



บริษัท เอไอ เอนเนอร์จี้ จำกัด (มหาชน)

AI Energy Public Company Limited

ทะเบียนเลขที่ 0107556000311

AIE 200/2019

26 August 2019

Subject: Entering into the Related Transactions

Attention: President

The Stock Exchange of Thailand

AI Energy Public Company Limited (AIE) would like to inform that the Board of Directors Meeting No. 5/2019 held on August 15, 2019 at Asian Insulators Public Company Limited No. 254 Seri Thai Road, Kannayao, Bangkok, passed to approve the Company issuing the Promissory Note to the related-company and person not exceeding 10 notes of the total amount value not exceeding 300,000,000 Baht, with 5% interest rate and 1 year tenor, to support business expansion and working capital. The transaction is classified as a receipt of the financial assistance which is defined as the related transaction.

1. The date on which the transaction occurred.

The Executive Committee will consider the appropriate time of issuing and tenor for each Promissory Note but not exceeding 1 year from the issuing date.

According to the Company's mandate, the Executive Committee is delegated to approve the receipt of financial assistance of the amount not exceeding 500,000,000 Baht and such transaction should not exceed the small size of transaction from the calculation criteria of receiving financial assistance from the related-parties. Previously, the Company has received financial assistance from Asian Insulators Public Company Limited as follows:

| | <u>Promissory</u> | <u>Issue Date</u> | <u>Due Date</u> | <u>Amount</u> | <u>Interest rate</u> | <u>Executive Committee's</u> |
|----|-------------------|-------------------|-----------------|----------------------|----------------------|------------------------------|
| | <u>Notes No.</u> | | | <u>(THB)</u> | <u>(%)</u> | <u>Approval Date</u> |
| 1. | AIE008 / 2562 | 11/06/2019 | 30/09/2019 | 50,000,000.00 | 2.840% | 10/6/2019 |
| 2. | AIE010 / 2562 | 11/07/2019 | 10/10/2019 | 50,000,000.00 | 3.050% | 5/7/2019 |
| 3. | AIE011 / 2562 | 23/07/2019 | 22/10/2019 | 50,000,000.00 | 3.750% | 19/7/2019 |
| 4. | AIE012 / 2562 | 2/08/2019 | 1/11/2019 | 30,000,000.00 | 3.750% | 1/8/2019 |
| 5. | AIE013 / 2562 | 7/08/2019 | 6/11/2019 | <u>30,000,000.00</u> | 3.750% | 1/8/2019 |

Total Promissory Notes as of Aug 15, 2019 210,000,000.00 baht (Two Hundred and Ten Million Baht)

Note: The above 5 Promissory Notes can be revolving but total tenor is no more than 1 year.



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2. The parties involved

The person who granted financial assistance : Two related-parties consist of Asian Insulators Public Company Limited and/or Mr.Narong Thareratanavibool. The existing Promissory Notes (5 notes) of 210,000,000 Baht were issued to Asian Insulators Public Company Limited, but the other 5 notes of 90,000,000 Baht may either issue to Asian Insulators Public Company Limited or Mr.Narong Thareratanavibool.

Issuer : AI Energy Public Company Limited.

3. The general characteristics of the transaction

Transaction class : The Promissory Notes will be offered as a private placement to the related-company and person with the interest rate not exceeding 5% per annum (considering the financial costs, collateral conditions, the credit facilities, the financial guarantees collected by the financial institution from the applicant). The amount of the Promissory Notes issued are not exceeding 10 notes with 1-year tenor to support expanding business and working capital.

Consideration criteria : Net Tangible Asset (NTA)

Transaction size : Medium (0.8433% of NTA (the reviewed financial statement as of June 30, 2019))

4. Details of the transaction

Name of issuer : AI Energy Public Company Limited.

Nature of financial assistance : Promissory Notes (Unsecured)

Total value of the assistance : Amount not exceeding 10 Notes, and the total value not exceeding 300,000,000 Baht



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| | | |
|----------------------------------|---|------------------|
| Rate of interest | : | not more than 5% |
| Terms of interest payment | : | 3 months |
| Maturity | : | 1-year tenor |

5. The details of connected persons and of related persons

| | | |
|---|-------------------------|---------------------|
| - Asian Insulators Public Company Limited | Major Shareholders No.1 | Shareholding 61.77% |
| - Mr. Narong Thareratanavibool | Chairman of the Board | Shareholding 0.57% |

6. Total Value and Criteria used in determining a transaction's total value

Total value of considerations : Issuing the Promissory Notes in the amount not exceeding 300,000,000 Baht (Three Hundred Million Baht) with tenor not longer than 1 year. Therefore, the interest rate will be 5% per annum, which the approximate interest payable will be 15,000,000 Baht (Fifteen Million Baht).

Such transaction having value greater 1,000,000 Baht but being less than 20,000,000 Baht or greater than 0.03% but less than 3% of the company's net tangible assets (NTA). The transaction is classified as related party transaction per announcement of the Board of Directors of the Securities Exchange of Thailand pertaining to information disclosure and operations of listed companies involving related party transaction, type of assistance being financial support. The Company is required to seek Board approval to enter into the transaction, and accordingly discloses the transaction to the Securities Exchange of Thailand but not necessity to seek approval at the shareholders' meeting.

Criteria : Net Tangible Asset

Total Value of Transaction = Maximum Borrowing Amount x Maximum Interest Rate
x Maximum Tenor



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= 300,000,000 Baht x 5% x 1-year

= 15,000,000 Baht

Size of Transaction : Size of the transaction equal to 0.8433% of the net tangible assets by calculating from the Reviewed Consolidated financial statement of the Company and its subsidiaries as of June 30, 2019.

Size of Transaction = Value of Transaction / Net Tangible Assets x 100
= 15,000,000 Baht / 1,778,811,000 Baht x 100
= 0.8433%

Payment : Cash from the Company's working capital.

7. Objectives and plans for utilizing proceeds received

To support business expansion and/or working capital for the Company and/or other activities as the Board of Directors deems appropriate. If the Board of Directors has resolved to invest in any business expansion project, the Company will comply with the relevant criteria.

8. Board's Opinion

The Board of Directors considered the proposed related transactions to be appropriate, due to provide the business growth opportunity for the Company which beneficial to shareholders. The financial assistance from related parties are with the appropriate interest rate that complete with those that the financial institutions has offered. Such related transactions have no negatively impact on the rights of shareholders. Receiving financial assistance from these two related-company and person are more flexible without having time to wait for the approval period and loan conditions, compared to from financial institutions.

Mr. Narong Thareratanavibool is the Company's Chairman, Director and Executive who is related-person and stakeholder, was not participate in decision making and abstention in the resolution.



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9. Opinion of the Audit Committee and/or the Company Directors which is different from the Board of Directors

- None -

Please be informed accordingly

Yours Sincerely,

AI Energy Public Company Limited

Miss Pimwan Thareratanavibool

Managing Director

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