

AI Energy Public Company Limited



Notice to the 2024 Annual General Meeting of Shareholders

April 4th, 2024

through Electronic Media (e-AGM)



บริษัท เอไอ เอนเนอจี้ จำกัด (มหาชน)

AI Energy Public Company Limited

AIE 009/2024

February 29, 2024

Subject : Invitation to attend the 2024 Annual General Meeting of Shareholders

To : Shareholders

Attachments :

1. Form 56-1 One Report for the year 2023 in QR Code form
2. Dividend policy
3. Curricula vitae of the nominated persons to be directors in replacement of those who are retired by rotation
4. Curricula vitae of the nominated persons to be an additional director
5. Directors' remuneration
6. Details of the Company and subsidiaries' auditor and the remuneration for the Year 2024
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 2024

The Board of Directors of AI Energy Public Company Limited has passed a resolution to call the 2024 Annual General Meeting of Shareholders to be held on April 4th, 2024 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 acknowledge the Company's 2023 annual performance report.

Preamble: The summary of the Company's performance during the year of 2023 are contained in the form 56-1 One Report for the year 2023 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 2023.

Voting Condition: This agenda is only for acknowledgement; therefore, no voting is required.

Agenda 2 To approve the Company's Consolidates Financial Statements, Balance Sheet and Statement of Income for the year ended December 31st, 2023.

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 2023 in QR Code.

Board of Directors' opinion: The Company's Consolidates Financial Statement, Balance Sheet and Statement of Income for the year ended December 31st, 2023, which approved by audit committee and certified by auditor, should be approved. Summary of the Company's financial status and performance during the year 2023 as following.

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

	<u>Consolidated</u>	<u>Separate</u>
Total Assets	2,552,733,972	2,767,059,145
Total Liabilities	450,375,688	708,283,997
Total Revenues	8,228,067,511	8,227,972,875
Net Profit (Loss)	40,266,842	53,879,594
Earnings (Loss) per Share	0.030	0.040

Details of the above are shown in the Company's form 56-1 One Report for the year 2023 as in QR Code.

Voting Condition: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 3 To approve the profit for legal reserve and omitted the annual dividend for the year 2023.

Preamble: In 2023, the Company has net profit (Company Only) of 53,879,594 Baht, which can allocate as legal reserve and omitted the annual dividend payment for the year 2023 since the profit only sufficient as working capital. The Company allocates profit to the appropriated-legal reserved according to the requirement of law at least 5% of net profit for the year 2023 of 2,700,000 baht. Therefore, the legal reserve equal to 49,700,000 baht, representing a rate of 3.59% of the paid-up capital.

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. (Dividend policy, attachment No. 2)

Board of Directors' opinion: The approved the profit for legal reserve and omitted the annual dividend for the year 2023 should be approved.

Voting Condition: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 4 To approve the election of directors in place of those whose terms are retired by rotation in 2024.

Preamble: In compliance with section 71 of the Public Limited Companies Act and the Company's Articles 19 of Association, one-third of the directors shall retire from the office. If the number of directors is not a divided by three, then the number nearest to one-third (1/3) shall retire from the office. A director who vacates office under this provision may be re-elected.

In this 2024 Annual General Meeting of Shareholders, there are 2 directors who are required to retire by rotation from the office, as follows:

1. Mr.Damrong Joongwong Independent Director and Chairman of Audit Committee
2. Mr.Thanit Thareratanavibool Director and Vice-Chairman

(Directors who are stakeholders, abstain)

In this regard, the Company has provided the shareholders with the opportunity to nominate persons to be selected as directors in advance for the 2024 Annual General Meeting of Shareholders from 23 November to 28 December 2023, via the Company's website. It appeared that no shareholder nominating a person to be elected as a director of the Company.

The Board of Directors has extensively considered qualifications, education, experiences, skills and professional expertise, including composition of the total directors of the Company, as well as the efficiency and performance as the director of the Company in the past, with all due circumspection. It turned out that those 2 directors, who are due to retire by rotation, are qualified and complying the nomination guidelines specified by the SEC and do not possess prohibited characteristics of director as specified in the Public Limited Companies Act BE 2535 and the Securities and Exchange Act B.E. 2535, as well as have qualifications suitable for the Company's business. Also, in the past, all directors perform of their duties well and efficiently and were able to express their opinions independently and in accordance with the relevant rules 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.

The curricula vitae of the nominated persons, shareholding proportions, relationship among directors, directorships in other listed and non-listed companies and other companies that may cause conflicts of interest or compete in business with the Company are shown in Attachment 3.

Board of Directors' opinion: The board of directors, excluding the directors who are stakeholders (abstain), has considered and deemed that the experience of these 2 directors is beneficial and contribute to the Company's business. Therefore, it is appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the re-election of 1 independent director, namely Mr. Damrong Joongwong, to be the independent director for another term and having a position and duties as previously held in all respects since such independent director is qualified in accordance with the laws and regulations regarding independent directors. In addition, it is appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the re-election of 1 director, namely Mr. Thanit Thareratanavibool, to be the director for another term and having a position and duties as previously held in all respects of which details of the profiles, educational backgrounds, work experiences, and shareholding proportions of these 2 nominated directors and the definition of independent director are set out in Attachment 3.

Voting Condition: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes. In this regard, this agenda item will cast for each nominated director.

Agenda 5 To approve the appointment of the new additional director.

Preamble: To increase flexibility and efficiency in operations in accordance with business plan and create appropriate composition of the Board of Directors by increasing the diversity of skills and enhance confidence that the Board of Directors will have effective discussions and business decisions. Therefore, the Board of Directors has considered and deemed it appropriate to recruit a knowledgeable person to assist in the operation and in considering various matters of the Company. Thus, the Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the new additional director from the existing 6 directors to 7 directors.

In this regard, the Board of Directors has followed the Company's guidelines for nominating directors and nominated a person with knowledge, expertise, and experience who can perform his duties for the benefits of the Company by proposing to the 2024 Annual General Meeting of Shareholders to approve the appointment of 1 additional director; Mr. Pongsakon Thareratanavibool as a new director of the Company.

The curricula vitae of the nominated person, shareholding proportions, relationship among directors, directorships in other listed and non-listed companies and other companies that may cause conflicts of interest or compete in business with the Company is shown in Attachment 4.

In this regard, the Company has provided the shareholders with the opportunity to nominate persons to be selected as directors in advance for the 2024 Annual General Meeting of Shareholders from 23 November to 28 December 2023, via the Company's website. It appeared that no shareholder nominating a person to be elected as a director of the Company.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to approve the appointment of the new additional director, by appointing Mr. Pongsakon Thareratanavibool as new additional director from existing 6 directors to 7 directors.

In this regard, the Board of Directors considered that a person, who is nominated to be elected as a new director, has been considered according to the procedures specified by the Company. Such person has the qualifications in accordance with the related rules, and is suitable and advantageous for the operating business of the Company, as well as qualified and complying the nomination guidelines specified by the SEC and do not possess prohibited characteristics of director as specified in the Public Limited Companies Act BE 2535 and the Securities and Exchange Act B.E. 2535.

After the 2024 Annual General Meeting of Shareholders has resolved the appointment of the new additional director, the Company will have 7 directors as follows:

- | | |
|------------------------------------|--|
| 1. Mr. Narong Thareratanavibool | Chairman |
| 2. Mr. Thanit Thareratanavibool | Vice Chairman |
| 3. Mr. Damrong Joongwong | Independent Director and Chairman of Audit Committee |
| 4. Mr. Sampan Hunpayon | Independent Director and Audit Committee |
| 5. Mr. Choti Sontiwattananont | Independent Director and Audit Committee |
| 6. Miss Pimwan Thareratanavibool | Director and Managing Director |
| 7. Mr. Pongsakon Thareratanavibool | Director |

Voting Condition: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 6 To approve the amendment and change of authorized directors.

Preamble: In corresponding to the agenda 5 that resolved the approval of the appointment of Mr. Pongsakon Thareratanavibool as a director of the Company from 6 directors to 7 directors.

Therefore, in order to in line with the amendment in the number of directors, the Company shall amend the name and the numbers of authorized directors of the Company, and it shall be approved at the 2024 Annual General Meeting of Shareholders.

The Board of Directors deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the amendment and change of authorized directors of the Company as following:

From the present (Existing):

‘Mr.Narong Thareratanavibool, Mr.Thanit Thareratanavibool, Miss Pimwan Thareratanavibool, two of these three directors jointly sign with the Company’s seal affixed’

To be amended to (New):

‘Mr.Narong Thareratanavibool, Mr.Thanit Thareratanavibool, Miss Pimwan Thareratanavibool, Mr.Pongsakon Thareratanavibool, two of these four directors jointly sign with the Company’s seal affixed’

Board of Directors’ opinion: The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to approve the amendment and change of authorized directors to be in accordance with the increasing the numbers of directors of the Company. Also, authorizing the authorized directors to act on behalf of the Company or a delegated person by authorized directors who has authority to act on behalf of the Company has the authority to register the appointment of Company directors at the Department of Business Development, Ministry of Commerce, has the authority to carry out various actions necessary according to the orders of the registrar in order to complete the registration process.

Voting Condition: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 7 To approve directors’ remuneration for year 2024.

Preamble: The directors’ remuneration should be reviewed every year, the Board proposed to approve directors’ remuneration for the year 2024 not over amount of 3,000,000 Baht.

Remuneration for the Board of Director and Audit Committee

Remuneration	2024 (Proposed)	2023
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

Remuneration	2024 (Proposed)	2023
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 2024 for amount of 3,000,000 baht with stated conditions should be approved. (Attachment No. 5)

Voting Condition: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 8 To approve the appointment of auditors and audit fee for year 2024.

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 2024 with the Audit Fee 3,300,000 baht. To propose at the 2024 Shareholder Meeting, 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: Six auditors on behalf of Siam Truth Audit Company Limited are subject to the approval of shareholders at the Annual General Meeting of shareholders' year 2024 for the amount of Audit Fee 3,300,000 baht should be approved. (Attachment No. 6)

Voting Condition: The resolution of this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Agenda 9 To approve the decrease in registered capital by 185,668,157 baht of the unexercised AIE-W2, from 1,569,682,166 baht to 1,384,014,009 baht and amend the Memorandum of Association clause 4: Registered Capital.

Preamble: To decrease registered capital by 185,668,157 baht of the unexercised AIE-W2 and amend the Memorandum of Association clause 4 consistent with the reduction of registered capital.

4.	Registered Capital	:	1,384,014,009	Baht
	Consist of	:	1,384,014,009	Shares
	Par Value	:	1.00	Baht
	Divided into			
	Ordinary Shares	:	1,384,014,009	Shares
	Preferred Shares	:	-	Shares

Board of Directors' opinion: The Board deemed appropriate to propose the AGM to approve to decrease the register capital from 1,569,682,166 baht to 1,384,014,009 baht and to amend clause 4 of the Company's Memorandum of Association to consistent with the register capital decreased. The person entrusted by the Board of Directors or the Managing Director in registering the amendment of the Memorandum of Association of the Ministry of Commerce have the power to amend and add wording in order to comply with the order of the Registrar.

Voting Condition: This agenda must be approved by a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote (excluding abstained).

Agenda 10 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 2024 on March 8, 2024. All shareholders are cordially invited to attend the 2024 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 from 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 2nd, 2024** 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 29, 2024

Yours faithfully,

By Order of the Board of Directors



(Miss Pimwan Thareratanavibool)

Managing Director

Agenda 1 To acknowledge the Company's 2023 Annual Performance Report.

Details in the attachment No. 1 (Form 56-1 One Report 2023 in QR Code)

Agenda 2 To approve the Company's Consolidates Financial Statements, Balance Sheet and Statement of Income for the year ended December 31st, 2023 (Audited).

Details in the attachment No. 1 (Form 56-1 One Report 2023 in QR Code)

Attachment for Agenda 3 To approve the profit for legal reserve and omitted the annual dividend for the year 2023.

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 4 To approve the election of directors in place of those whose terms are retired by rotation in 2024.

In compliance with section 71 of the Public Limited Companies Act and the Company's Articles 19 of Association, one-third of the directors shall retire from the office. If the number of directors is not a divided by three, then the number nearest to one-third (1/3) shall retire from the office. A director who vacates office under this provision may be re-elected.

The Directors who are elected as independent director and director, respectively, in place of those whose terms are retired by rotation in 2024 are Mr.Damrong Joongwong and Mr.Thanit Thareratanavibool, who knowledgeable, competent and qualified to conduct the business of the Company according to the related regulations 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. 1/2024 on February 20th, 2024 according to the Company's procedures. In this regard, the Company has provided the shareholders with the opportunity to nominate persons to be selected as directors in advance for the 2024 Annual General Meeting of Shareholders from 23 November to 28 December 2023, via the Company's website. It appeared that no shareholder nominating a person to be elected as a director of the Company.

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.Damrong Joongwong and Mr.Thanit Thareratanavibool are having a position and duties as previously held in all respects. The two directors 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. The curricula vitae of the nominated persons are as follows:

4.1 Mr. Damrong Joongwong, age 78 years old



Position: Independent Director / Chairman of Audit Committee

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**
 - None -
- **Non-listed companies**
 - None -
- **Other businesses that may cause conflicts of interest or compete in business with the Company**
 - None -

Relation among family with other directors:

- None -

Date of first appointment: 31 May 2013

No. of Years in Director Position: 10 years
11 months *(If appointed, he will be in position for 3 years, in total of 13 years 11 months)*

**Shareholding in the Company as of
28 December 2023:** None

Meeting Attendance: - There were the Board of Directors meeting and Shareholders meeting 6 times, attended 6 times.
- There were the Audit Committee meeting 8 times, attended 8 times.

Board's opinion: The Board of Director has carefully considered electing Mr. Damrong Joongwong to take the position of Independent Director and Chairman of Audit Committee, who previously served as a director who was not involved in management for a period of 7 years and 11 months, who retired by rotation according to the term of the year 2021.

Mr. Damrong Joongwong has no conflict of interest in the Company and can express opinion independently in accordance with the relevant guidelines and does not hold positions as directors / executives in other companies which may cause a conflict of interest or competition with the Company.

4.2 Mr. Thanit Thareratanavibool, age 66 years old



Position: Vice Chairman / Director / Chairman of Risk Management Committee

Education:

- MBA, Kasetsart International, Kasetsart University
- Bachelor of Engineering (Mechanics), Northeastern University, USA

Trainings / Certifications:

- Director Certification Program (DCP), Thai Institute of Director Association (IOD) No. 47/2004
- Advanced Management Program No. 17, Capital Market Academy

Professional experiences:

2006 – 2008	Director	PPC Asian Insulators Co., Ltd.
1998 – 2003	Deputy Managing Director	Asian Insulators Co., Ltd.
2006 – 2021	Director	AI Logistics Co., Ltd.

Other directorship positions / other positions at present:

- **Subsidiaries/Related Company:** 6 companies
 - 2007 – Present Director AI Ports and Terminals Co., Ltd.
 - 2004 – Present CEO Asian Insulators Public Company Limited
 - 1995 – Present Director AI Engineering Service Co., Ltd.
 - 2022 – Present Director AI Marketing Co., Ltd.
 - 2023 – Present Director AI Marketing 2566 Co., Ltd.
 - 2023 – Present Director AI Marketing 2023 Co., Ltd.
- **Other listed companies**
 - None -
- **Non-listed companies**
 - None -
- **Other businesses that may cause conflicts of interest or compete in business with the Company**
 - None -

Relation among family with other directors:

- Mr.Narong Thareratanavibool's brother

Date of first appointment: 4 October 2006

No. of Years in Director Position: 17 years and 6 months

(If appointed, he will be in position for 3 years, in total of 20 years and 6 months)

Shareholding in the Company as of 28 December 2023: 0.81% (11,148,864 shares)

Meeting Attendance:

- There were the Board of Directors meeting and Shareholders meeting 6 times, attended 6 times.
- There was the Executive Committee (no remuneration and no meeting allowances) meeting 18 times, attended 18 times.
- There was the Risk Management Committee meeting (no remuneration and no meeting allowances) meeting 4 times, attended 4 times.

Board's opinion: The Board of Director has carefully considered that 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 5 To approve the appointment of the new additional director

The Board of Directors Meeting No. 1/2024 on February 20th, 2024 has extensively considered and proposed the nominated person to be appointed as director / authorized director of the Company, who is complying the nomination guidelines specified in compliance and mentioned nominated person does not possess prohibited characteristics of director, as well as have qualifications suitable for the Company's business operation. The meeting, therefore agreed to propose the shareholders' meeting to consider and approve the appointment of Mr.Pongsakon Thareratanavibool as a new additional director from 6 directors to 7 directors of the Company. Details of the nominated person are as follows:



Position: Director

Education:

- Master of Science in Business Analytics: Operational Research and Risk Analysis, The University of Manchester, United Kingdom
- Bachelor of Engineering in Chemical Engineering, The University of New South Wales, Sydney, Australia

Trainings / Certifications:

- Director Certification Program (DCP), Thai Institute of Director Association (IOD) No. 306/2021
- Interpretation of FSSC22000 version 5.1 Requirements
- Interpretation of BRCGS Global Standard for Food Safety Issue 9 Requirements

Professional experiences:

2019 – Present Business Development and Corporate Strategy
Manager AI Energy Public Co., Ltd.

2017 – 2019 Production Supervisor AI Energy Public Co., Ltd.

Other directorship positions / other positions at present:

- **Subsidiaries/Related Company:**
 - None -
- **Other listed companies**
 - None -
- **Non-listed companies:** 1 company
 - Present Director FWN Corporation Company Limited
- **Other businesses that may cause conflicts of interest or compete in business with the Company**
 - None -

Relation among family with other directors:

- Miss Pimwan Thareratanavibool's brother

Date of first appointment: -

No. of Years in Director Position: -

**Shareholding in the Company as of
28 December 2023:** None

Remark: The Board of Director has carefully considered that the above nominated person did not hold positions as directors / executives in other companies which may cause a conflict of interest or competition with the Company.

Attachment for Agenda 7 To approve directors' remuneration for year 2024.

The Board of Directors Meeting No. 1/2024 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 2024 not over amount of 3,000,000 Baht

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

Remuneration	2024 (Proposed)	2023
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 2023

(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	18,000	90,000	-	324,000
2 Mr.Thanit Thareratanavibool	180,000	15,000	75,000	-	270,000
3 Miss Pimwan Thareratanavibool	180,000	15,000	75,000	-	270,000
4 Mr.Damrong Joongwong	216,000	18,000	90,000	144,000	468,000
5 Mr. Sampan Hunpayon	180,000	15,000	75,000	120,000	390,000
6 Mr.Choti Sontiwattananont	180,000	15,000	75,000	120,000	390,000
Total	1,152,000	96,000	480,000	384,000	2,112,000

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

Attachment for Agenda 8 To approve the appointment of auditors and audit fees for year 2024.

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. 1/2024 on February 20, 2024. 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	3 (2023)
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 2024 and approve the audit fees of 3,300,000 Baht, which consist of the audit fees for quarterly and yearly consolidated and separate financial statement and BOI and IT Audit. 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	2024			2023		
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	1,350,000	1,650,000	3,000,000	1,350,000	1,650,000	3,000,000
Company Only						
BOI	-	250,000	250,000	-	300,000	300,000
IT Audit	-	50,000	50,000	-	-	-
Other Expenses (Non-Audit Fee)	-	-	-	-	-	-
Total AI Energy	1,350,000	1,950,000	3,300,000	1,350,000	1,950,000	3,300,000
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	1,380,000	2,050,000	3,430,000

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 April 2nd, 2024 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., Khlong Maduea, 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 April 3rd, 2024, 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 and stamp duty of 20 Baht and deliver the proxy form and supporting documents to the Company within April 2nd, 2024 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., Khlong Maduea, 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. Mr. Sampan Hunpayon, age 71 years old. Address: 88/23/1 Moo 2, Bang Khen, Nonthaburi 11000



Position: Independent Director / Audit Committee

Education:

- MBA, Kasetsart University
- Certification of Law and Development, ISS, Hague, Nederland
- Bachelor of Law, Chulalongkorn University

Trainings / Certifications:

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

Professional experiences:

2009 - 2011 Chairman of Executive Master Program Kasetsart University

2009 – 2011 Director PEA

2008 – 2011 Chairman of Audit Committee PEA

2002 – 2010 Dean of Faculty of Business Administration Kasetsart University

Other directorship positions / other positions at present:

- **Subsidiaries/Related Company**
 - None -
- **Other listed companies**
 - None -
- **Non-listed companies** 1 company
 - Present Independent Director SpaceMed Co., Ltd.
- **Other businesses that may cause conflicts of interest or compete in business with the Company**
 - None -

Relation among family with other directors:

- None -

Date of first appointment: 9 April 2013

**Shareholding in the Company as of
28 December 2023:** None

Conflict of Interest: None

2. Mr. Choti Sontiwattananont, age 68 years old. Address: 51 Moo 8 Bang Krang, Mueang Nonthaburi 11000



Position: Independent Director / Audit Committee

Education: - MBA, 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 -
- **Other businesses that may cause conflicts of interest or compete in business with the Company**
- None -

Relation among family with other directors:

- None -

Voting

- 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.
- Proxies must vote according to proxy specified only in proxy form.
- Shareholders who have conflict of interest in any agenda, remain abstain. Also, Chairman can ask that Shareholder's temporary leave the meeting.
- 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

☐ Mr. Sampan Hunpayon Age 71 Years with address at 88/23/1 Moo 2 Road - Sub-District Bang Khen
 District Muang Nonthaburi Province Nonthaburi Postal Code 11000 or

☐ Mr. Choti Sontiwattananont Age 68 Years with address at 51 Moo 8 Sub-District Bang Krang
 District Mueng Nonthaburi Province Nonthaburi Postal Code 11000

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/~~ 2024 Annual/~~the~~
~~Extraordinary~~ General Meeting of Shareholders (-) to be held on Thursday, April 4th, 2024, 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

วันที่ _____ เดือน _____ พ.ศ. _____

Date

Month

Year

เลขทะเบียนผู้ถือหุ้น

Shareholders' Registration No.

(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

☐ หุ้นสามัญ

Ordinary share

☐ หุ้นบุริมสิทธิ

Preference share

หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

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

หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

shares and have the right to vote equal to votes

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 นายสัมพันธ หุ่นพยนต์ อายุ 71 ปี อยู่บ้านเลขที่ 88/23/1 หมู่ที่ 2

Name Mr. Sampan Hunpayon

age 71 years, residing at 88/23/1 Moo 2

ถนน -

ตำบล/แขวง บางเขน

อำเภอ/เขต เมืองนนทบุรี

Road -

Tambol/Khwaeng Bang Khen

Amphur/Khet Muang Nonthaburi

จังหวัด นนทบุรี

รหัสไปรษณีย์ 11000

หรือ

Province Nonthaburi

Postal Code 11000

or

☐ 3. ชื่อ นายโชติ สนิทวัฒนนท์ อายุ 68 ปี อยู่บ้านเลขที่ 51 หมู่ 8

Name Mr. Choti Sontiwattanant

age 68 years, residing at 51 Moo 8

ถนน -

ตำบล/แขวง บางกร่าง

อำเภอ/เขต เมืองนนทบุรี

Road -

Tambol/Khwaeng Bang Krang

Amphur/Khet Muang Nonthaburi

จังหวัด นนทบุรี

รหัสไปรษณีย์ 11000

หรือ

Province Nonthaburi

Postal Code 11000

or

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 4 เมษายน 2567 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 2024 Annual General Meeting of Shareholders on April 4th, 2024, 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

พิจารณารับทราบรายงานของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานประจำปี 2566

Agenda No. 1

To acknowledge the Company's 2023 annual performance report

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

เสียง

เสียง

เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 2

พิจารณาอนุมัติงบแสดงฐานะทางการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และงบกระแสเงินสดประจำปี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566 ที่ได้รับการตรวจสอบจากผู้สอบบัญชี

Agenda No. 2

To approve the Company's Consolidates Statement of Financial Position, Statement of Comprehensive Income and Statement of Cash Flow for the year 2023 ended December 31st, 2023

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

เสียง

เสียง

เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 3

พิจารณาอนุมัติจัดสรรกำไรสุทธิเป็นเงินทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลประจำปี 2566

Agenda No. 3

To approve the profit for legal reserve and omitted the annual dividend for the year 2023

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

เสียง

เสียง

เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 4

พิจารณาเลือกตั้งกรรมการ แทนกรรมการซึ่งพ้นจากตำแหน่งตามวาระประจำปี 2567

Agenda No. 4

To approve the election of directors in place of those whose terms are retired by rotation in 2024

การแต่งตั้งกรรมการเป็นรายบุคคล

To select each director individually

4.1 ชื่อกรรมการ นายดำรงค์ จุงวงศ์

4.1 Name of Director: Mr. Damrong Joongwong

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

เสียง

เสียง

เสียง

Approve

votes

Disapprove

votes

Abstain

votes

4.2 ชื่อกรรมการ นายธนิต ธารรัตน์วิบูลย์

4.2 Name of Director: Mr. Thanit Thareratanavibool

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

เสียง

เสียง

เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 5

พิจารณาอนุมัติการแต่งตั้งกรรมการบริษัทเข้าใหม่

Agenda No. 5

To approve the appointment of the new additional director

การแต่งตั้งกรรมการเป็นรายบุคคล

To select each director individually

5.1 ชื่อกรรมการ นายพงศกร ธารรัตน์วิบูลย์

5.1 Name of Director: Mr. Pongsakon Thareratanavibool

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

เสียง

เสียง

เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 6

พิจารณาอนุมัติการแก้ไขเปลี่ยนแปลงกรรมการผู้มีอำนาจลงนามผูกพันบริษัท

Agenda No. 6

To approve the amendment and change of authorized directors

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

เสียง

เสียง

เสียง

Approve

votes

Disapprove

votes

Abstain

votes

วาระที่ 7

พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda No. 7

To approve directors' remuneration for year 2024

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

เสียง

เสียง

เสียง

Approve

votes

Disapprove

votes

Abstain

votes

34

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2567
To approve the appointment of auditors and remuneration for year 2024

วาระที่ 9 พิจารณานุมัติการลดทุนจดทะเบียนจำนวน 185,668,157 บาท จากทุนจดทะเบียนเดิม 1,569,682,166 บาท เป็นทุนจดทะเบียนใหม่ 1,384,014,009 บาท ซึ่งเกิดจากส่วนที่เหลือจากการรองรับการใช้สิทธิ AIE – W2 และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทข้อ 4. ให้สอดคล้องกับการลดทุนจดทะเบียน

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda No. 10 To consider other matters (if any).

(5) คำแถลงหรือเอกสารหลักฐานอื่น ๆ (ถ้ามี) ของผู้รับมอบฉันทะ _____
Other statements or evidences (if any) of the proxy

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบอำนาจ/Grantor
()

๓. ชื่อ/นามสกุล/ตำแหน่ง/หน่วยงาน/ที่อยู่/โทรศัพท์/อีเมล/เบอร์โทรมือถือ/เบอร์โทรบ้าน/เบอร์โทรมือถือ
 ()

1. 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.

2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (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.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

4. กรณีหากมีข้อกำหนดหรือข้อบังคับกับใดกำหนดค่าให้ผู้รับมอบเงินจะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบเงินจะเป็นผู้มีส่วนได้เสียในกิจการ
เรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐานโดยระบุไว้ในข้อ (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).

5. ผู้ถือหุ้นสามารถมอบอำนาจให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ ดังนี้เป็นผู้รับมอบอำนาจแทนผู้ถือหุ้น

(1) นายสัมพันธ์ หุ่นพยนต์ หรือ

(2) นายโชติ สนิวัตนันท์ (รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบ 7)

The shareholder may appoint anyone of the following independent directors to be the proxy as follow;

(1) Mr.Sampan Hunpayon or

(2) Mr.Choti Sontiwattananont (Information of independent directors were shown in the attachment 7)

ใบประจำต่อแบบหนังสือมอบฉันทะ

Supplemental Proxy Form

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท เอไอ เอนเนอร์จี้ จำกัด (มหาชน)

The proxy is granted by a shareholder of AI Energy Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 4 เมษายน 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) หรือที่จะพึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For the 2024 Annual General Meeting of Shareholders shall be held on April 4th, 2024 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 ☐ คดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ คดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ คดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ คดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda Re:

☐ เห็นด้วย _____ เสียง ☐ ไม่เห็นด้วย _____ เสียง ☐ คดออกเสียง _____ 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 _____

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 4 เมษายน 2567 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 4th, 2024, however the streaming will only start at 10.00 hours.

Registration Form for attending AI Energy Plc' s e-AGM 2024

Written at.....

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

I, Nationality..... Address.....
Road..... Sub-district..... District.....
Province..... Postcode..... 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 2024 Annual General Meeting of Shareholders on April 4th, 2024 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 2nd, 2024 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 3rd, 2024, please immediately contact the Company via e-mail: ir@aienergy.co.th or Tel. 034-877-485-8