



บริษัท เอไอ เอนเนอร์จี จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

Ref. AIE 015/2024

February 20, 2024

**Subject** Resolution of the Board of Directors Meeting No. 1/2024, omitted annual dividend, new director, decrease registered capital, and amend Memorandum of Association, and to fix Annual General Meeting of shareholders 2024.

**Attention** The President of Stock Exchange of Thailand

AI Energy Public Company Limited (“the Company”) would like to notify the resolutions of the Board of Directors Meeting No. 1/2024 held on February 20, 2024 (“the Meeting”) has resolved the significant resolutions as follows:

1. The meeting approved and resolved to propose to the Annual General Meeting of Shareholders for the year 2024 (“AGM”) to consider and approve the Company’s Consolidated Financial Statements, Balance Sheet and Statement of Income for the year 2023 ended December 31<sup>st</sup>, 2023.
2. The meeting approved and resolved to propose to the AGM to consider and approve the profit for legal reserve and omitted the annual dividend for the year 2023 since the profit was not enough for 2023 dividend payment.
3. The meeting approved and resolved to propose to the AGM to consider and approve the election of directors in place of those whose terms are retired by rotation in 2024 in 2024. There are 2 retiring directors to be the directors for another term.
  1. Mr.Damrong Joongwong Independent Director and Chairman of Audit Committee
  2. Mr.Thanit Thareratanavibool Director and Vice Chairman

The meeting excluding the directors who have conflicts of interest in this agenda, has considered that the directors who retire by rotation have qualifications suitable for the Company's business operation and does not hold any position as a director / executive in other businesses that may cause conflicts of interest or compete in business with the Company. 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.



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4. The meeting approved and resolved to propose to the AGM to consider and approve the appointment of the new additional director.

1. Mr.Pongsakon Thareratanavibool Director

The meeting has considered and proposed that the nominated person is complying the nomination guidelines specified in compliance with Public Limited Companies Act BE 2535 and mentioned nominated persons do not possess prohibited characteristics of director as specified by the SEC, as well as have qualifications suitable for the Company's business operation and does not hold any position as a director / executive in other businesses that may cause conflicts of interest or compete in business with the Company. The meeting, therefore agreed to propose the shareholders' meeting to consider and approve the appointment of Mr.Pongsakon Thareratanavibool as additional director from 6 directors to 7 directors of the Company.

5. The meeting approved and resolved to propose to the AGM to consider and approve the amendment and change of authorized directors.

**From the present (Existing):**

‘Mr.Narong Thareratanavibool or Mr.Thanit Thareratanavibool or Miss Pimwan Thareratanavibool, two of these three directors jointly sign and affix the Company seal’

**To be amended to (New):**

‘Mr.Narong Thareratanavibool or Mr.Thanit Thareratanavibool or Miss Pimwan Thareratanavibool or Mr.Pongsakon Thareratanavibool, two of these four directors jointly sign and affix the Company seal’

6. The meeting approved and resolved to propose to the AGM to consider and approve the determination of Directors’ Remuneration for year 2024 for amount of 3,000,000 Baht.
7. The meeting approved and resolved to propose to the AGM to consider and approve the appointment of the Auditors and determination of the auditing fee for the year 2024 from Siam Truth Audit Company Limited;
  1. Mr. Banyong Pitchyaprasarn Certified Public Accountant No. 7147, or
  2. Mr. Kraisit Silpamongkongkul Certified Public Accountant No. 9429, or
  3. Miss Khemanan Jaichuen Certified Public Accountant No. 8260, or
  4. Miss Varaphon Kanjanaradsamechoti Certified Public Accountant No. 9927, or
  5. Miss Orawan Suwanhirunchoti Certified Public Accountant No. 11145, or
  6. Mr. Chaiwat Sae-Tiao Certified Public Accountant No. 11042



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and approve the audit fee not over 3,300,000 Baht for year 2024.

8. The meeting approved and resolved to propose to the AGM to consider and approve the decrease in registered capital of the unexercised AIE-W2 and amend the Memorandum of Association clause 4: Registered Capital.
9. The meeting passed the resolutions of the schedule for the 2024 Annual General Meeting of Shareholders on April 4, 2024 at 10.00 hours through Electronic Media (e-AGM), in accordance with criteria specified in related laws and regulations. The Company fixes the record date which shareholders have the right to attend the meeting on March 8, 2024. The agendas of the meeting will be;

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|---------------|---|
| Agenda No. 1  | To acknowledgement of 2023 Annual Performance report  |
| Agenda No. 2  | To consider and approve the Company and Consolidates Financial Statements, Balance Sheet and Statement of Income for the year ended December 31 <sup>st</sup> , 2023  |
| Agenda No. 3  | To consider and approve the profit for legal reserve and omitted the annual dividend for the year 2023  |
| Agenda No. 4  | To consider and approve the election of Directors in place of those whose terms are retired by rotation in 2024   |
| Agenda No. 5  | To consider and approve the appointment of the new additional director  |
| Agenda No. 6  | To consider and approve the amendment and change of authorized directors  |
| Agenda No. 7  | To consider and approve directors' remuneration for year 2024   |
| Agenda No. 8  | To consider and approve the appointment of Auditors and audit fee for year 2024   |
| Agenda No. 9  | To consider and 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. |
| 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   |
| Agenda No. 10 | To consider other matters (if any).   |



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Guideline and procedures of attending the Shareholders Meeting via electronic method shall be announced in the invitation to attend the e-AGM on the Company's website: [www.aienergy.co.th](http://www.aienergy.co.th) and submitted to SET Link.

Please be informed accordingly.

Yours faithfully,

AI Energy Public Company Limited.

Miss Pimwan Tharertanavibool

Managing Director

Company Secretary Tel. 0-3487-7486-8 Ext. 500 / Email: [ir@aienergy.co.th](mailto:ir@aienergy.co.th)