

TRITON

No. TRITN-SET 019/2021

November 4, 2021

Subject Notification of Cancellation of the Extraordinary General Meeting No. 1/2021 ([Revise No.1](#))

To President

The Stock Exchange of Thailand

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 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, and has a resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2021 on November 24, 2021, at 2.00 p.m., and set the date for determining the names of shareholders who are entitled to attend the meeting on October 15, 2021 to consider and approve the related agendas which are capital decrease, capital increase, the amendment of the Company's Memorandum of Association, the issuance and offering of newly issued ordinary shares to the private placement, the payment received for the newly issued ordinary shares with assets other than cash, the issuance and offering of warrants to purchase ordinary shares No. 5 of the Company (TRITN-W5), and the amendment of the Company's objectives to be consistent with current business operations as informed.

The Company would like to inform that Mr. Wichan Wachirapong who is a Private Placement (PP) and will receive the allocation of newly issued ordinary shares, has reconsidered the agreement to transfer the land ownership of the investor to the Company in return for the payment of newly issued ordinary shares by other assets than cash. Due to the significant change in the land purchase price, the Company has determined the price of the newly issued ordinary shares to be offered at the price of 0.30 baht per share and when calculated from the number of shares that Mr. Wichan Wachirapong will receive from the capital increase included cash is equivalent to the agreed price of 192,000,000 Baht. However, the current share price of the Company is volatile which is likely that the value will be lower than the offering price at 0.30 baht per share. Therefore, there is uncertainty that Mr. Wichan Wachiraphong will receive a land price equivalent to 192,000,000 Baht according to the

TRITON

agreement. To have clarity and definite conclusion about this matter, Mr. Wichan Wachirapong requested to withdraw the agreement to transfer the ownership of the investor's land to the Company. As a result, other agenda related to the transfer of ownership of land cannot be proposed to the Extraordinary General Meeting of Shareholders No. 1/2021 for further consideration.

For the above reasons, the Company has held an urgent Board of Directors Meeting No. 12/2021 on November 3, 2021, at 5:00 p.m. at Studio room 3, Four Seasons Hotel, Bangkok along the Chao Phraya River. The Board of Director's meeting has considered the necessity with cause of the problem and has a resolution to cancel the investment and 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 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, cancel the convening of Extraordinary General Meeting of Shareholders No. 1/2021 on November 24, 2021, at 2.00 p.m., and cancel all the presentation of agendas of the Extraordinary General Meeting of Shareholders No. 1/2021 as follows:

- 1) Approved to cancel the agenda regarding 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.
- 2) Approved to cancel the agenda regarding the amendment of the Company's Memorandum of Association Clause 4 to be in line with the reduction of the Company's registered capital.
- 3) Approved to cancel the agenda regarding the increase of the Company's registered capital in the amount of 296,843,479.80 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 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.
- 4) Approved to cancel the agenda regarding the amendment of the Company's Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital.
- 5) Approved to cancel the agenda regarding 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,

TRITON

representing a total value of 178,000,000.20 Baht and receive payment for the newly issued ordinary shares with assets other than cash.

- 6) Approved to cancel the agenda regarding 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).
- 7) Approved to cancel the agenda regarding 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
- 8) Approved to cancel the agenda regarding the amendment of the Company's objectives to be consistent with current business operations
- 9) Approved to cancel the agenda regarding the amendment of Clause 3 of the Memorandum of Association to be consistent with the amendment of the Company's objectives.
- 10) Approved to cancel the names of shareholders who are entitled to attend the Extraordinary General Meeting No.1/2021 on November 24, 2021 to exercise their right to attend the meeting and vote.
- 11) Approved to cancel the date to determine the list of shareholders who are entitled to receive the warrants to purchase the Company's ordinary shares, No. 5 (TRITN-W5), which is scheduled on December 27, 2021.

In this regard, the Company has set the date to send the invitation letter to the Extraordinary General Meeting of Shareholders No. 1/2021 via registered mail with return receipt requested to the shareholders on November 8, 2021, and the date of publication of newspapers on November 8 - 10, 2021. Therefore, the Company shall terminate the operation to comply with the resolutions of the aforementioned meeting.

Please be informed accordingly,

Yours sincerely,

(Mr.Worapong Woottipruk)

Chief Financial Officer