

No. ED-MD2020-0008

March 12, 2020

Subject: Announcement of schedule AGM for the year 2020 and omission of dividend for year 2019.

Attention: The President, The Stock Exchange of Thailand

The Meeting of The Board of Directors of Eureka Design Public Company Limited (“The Company”) No.3/2020 held on March 12, 2020, from 10.00 – 12.30 a.m. at the conference room of the company, was unanimously resolved as of the following:

1. Approve the investment of 237 million baht for the water sales project to the Provincial Waterworks Authority.
2. Approve the reduction of registered capital and amendment on the Memorandum of Association to be in accordance with the reduction in registered capital and to be presented to the shareholders for approval.
3. Approve the increase of registered capital and amendment on the Memorandum of Association to be in accordance with the increase in registered capital and to be presented to the shareholders for approval.
4. Approve the increase in capital by:
 - 4.1 Right Offering at the ratio of 5:2
 - 4.2 Issuance of warrant at the ratio of 3:1.
5. Determined the 2020 Annual General Shareholders’ Meeting to be on April 30th, 2020 at 09.00 am. To be held at the Thai Army Club.
6. Determined the Record Date to be April 1, 2020 for the participation in the 2020 Annual General Shareholders’ Meeting.
7. Determined the 2020 Annual General Shareholders’ Meeting agenda as following

Agenda 1

Approve the 2019 Annual General Shareholders’ Meeting report dated April 26, 2019

Opinion of the Board of Directors	See as appropriate for the shareholders to approve the 2019 Annual General Shareholders' Meeting report
Agenda 2	Acknowledge the performance of UREKA for the year 2019 and Annual Report 2019
Opinion of the Board of Directors	See as appropriate for the company to present the company's 2019 performance to the shareholders
Agenda 3	Approve the audited financial statement for the year ended 31 December 2019.
Opinion of the Board of Directors	See as appropriate for the shareholders to approve the audited financial statement for the year ended 31 December 2019, and has been audited by the Audit Committee, and the directors had a resolution to approve.
Agenda 4	Approve the omission of dividend payment for the year 2019.
Opinion of the Board of Directors	See as appropriate for the shareholders to approve the omission of dividend payment for the year 2019 due to accumulated loss in the account and according to the Public Act 115.
Agenda 5	Approve to write off accumulated loss by using the premium on share.
Opinion of the Board of Directors	See as appropriate for the shareholders to approve the write off on accumulated loss by using the premium on share.
Agenda 6	Approve the appointment of Auditor for the year 2020 and determine the auditor's remuneration.
Opinion of the Board of Directors	See as appropriate for the shareholders to approve Karin Audit Company Limited as the auditor for the year 2020 and approve the remuneration of 1.70 million baht per year.

Agenda 7	Consider the appointment of directors retired by rotation
Opinion of the Board of Directors	See as appropriate for the shareholders to approve Consider the reelection of the following name list: <ol style="list-style-type: none">1. Mr. Ulit Jaturasangpairoj2. Ms. Rana Dhiraputra3. Ananya Jindawattana
Agenda 8	Approve the directors' remuneration for the year 2020
Opinion of the Board of Directors	See as appropriate for the shareholders to approve directors' remuneration for the year 2020
Agenda 9	Approve the investment on the sales of water to the Provincial Waterworks Authority.
Opinion of the Board of Directors	The company's board has a resolution to invest in the project due to reasonable return and low risk, despite the fact that the IFA's opinion on the risk of unclear source of funds, and present to the shareholders for approval.
Agenda 10	Approve decrease in registered capital
Opinion of the Board of Directors	The company's board has a resolution to decrease the registered capital from 163,625,500 baht to 158,884,960.75 baht to cancel the capital that has not been paid for the amount 18,960,157 shares at the par of 0.25, which was caused by UREKA-W1 warrant.
Agenda 11	Approve the increase in registered capital.
Opinion of the Board of Directors	The company's board has a resolution to increase the registered capital by 137,700,299.25 baht from 158,884,960.75

	baht to 296,585,260.00 baht by issuing 550,801,197 new shares at the par of 0.25.
Agenda 12	Approve the amendment on the Memorandum of Association to register the decrease and increase in capital
Opinion of the Board of Directors	The company's board has a resolution to present to the shareholders the amendment on Memorandum of Association to increase and decrease the capital in accordance with the increase in capital.
Agenda 13	Increase of capital by Right Offering
Opinion of the Board of Directors	The company's board has a resolution to increase the capital at the ratio of 5 current shares to 2 new shares, to be used for the water sales project and pay the current loan from the financial institution. To be presented to the shareholders for approval.
Agenda 14	Increase in capital by issuing warrant
Opinion of the Board of Directors	The company's board has a resolution to increase the capital at the ratio of 3 current shares to 1 warrant to be used for the water sales project and pay the current loan from the financial institution. To be presented to the shareholders for approval.
Agenda 15	Other topics for consideration
Opinion of the Board of Directors	-

Please be informed accordingly.

Yours sincerely,

(Lissapat Kraikruan)

Director

**Information on the investment of Eureka Design Public Company Limited
Investment in water production and sales project
for the amount of 120 million cubic meter**

At the Eureka Design Public Company Limited board meeting, 3/2020, dated March 12, 2020, the board approved the investment in water production and sales to the Provincial Waterworks Authority, for 2 projects, with the capability of producing 31,200 cubic meters per day, and all together 113.99 cubic meters.

The above-mentioned investment will be carried out by Eureka Design Public Company Limited's subsidiary company ("The Company"), Joint Venture Ureka UU co., Ltd. ("UU"), in which the company hold 90% of the share. The company plans to increase the shareholding to 99%. On February 17, 2020, UU participated in the tender for the procurement of water, to solve the problem of regional water shortage. UU submitted the lowest price for 2 projects, in which it is projected to require 237 million baht in investment in: ownership of land, long term land rental (for the source of untreated water), infrastructure and machines required to carry out the business.

To engage in long-term land rental agreement, is considered to fit under the criteria of investment. In calculation of the transaction value the consolidated financial statement dated December 31, 2019 is being referenced. To measure the transaction value the method used is book value of net tangible asset (NTA) and the value is 70.24% of the total asset. Over the past 6 months, UU has signed the agreement to sell water to Pimpa Water Station, Provincial Waterworks Authority District 1 on February 14, 2020, requiring an investment of 45 million baht. This makes the total investment over the period of 6 months to be 282 million baht, and by using the NTA criteria, it is 83.5% of the total asset.

1. The date of investment

The investment date will be after receiving the approval from the 2020 shareholder's meeting which is scheduled to be on April 30th, 2020

2. The related agreements to the investment

Purchaser Provincial Waterworks Authority

Seller Joint Venture Ureka UU co., Ltd

Advisor SP Water Group co., Ltd.

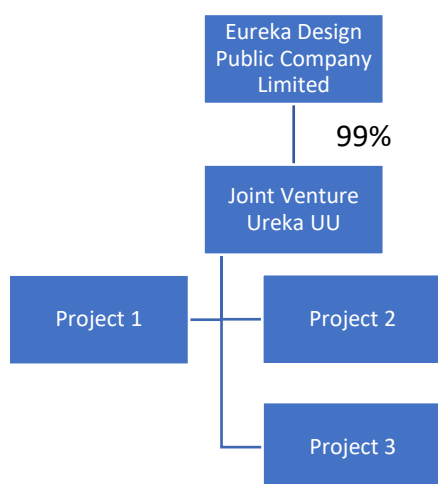
3. General characteristics of the investment

The production and sales project of water to the Provincial Waterworks Authority, 2 projects, has a production capacity of 31,200 cubic meter per day. The total amount is 113.88 cubic meter, and the required investment for the project is budgeted at 237 million baht.

Project Name	The minimum purchase amount per day (cubic meter)	The total purchase amount (cubic meter)
Selling water to Provincial Waterworks Authority Project 1	12,000-14,000	52,560,000
Selling water to Provincial Waterworks Authority Project 2	14,400-16,800	61,320,000
Total		113,880,000

This investment will be done through Joint Venture Ureka UU co., ltd, which was established on July 1, 2019. The objective of the company is to attain concession and design projects relating to water, which includes water storage, water treatment, and water distribution. This includes establishing an agreement, attain construction license, production and sales.

Structure after increase in capital



General information of Joint Venture Ureka UU co., ltd.

Company Name	Joint Venture Ureka UU co., ltd.
Objective	Conduct business concerning water, water pipe, treated water, attain concession and design project concerning water, including water storage, water treatment and distribution of water, and give advice on water and water pipes.
Registration Date	July 1, 2019
Registration Number	0135562015888
Address	19 Moo 11 Tambon Ladsawai, Amphoe Lam Lukka, Pathumthani 12150
Paid up capital	7,000,000 baht Remarks: During the development of UU's project, UU will increase the capital to 117 million baht, to be invested in land and construction. The increase in capital will increase the company's share to 99.40% of the total paid up capital, since the company will be the sole investor for the project that will occur in the future.

Shareholders	Shareholder's Name	Shares before increase in capital	Percentage	Increase in capital	Shares after increase in capital	Percentage
	Eureka Design Public Company Limited	63,000	90.00	1,100,000	1,163,000	99.40
	Budsaba Malasri	6,800	9.72		6,800	0.58
	Ulit Jaturasangpairoj	100	0.14		100	0.01
	Lissapat Kraikruan	100	0.14		100	0.01
	Total	70,000	100.00		1,170,000	100.00
Remarks: The company increased the percentage shareholding to 99% by diluting the shares of the shareholders who do not wish to increase capital. Source: Shareholders' details dated March 11, 2020						
Authorized signatory	The 3 directors of the company are 1) Mr. Ulit Jaturasangpairoj, 2) Mr. Lissapat Kraikruan, 3) Ms. Sophit Phukphat, Two out of Three directors sign together in order to be binding.					
Financial Statement	Summary of Financial Status and Company's Performance		Dated December 31, 2019 (Unit : Baht)			
	Asset		6,425,974.15			
	Debt		156,505.68			
	Equity		6,269,468.47			
	Revenue		11,441.97			
	Expense		741,973.47			
	Net Loss		730,531.53			

4. Type of transaction

To engage in land rental agreement, is considered to fit under the criteria of investment. In calculation of the transaction value the consolidated financial statement dated December 31, 2019 is being referenced, and it is found that over the past 6 months the NTA value is 83.5% of the total asset. The board has approved the transaction that is over 50% but less than 100% of the total asset which fits category 1 in accordance to the SEC's Act no. Tor Jor 20/2551 on Regulations on transaction of asset acquisition and disposition dated August 31, 2008, and the Security Exchange Act on disclosure and company's procedure for asset acquisition and disposition BE 2547 dated October 29, 2004. Therefore the company has the obligation disclose information to the Stock Exchange of Thailand, and seek approval in shareholder's meeting by obtaining $\frac{3}{4}$ of the votes from the eligible shareholders that participated in the meeting, by not counting the votes of the stakeholders. In addition, the company has to create a

report to disclose information by issuing invitation letter to the shareholders and opinion of the Independent Financial Advisor (“IFA”), at least 14 days prior to the shareholder’s meeting that is going to be held on April 30, 2020, to be approved. At the company’s board has a resolution for Absolute Advisory co., ltd to be appointed as IFA that is approved by SEC, as the IFA to give reasonable opinion on the price and conditions.

Transaction size calculation

Company’s financial statement dated December 31, 2019	(Unit : Million Baht)
Total Asset	337.74
Intangible Asset	13.59
Total Debt	109.51
Minority shareholders	10.79
NTA	203.85
Net profit 2019	(16.76)

Criteria used in the calculation of transaction value

1. NTA = Not used because the acquired asset is real estate
2. Net profit = Not used because the acquired asset is real estate
3. Total Value of Consideration = Total Project value / Total Asset of the company
= 282/337.74 = 83.5%
4. Share Value = Not used because the acquired asset is real estate

Remarks: NTA = Net Tangible Asset is calculated from total asset subtract intangible asset, debt, and minority shareholders.

5. Summary of main points for sales of water project

5.1 Sales of water project to the Provincial Waterworks Authority, Project 1

Time Period	Minimum purchase amount (CBM/Day)	Maximum purchase amount (CMB/Day)	Price VAT included (Baht/CBM)
Year 1-3	12,000	15,600	9.90 throughout contract validity
Year 4-7	13,200	17,160	
Year 8-10	14,400	18,720	

Contract term of 10 years or until the budget is used up, whichever occurs first.

5.2 Sales of water project to the Provincial Waterworks Authority, Project 2

Time Period	Minimum purchase amount (CBM/Day)	Maximum purchase amount (CMB/Day)	Price VAT included (Baht/CBM)
Year 1	14,400	18,720	8.50 throughout contract validity
Year 2-10	16,800	21,840	

Contract term of 10 years or until the budget is used up, whichever occurs first.

6. Investment

The advisor has evaluated the asset acquisition and summarized that the investment value is 237 million baht. The construction, machine installation, pipeline has to be

completed within 90 days after signing the sales contract. The investment will be used in the following ways:

Investment	Budgeted Amount (Unit : Million Baht)
Land for constructing the plant	5.06
Water well 10 years rental	12.00
Design and exploration cost	5.00
Construction cost	
- Buildings and infrastructure	38.37
- Machines and system	109.63
- Pipeline	66.94

7. Source of funds

The investment in the 3 projects requires 282 million baht from the following sources:

- Increase in capital from the company, forecasted to receive no more than 254,215,937 shares with the par value of 0.25 baht from the current share holders in form of Right Offering, at the ratio of 5 current shares to 2 new shares.
- Loan from financial institution.

8. Expected Benefits for the company

- 8.1 Will be in accordance with the company's strategy, to expand into the public infrastructure business by using the company's engineering knowledge to be used in creating new products and services.
- 8.2 A source of long steady stream of revenue with low risk. The management of the company is expecting to start realize the income in the 3rd quarter of 2020, and will realize the income of all projects all projects starting 4th quarter of 2020.
- 8.3 The total investment in asset will increase the company's asset which will be beneficial in terms of confidence with related parties: financial institution, customer, and company's shareholders.
- 8.4 Will create a good image for the company, by being able to contract with the government.

9. Conditions for approval

The subsidiary company will only invest in the project once it has attained approval from the shareholders of the company with no less than $\frac{3}{4}$ of the votes of the eligible shareholders who participated in the meeting.

10. Approval from the company's board of directors

In the board meeting 3/2020 dated March 12, 2020, the board has unanimously approved to invest in the project and present to the shareholders for approval.

11. Opinion of the audit committee and/or directors that differs from the rest of the board

None

Remarks: The company has submitted the lowest price and has undergone price negotiation with the organization that is the project owner. However, the contract has not yet been signed with the project owner. Should there be any update, the company will inform investors accordingly.

The company certifies that this information is accurate and complete in all respects.

Lissapat Kraikruan
Director
Eureka Design Public company limited