

# TRITON

No. 006/2019

12 March 2019

Subject: Notification of the appropriation of net profit as legal reserve fund and dividend payment, the schedule of Annual General Meeting of Shareholders for the year 2019, the issuance and offering ordinary shares to Private Placement and the issuance and offering the Warrants to purchase the ordinary shares of the Company No. 4 to Private Placement (Warrant Private Placement)

To: The President  
The Stock Exchange of Thailand

- Enclosure:
1. Information Memorandum regarding the Offering and Allotment of the Newly Issued Shares to Private Placement consisting of Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited
  2. Information of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) to be issued and offered to Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited
  3. Capital increase report form (F 53-4)

According to the Board of Directors' meeting no. 3/2019 on 12 March 2019 of Triton Holding Public Company Limited ("Company"), the Company hereby informs the resolutions passed by the meeting as follows:

1. Acknowledged the Company's operating result report for the Year 2018 and Annual Report, and to propose such matter to the Annual General Meeting of shareholders for the year 2019 to consider
2. Resolved to propose the shareholders' meeting to consider the appropriation of net profit as legal reserve fund and the dividend payment for year 2018 with the following details:
  1. to appropriate net profit as legal reserve fund for the operating result of the year 2018 in the amount of Baht 2,810,366.15 or representing 5% of net profit
  2. to pay dividend for the year 2018 from the net profit at rate of Baht 0.0034 per share, in a totaling amount of not exceeding Baht 27,314,166.58. The Company shall pay the dividend in cash.

In this instance, the Company sets Record Date on 13 March 2019 in order to determine the name of shareholders who are entitled to receive dividend and determines to pay dividend to the shareholders by 24 May 2019.

However, the entitlement of receiving dividend payment is not yet settled because it needs approval from the shareholders' meeting

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3. Resolved to propose to the shareholders' meeting to acknowledge 3 directors, whose term retired by rotation namely, (1) Mr. Natdanai Indrasukhusri, (2) Mr. Adipong Puttarawigrom and (3) Mr. Chirdsak Kukiattinun and to reappoint the 3 directors to be the Company's directors for another term.
4. Resolved to propose to the shareholders' meeting to consider the remuneration for Directors for the year 2019 in the amount of not exceeding Baht 7,000,000, decreased from the previous year which was not exceeding Baht 10,000,000. In 2019, the Company reduces the number of directors to be in compliance with the change of structure and Company's business operation. The details are as follows:
  1. Monthly remuneration and meeting allowance
    - 1.1 Fixed Monthly remuneration

i. Chairman of the Board	amount	50,000	Baht
ii. Director	amount	30,000	Baht

Remark: eligible for non-executive directors only
    - 1.2 Meeting allowance of the Board of Directors

i. Chairman of the Board	amount	20,000	Baht
ii. Director	amount	15,000	Baht

Remark: eligible for directors who attend the meeting
    - 1.3 Meeting allowance of the Sub-committee

i. Chairman	amount	15,000	Baht
ii. Committee	amount	10,000	Baht
  2. Other remuneration in the form of pension, the Company will allocate from the remaining remuneration at the end of the year for each directors by considering from the performance and period of working. When combined with the monthly remuneration and meeting allowance, the overall remuneration can still be comparable to similarly listed companies which shall not exceed Baht 7,000,000.
5. Resolved to propose to the shareholders' meeting to appoint Mr. Wonlop Vilaivaravit, Certified Public Accountant (Thailand) No.6797 and/or Mr. Chavala Tienpasertkij, Certified Public Accountant (Thailand) No. 4301 and/or Dr. Kiatniyom Kuntisook, Certified Public Accountant (Thailand) No. 4800 and/or Ms. [Kornthong Luangvilai](#), Certified Public Accountant (Thailand) No. 7210 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the auditor for the year 2019 with audit fees of Baht 5,263,000.
6. Resolved to propose to the shareholders' meeting to consider the reduction of registered capital of the Company by Baht 192,000,000 from the existing registered capital of the Company of Baht 1,161,029,408.80 to Baht 969,029,408.80 by cancelling 1,910,000,000 unissued registered shares of the Company, at a par value of Baht 0.10 due to the expiration of offering period according to the Notification of the Capital Market

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Supervisory Board No. TorChor. 72/2558 Re: Approval for the Listed Companies to Issue the Newly-issued Shares to the Specific Investors (Codified) B.E. 2558 (2015). After the reduction of registered capital of the Company, the Company still have not received 1,656,715,681 ordinary shares which are issued to reserve the exercise of the Warrants to purchase ordinary shares of the Company No.3 (TRITN-W3) and the exercise of the Warrants to purchase ordinary shares of the Company issued to directors, executives and employees (TRITN-WA). Therefore, the Company does not have to reduce such capital.

7. Resolved to propose the shareholders' meeting to consider 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 reduction of registered capital of the Company as follows:

<i>"Clause 4</i>	<i>Registered Capital of</i>	<i>Baht 969,029,408.80</i>	<i>( nine hundred sixty- nine million, twenty- nine thousand, four hundred eight and eighty Satang)</i>
	<i>(Divided into</i>	<i>9,690,294,088 shares</i>	<i>( nine billion, six hundred ninety million, two hundred ninety- four thousand, eighty-eight shares)</i>
	<i>With a par value of</i>	<i>Baht 0.10</i>	<i>(Ten Satang) each</i>
<i>Categorized into</i>			
	<i>Ordinary shares</i>	<i>9,690,294,088 shares</i>	<i>( nine billion, six hundred ninety million, two hundred ninety- four thousand, eighty-eight shares)</i>
	<i>Preference shares</i>	<i>- shares</i>	<i>(-shares)"</i>

8. Resolved to propose to the Shareholders' Meeting to consider and approve the issuance and offering ordinary shares to increase the capital from private placement to 2 investors with an amount of not exceeding 1,600,000,000 shares with a par value of Baht 0.10, at the offering price of Baht 0.35 per share, totaling Baht 560,000,000, the offering price of which is not less than 90% of market price in accordance with the announcement of the Securities and Exchange Commission ("SEC"). The Company sets a discount of 6.89% of the market price (not over 10% of the market price). In addition to this, "Market Price" means the weighted average price of the Company's shares on the Stock Exchange of Thailand ("SET") for not exceeding 15 consecutive business days prior to the date the Board of Directors passes a resolution to propose the agenda to the shareholders meeting of the Company to approve the capital increase which is from 18 February 2019 to 11 March 2019, which the price is Baht 0.37 per share. Due to the offering of ordinary shares of the Company to the private placement is the offering of newly issued shares of the Company to private placement, the shareholders' meeting resolved to set the offering price in accordance with the announcement of the Capital Market Supervisory Board No.72/2015 regarding the Approval for the Listed Companies in Offering Newly Issued Shares to Limited Persons. In addition, the Company must obtain approval from the shareholders'

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meeting to offer the newly issued common shares to private placement with the votes of not less than three quarter of the total number of votes of the shareholders attending the meeting and casting their votes, excluding the shareholders who have interest in the meeting. The company must obtain permission to offer newly issued ordinary shares of the Company to the private placement from the Office of the SEC in accordance with the aforementioned Notification.

The 2 investors receiving the allotment of newly issued shares as private placement are as follows:

- (1) Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (“AAEF3”), not exceeding 1,400,000,000 shares, at a par value of Baht 0.10, or representing 14.45% of the paid-up capital (before the exercise of conversion of warrants TRITN-W4). The offering price is Baht 0.35, totaling not exceeding Baht 490,000,000. AAEF3 is a sub-investment fund of Asia Alpha Equity Master which is a public fund, registered and founded in Singapore, performing its investment activities as an umbrella fund, having Banjaran Asset Management Pte., Ltd. as fund manager focusing on investment in construction and energy sector industry in South East Asia and focus particularly investing in equity without controlling power in the investees (listed companies); and
- (2) The Brooker Group Public Company Limited (“Brook”), not exceeding 200,000,000 shares, at a par value of Baht 0.10, or representing 2.08% of the paid-up capital (before the exercise of conversion of warrants TRITN-W4). The offering price is Baht 0.35, totaling not exceeding Baht 70,000,000. 4 The Brooker Group Public Company Limited is a listed company in the Market Alternative Investment (MAI), providing service of investment banking and supporting mobilization capital, and has great alliances with other business industries which possibly benefits the Company in the foreseeable future.

In addition, the 2 investors as aforementioned are not related to the Company and are not connected persons of the Company pursuant to the Notification of Connected Transaction and do not have a related person holding the Company's shares. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. 12/2554, which is about “Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. After the offering newly issued shares to private placement, the 2 investors shall hold not exceeding 1,600,000,000 shares of the Company, representing 16.61% of the total paid-up capital (before the exercise of conversion of warrants TRITN-W4).

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In addition, if the 2 investors are allotted with ordinary shares of the Company which the offering price is lower than 90% of market price of Company's shares before the first date of share offering and the date that the SET accepts ordinary shares for capital increase as registered capital, the Company is responsible for prohibiting the 2 investors from selling all shares within 1 year from the date such ordinary shares is in trading period in the SET. After 6 months of trading in the SET, the 2 investors is now able to gradually sell 25% of the total shares under silent period according to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) dated 11 May 2015 (and other additional amendments). However, for both shareholders and/or the Company to have confidence in the 2 investors who bring long-term strength and growth to the Company's business, the 2 investors agree to comply with the silent period immediately without considering whether the share offering is subject to share offering at low prices or not.

For the issuance and offering the newly issued shares, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors, Executive Board or Chairman of the Executive Board or Chief Executive Officer or a person authorized by the Company's authorized director or Executive Board in order to set guidelines, terms & conditions and other details necessary and related to the issuing of new shares and its allocation in line with the relevant laws which shall include but not limited to the Offering date, etc.

However, if the selling price of the ordinary share allotment to private placement is discounted more than 10% from the market price which is calculated from using the weighted average price of the share up to 15 business days consecutively before the Offering date, the Company shall make adjustment to warrant's rights to buy the company's shares no. 3 (TRITN-W3) per the rights' entitlement and adjustment to warrant's rights to issue and offer to directors, management and employees (TRITN-WA) per the rights' entitlement

Furthermore, the issuance and offering of ordinary shares to AAEF3 and Brook had been approved before by the Extraordinary General Meeting of shareholders' meeting no. 1/2019 on 6 November 2018. However, due to the inexact understanding, the Company was unable to issue ordinary shares to AAEF3 and Brook within 3 month period according to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for the Listed Companies to Issue the Newly-issued Shares to the Specific Investors (Codified) B.E. 2558(2015). However, the Company received payment for share subscription from AAEF3 and Brook during the period of 20 – 27 February 2019. The Company secures the payment in the Company's capital increase account, awaiting for the shareholders' meeting to approve again. Once the shareholders' meeting passes a resolution approving such capital increase, the Company shall allocate ordinary shares and the Warrants to purchase the ordinary shares No.4 (TRITN-W4) to 2 investors and register the 2 investors as the Company's shareholders with the Department of Business Development, the Ministry of Commerce within the

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period of time specified in the laws. The monies the Company has already obtained are regarded as advance payment for the ordinary share subscription without interest. Hence, this agenda is to be proposed to the shareholders for re-approval in order to comply with the legal procedures only. The reasons, necessity and objectives of capital increase along with money utilization plan still remain the same as approved by the Extraordinary General Meeting of shareholders' meeting no. 1/2018 on 6 November 2018.

Please consider the additional details as attached in Enclosure 1

9. Resolved to propose to the Shareholders' Meeting to consider and approve the issuance and offering the Warrants to purchase the ordinary shares of the Company No.4 ("Warrant No.4" or "TRITN-W4"), in the amount of not exceeding 320,000,000 units to Warrant PP to the 2 investors, without cost incurred, at the ratio of 5 existing ordinary shares to 1 unit of the Warrants No.4 (any fraction shall be disregarded) and the exercise price for the Warrants No.4 shall be fixed at Baht 0.40 (except in case of rights adjustment). The private placement consists of 2 investors whom are offered with the Warrants to purchase ordinary shares of the Company no. 4 (TRITN-W4) namely, (1) Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of not exceeding 280,000,000 units and (2) The Brooker Group Public Company Limited in the amount of not exceeding 40,000,000 units respectively. For the issuance and offering of the Warrants to purchase ordinary shares of the Company No.4 (TRITN-W4), the Company shall allocate ordinary shares to reserve the exercise of the Warrant at a ratio of 1 unit of warrant to 1 share, at the exercise price of Baht 0.40 per share which the price is not less than 90% of the market price according to the Notification of the Capital Market Supervisory Board No. TorChor 72/2558 Re: Approval for the Listed Companies to Issue the Newly-issued Shares to the Specific Investors (Codified) B.E. 2558(2015). The market price during 18 February 2019 to 11 March 2019 was at Baht 0.37 per share.

Issuing and offering the Warrants to purchase the ordinary shares of the Company No.4 (TRITN-W4), the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors or Executive Board or Chairman of the Executive Board or Chief Executive Officer or a person authorized by the Company's authorized director or Executive Board in order to set guidelines, terms & conditions and other details necessary and related to the issuing and allotting the Warrants, the rationale of ordinary shares issuance to reserve the change in exercise price and exercise ratio of the Warrants and relevant laws.

The issuance and offering of the Warrants to purchase the ordinary shares of the Company No. 4 to AAEF3 and Brook had been approved before by the Extraordinary General Meeting of shareholders' meeting no. 1/2019 on 6 November 2018. However, the issuance of the Warrants shall be done together with the issuance and offering of the ordinary shares. The Company was unable to issue such ordinary shares to AAEF3 and Brook due to the aforementioned circumstance. Consequently, the issuance and offering of the Warrant of the

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Company could not be executed as well. Proposing this agenda to the shareholders' meeting for re-approval is for the purpose of complying with the legal procedures only. The reasons, necessity and objectives of capital increase along with money utilization plan still remain the same as approved by the Extraordinary General Meeting of shareholders' meeting no. 1/2018 on 6 November 2018.

Please consider the additional details as attached in Enclosure 2

10. Resolved to propose the Shareholders' Meeting to consider and approve the increase of registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 969,029,408.80 to new registered capital of Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10

Please consider the additional details as attached in Enclosure 3

11. Approved to propose the Shareholders' Meeting to consider and approve 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:

<i>"Clause 4</i>	<i>Registered Capital of</i>	<i>Baht 1,161,029,408.80</i>	<i>(one billion, one hundred sixty one million, twenty-nine thousand, four hundred eight and eighty Satang)</i>
	<i>(Divided into</i>	<i>11,610,294,088 shares</i>	<i>( eleven billion, six hundred ten million, two hundred ninety four thousand, eighty-eight shares)</i>
	<i>With a par value of</i>	<i>Baht 0.10</i>	<i>(Ten Satang) each</i>
<i>Categorized into</i>			
	<i>Ordinary shares</i>	<i>11,610,294,088 shares</i>	<i>( eleven billion, six hundred ten million, two hundred ninety four thousand, eighty-eight shares)</i>
	<i>Preference shares</i>	<i>- shares</i>	<i>(-shares)"</i>

12. Resolved to propose the shareholders' Meeting to consider and approve allocation of not exceeding 1,920,000,000 newly issued ordinary shares, at a par value of Baht 0.10 each as follows:

- A. Allocation of not exceeding 1,600,000,000 newly issued ordinary shares, at a par value of Baht 0.10, to be reserved for the issuance and offering ordinary shares to increase capital to private placement namely, Asia Alpha Equity Fund 3 with not exceeding 1,400,000,000 shares and The Brooker Group Public Company Limited with not exceeding 200,000,000 shares
- B. Allocation of not exceeding 320,000,000 newly issued ordinary shares, at a par value of Baht 0.10, to be reserved for the exercise of conversion to Warrants No.4 (TRITNW4) which are issued and

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offered Warrant-PP to Asia Alpha Equity Funds 3 with the amount of not exceeding 280,000,000 units and to Brooker Group Public Company Limited with the amount of not exceeding 40,000,000 units.

13. Approved the determination of the date of Annual General Meeting of Shareholders No. 1/2018 to be held on 30 April 2019 at 2:00 p.m. at Srivara B (2<sup>nd</sup> Floor), Town in Town Hotel, No. 300/1 Ladprao 94, Srivara Rd., Phlabphla, Wangthonglang, Bangkok 10310, having the agenda items as follows:

- Agenda item 1 To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 on 6 November 2018
- Agenda item 2 To Acknowledge the Company's operating result report for the Year 2018 and Annual Report
- Agenda item 3 To consider and approve of the financial statements for the year ended 31 December 2018 and the report of auditor
- Agenda item 4 To consider and approve the appropriation of net profit as legal reserve fund for the year 2018 and the dividend payment for the year 2018
- Agenda item 5 To acknowledge the directors whose term retired by rotation and the re-appointment of the directors whose term retired by rotation to be the Company's directors for another term
- Agenda item 6 To consider and approve the remuneration for directors for the year 2019
- Agenda item 7 To consider and approve the appointment of the auditors and fix the audit fee for the year 2019
- Agenda item 8 To consider and approve the reduction of registered capital of the Company by Baht 192,000,000 from the existing registered capital of the Company of Baht 1,161,029,408. 80 to Baht 969,029,408. 80 by cancelling 1,920,000,000 unissued registered shares of the Company, at a par value of Baht 0.10
- Agenda item 9 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in compliance with the reduction of registered capital
- Agenda item 10 To consider and approve the issuance and offering ordinary shares via private placement to 2 investors with an amount of not exceeding 1,600,000,000 shares with a par value of Baht 0.10, at the offering price of Baht 0.35 per share, totaling not exceeding Baht 560,000,000
- Agenda item 11 To consider and approve the issuance and offering of the Warrants to purchase the ordinary shares of the Company No.4 (TRITN-W4) to 2 investors (Warrant-PP) in the amount of not exceeding 320,000,000 units, without cost incurred, at the ratio of 1



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existing ordinary shares to 1 unit of the Warrants, with the exercise price of Baht 0.40 per share

Agenda item 12 To consider and approve the increase of registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 969,029,408.80 to new registered capital of Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10

Agenda item 13 To consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in compliance with the increase of registered capital of the Company

Agenda item 14 To consider and approve allocation of newly issued ordinary shares for capital increase as follows:

A. Allocation to reserve the issuance and offering of ordinary shares via private placement to 2 investors in the amount of not exceeding 1,600,000,000

B. Allocation to reserve the exercise of the Warrants to purchase ordinary shares of the Company No .4 (TRITN-W4) via private placement (Warrant-PP) to 2 investors in the amount of not exceeding 320,000,000 shares.

Agenda item 15 To consider other business (if any)

14. Approved the Record Date for determining the name of the shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2019 to be on 27 March 2019

Moreover, the Company has disclosed the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 on the Company's website at <http://www.triton.co.th/en/download> and shall disclose the invitation to the Annual General Meeting of Shareholders for the year 2019 together with supporting documents which will be delivered to the shareholder via the Company's website on 12 April 2019 onwards.

Please be informed accordingly

Yours sincerely,

(Mr. Chirdsak Kukiattinun)

Chief Executive Officer

**Information Memorandum relating offering and allotment of newly issued ordinary shares  
to increase capital to Private Placement of  
Triton Holding Public Company Limited**

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12 March 2019

According to the Board of Directors' meeting no. 2/2019 of Triton Holding Public Company Limited ("Company") on 27 February 2019, the meeting acknowledged the expiration period of offering ordinary shares which are allotted to Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) and The Brooker Group Public Company Limited according to the resolution passed by the Extraordinary General Meeting of Shareholders no. 1/2018 on 6 November 2018. The offering period as specified in the the Notification of the Capital Market Supervisory Board No. TorChor 72/2558 Re: Approval for the Listed Companies to Issue the Newly-issued Shares to the Specific Investors (Codified) B.E. 2558(2015) requires the Company to offer the ordinary shares within 3 months after the shareholders' meeting passes a resolution approving such share offering. Consequently, the Company is unable to offer ordinary shares after the expiration period. However, AAEF 3 and Brook still have intention to invest in the Company; therefore, the Company shall proceed with capital increase process for AAEF 3 and Brook again.

The Board of Directors' meeting no. 3/2019 of Triton Holding Public Company Limited on 12 March 2019 passed a resolution to reduce the Company's registered capital from the existing registered capital of the Company of Baht 1,161,029,408.80 to Baht 969,029,408.80 by cancelling 1,920,000,000 unissued registered shares of the Company, at a par value of Baht 0.10 which such shares could not be offered due to the expiration of offering period according to the Notification and passed another resolution to increase the Company's registered capital from Baht 969,029,408.80 to Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10, totaling Baht 192,000,000. The newly issued ordinary shares that are not exceeding 1,920,000,000 shares, at a par value of Baht 0.10 shall be allotted as follows: (1) allotting to 2 investors (private placement) namely, (1) Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 with the amount not exceeding 1,400,000,000 shares at a par value of Baht 0.10 or representing 14.53% of paid-up capital (before the exercise of TRITN-W4) and (2) The Brooker Group Public Company Limited with the amount of not exceeding 200,000,000 shares at a par value of Baht 0.10 or representing 2.08% of paid-up capital (before the exercise of TRITN-W4), at the offering price of Baht 0.35, totaling not exceeding Baht 490,000,000 and exceeding 1,600,000,000 shares; and (2) allotting to be reserved the exercise of the Warrants to purchase the ordinary shares of Triton Holding Public Company Limited No.4 (TRITN-W4) to private placement consisting of 2 investors (Warrant PP) at the ratio of 5 existing ordinary

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shares to 1 unit of the Warrants No.4 without cost incurred namely, (1) Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) with the amount of not exceeding 280,000,000 units and (2) the Brooker Group Public Company Limited with the amount of not exceeding 40,000,000 units, which the exercise price for the Warrants No.4 shall be fixed at Baht 0.40, and at the ratio of 1 unit of warrant to 1 share, totaling not exceeding 320,000,000 shares.

## 1. Detail of the Offering

The Company will issue and allot ordinary shares not exceeding 1,600,000,000 shares to increase capital, at a par value of Baht 0.10, to private placement consisting 2 investors. The offering price is Baht 0.35 per share, totaling not exceeding Baht 560,000,000 as follows:

- (1) Asia Alpha Equity Fund 3 with not exceeding 1,400,000,000 shares, at a par value of Baht 0.10, or representing 14.45% of the paid-up capital (before exercise conversion of warrant TRITN-W4). The offering price is Baht 0.35 per share, totaling not exceeding Baht 490,000,000. Asia Alpha Equity Fund 3 is a sub-investment fund of Asia Alpha Equity Master which is a public fund, registered and founded in Singapore, performing its investment activities as an umbrella fund and managed by Banjaran Asset Management Pte. Ltd. focusing on investment in construction and energy sector in South East Asia Region and specifically investing in equity without controlling power in the investees (listed companies) and;
- (2) The Brooker Group Public Company Limited with not exceeding 200,000,000 shares, at a par value of Baht 0.10, or representing 2.06% of the paid-up capital (before exercise 10 conversion of warrant TRITN-W4). The offering price is Baht 0.35 per share, totaling not exceeding Baht 70,000,000. The Brooker Group Public Company Limited is a listed company in the Market Alternative Investment (MAI), providing service of investment banking and supporting mobilization capital, and has great alliances with other business industries which possibly benefits the Company in the foreseeable future.

The offering price is Baht 0.35 per share which is not less than 90% of market price in accordance with the announcement of the Securities and Exchange Commission ("SEC"). The Company set the discount at 5.41% of market price (i.e. less than 10% of market price) in order that, "Market Price" means the weighted average price of the Company's shares on the Stock Exchange of Thailand. ("SET") for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date the Board of Directors passes a resolution to propose the agenda to the shareholders meeting of the Company to approve the increase in capital with the weighted average price of Baht 0.37. The details are as follows:

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<b>Date</b>	<b>average price (Baht per share)</b>	<b>Date</b>	<b>average price (Baht per share)</b>
18 February 2019	0.39	1 March 2019	0.37
20 February 2019	0.39	4 March 2019	0.37
21 February 2019	0.39	5 March 2019	0.37
22 February 2019	0.39	6 March 2019	0.36
25 February 2019	0.40	7 March 2019	0.34
26 February 2019	0.40	8 March 2019	0.34
27 February 2019	0.39	11 March 2019	0.34
28 February 2019	0.38		

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The shareholding structure after the transaction of the issuance and offering ordinary shares to increase capital to private placement consisting of 2 investors and after the issuance and offering of TRITN-W4 to private placement (2 investors) as of closing book dated 28 September 2018. The first 10 shareholders are as follows:

Order	Shareholders of the Company	Before transaction As of 11 March 2019		Private Placement (2 investors)		In case of 2 investors exercise adjustment of TRITN-W4 (in full) (PP+TRITN-W4)		In case of exercise adjustment of TRITN-W3 (in full)		In case of exercise adjustment of TRITN-WA (in full)	
		Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)	Number of shares	Ratio (%)
1	<b>Taechaubol Group<sup>1</sup></b>										
	Miss Louise Taechaubol	1,668,100,100	20.76	1,668,100,100	17.32	1,668,100,100	16.76	2,001,720,120	17.24	2,001,720,120	17.17
	Mr. Sadawut Taechaubol	205,000,000	2.55	205,000,000	2.13	205,000,000	2.06	246,000,000	2.12	246,000,000	2.11
2	AAEF3 <sup>2</sup>	0	0	1,400,000,000	14.53	1,680,000,000	16.88	1,680,000,000	14.47	1,680,000,000	14.41
3	CREDIT SUISSE AG, SINGAPORE BRANCH	412,813,500	5.14	412,813,500	4.29	412,813,500	4.15	495,376,200	4.27	495,376,200	4.25
4	Mr. Taweesak Sriprachitchai	400,000,000	4.98	400,000,000	4.15	400,000,000	4.02	480,000,000	4.13	480,000,000	4.12
5	The Brooker Group Public Company Limited <sup>3</sup>			200,000,000	2.08	240,000,000	2.41	240,000,000	2.07	240,000,000	2.06
6	USB AG HONG KONG BRANCH	167,739,700	2.09	167,739,700	1.74	167,739,700	1.68	205,545,940	1.77	205,545,940	1.76
7	Mr. Preecha Apinankul	166,000,000	2.07	166,000,000	1.72	166,000,000	1.67	197,800,000	1.70	197,800,000	1.70
8	Bank JULIUS BAER & CO LTD, SINGAPORE	148,884,787	1.85	148,884,787	1.55	148,884,787	1.50	190,552,544	1.64	190,552,544	1.63
9	Mr. Somnuek Pojkasemsin	139,735,911	1.74	139,735,911	1.45	139,735,911	1.40	167,683,093	1.44	167,683,093	1.44
10	Other shareholders	4,725,304,409	58.82	4,725,304,409	49.04	4,725,304,409	47.47	5,705,616,191	49.15	5,755,616,191	49.35
	<b>Total shares</b>	<b>8,033,578,407</b>	<b>100</b>	<b>9,633,578,407</b>	<b>100</b>	<b>9,953,578,407</b>	<b>100</b>	<b>11,610,294,088</b>	<b>100</b>	<b>11,660,294,088</b>	<b>100</b>

<sup>1</sup> Taechaubol and Mr. Sadawut Taechaubol did not purchase securities at the same time and are not acting in concert.)

<sup>2</sup> AAEF3 and Brook Limited are not the same group and not acting in concert.

<sup>3</sup> Brook and AAEF3 Limited are not the same group and not acting in concert.

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In addition, the 2 investors as aforementioned are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 12/2554 Re: "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. After the offering newly issued shares to private placement, the 2 investors shall hold not exceeding 1,600,000,000 shares of the Company, representing 16.53% of the total paid-up capital (before the exercise of conversion of warrants TRITN-W4).

Moreover, the 2 investors intend to invest in the Company only; therefore, they do not have a policy to appoint representative to hold a position as director or executive in the Company.

In addition, [even though the Company does not issue and offer ordinary shares at a low offering price, the 2 investors](#) agree to comply with the SET's silent period [right after the share allocation occurs](#) that is to say, the 2 investors agree to the period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET for the period of 6 months, the 2 investors then can gradually sell its shares at 25% of such shares.

However, on the day the company issues new ordinary shares (Offering date) which is anticipated to be around end of May 2019, if the price discount is higher than 10% from the market price which is calculated by using the weighted average price of the share up to 15 business days consecutively before the Offering date, the Company shall make adjustment to warrant's rights to buy the company's shares no. 3 (TRITN-W3) per the rights' entitlement and adjustment to warrant's rights to issue and offer to directors, management and employees (TRITN-WA) per the rights' entitlement.

# TRITON

Issuing and offering the newly issued shares, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors or Executive Board or Chairman of the Executive Board or Chief Executive Officer or a person authorized by the Company's authorized director or Executive Board in order to set guidelines, terms & conditions and other details necessary and related to the issuing of new shares and its allocation in line with the relevant laws which shall include but not limited to the Offering date, etc.

## 2. Allotment of new shares

### 2.1. List of the Specific Person of the Private Placement Offerings

Name	Number of shares (share)	Offering price (Baht per share)	Total amount (Baht)
Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3	1,400,000,000	0.35	490,000,000
The Brooker Group Public Company Limited	200,000,000	0.35	70,000,000
<b>Total</b>	1,600,000,000	0.35	560,000,000

### 2.2. Information of the Specific Person

#### (A) Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3

Detail: Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) is a juristic person registered in Singapore under the category of an open investment fund and public fund, incorporated on January 19, 2018 for the purpose of specific investment in all securities in listed companies in many countries. AAEF3 invests in specific type of equity with minimum investment term for a period of three to five years. The size of the fund is approximately US\$ 15,000,000 to 20,000,000. This shows the sufficient capacity of the fund to invest in the Company by purchasing ordinary shares that the Company shall issue and offer to private placement in this instance. AAEF3 is specifically set up for the purpose of investment in Triton Holding Public Company Limited which emphasizes in investing in growing construction business. The fund, therefore, conforms to business plan of Triton Holding Public Company Limited which is constantly growing and expanding mainly aimed at construction business. As of now, the investment ratio of AAEF3 is all invested in Triton Holding Public Company Limited only.

AAEF3 is a sub-investment fund of Asia Alpha Equity Master Fund with 100% shareholding ratio which Asia Alpha Equity Master Fund is a public fund, registered and founded in Singapore by shareholders. Asia Alpha Equity Master Fund performs its investment activities as an umbrella fund,

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having Banjaran Asset Management Pte. Ltd. as fund manager focusing on investment in various businesses that result in high returns in South East Asia and focus particularly investing in equity without controlling power in the investees (listed companies)

Asia Alpha Master Fund has its unitholders whose names are not permitted to disclosure due to the legal restriction under the Singapore laws which prohibits disclosure of information regarding a "protected party" according to Section 49 of the Trust Companies Act (Chapter 336) (Original Enactment: Act 11 of 2005) REVISED EDITION 2006 (31 July 2006), unless otherwise specifically required by law for the following circumstances:

1. Disclosure of Information to
  - (1.1) any person with the written consent by the trust settlor or unitholder or authorized agent in case the trust settlor or unitholder deceases; or
  - (1.2) any person as the trustee thinks it is necessary. Such information disclosure is for the necessity for the trustee to perform its duties as trustee in case the trust settlor deceases without appointing its authorized agent, unless otherwise specified in the trust declaration.
2. Disclosure of information in connection with the will request application or appointment of estate administrator relating to the deceased unitholder to any person which the trustee thinks in good faith that he shall be entitled to the will or appointment as the estate administrator;
3. Disclosure of information in connection with:
  - (3.1) Bankrupt unitholder (individual unitholder) where the competent court may conduct a closed procedure
  - (3.2) Dissolved unitholder (Incorporated unitholder)
4. Disclosure of information in connection with litigation in relation to trustee who performs its duty and obligation under the licensed trustee where the competent court may conduct a closed procedure
5. Disclosure of information:
  - (5.1) in order to comply with regulations or legal requirements for the purpose of investigation or litigation in respect of an alleged or potential violation of the laws to police officers or competent officers, including acceptance of request or report or to the competent court; or
  - (5.2) in order to prepare or report such information in respect of an alleged or potential violation of the laws
6. Disclosure of information as required by the seizure order or distraint order which is issued to the trustee for the purpose of seizing or distraining the assets owned by the trust; or



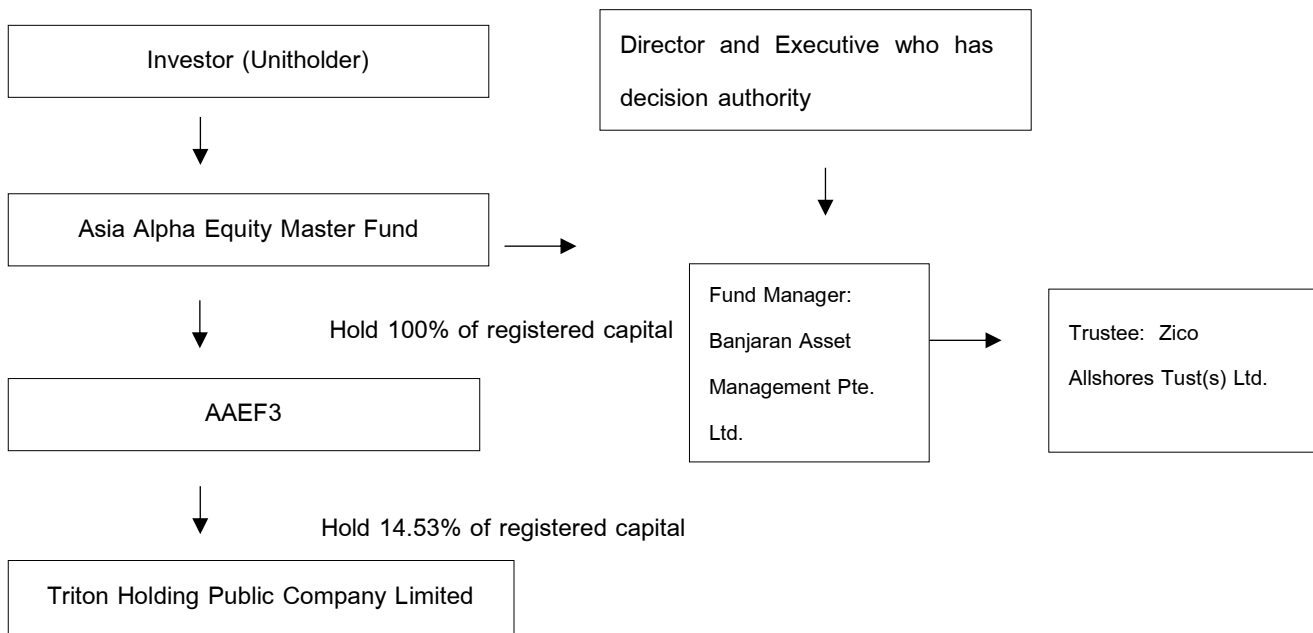
# TRITON

7. Disclosure of information as required by the Trust Company Act or as complied with the order of the competent supervisory authority. Asia Alpha Equity Fund 3 and Asia Alpha Master Fund is under the management of Banjaran Asset Management Pte Ltd. (“Banjaran”) as the investment management company who is operating its business in Singapore. Banjaran holds the Capital Market Services License (CMS) and is under the supervision of the Monetary Authority of Singapore (MAS) and the Securities and Futures Act (Cap 289) (SFA). For further details, please consider the details of Banjaran at its official website

- <https://eservices.mas.gov.sg/fid/institution/detail/200175-BANJARANASSETMANAGEMENT-PTE-LTD>
- <https://banjaran.com.sg>

Banjaran has investment expertise in assets in several countries in South East Asia, such as debt instrument e.g. government bond and private bond and equity instrument and real estate. Its investment coverage is ranged from low risk to high risk investment. Banjaran has the experience in investment management more than three years and has assets under its management and administration more than US\$ one billion (as at 29 December 2017).

Shareholding Structure of Asia Alpha Fund 3 which is under the management and administration of Banjaran



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Top 4 shareholders of Banjaran as of 11 March 2019 are as follows:

Order	Shareholder's name	Shareholding percentage
1	SIM TECK LOK JOHN	20
2	YEE CHEE HOW ALVIN	20
3	NG WEI CHANG AARON	20
4	LOW HON-YU	40

Directors and Executives of Banjaran who are decision maker for the investment as of 11 March 2019 consist of

Order	Directors and Executives' name	Shareholding percentage
1	NG WEI CHANG AARON	20
2	SIM TECK LOK JOHN	20
3	LOW HON-YU	40

Incidentally, AAEF3, Asia Alpha Master Fund and Banjaran are not connected person with Triton Holding Public Company Limited. Thus, the allotment of new shares of Triton Holding Public Company Limited to AAEF3 is not considered to be a connected transaction under the Notification of the Capital Market Supervisory Board No. TorJor 21/2551 (2008) concerning Rules on Connected Transaction and the Notification of the Board of Governors of the Stock Exchange of Thailand concerning Disclosure of Information and Other Acts of Listed Companies for Connected Transaction B.E. 2546 (2003) and other relevant notifications

**Relationship with the Company:** No relationship with the Company, including directors, executive and major shareholder of the Company. Moreover, Banjaran has certified with the Company that AAEF3 and Asia Alpha Master Fund are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535; and not holding Company's shares. This would cause the Tender Offer to be included in the

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Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 12/2554, Re: "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

## (B) The Brooker Group Public Company Limited

List	:	Details
Company Name	:	The Brooker Group Public Company Limited
Address	:	THE TRENDY BUILDING, FLOOR 26, 10/ 190- 193 SOI SUKHUMVIT 13, SUKHUMVIT ROAD, KLONGTOEY NUA, WATTHANA Bangkok 10110
Board of Directors	:	Mr. NARONGCHAI AKRASANEE Mr. CHAN BULAKUL Mr. PHONGCHAI SETHIWAN Mr. ROBERT WILLIAM MCMILLEN Mr. ANAKE KAMOLNATE Mr. KIRIN NARULA Mr. VARUT BULAKUL Mr. PETER WELDON Mrs.PUNNEE WORAWUTHICHONGSATHIT Mr. SOMPONG PHAOENCHOKE
Registered capital	:	705,918,641.00 Baht
Paid-up capital	:	704,700,608.25 Baht
Type of business	:	Providing consulting services for business and finance, investment, and also being an independent advisor to leading private sector clients in Thailand and overseas, and has great alliances with other business industries which possibly benefits the Company in the foreseeable future.
Relationship with the Company	:	Not related with the Company, including directors, executive and major shareholders of the Company which has no

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List	:	Details
		<p>relationship or are not connected person to the Company and the Company's subsidiaries and the 2 investors are not related or connected to each other. Moreover, the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/ 2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535; and not holding Company's shares. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 12/ 2554 Re: "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.</p>

### 3. Objective, Rationale and Necessity of the Issuance and Allotment of Ordinary shares to Private Placement and Proceeds Utilization

The objective of capital increase is for the purpose of business operation plan and business expansion which results in growth and sustainable stability of business operation. At present, the Company's main revenues are mainly from construction business [or representing 100% of the main revenues which is attributed to Strega Public Company Limited](#) which the Company holds 92.63% of the paid-up capital [but representing 93.73% of the total revenues](#). According to the mentioned revenue portion referred to the

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Company's consolidated financial statements as of 31 December 2018, it appears that construction business is going to create growth and strength to the Company well. Consequently, the Company aims to enter into full service construction business by finding more construction projects to operate in order to expand construction business to be in line with business plan. To expand such business, the Company needs to seek for investment funds. The main objectives of capital increase and money utilization plan are as follows:

1. To increase capability for the Company to have capital to operate in new projects that will soon be happening and each project is large and with high project value;
2. To sustain the financial ratios at an appropriate level. As of 31 December 2019, the debt ratio to equity ratio is equivalent to 0.63 which generates the debt ratio to equity ratio for construction business averagely more than 2. However, the Company intends to remain the mentioned ratio for the benefit of requesting loan from financial institution.
3. To promote liquidity and reduce financial costs spent in business operation of the Company.

From the aforementioned objectives, as the Company plans to operate large construction projects, the Company needs to prepare to operate in new projects that are about to arise which some projects the Company has already signed a Memorandum of Understanding with the project's owners.

In addition, operating each project requires approximately 1-3 years. Consequently, the Company needs sufficient cash flow to be used as revolving fund to operate each project. Beside, in the initial stage of project operation the Company needs guarantee issued by the commercial bank to be used collateral with the project's owner. The guarantee is categorized into 3 types which are performance bond, contract bond, and advance payment letter of guarantee. In order for the financial institute to approve such guarantees, the Company needs to deposit cash as pledge. However, the amount of cash required depending on the financial institute the Company uses which is at the average rate of approximately 30-50% of the collateral value. As a result of the aforementioned plan and necessity, it is obvious that the Company needs cash to be reserved for business transaction with the bank and the Company needs not to request for loans from the bank because the Company does not want to increase burden to the Company itself. Furthermore, the procedure to get approval from the bank is quite delayed and complicated. Also, the Company owns no property or assets that can be used as guarantee because such assets have already been used as collateral with bank for the Northern Fuel Pipeline Transmission project. Such assets cannot be taken as guarantee for new projects until the project is complete; consequently, the Company need an amount of cash to pledge as collateral to bank so that the bank would issue guarantee as aforementioned. The Company's financial liquidity is sufficient for the project that is being operated which has been completed about 69.4% of total project work. As result, the Company does not possess enough cash that shall be

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deposited as guarantee to the bank for new, large construction projects. The liquidity ratio of the Company as of now is at 1.69, 1.33, and 4.03 appeared in the Company's consolidated financial statement as of 31 December 2018, 2017 and 2016 respectively. Due to capital increase, the Company is able to maintain its liquidity ratio and to show the capability in operating present projects and in accepting small construction project continuously. According to the Company's consolidated financial statements as of 31 December 2018, it appears that the Company possesses Baht 553.10 million of cash and cash equivalents. However, the Company is accountable for trade payables and other payables in the amount of Baht 248.41 million which awaits to be paid and utilized as revolving fund for current projects. So, the cash that the Company owns shall be used to stabilize such mentioned liquidity. Hence, according to the necessity as mentioned, the best way for capital preparation is capital mobilization by increasing the capital from the private placement whom the Company sees sufficient capability to invest in the Company is the most suitable method in this instance. The Company has preliminary capital utilization plan as follows:

The monies obtained from the ordinary shares offering are expected to occur within May 2019

Order	Objectives and fund utilization plan	Amount (million Baht)	Fund utilization period
1	To be used as guarantee with bank for projects under preparation process before commencing the operation. The projects are as follows: <ul style="list-style-type: none"> <li>▪ Oil storage depot ( Myanmar) project with a project value of Baht 1,914 million and a project duration of 24 months. The project is expected to start in August 2019</li> <li>▪ Natural gas depot construction project (Rayong province) with a project value of approximately Baht 9,000 for phase 1 and a project duration of 36 months. The project is expected to start in November 2019.</li> </ul>	500  144  405	Approximately July 2019  Approximately October 2019
2	To be used as reserved revolving capital for the 2 projects above	60	During the receipt of advance payment from project owner and/or when project starts
	<b>Total</b>	560	

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Remark: Source of the methodology for calculating collateral value to be pledged with the bank in the amount of Baht 549 million

- Advance payment guarantee approximately 10-20% of the total project value (applying when signing contract and receiving advance payment until the end of project)
- Contract bond approximately 5% of the total project value (applying when signing contract until the end of project)
- Performance bond approximately 5% of the total project value (applying when completing project, depending on conditions of guarantee period)

## **Additional explanation regarding the capital increase according to the objective of capital increase in the amount of Baht 500 million**

The Company is only a contractor to operate the project. For the amount of Baht 500 million received from capital increase, the Company shall use the money to pledge with the bank in order for the bank to issue a guarantee only. The Company does not use the money from capital increase in the amount of Baht 500 million for investing in construction project anyway because the money that the Company uses to operate the project is from advance payment withdrawn from the project owner after the Company pledges the guarantee. The first payment the Company shall receive is 20% of the total project value, depending on each contract agreement; and secondly, from installment payment that the Company has completed. These two sources of monies combined shall be used to operate project until completion. Thus, the Company shall have sufficient amount of revolving fund to operate project until the project completion. The amount of money that the Company has to pledge with the bank for oil storage depot construction project (Myanmar) in July 2019 is Baht 144 million, and for natural gas depot construction project (Rayong province) Phase 1 in October 2019 is Baht 405 million. For both projects combined, the Company needs Baht 549 million or representing 30% of the total guarantee value. Regarding the amount that they Company needs, the Company will use the money obtained from this capital increase of Baht 500 million to pledge with the bank and the remaining Baht 49 million to pledge will come from the advance payment the Company receives from oil storage depot construction project (Myanmar) in the amount of Baht 382 million or representing 20% of the total project value. Consequently, the Company is able to pledge with the bank in full amount. Even though the Company takes the advance payment received from oil storage depot construction project (Myanmar) to pledge with the bank, resulting in the remaining balance of the advance payment to be Baht 333 million, the Company shall receive advance payment from natural gas depot construction project (Rayong province) Phase 1 to make up. As a result, both projects' operation will have sufficient revolving capital to continue up until their project completion.

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## **Additional explanation regarding the capital increase according to the objective of capital increase in the amount of Baht 60 million**

The Company reserves Baht 60 million as revolving fund for operating oil storage depot construction project (Myanmar) and natural gas depot construction project (Rayong province) Phase 1. The background of the projected amount is from project that the Company is currently operating which requires construction material procurement and machine repairs before entering construction, including reserve as employment wage for worker to assess the site before commencing the construction work. The Company projects the amount of Baht 30 million per month for these expenses. Therefore, the Company reserves the amount for two months. When the Company receives its first advance payment from the project owner, the Company return the amount for other cases of other emergency, for example, the Company receive delayed payment so the Company must make advance payment to subcontractor or partner first which is considered as an urgent case; or in case that the machine breaks down during the operation which requires repair. Such cases are normal in construction business operation.

Moreover, the commencing period of the operation and project value has changed from what the Company informed its shareholders in the Extraordinary General Meeting of Shareholder No.1/2018 on 6 November 2018 is because the construction period has been postponed due to the fact that the project owner is readjusting construction drawings and adjusting construction area and finishing up other constructions to be ready before handing over to the Company to operate. In addition, regarding the change in project value, the project owner has reduced construction cost to comply with the readjusted construction drawings. It is a generality of construction projects to have change in the construction commencing period, construction drawings, variation order or even project work value.

According to the plan to expand construction business, the Company need to find source of funds to be used in operating in business operation as planned. Consequently, the Company has newly issued ordinary shares to increase capital for the reason stated above. **Moreover, the Company has other future projects** which shall bring about increasing revenues. It is expected to result in continually improved profitability which produces as positive results to the Company and its shareholders.

According to fund utilization plan projection, the Company shall preparation such amount of money to pledge with the bank to issue the Company a guarantee which will be used to pledged with project owners for the 2 projects. Both projects are the projects that the Company has already entered into an MOU with both project owners. At present, it is a process of preparation for the operation and negotiation regarding the terms and conditions of the contract agreement. **It is expected that contract agreement of both projects**



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shall be signed in July 2019 and October 2019 respectively. As soon as the Company sign in the contract agreement, the Company shall pledge bank guarantee with the project owner.

The monies obtained from the exercise of the Warrants of the ordinary shares of the Company No.4 (TRITN-W4) which exercise period is expected to start on 30 June 2019.

Order	Objectives and fund utilization plan	Amount (million Baht)	Fund utilization period
1	<p>To be reserved as revolving fund for future construction projects. The projects are as follows:</p> <ul style="list-style-type: none"> <li>▪ Natural gas depot construction project (People's Republic of China) with a project value of Baht 2,800 million and a project duration of 36 months. The project is expected to start in mid-year 2020</li> <li>▪ Natural gas depot construction project ( Rayong province) Phase 2 with a project value of approximately Baht 8,000 and a project duration of 24 months. The project is expected to start in mid-year 2020</li> </ul>	128	During the receipt of advance payment from project owner and/or when project starts

Moreover, the money obtained from the exercise of the adjustment of Warrants to Purchase Ordinary Shares of Triton Holding Public Company Limited (TRITN-W4) shall be used for the abovementioned projects which is in negotiation process. Such project is a continuing project from oil storage depot construction project (Myanmar) and natural gas depot construction project (Rayong province) Phase 1. The Company expects to be contracted for the negotiating project by the project owner. However, the money obtained from the exercise of TRITN-W4 is still uncertain, whether both investors would exercise in full. In case that the Company needs the money but the 2 investors have not exercised TRITN-W4, the Company may apply a back-up plan according to Company's policies, such as capital from cash flow obtained from business operation and/or loans from financial institutes and other sources of funds and/or asking for special credit term from partners.

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The amount of money that the Company pledges as guarantee with the bank shall be given back to the Company after completion of each project. The Company would receive such money back after deducting bank's fees, and the money would be utilized in other projects in the future.

the Company expects to recognize revenue from quarter 3/2019 and mainly revenue recognition takes place from 2020 to 2021. However, the aforementioned projects are the projects the Company is now operating as the regular business of the Company. Henceforth, the Company needs to seek for new projects in order to have continual revenues in the future.

The estimate of cash flow and duration of money utilization as abovementioned is only a preliminary estimate depending on value of the future projects. Nevertheless, if the capital increase is insufficient to cover the objective as planned, the Company would seek for another source of capital fund to expand business the Company has planned such as funds from cash flow obtained from business operation, loans from financial institution and/or other sources of funds, and/or request of exclusive conditions of credit term.

The capital increase and allotment of ordinary shares to 2 private placement in this instance, this shall benefit the Company. Firstly, the method of capital increase obtained from private placement is quite certain that the Company shall receive money on time with certain amount. This method differs from the previous method that is capital increase to existing shareholders or offering ordinary shares to public. Secondly, the Company's financial position would be strengthened which will result capability to continuously expand business without facing liquidity issues. On shareholder side, once the Company has sufficient capital to invest in business expansion and in large construction projects that results in high returns for the Company, this would result in positive outcomes from business expansion of each project. It is expected that the average gross margin is 3-7% depending on project size and cost management. Moreover, the business performance of construction business according to the consolidated financial statement as of 31 December 2018, the gross margin is at 6.79%. If both projects go along with objectives and plan the Company has set, the Company's profitability shall surge within a period of 2-3 years and has the tendency to be able to pay dividend to the Company's shareholders continuously.

As the Company has expanded its operation followed in plan as aforementioned, it causes selling expenses and administrative expenses such as salary, stamp duty affixed to contract agreements and guarantee fee to increase. Considering the Company's financial statement for the year ended on 31 December 2018 and 2017, the selling and administrative expenses were equal to 5.21% and 10.7% of the total revenue of each year, respectively. It shows that selling expenses and administrative expenses in 2018 increases by

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30.42% compared to the previous year. The revenues in 2018 increases by 165.99% compared to the previous year. However, selling expenses and administrative expenses and revenues do not increase in the same portion due to the fact that most increasing expenses have been recognized as construction costs of the project already. The Company expects that if the incoming project go as planned, the Company would generate profits and has the tendency to pay dividend according to the Company's dividend policy.

In case of risks related to project operation which may occur due to various aspects both internal and external and are beyond Company's control such as economic condition, delay from construction and delay from requesting for licenses from government agencies. The aforementioned risks may cause the Company to unable to complete projects within time and the owner to terminate the contract agreement and impose a fine on the Company together with claim against the Company for damages in case of breach of contract. This also affects the on the revenues expected from the project operation which may not be as anticipated and causes the Company to be unable to pay dividend to the shareholders. However, the Company has concisely set strategy to reduce risks in many aspects by evaluating risks of operating with others at all time because if there is any issue occurred, the Company is able to solve such issue immediately which will mitigate risks for a certain level.

In case of risks related to capital increase which in this instance is by private placement method with obvious objective, the Company notices the risks that may occur which is external risk such as capability of investors or permission from related agencies. These risks could results impacts. That is to say, they could cause the capital increase in this instance to fail. However, the Company is certain that the investors have the sufficient capability to invest in the Company. As the abovementioned risk regarding the permission from related agencies, the Company shall comply with all regulations as required by the law in all respects.

In conclusion, according to the plan the Company has estimated that the project needs to generate an average gross profit of at least 3-7% depending on project size and the most essential thing to successfully complete the project followed in the objective, the Company needs approximately 560 million Baht from capital increase in order to utilize the capital for the objective of capital increase as abovementioned. Finally, this enables both project completion accomplish as scheduled, that is to say, 24 months and 36 months respectively. Moreover, once the operations go as planned, the Company and its shareholders shall benefit most.

#### 4. Dilution effect to the shareholders are divided into 2 cases:

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## 4.1. Dilution effect to the shareholders (only for the case of private placement) can be described in 3 effects as below,

- a) Control Dilution
- b) Price Dilution
- c) Earnings per Share Dilution or EPS Dilution

### a) Control Dilution

$$\begin{aligned} &= \frac{\text{Number of shares offered to private placement}}{(\text{Number of shares offered to private placement} + \text{paid-up shares})} \\ &= \frac{1,600,000,000}{(1,600,000,000 + 8,033,578,407)} \\ &= 16.61\% \end{aligned}$$

**Remark:** In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the control dilution to be 14.17%

### b) Price Dilution

$$\begin{aligned} &= \frac{(\text{Market price prior to the offering} - \text{market price post offering})}{\text{Market price prior to the offering}} \\ &= \frac{(0.3686 - 0.3655)}{0.3686} \\ &= 0.84\% \end{aligned}$$

While "Market price post offering" = (market price x paid-up shares) + (private placement offering price x number of shares offered to private placement) / (paid-up shares + number of shares offered to private placement)

$$\begin{aligned} &= (0.3686 \times 8,033,578,407) + (0.35 \times 1,600,000,000) / (8,033,578,407 + 1,600,000,000) \\ &= 0.3655 \text{ Baht} \end{aligned}$$

Price dilution is 0.75%

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**Remark:** In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares which affects share price to be equal to 0.72% by "market price post offering"  
=  $(0.3686 \times 9,690,294,088) + (0.35 \times 1,600,000,000) / (9,690,294,088 + 1,600,000,000)$   
= 0.3660 Baht

## c) Earnings per Share Dilution or EPS Dilution

Given:

"Earnings per share prior to the offering" = net income for the past 12 months / paid-up shares  
=  $148,655,267 / 8,033,578,407$   
= 0.0185 Baht/share

"Earnings per share post offering" = net income for the past 12 months / (paid-up shares + number of shares offered to private placement)  
=  $148,655,267 / (8,033,578,407 + 1,600,000,000)$   
= 0.0154 Baht/share (net income for the year 2018)

EPS Dilution is 16.61%

**Remark:** In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the earning per share to be 14.17%

## 4.2. Dilution Effect to shareholders in the case of private placement, ordinary share warrant offered to existing shareholders proportionate to the shareholding (TRITN-W4) can be described in 3 effects as below,

- a) Control Dilution
- b) Price Dilution
- c) Earnings per Share Dilution or EPS Dilution

### a) Control Dilution

=  $(\text{number of shares offered to private placement} + \text{number of shares issued for TRITN-WA}) / (\text{paid-up shares} + \text{number of shares offered to private placement} + \text{number of shares issued for TRITN-W4})$   
=  $(1,600,000,000 + 320,000,000) / (8,033,578,407 + 1,600,000,000 + 320,000,000)$   
=  $1,920,000,000 / 9,953,578,407$

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= 19.29%

**Remark:** In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the control dilution to be 16.54%

## b) Price Dilution

= (Market price prior to the offering – market price post offering)

Market price prior to the offering

= (0.3686-0.3666)

0.3686

= 0.54%

While "Market price post offering" = (market price x paid-up shares) + (private placement offering price x number of shares offered to private placement) + (exercise price of TRITN-W4 x number of shares issued for TRITN-W4) / (paid-up shares + number of shares offered to private placement + number of shares issued for TRITN-W4)

= ((0.3686 x 8,033,578,407) + (0.35 x 1,600,000,000) + (0.40 x 320,000,000)) / (8,033,578,407 + 1,600,000,000 + 320,000,000)

= 0.3666 Baht

**Remark:** In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares which affects share price to be 0.46% by "market price post offering"

= (0.3686 x 9,690,294,088) + (0.35 x 1,600,000,000) + (0.40\* 320,000,000) / (9,690,294,088 +1,600,000,000 + 320,000,000)

= 0.3669 Baht

## c) Earnings per Share Dilution or EPS Dilution

Given:

"Earnings per share prior to the offering" = net income for the past 12 months / paid-up shares

= 148,655,267/8,033,578,407

= 0.0185 Baht/share

"Earnings per share post offering" = net income for the past 12 months / (paid-up shares + number of shares offered to private placement + number of shares to reserve the exercise of adjustment of TRITN-W4)

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= 148,655,267 / (8,033,578,407 + 1,600,000,000 + 320,000,000)

= 0.0149 Baht/share (net income for the year 2018)

EPS Dilution us 19.29%

**Remark:** In the event of full exercise of TRITN-W3 by the existing shareholders and full exercise of TRITN-WA by the Company's directors and managements, the Company's total shares sold is 9,690,294,088 shares affecting the earnings per share to be 16.54%

## 5. The opinion of Directors

### 5.1 Reason and necessity of capital increase

The Board of Directors has an opinion that according to plan of business operation and business expansion, the Company needs to increase the capital in order to maximize the business operation allowing the Company to invest in large construction projects in the future. As a result from being able to investing construction projects as expected, it will positively create stable growth, long-term revenues and high returns. Fortunately, the shareholders of the Company shall benefit from this capital increase. Moreover, to operate large construction projects, the Company needs to give bank guarantee to the project owner as collateral and in order for the bank to issue guarantee the Company needs assets to be placed with the bank. At present, such assets have already been used as collateral with bank for the Northern Fuel Pipeline Transmission project (NFPT). Therefore, the assets cannot be taken as guarantee for new projects until the project is complete. As of now, the NFPT project has been completed about 65% of total project work. As result, the Company does not possess enough cash that shall be deposited as guarantee to the bank, together with enough cash flow only for the projects that are now under construction; however, it is not sufficient to deposit as pledge with the bank. Therefore, the capital increase in this instance would enable the Company to have more cash so that the Company would deposit the cash with the bank as collateral for the construction projects as aforementioned to be in line with the business plan. Details are as stated in the objectives of the capital increase.

### 5.2 Reason and necessity of offering the newly issue share to the private placement

The Company has obvious business plans to expand its construction business; therefore, it is necessary to have more capital to support the business expansion. If the Company could not have capital from the capital increase, the Company would have no chance to achieve its goal. Therefore, the Company has presented business plan and necessity of the capital increase aforementioned to Asia Alpha Equity Fund 3, a sub-investment fund of Asia Alpha Master Fund holding 100% shares, for considering in investing in the Company. Later, after the discussion between Asia Alpha Equity Fund 3 and the Company, Asia Alpha Equity Fund 3

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notifies its intention to invest in the Company. Asia Alpha Equity Fund 3 has sufficient capability and is certainly able to bring in fund for the investment with its investment size of US\$ 15-20 million. The fund was founded on 19 January 2018. Also, the Company has contacted The Brooker Group Public Company Limited, which has strong financial position and excessive liquidity to invest in the Company. Cash flow and cash equivalents as of 31 December 2018 from its consolidated financial statement of The Brooker Group Public Company Limited is equal to Baht 170.71 million. Its temporary investment is equal to Baht 882.38 million. Whereas, the total liabilities is Baht 575.86 million and the equity of shareholder of the company is Baht 2,114.39 million. Both investors believe that the Company is a good and well-known company and has sufficient capability to grow and operate large projects, and decide to invest in. The Board of Directors has carefully considered and verified the 2 investors' information and certified that both investors will be help support the Company to achieve benefits from various aspects, such as stronger financial standing, improved financial liquidity. The investors are very experienced in various investments and is possibly able to support the Company. Even though the investors are not involved in the Company management, the investors could assist on giving advice and make suggestion about business operation as the Company may request. Moreover, the investors have extensive business connection all over the world; therefore, the Company has the opportunity to know and reach business partners in neighboring countries such as Cambodia, Laos, Myanmar and Vietnam, also known as CLMV. However, the Company would not receive benefit from this if the Company acquires capital by other ways; the Company has attempted to consider other ways such as loans or capital increase from the existing shareholders. The Company foresees that such capital increase approaches directly create burden to the Company and the existing shareholders. The Company may not be able to obtain sufficient cash flow to complete its planned investment. Therefore, the Board of Directors has approved the issuance of new ordinary shares to private placement. Details are as stated in the objective of the capital increase.

### **5.3 Reasonability of capital increase, the utilization plan and investment plan**

The Company expects to complete the issuance and offering new ordinary shares to private placement in order to increase capital by May 2019. The Board of Directors considers that if the Company is could complete the process of issuance and offering the new ordinary shares within the expected period, this means that the Company effectively achieves the capital increase objective according to what the Company has planned, positively resulting in the Company's business operation and to the shareholders if the project is successful, the shareholder would receive dividend according to the dividend payout policy, together with reinforcing potentiality in the aforementioned business operation and strengthening capital structure. Yet, it improves financial liquidity and revolving fund which will be beneficial in a long run. Nevertheless, if the capital increase is insufficient to cover the objective as planned, the Company would seek for another source of capital fund to expand business the Company has planned such as funds from cash flow obtained from business operation,



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loans from financial institution and/or other sources of funds. Details are as stated in the objective of the capital increase.

## **5.4 Appropriateness of the price of newly issued ordinary shares to be offered by the Company under the private placement scheme, and the pricing source**

The Company has considered to offer price of newly issued shares to Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited at the offering price of Baht 0.35 per share calculated from the Market price (market price means the weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand for 7 consecutive days but not exceeding 15 consecutive days prior to the date on which the Board of Directors resolved to propose the said offering for approval at the Meeting of Shareholders for approving the capital increase and allotment of new shares. The price is calculated from 18 February 2019 to 11 March 2019, at Baht 0.37 per share), with a discount of 5.41% (not more than 10% of the market price). The mentioned offering price is an ordinary share offering price with a discount of not exceeding 10% of the market price according to the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement and the amended. The mentioned offering price is the price that both investors mutually consent to. The Company does not want to issue and offer ordinary shares at low price for the sake of interest of the Company and its shareholders.

## **5.5 Expected Effects on the Company's Business Operation, Financial Standing, and Operating Results as a Result of the Capital Increase**

The fund from the capital increase and allotment of new shares will increase the capital which strengthens the Company's financial statement, reduces financial costs in the future, enhances the Company's capacity in business operation and efficiently increases capacity in competition with other contractors. This will bring about sustainable growth in the future. However, if this capital mobilization does not succeed, the Company could lose great business opportunity meaning that the Company's business plan is unachievable. To sustain the financial ratios at an appropriate level. Nowadays, debt ratio to equity ratio is equivalent to 0.63 which generally the debt ratio to equity ratio for construction business is equal to 2. However, the Company intends to remain the mentioned ratio for the Company's interest in case that the Company would like to request for loan from financial institution. This is due to the fact that the debt ratio to equity 58 ratio is a part to be taken into consideration for loan from the financial institution. Details are as stated in the objective of the capital increase.

## **6. Directors' Affirmation regarding the capital increase**

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Offering increase ordinary share capital to the private placement, the Board of Directors certifies that the Board of Directors has carefully considered and verified the Investors' information and had the opinion that such Investors has high potential and abilities for the investment in the Company and could truly benefits the Company.

In case of the Board of Directors does not perform their duty with integrity and protecting the best interest of capital increase by any act or omission that do not in compliance with such duties and cause damage to the company, the shareholders are entitled to file a lawsuit to claim for damages from such director on behalf of the Company as specified in section 85 of the Securities and Exchange Act B.E.2535. Moreover, in case that such performance of duty causes a director or his/her related person to obtain undue benefit, the shareholders shall be entitled to file a lawsuit to claim for such benefit from such director on behalf of the Company as specified in section 89/18 of the Securities and Exchange Act B.E. 2535.

**7. Audit Committee's opinion regarding the capital increase and allotment of newly issued ordinary shares to private placement**

According to the Board of Directors' meeting no. 3/2019 held on 12 March 2019 with all member attending the meeting, the Audit Committee did not have different opinion from the Board of Directors opinion in the Board of Directors meeting no. 3/2019 held on 12 March 2019.

**The company certifies that the information in this report is accurate and complete.**

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(Miss Louise Taechaubol and Mr. Chirdsak Kukiattinun)

Authorized Director

**Information of the Warrants to Purchase the Ordinary Shares of  
Triton Holding Public Company Limited No.4 (TRITN-W4)**

**1. Details of warrants**

Type of securities offered for sale	:	Warrants to purchase ordinary shares of Triton Holding Public Company Limited No.4 (“TRITN-W4” or “Warrants”)
Type of warrants	:	Name of holder and prohibit to transfer. The Company shall not register any transfer of the warrants. Such transfer is non-transferable except transfer of inheritance.
Number of issued and offered	:	Not exceeding 320,000,000 units
Number of newly issued shares	:	Not exceeding 320,000,000 shares with a par value of Baht 0.10 or equivalent to 3.30% % of the total paid-up shares of the Company, 9,690,290, 488shares with a par value of Baht 0.10
Term of warrants	:	3 years from the date of issuance and offering
The warrant allocation method	:	Allocate to 2 investors through private placement as follows: 1. Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) with the amount of 280,000,000 units 2. The Brooker Group Public Company Limited (Brook) with the amount of 40,000,000 units
Allocation ratio	:	One warrant per 5 ordinary shares (any fraction will be deducted)
Offering price	:	0 Baht (zero Baht)/unit
Exercise ratio	:	One unit of TRITN-W4 per one ordinary share
Exercise price	:	Baht 0.40 per share. Except for the right adjustment according to the conditions of the right adjustment.
Issued date and offering date	:	After the 2 investors are allotted ordinary shares, reserve and make payment for such ordinary shares, or the date that The Board of Directors/ the Chairman of the Executive Board indicates.
First exercise date	:	30 June 2019 Moreover, it is expected that the allotment of ordinary shares for capital increase and the payment will be completed by February 2019.
Last exercise date	:	30 June 2022 (The expiration date of TRITN-W4)
Exercise period	:	The exercise dates will be last working day of March, June, September and December throughout the term of TRITN-W4. One year after the issuance date of TRITN-W4. The exercise notice period is within 5 business days before the exercise date

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		except the last exercise notice period is within 15 days before the last exercise date. If the day falls on a holiday, it will be shifted to the next business day.
Secondary market of warrant	:	Warrants No. 4 (TRITN-W4) will not be listed on the Stock Exchange of Thailand (SET).
Secondary market of newly issued shares by exercised warrants	:	After the exercise of adjustment of warrants, the Company will issue ordinary shares to reserve the exercise of adjustment to be listed on the Stock Exchange of Thailand (SET).
Adjustment of Warrant Rights		<p>The Company shall adjust the exercise price and the exercise ratio if any of the following events occurs in accordance with the following to ensure that TRITN-W4 Holders' rights and benefits are not negatively impacted:</p> <ol style="list-style-type: none"> <li>1. In the case of a change in the par value of the Company's share from a combination or split of shares.</li> <li>2. In the case of the Company's issuance of new shares to its existing shareholders and/ or the public and/ or specific investors by private placement at the price per share which is considered as low price when compare to the market price at the offering period or before offering period or the calculated price by Terms &amp; Conditions</li> <li>3. In the case of the Company's issuance of new securities to its existing shareholders and/ or public and/ or specific investors and such securities confer the right of conversion into ordinary shares or the right to purchase of ordinary shares ( such as convertible debentures or warrants representing rights to purchase ordinary shares), whereas the net price of the Company's new ordinary shares is considered as low price when compare to the market price at the offering period or before offering period or the calculated price by Terms &amp; Conditions</li> <li>4. In the case of the Company's payment of all or any dividends in the form of its ordinary shares.</li> <li>5. Distribution of cash dividend more than the specific amount which is indicated in Terms &amp; Conditions.</li> <li>6. Any events not mentioned in (1) to (5) above adversely affecting on the returns that the warrant holders shall receive when exercising TRITN-W4</li> </ol> <p>Anyhow, the Company might arrange the shareholders' meeting to approve the capital increase for the right adjustments as mentioned above and entrust The Board of Directors or any other person(s) designated by The Board of Directors to consider and</p>

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		determine the conditions and details of the right adjustments on the ratio and exercise price.
Condition of non-exercised warrant	:	The Company shall revoke all non-exercised warrants.
Registrar	:	Triton Holding Public Company Limited
Other conditions	:	The Board of Directors and/or Chairman of Executive Board and/or Chief Executive Officer and/ or any other person( s) designated by The Board of Directors or Chairman of Executive Board or Chief Executive Officer is authorized to prepare the Terms and Conditions of TRITN- W4 and to amend criteria, allocation, terms, conditions, issuance date, offering date, reason of new shares issued and other relevant details of the issue of TRITN- W4 as appropriateness in all aspects under the law and notification of the relevant authority. In addition, there will be the signing authority for relevant documents as well as the authority to undertake necessary and appropriate activities related to the issuance of TRITN- W4, including all aspects for the listing of TRITN- W3 and the listing of new ordinary shares resulted from the exercise of TRITN- W3 on the SET as well as obtaining necessary approvals from relevant regulators.

**2. Dilution effect to the shareholders are divided into 2 cases:**

[Please see details as shown in Enclosure 1](#)

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Enclosure 3

(F 53-4)

**Capital Increase Report**  
**Triton Holding Public Company Limited**

**12 March 2019**

I, Triton Holding Public Company Limited, ("Company") would like to report the resolution of the Board of Directors meeting no. 3/2019 on 12 March 2019 at 2 p.m. regarding the capital increase and allotment of share increase as follows:

**1. Capital Increase**

- 1.1. The board of Directors' meeting has passed a resolution to reduce registered capital of the Company by Baht 192,000,000 from the existing registered capital of the Company of Baht 1,161,029,408.80 to Baht 969,029,408.80 by cancelling 1,920,000,000 unissued registered shares of the Company, at a par value of Baht 0.10 due to the expiration of offering period according to the Notification of the Capital Market Supervisory Board No. TorChor 72/2558 Re: Approval for the Listed Companies to Issue the Newly-issued Shares to the Specific Investors (Codified) B.E. 2558 (2015)
- 1.2. The Board of Directors' Meeting has passed a resolution to increase registered capital of the Company from 969,029,408.80 Baht to 1,161,029,408.80 Baht by issuing ordinary shares of 1,920,000,000 shares with a par value of 0.10 Baht per share amounting 192,000,000 Baht by means of which the capital increase can categorized as follows:

Capital	Type of shares	No. of Shares (Shares)	Par Value (Baht per share)	Total
<input checked="" type="checkbox"/> Define the purpose of capital increase	Ordinary shares	1,920,000,000	0.10	192,000,000
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

**2. Allotment of the Capital Increase**

**2.1 Define the purpose of capital increase**

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Allotted to	No. of shares	Ratio (old : new)	Offering price (Baht/share)	Date and Time of Subscription and Payment	Remark
<b>Private Placement to 2 investors*</b> <b>Total 1,600,000,000 shares:</b> 1. Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) 2. The Brooker Group Public Company Limited (Brook)	Not exceeding 1,400,000,000  200,000,000	-	0.35 Baht/ share based on the weighted average price of the Company's shares	-	Please see Remark 1-2
To accommodate the exercise of warrants to purchase ordinary shares of the Company No. 4 (TRITN-W4) that will be offered to private placement (2 investors) in total of not exceeding 320,000,000 shares as follows: 1. Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) 2. The Brooker Group Public Company Limited (Brook)	Not exceeding 280,000,000  40,000,000	One warrant per 5 ordinary shares	0 Baht per share. One unit of TRITN-W4 can be exercised for one ordinary share. Exercise 0.40 Baht/ share.	Please see details in Attachment 2	

\*The 2 investors as aforementioned are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or

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concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor.12/2554, which is about "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

**Remark:** The Board of Directors' Meeting has passed the following resolutions

1. Approved to propose the reduction of registered capital of the Company by Baht 192,000,000 from the existing registered capital of the Company of Baht 1,161,029,408.80 to Baht 969,029,408.80 by cancelling 1,920,000,000 unissued registered shares of the Company, at a par value of Baht 0.10 due to the expiration of offering period according to the Notification of the Capital Market Supervisory Board No. TorChor 72/2558 Re: Approval for the Listed Companies to Issue the Newly-issued Shares to the Specific Investors (Codified) B.E. 2558 (2015) before the capital increase
2. Approved to propose the Shareholders' Meeting to consider and approve the increase of registered capital of the Company in the amount of Baht 192,000,000, from current registered capital of Baht 969,029,408.80 to Baht 1,161,029,408.80 by newly issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10
3. Approved to propose to the Shareholders' Meeting to consider and approve the issuance and offering ordinary shares to increase the capital from private placement to 2 investors with an amount of not exceeding 1,600,000,000 shares as per investors with a par value of Baht 0.10, and the offering price of Baht 0.35 per share, totaling Baht 560,000,000. Please see the details of Information Memorandum relating offering and allotment of newly issued ordinary shares to increase capital to Private Placement (Enclosure 1)

The above-mentioned offering price is not less than 90% of market price in accordance with the announcement of the Securities and Exchange Commission ("SEC"). The Company sets a discount of 5.41% of the market price (up to 10% of the market price). In order that, "Market Price" means the weighted average price of the Company's shares on the Stock Exchange of Thailand. ("SET") for not less than 7 consecutive business days but not exceeding 15 consecutive business days prior to the date the Board of Directors passes a resolution to propose the agenda to the shareholders meeting of the Company. To approve the capital increase and allotment of new shares. The price is calculated from 18 February 2019 to 11 March 2019, which is Baht 0.37 per share. The mentioned offering price is the price that both investors mutually consent to. The Company does not want to issue and offer ordinary shares at low price for the sake of interest of the Company and its shareholders.



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Due to the offering of new ordinary shares of the Company to the private placement is the offering of newly issued shares of the Company to private placement, the shareholders' meeting resolved to set the offering price according to the announcement of the Capital Market Supervisory Board Tor Jor. 72/2558 Re Approval for the Listed Companies to Offer Newly Issued Shares to Investors in Private Placement and the additional amended. In addition, the Company must obtain approval from the shareholders' meeting to offer the newly issued common shares to private placement. With the votes of not less than three quarter of the total number of votes of the shareholders attending the meeting and casting their votes, excluding the shareholders who have interest in the meeting. The company must also be permitted to offer newly issued ordinary shares of the Company to the private placement from the Office of the SEC in accordance with the aforementioned Notification.

The 2 investors as aforementioned are not related to the Company and are not connected persons with the Company its subsidiaries and the 2 investors are not related or connected to each other and the related or connected persons of the 2 investors are not connected persons to the Company and its subsidiaries in a way that leads to be within the scope of related persons and connected transactions pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules on Connected Transactions and not the persons in accordance with Section 258 (1) to (7) of the Company Securities and Exchange Act BE 2535. This would cause the Tender Offer to be included in the Tender Offer, that is, there is no other person who has a relationship or concert party or does not have a person under Section 258 of the Company Securities and Exchange Act BE 2535 and Amendments, or no person holding shares (Nominee). Therefore, the 2 investors are not obliged to do the Tender Offer for the entire securities of the Company since it still owns the Company's shares not up to 25% of the total voting rights of the Company. In accordance with the announcement of the Capital Market Supervisory Board No. Tor Jor. 12/2554, Re: Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

In addition, [even though the Company does not issue and offer ordinary shares at a low offering price, the 2 investors](#) agree to comply with the SET's silent period [right after the share allocation occurs](#) that is to say, the 2 investors agree to the period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET for the period of 6 months, the 2 investors then can gradually sell its shares at 25% of such shares.

Yet, in the event of the issuance and offering the Warrants No.4 (TRITN-W4), if the warrants conform, in the SET's silent period, the 2 investors agrees to comply with the silent period of prohibiting the sale of all capital increase ordinary shares within one year from the date that the shares commence trading on the SET. After the capital increase shares have been traded on the SET. For the period of 6 months, the 2 investors can gradually sell its shares at 25% of such shares.

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However, on the day the company issues new ordinary shares (Offering date) which is anticipated to be around end of February 2019, if the price discount is higher than 10% from the market price which is calculated by using the weighted average price of the share up to 15 business days consecutively before the Offering date, the Company shall make adjustment to warrant's rights to buy the company's shares no. 3 (TRITN-W3) per the rights' entitlement and adjustment to warrant's rights to issue and offer to directors, management and employees (TRITN-WA) per the rights' entitlement.

Issuing and offering the newly issued shares, the Board of Directors has proposed to the Shareholders' Meeting to consider appointing the Company's authorized directors or Executive Board or Chairman of Executive Board or Chief Executive Officer or a person authorized by the Company's authorized director or Executive Board in order to set guidelines, terms & conditions and other details necessary and related to the issuing of new shares and its allocation in line with the relevant laws which shall include but not limited to the Offering date, etc.

Other related details are appeared in Enclosure 1 and 2

## 2.1.1 Treatment of the Share Fraction

Regarding the calculation of the units Warrants No. 4 to be allotted to the 2 investors, if there is any fraction of shares arises from the calculation, the fraction it will be round down.

Regarding to the calculation of the Warrants units, if there is any fraction that is not a full unit of warrant arises from the calculation, the fraction will be round down. However, after the calculation of warrants to be allotted to shareholders, if there is any fraction of warrants left, the Company shall revoke those fractions. Thus, the warrants outstanding will be equal to warrants allotted to shareholders.

Moreover, if the exercise ratio and exercise price of warrants must be adjusted according to Terms and Conditions and the number of shares which will be received due to exercise of warrant has fraction, the fraction number of shares will be round down.

## 2.1.2 The amount of unallocated ordinary shares

None

## 2.2 General Mandate

None

## 3. Shareholders meeting date to approve the capital increase and share allotment

The date of Annual General Meeting of Shareholders is on 30 April 2019 at 2.00 p.m. at Srivara B (2<sup>nd</sup> Floor), Town in Town Hotel, No. 300/1 Ladprao 94, Srivara Rd., Phlabphla, Wangthonglang, Bangkok 10310. The record date to list the shareholders that are entitled to attend the meeting is 27 March 2019.

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## **4. Application for permission regarding capital increase and allotment to the related government agencies and condition of the application (if any)**

- 4.1 The Company receives an approval from the Annual General Meeting of Shareholders for the year 2019 of the Company regarding the capital increase. To increase capital, the votes shall not be less than three-fourth of the total number of votes of shareholders present at the meeting.
- 4.2 The Allotment of ordinary shares to increase capital to private placement and the allocation of Warrants No.4 (TRITN-W4) shall receive the majority votes of the total number of votes of entitled shareholders present at the meeting.
- 4.3 The Company will apply the registration of capital increase and paid-up capital at the Department of Business Development at the Ministry of Commerce and
- 4.4 The Company will apply for approval to offer newly issued ordinary shares to private placement and to issue and offer warrants to purchase ordinary shares of the Company at the Securities and Exchange Commission and the Stock Exchange of Thailand.

## **5. The Company will apply to the Stock Exchange of Thailand to accept these securities to be listed securities**

- Ordinary shares offered to private placement
- Ordinary shares occurred from the exercise of adjustment of Warrants No.4 (TRITN-W4) holders

## **6. Objective of the capital increase and a plan to use the capital increase**

- 6.1 The objective of capital increase is for the purpose of business operation plan and business expansion which results in growth and sustainable stability of business operation. [Please see details as shown in Enclosure 1 Clause 3 Re: Objective, Rationale and Necessity of the Issuance and Allotment of Ordinary shares to Private Placement and Proceeds Utilization.](#)
- 6.2 To reserve the exercise of the TRITN- W4 which shall be issued to the 2 investors after the allocation of the Warrant TRITN-W4

## **7. Expected benefits that the Company will receive after the capital increase and allotted of newly ordinary shares**

- 7.1 To increase the Company's capital in order to operate and expand business and the preparation to operate new construction projects which has already been awarded and will be awarded to the Company, which will result in increasing revenues.
- 7.2 The 2 investors have extensive business connection. They are not involved in the Company management even though they hold the Company's shares. However, the investors could assist on giving advice and make suggestion about business operation and the Company has the opportunity to know and create various business partnership which benefits the Company's construction business in the future.

# TRITON

## 8. Expected benefits for the Company's shareholders from capital increase/allotted of newly issued shares

8.1 The Company's dividend policy is to pay dividend not less than 50% of yearly net profit after deducting corporate income tax and legal reserved as appropriate.

8.2 The individuals that reserve to purchase ordinary shares and the shareholders who receive Warrants No.4 (TRITN-W4) allotted have the right to receive dividend in the same manner as the Company's shareholders after the date that their names have been recorded in shareholders register and registered at the Ministry of Commerce.

## 9. Other information for shareholders to consider the resolution of capital increase and / allotment of newly issued shares

The private placement and the allocation of warrants to 2 private placement investors will have an impact to the shareholders of the Company. Please see details [as shown](#) in Enclosure 1 and 2

## 10. Time table to proceed if The Board of Directors approve capital increase and / allotment of newly issued shares

No.	Process	Date
1	Board of Directors Meeting No.3/2019	12 March 2019
2	Record date to define the shareholders that entitled for the Annual General Meeting of Shareholders for the year 2019	27 March 2019
3	Annual General Meeting of Shareholders for the year 2019	30 April 2019
4	Submit the capital increase form to Ministry of Commerce	Within 14 days since the resolution has been approved in the shareholders' meeting
5	Request for approval from the Stock Exchange of Thailand to issue and offer ordinary shares to private placement	By 13 May 2019
6	Offer ordinary shares to increase capital to private placement and offer warrants to private placement	Soon after completing from the aforementioned process 1-5, expecting the selling ordinary shares to occur within <a href="#">May 2562</a> or the date the Board of Directors/ the Chairman of the Executive Board <a href="#">and/or Chief Executive Officer</a> indicates.
7	Register paid-up capital	After offering ordinary shares and paid by private placement
8	Listed date of private placement shares in SET	Within Q2 in 2019

The company certifies that the information in this report is accurate and complete.

# TRITON

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(Miss Louise Taechaubol and Mr. Chirdsak Kukiattinun)

Authorized Directors