



Invitation to the Extraordinary General Meeting of Shareholders

No. 1/2024

Hydrotek Public Company Limited

Wednesday, 11 December 2024 at 10.00 a.m.

By broadcasting the signal from the Company's meeting room,
14th floor, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road,
Chatuchak Sub-district, Chatuchak District, Bangkok



(Translation)

26 November 2024

Subject Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024

To Shareholders

HYDROTEK PUBLIC COMPANY LIMITED

Attachments:

1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2024 which was held on 30 April 2024 [For Agenda 1](#)
2. Capital Increase Report Form (F53-4) [For Agenda 3](#)
3. Information Memorandum on the Issuance and Offering the Newly Issued Ordinary Shares of the Company [For Agenda 4](#)
4. The Company's Articles of Association in relation to Shareholders' Meetings
5. Documents for attending the shareholders' meeting via electronic media (E-Meeting)
6. Procedures for attending meetings via electronic media: Inventech Connect
7. List and Profiles of Independent Directors Nominated as Shareholders' Proxy
8. Proxy Forms (Form A, B and C)

The Board of Directors of Hydrotek Public Company Limited (“the Company”) had the resolution to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on **11 December 2024 at 10.00 a.m. via electronic meeting (E-EGM) only** according to the Emergency Decree on Meetings via Electronic Media, B.E. 2020, and related laws and criteria for consideration according to the following agendas:

Agenda 1. To certify the Minutes of the Annual General Meeting of Shareholders for the year 2024 which was held on 30 April 2024

Background Information The Company has prepared the Minutes of the Annual General Meeting of Shareholders for the year 2024 which was held on 30 April 2024, and submitted the copy of such Minutes of the Meeting to the Stock Exchange of Thailand as per the details in **Attachment 1**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

Board of Directors' Opinion The Board of Directors has considered and found that the Minutes of the Annual General Meeting of Shareholders for the year 2024 which was held on 30 April 2024, correctly and

completely recorded all significant questions and opinions, and thus deemed it appropriate to propose the Shareholders' Meeting to consider certify such Minutes of the Meeting.

Voting Resolution. The resolution for this agenda item must be adopted with a majority of votes of the shareholders present at the Meeting and casting their votes.

Agenda 2. To consider and approve the decrease of Company's registered capital by reducing unallocated registered ordinary shares, and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the decrease of the Company's registered capital

Background Information Since the Company intends to issue and offer newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) and through a Private Placement, the Company must increase its registered capital by issuing new ordinary shares. However, the Public Company Limited Act B.E. 2535 (as amended) ("**Public Company Limited Act**") stipulates that the company may increase the amount of its registered capital by issuing new shares provided that all the shares have been completely sold and paid-up in full, or if the shares have not been completely sold, the remaining shares shall be the shares issued to accommodate the exercise of convertible debentures or warrant. Currently, the Company has the unallocated ordinary shares of 282,072,696 shares, which are the shares allocated to accommodate the issuance and offering of the newly issued ordinary shares under General Mandate as approved by the 2024 Annual General Meeting of Shareholders on 30 April 2024. Therefore, the Company must decrease the registered capital by eliminating the unallocated ordinary shares. In this regard, elimination of the unallocated ordinary shares will not affect paid-up capital of the Company

The Board of Directors Meeting No. 8/2024, held on 6 November 2024, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease of Company's registered capital in the amount of 282,072,696 Baht from registered capital 908,156,609 Baht to new registered capital 626,083,913 Baht by reducing 282,072,696 unallocated registered ordinary shares with par value of 1.00 Baht per share, which are the shares allocated to accommodate the issuance and offering of the newly issued ordinary shares under General Mandate as approved by the 2024 Annual General Meeting of Shareholders on 30 April 2024, and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the decrease of the Company's registered capital, as follows:

“Clauses 4.	Registered Capital	626,083,913 Baht	(six hundred twenty-six million eighty-three thousand nine hundred thirteen Baht)
	Divided to	626,083,913 shares	(six hundred twenty-six million eighty-three thousand nine hundred thirteen shares)
	Share value	1.00 Baht	(One Baht)
	Consisting of		
	Ordinary share	626,083,913 shares	(six hundred twenty-six million eighty-three thousand nine hundred thirteen shares)
	Preference Shares	- shares	(-shares)”

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to sign any applications or documents related to the registration of amendments to the Company’s Memorandum of Association, to amend or adjust such applications or the text of such documents related to the registration of amendments to the Company’s Memorandum of Association, and to submit the application for registration of amendments to the Department of Business Development, Ministry of Commerce, Including the authority to undertake any necessary actions as necessary and in connection with these matters, as deemed appropriate, and to undertake any necessary actions to comply with laws, regulations, rules, and interpretations of relevant government agencies, including any recommendations or directives from the Registrar or other officials

Board of Directors’ Opinion The Board of Directors considers it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease of Company’s registered capital in the amount of 282,072,696 Baht from registered capital 908,156,609 Baht to new registered capital 626,083,913 Baht by reducing 282,072,696 unallocated registered ordinary shares with par value of 1.00 Baht per share, which are the shares allocated to accommodate the issuance and offering of the newly issued ordinary shares under General Mandate, and the amendment of the Company’s Memorandum of Association, Clause 4 to be consistent with the decrease of the Company’s registered capital, including the related authorizations as detailed above.

Voting Resolution The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 3 To consider and approve the increase of Company’s registered capital and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the increase of the Company's registered capital

Background Information Since the Company intends to issue and offer newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) and through a Private Placement, the Board of Directors Meeting No. 8/2024, held on 6 November 2024, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of Company’s registered capital in the amount of 1,880,484,647 Baht from registered capital 626,083,913 Baht to new registered capital 2,506,568,560 Baht by issuing 1,880,484,647 new ordinary shares with a par value of 1.00 Baht per share, as the details as appeared in the Capital Increase Report Form (F53-4) (**Attachment 2**), and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the increase of the Company's registered capital, as follows:

“Clauses 4. Registered Capital	2,506,568,560 Baht	(Two billion five hundred six million five hundred sixty-eight thousand five hundred sixty Baht)
Divided to	2,506,568,560 shares	(Two billion five hundred six million five hundred sixty-eight thousand five hundred sixty shares)
Share value	1.00 Baht	(One Baht)
Consisting of		
Ordinary share	2,506,568,560 shares	(Two billion five hundred six million five hundred sixty-eight thousand five hundred sixty shares)
Preference Shares	- shares	(-shares)”

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to sign any applications or documents related to the registration of amendments to the Company’s Memorandum of Association, to amend or adjust such applications or the text of such documents related to the registration of amendments to the Company’s Memorandum of Association, and to submit the application for registration of amendments to the Department of Business Development, Ministry of Commerce, Including the authority to undertake any

necessary actions as necessary and in connection with these matters, as deemed appropriate, and to undertake any necessary actions to comply with laws, regulations, rules, and interpretations of relevant government agencies, including any recommendations or directives from the Registrar or other officials.

Board of Directors' Opinion The Board of Directors considers it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of Company's registered capital in the amount of 1,880,484,647 Baht from registered capital 626,083,913 Baht to new registered capital 2,506,568,560 Baht by issuing 1,880,484,647 new ordinary shares with a par value of 1.00 Baht per share, and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the increase of the Company's registered capital, including the related authorizations as detailed above.

Voting Resolution The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote

Agenda 4. To consider and approve the allocation of newly issued ordinary shares of the Company

Background Information As proposed to the meeting to consider and approve the increase in registered capital in Agenda 3 as mentioned above, the Board of Directors Meeting No. 8/2024, held on 6 November 2024, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of 1,880,484,647 shares with a par value of 1.00 Baht per share with details as follows:

1. Allocation of newly issued ordinary shares of the Company in the amount of 1,880,484,644 shares with a par value of 1.00 Baht per share to offer to the existing shareholders in proportion to their shareholding (Right Offering) at an offering price of 0.10 Baht per share and at the allocation ratio of 1 existing ordinary share to 4 new ordinary share (In the case of any fractional shares resulting from the calculation, such fractions shall be disregarded).

In addition, since the Company has accumulated losses as reflected in the balance sheet and income statements as of 31 December 2023, as well as in the balance sheet and income statements for the 2nd quarter as of 30 June 2024, the Company is able designate the offering price of newly issued ordinary shares to be lower than the par value of the Company's shares, provided that The Company shall comply with Section 52 of Public Company Limited Act which states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified.

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding, and the existing shareholders have

the right to oversubscribe for newly issued ordinary shares in excess of their rights (oversubscription). The existing shareholders who oversubscribe in excess of their rights will be allocated the oversubscribed shares only if there are remaining shares from the allocation to the existing shareholders of the Company that are fully subscribed, accordingly.

In the allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering), in the case there are shares remaining from the allocation to existing shareholders in proportion to their shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for in excess of the rights according to the proportion of shareholding at the same price as the shares allotted according to their rights (Oversubscription). The details are as follows;

- (a) In case, there are shares remaining from the allocation to offer to the existing shareholders proportionate to their shareholding (Right Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe in the oversubscription shares and pay all subscription fees for such oversubscription shares;
- (b) In the case that, there are shares remaining from the allocation to the existing shareholders proportionate to their shareholding (Right Offering) in the first round is less than the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps;
 - (1) To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - (2) In the event that there are still shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall discarded. However, the number of shares to be allocated shall not exceed the number

of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares, in any case, shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of the aforementioned shareholders) holding the Company's shares in the following manners;

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended) (“**Notification TorJor. 12/2554**”) (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In case that there are any remaining newly issued ordinary shares after allocation to existing shareholders proportionate to their shareholding (Right Offering) and to those who have oversubscribed (Oversubscription), the Company will decrease its registered capital by reducing the unallocated shares. The Company is required to obtain approval for this matter from the shareholders at the upcoming shareholders' meeting.

In this regard, the Board of Directors Meeting No. 10/2024, held on 18 November 2024, resolved to approve the Company to set the record date for the determination of the list shareholders who shall be entitled to subscribe the newly issued ordinary shares offered for sale to existing shareholders in proportion to their shareholding (Record Date) on 19 December 2024 and set the subscription period for the Company's newly issued ordinary shares for 13 – 17 January 2025 (a total of 5 business days). However, the determination of the rights to subscribe for and receive the allocation of newly issued shares remains uncertain until approved by the shareholders' meeting.

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to proceed any arrangement in relation to the issuance, offering, allocation, and subscription of the newly issued ordinary shares, including but not limited to the following actions:

- (a) To determine or amend the details of the allocation of newly issued ordinary shares to existing shareholders proportionate to their shareholding (Right Offering);
- (b) To determine or amend the method of allocation of newly issued ordinary shares, such as allotment at one time in full or in multiple occasions, offering ratio, record date for determining the shareholders entitled to the allocation of newly issued shares in proportion to their shareholding (Record Date), subscription and payment date and times, the offering period, the offering price, the payment method, and other details related to allocation and offering;
- (c) To negotiate, enter into agreements, and sign relevant documents and contracts, as well as undertake all necessary actions related to the allocation of the newly issued ordinary shares;
- (d) To sign applications for permission, waiver, notice or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as registering the newly issued shares as listed securities on the Market for Alternative Investment (mai) (“SET”); and
- (e) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects to offer to existing shareholders proportionate to their shareholding (Right Offering) under applicable laws and regulations.

In addition, In the event that the right under warrants to purchase ordinary shares of the Company No. 2 (“HYDRO-W2”) are adjusted in compliance with the Terms and Conditions regarding the rights and duties of the warrant issuer and holders of warrants to purchase ordinary shares of the Company No. 2 (HYDRO-W2) (the “**Terms and Conditions**”) due to the issuance and offering the shares to existing shareholders in proportion to their shareholding (Right Offering) at a price lower than 90 percent of the market price, the Company will announce the details of the rights adjustment through the Stock Exchange of Thailand’s news notification system.

2. Allocation of newly issued ordinary shares of the Company in the amount of 3 shares with a par value of 1.00 Baht per share to offer to Sasitorn Khusuwannarak, the Company’s employee and the Private Placement, to accommodate for the change of the par value by reverse stock split to avoid fractional shares after the change in par value, at the offering price of 1.00 baht, which is equal to the par value of the Company (before the change in par value). Such person is not considered as a connected person to the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (and as amended) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other

Acts of Listed Companies Concerning Connected Transactions B.E. 2546 dated 19 November 2003 (and as amended)

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to proceed any arrangement in relation to the issuance, offering, allocation, and subscription of the newly issued ordinary shares, including but not limited to the following actions:

- (a) To determine or amend the details of the allocation of newly issued ordinary shares through Private Placement
- (b) To determine or amend the method of allocation of newly issued ordinary shares, such as allotment at one time in full or in multiple occasions, offering ratio, subscription and payment date and times, the offering period, the offering price, the payment method, and other details related to allocation and offering;
- (c) To negotiate, enter into agreements, and sign relevant documents and contracts, as well as undertake all necessary actions related to the allocation of the newly issued ordinary shares;
- (d) To sign applications for permission, waiver, notice or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as registering the newly issued shares as listed securities on the Market for Alternative Investment (mai) (“SET”); and
- (e) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects to offer through Private Placement under applicable laws and regulations.

Please consider for more details according to Information Memorandum on the Issuance and Offering the Newly Issued Ordinary Shares of the Company (**Attachment 3**).

Board of Directors’ Opinion The Board of Directors considers it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the allocation of newly issued ordinary shares of the Company in the amount of 1,880,484,647 shares with a par value of 1.00 Baht per share for offering to the existing shareholders in proportion to their shareholding (Right Offering) and offering to the Private Placement to accommodate for the change of the par value by reverse stock split to avoid fractional shares after the change in par value, including the related authorizations as detailed above.

Voting Resolution The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote

Agenda 5. To consider and approve the change in par value of the Company's shares by reverse stock split and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the change in par value of the Company's shares by reverse stock split of the Company's registered capital

Background Information the Board of Directors Meeting No. 8/2024, held on 6 November 2024, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the change in par value of the Company's shares by reverse stock split from the original par value of 1.00 Baht per share to a par value of 8.00 Baht per share, resulting in a decrease in the number of shares of the Company (after the increase of registered capital) held by each shareholder in the ratio 8 existing shares for 1 new share as follows:

	<u>Before change in the par value</u> ⁽¹⁾	<u>After change in the par value</u>
Registered capital	2,506,568,560 Baht	2,506,568,560 Baht
Paid-up capital	2,350,605,808 Baht	2,350,605,808 Baht
Registered shares	2,506,568,560 shares	313,321,070 shares
Paid-up shares	2,350,605,808 shares ⁽²⁾	293,825,726 shares
Par Value	1.00 Baht	8.00 Baht

Remark: (1) the number of registered capital, paid-up capital, registered shares and paid-up shares mentioned above reflect the amounts after the increase in registered capital and the allocation of newly issued ordinary shares in full

(2) As of the date of the Board of Directors' Meeting No. 8/2024, the Company has a registered capital of 908,156,609 Baht, divided into 908,156,609 registered ordinary shares with a par value of 1.00 Baht per share, comprising: 1) 470,121,161 paid-up ordinary shares, and 2) 155,962,752 ordinary shares allocated to accommodate the exercise of warrants to purchase ordinary shares of the Company No. 2 (HYDRO-W2), which have not yet reached their expiration date; and 3) 282,072,696 shares allocated to accommodate the issuance and offering of new ordinary shares under the General Mandate.

Upon receiving the approval of the Extraordinary General Meeting of Shareholders No. 1/2024, and after the Company allocates 1,880,484,647 newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) and through private placement in full, the number of paid-up shares of the Company will increase by 1,880,484,647 shares, from 470,121,161 shares to 2,350,605,808 shares.

The calculation of the change in par value from 1.00 Baht per share to 8.00 Baht per share will affect some shareholders who have insufficient fractional existing shares to convert into new shares, such fractions resulting from the calculation will be rounded down. In calculating the change in the par value of the shares and the rounding of the shares, the Company will assign Thailand Securities Depository Co., Ltd.

(“TSD”), the Company’s share registrar, to carry out the calculation of the change in the par value of the shares and the rounding of the shares.

However, to preserve the rights of the shareholders affected by the rounding of such shares, shareholders may purchase or sell leftover shares (odd lot) on the SET to have a suitable amount for the calculation of the reverse stock split before the date on which the change in the par value of the Company’s shares becomes effective. However, regarding shareholders who does not have sufficient existing shares to convert to new shares, which was discarded after such calculation, the Company is willing to pay compensation in cash for the leftover original shares that have been discarded at the price of 1.00 Baht per share (which is equal to the existing par value of the Company). Affected shareholders may submit a request for compensation using the following method:

- 1) Receive cash compensation for leftover shares at the Company’s office, at 14th Floor, TP&T Tower 1 Soi Vibhavadee-Rangsit 19, Chatuchak Bangkok 10900; or
- 2) Notifies the Company of the intention to receive compensation for leftover shares by transferring money to a bank account in writing via postal mail to the Company or electronic mail (e-mail) of the Company at company.secretary@hydrotek.co.th by attaching documents to verify the identity of the shareholders that is still valid (such as a copy of the identification card, a copy of the government official card, a copy of the state enterprise employee card, passport copy, or a copy of a company affidavit, etc.) together with a copy of the deposit account to receive the compensated money. The name of the owner of such deposit account must be the same as the name of the shareholder. The Company shall transfer such compensation after verification of the submitted information.

In this regard, shareholders requesting cash compensation for leftover shares, either in person or by transferring money to a bank account as mentioned above, must complete their request within 1 month from the date of registration of the change in the par value of the Company’s shares with the Department of Business Development, Ministry of Commerce, which is expected to be completed in January 2025. In this regard, the Company will announce the details through the Stock Exchange of Thailand’s news notification system. If any shareholder does not proceed to request cash compensation within the specified period, the Company will assume that such shareholder waives the right to receive such compensation.

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to take any action necessary and appropriate in relation to the change in the par value of the shares by reverse stock split in all respects, including but not limited to determination of conditions and other details for compensation for the fractional shares,

notifying or asking for permission from any relevant agencies, and complying with relevant laws and/or regulations.

Moreover, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the change in par value of the Company's shares by reverse stock split, as follows:

“Clauses	Registered Capital	2,506,568,560 Baht	(Two billion five hundred six million five hundred sixty-eight thousand five hundred sixty Baht)
	Divided to	313,321,070 shares	(Three hundred thirteen million three hundred twenty-one thousand seventyshares)
	Share value	8.00 Baht	(Eight Baht)
	Consisting of		
	Ordinary share	313,321,070 shares	(Three hundred thirteen million three hundred twenty-one thousand seventy shares)
	Preference Shares	- shares	(-shares)”

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to sign any applications or documents related to the registration of amendments to the Company's Memorandum of Association, to amend or adjust such applications or the text of such documents related to the registration of amendments to the Company's Memorandum of Association, and to submit the application for registration of amendments to the Department of Business Development, Ministry of Commerce, including the authority to undertake any necessary actions as necessary and in connection with these matters, as deemed appropriate, and to undertake any necessary actions to comply with laws, regulations, rules, and interpretations of relevant government agencies, including any recommendations or directives from the Registrar or other officials.

In addition, in the event that the rights under HYDRO-W2 are adjusted in compliance with Terms and Conditions due to the change in the par value of the Company's shares by reverse stock split, the Company will be able to calculate the exact exercise price and exercise rate of the warrants derived from the previously adjusted exercise price and rate, which resulted from earlier rights adjustment calculation due to the issuance and offering the shares to existing shareholders in proportion to their shareholding (Right Offering) at a price lower than 90 percent of the market price, and the Company will announce the details of the right adjustment through the news notification system of the Stock Exchange of Thailand

Board of Directors' Opinion The Board of Directors considers it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the change in par value of the Company's shares from the original par value of 1.00 Baht per share to a par value of 8.00 Baht per share, and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the change in par value of the Company's shares by reverse stock split of the Company's registered capital, including the related authorizations as detailed above.

Voting Resolution The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 6. To consider and approve the decrease of the registered capital and paid-up capital of the Company to compensate for the accumulated losses of the Company and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the decrease of the registered capital

Background Information the Board of Directors Meeting No. 8/2024, held on 6 November 2024, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease of the registered capital of the Company in the amount of 2,349,908,025 Baht from the existing registered capital of 2,506,568,560 Baht (after the increase in registered capital) to the new registered capital of 156,660,535 Baht, and the decrease of the paid-up capital in the amount of 2,203,692,945 Baht from the existing paid-up capital of 2,350,605,808 Baht (after the allotment of newly issued ordinary shares in full) to the new paid-up capital of 146,912,863 Baht by reducing the par value of the Company's shares from the original par value of 8.00 Baht per share (after changes in par value of shares) to a par value of 0.5 Baht per share to compensate for the discount on share and accumulated losses of the Company in the amount of 2,118,240,180 Baht, with the number of ordinary shares of the Company (after the change in the par value of the Company's shares by the merger) remained the same at 313,321,070 shares. After such action, The Company will not have any accumulated losses.

The decrease of the registered capital and paid-up capital of the Company, as mentioned above, will not affect the value of the shareholders' equity of the Company. The Company's shareholders' equity has not changed, and the intrinsic value of the Company's share remains its original value. Such capital decrease is only an accounting adjustment. Details are as follow:

(Unit: Baht)	Separate Financial Statement					
	as of 30 June 2024	After the decrease of the capital by reducing the unallocated shares	After the increase of the capital	After the reverse stock split / Before the Capital Decrease	Changes	After the Capital Decrease by reducing the par value
Par value	1.00	1.00	1.00	8.00	-7.50	0.50
Registered capital	908,156,609	626,083,913	2,506,568,560	2,506,568,560	-2,349,908,025	156,660,535
Paid-up capital	470,121,161	470,121,161	2,350,605,808	2,350,605,808	-2,203,692,945	146,912,863
Premium on share	-	-	-	-	69,397,348	69,397,348
Discount on share	-110,737,960	-110,737,960	-1,803,174,140	-1,803,174,140	1,803,174,140	-
Warrant	1,559,272	1,559,272	1,559,272	1,559,272		1,559,272
Accumulated loss	-331,121,457	-331,121,457	-331,121,457	-331,121,457	331,121,457	-
Total Shareholders' Equity	29,821,016	29,821,016	217,869,483	217,869,483	-	217,869,483

Since the Company has accumulated losses and does not have legal reserves and other reserves, the Company is able to decrease its registered capital to less than 1/4 of its total registered capital pursuant to Section 139 of the Public Limited Company Act. In this case, upon approval from the shareholders' meeting of the Company, the Company will submit a notification of the resolution of the capital reduction to all creditors of the Company within 14 days from the date of the resolution of the shareholders' meeting. The period for the creditors to submit an objection for such capital reduction is within 2 months from the date of receipt of the notice of the resolution, and the Company will advertise such resolution in the newspaper within 14 days from the date of the resolution of the shareholders' meeting under Section 141 of the Public Limited Company Act.

Moreover, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the decrease of the registered capital, as follows:

“Clauses	Registered Capital	156,660,535 Baht	(One hundred fifty-six million six hundred sixty thousand five hundred thirty-five Baht)
	Divided to	313,321,070 shares	(Three hundred thirteen million three hundred twenty-one thousand seventy shares)
	Share value	0.50 Baht	(Fifty Satang)
	Consisting of		
	Ordinary share	313,321,070 shares	(Three hundred thirteen million three hundred twenty-one thousand seventy shares)
	Preference Shares	- shares	(-shares)”

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to determine the conditions and other details related to the decrease of registered and paid-up capital by reducing the par value of shares, sign any applications or documents related to the registration of amendments to the Company’s Memorandum of Association, to amend or adjust such applications or the text of such documents related to the registration of amendments to the Company’s Memorandum of Association, and to submit the application for registration of amendments to the Department of Business Development, Ministry of Commerce, including the authority to undertake any necessary actions as necessary and in connection with these matters, as deemed appropriate, and to undertake any necessary actions to comply with laws, regulations, rules, and interpretations of relevant government agencies, including any recommendations or directives from the Registrar or other officials

Board of Directors’ Opinion The Board of Directors considers it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease of the registered capital of the Company in the amount of 2,349,908,025 Baht from the existing registered capital of 2,506,568,560 Baht (after the increase in registered capital) to the new registered capital of 156,660,535 Baht, and the decrease of the paid-up capital in the amount of 2,203,692,945 Bah from the existing paid-up capital of 2,350,605,808 Baht (after the allotment of newly issued ordinary shares in full) to the new paid-up capital of 146,912,863 Baht by reducing the par value of the Company’s shares from the original par value of 8.00 Baht per share (after changes in par value of shares) to a par value of 0.5 Baht per share to compensate for the discount on share and accumulated losses of the Company, the amendment of the Company’s Memorandum of Association, Clause 4 to be consistent with the decrease of the registered capital, including the related authorizations as detailed above.

Voting Resolution The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 7. To consider other matters (if any)

At this Extraordinary General Meeting of Shareholders No. 1/2024, The Company will only use the method of registering to attend the voting meeting and counting votes via the electronic system only. We would like to invite shareholders of Hydrotek Public Company Limited to attend the meeting via electronic media (E-EGM) on the date and time mentioned above.

The Company would like to inform all shareholders of the rules and procedures for meeting through electronic media through the Inventech system as follows:

1. If the shareholder wishes to appoint an independent director as shareholders' proxy, the shareholder can appoint a proxy to an independent director of the Company according to the List and Profiles of Independent Directors Nominated as Shareholders' Proxy (**Attachment 7**) to attend the meeting and vote on behalf of shareholders;
2. If the shareholder wishes to appoint another person to attend the meeting and vote on their behalf in this meeting, the shareholder must a proxy to a person who is of legal age by filling the details and signing on the proxy form A. or B. or C. (**Attachment 8**) only one form, and submit it to the Company before joining the meeting. (Proxy form C. shall be used to authorize a custodian in Thailand to be the depositary and custodian of securities to attend the meeting. and vote on behalf of foreign investors only)

In this regard, shareholders can submit proxy documents to the Company within 5 December 2024 through the following channels:

- 1) Electronic mail IR@hydrotek.co.th.
- 2) Submit the original proxy form along with a copy of the ID card to Office of the Company Secretary, Hydrotek Public Company Limited, 14th Floor, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19 Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok

If the shareholder wishes to attend the meeting in person, the shareholder can follow the instructions in the document. (Attachment 5 and 6)

Yours sincerely,

Hydrotek Public Company Limited.



(Mr. Somprasong Panjalak)

Chairman of the Board

(Translation)

Minutes of the 2024 Annual General Meeting of Shareholders

Time and place

The Meeting was held on Tuesday, 30 April 2024 at 10.00 a.m, at Meeting Room, 14th Floor of TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok.

General information

In this 2024 Annual General Meeting of Shareholders, this was a meeting via electronic media. In accordance with the Emergency Decree on Electronic Conferencing B.E. 2020, to prevent the spread of COVID-19, Hydrotek Public Company Limited has used the meeting management service from Inventech Systems (Thailand) Company Limited, which is a consistent system. With the announcement of the Ministry of Digital For the economy and society on the security standards of electronic meetings of 2020, including the meeting control system certification from the Electronic Transactions Development Agency (ETDA).

Quorum

At 10:00 a.m., there were 1 shareholders attending the meeting in person and 29 by proxy, totaling 30 shareholders, totaling 272,694,398 shares from the total number of shares of Hydrotek Public Company Limited (“Company”) issued and paid up 470,121,161 shares, or 58.0051 percent of the total number of shares sold in the Company. A quorum was formed. According to legal requirements and company regulations. which requires that there must be no less than 25 shareholders and shareholders' proxies to attend the meeting, or not less than half of the total number of shareholders. Whichever amount is less. and must have shares totaling not less than one-third of the total number of shares sold in the company.

Directors attending the Meeting

1	Mr. Somprasong	Panjalak	Chairman of the Board
2	Mr. Sukrit	Jintanakosin	Chief Executive Officer / 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 / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management
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Directors attending the Meeting

1	Mr. Somcharn Panjalak	Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Director
2	Dr. Siridech Kumsuprom	Audit Committee / Nomination and Remuneration Committee / Independent Director
3	Mr. Pramin Panthaveesak	Independent Director

Director absent the meeting

1	Mrs. Wipaporn Chairatana	Audit Committee / Nomination and Remuneration Committee / Independent Director
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Executive attending the Meeting

1	Mr. Kasame Chanweerathum	Chief Financial Officer and Company Secretary
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Auditor attending the meeting from SAM NAK-NGAN A.M.C. Co., Ltd.

1	Mr. Burin Prasongsamrit	SAM NAK-NGAN A.M.C. Co., Ltd.
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Legal Advisors attending the meeting

1	Mr. Natthawat Ketmunin	legal advisor
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Commencement of the Meeting

Miss. Kyanat Savetsunthorn, who was responsible for the meeting moderator (the “Conductor”) welcomed the shareholders and attendees to attend the 2024 Annual General Meeting of Shareholders and explained the Company’s preliminary information. And to ensure that the meeting is in accordance with the principles of good corporate governance in regard to voting at the meeting the conductor has informed the voting procedures and vote counting criteria as follows:

Voting method

- The meeting will consider matters in the order of the agenda specified in the meeting invitation letter. Information will be presented on each agenda. and provide opportunities for shareholders to ask

questions before voting and the results of the scores will be reported to the meeting. When the votes are counted in that agenda Finished in order

2. In voting Let shareholders choose the agenda they want to vote on. Then press the “vote” button. The system will display 3 boxes for voting: agree, disagree, and abstain.

For shareholders or multiple proxies, the system will display all names of those who have been granted a proxy. Voting will be done separately for each user account.

To cancel voting, press the "Cancel Voting" button for any shareholder who has not voted within the specified time. The company will assume that the shareholder agrees with that agenda. and voting can make amendments Until there is notification of the closing of voting in that agenda. The company gives voting time 1 minute and when the voting results for each agenda are closed. The results of that agenda will be announced to the meeting later.

3. In the case of shareholders Accepting proxies from many shareholders Press to select the menu. “User Account” and press the “Change Account” button to access the accounts of other shareholders. The system will not remove votes from the meeting base.

4. If the shareholder wishes to leave the meeting Before closing voting on any agenda Shareholders' votes will not be counted as a quorum for the said agenda. and votes will not be counted immediately for the remaining agenda items. However, leaving the quorum for any agenda item will not disqualify shareholders' rights. or a proxy to return to attend the meeting and vote on the next agenda in the system.

5. Asking questions or expressing opinions in the meeting room

Before voting on each agenda The Company will give meeting attendees the opportunity to ask questions. or express opinions on issues related to that agenda as appropriate by selecting the agenda on which you want to ask questions or express opinions. Then press the “Question” button. There are 2 ways to inquire:

- Inquire via message You can type the desired question. Then press the “Send Questions” button. The company will answer questions in the conference room on the agenda related to that question. However, if there are a large number of questions sent, The Company reserves the right to consider selecting questions as appropriate or

- Inquire via video and audio (video conference) by pressing the “Inquire via video and audio” button, then press “OK” to confirm the reservation. Once you have received permission from the staff, turn on your camera and microphone. Attendees must inform their name and surname. and status as a

shareholder or proxy before asking questions every time So that the company can record them in the meeting minutes correctly and completely.

The company reserves the right to cut off images and audio of shareholders who ask questions or express impolite comments. or defame others or violate any law Including violating the rights of other people. or disrupting the meeting or cause distress to other meeting participants

6. In the case that there are many shareholders who wish to ask questions using images and sound in the system. To preserve the duration of the meeting Please ask shareholders to ask questions via message. for officials to answer questions or bring your questions to answer at the end of the meeting. or put the answer on the company's website.
7. In the case that shareholders encounter problems logging into the meeting system or voting system Please study and follow the instructions provided along with the meeting invitation letter. Or select the "Help" menu in the system. You can contact Inventech Call Center staff from the phone number and Line Official.
8. If there is a system failure during the shareholder meeting, you will receive an email. To return to the meeting via the backup system.

Vote counting criteria

Under Article 31 of the Company's Articles of Association, it is stated that "in voting, one share has one vote" and the resolution of the shareholders' meeting shall consist of the following votes:

- (1) In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be taken. If there are equal votes The chairman of the meeting shall cast one additional vote as the deciding vote.

Therefore, in considering the majority vote of shareholders whether they agree with that agenda or not, only the "agree" and "disagree" votes of the shareholders who attended the meeting will be counted. and vote only in the case that shareholders cast an "abstain" vote, the Company will not count such voting as the base for counting votes.

- (2) In the following cases A vote of not less than three-fourths of the total number of votes of shareholders attending the meeting shall be held. and have the right to vote.
 - (a) Sale or transfer of the entire business of the company. or some important part to another person
 - (b) Purchasing or accepting transfer of business of another company. or a private company becomes a company

- (c) Making, amending or terminating contracts regarding the rental of all company business. or some important part Assigning another person to manage all of the company's business or combining business with another person with the objective of sharing profits and losses.
- (d) Amendments to the memorandum of association. or company regulations
- (e) Increase or decrease of the company's capital. or issuance of corporate bonds
- (f) Merger or dissolution of business.

Therefore, agenda items that must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote will be calculated by counting the votes of all shareholders attending the meeting. and have the right to vote by voting “agree”, “disagree” and “abstain”

Before voting on each agenda the chairman of the meeting will provide opportunities for attendees to ask questions on issues related to that agenda as appropriate. For questions or comments that are beyond the agenda being considered. Please bring it to inquire. or give opinions on other agenda items at the end of the meeting and please kindly ask shareholders to give their opinions. or ask concisely and refrain from asking questions or expressing opinions on duplicate issues. To give other shareholders an opportunity to exercise their rights as well. We therefore request that shareholders please cooperate so that the meeting goes well. and to manage the meeting within the specified time

In the case that many questions are sent into the system The company reserves the right to consider and select questions as appropriate. And if there are any questions that cannot be answered during the meeting Due to limited time The company will consider collecting responses. and further disclose in the meeting minutes or through the Company's website.

To follow good guidelines for shareholder meetings of listed companies. Concerning the counting of votes in this meeting the company therefore invites representatives from the company. Ketumunin Law Office Limited, with legal advisor Mr. Natthawat Ketmunin, is in charge of overseeing the vote counting. and supervise shareholder meetings in accordance with the laws and regulations of the Company.

Thereafter, Mr. Somprasong Panjalak, Chairman of Board of Directors, presided over the Meeting (“Chairman”) welcomed the shareholders. and conduct the meeting according to the various agendas appearing in the invitation to the Annual General Meeting of Shareholders Year 2024 of the Company as follows:

Agenda 1. To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 14 December 2023

The Company held the Extraordinary General Meeting of Shareholders No. 1/2023 on 14 December 2023. The Company prepared a report of the Extraordinary General Meeting of Shareholders No. 1/2023 and sent a copy of the said meeting report to the Stock Exchange of Thailand. and Ministry of Commerce As required by law, the Company has also published the minutes of the said meeting on the Company's website. Including sending the minutes of the meeting together with the meeting invitation letter to all shareholders in advance.

Board of Directors' Opinion

The Board is of the opinion that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 14 December 2023, have recorded questions. and important comments are included in the report correctly and completely. Therefore, it was deemed appropriate to propose to the shareholders' meeting to consider and approve the minutes of the said meeting.

The Chairman then gave the meeting an opportunity to express their opinions. and ask questions related to Agenda 1

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 14 December 2023.

Resolved The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on 14 December 2023 with all the details as proposed. 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	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution on this agenda must consist of a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 2. To consider and acknowledge the Company's operating results report for the year 2023

The meeting of the board of directors No. 2/2024 held on the date of February 29, 2024 has resolution to acknowledge shareholders the operating results in year of 2023 found in One Report 2024 under the name of "Analysis and Explanation of Operation sector" The Chairman assigned Mr. Sukrit Jintanakosin, Chief Executive Officer to present the report of the Company's operating results for the year 2023 to the meeting. Mr. Sukrit Jintanakosin reported that in 2023, the company continue to operate its business in line with the company's vision and mission. Emphasis is placed on basic infrastructure construction contracting work with state enterprises and private agencies within the country and there is also organizational development including personnel at all times to keep up with current economic and social changes. As for the report on the Company's performance for the year 2022, the Chairman assigned Mr. Kasame Chanweerathum, Chief Financial Officer and Company Secretary to present the Company's 2023 performance to the meeting. The details are shown in the copy of the 2023 Annual Report, which has been sent together with the invitation letter for this meeting. The important things can be summarized as follows:

In 2023, the company has construction income decreased from 2022 in the amount of 52.48 million baht because there was 1 project that was nearly completed and was in the process of collecting work before delivering all the work, causing a decrease in income from the project in this year. The company has a net loss from operations in 2023 in the amount of 71.71 million baht due to the construction income was decreased during the year from projects that are close to completion and the company has revised the cost estimate and set an estimate for impairment of some assets during the year, causing such losses. As at 31 December 2023, the company's debt to equity ratio was increased from 2022 by 13.61 due to the equity was decreased from losses of operating results during the year.

Board of Directors' Opinion

The Board of Directors It is advisable to propose to the shareholders' meeting to acknowledge the report of the Company's operating results for the year 2023 according to detail above.

The Chairman then gave the meeting an opportunity to express their opinions. and ask questions related to Agenda 2

Inquiries or Comments

Mrs. Keeratika Paenglart Volunteer Pitaksit from the Thai Investors Association ask question in Agenda 2

1.From the auditor do not express an opinion on the Company's consolidated financial statements. and subsidiaries and the Company's separate financial statements regarding "intangible assets". I would like to ask what is the Company's approach to solving this issue?

The Chairman assigned Mr. Kaseme Chanweerathum Chief Financial Officer and Company Secretary who answer questions The details are summarized as follows:

Intangible assets of the company It arose from two concessions for the construction of a water production and distribution plant. The company has made an investment plan in the said project and coordinated with government agencies to provide further clarification regarding the further implementation of the said project from the investment plan that the company has prepared, it is found that the value of projects that have been operated until the concession period has expired is higher than the investment value. The company is in the process of waiting for clarity on the verdict of the lawsuit so the Company will proceed further.

2. According to the Stock Exchange of Thailand the CB sign is displayed because the shareholders' equity is <50% of the paid-up capital. I would like to ask what is the company's solution?

The Chairman assigned Mr. Kaseme Chanweerathum Chief Financial Officer and Company Secretary who answer questions. The details are summarized as follows:

The posting of the CB sign is due to lower shareholder equity 50% of paid-up capital This part was in 2023, there were number of project bids because Part of it came from the change of government. The company expects that in 2024, The government agencies will have more projects for bidding. The company has planned for bidding on various projects. The company has in the process of preparing a bid to get the next project.

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2023.

Resolved The meeting acknowledged

Remarks: No voting on this agenda.

Agenda 3. To consider and approve the consolidated Financial Statements for the year ended 31 December 2023

The Company's Board of Directors Meeting No. 2/2024, held on February 29, 2024, resolved to propose to the shareholders' meeting to consider approving the consolidated financial statements for the year ending December 31, 2023 in order to be in line. According to the law that requires the

company Annual financial statements must be prepared at the end of the company's fiscal year. and arrange for an audit from an auditor before submitting it to the shareholder meeting for approval.

As for the annual financial statements ending December 31, 2023 the Chairman assigned Mr. Kasam Chanweerathum, Chief Financial Officer and Company Secretary to present the annual financial statements as of December 31, 2023 to the meeting. The details are shown in the copy of the 2022 Annual Report, which has been sent together with the invitation letter for this meeting. The important things can be summarized as follows:

In 2023, the Company's auditor's report was disclaimer of opinion on the financial statements due to 2 main matters as follows:

1. Intangible assets in the amount of Baht 108.60 million are the rights under 2 concession agreements to construction of a water production plant and water distribution. Currently, the construction and development of the said project hasn't been according to the plan due to a dispute between the Group with the company that has provided financial support for the project. The case is under consideration by the Civil Court. There is a significant uncertainty regarding how the concession project will be resolved and has there been an impact causing the said assets whether to become impaired.

The management plans to continue with the concession project if the company has the conclusion and clarity of the above lawsuit. The company has prepared an investment plan for the said project and has been in contact with various government agencies to express its intention to continue the said project.

2. the Group and the Company faces losses from continued operation over several years. The Group and the Company incurred a net loss for the year ended December 31, 2023 in the consolidated financial statements amount of Baht 71.71 million and in the separate financial statements amount of Baht 66.84 million and as at December 31, 2023, the Group and the Company had current liabilities exceeded current assets by amount of Baht 123.07 million and amount of Baht 115.24 million. The Company also has litigation related to the appeal application to the Supreme Administrative Court as mention in the Note to financial statements No.35.1 These factor along with a lawsuits with the Company filed against counterparties related to the concession project as mentioned in the previous paragraph are indicate significant uncertainties which may has potential interaction of the uncertainties and their possible cumulative effect on the financial statements which cast significant doubt to the Group's and the Company's ability to continue as a going concern which may affect the valuation of significant assets and liabilities in the consolidated and separate financial statements.

The management is in the process of improving operations. Including considering participating in bidding on various projects to create profit opportunities for the group of companies, including finding new partners to bring the strengths of each company to accept government work in 2024, which the management believes will be able to resolve the situation and lead the group of companies to be able to operate continuously.

The Statements of Financial Position and the statements of Income.

Description	2022	2023
Total assets	404.97	369.97
Total liabilities	314.67	349.53
Total shareholders' Equity	90.29	20.44
Revenue from construction	123.61	71.13
Revenue from service	6.45	3.02
Revenue from sales	-	0.01
Profit (loss) margin	(22.66)	(6.01)
Net profit (loss)	(80.72)	(71.72)
Profit (loss) per share	(0.26)	(0.23)

Assets were decreased from cash and cash equivalents, which decreased from payments to due creditors and repayment of debt to a financial institution to offset debts which the financial institution was a guarantor for construction contracts.

Liabilities were increased from trade and other creditors with payment due dates in 2024 and long-term loans from financial institutions during the period, including loans from related businesses.

Initial loss decreased - because the company has revised the cost estimates in 2022, making the project cost estimates and actual project costs closer to reality in 2023, and the company has controlled and reduced fixed costs in project work. that can be reduced from the above reasons, the net loss decreased from 2022 in the same direction.

Board of Directors' Opinion

The Board of Directors is of the opinion that it should be proposed to the shareholders' meeting to consider and approve the financial statements ended December 31, 2023 audited and certified by an auditor from SAM NAK-NGAN AMC Company Limited and has been approved by the Audit Committee.

The Chairman then gave the meeting an opportunity to express their opinions, and ask questions related to Agenda 3

Inquiries or Comments

Mrs. Keeratika Paenglart Volunteer Pitaksit from the Thai Investors Association ask question in Agenda 3 as follows:

I want to know confidence in repaying debt that will be due and earn more revenue to reduce losses.

The Chairman assigned Mr. Kaseme Chanweerathum Chief Financial Officer and Company Secretary who answer questions The details are summarized as follows:

In the matter of repaying debts that are due. The company has made repayments to trade creditors and other creditors complete. The group still has 2 projects in progress, which are expected to be completed in 2024. For seeking more income to reduce that loss, As the company has informed in the beginning. The company is in the process of finding a new project. The company expects that in 2024 there will be new government projects for bidding which are between the company considering 1-2 projects during the year.

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve the consolidated Financial Statements for the year ended 31 December 2023.

Resolved

The meeting resolved to approve the consolidated Financial Statements for the year ended 31 December 2023 with all the details as proposed. 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	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution on this agenda must consist of a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 4. To consider and approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2023

The meeting of the board of directors No.2/2024 on February 29, 2024, is consensus to present the non-allocation profit, and the Omission of dividend payment to the meeting of shareholders.

The Company policy should distribute the dividend not less than 40% of the net profit including corporate income tax and the statutory reserve allocation. However, this dividend payment is subject to the coming projects, strategies, and profit as a benefit for the shareholders in its reasonable and necessary, for example, as a reservation to pay back the loan or to invest in force coming business in consideration of the board of directors.

The Consolidated and separated Financial Statements for the fiscal year ended December 31, 2023 stated that the Company has net loss in total of 71.71 million Baht and 66.84 million Baht ,respectively. As a result, the company is unable to allocate net profits as legal reserves and the company is unable to pay dividends for the 2023 operating results to shareholders. This is in accordance with the laws and regulations of the company.

Board of Directors' Opinion

The Board of Directors is of the opinion that it should propose to the shareholders' meeting to consider and approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2023

The Chairman then gave the meeting an opportunity to express their opinions. and ask questions related to Agenda 4

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2023.

Resolved

The meeting resolved to approve not to appropriate net profit as legal reserve and to omit the dividend payment for the operating results of the year 2023 with all the details as proposed. 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	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution on this agenda must consist of a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 5. To consider electing directors to replace those who retire by rotation

The meeting of the board of directors No.2/2024 on February 29, 2024, deems appropriate to propose the meeting of shareholders to consider and elect the directors in replacement of those retiring by rotation. According to Clause 15 "At every annual general meeting One-third of the directors shall retire from office if the number of directors cannot be divided into three parts. The number closest to 1 in 3 will be retired. Directors who must retire from office in the first and second years after registering the company shall use the method of drawing lots to determine who will retire. As for the following years, the remaining directors will be retired. The person who has been in office the longest is the person who leaves the position. Directors whose terms expire may be re-elected to hold new positions."

1. Air Chief Marshal Surasak Memanee Independent Director / Chairman of the Audit Committee / Chairman of Risk Management Committee / Nomination and Remuneration Committee
2. Mr. Somcham Panjalak Director / Nomination and Remuneration Committee / Risk Management Committee
3. Mr. Pramin Pantaveesak Independent Director

According to the support of Good Corporate Governance, the shareholders can offer any candidate as directors in the Annual General Meeting of shareholders in the year 2024 between the dates 25 December 2023 – 31 January 2024. Details publicize on the website of the stock exchange of Thailand and the Company website. However, no candidate has been offered.

And the chairman asked 3 directors who were due to retire by rotation to leave the meeting. to show fairness and transparency in considering this agenda.

Nomination and Remuneration Committee (The Nomination and Remuneration Committee has no conflict of interest) has considered the qualifications of all 3 directors who will retire from office upon completion of their terms at the 2024 Annual General Meeting of Shareholders and is of the view that these 3 persons are: Has knowledge, ability, experience, and expertise that is beneficial to the Company's operations. Has qualifications and does not have prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (as amended) and the Securities Act. and the Stock Exchange of Thailand B.E. 2535 (as amended) as well as related announcements. Therefore, we would like to propose to the Board of Directors to consider nominating all 3 persons to the shareholder meeting for consideration and re-election to the position. Director/Independent Director of the Company Another agenda.

Board of Directors' Opinion

All 3 individuals who were nominated to be elected as directors of the Company this time have passed the screening process of the Company's Board of Directors. By the Board of Directors (by directors who have no conflict of interest) has considered and agreed with the Nomination and Remuneration Committee that the three aforementioned persons have appropriate qualifications for the Company's business operations. The independent directors are also able to express their opinions independently. and according to relevant criteria But with the knowledge and experience of these 3 people during their tenure. Moreover, he has dedicated his knowledge, abilities, experiences, and independent opinions. and beneficial to the Company's business operations As well as performing duties responsibly, carefully and with honesty at all times.

Therefore, it is considered appropriate to propose that the 2024 Annual General Meeting of Shareholders elect 3 persons, namely Air Chief Marshal.Surasak Memanee, Mr. Somchan Panjalak and Mr. Pramin Pantaveesak who resigned from their positions upon completion of their terms. Return to the position of director/independent director of the company. Another agenda

The Chairman then gave the meeting an opportunity to express their opinions. and ask questions related to Agenda 5

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve the electing directors to replace those who retire by rotation

Resolved

The meeting resolved to electing directors to replace those who retire by rotation with all the details as proposed. with the following votes:

5.1 Air Chief Marshal Surasak Memanee

Independent Director / Chairman of the Audit Committee /Chairman of Risk Management Committee /Nomination and Remuneration Committee

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

5.2 Mr. Somcham Panjalak

Director / Nomination and Remuneration Committee / Risk Management Committee

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

5.3 Mr. Pramin Pantaveesak

Independent Director

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution on this agenda must consist of a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 6. To consider and approve the determination of directors' remuneration for the year 2024

The Company's Board of Directors Meeting No. 2/2024, held on February 29, 2024, The Managing Director, therefore, deems appropriate to propose the Meeting to consider and approve the remuneration for the directors in 2024. The Company stipulated rules and practices of remuneration of directors by annual revision of Nomination and Remuneration Committee and propose to the board of directors and, lastly, the board will initiate to the shareholders meeting to finalize the remuneration rate

Nomination and Remuneration Committee considered the rate of remuneration of directors based on business profits, business size and the responsibility of directors compared to the Market Capitalization of other listed companies in similar business on the Stock Exchange of Thailand. Therefore, the board of directors deems appropriate to propose the Meeting to determine the 2024 remuneration for the directors as above.

	2024 (Present proposal)	2023
1. Monthly		
Chief of Director and the board of directors	30,000 Baht per month	30,000 Baht per month
Chief of Audit Director and directors	30,000 Baht per month	30,000 Baht per month
Audit Director and directors	20,000 Baht per month	20,000 Baht per month
Director	15,000 Baht per month	15,000 Baht per month
2. Meeting Allowance (excluding Executive directors)		
Chief of Nomination and Remuneration Committee	10,000 Baht per month	10,000 Baht per month
Chief of Risk Management Committee	10,000 Baht per month	10,000 Baht per month
Nomination and Remuneration Committee	7,500 Baht per month	7,500 Baht per month
Risk Management Committee	7,500 Baht per month	7,500 Baht per month
3. Special Compensation		
	Subject to the operation performance. Allowance to directors except for executive directors	Subject to the operation performance. Allowance to directors except for Executive directors
4. Other Allowance		
	Allowance to executive directors who have not been paid monthly 5,000 Baht per month	Allowance to executive directors who have not been paid monthly 5,000 Baht per month

Board of Directors' Opinion

Board of Directors has considered the recommendations of the Nomination and Remuneration Committee, which has considered and scrutinized them taking into account various suitability, and deems it appropriate to propose to the shareholder meeting to determine the remuneration of directors according to the details above

The Chairman then gave the meeting an opportunity to express their opinions, and ask questions related to Agenda 6

Inquiries or Comments

Mrs. Keeratika Paenglart Volunteer Pitaksit from the Thai Investors Association ask question in Agenda 6 as follows:

While the company has continued to suffer losses for many years, the company has reviewed the remuneration of directors. Is it consistent with the company's operating results?

The Chairman assigned Air Chief Marshal Surasak Meemanee, Chairman of the Audit Committee who answer questions The details are summarized as follows:

The Company's Nomination and Remuneration Committee Considered the appropriateness due to the Company's operating results and losses. Therefore, the remuneration of various directors remains the same.

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve the determination of directors' remuneration for the year 2024

Resolved

The meeting resolved to approve the determination of directors' remuneration for the year 2024 with all the details as proposed. 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	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

- Remarks: 1. The resolution for this agenda must be approved by not less than two-thirds of the total number of votes of the shareholders or proxies presented at the Meeting and casting their votes.

Agenda 7. To consider and approve the appointment of the auditor and determine the audit fee for the year 2024

The Company's Board of Directors Meeting No. 2/2024, held on February 29, 2024, resolved to propose to the shareholders' meeting to appoint an auditor. and determine the annual audit fee for 2024 in order to comply with the provisions of Section 120 of the Public Limited Companies Act B.E. 2535 (as amended) which requires that the general meeting of shareholders appoint an auditor. and determine the amount of the Company's audit fee every year. The Audit Committee has considered and selected auditors in accordance with the criteria of the Public Limited Companies Act B.E. 2535 (as amended) and the announcement of the Capital Market Supervisory Board at relevant By considering the performance of the auditors from SAM NAK-NGAN A.M.C. Company Limited in the past year. and was of the opinion that the auditors from SAM NAK-NGAN A.M.C. Company Limited were independent. Suitable to act as the company's auditor. and performed his duties responsibly Therefore, it was presented to the Board of Directors for consideration and presentation to the shareholder meeting to consider appointing an auditor from SAM NAK-NGAN A.M.C. Company Limited to be the Company's auditor. For the accounting period ending December 31, 2024, by appointing one of the following auditors: Be an inspector and express opinions on the company's financial statements

1. Mr. Ampon Chamnongwat CPA No. 4663 and/or
2. Miss Prapasri Leelasupa CPA No. 4664 and/or
3. Mr. Naris Saowalucksakul CPA No. 5369 and/or
4. Miss Kanyanan Poonyawiwat CPA No. 12733 and/or
5. Mr. Burin Prasongsamrit CPA No. 12879

These auditors have no relationship or transaction that may lead to a conflict of interest with the Company nor does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either. These auditors considered adequate and independent to audit or comment to the Consolidated Financial Statements and have not been audited or reviewed the Company Statements for 7 continuous fiscal years. Therefore, these auditors are appropriate to be selected as Company auditors according to the announcement of the Capital Market Supervisory Board

In addition, the Audit Committee has considered the audit fee for the accounting period ending December 31, 2024 of SAM NAK-NGAN A.M.C. Company Limited and is of the opinion that the

proposed audit fee is appropriate for the scope of the audit. Therefore, it was presented to the Board of Directors. To consider the Company's audit fees. For the accounting period ending 31 December 2024, the amount does not exceed 950,000 baht, excluding other service fees and excluding audit fees of subsidiaries and joint ventures, including authorizing the management to appoint auditors and determine Audit fees for reviewing financial statements and auditing financial statements of subsidiaries and joint ventures Details of the company's audit fees Comparison with last year is as follows:

Audit fee	Fiscal Year of 2024	Fiscal Year of 2023
Hydrotek Public Company Limited	950,000	950,000
Subsidiaries *	514,000	532,500
Other expenses	Actual Payment	Actual Payment
<u>In total of</u>	<u>1,464,000</u>	<u>1,482,500</u>

Board of Directors' Opinion

Board of directors deems appropriate to propose the meeting of shareholders to appoint Mr. Ampon Chamnongwat CPA No. 4663 and/or Miss Prapasri Leelasupa CPA No. 4664 and/or Mr. Naris Saowalucksakul CPA No. 5369 and/or Miss Kanyanan Poonyawiwat CPA No. 12733 and/or Mr. Burin Prasongsamrit, CPA No. 12879 of SAM NAK-NGAN A.M.C. Company Limited as the auditor of the Company in the fiscal year ended on December 31, 2024. In case, In the event that the said certified public accountant is unable to perform his duties, SAM NAK-NGAN A.M.C. Company Limited may arrange for another certified public accountant to replace them. and determine the remuneration in an amount not exceeding 950,000 baht, excluding other service fees and excluding audit fees of subsidiaries and joint ventures, including authorizing the management to appoint auditors and determine audit fees for Reviewing financial statements and auditing financial statements of subsidiaries and joint ventures

The Chairman then gave the meeting an opportunity to express their opinions. and ask questions related to Agenda 7

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve the appointment of the auditor and determine the audit fee for the year 2024

Resolved

The meeting resolved to approve the appointment of the auditor and determine the audit fee for the year 2024 with all the details as proposed. 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	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution on this agenda must consist of a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 8. To consider and approve the reduction of registered capital and amendments to Clause 4 of the Company's Memorandum of Association to comply with the reduction of registered capital

The Board of Directors Meeting No.2/2024, held on 29 February 2024, resolved to propose to the shareholders' meeting to consider and approve the reduction of registered capital. By writing off the unissued ordinary shares of the Company and amendments to Clause 4 of the Company's Memorandum of Association to comply with the reduction of registered capital. The details are as follows:

Reduction of the Company's registered capital in the amount of 49,754,679.00 Baht from 675,838,592.00 Baht to the registered capital 626,083,913.00 Baht by canceling the registered but unissued ordinary shares in the number of 49,754,679 shares at a par value of 1.00 baht per share to offer for sale to existing shareholders in proportion to the shareholding each shareholder holds (Right Offering) in the amount of 207,950,336 shares which was approved by the Extraordinary General Meeting of Shareholders No. 1/2566 on 14 December 2023 and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the reduction of the company's registered capital. The details are as follows:

Clause 4. Registered capital of : 626,083,913.00 Baht (Six hundred and twenty-six million eighty-three thousand nine hundred and thirteen baht)

Divided into : 626,083,913 Shares (Six hundred and twenty-six million eighty-three thousand nine hundred and thirteen shares)

Each of : 1 Baht (One Baht)

Comprising :
Ordinary shares : 626,083,913 Shares (Six hundred and twenty-six million eighty-three thousand nine hundred and thirteen shares)
Preferential shares : -none-

The Company's Board of Directors' meeting resolved to approve the proposal to the shareholders' meeting. To consider and approve the delegation of authority to the Chief Executive Officer, or a person assigned by the Chief Executive Officer Is the person with authority to consider and take any action regarding the reduction of the company's registered capital. Amending or changing requests or statements in documents related to various registrations, that must be submitted to the Department of Business Development Ministry of Commerce Submitting applications or other documents to the Securities and Exchange Commission and the Stock Exchange and the Stock Exchange of Thailand and any other related departments.

Board of Directors' Opinion

Board of Directors It is considered appropriate to propose to the shareholder meeting to consider and approve the reduction of registered capital and amendments to Clause 4 of the Company's Memorandum of Association to comply with the reduction of registered capital according to the details above

The Chairman then gave the meeting an opportunity to express their opinions, and ask questions related to agenda 8

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve the reduction of registered capital and amendments to Clause 4 of the Company's Memorandum of Association to comply with the reduction of registered capital

Resolved

The meeting resolved to approve the reduction of registered capital and amendments to Clause 4 of the Company's Memorandum of Association to comply with the reduction of registered capital with all the details as proposed, 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	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 9. To consider and approve an increase in the company's registered capital of General Mandate and Amendment to the Memorandum of Association, Clause 4. Regarding Registered Capital To be consistent with the increase in registered capital.

The Board of Directors Meeting No. 2/2024, held on February 29, 2024, resolved to propose to the shareholders' meeting to consider and approve the increase of the registered capital of the company by General Mandate in the amount of 282,072,696 baht from the original registered capital of 626,083,913 baht to a new registered capital of 908,156,609 baht by issuing additional common shares of not more than 282,072,696 shares with a par value of 1 baht per share and amendments. Memorandum of Association, Section 4. to be in line with the increase in registered capital as follows:

Clause 4. Registered capital of : 908,156,609.00 Baht (Nine hundred and eight million, one hundred and fifty-six thousand, six hundred and nine Baht)

Divided into : 908,156,609 Shares (Nine hundred and eight million, one hundred and fifty-six thousand, six hundred and nine shares)

Each of : 1 Baht (One Baht)

Comprising :

Ordinary shares : 908,156,609 Shares (Nine hundred and eight million, one hundred and fifty-six thousand, six hundred and nine shares)

Preferential shares : -none-

The Company's Board of Directors' meeting resolved to approve the proposal to the shareholders' meeting. To consider and approve the delegation of authority to the Chief Executive Officer, or a person assigned by the Chief Executive Officer Is the person with authority to consider and take any action regarding the increment of the company's registered capital. Amending or changing requests or statements in documents related to various registrations, that must be submitted to the Department of Business Development Ministry of Commerce Submitting applications or other documents to the Securities and Exchange Commission and the Stock Exchange and the Stock Exchange of Thailand and any other related departments.

Board of Directors' Opinion

Board of Directors It is considered appropriate to propose to the shareholders' meeting to consider approving an increase in the company's registered capital of General Mandate and Amendment to the Memorandum of Association, Clause 4. Regarding Registered Capital To be consistent with the increase in registered capital according to the details above

The Chairman then gave the meeting an opportunity to express their opinions, and ask questions related to agenda 9

Inquiries or Comments

Mrs. Keeratika Paenglart Volunteer Pitaksit from the Thai Investors Association ask question in Agenda 9 as follow:

What business plan will the company have that will attract or make it attractive to existing shareholders? and investors who will come to invest more apart from waiting to receive work from government projects that the company Answer the questions in Agenda 2 and if the capital increase this time Not according to goal What backup plan does the company have?

The Chairman assigned Mr. Sukrit Jintanakosin Chief Executive Officer who answer questions The details are summarized as follows:

This capital increase is a General Mandate to prepare for future work that the company has planned. There are projects that the company joins in bidding for construction contracts. Another part, the company is interested in the concession work because the returns are quite high and the company has contacted about 4-5 partners who have worked together in the past to set up a joint venture and participate in bidding.

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve an increase in the company's registered

capital of General Mandate and Amendment to the Memorandum of Association, Clause 4. Regarding Registered Capital To be consistent with the increase in registered capital.

Resolved The meeting resolved to approve an increase in the company's registered capital of General Mandate and Amendment to the Memorandum of Association, Clause 4. Regarding Registered Capital To be consistent with the increase in registered capital with all the details as proposed. 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	272,694,180	99.9999
Disapprove	218	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 10. To consider and approve the allocation of newly issued ordinary shares of the Company under General Mandate

The Board of Directors Meeting No. 2/2024, held on February 29, 2024, resolved to propose to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares of the Company under General Mandate no more than 282,072,696 Shares par value. 1 Baht as follows:

Method 1 Allotment of newly issued ordinary shares not exceeding 141,036,348 percent of the paid-up capital 30 share (RO)

Method 2 Allotment of newly issued ordinary shares not exceeding 94,024,232 percent of the paid-up capital 20 share (PO)

Method 3 Allotment of newly issued ordinary shares not exceeding 47,012,116 percent of the paid-up capital 10 share (PP)

By allocating newly issued ordinary shares according to Method 1, Method 2 and Method 3 above by one or three methods, the total amount shall not exceed 30% of the paid-up capital or not exceeding 141,036,348 shares, but if allocated according to Method 2 and Method 3, the additional paid-up capital shall not exceed 20% of the paid-up capital as of the date the Board of Directors resolves to increase the capital or the amount not exceeding 94,024,232 share

In addition, since the Company has accumulated losses shown in the statements of financial position and income for the year ended 31 December 2023, the Company may determine the offering price of the newly issued ordinary shares lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act which stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value but must be approved by the shareholders' meeting and with a definite discount rate.

It's not. The allocation of newly issued ordinary shares under general mandate shall be offered at a price not less than 0.01 baht/share by authorizing the Board of Directors or a person designated by the Board of Directors to take any action regarding the allocation of such newly issued ordinary shares. as follows:

- 1) Considering and determining details of the allocation of newly issued ordinary shares, such as the offering price, number of allocation of the newly issued ordinary shares, offering period, payment of share offering price, whether single or sequential allocation as well as other terms and conditions in relation to the allocation of such newly issued ordinary shares.
- 2) Signing applications, waivers, notices and any necessary documents relating to the allocation of such newly issued ordinary shares, as well as contact and submission of application for permission or requesting a waiver, document, evidence to the government agency or the relevant authority and listing such newly issued ordinary shares on SET.
- 3) Undertaking any necessary and relevant facts regarding the allocation of the newly Issued ordinary shares.

Board of Directors' Opinion

Board of Directors is of the opinion that it should be proposed to the shareholders' meeting to consider and approve the allocation of newly issued ordinary shares of the Company under General Mandate according to the details above

The Chairman then gave the meeting an opportunity to express their opinions. and ask questions related to Agenda 10

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman asked the meeting to approve the allocation of newly issued ordinary shares of the Company under General Mandate

Resolved The meeting resolved to approve the allocation of newly issued ordinary shares of the Company under General Mandate with all the details as proposed. 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	272,694,180	99.9999
Disapprove	218	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 11. To consider and approve the amendment of the Company's Articles of Association

The Board of Directors' Meeting No. 2/2024, held on February 29, 2024 resolved to propose to the shareholders' meeting deems it appropriate to amend the Company's regulations, including delegation of authority to carry out related matters. Amending regulations regarding share repurchases To comply with the ministerial regulations specifying the criteria and procedures for share repurchases. Selling repurchased shares and the elimination of the company's repurchased shares, B.E. 2022 (No. 2) for consideration and approval as follows:

Previous Article of Association	Revised Article of Association
<p>Article 11. The Company shall not own or pledge its own shares, except in the case of share repurchases as defined in the Public Limited Act (No. 2) B.E. 2544.</p> <p>The share repurchase must be approved by the shareholders' meeting, except in the case that the</p>	<p>Article 11. The Company shall not own or pledge its own shares, except in the case of share repurchases as defined in the Public Limited Act (No. 2) B.E. 2544.</p> <p>The repurchase of shares shall be approved by the shareholders' meeting, except in the case that the</p>

Previous Article of Association	Revised Article of Association
<p>Company repurchases shares in an amount not exceeding 10% of the paid-up capital, which shall be the authority of the Board of Directors.</p> <p>The repurchase and disposal of shares, including the write-off of registered shares, shall be in accordance with the rules and procedures prescribed in the ministerial regulations relating to such matters.</p>	<p>Company repurchases shares in an amount <u>not exceeding 10% of the total outstanding shares</u>, which shall be the authority of the Board of Directors.</p> <p>The repurchase and disposal of shares, including the write-off of registered shares, shall be in accordance with the rules and procedures prescribed in the ministerial regulations relating to such matters.</p>

Board of Directors' Opinion

Board of Directors It is considered appropriate to propose that the shareholder meeting consider approving the amendment of the Company's Articles of Association

The Chairman then gave the meeting an opportunity to express their opinions. and ask questions related to Agenda 11

When there were no shareholders or proxies to ask questions or express opinions, the Chairman asked the meeting to approve the amendment of the Company's Articles of Association

Resolved

The meeting resolved to approve the amendment of the Company's Articles of Association with all the details as proposed. 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	272,694,398	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	272,694,398	100.0000

Remarks: 1. The resolution of this agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Agenda 12. Consider other matters (if any)

This agenda is an opportunity for shareholders to propose matters other than the agenda specified in the meeting invitation letter. By proposing any other matters to be subject to the rules and procedures specified by law.

The Company has given shareholders an opportunity to propose agenda for the 2024 Annual General Meeting of Shareholders in advance during 25 December 2023 – 31 January 2024 and published via the website of the Stock Exchange of Thailand. and the Company's website. However, no shareholders proposed the agenda for this meeting.

The Chairman then gave the meeting an opportunity to express their opinions. and ask questions related to Agenda 12

Inquiries or Comments

Mrs. Keeratika Paenglart Volunteer Pitaksit from the Thai Investors Association ask question in Agenda 12 as follow:

According to the Thai Investors Association There is a policy proposed for companies listed on the Stock Exchange of Thailand to hold general/extraordinary shareholder meetings using On-site meetings and Online meetings simultaneously, or called Hybrid, in order to meet, communicate and ask questions between shareholders, executives and the Board of Directors. conveniently This is in line with the circular letter of the Securities and Exchange Commission (SEC) No. SEC Nor (W) 2/2024 regarding requesting cooperation regarding holding a general meeting of shareholders dated 10 January 2024 would like to present for you to consider the proposal for organizing a Hybrid meeting according to the policy of the Thai Investors Association above.

The Chairman be the one to answer questions The details are summarized as follows:

The company will take it into consideration in organizing the next meeting.

When there were no shareholders or proxies to ask questions or express additional opinions, the Chairman thanked the shareholders for taking the time to attend the meeting, and closed the meeting at 12.20 p.m.

-Signature-

(Mr. Somprasong Panjalak)
Chairman of the Meeting

Certified true and correct of Minutes of the 2024 Annual General Meeting of Shareholders

-Signature-

(Mr. Sukrit Jintanakosin)
Director

(F 53-4)

Capital Increase Report Form
Hydrotek Public Company Limited
6 November 2024

We, Hydrotek Public Company Limited (the “Company”) hereby report on the resolution of the Board of Directors’ Meeting No. 8/2024 held on 6 November 2024, relating to the capital increase and allocation of newly issued shares as follows:

1. The decrease and increase of registered capital

1.1 The decrease of registered capital

The Board of Directors’ Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease of Company’s registered capital in the amount of 282,072,696 Baht from registered capital 908,156,609 Baht to new registered capital 626,083,913 Baht by reducing 282,072,696 unallocated registered ordinary shares with par value of 1.00 Baht per share, which are the shares allocated to accommodate the issuance and offering of the newly issued ordinary shares under General Mandate as approved by the 2024 Annual General Meeting of Shareholders on 30 April 2024.

1.2 The increase of registered capital

The Board of Directors’ Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of Company’s registered capital in the amount of 1,880,484,647 Baht from registered capital 626,083,913 Baht to new registered capital 2,506,568,560 Baht by issuing 1,880,484,647 new ordinary shares with a par value of 1.00 Baht per share). The details of capital increase are as follows

Type of Capital Increase	Type of Share	Number of Shares (Shares)	Par Value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	1,880,484,647	1.00	1,880,484,647
	Preference	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preference	-	-	-

2. The allocation of the newly issued shares

2.1 Specifying the purpose of utilizing proceeds

Allocated to	Number of shares	Ratio (Existing: New)	Offering price (Baht per share)	Date and time of subscription and share payment	Remarks
The existing shareholders in proportion to their Share holding (Right Offering))	1,880,484,644 shares	the allocation ratio of 1 existing ordinary share to 4 new ordinary share	0.10	13 – 17 January 2025 (a total of 5 business days)	Please consider the remarks below
The Private Placement. For accommodating the change of the par value by reverse stock split to avoid fractional shares after the change in par value	3 shares	-	1.00	20 January 2025	Please consider the remarks below

Remarks:

The Board of Directors' Meeting resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of Company's registered capital, specifying the purpose of utilizing proceeds, for allocation of newly issued ordinary shares of the Company in the amount of 1,880,484,647 shares with a par value of 1.00 Baht per share with details as follows:

1. Allocation of newly issued ordinary shares of the Company in the amount of 1,880,484,644 shares with a par value of 1.00 Baht per share to offer to the existing shareholders in proportion to their shareholding (Right Offering) with at an offering price of 0.10 Baht per share and at the allocation ratio of 1 existing ordinary share to 4 new ordinary share (In the case of any fractional shares resulting from the calculation, such fractions shall be disregarded).

In addition, since the Company has accumulated losses as reflected in the balance sheet and income statements as of 31 December 2023, as well as in the balance sheet and income statements for the 2nd quarter as of 30 June 2024, the Company is able designate the offering price of newly issued ordinary shares to be lower than the par value of the Company's shares, provided that The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (as amended) (the "Public Limited Company Act") which states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified.

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding, and the existing shareholders have the right to oversubscribe for newly issued ordinary shares in excess of their rights (oversubscription). The existing shareholders who oversubscribe

in excess of their rights will be allocated the oversubscribed shares only if there are remaining shares from the allocation to the existing shareholders of the Company that are fully subscribed, accordingly.

In the allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering), in the case there are shares remaining from the allocation to existing shareholders in proportion to their shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for in excess of the rights according to the proportion of shareholding at the same price as the shares allotted according to their rights (Oversubscription). The details are as follows;

- (a) In case, there are shares remaining from the allocation to offer to the existing shareholders proportionate to their shareholding (Right Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe in the oversubscription shares and pay all subscription fees for such oversubscription shares;
- (b) In the case that, there are shares remaining from the allocation to the existing shareholders proportionate to their shareholding (Right Offering) in the first round is less than the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps;
 - (1) To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - (2) In the event that there are still shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares, in any case, shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of the aforementioned shareholders) holding the Company's shares in the following manners;

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended) ("**Notification TorJor. 12/2554**") (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In case that there are any remaining newly issued ordinary shares after allocation to existing shareholders proportionate to their shareholding (Right Offering) and to those who have oversubscribed (Oversubscription), the Company will decrease its registered capital by reducing the unallocated shares. The Company is required to obtain approval for this matter from the shareholders at the upcoming shareholders' meeting.

In this regard, the Board of Directors Meeting No. 10/2024, held on 18 November 2024, resolved to approve the Company to set the record date for the determination of the list shareholders who shall be entitled to subscribe the newly issued ordinary shares offered for sale to existing shareholders in proportion to their shareholding (Record Date) on 19 December 2024 and set the subscription period for the Company's newly issued ordinary shares for 13 – 17 January 2025 (a total of 5 business days). However, the determination of the rights to subscribe for and receive the allocation of newly issued shares remains uncertain until approved by the shareholders' meeting.

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to proceed any arrangement in relation to the issuance, offering, allocation, and subscription of the newly issued ordinary shares, including but not limited to the following actions:

- (a) To determine or amend the details of the allocation of newly issued ordinary shares to existing shareholders proportionate to their shareholding (Right Offering);
- (b) To determine or amend the method of allocation of newly issued ordinary shares, such as allotment at one time in full or in multiple occasions, offering ratio, record date for determining the shareholders entitled to the allocation of newly issued shares in proportion to their shareholding (Record Date), subscription and payment date and times, the offering period, the offering price, the payment method, and other details related to allocation and offering;
- (c) To negotiate, enter into agreements, and sign relevant documents and contracts, as well as undertake all necessary actions related to the allocation of the newly issued ordinary shares;
- (d) To sign applications for permission, waiver, notice or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as registering the newly issued shares as listed securities on the Market for Alternative Investment (mai) ("SET"); and
- (e) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects to offer to existing shareholders proportionate to their shareholding (Right Offering) under applicable laws and regulations.

In addition, In the event that the right under warrants to purchase ordinary shares of the Company No. 2 ("HYDRO-W2") are adjusted in compliance with the Terms and Conditions regarding the rights and duties of the warrant issuer and holders of warrants to purchase ordinary shares of the Company No. 2 (HYDRO-W2) (the "Terms and Conditions") due to the issuance and offering the shares to existing shareholders in proportion to their shareholding (Right Offering) at a price lower than 90 percent of the market price, the Company will announce the details of the rights adjustment through the Stock Exchange of Thailand's news notification system.

2. Allocation of newly issued ordinary shares of the Company in the amount of 3 shares with a par value of 1.00 Baht per share to offer to Sasitorn Khusuwannarak, the Company's employee and the Private Placement, to accommodate for the change of the par value by reverse stock split to avoid fractional shares after the change in par value, at the offering price of 1.00 baht, which is equal to the par value of the Company (before the change in par value). Such person is not considered as a connected person to the Company pursuant to the Notification of the Capital Market Supervisory Board

No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (and as amended) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 dated 19 November 2003 (and as amended)

In this regard, the Board of Directors, Chief Executive Officer or any person authorized by the Board of Directors or Chief Executive Officer shall have the authority to proceed any arrangement in relation to the issuance, offering, allocation, and subscription of the newly issued ordinary shares, including but not limited to the following actions:

- (a) To determine or amend the details of the allocation of newly issued ordinary shares through Private Placement
- (b) To determine or amend the method of allocation of newly issued ordinary shares, such as allotment at one time in full or in multiple occasions, offering ratio, subscription and payment date and times, the offering period, the offering price, the payment method, and other details related to allocation and offering;
- (c) To negotiate, enter into agreements, and sign relevant documents and contracts, as well as undertake all necessary actions related to the allocation of the newly issued ordinary shares;
- (d) To sign applications for permission, waiver, notice or any document related to the allocation of newly issued ordinary shares, including contacting and filing documents to government agencies or other relevant agencies, as well as registering the newly issued shares as listed securities on the Market for Alternative Investment (mai) ("SET"); and
- (e) To take any action necessary and relevant to the allocation of the newly issued ordinary shares in all respects to offer through Private Placement under applicable laws and regulations.

Please consider for more details according to Information Memorandum on the Issuance and Offering the Newly Issued Ordinary Shares of the Company (**Attachment 3**).

2.2 General Mandate

- None -

2.3 Procedure of the Company in the event of fractional shares

In the case that there are fractional shares from the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings (Right Offering), the Company will disregard such fractions.

3. Schedule for the Extraordinary General Meeting of Shareholder to approve the capital increase and the allocation of newly issued shares

Determined the date for convening the Extraordinary General Meeting of Shareholders No. 1/2024 on 11 December 2024 at 10.00 a.m. to be held via Electronic Extraordinary General Meeting of Shareholders (E-EGM) according to the Emergency Decree on Electronic Conferencing B.E. 2563 and related laws and regulations, the record date for determining the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) on 20 November 2024

4. Approval of the capital increase/share allocation by relevant governmental agency and related conditions (If any)

4.1 The Company will register the resolution on capital increase and amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date of the shareholders' meeting approving the increase in registered capital and amending the Company's Memorandum of Association, and the Company will register the change of paid-up capital with the Department of Business Development, Ministry of Commerce within 14 days from the date of receipt of each share payment;

4.2 The Company must submit an application to the Stock Exchange of Thailand to request approval for the listing of the newly issued ordinary shares as securities listed on the Alternative Investment (mai)

5. The objectives of the capital increase and plans for utilizing proceeds received from the capital increase

The Company will use the funds raised from the offering the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering) for the following purposes:

Objectives	Estimated Amount (Million Baht)	Period of utilization
1. To be used as working capital under the construction project to improve and expand the Provincial Waterworks Authority, Rangsit Branch Part 2	40 million Baht	Within the first quarter of 2025
2. To be used for further investment in the core business and/or other businesses that support or are similar to the core business that the Company is operating and/or invest in other future projects of the Company or its subsidiaries that have potential and are beneficial to the Company's business operations	148.05 million Baht	Within the year 2025
total	188.05 million Baht	

The investment plan outlined above consists of preliminary estimates aligned with the Company's current business plan, which forecasts the allocation of proceeds from the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) in full. However, the actual number of newly issued ordinary shares subscribed by investors may be less than anticipated, potentially resulting in the Company receiving less capital than originally planned for the utilization of the new shares.

In such an event, the Company's plan for the deployment of the capital increase may diverge from the intended use of funds as described above. The Company will continue to comply with relevant regulations, such as, the criteria for connected transactions and the criteria for significant transactions involving the acquisition or disposal of assets.

The Company plans to adjust its par value by conducting a reverse stock split. The purpose is to prepare for the capital reduction by reducing par value to write off accumulated losses. The capital increase's objective is to avoid fraction of shares resulting from the change in total number of shares from the adjustment of par value of the Company. In this regard, the Company will utilize the proceeds as working capital in the Company's business operation.

6. Benefits from the capital increase/share allocation to the Company

6.1 The issuance and offering of the Company's newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) is deemed an appropriate fundraising strategy. This approach will enable the Company to secure the necessary capital within a short timeframe while mitigating the risks associated with raising capital in the current volatile economic conditions;

6.2 The increase in the Company's capital will strengthen and stabilize its financial structure, enhancing its capital readiness and financial liquidity to support future business expansion. Additionally, this capital increase will expand the Company's equity capital base, resulting in a substantial reduction in the Company's debt-to-equity ratio.

7. Benefits from the capital increase/share allocation to the shareholders

7.1 Dividend Payment Policy

The Company's dividend payout policy is at a minimum of 40 percent of the net profit after tax and legal reserve each year. However, this dividend payment may be adjusted, based on investment plans, necessities, and other appropriate considerations in the future, provided that such adjustments maximize benefits to shareholders, such as reserving funds for loan repayment, allocating fund for business expansion, or responding to changes in market conditions that could affect the Company's cash flow. The Company's Board of Directors shall be authorized to deliberate on these matters. The resolution of the Board of Directors approving the dividend payment must be proposed for approval from the shareholders' meeting, except for the interim dividend payment which the Board of Directors has the authority to approve it and then report to the shareholders' meeting for acknowledgement at the next meeting

7.2 Rights to receive dividend payment from the performance.

The shareholder, who have been allocated new ordinary shares in proportion to their shareholding this time, will be entitled to receive dividend payment when they are registered as shareholders of the Company with the Department of Business Development, the Ministry of Commerce, and the Company have announced dividend payments. This is in accordance with relevant laws and regulations

7.3 Others

- None -

8. **Other details necessary for shareholders to approve the capital increase /share allotment:**

Please consider the details necessary for shareholders to approve the capital increase /share allotment stipulated in Information Memorandum on the Issuance and Offering the Newly Issued Ordinary Shares of Hydrotek Public Company Limited (**Attachment 3**)

9. **Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares**

No.	Procedures	Date/Month/Year
1.	The Board of Directors Meeting No. 8/2024	6 November 2024
2.	The record date for determining the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date)	20 November 2024
3.	The Extraordinary General Meeting of Shareholders No. 1/2024	11 December 2024
4.	Date of Notification of Details of Rights Adjustment under the Warrants to Purchase Ordinary Shares of the Company (HYDRO-W2) (if any) through the SET system.	After the date the shareholders' meeting resolved to approve.
5.	The date for registering the decrease and increase of registered capital, and the amendment of the Company's Memorandum of Association to be consistent with the decrease and increase, with Department of Business Development, the Ministry of Commerce	Within 14 from the date the shareholders' meeting resolved to approve
6.	The Company will submit a notification of the resolution of the capital decrease by reducing the par value of shares to all creditors of the Company and advertise such resolution in the newspaper	Within 14 from the date the shareholders' meeting resolved to approve
7.	The record date for the determining the list shareholders who shall be entitled to subscribe the newly issued ordinary shares offered	19 December 2024

No.	Procedures	Date/Month/Year
	for sale to existing shareholders in proportion to their shareholding (Record Date)	
8.	The subscription period for the newly issued ordinary shares offered for sale to existing shareholders in proportion to their shareholding (Right Offering)	13 – 17 January 2025
9.	The subscription date for the newly issued ordinary shares offer through Private Placement	20 January 2025
10.	The date for registering the change of the paid-up capital with the Department of Business Development, Ministry of Commerce.	Within 14 from the end date of subscription period
11.	Applying for permission from the Stock Exchange of Thailand for the listing of the newly issued ordinary shares offered to existing shareholders in proportion to their shareholding (Right Offering) as securities listed on the Alternative Investment (mai)	After the allocation of newly issued shares is completed
12.	The date for registering the changes in the par value of shares and the amendment of the Company's Memorandum of Association to be consistent with the change in the par value of the Company's shares by reverse stock split, with the Department of Business Development, Ministry of Commerce	After the registration of the paid-up capital increase.
13.	Expiration date for submitting an objection to capital reduction by reducing the par value of the shares of creditors	Within 2 months from the date on which the creditor receives the notice of the resolution to reduce the capital by reducing the par value of the shares
14.	The date for registering the decrease of the registered capital and paid-up capital by reducing the par value of the Company's shares to compensate for the discount on share and accumulated losses and the amendment of the Company's Memorandum of Association to be consistent with the decrease of the registered capital, with the Department of Business Development, Ministry of Commerce	Within 14 days from the expiration date for submitting the creditor's objection

Remark: The Company expects to complete the above procedures in the first quarter of 2025

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

(Mr. Sukrit Jintanakosin)

Director

(Mr. Somprasong Panjalak)

Director

(Authorized directors sign and affix the Company seal)

**Information Memorandum on the Issuance and Offering the Newly Issued Ordinary Shares of
Hydrotek Public Company Limited**

The board of directors' meeting of Hydrotek Public Company Limited (“Company”) No. 8/2024 held on 6 November 2024 resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of Company’s registered capital in the amount of 1,880,484,647 Baht from registered capital 626,083,913 Baht to new registered capital 2,506,568,560 Baht by issuing 1,880,484,647 new ordinary shares with a par value of 1.00 Baht per share). The details of the issuance and offering of the Company's newly issued ordinary shares are as follows:

1. Details of the offering

1.1. The Company will allocate the newly issued ordinary shares of the Company in the amount of 1,880,484,644 shares with a par value of 1.00 Baht per share to offer to the existing shareholders in proportion to their shareholding (Right Offering) with at an offering price of 0.10 Baht per share and at the allocation ratio of 1 existing ordinary share to 4 new ordinary shares (In the case of any fractional shares resulting from the calculation, such fractions shall be disregarded).

In addition, since the Company has accumulated losses as reflected in the balance sheet and income statements as of 31 December 2023, as well as in the balance sheet and income statements for the 2nd quarter as of 30 June 2024, the Company is able designate the offering price of newly issued ordinary shares to be lower than the par value of the Company’s shares, provided that The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (as amended) (the “**Public Limited Company Act**”) which states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified.

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding, and the existing shareholders have the right to oversubscribe for newly issued ordinary shares in excess of their rights (oversubscription). The existing shareholders who oversubscribe in excess of their rights will be allocated the oversubscribed shares only if there are remaining shares from the allocation to the existing shareholders of the Company that are fully subscribed, accordingly.

In the allocation of newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering), in the case there are shares remaining from the allocation to existing shareholders in proportion to their shareholding in the first round, the Company will allocate the remaining newly issued ordinary shares to the existing shareholders wishing to subscribe for in excess of the rights

according to the proportion of shareholding at the same price as the shares allotted according to their rights (Oversubscription). The details are as follows;

- (a) In case, there are shares remaining from the allocation to offer to the existing shareholders proportionate to their shareholding (Right Offering) in the first round, more than or equal to the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe in the oversubscription shares and pay all subscription fees for such oversubscription shares;
- (b) In the case that, there are shares remaining from the allocation to the existing shareholders proportionate to their shareholding (Right Offering) in the first round is less than the shares that the existing shareholders subscribe for in excess of the right according to the proportion of shareholding. The Company will allocate the remaining shares to those who subscribe the oversubscription shares according to the following steps;
 - (1) To allocate according to the proportion of existing shareholders of each subscriber of oversubscription shares by multiplying the existing shareholding proportion of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder;
 - (2) In the event that there are still shares remaining after the allocation under Clause (b) (1), the allocation shall be made to each subscriber of oversubscription share and has not been fully allocated by multiplying the existing shareholding of each subscriber with the number of remaining shares. The result is the number of shares that each subscriber of oversubscription shares is allocated. Any fractions resulting from the allocation shall be discarded. However, the number of shares to be allocated shall not exceed the number of shares subscribed and paid for by each shareholder. In this regard, the allocation of oversubscription shares to each subscriber of oversubscription shares shall repeat the procedures under this Clause until there are no shares left from the allocation.

In this regard, the allocation of shares to the existing shareholders of the Company who wish to subscribe the oversubscription shares, in any case, shall not make any shareholders (including persons under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended) of the aforementioned shareholders) holding the Company's shares in the following manners;

- (a) In the manner that, increases to or across the trigger point for a tender offer as specified in the Notification of the Capital Market Supervisory Board TorJor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers dated 13 May 2011 (as amended) (“**Notification TorJor. 12/2554**”) (except that such shareholder has been exempted from making a tender offer for all securities of the business as specified in the Notification TorJor. 12/2554); or
- (b) In the manner which violates the foreign share restrictions specified in the Company's Article of Association.

In case that there are any remaining newly issued ordinary shares after allocation to existing shareholders proportionate to their shareholding (Right Offering) and to those who have oversubscribed (Oversubscription), the Company will decrease its registered capital by reducing the unallocated shares. The Company is required to obtain approval for this matter from the shareholders at the upcoming shareholders' meeting.

In this regard, the Board of Directors Meeting No. 10/2024, held on 18 November 2024, resolved to approve the Company to set the record date for the determination of the list shareholders who shall be entitled to subscribe the newly issued ordinary shares offered for sale to existing shareholders in proportion to their shareholding (Record Date) on 19 December 2024 and set the subscription period for the Company's newly issued ordinary shares for 13 – 17 January 2025 (a total of 5 business days). However, the determination of the rights to subscribe for and receive the allocation of newly issued shares remains uncertain until approved by the shareholders' meeting.

- 1.2. The Company will allocate the newly issued ordinary shares of the Company in the amount of 3 shares with a par value of 1.00 Baht per share to offer to Sasitorn Khusuwannarak, the Company's employee and the Private Placement, to accommodate for the change of the par value by reverse stock split to avoid fractional shares after the change in par value, at the offering price of 1.00 baht, which is equal to the par value of the Company (before the change in par value). Such person is not considered as a connected person to the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (and as amended) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 dated 19 November 2003 (and as amended)
- 2. **The objectives of the capital increase and plans to utilize the fund**

The Company will use the funds raised from the offering the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (Right Offering) for the following purposes:

Objectives	Estimated Amount (Million Baht)	Period of utilization
1. To be used as working capital under the construction project to improve and expand the Provincial Waterworks Authority, Rangsit Branch Part 2	40 million Baht	Within the first quarter of 2025
2. To be used for further investment in the core business and/or other businesses that support or are similar to the core business that the Company is operating and/or invest in other future projects of the Company or its subsidiaries that have potential and are beneficial to the Company's business operations	148.05 million Baht	Within the year 2025
total	188.05 million Baht	

The investment plan outlined above consists of preliminary estimates aligned with the Company's current business plan, which forecasts the allocation of proceeds from the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) in full. However, the actual number of newly issued ordinary shares subscribed by investors may be less than anticipated, potentially resulting in the Company receiving less capital than originally planned for the utilization of the new shares. In such an event, the Company's plan for the deployment of the capital increase may diverge from the intended use of funds as described above. The Company will continue to comply with relevant regulations, such as, the criteria for connected transactions and the criteria for significant transactions involving the acquisition or disposal of assets.

The Company plans to adjust its par value by conducting a reverse stock split. The purpose is to prepare for the capital reduction by reducing par value to write off accumulated losses. The capital increase's objective is to avoid fraction of shares resulting from the change in total number of shares from the adjustment of par value of the Company. In this regard, the Company will utilize the proceeds as working capital in the Company's business operation.

3. The effects on the shareholders (Dilution Effect) and the values the shareholders will receive compare to the effects

3.1. Effects on the voting rights of the existing shareholders (Control Dilution)

After the issuance and allocation of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings, in the case that all existing shareholders fully exercise their rights to purchase the newly issued ordinary shares, there will be no control dilution.

However, in the case that any shareholder does not exercise the rights to subscribe for any newly issued ordinary shares and other shareholders exercise their rights to subscribe for all of the newly issued ordinary shares in accordance with their rights resulting in the newly issued ordinary shares being fully subscribed, there will be a control dilution effect on such non-subscribing shareholder, whereas the shareholder's voting rights will be decreased by approximately 80 percent, calculated as follows:

$$\begin{aligned}
 \text{Control Dilution} &= \frac{\text{Number of newly issued ordinary shares}}{\text{(Number of paid-up shares + Number of newly issued ordinary shares)}} \\
 &= \frac{1,880,484,647}{1,880,484,647 + 470,121,161} \\
 &= 80 \text{ percent}
 \end{aligned}$$

3.2. Effects on the price (Price Dilution)

After the issuance and allocation of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings, price dilution will be subject to the exercise of the rights to purchase newly issued ordinary shares by each existing shareholder. In case no existing shareholders exercise their rights to purchase any newly issued ordinary shares, there will be no price dilution effect on the shares of the Company. However, if all existing shareholders fully exercise their rights, the price of the shares of the Company will be affected, calculated as follows:

$$\begin{aligned}
 \text{Price Dilution} &= \frac{\text{Market price before offering} - \text{Market price after offering}}{\text{Market price before offering}} \\
 &= \frac{0.2962 - 0.1392}{0.2962}
 \end{aligned}$$

$$\begin{aligned}
 &= 52.99 \text{ percent} \\
 \\
 \text{Whereas, the market price after the offering} &= \frac{(\text{Market price before offering} \times \text{Number of paid-up shares}) + (\text{Offering price} \times \text{Number of offering shares})}{(\text{Number of paid-up shares} + \text{Number of offering shares})} \\
 &= \frac{(0.2962 \times 470,121,161) + (0.10 \times 1,880,484,644 + (1 \times 3))}{(470,121,161 + 1,880,484,644 + 3)} \\
 &= 0.1392 \text{ Baht/ Share}
 \end{aligned}$$

Remark: The weighted average trading price of the Company's ordinary shares on SET for the 7 consecutive trading days prior to the date of the Company's Board of Directors' resolution to propose the agenda for the shareholders which corresponds to 28 October 2024, until 5 November 2024, was 0.2962 Baht per share

3.3. Effects on the earnings per share (Earnings per share dilution)

The Company is unable to calculate the earnings per share dilution, because the Company has accumulated losses as reflected in the balance sheet and income statements as of 31 December 2023, as well as in the balance sheet and income statements for the 2nd quarter as of 30 June 2024.

The Board of Directors is of the opinion that, although the Company's shareholders may be affected as detailed above, the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Rights Offering) will enable the Company to raise capital, providing funds that can be utilized to support business operations, improve liquidity, and invest further in the business.

4. The Company's board of directors' opinion regarding the capital increase

4.1 Reason and appropriateness for the capital increase

(1) The Board of Directors is of the opinion that this capital increase will allow the Company to raise capital, providing funds that can be utilized to support business operations, improve liquidity, and make further investment in the business. Additionally, this capital increase will expand the Company's equity capital base, resulting in a significant reduction in the Company's debt-to-equity ratio.

(2) The Board of Directors is of the opinion that it is necessary for the Company to carry out a capital increase by allocating newly issued ordinary shares to accommodate changes in the par value by consolidating shares. In order not to incur a fraction of shares after the change in the par value of the shares

4.2 The possibility for the plans to utilize the proceeds from the shares offering

The Board of Directors is of the opinion that the Company can reduce interest-bearing debt. Moreover, increasing capital will increase the base Shareholder's equity of the company and result in the Company's debt-to-equity ratio significantly decreasing which indicates a significant reduction in financial risk, and the Company is able to utilize the funds from the capital increase as the working capital for the business to enhance the liquidity in business operation in the future.

4.3 The reasonableness for the capital increase and plans to utilize the proceeds from the offering of newly issued shares and the sufficient of funds

(1) The Board of Directors believes that the capital increase and the planned use of funds obtained from the capital increase offered to the existing shareholders proportionate to their shareholding (Right Offering) are justified because the Company requires working capital to support its business operations and make further investment in the business. The amount of funds the Company will receive from the offering of the newly issued ordinary shares to the existing shareholders in proportion to their respective shareholdings will be adequate to fulfill the objectives associated with the capital increase and the intended utilization of such funds as delineated in Section 2 above.

The Board of Directors further believes that the plan to enhance the Company's financial flexibility through a capital increase to existing shareholders in proportion to their shareholdings in this round is appropriate. This approach allows for the enhancement of financial flexibility without incurring future financial obligations for the Company. Existing shareholders are afforded the opportunity to maintain their proportional ownership in the Company. Should any existing shareholder opt to subscribe for additional capital in this round, it will not affect the voting control proportion of existing ordinary shares (Control Dilution). This contrasts with increasing flexibility through borrowing from financial institutions, which may result in future financial costs, or through offering shares in private placements, which may alter the ownership proportions of existing shareholders (Control Dilution).

(2) The Board of Directors believes that the capital increase and the planned use of funds obtained from the capital increase offered through Private Placement are justified because it is a preparation for the Company to change the par value of its shares by reverse stock split. This will allow the Company to reduce the Company's registered and paid-up capital by reducing the par value of the shares to compensate for the low share value and accumulated losses of the Company. In addition, the offering and allocation of newly issued ordinary shares to private

individuals (Private Placement) is also an appropriate offering price, as the shares will be offered at a price of 1.00 baht, which is equal to the company's par value

4.4 The effects on the Company's business operation along with the financial status and the Company's performance

The Board of Directors is of the opinion that the capital increase will enhance the Company's working capital to support business operations and facilitate further investment in alignment with the objectives of the capital increase and the plans for fund utilization as specified in Section 2 above. Consequently, this capital increase is not anticipated to adversely affect the Company's financial status or operating results. However, should the Company receive less funding from the capital increase than expected, the plan for utilizing the proceeds may be adjusted accordingly.

5. The Company's Board of directors' certification regarding the capital increase

The Board of Directors hereby certify that the Board of Directors has performed their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase. In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

Additionally, the Board of Directors hereby certify that the Board of Directors has performed the consideration and inspection of the Private Placement's information with diligence, and has determined that such allocation of newly issued ordinary shares to the Private Placement is appropriate.

The company hereby certifies that the information in this report is correct and complete in all respects.

Please be informed accordingly.

Sincerely yours,

Hydrotek Public Company Limited

- Mr. Sukrit Jintanakosin -

(Mr. Sukrit Jintanakosin)

Chief Executive Officer

Authorized Signatory

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 newspaper for 3 consecutive days, at least 3 days prior to the date of the meeting date or may be advertised by electronic methods instead, in accordance with the rules prescribed by the Registrar.

The Company or the Board of Directors may send notice of the meeting to shareholders by electronic means. If the shareholders have given their request or given consent to the Company or the Board of Directors. In accordance with the rules prescribed by the Registrar.

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, or conducted via electronic media as provided in the Law on Electronic Meeting. In such cases, the company's head office location shall be deemed to be the meeting place.

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.

Proxy may be performed by electronic means instead. By means that are safe and reliable in accordance with the rules prescribed by the Registrar.

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.

Proxies pursuant to paragraph one may be made by electronic means instead, requiring a secure and reliable method that the proxy is carried out by shareholders. In accordance with the rules prescribed by the Registrar.

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.

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.

Documents for attending the shareholders' meeting via electronic media (E-Meeting)Shareholders who are natural persons**1. Shareholders attending the Meeting themselves**

Show a copy of the photo. Only documents issued by government agencies that have not expired, such as an identification card, State office identification, State enterprise employee card, driver's license or passport and if there is a change of name - surname to submit supporting evidence with signature certifying true copy.

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) A copy of 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.

Shareholders who are juristic persons**1. 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) A copy of 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
 - (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.

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 and send it to the Company within 5 December 2024 through the following channels:

- 1) Electronic mail IR@hydrotek.co.th
- 2) Submit the original proxy form along with a copy of the ID card to Office of the Company SecretaryHydrotek Public Company Limited, 14th Floor, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19 Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok

If you wish to attend the meeting in person you can follow the instructions in the document. (**Attachment 5 and 6**)

In order to protect the rights and interests of the shareholders in the event that the shareholders cannot attend the meeting and wishes to appoint the independent directors of the Company to vote on your behalf, please fill in the message and sign the proxy form. and specify the name of **1) Air Chief Marshal Surasak Meemanee**, Independent Director and Chairman of the Audit Committee, or **2) Mrs. Wipaporn Chairatana**, Independent Director and Member of the Audit Committee, as a proxy and please send the aforementioned proxy form affixed with correct stamp duty together with supporting documents to the Company through the channels listed above. The Company has summarized information about independent directors. (Proxy of the shareholders) attached with this invitation letter (**Attachment 7**).

Voting

Voting process

1. The chairman of the meeting asked the shareholders to vote in each agenda.
2. Shareholders wishing to vote disagree or abstain to allow the system to process the sound, check the disapproval or abstain box.
3. Shareholders who agree or not tick the ballot box will be considered as approved by the chairman propose to the meeting Vote Counting.


Counting the results of the vote

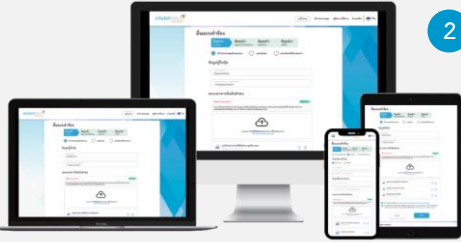
1. The Company will deduct the disapproval and the abstention votes from the total votes. The remaining votes will be deemed as approval votes.
2. The Chairman will announce the result of the voting after the voting in each agenda is completed, whereby the announced votes will be divided into the numbers of the approval, the disapproval and the abstention votes and the percentage thereof.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/HYDRO145924R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 3 December 2024 at 8:30 a.m. and shall be closed on 11 December 2024 Until the end of the meeting.


3. The electronic conference system will be available on 11 December 2024 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, the Shareholders can submit a request by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by e-mail or post to the following address. The proxy form and required documents shall be delivered to the Company by 5 December 2024 at 5.00 p.m.

- 1) E-mail: IR@hydrotek.co.th หรือ
- 2) The Office of the Company Secretary of Hydrotek Public Company Limited, 14th Floor, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19 Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok

If you have any problems with the software, please contact Inventech Call Center

 02-460-9232

 @inventechconnect

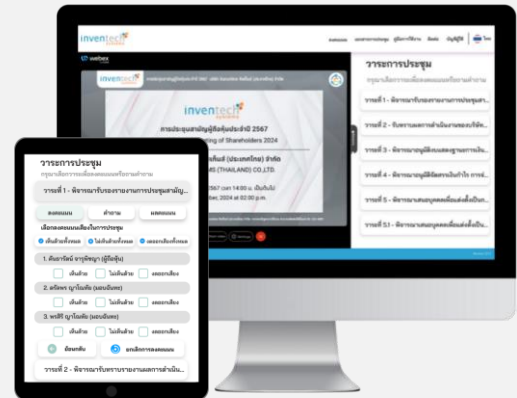
 The system available during 3 - 11 December 2024 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

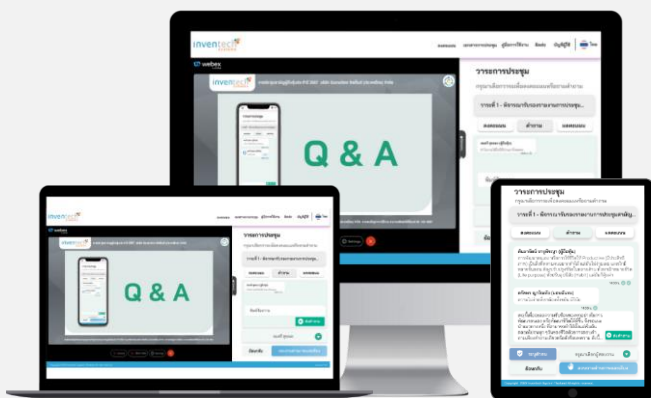
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

How to use Inventech Connect



User Manual Inventech Connect

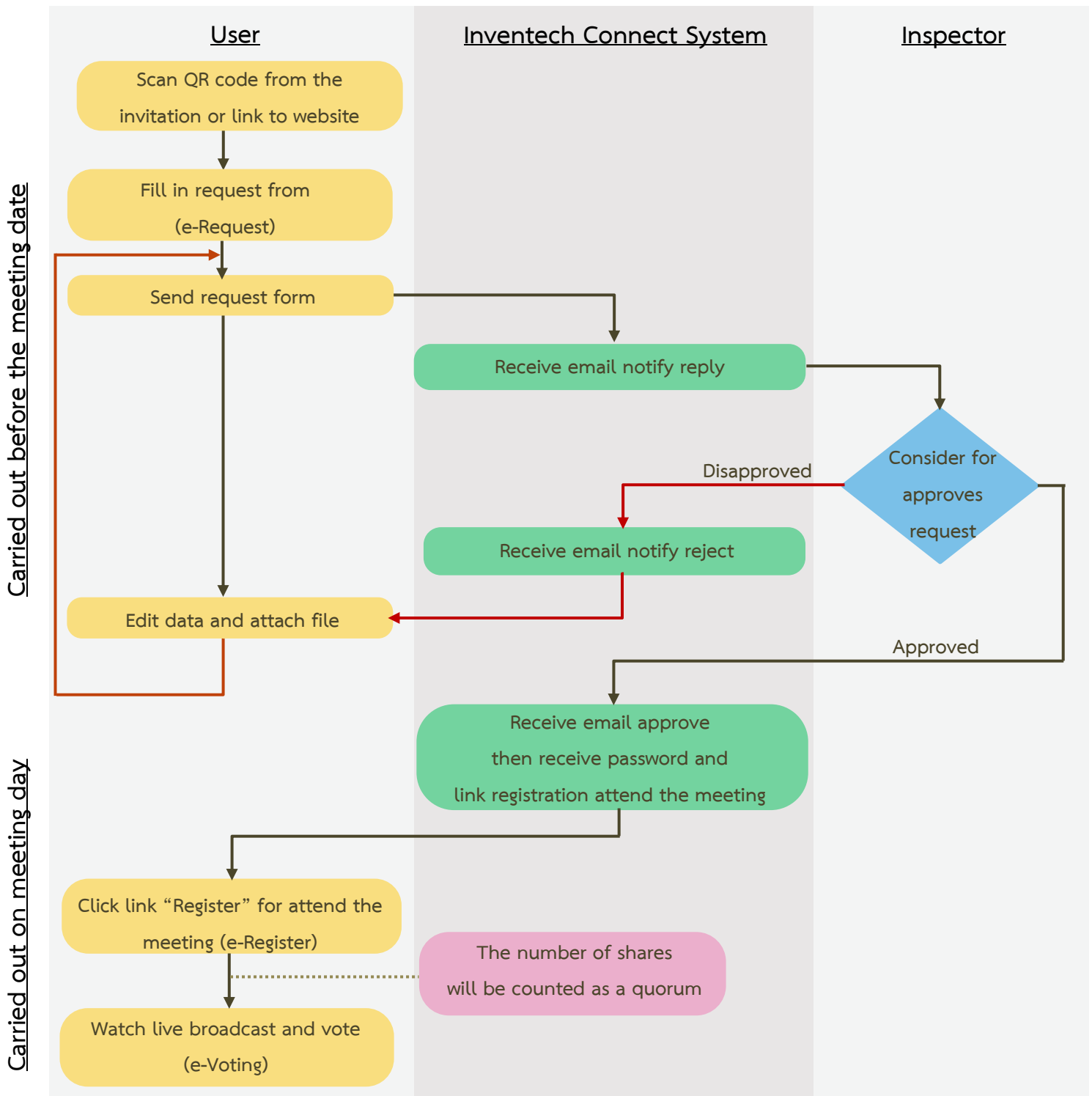


Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

Condition of use

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:	68 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	None
Having other conflict / no other conflict of interest in this meeting	None



Mrs. Wipaporn Chairatana	
Position:	- Director / Independent Director - Member of the Audit Committee
Age:	61 years
Address:	99/1 Soi Suk Sawat 22, Bang Pakok, Rat Burana, Bangkok 10140
Having conflict / no conflict of interest in the agenda (s) of this Meeting	None
Having other conflict / no other conflict of interest in this meeting	None

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

(ปิดอากรแสตมป์ 20 บาท)

(Duty Stamp Baht 20)

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) เป็นผู้ถือหุ้นของบริษัท ไฮโดรเทค 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 มิ้มณี กรรมการอิสระ / ประธานกรรมการตรวจสอบ อายุ 68 ปี
 ที่อยู่ เลขที่ 452/61 ถนนราชวิถี แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือ
 Air Chief Marshal Surasak Meemane Independent Director / Chairman of the Audit Committee Age 68 years
 Residing at No. 452/61 Rajavithi Road, Khwaeng Thanon Phaya Thai, Khet Ratchathewi, Bangkok 10400, or

(5) นางวิภาภรณ์ ชัยรัตน์ กรรมการอิสระ / กรรมการตรวจสอบ อายุ 61 ปี
 ที่อยู่ เลขที่ 99/1 ซ.สุขสวัสดิ์ 22 แขวงบางปะกอก เขตราชบุรีบูรณะ กรุงเทพฯ 10140
 Mrs. Wipaporn Chairatana Independent Director / Member of the Audit Committee Age 61 years
 Residing at No. 99/1 Soi Suk Sawat 22, Bang Pakok, Rat Burana, Bangkok 10140

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567
 Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024

ในวันพุธที่ 11 ธันวาคม 2567 เวลา 10.00 น. โดยการแพร่ภาพสัญญาณผ่านระบบ Inventech จากห้องประชุมบริษัท ไฮโดรเทค จำกัด (มหาชน) อาคารทีพี แอนด์ ที
 เลขที่ 1 ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร โดยการประชุมดังกล่าว บริษัทฯ ได้จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะ
 พึ่งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

On Wednesday, 11 December 2024 at 10.00 a.m. by broadcasting the contract via Inventech from the meeting room of Hydrotek Public Company
 Limited, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok. The meeting was held by the Company in
 the form of an electronic meeting. Or to be postponed to another date, time and place

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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยก
 การลงคะแนนเสียงได้

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.

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

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp Baht 20)

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 ไฮโดรเทค 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 มิมนิ กรรมการอิสระ / ประธานกรรมการตรวจสอบ อายุ 68 ปี
 ที่อยู่ เลขที่ 452/61 ถนนราชวิถี แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือ
 Air Chief Marshal Surasak Meemanee Independent Director / Chairman of the Audit Committee Age 68 years
 Residing at No. 452/61 Rajavithi Road, Khwaeng Thanon Phaya Thai, Khet Ratchathewi, Bangkok 10400, or

(5) นางวิภาภรณ์ ชัยรัตน์ กรรมการอิสระ / กรรมการตรวจสอบ อายุ 61 ปี
 ที่อยู่ เลขที่ 99/1 ซ.สุขสวัสดิ์ 22 แขวงบางปะกอก เขตราชบุรีบูรณะ กรุงเทพมหานคร 10140
 Mrs. Wipaporn Chairatana Independent Director / Member of the Audit Committee Age 61 years
 Residing at No. 99/1 Soi Suk Sawat 22, Bang Pakok, Rat Burana, Bangkok 10140

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024

ในวันพุธที่ 11 ธันวาคม 2567 เวลา 10.00 น. โดยการแพร่ภาพสัญญาณผ่านระบบ Inventech จากห้องประชุมบริษัท ไฮโดรเทค จำกัด (มหาชน) อาคารทีพี แอนด์ ที เลขที่ 1 ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร โดยการประชุมดังกล่าว บริษัทได้จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

On Wednesday, 11 December 2024 at 10.00 a.m. by broadcasting the contract via Inventech from the meeting room of Hydrotek Public Company Limited, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19 Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok. The meeting was held by the Company in the form of an electronic meeting. or to be postponed to another date, time, and place

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 เมื่อวันที่ 30 เมษายน 2567

Agenda No. 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2024 which was held on 30 April 2024

(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 2 พิจารณานุมัติการลดทุนจดทะเบียนโดยการตัดหุ้นที่ยังมิได้นำออกจำหน่าย และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4 ของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda No. 2 To consider and approve the decrease of Company's registered capital by reducing unallocated registered ordinary shares, and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the decrease of the Company's registered capital;

(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 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
- Agenda No. 3 To consider and approve the increase of Company's registered capital and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the increase of the Company's registered capital
- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 4 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท
- Agenda No. 4 To consider and approve the allocation of newly issued ordinary shares of the Company
- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 5 พิจารณานุมัติการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ของบริษัทโดยการรวมหุ้น
- Agenda No. 5 To consider and approve the change in par value of the Company's shares by reverse stock split and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the change in par value of the Company's shares by reverse stock split of the Company's registered capital
- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 6 พิจารณานุมัติการลดทุนจดทะเบียนและทุนชำระแล้ว โดยการลดมูลค่าหุ้นที่ตราไว้ของหุ้นของบริษัท เพื่อชดเชยส่วนต่ำมูลค่าหุ้นและผลขาดทุนสะสม และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
- Agenda No. 6 To consider and approve the decrease of the registered capital and paid-up capital of the Company to compensate for the accumulated losses of the Company and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the decrease of the registered capital
- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณาเรื่องอื่นๆ (ถ้ามี)
 Agenda No. 7 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 ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered 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 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 the hat 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 ไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agendas, 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 ไฮโดรเทค จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 11 ธันวาคม 2567 เวลา 10.00 น. โดยการแพร่ภาพสัญญาณผ่านระบบ Inventech จากห้องประชุมบริษัท ไฮโดรเทค จำกัด (มหาชน) อาคารทีพี แอนด์ ที เลขที่ 1 ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร โดยการประชุมดังกล่าว บริษัทได้จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

In the Extraordinary General Meeting of Shareholders No. 1/2024 on Wednesday, 11 December 2024 at 10:00 a.m. by broadcasting the contract via Inventech system from the meeting room of Hydrotek Public Company Limited, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok. The meeting was held by the Company in the form of an electronic meeting. or to be postponed to another date, time, and place

-
- 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:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> 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:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> 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:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> 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

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

ทำยประกาศกรมพัฒนาธุรกิจการค้า 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

ซึ่งเป็นผู้ถือหุ้นของบริษัท ไฮโดรเทค 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 มิ้มณี กรรมการอิสระ / ประธานกรรมการตรวจสอบ อายุ 68 ปี
 ที่อยู่ เลขที่ 452/61 ถนนราชวิถี แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร 10400 หรือ
 Air Chief Marshal Surasak Meemanee Independent Director / Chairman of the Audit Committee Age 68 years
 Residing at No. 452/61 Rajavithi Road, Khwaeng Thanon Phaya Thai, Khet Ratchathewi, Bangkok 10400, or

(5) นางวิภาภรณ์ ชัยรัตน์ กรรมการอิสระ / กรรมการตรวจสอบ อายุ 61 ปี
 ที่อยู่ เลขที่ 99/1 ซ.สุขสวัสดิ์ 22 แขวงบางปะกอก เขตราชบุรีบูรณะ กรุงเทพมหานคร 10140
 Mrs. Wipaporn Chairatana Independent Director / Member of the Audit Committee Age 61 years
 Residing at No. 99/1 Soi Suk Sawat 22, Bang Pakok, Rat Burana, Bangkok 10140

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024

ในวันพุธที่ 11 ธันวาคม 2567 เวลา 10.00 น. โดยการแพร่ภาพสัญญาณผ่านระบบ Inventech จากห้องประชุมบริษัท ไฮโดรเทค จำกัด (มหาชน) อาคารทีพี แอนด์ ที เลขที่ 1 ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร โดยการประชุมดังกล่าว บริษัทได้จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

On Wednesday, 11 December 2024 at 10.00 a.m. by broadcasting the contract via Inventech from the meeting room of Hydrotek Public Company Limited, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok. The meeting was held by the Company in the form of an electronic meeting. Or to be postponed to another date, time and place

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 เมื่อวันที่ 30 เมษายน 2567

Agenda No. 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2024 which was held on 30 April 2024

(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 2 พิจารณานุมัติการลดทุนจดทะเบียนโดยการตัดหุ้นที่ยังมิได้นำออกจำหน่าย และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน
- Agenda No. 2 To consider and approve the decrease of Company's registered capital by reducing unallocated registered ordinary shares, and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the decrease of the Company's registered capital;
- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 3 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน
- Agenda No. 3 To consider and approve the increase of Company's registered capital and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the increase of the Company's registered capital
- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 4 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท
- Agenda No. 4 To consider and approve the allocation of newly issued ordinary shares of the Company
- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 5 พิจารณานุมัติการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ของบริษัทโดยการรวมหุ้น
- Agenda No. 5 To consider and approve the change in par value of the Company's shares by reverse stock split and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the change in par value of the Company's shares by reverse stock split of the Company's registered capital
- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 6 พิจารณานุมัติการลดทุนจดทะเบียนและทุนชำระแล้ว โดยการลดมูลค่าหุ้นที่ตราไว้ของหุ้นของบริษัท เพื่อชดเชยส่วนต่อมูลค่าหุ้นและผลขาดทุนสะสม และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
- Agenda No. 6 To consider and approve the decrease of the registered capital and paid-up capital of the Company to compensate for the accumulated losses of the Company and the amendment of the Company's Memorandum of Association, Clause 4 to be consistent with the decrease of the registered capital

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 7 พิจารณาเรื่องอื่นๆ (ถ้ามี)
- Agenda No. 7 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ไฮโดรเทค จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 11 ธันวาคม 2567 เวลา 10.00 น. โดยการแพร่ภาพสัญญาณผ่านระบบ Inventech จากห้องประชุมบริษัท ไฮโดรเทค จำกัด (มหาชน) อาคารทีพี แอนด์ ที เลขที่ 1 ซอยวิภาวดีรังสิต 19 ถนนวิภาวดีรังสิต แขวงจตุจักร เขตจตุจักร กรุงเทพมหานคร โดยการประชุมดังกล่าว บริษัทได้จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ หรือที่จะพึงเลื่อนไปในวันเวลาและสถานที่อื่นด้วย

In the Extraordinary General Meeting of Shareholders No. 1/2024 on Wednesday, 11 December 2024 at 10:00 a.m. by broadcasting the contract via Inventech system from the meeting room of Hydrotek Public Company Limited, TP&T Building, No. 1 Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak, Chatuchak, Bangkok. The meeting was held by the Company in the form of an electronic meeting. or to be postponed to another date, time and place

-
- 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
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(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:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> 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:
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
-
- วาระที่.....เรื่อง.....เลือกตั้งกรรมการ
Agenda No. Re: Election of director(s)
- ชื่อกรรมการ.....
Director's name
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
- ชื่อกรรมการ.....
Director's name
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
- ชื่อกรรมการ.....
Director's name
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
- ชื่อกรรมการ.....
Director's name
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |
- ชื่อกรรมการ.....
Director's name
- | | | |
|---|--|---|
| <input type="checkbox"/> เห็นด้วย.....เสียง | <input type="checkbox"/> ไม่เห็นด้วย.....เสียง | <input type="checkbox"/> งดออกเสียง.....เสียง |
| Approve votes | Disapprove votes | Abstain votes |