

# TRITON

No TRITN-SET 0017/2024

November 27, 2024

Subject: Notification of the Postponement of the Extraordinary General Meeting of Shareholders  
No.2/2024 (Edited)

To: President  
The Stock Exchange of Thailand

As Triton Holding Public Company Limited (the Company) refer to the resolution of the Board of Directors' Meeting No. 7/2024 held on October 28, 2024, regarding the invitation of the Extraordinary General Meeting of Shareholders' No. 2/2024 in the format of an Electronic Extraordinary General Meeting (E-EGM) only, with the meeting scheduled for December 13, 2024, at 14:00 hrs. (the "EGM"). The Record Date for shareholders eligible to attend and vote at the EGM was set for November 11, 2024, and the Board of Directors Meeting No. 15/2024 also authorized the Chairman and/or Chief Executive Officer to amend and change the date, time, and venue of the EGM as deemed necessary and appropriate, considering the benefits and impacts on the company are important.

As the entire business transfer from Baan Rai Taechaubol Holding Company Limited (the "EBT Transaction"), total value of the transaction is equivalent to 99.73 percent according to the total value of consideration criteria, calculated from the audited consolidated financial statements ending June 30, 2024 of the Company, therefore, the Company is required to (1) send a notice of the shareholders' meeting to the shareholders no less than 14 days before the date of the shareholders' meeting and disclose such notice to the information disclosure channel of the SET; (2) obtain approval from the shareholders' meeting of the Company with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding interested shareholders; and (3) appoint an independent financial advisor to provide an opinion on the transaction and deliver such opinion to the Office of the Securities and Exchange Commission (the "SEC"), the SET, and shareholders of the Company for further consideration. In this regard, the Company has appointed Avantgarde Capital Company Limited as its independent financial advisor to undertake such duties. The Company has sent the draft notice for the Extraordinary General Meeting of Shareholders No. 2/2024 and the independent financial advisor has submitted the draft of the independent financial advisor's opinion to the SEC for consideration on October 30, 2024, which is currently being revised to address the SEC's comments.

In this regard, the Board of Directors shares the same opinion in alignment with the SET that The Haven Project is a large transaction requiring significant capital and has a business nature and risks different from the Company's current business operations, therefore, to provide the shareholders with additional time to consider the information related to the transaction.

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The Board of Directors Meeting No. 9/2024 on 26 November 2024 resolved to approve postponing the Extraordinary General Meeting of Shareholders No. 2/2024 to 9 January 2025, at 14.00 hrs. The meeting will still be conducted solely through electronic media and the date to determine the list of shareholders entitled to attend and vote and the meeting is still fix on 11 November 2024, on the agenda will still be as originally planned, as follows:

- Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024
- Agenda 2 To consider and approve the acceptance of entire business transfer from Baan Rai Taechaubol Holding Company Limited, which constitutes an acquisition of assets and a connected transaction
- Agenda 3 To consider and approve the increase of the registered capital and the amendment of article 4 of the memorandum of association to align with the increase of the registered capital
- Agenda 4 To consider and approve the allocation of newly issued ordinary shares via private placement, which constitutes a material offering of newly issued shares and a connected transaction
- Agenda 5 To consider and approve the application for waiver from the requirement to make a tender offer for all securities of the business by virtue of the shareholders' meeting resolution (Whitewash)
- Agenda 6 To consider other matters (if any)

In addition, the Board of Directors has resolved to authorize the Chairman of the Board, the Chief Executive Officer, or any person designated by the Chairman of the Board or the Chief Executive Officer, to undertake any actions related to the calling of the Extraordinary General Meeting of Shareholders No. 2/2024, including the issuance of the notice of the Extraordinary General Meeting of Shareholders No. 2/2024, and the modification of the date, time, venue, and other details of the Extraordinary General Meeting of Shareholders No. 2/2024 as deemed necessary or appropriate, in accordance with applicable legal requirements.

Please be advised accordingly.

Your sincerely,

Triton Holding Public Company Limited

(Miss Louise Taechaubol)

Chief Executive Officer