

# TRITON



## Invitation to Annual General Meeting of Shareholders for the year 2020

Triton Holding Public Company Limited

On 27 April 2020 at 2 p.m.  
Company conference room, 60 Soi Praditmanutham 19 Praditmanutham Rd.,  
Lat Phrao, Lat Phrao, Bangkok, Thailand 10230

# TRITON

April 10, 2020

Subject: Invitation to the Annual General Meeting of Shareholders 2020

Attention: All shareholders

Triton Holding Public Company Limited (TRITN)

Enclosure:

1. Copy of the Minutes of the Annual General Meeting of Shareholders 2019 on April 30, 2019
2. Annual report 2019 and Financial Statement for the year ended December 31, 2019 (QR code)
3. Profile of Directors due to retired by rotation and nominated to resume for director positions
4. Remuneration of Directors 2020 compared to the year 2019
5. Remuneration of Auditors 2020 compared to the year 2019
6. Explanation of objective and plan of the capital increase in the amount of 56,000,000 baht
7. Proxy Form A
8. Proxy Form B with the allonge
9. Profiles of the Independent Directors whom shareholders may appoint as proxy holders to attend the meeting and vote on their behalf
10. The documents confirming the right to attend the meeting of the shareholders or their proxies
11. Company's Articles of Association regarding the shareholder's meeting
12. Submitting questions related to shareholders' meetings
13. Using QR Code to download Annual Report 2019
14. Things to know and preventative measures against Coronavirus 2019 (COVID-19) at the Annual General Meeting of Shareholders 2020
15. Map of the venue for the Annual General Meeting of Shareholders 2020

The Board of Directors Meeting of Triton Holding Public Company Limited ("Company") has a resolution to convene Annual General Meeting of the Shareholders 2020 on April 27, 2020, at 2 p.m., at Grand meeting room of the Company, building no. 60 Soi Praditmanutham 19 Praditmanutham Rd., Lat Phrao Sub-distict, Lat Phrao Distict, Bangkok 10230 to consider the following agenda items:

# TRITON

## **Agenda item 1 To adopt the Minutes of the Annual General Meeting of Shareholders of 2019 which was held on April 30, 2019**

### **Rationale:**

The Annual General Meeting of Shareholders 2019 was held on April 30, 2019. 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](http://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 Annual General Meeting of Shareholders 2019 which was held on April 30, 2019 were comprehensively and accurately recorded and recommend to propose to the Shareholders' Meeting for approval of Annual General Meeting of Shareholders 2019 further.

### **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 2019 and Annual Report 2019**

### **Rationale:**

The Company had summarized relevant details of its operational results of the year 2019 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 Shareholders' Meeting to acknowledge the operational results of the preceding for the year 2019.

### **Resolution:**

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

# TRITON

**Agenda item 3      To consider and approve of the consolidated financial statements and separate financial statement for the year 2019 ended December 31, 2019 and the auditor report**

**Rationale:**

The Statement of Financial Statement and Separate Financial Statement for the accounting period ended December 31, 2019, as set out in the Financial Statement that had been sent to the shareholders together with the Annual Report 2019. The Financial Statement was reviewed by the auditor, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited, assessed and approved by the Audit Committee Meeting No. 1/2020 on February 25, 2020, and approved by the Board of Directors meeting no. 2/2020 on February 27, 2020.

**Opinion of the Board:**

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' 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 December 31, 2019.

**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 omitted dividend payment for year 2019**

**Rationale:**

The dividend payment must be approved by 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 December 31, 2019, the Company generated a net profit of 45,127,257 baht and accumulated deficit in the amount of 20,905,316 baht. Therefore, the Company is unable to pay dividends for operating results of the year 2019 to shareholders which is in accordance with the limitation of the law.

# TRITON

## **Opinion of the Board:**

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to acknowledge of the omitted dividend payment for year 2019.

## **Resolution:**

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

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

### **Rationale:**

In accordance with Clause 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 2020, there are three Directors who must retire by rotation, namely, (1) Gen. Lertrat Ratanavanich, (2) Ms. Louise Taechaubol and (3) Mr. Pol. Maj. Gen Ittipol Ittisarnronnachai.

The Nomination and Remuneration Committee have considered the qualifications of the Directors pursuant to the nomination procedures and deemed that three Directors namely, (1) Gen. Lertrat Ratanavanich, (2) Ms. Louise Taechaubol and (3) Mr. Pol. Maj. Gen Ittipol Ittisarnronnachai 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 Shareholders' Meeting to acknowledge the Directors who must retire by rotation namely, (1) Gen. Lertrat Ratanavanich, (2) Ms. Louise Taechaubol and (3) Mr. Pol. Maj. Gen Ittipol Ittisarnronnachai and to consider appointing three directors namely, (1) Gen. Lertrat Ratanavanich, (2) Ms. Louise Taechaubol and (3) Mr. Pol. Maj. Gen Ittipol Ittisarnronnachai 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 2020****Rationale:**

According to Clause 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 Shareholders' Meeting to consider and approve the Director's remuneration for the year 2020 at the amount of not exceeding 7,000,000 baht. The details of remuneration are presented in Enclosure 4.

**Opinion of the Board:**

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the remuneration for Directors for the year 2020.

**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 2020****Rationale:**

The Company allows many audit companies to offer the audit fee for the year 2020 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 Dr. Kiatniyom Kuntisook



# TRITON

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 2019 which is the most suitable reason for the Company to appoint this auditor to provide audit service for the Company in 2020. In this regard, the auditors' remuneration for the year 2020 has been fixed at the amount of 2,260,000 baht and that of its subsidiaries for the year 2019 have been fixed in total of 3,540,000 baht. The total remuneration for the auditors of both the Company and its subsidiaries for the year 2020 have been fixed at 5,800,000 baht. 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 Shareholders' 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 Dr. Kiatniyom Kuntisook Cetified 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 5,800,000.

## **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 additional purpose and plan for use of capital increase in the amount of 560,000,000 baht as approved by the Annual General Meeting of Shareholders for the year 2019 on April 30, 2019.**

## **Rationale:**

According to the Company's capital increase to Private Placements in the form of purpose and plan for use of capital increase which are Zico Trust (s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) of 1,400,000,000 shares and the Brooker Group Public Company Limited. (Brook) in the amount of 200,000,000 shares, in total of 1,600,000,000 shares at par value of 0.10 baht per share, with the offered price of 0.35 baht per share. From the offering of shares, the Company received from capital increase at that time in the amount of 560,000,000 baht, which is in accordance with resolution of Annual General Meeting of Shareholders on April 30, 2019

# TRITON

As the purpose and plan of use of capital increase, the Company desired to use the capital increase to pledge with the commercial bank for issuance of letter of guarantee to be used as collateral with the project owner when the Company undertakes construction work. However, due to the severe economic conditions and the spread of epidemics, causing many businesses to face problems. The construction project which plan to undertake at the end of the year 2019 has internal management problems of the project's owners. Therefore, the Company need to reconsider the purpose and plan for use of capital increase again in order to prevent the capital increase from losing the opportunity to be utilized and created return for the Company and shareholders

Therefore, the Company agreed to propose additional purpose and plan for use of capital increase in the amount of 560,000,000 as follow:

- a) To be use as investment funds for business expansion of the Company's group
- b) To be use as a working capital in the project and as a pledge with the commercial bank for issuance of letter of guarantee

The details of the purpose and plan are presented in Enclosure 6.

The Company investments are considered as an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (2008) and other related acts. The Company will comply with that regulation further.

## **Opinion of the Board:**

The Board of Directors, therefore, deemed it appropriate to propose to the Shareholders' Meeting to approve additional purpose and plan for use of capital increase in the amount of 560,000,000 baht as approved by the Annual General Meeting of Shareholders for the year 2019 on April 30, 2019 which has new purpose and plan as follow: a) To be use as investment funds for business expansion of the Company's group and (b)To be use as a working capital in the project and as a pledge with the commercial bank for issuance of letter of guarantee.

## **Resolution:**

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

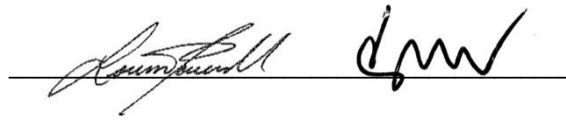


# TRITON

## **Agenda item 9      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 2020 and the accompanying documents from website [www.triton.co.th](http://www.triton.co.th) from April 10, 2020 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, 60 Soi Praditmanutham 19, Praditmanutham Road, Ladprao Sub-district, Ladprao District, Bangkok 10230.
4. The Company would like to cancel the participant gifts in the Shareholders' Meeting due to the transparent and in accordance with the guidelines from regulatory agency which has a campaign of gifts cancellation in the Shareholders' Meeting and also encourage business sustainability on the day of Shareholders' Meeting 2020.

**Attn:** Registrar of Public Company Limited

Department Stock Exchange of Thailand

The Securities and Exchange Commission

**Minutes of the Annual General Meeting of Shareholder for the year 2019**

**of**

**Triton Holding Public Company Limited**

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**Date, Time and Venue**

The Annual General Meeting of Shareholders for the year 2019 of Triton Holding Public Company Limited (“**Company**”) was held 30 April 2019 at 14.00 hours at Srivara B (2<sup>nd</sup> Floor), Town In Town Hotel, No. 300/1 Ladprao 94, Srivara Rd., Phlabphla, Wangthonglang, Bangkok.

**Directors present at the meeting**

- |  |  |
|--|--|
| 1. Gen Lertrat Ratanavanich              | Chairman of the Board of Directors and Independent Director      |
| 2. Pol.Gen. Weeapong Chuenpagdee         | Vice Chairman of the Board of Directors and Independent Director |
| 3. Mr. Natdanai Indrasukhsri             | Chairman of the Audit Committee and Independent Director         |
| 4. Mr. Adipong Puttarawigrom             | Audit Committee and Independent Director                         |
| 5. Pol.Col. Kidanun Komkhum              | Audit Committee and Independent Director                         |
| 6. Pol.Maj.Gen. Ittipol Ittisarnronnchai | Independent Director   |
| 7. Miss Louise Taechaubol                | Chairman of the Executive Board                                  |
| 8. Mr. Chirdsak Kukiattinun              | Director and Chief Executive Officer                             |
| 9.                                       |  |

**Directors absent from the meeting**

-None-

**Executives present at the meeting**

- |                           |                         |
|---------------------------|-------------------------|
| 1. Mrs. Narumol Chattawan | Chief Financial Officer |
| 2. Mrs. Pensri Suebsuwong | Human Resource Director |

# TRITON

## **The Company's Auditor present at the meeting**

1. Mr. Wonlop Vilaivaravit Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

## **The Company's Legal Advisor**

1. Mr. Apichart Phetcharat Legal Advisor and meeting conductor from Luang Debnarin Law Office

## **Preliminary Proceeding:**

Gen. Lertrat Ratanavanich, Chairman of the Board of Directors and Independent Director, acted as Chairman of the meeting ("Chairman"). He requested Mr. Apichart Phetcharat to be meeting secretary and/or conductor to proceed the meeting.

The meeting secretary reported to the meeting that at 14.00 hours there were shareholders and proxies attending the meeting in totaling 68 shareholders, representing 3,837,478,076 shares or equivalent to 47.7680 percent of the total number of issued shares (the total paid-up shares of the Company were 8,033,578,407 shares), constituting a quorum to Article 35 of the Article of Association of the Company which specified that the meeting of shareholders must be attended by not less than 25 shareholders holding in aggregate of not less than one-third of the total number of issued shares to constitute a quorum.

After the meeting proceeded, there were shareholders, both in person and by proxy, registering to attend the meeting. Therefore, the total number of shareholders and proxies attending the meeting was increased to 76 shareholders with an aggregate holding of 3,946,536,816 shares or representing 49.1255 percent of the total number of issued shares.

Before proceeding to the first agenda, the Chairman asked the meeting secretary to elaborate the voting and vote counting method which can be summarized as follows:

For voting each agenda, the meeting secretary would ask in each agenda whether any shareholder wished to disapprove or abstain from the vote. In case of no disapproval or abstention, the Chairman would conclude that every shareholder resolved to approve as proposed.

Any shareholder who wishes to disapprove or abstain, shall mark as disapprove or abstain on a ballot and raise hand so that the Company's staff could collect the ballot for vote counting. The shareholders who did not disapprove or abstain in any agenda needed not to mark on the ballot. The Company's staff would process the voting result by deducting the vote of disapproval and abstention from the total number of votes by shareholders attending the meeting or being entitled to vote to summarize the voting result in each agenda in which the remaining votes would be deemed as affirmative.

# TRITON

In case that any shareholder wishes to ask additional questions, the shareholder shall declare his/her full name, family name and status in attending the meeting before asking questions for the Company to keep record.

Moreover, before meeting proceedings, the Company proposed to set up the vote counting committee to witness the vote counting, comprised of one shareholder (Company's staff) and one representative from auditor of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

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

The Chairman asked the meeting conductor to explain the details of this agenda that the Extraordinary General Meeting of Shareholders no.1/2018 was held on 6 November 2018 and the minutes of such meeting had 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 law. The Company had also disclosed the Minutes of the meeting on the Company's website [www.triton.co.th](http://www.triton.co.th) and sent a copy of Minutes along with the meeting invitation as appeared in enclosure 1

The Board of Directors had an opinion that the Minutes of the Extraordinary General Meeting of Shareholders no.1/2018 held on 6 November 2018 was recorded properly and accurately, and deemed it appropriate to propose the meeting for adopting of the minutes of the Extraordinary General Meeting of Shareholders no.1/2018

This agenda requires the approval of majority of votes of the shareholders attending the meeting and being entitled to vote.

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

No shareholder asked question or expressed any opinion. The Chairman therefore requested the meeting to vote.

**Resolved: The meeting resolved to adopt the minutes of the Extraordinary General Meeting of Shareholders no.1/2018 held on 6 November 2018 by unanimous votes as follows:**

Approved	3,837,938,076	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,837,938,076	Votes	Equivalent to	100

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

The Chairman asked the meeting conductor to explain to the meeting. The meeting conductor explained that the Company had summarized the Company's operational results of the preceding year as appeared in the annual report 2018 (QR code) which had been delivered to the shareholders to study the details in advance along with the invitation to shareholders' meeting.

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

This agenda needed not require the approval of votes because it was only for acknowledging shareholders.

The Chairman assigned Mr.Chirdsak Kukiattinun, Chief Executive Officer of the Company to explain the details regarding the operational results for the year 2018 to shareholders which can be concluded as follows:

The Company generated a total revenue of 2,425.33 million Baht, an increase of the total revenue from year 2017 which the Company generated 866.54 million Baht. It can be seen that the Company's revenue significantly grew due to the revenue restructure which mainly emphasizes on creating income from construction business operation, resulting in dramatically better growth.

The Company generated a net profit of 148.66 million Baht in 2018 which indicated a higher performance compared to the year 2017 which the Company generated a net loss of 38.81 million Baht.

In 2018, the total value of Company's assets was 1,606.15 million Baht; the liabilities were 622.80 million Baht; and the shareholders' equity was 1,007.62 million Baht.

Furthermore, Mr. Chirdsak Kukiattinun explained on financial ratios to the meeting, concluding that the Company's Return on Total Assets ratio which is a ratio of net profit to total assets indicating how effectively the Company utilizes its assets to generate profit. In 2018, the Company's Return on Assets ratio was at 9.61 percent indicating better performance when compared to the year 2017 which was at 2.63 percent.

The Company's Return on equity ratio in 2018 was at 15.64 percent which was considerably higher when compared to the year 2017 which was at 4.23 percent. Such ratio showed that the Company had better performance to greatly generate profit out of shareholders' investment, which complied with the Company's Debt to Equity ratio in 2018 that was decreased to 0.63 percent from 1.05 percent in 2017, showing more improved capital structure due to the fact that the Company's liabilities had been decreased and it was more beneficial to shareholders.

Net Profit Margin is a ratio of showing the ability to generate profit from the revenue of the Company. In 2018, the Company's Net Profit Margin was at 5.56 percent indicating continuously improved Net Profit Margin as well as other financial ratios of the Company.

The Company's Current Ratio, a financial ratio that indicates the Company's liquidity of how much the Company could cover the short-term liabilities, was at 1.69 percent standing in a better position when compared to the current ratio in 2017 which was at 1.33 percent.

# TRITON

Moreover, Mr. Chirdsak Kukiattinun reported to the meeting regarding projects that were still in the contract period and projects that waited for project contracts to be made. Most projects are construction projects and have a good tendency that will result in continuously better operation performance in the next year. At present, the backlog is approximately Baht 11,629 million, divided into fuel pipeline construction projects with a total value of Baht 1,569 million, LNG depot construction with a total value of 8,146 million and LNG depot construction project in Myanmar with a total value of Baht 1,914 million.

The Chief Executive Officer fully explained the detail to the meeting. The Chairman asked if any shareholder wished to ask question.

Miss Patcharin Charnmetha, shareholder expressed her opinion that the Company should provide the Company's annual report in form of a book for the shareholders who attended and wished to read the annual report before the meeting because some shareholders could not read the annual report presented in QR code that the Company had distributed to the shareholders. Moreover, the venue of the meeting was considered far from shareholders.

The Chairman explained to the shareholders that the Company would take such suggestions into consideration to provide the Company's annual report as being suggested. However, the annual report has been provided in a form of QR code which is a standard used by other listed companies in the Stock Exchange of Thailand. For the venue of the shareholders' meeting, the Chairman explained that every meeting has always been set up near the Company because the headquarter of the Company is located near this meeting venue which is considered convenient to get to.

The meeting acknowledged the Company's operational results of the preceding year and the Company's annual report 2018 as presented.

**Resolved: The meeting resolved to acknowledge the operational results of the preceding year and annual report 2018**

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

The Chairman assigned the meeting conductor to explain to meeting. The meeting conductor explained that according to the financial statements and earning statements for the accounting period ended 31 December 2018

# TRITON

which had been sent to the shareholders along with the Annual Report 2018, such financial statements and earning statements had been audited by the auditor, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited; reviewed 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.

The Board of Director, therefore, deemed it appropriate to propose to the meeting to approve the consolidated financial statements and separate financial statements which had been audited by the auditor along with auditor's report for the accounting period ended 31 December 2018.

This agenda requires the approval of majority of votes of the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

A shareholder asked and received detailed explanation, and there was no additional shareholders asking question; therefore, the Chairman requested the meeting to vote.

**Resolved: the meeting resolved to approve the consolidated financial statement and separate financial statement for the year 2018 and the auditor's report for the accounting period ended 31 December 2018 by unanimous votes as follows:**

Approved	3,838,033,116	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,838,033,116	Votes	Equivalent to	100

*In addition, while voting this agenda matter, there were another three shareholders registering to attend the meeting in the previous agenda, representing 3,838,033,116 shares.*

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

The Chairman assigned the meeting conductor to explain details of the agenda to the shareholders.



# TRITON

The meeting conductor explained to the meeting that according to the laws and the Company's Article of Association, it prescribed that dividend payment required approval from the shareholders' meeting and the Company could only pay dividend from its net profit. In case the Company had deficit, the Company was prohibited to pay dividend and not required to appropriate net profit as legal reserve fund.

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 at present, the Company was free from deficit. For the past 10 years, the Company never paid dividend to the shareholders. However, for the past 2 years the Company had been continuously generating better operational result; as a result, in 2018 the Company had profit to be reserved as legal reserve fund and to pay dividend to shareholders. The Board of Directors, therefore, had a dividend policy as follows:

(1) The Company shall appropriate net profit as legal reserve fund of 5 percent of net profit or Baht 2,810,366.15.

(2) The Company shall pay dividend as prescribed in the Company's dividend policy, at Baht 0.0034 per share, in a total amount of Baht 27,314,166.58

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

If the meeting approved this agenda matter regarding dividend payment as in the details previously stated, then the date to determine the list of shareholders who would be entitled to receive dividend (Record Date) shall be set on 13 May 2019 and the date to pay dividend to shareholders shall be set on 24 May 2019.

This agenda requires the approval of majority of votes of the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express opinion regarding this matter.

No shareholder asked any questions or expressed opinion; therefore, the Chairman requested the meeting to vote.

**Resolved: the meeting resolved to approve the appropriation of net profit as legal reserve fund at a rate of 5 percent of net profit for the year 2019 which was equivalent to Baht 2,810,366.15 and to approve the dividend payment for the year 2018 at Baht 0.0034 per share, in totaling Baht 27,314,166.58. The date to determine the list of shareholders who would be entitled to receive dividend (Record Date) was set to be on 13**

# TRITON

**May 2019 and the date to pay dividend to shareholders was set to be on 24 May 2019 by unanimous votes as follows:**

Approved	3,838,033,116	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,838,033,116	Votes	Equivalent to	100

## **Agenda 5 To consider and approve the reelection of Directors who retired by rotation for another term**

The Chairman informed the meeting that for transparency to vote, the Directors who were due to retirement by rotation namely, Mr. Natdanai Indrasukhsri, Mr. Adipong Puttarawigrom, and Mr. Chirdsak Kukiattinun had left the meeting room before proceeding this agenda.

Then, the Chairman assigned the meeting conductor to explain details of this agenda to the meeting.

The meeting conductor explained to the meeting that according to Article 18 of the Company's Article of Association, at every Annual General Meeting one-third of the total Directors must retire from office. 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 were three Directors who must retire by rotation namely, Mr. Natdanai Indrasukhsri, Mr. Adipong Puttarawigrom, and Mr. Chirdsak Kukiattinun.

However, the Nomination and Remuneration Committee had considered the qualifications of the Directors pursuant to the nomination procedures and deemed that the three Directors were proficient and possessed a variety of expertise who had been considered as qualified individuals with qualifications which were not prohibited by laws. Therefore, the Board of Directors resolved to propose to the meeting to approve the reelection of the three Directors to act as the Company's Directors for another term. Moreover, the details on educational background and experiences of the three Directors had been delivered to shareholders for consideration in advance along with the invitation to this shareholders' meeting.

The Board of Directors deemed it appropriate to approve with the recommendation of the Nomination and Remuneration Committee to propose to the meeting to consider and acknowledge the three Directors who retired by rotation namely, (1) Mr. Natdanai Indrasukhsri, (2) Mr. Adipong Puttarawigrom, and (3) Mr. Chirdsak Kukiattinun, and to approve the reelection of the three Directors to act as the Company's Directors for another term.

# TRITON

This agenda requires the approval of majority of votes of the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express opinion regarding this matter.

No shareholder asked any questions or expressed opinion; therefore, the Chairman requested the meeting to vote.

**Resolved: the meeting resolved to approve the reelection of the three Directors who retired by rotation to act as the Company's Directors for another term by unanimous votes as follows:**

**5.1 Mr. Natdanai Indrasukhsri was approved to act as the Company's Director for another term by unanimous votes as follows:**

Approved	3,875,888,516	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,875,888,516	Votes	Equivalent to	100

**5.2 Mr. Adipong Puttarawigrom was approved to act as the Company's Director for another term by unanimous votes as follows:**

Approved	3,875,888,516	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,875,888,516	Votes	Equivalent to	100

**5.3 Mr. Chirdsak Kukiattinun was approved to act as the Company's Director for another term by unanimous votes as follows:**

Approved	3,875,888,516	Votes	Equivalent to	100
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# TRITON

Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,875,888,516	Votes	Equivalent to	100

*In addition, while voting agenda 5.1-5.3, there were another shareholder registering to attend the meeting in the previous agenda, representing 3,875,888,516 shares*

*After voting agenda 5.1-5.3, the three Directors namely, Mr. Natdanai Indrasukhsri, Mr. Adipong Puttarawigrom, and Mr. Chirdsak Kukiattinun returned to the meeting room to proceed the meeting.*

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

The Chairman assigned the meeting conductor to explain details of this agenda to the meeting.

The meeting conductor explained to the meeting that according to Article 16 of the Company's Articles of Association, prescription of the remuneration for Directors shall be in accordance with a resolution passed by a shareholders' meeting. The Nomination and Remuneration Committee had considered the criteria to prescribe remuneration with by taking into suitability in various part of the rate of remuneration and comparing it with the rate paid by other listed companies in the same industry and considering the potential business expansion as well as the reduction of the number of Directors from 13 Directors to 9 Directors to suit with the Company's business structure. It was deemed appropriate for the Board of Directors to propose to the Meeting to consider and approve the Directors' remuneration for the year 2019 in the amount of not exceeding Baht 7,000,000 which decreased from Baht 10,000,000 in the year 2018, in order to suit with the Company's business structure and the Board of Directors structure of 2019. The Company had distributed the details of remuneration in advance to the shareholders together with the invitation to this shareholders' meeting.

Remuneration type	2019
<b>1. Director remuneration</b>	
1.1 Monthly remuneration	
Only for non-executive directors	
1.1.1 Chairman	50,000 Baht/month/person

# TRITON

Remuneration type	2019
1.1.2 Director	30,000 Baht/month/person
1.2 Attendance Fee of the Company's Director  Only for Directors who attend the meeting  1.2.1 Chairman  1.2.2 Director	   20,000 Baht/person/time  15,000 Baht/person/time
1.3 Attendance Fee of the Subcommittee  Only for Directors who attend the meeting  1.3.1 Chairman of subcommittee  1.3.2 Committee	   15,000 Baht/person/time  10,000 Baht/person/time
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.

The Board of Directors deemed it appropriate to approve with the recommendation of the Nomination and Remuneration Committee to propose to the meeting the remuneration for Company's Directors for the year 2019.

This agenda requires the approval of a vote of not less than two-thirds of the total number of votes cast by the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express opinion regarding this matter.

No shareholder asked any questions or expressed opinion; therefore, the Chairman requested the meeting to vote.

**Resolved: the meeting resolved to approve the remuneration for Directors for the year 2019 in the amount of not exceeding Baht 7,000,000 in accordance with rate and conditions proposed above by unanimous votes as follows:**

# TRITON

Approved	3,875,888,516	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,875,888,516	Votes	Equivalent to	100

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

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

The meeting conductor explained to the meeting that the Company gave an opportunity to many audit companies to propose their audit fee for the year 2019 to the Audit Committee to consider qualifications and choose one to be the auditor of the Company. The Audit Committee had 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. were reputable and trustworthy auditors having knowledge and capability. Moreover, comparing the remuneration rates proposed by this auditor to others, it was lower than other auditors. Therefore, it was 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 was 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 had been fixed at the amount of Baht 2,260,000 and that of its subsidiaries had 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 had been fixed at Baht 5,263,000 with the details as follows:

List of companies	Annual fee	Quarterly Financial Statement of the Company Group			Total audit fee in 2019	Comparison of Audit fee in 2018
		Q1	Q 2	Q3		

# TRITON

List of companies	Annual fee	Quarterly Financial Statement of the Company Group			Total audit fee in 2019	Comparison of Audit fee in 2018
		Q1	Q 2	Q3		
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
<b>Total</b>					<b>5,263,000</b>	<b>5,560,000</b>

The Board of Directors deemed it appropriate to approve with the recommendation of the Audit Committee to propose to the meeting to approve the appointment of Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 and/or Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company and its subsidiaries and the prescription of remuneration for the auditors of both the Company and its subsidiaries in a total of Baht 5,263,000.

Moreover, Miss Kornthong Luangvilai, Certified Public Accountant would be the auditor of the Company's subsidiaries by not involving in auditing the Company's business operation.



# TRITON

This agenda requires the approval of majority of votes of the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

No shareholder asked question; therefore, the Chairman requested the meeting to vote.

**Resolved: the meeting resolved to approved the appointment of Mr. Wonlop Vilaivaravit Certified Public Accountant No. 6797 and/or Mr. Chavala Tienpasertkij Certified Public Accountant No. 4301 and/or Dr. Kiatniyom Kuntisook Certified Public Accountant No. 4800 and/or Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the auditor of the Company and its subsidiaries and the prescription of remuneration for the auditors of both the Company and its subsidiaries in a total of Baht 5,263,000 according to the conditions as proposed by unanimous votes as follows:**

Approved	3,876,336,816	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,876,336,816	Votes	Equivalent to	100

*In addition, while voting this agenda, there was another shareholder registering to attend the meeting in the previous agenda, representing 3,876,336,816 shares*

**Agenda 8 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 unissued shares, at a par value of Baht 0.10**

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

The meeting conductor explained to the meeting that pursuant to the Extraordinary General Meeting of Shareholders No.1/2018 on 6 November 2018, the Meeting had 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

# TRITON

40,000,000 shares reserved for exercising warrants. The Company later had 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 had 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 had approved. Due to the aforesaid legal limitation, the Company could not issue and offer such ordinary shares

As a result, the Company needed to reduce the registered capital by cutting off such ordinary shares that could not be issued and offered, and proposed 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 kept apart from this reduction, were 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.

**Resolved: the meeting resolved to 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 unissued shares, due to the expiration period of offering period as prescribed in the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 (2015) Re: Approval for the Listed Companies to Issue the Newly-issued Shares to the Specific Investors (Codified) B.E. 2558 (2015). After the reduction of the registered capital, the remaining unissued ordinary shares of 1,656,715,681 shares would be reserved for the exercise of Warrants to purchase the ordinary shares of the Company No.3 (TRITN-3) in the amount of 1,606,715,681 shares and the exercise of Warrants to purchase ordinary shares of the Company issued to directors, executives and employees (TRITN-WA) in the amount of 50,000,000 shares, which the Company would not decrease the aforesaid registered capital by unanimous votes as follows:**

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

# TRITON

*In addition, while voting this agenda, there were two shareholders registering to attend the meeting in the previous agenda, representing 3,946,536,816 shares*

## **Agenda 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**

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

The meeting conductor explained to the meeting that 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 in line with the reduction of registered capital of the Company as follows:

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

**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 decrease of registered capital of the Company as follows: “Clause 4 Registered Capital of Baht 969,029,408.80 (nine hundred sixty-nine million, twenty- nine thousand, four hundred eight and eighty Satang), divided into 9,690,294,088 shares**

# TRITON

(nine billion, six hundred ninety million, two hundred ninety- four thousand, eighty-eight shares), with a par value of Baht 0.10 (Ten Satang) each, categorized into Ordinary shares 9,690,294,088 shares (nine billion, six hundred ninety million, two hundred ninety- four thousand, eighty-eight shares) and Preference shares - shares (-shares)” by unanimous votes as follows:

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

Prior to the consideration of agenda 10, the Chairman had informed the meeting that agenda 10-14 were related, if the meeting did not approve any of the agendas, the Company would not propose the remaining related agenda(s) to the shareholders to consider. Once the shareholders had been acknowledged, the Chairman then proceeded the meeting.

**Agenda 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**

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

The meeting conductor explained to the meeting that pursuant to the previous issuance and offering of ordinary shares via Private Placement (“PP”) affected by the legal limitation resulting in inability to issue and offer the ordinary shares via Private placement to the investors. However, with the intention of ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) and The Brooker Group Public Company Limited (Brook) who trusted and believed that the Company could strongly grow in future and generate great return to the shareholders, both investors had confirmed to invest in the Company as the Company had plan to expand its business and had fund utilization plan based on reasons and necessity as previously stated.

Therefore, the Company needed to propose to the Meeting to consider the issuance and offering PP shares again with an amount of not exceeding 1,600,000,000 shares, at a par value of Baht 0.10, at the offering price of Baht 0.35, totaling Baht 560,000,000. The offering price of Baht 0.35 per share was not less than 90 percent of market price, which the price of the past 15 consecutive days was equal to Baht 0.37 per share. The details of the two investors and the number of PP shares to be issue and offer were as follows: via Private Placement to two investors as follows:

# TRITON

(1) ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 with not exceeding 1,400,000,000 shares, or representing 14.53% of the paid-up capital (before exercise conversion of warrant TRITN-W4), totaling not exceeding Baht 490,000,000.

(2) The Brooker Group Public Company Limited with not exceeding 200,000,000 shares, or representing 2.08% of the paid-up capital (before exercise of warrant TRITN-W4), totaling not exceeding Baht 70,000,000.

The objectives and fund utilization plan of the Company and the details of the issuance and offering the ordinary shares in this instance the Company had distributed to the shareholders to study in advance together with the invitation to the shareholders' meeting for clarification to issue and offer PP shares. The objectives and fund utilization plan are as follows:

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

# TRITON

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

The Company needed to reprocess the capital increase again, thus the Company proposed 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 was 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” meant 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 had 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 was calculated from 18 February 2019 to 11 March 2019, at Baht 0.37 per share. In this instance, it was 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 needed the approval of the votes of not less than three-fourths of the total number of votes of shareholders who presented at the meeting, excluding the shareholders who had 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) ZICO Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) 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 was a sub-investment fund of Asia Alpha Equity Master which was 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 (Brook) 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.

# TRITON

In addition, the two investors as aforementioned were not related to the Company and were not connected persons of the Company pursuant to the Notification of Connected Transaction and did not have a related person holding the Company's shares. This would cause the Tender Offer to be included in the Tender Offer, that was, there was no other person who has a relationship or concert party or did 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 two investors were not obliged to do the Tender Offer for the entire securities of the Company since it still owned 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 was about "Criteria, Conditions and Procedures for the Acquisition of Securities for Business Takeovers. After the offering of newly issued shares to private placement, the two 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 two investors were allotted with ordinary shares of the Company which the offering price was lower than 90% of market price of Company's shares before the first date of share offering and the date that the SET accepted ordinary shares for capital increase as registered capital, the Company was responsible for prohibiting the two investors from selling all shares within 1 year from the date such ordinary shares was in trading period in the SET. After 6 months of trading in the SET, the two investors was then able to gradually sell 25% of the total shares under silent period according to the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 (2015) dated 11 May 2015 (and other additional amendments). However, for both shareholders and/or the Company to have confidence in the two investors who bring long-term strength and growth to the Company's business, the two investors agreed to comply with the silent period immediately without considering whether the share offering was subject to share offering at low prices or not.

For the issuance and offering the newly issued shares, the Board of Directors had 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 was discounted more than 10% from the market price which was 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



# TRITON

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). Hence, this agenda was 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 remained the same as approved by the Extraordinary General Meeting of shareholders' meeting no. 1/2018 on 6 November 2018.

The Board of Directors, therefore, deemed it appropriate to propose to the meeting 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.

This agenda requires the approval of a vote of not less than three-fourths of the total number of votes cast by the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

No shareholder asked question; therefore, the Chairman requested the meeting to vote.

**Resolved: the meeting resolved to approve the issuance and offering ordinary 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 via private placement to the following two investors below:**

(1) Zico Trust (s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of 1,400,000,000 shares

(2) The Brooker Group Public Company Limited in the amount of 200,000,000 shares

Also, the meeting approved the appointment of 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 to set guidelines, terms & conditions and other details necessary and related to the issuing of new shares and its allocation by unanimous votes as follows:

Approved	3,908,681,416	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,908,681,416	Votes	Equivalent to	100

# TRITON

**Agenda 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**

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

The meeting conductor explained to the meeting that 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, and had another condition which was that the Company must issue and offer the Warrants to purchase the ordinary shares of the Company together with issuing and offering newly issued ordinary shares via Private Placement at the same time. In order to keep good connection and comply with the condition made by the two investors, the Company, therefore, had 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). Moreover, the Company would not register of the Warrant (TRITN-W4) with the Stock Exchange of Thailand (SET) which complied with transfer limitation rule and other relevant regulations according to the details distributed in advance to the shareholders together with the invitation to the meeting.

The details of the two investors and the number of warrants issued and offered were as follows:

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

Issuing and offering the Warrants to purchase the ordinary shares of the Company No.4 (TRITN-W4), the Board of Directors had 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 10 necessary and related to the issuing and allotting the Warrants, the rationale of ordinary shares issuance to reserve the change in exercise price and exercise ratio of the Warrants and relevant laws.

The Board of Director deemed it appropriate to issue and offer the Warrants to purchase the ordinary shares of the Company No.4 (“TRITN-W4”) and resolved 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”) in the amount of not exceeding 320,000,000 units.

This agenda requires the approval of a vote of not less than three-fourths of the total number of votes cast by the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

# TRITON

No shareholder asked question; therefore, the Chairman requested the meeting to vote.

**Resolved:** the meeting resolved to approve the issuance and offering the Warrants to purchase the ordinary shares of the Company No.4 (“TRITN-W4”) in the amount of not exceeding 320,000,000 units, without cost incurred, at the exercise price of Baht 0.40 per share. The Company would not register of the Warrant (TRITN-W4) with the Stock Exchange of Thailand (SET) due to the fact that the offering was for the two investors via private placement namely, (1) ZICO Trust (s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of not exceeding 280,000,000 units and (2) The Brooker Group Public Company Limited in the amount of not exceeding 40,000,000 units, according to the details as proposed by unanimous votes as follows:

Approved	3,908,681,416	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,908,681,416	Votes	Equivalent to	100

**Agenda 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**

The Chairman assigned the meeting conductor to explain the details of the agenda to the meeting.

The meeting conductor explained to the meeting that the Company was going to 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 Trsutee of Asia Alpha Equity Fund 3 (AAEF3) and The Brooker Group Public Company Limited. The Company, therefore, needed to increase registered capital of the Company to reserve for plan as aforesaid.

Hence, the Company needs to increase 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 detail appeared in Enclosure 9 of the invitation to the shareholders' meeting which had been distributed in advance to the shareholders.

The Board of Directors, therefore, deemed it appropriate to propose to the meeting 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.

# TRITON

This agenda requires the approval of a vote of not less than three-fourths of the total number of votes cast by the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

No shareholder asked question; therefore, the Chairman requested the meeting to vote.

**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 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	3,908,681,416	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,908,681,416	Votes	Equivalent to	100

**Agenda 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.**

The Chairman assigned the meeting conductor to explain the details of this agenda to the meeting.

The meeting conductor explained to the meeting that according to the Public Limited Companies Act B.E. 2535 (1992) prescribing that in case of increase registered capital, the Company shall amend the Memorandum of Association of the Company. After the previous agenda had been approved, the Company made 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:

“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)

# TRITON

(With a par value of Baht 0.10 (Ten Satang) each

Categorized into

Ordinary shares	11,610,294,088 shares	(eleven billion, six hundred ten million, two hundred ninety-four thousand, eighty-eight shares)
Preference shares	- shares	(-shares)"

The Board of Directors, therefore, deemed it 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 as proposed.

This agenda requires the approval of a vote of not less than three-fourths of the total number of votes cast by the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

No shareholder asked question; therefore, the Chairman requested the meeting to vote.

**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	3,908,681,416	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,908,681,416	Votes	Equivalent to	100

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

# TRITON

- a. allocation of a total of not exceeding 1,600,000,000 newly issued ordinary shares to two investors via private placement
- 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 two investors via private placement (Warrant-PP)

The Chairman assigned the meeting conductor to explain the details of this agenda to the meeting.

The meeting conductor explained to the meeting that as the Company had increased its registered capital specified in Agenda 12, the Company needed to allot ordinary shares for capital increase to reserve the increase of the registered capital to comply with Public Limited Companies Act B.E. 2535. The allocation of ordinary share was as follows:

a) Allocated to reserve for the issuance and offering ordinary shares to increase capital via private placement to two investors namely, ZICO Trust (s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of not exceeding 1,400,000,000 shares and The Brooker Group Public Company Limited in the amount of not exceeding 200,000,000 shares, in totaling not exceeding 1,600,000,000 shares.

b) Allocated to reserve for the exercise of adjustment to Warrants No.4 (TRITNW4) which were issued and offered to two investors (Warrant-PP) namely, ZICO Trust (s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of not exceeding 280,000,000 shares and The Brooker Group Public Company Limited in the amount of not exceeding 40,000,000 shares, in totaling not exceeding 320,000,000 shares.

The Board of Directors, therefore, deemed it appropriate to allocate newly issued ordinary shares to reserve clause a) and b) and to propose to the meeting to approve the allocation of newly issued ordinary share for capital increase as details aforesaid.

This agenda requires the approval of a vote of not less than three-fourths of the total number of votes cast by the shareholders attending the meeting and being entitled to vote.

The Chairman asked if any shareholder wished to ask questions or express any opinion regarding the matter.

No shareholder asked question; therefore, the Chairman requested the meeting to vote.

**Resolved: the meeting resolved to approve the allocation of newly issued ordinary shares for capital increase as follows:**

**1) Allocated to reserve for the issuance and offering ordinary shares to increase capital via private placement to two investors in a totaling amount of not exceeding 1,600,000,000 shares, namely, ZICO Trust (s)**

# TRITON

**Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of 1,400,000,000 shares and The Brooker Group Public Company Limited in the amount of 200,000,000 shares,**

**2) Allocated to reserve for the exercise of adjustment to Warrants No.4 (TRITNW4) which were issued and offered to two investors (Warrant-PP) in a totaling amount of not exceeding 320,000,000 shares, namely, ZICO Trust (s) Ltd. As Trustee of Asia Alpha Equity Fund 3 in the amount of 280,000,000 shares and The Brooker Group Public Company Limited in the amount of 40,000,000 shares, by unanimous votes as follows:**

Approved	3,908,681,416	Votes	Equivalent to	100
Disapproved	0	Votes	Equivalent to	0
Abstained	0	Votes	Equivalent to	0
Total	3,908,681,416	Votes	Equivalent to	100

## **Agenda 15 To consider other matters (if any)**

No shareholder proposed any other matters to the meeting. However, the Chairman allowed the shareholders to ask question and express opinion regarding the meeting and Company's business operation.

Mr. Thinnakorn Piyadech, Investor Rights Protect Executive from Thai Investors Association asked whether the Company has Anti-Corruption policy and apply it the Company and its subsidiaries or not, and how.

The Chairman assigned Mrs. Pensri Suebsuwong, Human Resource Director of the Company to explain to the meeting that the Company give an importance to Anti-corruption policy and has drafted and announced the policy to all employees of the Company and its subsidiaries to follow. Moreover, the Company recently has revised the Anti-corruption policy which has become effective since 1 January 2019.

Mr. Panya Sriyuttajak, shareholder, asked whether the Company will have an opportunity to be awarded to operate LNG depot construction in Myanmar.

Mr. Chirdsak Kukiattinun, Chief Executive Officer explained that such project is in the contract drafting process, while the LNG storage tank in Rayong province is in the process of completing Environmental Impact Assessment (EIA) report and it is expected that the Company will get to operate the projects exactly as previously explained, but may need some time to proceed according to the rules and regulations.

Mrs. Chanapa Sriwisorn, shareholder asked for the reason that some of the Company's Directors are not holding any shares of the Company which shows distrust of the Directors in the Company's business operation.



# TRITON

The Chairman explained that every Company Director trust in the Company's business and believe in the managerial skill of the Directors and Executives that everyone is truly determined to manage all works for the sake of all shareholders. However, the Company's Directors who are Independent Director are holding the position of Independent Director with true freedom to assess and provide recommendations to manage the Company's business to comply with the purpose of supervisory agencies to indicate the transparent management of the Company. Hence, most Directors does not hold any portion of the Company's shares. Every Director is aware of operating business with transparency and determined to considerably protect all shareholders' interest by not being involved in holding any Company's shares and it is never because of distrusting in the Company's business and its management.

Mr. Kitti Vichittho, shareholder asked if the Company has involved in any present public infrastructure projects which are many mega projects.

The Chairman explained that the Company has foreseen the importance of the public mega projects, but with the size of the Company's capacity, the Company is not yet able to directly operate such projects. However, the Company has built relationship with many strategic alliances and partnership with large corporations so that the Company will have opportunities to be part of the large projects. It is expected that the Company can engage in such projects in the future.

Mr. Kitti Vichittho asked an additional question that what channel and what unit to contact when any shareholder wishes to ask question regarding the Company.

Mr. Chirdsak Kukiattinun explained that if any shareholder wishes to contact the Company to ask question, the shareholder can directly contact the Company's Investor Relation unit.

No shareholder asked question. The Chairman thanked all the shareholders for attending the meeting and declared the meeting duly adjourned.

**The meeting adjourned at 16.40 hours.**

Gen.

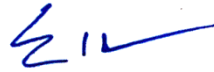


Chairman

(Lertrat Ratanavanich)

**Chairman of the Board of Directors**

# TRITON



Meeting conductor

(Apichart Phetcharat)

Meeting Secretary

Enclosure 3

**Information, Profile and Experience of retired by rotation  
and nominated to resume for director positions**



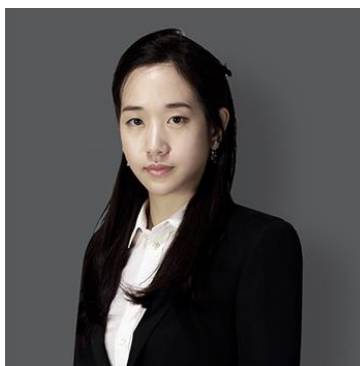
Name:	General Lertrat Ratanavanich	Age: 73 Years	Nationality: Thai
Position:	Chairman of the Board of Directors and Independent Director, Triton Holding Plc.		
Education:	<ul style="list-style-type: none"><li>- Honorary Doctor of Arts (Development Administration), Maejo University</li><li>- Honorary Doctor of Philosophy, (Sustainable Energy and Environmental Technology Management), Rajamangala University of Rattanakosin</li><li>- Honorary Doctor of Arts (General) in Public Administration, Eastern Asia University</li></ul>		
IOD Training:	<ul style="list-style-type: none"><li>- Cert. in Director Certification Program (DCP) 30/2003</li><li>- Cert. in the Role of Chairman Program (RCP) 1/2000</li><li>- Cert. in Financial for Non-Financial Director (FND) 1/2003</li><li>- Cert. in The Role of the Compensation Committee (RCC) 13/2011</li><li>- Cert. in Financial for Statements for Director (FSD) 13/2011</li><li>- Cert. in the Role of Chairman Program (RCP) 28/2012</li></ul>		
Current Position:	2017 – Present	Vice Chairman, National Reform Committee for Energy	
	2016 – Present	Chairman of the Board of Directors and Independent Director, Triton Holding Plc.	
	2013 – Present	Director, MFC Asset Management Plc.	
	2006 – Present	Honorary Vice President of Athletic Association, Thailand Patron, His Majesty the King	
Work Experience:	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 Plc.	
	2013 – 2016	Chairman of the Board of Directors, G Steel Plc.	
	2013 – 2015	Member of National Reform Steering Assembly, The Secretariat of The House of Representatives	

# TRITON

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 Plc.
2011 – 2013	Director, PTT Exploration and Production Plc.

No. of Year being a director:	3 years 3 months
No. of shares held:	-None-
Directorship in other listed companies:	MFC Asset Management Public Company Limited
Attending the meeting in Board 2019	13/13

## Information, Profile and Experience of retired by rotation and nominated to resume for director positions



Name:	Ms. Louise Taechaubol	Age: 38 Years	Nationality: Thai
Position:	Director and Chairman of the Executive Board, Triton Holding Plc.		
Education:	- Master of Business Administration and Finance, honors, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Commerce, honors Financial and Information System, University of New South Wales, Australia		
IOD Training:	- Cert. in Director Certification Program (DCP) 53/2005		
Current Position:	2019 – Present	Director, Nongree Power Plant Co., Ltd.	
	2017 – Present	Director, Triton Power Co., Ltd.	
	2017 – Present	Director, Triton Resources Co., Ltd.	
	2017 – Present	Director, Triton Development Co., Ltd.	
	2017 – Present	Director and Chairman of the Executive Board, Triton Engineering and Construction Plc.	
	2016 – Present	Director and Chairman of the Executive Board, Triton Holding Plc.	
Work Experience	2016 – 2018	Director and Executive Director, Splash Media Plc.	
	2005 – 2009	Director and Chief Investment Officer, Country Group Securities Plc.	

No. of Year being a director:	3 years 3 months
No. of shares held:	20.76%
Directorship in other listed companies:	-None-
Attending the meeting in Board 2019	12/13

# TRITON

## Information, Profile and Experience of retired by rotation and nominated to resume for director positions



Name:	Pol.Maj.Gen. Ittipol Ittisarnronnachai		Age: 53 Years	Nationality: Thai
Position:	Director and Chairman of the Executive Board, Triton Holding Plc.			
Education:	- Master of Public Administration, Kentucky State University, USA - Bachelor of Public Administration, Royal Police Cadet Academy (RPCA43)			
IOD Training:	-None-			
Current Position:	2018 – Present	Independent Director, Triton Holding Plc.		
	2015 – Present	Independent Director, Country Group Development Plc.		
	2017 – Present	Deputy Commissioner of Immigration Bureau, Royal Thai Police, Government		
Work Experience	2017 – 2018	Directors and Chairman of the Audit Committee, Triton Engineering and Construction Plc.		
	2016 – 2017	Commander of Nakhon Pathom Provincial Police, Royal Thai Police, Government		
	2014 – 2016	Commander of Nakhon Nayok Provincial Police, Royal Thai Police, Government		
	2013 - 2014	Commander of General Staff Division, Office of Logistics, Royal Thai Police, Government		
	2011 - 2013	Deputy Commander Investigations Division Immigration Bureau, Royal Thai Police, Government		
No. of Year being a director:	2 years			
No. of shares held:	-None-			
Directorship in other listed companies:	Country Group Development Plc			
Attending the meeting in Board 2019	5/13			

## Enclosure 4

### Director remuneration compared between 2020 and 2019

According to the Board's Meeting No. 2/2020 held on February 27, 2020 passing the resolution to propose the Annual General Meeting of Shareholders for the year 2020 to consider the following annual Directors' remuneration of 2020 in the amount of not exceeding Baht 7,000,000, the details are presented in the below table:

Remuneration type	2020	2019
<b>1. Director remuneration</b>		
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
<b>2. Other remunerations</b>	Remuneration in the form of pension, the Company will allocate pension from the remaining remuneration at the end of the year to each director with considering by the overall operation and working period. When combined with the monthly	Remuneration 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

# TRITON

	remuneration and meeting fee, overall remuneration can still be compared with the rate paid by other listed companies in the same size.	remuneration and meeting fee, overall remuneration can still be compared with the rate paid by other listed companies in the same size.
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## Enclosure 5

### Remuneration for Auditor compared between 2020 and 2019

According to the Board's Meeting No. 2/2020 held on February 27, 2020 passing a resolution to propose the Annual General Meeting of Shareholders for the year 2020 to consider the following annual audit fee of 2020 in the amount of Baht 5,800,000, decreased from Baht 5,263,000 in 2019, the details are presented in the below table:

List of companies	Quarterly Financial Statements of the Company Group			Annual fee	Total Audit Fee in 2020	Audit Fee Comparison Quarter in 2019
	Quarter 1	Quarter 2	Quarter 3			
Triton Holding Plc.	380,000	380,000	380,000	1,120,000	2,260,000	2,260,000
Triton Engineering and Construction Plc.	420,000	420,000	420,000	1,440,000	2,700,000	2,590,000
Triton Power Co., Ltd.	-	-	-	90,000	90,000	82,000
Triton Resources Co., Ltd.	-	-	-	80,000	80,000	82,000
Triton Green Energy Co., Ltd.	-	-	-	80,000	80,000	82,000
Triton Development Co., Ltd.	-	-	-	80,000	80,000	85,000
Lucent Energy Co., Ltd.	-	-	-	80,000	80,000	82,000
Nongree Power Plant Co., Ltd.	-	-	-	150,000	150,000	-
Nongree Power Plant Co., Ltd. (BOI)	-	-	-	65,000	65,000	-
Akkarawat Renewable Energy Power Plant Co., Ltd.	-	-	-	150,000	150,000	-
Akkarawat Renewable Energy Power Plant Co., Ltd. (BOI)	-	-	-	65,000	65,000	-

# TRITON

Total	5,800,000	5,263,000
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## Enclosure 6

### **Additional explanation regarding the purpose and plan for use of capital increase in the amount of 560,000,000 baht**

According to the resolution of the Board of Directors' meeting no. 2/2020 on February 27, 2020; resolution to consider and approve additional purpose and plan for use of capital increase in the amount of 560,000,000 baht

In accordance with the Annual General Meeting of 2019 on April 30, 2019 which approved a resolution to the increase of registered capital of the newly-issued shares to specific persons (Private Placement) which are Zico Trust(s) Ltd. As Trustee of Asia Alpha Equity Fund 3 (AAEF3) in the number of 1.4 million baht and The Brooker Group Public Company Limited in the number of 200,000 shares and total number of 1.6 million baht at a par value of Baht 0.10 and the offering price of Baht 0.35 per share, equal to the total number of Baht 560 million

As the purpose and plan of use of capital increase, the Company desired to use the capital increase to pledge with the commercial bank for issuance of letter of guarantee to be used as collateral with the project owner when the Company undertakes construction work. However, due to the severe economic conditions and the spread of epidemics, causing many businesses to face problems. The construction project which plan to undertake at the end of the year 2019 has internal management problems of the project's owners. Therefore, the Company need to reconsider the purpose and plan for use of capital increase again in order to prevent the capital increase from losing the opportunity to be utilized and created return for the Company and shareholders. Therefore, the Company desired to add the purpose and plan as follows:

#### **(a.) Purpose and Plan of Use of Proceeds from Capital Increase before change**

No.	Purpose and Plan of Use	Amount	Duration of use
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# TRITON

		(Million Baht)	
1	To be used as guarantee with the bank for the projects under preparation as follows: <ul style="list-style-type: none"> <li>Project of tank farm construction in Myanmar at an estimated price of Baht 1,914 million. The project's duration is 24 months and expected to begin in August 2019.</li> <li>Project of liquefied natural gas (LNG) storage tank construction in Rayong Province Phase 1 at an estimated price of Baht 9,000 million. The project's duration is 36 months and expected to begin in November 2019.</li> </ul>	500	
		144	About July 2019
		405	About October 2019
2	To be used as reserve working capital for both project in no.1	60	While waiting to receive advance payment from the project owner and/or at the beginning.
	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



# TRITON

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 the 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 will use some amount of money 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.

## **(b) Reason to Change Purpose and Plan of Use of Proceeds from Capital Increase**

Currently, the project owner has postponed to invest in both projects due to internal organization problem and Environmental Impact Assessment Report (EIA) therefore, both projects shall be suspended. The Company already received all amount of capital increase in the number of 560 million baht since July 2019 until now (6

months). It's likely that both projects still not be able to work soon so capital increase which the Company received shall be usable for the Company and shareholders,

According to the usable of capital increase, it has negative effect to the Company because of legal issues regarding the use of capital increase which the Company shall use in accordance with the purpose and plan for use of capital increase that only approved by Shareholders' Meeting. However, the Company still have other types of business plans that can provide good and reasonable returns which on process of feasibility study, study of return on investment and also study of operation which can replace both projects as mentioned. Therefore, the Company desired to add the purpose and plan for use of capital increase to support the Company's business plan

**(c.) Purpose and Plan of use of proceeds from capital increase after change**

In spite of the project postponement, board of director thoroughly considered the guideline for managing capital increase to maximize benefits for the company, shareholders, business plan in the present and future for more effective business operation. Therefore, the Company intention is to change the Purpose and Plan of Use of Proceeds from Capital Increase as follows:

No.	Purpose and Plan of Use	Amount (Million Baht)
1	To be used to support as budget for the project investment expansion in the company	560
2	To be use as a working capital in the project and as a pledge with the commercial bank for issuance of letter of guarantee	

**(d.) The Opinion from Board of Director about the Change of Purpose and Plan of Use of Proceeds from Capital Increase**

The board of director has considered the guidelines for changing Purpose and Plan of Use of Proceed from Capital Increase that the Purpose and Plan of Use of Proceed from Capital Increase as approved by the shareholders' meeting is current risk of usable to use capital increase which because the Purpose and Plan of Use of Proceed from Capital Increase is limited. According to the current situation, the necessity of Use of Proceed from Capital Increase has changed from the date that the Company has requested approval from the shareholders' meeting. Due to external factors that the Company could not control,

Therefore, the best way to prevent the loss of capital increase in value adding and to maximize benefit to the Company and shareholder is to change the purpose and plan of use of proceed from capital increase so that the Company could use capital increase in other purpose as needed according to short and long terms business plan.

# TRITON

Enclosure 7

## 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 share .....shares and have the right to vote equal to .....votes 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 the Shareholders 2020 on April 27, 2020,  
at 2 p.m., at Grand meeting room of the Company, building no. 60 Soi Praditmanutham 19 Praditmanutham Rd., Lat Phrao  
Sub-distict, Lat Phrao Distict, Bangkok 10230 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

# TRITON

(.....)  
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.

Enclosure 8

## 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 share .....shares, eligible for .....votes 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 9):

(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 the Shareholders 2020 on April 27, 2020, at 2 p.m., at Grand meeting room of the Company, building no. 60 Soi Praditmanutham 19 Praditmanutham Rd., Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230, 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:

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Agenda item 1 To adopt the Minutes of the Annual General Meeting of Shareholders 2019 which was held on April 30, 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 2 To consider and acknowledge the operational results of the preceding year and annual report 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 3 To consider and approve of the consolidated financial statements and separate financial statement for the year 2019 ended December 31, 2019 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 omitted dividend payment for 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 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:
  - ☐ Appoint whole directors
    - ☐ Agree
    - ☐ Disagree
    - ☐ Abstain
  - ☐ Appoint individual director
    - 5.1 Director Name: Gen. Lertrat Ratanavanich
      - ☐ Agree
      - ☐ Disagree
      - ☐ Abstain
    - 5.2 Director Name: Ms. Louise Taechaubol
      - ☐ Agree
      - ☐ Disagree
      - ☐ Abstain
    - 5.3 Director Name: Mr. Pol. Maj. Gen Ittipol Ittisarnronnachai
      - ☐ Agree
      - ☐ Disagree
      - ☐ Abstain

# TRITON

- Agenda item 6 To consider and approve the remuneration for Directors for the year 2020  
☐ (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 2020  
☐ (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 additional purpose and plan for use of capital increase in the amount of 560,000,000 baht as approved by the Annual General Meeting of Shareholders for the year 2019 on April 30, 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 9 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

# TRITON

(.....)

**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.

**Continued Proxy Form B**

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

At Annual General Meeting of the Shareholders 2020 on April 27, 2020, at 2 p.m., at Grand meeting room of the Company, building no. 60 Soi Praditmanutham 19 Praditmanutham Rd., Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230 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

(.....)

# TRITON

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)



Signed..... Proxy

(.....)


**Enclosure 9**

## **Information of independent directors (the proxies from the shareholders)**

Name:	Mr. Natdanai Indrasukhsri	Age: 65	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:	Present	Director and Chairman of the Audit Committee, Triton Holding Public Company Limited	
	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	



# TRITON

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
Institute)		(Thailand Insurance

No. of Year being a director: 3 years 3 months  
 No. of shares held: -None-  
 Directorship in other listed companies: -None-  
 Board's meeting attendance 2019: 11/13

## Information of independent directors (the proxies from the shareholders)

Name: Mr. Adipong Puttarawigrom Age: 50 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 Director and Audit Committee, Triton Holding Public Company Limited  
 2015 - Present Advisory Director, SSPP Capital Company Limited  
 2014 - Present Advisory Director, Fresh Air Festival Company Limited

# TRITON

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: 5 years 2 months ago

No. of shares held: -None-

Directorship in other listed companies: -None-

Board's meeting attendance 2019: 11/13

## Enclosure 10

### 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

# TRITON

- (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.

## Enclosure 11

### 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

# TRITON

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:

# TRITON

- (A) The sale or transfer of the business of the Company, whether in whole or 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

## Enclosure 12

### Submitting questions relating to the Shareholders' Meeting

The Board of Directors considers it appropriate to give an opportunity for shareholders to express their opinions and / or send questions about shareholders' meetings to the Board of Directors ahead of the meeting date. Shareholders can send questions to the Company via the following channels:

- 1. Shareholders who would like to ask questions, please provide your information with the following details:
  - Name, address, telephone, fax and email (if any) that the Company can contact.
  - Questions that would like to ask or give comments, along with supporting documents (if any)
- 2. Ways to send questions
  - via email [secretary@triton.co.th](mailto:secretary@triton.co.th)
  - via fax 02-553-5091
  - via mail, by using post envelope (no need to stamp) which the Company sent with the meeting invitation. Shareholders can send to the Company Secretary Office; Triton Holding Public Company Limited, No. 60, Soi Praditmanutham 19, Praditmanutham Road, Lat Phrao, Bangkok 10230
- 3. Question Time; The Company invites shareholders to submit questions regarding the Shareholders' Meeting from now until April 20, 2020.

# TRITON

4. Company Secretary will gather those questions and submit to the Chief Executive Officer or related Executive to consider and answer questions relating to such shareholders further.

## Enclosure 13

### Using QR Code to download Annual Report 2019

The Stock Exchange of Thailand by the Thailand Securities Depository Co., Ltd. (TSD), as a securities registrar which developed an electronic system for listed companies to send meeting documents and annual report in electronic form via QR Code for shareholders to browse for an information. Shareholders can download the information via QR Code by using the following steps:

#### For IOS

1. Turn on the camera on the mobile phone
2. Scan (point the camera on the mobile phone) at the QR Code
3. The screen will have a Notification comes up. Please click on the message to see the meeting information.

Note: If there is no message (Notification) on mobile phones, shareholders can scan QR Code from other applications such as QR CODE READER, Facebook and Line etc.

#### For Android

1. Open the QR CODE READER application, Facebook or Line.  
How to Scan QR Code through Line

# TRITON

- Go to Line app and select add a friend
  - Select QR Code
  - Scan QR Code 2. Scan QR Code to view meeting document information
2. Scan QR Code to view the meeting information

**Enclosure 14**

## **Things to Know and Measures to Prevent Coronavirus 2019 (COVID-19)**

### **at the Annual General Meeting of Shareholders 2020**

According to the current situation of the epidemic of Coronavirus 2019 (COVID-19), there are many infected people that quickly and continuously increase at the moment. Therefore, the Board of Directors is aware and concern about the risk of spread. The Company would like to inform the know-how and preventive measures to shareholders as follows:

1. Request for cooperation from shareholders to grant proxy to the Company's independent directors to attend the meeting instead of shareholders themselves, in order to prevent and reduce the risk of coronavirus 2019 (COVID-19) and also for the shareholders' health.
2. Request for cooperation to comply with recommendations of the Department of Disease Control and the Company reserve the right not to allow shareholders or proxies to enter the meeting as follow:
  - 2.1. The shareholders who have a history of traveling to / returning from a dangerous communicable disease country in accordance with the notification of the Ministry of Public Health regarding areas outside the Kingdom of Thailand which are infectious disease zones, within 14 days before the Shareholders' Meeting.



# TRITON

- 2.2. High-risk shareholders such as having a history of traveling to / returning from risk country within 14 days before the date of the Shareholders' Meeting, Shareholders who communicate or having a close contact with high-risk people or people with fever or symptoms that may be suspected to get the Coronavirus (COVID-19) or people who have respiratory symptoms.
- 2.3. Shareholders or all participants are required to fill out a questionnaire for Coronavirus infection screening (COVID-19) and submit to the Company's staff at the registration point. If you conceal health problems or travel history, your actions may be considered as an offense under the Communicable Disease Act B.E. 2015.

In this regard, the shareholders as according to Article 2.1 and 2.2 can authorize the Company's independent directors to attend the meeting and vote on their behalf in accordance with the procedures and forms shown in Enclosure 9 of the notice of the invitation letter. Shareholders can send the proxy and proxy's supporting documents via mail by using post envelope which the Company sent with the meeting invitation. Shareholders can send to the Company Secretary Office; Triton Holding Public Company Limited, No. 60, Soi Praditmanutham 19, Praditmanutham Road, Lat Phrao, Bangkok 10230.

3. Notification on the channels of sending questions in advance, shareholders who desire to submit their questions in advance can follow details in Enclosure 12.
4. In the event that shareholders still desire to attend the meeting, the Company request for cooperation and understanding from shareholders about the Company's actions to prevent and reduce the risk of Coronavirus 2019 (COVID-19) as follows:
  - 4.1 The Company will set up a screening point in accordance with the Department of Disease Control's guidelines in front of the meeting room. If any person with risk or respiratory symptoms is detected, the Company reserves the right not to allow shareholders or proxies to enter the meeting room (If shareholders can't attend the meeting, they can authorize other person or the Company's independent directors to attend the meeting instead of themselves)
  - 4.2 Line-up at the Screening Point, Document and Registration Points will be spaced 1 meter which may cause inconvenience.
  - 4.3 Participants are invited to sit on appropriate social distancing with a minimum distance of 1.5 meters between the chairs. The participants are not allowed to move or change the chair as provided, which will reduce the number of seats in the meeting room significantly and if seats are full, shareholders will not be able to enter in the meeting.
  - 4.4 The Company will proceed to clean the meeting room with ozone and alcohol before the start of the meeting and request for shareholders' cooperation to bring a mask and wear it throughout the meeting
  - 4.5 The Company strictly refrains from serving foods, beverages, tea, coffee, and eating in the meeting area to reduce the risk of spreading the virus
  - 4.6 The Company refrains from distributing the annual report 2019, the financial statements of the year 2019 and the sustainability report of the year 2019 in a book form on the meeting day in order to reduce the contact with other people and for the safety and hygiene of the participants.

# TRITON

However, if there are a large number of participants or many people coming together at the same time, it may cause delays in screening and registering process for the meeting. The Company apologizes for any inconvenience.

## COVID-19 Screening Form

**Before attending to Annual General Meeting of Shareholders 2020 on April 27, 2020**

**at Grand meeting room of the Company, building no. 60 Soi Praditmanutham 19**

**Praditmanutham Rd., Lat Phrao Sub-distict, Lat Phrao Distict, Bangkok 10230**

We need your help in providing the most accurate and truthful medical statement for effective prevention of the spreading of the disease.

(Name-Surname) \_\_\_\_\_ (Mobile Phone Number) \_\_\_\_\_

1. Do you have a temperature?  $\geq 37.5$  °C ☐ Yes ☐ No
2. Do you have any of these symptoms?
  - Cough ☐ Yes ☐ No
  - Sore throats ☐ Yes ☐ No
  - Runny nose ☐ Yes ☐ No
  - Shortness of breath ☐ Yes ☐ No
3. Have you traveled / transited from any countries except Thailand or areas with COVID-19 outbreak within the past 14 days?  
☐ Yes (I have traveled to): \_\_\_\_\_  
☐ No
4. Have you been in physical contact with suspected COVID-19 patients?  
☐ Yes

# TRITON

☐ No

Remark: If you have a temperature ( $\geq 37.5$  °C); or any symptoms which indicates above; or traveled / transited from any countries except Thailand or the COVID-19 outbreak areas within the past 14 days; or have been in contact with suspected COVID19 patients, GPSC would like to kindly ask for your cooperation in giving proxy to an independent director to attend the meeting on your behalf, by filling the Proxy Form B and submit to GPSC staff. Then you may then return safely to your resident and follow the guideline of the Department of disease Control, Ministry of Public Health, and Thailand.

**Enclosure 15**

**Map of the Annual General Meeting of Shareholders for the year 2020**  
**Triton Holding Public Company Limited**  
**at Grand meeting room of the Company, Building no. 60 Soi Praditmanutham 19**

# TRITON

Praditmanutham Rd., Lat Phrao Sub-distict, Lat Phrao Distict, Bangkok 10230

