

# TRITON

No. 009/2019

30 April 2019

Subject: Notification of Resolutions of Annual General Meeting of Shareholders 2019  
Attention: The President  
The Stock Exchange of Thailand

Triton Holding Public Company Limited ("Company") held an Annual General Meeting of Shareholders 2019 on 30 April 2019, at 14.00 hours at Srivara B (2<sup>nd</sup> Floor), Town in Town Hotel. No. 300/1 Ladprao 94, Srivara Rd., Phlabphla, Wangthonglang, Bangkok. The Company hereby notifies resolutions of the meeting as follows:

1. Adoption of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 on 6 November 2018 by the majority votes of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,837,938,076	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	0.0000
Total	3,837,938,076	Votes	Equivalent to	100.0000

2. Acknowledgement of the Company's operational results of preceding year 2018, providing that this agenda does require no voting.

3. Approval of the Company's Consolidated Financial Statement and Separated Financial Statement for the year 2018 and the report of the auditor for the year ended 31 December 2018 by the majority votes of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,838,033,116	Votes	Equivalent to	100.0000
Disapproved	0	Votes	Equivalent to	0.0000
Abstained	0	Votes	Equivalent to	0.0000
Total	3,838,033,116	Votes	Equivalent to	100.0000

4. Approval of the appropriation the net profit for legal reserve fund at a rate of 5% of the net profit for the year 2018 which is equivalent to THB 2,810,366.15 and the dividend payment for the year 2018 at THB 0.0034 per share, in totaling THB 27,314,166.58 with a record date for determining the list of shareholders who are entitled to

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receive dividend on 13 May 2019 and a dividend payment date to be on 24 May 2019 by the majority votes of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,838,033,116	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,838,033,116	Votes	Equivalent to	100.00

5. Approval of the election of directors to replace the directors who retired by rotation by the majority votes of the shareholders who attended the meeting and were entitled to votes with the following votes:

## 5.1 Mr. Natdanai Indrasukhsri

Approved	3,875,888,516	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,875,888,516	Votes	Equivalent to	100.00

## 5.2 Mr. Adipong Puttarawigrom

Approved	3,875,888,516	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,875,888,516	Votes	Equivalent to	100.00

## 5.3 Mr. Chirdsak Kukiattinun

Approved	3,875,888,516	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,875,888,516	Votes	Equivalent to	100.00

6. Approval of the annual Directors' remuneration of 2019 in the amount of not exceeding THB 7,000,000, a decrease from 2018 which was in the amount of not exceeding THB 10,000,000 to suit with the Company's business and Director structure in 2019 with the details as follows:

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Remuneration type	2019
<b>1. Director remuneration</b> 1.1 Monthly remuneration Only for non-executive directors 1.1.1 Chairman 1.1.2 Director	50,000 Baht/month/person 30,000 Baht/month/person
1.2 Attendance Fee of the Company's Board Only directors who attend the meeting 1.2.1 Chairman 1.2.2 Director	20,000 Baht/person/time 15,000 Baht/person/time
1.3 Attendance Fee of the Subcommittee Only directors who attend the meeting 1.3.1 Chairman of subcommittee 1.3.2 committee	15,000 Baht/person/time 10,000 Baht/person/time
<b>2. Other remunerations</b>	Remuneration in the form of pension, the Company will allocate pension from the remaining remuneration at the end of the year to each director with considering by the overall operation and working period. When combined with the monthly remuneration and meeting fee, overall remuneration can still be compared with the rate paid by other listed companies in the same size.

This agenda is approved with a vote of no less than two-thirds of the total number of votes by the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,875,888,516	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,875,888,516	Votes	Equivalent to	100.00

7. Approval of the appointment of the auditors for the 2019 accounting period by granting any of the below auditors to audit, review and express opinions on the Company's Financial Statements with the details as follows:

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No.	Name-Last name	CPA No.	Auditing Firm
1	Mr. Wonlop Vilaivaravit and/or	6797	Deloitte Touche Tohmatsu Jaiyos
2	Mr. Chavala Tienpasertkij and/or	4301	
3	Dr. Kiatniyom Kuntisook and/or	4800	
4	Miss Kornthong Luangvilai	7210	

Remark: only the fourth auditor will audit the Company's subsidiaries excluding Triton Holding Public Company Limited

Moreover, the fix for the Company's audit fees for year 2019 in the amount of THB 2,260,000 and the remuneration for the Company's subsidiaries in the amount of THB 3,003,000, in totaling THB 5,263,000 is approved by the majority votes of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,876,336,816	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,876,336,816	Votes	Equivalent to	100.00

8. Approval of the decrease of registered capital of the Company in the amount of THB 192,000,000 from the previous registered capital of THB 1,161,029,408.80 to the new registered capital of THB 969,029,408.80 by cutting off the unissued ordinary shares due to the ending period of offering pursuant 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). After the reduction of the registered capital, the Company will have the remaining ordinary shares in the amount of 1,656,715,681 shares which are reserved for the exercise of Warrants to Purchase the Ordinary Shares of the Company No.3 (TRITN-W3) and for the exercise of Warrants to Purchase Ordinary Shares of the Company issued to directors, executives and employees (TRITN-WA) which the Company needs not to decrease the registered capital by the votes of not less than three-fourths of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,908,681,416	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,908,681,416	Votes	Equivalent to	100.00

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9. Approval of the amendment to Clause4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the decrease of registered capital of the Company *"Clause 4 Registered Capital of Baht 969,029,408.80 (nine hundred sixty-nine million, twenty-nine thousand, four hundred eight and eighty Satang), divided into 9,690,294,088 shares (nine billion, six hundred ninety million, two hundred ninety-four thousand, eighty-eight shares), with a par value of Baht 0.10 (Ten Satang) each, categorized into Ordinary shares 9,690,294,088 shares (nine billion, six hundred ninety million, two hundred ninety-four thousand, eighty-eight shares) and preference shares none shares(-shares)" by the votes of not less than three-fourths of the shareholders who attended the meeting and were entitled to votes with the following votes:*

Approved	3,908,681,416	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,908,681,416	Votes	Equivalent to	100.00

10. Approval of the issuance and offering ordinary shares to increase the capital via private placement with the amount of not exceeding 1,600,000,000 shares, at a par value of Baht 0.10 and the offering price of Baht 0.35 per share to two investors as follows:

- (1) ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of 1,400,000,000 shares
- (2) The Brooker Group Public Company Limited in the amount of 200,000,000 shares

The meeting has approved to appoint 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 by the votes of not less than three-fourths of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,908,681,416	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,908,681,416	Votes	Equivalent to	100.00

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11. Approval of the issuance and offering the Warrants to purchase the ordinary shares of the Company No.4 (“TRITN-W4”) via Private Placement (Warrant-PP) in the amount of 320,000,000 units, at the zero price and the exercise price of Baht 0.40 per share. The Company shall not register the Warrant with the Stock Exchange of Thailand. The private placement consists of 2 investors namely,

- (1) ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of not exceeding 280,000,000 units
- (2) The Brooker Group Public Company Limited in the amount of not exceeding 40,000,000 units,

by 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 by the votes of not less than three-fourths of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,908,681,416	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,908,681,416	Votes	Equivalent to	100.00

12. Approval of 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 by the votes of not less than three-fourths of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,908,681,416	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,908,681,416	Votes	Equivalent to	100.00

13. Approval of the amendment to Clause 4. of the Memorandum of Association of the Company with respect to the registered capital to be in line with the increase of registered capital of the company “Clause 4 Registered Capital of Baht 1,161,029,408.80 (one billion, one hundred sixty one million, twenty-nine thousand, four hundred eight and eighty Satang), divided into 11,610,294,088 shares (eleven billion, six hundred ten million, two hundred ninety four thousand, eighty-eight shares), with a par value of Baht 0.10 (Ten Satang) each, categorized into ordinary shares 11,610,294,088 shares (eleven billion, six hundred ten million, two hundred ninety four thousand,

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eighty-eight shares) and preference shares of none shares (-shares)” by the votes of not less than three-fourths of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,908,681,416	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,908,681,416	Votes	Equivalent to	100.00

14. Approval of the allocation of newly issued ordinary share for capital increase as follows:

(1) Allocation of not exceeding 1,600,000,000 newly issued ordinary shares to be reserved for the issuance and offering ordinary shares to increase capital via private placement to Zico Trust (s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of 1,400,000,000 shares and The Brooker Group Public Company Limited in the amount of 200,000,000 shares

(2) Allocation of not exceeding 320,000,000 newly issued ordinary shares to be reserved for the exercise of Warrants No.4 (TRITNW4) which are issued and offered Warrant-PP to ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of 280,000,000 shares and The Brooker Group Public Company Limited in the amount of 40,000,000 Shares, by the votes of not less than three-fourths of the shareholders who attended the meeting and were entitled to votes with the following votes:

Approved	3,908,681,416	Votes	Equivalent to	100.00
Disapproved	0	Votes	Equivalent to	0.00
Abstained	0	Votes	Equivalent to	0.00
Total	3,908,681,416	Votes	Equivalent to	100.00

Please be informed accordingly.

Sincerely yours,

(Mr. Chirdsak Kukiattinun)

Chief Executive Officer

Triton Holding Public Company Limited