



บริษัท เอไอ เอนเนอร์จี้ จำกัด (มหาชน)

AI Energy Public Company Limited.

Ref. AIE 016/2022

February 18, 2022

Subject Resolution of the Board of Directors Meeting No. 1/2022

Attention The President of Stock Exchange of Thailand

AI Energy Public Company Limited (“the Company”) would like to notify the resolutions of the Board of Directors Meeting No. 1/2022 held on February 18, 2022 (“the Meeting”) has resolved the significant resolutions as follows:

1. The meeting approved and resolved to propose to the Annual General Meeting of Shareholders for the year 2022 (“AGM”) to consider and approve the Company’s Consolidated Financial Statements, Balance Sheet and Statement of Income for the year 2021 ended December 31<sup>st</sup>, 2021.
2. The meeting approved and resolved to propose to the AGM to consider and approve the appropriation of profit for legal reserve and the annual dividend for the year 2021. The details are as follows:
  - Legal reserve to the appropriated-legal reserved according to the requirement of law at least 5% of net profit for the year 2021 of 22,000,000 baht Therefore, the Company’s legal reserve equal to 47,000,000 baht, representing a rate of 3.59% of the registered and paid-up capital.
  - Cash dividend for the year 2021 from operating performance of 0.25 baht per share, totaling approximately 327,018,245.50 baht or at the rate of 78.52% of the net profit of the Separate Financial Statement after deducting legal reserves, which according to the Company’s dividend policy. The meeting has set the “Record Date” for the right to receive the dividend will be on March 7, 2022. The dividend payment shall be made on April 29, 2022.

\*As the Company determines the Record Date on March 7, 2022, which will occur before the date of exercise of rights to purchase the newly issued ordinary shares of AI Energy Public Company Limited No. 2 (AIE-W2)’s 1<sup>st</sup> time on March 31<sup>st</sup>, 2022. Therefore, the Company’s shareholders arising from the first exercise of AIE-W2 on that date will not receive cash dividends this time.

The shareholders will not be subject to withholding tax and unable to claim the dividend tax credit. Due to the cash dividend were from retained earnings that are tax-exempt from BOI incentives. However, the right to receive dividend is subject to the approval of the 2022 Annual General Meeting of Shareholders, to be held on April 5, 2022.



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited.

In this regard, the cash dividend from the operating results of the year 2021 at the rate of 0.25 baht per share as mentioned above, calculated as a dividend payment rate of 78.52 percent of the annual net profit after deducting legal reserves, which does not exceed 80 percent of the net profit according to the Company's financial statements after deducting the legal reserve. Therefore, the Company does not meet the conditions for adjusting the rights of AIE-W2.

3. The meeting approved and resolved to propose to the AGM to consider and approve new directors (re-elect) to succeed those completing their terms in 2022. There are 2 retiring directors to be the directors for another term.

1. Mr. Sampan Hunpayon                      Audit Committees / Independent Director

2. Mr. Choti Sontiwattananont              Audit Committees / Independent Director

The meeting excluding the directors who have conflicts of interest in this agenda, has considered that the directors who retire by rotation have qualifications suitable for the Company's business operation and does not hold any position as a director / executive in other businesses that may cause conflicts of interest or compete in business with the Company. In addition, Mr.Sampan Hunpayon and Mr.Choti Sontiwattananont will serve as an independent director for over 9 years if re-elected this time. (Holding the position of Independent Director of the Company since April 9, 2013 and May 31, 2013, respectively) but the Board of Directors believes that he has performed his duties in accordance with Section 89/7 of the Securities and Exchange Act B.E. 2535 and possesses the qualifications of independent directors since taking position as the Company's director, has never had a conflict of interest and make decisions on various agendas for the best interest of the Company and shareholders. The retention of competent independent directors with the Company, the more benefits the Company would gain. The meeting, therefore agreed to propose the shareholders' meeting to consider and approve the re-election of the two (2) directors who retired from office by rotation to serve as directors of the Company for another term. Mr.Sampan Hunpayon and Mr.Choti Sontiwattananont are having a position and duties as previously held in all respects. The nomination for independent directors is qualified in accordance with the definition of the Independent Director.

4. The meeting approved and resolved to propose to the AGM to consider and approve the determination of Directors' Remuneration for year 2022 for amount of 3,000,000 Baht.



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited.

5. The meeting approved and resolved to propose to the AGM to consider and approve the appointment of the Auditors and determination of the auditing fee for the year 2022 from Siam Truth Audit Company Limited;

1. Mr. Banyong Pitchyaprasarn Certified Public Accountant No. 7147, or
2. Mr. Kraisit Silpamongkongkul Certified Public Accountant No. 9429, or
3. Miss Khemanan Jaichuen Certified Public Accountant No. 8260, or
4. Miss Varaphon Kanjanaradsamechoti Certified Public Accountant No. 9927, or
5. Miss Orawan Suwanhirunchoti Certified Public Accountant No. 11145, or
6. Mr. Chaiwat Sae-Tiao Certified Public Accountant No. 11042

and approve the audit fee not over 3,300,000 Baht for year 2022.

6. The meeting passed the resolutions of the schedule for the 2022 Annual General Meeting of Shareholders on April 5, 2022 at 10.00 hours through Electronic Media (E-AGM), in accordance with criteria specified in related laws and regulations. The Company fixes the record date which shareholders have the right to attend the meeting on March 7, 2022. The agendas of the meeting will be;

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| Agenda No. 1 | To certify the minutes of the Extraordinary General Meeting of shareholders No.1/2021   |
| Agenda No. 2 | To acknowledgement of 2021 Annual Performance report  |
| Agenda No. 3 | To consider and approve the Company and Consolidates Financial Statements, Balance Sheet and Statement of Income for the year ended December 31 <sup>st</sup> , 2021. |
| Agenda No. 4 | To consider and approve the appropriation of profit for legal reserve and the annual dividend for the year 2021.  |
| Agenda No. 5 | To consider and approve the Election of Directors in place of those whose terms are to be expired in 2022.  |
| Agenda No. 6 | To consider and approve Directors' Remuneration for year 2022.  |
| Agenda No. 7 | To consider and approve the appointment of Auditors and audit fee for year 2022.  |
| Agenda No. 8 | To consider other matters (if any).   |

Guideline and procedures of attending the Shareholders Meeting via electronic method shall be announced in the invitation to attend the Annual General Meeting of Shareholders for the year 2022, Company Website: [www.aienergy.co.th](http://www.aienergy.co.th) and submitted to the Stock Exchange of Thailand.



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Please be informed accordingly.

Yours faithfully,  
AI Energy Public Company Limited.

Miss Pimwan Tharertanavibool  
Managing Director

Corporate Secretary Tel. 0-3487-7486-8 Ext. 500

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