

(Translation)

Minutes of the Annual General Meeting of Shareholder Year 2022

Time and place

The Meeting was held on Monday, April 25, 2022 at 2.00 p.m, at Meeting Room, 14<sup>th</sup> Floor of TP&T Building, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak Sub-District, Chatuchak District, Bangkok.

General information

In this Annual General Meeting of Shareholder Year 2022, 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 Quidlab 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 2:00 p.m., there were 4 shareholders attending the meeting in person and by proxy 29 shareholders, totaling 33 shareholders, representing a total of 322,578,749 shares out of the total shares of Hydrotek Public Company Limited (“the Company”). Issued and paid. 623,851,008 shares or equivalent to 51.7077 percent of the total number of shares sold of the Company forming a quorum in accordance with the requirements of the laws and regulations of the company. This requires that not less than 25 shareholders and proxies are present at the meeting or not less than half of the total number of shareholders. Whichever is less and must have shares in aggregate of not less than one-third of the total number of shares sold of the Company.

Directors attending the Meeting

- |                              |  |
|------------------------------|--|
| 1. Mr. Somprasong Panjalak   | Chairman of the Board  |
| 2. Mr. Bancherd Thongcharoen | Chief Executive Officer / Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Director |
| 3. Mr. Somcham Panjalak      | Member of the Nomination and Remuneration Committee / Member of the Risk Management Committee / Director                           |

4. Air Chief Marshal Surasak Meemanee Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management

Board of Directors attending the meeting via electronic media

1. Mr. Pamin Phantawesak Director
2. Professor Dr. Kamphol Panyagometh Committee / Independent Director  
Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee / Independent Director
3. Dr. Siridech Kumsuprom Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Independent Director

Executive attending the Meeting

1. Miss Jarumas Anutchalakom Chief Financial Officer and Company Secretary

Legal Advisors attending the meeting

1. Mr. Natthawat Ketmunin legal advisor

Auditor attending the meeting from SAM NAK-NGAN A.M.C. Co., Ltd.

1. Mr. Naris Saowalagsakul SAM NAK-NGAN A.M.C. Co., Ltd.

Commencement of the Meeting

Miss Pimporn Srijaroen, who was responsible for the meeting moderator (the “Conductor”) welcomed the shareholders and attendees to attend the Annual General Meeting of Shareholder Year 2022 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

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

2. Voting for each agenda will be done openly. Shareholders or proxies are required to vote only in one way, i.e. agree, disagree or abstain. Voting cannot be divided into parts. Except in the case of foreign shareholders which appoints a custodian in Thailand to be a stock depository and keeper. Shareholders and proxies able to vote separately for agreeing, disapproving or abstaining at the same time in each agenda. By separating the votes to be cast equal to the number of shares held.
3. The company will give approximately 1 minute to vote.

By requiring shareholders to follow the voting procedures as follows:

When shareholders want to vote, click on the Vote menu. Check mark symbol in the menu bar that appears on the left. There will be a button to select the vote in each agenda that can be voted on. Make a selection of votes in each agenda. By clicking on one of the Agree, Disagree or Abstain buttons and press submit when the vote has been submitted. Shareholders will receive a pop-up notification message. Vote sent successfully If shareholders enter the system and did not click any buttons at the voting menu. The system will automatically pours the votes to agree. Available to change or amend your vote in each agenda until the meeting announces the closure of voting for that agenda.

For security reasons, each shareholder can log in on only one device. If the shareholder tries to log in on another device or another browser on the same computer, the previous login will be automatically removed from the system. Shareholder's username and password must not be disclosed to anyone else.

If the shareholder asks for username and password to attend the meeting in the E-AGM system and submits the shareholder execute the written proxy Form B. which has already voted. The system will not be able to allow changes in voting but shareholders can watch the meeting broadcast and ask questions.

#### Vote counting criteria

According to Clause 31 of the Company's Articles of Association stipulates that "in casting one share one vote" and the resolution of the shareholders' meeting shall consist of the following votes:

- (1) In normal case of equal votes, the majority vote of the shareholders who attend the meeting and vote will be finalized by the chairman, The chairman of the meeting shall have one more

vote as a casting vote. Therefore, in considering the majority votes of the shareholders whether they agree or not, only the “Agree” and “Disagree” votes of the shareholders will be counted. Holding shares attending the meeting and vote “abstain”, will not be counted such votes as the vote counting base.

- (2) In the following cases must be hold a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and have the right to vote.
- (a) sale or transfer of the entire business of the company or some important parts to other people.
  - (b) the purchase or acceptance of transfer of the business of another company or a private company to be a company.
  - (c) Making, amending or terminating the contract relating to the lease of all business of the company. Or some important Assigning another person to manage all of the company's business or a merger with another person for the purpose of sharing profit and loss.
  - (d) amendments to the memorandum of association or the articles of association of the company.
  - (e) increase or decrease in the company's capital or issuing corporate debentures.
  - (f) merger or dissolution.

Therefore, in considering the majority votes of the shareholders whether they agree or not, only the “Agree” and “Disagree” votes of the shareholders who attended the meeting will be counted. And vote “abstain”, will not be counted such votes.

Before voting on each agenda, the chairman of the meeting will give the attendees an opportunity to ask questions related to that agenda appropriately.

For questions or comments outside of the agenda, please ask or giving opinions on other agendas at the end of the meeting and asked the shareholders to give their opinions or inquire in a succinct manner and refrain from questioning or commenting on duplicate issues. The shareholders shall follow the rules and cooperate well in the meeting in order to allow other shareholders exercising their rights.

If shareholders wish to ask questions or express opinions. The shareholders can press the menu button to type a message in the chat window and press "send" to confirm the sending of such message to the company.

After that, the chairman will be the reader of your questions in order and the company reserves the right to answer questions that correspond to the agenda at that time. If any question does not meet the agenda will be asked after the meeting is adjourned in accordance with the methods stated above. "Inbox" asks you to provide your name, surname and status, for example, come in person or as a proxy. In order to record the minutes of the meeting accurately and completely.

In the event that a large number of questions are sent into the system, the company reserves the right to consider the selection of 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 disclose in the minutes of the meeting or through the Company's website.

In the event that shareholders encounter problems entering the voting system Please abide by the rules for the meeting in accordance with the requirements announced by the company. Or contact the staff at 02-013-4322, mobile phone 080-008-7616 or email: info@quidlab.com

For compliance with good guidelines for shareholders' meetings of listed companies Regarding the vote counting, the company therefore invites representatives from Ketmunin Lawyer Office Company Limited, with the legal advisor is Mr. Natthawat Ketmunin, responsible for the vote counting. and supervise the shareholders' meeting in accordance with the laws and regulations of the company.

The Chairman then opened the first Annual General Meeting of Shareholder Year 2022 of the Company welcomed the shareholders and conducted meetings according to various meeting agendas that appear in the notice of the Annual General Meeting of Shareholder Year 2022 of the Company as follows:

**Agenda 1 To adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021**

The Company held the Extraordinary General Meeting of Shareholders No. 1/2021 on November 15, 2021. The Company prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 and sent a copy of the minutes to the Stock Exchange of Thailand. and

the Ministry of Commerce as required by law. In addition, the company has published the minutes of the meeting on the Company's website Including sending the minutes of the meeting together with the invitation letter to all shareholders in advance.

#### Board's opinion

The Board of Directors is of the opinion that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, convened on November 15, 2021, have recorded the questions raised and important comments in the report accurately and completely. Therefore, it is appropriate to propose to the shareholders' meeting to consider and certify the minutes of the meeting.

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

As no shareholders or proxies raised any questions or expressed their opinions, the Chairman asked the meeting to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, dated on November 15, 2021.

#### Resolved

The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 on November 15, 2021 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	322,585,799	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

#### Remark

1. The resolution for this agenda must consist of a majority vote of the shareholders who attend the meeting and cast their votes.
2. In this agenda, there was 1 additional shareholder, representing 7,050 shares, totaling 34 shareholders attending the meeting.

Agenda 2 To acknowledge the report of the Company's operating results in year 2021

The Board of Directors' Meeting No. 2/2022, held on February 28, 2022, resolved to propose to the shareholders' meeting for acknowledgment of the Company's 2021 operating results report, details as shown in the report. Year 2021 / One Report 2021 under the topic "Analysis and Explanation of Operation sector". The Chairman assigned Mr. Bancherd Thongcharoen, Chief Executive Officer to present the report of the Company's operating results for the year 2021 to the meeting. Mr. Bancherd Thongcharoen reported that in 2021, the Company continues to operate in accordance with the Company's vision and mission. Focusing on the construction of basic utilities with government agencies and the private sector within the country. Moreover, the company is developing the organizational structure including personnel to be consistency with the current business and situation in order to be able to operate the business completely in accordance with the vision and mission announced to the Stock Exchange of Thailand including all shareholders of the Company. As for the report on the Company's performance for the year 2021, the Chairman assigned Miss Jarumas Anutchchalakom, Chief Financial Officer and Company Secretary to present the Company's 2021 performance to the meeting. The details are shown in the copy of the 2021 Annual Report, which has been sent together with the invitation letter for this meeting. The important things can be summarized as follows:

1. Total revenue of the company

The Company's main income comes from two channels, namely construction and services. In 2021, the Company's revenue from construction amounted to 262.40 million baht and revenue from services amounted to 8.09 million baht. Therefore, the total amount is 270.49 million baht.

2. Company's net profit

In 2021, the company has gross profit of 23.94 million baht, which is more than in 2020 with gross profit of 3.90 million baht and the company has a net loss of 19.98 million baht, which is considered the operating results of the company. Significantly improved compared to net loss in 2020 amounting to 74.27 million baht.

### 3. Debt to Equity Ratio

In 2021, the debt to equity ratio is equal to 2.77 times due to the Company There was a capital increase and debt payment of the Company. In addition, the total debt of the Company decreased by 337.80 million baht from the year 2020 by 424.21 million baht, resulting in the debt-to-equity ratio of the Company. Significant improvement compared to the 2020 debt to equity ratio of 125.51 times.

### Board of Directors' Opinion

The Board of Directors is of the opinion that it should be proposed to the shareholders' meeting to consider and acknowledge the report of the Company's operating results for the year 2021 as detailed above.

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

When no shareholders or proxies asked any questions or expressed their opinions, the Chairman asked the meeting to acknowledge the Company's 2021 operating results report.

### **The meeting acknowledged**

### Remark

Because it is an agenda for acknowledgment therefore no voting.

### **Agenda 3 To consider and approve the Consolidated Financial Statements for the fiscal year ended December 31, 2021**

Board of directors held the meeting No.2/2022 on February 28, 2022, and intended to present the shareholder meeting to consider and to approve the Consolidated Financial Statements for the fiscal year ended December 31, 2021, along with laws and regulations. The Consolidated Financial Statements have been audited and certified its true and correction by the auditor from SAM NAK-NGAN A.M.C. Company limited, and also have been reviewed by the Audit Committee prior to present to the shareholders meeting.

As for the annual financial statements ending December 31, 2021, the Chairman assigned Miss Jarumas Anutchalakom, Chief Financial Officer and Company Secretary to present the annual financial statements as of December 31, 2021 to the meeting. The details are shown in



the copy of the 2021 Annual Report, which has been sent together with the invitation letter for this meeting. The important things can be summarized as follows:

**Auditor's opinion**

The auditor expressed an unqualified opinion but there is information and events highlighted. As discussed in Note 38.1 to the financial statements, it describes the uncertainty about the outcome of the lawsuits against the Company. has filed a lawsuit against the counterparty to the Central Administrative Court demanding payment of installment payments to the Company The aforementioned parties have filed an answer and a counterclaim to the Central Administrative Court claiming damages from the Company. However, the Company does not agree with the judgment. and appealed to the Supreme Administrative Court. The case is currently under consideration. The auditor did not express a qualified opinion on this matter.

**Statement of Financial Position and Income Statement (Unit: million baht)**

Items	2021	2020
Total assets	459.64	427.59
total liabilities	337.80	424.21
Equity	121.84	3.38
Construction income	262.40	154.34
Service income	8.09	2.51
Gross profit (loss)	23.94	3.90
Net Profit (Loss)	(19.98)	(74.27)
Profit (Loss) per share (Baht)	(0.01)	(0.08)

**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, 2021 audited and certified by an auditor from AMC Office Company Limited and has been approved by the Audit Committee.

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

As no shareholders or proxies raised any further questions or expressed opinions, the Chairman asked the meeting to approve the annual financial statements ending December 31, 2021.

**Resolved**

The meeting resolved to approve the financial statements for the year ended December 31, 2021 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	322,585,799	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

**Remark :**

The resolution for this agenda must consist of the majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 4**

**To consider and approve the non-allocation of the 2021 profit, and the omission of dividend payment.**

The Board of Directors Meeting No. 2/2022, held on February 28, 2022, resolved to propose to the shareholders' meeting to consider the allocation of net profit. as a legal reserve and no dividend payment for operating results The details are as follows.

The Company has a policy to pay dividends at a rate of not less than 40 percent of net profit after corporate income tax deduction and the allocation of legal reserves. However, the dividend payment can be changed subject to the necessity of investment plan and other appropriateness in the future which causes the best interest to the shareholders, such as, a reserve for loan repayment, an investment to expand the company's business or in the event of changes in the market which may affect the cash flow of the Company in the future by authorizing the Board of Directors of the Company to consider.

However, as shown in the separate financial statements for the year 2021 ending on December 31, 2021, the Company has a net loss of 19,984,900.06 baht, making the company unable to allocate the annual net profit to be a legal reserve and the company is unable to pay dividends for the 2021 operating results to shareholders. which 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 the allocation of net profits as a legal reserve and no dividend payment for operating results.

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

When no shareholders or proxies made any further questions or comments, the Chairman asked the meeting to approve the allocation of net profit as a legal reserve and no dividend payment for operating results.

**Resolved**

The meeting resolved to approve the allocation of net profit as a legal reserve and no dividend payment for operating results with details as proposed in all respects with the following votes:

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	322,585,799	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

**Remark :**

The resolution for this agenda must consist of the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To appoint the auditors and to determine the auditor's fees of 2021

The Board of Directors Meeting No. 2/2022, held on February 28, 2022 resolved to propose to the shareholders' meeting to appoint an auditor and determine the audit fee for the year 2022 in order to comply with the provisions of Section 120 of the Public Company Limited Act B.E. 2535 The Audit Committee has considered and selected an auditor in accordance with the rules of the Public Limited Act B.E. 2535 (as amended) and the Notification of the Capital Market Supervisory Board. By considering the performance of auditors from AMC Office Company Limited in the past year and is of the opinion that the auditors from AMC Office Company Limited are independent and responsible on their duties with utmost care. Therefore, it was proposed to the Board of Directors to consider and propose to the shareholders' meeting to consider appointing an auditor from AMC Office Company Limited as the Company's auditor for the accounting period ending on December 31, 2022, one of the following auditors is required to be an inspector and expressing 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

In this regard, the auditors, according to the list proposed herein, have no interest in the Company, subsidiaries, directors, executives, major shareholders or any person related to such person in any way. Therefore, the independence and free-expression on the company's financial statements are essential for the upcoming auditors' condition. Moreover, auditors from AMC have not audited the company for 7 consecutively. Therefore these auditors from AMC have fit qualifications according to the notification of the Capital Market Supervisory Board and related.

In addition, the Audit Committee has considered the audit fees for the accounting period ending December 31, 2022 of AMC Office Company Limited and is of the opinion that the proposed audit fees are appropriate for the audit scope. Therefore, the audit is presented to the Board of Directors in order to determine the audit fee of the Company during the accounting period ending December 31, 2022 the amount is not more than 2,000,000 baht excluding other service fees.

Details of the Company's audit fees compares to last year are as follows:

Audit fee	Fiscal Year of 2022	Fiscal Year of 2021
Hydrotek Public Company Limited	950,000	950,000
Subsidiaries *	489,000	513,000
Other expenses	Actual Payment	Actual Payment
<u>In total of</u>	<u>1,439,000</u>	<u>1,463,000</u>

Remark\* The shares of SUT Hydro Company Limited has been solely sold in the fiscal year of 2021 affecting to less number of subsidiaries consequence of decreasing audit fee.

#### Board of Directors' Opinion

The Board of Directors is of the opinion that it should propose to the shareholders' meeting to consider and approve the appointment of Mr. Ampon Chamnongwat, Certified Public Accountant No. 4663 and/or Miss Prapasri Leelasupa, Certified Public Accountant No. 4664 and/or Mr. Naris Saowalucksakul Certified Public Accountant No. 5369 and/or Miss Kanyanan Poonyawiwat, Certified Public Accountant No. 12733 of AMC Office Company Limited, are the Company's auditors for the fiscal year ending on December 31, 2022. In the event that the aforementioned auditors are unable to perform their duties, AMC Office Company Limited can provide another certified auditor instead and set compensation in the amount of not more than 2,000,000 baht excluding other service fees.

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

As no shareholder or proxy asked any additional questions or expressed opinions, the Chairman asked the meeting to approve the appointment of an auditor. and determine the audit fee for the year 2022.

Resolved

The meeting resolved to appoint an auditor and determine the audit fee for the year 2022 with details as proposed in all respects with the following votes:

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	322,585,799	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

Remark : The resolution for this agenda must consist of the majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 6** To consider and elect the directors in replacement of those retiring by rotation

The Board of Directors' Meeting No. 2/2022, held on February 28, 2022, resolved to propose to the shareholders' meeting to consider electing directors to replace those who retired by rotation. According to the Company's Articles of Association, Article 15, stipulates that "at every annual general meeting One third of the directors shall vacate office if the number of directors cannot be divided exactly into three parts. The number of directors who are required to retire from office in the first and second year after the company registration shall be drawn by drawing lots to determine who will retire. The longest in office is the one who retires. Directors retiring by rotation may be elected to continue working in the new term." There are 3 directors who are due to retire by rotation as follows:

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

3. Professor Dr.Kampol Panyakomet Independent Director / Audit Committee /  
Chairman of Nomination and Remuneration  
Committee

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 2022 between November 17, 2021 – December 30, 2021. 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 (by the Nomination and Remuneration Committee who has no conflict of interest) has considered the qualifications of 3 directors who will retire by rotation in the 2022 Annual General Meeting of Shareholders. As consideration, they all have knowledge, capability, experience and expert in many areas which is beneficial to the Company's operations. To summarize, they all having qualifications and not having any prohibited characteristics under the Public Company Limited Act B.E. 2535 (as amended) and the Securities Act 2535 (as amended) as well as relevant announcements. Therefore, it is proposed to the Board of Directors to consider and nominate all 3 persons to the shareholders' meeting for consideration and re-election as directors / independent director of the Company for next term.

#### Board of Directors' Opinion

The 3 persons nominated to be elected as the Company's directors this time have passed the scrutiny process of the Board of Directors. The Board of Directors (who has no conflict of interest) has considered and agreed with the Nomination and Remuneration Committee that these 3 persons have qualifications suitable for the Company's business operations. The independent directors are also able to express their opinions independently. and in accordance with the relevant rules In addition, although Professor Dr. Kampol Panyagomet has held the position of Independent Director of the Company for 10 consecutive years (if he is re-elected this time, will hold a position as an independent director of the Company for a total of 13 years), but with their knowledge, and experience during the tenure. In addition, they devoted their knowledge, abilities, experience and independent opinions and beneficial to the Company's business operations as well as performing duties with responsibility, prudence and honesty.

Therefore, it is appropriate to propose to the 2022 Annual General Meeting of Shareholders to elect 3 persons, namely Mr. Somcharn Panjalak, Air Chief Marshal Surasak Memanee and Professor Dr. Kampol Panyagomet, who are due to retire by rotation. Returned to the position of Director / Independent Director of the Company next term.

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

As no shareholder or proxy asked any additional questions or expressed opinions, the Chairman asked the meeting to elect directors to replace those who retired by rotation.

**Resolved**

The meeting resolved to elect directors to replace those who retired by rotation. with details as proposed in all respects with the following votes:

**6.1 Mr. Somcharn Panjalak**

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	308,885,799	95.7531
Disapprove	13,700,000	4.2469
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

**6.2 Air Chief Marshal Surasak Memanee**

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	322,585,799	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>



6.3 Professor Dr. Kampol Panyagomet

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	322,585,799	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

**Remark :** The resolution for this agenda must consist of the majority votes of the shareholders who attend the meeting and cast their votes.

Agenda 7 To determine directors' remuneration in 2022

The Board of Directors' Meeting No. 2/2022, held on February 28, 2022, resolved to propose to the shareholders' meeting to determine the directors' remuneration for the year 2022. The Nomination and Remuneration Committee will review the Board of Directors' remuneration annually and present to the Board of Directors for consideration and to propose to the shareholders' meeting to consider the determination of directors' remuneration.

In this regard, the Nomination and Remuneration Committee considers the remuneration of directors by considering the Company's performance, business size and responsibilities of the Board of Directors. Compared to companies listed on the Stock Exchange of Thailand with market capitalization in size similar to that of the Company and other listed companies in the same industry as the Company. Therefore, it is proposed to the shareholders' meeting to determine the directors' remuneration for the year 2022, details as follows:

	2022 (Present proposal)	2021
<b>1. Monthly</b>		
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
<b>2. Meeting Allowance (excluding Executive directors)</b>		
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
<b>3. Special Compensation</b>		
	Subject to the operation performance. Allowance to directors except for executive directors.	Subject to the operation performance. Allowance to directors except for Executive directors
<b>4. Other Allowance</b>		
	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 (Since June 21)

**Board of Directors' Opinion**

The Board of Directors has considered according to the recommendations of the Nomination and Remuneration Committee, which have been scrutinized by taking into account various decency and deems appropriate to propose to the shareholders' meeting to determine the directors' remuneration as detailed above.

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

As no shareholders or proxies made any further questions or comments, the Chairman asked the meeting to approve the determination of the directors' remuneration for the year 2022.

**Resolved**

The meeting resolved to approve the determination of the directors' remuneration for the year 2022, with details as proposed in all respects. with the following votes:

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	308,885,799	95.7531
Disapprove	13,700,000	4.2469
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

**Remark :**

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.

**Agenda 8**

To consider and approve to decrease the registered capital of the company by cut-off the remaining shares from the warrant exercised (HYDRO-W1) and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Board of Directors Meeting No. 2/2022, held on February 28, 2022, resolved to propose to the shareholders' meeting to consider and approve the reduction of registered capital. By reducing the capital to cut-off the remaining shares from the reserve for the exercise of HYDRO-W1 and approve the amendment of the Memorandum of Association Article 4 to be in line with the reduction of the registered capital to cut off the shares.

Decreasing the registered share capital by cut-off the remaining shares from the warrant exercised (HYDRO-W1) in the total of 50,435,873 shares par value 1 Baht from the formally registered share capital which is 674,286,881 Baht and remaining 623,851,008 Baht and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

Amendment Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

Clause 4, Registered Capital according to the decrease of the registered share capital as follows;

“Clause 4. The registered Capital in a total of 623,851,008.00 Baht	(Six hundred twenty-three million eight hundred fifty-one thousand eight baht only)
divided into	623,851,008.00 Shares (Six hundred twenty three million eight hundred fifty one thousand eight shares)
Par value	1 Baht (One baht)
Dividing to	
Common stock	623,851,008 Shares (Six hundred twenty three million eight hundred fifty one thousand eight shares)
Preferred shares	0 Shares (Zero share)”

In addition, the managing directors approved to propose to the shareholders meeting to consider the power of attorney authorized to the chief of the executive director or assigned in order to consider, to manage the processes related to decreasing the registered share capital at Department of Business Development, Ministry of Commerce or to submit any necessary documents to the Securities Commission and stock exchange (SEC) or the Stock Exchange in Thailand (SET).

#### Board of Directors' Opinion

The Board of Directors agrees to propose to the shareholders' meeting to consider and approve the reduction of registered capital. By reducing the capital to cut-off the remaining shares from the reserve for the exercise of HYDRO-W1 and approve the amendment of the Memorandum of Association Article 4 to be in line with the reduction of the registered capital to cut off the shares.

The Chairman then gave the meeting an opportunity to express opinions and ask questions related to Agenda 8.

As no shareholders or proxies made any further questions or comments, the Chairman asked the meeting to approve the reduction of the registered capital. By reducing the capital to cut-off the remaining shares from the reserve for the exercise of HYDRO-W1 and approve the amendment of the Memorandum of Association Article 4 to be in line with the reduction of the registered capital to cut off the shares.

**Resolved**

The meeting resolved to approve the reduction of registered capital. By reducing the capital to write off the remaining shares from the reserve for the exercise of HYDRO-W1 and approve the amendment of the Memorandum of Association Article 4 to be in line with the reduction of the registered capital to cut off the shares. with details as proposed in all respects with the following votes:

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	322,585,799	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

**Remark :** The resolution for this agenda item must consist of votes of not less than Three-fourths of the total number of votes of the shareholders attending the meeting.

**Agenda 9** To consider and approve to decrease the registered capital of the Company by reduction the registered shares in order to avoid the deficit and to amend Clause 4, Registered Capital, of the Memorandum of Association of the Company to be in accordance with the decrease of the registered share capital.

The Board of Directors Meeting No. 2/2022, held on February 28, 2022, resolved to propose to the shareholders' meeting to consider and approve the reduction of registered capital

and paid-up capital. By reducing the number of shares to clear accumulated losses and approve the amendment of Clause 4 of the Memorandum of Association to comply with the reduction of registered and paid-up capital by reducing the number of shares.

The details of decreasing the registered capital and paid-in capital in total of 311,925,504 Baht stipulated as follows;

Details	Before decreasing	Decreasing	After decreasing
Registered Capital and Paid-in Capital	623,851,008 Baht	311,925,504 Baht	311,925,504 Baht
Number of shares	623,851,008 shares	311,925,504 shares	311,925,504 shares

Decreasing the registered shares in a number of 311,925,504 shares, par value 1 Baht according to the ratio of each shareholder 2:1 in order to avoid the Company deficit. The details are demonstrated in the consolidated statement of financial position dated December 31, 2021.

Please find the shares per shareholder in the ratio after decreasing as follows;

$\text{Number of shares (after the reduction)} = \frac{\text{Shares owned before the reduction}}{2}$
--

In the event that there is a fraction of shares remaining from the calculation, the total fraction shares will be winded-up. In case of, the sum of total shares are less than 311,925,504 shares, the Chief Executive Officer (CEO will be authorized to appoint a person as Balancer who obliges to hold the sum of fractioned shares and will afterward announce to shareholders. According to these processes, the Company will assign it to Thailand Securities Depository Co., Ltd. ("CSD") as the operator to preserve the rights of certain shareholders affected by such round-off rights. The Company will compensate the discarded fractional shares at a price equal to the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for the past 7 consecutive business days prior to the date of the Annual General Meeting of Shareholders. The affected shareholders shall request the Company to return the compensation in cash within 1 month after the completed reduction, publicize afterward, at the head office of the Company

located at No.1, TP&T Tower 1, 14th Floor, Soi Vibhavadee-Rangsit 19, Chatuchak, Chatuchak, Bangkok 10900. Otherwise the Company will assume that such shareholder has waived his right to receive cash compensation.

Decreasing of registered capital and the Company's paid-up capital by reducing the number of shares at this time did not reduce its capital to less than  $\frac{1}{4}$  of the total capital according to Section 139 of the Public Limited Companies Act B.E. 2535. The Company will inform the resolution of reduction registered and paid-up shareholders in written form within 14 days from the date of shareholders resolution. Shareholders are opinion against the resolution shall revoke within 2 months upon receiving the letter stating the resolution. Moreover, the Company will officially announce through the newspaper for 14 days along with Section 141 of the Public Limited Companies Act B.E. 2535

Suspension Date appearing until July 4, 2022, the completed process of reduction the registered capital.

The Record date is on July 5, 2022

The reduction of registered capital and the paid-up capital of the Company will not affect the rights of the shareholders in any way appearing as the accounting number only according to the proportion of shareholders as follows;

Items	Before deduction	After deduction
Registered and paid-up capital (Baht)	623,851,008.00	311,925,504.00
Share premium (Baht)	-	-
Minimum share value (Baht)	-	-
Legal reserve (Baht)	-	-
Profit (Retained Loss) (Baht)	(458,221,595.50)	(146,296,091.50)
Profit (Loss) Other Components of Equity (Baht)	7,077,175.19	7,077,175.19
Total Shareholders' Equity (Baht)	172,706,587.69	172,706,587.69

Item 4. Registered Capital in accordance to the reduction Registered Capital shares of the Company details as follows;

“Item 4. Registered Capital shares and paid-up capital shares in the price of

311,925,504.00 Baht (Three hundred eleven million nine hundred twenty-five thousand five hundred and four baht only)

divided into	311,925,504	Shares (Three hundred eleven million nine hundred twenty five thousand five hundred and four shares)
Par value	1	Baht (One baht)
divided into		
Ordinary shares	311,925,504	Shares (Three hundred eleven million nine hundred twenty five thousand five hundred and four shares)
Preferred shares	0	Shares (Zero)"

All in all, the board of directors meeting deems appropriate to propose the shareholders meeting to consider and to approve the power of attorney to Chief of Executive Officer or assigned person as the authority who has rights to consider, appoint and take any related action about the reduction of the Company's registered capital Amendment or amendment at the Department of Business Development Ministry of Commerce. Moreover, the authority allowed to submit an application or any other document to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand ("SEC") and the Stock Exchange of Thailand ("SET") and any other necessary and relevant actions.

#### Board of Directors' Opinion

The Board of Directors agrees to propose to the shareholders' meeting to consider and approve the reduction of registered capital. by reducing the number of shares to clear accumulated losses and approve the amendment of Clause 4 of the Memorandum of Association to comply with the reduction of registered capital by reducing the number of shares.

The Chairman then gave the meeting an opportunity to express opinions and ask questions related to Agenda 9.

#### Inquiries or Comments

1. Mr. Piyapong Prasarthong is a shareholder who came by himself asked for the reason to reduce the registered capital again, even though the registered capital reduction had already been approved in the Extraordinary General Meeting of Shareholders No. 1/2021?



The Chairman assigned Miss Jarumas Anutchalakom, Chief Financial Officer and company secretary to Accounting and Finance and company secretary answering questions The key points can be summarized as follows:

Because the company still having a relatively high accumulated loss in accounting, the Company has a plan to further reduce its accumulated loss along with the short-term and medium-term action plans for the company not getting marked with C (Caution).

As no shareholders or proxies made any further questions or comments, the Chairman asked the meeting to approve the reduction of the registered capital by reducing the number of shares to clear accumulated losses and approve the amendment of Clause 4 of the Memorandum of Association to comply with the reduction of registered capital by reducing the number of shares.

**Resolved**

The meeting resolved to approve the reduction of registered capital by reducing the number of shares to clear accumulated losses and approve the amendment of Clause 4 of the Memorandum of Association to comply with the reduction of registered capital by reducing the number of shares with details as proposed in all respects with the following votes:

Shareholders Voting	Numbers of Votes	Percent of the total vote of the shareholders attending the meeting and having the right to vote
Approve	308,885,799	95.7531
Disapprove	13,700,000	4.2469
Abstain	0	0.0000
Void Voting Card (s)	0	0.0000
	<b>322,585,799</b>	<b>100.0000</b>

**Remark :** The resolution for this agenda item must consist of votes of not less than Three-fourths of the total number of votes of the shareholders attending the meeting.

**Agenda 10**      **To consider other matters (if any)**

This agenda is an opportunity for shareholders to propose other matters apart from the agenda specified in the meeting invitation letter by offering any other matter to be under the rules and procedures prescribed by law.

The Company has given shareholders an opportunity to propose agenda for the 2022 Annual General Meeting of Shareholders in advance during 17 November 2021 – 30 December 2021 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 opinions and ask questions related to Agenda 10.

There was no shareholder proposing any other matter for consideration, the Chairman thanked the shareholders for attending the meeting and, declared the Meeting adjourned at 3.47 p.m.

-Signature-

(Mr. Somprasong Panjalak)  
Chairman of the Meeting

Certified true and correct of

minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

-Signature-

(Mr. Bancherd Thongcharoen)  
Director

-Signature-

(Mr. Somcharn Panjalak)  
Director