

TRITON

TRITN-SET 019/2023

Oct 24, 2023

Subject Disposal of investment in ordinary shares of Global Consumer Public Company Limited
To Director and Manager
The Stock Exchange of Thailand

Triton Holding Public Company Limited (the Company) would like to notify the resolution of the Board of Directors' Meeting No. 11/2023 held on October 4, 2023, whereby the meeting resolved to approve signing a agreement to sell shares of Global Consumer Public Company Limited (GLOCON) totaling 325,500,000 shares at a par value of 0.50 baht per share, representing 10.58% of paid-up capital. The offering price is 0.50 baht per share, representing a total price of 162,750,000 baht to SIRAJ HOLDING LLC (SORAJ), which is registered and incorporated in accordance with the laws of the United Arab Emirates.

On October 5, 2023, the Company signed the share sale agreement and on October 23, 2023, the Company received the deposit payment of 500,000 US Dollars or equivalence to 10 percent of the purchase price or 16,275,000 baht from SIRAJ. The company and SIRAJ have agreed to specify the date for the transfer of shares and pay the remaining share price of 146,475,000 baht within 180 days from the date of signing the share sale agreement.

The Company received the deposit on October 23, 2023, which is the date that the agreement was formed and became legally effective. Therefore, it is considered that the company has entered into the transaction of disposal of assets of a listed company. The company has calculated the size of the transaction according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 Re: Rules for Significant Transactions Eligible for Acquisition or Disposal of Assets dated August 31, 2008 and its amendments and the announcement of the Board of Governors of the Stock Exchange of Thailand 2547 dated October 29, 2004 and its amendments. which has a list size equal to 5.55% based on the total value of consideration criteria. In the past 6 months. The company has not made any asset disposition transaction. Therefore, it is not required to report information to the Stock Exchange of Thailand in any way.

In addition, the aforementioned transaction is not considered a connected transaction under the Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 Re: Rules for Connected Transactions B.E.2003.

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In this regard, the said transaction is regarded as a transaction that the Company or its subsidiaries acquire or dispose of investments in other companies. As a result, other companies are in or out of business in being a subsidiary of a listed company or that subsidiary. Therefore, the Company has a duty to report information to the Stock Exchange of Thailand in accordance with the Notification of the Stock Exchange of Thailand on rules, conditions and procedures governing the disclosure of information and actions of listed companies. The details are as follows:

1. Date of Transaction

October 23, 2023 is the date that the Company received the deposit in accordance with the agreement, It is considered that the agreement has occurred and has legal effect.

2. Parties involved and Relationship with the Company

Seller : Triton Holding Public Company Limited (“Company”)
Buyer : SIRAJ HOLDING LLC or (“SIRAJ”)
Relationship with the Company : SIRAJ is not related to the executives and/or the Directors of the Company.

3. General Characteristics of Transaction

Characteristics of Transaction

Disposal of investment in ordinary shares of Global Consumer Public Company Limited (GLOCON) totaling 325,500,000 shares at a par value of 0.50 baht per share, representing 10.58% of paid-up capital. The offering price is 0.50 baht per share, representing a total price of 162,750,000 baht to the SIRAJ. On October 5, 2023, the company signed the share sale agreement and on October 23, 2023, the Company received the deposit payment of 500,000 US Dollars or equivalence to 10 percent of the purchase price or 16,275,000 baht from SIRAJ. The company and SIRAJ have agreed to specify the date for the transfer of shares and pay the remaining share price of 146,475,000 baht within 180 days from the date of signing the share sale agreement. After the Company has disposed of all such investments, the Company will lose its control over GLOCON and GLOCON will no longer be an associate of the Company.

Class of Transaction

Such transactions are considered an acquisition and disposal of assets pursuant to the Notification of the Capital Market Supervisory Board No. ThorJor. 20/2551 entitled Rules on Entering into Material Transactions

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Deemed as Acquisition or Disposal of Assets and Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Company concerning the Acquisition and Disposition of Assets, B.E. 2547.

Consideration criteria

Basis that have calculated the highest size of transaction is total value of consideration criteria.

Transaction Size

When calculating the transaction size using the calculated maximum value, the size of the transaction is calculated as percentage 5.55 based on the total value of consideration. During the past 6 months, the Company has not entered into any asset disposition transactions.

No	criteria	Calculation method	Size
1	Net Tangible Asset Value	10.58% $613,351,000 \times 100 / 1,350,308,919$	4.80
2	Net profit from operations	can't calculate	N/A
3	Total value of consideration	$162,750,000 \times 100 / 2,929,127,882$	5.55
4	Value of shares issued to pay for assets	can't calculate	N/A

4. Details of disposed assets

- Ordinary shares of GLOCON in the amount of 325,500,000 shares with a par value of 0.50 baht per share or 10.58% of the paid-up capital.
- The office is located at No. 60 Soi Praditmanutham 19, Praditmanutham Road, Ladprao Subdistrict, Ladprao District, Bangkok.
- Registered as a public limited company on September 30, 1993.
- Main businesses consist of (1) manufacturing and distributing various types of plastic packaging business and (2) food business divided into (2.1) frozen and semi-finished food production and distribution business (2.2) manufacturing business and (2.3) business of selling and distributing processed food products from animals under the brand “Look Chin Thip”.
- Registered capital 1,797,716,620 baht, divided into ordinary shares 3,076,402,348 shares with a par value of 0.50 baht per share.
- Number of paid-up shares: 3,076,402,348 shares

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5. Total value of consideration

Disposal of investment in ordinary shares of GLOCON in the amount of 325,500,000 shares with a par value of 0.50 baht per share or 10.58% of the paid-up capital. The selling price is 0.50 baht per share, totaling 162,750,000 baht.

6. List of shareholders as of March 16, 2023 (book closing date, type: XM)

List of Shareholders (Prior to the sale of shares)	No. of Shares	Percentage of Share (%)	List of Shareholders (After the sale of shares)	No. of Shares	Percentage of Share (%)
Triton Holding Public Company Limited	325,500,000	10.58	SIRAJ HOLDING LLC	325,500,000	10.58
MAYBANK SECURITIES PTE. LTD.	322,000,000	10.47	MAYBANK SECURITIES PTE. LTD.	322,000,000	10.47
Mr. Pasu Wachiraphong	230,400,000	7.49	Mr. Pasu Wachiraphong	230,400,000	7.49
Thai NVDR Company Limited	44,422,850	1.44	Thai NVDR Company Limited	44,422,850	1.44
Mr. Narat Sukthinthai	40,453,020	1.31	Mr. Narat Sukthinthai	40,453,020	1.31
Miss Louis Taechaubol	36,000,000	1.17	Miss Louis Taechaubol	36,000,000	1.17
Miss Ana Nithiraksa	34,054,680	1.11	Miss Ana Nithiraksa	34,054,680	1.11
Mr. Patinya Thewa-aksorn	31,271,645	1.02	Mr. Patinya Thewa-aksorn	31,271,645	1.02
Ms. Aksorn Wichittho	26,084,057	0.85	Ms. Aksorn Wichittho	26,084,057	0.85

7. Benefits that the Company expects to receive from the transaction

Entering into this transaction is the disposal of investment in ordinary shares in an associated company. In order to comply with the investment management plan, the company would have the cash flow back into the company immediately and have more liquidity. The company is ready to use the cash received from this transaction to support the business operations of the subsidiaries which is the core business of the company that generates the main income.

However, the company disposed of investment this time, the company will return to focus on the construction business which is a business in which the company has great expertise and experience. Therefore, it is expected that in the future the Company will be able to generate good returns for shareholders.

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8. Source of Fund of Asset Purchasing and Plan of Using Money Received from Asset Disposal

-None-

9. Opinion of the Audit Committee and the Board of Directors Regarding the Transaction

The Audit Committee and the Board of Directors considered that the acquisition and disposal of that listed company is appropriate and make the Company gains benefit from entering into the transaction. The company will have more liquidity and funds to be used to support the business operations of subsidiaries which is a company that generates the main income. Including having funds available for investment in future business expansion.

Please be informed accordingly,

Your sincerely,

Triton Holding Public Company Limited

(Miss Louise Taechaubol)

Chief Executive Officer