

# TRITON

March 8, 2024

Subject: Notification of the Schedule for the Exercise of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.5 (TRITN-W5) (the 5<sup>th</sup> Exercise)

Attention: The shareholders

Reference: Terms and Conditions Governing the Rights and Obligations of the Warrant Issuer and Holders of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.5 (TRITN-W5)

Attachment: Form for the Notification of Intention to Exercise the Rights of the Warrant to Purchase the Ordinary Shares of Triton Holding Public Company Limited No.5 (TRITN-W5)

Triton Holding Public Company Limited (the “Company”) has issued and allocated the Warrants to purchase ordinary shares of Triton Holding Public Company Limited No.5 (TRITN-W5) which allocated to existing shareholders at the ratio of 5 existing ordinary shares to 1 unit of Warrant in the amount of 2,225,071,032 units to the existing shareholders of the Company (Rights Offering), at no cost, on June 1, 2022. The warrant holders shall be entitled to exercise their rights under the Warrants to purchase the ordinary shares of the Company on the last business day of March, June, September and December of each calendar year until the expiry date of the warrants (the “Exercise Date”). The First Exercise Date falls on September 30, 2022 and the Last Exercise Date will be the date of 2 years from the issuance date which will be on May 31, 2024. However, if such Last Exercise Date falls on the non-business day, then it will be moved to the prior business day.

In this regard, the Company would like to inform the details in connection with the exercise of rights to purchase the ordinary shares of the Company under the Warrants for the 5<sup>th</sup> Exercise as below.

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|--|---|
| 1. Exercise Date   | March 29, 2024  |
| 2. Period for the Notification of the Intention to Exercise the Warrants | During 09.00 a.m.- 4.30 p.m. of<br>March 22 – 28, 2024              |
| 3. Exercise ratio  | 1 unit of Warrant shall be entitled to purchase<br>1 ordinary share |
| 4. Exercise price  | 0.25 Baht per share   |
| 5. The Exercise Procedures and Place to Exercise the Warrants            |   |

(1) Place to Exercise the Warrants

Triton Holding Public Company Limited

Company secretary or legal department

60 Soi Pradit Manutham 19, Pradit Manutham Road, Lat Phrao, Lat Phrao Bangkok

Tel: 02-553-5000 # 333

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- (2) The Warrant Holders can obtain a form of notification of the intention to exercise the Warrants at the office of the Company or download from the Company's website [www.triton.co.th](http://www.triton.co.th) within the Notification Period or the Last Notification Period.

In the case where the Warrants are in Scripless system, the Warrant Holders of the Warrants who wish to exercise the Warrants must notify their intention and fill in the application to withdraw the Warrant Certificate from the Scripless system or to request for the issuance of a Replacement of Warrants Certificates as prescribed by the SET and submit the aforesaid to the securities companies acting as their securities broker. Such broker shall notify the Warrant Registrar to withdraw the Warrant Certificates or to issue the Replacement of Warrant Certificates to use as supplementary evidence to exercise their rights to purchase ordinary shares of the Company.

The Warrant Holders who wish to exercise their rights to purchase the ordinary shares must comply with the law and the conditions concerning the notification of the intention to exercise the Warrants, take necessary actions and submit the required documents listed below to the place to exercise the Warrants.

- (2.1) A notification form of intention to exercise the warrants that has been filled with correct and complete information, duly signed by the Warrant Holder. If the Warrant Holder is Juristic Persons, the notification form must be signed by the authorized signatory together with company seal affixed (if any);
- (2.2) The Warrant Certificates or the Replacement of Warrant Certificates evidencing that the holders thereof have the title to the Warrants which the amounts is more than or equal the amount in the notification form for exercise of rights to purchase ordinary shares and the power-of-attorney authorizing other person to receive new warrant certificates for the Warrants which have not been exercised (if any) (in case of the Warrant Holder who exercised only some parts of their Warrants);
- (2.3) Supporting Evidence for the Exercise
- a) Thai Individuals  
A certified true copy of a valid identification card, government ID card, or state enterprise employee card
  - b) Foreign Individuals  
A certified true copy of a valid passport or a foreigner certificate
  - c) Thai Juristic Person  
A certified true copy of the affidavit issued by the Ministry of Commerce for a period of no longer than 3 months prior to the relevant Exercise Date, duly signed by the authorized signatory and affixed with the seal of such legal entity (if any); and a

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certified true copy of the documents specified in a) or b) (as the case may be) of the authorized signatory who certifies true copy of the documents.

d) Foreign Juristic Person

A certified true copy of the certificate of incorporation, Memorandum of Association, Articles of Association, and affidavit of the juristic person, duly signed by the authorized signatory(ies) and affixed with the seal of such juristic person (if any); the documents require a notarization by a notary public no longer than 6 months prior to the relevant Exercise Date; and a certified true copy of a valid passport of the authorized signatory(ies).

If a Warrant Holder fails to submit the aforementioned supplemental documents when exercising the Warrants, the Company reserves the rights to deem that such person does not intend to exercise the rights under the Warrants at the relevant Exercise Date. Nevertheless, the Company may use its discretion to allow such Warrant Holder to exercise the Warrants as deemed appropriate.

(2.4) The payment for the exercise as specified in the notification form of intention to exercise the warrants to purchase common shares has to be made no later than the Exercise Date by the one of the following payment methods:

(a) By a direct fund transfer to the Company, the bank account details are as follows:

Bank name	Siam Commercial Bank PCL
Branch	Ramkhamhaeng road (Sammakorn)
Type of account	Saving
Account name	Triton Holding Public Company Limited for Exercise of Warrants
Account number	044-292200-4

\*\*\* attached with a copy of the deposit slip to the Company within the date and time of the exercise of the right. \*\*\*

(b) By a cheque, cashier's cheque, draft, or payment order of a bank, the cheque must bear a date within **2 (two) working days** and can be collected in Bangkok within each Exercise Date, and is crossed and made payable only in the transfer to "Triton Holding Public Company Limited" The exercise of the right to purchase the common shares shall be valid only when the company can collect the payment therefore. If the payment cannot be collected for whatsoever cause that the Warrant Holder must be responsible for, it shall be deemed that such exercise is intentionally revoked by the Warrant Holder. The Warrant Holder shall remain eligible to subsequently exercise the right under the Warrants unless the aforesaid exercise is

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the last exercise, in which case, the Warrant Holder is no longer entitled to purchase the common shares under the Warrants.

**Note:** The Warrant Holders shall comply with the provision of the Revenue Code regarding stamp duty, or the regulations or laws applicable to the exercise of the right (if any), and must be wholly responsible for any tax and duties incurred in the exercise of their right under the warrants (if any)

(3) The Warrant Holder must exercise the right to purchase ordinary shares of the Company not less than 100 shares and the number of units for exercising their rights must be in full figure. Nevertheless, if the Warrant Holders have rights to purchase less than 100 ordinary shares, they must use the rights to purchase total ordinary shares of the Company at a single time. The Exercise Ratio is 1 unit of the Warrants to 1 ordinary share of the Company.

(4) The number of ordinary shares to be issued when there is an exercise of the Warrants shall be calculated by dividing the payment made by the Warrant Holder as stated above by the prevailing Exercise Price. The Company shall then issue ordinary shares in a whole amount, which will not be more than the number of Warrants exercised multiplied by the Exercise Ratio. Where an adjustment to the Exercise Price and/or the Exercise Ratio would result in a fraction of a share, the Company shall not take the fraction into account and shall return any resulting overpayment to the Warrant Holders via registered mail within 14 days from the relevant Exercise Date, with no interest.

Nevertheless, in any cases, if the delivery of cheque, in connection with the money remaining from the exercise of Warrants has been duly dispatched via registered mail to the address specified in the notification form of intention to exercise the warrants, it shall be deemed that the Warrant Holder duly receives such refund of money and the Warrant Holder shall no longer have rights to claim any interest and/or damages in respect thereof.

In a case that the Exercise Ratio must be adjusted under the conditions of the rights adjustment and there are fractions of the ordinary shares from the exercise of Warrants, fractions shall be disregarded.

(5) Where the Company does not obtain the supporting documents for exercising the Warrants as specified in the notification form and the Company finds that the notification form has been inaccurately filled in by the Warrant Holders; or the stamp duties attached thereto are not in compliance with the applicable regulations or laws, the Warrant Holders shall rectify the errors found within the prevailing Exercise Period. If they fail to correct the errors within such period, the Company shall deem that the notification form has expired without any exercise having taken place and shall return the Warrant Certificates to the Warrant Holders within 14 days from the relevant Exercise Date, without any interests.

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In the case where Holders of the Warrants do not pay the Exercise Price in full, the Company shall have the right to do any of the following as the Company deems appropriate:

- (5.1) deems that the exercise notice is cancelled without any exercise; or
- (5.2) deems that the number of ordinary shares subscribed is equal to the number of ordinary shares eligible in accordance with the actual payment the Company received given the prevailing Exercise Price;

In case of (5.1), the Company shall return the money received by the Company and the Warrant Certificates or the Replacement of Warrant Certificates which are deemed not being exercised to the Warrant Holders by registered mail within 14 days from the relevant Exercise Date with no interest. Such unexercised Warrant Certificates or the Replacement of Warrant Certificates shall be valid until the Last Exercise Date

In case of (5.2), the Company shall deliver the Warrant Certificates or the Replacement of Warrant Certificates including the money remaining from the exercise of Warrants (if any) reflecting the remaining units as the Company deems that the rights are partly exercised to the Warrant Holders with no interest by registered mail within 14 days from the relevant Exercise Date. However, the unexercised Warrant Certificates or the Replacement of Warrant Certificates shall be valid until the Last Exercise Date.

- (6) When the Warrant Holders who wish to exercise the rights to purchase the ordinary shares have fully complied with all conditions governing their exercise i.e. the Warrant Holders have completely and accurately delivered the Warrant Certificates (or the Replacement of Warrant Certificates), a notification form of intention to exercise the warrants, and a full payment, they cannot rescind the exercise of their Warrants without a prior written consent of the Company.
- (7) Where the Last Exercise Date expires before the Warrant Holders completely comply with all conditions governing the exercise of their Warrants, such Warrants shall automatically expire. The Warrant Holders shall have no right to exercise their rights after the Last Exercise Date.
- (8) In the case where the Warrant Holders have submitted the Warrant Certificates representing more warrants that are exercised, the Company shall send new warrant certificates representing the remaining number of units of Warrants to such Warrant Holder by registered mail within 14 days from the relevant Exercise Date and shall cancel the previous Warrant Certificates.
- (9) The Company shall file the application to register the change in its paid-up capital with the Ministry of Commerce in accordance with the newly issued shares resulting from the exercise of the rights under the Warrants within 14 days from the relevant Exercise Date and the Company received the exercise prices from the Warrant Holders who exercise their Warrants. The Company shall register the Warrant Holders who exercise their rights as the shareholders of the Company in the share register book. The Company will also proceed to list the newly issued shares with the SET within 30 days of the relevant Exercise Date.

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- (10) In case that the Company has inadequate shares reserved for the exercise of the Warrants, the Company shall compensate the Warrant Holders who are unable to exercise their Warrants under condition as stipulated in Clause 3. However, the Company will not compensate the Warrant Holders who would have been barred from exercising their Warrants due to foreign share ownership restrictions set out in the Company's Articles of Association, even though, the Company will have sufficient shares reserved for the exercise of rights.

For more details, please refer to Terms and Conditions Governing the Rights and Obligations of the Warrant Issuer and Holders of the Warrants to Purchase the Ordinary Shares of Triton Holding Public Company Limited (TRITN-W5), which can be downloaded from the Company's website at [www.triton.co.th](http://www.triton.co.th)

Please be informed accordingly.

Yours Sincerely

(Mr.Worapong Woottipruk)  
Chief Finance Officer

## Attachment