

TRITON

No. SET-TRITN 011/2023

March 23, 2023

Subject: Notification of the allocation of newly issued ordinary shares to specific persons (Private Placement) under the General Mandate ([revise](#))

Dear Director and Manager of the Stock Exchange of Thailand

Attachment: 1. Report on the issuance and allocation of newly issued shares under General Mandate (F53-4-1)
2. Details of the average price calculation for the past 15 business days

Triton Holding Public Company Limited (“Company”) would like to inform that according to the resolution of the Company’s Extraordinary General Meeting of Shareholders No. 1/2023 held on February 7, 2023, the shareholders’ meeting approved the capital increase and allocation of newly issued ordinary shares under a general mandate in the amount of 1,112,755,193 Shares at the par value of 0.10 baht per share to be offered to specific persons (Private Placement) in determining the offering price of such ordinary shares. The Company will set the offering price not lower than 90% of the market price (not considered a low price) and assign the Board of Directors to have the power to determine any other details necessary and related to the allocation of such newly issued ordinary shares, including plans for future use of money according to the rules and procedures prescribed by relevant laws and regulations.

In this regard, the Company would like to inform that the Board of Directors’ Meeting No. 4/2023, held on March 23, 2023, resolved to issue and allocate 1,000,000,000 newly issued ordinary shares at a par value of 0.10 baht per share to a private placement (Private Placement) is Mr. Wichan Wachiraphong, the issuance and allotment of ordinary shares to specific persons (Private Placement) has determined the selling price at 0.15 baht per share, which is based on the weighted average market price for the past 15 consecutive business days. From March 1, 2023 to March 22, 2023, which has a market price of 0.17 baht per share less a percentage discount 10 of the said market price with a par value of 0.10 baht per share and open for subscription and payment [on April 17, 2023](#).

In this regard, the said price determination is in accordance with the announcement of the Capital Market Supervisory Board Tor Jor. 72/2558 regarding the permission of the listed companies to offer newly issued shares through private placement. In which peoples of private placement who has been allocated and offered for sale is not an associated person Re: Notification of the Capital Market Supervisory Board Tor

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Jor. 21/2551 Re: Rules for Connected Transactions B.E. 2551 Notification of the Stock Exchange of Thailand and Re: Disclosure of Information and Operations of Listed Companies in Connected Transactions B.E. 2546 and the offering price is not considered a low price according to the rules of the Securities and Exchange Commission (SEC) specified in Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 regarding the permission for listed companies to offer newly issued shares through private placement, in which the market price used in determining the above bid price is not less than 90 percent of the weighted average price of shares on the Stock Exchange of Thailand, for not less than 7 consecutive business days but not more than 15 consecutive business days.

In addition, details of the issuance, allocation, offering and subscription of newly issued ordinary shares under this agreement, the Board of Directors' meeting resolved to assign the Chief Executive, Officer and Chief Financial Officer and/or the Chief Executive Officer and the Chief Financial Officer are assigned the authority to perform various actions related to the issuance, allocation, offering and subscription of newly issued ordinary shares to specific persons under a general mandate, supervise the delivery of information and disclosure of relevant details to SET, and sign various documents requesting approval and evidence necessary and relevant to the allocation, offering and subscription. delivery of such newly issued ordinary shares. This includes contacting and submitting applications for permission to government agencies. or related agencies and the listing of newly issued ordinary shares of the Company on the Stock Exchange of Thailand and have the power to take any other action necessary and appropriate in relation to such action. In order to complete the issuance, allocation and offering of newly issued ordinary shares under a general mandate to specific persons (Private Placement) of the Company.

In this regard, details of the allocation of newly issued ordinary shares and details of persons who have been allocated newly issued ordinary shares under the agreement, as presented in the report form on the issuance and allocation of newly issued ordinary shares under General Mandate (F53-4-1).

Please be informed accordingly.

Best regards.

(Ms. Louise Taechaubol)

Chief Executive Officer

(F53-4-1)

Report and allocation form for general power, general power (General Mandate)

Triton Holding Public Company Limited

March 23, 2023

I, Triton Holding Public Company Limited, ("the company ") hereby report the resolution of the Board of Directors No. 4/2023 held on March 23, 2023, at 17.00 hrs. Regarding the allocation of ordinary shares under the General Mandate with the following details;

1. The number of ordinary shares, general attorney (General Mandate) before this allocation
 - According to the extraordinary meeting of the shareholders No. 1/2023 on February 7, 2023, approved the increase of capital and the allocation of general power, general power (General Mandate) by authorization The Board of Directors has the power to proceed with the allocation of the general compensation of the company. Summary as follows
 - Pursuant to the resolution of the board of directors no..... held on.....has approved the increase and allocation of the ordinary shares under the general mandate no..... resulting in the amount of outstanding new shares under the General mandate to be allocated, the summary details are as follows;

Allocated to	Type	No. of Shares	Remark
Original shareholder	Ordinary share	-	-
To support conversion right rights/exercise of the transferable right to buy shares with transferable rights	preference share	-	-
Public	Ordinary share	-	-

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	preference share	-	-
Person(s) of private placement	Ordinary share	-	-
	preference share	-	-

2. The issuance and allocation of ordinary compensation, general attorney (General Mandate)

2.1 Details of allocation

Allocate	Type	Number of shares	Ratio (Former: New)	Price (baht per share)	Subscription & payment date and time	Remark
Original shareholder	Ordinary share	-	-	-	-	-
To support the conversion/ exercise of the transferable right to buy shares with transferable rights.	preference share	-	-	-	-	-
Public	Ordinary Share	-	-	-	-	-
	preference share	-	-	-	-	-
Person(s) of private placement	Ordinary Share	1,000,000,000	-	0.15	April 17, 2023	-
	preference share	-	-	-	-	-

Remark :

The meeting of the Board of Directors has approved the issuance and allocation under the General Mandate to Mr Wichan Wachirapong in the amount of 1,000,000,000 shares in the selling price 0.15 Baht per share, which is in accordance with the weighted average market price for the past 15 consecutive business days from 1 March 2023 to 22 March 2023, which has the market price at 0.17 is deducted by a discount of 10 from such market price with the value of 0.10 baht per share and is opened for subscription and payment of shares on [April 17, 2023](#). In this regard, the said price determination is in accordance with the announcement of the Capital Market Supervisory Board Tor Jor. 72/2558 regarding the permission of the listed companies to offer newly issued shares through private placement. In which peoples of private placement who has been allocated and offered for sale is not an associated person Re: Notification of the Capital Market Supervisory Board Tor Jor. 21/2551 Re: Rules for Connected Transactions B.E. 2551

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Notification of the Stock Exchange of Thailand and Re: Disclosure of Information and Operations of Listed Companies in Connected Transactions B.E. 2546

However, the issuance and offering of newly issued ordinary shares (date of subscription and payment of shares) will occur on April 17, 2023. When calculating the offering price, there is a discount of more than 10% from the market price which calculated from the weighted average price of the company's shares traded on the SET for the past 15 business days prior to the offering date, the Company will continue to adjust the rights of the warrants to purchase newly issued ordinary shares of the Company, Series 5 (TRITN-W5). In addition, Mr. Wichan Wachirapong must comply with the rules for selling shares (Silent Period) of the Stock Exchange of Thailand which must agree not to trade all newly issued ordinary shares within 1 year from the date on which such newly issued ordinary shares start trading in the stock market. After the date on which the newly issued ordinary shares are traded on the SET for a period of 6 months, he can gradually sell the newly issued ordinary shares in the amount of 25 percent of the said shares.

In addition, details of the issuance, allocation, offering and subscription of newly issued ordinary shares under this agreement, the Board of Directors' meeting resolved to assign the Chief Executive, Officer and Chief Financial Officer and/or the Chief Executive Officer and the Chief Financial Officer are assigned the authority to perform various actions related to the issuance, allocation, offering and subscription of newly issued ordinary shares to specific persons under a general mandate, supervise the delivery of information and disclosure of relevant details to SET, and sign various documents requesting approval and evidence necessary and relevant to the allocation, offering and subscription. delivery of such newly issued ordinary shares. This includes contacting and submitting applications for permission to government agencies or related agencies and the listing of newly issued ordinary shares of the Company on the Stock Exchange of Thailand and having the power to take any other action necessary and appropriate in relation to such action. In order to complete the issuance, allocation and offering of newly issued ordinary shares under a general mandate to specific persons (Private Placement) of the Company.

Name	Mr. Wicharn Wachirapong
Number of shares subscribed and allocated	1,000,000,000 shares
Selling price	Baht 0.15 per share

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Total value	Baht 150,000,000
Nationality	Thai
Address	29/9 Moo 9, Ban Pho Subdistrict, Sena District, Phra Nakhon Si Ayutthaya Province
Occupation	businessman
Relationship with the company	Not a connected person of the Company and no relationship that will be considered as a connected person with the Company
Relationship with the directors, executives and shareholders Company major	None
Participation in management / business support of the company	None
Reasons to be allocated	He is an investor with stable financial status and can invest in the Company, which could enhance the financial liquidity of the Company as well as introducing the strategic business partner or the business opportunity to the Company.
Other important conditions / agreements	None

Shareholding structure of the company as of March 16, 2023

After the allocation of capital increase ordinary shares to private placement, the Company has shareholding structure as follows:

No.	Name	Shareholding structure Before the allotment of newly issued ordinary shares to the private placement investors		Shareholding structure After the allotment of newly issued ordinary shares to the private placement investors	
		number of shares	Ratio (%)	number of shares	Ratio (%)
1	Miss Louise Taechaubol	1,668,100,100	14.99	1,668,100,100	13.76
2	Thai NVDR Company Limited	325,599,718	2.93	325,599,718	2.68

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3	Mr. Akarat Vanarat	236,589,600	2.13	236,589,600	1.95
4	Mr.Suppachak Trairatanobhas	224,797,900	2.02	224,797,900	1.85
5	Mr. Preecha Apinankul	217,000,000	1.95	217,000,000	1.79
6	USB AG HONG KONG BRANCH	214,739,700	1.93	214,739,700	1.77
7	Mr. Sadawut Taechaubol	205,000,000	1.84	205,000,000	1.69
8	The Brooker Group PLC	202,069,155	1.82	202,069,155	1.67
9	Miss Monsinee Worasakdapisal	186,100,000	1.67	186,100,000	1.53
10	Mr. Lamphan Phathanapraphet	162,250,000	1.46	162,250,000	1.34
11	OTHER	7,485,305,761	67.26	7,485,305,761	61.72
Private Placement					
1	Mr. Wichan Wachirapong	-	-	1,000,000,000	8.25
TOTAL		11,127,551,934	100.00	12,127,551,934	100.00

Data source: SET Website

2.2 The Company actions in the case where there are remaining shares

There will be no remaining shares

3. Amount of outstanding new shares under General Mandate to be further allocated

Allocated to	Type	Number of shares	Remark
Existing shareholders	Ordinary Share	-	-
To support the conversion/ exercise of the transferable right to buy shares with transferable rights.	Preference Share	-	-
Public	Ordinary Share	-	-
	Preference Share	-	-
Private Placement	Ordinary Share	-	-
	Preference Share	-	-

The due date for the allotment of new ordinary shares under the general mandate is the date on which the Company will arrange the next annual general meeting of shareholders or within the date specified by law to have the next annual general meeting of shareholders, whichever comes first

4. Determination of subscription right

- Determine the list of shareholders who have the rights to purchase the said newly issued shares (Record date) on
- Set the closing date of the share registration book for the rights to purchase the newly issued shares on

5. Progress of approval from competent authorities and condition of approval (if any)

5.1 The company will submit an application to register the change of paid-up capital with the Ministry of Commerce

5.2 The company will submit an application to the Stock Exchange of Thailand for approval to accept the newly issued ordinary shares as listed securities.

6. Objectives of the capital increase and the use of additional funds the objective of the issuance, allocation, offering and subscription of newly issued ordinary shares under this agreement includes;

- Used as capital for the construction and cash flow management project of the business, the amount of money is not more than 36 percent of the total capital increase
- Used to support the operation of the affiliate companies in the amount of not more than 27 percent of the total capital increase.
- Used to repay a loan of not more than 30 percent of the total capital increase.
- Used to invest in an existing business or new business of not more than 7 percent of the total capital increase
- The period that is expected to use the above capital is within 2023.

7. The company's benefit from the capital increase/allocation of share

The issuance of allocation and offering to sell ordinary shares in general Mandate will help strengthen the company's financial liquidity as well as strengthen the company for a stronger capital base to support the main business expansion and/or businesses related to the main business of the company benefiting the growth of the company in the long-term. The capital increase will also be beneficial in reducing the loans and the company's expense burden

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8. Benefits which the shareholders will receive from the capital increase/share allotment

8.1 Dividend policy

The Company has implemented the dividend policy to pay out dividend of not less than 50% of net profit provided in the separate financial statement, after deduction of corporate income tax, legal reserve and other reserves (with conditions), subject to the Company's consideration of its performance, financial status, cash flow, investment plan, requirement of working capital, expansion of business and other factors in relation to the Company's business, and subject to the opinion of the Board of Directors Meeting and General Meeting of Shareholders; provided that there shall be no accumulated loss in Shareholder's Equity. The subscriber will be entitled to the dividend right from the registration of the subscriber as the shareholders of the Company in the Company's share register book.

8.2 After this subscription of newly issued ordinary shares, the subscriber (Private Placement) is entitled to the same dividend rights of the existing shareholders.

9. Other necessary detail for the shareholders to approve the capital increase/allocation of share

The Board of Directors agreed that the request for approval under this agreement will allow the company to obtain increased capital sources pursuant to the above objectives in which the request to increase The Company's capital is reasonable and sufficient to fulfil The Company's objectives.

Effect of offering if newly issued ordinary shares

9.1 Price dilution

Price Dilution can be calculated, as follows:

= (market price before offering – market price after offering) / market price before offering

= (0.17 – 0.16) / 0.17

= Percent 0.91

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9.2 Control dilution

Control Dilution can be calculated, as follows:

= number of share offered / (number of shares of paid-up capital + number of share offered)

= 1,112,755,193 / (11,127,551,934 + 1,112,755,193)

= percent 9.09

9.3 Earnings per Share Dilution

EPS Dilution cannot be calculated on the account of planned operations loss

10. Schedule for the allotment, offering, and subscription of the newly issued shares and allocation of shares under the General Mandate

No.	Process of operation	Date
1	The Board of Directors Meeting No. 4/2023 has approved the allotment and offering of the newly issued ordinary shares to the private placement.	March 23, 2023
2	Period for allotment, offering, subscription, and payment of newly issued ordinary shares to the private placement.	April 17, 2023
3	Registration of changes in paid-up capital with the Ministry of Commerce	Within 21 April, 2023

The Company hereby certifies that the information in this report form is correct and complete in all respects

Best Regards,

(Miss Louise Taechaubol and Mr. Worapong Woottipruk)

Authorized directors

Triton Holding Public Company Limited

Information on price determination on the average basis for 15 working days

No.	Date	Trade Volume (Shares)	Trade Value (Baht)
1	1 March 2023	11,919,600	2,062,511
2	2 March 2023	77,339,900	13,928,677
3	3 March 2023	18,330,500	3,294,222
4	7 March 2023	13,644,600	2,447,512
5	8 March 2023	15,465,300	2,777,112
6	9 March 2023	3,313,200	584,105
7	10 March 2023	17,743,100	3,185,470
8	13 March 2023	97,839,900	16,745,832
9	14 March 2023	48,110,800	7,739,174
10	15 March 2023	28,834,300	4,617,423
11	16 March 2023	105,414,800	15,695,978
12	17 March 2023	22,558,100	3,606,146
13	20 March 2023	23,259,300	3,722,248
14	21 March 2023	1,022,600	165,017
15	22 March 2023	40,128,400	6,729,006
1 March 2023 – 22 March 2023		524,924,400	87,300,433
The weighted average market price for 15 working days from 1 March 2023 - 22 March 2023 (15 consecutive working days) (Baht per Share)			0.16631
Market price with 10.0% discount			0.14968