

# **AI Energy Public Company Limited**



## **Notice to the 2025 Annual General Meeting of Shareholders**

**April 4<sup>th</sup>, 2025**

**through Electronic Media (e-Meeting)**



บริษัท เอไอ เอนเนอร์จี้ จำกัด (มหาชน)

AI Energy Public Company Limited

AIE 012/2025

February 21<sup>st</sup>, 2025

Subject : Invitation to attend the 2025 Annual General Meeting of Shareholders

To : Shareholders

Attachments :

1. Form 56-1 One Report for the year 2024 in QR Code
2. Dividend policy
3. Curricula vitae of the nominated persons to be directors in replacement of those who are retired by rotation
4. Directors' remuneration
5. Details of the Company and subsidiaries' auditor and the annual audit fee for the Year 2025
6. Procedures required prior to attending the meeting, granting proxy, registration, names and details of independent directors that shareholders can grant proxy, and registration procedures for attending e-AGM 2025
7. Company's Articles of Association relating to the Shareholders' meeting and voting rights
8. Proxy Form A
9. Proxy Form B

The Board of Directors of AI Energy Public Company Limited has passed a resolution to call the 2025 Annual General Meeting of Shareholders to be held on April 4<sup>th</sup>, 2025 at 10:00 hrs. only through Electronic Media (e-Meeting), in accordance with criteria specified in related laws and regulations at Asian Insulators Public Company Limited 5<sup>th</sup> 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 2024 annual performance report.

**Preamble:** The summary of the Company's performance during the year of 2024 are contained in the form 56-1 One Report for the year 2024 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 2024.

**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 31<sup>st</sup>, 2024.

**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 2024 in QR Code.

**Board of Directors' opinion:** The Company's Consolidates Financial Statement, Balance Sheet and Statement of Income for the year ended December 31<sup>st</sup>, 2024, which approved by audit committee and certified by auditor, should be approved. Summary of the Company's financial status and performance during the year 2024 as following.

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

	<u>Consolidated</u>	<u>Separate</u>
Total Assets	2,890,485,724	2,957,489,110
Total Liabilities	541,852,207	640,880,734
Total Revenues	8,246,852,998	8,245,462,514
Net Profit (Loss)	241,922,364	253,736,860
Earnings (Loss) per Share	0.175	0.183

Details of the above are shown in the Company's form 56-1 One Report for the year 2024 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 consider and approve the allocation of the net profit as a legal reserve and dividend payment for the year 2024.

**Preamble:** In 2024, the Company has net profit (Separate) 253,736,859.87, 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 2024 of 12,700,000 baht Therefore, the Company's legal reserve equal to 62,400,000 baht, representing a rate of 4.51% of the registered and paid-up capital.
2. Cash dividend from retained earnings for the year 2024 of 0.25 Baht per share, totaling approximately 346,003,502.25 Baht or at the ratio of 136.36% of net profit (Separate).

The cash dividend is paid from retained earnings after deduction of legal reserves.

Unappropriated retained earnings of the Company's exemption from corporate income tax, according to the expired Board of Investment privilege No. 1922(1)/2553, 2777(1)/2556, and 60-0406-1-001-0, which shareholders will subject to withholding tax of 10% and unable to claim the dividend tax credit.

The cash dividend paid from unappropriated retained earnings 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 on March 7, 2025. The dividend payment shall be made on April 30<sup>th</sup>, 2025. However, the right to receive dividend is subject to the approval of the 2025 Annual General Meeting of Shareholders, to be held on April 4, 2025.

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. 2)

**Board of Directors' opinion:** The approve of the allocation of the net profit as a legal reserve and the dividend payment for the year 2024 of 0.25 Baht per share, totaling 346,003,502.25 Baht 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 2025.

**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 2025 Annual General Meeting of Shareholders, there are 2 directors who are required to retire by rotation from the office, as follows:

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

(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 2025 Annual General Meeting of

Shareholders from 22<sup>nd</sup> November to 30<sup>th</sup> December 2024, 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.

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 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 2025 Annual General Meeting of Shareholders to approve the re-election of 2 independent director, namely Mr.Sampan Hunpayon and Mr.Choti Sontiwattananont, 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.

**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 directors' remuneration for year 2025.

**Preamble:** The directors' remuneration should be reviewed every year, the Board proposed to approve directors' remuneration for the year 2025 not over amount of 3,200,000 Baht at an increasing rate from 2024.

**Remuneration for the Board of Director and Audit Committee**

<b>Remuneration</b>	<b>2024</b>	<b>2025 (Proposed)</b>
1) Monthly Remuneration (Board of Director)		
- Chairman	18,000 Baht / person / Month	23,000 Baht / person / Month
- Director	15,000 Baht / person / Month	20,000 Baht / person / Month
2) Meeting Allowance (Board of Director and Audit Committee)		
- Chairman / Chairman of audit committee	18,000 Baht / person / time	23,000 Baht / person / time
- Director / Audit committee	15,000 Baht / person / time	20,000 Baht / person / time
3) Other remuneration	None	None

**Remark:**

- The meeting allowances will be paid only those who attend the meeting.
- The sub-committees: the Executive Committee and the Risk Management Committee no remuneration received.

**Board of Directors' opinion:** The directors' remuneration for year 2025 for amount of 3,200,000 Baht at an increasing rate from 2024 should be approved. (Attachment No. 4)

**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 consider the appointment of the auditor and the annual audit fee for the year 2025.

**Preamble:** In compliance with the Public Limited Company Act B.E. 2535 and the Company's regulations which require the annual general meeting of shareholders to appoint an auditor and determine the annual audit fee every year. The audit committee recommends to appoint any auditors from Siam Truth Audit Company Limited to be the Company's auditor for the year 2025 as namely;

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

To propose the annual audit fee for the year 2025 of 3,430,000 Baht excluding direct expenses such as travel expenses, allowance for up-country, telephone, postage, stamp duty, photocopying fee, which will be charged not exceeding 10% of the audit fee. 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:** The board of directors deemed appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve any auditors from Siam Truth Audit Company Limited as the Company's auditor and the annual audit fee for the year 2025 of 3,430,000 Baht excluding direct expenses, which will be charged not exceeding 10% of the audit fee. The stated auditors have no relationships and/or conflict of interest with the Company, its subsidiaries, executives, major shareholders or their related persons.

(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 7** 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 2025 on March 7, 2025. All shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders through Electronic Media (e-Meeting) in accordance with criteria specified in related laws and regulations.

For the shareholders or proxies wishing to attend the meeting via electronic media (e-Meeting) request that the shareholders or proxies register and upload identification documents through <https://aie.foqus.vc/registration/> or scan QR Code in attachment 6 within **April 2<sup>nd</sup>, 2025**. 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-Meeting) to the registered e-mail address that was given by shareholders or proxies. The mentioned username and password use for attending electronic media (e-Meeting) 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-Meeting, the Company asks for cooperation to appoint a proxy to the Company's Independent Directors attending instead by following the steps in the attachment 6.

Released on February 21<sup>st</sup>, 2025

Yours faithfully,

By Order of the Board of Directors



(Miss Pimwan Thareratanavibool)

Managing Director



**Agenda 1 To acknowledge the Company's 2024 Annual Performance Report.**

*Details in the attachment No. 1 (Form 56-1 One Report 2024 in QR Code)*

**Agenda 2 To approve the Company's Consolidates Financial Statements, Balance Sheet and Statement of Income for the year ended December 31<sup>st</sup>, 2024.**

*Details in the attachment No. 1 (Form 56-1 One Report 2024 in QR Code)*

**Attachment for Agenda 3 To consider and approve the allocation of the net profit as a legal reserve and dividend payment for the year 2024.**

**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 2025.**

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 2025 are Mr.Sampan Hunpayon and Mr.Choti Sontiwattananont, 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. 1/2025 on February 18<sup>th</sup>, 2025 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 2025 Annual General Meeting of Shareholders from 22<sup>nd</sup> November to 30<sup>th</sup> December 2024, 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.Sampan Hunpayon and Mr.Choti Sontiwattananont 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. Sampan Hunpayon, age 71 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

**Date of first appointment:** 9 April 2013

**No. of Years in Director Position:** 12 years  
*(If appointed, he will be in position for 3 years, in total of 15 years)*

**Shareholding in the Company as of 30 December 2024:** None

**Other directorship positions / other positions at present:**

- **Subsidiaries/Related Company**
  - None -
- **Other listed companies**
  - None -
- **Non-listed companies**
  - 2013 - Present Independent Director SpaceMed Co., Ltd.

**Relation among family with other directors:**

- 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 re-electing Mr.Sampan Hunpayon to take the position of Independent Director and Audit Committee, who previously served for a period of 12 years. Mr.Sampan Hunpayon 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. Choti Sontiwattananont, age 68 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**

**30 December 2024:** 0.0075% (104,400 shares)

**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.  
- 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 re-electing Mr.Choti Sontiwattananont to take the position of Independent Director and Audit Committee, who previously served for a period of 12 years. Mr.Choti Sontiwattananont 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.

### **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 directors' remuneration for year 2025.**

The Board of Directors Meeting No. 1/2025 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 2025 not over amount of 3,200,000 Baht at an increasing rate from 2024.

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

Remuneration	2024	2025 (Proposed)
1) Monthly Remuneration (Board of Director)		
- Chairman	18,000 Baht / person / Month	23,000 Baht / person / Month
- Director	15,000 Baht / person / Month	20,000 Baht / person / Month
2) Meeting Allowance (Board of Director and Audit Committee)		
- Chairman / Chairman of audit committee	18,000 Baht / person / time	23,000 Baht / person / time
- Director / Audit committee	15,000 Baht / person / time	20,000 Baht / person / time
3) Other remuneration	None	None
<b>Remark:</b> The meeting allowances will be paid only those who attend the meeting. The sub-committees: the Executive Committee and the Risk Management Committee no remuneration received.		

**The Board of Directors and Audit Committee attendance and remuneration in 2024**

(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.Pongsakon Thareratanavibool*	135,000	-	60,000	-	195,000
5	Mr.Damrong Joongwong	216,000	18,000	90,000	144,000	468,000
6	Mr. Sampan Hunpayon	180,000	15,000	75,000	120,000	390,000
7	Mr.Choti Sontiwattananont	180,000	15,000	75,000	120,000	390,000
<b>Total</b>		<b>1,287,000</b>	<b>96,000</b>	<b>540,000</b>	<b>384,000</b>	<b>2,307,000</b>

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

\*Was appointed as director by AGM 2024 on 4<sup>th</sup> Apr 2024



**Attachment for Agenda 6 To consider the appointment of auditors and the annual audit fees for year 2025.**

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. 1/2025 on February 18<sup>th</sup>, 2025. 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;

<b><u>Name</u></b>	<b><u>Certified Public Accountant No.</u></b>	<b><u>Certified years</u></b>
Mr. Banyong Pitchyaprasarn	7147	3 (2021-2023)
Mr. Kraisit Silpamongkongkul	9429	1 (2024)
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 2025 and approve the annual audit fees of 3,430,000 Baht, which consist of the audit fees for quarterly and yearly consolidated and separate financial statement and BOI and IT Audit, excluding direct expenses such as travel expenses, allowance for up-country, telephone, postage, stamp duty, photocopying fee, which will be charged not exceeding 10% of the audit fee. 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.

<b>Comparison of Audit fees</b>	<b>2025</b>			<b>2024</b>		
<b>Auditor</b>	<b>Siam Truth Audit Company Limited</b>			<b>Siam Truth Audit Company Limited</b>		
<b>AI Energy Plc's Group</b>	<b>Quarter</b>	<b>Year</b>	<b>Total</b>	<b>Quarter</b>	<b>Year</b>	<b>Total</b>
<b>AI Energy Public Company Limited</b>						
Consolidated	1,410,000	1,600,000	<b>3,010,000</b>	1,350,000	1,650,000	<b>3,000,000</b>
Company Only						
BOI (100,000 Baht/BOI)	-	300,000	<b>300,000</b>	-	250,000	<b>250,000</b>
IT Audit	-	120,000	<b>120,000</b>	-	50,000	<b>50,000</b>
Other Expenses (Non-Audit Fee)	-	-	-	-	-	-
<b>Total AI Energy</b>	<b>1,410,000</b>	<b>2,020,000</b>	<b>3,430,000</b>	<b>1,350,000</b>	<b>1,950,000</b>	<b>3,300,000</b>
<b>AI Ports and Terminals Company Limited</b>						
Audit Fee	30,000	100,000	<b>130,000</b>	30,000	100,000	<b>130,000</b>
Other Expenses (Non-Audit Fee)	-	-	-	-	-	-
<b>Total Group</b>	<b>1,440,000</b>	<b>2,120,000</b>	<b>3,560,000</b>	<b>1,380,000</b>	<b>2,050,000</b>	<b>3,430,000</b>

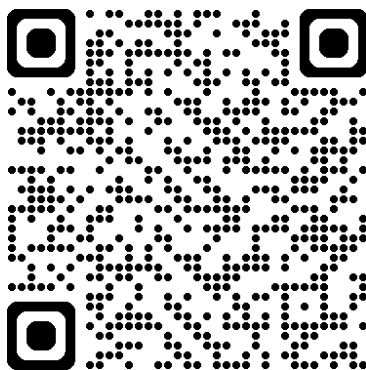
<b>Procedures required prior to attending the meeting and registration for attending e-Meeting</b>
--

**Self-Attending e-Meeting:**

1. Shareholders or proxies shall register and upload a copy of identification evidences requesting to attend the e-AGM to confirm the right to attend the e-Meeting through;

<https://aie.foqus.vc/registration/>

or scan QR Code below;



The system will be open for registration from [26<sup>th</sup> March to 2<sup>nd</sup> April 2025](#)

**\*Quidlab User's Manual Document Registration System** [https://quidlab.com/img/eagm/Document\\_Upload\\_Eng.pdf](https://quidlab.com/img/eagm/Document_Upload_Eng.pdf)

2. Once logging in, shareholders or proxies shall fill out the information as displayed on the system, where the information entered must match the TSD's information as of Record Date that received.
- 2.1 Identification card number / Passport number / Company's registration number
  - 2.2 Securities holding number
  - 2.3 E-Mail for receiving 'Username' and 'Password' to login 'WebLink' for e-Meeting
  - 2.4 Mobile phone number
  - 2.5 Identification documents

Self-Attending	Proxy / Corporate Entity, whose proxy not Company's independent director
Copy of identification card or copy of valid passport with certified true copy	<ul style="list-style-type: none"> <li>● <b>Individual</b> Copy of identification card or copy of valid passport of shareholder and proxy with certified true copy, together with filled-proxy form A or proxy from B in attachment 8 or 9.</li> <li>● <b>Corporate Entity</b> Copy of company's registration no more than 30 days</li> </ul>

Self-Attending	Proxy / Corporate Entity, whose proxy not Company's independent director
	<p>old certified true copy by authorized directors with company seal (if any) and the certified copy of authorized directors and proxy' identification card or copy of valid passport, together with filled-proxy form A or proxy from B in attachment 8 or 9.</p> <ul style="list-style-type: none"> <li>● <b>Foreign Corporate Entity</b></li> </ul> <p>Copy of company's registration no more than 30 days old 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) and the certified copy of authorized directors and proxy' identification card or copy of valid passport, together with filled-proxy form A or proxy from C in the Company's website.</p>

3. After the Company received the documents according step no. 2 from shareholders or proxies, the Company will check the documents to confirm the right to attend the meeting, after approved the verification, the shareholders or proxies shall receive the following;

- Username and Password
- WebLink for logging into the e-Meeting system.
- e-AGM conference system user manual

If shareholder or proxy is not approved, you will receive an email stating the reason and may submit additional documents or corrected documents.

4. Refrain from giving your username and password to others if your username and password are lost or not received by April 3<sup>rd</sup>, 2025, please contact e-mail: [info@quidlab.com](mailto:info@quidlab.com) or Tel. 034-877-488 immediately.

5. Please study the e-Meeting system user manual that sent along with username and password details to the shareholder or proxy' e-mail. The e-Meeting system 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
6. During e-Meeting, the attendees voting in each agenda; agree, disagree, or abstain. If there is no vote, the system will automatically count as agree.
7. In case you encounter any technical problems in using the e-Meeting system before or during the meeting, please contact Quidlab Company Limited, the Company's e-Meeting system provider. The official contact of Quidlab Company Limited will be sent along in the email that sent your username and password to you.

**Not Attending e-Meeting:**

For shareholders who are unable to attend the meeting and vote in person and do not have a proxy, they may appoint one of the independent directors of the Company attend e-Meeting and vote instead by 2 methods as follows;

1. Shareholders fill in the information and may specific their intention to vote separately on each agenda item of the meeting whether to agree, disagree or abstain in the proxy form A or form B as shown in attachments 8 and 9 must be filled as required and signed, if there are any corrections the proxy must signed at every point and deliver the filled-proxy form and identification documents to the Company within April 2<sup>nd</sup>, 2025 through the following channels:

- E-mail: [ir@aienergy.co.th](mailto:ir@aienergy.co.th) or
- Post:

To: Corporate Secretary

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

2. Shareholders can grant proxies via electronic means via the e-Proxy Voting system to the Company's independent directors to attend the shareholders' meeting and vote. Shareholders do not need to submit a proxy form or a copy of their identification documents (e.g. a copy of ID card) to the Company because their identities are verified digitally according to the NDID (National Digital ID) standard. Shareholders must apply for membership and verify their identities via the Investor Portal (<https://ivp.tsd.co.th>), which is TSD's service platform. The e-Proxy Voting system will be activated 1 business day after the Company sends the invitation documents for the shareholders' meeting. The e-Proxy Voting system will be open for 24 hours and will be closed 1 business day before the shareholders' meeting at 5:00 p.m.

The Company will count your votes from the proxy form or e-Proxy as specified for each agenda. The proxy holder will not have the right to vote in the meeting again. The shareholders who appoint the Company's independent director as their proxies to vote, they can appoint a proxy to independent director who do not have any special interests in every meeting agenda according to the following list;

**1. Damrong Jongwong, age 79 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

**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

**Shareholding in the Company as of**

**30 December 2024:** None

**Conflict of Interest:** 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

..... Age ..... Years  
with address at ..... Road ..... Sub-District .....

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

..... Mr. Damrong Joongwong ..... Age 79 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/ 2025 Annual/ the Extraordinary~~ General Meeting of Shareholders (-) to be held on ~~Friday, April 4<sup>th</sup>, 2025, 10.00 hours through e-Meeting~~ 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.)

เลขทะเบียนผู้ถือหุ้น  
Shareholders' Registration No.

เขียนที่ \_\_\_\_\_  
Written at  
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

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 \_\_\_\_\_ 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 นายดำรงค์ จุงวงศ์ \_\_\_\_\_ อายุ 79 ปี อยู่บ้านเลขที่ 17/149 ม.ทพ 2 นิเวศน์ 2

Name Mr. Damrong Joongwong age 79 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

Province Bangkok Postal Code 10210

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 4 เมษายน 2568 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่ที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่น

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on April 4<sup>th</sup>, 2025, at 10.00 hours through Electronic Media (e-Meeting) 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 รับทราบรายงานของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงานประจำปี 2567  
**Agenda No. 1 To acknowledge the Company's 2024 annual performance report**  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะทางการเงิน งบกำไรขาดทุนเบ็ดเสร็จ และงบกระแสเงินสดประจำปี 2567 สิ้นสุดวันที่ 31 ธันวาคม 2567  
**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 2024 ended December 31<sup>st</sup>, 2024**  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 3 พิจารณานุมัติจัดสรรกำไรสุทธิเป็นเงินทุนสำรองตามกฎหมาย และจ่ายเงินปันผลประจำปี 2567  
**Agenda No. 3 To consider and approve the allocation of the net profit as a legal reserve and dividend payment for the year 2024**  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 4 พิจารณาเลือกตั้งกรรมการ แทนกรรมการซึ่งพ้นจากตำแหน่งตามวาระประจำปี 2568  
**Agenda No. 4 To approve the election of directors in place of those whose terms are retired by rotation in 2025**  
การแต่งตั้งกรรมการเป็นรายบุคคล  
To select each director individually  
4.1 ชื่อกรรมการ นายสัมพัน์ หุ่นพยนต์  
4.1 Name of Director: **Mr. Sampan Hunpayon**  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain  
4.2 ชื่อกรรมการ นายโชติ สอนจิวัตตานนท์  
4.2 Name of Director: **Mr. Choti Sontiwattananont**  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2568  
**Agenda No. 5 To approve directors' remuneration for year 2025**  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2568  
**Agenda No. 6 To consider the appointment of auditors and the annual audit fee for the year 2025**  
 เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณาเรื่องอื่น ๆ (ถ้ามี)  
**Agenda No. 7 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น 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**

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. 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.
4. กรณีหากมีข้อกำหนดหรือข้อบังคับใดกำหนดให้ผู้รับมอบฉันทะต้องแถลงหรือแสดงเอกสารหลักฐานอื่นใด เช่น กรณีผู้รับมอบฉันทะเป็นผู้มีส่วนได้เสียในกิจการเรื่องใดที่ได้เข้าร่วมประชุมและออกเสียงลงคะแนนก็สามารถแถลงหรือแสดงเอกสารหลักฐาน โดยระบุไว้ในข้อ (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. ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท ดังนี้เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น  
(1) นายดำรง จูวงศ์ (รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบ 6)

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 6)

## 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) ของกรรมการผู้มีอำนาจที่ไดลงนามในหนังสือมอบฉันทะ 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) ของกรรมการผู้มีอำนาจที่ไดลงนามในหนังสือมอบฉันทะ 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 ควรมีการรับรองลายมือชื่อโดยโนตารีพับลิก

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.

ถือหุ้นหรือผู้รับมอบฉันทะสามารถเข้าระบบเพื่อเข้าร่วมประชุมล่วงหน้า 1 ชั่วโมงก่อนเริ่มการประชุม หรือตั้งแต่เวลา 9.00 น. ของวันที่ 4 เมษายน 2568 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 4<sup>th</sup>, 2025, however the streaming will only start at 10.00 hours.

ใบประจำต่อแบบหนังสือมอบฉันทะ  
Supplemental Proxy Form

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ในวันที่ 4 เมษายน 2568 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-Meeting) หรือที่จะพึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

**For the 2025 Annual General Meeting of Shareholders shall be held on April 4<sup>th</sup>, 2025 at 10.00 hours through Electronic Media (e-Meeting) 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 \_\_\_\_\_