

# TRITON

No. TRITN-SET 017/2021

September 30, 2021

Subject Reduction and Increase of Registered Capital, Issuance and Offering of Newly Issued Ordinary Shares of the Company to Private Placement (PP), Issuance of Warrants to Existing Shareholders in Proportion to their Shareholding, Amendment to the Company's Objectives and the Date of the TRITN Extraordinary General Meeting of Shareholders No. 1/2021

Attn President  
The Stock Exchange of Thailand

Attachments:

- 1) Information Memorandum on acquisition of assets of Triton Holding Public Company Limited.
- 2) Information Memorandum on offer for sale of newly issued shares to Private Placement (PP) to Mr. Wichan Wachirapong who is a Private Placement.
- 3) Summary of details of the issuance and offering of warrants to purchase ordinary shares No. 5 (TRITN-W5) of Triton Holding Public Company Limited.
- 4) Information Memorandum on issuance and offering of newly issued shares to support the warrants to purchase ordinary shares No. 5 (TRITN-W5) of Triton Holding Public Company Limited.
- 5) Capital Increase Report Form (F53-4).
- 6) Summary of cancellation and add new objectives of Triton Holding Public Company Limited.

Triton Holding Public Company Limited (the Company) convened the Board of Directors Meeting No. 10/2021 on September 30, 2021 at 2 p.m. at the Company's meeting room at 60, Praditmanutham Soi 19, Lat Phrao Subdistrict, Lat Phrao District, Bangkok. The important resolutions are as follows:

1. Approve the purchase of investments and the transfer of land ownership from Mr. Wichan Wachirapong under Title Deed No. 18484, Land No. 3330, located at Khlong Kum subdistrict, Bang Kapi district, Bangkok with total land area 4-3-26 rai (land) and total value of 192,000,000 Baht with a method of payment for the land by cash in the amount of 13,999,999.80 Baht and paid by the Company's newly-issued ordinary shares with a value of 178,000,000.20 Baht with details are as follows:
  - a. The Company will propose to the shareholder's meeting to consider and approve the increase of the registered capital of the Company by issuing and offering for sale of newly issued ordinary shares in the amount of not more than 593,333,334 shares with a par value of 0.10 Baht per share to Mr. Wichan Wachirapong who is a Private Placement(PP) with the offering price is 0.30 Baht per share, representing a total value of 178,000,000.20 Baht and receive payment for the newly issued ordinary shares with assets other than cash. The offering price is 0.30 Baht per share, which is not less than 90 percent of the market price. According to the announcement of the Securities Commission and the Stock Exchange of Thailand. The market price means the market price

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- calculated from the weighted average price of the Company's shares in the Stock Exchange of Thailand (SET) for the past 15 consecutive working days before the date that Board of Directors of the Company has the resolution to propose the agenda to the shareholder's meeting of the Company to request approval for the offering of new ordinary shares between September 8, 2021 and September 29, 2021, equal to 0.2968 Baht per share by representing a premium at the rate of 1.07 percent of the market price. The price of ordinary shares offering to Private Placement is a price without a discount from the market price. Therefore, it is not considered as an offer for sale of newly issued shares at a price lower than the market price specified in the notification TorJor. 72/2015. The offering price mentioned above is a mutual agreement between the Company and Mr. Wichan Wachirapong which is reasonable and mainly for the best interests of the Company and shareholders. The Company does not wish to issue and offer shares at a price lower than the market price for the benefit of the Company and shareholders. However, if the offering price of newly issued ordinary shares to the Private Placement is lower than 90 percent of the market price of the Company's shares before the SET accepts the newly issued ordinary shares as listed securities, the Company has a duty to prohibit investors from selling all newly issued ordinary shares received from the offering within a period of 1 year from the date on which the Company's newly issued ordinary shares begin trading on the Stock Exchange of Thailand (Silent Period). After the date that the Company's newly issued ordinary shares begin trading in the Stock Exchange of Thailand for 6 months, investors will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules and regulations prescribed in 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. 2015 on May 11, 2015. (including all amendments)
- b. The Company will proceed to pay for the land with cash in the amount of 13,999,999.80 Baht
  - c. Mr. Wichan Wachirapong will transfer the land and the Company will accept the land transfer for payment of the Company's newly issued ordinary shares instead of cash after being approved by the shareholder's meeting of the Company
  - d. In the event that the shareholders' meeting does not approve the capital increase and any agenda related to the capital increase. The company will proceed to cancel the investment, purchase and receive the transfer of land ownership from Mr. Wichan Wachiraphong.

For the payment of such newly issued ordinary shares by assets other than cash, the Company will accept the transfer of ownership of the land under Title Deed No. 18484, Land No. 3330, located at Khlong Kum subdistrict, Bang Kapi district, Bangkok. The total land area 4-3-26 rai from Mr. Wichan Wachirapong with a total value of the remuneration for entering into this transaction is not higher than the appraised value of Thai Appraisal Lynn Phillips Co., Ltd (asset appraiser) which is a property appraiser approved by the SEC to assess quantity of 192,600,000 Baht.

The transaction of land is deemed as the transaction of asset acquisition under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (including the amendments) ("Notification of the Acquisition and Disposition"). The

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- size of such transaction is 6.06 percent when calculated from the consolidated financial statements of the Company ending on June 30, 2021 which is the maximum transaction size according to the total value of consideration paid and received criteria and when the transaction size is calculated and combined with the value of the asset acquisition transaction that occurred during the past 6 months with the total size of the transaction equal to the percentage 8.71 of the total value of consideration paid and received criteria which is the size of the transaction with a value of less than 15% and issue securities to pay for the assets acquired. The Company will apply for the SET to accept such securities as listed securities. Therefore, the Company prepared the transaction and disclosed the transaction to the Stock Exchange of Thailand with information at least in the list attached to the announcement of the acquisition or disposal of assets. The details are shown in the information memorandum on the acquisition of assets of the Company. (Enclosure 1) without approval from the shareholders' meeting of the Company
2. Agreed to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital in the amount of 16,274,215.40 Baht from the former registered capital of 1,161,029,408.80 to a new registered capital of 1,144,755,193.40 Baht by writing off 162,742,154 unissued ordinary shares with a par value of 0.10 Baht per share which is the shares allocated to support the exercise of TRITN-W3 warrants and TRITN-WA (excluding the newly issued ordinary shares that issued and offered to support the warrants to purchase the Company's ordinary share TRITN-W4)
  3. Agreed to propose to the shareholders' meeting to consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the reduction of the registered capital of the Company. The revised details are as follows: ***“Clause 4. Registered capital of 1,144,755,193.40 Baht (one billion one hundred forty-four million seven hundred fifty-five thousand one hundred ninety-three and forty satang), divided into 11,447,551,934 shares (eleven billion four hundred forty-seven million five hundred fifty-one thousand nine hundred thirty-four shares) with a par value of 0.10 Baht (ten satang) per share, divided into 11,447,551,934 ordinary shares (eleven billion four hundred forty-seven million five hundred fifty-one thousand nine hundred thirty-four shares) Preferred shares -None-”***
  4. Agreed to propose to the shareholder's meeting to consider and approve the increase of the registered capital of the Company in the amount of 296,843,497.80 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,441,598,673.20 Baht by issuing new ordinary shares in the amount of not more than 2,968,434,798 shares at a par value of 0.10 Baht per share (a) to offer to Private Placement (b) to support the exercise of the warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5) and (c) to support the adjustment of warrants right to purchase ordinary shares of the Company No.4 (TRITN-W4) as appear in the capital increase report form (F53-4) (Enclosure 5).
  5. Agreed to propose to the shareholder's meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the Company's registered capital increase. The revised details are as follows: ***“Clause 4. Registered capital of 1,441,598,673.20 Baht (one billion four hundred forty-one million five hundred ninety-eight thousand six hundred***

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*seventy-three and twenty satang), divided into 14,415,986,732 shares (fourteen billion four hundred fifteen million nine hundred eighty-six thousand seven hundred thirty-two shares) with a par value of 0.10 Baht (ten satang) per share, divided into 14,415,986,732 ordinary shares (fourteen billion four hundred fifteen million nine hundred eighty-six thousand seven hundred thirty-two shares) Preferred shares -None-”*

6. Agreed to propose to the shareholder's meeting to consider and approve the issuance and offering of newly issued ordinary shares in the amount of not more than 593,333,334 shares with a par value of 0.10 Baht per share to Mr. Wichan Wachirapong, a Private Placement (PP) with the offering price of 0.30 Baht per share, totaling 178,000,000.20 Baht and the receiving payment for the newly issued ordinary shares with assets other than cash. Therefore, the offering price is 0.30 Baht per share, the price is not less than 90 percent of the market price according to the announcement of the Securities and Exchange Commission. The market price means the market price calculated from the weighted average price of the Company's shares in the Stock Exchange of Thailand. (SET) for the past 15 consecutive working days before the date that the Board of Directors of the Company has a resolution to propose the agenda to the shareholder's meeting of the Company to request an approval for the offering of new ordinary shares between September 8, 2021 and September 29, 2021, equal to 0.2968 Baht per share by representing a premium at the rate of 1.07 percent of the market price. The price of ordinary shares offering to Private Placement is a price without a discount from the market price. Therefore, it is not considered as an offer for sale of newly issued shares at a price lower than the market price specified in the notification TorJor. 72/2015. The offering price mentioned above is a mutual agreement between the Company and Mr. Wichan Wachirapong which is reasonable and mainly for the best interests of the Company and shareholders. The Company does not wish to issue and offer shares at a price lower than the market price for the benefit of the Company and shareholders. However, if the offering price of newly issued ordinary shares to the Private Placement is lower than 90 percent of the market price of the Company's shares before the SET accepts the newly issued ordinary shares as listed securities, the Company has a duty to prohibit investors from selling all newly issued ordinary shares received from the offering within a period of 1 year from the date on which the Company's newly issued ordinary shares begin trading on the Stock Exchange of Thailand (Silent Period). After the date that the Company's newly issued ordinary shares begin trading in the Stock Exchange of Thailand for 6 months, investors will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules and regulations prescribed in 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. 2015 on May 11, 2015. (including amendments).

In addition, the issuance and offering of ordinary shares to Private Placement is an offering of newly issued shares of the Company to a Private Placement. The shareholder's meeting has resolved to clearly determine the offering price according to the rules of the Notification of the Capital Market Supervisory Board TorJor 72/2015 regarding the listed Company offers to sell the newly issued shares to the Private Placement. Therefore, the Company shall be approved by the shareholder's meeting to offer the newly issued ordinary shares to the Private Placement with a vote of not less than three-fourths of total votes from shareholders who attend the meeting and vote but exclude the shareholder's equity who has interests in the meeting. The Company shall be allowed to offer the newly issued

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ordinary shares of the Company to the Private Placement from the SEC according to the aforementioned notification.

However, the issuance and offering of new ordinary shares to Mr. Wichan Wachirapong is not issuance and offering to connected persons according to the Notification of the Capital Market Supervisory Board TorJor 21/2008 Re: Rules on Connected Transactions (including amendments), which refers to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of information and other acts of listed companies concerning the Connected Transaction B.E.2003 and about of Notification (including the amendments).

In the issuance and offering of newly issued ordinary shares this time, The Board of Directors has proposed to the shareholder's meeting to consider assigning the authorized directors of the Company, Board of Directors, Chief Executive Officer, Chairman of the Executive Board or a person assigned by an authorized director of the Company is the person who determines the rules, conditions, other details necessary and related to the issuance and allocation of newly issued ordinary shares as necessary and appropriate under the relevant laws. This includes but not limited to determination, amendment, addition details regarding the issuance, offering, allocation and purchase of newly issued ordinary shares, date and time of offering and allocation of newly issued ordinary shares and method of payment of newly issued ordinary shares overseeing the delivery of information and disclosing relevant details, contacting and applying for permission to the Ministry of Commerce Securities and The Securities and Exchange Commission (SEC) The Stock Exchange of Thailand and other relevant agencies, signing, amending, changing, contacting in various permission documents and evidences which necessary and relevant to the offering, allocation, purchase and transfer of such newly issued ordinary shares and listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand and has the power to perform any other necessary and appropriate actions for the issuance and allocation of the newly issued ordinary shares for sale to the Private Placement of the Company further.

Details of issuance and offering the Company's newly issued ordinary shares and details of the Board of Directors' opinions including investor information as appear in the Information Memorandum on the Private Placement (PP) (Enclosure 2).

7. Agreed to propose to the shareholder's meeting to consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5) in the amount not exceeding 2,344,177,052 units to the existing shareholders of the Company. In proportion to its shareholding (Rights Offering) and provided free of charge at the ratio of 5 existing ordinary shares per 1 unit of warrant. (In case of fractional shares, shall be round off) The exercise price is set at 0.25 Baht per share with ratio 1 warrant per 1 newly-issued ordinary share (except in the case of adjustment of the exercise price) as shown in the summary of details of the issuance and offering of warrants (TRITN-W5) (Enclosures 3 and 4).

In this regard, the date for determining the names of shareholders who are entitled to receive the warrants (TRITN-W5) will be on December 27, 2021 (Record Date) by authorizing the Board of Directors and/or Chief Executive Officer and/or persons that the Board of Directors or the Chairman

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of the Executive Board is authorized to determine and change the rules, conditions and other details of the warrants (TRITN-W5) in all respects as deemed appropriate and under the jurisdiction prescribed by law such as allocation, issuing date and offering warrants, determining the grounds for issuing new shares to accommodate the change in the exercise price and/or the exercise ratio of the warrants, negotiating, signing and delivering relevant documents and contracts. Moreover, including the listing of the warrants (TRITN-W5) and the ordinary shares which issued to support the exercise of the warrants (TRITN-W5) as listed securities on the Stock Exchange of Thailand as well as requesting permission from other relevant agencies, appointing a subordinate and have the power to take any action as necessary and in connection with the issuance of the Warrants in all respect which shall be approved by the Extraordinary General Meeting of Shareholders No. 1/2564 of the Company.

8. Agreed to propose to the shareholder's meeting to consider and approve the allocation of newly issued ordinary shares in the amount of not more than 2,968,434,798 shares with a par value of 0.10 Baht per share as follows:
  - a. Allocate to support the issuance and offering of newly issued ordinary shares by Private Placement(Private Placement: PP), i.e. Mr. Wichan Wachirapong, amounting to not more than 593,333,334 shares.
  - b. Allotment of shares to support the exercise of convertible rights under the Warrants to Purchase Ordinary Shares of the Company No. 5 (TRITN-W5) in the amount not exceeding 2,344,177,052 shares.
  - c. Allotment of shares to support the adjustment of rights of warrants to purchase ordinary shares of the Company No. 4 (TRITN-W4) in the amount not exceeding 30,924,412 shares.
9. Agreed to propose to the shareholder's meeting to consider and approve the amendment of the Company's objectives to be consistent with current business operations by canceling the former objectives of 14 items and adding new objectives in the amount of 11 items, details are as shown below (Enclosure 6).
10. Agreed to propose to the shareholder's meeting to consider and approve the amendment of Clause 3 of the Memorandum of Association to be consistent with the amendment of the Company's objectives as follows:

**Former:** *“Clause 3, the objectives of the Company consisted of 71 items, details as attached to the PLC. attached.”*

**Revised to:** *“Clause 3, the objectives of the Company consist of 68 items, details as attached to the Plc. attached.”*
11. Approved to call the Extraordinary General Meeting of Shareholders No. 1/2021 on November 24, 2021 at 2 p.m. at Triton Building, 2<sup>nd</sup> floor, grand meeting room of Triton, No. 60 Soi Pradit Manutham 19, Pradit Manutham Road, Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230 and determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on October 15, 2021 (Record Date : RD) (update XM sign or the date that is not entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on October 14, 2021). In this Extraordinary General Meeting of Shareholders No. 1/2021, the agenda are as follows:



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- Agenda 1 To consider and certify the minutes of Annual General Meeting of Shareholders 2021 held on April 27, 2021.
- Agenda 2 To acknowledge the acquisition of assets by investing in the purchase of 1 plot of land on Serithai Road
- Agenda 3 To consider and approve the reduction of the registered capital of the Company in the amount of 16,274,215.40 Baht from the former registered capital of 1,161,029,408.80 Baht to a new registered capital is 1,144,755,193.40 Baht by means of writing off 162,742,154 unissued ordinary shares with a par value of 0.10 Baht per share.
- Agenda 4 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the reduction of the Company's registered capital.
- Agenda 5 To consider and approve the increase of the Company's registered capital in the amount of 296,843,497.80 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,441,598,673.20 Baht by issuing newly issued ordinary shares in the amount of not more than 2,968,434,798 shares with a par value of 0.10 Baht per share.
- Agenda 6 To consider and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the registered capital of the Company.
- Agenda 7 To consider and approve the issuance and offering of newly issued ordinary shares in the amount of not more than 593,333,334 shares with a par value of 0.10 Baht per share to be offered exclusively to Mr. Wichan Wachirapong who is a Private Placement (PP) by the offering price is 0.30 Baht per share, representing a total value of 178,000,000.20 Baht and receive payment for the newly issued ordinary shares with assets other than money.
- Agenda 8 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5) in the amount not exceeding 2,344,177,052 units to the existing shareholders of the Company in proportion to their respective shareholdings (Rights Offering) without charge in the ratio of 5 existing ordinary shares to 1 unit of warrant (In case there is a fraction of shares, it shall be round off).
- Agenda 9 To consider and approve the allocation of newly issued ordinary shares in the amount of not more than 2,968,434,798 shares with a par value of 0.10 Baht per share, as follows:
- a. Allocated to support the issuance and offering of newly issued ordinary shares by Private Placement (Private Placement: PP) who is Mr. Wichan Wachirapong, amounting to not more than 593,333,334 shares.
  - b. Allocated shares to support the exercise of convertible rights under the Warrants to Purchase Ordinary Shares of the Company No. 5 (TRITN-W5) in the amount not exceeding 2,344,177,052 shares.
  - c. Allocated shares to support the adjustment of rights of warrants to purchase ordinary shares of the Company No. 4 (TRITN-W4) in the amount not exceeding 30,924,412 shares.
- Agenda 10 To consider and approve the amendment of the Company's objectives to be consistent with current business operations

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- Agenda 11 To consider and approve the amendment of Clause 3 of the Memorandum of Association to be consistent with the amendment of the Company's objectives.
- Agenda 12 Others (if any)

In addition, the consideration of the agenda item 5,6,7,8,9 It is considered a related agenda. The company will cancel all relevant agenda proposals.

The Chairman of the Executive Board and/or Chief Executive Officer and/or a person who the Chairman of the Executive Board and/or Chief Executive Officer has authorized to take any action related to the summoning of the Extraordinary General Meeting of Shareholders No.1/2021, including the issuance of the invitation letter for the Extraordinary General Meeting of Shareholders No.1/2021, amendments to the date, time, place and other details of the Extraordinary General Meeting of Shareholders No. 1/2021 and the consideration of amending or changing the date for determining the names of shareholders for the right to attend the Extraordinary General Meeting of Shareholders No.1/2021. If the Company encounters any problems or delays in preparing of documents and information to send to shareholders within the specified period or an event that needs to be altered as necessary or as appropriate. However, it shall be under the conditions prescribed by law.

Please be informed accordingly.

Yours sincerely,

(Mr.Worapong Woottipruk)  
Chief Finance Officer



**Information Memorandum Regarding Acquisition of Assets  
of  
Triton Holding Public Company Limited  
September 30, 2021**

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According to the Board of Director meeting of Triton Holding Public Company Limited (“the Company”) No. 10/2021 on September 30, 2021 has a resolution to approve to invest, purchase and accept the transfer of land ownership from Mr. Wichan Wachirapong under Title Deed No. 18484, Land No. 3330, located at Khlong Kum subdistrict, Bang Kapi district, Bangkok with total land area 4-3-26 rai (land) and total value of 192,000,000 Baht with a method of payment for the land by cash in the amount of 13,999,999.80 Baht and paid by the Company's newly-issued ordinary shares with a value of 178,000,000.20 Baht, the details are as follows:

- a. The Company will propose to the shareholder’s meeting to consider and approve the increase of the registered capital of the Company by issuing and offering for sale of newly issued ordinary shares, in the amount of not more than 593,333,334 shares, with a par value of 0.10 Baht per share, to be offered exclusively to Mr. Wichan Wachirapong who is a Private Placement (PP) with the offering price is 0.30 Baht per share, representing a total value of 178,000,000.20 Baht and receive payment for the newly issued ordinary shares with assets other than cash. The offering price is 0.30 Baht per share which is not less than 90 percent of the market price. According to the notification of The Securities and Exchange Commission. The Market price means the market price calculated from the weighted average price of the Company's shares in the Stock Exchange of Thailand (SET) for the past 15 consecutive working days before the date that the Board of Directors of the Company has the resolution to propose the agenda to the shareholder’s meeting of the Company to request an approval for the offering of new ordinary shares between September 8, 2021 and September 29, 2021, equal to 0.2968 Baht per by representing a premium at the rate of 1.07 percent of the market price. The price of ordinary shares offering to Private Placement is a price without a discount from the market price. Therefore, it is not considered as an offer for sale of newly issued shares at a price lower than the market price specified in the notification TorJor. 72/2015. The offering price mentioned above is a mutual agreement between the Company and Mr. Wichan Wachirapong which is reasonable and mainly for the best interests of the Company and shareholders. The Company does not wish to issue and offer shares at a price lower than the market price for the benefit of the Company and shareholders. However, if the offering price of newly issued ordinary shares to the Private Placement is lower than 90 percent of the market price of the Company's shares before the SET accepts the newly issued ordinary shares as listed securities, the Company has a duty to prohibit investors from selling all newly issued ordinary shares received from the offering within a period of 1 year from the date on which the Company's newly issued ordinary shares begin trading on the Stock Exchange of Thailand (Silent Period). After the date that the Company's newly issued ordinary shares begin trading in the Stock Exchange of Thailand for 6 months, investors will be able to gradually sell the prohibited shares

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- in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules and regulations prescribed in 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. 2015 on May 11, 2015. (including amendments).
- b. The Company will proceed to pay for the land with another part by cash in the amount of 13,999,999.80 Baht.
  - c. Mr. Wichan Wachirapong will transfer the land and the Company will accept the land transfer for payment of the Company's newly issued ordinary shares instead of cash after approved by the shareholder's meeting of the Company.
  - d. In the event that the shareholders' meeting does not approve the capital increase and any agenda related to the capital increase. The company will proceed to cancel the investment, purchase and receive the transfer of land ownership from Mr. Wichan Wachiraphong.

The transaction of land is deemed as the transaction of asset acquisition under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (including the amendments) ("Notification of the Acquisition and Disposition"). The size of such transaction is 6.06 percent when calculated from the consolidated financial statements of the Company ending on June 30, 2021 which is the maximum transaction size according to the total value of consideration paid and received criteria and when the transaction size is calculated and combined with the value of the asset acquisition transaction that occurred during the past 6 months with the total size of the transaction equal to the percentage 8.71 of the consideration paid and received criteria which is the size of the transaction with a value of less than 15% and issue securities to pay for the acquired asset.

Therefore, the Company hereby notifies the significant information regarding the transaction and disclose the information of the transaction to The Stock Exchange of Thailand as follows:

## **1. Transaction date**

The Company will proceed with the asset acquisition after obtaining an approval of the Extraordinary General Meeting of Shareholders of the Company No. 1/2020 to be held on November 24 2021.

## **2. Related parties and relationship with the Company**

### **For the transaction of land transfer**

Transferor:	Mr. Wichan Wachirapong
Transferee:	Triton Holding Public Company Limited
Relationship:	The transferor does not have any relationship with the Company. Therefore, the entering into such transaction shall not be regarded as connected transaction in accordance with the Notification of the Capital Market Supervisory Board No.TorChor.21/2008 Re: Rules on connected transactions dated August 31, 2008 (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected

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Transactions B.E. 2546 (2003), dated November 19, 2003 (including the amendments).

## **For the allocation of new ordinary shares**

Company: Triton Holding Public Company Limited  
Investor: Mr. Wichan Wachirapong  
Relationship: The investor does not have any relationship with the Company. Therefore, the entering into such transaction shall not be regarded as connected transaction in accordance with the Notification of the Capital Market Supervisory Board No.TorChor.21/2008 Re:Rules on connected transactions dated August 31, 2008 (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), dated November 19, 2003 (including the amendments).

### **3. Amount and information of securities issued for the payment of asset**

The Company agreed to purchase the land under Title Deed No. 18484, Land Number 3330, located at Khlong Kum subdistrict, Bang Kapi district, Bangkok with total land area 4-3-26 rai from Mr. Wichan Wachirapong with a total value of 192,000,000 Baht and a method of payment for the land by cash in the amount of 13,999,999.80 Baht and paid by the Company's newly-issued ordinary shares with a value of 178,000,000.20 Baht as follows:

#### **a. Issuing securities to pay for consideration**

The Company will propose to the shareholder's meeting to consider and approve the increase of the registered capital of the Company by issuing and offering for sale of newly issued ordinary shares in the amount of not more than 593,333,334 shares with a par value of 0.10 Baht per share to Mr. Wichan Wachirapong ("investor") who is not connected person in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions dated August 31, 2008 (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including the amendments). The Company will receive payment for the newly issued ordinary shares with assets other than cash by transferring the investor's land to the Company with the offering price is 0.30 Baht per share, representing a total value of 178,000,000.20 Baht.

The Board of Directors and/or Chief Executive Officer and/or Chief Executive Officer and/or person authorized by the Board of Directors will have the power to consider and/or amend other details related to the allotment of newly issued ordinary shares to private placement. However, it shall be under the conditions prescribed by law including but not limited to the following matters;

1. Determination, amendment and addition of details on the issuance, offering, allocation and purchase of newly issued ordinary shares, date and time of offering and allocation of the newly issued ordinary shares and payment method, capital increase in ordinary shares as well as carry out various activities in connection with the offering, allocation and purchase of newly

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issued ordinary shares and overseeing the delivery of information and disclosing relevant details to the Ministry of Commerce, The Securities and Exchange Commission (SEC), The Stock Exchange of Thailand (SET) and other relevant agencies.

2. Signing, revising changing and contacting in connection with relevant application and other necessary evidences related to the offering, allotment, subscription, the delivery of the new ordinary shares, the submission of the application and other necessary evidences with Ministry of Commerce, The Securities and Exchange Commission (SEC), the Stock Exchange of Thailand (SET) and other relevant governmental agencies, listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand, and other necessary proceedings for the completion of the Company's issuance and allotment of newly issued ordinary shares offering to the private placement.
3. Other necessary proceedings as deemed appropriate for the above processes.

The Company has set the date for convening the Extraordinary General Meeting of Shareholders No. 1/2021 on November 24, 2021 and the date for determining the names of shareholders who are entitled to attend the meeting on October 15, 2021 to exercise their rights by attending the meeting and voting for the Extraordinary General Meeting of Shareholders No. 1/ 2021.

#### **b. Payment of consideration in cash**

The Company will pay the consideration for the remaining part of the land from the issuance and offering of newly issued ordinary shares in accordance with Clause A. with cash in the amount of 13,999,999.80 Baht in order to complete the agreement on the sale of land in this amount of 192,000,000 Baht by The Company will use working capital within the Company's business to pay such compensation. However, the Company has sufficient cash flow. Therefore, such cash payments will not affect the Company's cash flow.

#### **4. Description of the Acquired Assets**

The Company will receive ownership of the land from Mr. Wichan Wachirapong according to Title Deed No. 18484, Land No. 3330, located at Khlong Kum subdistrict, Bang Kapi district, Bangkok. The total land area is 4-3-26 rai, with a total land value of 192,000,000 Baht. The value of consideration is not higher than the appraised value of the Thai Property Appraisal Lynn Phillips Co., Ltd, an appraisal company approved by the Office of Securities and Exchange Commission who has appraised in the amount of 192,600,000 Baht.

# TRITON



## 5. General Characteristics of the Transaction and Size of Transaction

### 5.1 General Characteristics of the Transaction

The Company will acquire the land ownership as the subscription payment in lieu of cash payment for the newly issued ordinary shares of the Company of not exceeding 593,333,334 shares, at the par value of 0.10 Baht. This transaction is deemed as the event that the Company issues securities in return for the acquisition of assets.

### 5.2 Size of Transaction

Consideration of the size of the asset acquisition transaction has a maximum transaction size equal to a 6.06 percent when calculating from the consolidated financial statements of the Company ending on June 30, 2021, which is the maximum transaction size according to the criteria of consideration paid and received. When the said transaction size is calculated and combined with the value of the asset acquisition transaction that occurred during the past 6 months, it will have the total size of the transaction equal to 8.71 percent of the total value of consideration paid and received criteria which is the size of the transaction with a value of less than 15% and issuing securities in return for the acquisition of such assets. The Company will submit the application to accept such securities as listed securities. Therefore, the Company has a duty to prepare reports and disclose the transaction to the Stock Exchange of Thailand with information at least in the list attached to the notification of the acquisition or disposition of assets without having to request for an approval from the shareholder's meeting of the Company. The details of the calculation of the transaction size are as follows;

No.	Basis	Calculation	Size (Percent)
1	Net tangible asset (NTA)	-	-
2	Net operating profits	-	-
3	Total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of listed company}}$	6.06
4	Value of securities issued for the payment of assets	-	-

# TRITON

## **6. Total value of consideration and valuation method for determination of total value of consideration**

The total value of consideration for the transaction is 192,000,000 Baht which is not higher than the appraised value by the appraisal company of 192,600,000 Baht.

## **7. Opinion of the Board of Directors regarding the entering into the transaction**

The Board of Directors has an opinion that this transaction is justifiable and benefit to both the Company and the shareholders as the total value of consideration for the transaction is not higher than the appraised value by the appraisal Company. In addition to the assets acquired, the Company can use to maximize benefits in various ways as follows;

- 1.) According to the good location in the economic district and provided a many convenient transportations near the orange line, the Company can use the land to support the development of future projects of the Company which will extend the Company's business to grow even more. The Company is in the process of studying the feasibility of developing real estate projects for sale.
- 2.) It can be used as collateral for the Company and its subsidiaries to apply for credit from various financial institutions in order to use credit lines for construction projects.
- 3.) In case the Company wants to raise funds by issuing debentures, the Company can use the land as collateral.
- 4.) To support the development of future projects of the company. This will be an extension of the company's business to grow even more. The Company is in the process of studying the feasibility of developing real estate projects for sale.
- 5.) The Company has more assets and unnecessary to use cash to buy assets. Therefore, cash can be kept for further use in other businesses.

Moreover, the Company will further submit the application to the Stock Exchange of Thailand for an approval to have new ordinary shares issued by the Company in return of the acquired asset as listed securities on the Stock Exchange of Thailand further.

## **8. Opinion of the Audit Committee and/or Directors with Different Opinion from the Board of Directors under Clause 7 above**

- None -



**Information Memorandum regarding the Offering of  
the Newly Issued Ordinary Shares to Private Placement  
of  
Triton Holding Public Company Limited  
September 30, 2021**

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According to the Board of Directors Meeting No.10/2021 of Triton Holding Public Company Limited (the Company) on September 30, 2021, the Board has a resolution to increase the registered capital of the Company in the amount of 296,843,497.80 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,441,598,673.20 Baht by issuing new ordinary shares in the amount of not more than 2,968,434,798 shares with a par value of 0.10 Baht per share (a) to offer to Private Placement: PP (b) to support the exercise of the warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5) and (c). to support the adjustment of warrants right to purchase ordinary shares of the Company No. 4 (TRITN-W4).

In addition, (a) is the case of capital increase to support the allocation of newly issued ordinary shares to Private Placement (PP), that is, Mr. Wichan Wachirapong and the Company will also accept payment for newly issued ordinary shares with assets other than cash. This issue will be proposed to the Extraordinary General Meeting of Shareholders No.1/2021 on November 24, 2021 to consider and approve the capital increase as follows;

**1. Details of the newly issued ordinary shares**

The Company will issue and allocate 593,333,334 shares with a par value of 0.10 Baht per share to Mr. Wichan Wachirapong (investor) who is a Private Placement (PP) at the offering price of 0.30 Baht per share, in total of 178,000,000.20 Baht to pay for the purchase of land under Title Deed No. 18484, Land Number 3330, located at Khlong Kum subdistrict, Bang Kapi district, Bangkok with total land area 4-3-26 rai from Mr. Wichan Wachirapong

The investor is not a connected person in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions dated August 31, 2008 (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including the amendments) and does not have any relationship with directors, major shareholders and executives of the Company and related persons of the directors, major shareholder and executives of the Company.

In this regard, the offering price (0.30 Baht per share) of the newly issued ordinary shares is not less than 90 percent of the market price according to the notification of The Securities and Exchange Commission The Market price means the market price calculated from the weighted average price of the Company's shares in the Stock Exchange of Thailand (SET) for the past 15 consecutive working days before the date that the Board of Directors of the Company has the resolution to propose the agenda to the shareholder's meeting of the Company to request an approval for the offering of new ordinary shares between September 8, 2021 and September 29, 2021, equal to 0.2968 Baht per share by representing a premium

# TRITON

at the rate of 1.07 percent of the market price. The price of ordinary shares offering to Private Placement is a price without a discount from the market price. Therefore, it is not considered as an offer for sale of newly issued shares at a price lower than the market price specified in the notification TorJor. 72/2015.

The offering price mentioned above is a mutual agreement between the Company and Mr. Wichan Wachirapong which is reasonable and mainly for the best interests of the Company and shareholders. The Company does not wish to issue and offer shares at a price lower than the market price for the benefit of the Company and shareholders.

<b>Date</b>	<b>Average price (per share)</b>	<b>Date</b>	<b>Average price (per share)</b>
September 8, 2021	0.31	September 20, 2021	0.30
September 9, 2021	0.31	September 21, 2021	0.29
September 10, 2021	0.30	September 22, 2021	0.29
September 13, 2021	0.29	September 23, 2021	0.29
September 14, 2021	0.29	September 27, 2021	0.28
September 15, 2021	0.29	September 28, 2021	0.29
September 16, 2021	0.29	September 29, 2021	0.28
September 17, 2021	0.29		

However, if the offering price of newly issued ordinary shares to the Private Placement is lower than 90 percent of the market price of the Company's shares before the SET accepts the newly issued ordinary shares as listed securities, the Company has a duty to prohibit investors from selling all newly issued ordinary shares received from the offering within a period of 1 year from the date on which the Company's newly issued ordinary shares begin trading on the Stock Exchange of Thailand (Silent Period). After the date that the Company's newly issued ordinary shares begin trading in the Stock Exchange of Thailand for 6 months, investors will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules and regulations prescribed in 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. 2015 on May 11, 2015. (and other revised rules and regulations) The Company shall proceed with the adjustment of the rights of the warrants to purchase the newly issued ordinary shares of the Company No. 4 (TRITN-W4).

In the issuance and offering of newly issued ordinary shares, the Board of Directors and/or Chief Executive Officer and/or the authorized person from the Board of Directors may consider stipulating and/or changing other details related to the allotment of the newly issued ordinary shares to the Private Placement under the relevant laws and regulation including but not limited to the determination on offering date of newly issued ordinary shares.

Shareholding structure before and after the offering and issuance of ordinary shares to private placement, the exercise of the convertible rights TRITN-W4, the allocation of TRITN-W5 to the existing shareholders in proportion to their shareholding as at the book closing date on August 9 2021. The first 10 shareholders are expected to be as follows:

No.	Shareholder's list	Before the Transaction September 29, 2021		Private Placement		In the event that 2 shareholders exercise the right to convert TRITN-W4 (full amount)		In the event that the existing shareholders exercise the right to convert TRITN-W5 (full amount)	
		number of shares	%	number of shares	%	number of shares	%	number of shares	%
1	<b>Taechaubol group<sup>1</sup></b>								
	a) Ms. Louise Taechaubol	1,668,100,100	14.99	1,668,100,100	14.23	1,668,100,100	13.85	2,001,720,120	13.92
	b) Mr. Sadawut Taechaubol	205,000,000	1.84	205,000,000	1.75	205,000,000	1.70	246,000,000	1.71
2	Mr. Suppa-chak Trairatanobhas	1,115,000,000	10.02	1,115,000,000	9.51	1,115,000,000	9.26	1,338,000,000	9.30
3	Mr. Wichan Wachirapong <sup>2</sup>	0	0	593,333,334	5.06	593,333,334	4.93	712,000,000	4.95
4	Mr. Lumpan Pantanapratez.	474,000,000	4.26	474,000,000	4.04	474,000,000	3.94	568,800,000	3.95
5	Thai NVDR Company Limited	331,755,494	2.98	331,755,494	2.83	331,755,494	2.76	398,106,592	2.77
6	The Brooker Group PLC <sup>3</sup>	242,069,155	2.18	242,069,155	2.07	282,069,155	2.34	330,482,986	2.30
7	Mr. Preecha Apinankul	217,000,000	1.95	217,000,000	1.85	217,000,000	1.80	260,400,000	1.81
8	USB AG HONG KONG BRANCH	214,739,700	1.93	214,739,700	1.83	214,739,700	1.78	257,687,640	1.79
9	Mr. Mongkol Phatpanitchot	155,000,000	1.39	155,000,000	1.32	155,000,000	1.29	186,000,000	1.29
10	Ms. Natthaphaya Wisitthanabodikorn	153,408,870	1.38	153,408,870	1.31	153,408,870	1.27	184,177,044	1.28
11	Others	6,351,478,615	57.08	6,351,478,615	54.19	6,351,478,615	52.75	7,621,687,938	52.98
12	Zico Trust(s) Ltd. As Trustee of AAEF3 <sup>4</sup>	0	0	0	0	280,000,000 <sup>5</sup>	2.33	280,000,000	1.95
	<b>Total number of shares</b>	<b>11,127,551,934</b>	<b>100.00</b>	<b>11,720,885,268</b>	<b>100.00</b>	<b>12,040,885,268</b>	<b>100.00</b>	<b>14,385,062,320</b>	<b>100.00</b>

<sup>1</sup> 1a) Ms. Louise Taechaubol and Mr. Sadawut Taechaubol did not purchase securities in the same period and no joint behavior to take over the business (Acting in concert).

<sup>2</sup> 4) Mr. Wichan Wachirapong has been allocated PP shares this time and received the right of TRITN-W5.

<sup>3</sup> 6) The Brooker Group Public Company Limited is a shareholder of TRITN-W4 Warrants and exercises the right to convert after the date of XW sign. Therefore TRITN-W5 Warrants are not allocated.

<sup>4</sup>Zico Trust(s) Ltd. As Trustee of AAEF3 is a shareholder of TRITN-W4 Warrants and exercises the right to convert after the date XW Sign, Therefore TRITN-W5 Warrants are not allocated.

**2. Information of the Private Placement who will be offered for sale and allocation of newly issued ordinary shares**

<b>Name</b>	<b>Number of allocated shares (share)</b>	<b>Offering price (Baht per share)</b>	<b>Total value (Baht)</b>	<b>Occupation</b>	<b>Address</b>
Mr. Wichan Wachirapong	593,333,334	0.30	178,000,000.20	Businessman	29/9 Moo9, BanPho Subdistrict, Sena District, Ayutthaya Province

**3. Purpose, reasons and necessity of the issuance and allocate newly issued ordinary shares to Private Placement**

In order to acquire assets with potential that the Company will benefit in various aspects when the Company received ownership of the assets. The land has good location in the economic district and provided a many convenient transportations near the orange line. In addition, the Company can also use the land as collateral with various financial institutions to apply for credit lines for future construction projects and/or its subsidiaries or in the case that the Company wants to raise funds by issuing debentures, the Company can use the land as collateral including the issuance and allocation of newly issued ordinary shares to pay for the land this time because the Company needs to use cash to maintain its financial liquidity. Lastly, the Company can use the land to support the development of future projects of the Company which will extend the Company's business to grow even more.

**4. Criteria, selection methods and Private Placement**

The investor does not have any relationship with the Company. Therefore, the entering into such transaction shall not be regarded as connected transaction in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions dated August 31, 2008 (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) including not having any relationship with directors, major shareholders and executives of the company and related persons of the directors major shareholder and executives of the company and is an individual investor with stable financial status.

**5. Board of Directors' Opinion regarding the capital increase**

**5.1 Reason and Necessity of the Increase of newly issued shares.**

The Company has reasons and necessity for the newly issued shares to pay for the land instead of cash in order to acquire the land of Mr. Wichan Wachirapong according to the Title Deed No. 18484, Land No. 3330, located at Khlong Kum subdistrict, Bang Kapi district, Bangkok. The total land area is 4-3-26 rai with a good location, close to many shopping centers. There are many easy routes to travel and including the route of the MRT Orange Line. The Board of Directors saw the opportunity that the land will be able to develop the potential to generate revenue for the Company. The value of the consideration for the land transfer is not higher than the appraised value of the appraiser company. The issuing of newly issued shares by receiving

payment with other assets than cash this time, the company does not have to pay for the land with cash in full which is deemed that newly issued shares is reasonable and the Company will have the benefit because cash can be kept for other uses accordingly.

If the Company is able to complete this newly issued shares and develop the potential of the land according to the plans, the Company will have assets that can be used in many ways. In the past, most of the Company's holdings were mainly cash. without other forms of assets.

**5.2 The possibility of plans to use received cash from newly issued shares and the adequacy of funding sources.**

The issuance and allocation of shares to investors is to pay for the land. Investors will transfer ownership of the land to pay for shares instead of paying by cash. The Company will not receive the capital increase in cash from this transaction.

**5.3 The impact on the business operation, financial statement and Company's performance**

The Company will receive ownership of land with potential for development in real estate development projects for sale. which will be able to generate income for the Company in the future and the Company will have cash inflows resulting in financial statement and the Company's performance improved respectively.

**6. Opinion of the Board of Directors on the appropriateness of the offering price and the source of the offering price determination.**

The Board of Directors has considered and is of the opinion that the offering price of the newly issued ordinary shares to the Private Placement at this time be appropriate and does not cause disadvantage to existing shareholders but consider in the benefits and interests as well as the impact that may occur. The price has been set up to not less than 90 percent of the market price. According to the announcement of the Securities Commission and the Stock Exchange of Thailand. The market price means the market price calculated from the weighted average price of the Company's shares in the Stock Exchange of Thailand (SET) for the past 15 consecutive working days before the date that Board of Directors of the Company has the resolution to propose the agenda to the shareholder's meeting of the Company to request approval for the offering of new ordinary shares between September 8, 2021 and September 29, 2021, equal to 0.2968 Baht per share by representing a premium at the rate of 1.07 percent of the market price. Therefore, it is for the benefit of the Company and shareholders as a whole.

**7. Board Certification regarding the review and review of information and investment potential of investors**

The Board of Directors certifies that the Board of Directors have used caution in considering and check investor information along with the ownership of the land. The Board is of the opinion that investors are potential and does not have any relationship with the Company, including directors, major shareholders and executives of the Company and related persons of directors, major shareholders and executives of the Company.

However, in the event that the Company's directors fail to perform their duties with honesty and be careful to protect the interests of the Company in matters related to this capital increase and the failure to perform such duties causes damage to the Company, shareholders can sue for damages from the director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including amendments). The Company may sue the directors to be

responsible for returning such benefits to the Company. Moreover, shareholders who hold shares or having the right to vote not less than 5 percent of the total number of votes of the Company. If the Company fails to act as informed by the shareholders within 1 month from the date of notification, shareholders can exercise the right to sue to recover benefits from such directors on behalf of the Company according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (and its amendments).

## **8. Dilution Effect, only in the case of an offering of newly issued shares to a Private Placement**

### **8.1 Effect on existing shareholder's right to vote (Control Dilution)**

$$\begin{aligned}
 &= \text{Number of newly issued ordinary shares offered to Private Placement} / (\text{Number of shares which are issued and sold} + \text{Number of paid newly issued ordinary shares offered}) \\
 &= 593,333,334 / (593,333,334 + 11,127,551,934) \\
 &= 5.06\%
 \end{aligned}$$

**Note:** In the event that the rights under the existing share warrants that have been allocated to TRITN-W4 are exercised in full amount. The Company will have the total number of issued shares equal to 12,040,885,268 shares, which will affect the voting rights of 4.93 %

### **8.2 Effect on Share Profit of Shareholders (earnings per Share Dilution or EPS Dilution)**

The effect on shareholder's earnings cannot be calculated because the Company had net loss in the last four quarters.

### **8.3 Price Dilution**

$$\begin{aligned}
 &= (\text{market price before offering} - \text{market price after offering}) / \text{market price before offering} \\
 &= (0.2968 - 0.2970) / 0.2968 \\
 &= -0.05\%
 \end{aligned}$$

whereas "Market Price After Offering" = (Market Price x Number of Paid-up Shares) + (Offering Price of Newly Issued Shares offered to Private Placement x Number of Newly Issued Ordinary Shares offered to Private Placement) / (Number of Paid-up Shares + Number of Newly Issued Ordinary shares offered to Private Placement)

$$\begin{aligned}
 &= (0.2968 \times 11,127,551,934) + (0.30 \times 593,333,334) / (11,127,551,934 + 593,333,334) \\
 &= 0.2970 \text{ Baht}
 \end{aligned}$$

**Note:** In the event that the rights under the existing share warrants that have been allocated to TRITN-W4 are exercised in full amount. The Company will have the total number of issued shares equal to 12,040,885,268 shares which will affect the share price equal to -0.98% by "market price after offering"

$$\begin{aligned}
 &= (0.2968 \times 11,447,551,934 + (0.30 \times 593,333,334) + (0.40 \times 320,000,000)) / (11,447,551,934 + 593,333,334 + 320,000,000) \\
 &= 0.2997 \text{ Baht}
 \end{aligned}$$

## **9. Effect on shareholders (Dilution Effect) in the case of an offering of newly issued ordinary shares to a Private Placement and the offering of warrants to purchase ordinary shares to the Company's shareholders in proportion to their shareholding ("TRITN-W5") (including 1 private placement)**

### **9.1. Effect on the voting right (Control Dilution)**

9.1.1 In the event that the entire number of TRITN-W5 users are the existing shareholders (including 1 person who is the private placement)

$$\begin{aligned}
 &= (\text{number of newly issued ordinary shares offered to Private Placement} + \text{number of ordinary shares to support the exercise of TRITN-W5}) / (\text{number of paid-up shares} + \text{number of newly-issued ordinary shares offered to Private Placement} + \text{number of ordinary shares to support the exercise of TRITN-W5})
 \end{aligned}$$



$$= (593,333,334 + 2,344,177,052) / (11,127,551,934 + 593,333,334 + 2,344,177,052)$$

$$= 20.89\%$$

**Note:** In the event that the rights under the existing share warrants that have been allocated to TRITN-W4 are exercised in full amount. The Company will have the total number of issued shares equal to 14,385,062,320 shares, which will affect voting rights equal to 20.42%

**9.2. Effect on Share Profit of Shareholders (Earnings per Share Dilution or EPS Dilution)**

The effect on shareholders' earnings cannot be calculated because the Company had a net loss in the last four quarters.

**9.3. Effect on share price (Price Dilution)**

$$= (\text{market price before offering} - \text{market price after offering}) / \text{market price before offering}$$

$$= (0.2968 - 0.2892) / 0.2968$$

$$= 2.58\%$$

whereas "Market Price After Offering" = (Market Price x Number of Paid-up Shares) + (Offering Price of Newly Issued Shares offered to Private Placement x Number of Newly Issued Ordinary Shares offered to Private Placement) + ( Exercise price of TRITN-W5 x Number of Ordinary Shares to support the exercise of TRITN-W5) / (Number of Paid-up Shares + Number of Newly Issued Ordinary Shares offered to Private Placement+ Number of Ordinary Shares to support the exercise of TRITN -W5)

$$= ((0.2968 \times 11,127,551,934) + (0.30 \times 593,333,334) + (0.25 \times 2,344,177,052)) /$$

$$(11,127,551,934 + 593,333,334 + 2,344,177,052)$$

$$= 0.2892 \text{ Baht}$$

**Note:** In the event that the rights under the existing share warrants that have been allocated to TRITN-W4 are exercised in full amount. The Company will have the total number of issued shares equal to 14,385,062,320 shares, which will affect the share price equal to 1.75% by "market price after offering"

$$= ((0.2968 \times 11,127,551,934) + (0.30 \times 593,333,334) + (0.25 \times 2,344,177,052) + (0.40 \times 320,000,000)) / (11,127,551,934 + 593,333,334 + 2,344,177,052 + 320,000,000)$$

$$= 0.2916 \text{ Baht}$$

The Company hereby certify that the information contained herein is correct and complete in all respects.

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(Ms. Louise Taechaubol and Mr. Worapong Woottipruk)  
Authorized Director

**Details of the issuance and offering of warrants to purchase ordinary shares no. 5  
of  
Triton Holding Public Company Limited**

**1. Warrant details**

Type of securities offered for sale	:	Warrants to purchase ordinary shares of Triton Holding Public Company Limited No. 5 (“TRITN-W5” or “Warrants”)
Warrant type	:	Identify the holder's name and negotiable
Number of issued and offered for sale	:	Not more than 2,334,177,052 units
Number of issued ordinary shares	:	Not more than 2,334,177,052 shares with a par value of 0.10 Baht per share, representing 20.96% of the total number of 11,127,551,934 shares, with a par value of 0.10 Baht per share.
Term of Warrants	:	2 years from the date of issuance and offer for sale
Warrant allocation method	:	Allocated to the existing shareholders of the Company in proportion to their shareholding after the allocation of shares to the Private Placement is completed.
Date of the right to reserve or received a warrant	:	The Company set the date for determining the names of shareholders who are eligible for the allocation of TRITN-W5 warrants (Record Date) on December 27, 2021.
Allocation Ratio	:	5 existing ordinary shares per 1 unit of warrant (If there is a fraction, it shall be rounded off)
Offering price per unit	:	0 Baht (zero Baht)
Exercise ratio	:	1 unit of TRITN-W5 warrant (one unit) can be exercised to purchase 1 share (one share) of the Company's newly issued ordinary shares.
Exercise price	:	Price 0.25 Baht per share, which is a discount 15.78 percent from the market price (weighted average price of the past 15 days from 8 September 2021 – 29 September 2021) at 0.2968 Baht per share). It may change later according to the conditions for adjustment of rights.
Date of issuance of warrants	:	January 13, 2022 or the date of the Board of Directors and/or the Chief Executive Officer set after being approved by the shareholders' meeting.
First exercise date	:	March 31, 2022
Last exercise date	:	January 12, 2024 (corresponds to the expiration date of TRITN-W5)

Exercise period	:	<p>The exercise date is the last business day of March, June, September and December throughout the period of TRITN-W5. The first exercise date can be exercised on the last business day of March, June, September and December after the issuance date of the warrants by setting the date to notify the intention to exercise 5 working days prior to the exercise date.</p> <p>Except for the last notification of intent to exercise, it shall notify the intention to exercise the rights within 15 business days prior to the last exercise date. In the event that the exercise date falls on the Company's holiday, it will be postponed the exercise date to the next business day.</p>
Secondary market of warrants	:	The Company will list TRITN-W5 as listed securities on the Stock Exchange of Thailand.
Secondary market of ordinary shares from the exercise of warrants	:	The Company will list the ordinary shares to support the exercise of rights under issued and offered for sale of TRITN-W5 as listed securities on the Stock Exchange of Thailand.
Other rights and benefits	:	Ordinary shares that issued in accordance with the exercise of the warrants at this time shall have the rights and position of the share equivalent to the ordinary shares of the Company which previously issued in all respects
Warrant Rights Adjustment	:	<p>The Company will adjust the exercise price and exercise ratio when one of the following events occurs to preserve the benefits of TRITN-W5 holders not to be inferior.</p> <ol style="list-style-type: none"> <li>1) When there is a change in the par value of the Company's shares as a result of a share merger or split.</li> <li>2) When the Company offers any newly issued shares at a price lower than the share price calculated in accordance with the market price at the time of the offering of the shares or the market price before the offering and it is the method of calculation as specified in the license terms.</li> <li>3) When the Company offers convertible bonds or newly issued warrants by determining the price or calculating the price of newly issued shares to support the convertible bonds or warrants lower than the share price calculated using the market price at the time of offering of convertible bonds or warrants, or the market price before the offering of convertible bonds or warrants and it is the method of calculation as specified in the license terms.</li> <li>4) When the Company pays all or part of the dividend as newly issued ordinary shares to the shareholders.</li> <li>5) When the Company pays dividends in cash which exceeds the rate specified in the terms and conditions.</li> <li>6) When there is any other case similar to Clauses 1 to 5 which affect in any benefit that warrant holders will receive when exercising their rights under the warrants to be inferior.</li> </ol>

	:	However, the Company may have to arrange a shareholder's meeting to approve that the increase of registered capital is sufficient to support the adjustment of rights as mentioned above and assign to the Board of Directors or a person assigned by the Board of Directors to determine the conditions and other details related to the adjustment or change in the exercise ratio and exercise price.
Condition of remaining warrants	:	The Company will cancel the remaining warrants in full amount.
Warrant Registrar	:	Thailand Securities Depository Company Limited
Other conditions	:	<p>The Board of Directors and/or the Chairman of the Executive Committee and/or the persons that the Board of Directors or the Chairman of the Executive Board is authorized to</p> <ol style="list-style-type: none"> <li>1. stipulate and change the rules, conditions and other details of the warrants in all respects as deemed appropriate under the jurisdiction prescribed by law, such as the allocation, the issuance and offer, date of the warrants, determine the grounds for issuing new shares to accommodate changes in the exercise price and/or the exercise ratio of the warrants, negotiate, agree, sign and deliver relevant documents and contracts, take any necessary actions and appropriate in connection with the warrants and the issuance and offering for sale of such warrants. This is including but not limited to listing warrants and ordinary shares issued to support the exercise of warrants as securities on the Stock Exchange of Thailand, requesting permission from relevant agencies and appointing an attorney, take any action as necessary and in connection with the issuance of the warrants in all respects.</li> <li>2. The Company will not extend the term of the warrants and will not change the price and exercise ratio unless it is an adjustment according to the conditions of the rights adjustment.</li> </ol>

**2. Dilution Effect can be divided into 3 types as follows:**

- a. Effect on Voting Rights (Control Dilution)
- b. Effect on Share price (Price Dilution)
- c. Effect on Share Profit of Shareholders (Earnings per Share Dilution or EPS Dilution)

In considering the effect, it can be divided into 2 cases according to the form of issuance and offering of newly issued ordinary shares to 1 private placement, the form of exercise of the convertible rights of TRITN-W5 which is allocated to the existing shareholders of TRITN-W5 of the Company according to shareholding ratio.

**Case 1:**

- The Company can issue and offer to sale newly issued ordinary shares to 1 Private Placement in full amount.
- Existing shareholders who are entitled to allocate TRITN-W5 (including 1 Private Placement) are those who exercise the conversion rights of TRITN-W5 in full amount.

**Case 2:**

- The Company can issue and offer to sale newly issued ordinary shares to 1 Private Placement in full amount.
- The existing shareholders who are entitled to allocate TRITN-W5 (including 1 private placement) are not the ones who exercise the conversion rights of TRITN-W5 in full amount.

Cases that may arise	Control Dilution	Price Dilution	Earnings per Share Dilution or EPS Dilution
Case 1	$\frac{\text{= (number of newly issued ordinary shares offered to Private Placement+ number of ordinary shares to support the exercise of TRITN-W5)}}{\text{(No. of paid-up shares + number of newly issued ordinary shares offered to Private Placement+ number of ordinary shares to support the exercise of TRITN-W5)}}$ $\frac{\text{= (593,333,334 + 2,344,177,052)}}{\text{(11,127,551,934 + 593,333,334 + 2,344,177,052)}}$ <p>= 20.89 %</p> <p>Note: In the event that the exercise of rights under TRITN-W4 from Warrant Holders in full amount, the Company will have the total number of issued shares of 14,385,062,320 shares, which will affect the voting rights of 20.42%</p>	$\text{= (market price before offering - market price after offering) / market price before offering}$ $\text{= (0.2968-0.2862) / 0.2968}$ <p>= 2.58%</p> <p>Note: In the event that the exercise of rights under TRITN-W4 from Warrant Holders in full amount, the Company will have the total number of issued shares of 14,385,062,320 shares, which will affect the voting rights of 1.75%</p>	The effect on shareholders' earnings cannot be calculated because the company had a net loss in the last four quarters.
Case2	$\frac{\text{= (number of newly issued ordinary shares offered to private placement)}}{\text{(No. of paid-up shares + number of newly issued ordinary shares offered to private placement)}}$	$\text{= (market price before offering - market price after offering) / market price before offering}$	The effect on shareholder's earnings cannot be calculated because the Company had a net loss in the last four quarters.

Cases that may arise	Control Dilution	Price Dilution	Earnings per Share Dilution or EPS Dilution
	$\frac{= (593,333,334)}{(11,127,551,934 + 593,333,334)}$ <p>= 5.06%</p> <p>Note: In the event that the exercise of rights under TRITN-W4 from Warrant Holders in full amount, the Company will have the total number of issued shares of 12,040,885,268 shares, which will affect the voting rights of 4.93%</p>	$= (0.2968 - 0.2970) / 0.2968$ <p>= 0.05%</p> <p>Note: In the event that the exercise of rights under TRITN-W4 from Warrant Holders in full amount, the Company will have the total number of issued shares of 12,040,885,268 shares, which will affect the voting rights of -0.98%</p>	



**Information Memorandum on the Issuance and Offering  
of  
Newly Issued Shares to Support Warrants  
According to the Notification of the Capital Market Supervisory Board No. TorJor.73/2015**

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**1. Details of the offering**

**1.1 Number of newly issued ordinary shares**

Not more than 2,344,177,052 shares with a par value of 0.10 Baht per share, representing 20.96% of the total number of paid up shares of 11,127,551,934 shares with a par value of 0.10 Baht per share to support the exercise of the convertible rights of the warrants to purchase ordinary shares for Triton Holding Public Company Limited, No. 5 (TRITN-W5).

**1.2 Investor type**

Allocation of TRITN-W5 warrants to the Company's existing shareholders after the allotment of shares to the Private Placement is completed.

**1.3 Method of setting the offering price**

According to the offering for sale of warrants (TRITN-W5), it is free of charge with the exercise price of 0.25 Baht per share and the conversion ratio of 1 warrant per 1 ordinary share.

**1.4 Method of offering and allocation**

Allocation of the existing shareholders of the Company in proportion to its shareholding in the ratio of 5 existing ordinary shares per 1 unit of warrant in the event that the fraction of the warrant remains from the calculation of the warrant allocation ratio. The whole number of such fractions shall be rounded off by specifying the list of shareholders who are entitled to the allocation of TRITN-W5 warrants on December 27, 2021 (Record Date: RD).

**2. Objectives of the capital increase and plans for the use of funds**

**2.1** To support the exercise of the conversion rights of the TRITN-W5 warrants allocated to the existing shareholders in proportion to their shareholding.

**2.2** To maintain the Company's working capital liquidity for the operation of the Group in projects that will arise from new business opportunities in the future, especially the mega projects of the government sector, which the subsidiary and indirect subsidiaries have the capability and potential enough to undertake construction work. In order to receive such work, sufficient funds are required to support the operation.

**2.3** In order to create future growth for the Company to support the expansion of the Company's investment in various businesses, the Company focuses on investing in expanding more types of businesses such as real estate development business, liability or asset management business, agribusiness and businesses that can support the existing business of the Company, etc.

**3. The effect on shareholders (Dilution Effect) and the value that shareholders receive compared to the impact.**

In considering the effect, it can be divided into 2 cases according to the form of issuance and offering of newly issued ordinary shares to 1 Private Placement, the form of exercise of the convertible rights of TRITN-W5 which is allocated to the existing shareholders of TRITN-W5 of the Company according to shareholding ratio.

**Case 1:**

- The Company can issue and offer to sale newly issued ordinary shares to 1 Private Placement in full amount.
- Existing shareholders who are entitled to allocate TRITN-W5 (including 1 Private Placement) are the persons who exercise the conversion rights of TRITN-W5 in full amount.

**Case 2:**

- The Company can issue and offer to sale newly issued ordinary shares to 1 Private Placement in full amount.
- The existing shareholders who are entitled to allocate TRITN-W5 (including 1 private placement) are not the persons who exercise the conversion rights of TRITN-W5 in full amount.

Cases that may arise	Control Dilution	Price Dilution	Earnings per Share Dilution or EPS Dilution
Case 1	<p>= (number of newly issued ordinary shares offered to Private Placement+ number of ordinary shares to support the exercise of TRITN-W5)</p> <hr/> <p>(No. of paid-up shares + number of newly issued ordinary shares offered to Private Placement+ number of ordinary shares to support the exercise of TRITN-W5)</p> $= \frac{(593,333,334 + 2,244,177,052)}{(11,127,551,934 + 593,333,334 + 2,244,177,052)}$ <p>= 20.89%</p> <p>Note: In the event that the exercise of rights under TRITN-W4 from Warrant Holders in full amount, the Company will have the total number of issued shares of 14,385,062,320 shares, which will affect the voting rights of 20.42%</p>	<p>= (market price before offering - market price after offering)/ market price before offering</p> $= (0.2968 - 0.2892) / 0.2968$ <p>= 2.58%</p> <p>Note: In the event that the exercise of rights under TRITN-W4 from Warrant Holders in full amount, the Company will have the total number of issued shares of 14,385,062,320 shares, which will affect the voting rights of 1.75%</p>	<p>The effect on shareholders' earnings cannot be calculated because the Company had a net loss in the last four quarters.</p>

Cases that may arise	Control Dilution	Price Dilution	Earnings per Share Dilution or EPS Dilution
Case2	$\frac{\text{= (number of newly issued ordinary shares offered to private placement)}}{\text{(No. of paid-up shares + number of newly issued ordinary shares offered to private placement)}}$ $\frac{\text{= (593,333,334)}}{\text{(11,127,551,934 + 593,333,334)}}$ <p>= 5.06%</p> <p>Note: In the event that the exercise of rights under TRITN-W4 from Warrant Holders in full amount, the Company will have the total number of issued shares of 12,040,885,268 shares, which will affect the voting rights of 4.93%</p>	$\frac{\text{= (market price before offering - market price after offering)/ market price before offering}}{\text{= (0.2968-0.2970) /0.2968}}$ <p>= 0.05%</p> <p>Note: In the event that the exercise of rights under TRITN-W4 from Warrant Holders in full amount, the Company will have the total number of issued shares of 12,040,885,268 shares, which will affect the voting rights of -0.98%</p>	The effect on shareholder's earnings cannot be calculated because the Company had a net loss in the last four quarters.

However, if the TRITN-W5 warrants are exercised, existing shareholders may affect by the decrease in their shareholding and share purchase price.

#### 4. Opinion of the Board of Directors

##### 4.1 Rationale and reasonableness of the capital increase

The Board of Directors is of the opinion that the capital increase will help the Company gain readiness and financial flexibility to expand the growth in the existing business and strengthen new businesses in the future and the Company will have a reserve fund for working capital within the business.

##### 4.2 Possibility of plans to use fund received from the IPO

The Board of Directors is of the opinion that the plan to use fund received from the exercise of TRITN-W5 warrants is feasible because the Company has clear business guidelines and appropriate operational strategies. If it goes according to plan, it may increase the Company's securities value and will result in the exercise of rights under TRITN-W5 Warrants. Therefore, the Company will receive the capital increase and use it for further business expansion in the future.

##### 4.3 Reasonability of the capital increase and the plan for using fund received from the offering of newly issued shares and the adequacy of funding sources

The Board of Directors is of the opinion that the capital increase is reasonable because the offering additional shares is for support TRITN-W5 Warrants. TRITN-W5 Warrants are only used if investors provide value of project and the Company's business guidelines which

reflected through the Company's share price. Therefore, the Board of Directors is of the opinion that such capital increase is sufficient for the Company's operations during this period.

#### **4.4 Expected effect on the Company's business operations, financial statement and the performance of the Company**

The Board of Directors is of the opinion that in the event of the exercise of TRITN-W5 Warrants will help the Company to have a stronger financial statement. Moreover, the Company will gain readiness, appropriate financial flexibility and the fund received from the exercise of rights. If the Company follows by the plan, the Company will have a good performance, more profit and be able to continue to pay dividends to shareholders.

#### **5. Board certification regarding the capital increase**

In the event that the Company's directors fail to perform their duties with honesty and be careful to protect the interests of the Company in matters related to this capital increase and if failure to perform such duties causes damage to the Company, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including amendments). If the failure to perform such duties causes the director members or related persons to gain unlawful benefits, the Company may sue the directors to be responsible for returning such benefits to the Company. Moreover, shareholders have the right to vote in aggregate not less than 5 percent of the total number of votes of the Company and notify the Company. If the Company does not proceed as informed by the shareholders within 1 month from the date of notification, shareholders can exercise the right to sue to recover benefits from such directors on behalf of the Company according to Section 89/18 of the Securities and Exchange Act B.E. 2535 (including amendments).

The Company hereby certify that the information contained herein is correct and complete in all respects.

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(Ms. Louise Taechaubol and Mr. Worapong Woottipruk)  
Authorized Director

**Capital Increase Report Form**  
**Triton Holding Public Company Limited**  
**September 30, 2021**

Triton Holding Public Company Limited (the Company) would like to report on the resolutions of the Board of Directors No. 10/2021 dated September 30, 2021 at 2 p.m. regarding the reduction and increase of registered capital and the allocation of newly issued ordinary shares with details are as follows;

**1. Reduction and increase of registered capital**

The Board of Director's has a resolution to reduce the registered capital and increase the registered capital of the Company as follows;

**1.1** Reduction of the Company's registered capital in the amount of 16,274,215.40 Baht from the former registered capital of 1,161,029,408.80 Baht which is a registered capital of 1,144,755,193.40 Baht by means of writing off 162,742,154 unissued ordinary shares with a par value of 0.10 Baht per share, which is the allocated share to support the exercise of TRITN-W3 and TRITN-W4 (excluding the newly issued ordinary shares issued and offered to support the warrants to purchase the Company's ordinary shares No.4 (TRITN-W4))

**1.2** Increase of the registered capital of the Company in the amount of 296,834,479.80 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,441,598,673.20 Baht by issuing new ordinary shares in the amount of not more than 2,968,434,798 shares value at a par value of 0.10 Baht per share as follows;

**1.3**

Capital increase	Type of Capital	Number of shares (share)	Par value (Baht per share)	Total
<input checked="" type="checkbox"/> Form for specifying the purpose of using funds	Ordinary share	2,968,434,798	0.10	2,968,434,798
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary share	-	-	-
	Preferred shares	-	-	-

**2. Allocation of newly issued ordinary shares**

**2.1** Form for specifying the purpose of using funds

Allocated to	Number of shares	Ratio (Former: New)	Selling Price (Baht per share)	Date and time of subscription and payment of shares	Note
Private Placement name: Mr. Wichan Wachirapong	not more than 593,333,334	-	0.30 Baht per share, which is the weighted average price of the shares.	No cash payment Please see details in clause 5.1 and Enclosure 2.	

<b>Allocated to</b>	<b>Number of shares</b>	<b>Ratio (Former: New)</b>	<b>Selling Price (Baht per share)</b>	<b>Date and time of subscription and payment of shares</b>	<b>Note</b>
To support the exercise of the warrants to purchase the Company's ordinary shares No. 5 (TRITN-W4) issued and allocated to the existing shareholders in proportion to their shareholding.	not more than 2,344,177,052	Ratio of 5 existing shares per 1 warrant	Offered for sale at 0 Baht per share, with 1 unit of warrants entitled to purchase 1 ordinary share at a price of 0.25 Baht per 1 share.	Please see details in Enclosures 3 and 4.	

Remark: The Board of Directors Meeting No. 10/2021 held on September 30, 2021 resolved to approve to propose to the Extraordinary General Meeting of Shareholders No. 1/21 on November 24, 2021 for consideration and approval as follows:

1. Agreed to propose to the shareholders' meeting to consider and approve the reduction of the Company's registered capital in the amount of 16,274,215.40 Baht from the former registered capital of 1,161,029,408.80 is a registered capital of 1,144,755,193.40 Baht by writing off 162,742,154 unissued ordinary shares with a par value of 0.10 Baht per share which is the shares allocated to support the exercise of TRITN-W3 warrants and TRITN-W4 (excluding the newly issued ordinary shares that issued and offered to support the warrants to purchase the Company's ordinary share TRITN-W4)
2. Approve the increase of the registered capital of the Company in the amount of 296,843,497.80 Baht from the former registered capital of 1,144,755,193.40 Baht to a new registered capital of 1,441,598,673.20 Baht by issuing new ordinary shares in the amount of not more than 2,968,434,798 shares at a par value of 0.10 Baht per share (a) to offer to Private Placement(b) to support the exercise of the warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5) and (c). to support the adjustment of warrants right to purchase ordinary shares of the Company No. 4 (TRITN-W4).
3. Approve the issuance and offering of newly issued ordinary shares in the amount of not more than 593,333,334 shares with a par value of 0.10 Baht per share to Mr. Wichan Wachirapong, a Private Placement(PP) with the offering price of 0.30 Baht per share, totaling 178,000,000.20 Baht and the receiving payment for the newly issued ordinary shares with assets other than cash. Therefore, the offering price is 0.30 Baht per share, the price is not less than 90 percent of the market price according to the announcement of the Securities and Exchange Commission. The market price means the market price calculated from the weighted average price of the Company's shares in the Stock Exchange of Thailand. (SET) for the past 15 consecutive working days before the date that the Board of Directors of the Company has a resolution to propose the agenda to the shareholder's meeting of the Company to request an approval for the offering of new ordinary shares.

between September 8, 2021 and September 29, 2021, equal to 0.2968 Baht per share by representing a premium at the rate of 1.07 percent of the market price. The price of ordinary shares offering to Private Placement is a price without a discount from the market price. Therefore, it is not considered as an offer for sale of newly issued shares at a price lower than the market price specified in the notification TorJor. 72/2015.

The offering price mentioned above is a mutual agreement between the Company and Mr. Wichan Wachirapong which is reasonable and mainly for the best interests of the Company and shareholders. The Company does not wish to issue and offer shares at a price lower than the market price for the benefit of the Company and shareholders.

However, if the offering price of newly issued ordinary shares to the Private Placement is lower than 90 percent of the market price of the Company's shares before the SET accepts the newly issued ordinary shares as listed securities, the Company has a duty to prohibit investors from selling all newly issued ordinary shares received from the offering within a period of 1 year from the date on which the Company's newly issued ordinary shares begin trading on the Stock Exchange of Thailand (Silent Period). After the date that the Company's newly issued ordinary shares begin trading in the Stock Exchange of Thailand for 6 months, investors will be able to gradually sell the prohibited shares in the amount of 25 percent of the total shares that are prohibited from selling in accordance with the rules and regulations prescribed in 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. 2015 on May 11, 2015. (including the amendments)

In addition, the issuance and offering of ordinary shares to Private Placement is an offering of newly issued shares of the Company to a Private Placement. The shareholder's meeting has resolved to clearly determine the offering price according to the rules of the Notification of the Capital Market Supervisory Board TorJor 72/2015 regarding the listed company offers to sell the newly issued shares to the Private Placement. Therefore, the Company shall be approved by the shareholder's meeting to offer the newly issued ordinary shares to the Private Placement with a vote of not less than three-fourths of total votes from shareholders who attend the meeting and vote but exclude the shareholder's equity who has interests in the meeting. The Company shall be allowed to offer the newly issued ordinary shares of the Company to the Private Placement from the SEC according to the aforementioned notification.

The investor does not have any relationship with the Company and not a connected person in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 21/2008 Re: Rules on Connected Transactions dated August 31, 2008 (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (including the amendments) and does not have any relationship with directors, major shareholders and executives of the Company and related persons of the directors, major shareholder and executives of the Company.

In the issuance and offering of newly issued ordinary shares this time, The Board of Directors has proposed to the shareholder's meeting to consider assigning the authorized directors of the Company, Board of Directors, Chief Executive Officer, Chairman of the

Executive Board or a person assigned by an authorized director of the Company is the person who determines the rules, conditions, other details necessary and related to the issuance and allocation of newly issued ordinary shares as necessary and appropriate under the relevant laws. This includes but not limited to determination, amendment, addition details regarding the issuance, offering, allocation and purchase of newly issued ordinary shares, date and time of offering and allocation of newly issued ordinary shares and method of payment of newly issued ordinary shares overseeing the delivery of information and disclosing relevant details, contacting and applying for permission to the Ministry of Commerce Securities and The Securities and Exchange Commission (SEC) The Stock Exchange of Thailand and other relevant agencies, signing, amending, changing, contacting in various permission documents and evidences which necessary and relevant to the offering, allocation, purchase and transfer of such newly issued ordinary shares and listing of the newly issued ordinary shares of the Company on the Stock Exchange of Thailand and has the power to perform any other necessary and appropriate actions for the issuance and allocation of the newly issued ordinary shares for sale to the Private Placement of the Company further.

Details of issuance and offering the Company's newly issued ordinary shares and details of the Board of Directors' opinions including investor information as appear in the Information Memorandum on the Private Placement (PP) (Enclosure 2).

In this regard, the Company will receive payment for the above-mentioned ordinary shares by accepting the transfer of ownership of the land. The transaction of land is deemed as the transaction of asset acquisition under the Notification of the Capital Market Supervisory Board No. TorChor. 20/2008 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (including the amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets, 2004 (including the amendments) ("Notification of the Acquisition and Disposition"). The size of such transaction is 6.06 percent when calculated from the consolidated financial statements of the Company ending on June 30, 2021 which is the maximum transaction size according to the criteria of the total value of consideration paid and received and when the transaction size is calculated and combined with the value of the asset acquisition transaction that occurred during the past 6 months with the total size of the transaction equal to 8.71 percent of the total value of consideration paid and received criteria which is the size of the transaction with a value of less than 15% and issue securities to pay for the asset. The Company will apply for the SET to accept such securities as listed securities. Therefore, the Company has prepared the transaction and disclosed the transaction to the Stock Exchange of Thailand with information at least in the list attached to the notification of the acquisition or disposal of assets. Please see Enclosure 1

4. Approve the issuance and offering of warrants to purchase ordinary shares of the Company No. 5 (TRITN-W5) in the amount not exceeding 2,344,177,052 units to the existing shareholders of the Company. In proportion to its shareholding (Rights Offering) and provided free of charge at the ratio of 5 existing ordinary shares per 1 unit of warrant. (In case of fractional shares, shall be round off) The exercise price is set at 0.25 Baht per share with ratio 1 warrant per 1 newly-issued ordinary share (except in the case of adjustment of the exercise price)



In this regard, the date for determining the names of shareholders who are entitled to receive the TRITN-W5 warrants will be on December 20, 2021 (Record Date) by authorizing the Board of Directors and/or Chief Executive Officer and/or persons that the Board of Directors or the Chairman of the Executive Board is authorized to determine and change the rules, conditions and other details of the TRITN-W5 Warrants in all respects as deemed appropriate and under the jurisdiction prescribed by law such as allocation, issuing date and offering warrants, determining the grounds for issuing new shares to accommodate the change in the exercise price and/or the exercise ratio of the warrants, negotiating, signing and delivering relevant documents and contracts. Moreover, including the listing of the TRITN-W5 warrants and the ordinary shares which issued to support the exercise of the TRITN-W5 warrants as listed securities on the Stock Exchange of Thailand as well as requesting permission from other relevant agencies, appointing a subordinate and have the power to take any action as necessary and in connection with the issuance of the Warrants in all respect which shall be approved by the Extraordinary General Meeting of Shareholders No. 1/2564 of the Company, please see Attachments 3 and 4.

2.1.1 Company action in case of fraction of a share

In calculating the rights of each shareholder to be allocated TRITN-W5 warrants, if there is a fraction of ordinary shares from the calculation according to the allocation ratio of the warrants of each shareholder. The remaining shares shall be rounded off in full amount.

In the case of warrant allocation If there is a fraction of a warrant which is not in full amount of 1 unit from the calculation, the remaining warrant fraction shall be discarded in full. In the event that there is a fraction of the warrant remaining from the total allocation, the Company will proceed to cancel the remaining warrant. This will allow the remaining number of warrants to be allocated to the existing shareholders perfectly.

In addition, if there is a need to change the exercise ratio and the exercise price when the events stipulated in the right adjustment conditions and the result of such right adjustment result in a fraction of the number of shares to be received under the share warrants and cut off the fraction of the ordinary shares.

2.1.2 The number of remaining unallocated shares

-None-

**2.2 Form of General Mandate**

-None-

**3. Schedule an Extraordinary General Meeting of Shareholders to approve the capital reduction, capital increase and allocation of newly issued ordinary shares**

The Extraordinary General Meeting of Shareholders No. 1/2021 is scheduled to be held on November 24, 2021 at 2 p.m. at Triton Building, 2<sup>nd</sup> floor grand meeting room of Triton Holding Public Company Limited, no. 60 Soi Praditmanutham, 19 Praditmanutham Road, Lat Phrao Sub-district, Lat Phrao District, Bangkok 10230 and determine the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on October 15, 2021 (Record Date: RD) (post XM sign or Date without right to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on October 14, 2021)

**4. Request for permission to reduce capital, increase capital and allocate newly issued ordinary shares to relevant agencies and conditions for applying for permission (if any)**

4.1 The Company has been approved by the Extraordinary General Meeting of Shareholders No. 1/2564 to reduce the registered capital, increase the registered capital and amending the Memorandum of Association. The votes shall not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

4.2 The Company allocates newly issued ordinary shares to specific investors and the allocation of warrants to purchase shares of the Company No. 5 (TRITN-W5) which requires a majority vote of the total votes of the shareholders attending the meeting and having the right to vote.

4.3 The Company will proceed with the registration of the change of registered capital and paid-up capital and amendment of memorandum of association with the Department of Business Development, Ministry of Commerce.

4.4 The Company will apply for the offering for sale of newly issued shares to a private placement. and issuing warrants to purchase the Company's ordinary shares to Private Placement and the Securities and Exchange Commission.

**5. Objectives of the capital increase and the use of fund in the capital increase.**

**5.1 In the case of issuance and allocation of newly issued ordinary shares to Private Placement**

In order to acquire assets, the Company will benefit in various aspects when the Company received ownership of the assets. The land has good location in the economic district and provided a many convenient transportations near the orange line. In addition, the Company can also use the land as collateral with various financial institutions to apply for credit lines for future construction projects and/or its subsidiaries or in the case that the Company wants to raise funds by issuing debentures, the Company can use the land as collateral including the issuance and allocation of newly issued ordinary shares to pay for the land this time because the Company needs to use cash to maintain its financial liquidity. Lastly, the Company can use the land to support the development of future projects of the Company which will extend the Company's business to grow even more.

**5.2 In the case of issuance and allocation of ordinary shares to support the exercise of conversion rights under TRITN-W5 warrant**

To support the exercise of the conversion rights of the TRITN-W5 warrants allocated to the existing shareholders in proportion to their shareholding, the Company will use the received fund from the exercise of conversion rights under the TRIRN-W5 warrants to maintain the liquidity of the Company's working capital and operate in new projects of the subsidiary and indirect subsidiary.

**6 Benefits that the Company will receive from the capital increase and allotment of newly issued ordinary shares**

The Company will acquire land with potential that can be utilized in various fields such as developing into real estate projects for sale or can be used as collateral for the Company and its subsidiaries to request loans from various financial institutions in order to use credit lines for various construction projects, including in the future if the Company wants to raise funds by issuing debentures, the Company can use the land as collateral, etc.

In addition, the Company acquired the land without having to use cash to buy assets. Therefore, cash can be kept for further use in other businesses and the Company will have other types of assets besides cash. In the past, the Company mainly held cash without other forms of assets, therefore, when this transaction is successful, the Company will acquire assets that are land assets.

**7 Benefits that shareholders will receive from the capital increase and allotment of newly issued ordinary shares**

7.1 The offering of ordinary shares to the Private Placement in this time, is an appropriate selling price with the price not less than 90 percent of the market price according to the notification of the Securities and Exchange Commission. (Discount not exceeding 10 percent of the market price), which will benefit the shareholders more than the effect on the reduction of the shareholder's voting rights. Moreover, the Company has a potential land which can be developed to generate income and help to improve profits in the future and the Company will be able to pay dividends according to the dividend payment policy at the rate of not less than 50% of the net profit each year after deductions of corporate income tax and legal reserves or as appropriate.

7.2 Shareholders who have been allocated TRITN-W5 warrants and exercised of the conversion rights under TRITN-W5 warrants to ordinary shares, will have the right to receive dividends the same as the shareholders of the Company in all respects from the date the name appears in the share register of the Company that has applied for registration with the Ministry of Commerce.

**8. Any other details necessary for the shareholders to make decision on approving the capital increase and allotment of newly issued ordinary shares.**

In the allocation of capital increase shares to Private Placement and the allocation of warrants to purchase ordinary shares of the Company to the existing shareholders in proportion to that will cause an impact on the shareholders of the Company, please see details in Enclosures 2 and 4.

**9. Timetable regarding the event that the Board of Directors has a resolution to reduce the capital, increase the capital and allocate the newly issued ordinary shares**

**10.**

<b>No.</b>	<b>Process</b>	<b>Period</b>
1	Date of the Board of Directors Meeting No. 10/2021	September 30, 2021
2	Date for determining the list of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2564	October 15, 2021
3	Date of the Extraordinary General Meeting of Shareholders No. 1/2564	November 24, 2021
4	Submit the application for a resolution to reduce the capital and increase the registered capital with the Ministry of Commerce	Within 14 days from the date the shareholder's meeting has a resolution
5	Submit the application for issuance and offer for sale of ordinary shares to a Private Placement and warrants to purchase the Company's ordinary shares to Private Placement to the Securities and Exchange Commission.	Within 30 November 2021

No.	Process	Period
6	Offer for sale of newly issued ordinary shares and warrants to private placement	Soon after going through the process No. 1-5 in which the sale of shares is expected to occur within December 15, 2021, or the date that the Board and/or the Chief Executive Officer considered.
7	Registered capital increase	Within 14 days from the date of receiving full payment of shares (the date of receiving the transfer of ownership of the land from the private placement)
8	The date that newly issued ordinary shares allocated to Private Placement to begin trading on the Stock Exchange of Thailand	Within December 2021
9	Date for determining the names of shareholders who are entitled to receive TRITN-W5 warrants	December 27, 2021
10	Allotment Date of TRITN-W5 Warrant	January 13, 2021 or the date of the Board of Directors and/or the Chief Executive Officer considered
11	The date TRITN-W5 started trading on the Stock Exchange of Thailand.	Within January 2022

The Company hereby certify that the information contained herein is correct and complete in all respects.

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(Ms. Louise Taechaubol and Mr. Worapong Woottipruk)  
Authorized Director

## Summary details of the canceled and new objectives of Triton Holding Public Company Limited

- **14 items of objectives cancellation**

No.	Article	Objective details
1	(19)	To engage in the business of printing, book printing and distribution and issue a newspaper.
2	(31)	To engage in the business of film production and distribution business.
3	(40)	To engage in the business of contracting for recording or producing audio tapes, video tapes, films, and engaging in contract manufacturing business for video tapes and audio tapes. both at home and abroad.
4	(41)	To engage in the business of buying, selling, producing, exchanging, bidding, offering, renting, hire-purchase, procuring or distributing by any means any product of audio recording tapes, video tapes, head cleaners, sound recorders and video player, recorder and video player, tape recorder, video recorder, cinematographer, phonograph, turntable, radio, receiver, television, microphone, amplifier vacuum cleaner including spare parts and equipment of the above products.
5	(42)	To engage in the business of a production of a tape recorder factory, a production of a tape recorder, a video tape factory, a video tape recorder factory and a manufacturing factory for various products as mentioned in Clause (41).
6	(43)	To engage in the business of advertising, entertainment. public relations and promote sales through radio broadcasting, television, publications and all kinds of advertising media.
7	(44)	To engage in the business of public relations business Promotion of all kinds through radio broadcasting, television and all kinds of advertising media.
8	(45)	To engage in the business of consultant to give advice, control the transaction and make a list in terms of advertising and public relations and promote sales through all types of media.
9	(48)	To engage in the business of manufacture and sell both retail and wholesale compact discs, CDs and laser discs LD.
10	(49)	To engage in the business of selling slide film, slideshow, copying slides.
11	(53)	To engage in the business of radio broadcasting services or a television broadcasting service that allows Hertzian waves to pass through wires or electrical conductors.
12	(59)	To engage in the business of computer programming, repair, installation, computer maintenance and services, exams and training in the field of computers including opening a computer training school (This is not a normal course).
13	(65)	To engage in the business of design, manufacture of printed circuit boards, computer control equipment and spare parts, network equipment, radio and television, transceivers, telephones, radars, instruments, telecommunication appliances, clocks, calculators, electrical and electronic devices of all kinds.
14	(70)	To engage in the business of trade, computer training system, computer controlled flight simulator, artillery training, machine tank trainer, warship and submarine trainers, all kinds of radars, sonar devices, aircraft navigation aids and terrestrial navigation tools, meteorological, hydrographic, geological instruments, land, air

No.	Article	Objective details
		and marine, mapping tools and materials, frequency converters, liquid and air temperature controllers, scales, gauges, electronic timers, telecommunication system and satellite communications All types of microwave ovens, antennas and antennas. All electronic engine performance testers including spare parts, parts and installation, maintenance and maintenance of such equipment.

• **11 items of additional objectives**

No.	Objective details
1	To engage in the business of purchase or accept transfer of non-performing assets of financial institutions as well as collateral of such assets for further management or disposition and to hire or appoint asset management specialists to manage assets or perform other actions for the purpose of managing the assets purchased or received, whether in whole or in part.
2	To perform all actions related to the aforementioned activities as prescribed by the Minister of Finance or in accordance with the Bank of Thailand or notifications or as required by law until all actions related to the management or rehabilitation of the debtor to achieve its objectives such as selling the debtor, etc.
3	To provide additional loans to debtors who have purchased or received transfers.
4	To charge interest, discounts on interest charges and other related financial charges.
5	To convert securitization under the Emergency Decree on Special Purpose Vehicle for Securitization B.E. 2540.
6	To engage in the business of debt restructuring, compromise, reduce debt to debtors as well as write off bad debts.
7	To hold shares in the business acquired from debt repayment.
8	To pay by converting debt to equity.
9	To engage asset management business including contracting to negotiate debt restructuring, debt collection as well as to carry out any normal business of the asset management service that the company should engage in under the law on asset management or other laws.
10	To engage in asset management business including other related businesses which the company should assemble according to the company's trade tradition or which to do or have the power to do or must comply with the law on asset management companies or other laws.
11	To do any other act with the approval of the Bank of Thailand.

Remark: After the cancellation and addition of objectives are completed. The new objectives of Triton Holding Public Company Limited will consist of 68 items.