

# TRITON

No. SET-TRITON 006/2025

February 28, 2025

Subject Related Party Transaction, Dividend omission and the schedule of Annual General Meeting of Shareholders of 2025

To: The President  
The Stock Exchange of Thailand

According to the Board of Directors' meeting no. 3/2025 on February 27, 2025 of Triton Holding Public Company Limited ("Company"), the Company hereby informs the resolutions passed by the meeting as follows:

1. Approved to propose to the shareholder's meeting to consider and approve the consolidated and separate financial statements of the year 2024 ended on December 31, 2024.
2. Approved to propose to the shareholder's meeting to consider and acknowledge the omission of dividend payment for the year 2024.
3. Approved to propose to the shareholders' meeting to acknowledge 3 directors, whose term retired by rotation namely, (1) Gen. Lertrat Ratanavanich, (2) Mr.Adipong Puttarawigorm and (3) Pol. Lt Gen. Ittipol Ittisarnronnchai to reappoint the 2 directors namely, (1) Gen. Lertrat Ratanavanich and Pol. Lt Gen. Ittipol Ittisarnronnchai to be the Company's directors for another term.

Remark: Mr.Adipong Puttarawigorm wishes not to renew his term as a Director, Independent Director, and Audit Committee.

4. Approved to propose to the shareholders' meeting to consider the remuneration for Directors for 2025 in the amount of not exceeding Baht 7,000,000. The details are as follows

1. Monthly remuneration and meeting allowance

- 1.1 Fixed Monthly remuneration

- |                                 |             |
|---------------------------------|-------------|
| i. Chairman of the Board amount | 50,000 Baht |
| ii. Director amount             | 30,000 Baht |

Remark: eligible for non-executive directors only

- 1.2 Meeting allowance of the Board of Directors

- |                                 |             |
|---------------------------------|-------------|
| i. Chairman of the Board amount | 20,000 Baht |
| ii. Director amount             | 15,000 Baht |

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Remark: eligible for directors who attend the meeting

## 1.3 Meeting allowance of the Sub-committee

i. Chairman	amount	15,000 Baht
ii. Committee	amount	10,000 Baht

2. Other remuneration in the form of pension, the Company will allocate from the remaining remuneration at the end of the year for each director by considering from the performance and period of working. When combined with the monthly remuneration and meeting allowance, the overall remuneration can still be comparable to similarly listed companies.

5. Approved to propose to the shareholders' meeting to appoint Miss Wannisa Ngambuathong registration No. 6838 and/or Miss Choitma Kitsirakorn registration No.7318 and/or Miss Nitinee Kittikunapong registration No.8843 and/or Miss Chutinant Kopraserthaworn registration No.9201 and/or Miss Thanyaphorn Tangthanopajai registration No. 9169 and/or Mr.Peradate Pongsathiansak registration No.4752 of Dharmniti Auditing Company Limited. to be the auditor for the year 2025 with audit fees of total amount is 4,720,000 baht. Ddivided into the Company's amount of 1,100,000 baht and the other 9 subsidiaries in the amount of 3,620,000 baht.
6. Approved to propose to the shareholders' meeting for consideration and approval of the disposal of the business in distribution, marketing planning, and advertising of all products under the trademark "**Madame Louise**" ("**MDL**"), including all trademarks and product formulas (collectively referred to as the "**Skincare Product Distribution Business**") of Triton Resources Company Limited ("**TRS**"), a subsidiary of the Company, to Global Consumer Public Company Limited ("**GLOCON**"), of which the Company's executives are authorized signatories of GLOCON, for a total consideration of approximately 150.00 million baht (referred to as the "**Disposal Transaction**"). The above-mentioned disposal transaction is considered a disposal of assets of a subsidiary of a listed company according to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets (as amended) and Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (as amended) (collectively referred to as the "**Acquisition and Disposal Notifications**"), when calculating the transaction size, the transaction size is equal to 7.44% based on the total value of consideration criterion, calculated from the Company's

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audited consolidated financial statements for the accounting period ending December 31, 2024. The Company has not disposed of other assets in the past 6 months prior to entering into this transaction. Therefore, since the transaction size does not exceed 15.00% and no securities are issued for consideration, the Company is not required to comply with the Notification of Acquisition or Disposal of Assets.

In addition, the above disposal transaction is also considered a connected transaction, “type of transaction related to assets or services”, according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governor of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (collectively referred to as the “**Connected Transaction Notifications**”), as it is a transaction between the subsidiary of the Company and GLOCON, in which the Company’s executives are authorized signatories of GLOCON, with the connected party transaction size being 29.10% of the Company’s net tangible assets, calculated from the Company’s audited consolidated financial statements for the accounting period ending December 31, 2024 (where the Company and TRS have not entered into any other connected party transactions with GLOCON in the past 6 months prior to the date on which the Board of Directors resolved to approve the transaction). Therefore, the connected party transaction size is greater than 3.00% of the Company’s net tangible assets, based on the Company’s audited consolidated financial statements for the accounting period, ending on 31 December 2024, the Company is therefore required to comply with the Connected Transaction Notifications as follows:

1. Disclose information to the Stock Exchange of Thailand
2. Arrange a shareholders' meeting of the Company to seek approval for the TRS divestment transaction, whereby the Company must obtain approval from the shareholders' meeting of the Company with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, excluding votes of interested shareholders, and
3. Appoint an independent financial advisor approved by the Securities and Exchange Commission to provide opinions to the Company's shareholders on the reasonableness and benefits of such transaction, the fairness of the price, and the terms of the transaction, including delivering such opinions to shareholders.

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- The Board of Directors' Meeting resolved to approve the appointment of Avantgarde Capital Company Limited, an independent financial advisor approved by the Securities and Exchange Commission, as an independent financial advisor to provide an opinion on the said transaction. Details of the TRS divestment transaction are set out in the Information Memorandum on Connected Transactions in the Case of Disposal of Assets (“**Enclosure 1**”).
7. Approved the determination of the date of Annual General Meeting of Shareholders of the year 2025 which will be held on April 24, 2025 at 2:00 p.m. By meeting via electronic media only (e-Shareholding Meeting), having the agenda items as follows:
    - Agenda 1. To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024, held on March 3, 2025
    - Agenda 2. To acknowledge the Company's operating result report for the Year 2023 and Annual Report.
    - Agenda 3. To consider and approve of the financial statements for the year ended December 31, 2023 and the report of auditor.
    - Agenda 4. To consider and approve the dividend omission of the year 2023.
    - Agenda 5. To acknowledge the directors whose term retired by rotation and the re-appointment of the directors whose term retired by rotation to be the Company's directors for another term.
    - Agenda 6. To consider and approve the remuneration for directors for the year 2024.
    - Agenda 7. To consider and approve the appointment of the auditors and fix the audit fee for the year 2024.
    - Agenda 8. To consider and approve the sale of MDL business of Triton Resources Company Limited, a subsidiary of the Company, to Global Consumer Public Company Limited, a connected person of the Company, and the authorization to take various actions related to the sale of the said business.
    - Agenda 9. To consider other business (if any).
  8. Approved the Record Date for determining the name of the shareholders who are entitled to attend the Annual General Meeting of Shareholders for the year 2024 to be on March 14, 2025.

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9. Approved the appointment of Avantgarde Capital Company Limited, an independent financial advisor approved by the SEC office, the Company's independent financial advisor, to provide opinions for consideration by the shareholders' meeting regarding connected transactions

Please be informed accordingly

Yours sincerely,

(Ms. Louise Taechaubol)

Chief Executive Officer