



บริษัท เอไอ เอนเนอจี้ จำกัด (มหาชน)

AI Energy Public Company Limited

บริษัท เอไอ เอนเนอจี้ จำกัด (มหาชน)

หลักเกณฑ์การให้สิทธิผู้ถือหุ้นเสนอเรื่องเพื่อบรรจุในวาระการประชุม
และเสนอชื่อบุคคลเพื่อเข้ารับการเลือกตั้งเป็นกรรมการบริษัทล่วงหน้า
สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี



บริษัท เอไอ เอนเนอร์จี้ จำกัด (มหาชน)

AI Energy Public Company Limited

บันทึกประวัติการแก้ไข

เรื่อง: หลักเกณฑ์การให้สิทธิผู้ถือหุ้นเสนอเรื่องเพื่อบรรจุในวาระการประชุมและเสนอชื่อบุคคลเพื่อเข้ารับการเลือกตั้งเป็นกรรมการบริษัทล่วงหน้าสำหรับการประชุมสามัญผู้ถือหุ้นประจำปี

ฉบับที่/ แก้ไขครั้งที่	วันที่	ส่วนที่แก้ไข	เหตุผลที่แก้ไข
01/00	23/12/65	จัดทำใหม่ (ไทย / English)	ตามมติที่ประชุมคณะกรรมการบริษัท ครั้งที่ 5/2565 เมื่อวันที่ 23 ธ.ค. 2565



บริษัท เอไอ เอนเนอจี้ จำกัด (มหาชน)

AI Energy Public Company Limited

**Criteria for shareholders to propose agenda and nominate persons as directors in advance
for the Annual General Meeting**

Objective

The Company emphasizes the right and the equitable treatment of the shareholders in accordance with the good corporate governance practices. The Company has facilitated shareholders the opportunity in advance proposing the agenda for the Annual General Meeting and nominating qualified person(s) for election as directorship of the Company. This will help the Company to scrutinize the agenda that will truly benefit the Company and recruiting qualified persons to serve as directors for the utmost benefit of the Company and all stakeholders.

Criteria

1. Qualification of shareholders who has the right to propose agenda/director nomination

- 1.1 Holding the Company's share on the date of agenda proposal or director nomination, being either one shareholder or combined shareholders, and
- 1.2 Holding a minimum of share proportions not less than 5 (five) percent of total voting rights, being either one shareholder or combined shareholders, and
- 1.3 Evidence for securities holder: A certified authentic copy from a securities company or other official document from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2. Proposal of the agenda

- 2.1 Qualified shareholder under No. 1, may fill out the "Proposal of Agenda for the Annual General Meeting Form" (Attachment 1) with signature and submit together with other related documents to the Company. In case of a number of shareholders jointly propose an agenda, each of them must separately fill the Form with signature and submit altogether as one set.
- 2.2 The proposal agenda that will not be proposed
 - 2.2.1 Matters prescribed in Section 89/28 of the Securities and Exchange Act B.E.2535, including amendments and the Securities and Exchange Act (No. 4) B.E.2551.



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2.2.2 The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or, are not complied with the objective, the article of association, and shareholders meeting resolutions.

2.2.3 The proposal that already undertaken by the Company.

2.2.4 The proposal that the information or document provided is incomplete or incorrect, or cannot contact shareholder that proposed.

3. Nomination of a qualified person for director

3.1 Qualified shareholder under No. 1, may fill out the “Director Nomination Form for the Annual General Meeting” and the “Letter of consent” (Attachment 2) with signature and submit together with other related documents to the Company. In case of a number of shareholders jointly propose an agenda, each of them must separately fill the Form with signature and submit altogether as one set.

3.2 The qualification of the candidate for director

3.2.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Company Act B.E.2535 (including amendments), the Securities and Exchange Act B.E.2535 (including amendments) and being reliable to manage a public company limited.

3.2.2 Having knowledge of business, capable, and skill in the areas significantly beneficial to the Company. Also having determination and ethics in conducting business.

3.2.3 Having ability to exercise sound and independent judgments, free from any conflict of interest from the management and other stakeholders.

3.2.4 Can dedicate sufficient time to effectively carrying out their duties and responsibilities that he/she serves as the director’s member.

3.2.5 If the director is an independent director, such director must have qualifications as specified in the SEC Notification No. Tor Chor.39/2016 regarding the request and permission to offer newly issued shares dated 30 September 2016 (including amendments) and additional announcements that may be available in the future.



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4. Consideration Procedures

- 4.1 The Executive Committee and the Independent Directors of the Company will jointly consider the matters proposed by the shareholders before presenting to the Board of Directors, which the approved proposed agenda by the Board of Directors will be added into the agenda of the shareholders' meeting.
- 4.2 The Board of Director will consider and approve the qualified candidates. The approved candidates will be proposed to the agenda for election of directors.
- 4.3 Any proposed agenda or nominee disapproved by the Board of Directors; the Company will inform with the reason in agenda at the shareholders' meeting.
- 4.4 The Board of Director's judgment is deemed the matter comes to an end.

5. Proposing channel and period

Shareholder can submit the completed form and related documents to the Company at the following address;

Corporate Secretary

AI Energy Public Company Limited

No. 55/2 Moo 8 Sethakit 1 Road, Khlong Maduea, Krathum Baen

Samut Sakhon 74110

However, shareholders can send all documents via email in advance to ir@aienergy.co.th

(Mr. Narong Thareratanavibool)

Chairman

23 December 2022



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited.

Proposal of Agenda for the Annual General Meeting Form

Date

1. Personal Data:

Name (Mr./Mrs./Miss/Company) and Surname:.....

Present Address:

No.....Village name/Building name.....Moo.....Soi.....

Road.....Sub-district..... District.....

Province.....Country.....Postal Code.....

Tel..... Fax..... E-mail.....

(In case of non-Thai citizen, provide Overseas address)

.....
.....
.....

2. Amount of Share:

Amount of Share Unit (s) (.....)

3. Propose Agenda:

Agenda:.....

Objective: ☐ for Acknowledge ☐ for Consideration ☐ for Approve

Detail of Agenda:

.....
.....
.....
.....

☐ for document attached

☐ no document attached



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AI Energy Public Company Limited.

4. Evidence for Proposed Agenda of AGM

4.1 Evidence for securities holder: A certified authentic copy from a securities company or other official document from Thailand Securities Depository Co., Ltd. or The Stock Exchange of Thailand

☐ enclosed for verification

☐ not enclosed for verification

4.2 Evidence for individual or Juristic Persons

A) **For individual:** A copy of the signatory's state identity card or a copy of passport, certified authentic with the original signature.

B) **For Juristic Persons:** A certified authentic copy of the juristic person's certificate issued by the Ministry of Commerce, certified authentic with the original signatures of director(s) authorized to present the company and a certified authentic copy of the identity card of a director(s) authorized to represent the company, with the original signature.

☐ enclosed for verification

☐ not enclosed for verification

5. Certification

I certify that all statements given in this information are true and complete and, hereby, allow the Company to disclose the above-mentioned information and document.

Signature Shareholder

(.....)



บริษัท เอไอ เอนเนอร์จี้ จำกัด (มหาชน)
AI Energy Public Company Limited.

Director Nomination Form for the Annual General Meeting

Date.....

1. Personal Data:

Name (Mr./Mrs./Miss/Company) and Surname:.....

Present Address:

No.....Village name/Building name.....Moo.....Soi.....

Road.....Sub-district..... District.....

Province.....Country.....Postal Code.....

Tel..... Fax..... E-mail.....

(In case of non-Thai citizen, provide Overseas address)

.....
.....
.....

2. Amount of Share:

Amount of Share Unit (s) (.....)

3. Name and Information of the Candidate for Directorship:

Name (Mr./Mrs./Miss/Other) and Surname:

3.1 Must be enclose the information for consideration and certified authentic with his/her original signature.

☐ Personal Date

☐ A copy of identity card

☐ A copy of academic background

☐ A copy of training certificate

☐ Letter of consent

☐ Other



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited.

4. Evidence for Director Nomination

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☐ enclosed for verification

☐ not enclosed for verification

4.2 Evidence for individual or Juristic Persons

A) **For individual:** A copy of the signatory's state identity card or a copy of passport, certified authentic with the original signature.

B) **For Juristic Persons:** A certified authentic copy of the juristic person's certificate issued by the Ministry of Commerce, certified authentic with the original signatures of director(s) authorized to present the company and a certified authentic copy of the identity card of a director(s) authorized to represent the company, with the original signature.

☐ enclosed for verification

☐ not enclosed for verification

5. Certification

I certify that all statements given in this information are true and complete and, hereby, allow the Company to disclose the above-mentioned information and document.

Signature Shareholder

(.....)

Personal Data of Nominated Candidate for Directors in AGM

1. Name-Surname:
2. Identification No:
3. Date of Birth: Age..... Years Old
4. Nationality:
5. Present Address:

No Village / Building

Moo Soi Road

Sub-district District

Province Postal Code Country

Tel Fax

E-mail.....

6. Occupation:
7. Office name and address:
8. Academic Background: Bachelor Degree and higher

Year	Name of Institution	Degree	Major

9. Related training programs held by the Thai Institute of Directors Association (IOD)

[illegible]

10. Work Experience (5 Years)

Year	Company Name	Positions	Business Type

11. Marital Status.....

12. Family Details:

Wife/Husband's Name.....

Son/Daughter's Name(s)

1. Age..... Year

2. Age..... Year

3. Age..... Year

4. Age..... Year

5. Age..... Year

Father's Name.....

Mother's Name.....

Sibling's Name(s)

1. Age Year

2. Age Year

3. Age Year

4. Age Year

5. Age..... Year

6. Age..... Year

7. Age Year

8. Age..... Year

9. Age..... Year.....

10. Age..... Year



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AI Energy Public Company Limited.

13. Family relationship with the Company's management

Name of Director / Executives	Relationship

14. Number of the Company's shares held by self, spouse, and children (not over 20 years old)

Name	Number of shares	%

15. Number of AI Energy Public Company Limited's subsidiary or affiliated company's shares held by self and group of persons

Name of Companies	Number of shares	As of	%

16. Other position held in other companies (besides No. 15)

Name of Companies	Position



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AI Energy Public Company Limited.

Name of Companies	Position

17. Legal Record

Cases Type	Date	Status of Case



บริษัท เอไอ เอนเนอร์จี้ จำกัด (มหาชน)

AI Energy Public Company Limited.

Letter of Consent from the Nominated Candidate for Director in AGM

Date.....

Whereas (Mr./Mrs./Miss/Other)

Present Address No. Village/Building..... Moo.....

Soi..... Road..... Sub-district.....

District Province..... Postal Code.....

I consent the appointment by (Mr./Mrs./Miss/Other) (Shareholder)

to propose my name and personal data to AI Energy Public Company Limited for nominated candidate for director in the Annual General Meeting.

I certify that all statements given in this information are true and complete and, hereby, allow the Company to disclose the above-mentioned information and documents.

Signature Nominated Candidate

(.....)

Signature Shareholder

(.....)