapproved	48,000,000	votes	Equivalent to	1.1997
Abstained	167,739,700	votes	Equivalent to	4.1926
Total	4,000,833,983	votes	Equivalent to	100.0000

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, providing that this agenda does not require voting.

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5. Approval of the election of directors to replace the directors who retired by rotation, namely:

(5.1) Gen. Lertrat Ratanavanich

Approved	3,784,038,250	votes	Equivalent to	94.5811
Disapproved	49,000,000	votes	Equivalent to	1.2247
Abstained	167,799,701	votes	Equivalent to	4.1941
Total	4,000,837,951	votes	Equivalent to	100.0000

(5.2) Miss Louise Taechaubol

Approved	3,784,042,735	votes	Equivalent to	94.5811
Disapproved	49,000,000	votes	Equivalent to	1.2247
Abstained	167,799,701	votes	Equivalent to	4.1941
Total	4,000,842,436	votes	Equivalent to	100.0000

(5.3) Mr. Surabhon Kwunchaithunya

Approved	3,784,042,735	votes	Equivalent to	94.5811
Disapproved	49,000,000	votes	Equivalent to	1.2247
Abstained	167,799,701	votes	Equivalent to	4.1941
Total	4,000,842,436	votes	Equivalent to	100.0000

6. Approval of the appointment of five (5) new Directors, namely:

(6.1) Pol. Gen. Werapong Chuenpagdee to act as Directors and Independent Directors

Approved	3,836,042,735	votes	Equivalent to	94.6507
Disapproved	49,000,000	votes	Equivalent to	1.2090
Abstained	167,799,701	votes	Equivalent to	4.1403
Total	4,052,842,436	votes	Equivalent to	100.0000

(6.2) Pol.Maj.Gen. Ittipol Ittisarnnornchai to act as Directors and Independent Directors

Approved	3,836,042,735	votes	Equivalent to	94.6507
Disapproved	49,000,000	votes	Equivalent to	1.2090
Abstained	167,799,701	votes	Equivalent to	4.1403
Total	4,052,842,436	votes	Equivalent to	100.0000

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(6.3) Pol.Col. Kidanun Komkhum to act as Directors and Independent Directors

Approved	3,836,042,735	votes	Equivalent to	94.6507
Disapproved	49,000,000	votes	Equivalent to	1.2090
Abstained	167,799,701	votes	Equivalent to	4.1403
Total	4,052,842,436	votes	Equivalent to	100.0000

(6.4) Mr. Chanachai Joonjiraporn to act as Directors and Independent Directors

Approved	3,836,042,735	votes	Equivalent to	94.6507
Disapproved	49,000,000	votes	Equivalent to	1.2090
Abstained	167,799,701	votes	Equivalent to	4.1403
Total	4,052,842,436	votes	Equivalent to	100.0000

(6.5) Mr. Pipat Suvanajata to act as Director and Executive Director

Approved	3,836,042,735	votes	Equivalent to	94.6507
Disapproved	49,000,000	votes	Equivalent to	1.2090
Abstained	167,799,701	votes	Equivalent to	4.1403
Total	4,052,842,436	votes	Equivalent to	100.0000

7. Approval of the annual Director's remuneration of 2018 in the amount of 10,000,000 Baht. The details of the remuneration and the votes are as follows:

Category for the remuneration	Amount of remuneration
1. Remuneration of the Directors	
1.1 Monthly remuneration for non-executive directors only	
1.1.1 Chairman of the Board	50,000 Baht/Month/Person
1.1.2 Director	30,000 Baht/Month/Person
1.2 Meeting allowance of the Board of Director for director attending the meeting	
1.2.1 Chairman of the Board	20,000 Baht/Person/time
1.2.2 Director	15,000 Baht/Person/time
1.3 Meeting allowance of the Sub-committees for director attending the meeting	
1.3.1 Chairman of the Board Committee	15,000 Baht/Person/time
1.3.2 Board Committees.	10,000 Baht/Person/time

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Category for the remuneration	Amount of remuneration
2. Other remuneration	Remuneration in the form of additional allowance where the Company will allocate the remaining remuneration at the end of the year as additional allowance to each director taking into consideration his performance and term of service. When combined with the monthly remuneration and meeting allowance, overall remuneration can still be comparable to those paid by other listed companies of the same size.

Approved	3,837,148,541	votes	Equivalent to	94.6769
Disapproved	48,000,000	votes	Equivalent to	1.1843
Abstained	167,739,700	votes	Equivalent to	4.1388
Total	4,052,888,241	votes	Equivalent to	100.0000

8. Approval of the appointment of the auditor for the 2018 accounting period to be the auditors with the powers to audit, review and express the opinions on the financial statements of the Company with the details as follows:

No.	Name	CPA No.	Auditing Firm
1	Mr. Wanlop Vilaivaravit	6797	Deloitte Touche Tohmatsu Jaiyos
2	Mr. Permsak Wongpatcharapakorn	3427	
3	Mr. Chavala Tienpasertkij	4301	
4	Dr. Kiatniyom Kuntisook	4800	

Moreover, the fix Company's audit fees for the year 2018 in the amount of 2,100,000 Baht for the Company, and remuneration for the subsidiaries at 3,460,000 Baht, a total of 5,560,000 Baht are approved with the following votes:

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

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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), without cost incurred, at the ratio of 5 existing ordinary shares to 1 unit of the Warrants No. 3 (any fraction shall be disregarded) and the exercise price for the Warrants No.3 shall be fixed as Baht 0.25 per share (except in case of rights adjustment). The date for determining the list of shareholders who have the right to receive the Warrants No. 3 shall be May 16, 2018 (Record Date). The Board of Directors and/or the Chairman of the Board of Executive Directors and/or the person entrusted by the Board of Directors or the Chairman of the Executive Directors shall be empowered to determine and change the criteria, conditions and other details of the Warrants No. 3 in all respects as deemed appropriate and in compliance with the applicable law such as the allocation, determination of issuance and offering date, the grounds to issue the new shares for the purpose of reserving for the change of exercise price and/or exercise ratio of the Warrants, the negotiation, signing and submitting the documents and agreements related thereto including listing of the Warrants No. 3 and newly issued ordinary shares reserving for the exercise of the Warrants No. 3 to the Stock Exchange of Thailand as well as proceeding with the request for an approval from the relevant authorities and appointing the sub-delegation including being authorized to do any action necessary for and in connection with this issuance of the Warrants in all respects, with the following votes:

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

10. Approval of 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. The issuance and offering of Warrants subject to the TRITN-WA Project imposing the offering price at Baht 0.34 per share by calculating with reference to the weighted average trading price of the ordinary shares of the Company on the Stock Exchange of Thailand during the period of 15 business days prior to the date on which the Board resolved this matter (calculating from the market price during February 21 – March 14, 2018 which is Baht 0.34 per share). Therefore, it is not considered as the offering of newly issued securities at

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discount pursuant to the Notification of the Capital Market Advisory Board TorChor. 32/2551 Re: Offering Newly Issued Securities to the Directors or Employees (as amended). In addition, the Board of Directors of the Company and/or the Chairman of the Board of Executive Directors and/or the person(s) entrusted by the Board of Directors or the Chairman of the Board of Executive Directors shall be empowered to do any action which is necessary for, or in connection with the implementation of the TRITN-WA Project and the issuance and offering of the Warrants of the Company in all respects as deemed appropriate and in compliance with the applicable law including but not limited to determining, editing, amending or adding the criteria, conditions and other details of the TRITN-WA including being authorized to determine issuance and offering date, the grounds to issue the new shares for the purpose of reserving for the change of exercise price and/or exercise ratio of the Warrants, the negotiation, signing and submitting the documents and agreements related thereto including proceeding with the request for an approval from the relevant authorities and appointing the sub-delegation including being authorized to do any action necessary for and in connection with this issuance of Warrants in all respects, with the following votes:

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

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, with the following votes:

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

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 as follows:

“Clause 4 Registered Capital of Baht 969,029,408.80 (Nine Hundred Sixty-Nine Million
Twenty-Nine Thousand Four
Hundred Eight Baht and Eighty
Satang)

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Divided into	9,690,294,088 shares	((Nine Billion Six Hundred Ninety Million Two Hundred Ninety-Four Thousand Eighty-Eight shares)
With a par value of	Baht 0.10	(Ten Satang) each
Categorized into		
Ordinary shares	9,690,294,088 shares	(Nine Billion Six Hundred Ninety Million Two Hundred Ninety-Four Thousand Eighty-Eight shares)
Preference shares	-	(-shares)"
	shares	

with the following votes:

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

13. Approval of the allocation of 1,656,715,681 newly issued ordinary shares, at a par value of Baht 0.10 each as follows:

- (1) Allocation of not exceeding 1,606,715,681 newly issued ordinary shares to be reserved for the exercise of the Warrants to purchase ordinary shares of the Company No.3 which offered through Rights Offering.
- (2) Allocation of not exceeding 50,000,000 newly issued ordinary shares to be reserved for the exercise of the Warrants to purchase ordinary shares of the Company offered under TRITN-WA Project.

with the following votes:

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

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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) as follows:

"The shareholders' meeting shall be held at least once in a year. Such meeting is called an "Annual General Meeting". The said Annual General Meeting must be held within 4 months from the last day of the accounting period of the Company.

The other general meetings are called "Extraordinary Meetings"

The board of directors may call an Extraordinary Meeting of shareholders any time the board considers it expedient to do so or shareholders holding shares amounting to not less than ten percent of the total number of shares sold may, by subscribing their names in the same writing, request the board of directors to call an Extraordinary Meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within 45 days from the date the request is received from the shareholders.

In the event that the board of directors does not proceed to call a meeting to be held within the time specified in the third paragraph, the shareholders subscribing their names or other shareholders holding shares in the aggregate amount determined above may call a meeting within 45 days from the expiry date of the period determined in the third paragraph. In this case it is deemed that the meeting is called by the board of directors and the Company shall properly facilitate and be liable for any necessary expenses resulting from or in connection with the holding of such meeting.

In the event any meeting which is called by the shareholders in accordance with the fourth paragraph having the shareholders attending at meeting and does not constitute the quorum as prescribed in clause 35, those shareholders shall jointly compensate the expenses for holding such meeting to the Company." with the following votes:

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

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)

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in B.E.2544., with the remaining balance of transfer share premium as of 25th April 2018 is 236,854,830 Baht with the following votes:

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

Please be informed accordingly.

Yours sincerely,

(Miss Louise Taechaubol)

Chief Executive Officer

Triton Holding Public Company Limited