

AI Energy Public Company Limited



Notice to the 2022 Annual General Meeting of Shareholders

April 5th, 2022

through Electronic Media (E-AGM)



บริษัท เอไอ เอนเนอร์จี้ จำกัด (มหาชน)

AI Energy Public Company Limited

AIE 015/2022

February 28, 2022

Subject : Invitation to attend the Annual General Meeting of Shareholders for year 2022

To : Shareholders

Attachments :

1. A copy of minutes of the Extraordinary General Meeting of Shareholders No.1/2021 on 21st September 2021
2. Form 56-1 One Report for the year 2021 (QR Code)
3. Dividend policy
4. Curricula vitae of the nominated persons to be directors in replacement of those who are retired by rotation
5. Directors Remuneration
6. Names of the Company and Subsidiaries' Auditor and the Remuneration for the Year 2022
7. Procedures required prior to attending the meeting, granting proxy, registration, and names and details of independent directors that shareholders can grant proxy
8. Company's Articles of Association relating to the Shareholders' meeting and voting rights
9. Proxy Form A
10. Proxy Form B
11. Registration Form for attending the E-AGM

The Board of Directors of AI Energy Public Company Limited has passed a resolution to call the 2022 Annual General Meeting of Shareholders to be held on April 5th, 2022 at 10:00 hrs. only through Electronic Media (E-AGM), in accordance with criteria specified in related laws and regulations at Asian Insulators Public Company Limited 5th floor, 254 Seri Thai Road, Kannayao, Bangkok to consider the matters according to the agenda together with the Board's opinions as follows:

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 held on 21st September 2021

Preamble: The Extraordinary General Meeting of Shareholders No.1/2021 held on 21st September 2021. A copy of the mentioned minutes is attached as Attachment No. 1.

Board of Directors' opinion: The Board agrees that the Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 held on 21st September 2021 has correctly been stated and should be certified.

Agenda 2 To acknowledge the Company's 2021 annual performance report.

Preamble: The summary of the Company's performance during the year of 2021 are contained in the form 56-1 One Report for the year 2021 in QR Code, details of which is in Invitation Form.

Board of Directors' opinion: The Board agrees and recommends the Meeting acknowledge the Company's performance annual report for the year 2021.

Agenda 3 To approve the Company's Consolidates Financial Statements, Balance Sheet and Statement of Income for the year ended December 31, 2021.

Preamble: In compliance with Public Limited Company Act, the Company shall prepare financial statements at the end of the fiscal year of the Company which were audited and certified by the Company's auditor and approved by Board and Audit Committee and ready for shareholders' approval, details of which are in the form 56-1 One Report for the year 2021 in QR Code, details of which is in Invitation Form.

Board of Directors' opinion: The Company's Consolidates Financial Statement, Balance Sheet and Statement of Income for the year ended December 31, 2021, which approved by audit committee and certified by auditor, should be approved. Summary of the Company's financial status and performance during the year 2021 as following.

The Statements of Financial Position and the Income Statements (Unit: Baht)

	<u>Consolidated</u>	<u>Separate</u>
Total Assets	2,958,615,069	3,158,183,429
Total Liabilities	623,320,354	881,962,522
Total Revenues	6,438,109,751	6,438,032,294
Net Profit (Loss)	423,622,144	438,488,826
Earnings (Loss) per Share	0.324	0.335

Details of the above are shown in the Company's form 56-1 One Report for the year 2021 as in QR Code in Invitation Form.

Agenda 4 To approve the appropriation of profit for legal reserve and the annual dividend for the year 2021.

Preamble: In 2021, the Company has net profit (Company Only) of 438,488,826 Baht, which can be allocate as follow;

1. 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.
2. 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 1st time on March 31st, 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.

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.

According to the company's dividend policy, the Company will consider the return on equity in the long run. The dividend proposed by the Board of Directors of the Company deems appropriate, where the Company can continue its business with sufficient working capital to support the growth and expansion. (Attachment No. 3)

Board of Directors' opinion: The approved of legal reserved and the annual dividend for the year 2021 should be approved.

Agenda 5 To approve the election of directors in place of those whose terms are to be expired in 2022.

Preamble: In compliance with Public Limited Companies Act and Company's Articles of Association, one-third of the directors must retire from the office by rotation at the Annual General Meeting of Shareholders. Two directors who are retired by rotation in this meeting are (Directors who are stakeholders, abstain);

1. Mr.Sampan Hunpayon Independent Director / Audit Committee,
2. Mr.Choti Sontiwattananont Independent Director / Audit Committee

Board of Directors' opinion: The board of directors, excluding the directors who are stakeholders, has extensively considered that the directors who retire by rotation are complying the nomination guidelines specified in compliance with Public Limited Companies Act BE 2535 and mentioned nominated persons do not possess prohibited characteristics of director as specified by the SEC, as well as 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. The curricula vitae of the nominated persons, number of shares held in the Company, position as director of managerial level in the listed company and other business including relationship of the nominated person are shown in Attachment No. 4.

Agenda 6 To approve Directors' Remuneration for year 2022.

Preamble: The directors' remuneration should be reviewed every year, the Board proposed to approve directors' remuneration for the year 2022 not over amount of 3,000,000 Baht.

Remuneration for the Board of Director and Audit Committee

Remuneration	2022 (Proposed)	2021
1) Standard monthly fees		
- Chairman	18,000 Baht / person / Month	18,000 Baht / person / Month
- Director	15,000 Baht / person / Month	15,000 Baht / person / Month
2) Meeting Allowance		
- Chairman	18,000 Baht / person / time	18,000 Baht / person / time
- Director	15,000 Baht / person / time	15,000 Baht / person / time
Remark: *Determine the meeting allowances will be paid only attended.		

Board of Directors' opinion: The Directors' Remuneration for year 2022 for amount of 3,000,000 Baht with stated conditions should be approved. (Attachment No. 5)

Agenda 7 To approve the appointment of Auditors and audit fee for year 2022.

Preamble: To appoint

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

on the behalf of Siam Truth Audit Company Limited to perform their duties as external auditor for the year 2022 with the Audit Fee 3,300,000 Baht. To propose at the Shareholder Meeting 2022, the above auditors are qualifying the Public Company Limited Act and Securities and Exchange Commission's requirements. Also, in the event the above auditors are unable to perform their duties; Siam Truth Audit Company Limited is authorized to assign another of its auditors to perform the duties in place of them.

Board of Directors' opinion: Four auditors on behalf of Siam Truth Audit Company Limited are subject to the approval of shareholders at the Annual General Meeting of shareholders' year 2022 for the amount of Audit Fee 3,300,000 Baht should be approved. (Attachment No. 6)

Agenda 8 To consider other matters (if any).

The Company fixes the record date which shareholders have the right to attend the Annual General Meeting of shareholders for year 2022 on March 7, 2022. Due to the situation of a new wave of COVID-19 pandemic, the Company is aware and cares about the health of shareholders and those who participated in the meeting. Therefore, all Shareholders are cordially invited to attend the 2022 Annual General Meeting of Shareholders through Electronic Media (E-AGM) in accordance with criteria specified in related laws and regulations.

For the shareholders or proxies wishing to attend the meeting via electronic media (E-AGM) request that the shareholders or proxies submit the request form to attending the meeting (E-AGM) by using form in the attachment 11 or download from www.aienergy.co.th and sending along with identification documents as detailed in attachment 7 to the Company within **April 1st, 2022** via e-mail: ir@aienergy.co.th or by post using the business envelopes that the Company has sent together with the invitation. After the Company has received and examined the list of shareholders according to the latest record date, the Company will issue the Username and Password as well as a manual to use the electronic media (E-AGM) to the registered e-mail address that was given by shareholders or proxies. The mentioned username and password use for attending electronic media (E-AGM) through the system operated by Quidlab Company Limited, which is a service provider that complies with the ETDA.

If any shareholder is inconvenient to attend the E-AGM, the Company asks for cooperation to appoint a proxy to the Company's Independent Directors attending instead by following the steps in the attachment 7.

Released on February 28, 2022

Yours faithfully,

By Order of the Board of Directors

(Miss Pimwan Thareratanavibool)

Managing Director

Attachment for Agenda 1: To Certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 on September 21st, 2021.

No English Transalate Version

Agenda 2 To acknowledge the Company's 2021 Annual Performance Report.

Details in the attachment No. 2 (Form 56-1 One Report 2021 in QR Code shown in Invitation Form)

Agenda 3 To approve the Company's Consolidates Financial Statements, Balance Sheet and Statement of Income for the year ended December 31st, 2021 (Audited).

Details in the attachment No. 2 (Form 56-1 One Report 2021 in QR Code shown in Invitation Form)

Attachment for Agenda 4 To approve the appropriation of profit for legal reserve and the annual dividend for the year 2021.

Dividend Policy

• **The Company's dividend policy**

The company has a policy to pay the dividend to the shareholder in each operation year, and not less than 40% of the net profit after tax and legal reserved. The dividend payout is depending on company's cash flow, regulations, and the investment of the new project in the future. The dividend payout should not significantly effect on company's financial operation. The Board of Directors' decision to payout the dividend is subjected to approval of shareholder at the General Annual Meeting, except the interim dividend payout if the board of directors considers that it is appropriate and shall not affect the operation of the company. The Board of Directors has authorized to approve the interim dividend payout, and inform the shareholders at the next shareholder meeting. The company has to legal reserves at least 5% of net profits until legal reserves equal 10% of company's registered capital.

• **Subsidiaries' dividend policy**

The company has not fixed a dividend payment ratio for our subsidiaries. Their dividend payments shall depend on the operating results of each company. Dividend payments of subsidiaries to the company must be made accordance with each company's regulation on dividend payment that must be approved by a resolution of their general meeting of shareholders. Interim dividend payments are allowed. In paying dividends subsidiary companies shall record some profit. If there is an operating loss, dividend payments are barred until such losses are recovered. In additional, at least 5% of all profits must be set aside as legal reserves until legal reserves reach 10% of companies' registered capitals.

Attachment for Agenda 5 To approve the election of directors in place of those whose terms are to be expired in 2022.

The Directors who were elected as directors in place of those whose terms are to be expired in 2022 are Mr.Sampan Hunpayon and Mr.Choti Sontiwattananont, who knowledgeable, competent and qualified to conduct the business of the Company 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, were approved by the Board of Directors at the Board of Directors Meeting No. 1/2022 on February 18th, 2022. There was no shareholder proposing the nominated person as a director to the Board of Directors in 2022.

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 31st, 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. The curricula vitae of the nominated persons are as follows:

5.1 Mr. Sampan Hunpayon, age 69 years old



- Position:** Audit Committee / Independent Director
- Education:**
- MBA, Kasetsart University
 - Certification of Law and Development, ISS, Hague, Nederland
 - Bachelor of Law, Chulalongkorn University

Trainings / Certifications:

- Director Certification Program (DCP), Thai Institute of Director Association (IOD) No. 110/2008
- Director Accreditation Program (DAP), Thai Institute of Director Association (IOD) No. 100/2013

Professional experiences:

- 2002 – 2010 Dean of Faculty of Business Administration Kasetsart University
- 2009 - 2011 Chairman of Executive Master Program Kasetsart University
- 2009 – 2011 Director PEA
- 2008 – 2011 Chairman of Audit Committee PEA

Other directorship positions / other positions at present:

- **Subsidiaries/Related Company**
 - None -
- **Other listed companies**
 - Present Independent Director E FOR L - AIM Public Company Limited
- **Non-listed companies**
 - Present Independent Director SpaceMed Co., Ltd.
 - Present Independent Director Wuttisak Clinic Intergroup Co., Ltd.
 - Present Independent Director Wuttisak Cosmetic Co., Ltd.

Relation among family with other directors:

- None -

Meeting Attendance: - There were the Board of Directors meeting and Shareholder's meeting 8 times, attended 8 times.
- There were the Audit Committees meeting 9 times, attended 9 times.

Board's opinion: The Board of Director has carefully considered that such person has no conflict of interest in the Company and can express opinion independently in accordance with the relevant guidelines. The above director did not hold positions as directors / executives in other companies which may cause a conflict of interest or competition with the Company.

5.2 Mr. Choti Sontiwattananont, age 66 years old



Position: Audit Committee / Independent Director

Education:

- MBA, Kasetsart International, Kasetsart University
- Bachelor of Business Administration (Accounting), Ramkhamhaeng University

Trainings / Certifications:

- Director Certification Program (DCP), Thai Institute of Director Association (IOD) No. 178/2013

Professional experiences:

2012 –2013 Director of Accounting & Finance, Richy Place 2002 Co., Ltd.

2010 – 2012 Factory Manager, Chomphan Group Co., Ltd.

1991 – 2010 Accountant, Watcharaphol Co., Ltd.

Other directorship positions / other positions at present:

- **Subsidiaries/Related Company**

- None -

- **Other listed companies**

- None -

- **Non-listed companies**

- None -

Relation among family with other directors:

- None -

Date of first appointment: 31 May 2013

No. of Years in Director Position: 8 years
and 11 months

*(If appointed, he will be in position for 3
years, in total of 11 years and 11 months)*

Shareholding in the Company as of

26 January 2022: 0.0067% (87,000 shares)

Meeting Attendance: - There were the Board of Directors meeting and Shareholder's meeting 8 times, attended 8 times.
- There were the Audit Committees meeting 9 times, attended 9 times.
- There were the Risk Management Committees meeting (Sub-committee with no remuneration and no meeting allowances) meeting 2 times, attended 2 times.

Board's opinion: The Board of Director has carefully considered that such person has no conflict of interest in the Company and can express opinion independently in accordance with the relevant guidelines. The above director did not hold positions as directors / executives in other companies which may cause a conflict of interest or competition with the Company.

Definition of Independent Director

Independent Directors must not in the management position of the Company, affiliates and subsidiaries and are independent from management and the controlling shareholders which can directly affect independent decision, and must have the following qualities.

1. Hold less than 1% of the total ordinary shares of the Company, subsidiaries, and affiliated. The count must be inclusive of shares belong to the independent director's associates.
2. Has not involve in management, or has never held position as executive director, employee, consultant with fixed salary or controlling shareholders of the Company and was received salary, subsidiary's, joint venture's, same level subsidiary's authorized person, majority shareholders or the Company's authorized person, except being exempt from the above characteristic for at least 2 years prior to submitting the permit to the Securities and Exchange Commission Office. The above prohibited characters exclude the independent director who is a government employee or consultant who is majority shareholders or authorized director of the Company.
3. Don't have a relationship directly or legally married to executives, majority shareholders, authorized person or person who has been nominated an executive position or subsidiary, including not being parents, siblings, children, and being in-law of such person as stated above.
4. Never or used to have business relationship with the Company, corporation, subsidiary, majority shareholders, joint venture, majority shareholders or the Company's authorized person of which obstructed independent judgment, including not being or used to be significant shareholders or an authorized person having business relationship with corporation, subsidiary, joint venture, majority shareholders or the Company's authorized person, except being exempt from the above characteristics at least two years before submitting application to Securities and Exchange Commission Office.
5. Never or used to be the Company's, joint venture's, major shareholders' auditor or the authorized person of the Company and not a significant shareholder, authorized person or partner of the auditing firm that the Company, subsidiary, joint venture, major shareholder auditor or authorized person of the Company belong, except for being exempt from the above characteristic for at least 2 years before submitting application to Securities and Exchange Commission Office.
6. Never or used to be a professional service provider whose business includes legal or financial consultation, who receives more than 2 million baht per annual service fee from the Company, parent company, subsidiary, joint venture, major shareholders or authorized person of the Company and not a significant shareholders, authorized person or partner of the professional service provider, except for being exempt from the above characteristic for at least 2 years before submitting application to Securities and Exchange Commission Office.

7. Not an appointed committee by the representative of the Company's director, major shareholders or shareholders who associate with majority shareholders of the Company.
8. Not operate the same business and a significant competitive business with the Company or subsidiary or not a significant partner in partnership or an executive director of such business, employees who earn fixed salary or hold more than 1% of the overall ordinary share of another company which operates the same business and be a significant competitor with the Company or subsidiary.
9. No other characteristics preventing the independent opinion on the Company's operation.
10. The independent directors may be assigned by the committee to decide on the operation of the Company, the parent company, and subsidiary, and joint venture, subsidiary of the same level, major shareholders or authorized person of the company in Collective Decision form.

Attachment for Agenda 6 To approve Directors' Remuneration for year 2022.

The Board of Directors Meeting No. 1/2022 consider carefully the appropriateness of various aspects and criteria for remuneration. By comparison, according to the same industry, including the expansion of the business of the Company deems appropriate remuneration for the Board of Directors remuneration for the year 2022 not over amount of 3,000,000 Baht

Table of Directors remuneration (Board of Directors and Audit Committee)

Remuneration	2022 (Proposed)	2021
1) Standard monthly fees		
- Chairman	18,000 Baht / person / Month	18,000 Baht / person / Month
- Director	15,000 Baht / person / Month	15,000 Baht / person / Month
2) Meeting Allowance*		
- Chairman	18,000 Baht / person / time	18,000 Baht / person / time
- Director	15,000 Baht / person / time	15,000 Baht / person / time
3) Other remuneration	- None -	- None -
Remark: *Determine the meeting allowances will be paid only attended.		

The Board of Directors and Audit Committee attendance and remuneration in 2021

(Unit: Baht)

	Name	Standard Monthly Fee	Meeting Allowances			Total (Standard Monthly Fee and Meeting Allowances)
			Shareholder Meeting	Board of Director	Audit Committee	
1	Mr.Narong Thareratanavibool	216,000	36,000	108,000	-	360,000
2	Mr.Thanit Thareratanavibool	180,000	30,000	90,000	-	300,000
3	Miss Pimwan Thareratanavibool	180,000	30,000	90,000	-	300,000
4	Mr.Damrong Joongwong ⁽¹⁾	204,000	33,000	102,000	120,000	459,000
5	Dr.Kaweephong Hirankasi ⁽²⁾	36,000	-	18,000	36,000	90,000
6	Mr. Sampan Hunpayon	180,000	30,000	90,000	135,000	435,000
7	Mr.Choti Sontiwattananont	180,000	30,000	90,000	135,000	435,000
Total		1,176,000	189,000	588,000	426,000	2,379,000

Remark: The Company has no remuneration for sub-committee; Executive Committee and Risk Management Committee.

- (1) Mr. Damrong Joongwong was appointed by the resolution of the 2021 Annual General Meeting of Shareholders to hold the position. Independent Director and Audit Committee, effective from 5 April 2021 and was appointed by the resolution of the Board of Directors Meeting No. 2/2021, held on 12 May 2021 to hold the position as Chairman of the Audit Committee.
- (2) Mr. Kaweephong Hirankasi has resigned from all directorship positions in the Company on 2 April 2021.

Attachment for Agenda 7 To approve the appointment of Auditors and Audit Fees for year 2022.

In compliance with Public Limited Companies Act, and Clause 40 of the Company's Articles of Association, the appointment of auditors and remuneration approved by Shareholders, proposing by audit committee in the Board of Director meeting No. 1/2022 on 18 February 18 2022. To appoint Siam Truth Audit Company Limited who has offices in Thailand, experience and expertise in international standards and qualified for the Public Limited Companies Act and Securities Commission and the Stock Exchange regulation, as an external auditor of the Company and subsidiaries who were consented by the Audit Committee and the Board of Director as following;

<u>Name</u>	<u>Certified Public Accountant No.</u>	<u>Certified years</u>
Mr. Banyong Pitchyaprasarn	7147	1 (2021)
Mr. Kraisit Silpamongkongkul	9429	-
Miss Khemanan Jaichuen	8260	-
Miss Varaphon Kanjanaradsamechoti	9927	-
Miss Orawan Suwanhirunchoti	11145	-
Mr.Chaiwat Sae-Tiao	11042	-

Siam Truth Audit Company Limited can appoint any one of the above auditors on the behalf of Siam Truth Audit Company Limited to perform their duties since they are all qualified for the Public Limited Companies Act and Securities Commission and the Stock Exchange stipulated and has no relationship with the Company, Subsidiaries, Management, Controlling Shareholders (holding share of the Company more than 20% but not over 50%), or related party that preventing the independent opinion. In the event the above auditors are unable to perform their duties; Siam Truth Audit Company Limited is authorized to assign another of its auditors to perform the duties in place of them.

The Audit committee and the Board of Director agreed to appoint Siam Truth Audit Company Limited to perform their duties as auditor for the Company and subsidiaries for the year 2022 and approve the remuneration for year 2022 of Audit Fee 3,300,000 Baht, which consist of the audit fees for quarterly and yearly consolidated and separate financial statement and BOI. The Audit Committee deems that the appointment of mentioned auditors and remuneration is appropriated and should propose to the shareholders' meeting to consider and approve.

In the previous year, there were no other fees other than audit fees and non-audit fees have been paid.

Comparison of Audit fees	2022			2021		
Auditor	Siam Truth Audit Company Limited			Siam Truth Audit Company Limited		
AI Energy Plc's Group	Quarter	Year	Total	Quarter	Year	Total
AI Energy Public Company Limited						
Consolidated Company Only (Audit Fee)	1,350,000	1,650,000	3,000,000	1,350,000	1,550,000	2,900,000
BOI (2 BOI)	-	300,000	300,000	-	300,000	300,000
Other Expenses (Non-Audit Fee)						
Total AI Energy	1,350,000	1,950,000	3,300,000	1,350,000	1,850,000	3,200,000
AI Logistic Company Limited						
Audit Fee	-	-	-	30,000	100,000	130,000
Other Expenses (Non-Audit Fee)	-	-	-	-	-	-
AI Ports and Terminals Company Limited						
Audit Fee	30,000	100,000	130,000	30,000	100,000	130,000
Other Expenses (Non-Audit Fee)	-	-	-	-	-	-
Total Group	1,380,000	2,050,000	3,430,000	1,410,000	2,050,000	3,460,000

Voting Rules Procedures and Condition in Attending the E-AGM, Proxy, and Voting

1. Self-Attending E-AGM:

1.1 Please fill out the request form to attend E-AGM by using form in the attachment 11, where shareholders or proxies clearly provide their e-mail and mobile phone number and send along with a copy of identification certificate to confirm the right to attend the E-AGM as follows:

1.1.1 Individual

- Thai nationality
 - Copy of identification card or official identification card with certified true copy.
 - In case of proxy; shareholders' copy of identification card and proxies' copy of identification card or passport (foreigner) with certified true copy, together with filled-proxy form.
 - In case of changed name and surname, send copy of evidence supports with certified true copy.
- Foreigner
 - Copy of passport with certified true copy.
 - In case of proxy; shareholders' copy of passport and proxies' copy of identification card or passport (foreigner) with certified true copy, together with filled-proxy form.

1.1.2 Company

- Company with Thai nationality
 - Company's registration no more than 30 days old certified by Ministry of Commerce or copy of company's registration no more than 30 days old certified true copy by authorized directors with company seal and the certified copy of authorized directors' identification card or official identification card.
 - In case of proxy; proxies' copy of identification card or passport (foreigner) with certified true copy, together with filled-proxy form.
- Foreigner
 - Copy of company's registration with certified true copy. If the documents were prepared outside Thailand an authorized person must sign the proxy form with company seal with the presence of notary (Notary Public) or similar agency, which has the authority under the laws of each country. Then, after the signing of the above, the proxy shall issue to

officials of the Embassy of Thailand or Thai consulate or officers who are assigned to perform their behalf or a person who can provide complete certification according to the laws of that country to certify the document (Notary Public).

- In case of proxy; proxies' copy of identification card or passport (foreigner) with certified true copy, together with filled-proxy form.

Shareholders or proxies shall send the request form (filled) to attend E-AGM and proof of identity mentioned above to the Company by 1st April 2022 through the following channels.

- E-mail: ir@aienergy.co.th
- Post: (use the business envelopes that the Company has sent with the invitation)

To: Corporate Secretary

Address: 55/2 Moo 8 Sethakit 1 Rd., Klongmadua, Krathum Baen, Samut Sakhon 74110

- 1.2 After the Company received the documents according to item 1.1 from shareholders or proxies, the Company will check the documents to confirm the right to attend the meeting, after having passed the verification, the Company will send the Username and Password along with a Web Link for logging in to the E-AGM system. Refrain from giving your username and password to others if your username and password are lost or not received by 4 April 2022, please contact the Company immediately (e-mail: ir@aienergy.co.th / Tel. 034-877-485-8).
- 1.3 Please study the E-AGM Conference System User Manual that sent along with Username and Password details to the e-mail that the Company was informed by you. The E-AGM will open for you to register 1 hour prior to the starting time of the meeting. However, the streaming will begin at the meeting time only
- 1.4 In E-AGM, the attendees voting in each agenda; agree, disagree, or abstain. If there is no vote, the system will automatically count as agree.
- 1.5 In case you encounter any technical problems in using the E-AGM system before or during the meeting, please contact Quidlab Company Limited, the Company's E-AGM system provider. The official contact of Quidlab Company Limited will be sent along in the email that sent your Username and Password to you.

2. Proxy Attending E-AGM:

For shareholders who are unable to self-attend E-AGM, they may appoint any person as their proxies, or appoint one of the independent directors of the Company attend E-AGM and vote instead. The shareholders may specific their intention to vote separately on each agenda item of the meeting whether to agree, disagree or abstain in the proxy form. The proxy form A or Form B as shown in attachments 9 and 10 must be filled as required and

singed, if there are any corrections the proxy must signed at every point. Stamp duty 20 Baht and deliver the proxy form and supporting documents to the Company within 1st April 2022 through the following channels:

- E-mail: ir@aienergy.co.th
- Post: (use the business envelops that the Company has sent with the invitation)

To: Corporate Secretary

Address: 55/2 Moo 8 Sethakit 1 Rd., Klongmadua, Krathum Baen, Samut Sakhon 74110

The shareholders who appoint the Company's independent director as their proxies to vote, they can appoint a proxy to independent directors who do not have any special interests in every meeting agenda according to the following list;

1. Damrong Jongwong, age 76 years old. Address: 17/149 PEA Nivej 2 village, Pracha Chuen rd., Thung Song Hong, Lak Si, Bangkok 10210



Position: Chairman of Audit Committee / Independent Director

Education: Master of Public Administration, NIDA

Trainings / Certifications:

- Director Certification Program (DCP), Thai Institute of Director Association (IOD) No. 168/2013
- Director Accreditation Program (DAP), Thai Institute of Director Association (IOD)

Professional experiences:

- 2008 – 2013 Advisor Asian Insulators Public Company Limited
1982 – 2008 PEA Assistant Governor PEA

Other directorship positions / other positions at present:

- Subsidiaries/Related Company

- None -

- Other listed companies 1 company

- None -

- Non-listed companies 3 companies

- None -

Relation among family with other directors:

- None -

Date of first appointment:

31 May 2013

Shareholding in the Company as of

26 January 2022: None

Conflict of Interest: None

Voting

1. Voting is done openly by counting one share: one vote and resolutions of the shareholders' meeting including votes of the following.
 - Normal case, majority votes from shareholders who attended the meeting and has the right to vote. If the votes are even, Chairman's vote is a judgement.
 - Other cases, there are laws and regulations governing the Company to follow in each unusual case. The Chairman of the meeting is to inform the shareholders at the meeting acknowledged before voting on each agenda.
2. Proxies must vote according to proxy specified only in proxy form.
3. Shareholders who have conflict of interest in any agenda, remain abstain. Also, Chairman can ask that Shareholder's temporary leave the meeting.
4. Secret ballot, upon the request of at least 5 shareholders and the meeting approved the secret ballot. Chairman of the meeting will determine the secret ballot's voting rules and inform the meeting before start.

Article of Association: Shares and Shareholders and Meeting of Shareholders

Section 2

Shares and Shareholders

Article 5. The shares of the Company shall be ordinary shares with an equal par value and of the type which shall be paid up in full at one single payment and/or shall be paid up by assets other than cash. Or use the copyright in the literature, art or science, patent, trademark, design or model, diagram, formula, any secret of process or use the information about the experience of the industry, commercial or science.

The Company has the right to issue and offer for sale any shares, preferred shares, debentures, convertible bond, warrants or any securities as permitted by the laws governing securities and exchange to any shareholder, any individual or the general public. And the conversion of convertible bonds into ordinary bonds, conversion of preferred shares into ordinary shares shall be made under the law governing as of public companies and the law governing Securities and Exchange.

Article 6. Every share certificate of the Company shall bear the name of the holder as well as an affixed or printed signature of at least one (1) director, together with the Company seal. However, the directors may authorize the securities registrar under the laws governing securities and exchange to sign or print its name on their behalf.

Section 5

Board of Directors

Article 17. For carrying out its business operations, the Company shall have the board of directors comprising at least five (5) directors. Not less than one-half of the total number of directors shall reside in the Kingdom of Thailand.

A director may or may not be a shareholder of the Company.

Article 18. The shareholders meeting shall elect directors in accordance with the following rules and procedures:

- (1) A shareholder shall have one (1) vote per one (1) share;
- (2) Each shareholder may exercise all the votes he/she has under (1) to elect one or more persons as director, but may not divide his/her votes to any of such persons;

(3) The persons receiving the highest votes in respective order of the votes shall be elected as directors in the number equal to the number of the directors required at such meeting. In case several persons receive equal votes, causing the number of directors to exceed the required number, the chairman of the meeting shall have a casting vote.

Article 19. At every annual general meeting, one-third (1/3) of directors at that time shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall retire from office.

The directors retiring from office may be re-elected.

The directors to retire from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors having held office longest shall retire.

Article 20. Apart from retirement by rotation, the directors shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Lack of qualifications, or possession of prohibited characteristics as specified by the laws governing public limited companies and the laws governing securities and exchange;
- (4) Removal by a resolution of the shareholders meeting under Article 20;
- (5) Removal by a court order.

Article 22. The shareholders meeting may resolve to remove any director from office before the expiration of his/her term of office by a vote of not less than three-fourth (3/4) of the total shareholders attending the meeting and entitled to vote, and having an aggregate number of shares not less than one-half of the total shares held by the shareholders attending the meeting and entitled to vote.

Article 24. The directors shall be entitled to receive remuneration from the Company in the form of reward, meeting allowance, as considered and approved by the shareholders meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholders meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the Company's regulations.

The provision in the first paragraph shall not prejudice the rights of the staff or employees of the Company, who have been appointed as directors, to receive the remuneration or benefits as a staff or an employee of the Company.

Section 6

Meeting of Shareholders

Article 35. The board of directors shall arrange for an annual general meeting of shareholders within four (4) months from the last day of the accounting year of the Company.

Shareholders meetings other than that mentioned in the first paragraph shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders at any time it deems appropriate.

Shareholders holding an aggregate number of shares not less than one-fifth (1/5) of the total shares sold, or not less than 25 shareholders holding an aggregate number of shares not less than one-tenth (1/10) of the total shares sold, may at any time jointly sign and submit a written request to the board of directors for the convening of an extraordinary meeting, provided that the reasons for calling such meeting be clearly stated in such request. In this case, the board of directors shall arrange for the shareholders meeting within one (1) month from the date of receiving the request from the shareholders.

Article 36. In calling shareholders meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting, and be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.

The shareholders meeting may be held in the province in which the head office of the Company is located or in any other place as specified by the board of directors.

Article 37. At a shareholders meeting, at least twenty-five (25) shareholders and proxies, or not less than one-half of the total number of shareholders holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum.

At any shareholders meeting, in case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required.

Article 38. The chairman of the board shall preside over the shareholders meeting. In case the chairman of the board is absent or unable to perform his/her duties, the vice chairman shall act as the presiding chairman. If there is no vice chairman, or the vice chairman is absent or unable to perform his/her duties, the meeting shall elect a shareholder present at the meeting as the presiding chairman.

Article 39. In vote casting at the shareholders meeting, each share shall be counted as one vote. Any shareholder having particular interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the shareholders meeting shall require:

- (1) In a general case, a majority vote of the shareholders attending the meeting and casting their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) A vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote, in the following cases:
 - (a) Sale or transfer of the entire or partial material business of the Company to another person;
 - (b) Purchase or acceptance of transfer of the business of other private or public limited companies by the Company;
 - (c) Execution, amendment or termination of contracts in respect of the granting of a hire of the entire or partial material business of the Company; empowerment of other person to manage business of the Company; or merger of business with other person for the purpose of profit and loss sharing;
 - (d) Amendment to the Memorandum of Association or Articles of Association;
 - (e) Increase or decrease of the registered capital of the Company;
 - (f) Dissolution of the Company;
 - (g) Issuance of debentures of the Company;
 - (h) Merger of business with other company;

Article 40. Businesses to be duly transacted at an annual general meeting are as follows:

- (1) To acknowledge the report of the board of directors on the Company's business operations during the previous year;
- (2) To consider and approve the statement of financial position and the profit and loss account as at the end of the accounting year of the Company;
- (3) To approve the appropriation of profits and dividend payment;
- (4) To elect directors in place of those retired by rotation, and to fix remuneration for directors;
- (5) To appoint auditors and to fix audit fee; and
- (6) To consider other businesses.

PROXY FORM A: GENERAL PROXY FORM (SIMPLE FORM)
According to Regulation of Department of Business Development
Re: Form of Proxy (No. 5) B.E. 2550

Written at
 Date Month Year

(1) I / We Nationality
 with address at

(2) being a shareholder of the AI Energy Public Company Limited
 holding the total amount of shares with the voting rights of votes as follows;
 ordinary share shares with the voting rights of votes
 preferred share - shares with the voting rights of - votes

(3) do hereby appoint either one of the following persons:

..... Age Years
 with address at Road Sub-District
 District Province Postal Code or

..... Age Years
 with address at Road Sub-District
 District Province Postal Code or

..... Mr. Damrong Joongwong Age 77 Years
 With address at 17/149 PEA Nivej 2 village Road Pracha Chuen Sub-District Thung Song Hong
 District Lak Si Province Bangkok Postal Code 10210

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/~~ 2022 Annual/~~the~~
~~Extraordinary~~ General Meeting of Shareholders (-) to be held on Tuesday, April 5th, 2022, 10.00 hours through E-AGM or at any
 adjournment thereof.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me / us in all respects.

Signed Shareholder
 (.....)

Signed Proxy
 (.....)

Signed Proxy
 (.....)

Signed Proxy
 (.....)

Remarks: The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not
 allocate the number of shares to several proxies to vote separately.

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เขียนที่ _____

Written at

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่ _____

Address

สัญชาติ _____

Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน) (“บริษัท”)

Being a shareholder of AI Energy Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____

Holding the total amount of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

shares and have the rights to vote equal to votes as follows:

 หุ้นสามัญ

Ordinary share

หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

shares and have the right to vote equal to votes

 หุ้นบุริมสิทธิ

Preference share

หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 5)

Hereby appoint

(The shareholder may appoint the independent director of the company to be the proxy, please use details in Remark No.5)

 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Khwaeng _____ Amphur/Khet _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____

Province _____ Postal Code _____ or _____

 2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

Name _____ age _____ years, residing at _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____

Road _____ Tambol/Khwaeng _____ Amphur/Khet _____

จังหวัด _____ รหัสไปรษณีย์ _____ หรือ _____

Province _____ Postal Code _____ or _____

 3. ชื่อ นายดำรง จูวงศ์ อายุ 77 ปี อยู่บ้านเลขที่ 17/149 ม.กฟก นิเวศน์ 2

Name Mr. Damrong Joongwong age 77 years, residing at 17/149.PEA Nivej 2 village.

ถนน ประชาชื่น ตำบล/แขวง ทุ่งสองห้อง อำเภอ/เขต หลักสี่

Road Pracha Chuen Tambol/Khwaeng Thung Song Hong Amphur/Khet Lak Si

จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10210 หรือ

Province Bangkok Postal Code 10210

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันที่ 5 เมษายน 2565 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2022 Annual General Meeting of Shareholders on April 5th, 2022, at 10.00 hours through Electronic Media (E-AGM) or such other date, time and place as the meeting may be adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 At this Meeting, I/we grant my/our proxy to vote on my/our behalf as follows:
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2564 วันที่ 21 กันยายน 2564
Agenda No. 1 To certify the minutes of the Extraordinary General Meeting of shareholders No.1/2021, held on September 21st, 2021.

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 2 รับทราบรายงานของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานประจำปี 2564
Agenda No. 2 To acknowledge the Company's 2021 annual performance report

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะทางการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และงบกระแสเงินสดประจำปี 2564 สิ้นสุดวันที่ 31 ธันวาคม 2564 ที่ได้รับการตรวจสอบจากผู้สอบบัญชี
Agenda No. 3 To approve the Company's Consolidates Statement of Financial Position, Statement of Comprehensive Income and Statement of Cash Flow for the year 2021 ended December 31st, 2021

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณานุมัติจัดสรรกำไรสุทธิเป็นเงินทุนสำรองตามกฎหมาย และจ่ายเงินปันผลประจำปี 2564
Agenda No. 4 To approve the appropriation of profit for legal reserve and the annual dividend for the year 2021

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 5 พิจารณาเลือกตั้งกรรมการ แทนกรรมการซึ่งพ้นจากตำแหน่งตามวาระประจำปี 2565
Agenda No. 5 To approve the election of directors in place of those whose terms are to be expired in 2022

การแต่งตั้งกรรมการเป็นรายบุคคล
 To select each director individually

5.1 ชื่อกรรมการ นายสัมพันธ์ หุ่นพยนต์
 5.1 Name of Director: **Mr. Sampan Hunpayon**

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

5.2 ชื่อกรรมการ นายโชติ สนธิวัตตานนท์
 5.2 Name of Director: **Mr. Choti Sontiwattananont**

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2565
Agenda No. 6 To approve Directors' Remuneration for year 2022

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
 Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2565
Agenda No. 7 To approve the appointment of Auditors and Remuneration for year 2022

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda No. 8 To consider other matters (if any).

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง

Approve votes Disapprove votes Abstain votes

- (5) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____
 Other statements or evidences (if any) of the proxy
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 In case I/we have not specified my/our voting intention in any matter on the agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
 Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
 ()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
 ()

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
 The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้
 The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ
 The proxy may split the votes. In this regard, if the content is too long, it can be specified in the attached supplemental proxy form.
- กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (5)
 If there is any rule or regulation requiring the proxy to make any statement or provide any evidence, such as the case that the proxy has interest in any matter which he/she attends and votes at the meeting, he/she may mark the statement or provide evidence by specifying in Clause (5).
- ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น
 (1) นายดำรงค์ จุงวงศ์ (รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบ 7)
 The shareholder may appoint anyone of the following independent directors to be the proxy as follow;
 (1) Mr.Damrong Joongwong (Information of independent directors were shown in the attachment 7)

ใบประจำต่อแบบหนังสือมอบฉันทะ

Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)
The proxy is granted by a shareholder of AI Energy Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 ในวันที่ 5 เมษายน 2565 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For the 2022 Annual General Meeting of Shareholders shall be held on April 5th, 2022 at 10.00 hours through Electronic Media (E-AGM) or such other date, time and place as the meeting may be adjourned.

วาระที่ _____ เรื่อง _____

Agenda Re:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ
I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/ Signed _____ ผู้มอบฉันทะ/ Grantor
()

วันที่/ Date _____

ลงชื่อ/ Signed _____ ผู้รับมอบฉันทะ/ Proxy
()

วันที่/ Date _____

เอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้นหรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุม

Documents or Evidence Showing an Identity of the Shareholder or a Representative of the Shareholder

Entitled to Attend the Meeting

1. บุคคลธรรมดา/ Natural person

1.1 ผู้ถือหุ้นที่มีสัญชาติไทย/ Thai nationality

- (ก) บัตรประจำตัวของผู้ถือหุ้น (บัตรประจำตัวประชาชน หรือบัตรข้าราชการ หรือบัตรพนักงานรัฐวิสาหกิจ)
Identification card of the shareholder (personal I.D. or identification card of government officer or identification card of state enterprise officer); or
- (ข) ในกรณีมอบฉันทะ บัตรประจำตัวของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
In case of proxy, identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

1.2 ผู้ถือหุ้นชาวต่างประเทศ/ Non-Thai nationality

- (ก) หนังสือเดินทางของผู้ถือหุ้น
Passport of the shareholder; or
- (ข) ในกรณีมอบฉันทะ หนังสือเดินทางของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาว ต่างประเทศ) ของผู้รับมอบอำนาจ
In case of proxy, passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy.

2. นิติบุคคล/ Juristic person

2.1 นิติบุคคลที่จดทะเบียนในประเทศไทย/ Juristic person registered in Thailand

- (ก) หนังสือรับรองนิติบุคคล ออกให้ไม่เกิน 30 วัน โดยกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์
Corporate affidavit, issued within 30 days by Department of Business Development, Ministry of Commerce; and
- (ข) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ไต่ลงนามในหนังสือมอบฉันทะ พร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ
Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

2.2 นิติบุคคลที่จดทะเบียนในต่างประเทศ/ Juristic person registered outside of Thailand

- (ก) หนังสือรับรองนิติบุคคล
Corporate affidavit; and
- (ข) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ไต่ลงนามในหนังสือมอบฉันทะ พร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ
Identification Card or passport (in case of a foreigner) of the authorized director(s) who sign(s) the proxy form including identification card or passport (in case of a foreigner) of the proxy.

ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้อง และหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศ ควรมีการรับรองลายมือชื่อโดยโนตารีพับลิค

A copy of the documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.

ผู้ถือหุ้นหรือผู้รับมอบฉันทะสามารถเข้าระบบเพื่อลงทะเบียนเข้าร่วมประชุมล่วงหน้า 1 ชั่วโมงก่อนเริ่มการประชุม หรือตั้งแต่เวลา 9.00 น. ของวันที่ 5 เมษายน 2565 อย่างไรก็ตาม การถ่ายทอดสดการประชุมจะเริ่มในเวลา 10.00 น. เท่านั้น

A shareholder or a proxy may log-in to register for the meeting 1 hour prior to the meeting start or from 9.00 hours on April 5th, 2022, however the streaming will only start at 10.00 hours.

Registration Form for attending AI Energy Plc' s E-AGM 2022

Written at.....

Date..... Month..... Year.....

I, Nationality..... Address.....
Road.....Sub-district.....District.....
Province.....Postcode.....E-mail.....Tel.....

(Please enter a contactable phone number. So that the Company contact you in case you have given an incorrect email address)

AI Energy Public Company Limited's shareholder, holdingshares
I hereby confirm to attend and vote in the 2022 Annual General Meeting of Shareholders on April 5th, 2022 at 10:00 hours via electronic media (E-AGM).

Please send weblink for attending the meeting via electronic media (E-AGM), Username and Password to my e-mail as follows: Email:

Sign.....Shareholder
(.....)

Sign.....Witness
(.....)

Remark: Please send the completed the request form for attending E-AGM along with attaching proof of identity document specified in attachment 7 in order to verify the right to attend E-AGM within April 1st, 2022 through the following channels.

- E-mail: ir@aienergy.co.th
- Post: (use the business envelopes that the Company has sent with the invitation)

If shareholders or proxies did not receive Username and Password within April 4, 2022, please immediately contact the Company via e-mail: ir@aienergy.co.th or Tel. 034-877-485-8