

TRITON

No. 014/2018

July 24, 2018

Subject: Notification of resolution for Board of Director's meeting no. 9/2018
To: The President
The Stock Exchange of Thailand
Enclosure: 1. Details on Organization Chart (Revised version) promulgated on August 1, 2018
2. Information on the Purchase of Shares of Strega Public Company Limited from existing shareholders

According to its meeting no. 9/2018 held on July 24, 2018, the Board of Directors of Triton Holding Public Company Limited ("Company") passes the following resolutions:

1. To change of the Company's organization chart which becomes effective from August 1, 2018 onwards, details as shown in a diagram in Enclosure 1.
2. Acknowledged that Miss Louise Taechaubol, the Chairman of the Executive Board and Chief Executive Officer resigned from a position of Chief Executive Officer, effective on August 1, 2018 and to appoint Mr. Pipat Suvanajata as Chief Executive Officer, effective from August 1, 2018 onwards.
3. To increase the proportion of investment in Strega Public Company Limited (Strega) (which is a subsidiary in which the Company holds 84.20 percent of shares of its paid-up capital) by purchasing 80,000,000 shares from the existing shareholders of Strega 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 total amount of 20,000,000 Baht. After the Sale and Purchase of Shares Transaction, the Company shall hold 1,679,999,986 shares in total, or representing 88.41 percent of its paid-up capital. The Sale and Purchase of Shares Transaction is a transaction deemed as acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rule on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets, 2004 (as amended) (together referred to as "Acquisition and Disposal Notifications"). Size of the Sale and Purchase of Shares Transaction, which gives the highest value, is equivalent to 0.84 percent of the Company's assets. However, during the past six months before the Sale and Purchase of Shares Transaction, the Company has not made any Acquisition and Disposal Transaction. Therefore, when the size of such transaction does not exceed 15 percent, it is not required to comply with the Acquisition and Disposal Notification. Nevertheless, the transaction

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is a transaction the Company purchases in the other company which is more than 10 percent of its registered capital; therefore, the Company is obliged to notify the Stock Exchange of Thailand. The details are shown in Enclosure 2.

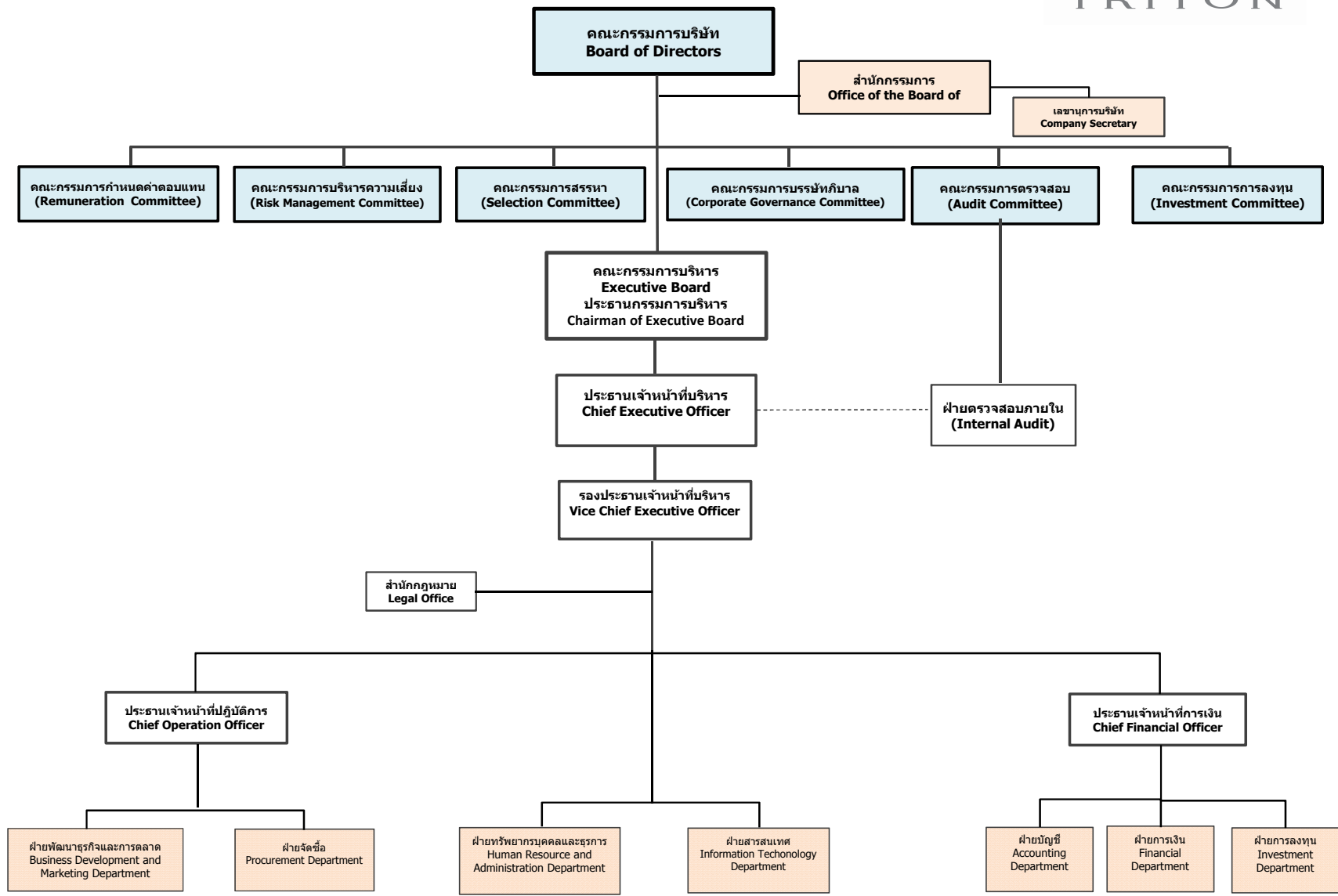
Please be informed accordingly

Yours sincerely,

(Miss Louise Taechaubol)

Chief Executive Officer

โครงสร้างองค์กร บริษัท ไทรทัน โฮลดิ้ง จำกัด (มหาชน)



Information on the Purchase of Shares
of
Strega Public Company Limited from existing shareholders

According to its meeting no. 9/2018 held on July 24, 2018, the Board of Directors of Triton Holding Public Company Limited has passed a resolution to increase the proportion of investment in Strega Public Company Limited (Strega) (which is a subsidiary in which the Company holds 84.20 percent of shares of its paid-up capital) by purchasing 80,000,000 shares from the existing shareholders of Strega 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 of Strega, with total amount of 20,000,000 Baht. After the Sale and Purchase of Shares Transaction, the Company shall hold 1,679,999,986 shares in total, or representing 88.41 percent of its paid-up capital, with details as follows:

1. Transaction Date

Within 7 days from the date the Board of Directors approves the transaction.

2. Contractual Parties and Relationship with the Company

Seller	: The existing shareholders of Strega Public Company Limited, comprised of
	1. Miss Pornpicha Tiyajinda, holding 65,000,000 shares
	2. Miss Suthathip Yuthayothin, holding 15,000,000 shares
Purchaser	: Triton Holding Public Company Limited
Relationship with the Company	: The seller does not have any relationship with the Company. The transaction, therefore, is not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003).

3. General Characteristics of the Transaction

The Company would like to increase the proportion of investment in Strega Public Company Limited (Strega) which is a subsidiary in which the Company holds 84.20 percent of its paid-up capital or referred to as original proportion, by purchasing 80,000,000 shares from the 2 existing shareholders of Strega at the par value of 0.10 Baht per share, or representing 4.21% of the paid-up capital. The

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total consideration of the Sale and Purchase of Shares Transaction is of 20,000,000 Baht divided into sale and purchase price of shares at 0.25 Baht per share (which is equivalent to the book value according to Asia Plus Advisory Company Limited). According to Strega's Separate Financial Statements ended 31 March 2018, Strega's share price is based on the book value of Strega, at 0.08 Baht per share. Moreover, the price of the Sale and Purchase of Shares Transaction is the mutual agreement between the seller and the purchaser.

4. Details of Asset to be acquired

Company Name : Ordinary shares of Strega
Nature of business : Strega provides Engineering Procurement and Construction Management service (EPCM), specialized in Horizontal Directional Drilling (HDD)

5. Size Calculation

The Sale and Purchase of Shares Transaction is a transaction deemed as acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets, and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets, 2004 (as amended) (together referred to as "Acquisition and Disposal Notifications"). According to the Company's latest reviewed consolidated financial statement ended 31 March 2018, size of the Sale and Purchase of Shares Transaction is equivalent to 0.84 percent, calculated based on the total value of consideration paid criteria, which gives the highest value. However, during the past six months before the Sale and Purchase of Shares Transaction, the Company has not made any Acquisition and Disposal Transaction. Therefore, when the size of such transaction does not exceed 15 percent, it is not required to comply with the Acquisition and Disposition Notification. Nevertheless, the transaction is a transaction the Company purchases in the other company which is more than 10 percent of its registered capital; therefore, the Company is obliged to notify the Stock Exchange of Thailand.