HYDROTEK

The Annual General Meeting of Shareholders of the year 2021

Hydrotek Public Company Limited

27 April 2021 at 2.00 p.m.

At Meeting Room, 25th Floor of TP&T Building Soi Vibhavadi Rangsit 19 Vibhavadi Rangsit Road

Chatuchak Sub-District, Chatuchak District, Bangkok

Registration starts at 12.00 p.m

Guidelines for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID -19)

According to the outbreak of Coronavirus Disease 2019 (COVID – 19), the Ministry of Public Health has declared to be a dangerous infectious disease under the Communicable Disease Act B.E.2558 (2015). With our deep concern over the health of the meeting attendees from the spread of COVID -19, the Company, therefore, kindly asks shareholders to remain informed with the following guidelines:

1. Shareholders who recently visited or returned from any high- risk countries in less than fourteen (14) days as specified in the notification of Ministry of Public Health, the Company shall reserve the right to deny entry into the meeting.
2. In addition to item 1, Shareholders who are in a high- risk situation, e.g. having recently visited or returned from any high-risk countries or administrative areas in less than fourteen (14) days, or showing any sign of respiratory symptoms, are advised to proxy a representative or the Company's Independent Director as per the high-risk attendees' entry into the meeting.
3. The Company shall conduct health screening, in compliance with the guideline of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom, The Company shall reserve the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the Venue, such shareholder may proxy a representative or the Company's independent Director to attend the meeting.
4. With our deep concern over the health of the shareholders, the Company asks for your kind cooperation even those who are not in the risk group, proxy the Company's Independent Director to attend the meeting.
5. The Company kindly requests everyone to prepare and wear a facemask at all times.

The Company reserves the right to issue any additional measures as necessary.

(Translation)

9 April 2021

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2021

To: Shareholders
Hydrotek Public Company Limited

Enclosures:
1. For Agenda 1. A copy of the Minutes of the Annual General Meeting of Shareholders for the Year 2020
2. For Agendas 3. and 4. Annual Report for the year 2020, together with the Consolidated Financial Statement of Hydrotek Public Company Limited in QR Code
3. For Agenda 5. Biography of the nominated director to be elected to be the director who retired by rotation and definition of Independent Directors
4. Proxy Forms
5. Registration, documents to be presented prior to attending the shareholders' meeting, proxy and voting
6. Details of the Independent Directors proposed by the Company for the shareholders to appoint as the proxy to attend the Meeting
7. The Company's Articles of Association in relation to the shareholders' meeting
8. Map of the meeting venue

Whereas the Board of Directors of Hydrotek Public Company Limited (the "**Company**") deemed it appropriate to hold the Annual General Meeting of Shareholders for the Year 2021 on Tuesday 27 April 2021 at 2.00 p.m., at Meeting Room, 25th Floor of TP&T Building, No. 1, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok 10900, to consider the following agenda:

Agenda 1. To consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2020

Background Information The minutes of the Annual General Meeting of Shareholders for the Year 2020, which was held on 11 August 2020, has been prepared for the shareholders to adopt, details of which appear in **Enclosure No.** 1, distributed to the shareholders together with this Invitation.

Board of Directors' Opinion The Board of Directors has considered the matter of the opinion that the shareholders' meeting should adopt the minutes of the Annual General Meeting of Shareholders for the Year 2020

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The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 2. **To acknowledge the report of the Board of Directors regarding the operating results of the Company for the year 2020**

Background Information The details of the report on the operating results of the Company for the year 2020 appear in the Annual Report as per **Enclosure No. 2**, distributed to the shareholders together with this Invitation.

Board of Directors' Opinion This agenda is for acknowledgement; therefore, the resolution is not required.

Agenda 3. **To consider and approve the financial statements for the fiscal year ended 31 December 2020**

Background Information The Audit Committee has considered and reviewed the financial statements for the fiscal year ended 31 December 2020 which were audited by the Company's auditors, and then proposed to the Board of Directors to consider in order to propose to the shareholders' meeting for their consideration and approval. A copy of the said balance sheet and the financial statements appears in the Annual Report as per **Enclosure No. 2**, distributed to the shareholders together with this Invitation.

The financial statements for the fiscal year ended 31 December 2020 can be summarized as follows:

	Unit: million Baht	
	Year 2020	**Year 2019**
Total Assets	427.59	408.61
Total Liabilities	424.21	434.67
Shareholders' Equity	3.38	-26.07
Total Revenue	164.35	269.46
Net Profit	-74.27	-277.59
Earnings per Share (Baht)	-0.08	-0.35
Net Profit Margin (%)	-45.19	-98.99
Book Value per Share (Baht)	0.00	-0.03
Debt to Equity Ratio (times)	136.83	-16.47

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Board of Directors' Opinion The Board of Directors has considered the matter and is of the opinion that the shareholders' meeting should approve the financial statements for the fiscal year ended 31 December 2020, which were audited by the Company's auditors.

The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 4. **To consider and approve not to appropriate the net profit as legal reserve and omit dividend payment for the operating results of the year 2020**

Background Information The Company has its dividend policy at the rate of at least 40 percent of the net profit after deducting corporate income tax and appropriation as legal reserve. However, the distribution of the dividend is subject to change depending upon the investment plan, necessity and suitability in the future under the condition that such action must be most beneficial to the shareholders, such as reserve fund for loan re-payment, investment for the Company's business expansion or changes of market conditions which affect the Company's cash flow in the future, whereby the Board of Directors is empowered to consider the matter. However, the Board of Directors' resolution of the dividend payment must be proposed to the shareholders' meeting for approval, except for the case of interim dividend payment in which the Board of Directors has an approval authority and then has to inform the shareholders at the subsequent shareholders' meeting.

However, as appeared in the Company's financial statements for the year 2020 ending on 31 December 2020, the Company has a net operating loss in the amount of Baht 74,271,726.78. The Company, therefore, is unable to appropriate the net profit as legal reserve and the Company is unable to make the dividend payment for the operating results of the year 2020 to the shareholders according to the law and the Articles of Association of the Company.

Board of Directors' Opinion The Board of Directors has considered the matter and is of the opinion that the shareholders' meeting should approve not to appropriate the net profit as legal reserve and omit dividend payment for the operating results of the year 2020.

The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

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Agenda 5. To consider and approve the election of director who retire by rotation

Background Information Article 15. of the Articles of Association of the Company specifies that "At every annual general meeting, one-third of the directors shall retire. If the number of directors is not multiple of three, the number of directors closest to one-third shall retire. The directors retiring from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the director who has held office the longest shall retire. The director retiring by rotation may be re-elected." For this Annual General Meeting of Shareholders, there are 3 directors who retire by rotation, namely:

1. Mr. Bancherd Thongcharoen	Director / Chief Executive Officer / Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee
2. Mr. Slib Soongswang	Director / Member of the Risk Management Committee
3. Dr. Siridech Kumsuprom	Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director

Board of Directors' Opinion As the Company invited shareholders to propose nominate qualified candidates to be elected as directors appearing that shareholders had not proposed nominate qualified candidates. The Board of Directors has considered the matter and is of the opinion that the shareholders' meeting should approve the election of the directors who retired by rotation to be directors of the Company for another term and to hold the same positions as follows:

1. Mr. Bancherd Thongcharoen	Director / Chief Executive Officer / Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee
2. Mr. Slib Soongswang	Director / Member of the Risk Management Committee
3. Dr. Siridech Kumsuprom	Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director

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Since the nominees had been through the screening of the Nomination Committee of the Company and their qualifications were proven appropriate for the business of the Company In addition, they meet the qualifications required by the Public Limited Companies Act, the Securities and Exchange Act, the Notification of the Capital Market Supervisory Board, the Regulations of the Stock Exchange of Thailand and other relevant regulations. The proposed independent directors are capable of expressing opinions independently and in accordance with the relevant instruction. The summarized biography of the director appear in **Enclosure No. 3**, distributed to the shareholders together with this Invitation.

The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 6. **To consider and approve the determination of the remuneration of the directors for the year 2021**

Background Information The Board of Directors has considered the remuneration of the directors from the Company's overall performance by taking into account the appropriateness and the duties and responsibilities of the directors. Thus, the Board of Directors has proposed to the shareholders' meeting to determine the remuneration of the directors for the year 2021 with the details as follows:

	Year 2021 (proposed at this Meeting)	Year 2020
1. Monthly Salary		
Chairman of the Board of Directors and Directors	Baht 30,000 per month	Baht 30,000 per month
Chairman of the Audit Committee and Directors	Baht 30,000 per month	Baht 30,000 per month
Member of the Audit Committee and Directors	Baht 20,000 per month per person	Baht 20,000 per month per person
Directors	Baht 15,000 per month per person	Baht 15,000 per month per person
2. Meeting Allowance (For non-executive directors only)		
Chairman of the Nomination and Remuneration Committee	Baht 10,000 per attendance	Baht 10,000 per attendance
Chairman of the Risk Management Committee	Baht 10,000 per attendance	Baht 10,000 per attendance

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	Year 2021 (proposed at this Meeting)	Year 2020
Member of the Nomination and Remuneration Committee	Baht 7,500 per attendance	Baht 7,500 per attendance
Member of the Risk Management Committee	Baht 7,500 per attendance	Baht 7,500 per attendance
3. Special Remuneration or Bonus	Consider from performance and will only be paid to non- executive directors	Consider from performance and will only be paid to non- executive directors
4. Other Benefits	None	None

In addition, the Board of Directors has proposed to the shareholders' meeting to authorize the Nomination and Remuneration Committee to have the power to determine the details in relation to the amount of remuneration each director will receive.

Board of Directors' Opinion The Board of Directors has considered the matter and is of the opinion that the shareholders' meeting should approve the determination of the remuneration of the directors for the year 2021 and the authorization as per the details in the Background Information above.

The resolution in this Agenda shall comprise a vote of not less than two-thirds of the total number of votes of the shareholders who attend the Meeting.

Agenda 7. To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2021

Background Information The Audit Committee has considered and selected the auditors, and then proposed to the Board of Directors for consideration in order to propose to the shareholders' meeting to consider the appointment of the auditors from Sam Nak - Ngan A.M.C. Company Limited to be the Company's auditors for the fiscal year ended 31 December 2021, which is the change of the auditor because when considering the amount of work and the audit fee of the auditor from other companies, then the Sam Nak - Ngan A.M.C. Company Limited has appropriate fees. namely:

1. Mr. Ampol Chamnongwat Certified Public Accountant No. 4663 and/or
2. Ms. Praphasri Leelasupha Certified Public Accountant No. 4664 and/or
3. Mr. Naris Saowalagsakul Certified Public Accountant No. 5369

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In the case where the above auditors cannot perform their duties, Sam Nak - Ngan A.M.C. Company Limited shall provide other certified public accountants for the Company. The above 3 persons have no relationship or conflict of interest with the Company, the executives, the major shareholders or any related persons thereof. Thus, they are independent in auditing and commenting on the Company's financial statements. The remuneration of the auditors for the year 2021 will be in the amount of not exceeding 1,463,000 Baht excluding other service fee. Sam Nak - Ngan A.M.C. Company Limited is the Company's auditor since 2021. And there is the auditor of a company's Auditors not later than 5 years.

The information regarding the remuneration of the auditors for the year 2021 for consideration can be summarized as follows:

Fee	Year 2021 (proposed at this Meeting)	Year 2020
Hydrotek Public Company Limited		
Annual auditing fee	420,000	770,000
Fee for reviewing the interim financial statements of the 3 quarters	450,000	630,000
Fee for reviewing financial statements in English language	80,000	-
IT auditing Fee	-	70,000
Other service	-	-
Total	**950,000**	**1,470,000**
Sahahydro Joint Venture		
Annual auditing fee	50,000	210,000
Fee for reviewing the interim financial statements of the 3 quarters	90,000	240,000
Other service	-	-
Total	**140,000**	**450,000**
Sahahydro Pathumthani 2 Joint Venture		
Annual auditing fee	30,000	-
Fee for reviewing the interim financial statements of the 3 quarters	45,000	-
Other service	-	-
Total	**75,000**	-
Hydro-Rinrat Joint Venture		
Annual auditing fee	70,000	-

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Fee	Year 2021 (proposed at this Meeting)	Year 2020
Fee for reviewing the interim financial statements of the 3 quarters	120,000	-
Other service	-	-
Total	190,000	-
Hydrotek Supreme Mandalay Company Limited		
Annual auditing fee	10,000	-
Fee for reviewing the interim financial statements of the 3 quarters	30,000	-
Other service	-	-
Total	40,000	-
Hydrotek Utility Company Limited		
Annual auditing fee	10,000	20,000
Fee for reviewing the interim financial statements of the 3 quarters	24,000	30,000
Other service	-	-
Total	34,000	50,000
SUT – Hydro Company Limited		
Annual auditing fee	10,000	20,000
Fee for reviewing the interim financial statements of the 3 quarters	24,000	30,000
Other service	-	-
Total	34,000	50,000
Hydrotek – Chaisarit Joint Venture		
Annual auditing fee	-	20,000
Fee for reviewing the interim financial statements of the 3 quarters	-	30,000
Other service	-	-
Total	-	50,000
Grand Total	1,463,000	2,070,000

Board of Directors' Opinion The Board of Directors has considered the matter and is of the opinion that the shareholders' meeting should approve the appointment of the auditors from Sam Nak - Ngan A.M.C. Company Limited to be the Company's auditors for the fiscal year ended 31 December 2021 with the remuneration in the amount of not exceeding 1,463,000 Baht excluding other service fee., namely:

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1.	Mr. Ampol Chamnongwat	Certified Public Accountant No. 4663 and/or
2.	Ms. Praphasri Leelasupha	Certified Public Accountant No. 4664 and/or
3.	Mr. Naris Saowalagsakul	Certified Public Accountant No. 5369

And in the case where the above auditors cannot perform their duties, Sam Nak - Ngan A.M.C. Company Limited shall provide other certified public accountants for the Company.

The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 8. To consider other matters (if any)

You are cordially invited to attend this Meeting as per date, time and venue stated above. The registration for the Meeting will begin at 12.00 a.m. onwards. For the shareholders who wish to attend the Meeting, please present your identification card or valid document with your photo issued by governmental authorities before attending the Meeting.

If you cannot attend the Meeting and wish to appoint another person to attend and vote at the Meeting on your behalf, please complete and execute one of the enclosed Proxy Forms as attached herewith in **Enclosure No. 4**, and affix with stamp duty. The duly completed and executed Proxy Form, affixed with the stamp duty, must be submitted to the Chairman of the Meeting (the "**Chairman**") and/or the person designated by the Chairman prior to attending the Meeting, provided that the proxy shall present the documents of identification to verify his right to attend the Meeting as per the details in **Enclosure No. 5**.

In case you are unable to attend the Meeting by yourself and wish to appoint one of the Company's Independent Directors to vote on your behalf, please complete and execute the Proxy Form appointing Air Chief Marshal Surasak Meemanee, Independent Director and Chairman of the Audit Committee, and/or Professor Dr. Kamphol Panyagometh, Independent Director and Member of the Audit Committee, as a proxy, and submit the said completed and executed Proxy Form, affixed with the stamp duty, together with the supporting documents to Hydrotek Public Company Limited, Company Secretary, No. 1, 14th Floor of TP&T Building, Soi Vibhavadee - Rangsit 19, Chatuchak Sub-District, Chatuchak District, Bangkok 10900, Thailand, by 20 April 2021 or at least 30 minutes before the Meeting starts at the meeting venue. The details and biographies of the said Independent Directors appear in the Details of the Independent Directors proposed by the Company for the shareholders to appoint as the proxy to attend the Meeting in **Enclosure No. 6**.

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For shareholders' rights and benefits, please read the Registration, documents to be presented prior to attending the shareholders' meeting, proxy and voting for the Annual General Meeting of Shareholders for the Year 2021 and the Company's Articles of Association in relation to the shareholders' meeting in **Enclosures No. 5 and 7**. Should you have any query or question regarding the proxy, please contact the Company Secretary at Tel: 0-2936-1661-2 during the office hours.

Yours sincerely,

Hydrotek Public Company Limited

-Signature-

(Mr. Bancherd Thongcharoen)

Director

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HYDROTEK

บริษัท ไฮโดรเท็ค จำกัด (มหาชน)
HYDROTEK PUBLIC COMPANY LIMITED

(Translation)

Minutes of the Annual General Meeting of Shareholders for the Year 2020

Time and place

The Meeting was held on Tuesday August 11, 2020 at 2.00 p.m, at Meeting Room, 25th Floor of TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok.

Due to Mr. Slib Sungsawang, Chairman of the Board, was unable to perform the duty due to the mission, therefore, Mr. Bancherd Thongcharoen, Chief Executive Officer was acting as chair of the meeting on behalf ("Chairman").

Quorum

At 2.00 p.m, there were 18 shareholders attended the Meeting in person and 42 persons by proxy which is 60 persons in total, equal to 1,018,690,859 shares from the total issued abd paid up shares of Hydrotek Public Company Limited (the "Company") issued and paid 1,280,385,570 shares or equal to 79.5612 percent of the total issued shares of the Company, thus constituting a quorum in accordance with the Article of Association of the Company which requie the shareholder and proxy attend the meeting of no less than 25 person or no less than half of the all shareholder and shall hold the shares in total of no less than one third of the total issued shares.

Directors attending the Meeting

1. Mr. Bancherd Thongcharoen	Chief Executive Officer / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Director
2. Mr. Somcharn Panjalak	Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Director
3. Air Chief Marshal Surasak Meemanee	Chairman of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Independent Director

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4. Professor Dr. Kamphol Panyagometh	Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Independent Director
5. Dr. Siridech Kumsuprom	Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director

Director absent from the Meeting

1. Mr. Slib Soongswang	Chairman / Member of the Risk Management Committee

Executive attending the Meeting

1. Mr. Sarun Yansopananan	Chief Financial Officer
2. Mr. Chitamorn Anupunthanun	Chief Operating Officer

Legal Advisors attending the meeting

1. Mr. Natthawat Ketmunin	Ketmunin Lawyer Office Company Limited

Auditor attending the Meeting from SP Audit Company Limited

1. Miss Susan Eiamvanicha	SP Audit Company Limited
2. Miss Rossarin Arpiwang	SP Audit Company Limited

Commencement of the Meeting

Miss Thanchanok Poolkum acted as the Meeting's conductor (the "**Conductor**") has a welcome speech and thank you to the Shareholders who attend the Annual General Meeting of Shareholders for the Year 2020 and informed the initial information of the Company. The Conductor also infomed the Meeting in accordance with the principle of good coporate governace regarding the register and voting which the shareholder and the proxy require to vote in each agenda as follows:

1. With regard to voting, each shareholder shall have a number of votes equal to the number of shares held by him or her. The vote will be counted as one share per one vote.

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2. In the event that the shareholders attended the meeting in person and by the proxy in accordance with the form prescribed by legal, voting shall be conducted as follows:

☐ Before voting: Shareholders are requested to sign their voting cards for each agenda in order to confirm the identity of the shareholders and to ensure transparency in voting.

☐ Voting: Please mark only one of the tick boxes for approval, disapproval or abstention on the voting card for each agenda, every agenda. The company will collect only the voting card with the vote of disapproval or abstention. Please raise your hand and ask the officer to collect the voting card accordingly. For those who do not submit voting card, the Company will consider it as a vote of approval.

☐ Vote Counting: The Company will exclude the votes of disapproval or abstention out of the total number of votes in attendance and the rest will be considered as votes of approval for that agenda.

For those who vote for approval in each agenda, please keep the voting card and return it to the Company's officer after the meeting. The voting in this meeting is an open voting, not a secret vote. However, all voting cards of every attendants will be collected in order to be transparent in the vote counting.

The following casting vote shall be deem invalid:

1) The ballot which contain the mare more than one box

2) The ballot which contain the conflict intention

3) The ballot which contain the cross out and no signature

4) The ballot which contain the vote more than the entitle vote

5) The ballot which contain of no vote

If the shareholder would like to amend their voting, please cross out together with the signature.

3. If the shareholder execute the proxy Form B and authorize the proxy to attend the meeting or authorize or independent to cast the vote and authorize the proxy to cast the vote as proposed by the shareholder or the proxy. The proxy shall cast the vote as proposed by the shareholder or the proxy.

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If the shareholder execute the proxy Form C for the foreign shareholders who appointed a custodian in Thailand to be a share depository and keeper, the custodian is able to splite the vote for approval, disapproval or abstention at the same agenda. The separation shall be done by cast the vote equal to the number of shares held by them.

4. According to Clause 31 (1) of the Article of Association of the Company stipulated that "For casting the vote, the vote will be counted as one share per one vote and the resolution of the shareholder meeting shall consist of the following:

   (1) A resolution of the meeting shall be passed by the majority votes of the total voting rights held by the Shareholders present in the meeting. In case of a tie of votes, the chairman of the general meeting of Shareholders is be entitled to exercise a casting vote.

   Therefore, the consideration of agenda 1, 3, 4, 5, 7 shall be passes by majority votes of the shareholders attending the meeting and casting their votes and the consideration of wherther the shareholder approve or not shall only be calculated from the vote of "approval" and "disapproval" of the shareholder who attend the meeting and entitle to vote. In case there is a shareholder who vote for abstention, the Company shall not count such vote as a counting base.

   And, the consideration of agenda 6 shall be passed by not less than two-thirds of the total number of votes of all shareholders attending the meeting and having the right to vote and the consideration of wherther the shareholder approve or not shall only be calculated from the vote of "approval" "disapproval" and "abstention" of the shareholder who attend the meeting and entitle to vote including the void voting card as a counting base.

5. For the shareholder who wish to back first or not attend the meeting on some agenda, the shareholder is entitled to use such right by return the ballot in advance to the staff before leave the meeting.

6. The votes of shareholder in each agenda may not equal due to the number of shareholder and the proxy who attend the meeting room during the meeting of each agenda is not equal. Therefore, the attendees in each agenda shall not be equal.

7. In counting the votes this time, there is a representatives from the Ketmunin Lawyer Office Company Limited, namely, Mr. Natthawat Ketmunin as a witness in the vote counting and the Company assigned Quidlab Company Limited to conduct this vote counting.

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8. Prior voting in each agenda, the chairman of the meeting allowed the meeting attendees to raise questions related to each agenda as appropriate by asking the attendees who want to inquire or make comments to send questions to the company staff in order to pass the questions to the Chairman of the Board.

The Chairman has opened the Annual General Meeting of Shareholders for the Year 2020 and conduct the meeting follow the agenda provided in the notice of the Annual General Meeting of Shareholders 2020 of the Company as follows.

Agenda 1 **To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2020**

The Chairman presented the minute of the Extraordinary General Meeting of Shareholders No. 1/2020 held on 20 May 2020. The Company sent a copy of the said minute to the Stock Exchange of Thailand ("Stock Exchange") and the Department of Business Development, Ministry of Commerce as required by law. The detail appears in Enclosure 1 that has been delivered to all shareholders in advance with the invitation letter of the Annual General Meeting of Shareholders 2020.

After that, the Chairman asked the Meeting whether any shareholder had any question or would like to express their opinion in relation to this Agenda.

When there were no shareholders inquiring or expressing opinions, the Chairman asked the meeting to approve the Minute of the Extraordinary General Meeting of Shareholders No. 1/2020

Resolved The meeting considered and resolved to certify the Minute of the Extraordinary General Meeting of Shareholders No. 1/2020, held on 20 May 2020 with details as proposed in all respects with the following votes :

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	1,018,689,758	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void Voting Card (s)	0	0.0000

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Remark : The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 2 To acknowledge the report of the Board of Directors regarding the operating results of the Company for the year 2020

The Chairman reported the Company's operating results for the year 2019 to the Meeting. The Company continues to operate in accordance with the anti-corruption policy and encourages personnel to have knowledge on fraud and corruption in order to work with honesty and prevent any corruption. In addition, the Company has monitored and inspected the operation continuously. In the past year, there were no complaints and no issues. The Company is in the process of consideration to participate in the CAC project. The Chairman assigned Mr. Sarun Yansopananan, Chief Financial Officer, to report the Company's operating results for the year 2019 to the meeting. The details appear in the copy of the annual report for the year 2019 which has been sent together with the invitation letter for this meeting, which can be summarized as follows.

	Unit: million Baht	
	Year 2019	Year 2018
Total Assets	408.61	564.75
Total Liabilities	434.67	358.80
Shareholders' Equity	-26.07	202.01
Total Revenue	269.46	254.75
Total comprehensive loss for the year	-295.97	-58.58
Loss attributable to Equity holders of the Company	-275.55	-59.81
Earnings per Share (Baht)	-0.35	-0.15
Net Profit Margin (%)	-98.99	-23.48
Book Value per Share (Baht)	-0.03	0.52
Debt to Equity Ratio (times)	-16.47	1.78

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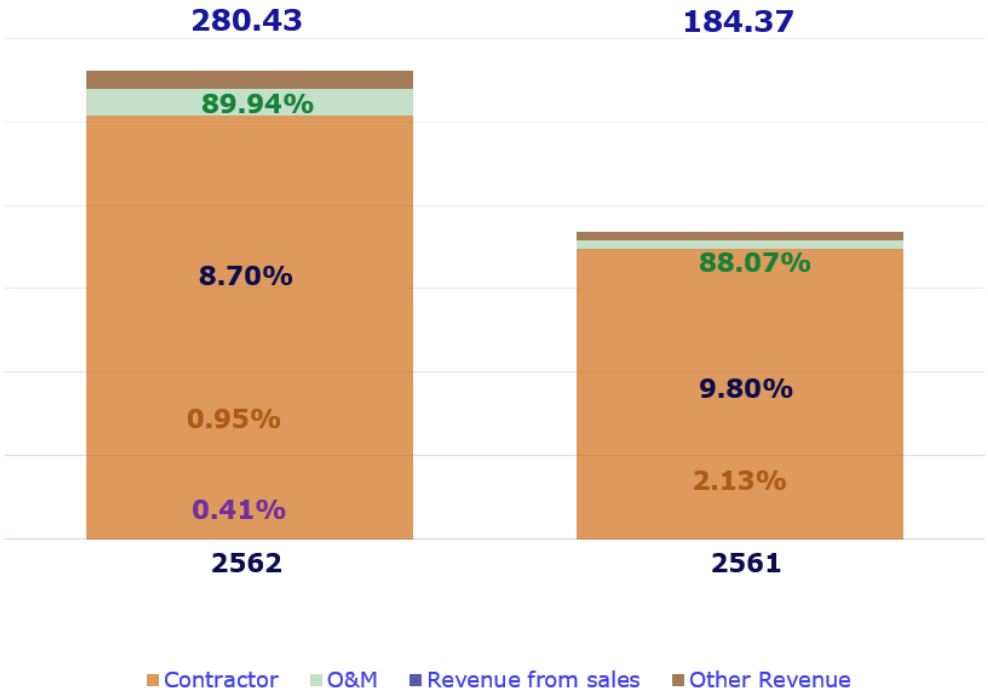
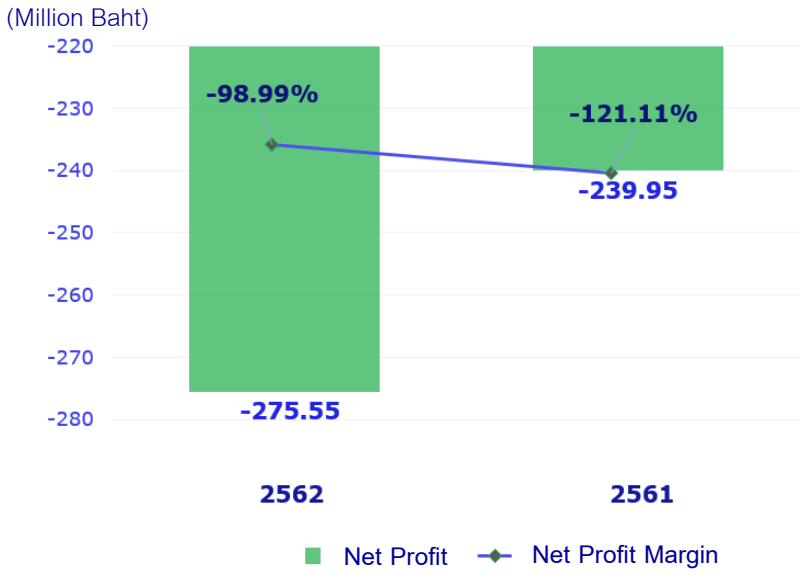
Total Revenue



Net Profit



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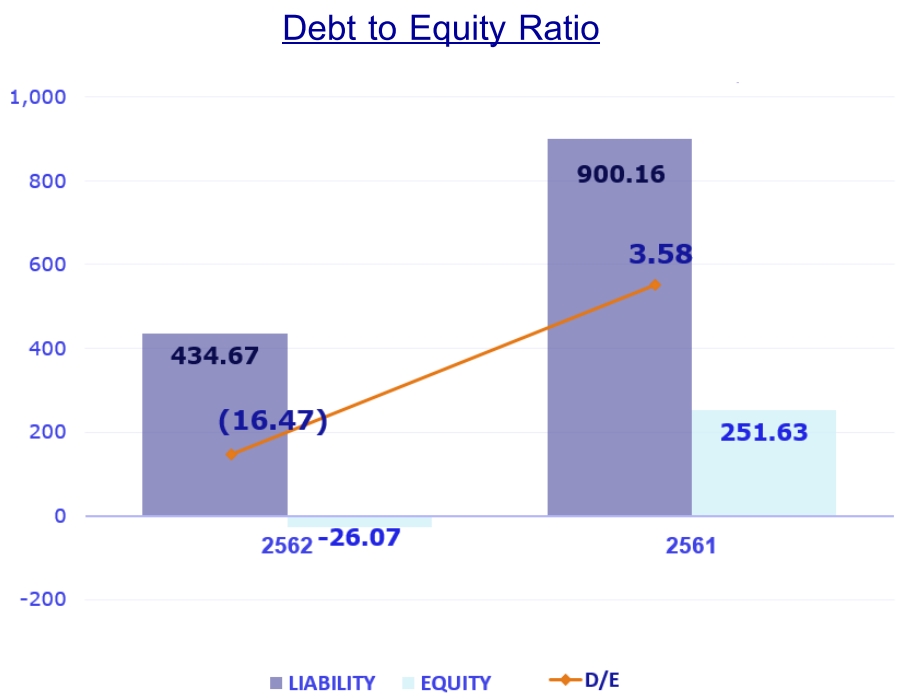

After that, the Chairman asked the Meeting whether any shareholder had any question or would like to express their opinion in relation to this Agenda.

When there were no shareholders inquiring or expressing opinions, the Chairman therefore requested the meeting to acknowledge the report of the Board of Directors on the Company's operating results for the year 2019.

The Meeting acknowledged the matter.

Agenda 3 To consider and approve the Company's financial statements for the fiscal year ended 31 December 2019.

The Chairman clarified the details of the Company's financial statements for the fiscal year ended 31 December 2019 which had been audited by the Company's auditor and then proposed to the Board of Directors for consideration in order to propose to the shareholders' meeting for approval. A copy of the aforementioned financial statements as detailed in the Annual Report in Enclosure 2, which has been sent to the shareholders together with the invitation letter for this meeting.

After that, the Chairman asked the Meeting whether any shareholder had any question or would like to express their opinion in relation to this Agenda.

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Questions / Comments / Answers

Miss Punsri Karnchareonkoonwong on behalf of the proxy of Shareholder Rights Protection Volunteer, Thai Investors Association inquired about the following matters.

1. Why is there a loss in the gross profit even the income from the construction and service increased?

2. Why does the gross profit margin from construction loss and the same time, the gross profit margin from the service continued to decline? and how to fix it?

The Chairman assigned. Mr. Sarun Yansopananan, Chief Financial Officer, to response to the inquiries. Summary of key points are as follows.

1. The negative gross profit was due to the delay in project management and the delivery of work, causing the cost of the project increased. Therefore, the cost of project is higher than revenue.

2. The gross profit margin from construction is loss and the gross profit margin from the service continued to decrease because from the year 2018, the Company has another form of operation guideline. After receiving large investments, as known by the shareholders and in the year 2019, a large project that the Company expected to acquire was not be as expected. As a result, in the year 2019, the Company did not get any new jobs. Therefore, the income or work of the company is the existing work that has been accrued. Contract work is a work that takes quite a long time from 1-2 years to 4-5 years, so the performance of the company is still standing because there is work and delivery for the income recognition. In terms of service work, since the Company does not get any new work, the work itself and the performance income became lower.

   Mr. Bancherd Thongcharoen, the Chairman of the meeting, further clarified the solution to the problem that the Company had already made preparations for the new works, which at present, the Company expects to get The work valued of not less than 1000 million baht.

   There are two parts in the operation: 1. To get the work is equal to the beginning and 2. The actual profit from those works must be obtained which is to increase the working potential to make the maximum profit for the Company. As the Company has regular expenses, we have to make profit from the project to compensate for the regular costs of the Company and to be

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profitable. Now the Company is working with new partners to do a new work that will be able to make more profit as well.

When no shareholders made any inquiries or comments, the Chairman requested the meeting to consider approving the Company's financial statements for the fiscal year ended 31 December 2019.

Resolved The Meeting considered and resolved to approve the Company's financial statements for the fiscal year ended 31 December 2019 with details as proposed in all respects with the following votes :

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	975,968,058	100.0000
Disapprove	0	0.0000
Abstain	42,721,700	-
Void Voting Card (s)	0	0.0000

Remark : The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 4 To consider and approve the non-allocation of net profits for legal reserves and the omission of dividend payment for the operating results for the year 2019.

The Chairman explained details about the non-allocation of net profits for legal reserves and the omission of dividends payment for the operating results for the year 2019 to the meeting and explained details regarding the Company's dividend payment policy to the the meeting as follows:

The Company has its dividend policy at the rate of at least 40 percent of the net profit after deducting corporate income tax and appropriation as legal reserve. However, the distribution of the dividend is subject to change depending upon the investment plan, necessity and suitability in the future under the condition that such action must be most beneficial to the shareholders, such as reserve fund for loan re-payment, investment for Company's business expansion or changes of market conditions which affect the Company's cash flow in the future, whereby the Board of Directors is empowered to consider the matter. However, the Board of Directors' resolution of the dividend payment must be proposed to the shareholders' meeting for approval except for the case of the interim dividend payment in which the Board of Directors has an

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approval authority and then has to inform the shareholders at the subsequent shareholders' meeting.

As appeared in the Company's financial statements for the year 2019 ending on 31 December 2019, the Company has net operating loss in the amount of Baht 277,589,813.02 The Company, therefore, is unable to appropriate the net profit as legal reserve and the Company is unable to make the dividend payment for the operating results of the year 2019 to the shareholders according to the law and the Articles of Association of the Company.

After that, the Chairman asked the Meeting whether any shareholder had any question or would like to express their opinion in relation to this Agenda

When there were no shareholders inquiring or expressing opinions, the Chairman requested the meeting to approve the non-allocation of net profits for legal reserves and the omission of dividends payment for the operating results for the year 2019.

Resolved The Meeting considered and resolved to approve the non-allocation of net profits for legal reserves and the omission of dividends payment for the operating results for the year 2019 with details as proposed in all respects with the following votes :

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	1,018,689,758	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void Voting Card (s)	0	0.0000

Remark : The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 5 To consider and approve the election of directors who are due to retire by rotation

Air Chief Marshal Surasak Meemanee and Mr. Somcharn Panjalak who are stakeholders in this agenda, left the room left the meeting since the commencement of this agenda and the Chairman explained to the meeting that according to the Company's Articles of Association, Clause 15 which stipulates that "at every annual general meeting, 1/3 of the directors must vacate the office. If the number of directors cannot be divided into three parts, the number of directors to be vacated must

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be as close as the number of 1/3 as much as possible in the first year and second year after the registration of the Company, the lucky draw shall be apply to get the directors to vacate the office. In the following years, the director who has been in office for the longest time shall vacate the office. The directors who retire by rotation may be re-elected to hold the position again" This year, there are 2 directors who should be retired by rotation as follows :

Name	Position	Appointment Date as Director	Attendance in the Board of Directors' Meeting in the year 2019
1. Air Chief Marshal Surasak Meemanee	Chairman of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Independent Director	15 January 2018	11 times out of 11 times
2. Mr. Somcharn Panjalak	Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Director	12 November 2019	

And there is a resolution to propose to the shareholders' meeting to consider and approve the nomination of the one Company's director to replace the vacated position who is Mr. Somprasong Panjalak Profiles and work experience of the person nominated as the Company's director appear in Enclosure 3. Later the Company's directors are as follows:

(1) Mr. Slib Soongswang

(2) Air Chief Marshal Surasak Meemanee

(3) Professor Dr. Kamphol Panyagometh

(4) Dr. Siridech Kumsuprom

(5) Mr. Bancherd Thongcharoen

(6) Mr. Somcharn Panjalak

(7) Mr. Somprasong Panjalak

As the company has given the shareholders the right to appoint the person, they deem appropriate to be considered for election as the Company's directors, it appears that no shareholders appoint any person to be the Company's directors. The Board of Directors considered and is of opinion

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that the shareholders' meeting should approve the re-election of the two directors who have completed their terms to resume their positions to continue to be a director for another term and hold other positions as before, namely :

1. Air Chief Marshal Surasak Meemanee	Chairman of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Independent Director
2. Mr. Somcharn Panjalak	Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Director

This is because such persons are a person who has qualifications, knowledge, capability and experience that can help develop the company. In addition, they are a qualified person under the Public Limited Companies Act, Securities and Exchange Act, Notification of the Capital Market Supervisory Board, and Notification of the Stock Exchange of Thailand including any other relevant notifications and the persons nominated as independent directors are able to give opinions freely and in accordance with the relevant guidelines. The profiles of the directors are shown in Enclosure 3. sent to the shareholders together with the meeting invitation letter and new directors who meet the qualifications under the Public Limited Companies Act B.E. 2535 (1992). The announcement of the Capital Market Supervisory Board and the amendment to appoint the Company's director to replace the vacant director position is effective after the resolution of the shareholders' meeting has been approved.

After that, the Chairman asked the Meeting whether any shareholder had any question or would like to express their opinion in relation to this Agenda.

Questions / Comments / Answers

1) Miss Punsri Karnchareonkoonwong on behalf of the proxy of Shareholder Rights Protection Volunteer, Thai Investors Association inquired about the following matters.

   1. Mr. Somprasong Panjalak have time to serve as a director as proposed for appointment? And How? since he currently holds the position as follows.
      - Chairman of the Board of Directors, Prime Road Power Public Company Limited
      - Director of 31 non-listed companies
      - Director Commissioner, Digital Economy Promotion Agency's Board of Commissioners (DEPA)
      - Managing Director of Prime Road Group Company Limited
      - Chairman of Click Inter Business Company Limited

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Mr. Somprasong Panjalak explained that in holding the position of chairman and director, he has the duty to monitor the overall picture of the business. Many businesses are a business that can be operated from the economy already. Hydrotek Public Company Limited and Prime Road Power Public Company Limited have the same registered address. Therefore, he believed that he will be able to spend the most time with Hydrotek Public Company Limited and will try to push Hydrotek Public Company Limited to operate the business better.

When there were no shareholders inquiring or expressing opinions, the Chairman requested the meeting to consider and approve the election of directors who are due to retired by rotation.

Resolved The meeting considered and resolved to approve the election of 2 directors who are due to retired by rotation, Air Chief Marshal Surasak Meemanee and Mr. Somcharn Panjalak, to be re-elected as directors to serve the office for another term and to hold other positions as before and approve the appointment of Mr. Somprasong Panjalak to take the position of director of the Company to replace the vacant director position by voting to elect directors with the following votes :

Air Chief Marshal Surasak Meemanee : **The meeting passed a resolution with unanimous votes of the shareholders who attended the meeting and cast their votes to approved to re-elect Air Chief Marshal Surasak Meemanee as a director of the Company who is in the position of Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee / Independent Director of the Company for another term with the following votes :**

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	1,018,689,758	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void Voting Card (s)	0	0.0000

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Mr. Somcharn Panjalak: The meeting passed a resolution with unanimous votes of the shareholders who attended the meeting and cast their votes to approved to re-elect Mr. Somcharn Panjalak as a director of the Company who is in the position of Director / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee for another term with the following votes :

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	1,018,689,758	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void Voting Card (s)	0	0.0000

Mr. Somprasong Panjalak, the meeting passed a resolution with a unanimous vote of the shareholders who attended the meeting and cast their votes to approved to approval the appointment of the Company's directors to replace the vacant director position with the following votes.

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	765,968,058	100.0000
Disapprove	0	0.0000
Abstain	42,721,700	-
Void Voting Card (s)	0	0.0000

Remark : The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

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HYDROTEK

บริษัท ไฮโดรเท็ค จำกัด (มหาชน)
HYDROTEK PUBLIC COMPANY LIMITED

Agenda 6 To consider and approve the determination of the remuneration of the directors for the year 2020

The Chairman informed the meeting that the Board of Directors has considered the remuneration of the directors from the overall performance of the Company at an appropriate level and in accordance with the duties and responsibilities in the Company. Therefore, the Chairman would like to propose to the shareholders 'meeting to determine the directors' remuneration for the year 2020 with the details as follows:

	Year 2020 (proposed at this Meeting)	Year 2019
1. Monthly Salary		
Chairman of the Board of Directors and Directors	Baht 30,000 per month	Baht 30,000 per month
Chairman of the Audit Committee and Directors	Baht 30,000 per month	Baht 30,000 per month
Member of the Audit Committee and Directors	Baht 20,000 per month per person	Baht 20,000 per month per person
Directors	Baht 15,000 per month per person	Baht 15,000 per month per person
2. Meeting Allowance (For non-executive directors only)		
Chairman of the Nomination and Remuneration Committee	Baht 10,000 per attendance	Baht 10,000 per attendance
Chairman of the Risk Management Committee	Baht 10,000 per attendance	Baht 10,000 per attendance
Member of the Nomination and Remuneration Committee	Baht 7,500 per attendance	Baht 7,500 per attendance
Member of the Risk Management Committee	Baht 7,500 per attendance	Baht 7,500 per attendance
3. Special Remuneration or Bonus	Consider from performance and will only be paid to non-executive directors	Consider from performance and will only be paid to non-executive directors
4. Other Benefits	None	None

In addition, it was proposed to the Meeting to authorize the Nomination and Remuneration Committee to have the power to determine the details in relation to the amount of remuneration each director will receive.

After that, the Chairman asked the Meeting whether any shareholder had any question or would like to express their opinion in relation to this Agenda.

There was no shareholder asking any question or expressing any opinion. Thus, The Chairman, asked the Meeting to consider and approve the determination of the remuneration of the directors for the year 2020 and the said authorization.

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ทะเบียนเลขที่ 0107554000097

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Resolved The Meeting considered the Meeting to approve the determination of the remuneration of the directors for the year 2020 and the authorization as proposed, as per the following votes :

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	975,968,058	95.8062
Disapprove	0	0.0000
Abstain	42,721,700	4.1938
Void Voting Card (s)	0	0.0000

Remark : The resolution in this Agenda shall comprise a vote of not less than two-thirds of the total number of votes of the shareholders who attend the Meeting.

Agenda 7 To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2020

The Chairman explained to the meeting that the Audit Committee and the Board of Directors have considered the selection of the auditors already and then asked the meeting to consider approving the appointment of the auditors from SP Audit Company Limited to be the Company's auditors for the fiscal year ended 31 December 2020 with the following names.

1. Miss Susan Eiamvanicha Certified Public Accountant No. 4306 and/or
2. Mr. Suchart Panitcharoen Certified Public Accountant No. 4475 and/or
3. Miss Chuenta Chommaen Certified Public Accountant No. 7570 and/or
4. Miss Wandee Eiamvanicha Certified Public Accountant No. 8210 and/or
5. Mr. Kiattisak Wanithanont Certified Public Accountant No. 9922

In the event that such auditors are unable to perform their duties, SP Audit Company Limited can arrange for another auditors, provided that all 5 persons have no relationship or interest with the Company, management, or stakeholders. Therefore, they are independent in auditing and expressing opinions on the Company's financial statements with the audit fee for the year 2020 of not more than 2,000,000 baht. SP Audit Company Limited has been the auditor of the Company since 2009 and has taken a break from being the Company's auditor as the auditor of the company cannot hold the position of the auditor more than 5 years. The auditor's fee for the year 2020 is detailed in the invitation letter of this meeting as follows.

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Fee	Year 2020 (proposed at this Meeting)	Year 2019
Hydrotek Public Company Limited		
Annual auditing fee	770,000	790,000
Fee for reviewing the interim financial statements of the 3 quarters	630,000	810,000
IT auditing Fee	70,000	70,000
Other service	-	-
Total	1,470,000	1,670,000
Hydrotek - Chaisarit Joint Venture		
Annual auditing fee	20,000	30,000
Fee for reviewing the interim financial statements of the 3 quarters	30,000	30,000
Other service	-	-
Total	50,000	60,000
Hydrotek Utility Company Limited		
Annual auditing fee	20,000	30,000
Fee for reviewing the interim financial statements of the 3 quarters	30,000	30,000
Other service	-	-
Total	50,000	60,000
Sahahydro Joint Venture		
Annual auditing fee	210,000	240,000
Fee for reviewing the interim financial statements of the 3 quarters	240,000	240,000
Other service	-	-
Total	450,000	480,000
SUT – Hydro Company Limited		
Annual auditing fee	20,000	30,000
Fee for reviewing the interim financial statements of the 3 quarters	30,000	30,000
Other service	-	-
Total	50,000	60,000
Grand Total	2,070,000	3,130,000

After that, the Chairman asked the Meeting whether any shareholder had any question or would like to express their opinion in relation to this Agenda.

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When there were no shareholders inquiring or expressing opinions, the Chairman asked the meeting to approve the appointment of Auditors and Determination of Remuneration for the Auditors for the Year 2020

Resolved The Meeting considered and resolved to approve the appointment of the auditor and the determination of the audit's fee for the year 2020, with details as proposed in all respects with the following votes :

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	1,018,690,859	100.0000
Disapprove	0	0.0000
Abstain	0	-
Void Voting Card (s)	0	0.0000

Remark : The resolution in this Agenda shall comprise a majority vote of the shareholders who attend the Meeting and cast their votes.

Agenda 8 To consider other matters (if any)

The Chairman gave the shareholders an opportunity to inquire and comment further.

Mr. Kittiyot Aphakiatiwong, the shareholders attended the meeting in person and inquired about following matters.

- How does the past capital increase work, and is there any need to increase the capital again?

The Chairman assigned. Mr. Sarun Yansopananan, Chief Financial Officer, to response to the inquiries. Summary of key points are as follows.

- From the past capital increase, the Company has received enough capital to help the Company have a non-negative capital. As informed in Agenda 2 about the performance of the Company has been negative at about 20 million baht, the increase capital caused the budget that has been announced since the first quarter of 2020 is not negative, thus allowing the company to clear equity of capital. If in the future whether there will be more capital increase or not, the Company may need to look at the management team that has come into operation on how the plan will be successful.

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The Chairman thanked the shareholders for taking their time to attend the Meeting and asking questions which are beneficial to the Company.

There was no shareholder proposing any other matter for consideration, the Chairman, then, declared the Meeting adjourned at 3.00 p.m.

-Signature-

(Mr. Bancherd Thongcharoen)

Chairman of the Meeting

Certified true and correct of

Minutes of the Annual General Meeting of Shareholders for the Year 2020

-Signature-	-Signature-
(Mr. Bancherd Thongcharoen)	(Mr. Somcharn Panjalak)
Director	Director

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HYDROTEK

บริษัท ไฮโดรเท็ค จำกัด (มหาชน)
HYDROTEK PUBLIC COMPANY LIMITED

Biography of the nominated director to be elected to be the director who retired by rotation

Mr. Bancherd Thongcharoen

Director / Chief Executive Officer /Authorized Director /Chairman of the Executive Committee / Member of the Risk Management Committee / Member of the Nomination and Remuneration Committee

Age (years)	44
Education	Bachelor of Engineer (Civil Engineering), Chiang Mai University Master of Engineer (Civil Engineering), Khon Kaen University
Related training programs held by the Thai Institute of Directors Association (IOD)	DAP: Director Accreditation Program Certificate, Class 176/2020
Work experiences during the past 5 years	
2020 – Present	Director, Chief Executive Officer, Authorized Director, Chairman of the Executive Committee, Member of the Risk Management Committee, Member of the Nomination and Remuneration Committee, Hydrotek Public Company Limited
2009 – Present	Managing director, Double R Products Public Company Limited
2009 – 2020	Managing Partner, Rinrat Limited Partnership
Holding the positions of director / management in other company	
A. Listed company	None
B. Non-listed company	1. Managing director, Double R Products Public Company Limited 2. Director, Hydrotek Utility Company Limited

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Director / management positions in rival companies or other companies which have businesses related to the Company which may cause the conflict of interest to the Company	None
Conflict of interest with the Company / its parent company / subsidiary / associated company or any juristic person which may have current conflict or had conflict during the past 2 years	
A. Being an executive director, employee, staff or advisor who receives a regular salary	Yes
B. Being a provider of professional services (e.g. auditor, legal advisor)	No
C. Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any)	No
Criminal record during the past 10 years	No
Family relationship of the executive with the Company	None
Shareholding ratio in the Company (percent) (as at 31 December 2020)	1.09
Date appointed as a director	5 August 2020
Tenure as director (years)	5 months
Attendance in the Board of Directors' Meeting for the year 2020	7 times out of 13 times (Meeting start time 7 onwards)

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Biography of the nominated director to be elected to be the director who retired by rotation

Mr. Slib Soongswang
Director / Authorized Director / Member of the Risk Management Committee

Age (years)	68
Education	Master of Business Administration, Thammasat University Bachelor of Engineer (Chemical Engineer), Chulalongkorn University
Related training programs held by the Thai Institute of Directors Association (IOD)	RCP: Role of the Chairman Program Certificate, Class 25/2011 EDP: TLCA Executive Development Program Certificate, Class 14/2014 DCP: Director Certification Program Certificate, Class 117/2009 DAP: Director Accreditation Program Certificate, Class 37/2005
Work experiences during the past 5 years	
2014 – Present	Member of the Risk Management Committee, Hydrotek Public Company Limited
2017 – 2020	Chairman of the Board of Directors, Hydrotek Public Company Limited
2014 – 2019	Member of the Nomination and Remuneration Committee, Hydrotek Public Company Limited
2011 – 2019	Chairman of the Executive Committee, Hydrotek Public Company Limited
2011 – 2018	Chief Executive Officer, Hydrotek Public Company Limited
2011 – 2016	Vice Chairman of the Board of Directors, Hydrotek Public Company Limited
Holding the positions of director / management in other company	
A. Listed company	None
B. Non-listed company	Director, Hydrotek Utility Company Limited

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Director / management positions in rival companies or other companies which have businesses related to the Company which may cause the conflict of interest to the Company	None
Conflict of interest with the Company / its parent company / subsidiary / associated company or any juristic person which may have current conflict or had conflict during the past 2 years	
A. Being an executive director, employee, staff or advisor who receives a regular salary	No
B. Being a provider of professional services (e.g. auditor, legal advisor)	No
C. Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any)	No
Criminal record during the past 10 years	No
Family relationship of the executive with the Company	None
Shareholding ratio in the Company (percent) (as at 31 December 2020)	6.07
Date appointed as a director	15 December 2011
Tenure as director (years)	10 years
Attendance in the Board of Directors' Meeting for the year 2020	10 times out of 13 times

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Biography of the nominated director to be elected to be the director who retired by rotation

Dr. Siridech Kumsuprom
Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director

Age (years)	47 years
Education	Master of Information Systems (M.Inf.Sys), Griffith University, Australia Ph.D. in Business Information Systems (IT Governance), RMIT University, Australia Master of Business Administration Accounting, Dhurakij Pundit University Bachelor of Accounting, Dhurakij Pundit University
Related training programs held by the Thai Institute of Directors Association (IOD)	DAP: Director Accreditation Program Class 121/2015 Risk Management Program for Corporate Leaders Class 2/2015 Driving Company Success with IT Governance Class 1/2016
Work experiences during the past 5 years	
2019 - Present	Member of the Audit Committee / Member of the Nomination and Remuneration Committee Hydrotek Public Company Limited Director, Independent Director, Chairman of the Risk Management Committee Member of the Nomination and Remuneration Committee AEC Securities Public Company Limited.
2018 - Present	Director, Independent Director, Hydrotek Public Company Limited
2018 - Present	Dean for College of Innovative Business and Accountancy (CIBA) , Dhurakij Pundit University
2015 - Present	Independent Director /Chairman of the Risk Management Committee, Director and Chairman of the Corporate Governance Committee, Eastern Technical Engineering Public Company Limited
2012 - Present	Deputy Dean for Academic Affairs, Faculty of Accounting, Dhurakij Pundit University
Holding the positions of director / management in other company	

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A. Listed company	1. Director, Independent Director, Chairman of the Risk Management Committee Member of the Nomination and Remuneration Committee AEC Securities Public Company Limited. 2. Independent Director / Chairman of the Risk Management Committee, Director and Chairman of the Corporate Governance Committee, Eastern Technical Engineering Public Company Limited.
B. Non-listed company	None

Director / management positions in rival companies or other companies which have businesses related to the Company which may cause the conflict of interest to the Company	None
Conflict of interest with the Company / its parent company / subsidiary / associated company or any juristic person which may have current conflict or had conflict during the past 2 years	
A. Being an executive director, employee, staff or advisor who receives a regular salary	No
B. Being a provider of professional services (e.g. auditor, legal advisor)	No
C. Having a business relationship in the manner which may interfere with his independent discretion (e.g. purchase / sale of raw material / goods / service / borrowing / lending), and to specify the size of the transaction (if any)	No
Criminal record during the past 10 years	No
Family relationship of the executive with the Company	None
Shareholding ratio in the Company (percent) (as at 31 December 2020)	None
Date appointed as a director	10 August 2018
Tenure as director (years)	2 years
Attendance in the Board of Directors' Meeting for the year 2020	11 times out of 13 times

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Definition of Independent Directors

The Company has defined the definition of the Independent Directors who have the qualifications pursuant to the Notification of the Capital Market Supervisory Board, the Stock Exchange of Thailand and any other relevant regulations as follows:

1) Holding shares not more than 1 percent of the total number of shares with voting rights of the Company, its parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company which shall be inclusive of the shares held by related persons of such Independent Director.

2) Neither being nor used to be an executive director, employee, staff, advisor who receives a regular salary or a controlling person of the Company, its parent companies, subsidiaries, associated companies, subsidiaries at the same level, major shareholders or controlling persons of the Company, unless the foregoing status has ended not less than 2 years prior to the date of appointment. Such prohibited characteristics exclude the case where the Independent Director used to be a government official or advisor of a government agency which is a major shareholder or controlling person of the Company.

3) Not being a person related by blood or registration under laws in the form of fatherhood, motherhood, spouse, sibling and child as well as child's spouse, of other directors, executives, major shareholders, controlling persons or such other persons who will be nominated as directors, executives or controlling persons of the Company or its subsidiaries.

4) Having no current or previous business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company in the manner which may interfere with his / her independent discretion, and neither being nor used to be a significant shareholder or controlling person of any person having business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.

   The term "business relationship" under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or granting loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such

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indebtedness shall include indebtedness occurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5) Neither being nor used to be an auditor of the Company, its parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company and not being a significant shareholder, controlling person or partner of the audit firm employing the auditor of the Company, its parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.

6) Neither being nor used to be any professional service provider, including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent companies, subsidiaries, associated companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of such professional service provider unless the foregoing relationship has ended not less than 2 years prior to the date of appointment.

7) Not being a director appointed as a representative of the Company's directors, major shareholders or shareholders who are related to the Company's major shareholders.

8) Not operating any business in the same nature and significantly in competition with the business of the Company or its subsidiaries, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives a regular salary or holding shares exceeding 1 percent of the total number of shares with voting rights of other companies which operate business in the same nature and significantly in competition with the business of the Company or its subsidiaries.

9) Not having any other characteristics that may affect the giving of independent opinions in relation to the operation of the Company.

10) After being appointed as the Independent Director according to the above qualifications, the Independent Director may be assigned by the Board of Directors to make a decision on the operation of the Company, its parent companies, subsidiaries, associated companies, subsidiaries at the same level, major shareholders or controlling persons of the Company, provided that such decision shall be in the form of collective decision.

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(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form A.

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

(General Form)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่ .....
Written at

วันที่ ..... เดือน ..... พ.ศ. .....
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ .....
I/We Nationality

อยู่บ้านเลขที่ ..... ถนน ..... ตำบล/แขวง .....
Residing at Road Tambol/Khwaeng

อำเภอ/เขต ..... จังหวัด ..... รหัสไปรษณีย์ .....
Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ**บริษัท ไฮโดรเท็ค จำกัด (มหาชน)**
being a shareholder of **Hydrotek Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม ..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ ..... เสียง ดังนี้
holding the total number of shares, and having the right to vote equivalent to votes as follows:

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง
ordinary share of shares, having the right to vote equivalent to votes,

หุ้นบุริมสิทธิ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง
preferred share of shares, having the right to vote equivalent to votes.

(3) ขอมอบฉันทะให้
Hereby appoint:

☐ (1) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ
Province Postal Code , or

☐ (2) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years, residing at

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....
Road Tambol/Khwaeng Amphur/Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ
Province Postal Code , or

☐ (3) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years, residing at
ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด ..... รหัสไปรษณีย์ ..... หรือ
Province Postal Code , or

☐ (4) พลอากาศเอกสุรศักดิ์ มีมณี กรรมการ / กรรมการอิสระ / ประธานกรรมการตรวจสอบ อายุ 64 ปี
ที่อยู่ เลขที่ 452/61 ถ.ราชวิถี แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือ
Air Chief Marshal Surasak Meemanee Director / Independent Director / Chairman of the Audit Committee Age 64 years
Residing at No. 452/61 Rajavithi Road, Khwaeng Thanon Phaya Thai, Khet Ratchathewi, Bangkok 10400 , or

☐ (5) ศาสตราจารย์ ดร.กำพล ปัญญาโกเมศ กรรมการ / กรรมการอิสระ / กรรมการตรวจสอบ อายุ 49 ปี
ที่อยู่ เลขที่ 15/126 หมู่ 13 แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพมหานคร 10230
Professor Dr. Kamphol Panyagometh Director / Independent Director / Member of the Audit Committee Age 49 years
Residing at No. 15/126 Moo 13, Ladprao Sub-District, Ladprao Didtrict, Bangkok 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564
any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2021
ในวันอังคารที่ 27 เมษายน 2564 เวลา 14.00 น.
on Tuesday 27 April 2021 at 2.00 p.m.
ณ ห้องประชุมชั้น 25 อาคารทีพี & ที ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at Meeting Room, 25th Floor of TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok
or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed ..... ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ..... ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ
ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
Remark
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....
Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We Nationality

อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Residing at Road Tambol/Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ **บริษัท ไฮโดรเท็ค จำกัด (มหาชน)**
being a shareholder of **Hydrotek Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total number of shares, and having the right to vote equivalent to votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share of shares, having the right to vote equivalent to votes,

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preferred share of shares, having the right to vote equivalent to votes.

(3) ขอมอบฉันทะให้
Hereby appoint

☐ (1).....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code , or

☐ (2).....อายุ.....ปี อยู่บ้านเลขที่.....
Name age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code , or

☐ (3) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years, residing at
ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด ..... รหัสไปรษณีย์ ..... หรือ
Province Postal Code , or

☐ (4) พลอากาศเอกสุรศักดิ์ มีมณี กรรมการ / กรรมการอิสระ / ประธานกรรมการตรวจสอบ อายุ 64 ปี
ที่อยู่ เลขที่ 452/61 ถ.ราชวิถี แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือ
Air Chief Marshal Surasak Meemanee Director / Independent Director / Member of the Audit Committee Age 64 years
Residing at No. 452/61 Rajavithi Road, Khwaeng Thanon Phaya Thai, Khet Ratchathewi, Bangkok 10400 , or

☐ (5) ศาสตราจารย์ ดร.กำพล ปัญญาโกเมศ กรรมการ / กรรมการอิสระ / กรรมการตรวจสอบ อายุ 49 ปี
ที่อยู่ เลขที่ 15/126 หมู่ 13 แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพมหานคร 10230
Professor Dr. Kamphol Panyagometh Director / Independent Director / Member of the Audit Committee Age 49 years
Residing at No. 15/126 Moo 13, Ladprao Sub-District, Ladprao Didtrict, Bangkok 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2564
any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2021
ในวันอังคารที่ 27 เมษายน 2564 เวลา 14.00 น.
On Tuesday 27 April 2021 at 2.00 p.m.
ณ ห้องประชุมชั้น 25 อาคารทีพี & ที ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at Meeting Room, 25th Floor of TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok
or any adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

☐ **วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563**
Agenda No. 1 Re: To consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2020

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ **วาระที่ 2 เรื่องรับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทประจำปี 2563**
Agenda No. 2 Re: To acknowledge the report of the Board of Directors regarding the operating results of the Company for the year 2020

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ **วาระที่ 3** **เรื่องพิจารณาอนุมัติงบการเงินของบริษัท สำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2563**

Agenda No. 3 **Re: To consider and approve the financial statements for the fiscal year ended 31 December 2020**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **วาระที่ 4** **เรื่องพิจารณาอนุมัติการไม่จัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมายและการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2563**

Agenda No. 4 **Re: To consider and approve not to appropriate the net profit as legal reserve and omit dividend payment for the operating results of the year 2020**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **วาระที่ 5** **เรื่องพิจารณาอนุมัติให้เลือกตั้งกรรมการที่ครบกำหนดตามวาระ**

Agenda No. 5 **Re: To consider and approve the election of director who retire by rotation**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

1. นายบรรเจิด ทองเจริญ

Mr. Bancherd Thongcharoen

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

2. นายสลิบ สูงสว่าง

Mr. Slib Soongswang

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

3. ดร.ศิริเดช คำสุพรหม

Dr. Siridech Kumsuprom

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **วาระที่ 6** **เรื่องพิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2564**
Agenda No. 6 **Re: To consider and approve the determination of the remuneration of the directors for the year 2021**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **วาระที่ 7** **เรื่องพิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2564**
Agenda No. 7 **Re: To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2021**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ **วาระที่ 8** **เรื่องพิจารณาเรื่องอื่น ๆ (ถ้ามี)**
Agenda No. 8 **Re: To consider other matters (if any)**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote as per my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

   The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

   In respect of the agenda as to the election of the directors, either the whole set of the nominated candidates or an individual nominee may be voted for.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

   In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ **บริษัท ไฮโดรเท็ค จำกัด (มหาชน)**
The appointment of proxy by the shareholder of **Hydrotek Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันอังคารที่ 27 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารทีพี & ที ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2021, on Tuesday 27 April 2021 at 2.00 p.m. at Meeting Room, 25th Floor of TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok or any adjournment at any date, time and place thereof.

☐ วาระที่.. เรื่อง..
Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ วาระที่.. เรื่อง..
Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ วาระที่.. เรื่อง..
Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย Approve ☐ ไม่เห็นด้วย Disapprove ☐ งดออกเสียง Abstain

☐ วาระที่.. เรื่อง..
Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่.. เรื่อง..
Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่.. เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda No. Re: Election of director(s) (Continued)

ชื่อกรรมการ..
Director's name
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ..
Director's name
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ..
Director's name
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ..
Director's name
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

ชื่อกรรมการ..
Director's name
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Ref: Notification of Department of Business Development regarding Proxy Form (No. 5) B.E. 2550

เขียนที่.....
Written at

วันที่..... เดือน..... พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....
I/We

สำนักงานตั้งอยู่เลขที่..... ถนน..... ตำบล/แขวง.....
Residing at Road Tambol/Khwaeng

อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
Amphur/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
as a Custodian for

ซึ่งเป็นผู้ถือหุ้นของ**บริษัท ไฮโดรเท็ค จำกัด (มหาชน)**
being a shareholder of **Hydrotek Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
holding the total number of shares, and having the right to vote equivalent to votes as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
ordinary share of shares, having the right to vote equivalent to votes,

หุ้นบุริมสิทธิ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
preferred share of shares, having the right to vote equivalent to votes.

(2) ขอมอบฉันทะให้
Hereby appoint

☐ (1)..... อายุ..... ปี อยู่บ้านเลขที่.....
Name age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code , or

☐ (2)..... อายุ..... ปี อยู่บ้านเลขที่.....
Name age years, residing at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Tambol/Khwaeng Amphur/Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code , or

☐ (3) ..... อายุ ..... ปี อยู่บ้านเลขที่ .....
Name age years, residing at
ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด ..... รหัสไปรษณีย์ ..... หรือ
Province Postal Code , or

☐ (4) พลอากาศเอกสุรศักดิ์ มีมณี กรรมการ / กรรมการอิสระ / ประธานกรรมการตรวจสอบ อายุ 64 ปี
ที่อยู่ เลขที่ 452/61 ถ.ราชวิถี แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือ
Air Chief Marshal Surasak Meemanee Director / Independent Director / Chairman of the Audit Committee Age 64 years
Residing at No. 452/61 Rajavithi Road, Khwaeng Thanon Phaya Thai, Khet Ratchathewi, Bangkok 10400 , or

☐ (5) ศาสตราจารย์ ดร.กำพล ปัญญาโกเมศ กรรมการ / กรรมการอิสระ / กรรมการตรวจสอบ อายุ 49 ปี
ที่อยู่ เลขที่ 15/126 หมู่ 13 แขวงลาดพร้าว เขตลาดพร้าว กรุงเทพมหานคร 10230
Professor Dr. Kamphol Panyagometh Director / Independent Director / Member of the Audit Committee Age 49 years
Residing at No. 15/126 Moo 13, Ladprao Sub-District, Ladprao Didtrict, Bangkok 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562
any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the Year 2019
ในวันอังคารที่ 27 เมษายน 2564 เวลา 14.00 น.
on Tuesday 27 April 2021 at 2.00 p.m.
ณ ห้องประชุมชั้น 25 อาคารทีพี & ที ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at Meeting Room, 25th Floor of TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok
or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้
I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
To grant the total amount of shareholding and having the right to vote

☐ มอบฉันทะบางส่วน คือ
To grant the partial shares as follows:

☐ หุ้นสามัญ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง
ordinary share shares, and having the right to vote equal to votes,

☐ หุ้นบุริมสิทธิ ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้ ..... เสียง
preferred share shares, and having the right to vote equal to votes.

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด ..... เสียง
Total amount of voting rights votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

☐ **วาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563**
Agenda No. 1 Re: To consider and adopt the minutes of the Annual General Meeting of Shareholders for the Year 2020

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย..... เสียง ☐ ไม่เห็นด้วย..... เสียง ☐ งดออกเสียง..... เสียง
Approve votes Disapprove votes Abstain votes

☐ **วาระที่ 2** **เรื่องรับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทประจำปี 2563**

Agenda No. 2 **Re: To acknowledge the report of the Board of Directors regarding the operating results of the Company for the year 2020**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

☐ **วาระที่ 3** **เรื่องพิจารณาอนุมัติงบการเงินของบริษัท สำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2563**

Agenda No. 3 **Re: To consider and approve the financial statements for the fiscal year ended 31 December 2020**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

☐ **วาระที่ 4** **เรื่องพิจารณาอนุมัติการไม่จัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมายและการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2563**

Agenda No. 4 **Re: To consider and approve not to appropriate the net profit as legal reserve and omit dividend payment for the operating results of the year 2020**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

☐ **วาระที่ 5** **เรื่องพิจารณาอนุมัติให้เลือกตั้งกรรมการที่ครบกำหนดตามวาระ**

Agenda No. 5 **Re: To consider and approve the election of director who retire by rotation**

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows:

1. นายบรรเจิด ทองเจริญ

Mr. Bancherd Thongcharoen

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

2. นายสลิบ สูงสว่าง

Mr. Slib Soongswang

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

3. ดร.ศิริเดช คำสุพรหม

Dr. Siridech Kumsuprom

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

☐ **วาระที่ 6 เรื่องพิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2564**

Agenda No. 6 Re: To consider and approve the determination of the remuneration of the directors for the year 2021

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

☐ **วาระที่ 7 เรื่องพิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและการกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2564**

Agenda No. 7 Re: To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2021

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

☐ **วาระที่ 8 เรื่องพิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda No. 8 Re: To consider other matters (if any)

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิ ทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

<u>หมายเหตุ</u>

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

   Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

   Evidence to be attached with this Proxy Form are:

   (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

   Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

   (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

   Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

   The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

   In respect of the agenda as to the election of the directors, either the whole set of the nominated candidates or an individual nominee may be voted for.

5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

   In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

สิ่งที่ส่งมาด้วยลำดับที่ 4
Enclosure No. 4

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ**บริษัท ไฮโดรเท็ค จำกัด (มหาชน)**

The appointment of proxy by the shareholder of **Hydrotek Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันอังคารที่ 27 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมชั้น 25 อาคารทีพี & ที ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the Year 2021, on Tuesday 27 April 2021 at 2.00 p.m. at Meeting Room, 25th Floor of TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok or any adjournment at any date, time and place thereof.

\- -

☐ วาระที่..เรื่อง..
Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย..............................เสียง ☐ ไม่เห็นด้วย....................................เสียง ☐ งดออกเสียง....................................เสียง
Approve votes Disapprove votes Abstain votes

☐ วาระที่..เรื่อง..
Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย..............................เสียง ☐ ไม่เห็นด้วย....................................เสียง ☐ งดออกเสียง....................................เสียง
Approve votes Disapprove votes Abstain votes

☐ วาระที่..เรื่อง..
Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย..............................เสียง ☐ ไม่เห็นด้วย....................................เสียง ☐ งดออกเสียง....................................เสียง
Approve votes Disapprove votes Abstain votes

☐ วาระที่.. เรื่อง..

Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย........................... เสียง ☐ ไม่เห็นด้วย................................. เสียง ☐ งดออกเสียง.................................... เสียง

Approve votes Disapprove votes Abstain votes

☐ วาระที่.. เรื่อง..

Agenda No. Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our intention as follows:

☐ เห็นด้วย........................... เสียง ☐ ไม่เห็นด้วย................................. เสียง ☐ งดออกเสียง.................................... เสียง

Approve votes Disapprove votes Abstain votes

☐ วาระที่... เรื่อง เลือกตั้งกรรมการ

Agenda No. Re: Election of director(s)

ชื่อกรรมการ..

Director's name

☐ เห็นด้วย........................... เสียง ☐ ไม่เห็นด้วย................................. เสียง ☐ งดออกเสียง.................................... เสียง

Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ..

Director's name

☐ เห็นด้วย........................... เสียง ☐ ไม่เห็นด้วย................................. เสียง ☐ งดออกเสียง.................................... เสียง

Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ..

Director's name

☐ เห็นด้วย........................... เสียง ☐ ไม่เห็นด้วย................................. เสียง ☐ งดออกเสียง.................................... เสียง

Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ..

Director's name

☐ เห็นด้วย........................... เสียง ☐ ไม่เห็นด้วย................................. เสียง ☐ งดออกเสียง.................................... เสียง

Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ..

Director's name

☐ เห็นด้วย........................... เสียง ☐ ไม่เห็นด้วย................................. เสียง ☐ งดออกเสียง.................................... เสียง

Approve votes Disapprove votes Abstain votes

HYDROTEK

บริษัท ไฮโดรเท็ค จำกัด (มหาชน)
HYDROTEK PUBLIC COMPANY LIMITED

Registration, documents to be presented prior to attending the shareholders' meeting, Proxy and voting

A. Registration

The Company will open for the registration from 12.00 p.m. onwards. For your convenience in registration process, shareholders or proxies who will attend the Meeting shall bring and present the Invitation to the Meeting and the duly completed and executed Proxy Form, affixed with the stamp duty together with the documents required to be presented prior to attending the Meeting. In this regard, the Company reserves the right to allow the attendance to the Meeting only for the shareholders or the proxies who have duly completed documents.

B. Documents required to be presented prior to the Meeting

Shareholders who are natural persons

1. **Shareholders attending the Meeting themselves**

   Please present original and valid document with your photo issued by governmental authorities, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport.

2. **Shareholders appointing a proxy to attend the Meeting**. A proxy must present the documents as follows:

   (a) One of the Proxy Forms, as attached to the Invitation to the Meeting, which has been duly completed and executed by the grantor and the proxy;

   (b) A copy of valid document with photo of the grantor issued by governmental authorities, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport, certified true and correct by the grantor; and

   (c) Original and valid document with photo of the proxy issued by governmental authorities, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport.

เลขที่ 1 อาคาร ทีพี แอนด์ ที ชั้น 14 ซอยวิภาวดีรังสิต 19
แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900
ทะเบียนเลขที่ 0107554000097

14th Floor, TP&T Tower 1 Soi Vibhavadee-Rangsit 19
Chatuchak, Chatuchak, Bangkok 10900, Thailand
Registration No. 0107554000097

Tel : (662) 936-1661-2
Fax : (662) 936-1669

Shareholders who are juristic persons

Representatives of juristic persons (authorized directors) attending the Meeting themselves

(a) A copy of the company's affidavit of the shareholder, certified true and correct by the representatives of the juristic person, specifying that the representatives of the juristic person attending the Meeting are duly authorized on behalf of the juristic person, and having issued not more than 3 months; and

(b) Original and valid document with photo of the representatives of the juristic person issued by governmental authorities, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport.

2. **Shareholders appointing a proxy to attend the Meeting**. A proxy must present the documents as follows:

(a) One of the Proxy Forms, as attached to the Invitation to the Meeting, which has been duly completed and executed by the grantor and the proxy;

(b) A copy of the company's affidavit of the shareholder, certified true and correct by representatives of the juristic person, specifying that the representatives of the juristic person, who sign the Proxy Form, are duly authorized on behalf of the juristic person, and having issued not more than 3 months;

(c) A copy of valid document with photo of the representatives of the juristic person issued by governmental authorities, e.g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport, certified true and correct by such person; and

(d) Original and valid document with photo of the proxy issued by governmental authorities, e. g. the identification card, government official identification card, state enterprise employee identification card, driver license or passport.

3. **Foreign shareholders appointing the custodian in Thailand**

(a) Please prepare and present the documents as specified in case of juristic persons in Items 1. or 2.

(b) In the case of foreign shareholders authorizing the custodians to sign the Proxy Forms on their behalf, the additional documents are required as follows:

(1) A copy of the Power of Attorney of the shareholder, who is a foreign investor, authorizing the custodian to sign the Proxy Form on his/her behalf, certified true and correct by the grantor; and

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(2) A copy of the letter certifying the custodian, who signs the Proxy Form, is permitted to engage in the custodian business, certified true and correct by such person.

In this regard, if the documents are not in English, an English translation of such documents, certified true by the shareholder or the representatives of the juristic person who are the shareholder, is required.

C. Proxy

If the shareholders wish to appoint a proxy to attend and vote at the Meeting on the shareholders' behalf, the Company facilitates the shareholders with 3 Proxy Forms, attached to the Invitation to the Meeting as follows:

1. Proxy Form A.
   General Proxy Form
2. Proxy Form B.
   Proxy Form containing specific details
3. Proxy Form C.
   Proxy Form for shareholders whose name appears in the Share Register Book as foreign investors and appoint custodians in Thailand only

Please execute only one Proxy Form from the above 3 Proxy Forms which are attached to the Invitation to the Meeting.

Please duly complete the Proxy Form as well as affix Baht 20 stamp duty and cross such stamp duty and specify the date of the Proxy Form across such stamp duty. Such Proxy Form shall be submitted to the Chairman of the Meeting (the "**Chairman**") or the person designated by the Chairman prior to the Meeting.

For shareholders' rights and benefits, in case the shareholders are unable to attend the Meeting by themselves and wish to appoint the Company's Independent Director to vote on their behalf, please complete and execute the Proxy Form appointing Air Chief Marshal Surasak Meemanee, Independent Director and Chairman of the Audit Committee, and/or Professor Dr. Kamphol Panyagometh, Independent Director and Member of the Audit Committee as a proxy, and submit the said completed and executed Proxy Form, affixed with the stamp duty, together with the supporting documents to Hydrotek Public Company Limited, Company Secretary, No. 1, 14th Floor of TP&T Building, Soi Vibhavadee - Rangsit 19, Chatuchak Sub-District, Chatuchak District, Bangkok 10900, Thailand, **by 20 April 2021 or at least 30 minutes** before the Meeting starts at the meeting venue. In this regard, the Company has enclosed the details of the Independent Director (proxy for shareholders), together with the Invitation to the Meeting.

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HYDROTEK

บริษัท ไฮโดรเท็ค จำกัด (มหาชน)
HYDROTEK PUBLIC COMPANY LIMITED

D. Voting

Voting Method

1. 1 share is entitled to 1 vote.
2. Shareholders and proxies under Proxy Form A. or B. may not split votes in each agenda.
3. Custodians who are appointed by foreign shareholders may split votes in each agenda (under Proxy Form C.).
4. To be in accordance with the good corporate governance principle, the Company provides ballots for every agenda which requires voting. The Company will distribute the ballots to each of the shareholders and the proxies at the registration. The shareholders or the proxies who register after the Meeting has started will only receive the ballots for the remaining agenda.
5. In each agenda, the Chairman will ask if anyone disapproves or abstains. To save time of all of the shareholders, the shareholders who approve shall not put any mark in the ballots, while the shareholders who disapprove or abstain shall confirm their intention by putting a mark [✓] and their signatures in the ballots and raise their hands until the Company's officer collects the ballots for vote counting, **except** the case in which the voting has been specified in the Proxy Form, the Company will count the votes according to such Proxy Form at the time of the registration by the proxy.

Vote Counting

1. The Company will deduct the disapproval and the abstention votes from the total votes. The remaining votes will be deemed as approval votes.
2. The Chairman will announce the result of the voting after the voting in each agenda is completed, whereby the announced votes will be divided into the numbers of the approval, the disapproval and the abstention votes and the percentage thereof. The ballots submitted after the Chairman announced the voting result of each agenda to the Meeting will not be counted as the voting result.

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Details of the Independent Directors proposed by the Company for the shareholders to appoint as the proxy to attend the Meeting

AIR CHIEF MARSHAL SURASAK MEEMANEE	
Position:	- Director / Independent Director - Chairman of the Audit Committee
Age:	64 years
Address:	452/61 Rajavithi Road, Khwaeng Thanon Phaya Thai, Khet Ratchathewi, Bangkok 10400
Having conflict / no conflict of interest in the agenda (s) of this Meeting	Having conflict of interest in Agenda 6 re: To consider and approve the determination of the remuneration of the directors for the year 2021.
Having other conflict / no other conflict of interest in this meeting	No other conflict of interest that is different from other directors except the normal allocation of the meeting allowance.

PROFESSOR DR. KAMPHOL PANYAGOMETH	
Position:	- Director / Independent Director - Member of the Audit Committee
Age:	49 years
Address:	15/126 Moo 13, Ladprao Sub-District, Ladprao Didtrict, Bangkok 10230
Having conflict / no conflict of interest in the agenda (s) of this Meeting	Having conflict of interest in Agenda 6 re: To consider and approve the determination of the remuneration of the directors for the year 2021.
Having other conflict / no other conflict of interest in this meeting	No other conflict of interest that is different from other directors except the normal allocation of the meeting allowance.

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The Company's Articles of Association in relation to the shareholders' meeting

Article 27. The board of directors shall convene an annual general meeting of shareholders within 4 months of the last day of fiscal year of the Company.

The shareholders' meetings other than those specified above shall be called extraordinary general meetings of shareholders. The board of directors may summon an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when shareholders holding shares in aggregate not less than one-fifth of the total issued shares or not less than 25 shareholders holding shares in aggregate not less than one-tenth of the total issued shares may jointly submit their names in a written notice requesting the board of directors to summon an extraordinary meeting at any time, provided that reasons for calling such meeting shall be clearly stated in the said notice. In this regard, the board of directors shall proceed to call a shareholders' meeting to be held within 1 month of the date of the receipt of such notice from the shareholders.

Article 28. In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date and time, the agenda of the meeting and the matters to be proposed to the meeting with reasonable details, by expressly specifying as to the matter to be set forth to the meeting for information, approval or consideration, including opinions of the board of directors on the said matters. The said notice shall be sent to the shareholders and registrar at least 7 days prior to the date of the meeting and shall also be published in a newspapers for 3 consecutive days, at least 3 days prior to the date of the meeting.

A shareholders' meeting may be convened at a venue where the head office of the Company is located or other province in the Kingdom as the board of directors deems appropriate.

Article 29. In a shareholders' meeting, any shareholder may appoint any person as a proxy to attend such meeting and vote on his behalf. The proxy form shall be dated and executed by such shareholder and shall be in accordance with the forms specified by the registrar.

Such proxy form shall be submitted to the chairman of the board of directors or the person designated by the chairman at the meeting venue before the proxy attends the meeting.

Article 30. In a shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting not less than 25 persons and holding shares in aggregate not less than one-third of the total issued shares, or shall be shareholders and proxies attending the meeting not less than one-half of the total number of shareholders and holding shares in aggregate not less than one-third of the total issued shares, to constitute a quorum.

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At any shareholders' meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still not adequate to constitute a quorum as specified, if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In a subsequent meeting, a quorum is not required.

In a shareholders' meeting, the chairman of the board shall preside over the meeting. If the chairman is absent or is unable to perform his duties, if there is a vice-chairman, the vice-chairman shall be the chairman of the meeting. In the absence of the vice-chairman or the vice-chairman is unable to perform his duties, the meeting shall elect one of the shareholders attending the meeting to be the chairman of the meeting.

Article 31. In casting vote, one share is entitled to one vote and the resolution of a shareholders' meeting shall comprise the following votes:

(1) In ordinary events, a majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

(2) In the following events, a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

(a) the sale or transfer of the whole or important parts of the business of the Company to other persons;

(b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;

(c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or amalgamation of the business with other persons with the purpose of profit and loss sharing;

(d) the amendment of the Company's Memorandum of Association or Articles of Association;

(e) the increase or decrease in the Company's capital, or issuance of Company's debentures;

(f) the amalgamation or dissolution of the Company.

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Article 32. Transactions to be conducted at an annual general meeting are as follows:

(1) To consider the report of the board of directors as proposed to the meeting presenting the business operation result of the Company in the preceding year;

(2) To consider and approve the balance sheet and the profit and loss statements of the preceding fiscal year;

(3) To consider the appropriation of profits and the appropriation of reserve funds;

(4) To appoint directors in replacement of the directors who retire by rotation and fix the directors' remuneration;

(5) To appoint the auditor and fix his remuneration;

(6) To transact any other businesses.

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Meeting Location

Meeting Room, Floor 25th, TP&T Tower, No. 1, Soi Vibhavadee Rangsit 19, Vibhavadee Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok, 10900

Bus No. 29, 52, 134 and 510