

TRITON

Invitation to Annual General Meeting of Shareholders for the year 2019

Triton Holding Public Company Limited

On 30 April 2019 at 2 p.m.

**At Srivara B (2nd Floor), Town in Town Hotel,
No. 300/1 Ladprao 94, Srivara Rd.,
Phlabphla, Wangthonglang, Bangkok 10310**



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12 April 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders
Attention: All shareholders
Triton Holding Public Company Limited (TRITN)

Enclosure:

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 on 6 November 2018
2. Annual report 2018 and Financial Statement for the year ended 31 December 2018 (QR code)
3. Profile of Directors due to retired by rotation and nominated to resume directorship
4. Remuneration of Directors 2019
5. Remuneration of Auditors 2019
6. Information Memorandum regarding the Offering and Allotment of the Newly Issued Shares via Private Placement
7. Information Memorandum regarding the Issuance and Offering the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) to Private Placement
8. Information of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) for Private Placement
9. Capital increase report form (F 53-4)
10. Proxy Form A
11. Proxy Form B with the allonge
12. Profiles of the Independent Directors whom shareholders may appoint as proxy holders to attend the meeting and vote on their behalf
13. The documents confirming the right to attend the meeting of the shareholders or their proxies
14. Company's Articles of Association regarding the shareholder's meeting
15. Map of the venue for the Annual General Meeting of Shareholders 2019

The Board of Directors Meeting of Triton Holding Public Company Limited ("Company") has a resolution to convene Annual General Meeting of the Shareholders 2019 on 30 April 2019, at 2 p.m., Srivara B (2nd Floor), Town in Town Hotel, No. 300/1 Ladprao 94, Srivara Rd., Phlabphla, Wangthonglang, Bangkok 10310 to consider the following agenda items:

Agenda item 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 held on 6 November 2018

Rationale:

The Extraordinary General Meeting of Shareholders No. 1/2018 was held on 6 November 2018. The Minutes of the Meeting were submitted to the Stock Exchange of Thailand and Ministry of Commerce within 14 days and disclosed on the Company's website (www.triton.co.th). A copy of the Minutes is attached in Enclosure 1.

Opinion of the Board:

The Board of Directors is of the opinion that the Minutes of the Extraordinary General Meeting of Shareholder 2018 held on 6 November 2018 were comprehensively and accurately recorded and recommends the adoption of the minutes.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 2 To consider and acknowledge the operational results of the preceding year 2018

Rationale:

The Company had summarized relevant details of its operational results of the year 2018 as set out in the Annual Report (QR code) which had been delivered along with the invitation to the shareholders' meeting to all shareholders in order for the shareholders to study the details in advance as appeared in Enclosure 2.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the meeting to acknowledge the operational results of the preceding for the year 2018.

Resolution:

This agenda item was only for acknowledgment; there would be no voting.

Agenda item 3 To consider and approve of the consolidated financial statements and separate financial statement for the year 2018 ended 31 December 2018 and the auditor report

Rationale:

The Statement of Financial Statement and Separate Financial Statement for the accounting period ended 31 December 2018, as set out in the Financial Statement that had been sent to the shareholders together with the Annual Report 2018. The Financial Statement was reviewed by the auditor, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, assessed and approved by the Audit Committee Meeting No. 1/2019 on 25 February 2019, and approved by the Board of Directors meeting no. 2/2019 on 27 February 2019.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Meeting to consider and approve the Consolidated Financial Statement and Separate Financial Statement which have been audited by the auditor for the accounting period ended 31 December 2018.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 4 To consider the appropriation of net profit as legal reserve fund and the dividend payment for year 2018

Rationale:

The dividend payment must be approved by the shareholders' meeting as set out in the Public Limited Companies Act, BE 2535 (1992) and the Company's Article of Association. The Company is able pay dividend only from its net profit. If the Company still has deficit, dividend payment is prohibited and the appropriation of net profit as legal reserve fund is not required.

Moreover, according to the separate financial statement and income statement for the accounting period ended 31 December 2018, the Company generated a net profit of Baht 56,207,323 and is free from deficit. Therefore, the Company is going to pay dividend to the Company's shareholders. The Company shall appropriate the net profit for legal reserve fund at a rate of 5% of the net profit which is equivalent to Baht 2,810,366.15. as set out in the Company's dividend policy, the Company shall pay dividend at Baht 0.0034 per share, in a total amount of Baht 27,314,166.58.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Meeting to approve the appropriation of net profit as legal reserve fund of Baht 2,810,366.15 and the dividend payment at Baht 0.0034 per share, in totaling of Baht 27,314,166.58.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 5 To consider the reelection of Directors who retired by rotation for another term

Rationale:

In accordance with Article 18 of the Company's Articles of Association stating that one-third of the total Directors must retire from office at every Annual General Meeting of shareholders. If the number of the total Directors is not multiple of three, then the number of Directors nearest to one-third must retire from office, whereby a Director who vacates office under this section may be re-elected.

At the Annual General Meeting of Shareholder 2019, there are three Directors who must retire by rotation, namely, (1) Mr. Natdanai Indrasukhsri, (2) Mr. Adipong Puttarawigrom, and (3) Mr. Chirdsak Kukiattinun.

The Nomination and Remuneration Committee have considered the qualifications of the Directors pursuant to the nomination procedures and deemed that three Directors namely, (1) Mr. Natdanai Indrasukhsri, (2) Mr. Adipong Puttarawigrom, and (3) Mr. Chirdsak Kukiattinun are proficient and possess a various range of expertise; therefore, they are deemed qualified for their positions. It is appropriate to propose that three Directors to be re-elected as Directors of the Company for another term. The details on education and experiences of the Director are presented in Enclosure 3.

Opinion of the Board:

The Board of Directors therefore, agrees with the Nomination and Remuneration Committee and deemed it appropriate to propose to the Meeting to acknowledge the Directors who must retire by rotation namely, (1) Mr. Natdanai Indrasukhsri, (2) Mr. Adipong Puttarawigrom, and (3) Mr. Chirdsak Kukiattinun and to consider appointing three directors namely, (1) Mr. Natdanai Indrasukhsri, (2) Mr. Adipong Puttarawigrom, and (3) Mr. Chirdsak Kukiattinun to be Directors for another term.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 6 To consider and approve the remuneration for Directors for the year 2019

Rationale:

According to Article 16 of the Company's Articles of Association on the fixing of the remuneration of the directors stating that the fixing of director's remuneration shall be in accordance with a resolution passed by a shareholders' meeting, the Nomination and Remuneration Committee has considered the criteria to specify on remuneration payment, as well as taken into suitability in various part of the rate of remuneration and compared it with the rate paid by other listed companies in the same industry, the potential business expansion and the profit growth of the Company, as well as the reduction of the number of Directors from 13 Directors to 9 Director to suit with the Company's business structure. It is appropriate to propose to the Meeting to consider and approve the Director's remuneration for the year 2019 at the amount of not exceeding Baht 7,000,000. The details of remuneration is presented in Enclosure 4.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Meeting to consider and approve the remuneration for Directors for the year 2019.

Resolution:

This agenda item shall be approved with a vote of no less than two-thirds of the total number of votes cast by the shareholders attending the meeting.

Agenda item 7 To consider and approve the appointment of the auditors and fix the audit fee for the year 2019

Rationale:

The Company allows many audit companies to offer the audit fee for the year 2019 to the Audit Committee for consideration of qualifications and choose to be the auditor of the Company. The Audit Committee has considered the qualifications of each auditor and was of the view that Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 and/or Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. are reputable and trustworthy auditors having knowledge and capability. Moreover, comparing the remuneration rates proposed by this auditor to others, it is lower than other auditors. Therefore, it is appropriate to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to provide the audit services for the Company in 2019. In addition, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. performed well throughout the year 2018 which is the most suitable reason for the Company to appoint this auditor to provide audit service for the Company in 2019. In this regard, the auditors' remuneration for the year 2019 has been fixed at the amount of Baht 2,260,000 and that of its subsidiaries have been fixed in total of Baht 3,003,000. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2019 have been fixed at Baht 5,263,000. The details of the remuneration are presented in Enclosure 5.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Meeting to consider and approve the appointment of Mr. Mr. Wonlop Vilaivaravit, Cetified Public Accountant No. 6797 and/or Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 and/or Mr. Chavala Tienpasertkij Cetified Public Accountant No. 4301 and/or Dr.

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Kiatniyom Kuntisook Certified Public Accountant No. 4800 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company with the auditor's remuneration of the Company and subsidiaries of Baht 5,263,000.

Resolution:

This agenda item requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

Agenda item 8 To consider and approve the decrease of registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 1,161,029,408.80 to new registered capital of Baht 969,029,408.80 by cutting off 1,920,000,000 ordinary shares, at a par value of Baht 0.10

Rationale:

Pursuant to the Extraordinary General Meeting of Shareholders No. 1/2018 on 6 November 2018, the Meeting passed a resolution to increase registered capital 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, in order to allot such ordinary shares to Asia Alpha Equity Fund 3 in the amount of 1,400,000,000 shares and offer 280,000,000 shares reserved for exercising warrants; and to The Brooker Group Public Company Limited in the amount of 200,000,000 shares and offer 40,000,000 shares reserved for exercising warrants. The Company later specified the share subscription and payment date to both investors; however, due to the inexact understanding regarding the period of share subscription and payment, both investors made share subscription and payment later than the period stated in 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) specifying that the Company must complete share offering within 3 months from the date the Meeting has approved. Due to the aforesaid legal limitation, the Company could not issue and offer such ordinary shares.

As a result, the Company needs to reduce the registered capital by cutting off such ordinary shares that could not be issued and offered, and proposes to the Meeting to consider the reduction of the registered capital of the Company in the amount of Baht 192,000,000 from previous registered capital of Baht 1,161,029,408.80 to new registered capital of Baht 969,029,408.80 by cutting off the unissued ordinary shares of 1,920,000,000 shares, at a par value Of Baht 0.10.

After the reduction of the registered capital aforesaid, the Company's registered capital shall be Baht 969,029,408.80, divided into 9,690,294,088 shares at a par value of Baht 0.10 with paid-up capital of Baht 803,357,840.70, divided into 8,033,578,407 shares at a par value of Baht 0.10. However, the remaining ordinary shares of 1,656,715,681 shares, at a par value of Baht 0.10 the Company keeps apart from this reduction, is ordinary shares for reserving the exercise of Warrants to purchase the ordinary shares of the Company No.3 (TRITN-3) and the exercise of Warrants to purchase ordinary shares of the Company issued to directors, executives and employees (TRITN- WA) in the amount of 1,606,715,681 shares and 50,000,000 shares respectively.

Opinion of the Board:

The Board of Directors, therefore, deemed it appropriate to propose to the Meeting to consider and approve the reduction of registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 1,161,029,408.80 to new registered capital of Baht 969,029,408.80 by cutting off 1,920,000,000 ordinary shares, at a par value of Baht 0.10.

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Resolution:

This agenda requires the approval of the votes of not less than three-fourths of the total number of votes of shareholders who present at the meeting and are entitled to vote.

Agenda item 9 **To consider and approve 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**

Rationale:

In compliance with the Public Limited Companies Act B.E. 2535 (1992) stating that when the Company reduces its registered capital, the Company must amend its Memorandum of Association; therefore, the Company would like to propose to the Meeting to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company to be line with the reduction of registered capital of the Company as follows:

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

Opinion of the Board:

The Board of Directors deems appropriate to propose to the 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 reduction of registered capital of the Company.

Resolution:

This agenda requires the approval of the votes of not less than three-fourths of the total number of votes of shareholders who present at the meeting and are entitled to vote.

Agenda item 10 To consider and approve the issuance and offering ordinary shares to increase the capital to private placement with an 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, totaling Baht 560,000,000

Rationale:

Pursuant to the previous issuance and offering of ordinary shares via Private Placement, the legal limitation affects the ability to issue and offer the ordinary shares via Private placement to the investors namely, ZICO Trust(s) Ltd. As

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Trustee of Asia Alpha Equity Fund 3 (AAEF3) and The Brooker Group Public Company Limited (Brook) within three-month period specifying 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) ("Notification"). However, with the intention of both investors who trust and believe that the Company can strongly grow in future and generate great return to the shareholders, both investors has confirmed to invest in the Company as the Company has plan to expand its business and has fund utilization plan based on reasons and necessity as previously stated; that is to say, the Company has plan and necessity to increase capital for business operation and preparation for business expansion in the future. At present, the Company has plan to operate in several large-scale construction projects which are during a preparation process before entering construction site. Some projects the Company has also entered into a Memorandum of Understanding with the project owner already. In addition, operating each project requires sufficient cash flow to be used as revolving fund to operate each project. Besides, in the initial stage of project operation the Company needs guarantee issued by the commercial bank to be used guarantee with the project 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 is at the average rate of approximately 30-50% of the collateral value. 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 Transportation project. Hence, according to the necessity as mentioned, the best way for capital preparation is capital mobilization by increasing the capital from via 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"> 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 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. 	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
	Total	560	

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The Company needs to reprocess the capital increase again, thus the Company hereby proposes to the Meeting to consider the issuance and offering ordinary shares to increase the capital to private placement with an amount of not exceeding 1,600,000,000 shares, at a par value of Baht 0.10, totaling Baht 560,000,000, at the offering price of Baht 0.35 per which is not less than 90% of market price in accordance with the announcement of the Securities and Exchange Commission (“SEC”) (with a discount of not exceeding 10% of market price). “Market price” means the weighted average price of the Company’s ordinary shares traded on the Stock Exchange of Thailand for 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. In this instance, it is an offering of newly issued ordinary shares via Private Placement and the Meeting clearly identifies the offering 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. Hence, This Company needs the approval of the votes of not less than three-fourths of the total number of votes of shareholders who present at the meeting, excluding the shareholders who have interest in the Meeting and an approval for the issuance and offering of newly issued ordinary shares to Private Placement from the SEC according to the aforesaid Notification. The Company shall issue and allot ordinary shares via Private Placement to two investors 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 14.53% 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 2.08% of the paid-up capital (before exercise 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.

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 of 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).

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

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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, waiting 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 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 see additional details as presented in Enclosure 6

Opinion of the Board:

The Board of Directors deems appropriate to propose to the Meeting to consider and approve the issuance and offering ordinary shares to increase the capital via private placement to two investors with an 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, totaling Baht 560,000,000

Resolution:

This agenda requires the approval of the votes of not less than three-fourths of the total number of votes of shareholders who present at the meeting and are entitled to vote.

Remark:

The consideration of Agenda item 10, 11, 12, 13 and 14 is considered as related agendas; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

Agenda item 11 To consider and approve 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 not exceeding 320,000,000 units at a ratio of 1 unit of warrant to 1 share, at the exercise price of Baht 0.40 per share

Rationale:

According to the two investors namely, ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) and The Brooker Group Public Company Limited have intention to invest in the Company by purchasing ordinary shares via Private Placement, both investors also have another condition which is that the Company must issue and offer the Warrants to purchase the ordinary shares of the Company along with issuing and offering newly issued ordinary shares via Private Placement at the same time, which comply with the long-term business expansion policy of the Company. That is to say, the Company needs to be financially prepared for new construction projects which each project takes a long period of two to three years to complete. Therefore, the long-term capital utilization plan is very important; therefore, the Company has necessity to increase capital to reserve for new project. Regarding the previous agenda item on the issuance and offering ordinary shares of the Company to two investors via Private Placement to invest in the Company which the two investors are interested in investing in the Company under a condition that beside the issuance and offering of ordinary shares, the two investors shall be issued and offered with the Warrant to purchase the ordinary shares of the Company No.4 (TRITN-W4); this is also for reserving future projects and keeping good connection and business partnership in long term. The Company therefore, has necessity to issue and offer the Warrant to purchase the ordinary shares of the Company no.4 (TRITN-W4) of not exceeding 320,000,000 units via Private Placement (Warrant-PP) to the two investors, without cost incurred, at the ratio of 5 existing ordinary shares to 1 units of warrant (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 Company shall not register of the Warrant (TRITN-W4) with the Stock Exchange of Thailand (SET) which comply with transfer limitation rule and other relevant regulations.

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
- (2) The Brooker Group Public Company Limited in the amount of not exceeding 40,000,000 units

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.

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

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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.

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.

Please see additional details as presented in Enclosure 7-8

Opinion of the Board:

The Board of Directors deems appropriate to propose to the Meeting to consider and approve 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 not exceeding 320,000,000 units to two investors.

Resolution:

This agenda requires the approval of the votes of not less than three-fourths of the total number of votes of shareholders who present at the meeting and are entitled to vote.

Remark:

The consideration of Agenda item 10, 11, 12, 13 and 14 is considered as related agendas; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

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

Rationale:

According to the plan of business operation and necessity to increase capital for utilizing in business operation and business expansion, the Company issues and offers warrants to purchase ordinary shares of the Company No.4 (TRITN-W4) to private placement consisting of 2 investors namely, ZICO Trust(s) Ltd. As Trsuttee of Asia Alpha Equity Fund #3 (AAEF3) and The Brooker Group Public Company Limited. The Company, therefore, needs to increase registered capital of the Company to reserve for plan aforesaid 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 see additional details as presented in Enclosure 9.

Opinion of the Board:

The Board of Directors deems appropriate to propose to the 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.

Resolution:

This agenda requires the approval of the votes of not less than three-fourths of the total number of votes of shareholders who present at the meeting and are entitled to vote.

Remark:

The consideration of Agenda item 10, 11, 12, 13 and 14 is considered as related agendas; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

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 line with the increase of registered capital of the company.

Rationale:

According to the Public Limited Companies Act B.E. 2535 specifying that in case of increase registered capital, the Company shall amend the Memorandum of Association of the Company. Therefore, the Company makes the amendment to Clause 4. of the Memorandum of Association of the Company in order to be in line with the increase of registered capital is 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>

Opinion of the Board:

The Board of Directors deems appropriate to propose to the 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 “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 of 11,610,294,088 shares *(eleven*

billion, six hundred ten million, two hundred ninety four thousand, eighty-eight shares) and preference shares of none shares”

Resolution:

This agenda requires the approval of the votes of not less than three-fourths of the total number of votes of shareholders who present at the meeting and are entitled to vote.

Remark:

The consideration of Agenda item 10, 11, 12, 13 and 14 is considered as related agendas; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

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

- a. **Allocation of a total of not exceeding 1,600,000,000 newly issued ordinary shares to 2 private placement investors; and**
- b. **Allocation of a total of not exceeding 320,000,000 newly issued ordinary shares to be reserved for the exercise of Warrants No.4 (TRITN-W4) which are issued and offered to 2 investors via private placement (Warrant-PP)**

Rationale:

As the Company increases its registered capital specified in Agenda item 12 to comply with Public Limited Companies Act B.E. 2535, the Company needs to allot ordinary shares for capital increase to reserve the increase of the registered capital as mentioned with the details 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 via private placement to two investors.
- 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 offered Warrant-PP to two investors.

Opinion of the Board:

The Board of Directors deems appropriate to propose to the Meeting to consider and the allocation of newly issued ordinary share for 2 investors via Private Placement in the amount of not exceeding 1,600,000,000 shares and the allocation of not exceeding 320,000,000 ordinary shares to be reserved for the exercise of Warrants No.4 (TRITN-W4) to 2 investors via private placement.

Resolution:

This agenda requires the approval of the votes of not less than three-fourths of the total number of votes of shareholders who present at the meeting and are entitled to vote.

TRITON

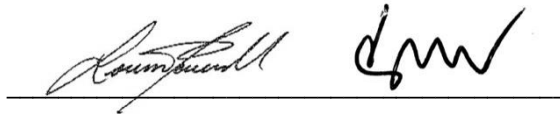
Remark:

The consideration of Agenda item 10, 11, 12, 13 and 14 is considered as related agendas; therefore, if any of the Agenda items has not been approved by the meeting of shareholders, the Company shall cancel the proposal of all related Agenda items.

Agenda item 15 To consider other matters (if any)

The Company invites all shareholders to attend the meeting and vote by you as of the date and place specified above. If the shareholders would like to appoint another person to attend the meeting and vote on behalf of you, please complete the proxy form as attached with this invitation letter and give it to the Chairman of the meeting or individuals whom the Chairman appointed before the meeting begins.

Sincerely yours,



(Miss Louise Taechaubol and Mr. Chirdsak Kukiattinun)

Authorized Director

Remark:

1. For your convenience, it is kindly requested that the shareholders and/or the proxies bring the registration form which has a barcode to the registration staff on the meeting date.
2. The shareholders can download the invitation letter for the Annual General Meeting of Shareholders 2019 and the accompanying documents from website www.triton.co.th from 12 April 2019 onwards.
3. To facilitate the registration process, shareholders can send the completed proxy form in advance to the following address: Legal department and Company Secretary, Triton Holding Public Company Limited, no. 60 Soi Praditmanutham 19, Praditmanutham Road, Lat Phrao, Lat Phrao, Bangkok 10230.

Attn: Registrar of Public Company Limited
Department Stock Exchange of Thailand
The Securities and Exchange Commission

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018

of

Triton Holding Public Company Limited

Time and Place:

The Extraordinary General Meeting of Shareholders no. 1/2018 of Triton Holding Public Company Limited was held on November 6, 2018 at 14.00 hours at Ratchada Ballroom (6th floor) SC Park Hotel, no. 474 Soi Ramkamhang 39 (Thepleela 1), Plub Pla Sub-district, Wang Thong Lang District, Bangkok.

Directors present at the meeting:

1. Gen. Lertrat	Ratanavanich	Chairman of the Board of Directors/ Independent Director
2. Pol. Gen. Weerapong	Chuenpagdee	Vice Chairman
3. Mr. Natdanai	Indrasukhsri	Chairman of the Audit Committee/ Independent Director
4. Miss Louise	Taechaubol	Chairman of the Executive Committee
5. Mr. Pipat	Suvanajata	Chief Executive Officer
6. Mrs. Narumol	Chattawan	Chief Financial Officer
7. Mr. Adipong	Puttarawigorm	Audit Committee/ Independent Director
8. Pol. Col. Kidanun	Komkhum	Audit Committee/ Independent Director
9. Mr. Surabhon	Kwunchaithunya	Director
10. Mr. Chirdsak	Kukiattinun	Director

Director(s) absent from the meeting:

1. Mr. Boonlue	Prasertsopar	Director
2. Pol. Maj. Gen. Ittipol Ittisarnronnchai		Independent Director
3. Mr. Chanachai	Joonjiraporn	Audit Committee/ Independent Director

The Company's Auditor present at the meeting:

1. Ms. Viriya	Kemawat	Deloitte Touche Tomatsu Jaiyos Auditing Co., Ltd.
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The Company's Legal Counsellor present at the meeting:

1. Ms. Sophavadee Uttamobol	Thai Consultant Co., Ltd.
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Preliminary Proceeding:

Gen. Lertrat Ratanavanich, Chairman of the Board of Directors and Independent Director, acted as Chairman of the meeting. He requested Ms. Sophavadee Uttamobol, legal counsellor to conduct the meeting.

The meeting conductor welcomed shareholders and proxies and reported number of shareholders and proxies attending the meeting to the meeting for acknowledgement.

There were totaling 84 shareholders and proxies attending the meeting, representing 3,602,882,075 shares equivalent to 44.8478 percent of the total number of issued shares, constituting a quorum pursuant to Article 35 of the Articles of Association of the Company which specified that the meeting of shareholders must be attended by not less than 25 persons holding in aggregate of not less than one-third of the total number of issued shares to constitute a quorum.

Before proceeding to the first agenda, the Chairman asked the meeting conductor to explain the voting and vote counting method for the purpose of time saving. The meeting conductor explained that in any agenda that requires voting, the Company shall count only votes of those who **disapproves** or **abstains**. Anyone who wishes to disapprove or abstain in any agenda, shall submit a ballot for such purpose. All the remaining votes shall be counted as **approve**. In case of proxy where the shareholder has casted his vote in the proxy form, the Company shall count vote as appear in the proxy form. At the end of the meeting, all attendants shall return the ballots to the staff at the exit.

Any shareholder wishes to ask question or express opinion shall raise his hand. After being permitted by the Chairman, such shareholder shall declare his full name and family name, status in attending the meeting and the amount of shares held before asking the question or expressing the opinion.

Subsequently, the meeting conductor informed the meeting that the Board of Directors proposed to set up a vote counting committee to witness the vote counting, comprises of one shareholder and one representative from auditor. In this regard, the meeting conductor asked a shareholder who wishes to join the committee and a representative of auditor to sit at vote counting table prepared by the Company.

A shareholder, namely, Mrs. Khemanut Kosoomwatcharaporn, and one representative of auditor, namely, Miss Viriya Kemawat, volunteered to join the committee. The meeting conductor then asked the Chairman to proceed according to the agenda.

Agenda 1 To adopt the Minutes of the Annual General Meeting of Shareholders 2018 held on 25th April 2018

The Chairman asked the meeting conductor to explain detail of this agenda to the meeting.

The meeting conductor explained that where the Annual General Meeting of Shareholders 2018 was held on 25th April 2018, the minutes of such meeting had been prepared within 14 days from the meeting date and had been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within period prescribed by the laws. The Company had also posted the minutes on the Company's website (www.triton.co.th). Copy of the Minutes had been sent to the shareholders as enclosure 1 to the notice for this meeting.

The Board of Directors is of the opinion that the minutes of the Annual General Meeting of Shareholder 2018 held on 25th April 2018 were recorded properly and accurately and that the minutes be proposed to the shareholders meeting for adoption.

This agenda requires the approval of majority of the votes of the shareholders who attend the meeting and are entitled to vote.

The Chairman asked if any shareholder wishes to ask question or comment on this matter.

Mr. Sakchai Sakulsrimontree, shareholder, commented that the Company's performance figures should be shown in agenda 3 where the financial statements were considered, rather than showing in agenda 2 where the Company's performance was acknowledged.

Mr. Natdanai Indrasuksri, Chairman of the Audit Committee told the shareholder that the Board will take the shareholder's comment into consideration.

The Chairman asked if any shareholder wishes to ask any other question.

No shareholder ask question or express any comment. The Chairman therefore requested the meeting to vote.

TRITON

The meeting conductor informed the meeting that anyone wishes to disapprove or abstain shall mark in the ballot for agenda 1 accordingly and raise his hand so the staff can pick up the ballot.

Resolved: The meeting resolved to adopt the minutes of the Annual General Meeting for the Year 2018, held on 25th April, 2018 by unanimous votes as follows:

Approved	3,612,055,875	Votes	Equivalent to	100	Percent
Disapproved	0	Votes	Equivalent to	0	Percent
Abstained	0	Votes	Equivalent to	0	Percent
Total	3,612,055,875	Votes	Equivalent to	100	Percent

Before proceeding to Agenda 2, the Chairman informed the meeting that Agenda 2 to 6 are related matter. If the meeting disapprove any agenda, the Company shall not propose all the related agenda to the meeting.

The meeting acknowledged so the Chairman proceeded to the next agenda.

Agenda 2 To consider and approve the issuance and offering ordinary shares to increase the capital to private placement consisting of 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 Chairman asked the meeting conductor to explain detail of this agenda to the meeting.

The meeting conductor explained that the Company has a plan to raise fund for it operation, i.e. construction projects. Initially, the Company needs approximately Baht 560 million in order to obtain a bank guarantee for placing with project owners. Therefore, it is necessary for the Company to issue and offer ordinary shares by private placement to 2 investors. The number of shares to be issued is 1,600,000,000 shares at par value of Baht 0.10 and the offered price is Baht 0.35 per share, totaling Baht 560,000,000.

The Company shall offer the shares to the following investors:

- (1) Asia Alpha Equity Fund 3, for 1,400,000,000 shares and
- (2) The Brooker Group Public Company Limited, for 200,000,000 shares.

Both investors shall hold in aggregate 1,600,000,000 shares, equivalent to 19.91% of the paid up capital before the private placement or 16.61% of the paid up capital after the private placement but before the exercise of TRIN-W3 and TRITN-W4 warrants or 16.53% of the paid up capital if the TRITN-W3 warrants are fully exercised.

Detail of the issue and offer of the shares by private placement has been sent to the shareholders as enclosure 2 to the notice for this meeting.

The Board of Directors, therefore, deemed it appropriate to issue and offer ordinary shares for capital increase in this instance and to propose the meeting to consider and approve the issue and offer of ordinary shares for capital increase by 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.

This agenda requires affirmative votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote.

The Chairman informed the meeting that this capital increase shall be benefit to the Company's operation. Then he allowed shareholders to ask question and express opinion relating to the matter.

Mr. Nirun Pongklum asked whether there are any projects, apart from the existing constructions of fuel pipeline and power plant projects that attracts the investors.

Mr. Pipat Suvanajata, director and Chief Executive Officer explained that, apart from the fuel pipeline, the Company is on process to bid for several projects of both government and private sectors which attract the investors.

Mrs. Narumol Chattawan, director and Chief Financial Officer provided additional information to the meeting that currently, the Company is carrying on construction project for oil storage in Mynmar which she would like to correct the value of bank guarantee as stated on page 42 of the documents sent to the shareholders due to typing error, from Baht 382 million to Baht 479 million, and project for construction of natural gas storage in Rayong Province. The Company shall use the increased capital of Baht 560 million as collateral for bank to issue bank guarantee for these two projects.

Mr. Sakchai Sakulsrimontree asked about the type and investment charactor as well as track record of the fund that will invest in the Company.

Mr. Chirdsak Kukiattinun, director, explained that it is an independent fund and plan to invest for a period of at least 3-5 years. It is not a fund that plan to build up share price. The fund has strong connections as it appeared that during the last 30 days the Company has continuously established alliances in China. Due to the government's EEC development projects, there are several infrastructure projects coming such as high speed train and PPP project where private sector can jointly invest in toll way project. In the Board of Directors view, infrastructure projects are interesting and, therefore, wishes to enter such market. This requires strength both in finance and capability. It is believed that once the fund has invested in the Company, there will be clearer structure change in the Company. However, the point that the Board of Directors used to consider was that the fund is not investing in the Company only to build up the share price.

Mr. Sakchai Sakulsrimontree asked about the role of The Brooker Group PLC.

Mr. Chirdsak Kukiattinun explained that The Brooker Group PLC possesses experience in successfully restructuring several companies. It is believed that it can create positive impact to the shareholders in the future. Once such company invests in the Company, it then has vested interest in creating benefit to the Company while the Company is not required to pay any fee. On the other hand, the fact that The Brooker Group PLC invests in the Company indicates that the Company has potential to grow.

Mr. Nirun Pongklum asked about the method of raising fund to carry out the projects because, pursuant to page 41 and 42 of the documents sent to shareholders, the aggregate value of all projects is more than ten billion Baht while the Company's registered capital is only 969 million Baht.

Mr. Chirdsak Kukiattinun explained that the Company is not the project owner but will join in the project as project manager which required less investment. However, the Company can't disclose more information at this stage. The increased capital will be able to cover only initial works but the fund raising method in the future will be considered on a time to time basis in order to minimize disturbance to shareholders as much as possible.

Mrs. Patcharin Chammetha, shareholder, asked about criteria for setting offer price at Baht 0.35

Mr. Chirdsak Kukiattinun explained that the price is set in accordance with the criteria prescribed by the Stock Exchange of Thailand.

Mr. Nirun Pongklum asked whether the investors give any commitment as to the period of investment.

Miss Louise Taechaubol replied that the investors are subject to silence period of 1 year. Therefore, it is believed that they are going to invest for long term.

Mr. Sakchai Sakulsrimontree asked about the owner of oil storage project as stated on page 41.

Miss Louise Taechaubol replied that the contract party is also a listed company. Therefore, it cannot be disclosed at this stage since disclosure must be made by both parties at the same time.

Mr. Sakchai Sakulrimontree asked about income which the Company will start to realize in the 4th quarter of 2018, as stated on page 43, paragraph 3.

Mrs. Narumol Chattawan explained that the Company anticipated that the project may start in the 4th quarter so there may be some income to be realized at the end of the year but not a big amount. Mr. Chirdsak Kukiattinun further explained that there are two ways to realize income for construction business, i.e. to realize at completion or to realize in accordance with progress of the work. According to the Company's estimation, contract signing may take place in the 4th quarter or in case of a delay, should not be later than the first quarter of next year that the Company can start to realize some income. However, the Company is unable to specify amount of income to be realized in each quarter as it depends on progress of the work.

Mr. Nirun Pongklum asked how much income from BAFS' s fuel pipe line project worth 3,300 million Baht has been realized and what is the gross profit.

Mrs. Narumol Chattawan explained that the Company started to realize income from this project since the year 2017 and throughout 2018. However, the total amount for 2018 could not be specified because the financial statements have not yet been approved. Mr. Nirun Pongklum said that he would like to know only the income from second phase of BAFS' project which will continue to Amphur Mae Sod and Mae Sai. Mr. Pipat Suwannajata explained that such project does not belong to BAFS but belong to fuel pipeline transportation company where the first phase was from Bang Pa-in to Kamphangphet and the second phase will be from Kamphangphet to Lampang, not Mae Sod. Mr. Nirun Pongklum asked when the phase to Mae Sod and Mae Sai will start and whether the Company will be awarded the contract. The Chairman replied the next phase depends on the project owner's consideration. The Company is unable to anticipate.

Mr. Tada Jenthana-attakit asked if the bored pile mentioned in the project for construction of oil storage in Myanmar was only an additional explanation, not main work of the project.

Mr. Pipat Suwannajata said yes.

Mr. Tada Jenthana-attakit further stated that the Company has continuous projects worth about ten billion Baht which shall also require bank guarantee. The Company has placed bank guarantee for 2 projects in an amount of 684 million Baht using proceeds from capital increase and warrant issue. Both projects are expected to complete in 2020 and 2022 respectively. He asked if it is possible for the Company to use the returned bank guarantee to from these projects as guarantee for the other projects and, if it is not possible, what will the Company do.

Miss Louise Taechaubol replied that the Company may consider another capital increase if the fund is insufficient.

Mr. Chirdsak Kukiattinun further explained that the Company will not stop at these two projects. There will be other cash flow arrangement. In addition, there are several methods for fund raising at an appropriate time. The Company does not have to wait for another 3 years as understood by the shareholder.

Mr. Tada Jenthana-attakit further asked whether the fact that the Company set the offer price at Baht 0.35 and the exercise price in the next 3 years at Baht 0.40 indicates that the Board of Directors predicted that the Company's growth in only 14% in 3 years.

Mr. Chirdsak Kukiattinun replied that the warrant will not be listed. Therefore, it is just a right to buy shares and it should not be compared to other warrants because return on investment at different period of time will be different.

Mr. Tada Jenthana-attakit asked if the warrant can be transferred.

Mr. Chirdsak Kukiattinun replied that the warrant is non-transferable.

Mr. Nirun Pongklum asked if the investors will pay for the shares in single or multiple payments.

Mr. Chirdsak Kukiattinun replied that the investors will pay in single payment.

TRITON

Mr. Nirun Pongklum asked if the payment will be made in 2018.

Miss Louise Taechaubol replied that it has not been fixed that the investors must make payment within 2018. However, according to the law, the investors must make payment within 3 months.

The Chairman asked if any shareholder wishes to ask any other question or express any other opinion.

No shareholder ask question or express any comment. The Chairman therefore requested the meeting to vote.

The meeting conductor informed the meeting that anyone wishes to disapprove or abstain shall mark in the ballot for agenda 2 accordingly and raise his hand so the staff can pick up the ballot.

Resolved : The meeting resolved to approve the issue and offer of ordinary shares to increase the capital by private placement to 2 investors in 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 by unanimous votes as follows:

Approved	4,107,556,116	Votes	Equivalent to	100	Percent
Disapproved	0	Votes	Equivalent to	0	Percent
Abstained	0	Votes	Equivalent to	0	Percent
Total	4,107,556,116	Votes	Equivalent to	100	Percent

Agenda 3 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 as Warrant PP to the 2 investors

The Chairman asked the meeting conductor to explain detail of this agenda to the meeting.

The meeting conductor explained that the Company needs to be prepared in every aspects, including financial aspect, in order to be ready for new construction projects. In addition, in issuing and offering ordinary share for capital increase by private placement, the 2 investors required the Company to issue 320,000,000 units of warrant TRITN-W4 and offer to the investors at ratio of 5 ordinary shares for 1 warrant at the exercise price of Baht 0.40. The warrant will not be listed in order to comply with transfer restriction and related rules.

The Company shall issue and offer the warrant by private placement to 2 investors as follows:

- (1) Asia Alpha Equity Fund 3, in an amount of 280,000,000 units, and
- (2) The Brooker Group Public Company Limited, in an amount of 40,000,000 units

Number of ordinary shares allotted for the exercise of warrants equivalent to 20% of the Company's paid up capital.

Details of the issue and offer of the warrants TRITN-W4 by private placement has been sent to the shareholders as enclosure 3 and 4 to the notice for this meeting.

The Board of Directors, therefore, deemed it appropriate to issue and offer the warrants to purchase ordinary share TRITN-W4 by private placement and to propose the meeting to consider and approve the issue and offer of warrants to purchase the ordinary shares TRITN-W4 in the amount of not exceeding 320,000,000 units.

This agenda requires affirmative votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote.

TRITON

The Chairman asked if any shareholder wishes to ask question or express any comment.

No shareholder ask question or express any comment. The Chairman therefore requested the meeting to vote.

The meeting conductor informed the meeting that anyone wishes to disapprove or abstain shall mark in the ballot for agenda 3 accordingly and raise his hand so the staff can pick up the ballot.

Resolved : The meeting resolved to approve the issue and offer of the warrants to purchase the ordinary shares of the Company No.4 (“TRITN-W4”), in the amount of not exceeding 320,000,000 units by private placement to the 2 investors by unanimous votes as follows:

Approved	4,107,556,116	Votes	100	Percent
Disapproved	0	Votes	0	Percent
Abstained	0	Votes	0	Percent
Total	4,107,556,116	Votes	100	Percent

Agenda 4 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

The Chairman asked the meeting conductor to explain detail of this agenda to the meeting.

The meeting conductor explained that in the last 2 agenda the meeting has approved the issues ordinary shares and offers by private placement to 2 investors and the issue of warrant to purchase ordinary shares of the Company No.4 (TRITN-W4). Therefore, the Company needs to increase its registered capital by 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 issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10.

Detail of the capital increase has been sent to the shareholders as enclosure 3 and 4 to the notice for this meeting.

The Board of Directors, therefore, deemed it appropriate to increase registered capital and to propose the meeting to consider and approve the increase of registered capital of the Company by 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 issuing 1,920,000,000 ordinary shares, at a par value of Baht 0.10.

This agenda requires affirmative votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote.

The Chairman asked if any shareholder wishes to ask question or express any comment.

No shareholder ask question or express any comment. The Chairman therefore requested the meeting to vote.

The meeting conductor informed the meeting that anyone wishes to disapprove or abstain shall mark in the ballot for agenda 4 accordingly and raise his hand so the staff can pick up the ballot.

Resolved : The meeting resolved to 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 by unanimous votes as follows:

Approved	4,107,556,116	Votes	100	Percent
Disapproved	0	Votes	0	Percent
Abstained	0	Votes	0	Percent
Total	4,107,556,116	Votes	100	Percent

Agenda 5 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.

The Chairman asked the meeting conductor to explain detail of this agenda to the meeting.

The meeting conductor explained that as the meeting has approved the capital increase, the Public Limited Companies Act B.E. 2535 (as amended) specifies that in case of increase registered capital, the Company shall amend clause 4 of the Memorandum of Association of the Company with respect to the registered capital in order to be in line with the increase of registered capital is as follows:

“ Clause 4 Registered Capital Baht 1,161,029,408.80(one billion one hundred sixty one million twenty nine thousand, four hundred and eight Baht and eighty Satang), divided into 11,610,294,088 shares (eleven billion six hundred and ten million two hundred ninety four thousand and eighty eight shares) with a par value of Baht 0.10 (ten Satang), categorized into 11,610,294,088 ordinary shares (eleven billion six hundred and ten million two hundred ninety four thousand and eighty eight shares) and none preferred shares.

The Board of Directors, therefore, deemed it appropriate to amend Clause 4. of the Memorandum of Association of the Company with respect to the increase of registered capital and to propose the 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

This agenda requires to affirmative votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and are entitled to vote.

The Chairman asked if any shareholder wishes to ask question or express any comment.

No shareholder ask question or express any comment. The Chairman therefore requested the meeting to vote.

The meeting conductor informed the meeting that anyone wishes to disapprove or abstain shall mark in the ballot for agenda 5 accordingly and raise his hand so the staff can pick up the ballot.

Resolved : The meeting resolved to 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 by unanimous votes as follows:

Approved	4,107,556,116	Votes	100	Percent
Disapproved	0	Votes	0	Percent
Abstained	0	Votes	0	Percent
Total	4,107,556,116	Votes	100	Percent

Agenda 6 To consider and approve allocation of newly issued ordinary share for capital increase as follows:

a. Allocation of a total of not exceeding 1,600,000,000 newly issued ordinary shares to 2 private placement investors; and

b. Allocation of a total of not exceeding 320,000,000 newly issued ordinary shares to be reserved for the exercise of conversion to Warrants No.4 (TRITN-W4) which are issued and offered Warrant-PP to 2 investors.

The Chairman asked the meeting conductor to explain detail of this agenda to the meeting.

The meeting conductor explained that as the meeting has approved the capital increase, the Public Limited Companies Act B.E. 2535 specifies that the Company need to allocate ordinary shares for capital increase in accordance with the purpose of the capital increase. Therefore, the shares shall be allocated as follows:

a. Allocation of not exceeding 1,600,000,000 newly issued ordinary shares for private placement with 2 investors; and

b. Allocation of not exceeding 320,000,000 newly issued ordinary shares as reserve for the exercise of TRITN-W4 warrants which are issued and offered by private placement to 2 investors.

The Board of Directors, therefore, deemed it appropriate to allocate the shares as stated in a. and b. above and to propose the shareholders to approve such allocation of shares.

This agenda requires affirmative votes of a majority of the total number of votes of shareholders who attend the meeting and are entitled to vote.

The Chairman asked if any shareholder wishes to ask question or express any comment.

No shareholder ask question or express any comment. The Chairman therefore requested the meeting to vote.

The meeting conductor informed the meeting that anyone wishes to disapprove or abstain shall mark in the ballot for agenda 6 accordingly and raise his hand so the staff can pick up the ballot.

Resolved : The meeting resolved to approved the allocation of shares as proposed by unanimous votes as follows:

Approved	4,107,556,116	Votes	100	Percent
Disapproved	0	Votes	0	Percent
Abstained	0	Votes	0	Percent
Total	4,107,556,116	Votes	100	Percent

Agenda 7 To consider other matters (if any)

The Chairman allowed the shareholders to ask question.

Mrs. Patcharin Chammetha asked about the progress in claiming for 120 million Baht deposit in the case of power plant and the progress in listing shares of Strega Public Company Limited.

Mr. Aroon Chamchote, legal counsellor explained that in case of the deposit, the Company has taken both civil and criminal action. In criminal case, the Company has reported to the police in 2017 and the case is now under consideration

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of the public prosecutor whether to file the case in court or not. For the civil case, the Company has foreclosed the shares and will put the shares on sale by auction for 3 times, on 8th and 19th November and the last one will be around 20th December 2018. In case the proceeds from sale is insufficient to repay all debt, the Company shall further demand from the pledger.

Mrs. Patcharin Chammetha asked for detail of the dispute.

Pol. Gen. Weerapong Chuenpagdee, Vice Chairman explained that this case took place during the period of previous management. Someone had asked for deposit from the Company and pledged shares in a power plant as collateral. Such persons could not proceed as agreed. The new management has demanded for the return of the deposit and has taken every possible action to retrieve the deposit and interest thereon. The Board of Directors gives priority to this matter and will do all their best for the benefit of all shareholders.

As for the progress in listing the shares of Strega PLC, the Chairman informed the meeting that there is no plan to list the shares as the Board of Directors gives priority to the building of strength in the Company.

Mr. Thananat Boonnumkarn asked for the reason that Chinese investors sign an MOU with the Company.

The Chairman explained that since the government has many construction projects which attract Chinese investors while the Company has good relationship with many corporations in China. However, signing an MOU is only initial agreement to jointly develop the project. It also depends on cooperation in the future.

Mr. Thananat Boonnumkarn asked about backlog and its future trend.

The Chairman replied that value of the work that the Company had been awarded appeared in the documents sent to shareholders with the notice of this meeting. Value of the work in the future could not be told.

Mr. Kitti Vichittoh asked about the subsidiary companies that has recently changed the names to be related to energy and mining business.

The Chairman explained that the Company is looking forward to energy and mining projects but there is no detail at this stage. Once the detail is available, the shareholders shall be further informed.


No shareholder ask question or express any comment. The Chairman thanked all the shareholders for supporting the Board of Directors and declared the meeting duly adjourned.

The meeting adjourned at 15.30 hours

Gen. 

(Lertrat Ratanavanich)

Chairman of the Board


(Ms. Sophavadee Uttamobol)

Meeting conductor

Profile of Directors due to retired by rotation and nominated to resume directorship



Name: Mr. Natdanai Indrasukhsri Age: 64 Nationality: Thai

Current Position: Director and Chairman of the Audit Committee, Triton Holding Public Company Limited

Highest Education: Master in Business, Southern New Hampshire University, the United States of America

IOD Training: Director Certification Program (DCP) 92/2007
Advanced Audit Committee Program (AACP) 16/2014

Working Experience:

2014 - Present	Independent Director, Audit Committee, Nomination Committee, and Compensation Committee, The Post Publishing Public Company Limited
2003 - Present	Director and Executive Director, Siam City Insurance Public Company Limited
2003 - 2014	Chief Executive Officer and President, Siam City Insurance Public Company Limited
2003 - 2014	Director, Road Accident Victims Protection Company Limited
2010 - 2011	Director, Executive Director, and Chairman of Relationship Management, Thai Credit Guarantee Corporation (TCG)
2001 - 2011	Vice President, Thai General Insurance Association
2007 - 2010	Chairman of the Board of Directors, Thai General Insurance Association
2006 - 2010	Director and Executive Director, T.I.I. Company Limited (Thailand Insurance Institute)

No. of Year being a director: 2 year 3 months

No. of shares held: -None-

Directorship in other listed companies: -None-

Board's meeting attendance 2018: 15/16

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Profile of Directors due to retired by rotation and nominated to resume directorship



Name: Mr. Adipong Puttarawigrom Age: 49 Nationality: Thai
Position: Director and Audit Committee, Triton Holding Public Company Limited
Highest Education: Master of Business Administration Hawaii Pacific University, the United States of America
IOD Training: Director Certification Program (DCP) 233/2017

Working Experience:

2015 - Present	Advisory Director, SSPP Capital Company Limited
2014 - Present	Advisory Director, Fresh Air Festival Company Limited
2013 - Present	Cofounder, Siam Silver Plus Partners Company Limited
2009 - 2012	Head of Institutional Customer Service Department, Asia Plus Securities Public Company Limited
2002 - 2008	Head Investment Strategies, Siam Commercial Bank Securities Company Limited

No. of Year being a director: 4 years 2 months ago
No. of shares held: -None-
Directorship in other listed companies: -None-
Board's meeting attendance 2018: 14/16

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Profile of Directors due to retired by rotation and nominated to resume directorship



Name: Mr. Chirdsak Kukiattinun Age: 65 Nationality: Thai

Position: Director, Executive Director and Chief Executive Officer, Triton Holding Public Company Limited

Highest Education: Highest Education Master of Science in System Analysis, Aston University, United Kingdom

IOD Training: Director Certification Program (DCP) 172/2013

Working Experience:

2018 – present	Director, Managing Director and Chief Executive Officer, NPPG (Thailand) Public Company Limited
2011 – present	Chairman of the Audit Committee, WE Retail Public Company Limited
2011 – present	Risk Management Director, Property Perfect Public Company Limited
2016 – 2018	Executive Director and Chief Operating Officer, Thaifoods Group Public Company Limited
2016 – 2016	Chairman of the Audit Committee and Independent Director, Thai Capital Corporation Public Company Limited

No. of Year being a director: - years 6 months ago

No. of shares held: -None-

Directorship in other listed companies: 6/16 (appointed on 26 October 2018)

Director remuneration compared between 2019 and 2018

According to the Board's Meeting No. 3/2019 held on 12 March 2019 passing the resolution to propose the Annual General Meeting of Shareholders for the year 2019 to consider the following annual Directors' remuneration of 2019 in the amount of not exceeding Baht 7,000,000, decreased from 2018 which was Baht 10,000,000. The details are presented in the below table:

Remuneration type	2019	2018
1. Director remuneration		
1.1 Monthly remuneration		
Only for non-executive directors		
1.1.1 Chairman	50,000 Baht/month/person	50,000 Baht/month/person
1.1.2 Director	30,000 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	20,000 Baht/person/time	20,000 Baht/person/time
1.2.2 Director	15,000 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	15,000 Baht/person/time	15,000 Baht/person/time
1.3.2 committee	10,000 Baht/person/time	10,000 Baht/person/time
2. Other remunerations	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.	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.

Remuneration for Auditor compared between 2019 and 2018

According to the Board's Meeting No. 3/2019 held on 12 March 2019 passing a resolution to propose the Annual General Meeting of Shareholders for the year 2018 to consider the following annual audit fee of 2019 in the amount of Baht 5,263,000, decreased from Baht 5,560,000 in 2018, the details are presented in the below table:

List of companies	Annual fee	Quarterly Financial Statements of the Company Group			Total Audit Fee in 2019	Audit Fee Comparison Quarter in 2018
		Quarter 1	Quarter 2	Quarter 3		
Triton Holding Plc.	1,120,000	380,000	380,000	380,000	2,260,000	2,100,000
Strega Plc.	1,390,000	400,000	400,000	400,000	2,590,000	2,080,000
Triton Power Co., Ltd.					82,000	80,000
Triton Resources Co., Ltd.					82,000	80,000
Triton Green Energy Co., Ltd.					82,000	80,000
Argyle Development Co., Ltd					85,000	80,000
Lucent Energy Co., Ltd.					82,000	80,000
Splash Media Plc.					-	620,000
Splash Estate Co., Ltd.					-	200,000
Splash Studio Co., Ltd.					-	80,000
Thor Energy and Resources Co., Ltd.					-	80,000
Live TV Co., Ltd.					-	80,000
Total					<u>5,263,000</u>	<u>5,560,000</u>

Remark:

1. In 2018, the Company newly established a subsidiary, Triton Green Energy Company Limited which results in additional annual audit fee in the amount of Baht 80,000.
2. In 2018, Live TV Company Limited and Thor Energy and Resources Company Limited are dissolved and presently under liquidation process.
3. In 2018, the Company dispose the investment in all ordinary shares of Splash Media Public Company Limited, Splash Estate Company Limited and Splash Studio Company Limited.
4. In 2018, POP TV Company Limited was renamed to Triton Resources Company Limited.
5. In 2018, Thaichaiyo TV Company Limited was renamed to Triton Power Company Limited.

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

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 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:

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- (1) Asia Alpha Equity Fund 3 with not exceeding 1,400,000,000 shares, at a par value of Baht 0.10, or representing 14.53% 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 2.08% of the paid-up capital (before exercise 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:

Date	average price (Baht per share)	Date	average price (Baht per share)
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	Taechaubol Group¹										
	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 ²	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 ³			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
	Total shares	8,033,578,407	100	9,633,578,407	100	9,953,578,407	100	11,610,294,088	100	11,660,294,088	100

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

² AAEF3 and Brook Limited are not the same group and not acting in concert.

³ Brook and AAEF3 Limited are not the same group and not acting in concert.

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.

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
Total	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, 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:

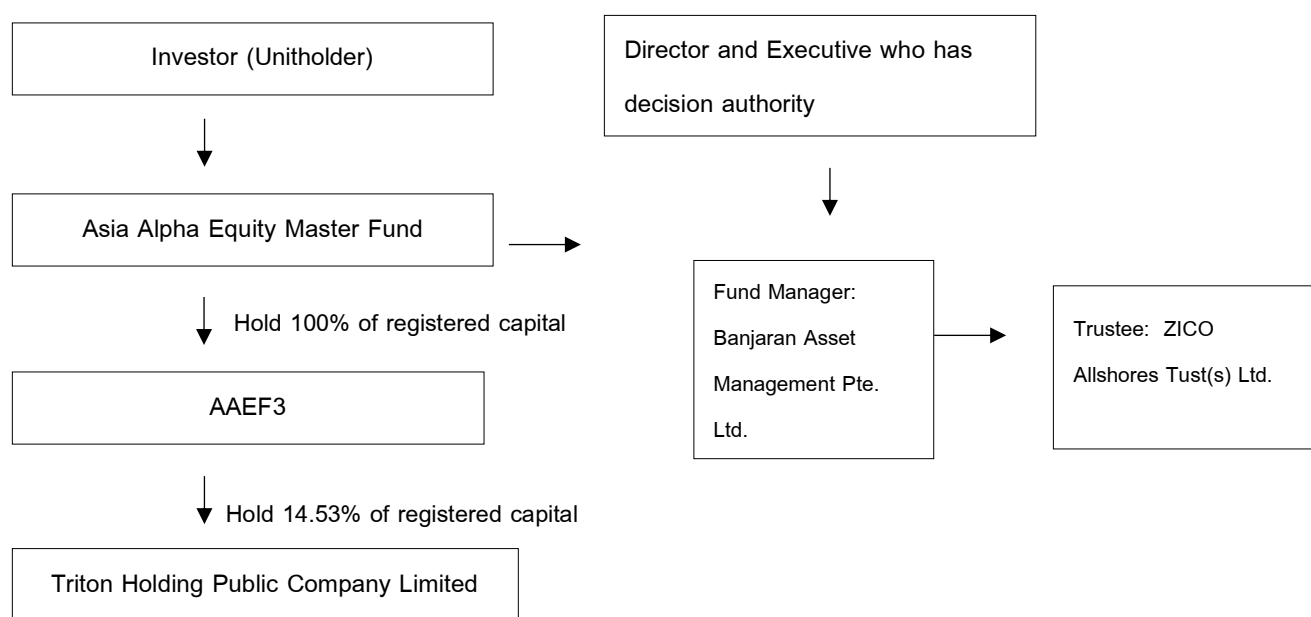
1. Disclosure of Information to
 - (1.1) any person with the written consent by the trust settlor or unitholder or authorized agent in case the trust settlor or unitholder deceases; or
 - (1.2) any person as the trustee thinks it is necessary. Such information disclosure is for the necessity for the 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
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



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

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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 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 AKRASANE 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

List	:	Details
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 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.

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 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 2018, the debt ratio to equity ratio is equivalent to 0.63 time 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 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"> 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 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. 	500 144 405	Approximately July 2019 Approximately October 2019

Order	Objectives and fund utilization plan	Amount (million Baht)	Fund utilization period
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
	Total	560	

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.

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 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"> ■ 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 ■ 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 	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.

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 10.71% of the total revenue of each year, respectively. It shows that selling expenses and administrative expenses in 2018 increases by 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 to 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:

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

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

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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)

$$= (0.3686 \times 8,033,578,407) + (0.35 \times 1,600,000,000) / (8,033,578,407 + 1,600,000,000)$$

$$= 0.3655 \text{ Baht}$$

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”

$$= (0.3686 \times 9,690,294,088) + (0.35 \times 1,600,000,000) / (9,690,294,088 + 1,600,000,000)$$

$$= 0.3660 \text{ Baht}$$

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

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

$$= 0.0185 \text{ Baht/share}$$

“Earnings per share post offering” = net income for the past 12 months / (paid-up shares + number of shares offered to private placement)

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

$$= 0.0154 \text{ Baht/share (net income for the year 2018)}$$

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

= (number of shares offered to private placement + number of shares issued for TRITN-WA) / (paid-up shares + number of shares offered to private placement + 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

= 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 x 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)

= 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 56 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

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, 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

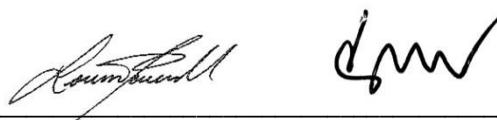
Offering increase ordinary share capital to the private placement, the Board of Directors certifies that the Board of Directors has carefully considered and verified the Investors' information and had the opinion that such Investors has high potential and abilities for the investment in the Company and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



(Miss Louise Taechaubol and Mr. Chirdsak Kukiattinun)

Authorized Director

**Information Memorandum regarding the Issuance and Offering
the Warrants to Purchase the Ordinary Shares of the Company Limited No.4 (TRITN-W4)
to Private Placement of Triton Holding Public Company Limited**

12 March 2019

The Board of Directors' Meeting No. 2/2019 of Triton Holding Public Company Limited (the "Company" or "TRITN") on 12 March 2018 passed a 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 via private placement namely, (1) ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) with amount not exceeding 1,400,000,000 shares at a par value of Baht 0.10 or representing 14.53% of the paid-up capital (before the exercise of the Warrant No.4 (TRITN-W4)), and (2) The Brooker Group Public Company Limited (Brook) with amount 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 the Warrant No.4 (TRITN-W4)), with the offering at Baht 0.35 per share, totaling not exceeding Baht 490,000,000 not exceeding 1,600,000,00 ordinary shares; (2) allotting to be reserved for the exercise of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.4 ("Warrant No.4" or "TRITN-W4") to two investors via private placement as aforementioned at the ratio of 5 existing ordinary shares to 1 unit of the Warrants with zero offering price to namely, (1) AAEF3 with not exceeding 280,000,000 units and (2) Brook with not exceeding 40,000,000 units, at exercise price of Baht 0.40 and at exercise ratio of one unit of TRITN-W4 per one ordinary share, totaling not exceeding 320,000,000 shares.

1. Details of offering the Warrants No.4 (TRITN-W4)

The Company shall issue and offer the Warrants to Purchase Ordinary Shares of Triton Holding Public Company Limited No.4 (TRITN-W4) in the amount of not exceeding 320,000,000 units with zero offering price to 2 investors who are private placement allotted with ordinary shares at the ratio of 5 existing ordinary shares to 1 unit of the Warrants. The 2 investors who are allotted with the Warrants No.4 (TRITN-W4) are as follows:

- (1) AAEF3, not exceeding 280,000,000 units. Asia Alpha Equity Fund 3 is a subinvestment 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) Brook, not exceeding 40,000,000 units. 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.

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The exercise price is at Baht 0.40 per share which 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. In this event of exercise of adjustment of the Warrants No.4 (TRITN-W4) at a low exercise price, the 2 investors agree 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.

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. 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, which is about "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. 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.

However, the issuance and offering the Warrants No.4 (TRITN-W4) (exercise date) which exercise price after calculated having discount 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.

The issuance and offering the Warrants No.4 in this instance, the Board of Directors has proposed to the shareholders' meeting to consider appointing Company's Authorized Director or Executive Board or an individual appointed by the Company' Authorized Director or Executive Board to regulate rules, conditions and other details which are necessary and related to the Issuance and allotment ordinary shares for capital increase based on necessity and related laws; this includes, but not limited to setting share offering date.

Moreover, the Company acknowledges and complies with the conditions stated in The Notification of 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 Tor Jor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares and the additional amended as follows:

- 1) The Company is prohibited to advertise the offering of newly issued shares to person(s) and to distribute any documents regarding shares that will be offered or being offered, the Company must distribute such document to specific or necessary person(s) only in order for the condition of such share offering to remain as stated in Clause 3 (1), (2), or (3).
- 2) The Company must utilize the income obtained from such share offering approved by the Notification to be in accordance with the objectives of the share issuance for capital increase specified in the Invitation to Shareholders' meeting that is to increase capital. However, except the Shareholders' meeting considers and approve to change the objective of such utilization of money.
- 3) The Company must disclose information regarding the offering of newly issued shares to private placement before the offering at least by specifying offering price and method of setting offering price through SET portal.
- 4) The Company is prohibited to offer shares to the Company's subsidiaries.
- 5) The Company is prohibited to offer newly issued shares to private placement who is connected with the Company according to the Notification of Capital Market Supervisory Board regarding Connected Transactions, unless the Company complies with such principle specified in the Notification.

Please see details on the issuance and offering TRITN-W4 as presented in Enclosure 8

2. List and details of private placement who is offered allotted with Warrants No.4 (TRITN-W4)

Please see details as presented in Enclosure 7

3. Objective, Rationale and Necessity of the Issuance and Allotment of Warrants No.4 (TRITN-W4)

As the Company has issued and offered ordinary share for capital increase 2 investors who are private placement. The 2 investors have a purpose to invest in the Company. However, the condition to purchase ordinary shares is the Company needs to issue Warrants No.4 (TRITN-W4) to comply with the conditions of investment as mentioned and to be in line with the objectives of capital increase and money utilization plan according to the details of Information Memorandum relating offering and allotment of newly issued ordinary shares to increase capital to Private Placement of Triton Holding Public Company Limited as appeared in Enclosure 6.

Therefore, it is a reason and necessity of the issuance of Warrants No.4 (TRITN-W4) in this instance. Also, to operate each construction project requires approximately 1-3 years. Consequently, the Company needs to cautiously and thoroughly manage cash flow to avoid liquidity problems of cash flow during project operation. The issuance and offering Warrants No.4 (TRITN-W4) with a 3-year term of warrants. In case the 2 investors exercise the adjustment of warrants, the Company shall receive some amount of cash. It is another way that supports the Company in terms of long term capital management.

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

Please see details as presented in Enclosure 6, clause 4 re: Dilution effect to the shareholders

5. The Opinion of Directors

5.1 Reason and necessity of the issuance and offering Warrants No.4 (TRITN-W4) to private placement

According to the plan and necessity the Company need to increase registered capital to reserve the business expansion which the Company had a discussion with the 2 investors and after both investors notified their attention to invest in the Company with the condition that the Company needs to issue Warrants No.4 (TRITN-W4), the Board of Directors has discussed and had an opinion that in order for the plan of capital increase to reach its objectives, the Company needs to issue and offer Warrants No.4 (TRITN-W4) to the 2 investors. Moreover, this is to maintain good relationship with the 2 investors who have good relationship with the Company. With both investors investing in the Company, the result of such circumstance shall certainly bring about positive outcome both to the Company and its shareholders. However, the amount of money obtained from the issuance and offering Warrants No. 4 (TRITN-W4) which the 2 investors exercise TRITN-W4 in full, the Company shall receive Baht 128 million. Such money is to be utilized in project operation which each project requires approximately 1-3 years to complete. The Company needs to set cash flow management plan cautiously and thoroughly for each project to avoid liquidity problems of cash flow during project operation to reduce risks in case that cash flow falls short. Therefore, with the stated reason and necessity, the Company needs to issue and offer Warrants No.4 (TRITN-W4) in this instance.

5.2 Reasonability of capital increase, the utilization plan and investment plan

The Company expects to complete that issuance and offering Warrants No.4 (TRITN-W4) to private placement within 45 days after the Board of Directors' Meeting has approved the matter. After completing the process of the issuance and offering Warrants No.4 (TRITN-W4), the Company expects if the 2 investors certainly exercise the Warrants No.4 (TRITN-W4) in full within terms of warrants, the Company would receive money approximately Baht 128 million. Such money is to be utilized in project operation stated in clause 5.1. However, if both investors do not exercise the Warrants No.4 (TRITN-W4) in full, the Company would utilize the available revolving capital to operate new projects with full capability.

5.3 Appropriateness of the exercise price of adjustment of Warrants No.4 (TRITN-W4) and the pricing source

The Company sets the exercise price of adjustment of Warrants No.4 (TRITN-W4) for Asia Alpha Equity Fund 3 and The Brooker Group Public Company Limited at Baht 0.40 per share which is the price both investors mutually consent to and it is a reasonable price because the price is higher than the exercise price of adjustment of Warrants No.3 (TRITN-W3) which its price was set at Baht 0.25 per share.

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.

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

The Issuance and offering Warrants No.4 (TRITN-W4), which if the 2 investors exercise the Warrant in full, shall bring about approximately Baht 128 million obtained from the exercise of the Warrants No. 4 (TRITN-W4) 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.

6. Directors' Affirmation regarding the capital increase

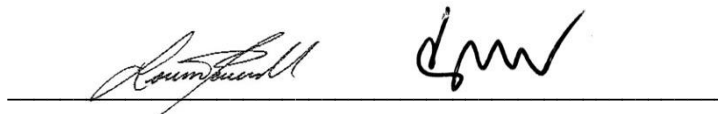
The Board of Directors has carefully considered and verified information of the 2 investors who are entitled to be allotted with Warrants No.4 (TRITN-W4) according to the conditions of investing in the Company, by providing an opinion that the 2 investors have investment capability and possibly bring about beneficial support to 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 Warrants No.4 (TRITN-W4) 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.



(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 9,690,290,488 shares 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 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.

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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"> 1. In the case of a change in the par value of the Company's share from a combination or split of shares. 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 & Conditions 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 & Conditions 4. In the case of the Company's payment of all or any dividends in the form of its ordinary shares. 5. Distribution of cash dividend more than the specific amount which is indicated in Terms & Conditions. 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 <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 determine the conditions and details of the right adjustments on the ratio and exercise price.</p>
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)

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	<p>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.</p>
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2. Dilution effect to the shareholders are divided into 2 cases:

Please see details as presented in Enclosure 6, clause 4 re: Dilution effect to the shareholders

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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

Allotted to	No. of shares	Ratio (old : new)	Offering price (Baht/share)	Date and Time of Subscription and Payment	Remark
Private Placement to 2 investors* Total 1,600,000,000 shares: 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

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Allotted to	No. of shares	Ratio (old : new)	Offering price (Baht/share)	Date and Time of Subscription and Payment	Remark
<p>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:</p> <p>1. ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3)</p> <p>2. The Brooker Group Public Company Limited (Brook)</p>	<p>Not exceeding 280,000,000</p> <p>40,000,000</p>	<p>One warrant per 5 ordinary shares</p>	<p>0 Baht per share. One unit of TRITN-W4 can be exercised for one ordinary share. Exercise 0.40 Baht/ share.</p>	<p>Please see details in Enclosure 7</p>	

*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, 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

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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.

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.

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.

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 as appeared in Enclosure 6 and 7

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 (2nd 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.

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.

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

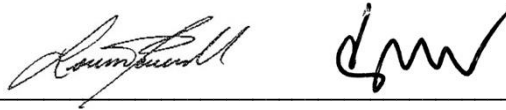
10. Time table to proceed if The Board of Directors approve capital increase and / allotment of newly issued shares

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

TRITON

No.	Process	Date
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 May 2562 or the date the Board of Directors/ the Chairman of the Executive Board and/or Chief Executive Officer 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 2020

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



(Miss Louise Taechaubol and Mr. Chirdsak Kukiattinun)

Authorized Directors

Proxy (Form A)

Written at.....

Date..... Month Year

I/WE Nationality Residing at No.

Road Sub district District.....

Province..... Postal Code..... as a shareholder of Triton Holding

Public Company Limited, holding the total amount of shares and have the

right to vote equal to.....votes as follows:

Ordinary shareshares and have the right to vote equal tovotes

Hereby appoint

(A) Name Age, residing at No.

Road Sub-district District

Province Postal code.....OR

(B) Name Age, residing at No.

Road Sub-district District

Province Postal code.....OR

(C) Name Age, residing at No.

Road Sub-district District

Province Postal code.....

As my/our proxy to attend and vote on my/our behalf at Annual General Meeting of Shareholders for the year 2019 on 30 April 2019 at 2 p.m. at Srivara B (2nd Floor), Town in Town Hotel, No. 300/1 Ladprao 94, Srivara Rd., Phlabphla, Wangthonglang, Bangkok 10310 or at any adjournment thereof to any other date, time and venue.

Any actions undertaken by the proxy in the meeting shall be deemed as being done by me/us in all respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Remarks: The shareholder assigning a Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate its number of shares to several proxies to vote separately.

Proxy (Form B)

Written at.....

Date..... Month Year

I/WE Nationality Residing at No.
 Road Sub district District.....
 Province..... Postal Code..... as a shareholder of Triton Holding
 Public Company Limited, holding the total amount of shares and have the
 right to vote equal to.....votes as follows:

Ordinary shareshares, eligible forvotes equal

Do hereby appoint either of one of the following persons (The Independent Director can be appointed as a proxy, please see the information in attachment 14):

(A) Name Age, residing at No.
 Road Sub-district District
 Province Postal code.....OR

(B) Name Age, residing at No.
 Road Sub-district District
 Province Postal code.....OR

(C) Name Age, residing at No.
 Road Sub-district District
 Province Postal code.....

As my/our proxy to attend and vote on my/our behalf at Annual General Meeting of Shareholders for the year 2019 on 30 April 2019 at 2 p.m. at Srivara B (2nd Floor), Town in Town Hotel, No. 300/1 Ladprao 94, Srivara Rd., Phlabphla, Wangthonglang, Bangkok 10310, or at any adjournment thereof to any other date, time and venue.

I/We appoint my proxy to cast votes according to my intention in the following manner:

- ☐ (A) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast the votes in accordance with my/our following instruction:

Agenda item 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No.1/2018 held on 6 November 2018

- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

- Agenda item 2 To consider and acknowledge the operational results of the preceding year 2018
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- Agenda item 3 To consider and approve of the consolidated financial statements and separate financial statement for the year 2018 ended 31 December 2018 and the auditor report
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- Agenda item 4 To consider the appropriation of net profit as legal reserve fund and the dividend payment for year 2018
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- Agenda item 5 To consider the reelection of Directors who retired by rotation for another term
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- Agenda item 6 To consider and approve the remuneration for Directors for the year 2019
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- Agenda item 7 To consider and approve the appointment of the auditors and fix the audit fee for the year 2019
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- Agenda item 8 To consider and approve the decrease of registered capital of the Company in the amount of Baht 192,000,000, from previous registered capital of Baht 1,161,029,408.80 to new registered capital of Baht 969,029,408.80 by cutting off 1,920,000,000 ordinary shares, at a par value of Baht 0.10
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

- 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 line with the decrease of registered capital of the Company
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- Agenda item 10 To consider and approve the issuance and offering ordinary shares to increase the capital to private placement with an 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, totaling Baht 560,000,000
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- Agenda item 11 To consider and approve 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 not exceeding 320,000,000 units at a ratio of 1 unit of warrant to 1 share, at the exercise price of Baht 0.40 per share
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- 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
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain
- 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 line with the increase of registered capital of the company.
- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

TRITON

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

- (1) Allocation of a total of not exceeding 1,600,000,000 newly issued ordinary shares to 2 private placement investors; and
- (2) Allocation of a total of not exceeding 320,000,000 newly issued ordinary shares to be reserved for the exercise of Warrants No.4 (TRITN-W4) which are issued and offered to 2 investors via private placement

- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

Agenda item 15 To consider other matters (if any)

- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

Casting of a vote by my/our Proxy for any agenda item which is not in accordance with this Proxy Form shall be deemed an incorrect vote and is not my/our vote as the shareholder.

If I/We have not indicated my/our vote for any agenda item, or if the indicated vote is unclear, or if the Meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, my/our proxy shall have the right to consider and cast votes on my/our behalf in all respects as it deems appropriate.

Any lawful act performed by my/our proxy in this Meeting, except in the case that my/our Proxy does not cast the votes as specified in the Proxy Form, shall be deemed as my/our own act in all respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Remarks:

1. The shareholder assigning a Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate its number of shares to several proxies to vote separately.
2. A shareholder can only assign its votes to its proxy equal to the number of the shareholder's shares as specified in this Proxy Form and cannot assign its votes partially or less than the number of shares specified herein.
3. In case there are agenda items other than in the agenda specified above, an additional statement can be given by the Shareholder in the Regular Continued Proxy Form B as enclosed.

TRITON

Continued Proxy Form B

Authorization on Behalf of a Shareholder of Triton Holding Public Company Limited

At Annual General Meeting of Shareholders for the year 2019 on 30 April 2019 at 2 p.m. at Srivara B (2nd Floor), Town in Town Hotel, No. 300/1 Ladprao 94, Srivara Rd., Phlabphla, Wangthonglang, Bangkok 10310 or at any adjournment thereof to any other date, time and venue.

Agenda item Re.

- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

Agenda item Re.

- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

Agenda item Re.

- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

Agenda item Re.

- ☐ (A) The Proxy is entitled to cast its vote on my/our behalf at its own discretion.
- ☐ (B) The Proxy must cast its vote in accordance with my/our following instruction:
- ☐ Agree
- ☐ Disagree
- ☐ Abstain

I certify that the details in this Continued Proxy Form B are true and accurate in all respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

Information of independent directors (the proxies from the shareholders)



Name:	General Lertrat Ratanavanich			Age: 72 Years	Nationality: Thai
Position:	Chairman of the Board of Directors and Independent Director Chief Executive Officer, Triton Holding Public Company Limited				
Education:	<div>- Honorary Doctor of Arts (Development Administration), Maejo University</div> <div>- Honorary Doctor of Philosophy, (Sustainable Energy and Environmental Technology Management), Rajamangala University of Rattanakosin</div> <div>- Honorary Doctor of Arts (General) in Public Administration, Eastern Asia University</div>				
IOD Training:	<div>- Cert. in Director Certification Program (DCP) 30/2003</div> <div>- Cert. in the Role of Chairman Program (RCP) 1/2000</div> <div>- Cert. in Financial for Non-Financial Director (FND) 1/2003</div> <div>- Cert. in The Role of the Compensation Committee (RCC) 13/2011</div> <div>- Cert. in Financial for Statements for Director (FSD) 13/2011</div> <div>- Cert. in the Role of Chairman Program (RCP) 28/2012</div>				
Work experience:	2013 – Present	Director, MFC Asset Management Public Company Limited			
	2017 – Present	Vice Chairman, National Reform Committee for Energy			
	2006 – Present	Honorary Vice President of Athletic Association, Thailand Patron: His Majesty the King			
	2015 – 2017	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives			
	2012 – 2017	Chairman of the Executive Director, Thailand Professional Qualification Institute (Public Organization)			
	2013 – 2016	Chairman of the Board of Directors, G J Steel Public Company Limited			
	2013 – 2016	Chairman of the Board of Directors, G Steel Public Company Limited			
	2013 – 2015	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives			
	2013 – 2015	Advisory commissioners and announcer, The Constitution Drafting Committee, The Secretariat of The House of Representatives			
	2013 – 2015	Chairman of the Board of Directors, Wind Energy Holding Public Company Limited			
	2011 – 2013	Director, PTT Exploration and Production Public Company Limited			
No. of Year being a director:	2 year 3 months				
No. of shares held:	-None-				
Directorship in other listed companies:	MFC Asset Management Public Company Limited				
Attending the meeting in Board 2017	16/16				

TRITON

Information of independent directors (the proxies from the shareholders)



Name: Mr. Natdanai Indrasukhsri **Age:** 64 **Nationality:** Thai
Current Position: Director and Chairman of the Audit Committee, Triton Holding Public Company Limited
Highest Education: Master in Business, Southern New Hampshire University, the United States of America
IOD Training: Director Certification Program (DCP) 92/2007
 Advanced Audit Committee Program (AACP) 16/2014

Working Experience:

2014 - Present	Independent Director, Audit Committee, Nomination Committee, and Compensation Committee, The Post Publishing Public Company Limited
2003 - Present	Director and Executive Director, Siam City Insurance Public Company Limited
2003 - 2014	Chief Executive Officer and President, Siam City Insurance Public Company Limited
2003 - 2014	Director, Road Accident Victims Protection Company Limited
2010 - 2011	Director, Executive Director, and Chairman of Relationship Management, Thai Credit Guarantee Corporation (TCG)
2001 - 2011	Vice President, Thai General Insurance Association
2007 - 2010	Chairman of the Board of Directors, Thai General Insurance Association
2006 - 2010	Director and Executive Director, T.I.I. Company Limited (Thailand Insurance Institute)

No. of Year being a director: 2 year 3 months
No. of shares held: -None-
Directorship in other listed companies: -None-
Board's meeting attendance 2018: 15/16

Documents or evidence required to verify eligibility of shareholders or representatives

In order for the Shareholders Meeting of Triton Holding Public Company Limited ("Company") to be conducted with transparency, fairness and in the best interest of shareholders, the Company believes that inspection of documents or evidence to identify the shareholder or the proxy of the shareholder entitled to attend the meeting of shareholders should be set with the following details:

1. Natural Person

1.1 Shareholder of Thai nationality

- (A) Identification card of Shareholder (Citizen card or State-officer card or State-enterprise card)
- (B) In case of granting a proxy, a duplicate copy of the identification card of Shareholder and an original or a duplicate copy of the identification card or passport (If the proxy is a foreigner) of the proxy. In addition, the original Proxy Form must be completely filled out, signed by both the grantor and the proxy, affixed with a 20-Baht duty stamp.

1.2 Shareholder of foreign nationality

- (A) Passport of Shareholder
- (B) In case of granting a proxy, a duplicate copy of the passport of Shareholder and an original or a duplicate copy of the identification card or passport (If the proxy is a foreigner) of the proxy. In addition, the original Proxy Form must be completely filled out, signed by both the grantor and the proxy, affixed with a 20-Baht duty stamp.

2. Juristic Person

2.1 Juristic person incorporated in Thailand

- (A) Corporate certification letter issued within 6 months by the Business Development Department, Ministry of Commerce, with original or duplicate copy of the identification card or passport (In case of foreign director) of the authorized director qualified to attend the meeting.
- (B) In case of granting a proxy, duplicate copy of the identification card or passport (in case of foreign director) of authorized director eligible to sign in the Proxy Form, with original or duplicate copy of the identification card or passport (If the proxy is a foreigner) of the proxy. In addition, the original Proxy Form must be completely filled out, signed by both the authorized juristic person as a grantor.

2.2 Juristic person incorporated outside Thailand

- (A) Corporate certification letter and Certificate of incorporation which must contain details including name of the juristic person, authorized signatory and terms and conditions of the signature and the head office address, together with the original or duplicate copy of the passport (In case of foreign authorized juristic person) of authorized signatory of the juristic person.
- (B) In case of granting a proxy, duplicate copy of the identification card or passport (if an authorized signatory is a foreigner) of the authorized juristic person who signs the Proxy Form with an original and duplicate copy of the identification card or passport (in case of foreign proxy) of the proxy. In addition, the original Proxy Form must be completely filled out and signed by the authorized juristic person as a grantor and the proxy and affixed with a 20-Baht duty stamp.

Note:

- (1) Duplicate copy of the citizen identification card or passport must be certified correct copy by the card or passport holder.
- (2) Duplicate copy of documents in Clause 2.1 (A) must be certified correct copy by authorized director of that juristic person.
- (3) Duplicate copy of documents in Clause 2.2 (A) created abroad or copies of such documents must be certified by Notary Public or by the Thai ambassador or Thai consulate in the country the document was prepared and must not be more than 1 year old on the meeting date. If the document is in language other than English, its Thai or English translation, certified correct translation by authorized person of the juristic person, must also be included.
- (4) Shareholder or proxy can register and submit the document or evidence for verification at the meeting venue from 12.30 pm until 14.00 pm on 30 April 2019.
- (5) In case of any conflicts arising with regard to the accuracy of the Proxy Form, the final decision shall be completely depended on the discretion of Chairman of the Board or authorized person assigned by Chairman.

Articles of Association of the Company concerning Meeting of Shareholders

Meeting of Shareholders, Proxy, and Voting right during the Meeting of Shareholders

Article 32 The Company will hold the meeting of shareholders at a location around which its head office is situated or in an adjacent province or at any location as deemed appropriate by the Board.

Article 33 There should be at least one meeting of shareholders per year, such meeting will be referred to as "General Meeting". Such General Meeting shall be arranged within four (4) months from the last day of the fiscal year of the Company.

The Board of Directors may summon an extraordinary meeting of shareholders whenever the board thinks appropriate. Shareholders holding shares altogether at not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding shares altogether at not less than one-tenth of the total number of shares sold may submit their names in a letter requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give express reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within one month from the date of receipt of such request from the shareholders.

Article 34 In summoning for a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be presented to the meeting together with reasonable details and clear indication whether each matter will be for acknowledgement, for approval or for consideration as well as provide the relevant Board's opinion. The mentioned notice shall be delivered to the shareholders and the Registrar for reference not less than 7 days prior to the meeting.

In addition, the notice of the meeting shall also be announced in a newspaper for at least three consecutive days prior to the meeting.

Article 35 The meeting of shareholders must be attended by not less than 25 shareholders or proxies (if any) or not less than a half of total number of shareholders holding an aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.

At any meeting of shareholders, if after one hour from the scheduled meeting time, the number of shareholders present is still not enough to form a quorum as required, if such meeting was requested by shareholders, such meeting shall be revoked. If such meeting was not called for by shareholders, the meeting shall be rescheduled and in this case, notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting and no quorum is required in such meeting.

Article 36 At a meeting of shareholders, a shareholder may appoint any person to attend the meeting and vote on his/her behalf. The authorization must be in written document dated and signed by the grantor and must be done according to the form prescribed by the Registrar and must contain at least the followings:

- (1) Number of shares the grantor holds
- (2) Name of the proxy
- (3) The meeting number for which the proxy is authorized to attend and vote.

The proxy form must be submitted to Chairman of the Board or other person designated by the Board at the meeting place before the proxy attending the meeting.

Article 37 If the Meeting is not able to consider all the agendas specified in the notice of the meeting or is not able to consider all matters proposed by shareholders holding at least one-third of total shares sold and thus, meeting adjournment is necessary then, the meeting shall set up the place, date and time for the next meeting. The Board has to send the meeting invitation letter indicating the place, date, time and meeting agenda to shareholders at least 7 days prior to the meeting date. In addition, the notice of the meeting shall be announced in a newspaper for at least three consecutive days prior to the meeting.

Article 38 Chairman of Board of Directors shall act as the chair of the meeting of shareholders. If Chairman of the Board is not present at the meeting or is unable to perform his/her function, then, Vice Chairman of the Board (if available) shall act as the meeting chairman, if Vice Chairman is not present or is present but not able to perform the function, then the attending shareholders shall elect one of the shareholders to act as the meeting chair.

Article 39 In the meeting of shareholders, every shareholder shall have one vote per share.

In an event where a shareholder has special conflict of interest in any matter, such shareholder may not cast the vote on that particular matter except for voting for election of directors.

The resolution or approval of any matter at the meeting of shareholders shall be supported by the majority vote of shareholders who attend the meeting and have the right to vote except for the following cases which require the support of at least three-fourths of the total votes of shareholders who are present at the meeting and entitled to vote:

- (A) The sale or transfer of the business of the Company, whether in whole of any substantial part to any person
- (B) The purchase or acceptance of the transfer of ownership of any limited company or any public limited company
- (C) The making, amendment or termination of any contract to lease the business of the Company whether in whole or in a substantial part, the entrusting of any person to conduct the business of the Company, or the merger of its business with the business of any other person for the purpose of sharing its profit and losses.

Article 40 Activities that should be conducted by the annual general meeting include:

- (1) Consider reports from the Board regarding Company's operational performance of the past year
- (2) Consider and approve balance sheets
- (3) Consider allotment of earnings
- (4) Elect directors to replace directors who retire by rotation
- (5) Appoint Company's auditors
- (6) Other activities

Map of the Annual General Meeting of Shareholders for the year 2018 Venue

Triton Holding Public Company Limited

Srivara B (2nd Floor), Town in Town Hotel, No. 300/1 Ladprao 94,

Srivara Rd., Phlabphla, Wangthonglang, Bangkok 10310

