



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

Ref. AIE 083/2019

April 26, 2019

Subject Resolutions of the 2019 Annual General Meeting of Shareholders

Attention The President of Stock Exchange of Thailand

AI Energy Public Company Limited (AIE) held the 2019 Annual General Meeting of Shareholders at Grand Mercure Bangkok Fortune Hotel, Grand Ballroom 3rd floor, 1 Ratchadabhisek Road, Din Daeng, Bangkok on April 26, 2019 at 10:00 hrs. There were shareholders and proxies attended the meeting of 103 persons with holding shares of 3,967,327,819 shares, have passed the following resolutions:

**Agenda No. 1** To Certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 on June 4, 2018

**Resolved** The Chairman concluded that the majority of the total votes at the meeting approved to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2018 on June 4, 2018.

This agenda was approved by majority votes of shareholders attending the Meeting and casting their votes. The meeting has approved to certify the Extraordinary General Meeting of Shareholders No. 1/2018 as follow;

- Approved 3,953,458,299 votes, equivalent to 99.9954 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 180,000 votes, equivalent to 0.0046 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 120,000 votes, not constituted as voting base.
- Voided Ballot 0 votes, not constituted as voting base.

**Agenda No. 2** To Acknowledge the Company's Annual Report and the Board of Director's Report for 2018



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

**Resolved** The Chairman concluded that the majority of the total votes at the meeting acknowledged the company's Annual Report and the Board of Director's Report for 2018.

**Agenda No. 3** To approve the Company and Consolidates Financial Statements, Balance Sheet and Statement of Income for the year 2018 ended December 31st, 2018 with Qualified Opinion.  
The meeting has voted as follow;

**Resolved** The Chairman concluded that the majority of the total votes at the meeting approved the Company and Consolidates Financial Statements, Balance Sheet and Statement of Income for the year 2018 ended December 31st, 2018 with Qualified Opinion.

This agenda was approved by majority votes of shareholders attending the Meeting and casting their votes. The meeting has approved the Company and Consolidates Financial Statements, Balance Sheet and Statement of Income for the year 2018 ended December 31st, 2018 as follow;

- Approved 3,966,412,699 votes, equivalent to 100.000 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 0 votes, equivalent to 0.0000 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 0 votes, not constituted as voting base.
- Voided Ballot 0 votes, not constituted as voting base.

**Agenda No. 4** To approve the omitting of Legal Reserve and the omitting of the dividend payment based on the Company's performance for year 2018

**Resolved** The Chairman concluded that the majority of the total votes at the meeting approved the omitting of Legal Reserve and the omitting of the dividend payment based on the Company's operations for year 2018.



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

This agenda was approved by majority votes of shareholders attending the Meeting and casting their votes. The meeting has approved the omitting of Legal Reserve and the omitting of the dividend payment based on the Company's performance for year 2018 as follow;

- Approved 3,966,395,099 votes, equivalent to 99.9923 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 304,000 votes, equivalent to 0.0077 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 8,000 votes, not constituted as voting base.
- Voided Ballot 0 votes, not constituted as voting base.

**Agenda No. 5** To approve the election of directors in place of those whose terms are to be expired in 2019

**Resolved** The majority votes at the meeting has approved the appointment of 2 directors to succeed those completing their terms in 2019; Mr.Sampan Hunpayon and Mr.Choti Sontiwattananont to serve as directors for another term.

This agenda was approved by majority votes of shareholders attending the Meeting and casting their votes. The meeting has approved the appointment of 2 directors to succeed those completing their terms in 2019 as follow;

#### **5.1 Mr.Sampan Hunpayon**

- Approved 3,966,357,527 votes, equivalent to 99.9999 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 4,000 votes, equivalent to 0.0001 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 488,000 votes, not constituted as voting base.
- Voided Ballot 0 votes, not constituted as voting base.



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

## 5.2 Mr.Choti Sontiwattananont

- Approved 3,966,009,527 votes, equivalent to 99.9999 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 4,000 votes, equivalent to 0.0001 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 488,000 votes, not constituted as voting base.
- Voided Ballot 0 votes, not constituted as voting base.

### Agenda No. 6 To approve directors' remuneration for year 2019

Chairman proposed to approve directors' remuneration for the year 2019 (Board of Director and Audit Committee) as following;

- Chairman and Chairman of Audit Committee receive remuneration for 18,000 Baht / person / month and meeting allowance for 18,000 Baht / person / time.
- Director and Audit Committee receive remuneration for 15,000 Baht / person / month and meeting allowance for 15,000 Baht / person / time.

Chairman announced to the meeting that the Executive Committee which consist of 3 directors;

1. Mr.Narong Thareratanavibool
2. Mr.Thanit Thareratanavibool
3. Miss Pimwan Thareratanavibool

will not receive monthly remuneration and meeting allowance for the year 2019, but other director and the Audit Committee still receive monthly remuneration and meeting allowance for the year 2019 for amount of 3,000,000 Baht as following;

1. Mr.Damrong Joongwong Director
2. Mr.Kaweepong Hirankasi Chairman of Audit Committee
3. Mr.Sampan Hunpayon Audit Committee
4. Mr.Choti Sontiwattananont Audit Committee

The other sub-committees such as Executive Committee and Risk Management Committee have no monthly remuneration and meeting allowance.



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

**Resolved** The majority of the total votes at the meeting approved the Directors' Remuneration for year 2019 for amount of 3,000,000 Baht as mentioned above.

This agenda was approved by majority votes of shareholders attending the Meeting and casting their votes. The meeting has approved the Directors' Remuneration for year 2019 as mentioned for amount of 3,000,000 Baht as follow;

- Approved 3,966,834,955 votes, equivalent to 99.9999 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 4,000 votes, equivalent to 0.0001 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 488,000 votes, not constituted as voting base.
- Voided Ballot 0 votes, not constituted as voting base.

**Agenda No. 7** To approved the appointment of Auditors and Remuneration for year 2019

Approved the appointment of

1. Mr. Vichai Ruchitanont Certified Public Accountant No. 4054, or
2. Mr. Atipong Atipongsakul Certified Public Accountant No. 3500, or
3. Mr. Sathien Vongsnan Certified Public Accountant No. 3495, or
4. Miss Kultida Pasurakul Certified Public Accountant No. 5946, or
5. Mr. Yuttapong Chuamuangpan Certified Public Accountant No. 9445.

On the behalf of ANS Audit Company Limited to perform their duties as external auditor for the year 2019, the above auditors are qualifying the Public Company Limited Act and Securities and Exchange Commission's requirements with the remuneration of Audit Fee 3,140,000 Baht and other expenses (Non-Audit Fee) 250,000 Baht.

**Resolved** This agenda was approved by majority votes of shareholders attending the Meeting and casting their votes. The meeting has approved the appointment of Auditors and Remuneration for year 2019 of Audit Fee 3,140,000 Baht and other expenses (Non-Audit Fee) 250,000 Baht as follow;



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

- Approved 3,967,224,555 votes, equivalent to 99.9975 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 98,400 votes, equivalent to 0.0025 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 4,000 votes, not constituted as voting base.
- Voided Ballot 0 votes, not constituted as voting base.

**Agenda No. 8** To approve the amendment of the Company's Memorandum of Association clause 3: objective of the Company

**Resolved** Approved the amendment of the Company's Memorandum of Association clause 3: objective of the Company.

This agenda was approved by the vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and having the right to vote. The meeting has approved the amendment of the Company's Memorandum of Association clause 3: objective of the Company as follow;

- Approved 3,967,318,955 votes, equivalent to 99.9998 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 0 votes, equivalent to 0.0000 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 8,000 votes, equivalent to 0.0002 percent of total number of votes of shareholders attending and casting their votes.
- Voided Ballot 0 votes, equivalent to 0.0000 percent of total number of votes of shareholders attending and casting their votes.

**Agenda No. 9** To approve to decrease registered capital of the unexercised AIE-W1

**Resolved** Approved to decrease registered capital by 47,927,018 Baht that were unexercised AIE-W1, which decreased the Company's ordinary shares by 191,708,072 Baht shares at par value of 0.25 Baht.



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

This agenda was approved by the vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and having the right to vote. The meeting has approved to decrease registered capital of the unexercised AIE-W1 as follow;

- Approved 3,967,319,819 votes, equivalent to 99.9998 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 0 votes, equivalent to 0.0000 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 8,000 votes, equivalent to 0.0002 percent of total number of votes of shareholders attending and casting their votes.
- Voided Ballot 0 votes, equivalent to 0.0000 percent of total number of votes of shareholders attending and casting their votes.

**Agenda No. 10** To approve the amendment of the Company's Memorandum of Association clause 4: registered capital

**Resolved** Approved the amendment of the Company's Memorandum of Association clause 4: registered capital in order to consistent with the decreased in the Company's registered capital as followed.

4.	Registered Capital	:	1,308,072,982	Baht
	Consist of	:	5,232,291,928	Shares
	Par Value	:	0.25	Baht
			Divided into	
	Ordinary Shares	:	5,232,291,928	Shares
	Preferred Shares	:	-	Shares

This agenda was approved by the vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the Meeting and having the right to vote. The meeting has approved the amendment of the Company's Memorandum of Association clause 4: registered capital as follow;



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

- Approved 3,967,319,819 votes, equivalent to 99.9998 percent of total number of votes of shareholders attending and casting their votes.
- Disapproved 0 votes, equivalent to 0.0000 percent of total number of votes of shareholders attending and casting their votes.
- Abstained 8,000 votes, equivalent to 0.0002 percent of total number of votes of shareholders attending and casting their votes.
- Voided Ballot 0 votes, equivalent to 0.0000 percent of total number of votes of shareholders attending and casting their votes.

**Agenda No. 11** To consider other matters (if any). – the 2019 Annual General Meeting ended at 12.11 hrs.

Please be informed accordingly.

Yours faithfully,

Miss Pimwan Tharertanavibool

Managing Director

Corporate Secretary Tel. 034-877-486-8 Ext. 500