

9 April 2026

Subject: Notice of the Annual General Meeting of Shareholders No. 1/2026
To: Shareholders
Hydrotek Public Company Limited

Enclosures

1. Copy of the minutes of 2025 Extraordinary General meeting of Shareholders held on 8 December 2026 Supporting Document for Agenda 1
2. Copy of One report (56-1) 2025 in QR code form Supporting Document for Agenda 2
3. The Company's Articles of Association in relation to Shareholders' Meetings
4. Registration, documents to be presented prior to attending the shareholders' meeting, proxy and voting
5. Information Memorandum regarding the Cancellation of the Water Supply Concession Project
6. List and Profiles of Independent Directors Nominated as Shareholders' Proxy
7. Proxy Forms (Form A, B and C)
8. Map of Meeting Place

The Board of Directors of Hydrotek Public Company Limited (the "Company") has resolved to convene the 2026 Annual General Meeting of Shareholders on April 29, 2026 at 2:00 p.m. at 4/103 Moo 11, Double U Building, 8th Floor, Ladsawai Subdistrict, Lam Lukka District, Pathum Thani Province.

The meeting will be conducted solely as a physical meeting to consider the following agenda items:

Agenda item no.1 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 held on December 8, 2025.

Facts and rationale

The Company has prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 held on December 8, 2025, and has submitted a copy of such minutes to the Market for Alternative Investment (mai).

Bod's opinion

The Board of Directors is of the opinion that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 held on December 8, 2025, have been accurately and completely recorded, including key questions and comments.

Accordingly, the Board proposes that the Annual General Meeting of Shareholders for the year 2026 consider and certify such minutes.

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and entitled to vote.

Agenda item no. 2 To consider and acknowledge the Company's operating results for the year 2025.

Facts and rationale

The Company has prepared the operating results report for the year 2025, which includes business performance, financial performance, financial statements, and other key information relating to the Company's management over the past year.

This is in compliance with the Public Limited Companies Act B.E. 2535 (1992), which requires the Board of Directors to report the Company's performance to the Annual General Meeting of Shareholders, and to ensure that shareholders are fully informed of the Company's business operations, financial position, and overall direction.

Bod's opinion

The Board of Directors deems it appropriate to propose that the Shareholders' Meeting acknowledge the Company's operating results for the

year 2025, in compliance with the Public Limited Companies Act B.E. 2535 (1992).

Voting Requirement

As this agenda item is for acknowledgment, no voting is required.

Agenda item no. 3 To consider and approve the consolidated financial statements for the accounting period of 2025, ended December 31, 2025, which have been audited by a certified public accountant

Facts and rationale

The Board of Directors' Meeting No. 1/2026, held on March 2, 2026, resolved to propose to the Shareholders' Meeting for consideration and approval of the Company's consolidated financial statements for the fiscal year ended December 31, 2025.

This is in compliance with the Public Limited Companies Act B.E. 2535 (as amended), which requires public limited companies to prepare financial statements as of the end of the accounting period and have them audited by a certified public accountant prior to submission to the Shareholders' Meeting for approval. The said financial statements have been duly audited and opined on by the certified public accountant.

Bod's opinion

The Board of Directors has considered and is of the opinion that the consolidated financial statements for the fiscal year ended December 31, 2025 have been properly prepared in accordance with financial reporting standards and have been audited by a certified public accountant.

Accordingly, the Board proposes that the Shareholders' Meeting consider and approve such financial statements. The key highlights are summarized as follows:

Statement of Financial Position and Statement of Profit or Loss (unit : million bath)

Detail	2024	2025
Total Assets	237.43	752.01
Total Liabilities	385.69	614.20
Shareholders' Equity	(148.27)	137.82
Revenue from Construction	99.85	504.92
Revenue from Services	0.02	12.84
Revenue from Sales	0.01	0.00
Gross Profit (Loss)	(30.11)	28.70
Net Profit (Loss)	(218.36)	84.95
Earnings (Loss) per Share (Baht)	(3.72)	0.32

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and entitled to vote.

Agenda item no. 4 To consider and approve the omission of the allocation of net profit as legal reserve and the omission of dividend payment for the operating results of the year 2025.

Facts and rationale

The Board of Directors' Meeting No. 1/2026, held on March 2, 2026, resolved to propose to the Shareholders' Meeting to consider the omission of the allocation of net profit as legal reserve and the omission of dividend payment for the operating results of 2025, with details as follows:

The Company has a dividend policy of paying not less than 40% of net profit after corporate income tax and legal reserve. However, such payment may be subject to change depending on the Company's investment plans, necessity, and other considerations in the future, provided that such actions are in the best interests of shareholders, such as reserving funds for loan repayment, business expansion, or in the event of changes in market conditions which may affect the Company's future cash flow. The Board of Directors is authorized to consider such matters.

Bod's opinion

The Company is not required to allocate net profit as a legal reserve as no dividend payment is declared.

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and entitled to vote.

Agenda item no. 5 To consider and approve the determination of directors' remuneration for the year 2026.

Facts and rationale

The Board of Directors' Meeting No. 5/2025, held on February 28, 2025, resolved to propose to the Shareholders' Meeting the determination of directors' remuneration for the year 2026.

The Company has established criteria and procedures for determining directors' remuneration, whereby the Nomination and Remuneration Committee reviews such remuneration on an annual basis and proposes it to the Board of Directors for further submission to the Shareholders' Meeting for approval.

In this regard, the Nomination and Remuneration Committee has considered the directors' remuneration based on the Company's operating results, business size, and the responsibilities of the Board, in comparison with listed companies on the Stock Exchange of Thailand with similar market capitalization and those in the same industry. Accordingly, it is proposed that the Shareholders' Meeting determine the directors' remuneration for the year 2026, with details as follows:

	2026 (Proposed in this occasion)	2025
1. Monthly remuneration		
Chairman of the Board and Director	-	-
Chairman of the Audit Committee and Director	-	-

Audit Committee Member and Director	-	-
Director	-	-
2. Meeting allowance (applicable only to non-executive directors)		
Chairman of the Board of Directors	20,000 baht per meeting	20,000 baht per meeting
Chairman of the Audit Committee	15,000 baht per meeting	15,000 baht per meeting
Audit Committee Member	10,000 baht per meeting	10,000 baht per meeting
Chairman of the Nomination and Remuneration Committee	10,000 baht per meeting	10,000 baht per meeting
Chairman of the Risk Management Committee	10,000 baht per meeting	10,000 baht per meeting
Nomination and Remuneration Committee Member	7,500 baht per meeting	7,500 baht per meeting
Risk Management Committee Member	7,500 baht per meeting	7,500 baht per meeting
3. Special remuneration or bonus	To be determined based on the Company's operating performance and payable only to non-executive directors	To be determined based on the Company's operating performance and payable only to non-executive directors
4. Other benefits	Remuneration for executive directors who do not receive a salary: 5,000 baht per month.	Remuneration for executive directors who do not receive a salary: 5,000 baht per month.

Bod's opinion

The Board of Directors has considered the criteria and procedures for determining directors' remuneration, taking into account the appropriateness in relation to duties, responsibilities, scope of work, the Company's performance, and business conditions, as well as benchmarking against companies in the same or similar industries.

Accordingly, the Board proposes that the Shareholders' Meeting consider and approve the directors' remuneration for the year 2026 as proposed.

Voting Requirement

The resolution for this agenda item requires a vote of not less than two-thirds of the total votes of the shareholders present and entitled to vote.

Agenda item no. 6 To consider and approve the appointment of the auditors and the determination of the audit fees for the year 2026.

Facts and rationale

The Board of Directors' Meeting No. 1/2026, held on March 2, 2026, resolved to propose to the Shareholders' Meeting the appointment of the auditors and the determination of the audit fees for the year 2026, in compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended), which requires the Annual General Meeting of Shareholders to appoint the auditors and determine the audit fees on an annual basis.

The Audit Committee has considered and selected the auditors in accordance with the criteria prescribed under the Public Limited Companies Act B.E. 2535 (as amended) and relevant regulations of the Capital Market Supervisory Board. In this regard, the Audit Committee has reviewed the performance of the auditors from AMC Office Co., Ltd. in the past year and is of the opinion that they are independent, appropriate, and have performed their duties with due responsibility.

Accordingly, the Board of Directors proposes that the Shareholders' Meeting consider appointing the auditors from SAM NAK-NGAN A.M.C. Co., LTD. as the Company's auditors for the accounting period ending December 31, 2026, whereby any one of the following auditors shall be authorized to audit and express an opinion on the Company's financial statements.

1. Mr. Amphol Jamnongwat

Certified Public Accountant No. 4663 and/or

2. Miss Prapasri Leelasupha

Certified Public Accountant No. 4664 and/or

3. Mr. Naris Saowalaksakul

Certified Public Accountant No. 5369 and/or

4. Miss Gunyanun Punyaviwat

Certified Public Accountant No. 12733 and/or

5. Mr. Burin Prasongsamrit

Certified Public Accountant No. 12879 and/or

6. Miss Pimjai Koet Kamrai

Certified Public Accountant No. 13975

The proposed auditors have no relationship or conflict of interest with the Company, its subsidiaries, directors, executives, major shareholders, or related persons, and are therefore independent in auditing and expressing opinions on the Company's financial statements. They have also not served as the Company's auditors for seven consecutive accounting periods, thereby meeting the qualifications prescribed by the relevant regulations of the Capital Market Supervisory Board.

In addition, the Audit Committee has considered the audit fees for the accounting period ending December 31, 2025 of AMC Office Co., Ltd. and is of the opinion that the proposed fees are appropriate to the audit scope. Accordingly, it has proposed to the Board of Directors to determine the audit fees of the Company for the said period at an amount not exceeding Baht 1,300,000, excluding other service fees and the audit fees of subsidiaries and joint ventures. The management is also authorized to appoint the auditors and determine the audit fees for the review and audit of the financial statements of subsidiaries and joint ventures. Details of the audit fees compared with the previous year are as follows:

Audit Fee	Fiscal Year 2026	Fiscal Year 2025
Hydrotek Public Company Limited	1,300,000	1,202,000
Subsidiaries	550,000	598,000

Other expenses	Payable at actual cost	Payable at actual cost
Total	<u>1,850,000</u>	<u>1,800,000</u>

Bod's opinion

The Board of Directors is of the opinion that the auditors from SAM NAK-NGAN A.M.C. Co., LTD. are fully qualified as required by law, independent, and have performed their duties with due responsibility in accordance with professional standards. The appointment of the auditors and the determination of the audit fees are in compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended).

Accordingly, the Board proposes that the Shareholders' Meeting consider and approve the appointment of the auditors from the said firm as the Company's auditors for the accounting period ending December 31, 2026, and approve the audit fees for the year 2026 as proposed.

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and entitled to vote.

Agenda item no. 7

To consider and approve the change in the par value of the Company's ordinary shares and the amendment to Clause 4 of the Company's Memorandum of Association to reflect such change, including the adjustment of the exercise ratio and exercise price of the warrants to purchase ordinary shares of Hydrotek Public Company Limited No. 2 (HYDRO-W2), No. 3 (HYDRO-W3), and No. 4 (HYDRO-W4).

Facts and rationale

- Resolved to propose to the Annual General Meeting of Shareholders No. 1/2026 to consider and approve the change in the par value of the Company's ordinary shares from Baht 8.00 per share to Baht 1.00 per share. This will result in an increase in the total number of shares by 2,878,840,846 shares, from 411,262,978

shares at a par value of Baht 8.00 per share to 3,290,103,824 shares at a par value of Baht 1.00 per share.

Such change in par value will result in each shareholder's shareholding increasing at a ratio of 1:8 as follows:

	Before the change of par value	After the change of par value
Registered Capital	3,290,103,824 Baht	3,290,103,824 Baht
Paid-up Capital	2,415,868,808 Baht	2,415,868,808 Baht
Registered shares (the number of total issued shares and the authorized but unissued shares)	411,262,978 Shares	3,290,103,824 Shares
Paid-up shares	301,983,601 Shares	2,415,868,808 Shares
Par Value (per share)	8.00 Baht	1.00 Baht

In addition, it was resolved to propose to the Annual General Meeting of Shareholders No. 1/2026 to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association to reflect the change in the par value of the Company's ordinary shares, with details as follows:

“Clause 4. Registered Capital	3,290,103,824	Baht	(Three thousand two hundred and ninety million one hundred and three thousand eight hundred and twenty-four Baht)
Divided into	3,290,103,824	shares	(Three thousand two hundred and ninety million one hundred and three thousand eight hundred and twenty-four shares)
Value of each share	1.00	Baht	(One Baht)
Divided into Ordinary shares	3,290,103,824	shares	(Three thousand two hundred and ninety million one hundred and three thousand eight hundred and twenty-four shares)
Preferred shares	-None-	share	“

2. Resolved to approve the adjustment of the exercise ratio and the exercise price of the warrants to purchase ordinary shares of Hydrotek Public Company Limited No. 2 (HYDRO-W2), No. 3 (HYDRO-W3), and No. 4 (HYDRO-W4), in accordance with the terms and conditions governing the rights and obligations of the issuer and the holders of such warrants, as a result of the change in the Company’s par value from Baht 8.00 per share to Baht 1.00 per share as stated in Item 1 above, as follows:

Warrant to Purchase Common Shares of Hydrotek Public Company Limited, Series 2 (HYDRO-W2)	
Before the Par Value Adjustment (Par Value: Baht 8 per share)	After the Par Value Adjustment (Par Value: Baht 1 per share)

Exercise Ratio	1 Existing Share : 0.26591 New Share	1 Existing Share : 2.12728 New Shares
Exercise Price	1.504 bath	0.188 bath

Warrant to Purchase Common Shares of Hydrotek Public Company Limited, Series 3 (HYDRO-W3)		
	Before the Par Value Adjustment (Par Value: Baht 8 per share)	After the Par Value Adjustment (Par Value: Baht 1 per share)
Exercise Ratio	1 Existing Share : 1 New Share	1 Existing Share : 8 New Share
Exercise Price	8 bath	1 bath

Warrant to Purchase Common Shares of Hydrotek Public Company Limited, Series 4 (HYDRO-W4)		
	Before the Par Value Adjustment (Par Value: Baht 8 per share)	After the Par Value Adjustment (Par Value: Baht 1 per share)
Exercise Ratio	1 Unit : 1 New Share	1 Unit : 8 New Share
Exercise Price	10 bath	1.25 bath

The objective is to enhance the liquidity of the Company's shares on the Stock Exchange, as the reduction in par value will increase the number of shares and lower the price per share. This will improve accessibility for investors, particularly retail investors, and facilitate investment in the Company's shares.

In addition, the increase in the number of shares will expand the free float, thereby improving trading liquidity and potentially enhancing the distribution of shareholdings. This is expected to support more efficient trading and enable the Company's share price to better reflect its appropriate value in the capital market.

Bod's opinion

The Board of Directors has considered and is of the opinion that the change in the par value of the Company's ordinary shares is appropriate, as it will

enhance trading liquidity on the Stock Exchange by lowering the price per share and increasing the number of shares. This will improve accessibility for investors, particularly retail investors, as well as increase the Company's free float and support more active trading.

Accordingly, the Board proposes that the Shareholders' Meeting consider and approve the proposed change in the par value of the Company's ordinary shares.

Voting Requirement

The resolution for this agenda item requires a vote of not less than three-fourths of the total votes of the shareholders present and entitled to vote.

Agenda item no. 8 To consider and approve the termination of the water supply concession project in Chiang Mai Province.

Facts and rationale

The water supply concession agreements for the projects were not completed within the specified period from the date of execution, in accordance with the terms and conditions set forth therein. These projects cover the areas of Chedi Mae Khrua Subdistrict Municipality and the areas under Mueang Len Municipality, Nong Yaeng Subdistrict Municipality, San Pa Pao Subdistrict Municipality, and San Na Meng Subdistrict Municipality, Sansai District, Chiang Mai Province.

The Company has encountered a severe internal crisis that has materially affected its ability to continue the projects. In particular, the project investor has ceased further capital contributions and suspended financial support, resulting in liquidity constraints that prevent the Company from proceeding with the projects. In addition, the Company has been unable to secure a new investor to replace the existing one, and disputes with the investor have led to legal proceedings in the Civil Court.

Accordingly, the Board of Directors considers it appropriate for the Company to terminate the operations and return the concession rights under both concession agreements, in order to allow the Department of Water

Resources to seek a new operator with sufficient technical and financial capability to continue the projects, thereby ensuring the greatest benefit to the public.

Bod's opinion

The Board of Directors has considered and is of the opinion that the Company is unable to complete the water supply concession project in accordance with the concession agreement due to the suspension of financial support by the investor, resulting in liquidity constraints and the inability to continue the project. The Company has also been unable to secure a new investor to replace the existing one.

Accordingly, the Board considers it appropriate for the Company to terminate the project and return the concession rights under the concession agreement, and proposes that the Shareholders' Meeting consider and approve such matter.

Voting Requirement

The resolution for this agenda item requires a majority vote of the shareholders present and voting.

Agenda item no. 9 Other business (if any)

The Company has fixed April 9, 2026 as the Record Date for determining the shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2026.

For this Annual General Meeting, the Company will conduct registration, voting, and vote counting through an electronic system only. The Company hereby invites shareholders of Hydrotek Public Company Limited to attend the meeting in a physical meeting format on the date and time specified above.

The Company would like to inform all shareholders of the rules and procedures for attending the Physical Meeting as follows:

1. If you wish to appoint a proxy to an independent director, the Company would like to inform you that you may grant a proxy to the Company's independent directors, whose details are provided for shareholders' consideration as proxy holders (**Enclosure No. 6**), to attend the meeting and vote on your behalf.

2. Shareholders who wish to appoint another person to attend and vote on their behalf at this meeting are requested to grant a proxy to a person who has reached legal age by completing and signing either Proxy Form A, Form B, or Form C (**Enclosure No. 7**), selecting only one form, and submitting it to the Company prior to attending the meeting.

Proxy Form C is applicable only for shareholders who are foreign investors and have appointed a custodian in Thailand to act as the depository and to attend the meeting and vote on their behalf.

Shareholders may submit the proxy documents to the Company by April 28, 2026 through the following channels:

- 1) จดหมายอิเล็กทรอนิกส์ mail@hydrotek.co.th และ CFO@hydrotek.co.th
- 2) Submit the original proxy form (with a Baht 20 stamp duty affixed), together with a copy of the identification card, to:
Office of the Company Secretary
Hydrotek Public Company Limited
No. 4/103, Moo 11, Double U Building, 6th Floor, Ladsawai Subdistrict,
Lam Luk Ka District, Pathum Thani 12150
- 3) If you wish to attend the meeting in person, please follow the instructions provided in the documents (**Enclosure No. 4 and 8**).

The Company has also provided shareholders with the opportunity to submit questions in advance to the Office of the Company Secretary, Hydrotek Public Company Limited, No. 4/103, Moo 11, Double U Building, 6th Floor, Ladsawai Subdistrict, Lam Luk Ka District, Pathum Thani 12150, or via email at mail@hydrotek.co.th and CFO@hydrotek.co.th. The Company will address such questions at the Shareholders' Meeting and record them in the minutes of the meeting.

Yours sincerely,

Hydrotek Public Company Limited



(Assoc.Prof.Dr.Phongphat Chittanurak)

Chairman of the Board