

CK Power Public Company Limited

# Annual Registration Statement 2019



**SUSTAINABLE  
OPERATION**





## **INDEX**

### **Part 1 Business Operation**

|  |    |
|--|----|
| 1. Business Policy and Overview                          | 1  |
| 2. Nature of Business Operation                          | 15 |
| 3. Risk Factors  | 34 |
| 4. Property Used in Business Operations                  | 46 |
| 5. Legal Disputes  | 56 |
| 6. General Information and Other Significant Information | 57 |

### **Part 2 Management and Corporate Governance**

|   |     |
|---|-----|
| 7. Information on Securities and Shareholders | 64  |
| 8. Management Structure                       | 73  |
| 9. Corporate Governance                       | 114 |
| 10. Corporate Social Responsibility           | 169 |
| 11. Internal Control and Risk Management      | 195 |
| 12. Connected Transactions                    | 202 |

### **Part 3 Financial Position and Operational Results**

|  |     |
|--|-----|
| 13. Financial Highlights               | 231 |
| 14. Management Discussion and Analysis | 241 |

### **Certification of Information**

#### **Attachment**

|              |   |      |
|--------------|---|------|
| Attachment 1 | Details of the Company's Directors, Executives, Controllers and Company Secretary | 1-10 |
| Attachment 2 | Details of Directors, Executives, Controllers of the Subsidiaries                 | 1-14 |
| Attachment 3 | Details Relating to Head of the Internal Audit and Compliance Unit                | 1-2  |
| Attachment 4 | Details on Appraisal of Assets  | 1    |
| Attachment 5 | Others  | 1    |



## Part 1

### Business Operations

#### 1. Business Policy and Overview

##### 1.1 Business Overview

CK Power Public Company Limited (the “Company” or “CKP”) was founded by CH. Karnchang Public Company Limited Group (“CH. Karnchang Group”), registered its incorporation on June 8, 2011, with its registered capital of Baht 1,000,000, and with the objective to become the center of CH. Karnchang Group’s focus on investment in the business of production and distribution of electricity generated from various types of energy sources. The Company registered its conversion into a public company on February 6, 2013, and its ordinary shares were listed as listed securities, and started trading on the Stock Exchange of Thailand (“Stock Exchange”) on July 18, 2013, with its registered capital of Baht 5,500 Million, fully paid-up. On April 10, 2015, the Company registered its capital increase to Baht 9,240 Million. At present, the Company’s registered and paid-up capital amounts to Baht 8,129 Million.

The Company currently invests in companies operating the business of production and distribution of electricity in three types of power plants, which are, Hydroelectric Power Plant, Cogeneration Power Plant, and Solar Power Plant, divided into investment in a total of six subsidiaries and associated companies, as follows:

- Investment in power plants of three subsidiaries, comprising:
  - 1) Nam Ngum 2 Power Company Limited (“NN2”), as the Company’s core company, whose shares are held by the Company representing 46 percent, via SouthEast Asia Energy Limited (“SEAN”);
  - 2) Bangpa-in Cogeneration Limited (“BIC”), whose shares are held by the Company representing 65 percent;
  - 3) Bangkhengchai Company Limited (“BKC”), whose shares are held by the Company representing 100 percent.
- Investment in power plants of three associated companies, comprising:
  - 1) Xayaburi Power Company Limited (“XPCL”), whose shares are held by the Company representing 37.5 percent;
  - 2) Chiangrai Solar Company Limited (“CRS”), whose shares are held by the Company representing 30 percent;
  - 3) Nakhon Ratchasima Solar Company Limited (“NRS”), whose shares are held by the Company representing 30 percent.



## 1.2 Vision, Missions and Objectives

**Vision:** To be a leading power business company in Thailand and the ASEAN region, with efficient operation.

**Missions:** 1) To generate an optimal, stable and fair return for shareholders;

2) To be responsible to the environment, community and all stakeholders.

**Objectives:** The Company has a policy on investment expansion in the business of production and distribution of electricity generated from various types of energy sources in Thailand and the ASEAN region, with the objective to play a part in building stability in the energy sector for the country from various power projects with the strength of the capital base and cooperation among partner/ alliances to maximize sustainable return to shareholders.

## 1.3 Significant Changes and Development

**2011** - On June 8, 2011, the Company was registered for its incorporation with the registered capital of Baht 1,000,000, with the objective to become the center of CH. Karnchang Group's focus on investment in the business of production and distribution of electricity generated from various types of energy sources.

**2012** - On May 10, 2012, the Company acquired additional 110,112,500 ordinary shares in SEAN from Bangkok Expressway Public Company Limited (BECL)<sup>1</sup>, representing 16.7 percent of its registered capital, and as a result, the Company held a total of 361,168,999 shares in SEAN, representing 54.7 percent of its registered and fully paid-up capital.

- On June 26, 2012, the Company acquired ordinary shares in two companies operating in the business of solar power production and distribution from CH. Karnchang Public Company Limited ("CK"), as follows:

1) 2,342,498 shares in BKC, representing 100 percent of its registered and fully paid-up capital.

---

<sup>1</sup> At present, Bangkok Expressway and Metro Public Company Limited ("BEM").





- 2) 664,500 shares in NRS, representing 30 percent of its registered capital, 85.06 percent of which was paid-up.
- On August 31, 2012, the Company acquired additional 8,809,000 shares in SEAN from TEAM Consulting Engineering and Management Co., Ltd., representing 1.3 percent of its registered capital, thereby resulting in the Company's shareholding in SEAN totaling 369,977,999 shares, or 56 percent of its registered and fully paid-up capital.
- On December 26, 2012, the Company acquired from CK ordinary shares in two companies operating in the business of electricity production and distribution in Solar Power and Cogeneration Power, as follows:
  - 1) 875,250 shares in CRS, representing 30 percent of its registered capital, 95 percent of which was paid-up.
  - 2) 63,019,999 shares in BIC, representing 46 percent of its registered and fully paid-up capital.
- 2013** - On January 2, 2013, the Company acquired additional 26,029,999 shares in BIC, representing 19 percent of its registered capital, from Bangpa-in Land Development Co., Ltd., and as a result, the Company held a total of 89,049,998 shares in BIC, or 65 percent of BIC's registered and fully paid-up capital.
- On January 11, 2013, the Company decreased its registered capital from Baht 9,200 Million to Baht 3,066.7 Million, divided into 306.7 million ordinary shares at the par value of Baht 10 each. The capital decrease was made to return the decreased capital to the shareholders in proportion to their shareholding percentage. Subsequently, in February 2013, the Company increased its registered capital to be Baht 4,600 Million for sale to the existing shareholders in proportion to their shareholding percentage, and reduce the par value per share from Baht 10 each to Baht 5 each. Concurrently, the Company also increased its registered capital from Baht 4,600 Million to Baht 5,500 Million by issuance of new 180 million ordinary shares at the par value of Baht 5 each for public offering.
- On February 6, 2013, the Company registered its conversion into a public company and change of its name to CK Power Public Company Limited.
- On July 18, 2013, the Company started trading its ordinary shares on the Stock Exchange of Thailand.



- 2014** - On April 22, 2014, the 2014 Annual Ordinary General Meeting of Shareholders resolved to grant approval for the Company to transfer the share premium in the amount of Baht 170 Million to offset the Company's deficit in the Company's separate financial statements.
- On October 28, 2014, the Company's Extraordinary General Meeting of Shareholders No. 1/2014 resolved to grant approval for BIC to execute a connected transaction for engagement of CK, the Company's major shareholder, as EPC Contractor for construction of the Bangpa-in Cogeneration Power Project 2 ("BIC2"), with a total value not exceeding Baht 4,310 Million. BIC2 was scheduled to start the construction on January 1, 2015, for a period of 29 months.
- 2015** - On April 24, 2015, the Company made the dividend payment from the operating results for 2014 at the rate of Baht 0.1 per share in the total amount of Baht 110 Million, representing the first dividend payment of the Company.
- On May 29, 2015, the Company decreased the par value per share from Baht 5 to Baht 1 and increased the Company's registered capital by Baht 3,740 Million, the total registered capital then amounted to Baht 9,240 Million, divided into:
    - 1) 1,870 million newly issued ordinary shares for offering for sale to the existing shareholders in proportion to their shareholding percentage (Rights Offering), with the result of the registered and paid-up capital amounting to Baht 7,370 Million.
    - 2) 1,870 million ordinary shares to accommodate the exercise of the right to convert the warrants to purchase the Company's newly issued ordinary shares ("CKP-W1") in the amount of 1,870 million units.
  - On June 4, 2015, 1,870 million newly issued ordinary shares started trading on the Stock Exchange.
  - On June 9, 2015, 1,870 million units of CKP-W1 started trading on the Stock Exchange.
  - On June 9, 2015, the Company acquired 805,830,000 shares in XPCL from CK representing 30 percent of its registered capital, in the total amount of approximately Baht 4,344 Million.
- 2016** - On April 19, 2016, the Company's 2016 Annual Ordinary General Meeting of Shareholders resolved to grant approval as follows:



- (1) Approval was granted for the Company to issue and offer for sale the debentures in the total amount not exceeding Baht 10,000 Million or equivalent in other currency.
  - (2) Approval was granted for NN2 to execute a connected transaction for engagement of CH. Karnchang (Lao) Co., Ltd. (“CHK”) for the upgrade of voltage and the construction of the 230/500 kV Nabong Substation, in the total amount of Baht 799.85 Million and USD 39.11 Million (exclusive of value added tax), in order to accommodate the power transmission from various projects having the power purchase agreements with the Electricity Generating Authority of Thailand (“EGAT”). The construction was scheduled to be completed in 2018.
- On May 16, 2016, the Company made the dividend payment from the operating results for 2015 at the rate of Baht 0.02 per share, in the total amount of Baht 164.4 Million.
  - On June 17, 2016, the Company issued and offered for sale the debentures No. 1/2016 to institutional investors and/or high net worth investors, in the total amount of Baht 4,000 Million, with a maturity of three years, at the interest rate of 4 percent per annum. The debentures were name-registered, unsubordinated, unsecured debentures, with debentureholder representative and the issuer’s right to early redemption.
  - On September 14, 2016, NN2 entered into the long-term loan agreement with the lending financial institutions for refinancing of existing long-term loans and additional financing for the upgrade and the construction of the Nabong Substation. This achievement resulted in a decrease of NN2’s financial costs and enhanced NN2’s liquidity.
- 2017**
- On May 18, 2017, the Company made the dividend payment from the operating results for 2016 at the rate of Baht 0.06 per share, in the total amount of Baht 442.2 Million.
  - On June 29, 2017, BIC2 commenced its commercial operation. BIC2 has an installed capacity of 120 MW, subject to the Power Purchase Agreement with EGAT in the amount of 90 MW for a period of 25 years from the Commercial Operation Date, and distributes the remaining electricity to industrial operators in the Bangpa-in Industrial Estate.



- On July 25, 2017, the Extraordinary General Meeting of Shareholders of NN2 No. 1/2017 resolved to grant approval for NN2 to issue and offer for sale the debentures for debt repayment to financial institutions in the amount and the outstanding value of the debentures not exceeding the existing long-term loan obligations of NN2 owed to the financial institutions, in Baht currency and/or its equivalent in foreign currency, whereby the debentures can be issued and offered for sale in one or several series, on a single or several occasions.
- In July 2017, BIC called for the payment of the remaining ordinary share for capital increase for investment in BIC2, which was fully paid-up, and as a result, BIC's current registered capital was fully paid-up, at Baht 2,705 Million.
- On October 5, 2017, NN2 issued and offered for sale the name-registered, unsubordinated, unsecured debentures No. 1/2017, with debentureholder representative, to institutional investors and high net worth investors, in the amount of Baht 6,000 Million, divided into:
  - o the debentures with a maturity of three years, at the interest rate of 2.59 percent per annum, in the amount of Baht 1,000 Million;
  - o the debentures with a maturity of seven years, at the interest rate of 3.48 percent per annum, in the amount of Baht 1,400 Million; and
  - o the debentures with a maturity of ten years, at the interest rate of 3.69 percent per annum, in the amount of Baht 3,600 Million.

In this regard, NN2 received a corporate rating of "A/Stable Outlook", and received an issue rating of "A-/Stable Outlook" from TRIS Rating Co., Ltd. ("TRIS Rating").

- 2018**
- On March 30, 2018, NN2 issued and offered for sale the name-registered, unsecured, unsubordinated, amortizing repayment debenture No. 1/2018, with debentureholder representative and the issuer's right to early redemption, in the amount of Baht 3,000 Million, with a maturity of 12 years, at the rate of 3.98 percent per annum. NN2 received a corporate rating of "A/Stable Outlook", and received an issue rating of "A-/Stable Outlook" from TRIS Rating. In this regard, NN2 used the proceeds from the issuance and offering for sale of the debentures to repay the USD-currency debentures to reduce the financial cost.
  - On April 10, 2018, the 2018 Annual Ordinary General Meeting of Shareholders of the Company resolved to approve the acquisition of shares in XPCL representing 7.5



percent of XPCL's registered capital in the total amount of approximately Baht 2,065 Million from BEM, as well as approving the share payment in proportion to its shareholding percentage in XPCL until completion of the construction of the Xayaburi Project, in the amount of approximately Baht 399.2 Million.

- On May 8, 2018, the Company made the dividend payment from the operating results for 2017 at the rate of Baht 0.0225 per share in the total amount not exceeding Baht 165.8 Million, representing 57.9 percent of the net profit under the separate financial statements.
- On May 28, 2018, the Board of Directors' meeting of BKC resolved to approve the investment in six Solar Rooftop and Solar Farm Projects for production and distribution of electricity to the private-sector operators, with the total installed capacity of 6.7 MW. The construction commenced from the third quarter of 2018 and was expected to gradually start the production and commercial distribution of electricity in 2019.
- On June 18, 2018, the Company issued and offered for sale the name-registered, unsubordinated, unsecured debentures No. 1/ 2018, without debentureholder representative, to institutional investors, in the amount of Baht 6,500 Million, divided into:
  - o the debentures with a maturity of three years, at the interest rate of 2.56 percent per annum, in the amount of Baht 4,000 Million; and
  - o the debentures with a maturity of ten years, at the interest rate of 4.06 percent per annum, in the amount of Baht 2,500 Million, with the issuer's right to early redemption
- The Company received a corporate rating of "A/Stable Outlook", and received an issue rating of "A-/Stable Outlook" from TRIS Rating. The Company utilized the proceeds from the issuance and offering for sale of such debentures to repay the debentures No. 1/2016 issued and offered for sale in 2016 in the amount of Baht 4,000 Million and to pay for the shares in XPCL additionally acquired by the Company from BEM representing 7.5 percent in the amount of Baht 2,065 Million. The remainder of the proceeds was to be used for capital increase in XPCL which would gradually call for the payment until completion of the construction of the project.
- In August 2018, NN2 completed the upgrade and construction of the Nabong Substation to accommodate transmission of electricity from various projects having the power purchase agreements with EGAT.





- On October 19, 2018, the Company received an “Excellent” CG Score rating from Corporate Governance Report of Thai Listed Companies 2018 published by the Thai Institute of Directors Association.
- During November to December 2018, NN2 underwent the Partial Overhaul according to plan.

## **1.4 Significant Development in 2019**

### **1.4.1 CKP**

- On April 11, 2019, TRIS Rating affirmed the Company’s corporate rating of “A/Stable Outlook”, and also affirmed the Company’s issue rating for unsubordinated and unsecured debentures of “A-/Stable Outlook”.
- On May 15, 2019, the Company purchased additional shares in SEAN accounting for 5.33 percent from PT Holding Limited, totaling Baht 681.5 Million, with SEAN being the major shareholder in NN2, a subsidiary engaging in the Company’s main business, thereby resulting in an increase in the Company’s shareholding percentage in SEAN from 56.0 percent to 61.33 percent of the registered capital and an increase in its proportion of indirect investment in NN2 from 42.0 percent to 46.0 percent.
- On May 21, 2019, the Company paid the dividend from the operating results of the year 2018 at the rate of Baht 0.0280 per share, in the total amount of Baht 206.4 Million, representing the dividend payment rate of 85.7 percent of the net profit under the separate financial statements.
- On June 30, 2019, there were 594.2 million shares exercised under CKP-W1, equivalent to Baht 3,565.4 Million. The Company registered the capital increase on July 1, 2019, and after the capital increase registration, the Company’s registered capital increased to Baht 7,964.2 Million.
- On September 30, 2019, there were 165.1 million shares exercised under CKP-W1, equivalent to Baht 990.9 Million. The Company registered the capital increase on October 1, 2019, and after the capital increase registration, the Company’s registered capital increased to Baht 8,129.4 Million.
- On October 25, 2019, the Company received an “Excellent” CG Score rating from Corporate Governance Report of Thai



Listed Companies 2019 published by the Thai Institute of Directors Association.

#### **1.4.2 NN2**

- On February 8, 2019, TRIS Rating affirmed NN2's corporate rating of "A/Stable Outlook" and also upgraded NN2's issue rating for all debenture series to "A/Stable Outlook".
- On March 7, 2019, NN2 issued and offered for sale the name-registered, unsecured, unsubordinated debentures No. 1/2019, with debentureholder representative, in the amount of Baht 6,000 Million divided into:
  - o the amortizing repayment-typed debentures with a maturity of three years, at the interest rate of 3.18 percent per annum, in the amount of Baht 3,200 Million;
  - o the debentures with a maturity of four years, at the interest rate of 3.44 percent per annum, in the amount of Baht 800 Million; and
  - o the amortizing repayment-typed debentures with a maturity of eight years, at the interest rate of 3.88 percent per annum, in the amount of Baht 2,000 Million, with the issuer's right to early redemption;

NN2 utilized the proceeds from the issuance and offering for sale of the debentures to repay all outstanding loans from the financial institutions to reduce the financial cost.

- NN2 entered into the Nabong Substation Lease Agreement with the Government of the Lao PDR after completion of the upgrade of the voltage and the construction of the Nabong Substation, with effect from January 1, 2019.

#### **1.4.3 BIC**

- On June 2, 2019, Bangpa-In Cogeneration Power Project 1 underwent the Major Overhaul according to plan.

#### **1.4.4 BKC**

- BKC invested in six Solar Rooftop and Solar Farm Power Plants, as follows:
  - o Solar Rooftop Power Plant in Amphoe Phachi, Phra Nakhon Si Ayutthaya Province ("Phachi Solar Power Plant"), with the installed capacity of 0.89 MW, with the



commencement of the electricity distribution to the private-sector operator in February 2019.

- Solar Rooftop Power Plant in Amphoe Banglen, Nakhon Pathom Province (“Banglen Solar Power Plant”), with the installed capacity of 0.97 MW, with the commencement of the electricity distribution to the private-sector operator in May 2019.
- Solar Rooftop Power Plant in Amphoe Sampran, Nakhon Pathom Province (“Phutthamonthon Sai 5 Solar Power Plant”), with the installed capacity of 0.97 MW, with the commencement of the electricity distribution to the private-sector operator in June 2019.
- Solar Rooftop Power Plant in Amphoe Mueang Samut Sakhon, Samut Sakhon Province (“Mahachai Solar Power Plant”), with the installed capacity of 0.72 MW, with the commencement of the electricity distribution to the private-sector operator in June 2019.
- Solar Rooftop Power Plant in Amphoe Krathum Ban, Samut Sakhon Province (“Krathum Ban Solar Power Plant”), with the installed capacity of 0.51 MW, with the commencement of the electricity distribution to the private-sector operator in July 2019.
- Solar Farm Power Plant in Amphoe Khlong Preng, Chachoengsao Province (“Khlong Preng Solar Power Plant”), with the installed capacity of 2.67 MW, which was currently under construction.

#### **1.4.5 XPCL**

- The Xayaburi Hydroelectric Power Plant, with the installed capacity of 1,285 MW, 1,220 MW of which shall be distributed to EGAT and 60 MW of which shall be distributed to Electricite du Laos, with the commencement of the commercial operation by distributing electricity to EGAT on October 29, 2019 according to schedule specified in the Power Purchase Agreement with EGAT.

### **1.5 Shareholding Structure**

#### **1.5.1 Policy on Operation Division of Group Companies**

The Company operates its business as a holding company by investing in the companies which operate the business of production and distribution of electricity generated from various



types of energy. The Company's core revenue under the Company's separate financial statements is derived from dividends from its investments in its subsidiaries and associated companies.

The Company has a mechanism in place to supervise operations of its subsidiaries and associated companies in a form of Shared Service Center, which performs work as if it were a work unit of such subsidiaries and associated companies, thereby enabling the Company to establish work methods to meet standards, with segregation of duties and appropriate internal control. Furthermore, it is a management technique which builds up employee's expertise in a specific field to ensure more efficient operation and more effective management.

### 1.5.2 Shareholding Structure of the Company Group

The Company's total investment value in companies operating the business of production and distribution of electricity as the Company's core business is 100 percent, which is in accordance with the criteria for maintaining the status of listed companies of holding companies pursuant to the Regulations of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed Securities B.E. 2558 (2015). The details of the shareholding structure of the Company Group are as follows:

| Group of Companies Operating Core Business    | Nature of Business  | Shareholding Percentage (%) | Other Shareholders   |
|---|---|-----------------------------|--|
| SouthEast Asia Energy Limited                 | Investment in hydroelectric power production business               | 61.33%                      | <ul style="list-style-type: none"> <li>▪ RATCH Group Public Company Limited 33.34%</li> <li>▪ Shlapak Development Company Limited 5.33%</li> </ul> |
| Nam Ngum 2 Power Company Limited <sup>1</sup> | Production and distribution of electricity from hydroelectric power | 46.00% <sup>2</sup>         | <ul style="list-style-type: none"> <li>▪ SouthEast Asia Energy Limited 75.00%</li> <li>▪ EDL - Generation Public Company Limited 25.00%</li> </ul> |

<sup>1</sup> Core company of CKP.

<sup>2</sup> Calculated based on SEAN's shareholding percentage by CKP.



| <b>Group of Companies<br/>Operating<br/>Core Business</b> | <b>Nature of Business</b>   | <b>Shareholding<br/>Percentage (%)</b> | <b>Other Shareholders</b>   |
|---|---|--|---|
| Bangpa-in<br>Cogeneration<br>Limited                      | Production and distribution of electricity and steam from the cogeneration system | 65.00%                                 | <ul style="list-style-type: none"> <li>▪ Global Power Synergy Company Limited 25.00%</li> <li>▪ Industrial Estate Authority of Thailand 8.00%</li> <li>▪ Other minority shareholders 2.00%</li> </ul>   |
| Bangkhenchai<br>Company Limited                           | Production and distribution of electricity from the solar power                   | 100.00%                                | -   |
| Xayaburi Power<br>Company Limited                         | Production and distribution of electricity from hydroelectric power               | 37.50%                                 | <ul style="list-style-type: none"> <li>▪ Natee Synergy Company Limited 25.00%</li> <li>▪ EDL - Generation Public Company Limited 20.00%</li> <li>▪ Electricity Generating Public Company Limited 12.50%</li> <li>▪ PT Sole Company Limited 5.00%</li> </ul> |
| Nakhon Ratchasima<br>Solar Company<br>Limited             | Production and distribution of electricity from the solar power                   | 30.00%                                 | Constant Energy Thailand I Co., Ltd. 70.00%   |
| Chiangrai Solar<br>Company Limited                        | Production and distribution of electricity from the solar power                   | 30.00%                                 | Constant Energy Thailand II Co., Ltd. 70.00%  |
| CKP Solar Limited*  | Development of electricity production business of various types                   | 100.00%                                | -   |
| Vis Solis Limited*  | Development of electricity production business of various types                   | 100.00%                                | -   |
| Helios Power Limited*                                     | Development of electricity production business of various types                   | 100.00%                                | -   |





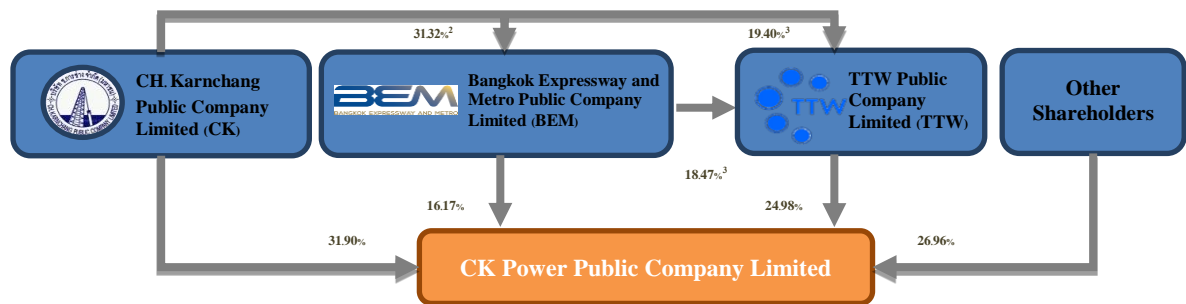
| <b>Group of Companies<br/>Operating<br/>Core Business</b> | <b>Nature of Business</b>  | <b>Shareholding<br/>Percentage (%)</b> | <b>Other Shareholders</b> |
|---|--|--|---------------------------|
| Apollo Power Limited*                                     | Development of electricity<br>production business of various types | 100.00%                                | -                         |
| Sole Power Limited*                                       | Development of electricity<br>production business of various types | 100.00%                                | -                         |

Remark: \* Not in operation.



## 1.6 Relationship with Major Shareholders

The Company's shareholding structure and percentages as at December 27, 2019, which was the Company's most recent closing date of the share register<sup>1</sup>, were as follows:



The Company's three major shareholders comprise CK (31.90 percent), BEM (16.17 percent), and TTW Public Company Limited (TTW) (24.98 percent), all of which, including the Company, are deemed to be in CH. Karnchang Group.

<sup>1</sup> Source: [www.set.or.th](http://www.set.or.th)

<sup>2</sup> Shareholding proportion (%) as at the closing date of the shareholder register for suspension of share transfer for the right to receive dividend of BEM on August 23, 2019.

<sup>3</sup> Shareholding proportion (%) as at the closing date of the shareholder register for suspension of share transfer for the right to receive dividend of TTW on August 27, 2019.



## **2. Nature of Business Operations**

The Company operates its core business as a holding company, engaging in production and sales of electricity from various types of energy, both in Thailand and overseas. The Company's core revenue as shown in the consolidated financial statements is derived from revenue from sales of electricity and steam (including electricity tariff adders) and project management income. As at December 31, 2019, the Company has the total installed capacity of 2,167 MW. The Company classifies its investments in the electricity production and distribution business into three business sectors as follows:

1. Hydroelectric Power Plant:
  - Nam Ngum 2 Hydroelectric Power Plant ("Nam Ngum 2 Power Plant")
  - Xayaburi Hydroelectric Power Plant ("Xayaburi Power Plant")
2. Cogeneration Power Plant:
  - Bangpa-in Cogeneration Power Plant 1 ("BIC1")
  - Bangpa-in Cogeneration Power Plant 2 ("BIC2")
3. Solar Power Plant:
  - Bangkhenchai Solar Power Plant ("Bangkhenchai Solar Power Plant")
  - Chiangrai Solar Power Plant ("Chiangrai Solar Power Plant")
  - Nakhon Ratchasima Solar Power Plant ("Nakhon Ratchasima Solar Power Plant")
  - Phachi Solar Power Plant in Phra Nakhon Si Ayutthaya Province ("Phachi Solar Power Plant")
  - Banglen Solar Power Plant in Nakhon Pathom Province ("Banglen Solar Power Plant")
  - Phutthamonthon Sai 5 Solar Power Plant in Nakhon Pathom Province ("Phutthamonthon Sai 5 Solar Power Plant")
  - Mahachai Solar Power Plant in Samut Sakhon Province ("Mahachai Solar Power Plant")
  - Krathum Ban Solar Power Plant in Samut Sakhon Province ("Krathum Ban Solar Power Plant")
  - Khlong Preng Solar Power Plant in Chachoengsao Province ("Khlong Preng Solar Power Plant")



## Revenue Breakdown during 2017 - 2019

Unit: Million Baht

| Revenue   | Installed Capacity (MW)          | Operated by | % of Shareholding | 2017    | % of Total Revenue | 2018    | % of Total Revenue | 2019    | % of Total Revenue |
|---|----------------------------------|-------------|-------------------|---------|--------------------|---------|--------------------|---------|--------------------|
| Revenue from sales of electricity and steam   |                                  |             |                   |         |                    |         |                    |         |                    |
| Hydroelectric power plant   | 615.0                            | SEAN        | 61.3%             | 3,318.3 | 47.8%              | 3,949.3 | 43.3%              | 3,048.0 | 32.9%              |
| Cogeneration power plants   | 237.5                            | BIC         | 65.0%             | 3,315.5 | 47.8%              | 4,864.6 | 53.3%              | 5,030.2 | 54.2%              |
| Solar power plant   | 14.7                             | BKC         | 100.0%            | 139.8   | 2.0%               | 136.1   | 1.5%               | 144.8   | 1.6%               |
| Total revenue from sales of electricity and steam   |                                  |             |                   | 6,773.7 | 97.7%              | 8,949.9 | 98.1%              | 8,223.0 | 88.7%              |
| Share of profit (loss) from investments in jointly controlled entities and associated companies       |                                  |             |                   |         |                    |         |                    |         |                    |
| Hydroelectric power plant   | 1,285.0                          | XPCL        | 37.5%             | (25.9)  | (0.4%)             | (33.7)  | (0.4%)             | 392.2   | 4.2%               |
| Solar power plant   | 8.0                              | CRS         | 30.0%             | 17.4    | 0.3%               | 16.9    | 0.2%               | 24.0    | 0.3%               |
| Solar power plant   | 6.0                              | NRS         | 30.0%             | 13.7    | 0.2%               | 23.5    | 0.3%               | 16.9    | 0.2%               |
| Total share of profit (loss) from investments in jointly controlled entities and associated companies |                                  |             |                   | 5.2     | 0.1%               | 6.7     | 0.1%               | 433.1   | 4.7%               |
| Other income  |                                  |             |                   |         |                    |         |                    |         |                    |
| Project management income   | The Company                      |             |                   | 105.0   | 1.5%               | 119.9   | 1.3%               | 153.9   | 1.7%               |
| Interest income and other income*   | The Company and its subsidiaries |             |                   | 51.2    | 0.7%               | 45.0    | 0.5%               | 463.3   | 5.0%               |
| Total other income  |                                  |             |                   | 156.2   | 2.3%               | 164.9   | 1.8%               | 617.2   | 6.7%               |
| Total revenue   |                                  |             |                   | 6,935.1 | 100.0%             | 9,121.5 | 100.0%             | 9,273.3 | 100.0%             |

Remarks: \* Excluding foreign exchange gain

## 2.1 Hydroelectric Power Business

The power plants in this sector comprise:

- Nam Ngum 2 Hydroelectric Power Plant (“Nam Ngum 2 Power Plant”);
- Xayaburi Hydroelectric Power Plant (“Xayaburi Power Plant”).

### 2.1.1 Products or Services of Hydroelectric Power Business

#### The Nam Ngum 2 Hydroelectric Power Plant

The Company holds shares in the Nam Ngum 2 Hydroelectric Power Plant, representing 46 percent of the registered and paid-up capital (by investment via SouthEast Asia Energy Limited) in Nam Ngum 2 Power Company Limited (“NN2”), which is a company registered in the Lao People’s Democratic Republic (“Lao PDR”), and is awarded the concession from the Government of the Lao PDR for the design, development, construction and operation of Nam Ngum 2 Hydroelectric Power Plant for a period of 25 years from the Commercial Operation Date.

The Nam Ngum 2 Power Plant is located on the Nam Ngum River between Phou Xay and Phou Houat, Xayasomboun Province, Lao PDR, 35 kilometers northeast and upstream of Nam Ngum 1 Power Plant, and



90 kilometers from Vientiane, the capital city of Lao PDR. This power plant has an installed capacity of 615 MW and achieved its Initial Operation Date (“IOD”) on March 26, 2011, and thereafter the Commercial Operation Date (“COD”) on January 1, 2013. All electricity generated shall be sold to the Electricity Generating Authority of Thailand (“EGAT”) pursuant to the Power Purchase Agreement for a period of 25 years from the Commercial Operation Date.

Revenue from sales of electricity of Nam Ngum 2 Hydroelectric Power Plant

The Power Purchase Agreement determines the Annual Supply Target of 2,310 GWh (“million units”) to be purchased by EGAT, divided into:

- (a) Primary Energy (“PE”): 2,218 GWh per year, with the production capacity not exceeding 16 hours per day, the payments for which will be made in Thai Baht and USD.
- (b) Secondary Energy (“SE”): 92 GWh per year. This refers to the electrical energy generated only during August, September and October each year, all payments for which will be made in Thai Baht.
- (c) Excess Energy (“EE”) is the excess electricity generated when the volume of water exceeds the forecast, thereby, in such month, enabling The Power Plant to generate electricity in excess of the target designated in (a) and (b) as declared to EGAT in advance. The excess electricity will be considered the Excess Energy, all payments for which will be made in Thai Baht.

In addition, if electricity can be generated in excess of the designated target of PE or SE per year as determined in the Agreement, such Excess Energy may be accumulated in the Reserve Account, which may be utilized in the future in any year in which the project cannot generate and sell electricity to EGAT to meet the target as specified in the Power Purchase Agreement. The Reserve Account will be settled every 10 years, on three occasions, namely, in 2022, 2032, and the year ending the Power Purchase Agreement.

In case the water volume in the reservoir is low to the extent that it cannot generate electricity to meet the volume equivalent to PE or SE per year as determined in the Agreement, Nam Ngum 2 Project can accumulate the electricity units which have not yet been produced to be added in the electricity volume to be produced in the following year.





### Xayaburi Hydroelectric Power Project

The Company holds shares in Xayaburi Power Company Limited (“XPCL”), representing 37.5 percent of XPCL’s registered and paid-up capital. XPCL is a company registered in the Lao PDR and is awarded the concession from the Government of the Lao PDR for the design, development, construction and operation of the Xayaburi Hydroelectric Power Plant for a period of 31 years from the Commercial Operation Date.

The Xayaburi Power Plant is a large run-of-river hydropower project on the Mekong River, with its construction designed by the hydroelectric power engineering model in order to avoid, prevent and minimize environmental and social impacts. Such design includes fishery resource preservation, sediment flushing, navigation, together with erosion prevention, and water quality preservation. With respect to the project safety, the large-sized spillway gates and sediment routing gates have been designed and constructed to effectively tolerate earthquake and natural disasters. In addition, machinery and equipment with the state-of-the-art technology from the high expertise and world-class manufacturers have been selected for electricity production.

The Xayaburi Hydroelectric Power Plant of a run-of-river type does not require high water level, with its volume of water outflow equivalent to the water intake each day, which is different from the Nam Ngum 2 Power Plant of a storage-dam type. The Power Plant is located entirely within the boundary of the Lao PDR, on the Mekong downstream, approximately 80 kilometers south of Luang Prabang Province, and approximately 160 kilometers from Amphoe Chiang Khan, Loei Province, Thailand, with the commencement of its commercial operations on October 29, 2019. Its installed capacity is 1,285 MW, 1,220 MW of which shall be sold to EGAT under the Power Purchase Agreement for 29 years from the Commercial Operation Date; and 60 MW of which shall be sold to Electricité du Laos (“EdL”) under the Power Purchase Agreement between EdL and XPCL, for the period equal to the concession period granted from the Government of the Lao PDR.

### Revenue from sales of electricity of the Xayaburi Hydroelectric Power Plant

The Power Purchase Agreement determines the Annual Supply Target of 5,709 GWh to be purchased by EGAT, divided into:



- (a) Primary Energy (PE): 4,299 GWh per year, with the production capacity not exceeding 16 hours per day on Monday to Saturday. The payments for PE shall be made in Thai Baht and USD.
- (b) Secondary Energy (SE): 1,410 GWh per year, with the production capacity not exceeding 5.35 hours on Monday to Saturday only and not exceeding 8 hours on Sunday. All payments for SE shall be made in Thai.

Moreover, if the volume of water exceeds the forecast, Excess Energy (EE) can be produced. All payments for EE are made in Thai Baht

### **2.1.2 Marketing and Competition in Hydro Power Business**

The hydroelectric power plant development relies on the suitability of the geographical locations. Countries in ASEAN region like the Lao PDR, Cambodia, Myanmar, including the People's Republic of China, have high potential for development of such projects for sale of the generated electricity to Thailand.

According to Thailand Power Development Plan 2018-2037 or PDP 2018, in April 2019, Thailand jointly executed the Memorandum of Understanding ("MOU") for cooperation in the development and sale of the electric power to Thailand and neighboring countries, as follows:

- The Lao PDR, 9,000 MW, without specifying the end of the MOU term
- Myanmar, without specifying the power purchase volume, and with the MOU term until December 31, 2020
- Cambodia, without specifying the power purchase volume nor specifying the end of the MOU term

Based on the Memorandum of Understanding between Thailand and the Lao PDR, EGAT currently made the total power purchase of approximately 5,936 MW.

The Company is confident in its competitiveness in hydroelectric power business through experience and expertise of its personnel in the development of the large-scale hydroelectric power plants, as well as through its ability to manage cooperation across companies within the group, which help ensuring that construction is under control within the specified time, budget, and scheduled Commercial Operation Date.



### **2.1.3 Supply of Products or Services in Hydroelectric Power Business**

#### **Power Generation by Hydroelectric Power Plants**

The Nam Ngum 2 Power Plant is a storage dam, which impounds water in a reservoir, constructed with the water storage level higher than the powerhouse. When water is released from the water tunnels, the immense pressure of water in the tunnels will drive the turbine to spin at high velocity, and the turbine shaft mounted to the shaft of the generator will rotate the enclosed generator and hence produce electricity.

The powerhouse has been installed with three vertical Francis Turbines (reaction turbine type), which are suitable for hydropower plants with moderate water level such as Nam Ngum 2 Power Plant. The generators comprise three synchronous generators with a capacity of 205 MW each, thereby bringing the total installed capacity to 615 MW.

On the contrary, the Xayaburi Power Plant is a large run-of-river hydropower project, where the volume of water intake is equivalent to the water outflow, without storage or diversion of water from the Mekong River. Water will flow through and cause the turbine's blades to spin and the shaft of the generator mounted to the turbine will then rotate. Such rotation will drive the generator to produce electricity.

The powerhouse of the Xayaburi Power Plant is equipped with the Kaplan turbine at a low-rotational speed which is designed to provide safe passage for fish, and also equipped with 8 generator units, consisting of 7 turbine and generator units of 175 MW each and one turbine and generator unit of 60 MW, with the total installed capacity of 1,285 MW.

#### **Source of Energy for Power Generation by Hydroelectric Power Plants**

The Nam Ngum 2 Power Plant relies solely on the water in the Nam Ngum River, which originates from the Xiangkhouang Plateau, with a total length of approximately 354 kilometers. Its reservoir covers approximately 107 square kilometers, with the full water storage capacity of 4,886 million cubic meters at full supply level of 375 meters above mean sea level. Meanwhile, the power source for electricity production of the Xayaburi Power Plant is water from the Mekong River, with a total length of approximately 4,350 kilometers, covering an area of the People's Republic of China, Myanmar, the Lao PDR, Thailand, Cambodia, and the Socialist Republic of Vietnam.

Despite the fact that the water supply has no cost for power generation, as it is derived from natural sources, the water volume during each time period is uncertain and unpredictable depending on weather conditions and seasons. According to the feasibility studies of the Nam Ngum 2 Power Plant and the Xayaburi Power Plant, which take into account the last 50-60 year rainfall database, the amount of storm water is sufficient for power generation to meet the supply target under the Power Purchase Agreement with EGAT in the respective years.



The reservoir inflow volume of the Nam Ngum 2 Power Plant during 2017 - 2019 was as follows:

|              | 2017   |  | 2018   |  | 2019   |  |
|--------------|--|--|--|--|--|--|
|              | Water Level as at the end of the month (meters above Mean Sea Level) | Water Inflow Volume (million cubic meters) | Water Level as at the end of the month (meters above Mean Sea Level) | Water Inflow Volume (million cubic meters) | Water Level as at the end of the month (meters above Mean Sea Level) | Water Inflow Volume (million cubic meters) |
| January      | 370.9  | 131  | 364.3  | 143  | 367.0  | 174  |
| February     | 368.7  | 93   | 364.2  | 112  | 363.9  | 152  |
| March        | 361.7  | 123  | 359.9  | 107  | 358.1  | 147  |
| April        | 356.4  | 132  | 354.5  | 150  | 351.3  | 116  |
| May          | 351.1  | 176  | 349.8  | 320  | 345.3  | 141  |
| June         | 345.5  | 298  | 352.7  | 802  | 343.4  | 203  |
| July         | 356.1  | 1,341                                      | 372.2  | 2,550                                      | 347.7  | 388  |
| August       | 362.7  | 1,162                                      | 375.3  | 3,696                                      | 358.8  | 1,177                                      |
| September    | 363.0  | 736  | 372.6  | 1,694                                      | 361.4  | 654  |
| October      | 363.1  | 482  | 370.9  | 494  | 359.7  | 249  |
| November     | 363.2  | 254  | 370.4  | 302  | 357.5  | 147  |
| December     | 364.1  | 178  | 368.4  | 226  | 355.2  | 142  |
| <b>Total</b> |  | <b>5,104</b>                               |  | <b>10,535</b>                              |  | <b>3,689</b>                               |

Remark: Information from Nam Ngum 2 Power Company Limited

The average volume of water flowing through the Xayaburi Power Plant from the commencement of commercial operations was as follows:

|          | Average Volume of Water Flowing through the Xayaburi Power Plant (cubic meters per second) |
|----------|--|
| October  | 1,820  |
| November | 1,572  |
| December | 1,842  |

Remark: Information from Xayaburi Power Company Limited

## 2.2 Cogeneration Power Business

The power plants in this sector comprise:

- Bangpa-in Cogeneration Power Plant 1 (“BIC1”)
- Bangpa-in Cogeneration Power Plant 2 (“BIC2”)

### 2.2.1 Products or Services in Cogeneration Power Business

The Company holds shares in Bangpa-in Cogeneration Limited (“BIC”) representing 65 percent of its registered and paid-up capital. BIC is a producer and distributor of electricity and steam from the natural gas-fired cogeneration power which consists of two projects: BIC1 and BIC2. Both projects are located in Bang Pa-in Industrial Estate, Amphoe



Bang Pa-in, Phra Nakhon Si Ayutthaya Province. BIC1 has installed capacity of 117.5 MW of electricity and 20 tons of steam per hour. The Power Plant has a Power Purchase Agreement with EGAT to sell 90 MW of electricity for a period of 25 years from the Commercial Operation Date, with the remainder of electricity and steam to be sold to industrial operators in Bang Pa-in Industrial Estate. BIC1 commenced its commercial operation on June 28, 2013. BIC2 has installed capacity of 120 MW and has a Power Purchase Agreement with EGAT to sell 90 MW for a period of 25 years from the Commercial Operation Date. The remainder of electricity will be also sold to industrial operators in Bang Pa-in Industrial Estate. BIC2 commenced its commercial operation on June 29, 2017.

#### Revenue from sales of electricity by BIC1 and BIC2 to EGAT

- (a) Capacity Payment, which is determined from EGAT's long run avoided capacity cost from purchase of electricity from Small Power Producer ("SPP"), including transmission system cost;
- (b) Energy Payment, which is determined from fuel costs for power generation, operation and maintenance costs and cost for commercial operations of the power plants which EGAT can avoid in the future from purchase of electricity from small power producer with cogeneration power production system;
- (c) Fuel Savings Payment, which is determined based on fuel saving derived from small power producer with cogeneration power production system.

#### Revenue from sales of electricity by BIC1 and BIC2 to industrial operators

Power supply agreements for industrial operators are concluded by way of negotiations with the respective customers. The electricity price and discount are based on the reference tariff of the Provincial Electricity Authority ("PEA") for large-scale business.

#### Revenue from sales of steam by BIC1 to industrial operators

Steam supply agreements for industrial operators are concluded by way of negotiations with the respective customers in the same manner as the power supply agreements. The steam price is based on the avoided cost basis, which may be adjusted to reflect changes in various indices, including fuel prices and the Consumer Price Index.

### **2.2.2 Marketing and Competition in Cogeneration Power Business**

In expanding the cogeneration power business, the Company focuses on the model of selling the majority of the electricity to EGAT and selling the remaining electricity and steam to other industrial operators, which





resulted in more stable revenue than selling electricity solely to the industrial operators.

Since 1992, the government announced intention to purchase electricity from the cogeneration power plants (Firm Type), with a capacity not exceeding 90 MW, resulted in many developers of power plants of such type. According to information as at August 2019, the status of cogeneration power plants was as follows:

| Status   | Number of Projects | Installed Capacity (MW) | Sale Volume under Power Purchase Agreements with the Government (MW) |
|--|--------------------|-------------------------|--|
| Commercially operational                           | 76                 | 9,611                   | 6,332  |
| PPA executed, but not yet commercially operational | 3                  | 394                     | 270  |
| PPA terminated                                     | 3                  | 235                     | 162  |
| Application cancelled                              | 1                  | 206                     | 32   |
| <b>Total</b>                                       | <b>83</b>          | <b>10,447</b>           | <b>6,796</b>   |

Remark: Information from the Office of the Energy Regulatory Commission of Thailand, as at August 2019.

Based on the steady demand for electricity by EGAT and industrial operators, the Company is confident in the opportunity and competitiveness of its cogeneration power plants. The Company entered into the long-term power and steam purchase agreements, in order to guarantee the stability in the sales of electricity and steam to customers. In addition, the Company has continuously made preparations in various essential aspects, namely, securing fuel supply, connecting with customers with electricity and steam demand, etc.

### 2.2.3 Supply of Products or Services in Cogeneration Power Business

#### Power Generation by Cogeneration Power Plants

The production of electricity by the cogeneration power plants requires natural gas whose combustion creates thermal pressure that rotates the gas turbine. The rotating gas turbine will then spin the generator to produce electricity. Steam produced by such combustion will pass through the heat recovery steam generator (HRSG) to produce high pressure steam, which will be used to rotate the steam turbine. Such rotating steam turbine will further spin the power generator to produce electricity accordingly. The remainder of steam will be further sold to industrial operators who need steam in production process.



### Source of Energy for Power Generation by Cogeneration Power Plants

The cogeneration power plants utilize natural gas and tap water supplies as raw materials in the power generation. In this regard, BIC1 and BIC2 signed a Natural Gas Purchase Agreement with PTT Public Company Limited (“PTT”) on March 18, 2011 and May 12, 2014, respectively and also entered into a Water Purchase Agreement with TTW Public Company Limited (“TTW”) on February 15, 2011 and January 27, 2015, respectively. Such Agreements have a term of 25 years each from the Commercial Operation Date.

## **2.3 Solar Power Business**

The power plants in this sector include:

- Bangkhenchai Solar Power Plant (“Bangkhenchai Solar Power Plant”)
- Phachi Solar Power Plant in Phra Nakhon Si Ayutthaya Province (“Phachi Solar Power Plant”)
- Banglen Solar Power plant in Nakhon Pathom Province (“Banglen Solar Power Plant”)
- Phutthamonthon Sai 5 Solar Power plant in Nakhon Pathom Province (“Phutthamonthon Sai 5 Solar Power Plant”)
- Mahachai Solar Power plant in Samut Sakhon Province (“Mahachai Solar Power Plant”)
- Krathum Ban Solar Power plant in Samut Sakhon Province (“Krathum Ban Solar Power Plant”)
- Khlong Preng Solar Power plant in Chachoengsao Province (“Khlong Preng Solar Power Plant”)
- Chiangrai Solar Power Plant (“Chiangrai Solar Power Project”)
- Nakhon Ratchasima Solar Power Plant (“Nakhon Ratchasima Solar Power Project”)

### **2.3.1 Products or Services in Solar Power Business**

#### Bangkhenchai Solar Power plant (“Bangkhenchai Solar Power Plant”)

The Company holds shares in Bangkhenchai Company Limited (“BKC”) representing 100 percent of its registered and paid-up capital. BKC invests in the Bangkhenchai Solar Power Plant which is situated at Amphoe Pak Thong Chai, Nakhon Ratchasima Province, and employs thin film photovoltaic module technology with the installed capacity of 8 MW. A Power Purchase Agreement was executed for Very Small Power Producer (“VSPP”) with PEA on July 28, 2009 for a period of five years from the Commercial Operation Date, with automatic renewal every five years until the Agreement is terminated. Under the Power



Purchase Agreement, PEA agrees to purchase electricity at the maximum quantity of 8 MW, whereby the Bangkhenchai Solar Power Plant will receive the electricity tariff adder (“Adder”) at the rate of Baht 8 per kWh (“unit”) for a period of 10 years from the Commercial Operation Date. The Power Plant started the production and distribution of electricity to PEA on August 10, 2012.

Furthermore, BKC has invested in the Monocrystalline solar power plants, consisting of five solar rooftop power plants and one solar farm power plant, with the total installed capacity of 6.73 MW, for production and distribution of electricity to the private sector. Each of such power plant is bounded by the power purchase agreement for a period of 25 years from the Commercial Development Date, namely:

- Solar rooftop power plant in Amphoe Phachi, Phra Nakhon Si Ayutthaya Province (“Phachi Solar Power Plant”), with the installed capacity of 0.89 MW
- Solar rooftop power plant in Amphoe Banglen, Nakhon Pathom Province (“Banglen Solar Power Plant”), with the installed capacity of 0.97 MW
- Solar rooftop power plant in Amphoe Sam Phran, Nakhon Pathom Province (“Phutthamonthon Sai 5 Solar Power Plant”), with the installed capacity of 0.97 MW
- Solar rooftop power plant in Amphoe Mueang Samut Sakhon, Samut Sakhon Province (“Mahachai Solar Power Plant”), with the installed capacity of 0.72 MW
- Solar rooftop power plant in Amphoe Krathum Ban, Samut Sakhon Province (“Krathum Ban Solar Power Plant”), with the installed capacity of 0.51 MW
- Solar farm power plant in Amphoe Khlong Preng, Chachoengsao Province (“Khlong Preng Solar Power Plant”), with the installed capacity of 2.67 MW, which was currently under construction.

#### Chiangrai Solar Power Plant (“Chiangrai Solar Power Plant”)

The Company holds shares in CRS representing 30 percent of its registered and paid-up capital. CRS invests in the Chiangrai Solar Power Plant which is situated at Amphoe Mae Chan, Chiang Rai Province, and employs Polycrystalline solar cells technology with the installed capacity of 8 MW. A Power Purchase Agreement was executed for Very Small Power Producer with PEA for a period of five years from the Commercial Operation Date, with automatic renewal every five years until the Agreement is terminated. Under the Power Purchase Agreement, PEA agrees to purchase electricity at the



maximum quantity of 8 MW, whereby the Chiangrai Solar Power Plant will receive Adder at the rate of Baht 8 per unit for a period of 10 years from the Commercial Operation Date. The Power Plant started the production and distribution of electricity to PEA on January 17, 2013.

Nakhon Ratchasima Solar Power Plant (“Nakhon Ratchasima Solar Power Plant”)

The Company holds shares in NRS representing 30 percent of its registered and paid-up capital. NRS invests in the Nakhon Ratchasima Solar Power Plant which is situated at Amphoe Dan Khun Thot, Nakhon Ratchasima Province, and employs thin film photovoltaic module technology with the installed capacity of 6 MW. A Power Purchase Agreement was executed for Very Small Power Producer with PEA for a period of five years from the Commercial Development Date, with automatic renewal every five years until the Agreement is terminated. Under the Power Purchase Agreement, PEA agrees to purchase electricity at the maximum quantity of 6 MW, whereby the Nakhon Ratchasima Solar Power Plant will receive Adder at the rate of Baht 8 per unit for a period of 10 years from the Commercial Operation Date. The Power Plant started the production and distribution of electricity to PEA on March 8, 2012.

Revenues from sales of electricity of the solar power plants which distributed electricity to PEA:

- a. The electricity tariff for electricity distributed to PEA is at the voltage of 11-13 kV, whereby the price and the Ft charge will be in accordance with the Notification of EGAT.
- b. The Adder will be at the rate of Baht 8 per unit for a period of 10 years from the Commercial Operation Date.

Revenues from sales of electricity of the solar power plants which distributed electricity to the private sector:

The electricity tariff for electricity distributed to the private sector will be subject to negotiations with the respective customers. The electricity price and discount are based on the reference tariff of PEA.

### **2.3.2 Marketing and Competition in Solar Power Business**

Thailand’s potential for solar power generation is relatively high due to its geographical location near the equator, which is exposed to higher solar radiation on average than other regions in the world. Based on the study of the satellite data along with ground surveys by the Department of Alternative Energy Development and Efficiency, the majority of the



areas which have solar energy potential for Thailand with the yearly average solar radiation intensity of approximately 18.2 MJ/m<sup>2</sup> are located in the Northeastern region, while some of the areas are located in the lower Central region. Overall, Thailand has potentials to generate electricity from solar energy up to 10,000 MW.

In 2015, the Ministry of Energy has prepared the Alternative Energy Development Plan for 2015 - 2036 (“AEDP 2015”), focusing on promoting production of energy from renewable sources available in the country, with the target to increase the proportion of solar power production to 6,000 MW by 2036, from 2,962 MW in 2018.

The data on the electricity power produced by solar and sold to the system during 2015 - September 2019 was as follows:

Unit: MW

| Alternative Energy | 2015  | 2016  | 2017  | 2018  | September 2019 |
|--------------------|-------|-------|-------|-------|----------------|
| Solar*             | 1,420 | 2,446 | 2,697 | 2,962 | 2,485          |

Remark: \* Installed capacity

Information from the Department of Alternative Energy Development and Efficiency, as at September 2019

### 2.3.3 Supply of Products or Services in Solar Power Business

#### Power Generation by Solar Power Plants

Solar power generation utilizes solar cells to convert solar energy to electricity. When the solar energy, in the form of electromagnetic waves carrying energy, contacts the semiconductors, which are capable of absorbing the solar energy spectrum, the semiconductor cells will convert the solar energy into direct current. However, due to the low electromotive force produced from one solar cell, it is necessary to connect several solar cells in series to boost the electromotive force, for commercial utilization. These connected solar cells in appropriate number and size are called a solar module or solar panel.

Electricity produced from the panels is a low voltage direct current, which must pass through an inverter for conversion into a low voltage alternating current, which will then flow through a transformer to increase its voltage, and be sent to the transmission system of the PEA for further distribution to customers.

#### Source of Energy for Power Generation by Solar Power Plants

The major source of energy in support of the solar power plants is sunlight, which is derived free of charge from natural resources. Even though sunlight is a natural and clean energy source, its utilization is somewhat limited to only in daytime, which also has the uncertain



intensity of solar radiation depending on geography and climate, as well as different seasons.

Therefore, the Company conducted studies as to whether the solar radiation intensity of the respective power plant sites was sufficient to produce electricity, prior to selecting locations or sites for the solar power plants.

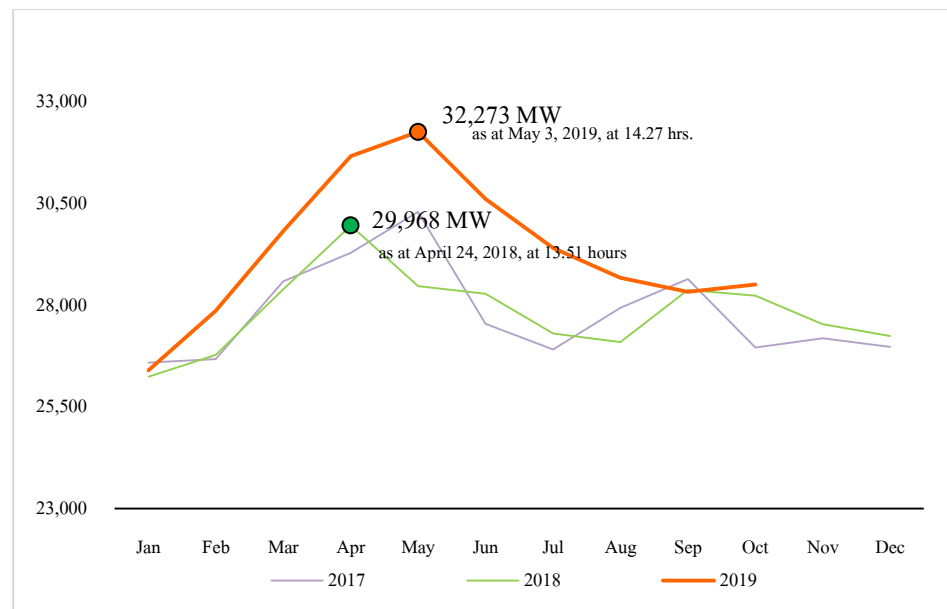
## 2.4 Electricity Industry in Thailand

The electricity demand during January to October 2019 continued to increase in accordance with Thailand's economic expansion. In the nine-month period of 2019, the Gross Domestic Product ("GDP") expanded by 2.5 percent, mainly as a result of consumption and greater expansion of private investment and public investment.

### 2.4.1 Thailand's Peak Electricity Demand

The peak electricity demand refers to the highest amount of electricity used by consumers altogether on any given day of each year. In 2019, the peak electricity demand took place on May 3, 2019, at 14.27 hours, at 32,273 MW, increased by 2,305 MW or 7.7 percent from the peak electricity demand in 2018, which took place on April 24, 2018, at 13.51 hours, at 29,968 MW.

The monthly peak electricity demand from 2017 to 2019 was as follows:



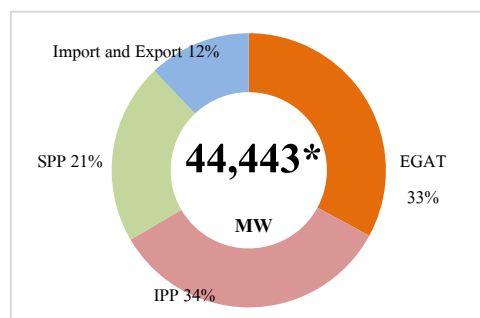
Remark: Information from the Energy Policy and Planning Office, Ministry of Energy, published in January 2020.



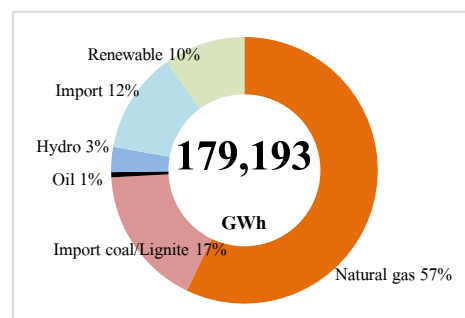
## 2.4.2 National Electricity Production Capacity

The combined on-grid capacity as at October 2019 by power project types and the accumulated on-grid production by fuel types from January to October 2019 were as follows:

Combined on-grid capacity by power project types



Accumulated on-grid production

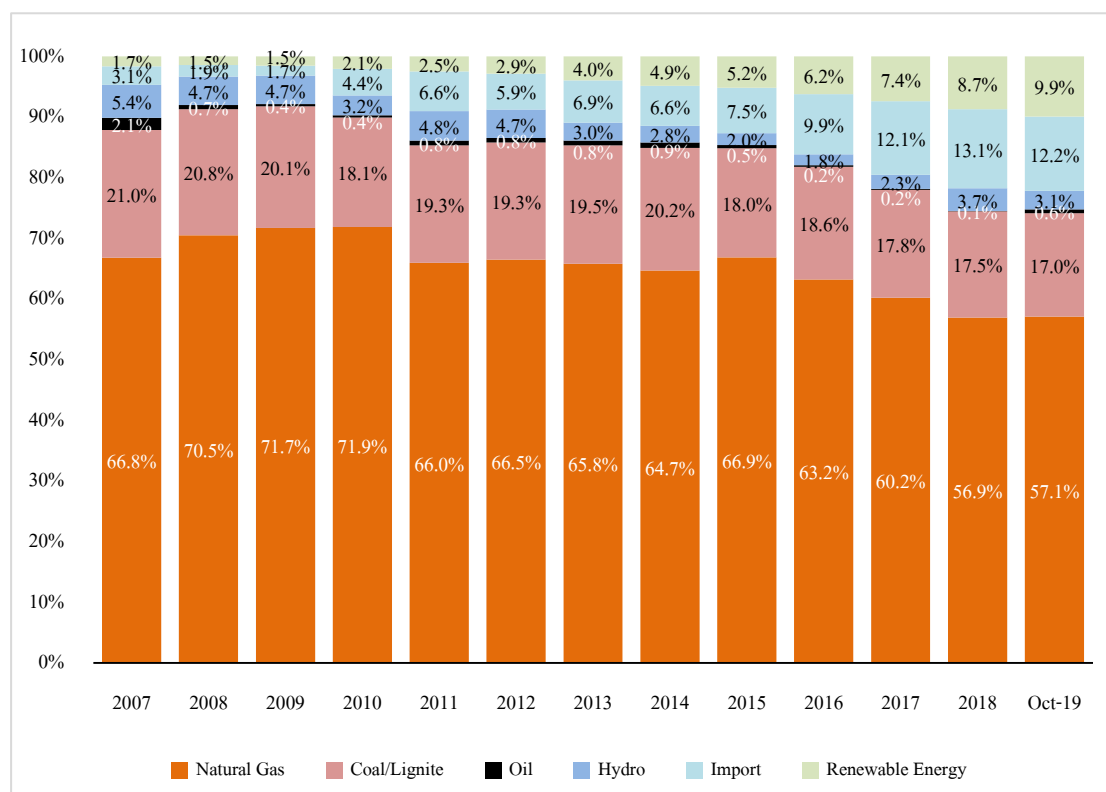


Remark: \* Excluding VSPP

Information from the Energy Policy and Planning Office, Ministry of Energy, published in January 2020

The fuel type in the power production was adjusted over time to be appropriate to fuel supply condition, economic expansion, and the government policy. Since 2015, the proportion of natural gas in the power production has declined; while the usage of renewable energy in the power production and overseas power import has increased.

Power production by fuel type during 2007 - October 2019 as follows:



Remark: Information from the Energy Policy and Planning Office, Ministry of Energy, the Electricity Generating Authority of Thailand, the Metropolitan Electricity Authority, and the Provincial Electricity Authority, published in January 2020





### 2.4.3 Electricity Distribution

EGAT is the authority responsible for producing and distributing electricity in response to the electricity demand countrywide through the power generating units, comprising its own power projects and project owned by private power producers in Thailand, the Lao PDR and Malaysia. EGAT sells electricity to its buyers, namely, the Metropolitan Electricity Authority (“MEA”), the Provincial Electricity Authority (PEA) and direct customers (certain industrial factories as specified in the Royal Decrees). EGAT distributes electricity through high voltage stations, and MEA and PEA are responsible for distribution and retail sales to general public. Electricity purchased from EGAT at the connection points is transmitted to the substations for further distribution to the consumers.

The electricity distribution from January to October 2019 by customer types was as follows:

| Customer                           | Electricity Distribution Volume (GWh) | Percent    |
|------------------------------------|---------------------------------------|------------|
| Provincial Electricity Authority   | 116,679                               | 72         |
| Metropolitan Electricity Authority | 45,175                                | 27         |
| Direct customers                   | 1,204                                 | 1          |
| <b>Total</b>                       | <b>163,058</b>                        | <b>100</b> |

Remark: Information from the Energy Policy and Planning Office, Ministry of Energy, published in January 2020

### 2.4.4 Forecasts of New Power Production Capacity under Thailand Power Development Plan 2018 - 2037 (PDP 2018)

In April 2019, the Council of Ministers’ Meeting approved the Thailand Power Development Plan 2018 - 2037 (PDP 2018) as drew up by the Ministry of Energy. Such PDP 2018 is committed to the stability of power production, transmission and distribution systems, power stabilization and sufficiency to meet power demand for accommodating the economic and social development of the country, including the quality of life of the people.

According to the Thailand Power Development Plan 2018 - 2037, it forecasts that at the end of 2037, Thailand will have the net power production capacity of 77,211 MW, 56,431 MW of which will be from the new production capacity of renewable power plants, pumped storage power plants, cogeneration power plants, combined cycle power plants, coal/lignite power plants, purchase of electricity from other countries, new power/renewable energy plants, and the energy conservation plan during 2018 - 2037.



Target power production percentage by fuel type under the PDP 2018 as at 2037 in comparison with the forecast percentage as at 2019 is as follow:

| Types of Fuels          | Forecast 2019 Energy Mix (MW) | Target 2037 Energy Mix (MW) |
|-------------------------|-------------------------------|-----------------------------|
| Import Hydroelectricity | 3,948                         | 6,888                       |
| Renewable Energy        | 11,085                        | 29,005                      |
| Natural Gas             | 29,111                        | 31,572                      |
| Coal / Lignite          | 6,110                         | 5,383                       |
| Diesel / Fuel Oil       | 380                           | 65                          |
| Others                  | 300                           | 4,298                       |
| <b>Total</b>            | <b>50,934</b>                 | <b>77,211</b>               |

Remark: Information from the Thailand Power Development Plan 2018 - 2037 published in April 2019



## 2.5 Rights and Privileges from Investment Promotion

The Company's subsidiaries and associated companies have been granted investment promotion from the Thailand Board of Investment ("BOI") per the following Promotional Certificates:

|  | Bangpa- in<br>Cogeneration<br>Project 1         | Bangpa- in<br>Cogeneration<br>Project 2      | Bangkhenchai<br>Solar Power<br>Plant      | Phachi Solar<br>Power Plant   | Banglen Solar<br>Power Plant  | Phuthamonthon<br>Sai 5 Solar Power<br>Plant  | Mahachai Solar<br>Power Plant   | Krathum Ban<br>Solar Power<br>Plant   | Khlong Preng<br>Solar Power<br>Plant  | Chiangrai<br>Solar Power<br>Plant               | Nakhon<br>Ratchasima<br>Solar Power<br>Plant     |
|--|---|--|---|---|---|--|---|---|---|---|--|
| Promotional Certificates Nos.  | 1565(2)/2554                                    | 1132(2)/2558                                 | 1089(1)/2555                              | 61-1228-1-00-1-0  | 61-1295-1-00-1-0  | 61-1294-1-00-1-0   | 61-1293-1-00-1-0  | 61-1292-1-00-1-0  | 62-0417-1-00-1-0  | 2071(1)/2554                                    | 1300(1)/2554                                     |
| Dated  | May 18, 2011                                    | February 2,<br>2015                          | January 23, 2012                          | October 16,<br>2018   | November 5,<br>2018   | November 5, 2018   | November 5, 2018  | November 5,<br>2018   | April 25, 2019  | August 30,<br>2011                              | March 11,<br>2011                                |
| Business Category  | Public<br>Utilities and<br>Basic Services       | Public<br>Utilities and<br>Basic Services    | Public Utilities<br>and Basic<br>Services | Production of<br>Power or<br>Electricity and<br>Steam from<br>Renewable<br>Energy, except<br>waste or waste -<br>derived fuel | Production of<br>Power or<br>Electricity and<br>Steam from<br>Renewable<br>Energy, except<br>waste or waste -<br>derived fuel | Production of<br>Power or<br>Electricity and<br>Steam from<br>Renewable Energy,<br>except waste or<br>waste - derived fuel | Production of<br>Power or<br>Electricity and<br>Steam from<br>Renewable<br>Energy, except<br>waste or waste -<br>derived fuel | Production of<br>Power or<br>Electricity<br>and Steam<br>from<br>Renewable<br>Energy,<br>except waste<br>or waste -<br>derived fuel | Production of<br>Power or<br>Electricity and<br>Steam from<br>Renewable<br>Energy, except<br>waste or waste<br>- derived fuel | Public<br>Utilities and<br>Basic<br>Services    | Public Utilities<br>and Basic<br>Services        |
| 1. Permission to bring foreign experts or specialists into the Kingdom in the number and for the period of time as the Board of Investment may consider appropriate. | Granted   | Granted                                      | Granted                                   | Granted   | Granted   | Granted  | Granted   | Granted   | Granted   | Granted   | Granted  |
| 2. Permission to own land to the extent as the Board of Investment may consider appropriate.   | None  | None   | None                                      | None  | None  | None   | None  | None  | None  | Granted   | Granted  |
| 3. Import duty exemption/reduction for machinery granted as the Board of Investment may approved.  | Exempted<br>(import by<br>November 18,<br>2016) | Exempted<br>(import by<br>August 2,<br>2018) | Exempted<br>(import by July<br>23, 2015)  | Exempted<br>(import by<br>April 16, 2021)   | Exempted<br>(import by May<br>5, 2021)  | Exempted<br>(import by May 5,<br>2021)   | Exempted<br>(import by May 5,<br>2021)  | Exempted<br>(import by<br>May 5, 2021)  | Exempted<br>(import by<br>October 25,<br>2021)  | Exempted<br>(import by<br>February 28,<br>2015) | Exempted<br>(import by<br>September 11,<br>2013) |



|  | Bangpa- in<br>Cogeneration<br>Project 1             | Bangpa- in<br>Cogeneration<br>Project 2             | Bangkhenchai<br>Solar Power<br>Plant  | Phachi Solar<br>Power Plant | Banglen Solar<br>Power Plant | Phutthamonthon<br>Sai 5 Solar Power<br>Plant | Mahachai Solar<br>Power Plant | Krathum Ban<br>Solar Power<br>Plant | Khlong Preng<br>Solar Power<br>Plant | Chiangrai<br>Solar Power<br>Plant  | Nakhon<br>Ratchasima<br>Solar Power<br>Plant   |
|--|---|---|---|-----------------------------|------------------------------|--|-------------------------------|-------------------------------------|--------------------------------------|--|--|
| 4. Corporate income tax exemption granted for the net profit derived from the promoted business.   | 8 years<br>(not exceeding<br>Baht 4,934<br>Million) | 8 years<br>(not exceeding<br>Baht 5,108<br>Million) | 8 years   | 8 years                     | 8 years                      | 8 years                                      | 8 years                       | 8 years                             | 8 years                              | 8 years  | 8 years  |
| 5. Period for carrying forward loss during the promoted period to set off against net profits to be derived after the corporate income tax exemption period. | 5 years   | 5 years   | 5 years   | 5 years                     | 5 years                      | 5 years                                      | 5 years                       | 5 years                             | 5 years                              | 5 years  | 5 years  |
| 6. Exemption from including dividend from the promoted business in the calculation for income tax payment.   | 8 years   | 8 years   | 8 years   | 8 years                     | 8 years                      | 8 years                                      | 8 years                       | 8 years                             | 8 years                              | 8 years  | 8 years  |
| 7. 50 percent reduction of corporate income tax for the net profit derived from the promoted business.   | None  | None  | 5 years<br>(from the day<br>after the period<br>in item 6)                                  | None                        | None                         | None   | None                          | None                                | None                                 | 5 years<br>(from the<br>day after the<br>period in<br>item 6)                                  | 5 years<br>(from the day<br>after the period<br>in item 6)                                     |
| 8. Two times deduction of costs of transportation, electricity and water supply.   | None  | None  | 10 years<br>(from the first<br>day of receiving<br>income from the<br>promoted<br>business) | None                        | None                         | None   | None                          | None                                | None                                 | 10 years<br>(from the<br>first day of<br>receiving<br>income from<br>the promoted<br>business) | 10 years<br>(from the first<br>day of<br>receiving<br>income from<br>the promoted<br>business) |
| 9. Deduction of investment funds in installation or construction of facilities.  | None  | None  | 25 percent of<br>investments  | None                        | None                         | None   | None                          | None                                | None                                 | 25 percent of<br>investments   | 25 percent of<br>investments   |
| 10. Permission to bring or remit foreign currencies out of the Kingdom.  | None  | None  | None  | None                        | None                         | None   | None                          | None                                | None                                 | Granted  | Granted  |



### **3. Risk Factors**

The Company realizes the significance of risk management from the perspective of both holding company and electricity production and distribution business. The Board of Directors has appointed the Corporate Governance and Risk Management Committee and authorized it to consider an annual risk management plan, and to assess and monitor various risks via working groups, comprising executives from every line of work of the Company and its subsidiaries. In this regard, the results of risk assessment will be reported each quarter to the Board of Directors to inform them of the ongoing changes in circumstances which might affect the Company. Moreover, in considering investments in various projects, the Company thoroughly considers risks in each project stage, beginning with project selection, project development, and construction until implementation, by considering technical, financial, legal, environmental and social risks, which might affect the Company's returns on investments.

The significant risks and guidelines for risk management may be summarized as follows:

#### **1. Risks to the Company's Investments**

The Company operates its business as a holding company by investing in other businesses and not operating its own core business, so the Company's cash flow and operating results depend on dividend income from the projects invested in by the Company. In 2019, 62.5 percent of revenue under the separate financial statements came from dividend income. Should the businesses whose shares were held by the Company be affected by various risks, the operating results would not meet the goal and it would be impossible to pay dividend as expected. The Company sets out its management guidelines as follows:

##### **1.1 Project Selection**

The Board of Directors recognizes the importance of investment projects selection process and thus has set out a clear policy on investment in other companies operating the business of electricity production and distribution to ensure that risks have been managed to be at an acceptable level, with reasonable returns. The Project Development and Asset Management Department has the duty to conduct analysis of various related factors in support of consideration of project selection, in respect of both return on investment and risk factors, which may include engagement of external consultant or expert to provide specific advice, and to propose investment information to the Board of Directors for approval.



## **1.2 Management of Projects under Construction**

The Company recognizes the importance of the projects under construction period which may face risks of construction behind schedule, resulting from engineering technical problem, contractor's machinery installation, natural perils, etc. For that reason, the Company only selected the contractor with expertise in the construction business and experience in management of large-scale construction projects and solar rooftop and solar farm projects as the contractor has experience in construction management with satisfactory performance. Furthermore, the contracts were on a Fixed Cost Lump Sum Turnkey basis, which help reduce risks on construction cost which might rise. Moreover, the Company has taken out insurance for the projects under construction, covering potential risks in construction and related works to ensure that the Company's projects under construction will be completed as planned. The majority of power projects invested by the Company already commenced commercial operations. In 2019, the Xayaburi Hydroelectric Power Plant under the operation of XPCL achieved its commercial operation date on October 29, 2019; and five solar rooftop and solar farm projects of BKC which gradually started production and distribution of electricity to the private-sector operators since February 2019, with one additional project under construction.

## **1.3 Monitoring of the Operational Results**

The Company sets out its clear control and governance mechanisms of the businesses invested by the Company in the Control Policy, appointing its representatives to serve as directors or executives of its subsidiaries and associated companies, according to their shareholding percentage, and also clearly determining the scope of power to exercise their discretion as the Company's representatives. Moreover, the businesses invested by the Company must regularly report their respective financial positions and operational results in comparison with the specified goals to the Board of Directors' Meeting on a quarterly basis. The subsidiaries will submit information of new investment projects to the Company and also report on progress of the respective investment projects. Furthermore, the Company's Internal Audit Office will review the internal control systems of its subsidiaries to ensure sufficient and proper prudence and strict compliance therewith. This enables the Company to closely follow up the financial positions and operational results of the respective businesses invested by the Company in order to minimize and manage risks from such investments.



## **2. Business Risks**

The Company derives core revenue from dividends received from its subsidiaries and associated companies invested by the Company. Therefore, any changes in the results of operations of the businesses invested by the Company will directly affect the results of operations of the Company in the form of dividend income to be derived by the Company. The following risk factors may have an impact on the results of operations of the businesses invested by the Company:

### **2.1 Risk in respect of raw materials required for electricity production**

The Company invests in the electricity production business from various kinds of energy, which uses different raw materials in electricity production. The hydroelectric power plants and the solar power plants produce electricity from renewable energy, using natural raw materials in electricity production, and as such, there might be unexpected risks in respect of available raw materials, for example, climate change, natural phenomenon, irradiation, unanticipated change in rainfall volume during each period of time, etc. As for the cogeneration power plants which use natural gas as fuel in electricity production, there might be risks from natural gas shortage or natural gas supplier's failure to supply fuel to meet the electricity production demand, and as a result, the Company may be not able to produce electricity as specified in the Power Purchase Agreement.

The Nam Ngum 2 Hydroelectric Power Plant is a hydroelectric power plant with reservoir and based on a study of actual water volume over the past 50 years to determine its electricity production capacity, and it is thus believed that the project can produce electricity and fulfill the terms of the Power Purchase Agreement. In addition, the water level data were collected for regular inspection and assessment of the water situations in the dam, the results of which were used in preparing for information on sale of electricity to the Electricity Generating Authority of Thailand ("EGAT"). Since the Commercial Operation Commencement, the Nam Ngum 2 Power Plant has been managed in compliance with the Power Purchase Agreement.

The Xayaburi Hydroelectric Power Plant is a run-of-river hydroelectric power plant without reservoir, but discharging water to pass through the generators continuously. The plant uses of water volume in the Mekong River over the past 60 years to determine its electricity production capacity and the average yearly power volume. The electricity production capacity in each period varies according to the passing water volume to meet the electricity production targets and it tries to avoid ineffectively discharging overflow water through the spillway. Moreover, the





Power Purchase Agreement with EGAT is designed to be suitable with the run-of-river hydroelectric power production, and as such, it can be assured that the Xayaburi Hydroelectric Power Plant can be managed to fulfill the terms of the Power Purchase Agreement.

Regarding the solar power plants, namely: BKC, CRS, and NRS, studies on the project locations were conducted, taking into account the appropriate irradiation intensity as well as the average irradiation intensity in the past in any such areas before investment, including execution of the power purchase agreements of the solar power plants on a non-firm basis, and as such, no fine is imposed should these power plants be unable to produce electricity due to volatility of sunlight.

In respect of the cogeneration power plants, namely: BIC1 and BIC2, the Natural Gas Purchase Agreement was executed with PTT Public Company Limited (PTT), for a period of 25 years from the Commercial Operation Date, on condition that PTT must pay compensation for its failure to supply natural gas in the volume as specified in the Agreement. In the previous year, PTT supplied natural gas to the Company in accordance with the Agreement, thereby enabling the Company to produce electricity in compliance with the Power Purchase Agreement.

## **2.2 Risk in respect of availability of power plants**

The electricity production process has a risk that equipment and machinery may be unavailable or not fully functional, which could occur for many reasons. Such risk can impair the efficiency of the electricity production or interrupt the production process, as well as causing damage to the power plants and putting personnel in danger, thereby reducing revenue but increasing expenses for repair of defective equipment. Furthermore, in case of any interruption of the electricity production for any other reason than normal maintenance, without prior notice to power purchasers, the power plants may be subject to a fine. To handle such matter, the annual preventive maintenance plan has been set out for inspection of equipment and machinery under the specified period of time, which must be monitored to ensure compliance with the maintenance plan. Staff training is also provided to enhance their knowledge and abilities for ensuring more efficiency in performance.

For the Nam Ngum 2 Power Plant, an agreement was made with EGAT to provide Operation and Maintenance services for a period of 25 years, with the partial overhaul and major overhaul plans to be implemented every six years and twelve years, respectively. Moreover, an independent consultant is also engaged to measure the efficiency and stability in various



aspects of the power plant, whereby the relevant reports are regularly followed up to improve the availability of the power plant.

The Xayaburi Hydroelectric Power Plant has managed its machinery and maintenance by its own personnel recruited from knowledgeable, competent and experienced personnel to fill all the positions over the past several years, to ensure the ongoing operations since the commissioning. The equipment in the power plant remain under the contractor's warranty for two years, and there is a repair and maintenance plan as suggested in the manuals of manufacturers or contractors, subject to strict compliance with the terms and conditions of the Power Purchase Agreement.

BKC solar power engages ENSYS Co., Ltd. and KG Engineering Co., Ltd. to operate and maintain the power plant, while CRS and NRS engage Assyce Fotovoltaica (Thailand) Co., Ltd. to operate and maintain their plants. Such companies have experience and expertise in management of solar power plants, by drawing up a plan for inspection and maintenance of machinery and equipment to ensure they are in ready condition for efficient performance and guarantee the availability of the power plants in accordance with the agreements.

The operation and maintenance of the cogeneration power plants, namely: BIC1 and BIC2, are under responsibility of personnel with knowledge, capability, and experience in cogeneration power production. Inspection and maintenance of equipment were done according to schedule as specified by manufacturers. In addition, GE International Operations, Inc and GE PACKAGED POWER, INC (GE's affiliated companies), as a major gas turbine manufacturer specializing in maintenance of power plants, were engaged to provide inspection and maintenance services for BIC's gas turbines. Such agreement covers spare gas turbine to replace the main turbine sent for repair and maintenance in order to prevent any loss of income in such period.

Moreover, the power plants invested by the Company have been taken out insurance on potential damage which may occur to equipment, machine and assets in power plants, covering property damage, business interruption, as well as public liabilities.

### **2.3 Risk from natural disaster**

The power projects invested by the Company manage the risk from natural disaster by selecting power plant locations with low risk and appropriate risk management system as well as



designing the structures and implementing measures to accommodate potential natural disasters.

The Nam Ngum 2 Power Plant was designed to accommodate an earthquake up to 0.32 based on the ground acceleration value, and also equipped with the overflow prevention system, by installing the spillway with its maximum capacity to drain water up to 6,545 cubic meters per second, which is sufficient to handle the 100-year flood (4,655 cubic meters per second).

The Xayaburi Project was studied and designed to have the structures with special reinforcement to accommodate possible earthquake in accordance with the international standards of the International Commission on Large Dams (ICOLD). It was also designed to be equipped with 7 spillway gates of 19 meters in width and 23 meters in height each and four lower level outlet gates of 12 meters in width and 16 meters in height each, with the maximum capacity to drain water up to 47,500 cubic meters per second, which is twice as high as the historical flooding records over the past 30 years (24,963 cubic meters per second).

Therefore, it can be certain that the structures of both power plants can safely handle such natural disasters as earthquake and flooding.

In light of the Mekong River's situations in 2019, the volume of rainfall was lower than the 100-year historical records, and the dams in China on the upper Mekong River discharged less water, and as such, the water volume in the lower Mekong River was relatively lower. However, the Xayaburi Power Plant has its plans to cope with a variety of circumstances to date and proceed with its commercial operation in line with the natural course of the Mekong River without any impact on the communities both upstream and downstream from the power plant.

The cogeneration power plants, namely: BIC1 and BIC2, are located in Phra Nakhon Si Ayutthaya Province, which is a lowland and flood-prone area; therefore, they in alliance with the Bang Pa-in Industrial Estate have constructed concrete flood barriers surrounding the Industrial Estate, six meters in height above sea level, which is higher than the level of the occurred highest flood to ensure that they will no longer be affected by flooding.

In addition, the power plants invested by the Company have been taken out insurance on potential damage which may occur to assets used in the electricity production business, covering property damage, business interruption, and public liabilities.



## **2.4 Risk in respect of safety, occupational health, and environment**

The Company invests in the electricity production business, which exposed it to risk in respect of safety, occupational health, and environment, which may affect life and property of staff and communities surrounding the power plants. As for all power plants invested by the Company, the quality of life and safety in working environment, as well as communities surrounding the projects, are matters of concern, therefore, measures to prevent possible dangers both in the power plant sites and surrounding areas are specified. In respect of the power plants which have already commenced the commercial operations, practical guidelines for safety and occupational health have been set out; staff are to undergo training on such matter, with the implementation of the monitoring and inspection systems reported to the management for acknowledgement on a regular basis. In addition, the international quality management systems (ISO 9001:2015 / OHSAS 18001:2017 / ISO 14001:2015) have been applied to management of the business operation process to enhance efficiency in the work performance, ensuring safety and appropriate care for the environment both within the power plants and surrounding areas. In 2019, the Company received no report on serious accidents to staff or events affecting communities and the environment surrounding the power plants.

The Xayaburi Hydroelectric Power Plant has started its commercial operation in October 2019, and given high priority to management of environment and communities. Its construction has been designed in accordance with the relevant engineering and environmental criteria in order to avoid, prevent, and minimize environmental and social impacts, as well as ensuring fish resource preservation, sediment flush management, navigation, as well as riverbank erosion prevention and water quality maintenance. In addition, the contractor has provided training measures on safety for staff prior to starting the work in the site; communicated operating procedures in case of accident or emergency; as well as carried out management of drinking water quality and water for use in the construction, etc., to ensure work safety in the power plant and staff performance, including further training for staff on safety and occupational health.



### **3. Financial Risks**

#### **3.1 Risk in respect of financial liquidity**

Given the Company's ongoing investment plans, the financial liquidity is vital to the uninterrupted operations of the projects under construction and further development of new projects. In addition, the subsidiaries borrowed large amounts of loans from commercial banks and issued debentures for construction of their power plants which required relatively high investments in early stage. As at December 31, 2019, the total long-term loans and debentures in the Company's consolidated financial statements were Baht 27,511 Million. The conditions of these loan agreements are specified concisely, particularly in respect of the maintenance of financial ratios and the conditions on dividend payment, as per the details in the caption of Policy on Dividend Payment and Notes Nos. 20 and 21 to Financial Statements, long-term loans from financial institutions and debentures, respectively. Failure by the subsidiaries to comply with the conditions of the loan agreements will affect the dividend to be received by the Company. Moreover, there are precise terms and conditions for debenture rights, in particular, the maintenance of financial ratios.

As for the short-term liquidity management and the long-term capital structure plan, the Company has prepared the cash flow projections and regularly updates the data, as well as managed the loan agreements and closely coordinated with the lending banks, in order to minimize risks of breaching the conditions of the loan agreements. Moreover, the Company has a policy to manage the excess cash by investing in bank deposits and short-term investments with high liquidity with reliable financial institutions, and arranges for credit availability and maintains the relationships with commercial banks when fund is needed.

#### **3.2 Risk from exchange rate fluctuations**

The Company is at risk of its consolidated financial statements being affected by the fair value adjustment of the changing exchange rates between USD and Baht for USD-denominated revenue and expenses of its subsidiary and its associated companies, despite the Company's cash flow risk management by way of natural hedge, that is, a partial revenue from sales of electricity in USD and partial expenses payable in USD as well.

In addition, the Company applied hedge accounting as appropriate in order to hedge the foreign exchange exposure on a certain portion of its forecasted revenue from sales of electricity in USD currency, whereby such revenue from sales of electricity was designated as the hedged item and the long-term



loans in USD were designated as the hedging instrument. Based on the cash flow hedge accounting principles, the fluctuation of gain and loss on exchange rate could be minimized, whereby the effective portion of the change in the fair value of the cash flow hedging instrument is recognized in other comprehensive income, instead of profit and loss of the Company, and then transferred to profit or loss when the hedging item affects profit or loss.

### **3.3 Risk from interest rate fluctuations**

Based on the Company's consolidated statement of financial position as at December 31, 2019, the Company's long-term loans amounted to Baht 27,511 Million, comprising debentures in the amount of Baht 20,810 Million and loans from financial institutions in the amount of Baht 6,701 Million, whereby the debentures were subject to fixed interest rate without any risk from interest rate fluctuations, whereas the loans from financial institutions which accounted for 24 percent of all long-term loans were subject to floating interest rate. Therefore, any material changes in the interest rate will have an impact on finance cost of the Company and its subsidiaries. However, the Company and its subsidiaries manage such risk from interest rate through regular monitoring of the tendency of changes in interest rate, management of floating and fixed-interest rate loan portions to stay within the appropriate level depending on circumstances, continuing management and improvement of finance cost, as well as considering entering into hedging agreements from floating interest rate to fixed interest rate as appropriate according to market conditions, without any intention of speculation.

## **4. Risks with Impact on the Right or Investment of Securities Holders**

### **4.1 Risk from the Company's major shareholders with more than 50 percent shareholding**

As at the Company's most recent closing date of the share register on December 27, 2019, the Company's major shareholder is CH. Karnchang Group, namely, CH. Karnchang Public Company Limited at 31.90 percent, TTW Public Company Limited at 24.98 percent, and Bangkok Expressway and Metro Public Company Limited at 16.17 percent, holding shares in aggregate of 73.04 percent. The shareholding percentage of more than 50 percent then allows votes of the major shareholder group to stabilize and have the power to control resolutions requiring the majority of votes of the shareholders' meetings, except for such matters which, by laws or the Company's articles of association, require three-fourths of all votes in the shareholders' meetings. Therefore, other





shareholders may not be able to gather votes to check and counterbalance such matters proposed by the major shareholder group to the shareholders' meeting. However, CH. Karnchang Public Company Limited, TTW Public Company Limited, and Bangkok Expressway and Metro Public Company Limited, as listed companies on the Stock Exchange of Thailand, have management system proper with corporate governance and comply with the rules on transparent and auditable information disclosure, with the intention to enable the Company to operate its business to maximize benefit with fairness to all shareholders in the long run.

In executing a connected transaction with its major shareholders, approval for such transaction must comply with the applicable rules and provisions of laws, including sufficient information on the transaction in support of decision-making by all shareholders and subject to approval of the Board of Directors' or the shareholders' meetings, as the case may be, as required by law, provided that the interested shareholders in any transaction, including their related persons, may not vote on such matter. Therefore, the Company can assure that the consideration of execution of connected transactions, both in the past and in the future, is transparent and legal in all respects.

Moreover, the Company gives priority to its good corporate governance by requiring its Board of Directors to comprise four independent directors, representing one-third of all directors, all of whom are knowledgeable, competent and independent, to provide their independent opinions in compliance with applicable rules. The Company is certain that such percentage of independent directors will efficiently counterbalance the power of the major shareholders to ensure protection and fairness to minor shareholders and stakeholders of all sectors.

#### **4.2 Management risk in its core subsidiaries due to less than 75 percent shareholding**

The Company holds shares in its three subsidiaries less than 75 percent, namely 61.33 percent of SEAN's registered and paid-up capital, and indirectly 46 percent of NN2's registered and paid-up capital, as a subsidiary of SEAN, and 65 percent of BIC's registered and paid-up capital. Despite the fact that the Company's voting right in a shareholders' meeting is more than half, given its shareholding less than 75 percent in those companies, the Company is unable to control all voting rights since certain transactions, e.g., capital increase, capital decrease, business acquisition or takeover, entire business sale or transfer, etc., require affirmative votes of not less than three-fourths of the shareholders attending the meeting and having the voting rights. However, considering the shareholding percentage, board composition and authorized signatory directors, as well as





control and governance mechanisms for subsidiaries, the majority of votes in the board meetings and the shareholders' meetings are under the Company's control. In spite of certain major transactions requiring affirmative votes from other groups of shareholders, the Company believes that such transactions which will be beneficial to business operations will be approved by those other groups of shareholders.

#### **4.3 Management risk in its core associated companies due to less than 50 percent shareholding**

The Company holds shares in its three associated companies exceeding 20 percent, but less than 50 percent, namely (1) 37.5 percent of XPCL's registered capital; (2) 30 percent of CRS' registered capital; and (3) 30 percent of NRS' registered capital. Despite the fact that the Company's voting right in a shareholders' meeting is less than half, the Company has sent its representatives as directors according to its shareholding percentage, and the signatory conditions in the respective associated companies require at least one director representing the Company to jointly sign to be binding upon such associated companies, and as such, the Company is certain that it can maximize its benefit from investment in XPCL, CRS and NRS.

### **5. New Potential Risks**

The Company recognizes new potential risks which may affect the Company's sustainability in terms of business prospects and challenges, whereby the Company has studied and analyzed significant issues which may expose the Company to new potential risks over the next 5-10 years as follows:

| <b>Risks</b>   | <b>Potential Impact</b>   | <b>Risk Management</b>  |
|--|---|---|
| Impact of climate change, e.g., water volume, high sea level, high temperature, more severe natural perils | <ul style="list-style-type: none"> <li>• Inefficiency in electricity production which affects the power system stability</li> <li>• More difficult declaration of electricity charge due to climate change and varying water level</li> </ul> | <ul style="list-style-type: none"> <li>• Research and study on water volume and changes in natural perils and impacts on the power system stability</li> <li>• In-depth risk assessment of natural perils and forecast of severity of climate change to all power plants</li> <li>• Response to natural perils in terms of production, maintenance, equipment and safety of staff</li> <li>• Enhancement of power plants to tolerate natural perils or fluctuating weather, e.g., uplifting of power plant sites against flooding, installation of weatherproof equipment and machinery which can tolerate</li> </ul> |



| Risks  | Potential Impact   | Risk Management   |
|--|--|---|
|  |  | <p>extreme hot/cold conditions, and design of public utility systems of the power plants to be ready for flooding</p> <ul style="list-style-type: none"> <li>• Installation of equipment to monitor the dam conditions and real-time Web-based monitoring system to make sure that after commercial operation commencement, the power plant structures remain subject to regular monitoring and proactive measures by a team of engineers and experts</li> </ul>        |
| Energy technology development, e.g., use of renewable energy, energy storage | <ul style="list-style-type: none"> <li>• Changes in energy consumption behavior</li> <li>• Possible changes in electricity production business model</li> <li>• Changes in applicable policies and laws to secure the power system stability</li> <li>• Possible changes in tariff according to costs</li> </ul> | <ul style="list-style-type: none"> <li>• Study and assessment of renewable energy business operations in terms of personnel, budget, and applicable policies and laws</li> <li>• Study and follow-up of renewable energy policies in various countries.</li> <li>• Determine a goal for investment in and expansion to renewable energy business</li> <li>• Study and development of technology and tentative prices of equipment/battery for energy storage</li> </ul> |
| Digital transformation   | <ul style="list-style-type: none"> <li>• Changes in energy consumption behavior</li> <li>• Rapid business operations in line with digital transformation</li> </ul>  | <ul style="list-style-type: none"> <li>• Enhancement of efficiency of personnel in work performance</li> <li>• Study of new technology which may affect the business operations</li> <li>• Improvement of work procedures in line with changes in technology</li> </ul>   |



#### 4. Property Used in Business Operations

##### 4.1 Description of Property Used in Business Operations

###### 4.1.1 Investments

The Company's investments in its subsidiaries and associated companies as presented in the Company's separate financial statements as at December 31, 2019 are as follows:

| Company                                       | Business Nature  | Registered Capital<br>(Million Baht) | Shareholding Percentage<br>(percent) | Book Value based on Cost Method<br>(Million Baht) |
|---|--|--------------------------------------|--------------------------------------|---|
| SouthEast Asia Energy Limited (SEAN)          | Holding shares in Nam Ngum 2 Power Company Limited (NN2) representing 75 percent of its registered and paid-up capital. NN2 produces and distributes electricity from hydroelectric power project. | 6,606.75                             | 61.33                                | 9,930.91  |
| Bangpa-in Cogeneration Limited (BIC)          | Production and distribution of the electricity from cogeneration power project   | 2,705.00                             | 65.00                                | 2,173.31  |
| Bangkhenchai Company Limited (BKC)            | Production and distribution of the electricity from solar power project  | 234.25                               | 100.00                               | 527.06  |
| Chiangrai Solar Company Limited (CRS)         | Production and distribution of the electricity from solar power project  | 291.75                               | 30.00                                | 107.55  |
| Nakhon Ratchasima Solar Company Limited (NRS) | Production and distribution of the electricity from solar power project  | 221.50                               | 30.00                                | 85.39   |
| CKP Solar Limited                             | Development of electricity production business of various types  | 20.00                                | 100.00                               | 5.75  |
| Apollo Power Limited                          | Development of electricity production business of various types  | 1.00                                 | 100.00                               | 0.25  |
| Vis Solis Limited                             | Development of electricity production business of various types  | 1.00                                 | 100.00                               | 0.25  |
| Sole Power Limited                            | Development of electricity production business of various types  | 1.00                                 | 100.00                               | 0.25  |
| Helios Power Limited                          | Development of electricity production business of various types  | 1.00                                 | 100.00                               | 0.25  |



| Company                        | Business Nature                            | Registered Capital<br>(Million Baht) | Shareholding Percentage<br>(percent) | Book Value based on Cost Method<br>(Million Baht) |
|--------------------------------|--|--------------------------------------|--------------------------------------|---|
| Xayaburi Power Company Limited | Production and distribution of electricity | 26,861.00                            | 37.50                                | 11,585.93   |

#### 4.1.2 Fixed Assets

As at December 31, 2019, the Company and its subsidiaries used the following fixed assets in the business operations with net book values, per the following details:

##### 4.1.2.1 Assets of hydroelectric power project under concession agreement

| Company | Location | Net Book Value<br>(Million Baht) | Ownership | Encumbrance |
|---------|----------|----------------------------------|-----------|-------------|
| NN2     | Lao PDR  | 19,108.40                        | Owner     | None        |

##### 4.1.2.2 Property, plant and equipment

| No. | Item                                      | Net Book Value (Million Baht) <sup>1</sup> |
|-----|---|--|
| 1   | Land                                      | 261.08                                     |
| 2   | Solar power plant                         | 701.95                                     |
| 3   | Cogeneration power plant                  | 8,112.95                                   |
| 4   | Building                                  | 1.47                                       |
| 5   | leased asset improvements                 | 63.29                                      |
| 6   | Equipment, furniture and office equipment | 65.16                                      |
| 7   | Vehicles                                  | 27.51                                      |
| 8   | Assets under construction                 | 13.55                                      |
|     | Total property, plant and equipment       | <u>9,246.96</u>                            |

<sup>1</sup> Net value refers to book value at cost less accumulated depreciation.



The details of the aforesaid property, plant and equipment of the Company and its subsidiaries can be classified by assets and companies as follows:

1) Land

As at December 31, 2019, the net book value of land under the consolidated financial statements of the Company and its subsidiaries is as follows:

| Company      | Location  | Net Book Value<br>(Million Baht) | Ownership | Encumbrance  |
|--------------|---|----------------------------------|-----------|--|
| BIC          | Bang Pa-in Industrial Estate<br>Tambon Khlong Chik,<br>Amphoe Bang Pa-in,<br>Phra Nakhon Si<br>Ayutthaya Province | 159.33                           | Owner     | To secure long-term loan facility with the lending financial institutions.   |
|              | Pathum Thani Province   | 5.77                             | Owner     | None   |
| BKC          | Amphoe Pak Thong Chai, Nakhon Ratchasima Province (547 plots)   | 95.98                            | Owner     | To secure long-term loan facility with the lending financial institutions.<br>(205 plots of land, covering an area of approximately 180 rai) |
| <b>Total</b> |   | <b>261.08</b>                    |           |  |

2) Solar power plant

As at December 31, 2019, the net book value of solar power plant under the consolidated financial statements of the Company and its subsidiary is as follows:

| Company      | Location                   | Net Book Value<br>(Million Baht) | Ownership | Encumbrance  |
|--------------|----------------------------|----------------------------------|-----------|--|
| BKC          | Nakhon Ratchasima Province | 701.95                           | Owner     | To secure long-term loan facility with the lending financial institutions. |
| <b>Total</b> |                            | <b>701.95</b>                    |           |  |



### 3) Cogeneration power plant

As at December 31, 2019, the net book value of cogeneration power plant under the consolidated financial statements of the Company and its subsidiary is as follows:

| Company      | Location                             | Net Book Value<br>(Million Baht) | Ownership | Encumbrance   |
|--------------|--------------------------------------|----------------------------------|-----------|---|
| BIC          | Phra Nakhon Si<br>Ayutthaya Province | 8,112.95                         | Owner     | To secure long-term<br>loans facility from<br>financial institutions. |
| <b>Total</b> |                                      | <b>8,112.95</b>                  |           |   |

### 4) Building

As at December 31, 2019, the net book value of building under the consolidated financial statements of the Company and its subsidiary is as follows:

| Company      | Location                             | Net Book Value<br>(Million Baht) | Ownership | Encumbrance |
|--------------|--------------------------------------|----------------------------------|-----------|-------------|
| BIC          | Phra Nakhon Si<br>Ayutthaya Province | 1.47                             | Owner     | None        |
| <b>Total</b> |                                      | <b>1.47</b>                      |           |             |

### 5) Leased asset improvements

As at December 31, 2019, the net book value of Leased asset improvements under the consolidated financial statements of the Company and its subsidiaries is as follows:

| Company      | Location | Net Book Value<br>(Million Baht) | Ownership | Encumbrance |
|--------------|----------|----------------------------------|-----------|-------------|
| Company      | Bangkok  | 38.87                            | Owner     | None        |
| NN2          | Lao PDR  | 24.26                            | Owner     | None        |
| BIC          | Bangkok  | 0.16                             | Owner     | None        |
| <b>Total</b> |          | <b>63.29</b>                     |           |             |

6) Equipment, furniture and office Equipment

As at December 31, 2019, the net book value of equipment, furniture and office equipment under the consolidated financial statements of the Company and its subsidiaries is as follows:

| Company      | Location  | Net Book Value<br>(Million Baht) | Ownership | Encumbrance |
|--------------|---|----------------------------------|-----------|-------------|
| Company      | Bangkok   | 13.50                            | Owner     | None        |
| SEAN         | Bangkok   | 0.04                             | Owner     | None        |
| NN2          | Lao PDR   | 47.15                            | Owner     | None        |
| BKC          | Bangkok   | 2.58                             | Owner     | None        |
| BIC          | Phra Nakhon Si<br>Ayutthaya Province<br>and Bangkok | 1.89                             | Owner     | None        |
| <b>Total</b> |   | <b>65.16</b>                     |           |             |

7) Vehicles

As at December 31, 2019, the net book value of vehicles under the consolidated financial statements of the Company and its subsidiaries is as follows:

| Company      | Location | Net Book Value<br>(Million Baht) | Ownership | Encumbrance |
|--------------|----------|----------------------------------|-----------|-------------|
| SEAN         | Bangkok  | 3.07                             | Owner     | None        |
| NN2          | Lao PDR  | 24.44                            | Owner     | None        |
| <b>Total</b> |          | <b>27.51</b>                     |           |             |

8) Assets under construction

As at December 31, 2019, the net book value of Assets under construction under the consolidated financial statements of the Company and its subsidiary is as follows:

| Company      | Location                             | Net Book Value<br>(Million Baht) | Ownership | Encumbrance |
|--------------|--------------------------------------|----------------------------------|-----------|-------------|
| Company      | Bangkok                              | 10.21                            | Owner     | None        |
| BIC          | Phra Nakhon Si<br>Ayutthaya Province | 3.34                             | Owner     | None        |
| <b>Total</b> |                                      | <b>13.55</b>                     |           |             |





### 4.1.3 Long-Term Lease Agreements

The Company and its subsidiaries entered into the long-term lease agreements with a term of three years or longer for utilization in the business operations, as follows:

| Lessee  | Lessor   | Agreement   | Area                 | Term     | Starting Date | Ending Date |
|---------|--|---|----------------------|----------|---------------|-------------|
| Company | CH. Karnchang Public Company Limited (CK)                          | Lease of space and air conditioning services and facilities in Viriyathavorn Building, CH Floor               | 642.5 square meters  | 3 years  | 1-Sep-17      | 31-Aug-20   |
| Company | CH. Karnchang Public Company Limited (CK)                          | Lease of space and air conditioning services and facilities in Viriyathavorn Building, 20 <sup>th</sup> Floor | 468.92 square meters | 3 years  | 1-Jun-17      | 31-May-20   |
| Company | CH. Karnchang Public Company Limited (CK)                          | Lease of space and air conditioning services and facilities in Viriyathavorn Building, 18 <sup>th</sup> Floor | 479.43 square meters | 3 years  | 1-Apr-17      | 31-Mar-20   |
| Company | CH. Karnchang Public Company Limited (CK)                          | Lease of space and air conditioning services and facilities in Viriyathavorn Building, 17 <sup>th</sup> Floor | 301.84 square meters | 3 years  | 1-Jan-20      | 31-Dec-22   |
| NN2     | State Property Management Department, Ministry of Finance, Lao PDR | Lease of office space   | 2,106 square meters  | 25 years | 1-Jan-09      | 31-Dec-33   |
| BIC     | CH. Karnchang Public Company Limited (CK)                          | Lease of space and air conditioning services and facilities in Viriyathavorn Building, 17 <sup>th</sup> Floor | 140.91 square meters | 1 year   | 1-Mar-18      | 28-Feb-19   |



| Lessee | Lessor                                      | Agreement   | Area                                  | Term    | Starting Date | Ending Date |
|--------|---|---|---------------------------------------|---------|---------------|-------------|
| BIC    | Bangpa-in Land Development Co., Ltd. (BLDC) | Agreement for land utilization for construction, expansion, utilization, maintenance and repair services of the pipeline system (natural gas pipeline)                          | 1 rai<br>3 ngarn<br>12.5 square wah   | 3 years | 1-Jan-17      | 31-Dec-19   |
| BIC    | Bangpa-in Land Development Co., Ltd. (BLDC) | Memorandum of Agreement for use of AQMs area  | 96 square meters                      | 3 years | 1-Jan-18      | 31-Dec-20   |
| BIC    | Bangpa-in Land Development Co., Ltd. (BLDC) | Agreement for land utilization (for installing 115 kv and 22 kv power poles, covering an area of 10-1-33.94 rai, and laying steam pipelines, covering an area of 0-0-50.25 rai) | 10 rai<br>1 ngarn<br>84.19 square wah | 3 years | 1-Jan-18      | 31-Dec-20   |
| BIC    | State Railway of Thailand                   | Land lease for gas or oil business  | 17,925 square meters                  | 3 years | 1-Jun-18      | 31-May-21   |
| BIC    | Bangpa-in Land Development Co., Ltd. (BLDC) | Space lease for installing 115 kv underground conduit system  | 10 rai<br>3 ngarn<br>50 square wah    | 3 years | 1-May-17      | 31-Dec-19   |
| BIC    | Bangpa-in Land Development Co., Ltd. (BLDC) | Memorandum of Agreement for use of space for installing 22 kv electric wire system  | 4 rai<br>1 ngarn<br>52.50 square wah  | 3 years | 1-Jun-17      | 31-Dec-19   |



#### **4.1.4 Intangible Assets**

##### **Right to produce and sell electricity**

Right to produce and sell electricity arises from business consolidation. The fair value of assets was based on the date of business acquisition. The net book value of the right to produce and sell electricity as at December 31, 2019 was Baht 9,245.43 Million, divided into two portions, namely, the Company's shareholders' equity of Baht 4,387.13 Million and the non-controlling interests of the subsidiaries of Baht 4,858.30 Million. The Company calculated the amortization of right to produce and sell electricity based on the straight-line method according to the remaining term of the agreements granting the right to produce and sell electricity of the subsidiaries from the date the Company started to control the subsidiaries or from the commercial operation date in case of the Company's investment in the subsidiaries prior to the commercial operation date, ranging from 10 to 27 years.

#### **4.1.5 Related Agreements**

The Company and its subsidiaries have the material agreements related to the business operations as follows:

##### **Nam Ngum 2 Hydroelectric Power Project Concession Agreement**

NN2 entered to the Hydroelectric Power Project Concession Agreement with the government of the Lao PDR on June 14, 2006 for a total period of 25 years from the commercial operation date. The Concession Agreement grants various rights to NN2, such as, the rights to possess, utilize and benefit from the project, the right to divert waterway, dam construction, and water utilization from the Nam Ngum River in the project area, the right to develop other hydroelectric power projects in support of project development, etc.

In this regard, NN2 has a duty to pay the royalty fee to the government of the Lao PDR and remit the income tax at the rate agreed upon in the Concession Agreement.

##### **Electricity Production Licenses**

- On January 30, 2013, the Energy Regulatory Commission approved an electricity production license to BIC1 and BIC2 for a period of 25 years from the commercial operation date to EGAT on June 28, 2013 for BIC1 and on June 29, 2017 for BIC2.
- On June 29, 2012, the Energy Regulatory Commission approved an electricity production license to BKC for a period of 10 years from the commercial operation date to PEA on August 10, 2012.
- In 2019, the Energy Regulatory Commission approved an electricity production license to BKC for five solar farm or rooftop projects for a period of four years each.



## 4.2 Policy on Investment and Management (Business Development Department)

The Company has a policy to invest in other companies operating the business for production and distribution of electricity from various types of energy to enhance its growth in related businesses and a synergy between the Company and its subsidiaries, as follows:

1. As for the projects, which have been developed from the beginning (Green Field), the Company will invest in projects with expected internal rate of return (IRR) at 10-15 percent, including projects giving rise to other financial returns which create value added to the Company's shareholders.

As for investment in other projects acquired by the Company from project developers (Brown Field), such rate of return on investment to be derived by the Company may vary from the aforesaid rate of return on investment, mainly depending on investment value acquired by the Company. The Company's previous investments generated a rate of return on investment ranging approximately 7-10 percent.

2. The Company will invest in projects, where the power purchase agreements have already been executed by reliable parties.
3. The Company will invest in projects with executed agreements for fuel supply as main raw materials for electricity production, and such fuel supply must be sufficient for electricity production throughout the period of such project agreements.
4. The Company will invest in projects, in which main equipment and parts are available at reasonable cost and allow for periodical maintenance in due course.
5. The Company will invest in projects, which are beneficial to the society and eco-friendly.
6. The Company will develop projects by itself in case the project investment size is appropriate for the Company's capability.
7. In case where projects require the company to jointly invest/ with high potential with other investors, the Company will choose to invest in potential projects and the joint investors' business policy must be in line with the Company's policy.

In this regard, the Company sets out the control policy or the management policy and appoints its representatives as directors in proportion to its shareholding and under the shareholders' agreement (if any). The directors appointed by the Company have a duty to vote in the shareholders' meetings of the subsidiaries and associated companies in accordance with the guidelines or resolutions approved by the Board of Directors or the shareholders' meeting of the Company. The Company also clearly determines the scope of power to exercise the discretion as the Company's representatives and those representatives must report monthly on financial positions and operational results of those companies to enable the Company to closely monitor the respective operational results and financial positions of businesses invested in by the Company. Moreover, the Company determines the scope of duties and responsibilities of directors and executives in the subsidiaries and associated companies. The appointed directors and management can exercise their discretion and vote in the meetings of the subsidiaries and associated companies regarding general administration, but the said directors and management may not exercise their own discretion as to any significant matters



which are subject to the prior approval of the Board of Directors' Meeting of the Company or the shareholders' meeting of the Company. Such significant matters include consideration of execution of transactions with connected persons of the subsidiaries under the Notifications on Connected Transactions; consideration of execution of acquisition/disposition of assets of subsidiaries under the Notifications on Acquisition or Disposition; any arrangements which decrease the Company's shareholding percentage in any tier in any subsidiary by 10 percent of the subsidiary's registered and paid-up capital; and dissolution of any subsidiary, etc.



---

**5. Legal Disputes**

As at December 31, 2019, the Company, its subsidiaries and associated companies were not a party to any lawsuit and had no legal dispute or case outside the ordinary course of business operations of the Company, its subsidiaries and associated companies, which might give rise to damage or negative material impact on the business operations, regardless of whether it would be assessable or immeasurable in money terms.



## 6. General Information and Other Significant Information

### 6.1 General Information

#### (1) Information of the Company

**Company Issuing Securities : CK Power Public Company Limited or CKP for securities trading**

**Business Operation :** Holding company, by holding shares in other companies engaging in the business of production and sales of electricity generated from various kinds of energy, both local and overseas, and providing of consulting service and other management services related to electricity production projects.

**Registration No. :** 0107556000167

**Head Office :** 587 Viriyathavorn Building, 19<sup>th</sup> Floor, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok

**Telephone :** 02-691-9720-34

**Fax :** 02-691-9723

**Registered Capital :** 9,240,000,000 ordinary shares, at the par value of Baht 1 per share.

Representing the registered capital of Baht 9,240,000,000.

8,129,382,039 fully paid - up representing the total registered and paid-up capital of Baht 8,129,382,039

**Foreign Limit :** not exceeding 49 percent

**Free Float :** 26.930 percent

**Website :** [www.ckpower.co.th](http://www.ckpower.co.th)

**Board of Directors :** [directors@ckpower.co.th](mailto:directors@ckpower.co.th)

**Company Secretary :** [compliance@ckpower.co.th](mailto:compliance@ckpower.co.th)

**Investor Relations :** [ir@ckpower.co.th](mailto:ir@ckpower.co.th)





**(2) Information of legal entities in which the Company holds 10 percent of shares or more**

| <b>Company Issuing Securities</b> | <b>SouthEast Asia Energy Limited or SEAN</b>  |
|-----------------------------------|---|
| Business Operation                | Investment in hydroelectric power production business   |
| Registration No.                  | 0105547063036   |
| Head Office                       | 587 Viriyathavorn Building, 20 <sup>th</sup> Floor, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok                              |
| Registered Capital                | 660,675,000 ordinary shares, at the par value of Baht 10 per share.<br>Fully paid-up, representing the total registered and paid-up capital of Baht 6,606,750,000 |
| Shareholding Percentage           | 61.33 percent   |

| <b>Company Issuing Securities</b> | <b>Nam Ngum 2 Power Company Limited or NN2</b>   |
|-----------------------------------|--|
| Business Operation                | Production and distribution of electricity from hydroelectric power  |
| Head Office                       | 215 Lane Xang Avenue, Ban Xiang Yuen, Chanthabuly District, Vientiane Province, Lao People's Democratic Republic   |
| Power Plant Location              | Hom District, Xaysomboun, Vientiane Province, Lao People's Democratic Republic   |
| Registered Capital                | 880,900,000 ordinary shares, at the par value of Baht 10 per share<br>Fully paid-up, representing the total registered and paid-up capital of Baht 8,809,000,000 |
| Shareholding Percentage           | 75 percent held by SEAN, or representing 46 percent held by the Company  |



| <b>Company Issuing Securities</b> | <b>Bangpa-in Cogeneration Limited or BIC</b>  |
|-----------------------------------|---|
| Business Operation                | Production and distribution of electricity and steam from the cogeneration system   |
| Registration No.                  | 0105552021486   |
| Head Office                       | 587 Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok  |
| Power Plant Location              | 456 Moo 2, Tambon Khlong Chik, Amphoe Bang Pa-in, Phra Nakhon Si Ayutthaya Province   |
| Registered Capital                | 270,500,000 ordinary shares, at the par value of Baht 10 per share.<br>Fully paid-up, representing the total registered and paid-up capital of Baht 2,705,000,000 |
| Shareholding Percentage           | 65 percent  |

| <b>Company Issuing Securities</b> | <b>Bangkhenchai Company Limited or BKC</b>   |
|-----------------------------------|--|
| Business Operation                | Production and distribution of electricity from the solar power  |
| Registration No.                  | 0105541054485  |
| Head Office                       | 587 Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok   |
| Power Plant Location              | 190 Moo 9, Tambon Khok Thai, Amphoe Pak Thong Chai, Nakhon Ratchasima Province   |
| Registered Capital                | 2,342,500 ordinary shares, at the par value of Baht 100 per share.<br>Fully paid-up, representing the total registered and paid-up capital of Baht 234,250,000 |
| Shareholding Percentage           | 100 percent  |



|                                   |  |
|-----------------------------------|--|
| <b>Company Issuing Securities</b> | <b>Xayaburi Power Company Limited or XPCL</b>  |
| Business Operation                | Production and distribution of electricity from hydroelectric power  |
| Head Office                       | 215 Lane Xang Avenue, Ban Xiang Yuen, Chanthabuly District, Vientiane Province, Lao People's Democratic Republic   |
| Power Plant Location              | On the Mekong River, Xayaburi Province and Luang Prabang Province, Lao People's Democratic Republic  |
| Registered Capital                | 2,686,100,000 ordinary shares, at the par value of Baht 10 per share.<br>All shares fully paid-up, representing the total registered and paid-up capital of Baht 26,861,000,000<br>(as at December 31, 2019) |
| Shareholding Percentage           | 37.5 percent   |

|                                   |  |
|-----------------------------------|--|
| <b>Company Issuing Securities</b> | <b>Chiangrai Solar Company Limited</b>   |
| Business Operation                | Production and distribution of electricity from the solar power  |
| Registration No.                  | 0105553149036  |
| Head Office                       | 23/30 Sorachai Building, 14 <sup>th</sup> Floor, Soi Sukhumvit 63, Sukhumvit Road, North Klongton Subdistrict, Wattana District, Bangkok   |
| Power Plant Location              | 249-250 Moo 6, Tambon Tha Khao Plueak, Amphoe Mae Chan, Chiang Rai Province  |
| Registered Capital                | 2,917,500 ordinary shares, at the par value of Baht 100 per share.<br>95.01 percent of which has been paid-up, representing the total registered and paid-up capital of Baht 277,212,500 |
| Shareholding Percentage           | 30 percent   |



| <b>Company Issuing Securities</b> | <b>Nakhon Ratchasima Solar Company Limited</b>   |
|-----------------------------------|--|
| Business Operation                | Production and distribution of electricity from the solar power  |
| Registration No.                  | 0105553011344  |
| Head Office                       | 23/30 Sorachai Building, 14 <sup>th</sup> Floor, Soi Sukhumvit 63, Sukhumvit Road, North Klongton Subdistrict, Wattana District, Bangkok   |
| Power Plant Location              | 90-91, Tambon Takhian, Amphoe Dan Khun Thot, Nakhon Ratchasima Province  |
| Registered Capital                | 2,215,000 ordinary shares, at the par value of Baht 100 per share.<br>85.06 percent of which has been paid-up, representing the total registered and paid-up capital of Baht 188,425,000 |
| Shareholding Percentage           | 30 percent   |

| <b>Company Issuing Securities</b> | <b>CKP Solar Limited</b>   |
|-----------------------------------|--|
| Business Operation                | Development of electricity production business of various types  |
| Registration No.                  | 0105556138728  |
| Head Office                       | 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok   |
| Registered Capital                | 200,000 ordinary shares, at the par value of Baht 100 per share.<br>28.75 percent of which has been paid-up, representing the total registered and paid-up capital of Baht 5,750,000 |
| Shareholding Percentage           | 100 percent  |



|                                   |  |
|-----------------------------------|--|
| <b>Company Issuing Securities</b> | <b>Helios Power Limited</b>  |
| Business Operation                | Development of electricity production business of various types  |
| Registration No.                  | 0105556152585  |
| Head Office                       | 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok   |
| Registered Capital                | 10,000 ordinary shares, at the par value of Baht 100 per share.<br>25 percent of which has been paid-up, representing the total registered and paid-up capital of Baht 250,000 |
| Shareholding Percentage           | 100 percent  |

|                                   |  |
|-----------------------------------|--|
| <b>Company Issuing Securities</b> | <b>Apollo Power Limited</b>  |
| Business Operation                | Development of electricity production business of various types  |
| Registration No.                  | 0105556152534  |
| Head Office                       | 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok   |
| Registered Capital                | 10,000 ordinary shares, at the par value of Baht 100 per share.<br>25 percent of which has been paid-up, representing the total registered and paid-up capital of Baht 250,000 |
| Shareholding Percentage           | 100 percent  |

|                                   |  |
|-----------------------------------|--|
| <b>Company Issuing Securities</b> | <b>Sole Power Limited</b>  |
| Business Operation                | Development of electricity production business of various types  |
| Registration No.                  | 0105556152577  |
| Head Office                       | 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok   |
| Registered Capital                | 10,000 ordinary shares, at the par value of Baht 100 per share.<br>25 percent of which has been paid-up, representing the total registered and paid-up capital of Baht 250,000 |
| Shareholding Percentage           | 100 percent  |



|                                   |  |
|-----------------------------------|--|
| <b>Company Issuing Securities</b> | <b>Vis Solis Limited</b>   |
| Business Operation                | Development of electricity production business of various types  |
| Registration No.                  | 0105556152526  |
| Head Office                       | 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok   |
| Registered Capital                | 10,000 ordinary shares, at the par value of Baht 100 per share.<br>25 percent of which has been paid-up, representing the total registered and paid-up capital of Baht 250,000 |
| Shareholding Percentage           | 100 percent  |

### (3) Reference

**Securities Registrar** : **Thailand Securities Depository Co., Ltd.**  
93 Rachadapisek Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400  
Telephone: 02-009-9000  
Fax: 02-009-9991

**Auditor** : **EY Office Limited**  
193/136-137, 33<sup>rd</sup> Floor, Lake Rajada Office Complex, Rajadapisek Road, Klongtoey, Bangkok 10110  
Telephone: 02-264-0777 / 02-661-9190  
Fax: 02-264-0789-90

## 6.2 Other Significant Information

- 6.2.1 As at December 31, 2019, there is no information which may materially affect the decision of investors.
- 6.2.2 In 2019, the Company did not issue and offer for sale any debenture to the general public.



## Part 2

### Management and Corporate Governance

#### 7. Information on Securities and Shareholders of the Company

##### 7.1 Registered Capital and Paid-up Capital

- (1) As at December 31, 2019, the Company's registered capital amounted to Baht 9,240,000,000 divided into 9,240,000,000 ordinary shares, at the par value of Baht 1 per share, 8,129,382,039 shares of which have been paid-up, or amounting to Baht 8,129,382,039.
- (2) The Company has no other shares than ordinary shares.

##### 7.2 Shareholders

##### 7.2.1 List of Major Shareholders of the Company

- (a) Top 10 major shareholders as at December 27, 2019 which was the most recent closing date of the share register were listed as follows:

| No.          | Name   | Number of Shares     | Shareholding Percentage |
|--------------|--|----------------------|-------------------------|
| 1            | CH. Karnchang Public Company Limited                             | 2,592,961,348        | 31.896                  |
| 2            | TTW Public Company Limited                                       | 2,030,759,929        | 24.980                  |
| 3            | Bangkok Expressway and Metro Public Company Limited <sup>1</sup> | 1,314,234,013        | 16.166                  |
| 4            | PT SOLE COMPANY LIMITED  | 214,824,730          | 2.643                   |
| 5            | Thai NVDR Co., Ltd.  | 151,863,100          | 1.868                   |
| 6            | Miss Chawaysara Pornpibul  | 131,800,000          | 1.621                   |
| 7            | SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED                     | 110,152,078          | 1.355                   |
| 8            | Mr. Min Thianvorn  | 60,500,000           | 0.744                   |
| 9            | Mr. Sombat Phanichewa  | 52,000,000           | 0.640                   |
| 10           | Mr. Uthaiphan Jirakunphongthon                                   | 40,900,000           | 0.503                   |
| <b>Total</b> |  | <b>6,699,995,198</b> | <b>82.416</b>           |





### Free Float Percentage of the Company

According to the information on shareholders as at the closing date of the share register for suspension of the share transfer as at December 27, 2019, the percentage of non-strategic shareholders was 26.930 percent of all issued and sold shares.

### Shareholding by Directors and Executives

According to the list of shareholders as at December 27, 2019, there were three directors and executives holding shares in the Company as follows:

| Name                                    | Position  | Shareholding Percentage |                         |
|---|---|-------------------------|-------------------------|
|   |   | Number of Shares        | Shareholding Percentage |
| Mr. Plew Trivisvavet<br>(by his spouse) | Chairman of the Executive Committee                   | 2,000,000               | 0.025                   |
| Dr. Vicharn Aramvareekul                | Chairman of the Nomination and Remuneration Committee | 2,680                   | 0.000                   |
| Dr. Michael Eric Raeder                 | Deputy Managing Director : Engineering                | 125,000                 | 0.002                   |
| <b>Total</b>                            |   | <b>2,127,680</b>        | <b>0.027</b>            |

Remark: There were no other directors and executives, including the spouses and minor children of such other directors or executives, holding shares in the Company.

(b) Major shareholders who had substantial influence on the Company's management policy or operations comprised:

| No. | Name  | Number of Shares     | Shareholding Percentage |
|-----|---|----------------------|-------------------------|
| 1   | CH. Karnchang Public Company Limited                | 2,592,961,348        | 31.896                  |
| 2   | TTW Public Company Limited                          | 2,030,759,929        | 24.980                  |
| 3   | Bangkok Expressway and Metro Public Company Limited | 1,314,234,013        | 16.166                  |
|     | <b>Total</b>  | <b>5,937,955,290</b> | <b>73.042</b>           |

Remarks:

- Top 10 shareholders of CH. Karnchang Public Company Limited as at September 4, 2019 which was the closing date of the share register for the right to receive dividend comprised:

| No.          | Name  | Number of Shares   | Shareholding Percentage |
|--------------|---|--------------------|-------------------------|
| 1            | Mahasiri Siam Co., Ltd.                           | 237,512,365        | 14.02                   |
| 2            | CH. Karnchang Holding Co., Ltd.                   | 171,396,530        | 10.12                   |
| 3            | Thai NVDR Co., Ltd.                               | 111,596,189        | 6.59                    |
| 4            | CK. Office Tower Co., Ltd.                        | 86,048,212         | 5.08                    |
| 5            | UOB KAY HIAN (HONG KONG) LIMITED - Client Account | 42,007,200         | 2.48                    |
| 6            | Bangkok Bank Public Company Limited               | 38,950,000         | 2.30                    |
| 7            | SOUTH EAST ASIA UK (TYPE C) NOMINEE LIMITED       | 37,452,900         | 2.21                    |
| 8            | Krungsri Dividend Stock LTF (KFLTFDIV)            | 24,262,100         | 1.43                    |
| 9            | K 20 Select LTF                                   | 21,200,000         | 1.25                    |
| 10           | The Viriyah Insurance Public Company Limited      | 15,545,200         | 0.92                    |
| <b>Total</b> |   | <b>785,970,696</b> | <b>46.40</b>            |

- Top 10 shareholders of TTW Public Company Limited as at August 27, 2019 which was the closing date of the share register for the right to receive dividend comprised:

| No.          | Name  | Number of Shares     | Shareholding Percentage |
|--------------|---|----------------------|-------------------------|
| 1            | Mitsui Water Holdings (Thailand) Company Limited    | 1,036,500,000        | 25.98                   |
| 2            | CH. Karnchang Public Company Limited                | 774,077,400          | 19.40                   |
| 3            | Bangkok Expressway and Metro Public Company Limited | 736,900,000          | 18.47                   |
| 4            | Thai NVDR Co., Ltd.                                 | 251,208,715          | 6.30                    |
| 5            | Bangkok Life Assurance Public Company Limited       | 139,943,700          | 3.51                    |
| 6            | Mr. Min Thianvorn                                   | 73,000,000           | 1.83                    |
| 7            | AIA COMPANY LIMITED - EQDP - D FUND 1               | 65,742,100           | 1.65                    |
| 8            | SOUTH EAST ASIA UK (TYPE C) NOMINEE LIMITED         | 45,951,400           | 1.15                    |
| 9            | Dhipaya Insurance Public Company Limited            | 30,668,100           | 0.77                    |
| 10           | Mr. Phaisan Chatphithak                             | 30,000,000           | 0.75                    |
| <b>Total</b> |   | <b>3,183,991,415</b> | <b>79.81</b>            |



- Top 10 shareholders of Bangkok Expressway and Metro Public Company Limited as at August 23, 2019 which was the closing date of the share register for the right to receive dividend comprised:

| No.          | Name  | Number of Shares     | Shareholding Percentage |
|--------------|---|----------------------|-------------------------|
| 1            | CH. Karnchang Public Company Limited        | 4,787,121,829        | 31.32                   |
| 2            | Mass Rapid Transit Authority of Thailand    | 1,256,259,584        | 8.22                    |
| 3            | Thai NVDR Co., Ltd.                         | 1,074,957,976        | 7.03                    |
| 4            | Krung Thai Bank Public Company Limited      | 1,047,025,175        | 6.85                    |
| 5            | Mr. Wichai Wachiraphong                     | 390,678,757          | 2.56                    |
| 6            | STATE STREET EUROPE LIMITED                 | 314,102,298          | 2.05                    |
| 7            | Bangkok Bank Public Company Limited         | 303,448,709          | 1.99                    |
| 8            | Social Security Office                      | 296,545,458          | 1.94                    |
| 9            | SOUTH EAST ASIA UK (TYPE C) NOMINEE LIMITED | 282,104,674          | 1.85                    |
| 10           | Mr. Min Thianvorn                           | 204,000,000          | 1.33                    |
| <b>Total</b> |   | <b>9,752,244,460</b> | <b>65.14</b>            |

## 7.2.2 List of Shareholders of Subsidiaries Operating Core Businesses

### (a) SouthEast Asia Energy Limited (“SEAN”)

| No.          | Name   | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|--|-------------------------------|-------------------------|
| 1            | CK Power Public Company Limited <sup>1</sup>     | 405,213,999                   | 61.333                  |
| 2            | RATCH Group Public Company Limited <sup>2</sup>  | 220,225,000                   | 33.333                  |
| 3            | Shlapak Development Company Limited <sup>3</sup> | 35,236,000                    | 5.333                   |
| 4            | Mr. Nopadol Intralib                             | 1                             | 0.000                   |
| <b>Total</b> |  | <b>660,675,000</b>            | <b>100.000</b>          |

**Remarks:** <sup>1</sup> Information as at the Board of Directors’ Meeting No. 2/2019 on April 23, 2019, which resolved to grant approval for the Company to additionally invest in Nam Ngum 2 Power Company Limited by executing the agreement for purchase of 35,236,000 ordinary shares in SEAN from PT Holding Limited, representing 5.33 percent, thereby increasing the Company’s shareholding percentage in SEAN from 56.00 to 61.33 percent of SEAN’s registered capital.

<sup>2</sup> The 2019 Ordinary General Meeting of Shareholders of Ratchaburi Electricity Generating Holding Public Company Limited held on April 12, 2019 resolved to approve the change of its name from Ratchaburi Electricity Generating Holding Public Company Limited to RATCH Group Public Company Limited.

<sup>3</sup> Incorporated in Commonwealth of the Bahamas (the Bahamas).



## (b) Nam Ngum 2 Power Company Limited (“NN2”)

| No.          | Name   | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|--|-------------------------------|-------------------------|
| 1            | SouthEast Asia Energy Limited                        | 660,675,000                   | 75.000                  |
| 2            | EDL - Generation Public Company Limited <sup>2</sup> | 220,225,000                   | 25.000                  |
| <b>Total</b> |  | <b>880,900,000</b>            | <b>100.000</b>          |

Remarks: <sup>1</sup> Information as at the 2019 Ordinary General Meeting of Shareholders held on March 21, 2019. In 2019, the shareholdings in NN2 remained unchanged.

<sup>2</sup> Incorporated in the Lao PDR and as a subsidiary of Electricité du Laos.

## (c) Bangpa-in Cogeneration Limited (“BIC”)

| No.          | Name  | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|---|-------------------------------|-------------------------|
| 1            | CK Power Public Company Limited             | 175,824,998                   | 65.000                  |
| 2            | Global Power Synergy Public Company Limited | 67,625,001                    | 25.000                  |
| 3            | Industrial Estate Authority of Thailand     | 21,640,000                    | 8.000                   |
| 4            | Mrs. Napaporn Poowuttikul                   | 5,410,000                     | 2.000                   |
| 5            | Mr. Nopadol Intralib                        | 1                             | 0.000                   |
| <b>Total</b> |   | <b>270,500,000</b>            | <b>100.000</b>          |

Remark: <sup>1</sup> Information as at the 2019 Annual Ordinary General Meeting of Shareholders on March 22, 2019. In 2019, the shareholdings in BIC remained unchanged.

## (d) Bangkhengchai Company Limited (“BKC”)

| No.          | Name                            | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|---------------------------------|-------------------------------|-------------------------|
| 1            | CK Power Public Company Limited | 2,342,498                     | 100.000                 |
| 2            | Mr. Narong Sangsuriya           | 1                             | 0.000                   |
| 3            | Mr. Vorapote Uchoepaiboonvong   | 1                             | 0.000                   |
| <b>Total</b> |                                 | <b>2,342,500</b>              | <b>100.000</b>          |

Remark: <sup>1</sup> Information as at the 2019 Annual Ordinary General Meeting of Shareholders on March 22, 2019. In 2019, the shareholdings in BKC remained unchanged.

## (e) CKP Solar Limited (“CKP Solar”)



| No.          | Name                            | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|---------------------------------|-------------------------------|-------------------------|
| 1            | CK Power Public Company Limited | 199,998                       | 100.000                 |
| 2            | Mr. Vorapote Uchoepaiboonvong   | 1                             | 0.000                   |
| 3            | Mr. Nopadol Intralib            | 1                             | 0.000                   |
| <b>Total</b> |                                 | <b>200,000</b>                | <b>100.000</b>          |

Remark: Currently, CKP Solar has not started its business operation.

<sup>1</sup> Information as at the most recent closing date of the share register on March 25, 2019. In 2019, the shareholdings in CKP Solar remained unchanged.

(f) Helios Power Limited (“Helios”)

| No.          | Name                            | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|---------------------------------|-------------------------------|-------------------------|
| 1            | CK Power Public Company Limited | 9,998                         | 100.000                 |
| 2            | Mr. Vorapote Uchoepaiboonvong   | 1                             | 0.000                   |
| 3            | Mr. Nopadol Intralib            | 1                             | 0.000                   |
| <b>Total</b> |                                 | <b>10,000</b>                 | <b>100.000</b>          |

Remark: Currently, Helios has not started its business operation.

<sup>1</sup> Information as at the most recent closing date of the share register on March 25, 2019. In 2019, the shareholdings in Helios remained unchanged.

(g) Apollo Power Limited (“Apollo”)

| No.          | Name                            | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|---------------------------------|-------------------------------|-------------------------|
| 1            | CK Power Public Company Limited | 9,998                         | 100.000                 |
| 2            | Mr. Vorapote Uchoepaiboonvong   | 1                             | 0.000                   |
| 3            | Mr. Nopadol Intralib            | 1                             | 0.000                   |
| <b>Total</b> |                                 | <b>10,000</b>                 | <b>100.000</b>          |

Remark: Currently, Apollo has not started its business operation.

<sup>1</sup> Information as at the most recent closing date of the share register on March 25, 2019. In 2019, the shareholdings in Apollo remained unchanged.



## (h) Sole Power Limited (“Sole”)

| No.          | Name                            | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|---------------------------------|-------------------------------|-------------------------|
| 1            | CK Power Public Company Limited | 9,998                         | 100.000                 |
| 2            | Mr. Vorapote Uchoepaiboonvong   | 1                             | 0.000                   |
| 3            | Mr. Nopadol Intralib            | 1                             | 0.000                   |
| <b>Total</b> |                                 | <b>10,000</b>                 | <b>100.000</b>          |

Remark: Currently, Sole has not started its business operation.

<sup>1</sup> Information as at the most recent closing date of the share register on March 25, 2019. In 2019, the shareholdings in Sole remained unchanged.

## (i) Vis Solis Limited (“Vis Solis”)

| No.          | Name                            | Number of Shares <sup>1</sup> | Shareholding Percentage |
|--------------|---------------------------------|-------------------------------|-------------------------|
| 1            | CK Power Public Company Limited | 9,998                         | 100.000                 |
| 2            | Mr. Vorapote Uchoepaiboonvong   | 1                             | 0.000                   |
| 3            | Mr. Nopadol Intralib            | 1                             | 0.000                   |
| <b>Total</b> |                                 | <b>10,000</b>                 | <b>100.000</b>          |

Remark: Currently, Vis Solis has not started its business operation.

<sup>1</sup> Information as at the most recent closing date of the share register on March 25, 2019. In 2019, the shareholdings in Vis Solis remained unchanged.

### 7.2.3 Shareholders' Agreement

As at December 31, 2019, the Company had no shareholders' agreement on any matter affecting the Company's issuance and offering for sale of securities or its management.

### 7.3 Issuance of Securities

The 2015 Annual Ordinary General Meeting of Shareholders on April 9, 2015 resolved to approve the Company's issuance and offering of the warrants to purchase new ordinary shares (CKP-W1), name-regidtered and transferable type, in the amount of 1,870 million units, to its existing shareholders, who subscribed for and made subscription payment for such shares, in proportion to their respective shareholdings (Rights Offering), at the exercise ratio: 1 unit of warrant per 1 new ordinary share at the exercise price of Baht 6 per share. The valid tenure of CKP-W1 shall be 5 years from the date of issuance and offering for sale of the warrants (ending on May 28, 2020). CKP-W1's first trading date was June 9, 2015 onwards.



Currently, CKP-W1 has the exercise ratio: 1 unit of warrant per 1.0007 new ordinary shares at the exercise price of Baht 6 per share. The hang in exercise ratio was because the 2019 Annual Ordinary General Meeting of Shareholders on April 23, 2019 resolved to approve the dividend payment in excess of 75 percent of net profit after income tax, therefore, the Company revised the exercise rate of CKP-W1 to protect the benefits of the CKP-W1 holders not to be inferior to that as previous, under the Terms and Conditions governing Rights and Obligations of the Issuer and Holders of Warrants to Purchase Newly Issued Ordinary Shares of the Company No. 1.

In 2019, the warrant holders had stated their intentions to exercise their right to convert the CKP-W1 to ordinary shares on two occasions, as follows:

- In quarter 2/2019, the warrant holders had exercised their right under the warrants of a total 593,816,848 units, amounting to 594,232,516 ordinary shares, and the Company already registered for change of the paid-up capital with the Department of Business Development, Ministry of Commerce, from 7,370,000,000 shares to 7,964,232,516 shares, at the par value of Baht 1 per share, representing the registered capital of Baht 7,964,232,516, on July 1, 2019.
- In quarter 3/2019, the warrant holders had exercised their right under the warrants of a total of 165,034,000 units, amounting to 165,149,523 ordinary shares, and the Company already registered for change of the paid-up capital with the Department of Business Development, Ministry of Commerce, from 7,964,232,516 shares to 8,129,382,039 shares, at the par value of Baht 1 per share, representing the registered capital of Baht 8,129,382,039, on October 1, 2019.

## **7.4 Policy on Dividend Payment**

### **7.4.1 Policy on Dividend Payment of the Company**

The Company has a policy on dividend payment at the rate of not less than 40 percent of the net profit under its separate financial statements after deduction of corporate income tax and legal reserve. In this regard, such dividend payment will depend on the Company's cash flows, investment plan, necessity in use of investments, obligations under the conditions of the loan agreement, other future factors and appropriateness. Upon approval granted by the Board of Directors for the annual dividend payment, the matter shall be proposed to seek approval of the shareholders' meeting, except for the interim dividend payment, which the Board of Directors has the power to grant such approval when it considers that the Company has sufficient profits and cash flows for dividend payment, and shall then report to the following shareholders' meeting for





acknowledgement. The Company's previous dividend payments were as follows:

| Operational Results as reported in the Separate Financial Statement for the Year | 2015   | 2016   | 2017   | 2018   | 2019 <sup>1</sup>   |
|--|--------|--------|--------|--------|---------------------|
| Earnings per Share (Baht)  | 0.05   | 0.15   | 0.04   | 0.03   | 0.07                |
| Dividend per Share (Baht)  | 0.0223 | 0.0600 | 0.0225 | 0.0280 | 0.0300              |
| Dividend amount (Million Baht)   | 164.35 | 442.20 | 165.83 | 206.36 | 243.88 <sup>3</sup> |
| Dividend Payout Ratio (percent) <sup>2</sup>                                     | 51.16  | 40.37  | 57.89  | 85.69  | 42.81               |

Remarks <sup>1</sup> This is an agenda item to be proposed to the 2020 Annual Ordinary General Meeting of Shareholders to be held on April 28, 2020, for consideration. The right to receive such dividend remains uncertain until the approval of the 2020 Annual Ordinary General Meeting of Shareholders would be granted.

<sup>2</sup> Calculated from the dividend per share divided by net Earnings per share as reported in the Company's separate financial statements for each of such years.

<sup>3</sup> Calculated based on number of share as at December 31, 2019; The dividend amount may change depending on the exercise of warrants of the Company.

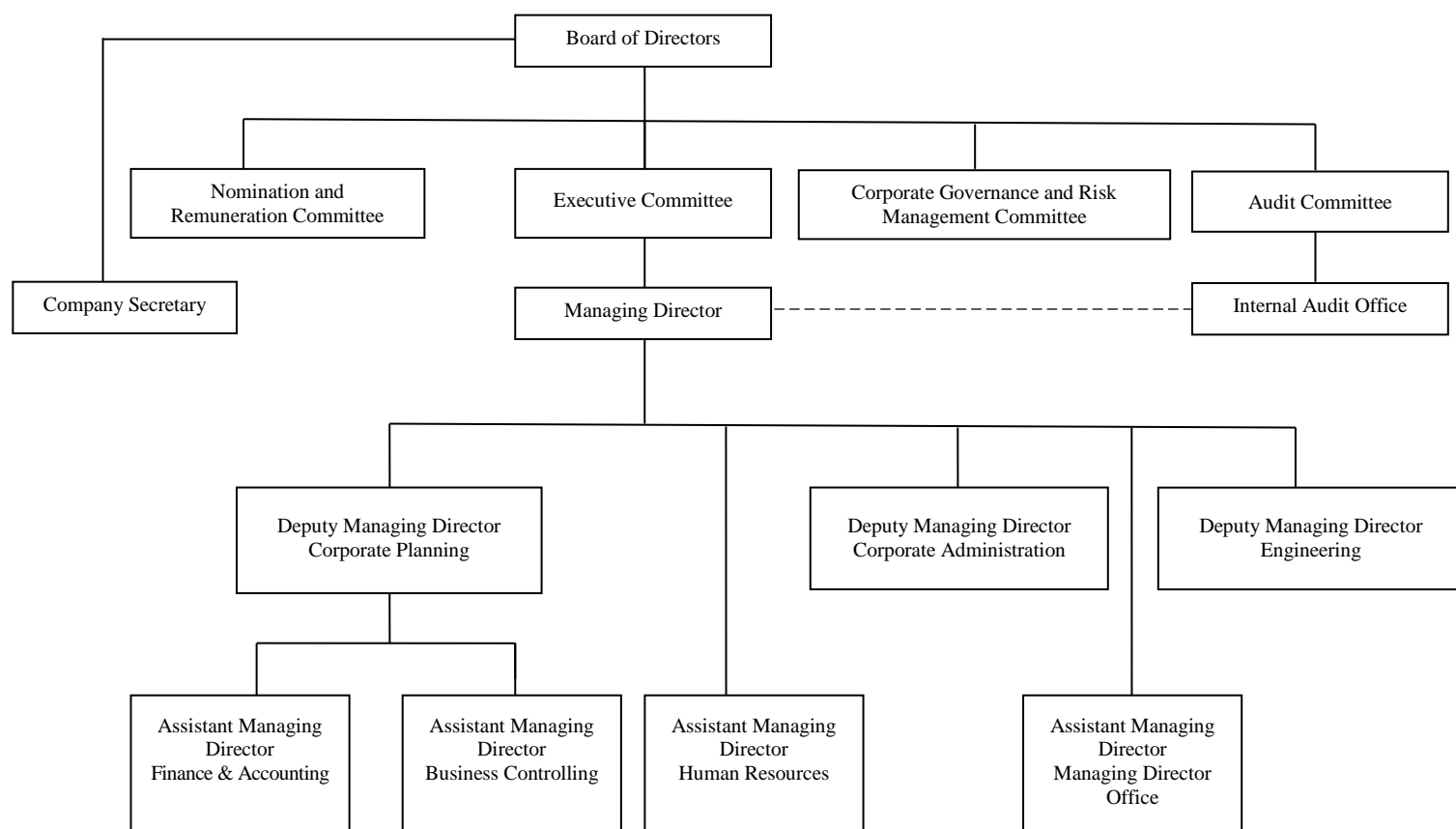
#### 7.4.2 Policy on Dividend Payment of the Subsidiaries

The subsidiaries have a policy on dividend payment at the rate of not less than 40 percent of the net profit under their respective separate financial statements after deduction of corporate income tax, legal reserve, and obligations under the loan agreement. In this regard, such dividend payment of the subsidiaries will depend on cash flows, investment plan, necessity in use of investments, other factors and appropriateness. The board of directors of each subsidiary will also consider granting approval and propose the matter to its own shareholders' meeting for approval on a yearly basis, except for the interim dividend payment, which the board of directors of each subsidiary has the power to grant such approval when it considers that the subsidiary has sufficient profits and cash flows for dividend payment, and shall then report to the following shareholders' meeting for acknowledgement. In this regard, after the consideration for dividend payment by the board of directors' meeting or the ordinary general meeting of shareholders of each subsidiary (as the case may be), such resolution is required to be considered and approved by the Executive Committee's Meeting (for consideration on the interim dividend payment) or the Board of Directors' Meeting of the Company (for consideration on the annual dividend payment), as the case may be, the subsidiaries will then be able to make such dividend payment to their shareholders as approved.



## 8. Management Structure

The Management Structure of CK Power Public Company Limited as at December 31, 2019



The Company's management structure consists of the Board of Directors, four subcommittees (the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee and the Corporate Governance and Risk Management Committee) and the management team.



## 8.1 Board of Directors of the Company and its Subsidiaries

### 8.1.1 Structure of the Board of Directors

The Board of Directors has power, duties and responsibilities in supervision and management of the Company to ensure compliance with the laws, objectives and articles of association of the Company as well as resolutions passed by shareholders' meetings which are legally valid, based on the integrity and safeguard of the interests of the Company and its shareholders. The Company's management structure is clear, counterbalancing and auditable.

The structure of the Board of Directors is composed of qualified persons who have knowledge and experience in line with the Company's business strategies. As at December 31, 2019, the Company had 12 directors (one of whom was a female director, representing 9 percent of Board of directors), divided into:

- five executive directors, one of whom served as the Managing Director, representing 9 percent of Board of directors; and
- seven non-executive directors, four of whom were independent directors (including Chairman of the Board of Directors), representing one-third or 33 percent of Board of directors.

In this regard, management of such structure of the Board of Directors was conducive to counterbalancing votes and ensuring inspection by and between executive directors and non-executive directors.

The lists of names of the Board of Directors and number of meeting attendance are shown below:

| Name                  | Position   | Number of Meetings in 2019 <sup>1</sup> |
|-----------------------|--|---|
| Dr. Thanong Bidaya    | Chairman of the Board of Directors<br>Independent Director                     | 6/6                                     |
| Mr. Plew Trivisvavet  | Chairman of the Executive Committee<br>Director                                | 5/6                                     |
| Dr. Jon Wongswan      | Chairman of the Audit Committee<br>Independent Director                        | 4/6                                     |
| Mr. Narong Sangsuriya | Chairman of the Corporate Governance and Risk Management Committee<br>Director | 5/6                                     |



| <b>Name</b>                           | <b>Position</b>   | <b>Number of Meetings<br/>in 2019<sup>1</sup></b> |
|---------------------------------------|---|---|
| Dr. Vicharn Aramvareekul              | Chairman of the<br>Nomination and<br>Remuneration<br>Committee<br>The Audit Committee<br>Member<br>The Corporate<br>Governance and Risk<br>Management Committee<br>Member<br>Independent Director | 6/6   |
| Mr. Chaiwat Utaiwan                   | Executive Committee<br>Director   | 6/6   |
| Mr. Prawet Ingadapa <sup>2</sup>      | The Audit Committee<br>Member<br>The Nomination and<br>Remuneration<br>Committee Member<br>Independent Director   | -   |
| Dr. Patarut Dardarananda <sup>3</sup> | The Audit Committee<br>Member<br>The Nomination and<br>Remuneration Committee<br>Member<br>Independent Director   | 5/5   |
| Mr. Prasert Marittanaporn             | Executive Committee<br>The Nomination and<br>Remuneration<br>Committee Member<br>Director   | 6/6   |
| Mr. Van Hoang Dau                     | Director  | 5/6   |
| Mr. Vorapote<br>Uchoepaiboonvong      | Director  | 5/6   |
| Dr. Supamas Trivisvavet               | Executive Committee<br>Director   | 6/6   |
| Mr. Thanawat Trivisvavet              | Executive Committee<br>The Corporate<br>Governance and Risk<br>Management Committee<br>Member<br>Director<br>Managing Director<br>Company Secretary   | 6/6   |



**Remarks:** Information on qualifications of persons holding positions as the Company's directors appears in Attachment 1 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> Mr. Prawet Ingadapa vacated the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, with effect on February 21, 2019.

<sup>3</sup> The Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Patarut Dardarananda as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, to fill such vacancies, with effect on February 21, 2019.

In this regard, the related high ranking executives are required to jointly attend all the Board of Directors' Meetings for presentation of information regarding report on operational results of the Company, overviews of the potential operational results, operational obstacles or problems, progress in development of future projects of the Company, including other significant matters, in order for the Board of Directors to closely follow up and acknowledge the operations. The Board of Directors will use such information to consider formulating the short-term and long-term managerial policies and strategies of the Company and each subsidiary.

### **8.1.2 The Company's Authorized Directors**

1. Mr. Thanawat Trivisvavet and Dr. Supamas Trivisvavet jointly sign and affix the Company's seal, or
2. Either Mr. Thanawat Trivisvavet or Dr. Supamas Trivisvavet and Mr. Plew Trivisvavet or Mr. Narong Sangsuriya or Mr. Prasert Marittanaporn or Mr. Chaiwat Utaiwan or Mr. Vorapote Uchoepaiboonvong, totaling two directors, jointly sign and affix the Company's seal.

### **8.1.3 Independent Directors**

The Company has a policy to appoint independent directors who must account for at least one-third of all directors, but not less than three directors. The consideration, selection and appointment of candidates as the Company's independent directors must be conducted based on legal requirements, notifications of the Stock Exchange of Thailand, and the Office of the Securities and Exchange Commission (the "SEC Office") regarding qualifications of independent directors, which are stricter than the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, including its amendments, together with the Board of Directors' Charter regarding qualifications of the Company's directors. In this regard, the Company determines independent directors' qualifications as follows:

1. Holding not more than 0.5 percent of the total number of voting shares in the Company, its parent company, subsidiary, associated company, major shareholder or



- controller of the Company, including shares held by the related parties;
2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiary, associated company, subsidiary at the same level, major shareholder or of controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to assuming the position as Member of the Audit Committee;
  3. Not having or having had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years, and not having any benefit or interest, whether directly or indirectly in respect of finance and management of the Company, its affiliated company, associated company, or a person who may give rise a conflict of interests in a manner which may result in a lack of independence;
  4. Not having a relationship by blood or by legal registration in the capacity as parent, spouse, sibling or offspring, including spouse of the offspring, of other directors, executive, major shareholder of the Company, controller or any person to be nominated as director, executive or controller of the Company and its subsidiary;
  5. Not being a director appointed as representative to safeguard interests of director, major shareholder or shareholder who is a related party of the major shareholder; and being capable of giving opinions or reporting in a free manner in accordance with the entrusted task irrespective of any benefit that might influence his/her independent opinion;
  6. Not being or having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, controller of the Company or legal entity which may have a conflict of interests; and not being a substantial shareholder, controller, or managing partner of an audit firm which employs the auditor of the Company, its parent company, subsidiary, associated company, or controller of the Company, unless such independent director has no longer been in such capacity



- for not less than two years prior to assuming the position as Member of the Audit Committee;
7. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht 2 Million from the Company, its parent company, subsidiary, associated company, major shareholder, controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to assuming the position as Member of the Audit Committee;
  8. Not engaging in any business of the same nature as and in material competition with the Company or its subsidiary; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than 0.5 percent of the total number of voting shares of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries;
  9. The Members of the Audit Committee shall be the Company's independent directors in accordance with the qualifications required by the Office of the Securities and Exchange Commission.

As at December 31, 2019, the Company had four independent directors, who have the qualifications under the Notification of the Capital Market Supervisory Board, from a total of all 12 directors (one-third of all directors), as follows:

| <b>Name</b>                           | <b>Position</b>  |
|---------------------------------------|--|
| Dr. Thanong Bidaya                    | Chairman of the Board of Directors   |
| Dr. Jon Wongswan                      | Chairman of the Audit Committee  |
| Dr. Vicharn Aramvareekul              | Chairman of the Nomination and Remuneration Committee<br>The Audit Committee Member<br>The Corporate Governance and Risk Management Committee Member |
| Mr. Prawet Ingadapa <sup>1</sup>      | The Audit Committee Member<br>The Nomination and Remuneration Committee Member   |
| Dr. Patarut Dardarananda <sup>2</sup> | The Audit Committee Member<br>The Nomination and Remuneration Committee Member   |





- Remarks:**
- <sup>1</sup> Mr. Prawet Ingadapa vacated the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, with effect on February 21, 2019.
  - <sup>2</sup> The Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Patarut Dardarananda as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, to fill such vacancies, with effect on February 21, 2019.

In this regard, the Company appointed an independent director during 2019. All independent directors as listed above neither have any business relationship with nor provide any professional service to the Company.

#### **8.1.4 The Chairman of the Board of Directors**

It is a policy of the Company that the Chairman of the Board of Directors and the Managing Director shall not be the same person and shall be independent directors who have no interest in the Company's management, in order to clearly distinguish between the policy making, and the day-to-day management. The Company clearly separates roles, duties and responsibilities between the Board of Directors and management and also ensures a counterbalance of power in its operations, whereby the Board of Directors determines policies, supervises and monitors the performance of management at the policy level, while management is responsible to manage the Company's various works to comply with the specified policies. In this regard, Dr. Thanong Bidaya, as an independent director and the Chairman of the Board of Directors, has knowledge and ability in line with the Company's business strategies, and also has acceptable experience, which can rest assured that he will be able to lead the Company to accomplish the Company's vision and mission.

#### **8.1.5 Appointment, Resignation and Retirement from Directorship**

The shareholders' meeting appoints directors who have the qualifications and do not have any prohibited characteristic as specified by law, and do not have any characteristic indicating a lack of appropriateness in respect of trustworthiness in management of a business whose shares are held by public shareholders as specified by the SEC Office. That is, the Board of Directors shall be composed of at least five directors, and at least one-third of all such directors must be independent directors, and at least half of all such directors must reside in Thailand.

In case of a vacancy on the directorship position otherwise than retirement by rotation, the Board of Directors may select any



person who is qualified as a replacement director at the following meeting with the votes of three-fourths of the remaining number of directors. The replacement director will hold office only for the remaining term of the director whom he or she replaces. In each annual ordinary general meeting of shareholders, one-third of the total number of directors shall vacate their office, whereby those directors to vacate their office shall be the directors who have been in office for the longest term. Upon expiration of the term of office, a vacating director may be re-appointed under the resolution of the shareholders' meeting.

**8.1.6 Scope of powers, duties and responsibilities of the Board of Directors per the details under the Board of Directors' Charter of the Company are as follows:**

1. To convene the annual ordinary general meeting of shareholders within four months from the end of the Company's accounting period; provided that the Company will submit notices of the Board of Directors' meetings and of the shareholders' meetings, including meeting agenda and supporting documents, at least such period of time in advance as specified in the Company's articles of association;
2. To convene the Board of Directors' meetings at least once every three months, and all Board members should attend to consider passing resolutions on material matters or transactions, including acquisition or disposition of assets of the Company or its subsidiaries which may materially affect the Company, acquisition or disposition of material assets, expansion of investment projects, consideration and approval of connected transactions under the SET rules, determination of authority levels and determination of policies on financial management and risk management of the Company, etc.;
3. To arrange for a reliable system for accounting, financial reporting and auditing, as well as to maintain a document filing system which is capable of verification of accuracy, together with efficient and effective internal control, internal audit and risk management;
4. To prepare the financial statements at the end of the Company's accounting period to correctly present the financial position and operational results of the previous year which must be realistic, complete and correct in



accordance with generally accepted accounting standards, and have the same audited by the Company's auditor prior to submission to the shareholders' meeting;

5. To set goals, direction, policies and business operation plans as well as budget of the Company, conduct the monitoring and supervision of the management and administration by Management to ensure compliance with the specified policies, plans and budget efficiently and effectively as well as monitoring and supervising the Company, its subsidiaries and associated companies, to ensure compliance with the laws on securities and exchange, notifications of the Capital Market Supervisory Board, the SET regulations, together with applicable laws relating to the Company's business;
6. To consider, review, examine and approve the business expansion plan, large scale investment projects, including any joint investment with other operators as proposed by the Management;
7. To apply the Control Policy and Governance Mechanisms to its subsidiaries or associated companies, namely:
  - 7.1 To perform the duties within the scope of duties and responsibilities for directors as specified and approved by the Board of Directors' meeting in connection with the appointment as directors or executives of subsidiaries in accordance with the Company's shareholding in such subsidiaries;
  - 7.2 To continuously monitor the operational results of the subsidiaries and associated companies to ensure compliance with the operation plans and budget;
  - 7.3 To ensure that the subsidiaries disclose accurate and complete information to the Company regarding their financial position and operational results, connected transactions and acquisition or disposition of material assets;
  - 7.4 In case a subsidiary executes a transaction with a connected person, acquires or disposes of assets or executes any other material transactions, the Board of Directors, in particular such directors or any other person approved by resolutions of the Board of Directors' meeting of the Company for



appointment as directors or executives of such subsidiary, has a duty to ensure that the subsidiary complies with the mechanisms relating to connected transactions, acquisition and disposition, including material transactions as specified by the Company; provided that the subsidiary will consider and execute such transactions in compliance with the applicable rules on execution of such transactions of similar nature and size as those of the Company which require resolutions of the meeting of the Board of Directors or of shareholders of the Company, as the case may be.

8. To consider and pass a resolution to approve the appointment or replacement of persons as directors and/or executives in subsidiaries or associated companies, in accordance with the Company's shareholding in the subsidiaries or associated companies, and to apply the Control Policy and Governance Mechanisms to the subsidiaries or associated companies, in order to demonstrate that the Company adheres to the governance mechanisms for its subsidiaries under the notifications of the Capital Market Supervisory Board and applicable regulations;
9. To consider specifying the management structure, to have the power to appoint an Executive Committee, Managing Director and other subcommittees as appropriate, e.g., Audit Committee, Nomination and Remuneration Committee, and Corporate Governance and Risk Management Committee, etc., including to determine the scope of power and duties as well as remuneration of the Executive Committee, Managing Director and such subcommittees so appointed in compliance with the rules and notifications of the Capital Market Supervisory Board and/or any other notifications of the relevant authorities, without a manner of empowerment to consider and approve any transaction which may give rise to a conflict of interest or any other benefits, to be executed with the Company or its subsidiaries, except for approval of such transactions in compliance with the policies and rules which have already been considered and approved by the Board of Directors;
10. To authorize one or several directors or any other person(s) to take any action on its behalf, subject to its monitoring and supervision, or may authorize such person(s) to have such powers and for such period of time as it deems appropriate, which may be cancelled, revoked, changed or



amended at any time by the Board as appropriate. The said authorization must not be construed to empower such person(s) to consider and approve any transaction in which he or she or other person(s) may have a conflict or interest or any other conflict of interest, except for approval of such transaction in the ordinary course of business and on the general trading conditions or in compliance with the policies and rules which have already been considered and approved by the Board of Directors, subject to the rules, conditions and procedures as specified in relation to connected transactions and acquisition or disposition of material assets of listed companies under the notifications of the Capital Market Supervisory Board and/or any other notifications of the relevant authorities;

11. To report to the Company on their own interests and their related parties' interests in connection with the business management of the Company or its subsidiaries, subject to the rules, conditions and procedures as specified by the Capital Market Supervisory Board;
12. To be liable to traders of securities of the Company for any damage arising from such disclosure to shareholders or the general public of any materially false information or from omission of any material facts that should have been disclosed, as specified in the laws on securities and exchange, except where such directors and executives can prove that they, in their capacities, were not in a position to verify the genuineness of such information or the omission thereof;
13. To refrain from using internal information of the Company and of its subsidiaries or associated companies, whether available through the performance of duties or by any other means, which gives or may give rise to material impact on the Company, its subsidiaries or associated companies, for personal gain or for others, whether directly or indirectly, and whether with or without consideration;
14. To report to the Company on their relationships and transactions with the Company, its subsidiaries or associated companies in any matter which may give rise to a conflict of interest, and to avoid any transaction which may give rise to a conflict of interest with the Company, its subsidiaries or associated companies.

#### **8.1.7 Subcommittees**

Based on the powers under the Board of Directors' Charter, the Board of Directors appoints four subcommittees to perform the duty to conduct the Company's management, as follows:



### (1) Executive Committee

As at December 31, 2019, the Executive Committee comprises five members, per names and number of their meeting attendances listed below:

| Name                      | Position  | Number of Meetings in 2019 <sup>1</sup> |
|---------------------------|---|---|
| Mr. Plew Trivisvavet      | Chairman of the Executive Committee   | 10/10                                   |
| Mr. Chaiwat Utaiwan       | Executive Committee   | 10/10                                   |
| Mr. Prasert Marittanaporn | Executive Committee   | 10/10                                   |
| Dr. Supamas Trivisvavet   | Executive Committee   | 10/10                                   |
| Mr. Thanawat Trivisvavet  | Executive Committee /Managing Director/Secretary to the Executive Committee | 10/10                                   |

**Remarks:** The Executive Committee has the scope of powers and duties per the details in the caption of Corporate Governance.

<sup>1</sup> Attendances/Total Number of Meetings

### (2) Audit Committee

As at December 31, 2019, the Audit Committee comprises three independent directors, per names and number of their meeting attendances listed below:

| Name                                  | Position                        | Number of Meetings in 2019 <sup>1</sup> |
|---------------------------------------|---------------------------------|---|
| Dr. Jon Wongswan <sup>2</sup>         | Chairman of the Audit Committee | 3/4                                     |
| Dr. Vicharn Aramvareekul              | The Audit Committee Member      | 4/4                                     |
| Mr. Prawet Ingadapa <sup>3</sup>      | The Audit Committee Member      | 1/1                                     |
| Dr. Patarut Dardarananda <sup>4</sup> | The Audit Committee Member      | 3/3                                     |

**Remarks:** The Audit Committee Member shall have a term of office of three years according to the term of office as director. Upon expiration of the term of office, he may be re-appointed under the resolution of the Board of Directors' Meeting.

The Audit Committee has the scope of powers and duties per the details in the caption of Corporate Governance.

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> As the Audit Committee Member who is knowledgeable and experienced to review the Company's financial statements.

<sup>3</sup> Mr. Prawet Ingadapa vacated the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, with effect on February 21, 2019.

<sup>4</sup> The Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Patarut Dardarananda as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, to fill such vacancies, with effect on February 21, 2019.



### (3) Corporate Governance and Risk Management Committee

As at December 31, 2019, the Corporate Governance and Risk Management Committee comprises one independent director, one non-executive director, and one executive director, totaling three persons, per names and number of their meeting attendances listed below:

| Name                     | Position   | Number of Meetings in 2019 <sup>1</sup> |
|--------------------------|--|---|
| Mr. Narong Sangsuriya    | Chairman of the Corporate Governance and Risk Management Committee | 4/4                                     |
| Dr. Vicharn Aramvareekul | The Corporate Governance and Risk Management Committee Member      | 4/4                                     |
| Mr. Thanawat Trivisvavet | The Corporate Governance and Risk Management Committee Member      | 3/4                                     |

**Remarks:** The Corporate Governance and Risk Management Committee Member shall have a term of office of three years according to the term of office as director. Upon expiration of the term of office, he/she may be re-appointed under the resolution of the board of directors' meeting. The Corporate Governance and Risk Management Committee has the scope of powers and duties per the details in the caption of Corporate Governance.

<sup>1</sup> Attendances/Total Number of Meetings

### (4) Nomination and Remuneration Committee

As at December 31, 2019, the Nomination and Remuneration Committee comprises two independent directors and one executive director, totaling three persons, per names and number of their meeting attendances listed below:

| Name                                  | Position  | Number of Meetings in 2019 <sup>1</sup> |
|---------------------------------------|---|---|
| Dr. Vicharn Aramvareekul              | Chairman of the Nomination and Remuneration Committee | 2/2                                     |
| Mr. Prawet Ingadapa <sup>2</sup>      | The Nomination and Remuneration Committee Member      | 0/1                                     |
| Mr. Prasert Marittanaporn             | The Nomination and Remuneration Committee Member      | 2/2                                     |
| Dr. Patarut Dardarananda <sup>3</sup> | The Nomination and Remuneration Committee Member      | 1/1                                     |





**Remarks:** The Nomination and Remuneration Committee Member shall have a term of office of three years according to the term of office as director. Upon expiration of the term of office, he/she may be re-appointed under the resolution of the board of directors' meeting. The Nomination and Remuneration Committee has the scope of powers and duties per the details in the caption of Corporate Governance.

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> Mr. Prawet Ingadapa vacated the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, with effect on February 21, 2019.

<sup>3</sup> The Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Patarut Dardarananda as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, to fill such vacancies, with effect on February 21, 2019.

### 8.1.8 Board of Directors of Subsidiaries

The Company operates its business as a holding company. As at December 31, 2019, the Company had its subsidiaries, namely, SouthEast Asia Energy Limited (which has invested in Nam Ngum 2 Power Company Limited), Bangpa-in Cogeneration Limited, and Bangkhenchai Co., Ltd.

In this regard, the Company's four subsidiaries are required to present their respective transactions under notifications of connected transactions or notifications of acquisition or disposition of assets, including transactions which are deemed material which, once executed, will materially affect the financial position and operational results of each subsidiary, to the Board of Directors' Meeting or the Executive Committee's Meetings of the Company (as the case may be) in compliance with the Control Policy and Governance Mechanisms (Control Policy), together with the Board of Directors' Charter of each subsidiary (please see details of the Control Policy in the caption of Corporate Governance).

Details of Management Structures, Lists of Directors and Authorized Directors of Subsidiaries

#### (1) SouthEast Asia Energy Limited (SEAN)

The management structure of SEAN as at December 31, 2019 was as follows:



SEAN's board of directors consisted of 10 directors, five of whom were executive directors, per names and number of their meeting attendances listed below:





| Name                                       | Position                            | Total Number of Meetings in 2019 <sup>1</sup> |                                   |
|--|-------------------------------------|---|-----------------------------------|
|  |                                     | The Board of Directors' Meeting               | The Executive Committee's Meeting |
| Dr. Virabongsa Ramangkura                  | Chairman of the Board of Directors  | 3/3   |                                   |
| Mr. Plew Trivisvavet <sup>2</sup>          | Chairman of the Executive Committee | 3/3   | 3/3                               |
| Mr. Supong Chayutsahakij <sup>2</sup>      | Director                            | 3/3   |                                   |
| Mr. Narong Sangsuriya <sup>2</sup>         | Director                            | 3/3   |                                   |
|  | Executive Committee                 |   | 3/3                               |
| Mr. Prasert Marittanaporn <sup>2</sup>     | Director                            | 3/3   |                                   |
| Mrs. Sunee Rajatamutha <sup>3</sup>        | Director                            | -   |                                   |
| Mr. Nimit Lekcharoensuk                    | Director                            | 2/3   |                                   |
|  | Executive Committee                 |   | 3/3                               |
| Mrs. Wadeerat Charoencoop <sup>3</sup>     | Director                            | 2/2   |                                   |
| Mr. Van Hoang Dau                          | Director                            | 1/3   |                                   |
|  | Executive Committee                 |   | 1/3                               |
| Mr. Milton William Shlapak                 | Director                            | 2/3   |                                   |
| Mr. Vorapote Uchoepaiboonvong <sup>2</sup> | Director                            | 3/3   |                                   |
|  | Executive Committee                 |   | 3/3                               |
|  | Managing Director                   |   |                                   |

**Remarks:** Information on qualifications of persons holding positions as the Subsidiaries' directors appears in Attachment 2- the Company's Annual Registration Statement for Year 2019 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> Directors representing the Company in SEAN in proportion to the Company's shareholding in SEAN at 61 percent (excluding the Chairman of the Board of Directors who is an independent director)

<sup>3</sup> The Board of Directors' Meeting No. 1/2019 on February 14, 2019 resolved to approve the appointment of Mrs. Wadeerat Charoencoop as director to replace Mrs. Sunee Rajatamutha who resigned the position, with effect from the date of the resolution of the Board of Directors' Meeting.

### Authorized Signatory Directors of SEAN

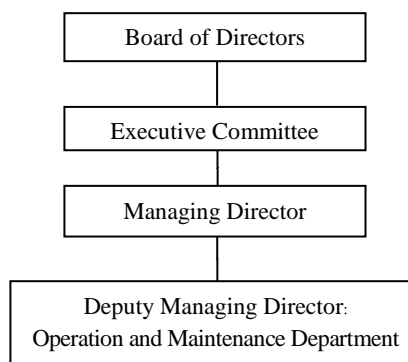
- Two of the following four directors, namely, Mr. Plew Trivisvavet, Mr. Narong Sangsuriya, Mr. Prasert Marittanaporn, Mr. Vorapote U.Choepaiboonvong, jointly sign and affix SEAN's seal; or



2. Either Mr. Plew Trivisvavet or Mr. Narong Sangsuriya or Mr. Prasert Marittanaporn or Mr. Vorapote Uchoepaiboonvong, and another director, totaling two directors, jointly sign and affix SEAN's seal.

**(2) Nam Ngum 2 Power Company Limited (NN2)**

The Company holds shares in NN2 through SEAN's shareholding, representing 46 percent of the Company's indirect shareholding in NN2. The management structure of NN2 as at December 31, 2019 was as follows:



NN2's board of directors consisted of 13 directors, six of whom were executive directors, per names and number of their meeting attendances, as follows:

| Name                                   | Position                            | Total Number of Meetings in 2019 <sup>1</sup> |                                   |
|--|-------------------------------------|---|-----------------------------------|
|  |                                     | The Board of Directors' Meeting               | The Executive Committee's Meeting |
| Dr. Virabongsa Ramangkura              | Chairman of the Board of Directors  | 5/5   |                                   |
| Mr. Plew Trivisvavet <sup>2</sup>      | Chairman of the Executive Committee | 5/5   | 5/5                               |
| Mr. Supong Chayutsahakij <sup>2</sup>  | Director                            | 5/5   |                                   |
| Mr. Narong Sangsuriya <sup>2</sup>     | Director                            | 5/5   |                                   |
|  | Executive Committee                 |   | 5/5                               |
| Mr. Prasert Marittanaporn <sup>2</sup> | Director                            | 5/5   |                                   |
| Mr. Thanawat Trivisvavet <sup>2</sup>  | Director                            | 4/5   |                                   |
|  | Executive Committee                 |   | 4/5                               |
| Mrs. Sunee Rajatamutha <sup>3</sup>    | Director                            | 0/1   |                                   |
| Mr. Nimit Lekcharoensuk <sup>3</sup>   | Director                            | 5/5   |                                   |
|  | Executive Committee                 |   | 5/5                               |
| Mrs. Wadeerat Charoencoop              | Director                            | 5/5   |                                   |
| Mr. Van Hoang Dau                      | Director                            | 2/5   |                                   |
|  | Executive Committee                 |   | 2/5                               |



| Name                                       | Position            | Total Number of Meetings in 2019 <sup>1</sup> |                                   |
|--|---------------------|---|-----------------------------------|
|  |                     | The Board of Directors' Meeting               | The Executive Committee's Meeting |
| Mr. Milton William Shlapak                 | Director            | 3/5   |                                   |
| Dr. Bounleua SINCAYVOLAVONG                | Director            | 1/5   |                                   |
| Dr. Bounsalong SOUTHIDARA                  | Director            | 3/5   |                                   |
| Mr. Vorapote Uchoepaiboonvong <sup>2</sup> | Director            | 5/5   |                                   |
|  | Executive Committee |   | 5/5                               |
|  | Managing Director   |   |                                   |

**Remarks:** Information on qualifications of persons holding positions as the Subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> Directors representing the Company in NN2 in proportion to the Company's shareholding in NN2 at 46 percent.

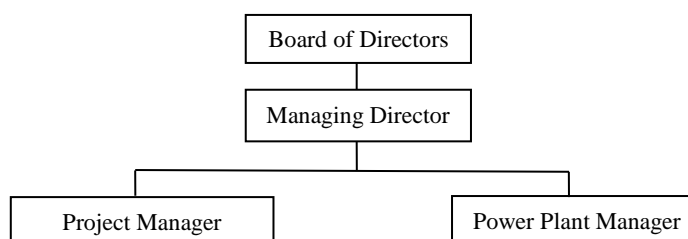
<sup>3</sup> The Board of Directors' Meeting No. 1/2019 on February 14, 2019 resolved to approve the appointment of Mrs. Wadeerat Charoenchoop as director to replace Mrs. Sunee Rajatamutha who resigned the position, with effect from the date of the Board of Directors' Meeting.

### Authorized Signatory Directors of NN2

- Two of the following four directors, namely, Mr. Plew Trivisvavet, Mr. Narong Sangsuriya, Mr. Thanawat Trivisvavet, Mr. Vorapote Uchoepaiboonvong, jointly sign and affix NN2's seal; or
- Either Mr. Plew Trivisvavet or Mr. Narong Sangsuriya or Mr. Thanawat Trivisvavet or Mr. Vorapote Uchoepaiboonvong, and another director, totaling two directors, and jointly sign and affix NN2's seal.

### (3) Bangpa-in Cogeneration Limited ("BIC")

The management structure of BIC as at December 31, 2019 was as follows:



BIC's board of directors consisted of five directors, without any Executive Committee, per names and number of their meeting attendances listed below:



| Name                                       | Position                           | Number of Meetings in 2019 <sup>1</sup> |
|--|------------------------------------|---|
| Mr. Thanawat Trivisvavet <sup>2</sup>      | Chairman of the Board of Directors | 5/6                                     |
| Mr. Kamphuy Jirararuensak <sup>2</sup>     | Director                           | 6/6                                     |
| Mr. Vorapote Uchoepaiboonvong <sup>2</sup> | Director                           | 6/6                                     |
| Mr. Smornchai Khoonrak                     | Director                           | 5/6                                     |
| Mr. Woravudh Anuruxwongsri <sup>2</sup>    | Director                           | 6/6                                     |
|  | Managing Director                  |   |

**Remarks:** Information on qualifications of persons holding positions as the Subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

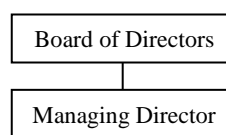
<sup>2</sup> Directors representing the Company in BIC in proportion to the Company's shareholding in BIC at 65 percent.

### Authorized Signatory Directors of BIC

Two directors jointly sign and affix BIC's seal.

#### (4) Bangkhenchai Co., Ltd. ("BKC")

The management structure of BKC as at December 31, 2019 was as follows:



BKC's board of directors consisted of four directors, without the Executive Committee, per names and number of their meeting attendances listed below:

| Name                                       | Position                           | Number of Meetings in 2019 <sup>1</sup> |
|--|------------------------------------|---|
| Mr. Vorapote Uchoepaiboonvong <sup>2</sup> | Chairman of the Board of Directors | 4/4                                     |
| Miss Rujira Chuaybamrung <sup>2</sup>      | Director                           | 4/4                                     |
| Mr. Varoth Saksucharita <sup>2</sup>       | Director                           | 4/4                                     |
| Mr. Sombat Trivisvavet <sup>2</sup>        | Director                           | 4/4                                     |
|  | Managing Director                  |   |

**Remarks:** Information on qualifications of persons holding positions as the Subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> Directors representing the Company in BKC in proportion to the Company's shareholding in BKC at 100 percent.

### Authorized Signatory Directors of BKC

Two directors jointly sign and affix BKC's seal.



## 8.2 Management Team

### 8.2.1 CK Power Public Company Limited

#### (1) The Company's Management Team Structure

The Managing Director is the Company's top executive. As at December 31, 2019, the Company had a total of eight executives under the definition of the Notification of the Capital Market Supervisory Board, per names and positions, as follows:

| Name                       | Position  |
|----------------------------|---|
| Mr. Thanawat Trivisvavet   | Managing Director                                     |
| Dr. Michael Eric Raeder    | Deputy Managing Director: Engineering                 |
| Mrs. Muntana Auekitkarjorn | Deputy Managing Director: Corporate Planning          |
| Mr. Varoth Saksucharita    | Deputy Managing Director: Corporate Administration    |
| Miss Parichat Othayakul    | Assistant Managing Director: Managing Director Office |
| Mr. Jessadin Suwanbubpa    | Assistant Managing Director: Human Resources          |
| Miss Rujira Chuaybamrung   | Assistant Managing Director: Business Controlling     |
| Mr. Thitipat Nananukool    | Assistant Managing Director: Finance & Accounting     |

Remarks: - Information on qualifications of persons holding positions as the Company's executives appears in Attachment 1 - the Company's Annual Registration Statement for Year 2019 (Form 56-1)

#### (2) Scope of powers, duties and responsibilities of the Managing Director

1. To supervise and ensure proper operations in compliance with the Company's work rules, and to give final decision on any issues in question, and to seek the Board of Directors' approval for amendment of the work rules;
2. To have power to issue orders, set out criteria, procedures and work practices as appropriate;
3. To authorize other staff as substitute to perform works on his/her behalf, provided that the Managing Director shall remain responsible for all actions taken by such substitute;



4. To jointly set out policies, strategies and goals with the Board of Directors for compliance and management to ensure that the operational results achieve such goals;
5. To manage and administer works in all respects in accordance with the vision, missions, policies and strategies;
6. To take care of personnel in various divisions to ensure they can efficiently and effectively perform in line with plans, strategies and goals of each division, and to regularly facilitate personnel development;
7. To develop the organization to ensure its satisfactory operational results and performance, and to regularly and continuously improve its operations to ensure the organization's sustainable growth;
8. To follow up, inspect, supervise and report the Company's overall operational results to the Board of Directors quarterly;
9. To follow up, inspect, and supervise the operational results of subsidiaries and/or associated companies as invested in by the Company to ensure the good operational results in accordance with goals and report on such results to the Board of Directors quarterly as well as seeking opportunities to improve performance;
10. To conduct studies on investment opportunities in new projects, by technical and financial feasibility studies in a proper and complete manner, to support decision-making;
11. To supervise and monitor the business operations and/or day-to-day administration of the Company;
12. To proceed with or manage works in compliance with policies, action plans and budget as approved by the Board of Directors and/or the Executive Committee;
13. To determine policies, business plans, including business strategies, and annual budget of the Company for submission to the Executive Committee and seek approval thereof from the Board of Directors.



## 8.2.2 Executives of Subsidiaries

As at December 31, 2019, the subsidiaries' executives as defined by the Capital Market Supervisory Board, per names and positions, were as follows:

### (1) SouthEast Asia Energy Limited

| Name                             | Position          |
|----------------------------------|-------------------|
| Mr. Vorapote<br>Uchoepaiboonvong | Managing Director |

### (2) Nam Ngum 2 Power Company Limited

| Name                             | Position   |
|----------------------------------|--|
| Mr. Vorapote<br>Uchoepaiboonvong | Managing Director  |
| Mr. Tossaporn<br>Thipvoratham    | Deputy Managing Director, Operation and Maintenance Department |

### (3) Bangpa-in Cogeneration Limited

| Name                          | Position            |
|-------------------------------|---------------------|
| Mr. Woravudh<br>Anuruxwongsri | Managing Director   |
| Mr. Chumpol<br>Vessabutra     | Project Manager     |
| Mr. Decha Jantawee            | Power Plant Manager |

### (4) Bangkhenchai Co., Ltd.

| Name                   | Position          |
|------------------------|-------------------|
| Mr. Sombat Trivisvavet | Managing Director |

Remark: - Information on qualifications of persons holding positions as the aforesaid Subsidiaries' executives appears in Attachment 2 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

## 8.3 Company Secretary

The Board of Directors' Meeting No. 3/2015 on June 9, 2015 resolved to approve the appointment of Mr. Thanawat Trivisvavet, Managing Director, to hold offices as Company Secretary, as proposed by the Nomination and Remuneration Committee's Meeting, with powers, duties and responsibilities as described in the Securities and Exchange Act B.E. 2535 (1992) (and its Amendment), and as the Company Secretary to monitor activities of the Board of Directors and coordinate arrangements to ensure compliance with the resolutions of the Board of Directors, per the details of duties and responsibilities as follows:



1. To convene meetings and prepare and keep the following documents:
  - (1) The register of directors;
  - (2) The notices of directors' meetings, minutes of meetings of the Board of Directors and an annual report of the Company;
  - (3) The notices of shareholders' meetings and minutes of shareholders' meetings;
  - (4) The report on interest filed by directors or executives; to perform other matters.
2. To provide advice to directors relating to relevant legal provisions, rules, requirements, and regulations;
3. To ensure the Company's compliance with laws, the Company's articles of association, relevant regulations and good corporate governance principles, as well as coordinating to ensure compliance with resolutions of the Board of Directors or resolutions of the shareholders with efficiency;
4. To ensure disclosure of information and report on information memoranda to the regulatory units;
5. To contact and communicate with shareholders and the relevant regulatory units;
6. To promote training in various courses and provide information useful for performance of duties of directors.

The Company Secretary has adequate qualifications to discharge the aforesaid duties, in a manner of working group, whereby the Business Controlling composing personnel graduated in law and accounting has supported working of the Company Secretary to ensure efficiency in work performance and cover the scope of duties of the Company Secretary in accordance with laws, objectives, articles of association, resolutions of the board of directors' meetings and the shareholders' meetings, together with other applicable laws, in line with the operations based on the Principles of Good Corporate Governance.

The details of qualifications of the person who holds the position of Company Secretary are described in Attachment 1 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

#### **8.4 Remuneration for Directors and Executives**

The Company has the criteria for determination of remuneration for its directors and subcommittee members for submission to the shareholders' meeting for consideration and approval, and the policy on determination of appropriate remuneration for its executives in line with their duties and responsibilities, as follows:





### 8.4.1 Remuneration for Directors

- (1) The Nomination and Remuneration Committee has the duty to consider related rules, regulations and criteria, including results of the board self-assessment in the previous year, for considering determining remuneration for directors, comprising remuneration, annual reward, for submission to the shareholders' meeting for further consideration and approval. In this regard, remuneration rates will be reviewed yearly to ensure appropriateness under the Company's policy and operational results;
- (2) Remuneration for directors shall be considered according to performance, appropriateness for the scope of duties and responsibilities of each director in the previous year, including his/her experience, benefits expected from each director, remuneration level sufficient to attract and retain knowledgeable and qualified directors to perform duties for the Company, along with the Company's operational results and dividend payment to shareholders, as well as the Directors Compensation Survey of listed companies, compared to that of companies in the same industry;
- (3) Elements of remuneration are clear, transparent and easy to understand.

In 2019, the 2019 Annual Ordinary General Meeting of Shareholders approved remuneration for directors in the amount not exceeding Baht 5,000,000 and 2018 annual reward in the amount not exceeding Baht 3,500,000, per the details as follows:

#### 1. Remuneration

##### (1) Remuneration for Directors

| <b>Position</b>   | <b>Remuneration<sup>1, 2</sup><br/>(Baht per person)</b> |
|---|--|
| Directors   | 300,000.00   |
| Executive Committee   | 40,000.00  |
| The Audit Committee Member                                    | 40,000.00  |
| The Corporate Governance and Risk Management Committee Member | 40,000.00  |
| The Nomination and Remuneration Committee Member              | 40,000.00  |

(2) Remuneration

| <b>Position</b>  | <b>Remuneration<sup>1,2</sup><br/>(Baht per person)</b> |
|--|---|
| Chairman of the Board of Directors                                 | 300,000.00  |
| Chairman of the Executive Committee                                | 100,000.00  |
| Chairman of the Audit Committee                                    | 100,000.00  |
| Chairman of the Corporate Governance and Risk Management Committee | 100,000.00  |
| Chairman of the Nomination and Remuneration Committee              | 100,000.00  |

Remarks: <sup>1</sup> The Company has fixed remuneration at such rates since 2013 onwards.

<sup>2</sup> The Company paid the remuneration to its directors/members according to their respective terms of office in 2019.

2. **2018 Annual Reward**

| <b>Position</b>  | <b>Number<br/>(person)</b> | <b>Annual Reward<br/>(Baht per person)<sup>1,2</sup></b> | <b>Total<br/>Amount<br/>(Baht)</b> |
|--|----------------------------|--|------------------------------------|
| Chairman of the Board of Directors                                 | 1                          | 625,000.00   | 625,000.00                         |
| Chairman of the Executive Committee                                | 1                          | 375,000.00   | 375,000.00                         |
| Chairman of the Audit Committee                                    | 1                          | 250,000.00   | 250,000.00                         |
| Chairman of the Corporate Governance and Risk Management Committee | 1                          | 250,000.00   | 250,000.00                         |
| Chairman of the Nomination and Remuneration Committee              | 1                          | 250,000.00   | 250,000.00                         |
| Directors and subcommittee members                                 | 5                          | 250,000.00   | 1,250,000.00                       |
| Directors  | 2                          | 250,000.00   | 500,000.00                         |
| <b>Total</b>   | <b>12</b>                  |  | <b>3,500,000.00</b>                |

Remarks: <sup>1</sup> The Company made payment of the annual reward for its directors in 2014 for the first year.

<sup>2</sup> The Company made payment of the annual reward to its directors holding their positions throughout the year and its



directors resigning from their positions during the year, by taking into account their respective terms of office.

In this regard, the total remuneration for the Company's directors and subcommittee members paid over the past years from 2014 - 2019 is detailed as follows:

| Details/Year                            | 2015         | 2016         | 2017         | 2018         | 2019 <sup>1</sup> |
|---|--------------|--------------|--------------|--------------|-------------------|
| Remuneration for directors <sup>2</sup> | 4,607,410.96 | 4,700,000.00 | 4,700,000.00 | 4,623,913.04 | 4,700,000.00      |
| Annual reward <sup>3</sup>              | 2,750,000.00 | 4,400,000.00 | 2,800,000.00 | 3,452,054.79 | 2,800,000.00      |
| Total <sup>4</sup>                      | 7,357,410.96 | 9,100,000.00 | 7,500,000.00 | 8,075,967.83 | 7,500,000.00      |

**Remarks:** <sup>1</sup> The Company will consider the 2019 annual reward for the directors in the 2020 Annual Ordinary General Meeting of Shareholders.

<sup>2</sup> The 2015 - 2019 Annual Ordinary General Meetings of Shareholders considered remuneration for directors at the same rate every year, namely, remuneration in the amount not exceeding Baht 5,000,000.

<sup>3</sup> The Company considered paying the annual reward based on the Company's operational results and dividend payment to shareholders, whereby the Company started to pay the annual reward to its directors in 2014 for the first year.

<sup>4</sup> The Company considered paying the remuneration and the annual reward according to each director's term of office.

### 3. Remuneration for directors for 2019

#### (1) Monetary remuneration

In 2019, the Company paid monetary remuneration to each director in the total amount of Baht 8,152,054.79, divided into remuneration for directors for 2019 in the amount of Baht 4,700,000.00 and the 2018 annual reward in the amount of Baht 3,452,054.79, as per the following details:

Unit: Baht

| Name of Director                      | Position                            | Remuneration for 2019 |                     |                 |  |                                       | Total Remuneration for 2019 | 2018 Annual Reward | Total        |
|---------------------------------------|-------------------------------------|-----------------------|---------------------|-----------------|--|---------------------------------------|-----------------------------|--------------------|--------------|
|                                       |                                     | Board of Directors    | Executive Committee | Audit Committee | Corporate Governance and Risk Management Committee | Nomination and Remuneration Committee |                             |                    |              |
| Dr. Thanong Bidaya                    | Chairman of the Board of Directors  | 300,000.00            | -                   | -               | -  | -                                     | 600,000.00                  | 625,000.00         | 1,225,000.00 |
|                                       | Independent Director                | 300,000.00            | -                   | -               | -  | -                                     |                             |                    |              |
| Mr. Plew Trivisvavet                  | Chairman of the Executive Committee | -                     | 100,000.00          | -               | -  | -                                     | 400,000.00                  | 375,000.00         | 775,000.00   |
|                                       | Director                            | 300,000.00            | -                   | -               | -  | -                                     |                             |                    |              |
| Mr. Techapit Sangsingkeo <sup>1</sup> | Chairman of the Audit Committee     | -                     | -                   | -               | -  | -                                     | -                           | 196,575.34         | 196,575.34   |
|                                       | Independent Director                | -                     | -                   | -               | -  | -                                     |                             |                    |              |



Unit: Baht

| Name of Director                      | Position   | Remuneration for 2019 |                     |                   |  |                                       | Total Remuneration for 2019 | 2018 Annual Reward  | Total               |
|---------------------------------------|--|-----------------------|---------------------|-------------------|--|---------------------------------------|-----------------------------|---------------------|---------------------|
|                                       |  | Board of Directors    | Executive Committee | Audit Committee   | Corporate Governance and Risk Management Committee | Nomination and Remuneration Committee |                             |                     |                     |
| Dr. Jon Wongswan <sup>2</sup>         | Chairman of the Audit Committee                                    | -                     | -                   | 100,000.00        | -  | -                                     | 400,000.00                  | 5,479.45            | 405,479.45          |
|                                       | Independent Director   | 300,000.00            | -                   | -                 | -  | -                                     | -                           | -                   |                     |
| Dr. Vicharn Aramvareekul              | Chairman of the Nomination and Remuneration Committee              | -                     | -                   | -                 | -  | 100,000.00                            | 480,000.00                  | 250,000.00          | 730,000.00          |
|                                       | Independent Director   | 300,000.00            | -                   | -                 | -  | -                                     | -                           | -                   |                     |
|                                       | The Audit Committee Member   | -                     | -                   | 40,000.00         | -  | -                                     | -                           | -                   |                     |
|                                       | The Corporate Governance and Risk Management Committee Member      | -                     | -                   | -                 | 40,000.00  | -                                     | -                           | -                   |                     |
| Mr. Narong Sangsuriya                 | Chairman of the Corporate Governance and Risk Management Committee | -                     | -                   | -                 | 100,000.00   | -                                     | 400,000.00                  | 250,000.00          | 650,000.00          |
|                                       | Director   | 300,000.00            | -                   | -                 | -  | -                                     | -                           | -                   |                     |
| Mr. Chaiwat Utaiwan                   | Director   | 300,000.00            | -                   | -                 | -  | -                                     | 340,000.00                  | 250,000.00          | 590,000.00          |
|                                       | Executive Committee  | -                     | 40,000.00           | -                 | -  | -                                     | -                           | -                   |                     |
| Mr. Prawet Ingadapa <sup>3</sup>      | Independent Director   | 42,499.83             | -                   | -                 | -  | -                                     | 53,833.33                   | 250,000.00          | 303,833.33          |
|                                       | The Audit Committee Member   | -                     | -                   | 5,666.61          | -  | -                                     | -                           | -                   |                     |
|                                       | The Nomination and Remuneration Committee Member                   | -                     | -                   | -                 | -  | 5,666.61                              | -                           | -                   |                     |
| Dr. Patarut Dardarananda <sup>4</sup> | Independent Director   | 257,500.17            | -                   | -                 | -  | -                                     | 326,166.67                  | -                   | 326,166.67          |
|                                       | The Audit Committee Member   | -                     | -                   | 34,333.39         | -  | -                                     | -                           | -                   |                     |
|                                       | The Nomination and Remuneration Committee Member                   | -                     | -                   | -                 | -  | 34,333.39                             | -                           | -                   |                     |
| Mr. Prasert Marittanapom              | Director   | 300,000.00            | -                   | -                 | -  | -                                     | 380,000.00                  | 250,000.00          | 630,000.00          |
|                                       | Executive Committee  | -                     | 40,000.00           | -                 | -  | -                                     | -                           | -                   |                     |
|                                       | The Nomination and Remuneration Committee Member                   | -                     | -                   | -                 | -  | 40,000.00                             | -                           | -                   |                     |
| Mr. Van Hoang Dau                     | Director   | 300,000.00            | -                   | -                 | -  | -                                     | 300,000.00                  | 250,000.00          | 550,000.00          |
| Mr. Vorapote Uchoepaiboonvong         | Director   | 300,000.00            | -                   | -                 | -  | -                                     | 300,000.00                  | 250,000.00          | 550,000.00          |
| Dr. Supamas Trivisvavet               | Director   | 300,000.00            | -                   | -                 | -  | -                                     | 340,000.00                  | 250,000.00          | 590,000.00          |
|                                       | Executive Committee  | -                     | 40,000.00           | -                 | -  | -                                     | -                           | -                   |                     |
| Mr. Thanawat Trivisvavet              | Director   | 300,000.00            | -                   | -                 | -  | -                                     | 380,000.00                  | 250,000.00          | 630,000.00          |
|                                       | Executive Committee  | -                     | 40,000.00           | -                 | -  | -                                     | -                           | -                   |                     |
|                                       | The Corporate Governance and Risk Management Committee Member      | -                     | -                   | -                 | 40,000.00  | -                                     | -                           | -                   |                     |
| <b>Total</b>                          |  | <b>3,900,000.00</b>   | <b>260,000.00</b>   | <b>180,000.00</b> | <b>180,000.00</b>                                  | <b>180,000.00</b>                     | <b>4,700,000.00</b>         | <b>3,452,054.79</b> | <b>8,152,054.79</b> |

**Remarks:** <sup>1</sup> Mr. Techapit Sangsingkeo vacated the positions as Chairman of the Audit Committee and independent director, with effect from October 15, 2018.

<sup>2</sup> The Board of Directors' Meeting No. 7/2018 resolved to approve the appointment of Dr. Jon Wongswan as Chairman of the Audit Committee and independent director to fill the vacancies, with effect from December 24, 2018.



<sup>3</sup> Mr. Prawet Ingadapa vacated the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, with effect on February 21, 2019.

<sup>4</sup> The Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Patarut Dardarananda as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, to fill such vacancies, with effect on February 21, 2019.

(2) Other remuneration and benefits

- None -

#### **8.4.2 Remuneration for executives of the Company**

The Company has established criteria and policy on remuneration for executives of the Company as reasonable and in line with the Company's operational results and the burden of duties and responsibilities of executives according to performance. That is, the Nomination and Remuneration Committee shall consider determining remuneration for Managing Director for submission to the Board of Directors' Meeting for consideration and approval; the Managing Director shall consider determining remuneration for Deputy Managing Director under the requirements as specified by the Executive Committee for submission to the Executive Committee's Meeting for consideration and approval. As for personnel in the positions of Assistant Managing Director downwards, their remuneration shall be considered by the Managing Director. Moreover, the Company's annual salary increment shall be proposed to the Executive Committee for consideration and approval. In this regard, such remuneration increment shall be in accordance with the criteria specified by the Company. The Company has policy on consideration of remuneration as follows:

Monetary remuneration: comprising salary and annual reward (bonus), of which the Company's policy on consideration is as follows:

- Remuneration for Managing Director shall be considered from the short-term remuneration by applying the Key Performance Indicator (KPIs), consisting of Performance Appraisal and Management Competency, as criteria for performance assessment; and the long-term remuneration by taking into consideration the Company's operational results together with the attainment of the Company's specified vision, mission and strategies.



- Remuneration for executives at all levels shall be based on KPIs, consisting of Performance Appraisal and Management Competency, as jointly specified by the Executive Committee and the Managing Director, whereby there are performance indicators for executives in each position in line with his/her roles.

Furthermore, the Company considers comparing such remuneration with that of other companies in the same industry on similar scale for determining appropriate remuneration as sufficient to attract and retain professional and skilled executives to work for the Company.

Other remuneration and benefits: The Company provides for a provident fund for saving of all executives and staff, whereby executives and staff can choose to contribute savings at a rate from 5 to 15 percent of their respective salaries and the Company will then make the contribution at the rate of five percent to the fund.

In 2019, the Company paid remuneration to eight executives, consisting of:

- Monetary remuneration in the amount of Baht 56,333,120.00;
- Other remuneration and benefits in the amount of Baht 1,663,228.00.

#### **8.4.3 Remuneration for directors and executives of subsidiaries**

In 2019, the subsidiaries paid remuneration to its directors and executives, per the following details:

##### **1. SouthEast Asia Energy Limited (“SEAN”)**

###### **(a) Remuneration for directors**

###### **(1) Monetary remuneration**

None, this was because directors in SEAN's board of directors concurrently held office as directors in NN2. Therefore, the shareholders' meeting of SEAN resolved to grant approval for the board of directors and the executive board of SEAN to receive remuneration as either directors or executive directors in NN2 only.



(2) Other remuneration and benefits

- None -

(b) Remuneration for executives

In 2019, SEAN paid remuneration to one executive, consisting of:

(1) Monetary remuneration

It comprised salary and annual reward in the amount of Baht 8,454,060.00.

(2) Other remuneration and benefits

It amounted to Baht 281,802.00 for the provident fund. The staff and executives can choose to contribute savings at a rate from 5 to 15 percent of their respective salaries and SEAN will then make the contribution at the rate of five percent to the fund.

**2. Nam Ngum 2 Power Company Limited (“NN2”)**

(a) Remuneration for directors

(1) Monetary remuneration

The 2019 annual ordinary general meeting of shareholders of NN2 on March 21, 2019 resolved to approve remuneration for directors for 2019 in the amount not exceeding Baht 5,220,000 and the 2018 annual reward in the amount not exceeding Baht 9,000,000.

In 2019, NN2 paid such remuneration to each director, per the following details:



Unit: Baht

| Name of Director                       | Position                            | Remuneration for 2019 |                     | Total Remuneration for 2019 | 2018 Annual Bonus   | Total                |
|--|-------------------------------------|-----------------------|---------------------|-----------------------------|---------------------|----------------------|
|  |                                     | Board of Directors    | Executive Board     |                             |                     |                      |
| Dr. Virabongsa Ramangkura              | Chairman of the Board of Directors  | 700,000.00            | -                   | 700,000.00                  | 1,250,000.00        | 1,950,000.00         |
| Mr. Plew Trivisvavet                   | Chairman of the Executive Committee | -                     | 620,000.00          | 620,000.00                  | 1,000,000.00        | 1,620,000.00         |
| Mr. Supong Chayutsahakij               | Director                            | 300,000.00            | -                   | 300,000.00                  | 500,000.00          | 800,000.00           |
| Mr. Narong Sangsuriya                  | Director                            | 300,000.00            | -                   | 420,000.00                  | 500,000.00          | 1,170,000.00         |
|  | Executive Committee                 | -                     | 120,000.00          | -                           | 250,000.00          |                      |
| Mr. Prasert Marittanaporn              | Director                            | 300,000.00            | -                   | 300,000.00                  | 500,000.00          | 800,000.00           |
| Mr. Thanawat Trivisvavet               | Director                            | 300,000.00            | -                   | 420,000.00                  | 500,000.00          | 1,170,000.00         |
|  | Executive Committee                 | -                     | 120,000.00          | -                           | 250,000.00          |                      |
| Mrs. Sunee Rajatamutha <sup>1</sup>    | Director                            | 36,666.67             | -                   | 36,666.67                   | 500,000.00          | 536,666.67           |
| Mrs. Wadeerat Charoencoop <sup>2</sup> | Director                            | 263,333.33            | -                   | 263,333.33                  | -                   | 263,333.33           |
| Mr. Van Hoang Dau                      | Director                            | 300,000.00            | -                   | 420,000.00                  | 500,000.00          | 1,170,000.00         |
|  | Executive Committee                 | -                     | 120,000.00          | -                           | 250,000.00          |                      |
| Mr. Milton William Shlapak             | Director                            | 300,000.00            | -                   | 300,000.00                  | 500,000.00          | 800,000.00           |
| Dr. Bounleua SINCAYVOLAVONG            | Director                            | 300,000.00            | -                   | 300,000.00                  | 500,000.00          | 800,000.00           |
| Dr. Bounsalong SOUTHIDARA              | Director                            | 300,000.00            | -                   | 300,000.00                  | 500,000.00          | 800,000.00           |
| Mr. Somnuk Jindasup <sup>3</sup>       | Director                            | -                     | -                   | -                           | 68,493.15           | 102,739.73           |
|  | Executive Committee                 | -                     | -                   | -                           | 34,246.58           |                      |
| Mr. Nimit Lekcharoensuk <sup>4</sup>   | Director                            | 300,000.00            | -                   | 420,000.00                  | 431,506.85          | 1,067,260.27         |
|  | Executive Committee                 | -                     | 120,000.00          | -                           | 215,735.42          |                      |
| Mr. Vorapote Uchoepaiboonvong          | Director                            | 300,000.00            | -                   | 420,000.00                  | 500,000.00          | 1,170,000.00         |
|  | Executive Committee                 | -                     | 120,000.00          | -                           | 250,000.00          |                      |
|  | Managing Director                   | -                     | -                   | -                           | -                   |                      |
| <b>Total</b>                           |                                     | <b>4,000,000.00</b>   | <b>1,220,000.00</b> | <b>5,220,000.00</b>         | <b>8,999,982.00</b> | <b>14,219,982.00</b> |

**Remarks:** Information on qualifications of persons holding positions as the Subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

<sup>1</sup> The Board of Directors' Meeting No. 1/2018 on February 20, 2018 resolved to appoint Mr. Nimit Lekcharoensuk as director and executive director to replace Mr. Somnuk Jindasup who resigned his positions, with effect from the date of the resolution of the Board of Directors' Meeting, whereby remuneration for the director was considered to be paid according to his term of office.

<sup>2</sup> The Board of Directors' Meeting No 1/2019 on February 20, 2019 to resolved to appoint Mrs. Wadeerat Charoencoop as director to replace Mrs. Sunee Rajatamutha who resigned his position, with effect from the date of the resolution of the Board of Directors' Meeting, whereby remuneration for the director was considered to be paid according to her term of office.



(2) Other remuneration and benefits

- None -

(b) Remuneration for executives

In 2019, NN2 paid remuneration to two executives, consisting of:

(1) Monetary remuneration

It comprised salary and annual reward in the amount of Baht 9,928,080.00.

(2) Other remuneration and benefits

None, this was because NN2 was incorporated in the Lao People's Democratic Republic (Lao PDR) in which criteria relating to provident fund is not established, thus NN2 does not provide for a provident fund for its staff and executives.

**3. Bangpa-in Cogeneration Limited ("BIC")**(a) Remuneration for directors(1) Monetary remuneration

The 2019 annual ordinary general meeting of shareholders of BIC on March 20, 2019 resolved to approve only remuneration for directors for 2019 in the amount not exceeding Baht 1,320,000 and the 2018 annual reward in the total amount not exceeding Baht 1,320,000.

In 2019, BIC paid such remuneration to each director, per the following details:

Unit : Baht

| Name of Director              | Position                           | Remuneration for 2019 | 2018 Annual Bonus | Total      |
|-------------------------------|------------------------------------|-----------------------|-------------------|------------|
| Mr. Thanawat Trivisvavet      | Chairman of the Board of Directors | 360,000.00            | 360,000.00        | 720,000.00 |
| Mr. Kamphuy Jiraruensak       | Director                           | 240,000.00            | 240,000.00        | 480,000.00 |
| Mr. Vorapote Uchoepaiboonvong | Director                           | 240,000.00            | 240,000.00        | 480,000.00 |



| Name of Director           | Position                       | Remuneration for 2019 | 2018 Annual Bonus | Total        |
|----------------------------|--------------------------------|-----------------------|-------------------|--------------|
| Mr. Smornchai Khoonrak     | Director                       | 240,000.00            | 240,000.00        | 480,000.00   |
| Mr. Woravudh Anuruxwongsri | Director and Managing Director | 240,000.00            | 240,000.00        | 480,000.00   |
| <b>Total</b>               |                                | 1,320,000.00          | 1,320,000.00      | 2,640,000.00 |

Remark: - Information on qualifications of persons holding positions as the Subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

(2) Other remuneration and benefits

- None -

(b) Remuneration for executives

In 2019, BIC paid remuneration to three executives, consisting of:

(1) Monetary remuneration

It comprised salary and annual reward in the amount of Baht 6,896,960.00.

(2) Other remuneration and benefits

It amounted to Baht 258,636.00 for the provident fund. Its staff and executives can choose to contribute savings at a rate from 5 to 15 percent of their respective salaries and BIC will then make the contribution at the rate of five percent to the fund.

**4. Bangkhengchai Co., Ltd. ("BKC")**

(a) Remuneration for directors

(1) Monetary remuneration

The 2019 annual ordinary general meeting of shareholders of BKC on March 22, 2019 resolved to approve only remuneration for directors for 2019 in the amount not exceeding Baht 240,000.

In 2019, BKC paid such remuneration to each director, per the following details:



Unit : Baht

| Name of Director              | Position                           | Remuneration for 2019 | 2018 Annual Bonus | Total      |
|-------------------------------|------------------------------------|-----------------------|-------------------|------------|
| Mr. Vorapote Uchoepaiboonvong | Chairman of the Board of Directors | 60,000.00             | -                 | 60,000.00  |
| Mr. Varoth Saksucharita       | Director                           | 60,000.00             | -                 | 60,000.00  |
| Miss Rujira Chuaybamrung      | Director                           | 60,000.00             | -                 | 60,000.00  |
| Mr. Sombat Trivisvavet        | Director and Managing Director     | 60,000.00             | -                 | 60,000.00  |
| <b>Total</b>                  |                                    | 240,000.00            | -                 | 240,000.00 |

Remarks: - Information on qualifications of persons holding positions as the Subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2019 (Form 56-1).

(2) Other remuneration and benefits

- None -

(b) Remuneration for executives

In 2019, BKC paid remuneration to one executive, consisting of:

(1) Monetary remuneration

It comprised salary in the amount of Baht 849,240.00.

(2) Other remuneration and benefits

- None -



## 8.5 Personnel

### 8.5.1 Number of Personnel and Remuneration of the Company and its Subsidiaries

As at December 31, 2019, the Company and its subsidiaries had a total of 262 staff members at the level lower than executive downwards, some of whom were staff performing work for the Company and its subsidiaries, including the Company's staff performing work for its subsidiaries via the Management Service Agreements between the Company and its subsidiaries.

In 2019, the Company and its subsidiaries paid staff remuneration in the total amount of Baht 222,338,041.17, consisting of:

- (1) Salary, based on performance of each staff;
- (2) Bonus, based on the Company's operational results;
- (3) Contribution to the provident fund paid by the Company at the rate of five percent of each staff's salary to the provident fund.

| Company                          | Number of Personnel <sup>1</sup> | Remuneration <sup>1</sup> |
|----------------------------------|----------------------------------|---------------------------|
| CK Power Public Company Limited  | 125                              | 135,900,232.00            |
| SouthEast Asia Energy Limited    | 4                                | 2,799,264.99              |
| Nam Ngum 2 Power Company Limited | 77                               | 27,942,695.98             |
| Bangpa-in Cogeneration Limited   | 55                               | 55,379,208.20             |
| Bangkhenchai Co., Ltd.           | 1                                | 316,640.00                |
| <b>Total</b>                     | <b>262</b>                       | <b>222,338,041.17</b>     |

Remark: <sup>1</sup> The total number of personnel and remuneration for personnel at the level lower than executive downwards.



### **8.5.2 Personnel Management of the Company and its Subsidiaries**

The Company has established a personnel management policy which emphasizes the human resource operations of the Company and its subsidiaries in accordance with the Principles of Good Corporate Governance in a transparent manner, and also ensures the maximum efficiency. To that effect, the Company has applied a standard personnel management program to the Company and all of its subsidiaries to achieve efficiency in human resource management, and also continues to oversee operations through the mechanisms together with provision of the services in a manner of Shared Service Center, which performs work as if it were a work unit of such subsidiaries and associated companies, thereby enabling the Company to establish work methods to meet standards, with segregation of duties and appropriate internal control. Furthermore, it is a management technique which builds up employee's expertise in a specific field to increase work efficiency and to ensure effective management. Moreover, the Company and its subsidiaries have employed the Key Performance Indicators (KPIs) for performance measurement together with assessment of core competencies and managerial competencies of the executives and employees to ensure clear, transparent and comprehensive performance assessment, results of which can be used for personnel development. The Company gives priority to personnel development by underlining employees' participation in providing suggestions and developing work processes to be fast and efficient by using Kaizen as a tool, as well as encouraging supervisors to give advice and serve as a role model. The Company has also used the Engagement Survey as a guideline for drawing up strategies and actions plans in terms of human resources as well following up the results on a concrete basis.

In respect of creating corporate culture, the Company has organized activities to raise awareness and understanding of the core values of the organization for all employees in the Company and its subsidiaries, and encourages employees to concretely apply the same to their own works and understand the expectations of core competencies and managerial competencies in their own roles.

In 2019, the Company and its subsidiaries had 18 resigned employees, with such resignations not resulting in significant change in the number of personnel. However, there was an increase in the number of employees to support the operation of the Xayaburi Hydroelectric Power Plant, by focusing on



manpower management to ensure the suitable number of manpower and optimum efficiency. The Company has a policy to employ local labor, particularly in the areas adjacent to the Power Plant so that villagers in nearby communities are given an opportunity to develop occupational skills, secure income, and achieve the sustainable growth.

The Company and its subsidiaries had no labor dispute throughout the period from which the Company was incorporated. In this regard, the Company has set out the work rules for acknowledgement and compliance by staff of the Company and its subsidiaries, whereby such work rules have been clearly announced and posted at the Company's office and its subsidiaries' offices, including at each power plant. In such work rules, the Board of Directors has specified key principles as framework for compliance by the Managing Director, and the Managing Director will further set out practical guidelines to ensure consistency therewith. This is also aimed to ensure that personnel management of the Company and its subsidiaries is carried out smoothly, focusing on attainment of the highest benefits for the group, based on transparency and auditability. In addition, such work rules contain significant details comprising employment, recruitment, appointment, staff transfer, management, salary and wage, welfare and fringe benefits, staff development, performance assessment, code of conduct, discipline, disciplinary actions, submission of appeal and grievance, etc.

### **8.5.3 Personnel Development Policy**

Management of the Company and its subsidiaries recognizes the significance of improvement of skills and capabilities of both staff operating in respect of power plants and support staff. All staff are the key part that drives the Company to the direction set out by management. Furthermore, the management is aware that the Company and its subsidiaries must emphasize personnel development to ensure that their personnel have readiness in terms of knowledge, capability and experience which can be applied to work operations, without ignoring development of ethics and sense of accountability towards their own duties, colleagues and society.

#### **(1) Development of Competency**

The Company and its subsidiaries encourage their staff to attend local and international training courses to enhance staff's knowledge and skills in work



performance. The department of human resources shall select the local training course in fields which personnel intend to develop, subject to approval of the executives in each line of command. Moreover, the Company opens up an opportunity for its staff to propose courses which are useful and conducive to work operations for development and enhancement of their competency. In this respect, the Company fixes an annual budget for the staff training at least Baht 10,000 per person.

The Company has opened up an opportunity for its staff to attend international training courses, whereby the work units shall consider the appropriateness and necessity in sending staff to receive such training. In the past, the Company sent its staff to attend the knowledge development-based training courses in various fields to be efficiently applied to work operations, and courses necessary for work operations of staff of each associated company. Besides, training plans can be proposed by any companies in the group. In 2019, the executives and staff of the Company and its subsidiaries attended the training courses and seminars as follows:

- Internal courses: 6,602 hours, such as, Outward Mindset, Problem Solving & Decision Making, Technical Interview for Line Manager, English Reading, Kaizen Tools for Productivity Improvement, Story Telling, Systematic Problem Solving & Decision Making, and Forming Team for Great Success, etc.
- External courses: 3,534 hours, such as, Auditors of the Future: Perspective of Stakeholder and Audit Data Analytics, Information Technology Operation Scheduling, Growth Mindset, Training for Licensors, Supervisors, Assistants and Workers in Confined Spaces, COSO ERM 2017: Enterprise Risk Management Integrating with COSO 2013, Increasing Board's Accountability and Disclosure, Emotional Intelligence, and Step-in Leader.

The Company has a process in place to monitor the knowledge development of the staff attending the training and seminars to measure their performance efficiency. The staff participating in the external courses must prepare their respective training summaries so that



knowledge from the training can be used to improve and extend performance, with the supervisors being responsible for monitoring results of the staff's performance after such training. Moreover, the staff participating in the training programs must make a knowledge sharing among other staff in their lines of work and disseminate the training-related documents on the Share Drive.

The Board of Directors of the Company adopts a policy to support and encourage the directors, the executives, and the Company Secretary to attend training courses, seminars and make site visits, to enhance their knowledge and capability in work operations, by mainly taking into consideration those courses, seminars and site visits, both local and international, which convey content and details useful to the Company's business operations. In 2019, the directors attended the following training and seminars:

- External courses: 64 hours, such as, Director Accreditation Program ( DAP 157/ 2019) , and Advance Audit Committee Program ( AACP 34/2019) organized by the Thai Institute of Directors Association.

(2) Career Advancement Opportunity

The Company and its subsidiaries considered restructuring their respective management to make it more transparent. Such restructuring not only secures staff's career advancement in their line of work, but also promotes highly capable and competent staff to become executives. The Company and its subsidiaries also employ KPIs, as an internationally acceptable system, for performance assessment of staff of the Company and its subsidiaries on a concrete basis, together with assessment of success factors, behavior, and potential of staff, to serve as another instrument for effectively developing staff, with an aim of ensuring that the Company's staff will be developed to become decent and competent citizens. Moreover, the Company and its subsidiaries are connected in the form of business group, therefore, staff in either of the group companies has an opportunity to pursue their cross-functional career path within the company group, which is another channel to build confidence and secure career advancement of staff.





(3) Determination of Succession Plan

The Company realizes the significance of continued operations for sustainable growth of the Company and its subsidiaries, and recruitment of competent personnel to promptly succeed any resigned or retired staff. The Company has a policy to recruit quality personnel within the organization for appointment as successor before external recruitment. The Company uses the performance evaluation mechanism based on KPIs to consider staff's abilities and work behavior, as one of the factors for selection of personnel to be succeeded as executives, which will be incorporated in the succession plan. The hierarchy-based recruitment process has been available in place to ensure compliance with the personnel management policy in recruiting personnel to secure the succession to the important positions. The Company has also granted scholarships to potential staff to further their studies at the doctorate level in a field with a shortage of experts.

In this regard, details on the succession plan are shown in the caption of Responsibility of the Board of Directors - Succession Plan.

(4) Work Safety

The Company's subsidiaries which operate core businesses as electricity producers have developed their management systems in accordance with the quality management system (ISO) so that various power projects invested by the Company meet international standards, and maintain a safe working environment as well as staff safety in each project. All power projects invested by the Company have received the quality management system certifications, namely:

- The Nam Ngum 2 Hydroelectric Power Plant operated by Nam Ngum 2 Power Company Limited has received the ISO 9001: 2015 standard certification. The certificate has been granted to the operation and maintenance of the Nam Ngum 2 Hydroelectric Power Project under the scope of Electricity Generating and Distribute by Hydro Power Plant, which is regarded as the Electricity Generating Authority of Thailand's first overseas project that received the ISO 9001: 2015 certification.



- The Cogeneration Power Project 1 (BIC1) and the Cogeneration Power Project 2 (BIC2) operated by Bangpa-in Cogeneration Limited have received the ISO 9001: 2015, ISO 14001: 2015 standard certification, and also attained certification for the Occupational Health and Safety Management System (OHSAS 18001: 2007).
- Solar power project operated by Bangkhenchai Co., Ltd. has received the ISO 9001: 2015 standard certification.

(5) Anti-corruption

The Company and its subsidiaries give priority to anti-corruption in every step of its operating procedures by incorporating the policy on anti-corruption in operating procedures into the Corporate Governance Policy and the Control Policy and Governance Mechanisms (Control Policy), such as, guidelines for handling inside information and insider trading control, policy on execution of transactions with major shareholders, directors, executives and their connected persons, guidelines for consideration of execution of connected transactions, requirements relating to business ethics and code of ethics, and a whistleblower guide when any corruption is found, all of which have been communicated by the Company to staff of the Company and its subsidiaries via the Intranet and the articles of association to build up acknowledgment and awareness of significance of proper compliance with the business ethics. Moreover, the Company has disclosed such policies to the public on the Company's website for transparency and review, as well as communicating the Company's commitment to anti-corruption.

In this regard, details on the anti-corruption policy are shown in the caption of Corporate Social Responsibility - Anti-Corruption.

(6) Staff Benefits

The Company and its subsidiaries provide both permanent staff and employees with benefits as required by law and allow their staff to jointly express their opinions on welfare, as well as using recommendations from the Engagement Survey as a guideline for designing



staff's welfare. The Company believes that employees who are happy, healthy and think positively can achieve the excellence of the performance. The Company has then started to implement the health protection measures for staff by giving the influenza, hepatitis A and B vaccinations to the at-risk staff, and continues to support staff's sports and exercise, e.g., a yoga club, badminton club, football club.

The Company has a fair and comprehensive enforcement of such criteria on consideration of staff benefits in accordance with standards, laws, and humanitarian principles. Moreover, the Company has provided staff with more fringe benefits by taking into account work achievement or as occasionally specified by the Company as appropriate, to raise staff morale. In addition, staff benefits are increased according to changes in economic and social conditions as appropriate. The Company's staff benefits are also comparable to those provided by other companies in the same industry. Over the past years, the Company and its subsidiaries had no any material labor dispute.

#### **8.5.4 Policy on Consideration of Staff Remuneration**

The Company clearly formulates its staff remuneration policy, under which the Managing Director shall consider determining remuneration and increments of salaries and wages of staff, by taking into consideration various factors, comprising, salary and wage rates comparable to those in labor market according to the Company's salary and wage structures, qualifications, knowledge, capability, experience and chain of command, to ensure that staff receive salaries and wages at the rates suitable for their positions and responsibilities. Furthermore, a salary increment will be considered from the staff performance assessment based on the Key Performance Indicators (KPIs), as used in performance assessment of staff of the Company and its subsidiaries on a concrete basis. This includes an assessment of staff's success factors, behavior, and competency in work, as well as consideration of comparable rates to those in the same industry of similar scale. In this regard, the Company and its subsidiaries have conducted human resource management in accordance with the Code of Business Conduct, the Personnel Management Policy, together with other relevant codes of conduct, to achieve efficiency in management under the Principles of Good Corporate Governance.



## **9. Corporate Governance**

The Board of Directors is confident that the good corporate governance serves as an important factor to reflect the efficient, transparent, and auditable management systems and also as an important factor to promote the Company's overall success as a socially responsible organization. These will help build the trust and confidence on the part of shareholders, investors, stakeholders and all related parties. The Company has adhered to and complied with the Principles of Good Corporate Governance through operations of the Board, management and staff, by formulating the Company's Code of Business Conduct in order to strengthen the norms and culture for organization-wide compliance; realizing the significance and following the codes of conduct, and the corporate governance policy in accordance with the Principles of Good Corporate Governance for Listed Companies 2012 ("CG Principle") of the Stock Exchange of Thailand ("Stock Exchange"), regulations of the Securities and Exchange Commission ("SEC Office"), and the Capital Market Supervisory Board, and in line with the Corporate Governance Code for Listed Companies 2017 ("CG Code") to accomplish the Company's vision and mission with sustainability.

### **9.1 Corporate Governance Policy**

With realizing the significance of operations in accordance with the Principles of Good Corporate Governance, the Board of Directors then sets out the Corporate Governance Policy in written format to ensure the corporate practical guidelines with clarity, transparency, auditability, and the Board of Directors' Meeting reviews the Company's Corporate Governance Policy to ensure that it is appropriate and kept up-to-date in compliance with the regularly amended Principles of Good Corporate Governance of the Stock Exchange. Moreover, the Board has been aware of compliance with the CG Code of the SEC Office by applying such principles to the Company's operations, details are shown in the Information Disclosure in accordance with the CG Code. The Company also discloses such Corporate Governance Policy on the Company's website in order to communicate the Company's business commitment to the good corporate governance to the public.

#### **Communication and Compliance with the Corporate Governance Policy**

The Board of Directors has communicated and shared the Corporate Governance Policy to directors, executives and staff at all levels, together with all stakeholders via the Company's website at [www.ckpower.co.th](http://www.ckpower.co.th) to ensure their accurate awareness, understanding and adherence, which will bring up the trust on all related parties.

In this regard, the Company's Corporate Governance Policy covers the significant matters under the Principles of Good Corporate Governance of the Stock Exchange, comprising five main categories, namely, Rights



of Shareholders, Equal Treatment for Shareholders, Role of Stakeholders, Disclosure and Transparency, and Responsibilities of the Board of Directors, per the detail as follows:

### 9.1.1 The Rights of Shareholders

The Company recognizes the significance and equality of various fundamental rights of all shareholders, both retail shareholders and institutional investors, whereby all shareholders are required to have right to accept profit sharing of the business, right to access adequate information and news of the business, right to attend meetings to exercise the voting right at shareholders' meetings for appointment or removal of directors, appointment of auditors, and right to participate in decisions on any matters which have an impact upon the Company, such as allocation of dividends, determination or amendment of the Articles of Association and the Memorandum of Association, capital decrease or increase, etc.

In addition to the aforesaid fundamental rights, the Company also proceeds with various matters which support and facilitate shareholders' exercise of the rights in key issues as follows:

(1) Access to Information on Shareholders' Meetings and Information Memorandum of the Company

- The Company gives prior notice of the schedule of a shareholders' meeting and agenda items of such meeting, including the record date for the right to attend the meeting and for the right to receive dividend (if any) via the news system of the Stock Exchange of Thailand and on the Company's website immediately after resolution by the Board of Directors' Meeting or the ordinary general meeting of shareholders.
- The Company sends the invitation letter to attend a shareholders' meeting and supporting documents to shareholders at least 7 days or 14 days (as the case may be) in advance. Such invitation letter contains clear details on the agenda, various documents in support of the agenda, together with opinions of the Board of Directors, proxy forms as specified by the Ministry of Commerce, and the list of independent directors, as an option to facilitate shareholders' appointment of a proxy to attend the meeting, including map of the meeting venue.



Furthermore, such invitation letter and supporting documents are disclosed via the news system of the Stock Exchange and on the Company's website. The Company will also prepare the minutes of the shareholders' meeting, which contain correct and complete information, including constructive questions of shareholders, within 14 days from the meeting completion date and submit the minutes of the shareholders' meeting to relevant authorities within the specified period of time, and disclose such draft minutes on the Company's website, as another channel of perception for all shareholders to access information conveniently, easily and transparently. In addition, the atmosphere of the meeting is also yearly recorded as video clips to be available on the Company's website in order for the shareholders who are unable to attend the meeting to be equally informed and view the atmosphere of the shareholders' meeting.

- The Company sets policy to require the Board of Directors and executives to attend shareholders' meetings, particularly Chairman of the Board of Directors and chairpersons of various subcommittees, to jointly clarify matters or answer questions raised by shareholders in each meeting. The Company also allows shareholders to have equal rights to fully make inquiries and offer opinions and suggestions, all of which are greatly appreciated and welcomed by the Company for consideration and further actions as appropriate.
- The Company prepares the Annual Registration Statement ("Form 56-1") and the Annual Report ("Form 56-2") in the bilingual version, namely, Thai and English, to make it conveniently accessible to all shareholders. Form 56-1 will be submitted to the SEC Office prior to the due date on March 31 each year and the Annual Report will be submitted in the form of QR Code to shareholders prior to the due date within 120 days from the ending date of the accounting period, together with the invitation letter to attend the annual ordinary general meeting of shareholders. Moreover, the Annual Report has been disclosed on the Company's website, and will be sent in



hard copies to shareholders on request, in order to facilitate the shareholders' easy and timely access to information on the Company's operations.

(2) Participation in Shareholders' Meetings

The Company held the meeting at the Company's head office which was situated in the convenient location for shareholders' commute to attend the meeting by various modes of transportation, and arranged for a reception for shareholders at the meeting venue. The Company used a computerized registration system which could instantly process results after the end of each meeting agenda item. Such system rendered it convenient and auditable in a manner which the voting results could be precisely inspected. The legal advisors were assigned to verify the counting of votes, and representatives of shareholders were also present to witness the counting of votes in each agenda item throughout the meeting time. The votes required for each agenda item and the actual votes of such agenda item were clearly displayed after the end of collection of votes during the meeting in order to build up confidence in the counting of votes and encourage shareholders to regularly participate in meetings, as well as allowing shareholders to ask directors questions during the meetings to ensure convenience of the shareholders attending meetings and their actual participation in meetings.

(3) Participation in Management

The Company advised the shareholders to propose any agenda items and nominate candidates for selection as independent director via the news system of the Stock Exchange and on the Company's website at least three months before the end of 2019 in order to allow retail shareholders to share their useful opinions with the Company.

Moreover, the Company allows the shareholders to inquire about operational results, or request any documents directly with the Company throughout the year via the Company's email at [ir@ckpower.co.th](mailto:ir@ckpower.co.th).

### **9.1.2 The Equal Treatment for Shareholders**

The Company has a policy to ensure equal and fair treatment and protection of rights of all shareholders, both Thai and foreign





shareholders, major and minor shareholders, by various means as follows:

(1) Provision of Information in Support of Shareholders' Meetings

The Company allows retail shareholders to propose any agenda items in advance prior to the shareholders' meeting and nominate candidates for appointment as directors in advance in the last quarter of each year. Meetings are conducted in accordance with the Articles of Association and the Principles of Good Corporate Governance, which will be clearly notified to the shareholders in the invitation letter to attend each shareholders' meeting sent to the shareholders by registered mail, publicized on the Company's website, and disclosed via the Stock Exchange's website, as well as advised to the shareholders again prior to starting each shareholders' meeting. Furthermore, the Company conducted each shareholders' meeting in accordance with agenda items as notified in the invitation letter. Full details of each item on the agenda must be provided, together with adequate supporting information. Furthermore, any items which have not been made known to shareholders in advance may not be added to the agenda, especially for such matters on which shareholders must take time to consider relevant information prior to making a decision.

(2) Participation in Shareholders' Meetings and Management

Details refer to Item the Rights of Shareholders, namely, Participation in Shareholders' Meetings and Participation in Management.

(3) Prevention of Insider Trading

The Board of Directors imposes measures against insider trading by related persons, including directors, executives, staff, and employees, as well as their spouses and minor children, and also imposes punishments for disclosure or use of the Company's information for personal gain in accordance with the Corporate Governance Policy relating to insider trading. Directors and executives of the Company have acknowledged about the duty to report to the SEC Office on their holdings of securities in the Company, including holdings of securities by their spouses and minor children, of which reporting method has been changed





from hard-copy filing to electronic filing. In this regard, the Company will give written notice of a silent period of the Company's securities at least one month prior to the date of approval of the financial statements and at least one day after approval of the financial statements, in each quarter, in order for directors and executives to refrain from trading the securities during such period, in compliance with the regulations on insider trading. The Company also requires its directors and executives, including their respective related persons to quarterly report to the Corporate Governance and Risk Management Committee's Meeting and the Board of Directors' Meeting on change in their holdings of the Company's securities and the latest amounts of securities held by them.

(4) Interests of Directors and Executives

- Report on Conflicts of Interest of Directors

The Company requires its directors and executives to report their personal interests and disclose their and their related persons' directorships or executive positions in other legal entities. This is to ensure that directors have available information in support of their consideration and approval of execution of transactions of the Company and its subsidiaries with accuracy and transparency in compliance with the relevant rules and regulations. In this regard, the Company Secretary keeps such reports on conflicts of interest of the directors and executives.

- Interested Directors' Participation in Meetings

The Board of Directors sets out a policy to prohibit its directors and executives who are connected persons or interested persons in relation to any agenda items from participating in the meeting and voting on such items, whereby such directors and executives are allowed to be present at the meeting only for presentation of information. Considering an interested person or connected person is based on such report on conflicts of interest, together with facts, to truly comply with the Principles of Good Corporate Governance.



(5) Execution of Connected Transactions

- Transactions in Ordinary Course of Business or Transactions in Support of Ordinary Course of Business with General Commercial Terms and Remuneration based on Assets or Reference Value

There is no restriction on value of execution of transactions in ordinary course of business or in support of ordinary course of business with general commercial terms and remuneration which can be calculated from assets or reference value, to ensure that the execution of a transaction of high value will be duly approved by the Board of Directors' Meeting of the Company, the Board of Directors' Meeting of the Company has then resolved to grant approval in principle for management, namely, the Executive Committee's Meeting or management (as the case may be), to have the power to consider approving execution of transactions in ordinary course of business or in support of ordinary course of business with general commercial terms in compliance with the SEC Office's Letter No. SEC.Jor.(Wor) 38/2551 dated July 16, 2008 Re: Guidelines for Compliance with Section 89/12 (1) of the Securities and Exchange Act (No. 5) B.E. 2559 (2016).

In this regard, execution of connected transactions shall be promptly reported to the Audit Committee and the Board of Directors for acknowledgment in the next meeting.

- Connected Transactions of other Categories

The Company delegates to the Executive Committee the duty to consider scrutinizing and proposing such connected transactions to the Audit Committee's Meeting for consideration of justifications and benefits to be derived by the Company from execution of such transactions, for submission to the Board of Directors' Meeting for consideration and approval or further proposal to the shareholders' meeting, as the case may be, subject to the rules regarding transaction size pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies on Connected Transactions B.E. 2546 (2003) and the Notification of the Capital Market Supervisory Board No.



TorChor.21/2551 Re: Rules on Connected Transactions.

In this regard, directors who are connected persons or interested persons in any such agenda item will be prohibited from participating in and voting at the Executive Committee's Meeting or the Board of Directors' Meeting during the consideration of such agenda item. The Company discloses the execution of transactions under the requirements of such two Notifications and in the Company's Annual Registration Statement Form.

### **9.1.3 The Role of Stakeholders**

The Company realizes the significance of the rights of all groups of stakeholders, both inside, such as executives and staff of the Company and its subsidiaries, and outside, such as shareholders, traders, creditors, financial institution lenders, communities adjacent to power projects and society as a whole, and ensures fair treatment of all related parties. In addition, any inquiries or complaints can be submitted to directors or the Company Secretary directly via email of both channels as disclosed on the Company's website and in the Annual Registration Statement Form. The Company attends to the rights of the stakeholders as follows:

#### **1. Rights of Stakeholders**

##### **Shareholders**

The Company realizes its role as a business entity committed to generating long-term profit with good and steady returns to shareholders' utmost satisfaction, and subject to an obligation as a member of society to operate its business responsibly to ensure its sustainable growth. The Company thus sets its management structure to take into account all groups of stakeholders by way of transparent and reliable disclosure of clear and correct information to shareholders in support of their decisions to invest in the Company. In addition, shareholders have the opportunity to participate in and examine the Company's operations through various channels at all times.



## Staff

The Company regards all of its staff as important and instrumental in facilitating the organization's sustainable business operations and development to the future. The Company thus focuses on the continuing development of competency, knowledge, abilities and skills of staff, as well as attending to staff hygiene and safety at workplace, both headquarters and project sites, as per the following details:

### (1) Nomination and Employment

The Company employs personnel nomination systems which meet standards in a variety of channels to nominate candidates who are the most qualified for each position as well as promoting their awareness of good values of the organization via various channels of continuous and broad communication.

### (2) Structure and Evaluation

Despite the fact that the Company's corporate structure and evaluation meet standards, the businesses invested by the Company have gradually commenced their respective commercial operations, as a result, the Company's scopes of operations had been expanded extremely over the past years to ensure that the Company has its structure and evaluation which meets standards and can determine clear personnel structure and job descriptions of the Company and each of its subsidiaries, together with appointment, transfer and reward program which are transparent and appropriate to staff based on overall competency and performance of each staff. Moreover, the Company applies the performance assessment system based on Key Performance Indicators ("KPIs") as criteria for consideration and performance assessment of each staff. In this regard, the Company firmly believes that the clear measurement system will motivate staff's self-development in work performance and greatly assure staff of their career advancement.



(3) Remuneration and Welfare

The Company adopts a policy on payment of appropriate remuneration to staff at all levels by taking into consideration staff's performance and efficiency, along with the Company's operational results, through assessment centered on each staff's knowledge, ability and performance in the previous year, by comparison with average remuneration rates of staff in the electricity industry of similar size, economic factors and inflation rates. Moreover, the Company determines staff welfare and assistance programs in various aspects, among of which, for example, are establishment of a provident fund, granting the right to receive medical treatment and annual health check-up in medical institutions which meet standard, etc.

(4) Training for Development of Work-Related Skills and Knowledge together with Ethics

The Company realizes the significance of personnel development by encouraging staff at all levels to attend training courses; both in theory and in practice, along with occupational technique development courses of each business line and other courses which help enhance efficiency in work performance. Furthermore, the Company provides staff opportunity to propose any interesting and useful courses to the Company's consideration and approval, subject to the annual budget for staff training. The Company also gives priority to building of working environment and corporate culture to encourage all staff to participate in the Company's activities, help each other, and respect seniority and rights of one another, as well as promote awareness of the concepts and values of quality systems, which will strengthen relationships and unity among staff of the Company and its subsidiaries.

In this regard, details on training for staff's knowledge development are shown in the caption of Personnel Development Policy - Development of Competency.



(5) Work Environment, Safety and Hygiene

The Company realizes the quality of life and work safety for staff of the Company and its subsidiaries, both staff who perform duty inside their offices and who perform duty at various power projects, whereby the Company formulates measures on occupational safety and health, including arranging for officers to conduct inspection on work safety as well as improving working surroundings and environment on a regular basis in accordance with the ISO requirements and related safety rules to ensure safety. Moreover, the office and field staff of the Company and its subsidiaries have been provided with annual health check-up services on a yearly basis. In addition, new staff are enjoined to receive health check-up prior to actual performance, which can rest assured that staff are healthy and ready to fully perform works under his/her responsible duty and encourage staff to be aware of proper health care. In addition, the Company not only strictly complies with the labor laws, but also pays respect for staff privacy, whereby their personal data, such as salary, medical treatment records, family background, will not be disclosed to any third party or unrelated persons, except for such information required to be disclosed to relevant third parties under the provisions of laws. This can assure staff that staff's personal information provided to the Company will not be disclosed to others without prior consent of staff, and if required, for the purpose of work performance of such staff only.

In this regard, details on safety and hygiene at work are shown in the caption of Corporate Social Responsibility - Environmental Care.

(6) Compliance with Rules and Regulations

The Company emphasizes that staff of the Company and its subsidiaries must strictly comply with laws and rules and regulations of the Company or its subsidiaries, whereby the Company has announced and disclosed the Corporate Governance Policy ("CG Policy") in writing, in pursuit of work performance and desirable behaviors of staff, including the



Operation Manual of all work units as prepared in writing and disclosed in the Intranet system of the Company, in order to ensure that staff have acknowledged and adopted such policy for compliance therewith. Meanwhile, the Company enjoins all staff via staff's line of command to refrain from taking any illegal risk or action, whether criminal or civil. The Company also prevents any infringement of copyrights or intellectual property, whether with or without intent, and supports staff to follow the code of business conduct and perform duties in good faith without any involvement in corruption. Furthermore, the Company sets out guidelines on disciplinary sanctions, after investigation, against any violation or wrongful act in order: verbal warning, written warning, suspension and dismissal, in which case, the Company shall fairly consider providing severance pay under law.

#### Creditors/Financial Institution Lenders

The Company gives priority to its financial creditability and strictly complies with the conditions of the credit facility agreements by controlling and monitoring the financial management of the Company and its subsidiaries to ensure clarity and meet the objectives of money utilization notified to the creditors/financial institution lenders. The Company discloses reports on various forms of financial activities with transparency on a periodic basis and at request of the creditors/financial institution lenders. Over the past years, the Company and its subsidiaries have paid debts according to schedule without delay or default, nor have the Company and its subsidiaries ever negotiated for debt rescheduling, and as such, the financial institution lenders supporting the Company's projects can rest assured of the financial stability of the Company, its subsidiaries and its affiliated companies.

#### Trade Competitors

The Company complies with equitable and transparent competition rules in a manner that the Company properly operates its business in compliance with applicable laws and the code of business ethics, as well as meeting





standard competition practices, and avoids any dishonest means to discredit trade competitors.

#### Customers and Traders

As the Company operates its business as a holding company, holding shares in other companies engaging in business of production and distribution of electricity from hydropower, solar power, and cogeneration system, therefore, direct customers of its subsidiaries and associated companies whose shares are held by the Company are the Electricity Generating Authority of Thailand (“EGAT”) and the Provincial Electricity Authority (“PEA”), as government agencies which purchase the electricity, and operators within the industrial estates, therefore, the people are indirect customers of the Company. The Company aims at providing maximum benefits from the efficient and steady distribution of electricity, which not only meets customers’ satisfaction, but also contributes to the national economic and social development. In furtherance of the vision to be a leading power business company in Thailand and ASEAN region with the efficient operation, the Company formulates policies, and reviews, monitors the operational results of the companies invested by the Company on a monthly basis to ensure their satisfactory operational results, with the full capacity in uninterrupted distribution of electricity to the traders in accordance with the power purchase agreements. In addition, satisfaction of electricity purchasers has been assessed, with consecutive good and excellent results. Currently, the power projects as invested by the Company have already passed certifications of ISO standards. The Company also realizes the significance of the government sector’s energy balance policy to reduce utilization of electricity generated by consumable fuels and promote more utilization of renewable energy, which will result in the sustainable energy security for communities, society and the country.

The Company and its subsidiaries have not only given priority to their customers, but also to their traders, by complying with the Code of Business Conduct, the Suppliers’ Code of Conduct, and the Procurement Policy, to achieve the fairness and equality; as well as taking into account social and environmental responsibility to ensure the mutual benefits.





In this regard, details on customers' satisfaction survey are shown in the caption of Corporate Social Responsibility - Fair Business Operations.

### Communities and Society

The Company is grateful to the country and is aware of its role as part of Thai business sector and a member of society with the duty to operate business based on the corporate social and environmental responsibility for the purpose of sustainable development of the organization in parallel with the national development. The Company thus adopts diversified policies on power project implementation to strengthen the energy sector for the country, and focuses on eco-friendly power projects as well as devotes its full efforts to ensure the efficient distribution of electricity to the country, with an aim to be instrumental in developing and moving the country forward in cooperation with all parties concerned.

Other than taking into account social benefits from the Company's business operations, the Company also continues to support social and environmental activities, in particular such activities in communities adjacent to various power projects invested by the Company and in remote areas, so as to promote the development of communities and participatory awareness of social responsibility and public mind.

In this regard, details on activities for communities and society are shown in the caption of Corporate Social Responsibility - Corporate Social Responsibility Activity.

## 2. Protection of Rights and Roles of Stakeholders

The Company realizes the significance of equal rights of all stakeholders and then arranges for whistleblower channels to report any non-compliance with its code of conduct, any illegal acts or any suspected dishonest acts or misconduct committed by personnel in the Company and its subsidiaries, including any flaws in the internal control system caused by both staff and other stakeholders, as well as a whistleblower protection mechanism. In this regard, the whistleblower guidelines have been defined as follows:

- 2.1 Whistleblowing: The Company arranges for three whistleblower channels to the executives and the Board of Directors, per the following:



- To the Company Secretary at  
compliance@ckpower.co.th;
- To the audit committee members and the  
Board of Directors at  
directors@ckpower.co.th;
- To the Investor Relations at  
ir@ckpower.co.th.

2.2 Implementation: The executives and the Board of Directors have appointed a working group to collect details; consider examining facts of happened events; and set out appropriate methods for dealing with each matter.

2.3 Reporting: The Company Secretary, executives or audit committee members shall report to the Board of Directors for acknowledgement and for further report to stakeholders.

In this regard, the Company provides protection measures, confidentiality policy and restricted access to such information and disclosure to the persons concerned only, in order to make the complainant feel safe and secure. The whistleblower or complainant may choose to disclose their identity or to remain anonymous. The Company may, if applicable, provide special protection measures if the process is likely and can be expected to cause any difficulty or unsafety, and the whistleblower or complainant will receive damage alleviation or compensation as appropriate and fair from the Company or persons causing damage under the Company's management mechanism and the rules of laws.

The Company has incorporated various forms of anti-corruption in the CG Policy, and the Company is also setting out additional guidelines for formulating appropriate internal control measures.

In this regard, details on anti-corruption policy are shown in the caption of Corporate Environmental Responsibility - Anti-corruption.

### 3. Respect of Human Rights

All directors, executives and staff of the Company and its subsidiaries will be duly treated by the Company and its subsidiaries in accordance with the human rights and



civil rights under the Constitution and laws. Furthermore, the Company and its subsidiaries set out employment guidelines for both permanent staff and employees for strict compliance with the labor employment standards and requirements under the labor laws so that the workplace is safe and hygienic as appropriate. In addition, directors, executives and staff are expected to treat others respectfully in terms of human rights, including their honor and dignity. The Company and its subsidiaries provide channels for communication, suggestion and grievance on matters relating to work, to ensure that personnel of the Company and its subsidiaries embrace participatory management, which will make all staff of the Company and its subsidiaries feel part of the organization; and also realize the duty to be part in organization development, as well as creating good understanding and relationship for work cooperation. At the same time, the Company also opens communication channels for whistle-blowing and complaints between the Company and third parties for any problems, impacts or improvements resulting from the business operations of the Company and its subsidiaries, together with suggestions for development of management and supervision of the Company and its subsidiaries. Over the past years, the Company and its subsidiaries have never received any report on or encountered any labor dispute or violation of human rights.

4. Respect of Intellectual Property Rights or Copyrights

The Company formulates the Corporate Governance Policy which reflects strict respect for intellectual property rights or copyrights, as well as incorporating the same into the Operation Manual to ensure efficient communication and compliance of staff, namely, strictly prohibiting the Company's personnel from using any copyrighted work or information for gain or taking any act in a manner risking infringement of intellectual property or copyrights, by requiring that all programs installed in the Company's computers for work operations must be legally copyrighted only.

5. Environmental Responsibility and Utilization of Resources

With the mission to generate optimal and steady returns and simultaneously give priority to creating benefits and minimizing impacts from various projects on the environment, communities and all parties concerned, other than the Company's selective investments in eco-



friendly renewable energy projects, the Company also realizes the significance of the mostly effective and productive utilization of resources in every step of its business operations, and implements policies and fosters a sense of environmental protection awareness for staff of the Company and its subsidiaries, as well as ensures that the Company's power projects, which have commenced commercial operation, and which are under construction, strictly comply with various environmental laws and regulations, including ISO standard requirements, in parallel with environmental rehabilitation to ensure balance and growth of the communities alongside environmental sustainability.

Currently, more than 90 percent of the Company's power projects are renewable energy projects, namely, hydropower projects and solar power projects. In this regard, the Company is committed to continuing development of renewable energy project of various categories.

In this regard, details on environmental responsibility and utilization of resources are shown in the caption of Corporate Governance Responsibility - Environmental Care.

#### **9.1.4 Disclosure and Transparency**

The Company is aware of the significance of accurate, complete, transparent and timely disclosure of financial information, information to be periodically disclosed, and general information, including material information which may affect prices of the Company's securities, in accordance with the rules of the SEC Office and the Stock Exchange, which may influence the decision-making on the part of its investors and stakeholders, and ensures equal access to such information for shareholders, stakeholders, together with general public, as per the details of disclosure and transparency as follows:

##### **1. Channels for Disclosure**

The Company regularly discloses the operational results under the periods and under significant events in accordance with the rules of the SEC Office and the Stock Exchange via numerous channels, namely, websites of the SEC Office and the Stock Exchange, and the Company's website at [www.ckpower.co.th](http://www.ckpower.co.th), which will be always kept updated. In addition, the number of



visitors to the Company's website has been monitored for further improvements and to facilitate shareholders' more convenient search for the Company's information, the Company has presented significant information in Thai and English versions, comprising:

- The Company's general information, namely, company background, vision and mission, policies and strategies, investment portfolio, results of project implementation and that as presented to analysts or the public, organization chart, Board of Directors and subcommittees, including pending future projects, etc.
- Financial highlights, namely, financial reports, analysis summary of periodic operational results, stock information, stock news, analyst coverage and information for general people as presented to analysts or the public, etc.
- Corporate governance, namely, Corporate Governance Policy, Form 56-1, Form 56-2, supporting documents and VDOs of shareholders' meetings, channels for whistleblowing or complaints, social and environmental responsibility activity news, etc.

Other than disclosure via the website, the Company also submits the invitation letter to attend the meeting or various documents within the periods required for the shareholders' meeting or the SEC Office's or the Stock Exchange's requirements for submission of documents to shareholders, that is, the Company submits Form 56-1 to the SEC Office before the due date on March 31 each year and submits the Annual Report in the form of QR Code to shareholders before the due date of 120 days from the end of the accounting period. In each year, the Company submits the invitation documents to attend the meeting, together with the Annual Report in the form of QR Code to shareholders, at least 14 days before the Annual Ordinary General Meeting of Shareholders, and also delivers the printed Annual Report at the request of the shareholders, as well as disclosing the Annual Report on its website on the same date as that of delivery of the invitation letter and the Annual Report to shareholders for ensuring the shareholders' broad and prompt access to information on the Company's operational results. In addition to those documents required under the requirements of the SEC Office and the Stock Exchange,



the Company also provides information on movements and discloses the Company's operational results via its website and a variety of printed media, including roadshows organized by the Stock Exchange or invited by other agencies, including those organized by the Company on a quarterly basis.

In this connection, the Company provides channels for disclosure and explanation on company information to ensure all parties have clear, equal, accurate, complete and prompt access to the Company's information through the Company's central unit, namely, Investor Relations, which is responsible for contact and communication with shareholders, financial institution investors, securities analysts, investors and interested persons in accordance with the Investor Relations Code of Conduct to ensure that the Investor Relations Unit has carried out operations with fairness and non-discrimination under the Principles of Good Corporate Governance.

In 2019, the Company organized related activities, as summarized below:

- 4 analyst meetings;
- 7 company visit and conference call meetings;
- 13 roadshows, both inside and outside the country;
- Answering questions by telephone and email relating to business operations and business direction in the future, etc.

## 2. Preparation and Submission of Financial Reports

The Board of Directors acknowledges its responsibility for the accurate, complete, justifiable, and transparent information in financial reports, which can prevent any fraud and inspect any unusual conduct as well as safeguarding benefits of retail shareholders. The Company's financial statements are thus prepared in accordance with generally accepted accounting standards in Thailand and comply with applicable laws and notifications, subject to the selected accounting policies and regular compliance, with an exercise of discretion with due care, including adequate and complete disclosure in the notes to the financial statements.



The Company has appointed the auditor who has knowledge and expertise in this field, standard practice, and has an international reputation, without a conflict of interests with the Company which will cause a lack of independence in serving as the Company's auditor, to perform the duty in auditing the Company's financial statements, and the Company's certified public accountant will be rotated in accordance with the requirements of the SEC Office and relevant authorities, to ensure transparency and independence in the duty performance in compliance with the Principles of Good Corporate Governance. Moreover, the Company also releases the Management Discussion and Analysis relating to the financial position, operational results, and significant financial changes during the preceding quarters for shareholders and investors on a quarterly basis, together with disclosure via SET Portal of the Stock Exchange along with submission of financial statements. Moreover, the information shall be disclosed on the Company's website to facilitate any interested persons' access to such information as another channel. Until now, the Company has disclosed the quarterly and annual financial statements in advance before the due date of disclosure, and has no record of being ordered to revise the financial statements.

In this regard, the Board of Directors reviews the internal control system to ensure the efficiency via the Audit Committee to reasonably assure that accounting records are correct and complete and adequately monitor its assets; to detect any flaw; and to prevent any fraud or unusual conduct.

3. Criteria for Trading Securities of Directors and Executives

The Company requires its directors and executives to refrain from trading securities of the Company at least one month before the date of approval of financial statements and at least one day after approval of the financial statements, whereby the Company will give written notice to its directors and executives, including their spouses and minor children, to refrain from trading or changing their holdings of securities, whereby they are required to report to the Corporate Governance and Risk Management Committee, the Audit Committee, and the Board of Directors in each quarter. Moreover, the Company requires staff authorized to have access to the Company's significant information, which may affect movement of securities price, to refrain from trading





such securities or to wait until the public receives information and has adequate time to review such information as appropriate to ensure real compliance with the requirements for insider information usage prevention under the CG Policy of the Company. In this regard, the Company requires its directors or executives to report to the Compliance Unit upon his/her trading of securities or change in his/her holding of securities so that the Company, together with such directors or executives, will prepare complete reports for submission to the regulatory units within the periods of time specified by law, namely:

- Report of holding securities in the Company (“Form 59-1”) which shall be submitted upon appointment as director, executive, auditor, within 30 days from the date of appointment.
- Report on changes in securities holding (“Form 59-2”) which shall be submitted in each trading or change in holding of securities in the Company, within 3 business days from the date of such trading or change in holdings of securities.

Furthermore, the Company requires its directors and executives to report to the Company for acknowledgement on their interests and their related persons upon their holding of office for the first time and each change therein. In this part, the Company will regularly inquire about any change on a yearly basis to update information relating to their interests. These arrangements can assure the Company of transparency in consideration of execution of transactions, including in arrangements of various matters, without involvement of any director or executive who have interests.

### **9.1.5 Responsibilities of the Board of Directors**

#### **1. Structure of the Board of Directors**

- 1.1 The Board of Directors comprises qualified persons who have knowledge, abilities and experience on an executive level from various organizations and from a diverse variety of professions, namely, economics, administration, accounting, engineering and law, which are in line with the Company's business strategy to be a





leading power business company in Thailand and ASEAN region with the efficient operation. The Board of Directors' advisors, who are knowledgeable and specialize in different areas, namely, economics, accounting, finance, administration, and engineering, are appointed for useful consultation on technical and administrative matters for the Company and its subsidiaries. Therefore, they can efficiently apply their experience, knowledge and abilities to develop and determine policies and directions of the Company's business operations to ensure the utmost benefits to the Company and shareholders. The Board of Directors plays a key role to introduce policies and strategies, and sustain the corporate image, along with supervision, monitoring, inspection, follow-up on work performance of the management and assessment of the Company's operational results according to plan. The Board of Directors of the Company and its subsidiaries will meet to review the respective operational results in the preceding year to consider whether it meets the target and it is within the specified budget, as well as future action plans to ensure consistency with strategies and business plan for the long and short terms on a yearly basis.

The Board of Directors realizes the significance of regular meetings to jointly consider reviewing the vision, mission and strategies of the Company on a continuous basis, as well as considering approval of significant transactions and annual action plans to fix the direction for the business operations.

- 1.2 The Board of Directors is composed of a total of 12 directors, comprising five executive directors and seven non-executive directors, with four independent directors (including the Chairman of the Board of Directors) who represent not less than one-third of the total number of directors. Such structure gives rise to a counterbalance of votes on consideration of various matters. Furthermore, the Board of Directors appoints four subcommittees, namely, the Executive Committee, the Audit Committee, the Corporate Governance and Risk Management Committee,



and the Nomination and Remuneration Committee.

1.3 Directors shall have a term of service for three years. Directors who retire by rotation may be re-appointed. At every annual general meeting of shareholders, at least one-third of the number of directors shall vacate their office.

1.4 The Chairman of the Board of Directors and the Managing Director are not the same person to distinguish between the Corporate Governance Policy making and the day-to-day management, whereby the Board of Directors clearly determines powers and duties of the Chairman of the Board. The Chairman of the Board of Directors is an independent director as defined by the Stock Exchange and has no any relationship with management.

2. Roles, Duties and Responsibilities of the Board of Directors

2.1 The Board of Directors ensures that the Corporate Governance Policy is set and regularly reviewed at least once a year in the Board of Directors' Meeting, and communicates the Corporate Governance Policy to all personnel in the organization for their full and proper compliance.

2.2 The Company requires the Board of Directors to comply with the Code of Best Practice for directors of listed companies in accordance with the guidelines of the Stock Exchange. The Board of Directors must acknowledge and understand their roles, duties and responsibilities, and perform the duties in accordance with the laws, business objectives, the Articles of Association of the Company, together with resolutions of shareholders' meetings, with integrity, in the best interests of the Company and shareholders.

2.3 The Board of Directors determines policies, business goals, business plans and budget of the Company, and also supervises and monitors to ensure the efficiency and effectiveness of the management's operations in compliance with the specified policies, action plans and budget to



ensure the utmost benefits of the Company and shareholders.

- 2.4 The Board of Directors arranges for assessment of the performance of the Board of Directors and subcommittees as a whole and on an individual director/member basis, covering various matters under the Board Self-Assessment Form issued by the Stock Exchange to guide the listed companies in their respective board self-assessment in line with the Principles of Good Corporate Governance for Listed Companies of the Stock Exchange.
- 2.5 To efficiently supervise and monitor its subsidiaries and associated companies in which the Company invests as if they were business units of the Company, the Company then sets the Control Policy and Governance Mechanisms for those businesses in which the Company invests, for use as a mechanism for supervision and monitoring of those subsidiaries and associated companies. This is to ensure that the subsidiaries and associated companies adopt management and internal control systems in material matters in compliance with the rules of the SEC Office and the Stock Exchange in the same manner as the Company.
- 2.6 The Company requires the Board of Directors to regularly meet every three months, at least four times a year, and all directors are requested to attend such meetings, particularly the Chairman of the Board of Directors and chairpersons of the subcommittees in accordance the good corporate governance guidelines and all directors managed to attend the meetings to jointly consider significant agenda items.
- 2.7 The Company gives top priority to information to be used by the Board of Directors in support of its consideration. It then has set out in the Company's Corporate Governance Policy that the period of delivery of each meeting's supporting documents to directors shall be at least seven days prior to the meeting date, except for urgent or confidential agenda items which will be sent on the day preceding the meeting date, in order for



the Board of Directors to have time to study such information before attending the meeting.

Other than the Principles of Good Corporate Governance and best practices of the Stock Exchange, the Company also determines policies and work rules and regulations to promote its good corporate governance, as follows:

(1) Conflict of Interest Policy

The Company realizes the significance of transparent consideration of various transactions which are useful for the Company, and then adopts a policy to prevent any transactions which may give rise to a conflict of interests or represent related party transactions, as follows:

- Directors and executives must inform the Company of their relationships or connected transactions in any business which may give rise to a conflict of interests, and the Company will prepare a report on interests of such directors or executives accordingly;
- Any connected transaction with directors which may give rise to a conflict of interest with the Company must be avoided. Any connected transaction which is necessary to be executed must be proposed to the Audit Committee to consider providing an opinion prior to seeking the Board of Directors' approval in accordance with the Principles of Good Corporate Governance and to ensure compliance with the rules as specified by the Stock Exchange and the SEC Office;
- Any director who has an interest in any agenda item is prohibited from voting and attending the meeting on such agenda item.
- Executives and staff must comply with the Articles of Association and the code of business ethics of the Company, which is considered a significant matter for strict compliance, in order to ensure all stakeholders' trust in the Company's



reliability, and which is made known to all staff of the Company to ensure their understanding and compliance accordingly.

(2) Requirements Relating to Ethics and Code of Conducts

To ensure good practices for directors, executives, and staff of the Company so that they conduct themselves under the appropriate guidelines to professionally operate the business, and fulfill their moral, economic and social responsibilities as a whole in support of the good corporate governance system mainly based on integrity, fairness and transparency, business ethics and code of conduct have been determined as standard framework for business operations for compliance by directors, executives, staff and all parties concerned. The desirable behavior in various aspects includes:

1. Desirable behavior to the Company's business operations, requiring that the Company operate its business legally for the benefit of the economic, social and environmental systems; treat all parties concerned fairly and refrain from taking advantage of them; disclose information; treat its staff properly; create values that focus on the organization's interests rather than personal interests; and implement a whistleblower guide.
2. Desirable behavior of directors, requiring that directors perform their duties with honesty, integrity, fairness, prudence and due care; completely separate their personal dealings from the Company's dealings; keep the Company's information confidential and refrain from disclosing it except with the Company's permission; strictly adhere to and observe the laws, rules and regulations of the relevant regulatory agencies; refuse to receive any money or gift and refrain from abusing their directorships to seek personal benefit.



3. Desirable behavior of management, requiring that executives conduct themselves morally and make any decision in good faith, with due care, honesty, integrity in the best interests of the Company, shareholders, customers and staff; and demonstrate their commitment to ethics; and treat staff politely and deal with their subordinates with fairness; and respect staff's rights and opinions.
4. Desirable behavior of staff, requiring that staff must strictly comply with the Company's work rules and regulations; perform works with honesty, integrity, perseverance, diligence and improve their productivity; have a positive attitude, respect seniority and hierarchy; act morally and refrain from engaging in disgraceful conduct; and refrain from disclosing confidential information they have access from work; cooperate with and help others; perform work in the best interests of the organization; and effectively use resources at their optimum.
5. Desirable behavior to customers, requiring that staff provide customers with good services and integrity, and maintain efficient performance for the customers' utmost satisfaction, resulting in social development as a whole.
6. Desirable behavior to traders, requiring that staff treat traders with integrity and equality.

(3) Internal Control System

The Company is aware of the significance of the internal control system at the management and operating levels, and then clearly determines the scope of powers, duties and authorities in writing, as well as establishing the Internal Audit Office with the duty to review to ensure compliance with the internal control system, and also supervises, monitors the use of assets for the optimum benefits, as well as separates the duties and



responsibilities for approval, recording of accounting transactions and information memorandum, and storage and care of assets, to ensure an appropriate counterbalance and audit system. Moreover, the Company also implements an internal control relating to financial system by way of financial reporting to the executives in charge. In addition, the Company and its subsidiaries plan to employ the same auditor for convenient control and management of accounting and finance, and also require that the Company's auditor must be rotated in accordance with the regulations of the SEC Office and relevant authorities. In this regard, the Company sets out clear and measurable business goals. That is, the management must review and compare the actual operational results with the specified goals; assess external and internal risk factors found in the operations; analyze contributing factors and determine measures to follow up events which cause such risk factors, including measures to minimize risks and delegation to relevant units to regularly follow up such risks, the results of which must be reported to the Board of Directors.

(4) Risk Management

The Board of Directors appoints the Corporate Governance and Risk Management Committee to have the duties to consider approving the Company's risk management and acknowledge its subsidiaries' risk management, as well as follow up and acknowledge the risk management plans of the Company and its subsidiaries, including the duty to quarterly report to the Board of Directors' Meeting on problems in respect of key risks and progress of remedial actions for such risks.

(5) Remuneration for Directors and Executives

The Company fixes remuneration for directors and executives, on which details are shown in the caption of Remuneration for Directors and Executives - Remuneration for Directors and Executives.



(6) Development of Directors and Executives

The Board of Directors has a policy to promote and support training and provision of acknowledgment to personnel related to the Company's corporate governance system on a continuous basis.

Details on training are shown in the caption of Personnel Development Policy - Development of Competency.

(7) Report of the Board of Directors

The Board of Directors is responsible for the Company's financial statements. The Audit Committee is authorized to review the financial report and ensure that the financial report is of good quality and accuracy in accordance with generally acceptable accounting standards, and with transparent and adequate disclosure of the Company's material information. The management and/or the auditor jointly meet and propose the financial report to the Board of Directors every quarter. The Board of Directors is responsible for the Company's financial statements, including financial information memoranda (report on responsibilities of the Board of Directors towards financial report) as appears in the Annual Report, that such financial statements are prepared in accordance with the generally acceptable accounting standards and are audited and certified by the Company's auditor, and that the material information and news, both financial and non-financial, is completely and regularly disclosed based on the facts.

3. Subcommittees

The Board of Directors has established four subcommittees to closely follow up and supervise the operations, and regularly report on the results to the Board of Directors, comprising the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Governance and Risk Management Committee. The Board of Directors determines the duties and





responsibilities of each subcommittee, per the details in the captions of Management Structure and Subcommittees.

#### 4. Board and Committee Meetings

| Name                                  | Attendances/Total Number of Meetings in 2019 |                     |                 |  |                                       |
|---------------------------------------|--|---------------------|-----------------|--|---------------------------------------|
|                                       | Board of Directors                           | Executive Committee | Audit Committee | Corporate Governance and Risk Management Committee | Nomination and Remuneration Committee |
| Dr. Thanong Bidaya                    | 6/6  |                     |                 |  |                                       |
| Mr. Plew Trivisvavet                  | 5/6  | 10/10               |                 |  |                                       |
| Dr. Jon Wongswan                      | 4/6  |                     | 3/4             |  |                                       |
| Mr. Narong Sangsuriya                 | 5/6  |                     |                 | 4/4  |                                       |
| Dr. Vicharn Aramvareekul              | 6/6  |                     | 4/4             | 4/4  | 2/2                                   |
| Mr. Chaiwat Utaiwan                   | 6/6  | 10/10               |                 |  |                                       |
| Mr. Prawet Ingadapa <sup>1</sup>      | -  |                     | 1/1             |  | 0/1                                   |
| Dr. Patarut Dardarananda <sup>2</sup> | 5/5  |                     | 3/3             |  | 1/1                                   |
| Mr. Prasert Marittanaporn             | 6/6  | 10/10               |                 |  | 2/2                                   |
| Mr. Van Hoang Dau                     | 5/6  |                     |                 |  |                                       |
| Mr. Vorapote Uchoepaiboonvong         | 5/6  |                     |                 |  |                                       |
| Dr. Supamas Trivisvavet               | 6/6  | 10/10               |                 |  |                                       |
| Mr. Thanawat Trivisvavet              | 6/6  | 10/10               |                 | 3/4  |                                       |

**Remarks:** <sup>1</sup> Mr. Prawet Ingadapa vacated the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, with effect from February 21, 2019.

<sup>2</sup> The Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Patarut Dardarananda to hold the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member to fill such vacancies, with effect from February 21, 2019.

#### (1) Board of Directors' Meetings

The Company gives prior notice of annual schedule and main agenda of the Board of Directors' Meetings as well as the Company's annual meeting plan, to directors and executives so that directors can manage their time to attend the meetings. Pursuant to the Articles of Association, the Board of Directors must hold a meeting every three months. In this regard, the Board of Directors appoints and authorizes the Executive Committee to have the power to consider approving significant matters, subject to the power of consideration and approval of the Executive



Committee and as delegated by the Board of Directors, and monitor management's performance. The Company sends the invitation letter to attend the Board of Directors' Meeting, together with agenda and supporting documents to directors and executives at least seven days prior to the meeting date, except for urgent or confidential agenda items which will be sent on the day preceding the meeting date, in order for the Board of Directors to have time to study such information before attending the meeting.

In 2019, the Company's Board of Directors convened six meetings to consider a variety of material matters, and a meeting with non-executive directors, without management, in order for non-executive directors to independently share their views and to efficiently follow up management's performance. The Chairman of the Board of Directors attended and presided over the meetings. As there were items on execution of connected transactions for consideration, directors who were interested persons as listed in the invitation letter and the agenda delivered by the Company to all directors and executives in advance, were well aware of their rights and duties, they then requested to be excused from attending such meetings and voting on such items to ensure compliance with the Company's Corporate Governance Policy and the Principles of Good Corporate Governance for Listed Companies.

In 2019, all directors' attendance at the meeting was not less than 90 percent of all board of directors' meetings, and all directors mostly attended the meetings not less than 80 percent of all meetings throughout the year.

Furthermore, the Company set out the practices relating to the minimum quorum at the Board of Directors' Meeting, namely, at the time when the Board of Directors cast their votes in the meeting, there shall be directors present at the meeting in a number not less than three-fourth or not less than 75 percent of all directors and there shall be composed of chairpersons of all subcommittees, to constitute a quorum, etc.

(2) Subcommittees' Meetings

- Executive Committee

In 2019, the Executive Committee convened ten meetings to consider scrutinizing matters relating to management before proposing them to the Board of Directors, and consider approving various matters in relation to management under the power as delegated to



it by the Board of Directors. Last year, the executive directors' attendance at the meeting which formed the quorum was 100 percent of all meetings.

The executive directors have strictly complied with the Principles of Good Corporate Governance by not attending the meeting in any items in which they are connected persons or interested persons.

As for details of report on performance of other subcommittees, they are shown in the caption of Report of Subcommittees.

5. Board Self-Assessment

The Board of Directors has a policy to support assessment of the performance of the Board of Directors and subcommittees as a whole and on an individual director/member basis, at least once a year in accordance with the Principles of Good Corporate Governance for Listed Companies. The Board of Directors' Meeting used the Board Self-Assessment Form prepared by the Stock Exchange in the assessment of the performance of the Board of Directors and subcommittees, comprising:

- Assessment criteria were calculated from the weighted average of the appraisers and the weighted average in each assessment subject as follows:

4 = Strongly agree or excellently conducted

3 = Considerably agree or well conducted

2 = Agree or moderately conducted

1 = Disagree or seldom conducted

0 = Strongly disagree or never conducted

- Self-assessment for the board of directors as a whole, divided into six subjects, namely, (1) structure and qualifications of the board of directors; (2) roles, duties and responsibilities of the board of directors; (3) the board of directors' meetings; (4) performance of duties of the board of directors; (5) relationship with management; and (6) self-development of directors.

In 2019, the total average assessment scores were higher than that in 2018, with the overall scores at a somewhat excellent level.

- Self-assessment of the subcommittee members as a whole and on an individual basis, divided into five subjects, namely, (1) structure and



qualifications of the board of directors; (2) the board of directors' meetings; (3) roles, duties and responsibilities of the Audit Committee; (4) roles, duties and responsibilities of the Nomination and Remuneration Committee; and (5) roles, duties and responsibilities of the Audit Committee.

In 2019, the total average assessment scores were higher than that in 2018, with the overall scores at a somewhat excellent level.

- Self-assessment of the board of directors on an individual basis, divided into three subjects, namely, (1) structure and qualifications of the board of directors; (2) the board of directors' meetings; and (3) roles, duties and responsibilities of the board of directors.

In 2019, the total average assessment scores were higher than that in 2018, with the overall scores at a somewhat excellent level.

To assess the performance of the Board of Directors and subcommittees as proposed by the Corporate Governance and Risk Management Committee, the Company Secretary has been authorized to summarize and present the results of the performance assessment to the Nomination and Remuneration Committee to consider acknowledging such results, as well as setting out guidelines for improvement of efficiency in performance of the Board of Directors to ensure consistency with the Principles of Good Corporate Governance.

#### 6. Remuneration for Directors and Executives

##### Remuneration for Directors

The Company establishes a clear policy on remuneration for directors in line with duties and responsibilities of each director, per details as shown in the caption of Remuneration for Directors and Executives - Remuneration for Directors.

##### Remuneration for Managing Director and Executives

The Company establishes criteria and policy on payment of remuneration for executives of the Company, per details as shown in the caption of Remuneration for Directors and Executives - Remuneration for Executives.

The amounts of remuneration for executives appear in the caption of Management Structure - Remuneration for Executives.



## 7. Development of Directors and Executives

### (1) Training for Directors and Executives

The Company has a policy to support and sponsor training and learning for its directors and executives on a regular basis to ensure their improved performance and recognition of their roles, duties and responsibilities as the Company's directors. To this effect, all directors have successfully passed the Director Certification Program ("DCP") organized by the Thai Institute of Directors Association ("IOD"). In addition, the Company regularly sends directors to participate in training or seminars organized by the SEC Office or the Stock Exchange. In this regard, details of the training and seminars are shown in the caption of Personnel Development Policy - Development of Competency.

### (2) Orientation for New Directors

The Company arranges for orientation for newly-appointed directors for the new directors to understand the business and performance of duties as directors. The Managing Director Office, in association with management, prepares the company profile documents, comprising, company background, listed company directors' handbook, the Principles of Good Corporate Governance, power and duties of the Board of Directors, previous operational results, and projects in the development plan, including schedules of committees/subcommittees' meetings. Furthermore, the Company encourages new directors to participate in training courses organized by the IOD, such as, DCP, to support directors' and executives' performance of duties.

## 8. Succession Plan

The Company prepares a succession plan for the positions of Managing Director, the high level executives and in the primary line, to nominate personnel with competency to secure succession and smoothly perform duties in line with the Company's objectives and policies. In so doing, the Company emphasizes the internal recruitment, by taking into account the performance, potentials and readiness of each person. In this regard, the Company prepares to provide those potential successors with development of knowledge, competency and skills as required for succession to their work positions in the absence of the Managing Director or executives in such positions, to ensure smooth and continued succession. Moreover, promotion is required to be considered every year under the specified criteria for development of personnel with good performance and competency to hold the higher position in accordance with the staff's line of command. There are procedures for determination and nomination of successors, namely, the



Executive Committee will consider selecting successors to the position of Managing Director for nomination to the Nomination and Remuneration Committee's Meeting to consider scrutinizing such successors; and the Managing Director will consider selecting successors to the position of Deputy Managing Director for nomination to the Executive Committee's Meeting to consider approving appointment as Deputy Managing Director; and the Managing Director will consider selecting successors to the position of Assistant Managing Director for further consideration and appointment.

As for human resource management at the middle management level downwards, the Company sets up a human resource management system by allocating, monitoring, following up and conducting assessment, including an appropriate and fair remuneration system, with determination of duties and responsibilities, performance of personnel, performance standard, personnel development and efficient communication.

## 9.2 Subcommittees

The Board of Directors has appointed four subcommittees to closely follow up and supervise the operations, and regularly report on the results to the Board of Directors, comprising the Executive Committee, the Audit Committee, the Corporate Governance and Risk Management Committee, and the Nomination and Remuneration Committee. The Board of Directors appoints and determines the duties and responsibilities of each subcommittee, as follows:

### (1) **Executive Committee**

The Board of Directors appoints the Executive Committee, comprising five members with the duty to lay down business guidelines and operations to pursue the strategies and goals set by the Board of Directors and ensure smooth administration. Details of the persons who serve as Chairman of the Executive Committee and executive directors, together with their attendances at the Executive Committee's Meetings, appear in the caption of Management Structure - Subcommittees.

**Scope of powers, duties and responsibilities of the Executive Committee as specified by the Board of Directors** is as follows:

1. The Executive Committee has powers, duties and responsibilities to manage matters in relation to the ordinary course of business and management of the Company; scrutinize and set out policies, business plans, budget, management structure, with managerial powers of the Company; and set out criteria for business operation in line with the economic conditions, for submission to the Board



- of Directors' Meeting for consideration and approval and/or endorsement, including review and follow up of the Company's operational results in accordance with the specified policies;
2. To propose goals, policies, business plans, including business strategies and annual budget of the Company, business expansion, financial plans, human resources management policies as well as to consider and screen the proposals of Management for submission to the Board of Directors for consideration and approval;
  3. To monitor and supervise the Company's business operations to ensure compliance with policies, action plans, and budget as approved by the Board of Directors;
  4. To consider approving operations in the ordinary course of business, together with operations in support of the ordinary course of business of the Company on an arm's length basis, but not exceeding budget as approved by the Board of Directors or approved in principle by the Board of Directors' resolution, subject to the rules of the Office of the Securities and Exchange Commission, including the Stock Exchange of Thailand in relation to connected transactions and acquisition or disposition of assets;
  5. To have power to authorize one or several persons to take any action, subject to supervision of the Executive Committee, or such person(s) may be authorized to have such powers and for such period of time as the Executive Committee may deem appropriate, and such authorization may be cancelled, revoked, changed or amended as appropriate at any time by the Executive Committee; provided that the said authorization must not empower person(s) or appoint substitute(s) to enable such person(s) authorized by the Executive Committee to approve any transaction in which he or she or other person(s) may have a conflict or interest or any other conflict of interest, to be executed with the Company or its subsidiaries and/or associated companies, except for approval of such transaction in the ordinary course of business and on an arm's length basis in compliance with the notifications of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or the relevant authorities, subject to approval in principle by the Board of Directors;





6. To consider profit and loss of the Company, proposals for payment of interim or annual dividends for submission to the Board of Directors' consideration or screening and proposing such matters to the shareholders' meeting for approval;
7. To consider approving the interim dividend of subsidiaries;
8. To consider approving any related party transactions in which no member of the Executive Committee has an interest under the same general commercial terms as those an ordinary person would agree with a general counterparty under the same circumstances, on the basis of commercial negotiation without any influence between the Company and its subsidiaries, directors, executives or other parties concerned, as well as to take necessary steps in relation to such transactions, and to consider authorizing any persons to proceed with such matters under the scope of such authorization from time to time. The Executive Committee must report to the Board of Directors' Meeting on such transactions that are of a material high value on a quarterly basis or as required by the Board of Directors;
9. To perform any other functions as assigned by the Board of Directors from time to time.

**(2) Audit Committee**

The Board of Directors appoints members of the Audit Committee, comprising three independent directors holding the position of members of the Audit Committee, who have qualifications under the regulations as specified by the SEC Office. The Audit Committee's duty is to inspect and control the Company's operations to ensure compliance with the regulations of the relevant regulatory agencies for submission to the Board of Directors for consideration and acknowledgement. The Board of Directors also sets out the Audit Committee's Charter to determine duties, qualifications, appointment and term of office of members of the Audit Committee. Members of the Audit Committee have a term of office for three years according to the term of directorship office. Upon expiration of the term of office, he/she may be re-appointed by the resolution of the Board of Directors' Meeting. Details of the persons who serve as Chairman of the Audit Committee and members of the Audit Committee, together with their attendances to the Audit Committee's Meetings, appear in the caption of Management Structure - Audit Committee.





**Scope of powers, duties and responsibilities of the Audit Committee as specified by the Board of Directors** is as follows:

1. To review and ensure that the Company's and its subsidiaries' financial reporting is accurate and adequately disclosed;
2. To approve the quarterly financial statements for submission to the Board of Directors for acknowledgement in the following Board of Directors' Meeting, as well as considering reviewing the annual financial statements for submission to the Board of Directors to consider scrutinizing and proposing the same to the shareholders' meeting;
3. To review and ensure that the Company's and its subsidiaries' internal control and internal audit systems are suitable and effective; and consider the independence of the internal audit unit as well as approving consideration, appointment, transfer, termination of employment of the internal audit head or any other unit heads with responsibility relating to internal audit;
4. To approve the internal audit plan and review the audit report as well as considering following up issues found in the audit report;
5. To review and ensure the Company's performance in compliance with the laws on securities and exchange, requirements of the Stock Exchange of Thailand and the laws relating to the Company's business, and review and ensure the Company's subsidiaries' performance in compliance with the regulations specified in the Control Policy and Governance Mechanisms;
6. To consider, select, nominate, appoint/terminate employment, and determine remuneration of an independent person to serve as the Company's auditor, together with meeting with the auditor, and propose remuneration for such person, as well as meeting with the auditor without the Management Team at least once a year;
7. To consider connected transactions or transactions which may involve a conflict of interest, including transactions on acquisition or disposition of assets of the Company and its subsidiaries in compliance with the laws and requirements of the Stock Exchange of Thailand, together with the Control Policy and Governance Mechanisms, in order to ensure that such transactions are justified and of the utmost benefit to the Company;



8. To prepare the Audit Committee's report and disclose it in the Company's Annual Report. Such report must be signed by the Chairman of the Audit Committee and consist of at least the following information as required by the Stock Exchange:
  - 8.1 Opinion on accuracy, completeness, reliability of the Company's financial reports;
  - 8.2 Opinion on adequacy of the Company's internal control system;
  - 8.3 Opinion on compliance with laws on securities and exchange, regulations of the Stock Exchange, or laws related to the Company's business;
  - 8.4 Opinion on suitability of the auditor;
  - 8.5 Opinion on transactions which may cause conflicts of interests;
  - 8.6 Number of the Audit Committee's meetings, and attendance at such meetings by each Audit Committee Member;
  - 8.7 Opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the Charter;
  - 8.8 Any other reports which should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board of Directors
9. To perform any other activities as assigned by the Board of Directors and approved by the Audit Committee;
10. In performing duties of the Audit Committee, if the Audit Committee finds or has any doubt that any transaction or action may materially affect the financial position and the operational results of the Company, the Audit Committee must report to the Board of Directors on such doubt for improvement and remedy within the period of time as the Audit Committee deems appropriate. Types of transactions or actions to be reported are as follows:
  - 10.1 Transactions which cause conflicts of interests;
  - 10.2 Dishonest or unusual incidents or material defects in the internal control system;



- 10.3 Violation of the laws on securities and exchange, requirements of the Stock Exchange or laws related to the Company's business. Should the Audit Committee report to the Board of Directors on any matter having a material effect upon the financial position, the operational results, and have already discussed such matter with the Board of Directors and Management, which deemed that improvement and remedies must be made, therefore, upon the end of the mutually specified timeframe, should the Audit Committee find that the required remedial action has not been taken without any reasonable grounds, either member of the Audit Committee may report on such found matter to the Office of the Securities and Exchange Commission and/or the Stock Exchange of Thailand.

**(3) Corporate Governance and Risk Management Committee**

The Board of Directors appoints three members of the Corporate Governance and Risk Management Committee, comprising one non-executive director, one independent director, and one executive director (Managing Director), with the duty to supervise and monitor to ensure that the operations of the Company and its subsidiaries are in line with the managerial strategies of the company group, as well as ensuring administration, monitoring and management of risks with efficiency. Members of the Corporate Governance and Risk Management Committee have a term of office for three years according to the term of director office. Upon expiration of the term of office, he/she may be re-appointed by the resolution of the Board of Directors' Meeting. Details of the persons who serve as Chairman of the Corporate Governance and Risk Management Committee and members of the Corporate Governance and Risk Management Committee, together with their attendances to the Corporate Governance and Risk Management Committee's Meetings, appear in the caption of Management Structure - Corporate Governance and Risk Management Committee.

**Scope of powers, duties and responsibilities of the Corporate Governance and Risk Management Committee as specified by the Board of Directors is as follows:**

**Corporate Governance**

1. To determine and propose policies and directions of operations in respect of the good corporate governance of the Company, including the code of business ethics, to



- the Board of Directors for consideration and approval for further compliance at all levels;
2. To supervise and monitor the business operation of the Company and performance of the Board of Directors, Management and personnel of the Company to ensure compliance with Clause 1;
  3. To evaluate and review policies, directions, code of ethics, and best practices or practical guidelines in respect of the good corporate governance of the Company to ensure compliance with the international practices and recommendations of various agencies, as well as to propose the same to the Board of Directors for further consideration and approval;
  4. To follow up on movements, tendencies, as well as to compare performance in respect of the good corporate governance of the Company with the practices of other leading companies;
  5. To oversee and support performance in compliance with the Corporate Governance Policy to ensure continual effectiveness and appropriateness to the Company's business;
  6. To give advice to the Company, the Board of Directors, Management and working groups on the matters relating to the good corporate governance;
  7. To report on the corporate governance of the Company to the Board of Directors on a regular basis, and immediately report to the Board of Directors for consideration in case there is any matter materially affecting the Company, as well as to provide opinions on the practices and suggestions for improvement and remedy as appropriate;
  8. To disclose information relating to the good corporate governance of the Company to related parties and in the Annual Report, subject to the Board of Directors' prior approval;
  9. To appoint any working group as it deems appropriate.

#### Risk Management

1. To determine policies and scope of risk management operations of the Company, as well as to give advice to the Board of Directors and Management on risk management;



2. To consider the annual risk management plans of the Company and its subsidiaries to rest assured that they have specified risks covering internal and external factors which affect the Company's business operations, as well as considering measures to deal with risks to stay at the level acceptable to the Company;
3. To oversee and support the risk management to ensure successful implementation by emphasizing the significance of and taking into account risk factors in support of the decision making as appropriate;
4. To consider the Company's material risks in line with the Company's business, e.g., in terms of investment, finance, security, laws, rules and regulations, by suggesting measures to prevent and minimize risks to stay at an acceptable level, as well as to follow up, evaluate and improve the working plans for minimizing risks on a continual basis as appropriate to the condition of the business operation;
5. To report on performance in risk management and operations to minimize risks to the Board of Directors on a regular basis, and promptly report to the Board of Directors for consideration if there is any matter materially affecting the Company;
6. To establish any working group as it deems appropriate.

**(4) Nomination and Remuneration Committee**

The Board of Directors appoints three members of the Nomination and Remuneration Committee, comprising two independent directors and one executive director, to perform the duty to nominate candidates qualified to hold the positions of Managing Director and director, and propose remuneration rates for the Managing Director to the Board of Directors' Meeting to consider approving the matter, and also propose remuneration rates for directors to the Board of Directors' Meeting to consider scrutinizing and proposing the matter to the ordinary general meeting of shareholders for consideration and approval. In this regard, members of the Nomination and Remuneration Committee have a term of office for three years according to the term of director office. Upon expiration of the term of office, she/he may be re-appointed by the resolution of the Board of Directors' Meeting. Details of the persons who serve as Chairman of the Nomination and Remuneration Committee and members of the Nomination and Remuneration Committee, together with their attendances to the Nomination and Remuneration Committee's Meetings, appear in the caption of Management Structure - Nomination and Remuneration Committee.



**Scope of powers, duties and responsibilities of the Nomination and Remuneration Committee as specified by the Board of Directors is as follows:**

Nomination

1. To consider, select and propose persons who possess diversified qualifications in terms of professional skills and expertise irrespective of gender, together with appropriateness to hold office as director or subcommittee member, in line with the Company's business strategies, to the Board of Directors for further nomination to the shareholders' meeting or to the Board of Directors for consideration and appointment;
2. To consider, select and propose qualified persons to hold office as Managing Director to the Board of Directors for appointment;
3. To establish a work group as it deems appropriate and perform any other matters as assigned by the Company.

The nomination per clauses 1 and 2 above shall be in accordance with the criteria for nomination and appointment of directors and Managing Director.

Remuneration

1. To consider laying down criteria for consideration of remuneration, determination of remuneration and salary review and other remuneration of directors and subcommittee members in line with the Company's operational results and dividend payment to shareholders, for submission to the shareholders' meeting for consideration;
2. To consider laying down criteria for consideration of remuneration in determination of remuneration and salary review and other remuneration of Managing Director for submission to the shareholders' meeting for consideration and approval;
3. To establish a work group as it deems appropriate and perform any other matters as assigned by the Company.



## **9.3 Nomination and Appointment of Directors and Top Management**

### **9.3.1 Appointment of Directors**

The Nomination and Remuneration Committee considers screening qualified persons under the criteria of the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559 in respect of qualifications, work experience, and prohibited characteristics under law, for proposal to the Board of Directors' Meeting to consider appointing or consider screening, approving such persons, for submission to the shareholders' meeting for consideration and appointment, as the case may be.

The appointment of directors to replace the directors retiring by rotation is subject to approval of the shareholders' meeting on an individual basis. The voting criteria under the Articles of Association are as follows:

1. Each shareholder shall have one vote for every one share.
2. Each shareholder may vote to elect one or several persons as directors, but it shall not exceed the number of directors to be elected at that time.
3. In case a shareholder exercises his or her votes to elect more than one person as director, the shareholder may exercise all his or her votes to each such person and may not allot his or her votes to any person in any number.
4. The candidates receiving the highest number of votes in descending order shall be elected as directors to the fill number of directors to be elected at that time. If there is a tie for the last to be elected and this exceeds the said number of directors to be elected at that time, the Chairman of the meeting shall cast the final vote to fill the number of directors to be elected at that time.

In this regard, the Company will submit information on directors who have been considered and approved by the Board of Directors' Meeting to shareholders for consideration, together with the notice of the shareholders' meeting, comprising education backgrounds, work experience, directorships in other companies, including the number of meetings attended by such person as a director.

In case of a vacancy on the Board otherwise than by rotation, the Nomination and Remuneration Committee shall propose any person who is qualified and not subject to any prohibition under





the laws to the Board of Directors' Meeting for consideration and appointment by the votes not less than three-fourths of the remaining number of directors. The replacement director shall hold office only for the remaining term of the director whom he or she replaces.

The Company takes into account the rights, importance and participation of non-strategic shareholders and equitable, transparent and fair treatment towards shareholders. The Board of Directors allows retail shareholders as non-strategic shareholders to propose any persons to be elected as independent directors and to propose agenda items for the Company's ordinary general meeting of shareholders via the information system of the Stock Exchange and the Company's website during October 1 to December 30 each year.

### **9.3.2 Appointment of Independent Directors**

The Board of Directors' Charter and the Audit Committee's Charter set out that the Board of Directors has the power to appoint directors and members of the Audit Committee properly qualified as independent directors pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, including its amendments, together with the Articles of Association regarding the qualifications of directors, for the purpose of appointment of independent directors accounting for at least one-third of all directors, with a minimum of three independent directors. The consideration, selection and appointment of candidates as the Company's independent directors must be conducted based on legal requirements.

In this regard, it is a policy of the Company that the Chairman of the Board of Directors be an independent director, and the Chairman of the Board of Directors and the Managing Director not be the same person to clearly distinguish between the Corporate Governance Policy making and the day-to-day management, with an aim to ensure a counterbalance of power in its operations, transparency, auditability under the Principles of Good Corporate Governance.

### **9.3.3 Appointment of Managing Director and Top Management**

In respect of nomination and appointment of the Managing Director, who is the Company's top management, the Nomination and Remuneration Committee will nominate any qualified director who is not an independent director to the Board of Directors' Meeting for consideration and appointment as Managing Director, and also fix remuneration, based on the





remuneration rates of top management in the electricity production and distribution businesses of similar scale. In addition, the Managing Director's performance will be yearly evaluated to support the Board of Directors' consideration and approval of the proposed remuneration for the Managing Director.

The Deputy Managing Directors will be nominated by the Managing Director to the Executive Committee for consideration and appointment, while management at the Assistant Managing Director level downwards is subject to consideration and appointment by the Managing Director.

#### **9.4 Supervision of Operations of Subsidiaries and Associated Companies**

To ensure that the Company, as a holding company, has operated its business in compliance with laws and relevant regulations of regulatory agencies and in line with the Principles of Good Corporate Governance of the Stock Exchange, together with appropriate return on investment to shareholders, the Board of Directors imposes policy and regulations regarding rules for supervision and control of subsidiaries, with the following essence:

##### **9.4.1 Written Control Policy on Management**

The Company sets out the CG Policy and the Control Policy in writing, to supervise and monitor to ensure that its subsidiaries' corporate governance is in accordance with the rules specified by various regulatory agencies in the same manner as the Company does, as a company listed on the Stock Exchange. To ensure that supervision of its subsidiaries is conducted more practically, the Company then requires its subsidiaries invested by the Company to set out the written Subsidiaries' Charters, the essence of which is in line with the Control Policy, whereby its subsidiaries are required to accept and adopt the specified rules like its own articles of association. The essence of such policy is as follows:

##### **(1) Representative Directors and/or Management in Subsidiaries in which the Company Invests**

The Board of Directors' Meeting will elect persons to hold the positions as directors and/or executives in subsidiaries according to the Company's shareholding percentage in each subsidiary. The Company is certain that the aforesaid policies and charters will be instrumental in controlling and directing the management of those businesses in which the Company invests as if they were business units of the Company, which is in accordance with the rules specified in the Notification of



the Capital Market Supervisory Board No. TorChor. 39/2559, together with any other related rules. It can be assured that such policies and charters will be a mechanism for transparent and auditable management systems of subsidiaries and associated companies in order to actually protect the interests in the Company's investments.

**(2) Guidelines for Voting in Shareholders' Meetings**

The Company sets out guidelines for voting by the Company's representatives in the shareholders' meetings of its subsidiaries and associated companies to ensure consistency with the policy of the Board of Directors' Meeting of the Company and the policy of the Company.

**(3) Control and Direction for Management and Investment**

The Company requires its subsidiaries and associated companies to notify the Company of execution of material connected transactions and transactions on acquisition or disposition of assets, together with other transactions which are material to its subsidiaries' operations, whereby the subsidiaries' execution of such transactions is subject to the Company's prior approval in order to enable the Company to control and guide its subsidiaries' business directions.

In the event that any of its subsidiaries and associated companies sets out an investment expansion plan or conduct a feasibility study of a new project, the investment plan, schedule, project development, and report on progress and detailed investment plan must be presented to the Company to assess such project's feasibility, fund utilization plan and closely follow up progress, including potential problems and obstacles which may occur from project development.

**(4) Financial Control**

The Company requires its subsidiaries and associated companies to have a duty to submit their respective monthly operational results and quarterly financial statements reviewed by their certified public accountants, documents in support of the preparation of the financial statements of the subsidiaries and associated companies, to the Company, and allow the Company to use such information in support of the preparation of the consolidated financial statements or report on operational results of the Company. They also have a duty to forecast



their operational results and comparative summary between planned and actual operational results on a quarterly basis, and to monitor their operational results to ensure compliance with the plans for reporting to the Company; and to report on any financial issues which are material to the Company upon finding or request by the Company for inspection and reporting purposes.

In this regard, the Company requires its subsidiaries to arrange for auditor rotation in accordance with the requirements of the SEC Office and relevant authorities.

**(5) Compliance with the Principles of Good Corporate Governance**

Directors and executives of the subsidiaries must perform the duties with responsibility, due care and integrity and comply with the laws, objectives, articles of association of the subsidiaries or associated companies as well as resolutions of their boards of directors and resolutions of the shareholders' meetings, including the board of directors' charters of the subsidiaries; and have a duty to disclose accurate and complete information regarding financial position and operational results, related party transactions of the subsidiaries, as well as acquisition and disposition of material assets, to the Company within a reasonable time designated by the Company.

**9.4.2 Detailed Essence of the CG Policy and the Control Policy can be summarized as follows:**

**1. Control Policy on Management of Subsidiaries and Associated Companies**

The Company appoints and sends persons who have qualifications, roles, duties and responsibilities, without any untrustworthy characteristics, and who have been considered and appointed by the Board of Directors' Meeting, to be the Company's representatives to serve as directors, executives or controllers in subsidiaries and associated companies in accordance with the Company's shareholding percentage, as follows:

- 1.1 The scope of power and duties of the respective board of directors of subsidiaries is in accordance with the Subsidiaries' Charters and the Company's Control Policy. Transactions which are deemed material by the Company's representative, namely, consideration of execution of connected transactions; consideration of execution of transactions on acquisition or disposition of assets;



and any transactions outside the annual budget or transactions which are not in the ordinary course of business of the subsidiary and which, once executed, will materially affect the Company's operational results, are subject to written approval or resolution of the Board of Directors or shareholders, as the case may be, prior to the subsidiaries' resolutions approving execution of such transactions. In this regard, any arrangements must be considered under the transaction size as calculated in accordance with the rules specified in the Notifications on Acquisition or Disposition.

- 1.2 The Company's representative must exercise the voting right in the respective shareholders' meetings of subsidiaries and associated companies on various matters under the assignment and in line with the Company's business operation policy.
- 1.3 In the case of a capital increase which does not maintain the existing shareholding percentages of the shareholders and will result in a decrease in the Company's direct and indirect shareholding ratio in the subsidiary, in any tier, by 10 percent of the subsidiary's registered and paid-up capital or which will result in a decrease in the Company's direct and indirect shareholding ratio in the subsidiary, in any tier, to be less than 50 percent of the subsidiary's registered and paid-up capital or any other arrangements which will result in a decrease in the Company's direct and indirect shareholding ratio in the subsidiary, in any tier, by 10 percent of such subsidiary's registered and paid-up capital or which will result in a decrease in the Company's direct and indirect shareholding ratio in the subsidiary, in any tier, to be less than 50 percent of the subsidiary's registered and paid-up capital; execution of any other transaction which is not in the ordinary course of business of the subsidiary or dissolution of the subsidiary; upon calculation of the size of the subsidiary's business to be dissolved in comparison with the size of the Company under the Notifications on Acquisition or Disposition, such transactions must be subject to consideration and approval of the Company's shareholders' meeting.
- 1.4 Directors and executives of the subsidiaries, including their related persons, have a duty to report to the boards of directors of the subsidiaries on their relationships and transactions with the subsidiaries in



a manner which may give rise to a conflict of interests, and to avoid any transactions which may give rise to a conflict of interests with the subsidiaries. The subsidiaries' boards of directors have a duty to report to the Company on such matters.

- 1.5 Directors, executives, staff, employees or any authorized persons of the subsidiaries and associated companies, including their spouses and minor children, are prohibited from using internal information of the Company and of the subsidiaries or associated companies, whether available through the performance of duties or by any other means, which has or may have a material adverse effect on the Company, the subsidiaries or associated companies, for personal gain or for the gain of others, whether directly or indirectly, and whether with or without consideration.

## 2. Control Policy on Financial Matters of Subsidiaries and Associated Companies

To enable the Company to actually control the financial policy of subsidiaries and associated companies, the Company sets out the mechanism for supervision of finance of subsidiaries and associated companies through the policies and the Subsidiaries' Charters, as follows:

- 2.1 The subsidiaries and associated companies have a duty to submit their monthly reports on operational results and quarterly financial statements reviewed by their certified public accountants, as well as documents in support of the preparation of the financial statements of the subsidiaries and associated companies, to the Company, and will allow the Company to use such information in support of the preparation of the consolidated financial statements or report on operational results of the Company, quarterly or annually, as the case may be.
- 2.2 The subsidiaries and associated companies have a duty to estimate their operational results and comparative summary between planned and actual operational results on a quarterly basis, and monitor their operational results to ensure compliance with the plans for reporting to the Company. The subsidiaries and associated companies have a duty to report on any financial issues which are material to the Company upon finding or request by the Company for inspection and report.



- 2.3 The subsidiaries must report to the Company on the business operation plan, business expansion, large-scale projects, together with joint investment with other manufacturers through the monthly report on operational results. The Company has the right to have any subsidiary explain or submit documents in support of consideration of any such matter, in respect of which the subsidiary must strictly comply forthwith. The subsidiaries must also submit information or documents related to operations to the Company upon request as appropriate.

## 9.5 Insider Trading Control

The Company strictly imposes the insider information usage policy under the Principles of Good Corporate Governance, by acknowledging the significance and its responsibility to all of its shareholders and stakeholders of the Company on an equitable basis, and also monitors the insider information usage in accordance with the Principles of Good Corporate Governance, as follows:

### 1. Guidelines for Storage and Disclosure of Insider Information

The Company determines levels of confidentiality of insider information not to be disclosed to third parties according to its importance. It is noted that use of insider information by the Company's personnel must fall within the scope of authorized functions and responsibilities only. As for any information related to third parties or other stakeholders, consent of the third parties or other stakeholders must be obtained prior to disclosure to the public.

The Company's information disclosure policy is in accordance with the guidelines on information disclosure of listed companies as announced by the Stock Exchange, provided that such information is necessary for a decision-making and sufficiently clear for supporting the decision-making of shareholders and general investors.

In this regard, the Company sets up central units to provide information to the public, i.e., investor relations, and the Company requires that information leak is one of the Company risk factors, which is included in the Company's risk management plan. In this case, the Company imposes measures to effectively prevent information leak.

### 2. Guidelines for Insider Trading Control

The Company imposes measures requiring directors and executives, including their related persons, to promptly report to the SEC Office on their holdings of securities with respect to



every purchase, sale, transfer, to ensure due and complete performance in accordance with the rules and procedures of information disclosure of listed companies. The Company also imposes a policy to inform its directors and executives of the quiet period on trading of the Company's securities prior to each disclosure of its financial statements to the public at least one month. This is to prevent insider trading, and ensure equal treatment of all stakeholders.

In this connection, the Company notifies directors and executives to refrain from trading the Company's securities one month prior to disclosure of the financial statements and one day after disclosure of the financial statements in each quarter via email for prompt acknowledgment by each director and executive.

The Company has complied with measures for confidentiality and insider information control and measures for information and information technology security formulated in the Code of Business Conduct, together with the information technology policy, to achieve consistency with the Principles of Good Corporate Governance.

## **9.6 Remuneration for Auditor for Year 2019**

The Company and its subsidiaries engaged EY Office Limited as their auditor for the accounting period of 2019, per the details of remuneration for the auditor as follows:

9.6.1 Audit fee was a total of Baht 3,522,000.00, consisting of Baht 1,000,000.00 as remuneration for the auditor of the Company and Baht 2,522,000.00 as remuneration for the auditor of its subsidiaries.

9.6.2 Non-audit fee was a total of Baht 1,615,400.00.

## **9.7 Compliance with the Principles of Good Corporate Governance in Other Matters**

### **9.7.1 Report on Securities Holdings of Directors and Executives**

The Company requires its directors and executives to prepare and report to the Company on their holdings of securities, including those of their spouses and minor children, with respect to every purchase, sale, transfer of the Company's securities, for accurate disclosure to the Stock Exchange pursuant to Section 59 of the rules of the Securities and Exchange Act B.E. 2535 (1992), and its amendments, together with the Notification of the Office of the Securities and Exchange Commission No. SorChor. 12/2552 Re: Preparation and Disclosure of Report on Securities Holding of Director, Executive and Auditor. In 2019, directors and executives reported to the Company on their holdings of securities of the Company, including on any changes in such





securities holding, and accurately disclosed their holdings of securities under the rules, as well as regularly reported on their holdings of securities and changes in their holdings of securities to the Board of Directors' Meeting on a quarterly basis. Last year, from the Company's status as listed company on the Stock Exchange, holdings of securities of the Company and changes in such securities holdings of its directors and/or executives, including their spouses and minor children were as follows:

| Name   | Position  | Holding of Securities Status                            | Amount of Shares at the Beginning of the Year (shares) | Amount of Shares at the End of the Year (shares) | Shareholding Percentage in the Company (Percent) |
|--|---|---|--|--|--|
| Dr. Thanong Bidaya<br>(His spouse and minor children)                    | Chairman of the Board of Directors<br>Independent Director                    | -<br>-  | -<br>-   | -<br>-   | -<br>-   |
| Mr. Plew Trivisvavet<br>(His spouse and minor children)                  | Chairman of the Executive Committee   | -<br>Purchase   | -<br>2,000,000   | -<br>2,000,000                                   | -<br>0.0246                                      |
| Dr. Jon Wongswan<br>(His spouse and minor children)                      | Chairman of the Audit Committee<br>Independent Director                       | -<br>-  | -<br>-   | -<br>-   | -<br>-   |
| Mr. Narong Sangsuriya<br>(His spouse and minor children)                 | Chairman of the Corporate Governance and Risk Management Committee            | -<br>-  | -<br>-   | -<br>-   | -<br>-   |
| Dr. Vicharn Aramvareekul<br>(His spouse and minor children)              | Chairman of the Nomination and Remuneration Committee<br>Independent Director | Purchase/<br>Capital Increase under the proportion<br>- | 2,680<br>-   | 2,680<br>-                                       | 0.0000<br>-                                      |
| Mr. Chaiwat Utaiwan<br>(His spouse and minor children)                   | Director  | -<br>-  | -<br>-   | -<br>-   | -<br>-   |
| Mr. Prawet Ingadapa <sup>1</sup><br>(His spouse and minor children)      | Director  | Transferee<br>Transferee                                | 250,000<br>200,000                                     | 250,000<br>200,000                               | 0.0031<br>0.0025                                 |
| Dr. Patarut Dardarananda <sup>2</sup><br>(His spouse and minor children) | Director  | -<br>-  | -<br>-   | -<br>-   | -<br>-   |
| Mr. Prasert Marittanaporn<br>(His spouse and minor children)             | Director  | -<br>-  | -<br>-   | -<br>-   | -<br>-   |
| Mr. Van Hoang Dau<br>(His spouse and minor children)                     | Director  | -<br>-  | -<br>-   | -<br>-   | -<br>-   |





| Name   | Position                       | Holding of Securities Status | Amount of Shares at the Beginning of the Year (shares) | Amount of Shares at the End of the Year (shares) | Shareholding Percentage in the Company (Percent) |
|--|--------------------------------|------------------------------|--|--|--|
| Mr. Vorapote Uchoepaiboonvong<br>(His spouse and minor children) | Director                       | -<br>-                       | -<br>-   | -<br>-   | -<br>-   |
| Dr. Supamas Trivisvavet<br>(Her spouse and minor children)       | Director                       | -<br>-                       | -<br>-   | -<br>-   | -<br>-   |
| Mr. Thanawat Trivisvavet<br>(His spouse and minor children)      | Director and Managing Director | -<br>-                       | -<br>-   | -<br>-   | -<br>-   |
| Mr. Michael Eric Raeder<br>(His spouse and minor children)       | Deputy Managing Director       | Purchase<br>-                | 125,000<br>-   | 125,000<br>-                                     | 0.0015<br>-                                      |
| Mrs. Muntana Auekitkarjorn<br>(Her spouse and minor children)    | Deputy Managing Director       | -<br>-                       | -<br>-   | -<br>-   | -<br>-   |
| Mr. Varoth Saksucharita<br>(His spouse and minor children)       | Deputy Managing Director       | -<br>-                       | -<br>-   | -<br>-   | -<br>-   |
| Miss Parichat Othayakul  | Assistant Managing Director    | -                            | -  | -  | -  |
| Miss Rujira Chuaybamrung   | Assistant Managing Director    | -                            | -  | -  | -  |
| Mr. Thitipat Nananukool<br>(His spouse and minor children)       | Assistant Managing Director    | -<br>-                       | -<br>-   | -<br>-   | -<br>-   |
| Mr. Jessadin Suwanbubpa<br>(His spouse and minor children)       | Assistant Managing Director    | -<br>-                       | -<br>-   | -<br>-   | -<br>-   |

**Remarks:** <sup>1</sup> Mr. Prawet Ingadapa vacated the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member, with effect from February 21, 2019.

<sup>2</sup> The Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Patarut Dardarananda to hold the positions as Independent Director, the Audit Committee Member, and the Nomination and Remuneration Committee Member to fill such vacancies, with effect from February 21, 2019.

## 9.7.2 Corruption or Ethical Offence

In 2019, none of the directors or executives committed any corruption or ethical offence, and none of the directors resigned due to corruption or non-compliance with the Principles of Good Corporate Governance. The Company has provided the summary report on violation of the Code of Business Conduct to the



subcommittees and the Board of Directors to pursue guidelines for prevention of any repeated violation.

### **9.7.3 Information Disclosure in accordance with the Principles of Good Corporate Governance**

In 2019, the Company completely disclosed information in Form 56-1, along with publicly available documents in accordance with the Principles of Good Corporate Governance of the Stock Exchange (CG Principle). The Board of Directors was considering and reviewing the Company's policies, action plan, mission, vision and strategies of the Company and its affiliated to ensure compliance with laws, requirements of the SEC Office and relevant authorities, including consistency with the CG Code under the guidelines of the SEC Office, with effect in 2019.

Nevertheless, the Board of Directors has put the CG Code into practice to be consistent with the Company's operations by drawing up plans for development and improvement of relevant policies. The Board of Directors' Meeting No. 4/2019 considered approving review of the respective Charters of the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance and Risk Management Committee, as required to be regularly reviewed at least once a year to achieve consistency with the Company's direction.

Moreover, the Board of Directors' Meeting No. 5/2019 considered approving the Company's codes of conduct and policies in relation to corporate governance, comprising Code of Business Conduct, Suppliers' Code of Conduct, Investor Relations Code of Conduct, Accounting, Finance, Budget and Tax Policy, Personnel Management Policy, Procurement Policy, Information Technology Policy, and Sustainability Management Policy; and required that practical guidelines for occupational health and safety, information disclosure, insider information control, anti-corruption, and whistleblowing shall be reviewed and laid down. Furthermore, the Company set out a plan to draw up and/or review the Company's codes of conduct and policies in relation to corporate governance to rest assure that the Company and its affiliated companies have operated the business with commitment to ethics, social and environmental responsibility, without violation of stakeholders. This is to serve as a guideline for all sectors in the Company to sustainably achieve the objectives and goals. In this regard, such codes of conduct and policies have been made available via the Company's website.



## 10. Corporate Social Responsibility based on Sustainability Guidelines

Throughout the past years, CK Power Public Company Limited and its affiliated companies have conducted the business operations by striving to create a balance of corporate governance-based efficient operations, environmental preservation, and close relationships with communities surrounding the power plants. Therefore, the Corporate Social Responsibility (CSR) activities of the Company and its affiliated companies have been undertaken in pursuit of sustainability, covering all 3 dimensions, namely, Environment, Social, Governance (ESG), with our commitment to contributing to preservation of the environment to be least affected by the operations of the Company, as well as maximizing the use of resources, coupled with development of the society and communities nearby to achieve sustainable co-existence. Moreover, we have supported the United Nations Sustainable Development Goals (UNSDGs) in aspects relevant to the Company's business operations, namely:



### *Goal 3: Good Health and Well-Being*

The Company and its affiliated companies are committed to supporting the communities surrounding the power plants, in which the Company and its affiliated companies have invested, to have good health and well-being.

### *Goal 7: Affordable and Clean Energy*

The Company and its affiliated companies are committed to promoting clean energy which is sustainably affordable for all and reliable, modern, and environmentally friendly, by increasing a proportion of clean energy in the integration of the regional and domestic energy utilization through investment in energy and technology infrastructure, in order to ensure clean energy which is eco-friendly.

### *Goal 8: Decent Work and Economic Growth*

The Company and its affiliated companies continue to play a part in promoting economic growth which is comprehensive and sustainable, as well as creating equal opportunity employment, including local labor which is valuable to every society in which the Companies and its affiliated have invested.

### *Goal 11: Sustainable Cities and Communities*

The Company and its affiliated companies have taken a stand on helping to ensure that cities and settlements are inclusive, safe, and ready to adapt to change and sustainable development, whether by road improvement or transportation expansion, along with our efforts to protect and safeguard cultural heritage, provide financial and academic support and assistance.

### *Goal 12: Ensure Sustainable Consumption and Production Patterns*

The Company and its affiliated companies are committed to ensuring sustainable production and consumption plans, by emphasizing creation of active engagement.



In this regard, CK Power has established the Sustainability Management Policy for the Company and its affiliated companies, which has been promulgated throughout the organization, to express our explicit intention. Such policy covers issues which help achieve the sustainable business growth to serve as practical guidelines for the Company, its affiliated companies, directors, executives and staff to perform their works in the same direction with standard. The following is the framework for the Sustainability Management Policy:

1. Comply with relevant laws and requirements of the countries in which the operations are carried out and observe international practices.
2. Ensure corporate governance with efficiency, accuracy, transparency, and adhere to a code of ethics by mainly taking stakeholders into account.
3. Realize maintenance of an economical, social and environmental balance, including stakeholders of all sectors in carrying out operations for the purpose of sustainable business growth.
4. Raise awareness about the sustainability management policy of CK Power Group to stakeholders, as well as supporting the adaptation of the sustainable practical guidelines to minimize impacts as a result of the operations throughout the Value Chain.
5. Employ the modern, efficient, eco-friendly innovations and technologies in carrying out operations on a regular basis in the pursuit of the economical, social and environmental sustainability.
6. Adhere to the Good Corporate Citizenship with conscious awareness of social and environmental responsibility by using special skills in terms of clean energy business of CK Power Group in order to serve as a part in improving the quality of life in communities to attain the sustainability as a whole.

In this regard, directors, executives and employees at all levels of CK Power Group shall have duty to support, uphold, and observe the sustainability management policy and framework as specified.

Furthermore, in 2019, the Company has established the organizational sustainability management work unit which shall directly report to the Office of the Managing Director, with the duty to draw up a sustainability master plan, organize activities and publicize the corporate social responsibility activities and sustainability activities within the organization and to the public. Moreover, the objectives of the sustainability management of the organization have been identified in 3 main areas, as follows:



| Society   |
|---|
| Be responsible for improving the quality of life of society, communities, including those who are directly and indirectly related to business of the Company and its affiliated companies.  |
| Environment   |
| Be committed to selection of eco-friendly technologies and innovations in the business operations to create a balance between environmental preservation and efficient operations.  |
| Economy   |
| Promoting the business sustainability of the Company and its affiliated companies through investment expansion in the business of production and distribution of clean energy to Thailand and the ASEAN region in order to jointly strengthen the energy security for the region and ensure good and fair returns for shareholders. |

In addition, the Company has established the CK Power Sustainability Working Team, consisting of experts who have qualifications in various fields within the organization, i.e., internal audit, investor relations, procurement, organization management, compliance and law, sustainability management, human resources, environment, and engineering. This working team is responsible for driving strategies, operating guidelines, key performance indicators, action plans, tools for sustainability, and operational support guidelines, forward, as well as inspecting and monitoring the operations, provision of advice on how to comply with international standards, together with report on the operating results, to ensure that the sustainability-related operations have been integrated with the business operations of the Company and its associated companies.

This includes the continuous development and clear communication. This working team is required to hold a meeting once a quarter, together with reporting on operating results to the Managing Director, the Corporate Governance and Risk Management Committee, and the Board of Directors for acknowledgement on a regularly basis, along with information disclosure via the Annual Report and the Sustainability Report, so as to ensure transparency and fairness in business management based on corporate governance, which covers the following:

- Good corporate governance
- Risk management
- Disclosure and reporting



## Significant Sustainability Issues and Framework

### *Environmental Sustainability Management and Performance in 2019*



With the visions and missions, the Company is committed to being a leader in the electricity production business both in Thailand and the ASEAN region via strategic policies on investment in the business of production and distribution of electricity from various types of clean energy in order to create energy stability and security of Thailand and the ASEAN region. All projects invested in by the Company, apart from investment in a renewable energy business which is environmentally friendly, are power plant projects that are beneficial to society and take care of the environment efficiently, due to the fact that the Company focuses on investing in projects of clean electricity, renewable energy which produces minimal pollution, as well as maximizing the use of resources to achieve the highest efficiency in the production process, for example, investment in hydroelectric power plants, solar power plants, and cogeneration power plants, etc. The Company also chooses to use modern, standard and eco-friendly technology, to create a balance between business and environmental protection in accordance with international sustainable development guidelines, as well as overseeing to ensure the Company's power plants have strictly complied with various environmental laws and regulations, including ISO standards, while rehabilitating the environment to achieve the balance and growth of the communities in parallel to the sustainable existence of the environment. Moreover, the Company gives priority to responsibility for safety, occupational health and environment; it therefore formulated measures to prevent various hazards that may occur in both the power plant areas and their surrounding areas, whereby a policy on safety and occupational health has been established for all projects. In addition, the Company arranges for employees to attend training courses regarding such matters on a regularly basis, and also applies the management system in accordance with international standards such as ISO 9001: 2015, OHSAS 18001: 2007, and ISO 14001: 2015 to management of both the electricity production process and the maintenance process in order to increase the efficiency in the business operations. In 2019, the Company received no report on accident or situation which had an adverse impact on communities and/or the environment surrounding the power plants. The environmental sustainability activities which were undertaken by the Company and its affiliated companies can be summarized as follows:



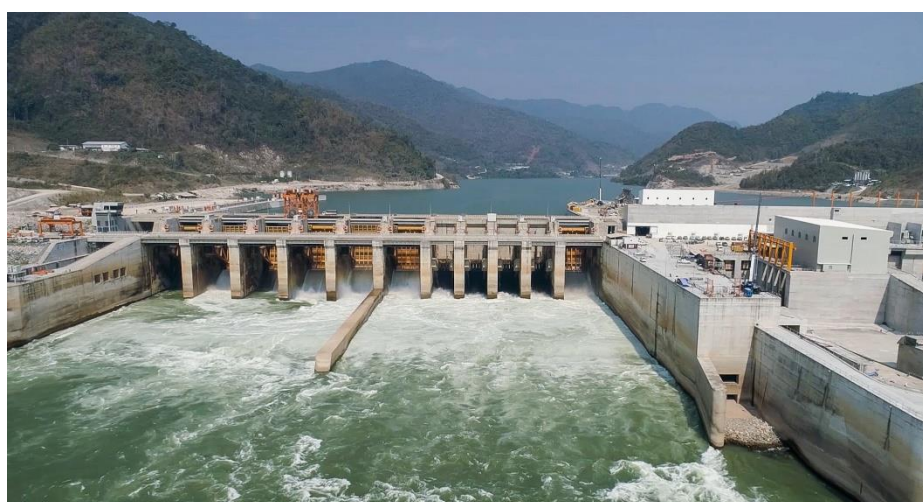


## Xyaburi Power Company Limited



Over 75 percent of electricity used in Thailand was produced from the fuel combustion process in the category of exhaustible resources, while hydropower is renewable energy without fuel use, it only depends on the water level and water flow, therefore there is no heat generated in the electricity production process and it can reduce greenhouse gas by approximately 0.5 kilograms per unit of electricity (kWh). In comparison, the Xayaburi Hydroelectric Power Plant can produce an average electricity of 7,600 GWh per year, with the capacity to reduce Carbon Dioxide by up to 3.8 million tons per year, equal to an adsorption of Carbon Dioxide from the forest by approximately 2.1 million rai every year of the hydroelectric production from Xayaburi (reference sources: Huachiew Chalermprakiet Science and Technology Journal and PTT Reforest Station).

2019 was the year in which the Xayaburi Hydroelectric Power Plant was completed and all of seven generators of 1,220 megawatts commenced and achieved its official Commercial Operation Date: COD with the Electricity Generating Authority of Thailand (EGAT) on October 29, 2019. This power plant is regarded as a prototype of the sustainable power plant on the Mekong River, with its design and construction planning in strict accordance with relevant laws, regulations and commitments, to strive for sustainable operation by making the least impact on society and environment, whereby it has been designed using excellent engineering in hydropower.





The Mekong River, the Asia's main river, is an area with high biodiversity, serving as sources of water, fish species, plant varieties, as a source of food security which sustains a way of life and constitutes an origin source of cultures and traditions. There are small and large fish of more than thousand types which are the indicators of the biodiversity of this universal river, and also a great number of animals, including mammals, reptiles, birds and various plant species. The biodiversity of this kind has a direct effect on the fertility of soil, water and air which is always in the interest to the people who inhabit the Mekong River Basin. The location of the Xayaburi Hydroelectric Power Plant, is approximately 1,900 kilometers away from the mouth of the Mekong River, and there are people who need to use the downstream water in 4 countries, namely, Laos, Thailand, Cambodia and Vietnam, the Company considers the concerns and anxieties of the downstream countries regarding the amount of fish and the suspension of sediment carried by the water during a flood which may affect the fertility of the Mekong River Basin, into consideration.

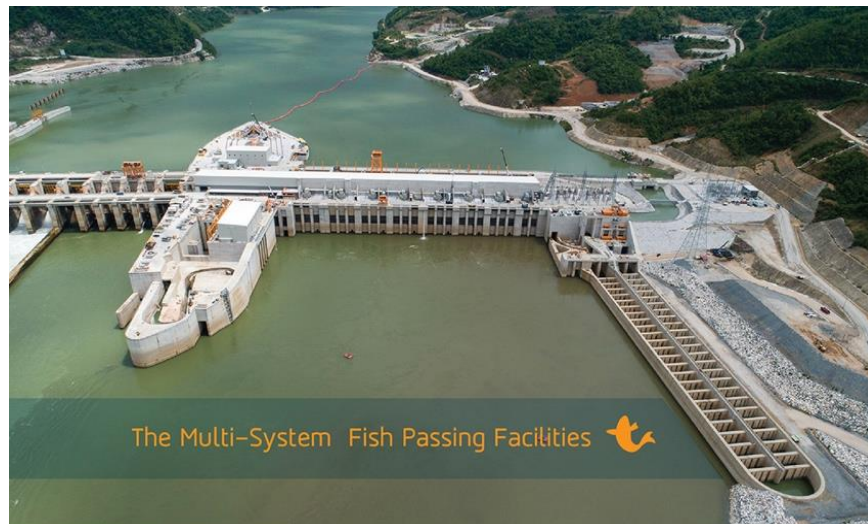
The Xayaburi Hydroelectric Power Plant has been designed and developed by using the state-of-the-art technology under direction of experts from world-class consultants from many countries, namely, Pöyry Energy Limited, AF-Consult Ltd. from Switzerland, Compagnie Nationale du Rhône (CNR) from France, and Team Group from Thailand. In addition, the Company closely consulted and received recommendations from the Mekong River Commission (MRC) in relation to critical concerns such as the development of the Multi-System Fish Passages and sediment control, by taking into consideration the balance of the ecosystem in the watercourse and the flow volume of the Mekong River. As a result, the international engineering principles have been applied to the design of the flood and sediment flushing gates, the Fish Passage Facilities, and the Navigation Lock in order to minimize environmental and social impacts as much as possible.







The Company made an additional investment of Baht 19,400 Million to study and design the Xayaburi Hydroelectric Power Plant to settle three main critical issues concerning environment and safety, including fish, sediment, and safety of the power plant. Fish are regarded as a key resource on which the people living along the banks of the Mekong River have relied. They are essential to both their living and careers. In this connection, the Company in association with the environmental engineering team, fishery experts, including local fishermen and a team of fish behavioral expert advisors, conducted a study to collect information, and found that the life cycles of the Mekong River fish have both downstream and upstream migration, depending on the duration of fish life cycles. That is, the fully mature fish in the Mekong River, when the spawning season comes, will habitually swim upstream from their existing habitats to various tributaries in the Mekong River for the purpose of spawning in a stream where the current stays calm and the spawn will develop into strong juvenile fish before they start swimming into the mainstream. As such, the Xayaburi Hydroelectric Power Plant has been designed to be equipped with the Fish Passage Facilities in the type of Multi-System Fish Passages.



The Multi-System Fish Passages for upstream migration consists of Multi-Fish Entrance, Fish Ladder, equipped with slots of three sizes in width, namely, 0.5, 1.0, and 1.6 meters in width, along the distance of 460 meters. The Fish Ladder is also designed to have an average slope of 1.2 percent, that is, in a horizontal distance of one meter, a gradient will be raised by only 1.2 centimeters. Water flowing through the slots of varied sizes will cause differences in the water flows which are similar to nature and attract fish of different sizes which swim at different speeds. This method helps reduce the opportunity for bigger fish to eat the smaller fish. In addition, there is a Fish Lock with two units which will alternatively function to ensure the maximum efficiency in upstream fish migration. The technology applied by the Company helps maximize the fish shoals' chances of survival and minimizes their survival, that is, fish shoals will be raised up together with the water level. It is considered that the Multi-System Fish Passages of this type are suitable and in harmony with the fish behavior in the Mekong River. The Fish Passage Facilities at the Xayaburi Power Plant are designed to be integrated into all parts of the main structures, from Navigation Lock, Spillway, Intermediate Block, leading to the front area of the power plant at which a tunnel for large-sized fish and seven vertical



Kaplan turbines in fish friendly design are installed, with lower rotational speed and gaps between the turbines and the housing which are less than that of other types, to ensure that fish can pass through the turbines with a high survival rate.

Moreover, the Company has established a Fish Conservation Zone which plays a part in the conservation of biodiversity of fish species in the Mekong River, and also set up the Mekong Aquaculture Center to conduct studies and development of the best ways to preserve the fish resources of the Mekong River. In the future, it may be developed into a Mekong fish breeding and educational institution.

With the Xayaburi Hydroelectric Power Plant giving no less importance to the issue of sediment transportation which has a substantial impact on the ecosystem and biodiversity of the Mekong River. Whether it be pebbles, rocks, soil or sand carried along in a flood, it will be a sanctuary, a source of food for aquatic animals, and with various minerals coming with the sediment, a good natural fertilizer which can be used in cultivation by the communities living along the banks of the Mekong River. The designer team of the Xayaburi Hydroelectric Power Plant conducted additional studies to assess the quantity and nature of sediment in the watercourse to obtain basic information needed for the design of the sediment flushing gates. With high strength and unique characteristics, sediment of all types and sizes can be discharged through the structure of the Xayaburi Hydroelectric Power Plant as if there were no obstacles. As for the Powerhouse, it covers half the area of the main structure and is separated by the Intermediate Block before reaching the Spillway. The Low Level Outlets are equipped with a total of 11 gates which facilitate a water management and keep the upstream water at a level of 275 MASL. The Spillway is designed to pass 47,500 cubic meters/second, thereby mitigating the severity of natural disasters. It will also be used to flush the suspended sediment carried in the currents. Therefore, rest assured with these measures the Xayaburi Power Plant will not impede the sediment transport from upstream to downstream.

All 11 sediment flushing gates are not only designed to have strength, but also to have a unique characteristic, to be capable of passing sediment at two levels, via 7 Surface Gates of 19x21 meter dimension which carry surface sediment and another 4 Low Level Outlet Gates with 12x16 meter dimension which drain water together with large-sized sediments falling to the bottom of the river to pass through. In addition, the Spillway's gates can be adjusted to high and low level to support and control discharge of water and sediment in all seasons. However, as a result of the upstream and downstream level difference of approximately 30 meters, opening of the flushing gates during the flooding season would give rise to high water stream forces, which would cause to erosion of the banks in the downstream area. The engineering team has designed a Stilling Basin to absorb the forces and return the river to its natural flow conditions. The Stilling Basin will provide some curved areas to absorb the force of water before spilling excess water into the Mekong at the same level as the downstream. This is intended to prevent erosion and preserve the natural conditions of the downstream banks. In this regard, whether it will be during pre-construction, during construction, after construction, until after the official commercial operation, the Company's environmental engineering team will continue to monitor and follow up information on the Mekong River, both upstream and downstream of the power plant, to compare the sediment discharge. Sediment monitoring equipment will be installed to conduct real time detection of sediment passing through the Xayaburi Hydroelectric Power Plant in early 2020. This is to ensure that the Xayaburi



Hydroelectric Power Plant gives priority to sustainable electricity production with the least possible environmental impact.

### **Bangkhenchai Co., Ltd.**



### **Hero! Solar Zero Waste Activity**

On September 19, 2019, the Company in alliance with Bangkhenchai Co., Ltd., an associated company, organized a corporate social activity titled “Huean Kiang Hong (Electricity)” under the concept “Hero! Solar Zero Waste” to raise awareness among students of Ban Du School (Saharat Witthaya), Tambon Mueang Pak, Amphoe Pak Thong Chai, Nakhon Ratchasima Province, which is located near Bangkhenchai Solar Power Plant as to how to preserve the environment and separate waste correctly.



There was approximately 60 volunteer staff of the Company participating in this activity to educate students about clean energy, proper waste separation and waste recycling. The Company donated 15 computers together with software to school assist the students to use to enhance their educational knowledge.

### **SouthEast Asia Energy Limited**



### **Tree Planting Activity on the National Tree Day of the Lao PDR**

On June 1, 2019, SouthEast Asia Energy Limited organized a tree planting activity on the National Tree Day of the Lao PDR in association with the Electricity Generating Authority of Thailand and Electricite du Laos, by planting 100 Siamese Rosewoods and 100 rubber trees (Yang) in the area of the courtyard beside the football field. This is because Siamese Rosewood is considered a sacred wood with a high economic value and is commonly used to make furniture, wagons, lathes and carvings, combs, walking sticks, tools and utensils, and even musical instruments. Not only that, it can be also used as



herbal medicine. The Siamese Rosewood is regarded as a sacred wood used in construction of buildings or construction of various artificial foundations. Thai people have ranked the “Siamese Rosewood” in the top 9 species of sacred trees which should be planted in gardens. The Yang tree is one of the plants which is about to become extinct from the Thai forest system. The Yang tree is a multipurpose wood and almost every part of it can bring benefits, both directly and indirectly. The Forest Act B.E. 2454 (1911) considers the Yang tree to be as important as teak. The Yang tree provides high economic value as when it reaches 20 years, it will worth Baht 15,000 - 20,000, which is equivalent to an average value of Baht 8 per day. If 100 Yang trees are planted, it will generate revenue in an amount of Baht 800 per day or Baht 24,000 per month or averaging Baht 288,000 per year.



In this connection, the Company will do systematic planning for forest plantations at appropriate areas in the coming years to ensure that the Company and its affiliated companies play a part in increasing green spaces and creating economic value for all societies and locations in which the Company has invested.

### **Bangpa-in Cogeneration Limited**



The Company continued to monitor and inspect the environmental quality through monitoring of air quality in the atmosphere at various areas surrounding the project, totaling 6 points, namely, Wat Khlong Phutsa, Wat Chumphon Nikayaram, Ban Bang Krasan, Wat Wiwek Wayuphat, Chaofasang School, and Ban Khlong Phutsa; monitoring of quality from the ventilations; monitoring of general noise levels; monitoring of noise levels at workplace, Noise Contour, with an average sound level of 8 hours (Leq(8)); and monitoring of water quality. According to the aforesaid monitoring of environmental quality, all of them met normal standard.

*Social Sustainability Management and Performance in 2019*





The Company has always participated in development of communities and society and realizes its role as a part of Thai business sector which operates with sustainable social responsibility, and has strived to carry out development of the organization so as to strengthen and achieve sustainable growth. This is to play a part in developing the country to move forward. The Company considers not only the benefits to be derived by the society through the Company's business operations, but also provision of continued support to social activities, especially activities for the communities adjacent to the power plants invested by the Company in order to ensure development of the nearby communities and to instill in staff the awareness of participation in social responsibility and public consciousness.

To further strengthen relationships with the communities surrounding the power plants, in 2019, the Company organized an activity titled "Huean Kiang Hong (Electricity)", a sustainable relationship activity to improve the quality of life for villagers living around the associated power plants of CK Power. The Company also undertook other activities based on Good Corporate Citizenship in having an awareness of social and environmental responsibility by using the expertise of CK Power Group in clean energy business to play a part in improving the quality of life for the communities in the pursuit of sustainability of the public as a whole. Such activities and projects included:

### **Bangpa-in Cogeneration Limited**

#### **Children's Day Gifts to Children in Communities and Schools Activity**



### **Scholarship Activity**



### Bed-Ridden Patient Visit Activity



### Site Visit Activity

To greatly strengthen relationships with the communities surrounding the power plants, the Company then organized a site visit activity to give the communities an opportunity to experience the operations of the power plants to gain confidence and exchange concerns, as well as educating the communities in regard to environmental quality measurement.



### Xayaburi Power Company Limited



#### Resettlement & Relocation

The Company has taken care of affected people from 612 households in 15 villages, consisting of 6 villages in Xayaburi Province and another 9 villages in Luang Prabang Province, which originally lived along both banks of the Mekong River. The Company conducted resettlement of the affected people while improving the quality in accordance with the Resettlement Action Plan and in line with the National Economic and Social Development Plan of the Lao PDR. In so doing, there was close consultations among the project developer, the government authorities at central level and local agencies, the affected people, and all stakeholders for the project. The operating results can be summarized as follows:



Livelihood before Resettlement & Relocation





Livelihood after Resettlement &amp; Relocation

- ❖ 7 resettled villages, the land for which was provided by combine small villages to form a larger village. Infrastructure and services were constructed.
- ❖ 8 relocated villages, were relocated from lowland areas to locations above the flood water level.

The Company has participated in contributing to development of small, scattered and remote villages as a result of geographical features to become a large community which has been developed with substantial benefits.

- ❖ Construction of 663 new houses, with basic utilities, electricity, water supply, and transportation routes.
- ❖ Remuneration for compensation for loss of arable land and income from the original land, including payment of subsidies during the period when no income is generated, this will be made directly to the affected people, together with compensation for the affected property and assets.
- ❖ Community development program, 22 occupational training activities were held for the resettled people and the host residents, including 10 agricultural occupations and 12 non-agricultural occupations. Each family may take up more than one occupation.





The Company has participated in promotion of sustainable self-reliance in the communities by allocating agricultural areas for each household to grow vegetables, cultivate mushroom, breed fish, raise chickens, pigs to use meat and eggs for consumption based on the Self-Sufficient Economy. The produce may be also exchanged or sold if the quantity exceeds their demand.

❖ Livelihoods Restoration Program

The Company has played a part in helping promote careers for the communities, such as, motorcycle repair and hairdressing, so that the affected people can make a career for themselves and their families.

❖ Household Income Inspection

The Government of the Lao PDR has appointed officials from 2 ministries, namely, the Ministry of Energy and Mines and the Ministry of Natural Resources and Environment, to monitor the operating results every quarter. As at the end of September 2019, the household income was higher than the poverty line as stipulated by the Lao PDR. For 633 households from 663 households, amounting to 95 percent were out of poverty or had income not less than USD 1,800. This household income will be continuously monitored, with an aim of eradicating the poverty of all households.

An example of sources of the Company's pride is Ban Na Tor Yai, a prototype resettlement village. Ban Na Tor Yai, located 35 kilometers from the Xayaburi Hydroelectric Power Plant, a location has been resettled from Ban Huai Sui to locate near Xayaburi Province only 4 kilometers, with its resettlement starting in 2012. The Company has provided career promotion, together with basic utilities and products of various types can generate income for the villagers.



*Examples of households which can earn income from the career promotion supported by the Company at Ban Na Tor Yai*

| Career                            | Income  | The Company's Participation  |
|-----------------------------------|---|--|
| <b>Raising black pigs</b>         | Making a daily maximum income of 1.5 million LAK  | Providing occupation training  |
| <b>Making fermented sour fish</b> | Making an income of 40-50 thousand LAK per kilogram, with an average income of 3 million LAK per month. | Providing occupation training  |
| <b>Weaving</b>                    | Making an income of Baht 1,000 per meter.   | Generating income for the villagers by the Company's purchase of such weaving to develop it into souvenirs for various events of the Company and its affiliated companies. |

### CK Power Public Company Limited



### Flood Relief Assistance to Muang Nan in the Lao PDR Activity



The Xayaburi Hydroelectric Power Plant in association with the Company contributed survival kits together with essential necessities, including rice, ready-made food, drinking water, medicine, and blankets, to the villagers of Muang Nan in the Lao PDR,





which was affected by heavy rainfall and floods which inundated 358 households in early August 2019. In this connection, the Company investigated the sustainable flood solutions by sending a team of civil and geological engineers, including environmental consultants to survey the area together with the Lao government officials after the flood. In order to check the condition of the area and find out the cause of the problems of flash flood and run-off; formulate measures by using engineering knowledge, skills and technique; assess and propose measures to prevent impacts from floods, in order to serve as guidelines to lessen a chance of flash flood, as well as minimizing impacts from floods, flash floods in the future; focusing on problem solution and reduction with sustainability, reduction of budget expenditure of the GOL for rehabilitation and restoration after flooding in Muang Nan, Luang Prabang, with its administrative district covering the left-side area of the Mekong River which is 40 kilometers north of the Xayaburi Hydroelectric Power Plant, it is then regarded as a “next-door neighbor” of the Xayaburi Hydroelectric Power Plant.

### Run as One Activity



The Run as One activity was held to persuade employees in CK Power Group to exercise, take care of their health, by taking part in running to raise donations for the Pediatric Cardiac Surgery Foundation, Rajavithi Hospital. For each lap round, a runner would receive one wristband which represented a donation of Baht 165.



Many employees were determined to run in many laps to get many wristbands because they became aware that this potential could be changed into contributions to help children who needed heart surgery. When the activity was completed in 1 hour, CK Power Group had Run a total of 1,917 laps, worth Baht 316,305, this together with additional contributions from staff and executives, totaled Baht 350,000. Each cardiac surgery for each child would incur a high cost of Baht 30,000 - 50,000.

The “Run as One” activity and the value of wristband amounting to Baht 165 each was originated from “Number 1 is a combination together as one; Number 6 is a combination of CK Power Group, comprising CK Power Public Company Limited, Xayaburi Power Company Limited, Nam Ngum 2 Power Company Limited, Bangpa-in Cogeneration Co., Ltd., Bangkhenchai Co., Ltd., and SouthEast Asia Energy Limited; and Number 5 is the five core values: Coaching and Learning, Accountability, Work Ethics, Teamwork and Adaptability.” This activity has successfully helped 11 children, one Laotian child and 10 Thai children with heart surgery to the extent that they were able to return to normal life.



## Happy Fish Activity



The Company in association with the affiliated power plants organized the activity titled “Happy Fish” in the Mekong River..the Xayaburi Hydroelectric Power Plant at the Xayaburi Hydroelectric Power Plant in Xayaburi Province, the Lao PDR, to strengthen relationships between the management and staff in raising awareness of doing good deeds together. This Happy Fish activity was held at the “Fish Palace” which is upstream of the Xayaburi Hydroelectric Power Plant. The location afforded plenty of various kinds of fish, fish already passed the traditional fish sanctuary ceremony, in order to serve as an area for conservation of local fish species to ensure that fish are vital resources to have grown and lived in great harmony with the communities’ way of life in the Mekong River Basin. In this activity, information on release of proper fish and fish species was provided by fishery biologists, professional consultants and environmental engineers. All fish released into the Fish Palace were found in the Mekong River, and supplemented by the fish species from the Department of Livestock and Fisheries of the Lao PDR.

For these aforesaid reasons, it was the proof that the Xayaburi Hydroelectric Power Plant has not only generated electricity, but also created a balance between business and environmental preservation, with continued participation of staff through various awareness activities.





## CK Power Public Company Limited



### Hing Hoi Project Year 4

This activity was organized in the 4<sup>th</sup> year, titled “Huean Kiang Hong (Electricity)”, signifying the communities or houses located near the affiliated power plants of CK Power, consisting of 2 hydroelectric power plants, namely, the Xayaburi Hydroelectric Power Plant in Xayaburi Province, the Lao PDR, and the Nam Ngum 2 Hydroelectric Power Plant in Xaysomboun Province, the Lao PDR; the cogeneration power plants, namely, the Bangpa-in Cogeneration Power Plant Phase 1 and Phase 2, Phra Nakhon Si Ayutthaya Province; 3 solar power plants, namely, Bangkhenchai Solar Power Plant and Nakhon Ratchasima Solar Power Plant in Nakhon Ratchasima Province and Chiangrai Solar Power Plant in Chiangrai Province.

Volunteer staff and volunteers of CK Power and the affiliated power plants jointly created sustainable relationship activities, divided into 2 teams, starting from production of a DIY pop up board to educate children, with the engineers of the Xayaburi Hydroelectric Power Plant taking the role as teachers to teach them about sources of electricity, alongside children toys to demonstrate how water flows down by gravity flow through a toy turbine, as well as giving them ideas on how to preserve water resources to ensure we have electricity for use from generation to generation. As for the volunteers who were full of hidden talents for football player, together they set up a football clinic to teach children how to play football, including dribbling, goal kicking and other techniques. The “Huean Kiang Hong (Electricity)” activity (Hing Hoi Project Year 4) was held at Ban Kang Primary School, Luang Prabang, a school servicing 3 villages, namely, Ban Kang Village, Ban Pasak Village and Ban Phone Si Village, which have shared utilities under the concept of Sustainable Power for the Future Generation. Also provided was educational equipment, sports equipment, school bags and rice box sets, reliant water bottles, sportswear with socks and shoes. Activity booths used to store playthings and other equipment as used by the school in organizing its activities were repaired.



### SouthEast Asia Energy Limited



## Donation of Patient Beds and Medicine Cabinets to Vang Vieng Hospital in the Lao PDR



The Company in association with SouthEast Asia Energy Limited donated 7 patient beds, 5 bedside tables, and 2 medicine cabinets, to Vang Vieng Hospital in the Lao DPR, to play a part in improving the quality of life for the communities surrounding the projects of the Company and its affiliated companies.



## Children's Day Activity



SouthEast Asia Energy Limited in association with the Electricity Generating Authority of Thailand organized the Children's Day activity at Somboon Muang Sum Primary School by providing educational equipment, sports equipment and sponsoring a luncheon for the students.





In addition to the foregoing main activities, the Company and its affiliated companies also supported other social contribution activities in order to demonstrate the Company's commitment to a Good Corporate Citizenship by having awareness of social responsibility, per the following details:

#### *Art and Cultural Support*

Elephant Merit Ceremony

Support of Art Gallery of the Ministry of Press Conference

Buddhist Phapa Samakkhi Ceremony at Wat Ban Ruam Jai Huang Yai Do Lae Dek Pikan

#### *Educational Support*

Children's Day Activity at Somboon Muang Sum Primary School

Support of Underprivileged Children to Watch the Stage Play

Support of a Study Visit to the Prototype Community for Ban Na Ton Chan Community Enterprise Management

#### *Disaster and Flooding Relief Support*

Flooding Relief Assistance in Ubon Ratchathani Province

Flood Relief Assistance in the South of the Lao PDR

Support of 200 Winter Blankets

#### *Sports Support*

Support of Sportswear for the National Defense Headquarter in Xaysomboun Province

Support of Sportswear for the Ban Don Sampan Administration in Xaysomboun Province

#### **Responsibilities for Consumers**

The Company's main customers are the Electricity Generating Authority of Thailand (EGAT) and Electricite du Lao, and the Company's indirect customer is the private sector, therefore, the Company and its associated companies have primarily realized the significance of responsibilities for consumers and stakeholders of all sectors, by strictly complying with the terms specified in the Power Purchase Agreements and carrying out



management of the power projects to achieve the highest efficiency to ensure that the electricity can be supplied under the agreements. 2019 was the year in which the Xayaburi Hydroelectric Power Plant was completed and officially commenced its commercial operations. The Company successfully passed the test of electricity supply to the EGAT's system with stringent standards, both the Individual Test and the Joint Test, to make sure that the Xayaburi Hydroelectric Power Plant can function as a main power plant with high stability to satisfy the country's electricity demand during normal periods and daily peaking periods, as well as functioning in an emergency due to a failure in a large power plant nearby. In this regard, EGAT issued the Power Plant Operation Readiness Certificate to the Company before the Commercial Operation Date (COD) scheduled for October 29, 2019. And most importantly, as a consequence of the earthquake in the Lao PDR in November 2019, the strength and safety (Dam Safety) of the structures of the power plants within the Company Group when the earthquake struck could be well proven, as the structures and all equipment of the Nam Ngum 2 Hydroelectric Power Plant and the Xayaburi Hydroelectric Power Plant were not damaged. They remained able to uninterruptedly produce and distribute electricity to EGAT and Electricite du Lao under the agreements as normal.

### **Customer Satisfaction Survey**

#### **BIC**

The Company normally conducts two customer satisfaction surveys per year, i.e., from January to June and from July to December, with its evaluation from a total of 11 customers. In the first evaluation, the company received an average score of 95.71 from 100 points. The Company did not pass the evaluation criteria from 2 customers who set their satisfaction criteria at 96.25 and 97.70, respectively. In this regard, the Company further asked for the customers' opinions on matters for improvement of internal operations. After significant development taking place, in the second customer satisfaction survey, the Company received an average score of 98.72 or an increase by 3.01 points and the Company could fulfill the satisfaction criteria of the two customers.

#### **NN2**

The Company arranges for customer satisfaction evaluation in a total of 4 dimensions, namely, quality, communication, personnel, and image of the power plant. In 2019, the Company received a score of 90.63 out of 100 points, with one issue receiving an intermediate-level score, i.e., notice relating to documents under the PPA requirements. In this connection, the Company has taken the results so obtained to consider improving the operations to be appropriate under the suggestions of customers.

### **Respect for Human Rights**

The Company and its affiliated companies have carried out the business operations by taking into account the human rights and civil rights of stakeholders of all sectors as stipulated by the Constitution and law, and have obeyed local laws, culture, custom, tradition and values, with our commitment to the principles of international human rights organizations. The Board of Directors, management and all staff of the Company and its affiliated companies have also realized the significance and respected the human rights



in all respects, together with societies and communities, in accordance with laws of each country without discrimination. In light of employment, the Company in no way prevents the employment of disabled persons and also employs personnel aged over 60 years, due to the fact that the Company sees their experience, knowledge and ability in specific fields. Furthermore, the Company also supports Thailand's step into the aged society so that the elderly over 60 years of age remains employed. In this respect, the Company is committed to encouraging staff at home and abroad, whether permanent or daily staff, to exercise their lawful rights as citizens required by laws, provided that the said rights must not violate others' rights. Moreover, the Company and its affiliated companies have arranged for communication channels for employees to provide suggestions and complain about work matters at all time so that personnel feel involved in management and played a part in the organization development. In 2019, the Company was never reported about nor had any labor dispute or violation of human rights, whether a dispute between management and staff or between staff and staff. In this connection, the Company is formulating the separate Human Right Policy in order to ensure explicit and concrete guidelines in terms of human rights other than the content specified in the Code of Business Conduct and the Personnel Management Policy.

### **Fair Treatment towards Labor**

The Company always gives priority to personnel in the belief that driving the organization to achieve its goals and sustainable growth in the future needs human resource management with fairness, without discrimination in employment, regardless of gender, race, religion, language, or social status, without use of forced labor and child labor. Thus, the Company has firmly upheld principles of labor laws and other relevant laws to determine remuneration and benefits as required by laws, together with the policy on consideration of fair and appropriate remuneration by taking into account competency and performance of staff, including provision of welfare and privileges to staff, which are comparable to those provided by companies in the same industry, such as, provident fund, medical treatment and annual health checkup welfare, and allowance for various events. And no less important, the Company also provides the safe and health working environment, including recreational activities for employees.

The Company continues to realize the significance of personnel development and supports its staff's career path and advancement on an equitable basis without discrimination, together with provision of staff training required for performance of their works, including other training in other aspects, for enhancement of their competency. In 2019, the Company still carried out evaluation of performance of the executives and staff based on Key Performance Indicators (KPIs) to obtain the clear and fair results which could be efficiently used in support of development of competency of the executives and staff. In addition, the Company continues to encourage executive and staff to apply Kaizen to performance of their works to ensure continuous improvement and development via various activities throughout the organization all year round. In 2019, more than 99 percent of employees submitted the Kaizen-based work plans, which the Company encouraged employees to implement such work plan to concretely improve their work efficiency while always welcoming suggestions and comments useful to working from employees.



Moreover, to encourage employees to have a higher quality of life and work safety, the Company has renovated the 17<sup>th</sup> floor of the Head Office and areas of various power plant projects to accommodate the business expansion and an increasing number of employees, as well as regularly providing annual health checkups for staff of the Company and its subsidiaries. Another important thing was the Company has campaigned for raising awareness into its staff as to the code of conduct and corporate governance by emphasizing practical applications of the same in daily work life, together with the principles of the sustainability and the Self-Sufficient Economy.

### **Safety, Occupational Health and Environment and Training related to Power Plants**

#### **BIC**

Regarding work-related safety statistics, the maximum number of days with no record of lost time accident was 2163 days from the set target at 2500 days, the Company has then further improved the action plans in respect of safety and training, including provision of fire and fire evacuation drills, first aids training, chemical spill emergency response training, radiator explosion emergency response training, electricity work safety training, and also set up a safety week to ensure that staff become aware of work safety at all time.

#### **BKC**

In 2019, no accident was reported.

#### **NN2**

2019 was the first year with a record of a lost time injury accident of employees and contractors, totaling two persons, as a result, the Company carried out work improvement and provision of safety, occupational health and environment training to be more intensive, with the zero-accident goal like the previous year.

|  | 2017 | 2018 | 2019<br>(November) |
|--|------|------|--------------------|
| <b>Fatality</b>                              |      |      |                    |
| • Staff                                      | 0    | 0    | 0                  |
| • Contractor                                 | 0    | 0    | 0                  |
| <b><sup>(a)</sup> Lost Time Injury (LTI)</b> |      |      |                    |
| • Staff                                      | 0    | 0    | 1                  |
| • Contractor                                 | 0    | 0    | 1                  |

### **Innovations and Diffusion**

The Company, with the commitment to creating and developing a prototype of the eco-friendly hydroelectric power plant of the Mekong River, not only has selected the leading-edge technology to present design and construction innovations of the hydroelectric power plant which has never been available in the region, for instance, Multi-System Fish Passages which are not harmful to the environment and sediment, but the Company also remains committed to conveying knowledge, experience and achievements in various aspects to all sectors through site visits to the power plants, with





giving a lecture on operations from the stages of pre-construction, during construction and post-construction, including dissemination of knowledge and understanding as to clean energy, renewable energy, and innovations in energy saving and efficient energy use, which are necessary for the country's energy stability in the future. Furthermore, the Company has regularly taken part in various activities to play a part in sharing knowledge on energy innovations and technologies. In 2019, the Company gave priority to education to increase knowledge of the youth living near the projects operated by the Company, in preparation for concretely planning in support of Goal 4 of the United Nations Sustainable Development Goals (UNSDG) regarding equitable quality education, for the next budget year. Furthermore, in 2019, the Company also engaged a consulting firm to conduct operation of the organizational or business transformation projects, especially the use of digital technology as a tool to transform or improve the business to be more ready in the digital world (Digital Transformation) whereby the Company employed SAP S/4 HANA with new solutions to enhance the operational efficiency and reduce the IT complexity in the organization, including adjustment of the work process within the organization to improve the existing work process in preparation for the future growth, coupled with modernization of the work process based on Industry Framework, an industry standard model for business processes, to ensure CK Power's achievement of the goal of the Digital Transformation according to schedule and under the set budget until the project's objectives are achievable with high quality and internal communication can be made smoothly.



#### *Sustainability Management in Corporate Governance and Performance in 2019*

##### Whistleblower

The Company has arranged for reliable and independent whistleblower channels for any third party to report any non-compliance with the code of conduct, any illegal acts or any suspected dishonest acts or misconduct committed by personnel in the Company, including any flaws in the internal control system caused by both staff and any other third parties, via three channels as follows:



- 1) via the Company's website directly to the Investor Relations at [www.ckpower.co.th/th/ir](http://www.ckpower.co.th/th/ir);
- 2) via email to the Members of the Audit Committee and the Board of Directors at [directors@ckpower.co.th](mailto:directors@ckpower.co.th) or the Investor Relations at [ir@ckpower.co.th](mailto:ir@ckpower.co.th);
- 3) via a sealed letter to the Chairman of the Audit Committee of CK Power Public Company Limited No. 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400.

In 2019, the Company received no whistleblowing report.

|   | 2017  | 2018  | 2019  |
|---|-------|-------|-------|
| Number of Whistleblowing Reports/ Number of Settled Matters | 0 / 0 | 0 / 0 | 0 / 0 |

### Anti-Corruption

According to the Company's clear measures to impose sequential punishment on personnel who have committed any corruption, in 2019, the Internal Audit Office received no corruption report. The Company is currently in the process of drafting an anti-corruption policy for further promulgation and enforcement throughout the organization.

|  | 2017  | 2018  | 2019  |
|--|-------|-------|-------|
| Number of Reported Clues / Number of Settled Clues | 0 / 0 | 0 / 0 | 0 / 0 |



To affirm the Company's strong commitment to anti-corruption, in 2019, the Company announced the guidelines for neither accepting nor giving gifts of the Company and its affiliated companies for the first time and widely notified the Company's stakeholders of all sectors, including notice via the Company's website and Facebook. In this regard, the Company is also preparing to officially incorporate the guidelines for neither accepting nor giving gifts of the Company and its affiliated companies into the organization's policy in the next step in order to clearly demonstrate our intention in the organizational management under the concept "zero tolerance" in all cases.

### Evaluation of Good Corporate Governance

The Company received an "Excellent" rating from Corporate Governance Report of Thai Listed Companies 2019 published by the Thai Institute of Directors Association (IOD) for the second year in a row.



## **11. Internal Control and Risk Management**

### **1. Internal Control**

The Company recognizes the significance of the efficient and effective internal control system to prevent and minimize risks on a continuous basis, with the Board of Directors authorizing the Audit Committee to oversee the internal control system by having the Internal Audit Unit in place with the duty to independently review and evaluate the operating systems in various work sectors of the Company and its subsidiaries under the internal audit plan approved by the Audit Committee, to rest assured that the internal control system is sufficient, suitable and effective in accordance with the standard of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), covering Operational Control, Financial Control, and Compliance Control. In this regard, the operations are subject to control and supervision to ensure that assets of the Company and its subsidiaries can be prevented from misuse or unauthorized use by any directors, executives or staff; the Company's financial report is accurate and reliable. In 2019, the Board of Directors and the Audit Committee received no report on material defect in the internal control system from the auditor and the Internal Audit Unit.

In the Board of Directors' Meeting 2/2020 on February 25, 2020, the Board of Directors considered and evaluated the internal control system from the management's report on internal control system evaluation based on the Internal Control Sufficiency Evaluation Form publicized by the SEC which has been approved by the Audit Committee, comprising five components, Control Environment, Risk Assessment, Control Activities, Information & Communications, and Monitoring Activities. The Board of Directors was of the opinion that the Company's internal control system was adequate.

### **2. Risk Management**

The Company places the importance on the use of risk management system in operating the business to achieve stability and sustainability in the interest of all concerned parties. The Board of Directors has authorized the Corporate Governance and Risk Management Committee to effectively and comprehensively oversee and review the risk management of the Company and its subsidiaries, including monitoring of significant risks with effect on the Company's business.

The Corporate Governance and Risk Management Committee has established a risk management working group of the Company and its subsidiaries, consisting of executives from all lines of work, namely, business planning, engineering, operation and maintenance, power plant manager, etc., with the duty to draw up an annual risk management plan, with risk evaluation covering five aspects, 1. Strategic Risk; 2. Financial Risk; 3. Operational Risk; 4. Compliance Risk; and 5. Environment and Social Risk, and address relevant risk factors, conduct analysis of potential impacts and opportunities, as well as determining risk appetite/risk tolerance (an acceptable risk level) and risk indicators, risk management measure, and quarterly report on risk management for evaluation and monitoring of the





risk management measures to ensure they remain up-to-date and able to manage risk to stay at an acceptable level. Moreover, the Company has assigned the Internal Audit Unit to monitor and review the risk management process, which is independent of the risk management work group, as well as appointing a knowledgeable and competent person to serve as a secretary to the Corporate Governance and Risk Management Committee with the duty to collect information and report on results to the Corporate Governance and Risk Management Committee and further report to the Board of Directors for acknowledgement on a quarterly basis.

3. Head of Internal Audit Unit

The Internal Audit Unit performs the duties independently to review and evaluate the effectiveness of the Company's risk management process, internal control, and supervision on a systematic basis, which shall directly report to the Audit Committee. Miss Jiraporn Putiparsoed has been appointed as the secretary to the Audit Committee and the Head of Internal Audit Unit, due to the fact that she has knowledge, abilities and working experience in internal audit in the business of the same nature as that of the Company, and she also continues to attend training courses relating to the internal audit work, not to mention the fact that she has been granted a certificate as the Certified Professional Internal Auditor of Thailand, with the understanding of the Company's activities and operations, as well as being capable of performing such duties appropriately. In this regard, consideration and approval for appointment, removal, transfer of the Head of Internal Audit Unit of the Company is subject to approval of the Audit Committee. The qualifications of the Head of Internal Audit Unit are described in Attachment 3 of Annual Registration Statement for Year 2019 (Form 56-1) of the Company.

4. Head of Compliance Unit

The Company has authorized Miss Rujira Chuaybamrung, Assistant Managing Director - Business Controlling, to supervise the Company's compliance with the rules and regulations of relevant agencies. The qualifications of the Head of Compliance Unit of the Company are described in Attachment 3 of Annual Registration Statement for Year 2019 (Form 56-1) of the Company.



### **Report of the Audit Committee**

The Audit Committee of CK Power Public Company Limited comprises three qualified independent directors who are knowledgeable and experienced in the fields of accounting, finance and engineering, namely Dr. Jon Wongswan as Chairman of the Audit Committee, Dr. Vicharn Aramvareekul and Mr. Prawet Ingadapa as Members of the Audit Committee. Mr. Prawet Ingadapa resigned as Member of the Audit Committee, with effect from February 21, 2019, and the Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Patarut Dardarananda as Member of the Audit Committee to fill the vacancy, with effect from February 21, 2019, and the Head of the Internal Audit Unit serves as secretary to the Audit Committee.

The Audit Committee has performed its duties within the scope, duties and responsibilities as assigned by the Board of Directors, which are specified in writing in the Audit Committee's Charter in line with the requirements of the Stock Exchange of Thailand. In 2019, the Audit Committee held its four meetings among themselves, and one meeting with the audit without the management's presence, for independent discussion on material information in the preparation of the financial statements and exchange of opinions. The key performance of duties can be summarized as follows:

- 1. Review of Financial Report:** The Audit Committee has reviewed the quarterly and 2019 annual financial statements of the Company and its subsidiaries, including changes in financial reporting standards with material effect on the financial statements, in association with the auditor and the management, and the auditor has provided an unqualified opinion in the Auditor's Report. The Audit Committee concurs with the auditor that the financial statements of the Company and its subsidiaries for the year 2019 are accurate and reliable in essence in compliance with generally accepted accounting principles and the financial reporting standards, with sufficient and timely information disclosure beneficial to users of the financial statements.
- 2. Review of Internal Control System:** The Audit Committee has monitored the internal control system in accordance with the framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), whereby the Internal Audit Division independently reviews and evaluates the sufficiency of the internal control system, and reports directly to the Audit Committee. The Audit Committee is of the view that the Company's internal control system is sufficient and appropriate.
- 3. Review of Internal Audit:** The Audit Committee has supervised the internal audit, approved the 2019 annual internal audit plan, considered the performance according to the approved audit plan, and required quarterly audit reports to the Audit Committee, followed up pending issues and provided suggestions from the audit, as well as approved such appointment, transfer, removal of the Head of the Internal Audit Unit. The Audit Committee is of the opinion that the internal audit has been conducted independently, met the international standards, and helped improve the efficiency in the Company's operations.
- 4. Review of Good Corporate Governance:** The Audit Committee has reviewed the Company's operations in compliance with the laws on securities and exchange, rules and regulations of the Office of the Securities and Exchange Commission, requirements of the Stock Exchange of Thailand, and other applicable laws relating to the Company's business operations, including such obligations which may arise from agreements executed with third parties. In addition, the Audit Committee adheres to the Principles of Good Corporate Governance, and as such, in 2019, the Audit Committee's Charter has been reviewed to ensure that it is up-to-date and in line with its duties and



responsibilities, and also updates the relevant policies on corporate governance of the Company. The Audit Committee is of the opinion that the Company has duly and properly complied with the relevant laws and requirements in a timely manner.

5. **Review and Opinion on Connected Transactions or Transactions which may give rise to a Conflict of Interest:** The Audit Committee has reviewed and provided its opinions on connected transactions or transactions which may give rise to a conflict of interest to ensure the Company's compliance with the applicable laws and requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. The Audit Committee is of the opinion that the Company has executed such transactions with transparency, justifications and in the best interests of the Company's business operations and its shareholders as a whole, along with correct and timely information disclosure.
6. **Consideration, Selection/Termination, Nomination for Appointment of the Auditor and Proposal of Remuneration for the Auditor:** The Audit Committee has reviewed the auditor's performance in 2019 and the reasonableness of the audit fees of the Company and its subsidiaries. The Audit Committee is of the opinion that the auditor from EY Office Limited is independent, knowledgeable and experienced in terms of audit, consultation on accounting standards, and timely certification of the financial statements. Therefore, it is deemed appropriate to propose the appointment of either Mr. Chatchai Kasemsrithanawat (Certified Public Accountant No. 5813) or Miss Siraporn Ouannunkun (Certified Public Accountant No. 3844) or Mrs. Chonlaros Suntiasvaraporn (Certified Public Accountant No. 4523) as the auditor to conduct an audit and sign to certify the Company's financial statements for 2020. Such auditors are on the list of auditors approved by the Office of the Securities and Exchange Commission, and will be proposed to the Board of Directors for consideration in order to seek further approval of the Shareholders' Meeting.

In conclusion, the Audit Committee has performed its duties under the scope of duties and responsibilities as assigned by the Board of Directors, and exercised the knowledge and expertise to perform such work with due care and independence, and provided opinions and suggestions beneficial to all stakeholders on an equitable basis, and as such, the Audit Committee is of the opinion that the Company's financial report is correct and reliable in compliance with generally accepted accounting principles and the financial reporting standards, with sufficient and proper internal control system and effective internal audit, as well as due and full compliance with the Principles of Good Corporate Governance, applicable laws and requirements relating to the Company's business operations.

(Dr. Jon Wongswan)  
Chairman of the Audit Committee



### **Report of the Corporate Governance and Risk Management Committee**

The Corporate Governance and Risk Management Committee of CK Power Public Company Limited comprises non-executive director, executive director and independent director, totaling three persons, in which Mr. Narong Sangsuriya serves as Chairman of the Corporate Governance and Risk Management Committee, Dr. Vicharn Aramvareekul and Mr. Thanawat Trivisvavet serve as Members of the Corporate Governance and Risk Management Committee, with the person who is knowledgeable and competent being appointed as secretary to the Corporate Governance and Risk Management Committee.

The Corporate Governance and Risk Management Committee has performed its work in accordance with the scope of duties and responsibilities as assigned by the Board of Directors, which is specified in writing in the Corporate Governance and Risk Management Committee's Charter. The Charter has been reviewed at least once a year to remain up-to-date and compatible with its duties and responsibilities. In 2019, the Corporate Governance and Risk Management Committee convened its four meetings to consider and follow up progress of compliance with the Principles of Good Corporate Governance and continuously support the Company's risk management. The key performance of the duties can be summarized as follows:

#### **Corporate Governance**

1. Promoting information disclosure and transparency of quarterly reports on trading/changes in holdings of securities by directors and executives of the Company, both directly and indirectly, to ensure compliance with the Principles of Good Corporate Governance for Listed Companies;
2. Supporting the assessment of performance of the Board of Directors at least once a year for the purpose of considering its performance in the previous year and operational plans for the following year, and its compliance with the Principles of Good Corporate Governance for Listed Companies;
3. Reviewing the code of ethics and relevant policies on corporate governance of the Company in compliance with the Principles of Good Corporate Governance of the Office of the Securities and Exchange Commission, and the Company's current business operations in order to promote and support the executives and staff at all levels of the Company and its affiliated companies to adhere to the corporate governance and the awareness of the significance of the environment, communities and all concerned parties for sustainability;
4. Promoting and supporting such arrangements concerning good corporate governance in respect of:
  - The assessment of the quality of the shareholders' meetings of the Company by the Thai Investors Association, in order to promote such meetings by taking into account the shareholders' rights in accordance with the good corporate governance guidelines. In 2019, the Company received an average score of 98 percent. In the 2019 annual assessment, there were 672 listed companies participating in such assessment, with the average score of 93.70 percent, which increased from 92.42 percent in 2018;



- Participation in the Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors Association (IOD). In 2019, the Company's overall average score was 92 percent, which represents an "Excellent" rating, which was higher than 90 percent in 2018, whereby the Company's assessment results in all categories were higher than the average assessment results of the overall listed companies;
  - Thailand Sustainability Investment (THSI) for the year 2019, in which the Company participated in such assessment for the first time, and as such, the assessment results and suggestions from the Stock Exchange of Thailand will be taken into consideration for further development and improvement, in order to make sure that the Company will be selected on the list of Thailand Sustainability Investment for 2020 accordingly;
5. Following up any changes in rules, regulations/practices related to the Principles of Good Corporate Governance to ensure the Company's correct and complete information disclosure in compliance with the relevant rules, regulations/practices;
  6. Reporting on the results of its performance in respect of corporate governance to the Board of Directors on a quarterly basis.

### **Risk Management**

1. Considering the annual risk management plans of the Company and its subsidiaries to ensure that such plans have addressed such internal and external risk factors which may affect the Company's operations, and considering measures to deal with such risks to stay at the level acceptable to the Company;
2. Monitoring and supervising the risk management on a quarterly basis through the reports on risk management from the management of the Company and its subsidiaries to be compatible with the Company's operations and changes in circumstances;
3. Reporting on the results of its performance in respect of risk management to the Board of Directors on a quarterly basis.

The Corporate Governance and Risk Management Committee is of the opinion that the Company is committed to operating its business duly and transparently, taking into account the Principles of Good Corporate Governance, managing the risks of the Company and its subsidiaries to cover key risk factors, promoting the Company's operations to be carried out efficiently and effectively to meet the targets, and addressing all such risks. However, the Corporate Governance and Risk Management Committee remains committed to promoting and supporting the executives and staff at all levels of the Company and its affiliated companies to adhere to the corporate governance and the awareness of the significance of the environment, communities and all concerned parties for sustainability.

(Mr. Narong Sangsuriya)  
Chairman of the Corporate Governance and Risk Management Committee



### **Report of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of CK Power Public Company Limited consists of three members, namely two independent directors and one executive director, in which Dr. Vicharn Aramvareekul serves as Chairman of the Nomination and Remuneration Committee, and Dr. Patarut Dardarananda and Mr. Prasert Marittanaporn serve as Members of the Nomination and Remuneration Committee, with high ranking management acting as secretary to the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has performed its duties under the Charter and the scope of duties as assigned by the Board of Directors. In 2019, there were two meetings of the Nomination and Remuneration Committee which considered and proposed significant matters to the Board of Directors' Meeting and/or Shareholders' Meeting for consideration and approval, as follows:

1. Consideration and appointment of independent directors, Members of the Audit Committee and Members of the Nomination and Remuneration Committee, by way of nomination of qualified candidates under the Notification of the Capital Market Supervisory Board in terms of maturity and credentials, without any prohibited characteristics under the law, to fill the vacancies;
2. Consideration and selection of candidates as directors to replace those who were due to retire by rotation, by taking into account their qualifications, experience, knowledge, capabilities useful to the Company's business operations. There were four directors who were due to retire by rotation and they were nominated for re-appointment to resume their office as directors and as members of the subcommittees for another term;
3. Consideration and determination of 2018 annual reward and remuneration for 2019 for directors and members of the subcommittees, by taking into account the appropriateness for duties and responsibilities of the directors, together with the results of the board self-assessment as a whole, including the Company's operational results in 2018, compared with that of companies in the same industry and on similar scale;
4. Consideration and determination of 2018 annual reward and remuneration for 2019 for Managing Director, by taking into account the appropriateness for duties and responsibilities of the Managing Director, compared with that of companies in the same industry and on similar scale, including the Company's operational results;
5. Consideration and review of the Nomination and Remuneration Committee's Charter to ensure that the format and topics are in the same direction and in line with the CG Code and currently applicable corporate governance criteria, which will be announced as guidelines for the Nomination and Remuneration Committee's performance.

In this regard, the Nomination and Remuneration Committee has performed the assigned duties with due care, transparency, fairness and independence in accordance with the Principles of Good Corporate Governance in the best interests of the Company and all stakeholders.

(Dr. Vicharn Aramvareekul)

Chairman of the Nomination and Remuneration Committee





## 12. Connected Transactions

The Company and its subsidiaries executed connected transactions with persons who may have a conflict of interest in 2019 based on the following criteria:

### **Necessity and Justification of Connected Transactions**

The Audit Committee was of the view that the connected transactions of the Company or its subsidiaries executed with a related company or party, had general commercial conditions in a manner persons of ordinary prudence might enter into with general parties under the same circumstances, through commercial negotiation without exercising influence in their capacity as persons who may have a conflict of interest (arm's length basis) and without transfer of benefit between the Company and persons who may have a conflict of interest, and for the utmost benefit of the Company, in accordance with the Notification on Connected Transactions.

### **Measures or Procedures for Approval of Connected Transactions**

1. To consider that any executed transactions are related party transactions between the Company or its subsidiaries and a party/person who may have a conflict of interest or have interests in accordance with the definitions of the connected person as specified by the SEC;
2. In case of a related party transaction, value of the related party transaction shall be calculated and compared with the Company's net tangible assets (NTA) to consider the volume and category of the related party transaction as specified by the SEC, divided into five main categories, namely, a transaction of ordinary course of business of the Company, a transaction in support of the ordinary course of business, a transaction of short-term rental or lease of immovable property, a transaction relating to assets or service, and a transaction of financial support;
3. In case of a related party transaction in the category of transactions in the ordinary course of business and in support of the ordinary course of business, the Board of Directors approves in principle to authorize management to consider executing such transactions, provided that such transactions are subject to general commercial conditions, namely, commercial conditions with reasonable and fair price, without transfer of benefit. In this regard, management is required to summarize such transactions for acknowledgment by the Audit Committee and the Board of Directors; and
4. In case of a related party transaction of other categories, the transaction volume of each category and the power to execute the transaction shall be considered as specified by the SEC. All transactions are subject to consideration as to justification in execution of the transactions the Audit Committee, taking into account the utmost benefit of the Company as if such transactions were executed with a third party (arm's length basis), to ensure transparency, without giving rise to any conflict of interest, and for the utmost benefit of the Company and all shareholders, and the transactions shall be proposed to the Board of Directors or shareholders based on nature and volume of transactions of each category.





Directors who have any interests in execution of the connected transactions shall not be entitled to approve nor vote on such matters in which they have interests.

### **Policy and Trend of Future Connected Transactions**

The Company expects that connected transactions will be executed in the future, mostly continuously from the existing transactions, such as, Maintenance Contract, Purchasing on Gas or Raw Water Contract, Management Contract etc., whereby the transactions are in the ordinary course of business and for the utmost benefit of the Company and its subsidiaries. The Company assigns the Audit Committee to consider and provide opinions as to necessity and justifications for execution of the transactions, and justification of the prices, so as to ensure that the conditions of such transactions are not different from transactions in the same category executed with third parties, and in compliance with relevant laws and regulations.

In this regard, the Company has disclosed the connected transactions in the Company's Notes to Financial Statements, which has been audited by the Company's auditor.



# 1. Relationship between the Company and its Subsidiaries with Related Companies/Parties

## CK Power Public Company Limited and its Subsidiaries

| Company   | Shareholding Percentage  | Business Operation   |
|---|--|--|
| <b>CK Power Public Company Limited (CKP or the Company)</b> |  | The Company operates its core business as a holding company by holding shares in other companies engaging in the business of production and sales of electricity generated from various kinds of energy and provision of consulting service and other services related to electricity production projects.   |
| <b>SouthEast Asia Energy Limited (SEAN)</b>                 | 61.33 percent of shares held by CKP  | SEAN operates the business of investment and development of electricity production business in the Lao People's Democratic Republic (Lao PDR).   |
| <b>Nam Ngum 2 Power Company Limited (NN2)</b>               | 75 percent of shares held by SEAN (46 percent of shares in NN2 indirectly held by CKP); NN2 is CKP's core company. | NN2 produces and sells the hydroelectric power as concessionaire under the Concession Agreement for the Nam Ngum 2 Hydroelectric Power Project, awarded by the Government of the Lao PDR, with a production capacity of 615 megawatts. The project is located in Xaysomboun District, Vientiane Capital, the Lao PDR.  |
| <b>Bangpa-in Cogeneration Limited (BIC)</b>                 | 65 percent of shares held by CKP   | BIC operates the business of production and sales of electricity and steam from cogeneration power projects, using natural gas as fuel, with a production capacity of 237.5 megawatts for electricity (both BIC1 and BIC2 Projects) and 19.6 tons per hour for steam (BIC1 Project). The two projects are located in the Bangpa-in Industrial Estate, Amphoe Bangpa-in, Phra Nakhon Si Ayutthaya Province. |
| <b>Bangkhenchai Company Limited (BKC)</b>                   | 100 percent of shares held by CKP  | BKC produces and sells solar power from solar power projects with a production capacity of 14.7 megawatts from the total of 7 projects.  |
| <b>CKP Solar Limited</b>                                    | 100 percent of shares held by CKP  | This company has been established for electricity production and sales.  |
| <b>Helios Power Limited</b>                                 | 100 percent of shares held by CKP  | This company has been established for electricity production and sales.  |
| <b>Apollo Power Limited</b>                                 | 100 percent of shares held by CKP  | This company has been established for electricity production and sales.  |
| <b>Vis Solis Limited</b>                                    | 100 percent of shares held by CKP  | This company has been established for electricity production and sales.  |
| <b>Sole Power Limited</b>                                   | 100 percent of shares held by CKP  | This company has been established for electricity production and sales.  |



### Details of Connection Transactions in 2019

#### 1. Transactions of CKP and its Subsidiary with CH. Karnchang Public Company Limited (CK)

CK engages in the construction business and a full range of development, investment and management of large-scale infrastructure concession projects within the country and the region. CK is also CKP's related company since CK is CKP's major shareholder, holding shares in CKP amounting to 31.90<sup>1</sup> percent of CKP's registered and paid-up capital. CKP and CK also have four common directors, namely, (1) Mr. Plew Trivisvavet, (2) Mr. Narong Sangsuriya, (3) Mr. Prasert Marittanaporn, and (4) Dr. Supamas Trivisvavet.

| Transaction   | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification  |
|---|--|--|--|--|
|   | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |  |
| <b>Lease of the Company's Office Area and Facility Services in Viriyathavorn Building</b> <ul style="list-style-type: none"> <li>Office area rental</li> <li>Other payables</li> <li>Deposit receivables</li> </ul> | 10.82  | 10.36  | 7.28   | CKP and BIC utilized the areas on the CH, 17 <sup>th</sup> , 18 <sup>th</sup> , and 20 <sup>th</sup> Floors of Viriyathavorn Building of CK. The rates of the office area rental and the utility cost were at the normal rates charged by CK to general lessees. |
|   | 0.79   | 0.38   | 1.03   |  |
|   | 2.20   | 2.05   | 2.05   |  |

<sup>1</sup> As at the Company's latest closing date of the share register for suspension of the share transfer on December 27, 2019.



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Lease of Virtual Private Server</b> <ul style="list-style-type: none"> <li>Rental</li> <li>Other payables</li> </ul>                                    | 0.60<br>0.05                                       | 0.60<br>0.05                                       | 0.60<br>0.11                                       | BIC has taken on lease of three sets of servers for 430 GB each, for a period of one year from February 2015 and if either party does not terminate the agreement, it shall be deemed that the agreement remains effective for another one year each. The rental was at the normal rate charged by CK to general customers, as well as taking into account the security of stored data. |
| <b>Engagement for Construction</b> <ul style="list-style-type: none"> <li>Project costs during construction phase</li> <li>Construction payable</li> </ul> | -<br>-   | -<br>-   | 896.00<br>11.97                                    | BIC engaged CK to carry out design, engineering, production, purchase, supply, construction, installation, and commission for the Cogeneration Power Project 2 (BIC2).  |



2. Transactions of CKP and its Subsidiary with CH. Karnchang (Lao) Co., Ltd. (CHK)

CHK was incorporated under the law of the Lao PDR and engages in the construction business in the Lao PDR. CHK is CK's related party since it is wholly owned by CK, and as a result, CKP and CHK have a common major shareholder and CHK is considered CKP's related company. CKP and CHK have no common director.

| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Engagement for the Upgrade of Voltage and Construction of the 230/500 kV Nabong Substation</b> <ul style="list-style-type: none"> <li>Project costs during construction phase</li> <li>Project payable</li> </ul> | -  | 223.66   | 1,345.94   | NN2 engaged CHK to upgrade voltage and construct the Nabong Substation to be 500 kV, which was completed by May 2018. This was in compliance with the conditions of the Power Purchase Agreement with EGAT in order to ensure that the Nabong Substation can accommodate various power projects in the Lao PDR which execute the power purchase agreements with EGAT. |
|  | -  | -  | 49.18  |   |
| <b>Engagement for Repair of Road within the Project</b>  | 12.76  | -  | -  | NN2 engaged CHK to improve and repair road within the Project during March and May 2019, at the contract price in the ordinary course of business.  |
| <b>Engagement for Repair of Spillway</b>   | -  | -  | 5.14   | NN2 engaged CHK to repair the damaged spillway. CHK completed such repair and delivered the same to NN2 on June 21, 2017.   |



### 3. Transaction of the Subsidiaries with TTW Public Company Limited (TTW)

TTW engages in the tap water production and sale business. TTW is considered CKP's related company since TTW is one of CKP's major shareholders, holding shares in CKP representing 24.98<sup>1</sup> percent of CKP's registered and paid-up capital. CKP and TTW have three common directors, namely, (1) Dr. Thanong Bidaya, (2) Mr. Plew Trivisvavet, and (3) Dr. Patarut Dardarananda.

| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Tap Water Purchase</b> <ul style="list-style-type: none"> <li>• Tap water cost</li> <li>• Water treatment cost</li> <li>• Trade payables</li> </ul> | 50.47  | 45.88  | 34.76  | BIC executed the Agreement for Tap Water Purchase (with the tap water charges at the rate as specified in the Notification of the Industrial Estate Authority of Thailand) and for water treatment with TTW for BIC1 and BIC2 from the construction period and the operation commencement until present. Such transaction was the purchase and sale of tap water in the ordinary course of business, with payment according to the Agreement. |
|  | 3.26   | 2.97   | 2.42   |   |
|  | 4.16   | 4.47   | 8.16   |   |
| <b>Sales of Electricity</b> <ul style="list-style-type: none"> <li>• Revenue from sales of electricity</li> <li>• Trade receivables</li> </ul>         | 7.16   | -  | -  | Solar rooftop or solar farm projects under BKC executed the Power Purchase Agreements with TTW. Such transactions were the purchases and sales based on the electricity tariffs charged by the Provincial Electricity Authority and in the ordinary course of business.   |
|  | 1.16   | -  | -  |   |

<sup>1</sup> As at the Company's latest closing date of the share register for suspension of the share transfer on December 27, 2019.



4. Transaction of CKP with Bangkok Expressway and Metro Public Company Limited (BEM)

BEM engages in the construction and operation business of the Si Rat Expressway (Second Stage Expressway) and expressway extensions, and also engages in the metro business. BEM is considered CKP's related company since BEM is one of CKP's major shareholders, holding shares in CKP representing 16.17<sup>1</sup> percent of CKP's registered and paid-up capital. BEM and CKP have one common director, namely, (1) Mr. Plew Trivisvavet.

| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification  |
|--|--|--|--|--|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |  |
| <b>Increase of Shareholding Percentage in XPCL</b> <ul style="list-style-type: none"> <li>Investments in associated company</li> </ul> | -  | 2,065.00   | -  | On April 10, 2018, the 2018 Annual Ordinary General Meeting of Shareholders of CKP resolved to approve the purchase of shares in Xayaburi Power Company Limited ("XPCL") representing 7.5 percent of XPCL's registered capital, in the total amount of approximately Baht 2,065.00 Million, from BEM. In this regard, the trading price was already negotiated between CKP and BEM and considered reasonable, based on the opinions of the independent financial advisors of the purchaser (CKP) and the seller (BEM) as proposed to the respective shareholders' meetings of both companies for consideration and approval. |

<sup>1</sup> As at the Company's latest closing date of the share register for suspension of the share transfer on December 27, 2019.





5. Transaction of CKP with Xayaburi Power Company Limited (XPCL)

XPCL operates the Xayaburi Hydroelectric Power Project in the Lao PDR. As at December 31, 2019, CKP was XPCL's major shareholder holding 37.5 percent of XPCL's registered capital, XPCL is then considered CKP's associated company. XPCL and CKP have two common directors, namely, (1) Mr. Plew Trivisvavet; and (2) Mr. Thanawat Trivisvavet.

| Transaction                              | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification  |
|--|--|--|--|--|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |  |
| <b>Project Management Income</b>         |  |  |  |  |
| • Project management income              | 149.10   | 119.87   | 105.01   | XPCL executed an agreement engaging CKP to conduct management of the Xayaburi Hydroelectric Power Project, provided that CKP shall support XPCL in terms of experienced and expert personnel in management, provision of advice, and support in other aspects, such as, provision of engineering advices, personnel management, purchase and procurement, financial management, accounting, etc. In this regard, the determination of the project management cost was already negotiated and considered by the persons with the approval authority. Such cost was justifiable and reasonable due to its comparison and reference to wage rates for experienced personnel in the same industry. |
| • Other income                           | 3.21   | 3.00   | -  |  |
| • Trade receivables - associated company | 14.79  | 11.38  | 10.26  |  |
| • Accrued income                         | 0.18   | 0.07   | -  |  |



| Transaction                        | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification  |
|------------------------------------|--|--|--|--|
|                                    | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |  |
| <b>Revenue from Extending Loan</b> |  |  |  |  |
| • Loan                             | 3,000.00   | -  | -  | CKP executed the loan agreement with XPCL under the existing conditions specified in the Sponsors Support Agreement, at the same interest and repayment rates as those on Baht loans from the lending banks to XPCL, representing the normal lending conditions of the lending banks. In this regard, XPCL shall repay such loan, together with interest, from the remaining cash after fulfilling the terms of the long-term loan agreement of the lending banks of XPCL. |
| • Accrued interest                 | 54.31  | -  | -  |  |
| • Income interest                  | 33.94  | -  | -  |  |



6. Transactions of the Subsidiary with PT (Sole) Co., Ltd. (PT)

PT engages in the business of investment in various types of businesses in the Lao PDR. PT's president is a related party of CKP's director, namely, Mr. Van Hoang Dau. CKP and PT have no common director.

| Transaction   | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|---|--|--|--|---|
|   | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Implementation of EMP and RAP during Operation Phase for the people affected by the NN2 Project</b> <ul style="list-style-type: none"> <li>Operating expenses</li> <li>Trade payables</li> </ul> | 4.80<br>3.53                                       | 4.80<br>7.95                                       | 5.00<br>3.15                                       | NN2 engaged PT to carry out implementation of EMP and RAP during Operation Phase, provide necessary food supplies and commodities for the people affected by the NN2 Project to migrate to Muang Fuang, including provision of occupational training throughout the concession period, in compliance with the concession conditions with the Government of the Lao PDR. |



| Transaction   | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|---|--|--|--|---|
|   | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Implementation of EMP and RAP during Operation Phase (Para-Rubber Project) for the people affected by the NN2 Project</b> <ul style="list-style-type: none"> <li>Operating expenses</li> <li>Trade payables</li> </ul> | <p>-</p> <p>16.25</p>                              | <p>13.00</p> <p>16.25</p>                          | <p>13.00</p> <p>3.25</p>                           | <p>NN2 engaged PT to provide occupational training and restore livelihoods for the affected people who migrated to Muang Fuang, by way of para-rubber plantation in the area allocated by the Government throughout the concession period, in accordance with the Concession Agreement.</p> |



7. Transactions of the Subsidiaries with RATCH Group Public Company Limited (RATCH)

RATCH is a holding company that leads the RATCH group in setting out the direction of operations and various strategies in conformity with the target of business development and expansion by focusing on investments in the electricity production business and related businesses. RATCH is SEAN's major shareholder since RATCH holds shares in SEAN representing 33.33 percent of the registered capital in SEAN CKP's subsidiary, and RATCH is also CKP's related company. CKP and RATCH have no common director.

| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification  |
|--|--|--|--|--|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |  |
| <b>Engagement for Management Service</b> <ul style="list-style-type: none"> <li>Administrative expenses</li> <li>Other payables</li> </ul> | -  | -  | 3.03   | SEAN executed the agreement among SEAN's shareholders specifying that RATCH would assign its personnel to jointly perform financial work of SEAN for the Nam Ngum 2 Hydroelectric Power Project, since RATCH had experience and expertise in management of hydroelectric power plants (the agreement was cancelled in January 2018). |
|  | -  | -  | 0.27   |  |



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Engagement of Project Consultant for Operation and Maintenance of Nam Ngum 2 Hydroelectric Power Project</b> <ul style="list-style-type: none"> <li>O&amp;M consulting service charges</li> </ul> | 25.00  | 25.00  | 25.00  | <p>NN2, as SEAN's subsidiary, entered into an Operation and Maintenance Consulting Service Agreement of Nam Ngum 2 Hydroelectric Power Project with RATCH. Such Agreement specifies that RATCH shall serve as Project Consultant in respect of matters relating to project development, contract documents, technical and construction advice, purchase of parts, equipment, and other items related to business. The Agreement would end upon the expiry of the Power Purchase Agreement or when the rate of return value is not lower than that agreed in the Agreement, whichever occurs first. In this regard, the determination of consideration of such Agreement was negotiated and considered by the persons with the approval authority. Such price was justifiable and reasonable due to its comparison and reference to wage rates for experienced personnel in the same industry.</p> |



8. Transaction of the Subsidiary with Global Power Synergy Public Company Limited (GPSC) and PTT Public Company Limited (PTT)  
 GPSC is a company in the PTT group. Its core business is to produce and sell industrial electricity, steam and water to industrial customers and the Electricity Generating Authority of Thailand (EGAT). GPSC holds shares in BIC representing 25 percent of BIC's registered capital, as a result, GPSC is one of BIC's major shareholders, and GPSC is considered CKP's related company. CKP and GPSC have no common director.
- PTT engages in the petroleum business and other businesses in relation to or in support of the petroleum business, as well as investments in companies engaging in the petroleum-related business. PTT holds shares representing 22.58<sup>1</sup> percent of GPSC's registered capital, as a result, PTT is one of GPSC's major shareholders, and PTT is considered CKP's related company. CKP and PTT have no common director.

| Transaction   | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|---|--|--|--|---|
|   | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Natural Gas Purchase with PTT</b> <ul style="list-style-type: none"> <li>Natural gas cost</li> <li>Trade payables</li> </ul> | 3,334.15<br>262.60                                 | 3,163.16<br>302.01                                 | 2,163.19<br>470.25                                 | BIC executed two Natural Gas Purchase Agreements with PTT (for BIC1 and BIC2). Such Agreements were in standard agreement format for sale of natural gas to all Small Power Producers (SPP) Projects, for a term of 25 years from the date of commercial use of natural gas. In addition, the Agreements specified a minimum purchase from PTT at not less than 85 percent of the total volume of natural gas for the whole year as calculated from the formula specified in the Agreements. The prices under the Agreements were subject to normal commercial conditions as PTT sold to all other projects of the same nature. |

<sup>1</sup> As at the closing date of the share register for suspension of the share transfer for the right to receive dividend on September 4, 2019 from [www.set.or.th](http://www.set.or.th).





9. Transactions of CKP and the Subsidiary with Bang Pa-in Land Development Co., Ltd. (BLDC)

BLDC engages in the businesses of operation of the Bang Pa-in Industrial Estate, sale of areas in the Bang Pa-in Industrial Estate, management and service provision of certain utilities within the Bang Pa-in Industrial Estate. The Bang Pa-in Industrial Estate is located at Km. 4, Udom-sorayuth Road (Highway Route No. 308) separated from Asian Highway (Highway Route No. 32) in the vicinity of Moo 2, Tambon Khlong Chik, and Moo 16, Tambon Bang Krasan, Amphoe Bang Pa-in, Phra Nakhon Si Ayutthaya Province. BLDC and CKP have two common directors, namely, (1) Mr. Plew Trivisvavet; and (2) Dr. Supamas Trivisvavet; therefore, BLDC is considered CKP's related company.

| Transaction   | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|---|--|--|--|---|
|   | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Lease of Area in Industrial Estate for Gas Pipeline Installation</b> <ul style="list-style-type: none"> <li>Land rental</li> </ul> | 0.22   | 0.22   | 0.22   | BIC has taken on lease of land from BLDC for various utilizations, with the purposes for construction, expansion, utilization, maintenance and repair services of the pipeline system (natural gas pipeline), as natural gas is BIC's main raw material. The land rental was at the price normally charged by BLDC to lessees for similar utilization of land in adjacent area. |



| Transaction   | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|---|--|--|--|---|
|   | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Lease of Area in Industrial Estate for Steam Pipeline Installation and Installation of Power Poles</b> <ul style="list-style-type: none"> <li>Land rental</li> </ul> | 1.32   | 1.32   | 1.24   | BIC has taken on lease of land from BLDC for installation of power poles of the 22 kV transmission line; and for steam pipeline installation for sale of electricity and steam produced to customers within the Bang Pa-in Industrial Estate. The land rental was at the rate normally charged by BLDC to lessees for similar utilization of land in adjacent area.   |
| <b>Lease of Area in Industrial Estate for Use as Office and Temporary Residence for Staff</b> <ul style="list-style-type: none"> <li>Land rental</li> </ul>             | -  | -  | 5.44   | BIC entered into the lease agreement, with the objective for use of the land for construction of office and temporary residence for staff, during the construction of BIC2, for the period of 32 months from January 1, 2015 to August 31, 2017. Currently, the construction was completed, and the structures were demolished and such area was handed over to BLDC. |



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Lease of Area for Installation of the 115 kV Underground Transmission Lines</b> <ul style="list-style-type: none"> <li>Land rental</li> </ul>   | 0.90   | 0.90   | 0.60   | BIC has taken on lease of land from BLDC for installation of the 115 kV underground transmission lines for sale of electricity produced to customers within the Bang Pa-in Industrial Estate. The land rental was at the rate normally charged by BLDC to lessees for similar utilization of land in adjacent area. |
| <b>Memorandum of Agreement for Use of Area for Installation of the Air Quality Monitoring Station (AQMs)</b> <ul style="list-style-type: none"> <li>Land rental</li> <li>Trade payables</li> </ul> | 0.03<br>0.01                                       | 0.03<br>-  | 0.03<br>0.02                                       | BIC took on lease of land from BLDC for installation of the Automatic Air Quality Monitoring Station (AQMs). The rental was at the price normally charged by BLDC to lessees for utilization of land in adjacent area.  |



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Memorandum of Agreement for Use of Area for Installation of the 22 kV Transmission Line</b> <ul style="list-style-type: none"> <li>Land rental</li> </ul> | 2.22   | 2.22   | 1.30   | BIC took on lease of land from BLDC for installation of the 22 kV transmission line for sale of electricity produced to customers within the Bang Pa-in Industrial Estate. The rental was at the price normally charged by BLDC to lessees for similar utilization of land in adjacent area.  |
| <b>Service Agreement</b> <ul style="list-style-type: none"> <li>Service fee</li> <li>Other payables</li> </ul>   | -<br>-   | -<br>-   | 0.72<br>0.06                                       | BIC arranged for personnel with experience to temporarily perform work during the recruitment of qualified personnel. The remuneration was based on the average rate of remuneration for personnel with qualifications and performance of duties in such position.  |
| <b>Facility Maintenance Cost and Utility Fee</b> <ul style="list-style-type: none"> <li>Service fee</li> <li>Other payables</li> </ul>                       | 0.70<br>0.06                                       | 0.70<br>0.06                                       | 0.06<br>0.06                                       | BIC engaged BLDC to carry out maintenance, supply of facilities and service provision of utilities. The service fee was charged at the rate in accordance with the Notification of the Industrial Estate Authority of Thailand. BLCD would collect the service fee at such rate from all operators within the Bang Pa-in Industrial Estate. |



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Memorandum of Agreement on Payment for Floodwalls of the Bang Pa-in Industrial Estate</b> <ul style="list-style-type: none"> <li>• Service fee</li> <li>• Trade payables</li> </ul> | 0.85   | 0.64   |  | - BIC entered into the Memorandum of Agreement on Payment for Floodwalls of the Bang Pa-in Industrial Estate, for a period of 10 years, commencing from April 2018 to March 2028. The service fee was based on the prices charged by BLDC to BLDC's customers within the Industrial Estate. |
|  | 0.08   | 0.08   |  |   |



10. Transactions of the Subsidiary with the Government of the Lao People's Democratic Republic (GOL)

GOL granted a concession for the Nam Ngum 2 Hydroelectric Power Project to SEAN (which subsequently transferred the Concession Agreement to NN2), for a concession period of 25 years from the Commercial Operation Date. NN2 is obliged to pay the royalty fee and taxes to GOL as per the time and rates specified in the Concession Agreement. NN2 began making payment of the royalty fee to GOL on the Initial Operation Date (March 26, 2011). GOL is a shareholder of Electricité du Laos (EdL). EdL holds 75 percent of shares in EDL-Generation Public Company (EDL-Gen) and EDL-Gen holds 25 percent of the registered capital in NN2, subsidiary of SEAN, which in turn is CKP's subsidiary. GOL is considered CKP's related party. CKP and GOL have no common director.

| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Royalty Fee Payment</b> <ul style="list-style-type: none"> <li>Royalty fee paid under the Concession Agreement</li> <li>Trade payables</li> </ul> | 104.85<br>41.23                                    | 133.11<br>88.10                                    | 113.34<br>63.70                                    | NN2 was required to pay the royalty fee to GOL at the rates specified by GOL. The execution of such concession was reasonable, as the execution of such Agreement was made with the governmental sector of the Lao PDR, subject to clear pricing regulations and practices, and was already considered and approved by the persons with the approval authority of SEAN. |



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Tax</b> <ul style="list-style-type: none"> <li>Tax</li> <li>Tax payable</li> </ul>  | 11.90<br>(1.34)                                    | 44.29<br>10.06                                     | 16.22<br>2.46                                      | <p>NN2 has an obligation to comply with the Concession Agreement to pay tax to GOL from the Initial Operation Date (March 26, 2011) until the end of the concession period of the Nam Ngum 2 Hydroelectric Power Project. In this regard, NN2 was granted exemption from income tax for the first five years from the Initial Operation Date. NN2 started to pay tax to GOL from March 27, 2016.</p>  |
| <b>Finance Lease Agreement - Nabong Substation</b> <ul style="list-style-type: none"> <li>Income interest under the finance lease agreement</li> <li>Management income</li> <li>Wheeling charge</li> <li>Receivables under the lease agreement</li> <li>Other receivables</li> </ul> | 351.81<br>4.80<br>216.89<br>3,859.79<br>81.56      | -<br>-<br>-<br>-<br>-                              | -<br>-<br>-<br>-<br>-                              | <p>On August 1, 2019, NN2 signed the agreement for the upgrade and lease of the Nabong Substation with the GOL, under which the GOL shall take a lease of all assets of the Nabong Substation from NN2, at the rental rate specified in the agreement, with effect from January 1, 2019 to the end of the concession period of the Nam Ngum 2 Hydroelectric Power Project; and on the same date, NN2 signed the Nabong Interconnection and Transmission Agreement with the Government of the Lao People's Democratic Republic, at the rate of wheeling charge specified in the agreement, with effect from January 1, 2019 to the end of the concession period of the Nam Ngum 2 Hydroelectric Power Project.</p> |





# 11. Transactions of the Subsidiary with Electricité du Laos (EdL)

EdL, as a state enterprise under the Ministry for Energy and Mines of the Lao PDR, engages in the core business of production, supply, and distribution of electricity in the Lao PDR, and also imports and exports electricity. Moreover, EdL has the duty to develop power plant projects, including hydroelectric power projects of the Lao PDR. EdL is EDL-Gen's major shareholder, holding 75 percent of shares in EDL-Gen, and EDL-Gen is NN2's major shareholder, holding 25 percent of the registered capital in NN2, subsidiary of SEAN, which in turn is CKP's subsidiary. Therefore, EDL is deemed as CKP's related company. EdL and CKP have no common director.

| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Operation and Maintenance Services of Nabong Substation and Transmission Systems</b> <ul style="list-style-type: none"> <li>Service fee under the Agreement on O&amp;M of Nabong Substation and Transmission Systems</li> <li>Trade payables</li> </ul> | 11.80  | 18.86  | 19.52  | NN2 engaged EdL to provide operation and maintenance services of the Nabong Substation and Transmission Systems from the project to the delivery point, namely, the 230 kV Transmission Line from the project to the Nabong Substation, and the 500 kV Transmission Line from the Nabong Substation to the delivery point in the middle of the Mekong River. EdL had expertise in the transmission systems of the Lao PDR, and the execution of such Agreement was made with the governmental sector of the Lao PDR, subject to clear pricing regulations and practices, and was already considered and approved by the persons with the approval authority of NN2. |
|  | 4.30   | 1.58   | 1.57   |   |



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Assignment of EDL's Staff to Perform Work for NN2</b> <ul style="list-style-type: none"> <li>Administrative expenses</li> <li>Trade payables</li> </ul> | 1.14<br>0.10                                       | 1.14<br>0.10                                       | 1.49<br>0.09                                       | EdL, the major shareholder of EDL-Gen, assigned one staff member to perform work for NN2 in the position of General Manager - General Affair, with the duties to supervise works relating to the Transmission Systems of the Nabong Substation, effective from November 1, 2016. NN2 would pay the monthly service fee to EdL in the amount as agreed upon between EdL and NN2. |



12. Transactions of the Subsidiary with the Electricity Generating Authority of Thailand (EGAT)

EGAT is RATCH's major shareholder holding 45 percent of the registered capital of RATCH, and RATCH holds shares representing 33.33 percent of the registered capital of SEAN, CKP's subsidiary. Therefore, EGAT is deemed as CKP's related company. EGAT and CKP have no common director.

| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|--|--|--|--|---|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Power Purchase Agreement<br/>between NN2 and EGAT</b> |  |  |  |   |
| • Revenue from sales of electricity                      | 3,048.03   | 3,949.29   | 3,318.34   | NN2 sold electricity to EGAT at the price and in the volume under the conditions specified in the Power Purchase Agreement (PPA) between NN2 and EGAT, for the PPA period of 25 years from COD. |
| • Costs of import energy and other costs under PPA       | 17.01  | 12.46  | 13.38  |   |
| • Trade receivables                                      | 416.60   | 461.68   | 416.90   |   |
| • Other income   | 0.09   | 0.01   | 0.10   |   |
| • Other receivables                                      | 0.15   | 0.16   | 0.13   |   |
| • Other long-term liabilities                            | 289.60   | 270.75   | 182.57   |   |



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification  |
|--|--|--|--|--|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |  |
| <b>Lump-Sum Fee under the Operation and Maintenance Subcontract Agreement (OMA)<sup>1</sup> of the Nam Ngum 2 Project</b> <ul style="list-style-type: none"> <li>Contract price</li> <li>Trade payables</li> </ul>   | 109.61<br>9.13                                     | 106.87<br>8.87                                     | 105.72<br>8.61                                     | NN2 engaged EGAT to make arrangements relating to operation and maintenance of the Nam Ngum 2 Hydroelectric Power Project. The execution of the Subcontract Agreement was reasonable. The contract price was in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT. |
| <b>Lump-Sum Fee under the Major Maintenance Agreement Subcontract Agreement (MMA)<sup>2</sup> of the Nam Ngum 2 Project</b> <ul style="list-style-type: none"> <li>Contract price</li> <li>Trade payables</li> </ul> | 21.37<br>3.56                                      | 52.54<br>4.38                                      | 51.01<br>4.25                                      | NN2 engaged EGAT to make arrangements relating to the major maintenance of the Nam Ngum 2 Hydroelectric Power Project. The execution of the Subcontract Agreement was reasonable. The contract price was in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT.     |

<sup>1</sup> OMA: Subcontract Agreement on Operation and Maintenance

<sup>2</sup> MMA: Subcontract Agreement on Major Maintenance Services



| Transaction   | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification   |
|---|--|--|--|---|
|   | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |   |
| <b>Other Maintenance Costs</b> <ul style="list-style-type: none"> <li>Maintenance cost</li> <li>Trade payables</li> </ul>                 | 0.59<br>-  | 1.64<br>0.36                                       | 2.11<br>1.64                                       | NN2 engaged EGAT to carry out other maintenance works than those under the OMA and the MMA contracts. Such costs were in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT.     |
| <b>Other Maintenance Costs related to Partial Overhaul</b> <ul style="list-style-type: none"> <li>Cost</li> <li>Trade payables</li> </ul> | -<br>-   | 1.95<br>1.95                                       | -<br>-   | NN2 engaged EGAT to additionally conduct the Partial Overhaul in 2018. Such cost was in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT.                                      |
| <b>Expenses for Communication Work under the Power Purchase Agreement</b> <ul style="list-style-type: none"> <li>Cost</li> </ul>          | -  | 0.75   | 0.67   | NN2 entered into the agreement with EGAT for use of the direct inward dialing service for communication of EGAT staff. In this regard, NN2 would consider the necessity for renewal of the agreement for another one year each. |



| Transaction  | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification  |
|--|--|--|--|--|
|  | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |  |
| <b>Lump-Sum Fee for Operation and Maintenance of the 230/500 kV Nabong Substation</b> <ul style="list-style-type: none"> <li>Operating cost</li> <li>Trade payables</li> <li>Other payables</li> </ul> | -<br>3.49<br>-                                     | 15.28<br>-<br>2.16                                 | -<br>-<br>-  | NN2 engaged EGAT to make arrangements relating to operation and maintenance of the Nabong Substation. The contract price was in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT. |



13. Transaction of the Subsidiary with Nam Theun 1 Power Company Limited (NT1)

NT1's major shareholder is Edl which holds shares in NT1 representing 15 percent of NT1's registered capital and Edl is EDL-Gen's major shareholder holding 75 percent of shares in EDL-Gen, and EDL-Gen holds shares in NN2 representing 25 percent. Therefore, NT1 and NN2 have a common shareholder. NT1 and CKP have no common director.

| Transaction   | Transaction Volume<br>(Million Baht)               |  |  | Transaction Nature/Necessity<br>and Justification  |
|---|--|--|--|--|
|   | Accounting<br>Period Ended<br>December 31,<br>2019 | Accounting<br>Period Ended<br>December 31,<br>2018 | Accounting<br>Period Ended<br>December 31,<br>2017 |  |
| <b>Upgrade Cost for the Nabong Substation</b> <ul style="list-style-type: none"> <li>Receivables</li> </ul> | -  | -  | 4.09   | NN2 entered into the Memorandum of Agreement with NT1 to be jointly responsible for additional expenses for construction and installation of equipment for connection of the 500 kV Transmission System between the Nam Theun 1 Hydroelectric Power Project (Nam Theun 1 Project) and the Nabong Substation to accommodate transmission of electricity from the Nam Theun 1 Project. NN2 and NT1 have agreed to share the responsibility for such expenses equally. In this regard, such agreement was reasonable for execution of the transaction since such responsibility was shared between NN2 as the owner of the Nabong Substation and NT1 whose project must transmit electricity via the Nabong Substation. |





## **Part 3**

### **Financial Position and Operational Performance**

#### **13. Financial highlights**

##### **13.1 Financial statements**

Summary of the auditor's report on the financial statements for the year ended 31 December 2019

The auditor's report of the consolidated financial statements of the Company and its subsidiaries and the separate financial statement of the Company for the year ended 31 December 2019, which were audited by Mr. Chatchai Kasemsrithanawat, Certified Public Accountant No. 5813 of EY Office Limited as approved by the Office of the Securities and Exchange Commission, expressed an unqualified opinion on the financial statements. The report also highlighted key audit matters consisting of the investments in subsidiaries and jointly controlled entities. The financial statements present fairly, in all material respects, the financial position of the Company and its subsidiaries and of the separate Company as at 31 December 2019, their financial performance and cash flows for the year ended in accordance with Thai Financial Reporting Standards.



### 13.2 Summary of financial statements

The financial statements so presented comprising the audited statement of financial position, statement of comprehensive income and cash flow statement for the year ended 31 December 2019 compared with the audited financial statements for the years ended 31 December 2018 and 2017 are shown as follows:

- Statements of financial position

| Description  | Consolidated financial statements (Unit: Baht) |             |                      |             |                      |             |
|--|--|-------------|----------------------|-------------|----------------------|-------------|
|  | 2017   |             | 2018                 |             | 2019                 |             |
|  | Amount   | %           | Amount               | %           | Amount               | %           |
| <b>Assets</b>  |  |             |                      |             |                      |             |
| <b>Current assets</b>  |  |             |                      |             |                      |             |
| Cash and cash equivalents  | 2,197,480,517                                  | 3.6         | 2,586,577,697        | 4.1         | 4,214,184,164        | 6.6         |
| Short-term restricted bank deposits  | 351,281,753                                    | 0.6         | 507,165,600          | 0.8         | -                    | -           |
| Current investments  | 2,266,936,735                                  | 3.7         | 1,647,791,836        | 2.6         | 694,854,506          | 1.1         |
| Trade and other receivables  | 1,161,854,893                                  | 1.9         | 1,313,450,266        | 2.1         | 1,292,196,206        | 2.0         |
| Current portion of finance lease receivable – related party                              | -  | -           | -                    | -           | 87,265,115           | 0.1         |
| Spare parts and supplies   | 47,335,915                                     | 0.1         | 61,817,692           | 0.1         | 61,473,814           | 0.1         |
| Refundable input tax   | 137,098,980                                    | 0.2         | 65,395,684           | 0.1         | 7,645,773            | 0.0         |
| Other current assets   | 132,001,211                                    | 0.2         | 90,451,581           | 0.1         | 248,616,077          | 0.4         |
| <b>Total current assets</b>  | <b>6,293,990,004</b>                           | <b>10.4</b> | <b>6,272,650,356</b> | <b>10.0</b> | <b>6,606,235,655</b> | <b>10.3</b> |
| <b>Non-current assets</b>  |  |             |                      |             |                      |             |
| Long-term restricted bank deposits   | 980,592,511                                    | 1.6         | 1,034,530,094        | 1.7         | 459,335,947          | 0.7         |
| Long-term loans to associated company and interest receivable                            | -  | -           | -                    | -           | 3,054,308,219        | 4.8         |
| Finance lease receivable – related party, net of current portion                         | -  | -           | -                    | -           | 3,772,521,935        | 5.9         |
| Investments in jointly controlled entities   | 291,345,757                                    | 0.5         | 319,665,842          | 0.5         | 343,735,530          | 0.5         |
| Investments in associated company  | 7,835,861,960                                  | 13.0        | 11,154,499,380       | 17.8        | 11,971,263,062       | 18.6        |
| Right to produce and sell electricity<br>- Equity attributable to owners of the Company  | 4,524,840,786                                  | 7.5         | 4,282,493,769        | 6.9         | 4,387,131,688        | 6.8         |
| Right to produce and sell electricity<br>- Non-controlling interests of the subsidiaries | 5,763,154,779                                  | 9.5         | 5,484,217,972        | 8.8         | 4,858,296,229        | 7.6         |
| Project costs during construction phase  | 2,462,947,873                                  | 4.1         | 3,075,480,261        | 4.9         | 105,057,547          | 0.2         |



| Description   | Consolidated financial statements (Unit: Baht) |              |                       |              |                       |              |
|---|--|--------------|-----------------------|--------------|-----------------------|--------------|
|   | 2017   |              | 2018                  |              | 2019                  |              |
|   | Amount   | %            | Amount                | %            | Amount                | %            |
| Assets of hydroelectric power project under concession agreement    | 22,167,289,937                                 | 36.7         | 21,096,265,056        | 33.8         | 19,108,398,692        | 29.8         |
| Property, plant and equipment                                       | 9,870,653,617                                  | 16.3         | 9,483,396,592         | 15.2         | 9,246,964,400         | 14.4         |
| Intangible assets   | 93,669,576                                     | 0.2          | 93,684,692            | 0.1          | 83,720,684            | 0.1          |
| Deferred tax asset  | 2,631,601                                      | 0.0          | 113,859               | 0.0          | -                     | -            |
| Other non-current assets  | 174,622,603                                    | 0.3          | 206,104,304           | 0.3          | 193,960,183           | 0.3          |
| <b>Total non-current assets</b>                                     | <b>54,167,611,000</b>                          | <b>89.6</b>  | <b>56,230,451,821</b> | <b>90.0</b>  | <b>57,584,694,116</b> | <b>89.7</b>  |
| <b>Total assets</b>   | <b>60,461,601,004</b>                          | <b>100.0</b> | <b>62,503,102,177</b> | <b>100.0</b> | <b>64,190,929,771</b> | <b>100.0</b> |
| <b><u>Liabilities and shareholders' equity</u></b>                  |  |              |                       |              |                       |              |
| <b><u>Current liabilities</u></b>                                   |  |              |                       |              |                       |              |
| Trade and other payables  | 1,064,974,172                                  | 1.8          | 875,620,455           | 1.4          | 690,088,222           | 1.1          |
| Current portion of liabilities under finance lease agreements       | 411,266  | 0.0          | -                     | -            | -                     | -            |
| Current portion of long-term loans from financial institutions      | 1,540,885,347                                  | 2.5          | 1,519,657,611         | 2.4          | 522,494,325           | 0.8          |
| Current portion debentures  | -  | -            | -                     | -            | 2,100,000,000         | 3.3          |
| Income tax payable  | 2,472,220                                      | 0.0          | 10,325,541            | 0.0          | 170,779               | 0.0          |
| Retention payable   | 704,080  | 0.0          | 1,478,077             | 0.0          | 1,647,613             | 0.0          |
| Other current liabilities   | 59,917,988                                     | 0.1          | 80,632,479            | 0.1          | 79,350,431            | 0.1          |
| <b>Total current liabilities</b>                                    | <b>2,669,365,073</b>                           | <b>4.4</b>   | <b>2,487,714,163</b>  | <b>4.0</b>   | <b>3,393,751,370</b>  | <b>5.3</b>   |
| <b><u>Non-current liabilities</u></b>                               |  |              |                       |              |                       |              |
| Long-term loans from financial institutions, net of current portion | 16,943,411,140                                 | 28.0         | 12,732,914,091        | 20.4         | 6,178,407,594         | 9.6          |
| Debentures, net of current portion                                  | 9,943,050,247                                  | 16.4         | 15,428,902,210        | 24.7         | 18,709,860,714        | 29.1         |
| Derivative financial liabilities                                    | 21,265,771                                     | 0.0          | 7,937,056             | 0.0          | -                     | -            |
| Provision for long-term employee benefits                           | 43,419,168                                     | 0.1          | 52,883,302            | 0.1          | 64,538,746            | 0.1          |
| Provision for decommissioning                                       | -  | -            | -                     | -            | 8,064,827             | 0.0          |
| Other long-term liabilities – related party                         | 182,569,933                                    | 0.3          | 270,752,440           | 0.4          | 289,602,186           | 0.5          |
| <b>Total non-current liabilities</b>                                | <b>27,133,716,259</b>                          | <b>44.9</b>  | <b>28,493,389,099</b> | <b>45.6</b>  | <b>25,250,474,067</b> | <b>39.3</b>  |
| <b>Total liabilities</b>  | <b>29,803,081,332</b>                          | <b>49.3</b>  | <b>30,981,103,262</b> | <b>49.6</b>  | <b>28,644,225,437</b> | <b>44.6</b>  |



| Description   | Consolidated financial statements (Unit: Baht) |              |                       |              |                       |              |
|---|--|--------------|-----------------------|--------------|-----------------------|--------------|
|   | 2017   |              | 2018                  |              | 2019                  |              |
|   | Amount   | %            | Amount                | %            | Amount                | %            |
| <b>Shareholder's equity</b>                         |  |              |                       |              |                       |              |
| <b>Registered capital</b>                           | <b>9,240,000,000</b>                           | <b>15.3</b>  | <b>9,240,000,000</b>  | <b>14.8</b>  | <b>9,240,000,000</b>  | <b>14.4</b>  |
| Issued and fully paid up                            | 7,370,000,000                                  | 12.2         | 7,370,000,000         | 11.8         | 8,129,382,039         | 12.7         |
| Share premium                                       | 9,522,332,101                                  | 15.7         | 9,522,332,101         | 15.2         | 13,319,242,296        | 20.7         |
| Retained earnings                                   |  |              |                       |              |                       |              |
| Appropriated – statutory reserve                    | 95,440,063                                     | 0.2          | 107,480,923           | 0.2          | 135,968,184           | 0.2          |
| Unappropriated                                      | 679,772,386                                    | 1.1          | 1,101,156,516         | 1.8          | 1,635,211,021         | 2.5          |
| Other components of shareholders' equity            | 80,868,226                                     | 0.1          | 232,457,595           | 0.4          | 328,879,305           | 0.5          |
| <b>Equity attributable to owners of the Company</b> | <b>17,748,412,776</b>                          | <b>29.4</b>  | <b>18,333,427,135</b> | <b>29.3</b>  | <b>23,548,682,845</b> | <b>36.7</b>  |
| Non-controlling interests of the subsidiaries       | 12,910,106,896                                 | 21.4         | 13,188,571,780        | 21.1         | 11,998,021,489        | 18.7         |
| <b>Total shareholders' equity</b>                   | <b>30,658,519,672</b>                          | <b>50.7</b>  | <b>31,521,998,915</b> | <b>50.4</b>  | <b>35,546,704,334</b> | <b>55.4</b>  |
| <b>Total liabilities and shareholders' equity</b>   | <b>60,461,601,004</b>                          | <b>100.0</b> | <b>62,503,102,177</b> | <b>100.0</b> | <b>64,190,929,771</b> | <b>100.0</b> |



- Statements of comprehensive income

| Description  | Consolidated financial statements (Unit: Baht) |              |                      |              |                      |              |
|--|--|--------------|----------------------|--------------|----------------------|--------------|
|  | 2017   |              | 2018                 |              | 2019                 |              |
|  | Amount   | %            | Amount               | %            | Amount               | %            |
| Revenue from sales   |  |              |                      |              |                      |              |
| Revenue from sales of electricity and steam  | 6,672,494,872                                  | 96.3         | 8,852,227,341        | 97.1         | 8,127,561,349        | 91.9         |
| Revenue from sales of electricity – electricity tariff adders  | 101,215,680                                    | 1.5          | 97,696,320           | 1.1          | 95,427,840           | 1.1          |
| Project management income  | 105,011,627                                    | 1.5          | 119,872,867          | 1.3          | 153,896,815          | 1.7          |
| Other income   |  |              |                      |              |                      |              |
| Gain on exchange   | -  | -            | 1,662,393            | 0.0          | 2,296,842            | 0.0          |
| Interest income  | 13,630,796                                     | 0.2          | 19,220,526           | 0.2          | 413,532,653          | 4.7          |
| Others   | 37,526,481                                     | 0.5          | 25,783,622           | 0.3          | 49,788,981           | 0.6          |
| <b>Total revenues</b>  | <b>6,929,879,456</b>                           | <b>100.0</b> | <b>9,116,463,069</b> | <b>100.0</b> | <b>8,842,504,480</b> | <b>100.0</b> |
| Cost of sales  |  |              |                      |              |                      |              |
| Cost of sales of electricity and steam   | 4,219,007,690                                  | 60.9         | 5,538,925,319        | 60.8         | 5,964,821,158        | 67.5         |
| Amortization of right to produce and sell electricity  | 521,283,824                                    | 7.5          | 521,283,824          | 5.7          | 521,283,824          | 5.9          |
| Cost of project management   | 69,522,744                                     | 1.0          | 88,435,523           | 1.0          | 90,772,698           | 1.0          |
| Administrative expenses  | 414,208,768                                    | 6.0          | 465,145,790          | 5.1          | 442,336,300          | 5.0          |
| Loss on exchange   | 119,339,023                                    | 1.7          | -                    | -            | -                    | -            |
| <b>Total expenses</b>  | <b>5,343,362,049</b>                           | <b>77.1</b>  | <b>6,613,790,456</b> | <b>72.5</b>  | <b>7,019,213,980</b> | <b>79.4</b>  |
| <b>Profit before share of profit (loss) from investments in jointly controlled entities and associated company, finance cost and income tax expenses</b> | <b>1,586,517,407</b>                           | <b>22.9</b>  | <b>2,502,672,613</b> | <b>27.5</b>  | <b>1,823,290,500</b> | <b>20.6</b>  |
| Share of profit from investments in jointly controlled entities  | 31,111,340                                     | 0.4          | 40,320,085           | 0.4          | 40,869,688           | 0.5          |
| Share of profit (loss) from investments in associated company  | (25,929,516)                                   | (0.4)        | (33,650,551)         | (0.4)        | 392,234,624          | 4.4          |
| <b>Profit before finance cost and income tax expense</b>   | <b>1,591,699,231</b>                           | <b>23.0</b>  | <b>2,509,342,147</b> | <b>27.5</b>  | <b>2,256,394,812</b> | <b>25.5</b>  |
| Finance cost   | 1,267,857,721                                  | 18.3         | 1,100,426,415        | 12.1         | 1,161,294,032        | 13.1         |
| Income tax expenses  | 16,329,610                                     | 0.2          | 44,859,885           | 15.5         | 12,277,780           | 0.1          |
| <b>Profit for the period</b>   | <b>307,511,900</b>                             | <b>4.4</b>   | <b>1,364,055,847</b> | <b>15.0</b>  | <b>1,082,823,000</b> | <b>12.2</b>  |



| Description  | Consolidated financial statements (Unit: Baht) |              |                      |             |                      |              |
|--|--|--------------|----------------------|-------------|----------------------|--------------|
|  | 2017   |              | 2018                 |             | 2019                 |              |
|  | Amount   | %            | Amount               | %           | Amount               | %            |
| <b><u>Other comprehensive income:</u></b>  |  |              |                      |             |                      |              |
| <i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>                     |  |              |                      |             |                      |              |
| Gain (loss) on changes in value of available-for-sale investments  | 16,861,597                                     | 0.2          | 3,774,412            | 0.0         | (19,185,248)         | (0.2)        |
| Unrealized gain from cash flow hedges  | 469,520,084                                    | 6.8          | 164,814,963          | 1.8         | 9,063,166            | 0.1          |
| Less: Income tax effect  | (20,420,724)                                   | (0.3)        | (2,517,743)          | (0.0)       | (113,859)            | (0.0)        |
| Share of other comprehensive income from associate   | 94,462,955                                     | 1.4          | 77,633,970           | 0.9         | (36,579,484)         | (0.4)        |
| <b>Other comprehensive income to be reclassified to profit or loss in subsequent periods – net of income tax</b> | <b>560,423,912</b>                             | <b>8.1</b>   | <b>243,705,602</b>   | <b>2.7</b>  | <b>(46,815,425)</b>  | <b>(0.5)</b> |
| <i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>                 |  |              |                      |             |                      |              |
| Actuarial loss   | (11,288,631)                                   | (0.2)        | -                    | -           | -                    | -            |
| Share of other comprehensive income from associate   | 339,047  | 0.0          | -                    | -           | -                    | -            |
| <b>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</b>                 | <b>(10,949,584)</b>                            | <b>(0.2)</b> | <b>-</b>             | <b>-</b>    | <b>-</b>             | <b>-</b>     |
| <b>Other comprehensive income for the year</b>   | <b>549,474,328</b>                             | <b>7.9</b>   | <b>243,705,602</b>   | <b>2.7</b>  | <b>(46,815,425)</b>  | <b>(0.5)</b> |
| <b>Total comprehensive income for the year</b>   | <b>856,986,228</b>                             | <b>12.4</b>  | <b>1,607,761,449</b> | <b>17.6</b> | <b>1,036,007,575</b> | <b>11.7</b>  |
| <b><u>Profit attributable to</u></b>   |  |              |                      |             |                      |              |
| Equity holders of the Company  | 158,773,091                                    | 2.3          | 599,068,450          | 6.6         | 768,901,766          | 8.7          |
| Non-controlling interests of the subsidiaries  | 148,738,809                                    | 2.1          | 764,987,397          | 8.4         | 313,921,234          | 3.6          |
|  | <b>307,511,900</b>                             | <b>4.4</b>   | <b>1,364,055,847</b> | <b>15.0</b> | <b>1,082,823,000</b> | <b>12.2</b>  |
| <b><u>Total comprehensive income attributable to</u></b>   |  |              |                      |             |                      |              |
| Equity holders of the Company  | 446,876,435                                    | 6.4          | 750,657,819          | 8.2         | 716,830,284          | 8.1          |
| Non-controlling interests of the subsidiaries  | 410,109,793                                    | 5.9          | 857,103,630          | 9.4         | 319,177,291          | 3.6          |
|  | <b>856,986,228</b>                             | <b>12.4</b>  | <b>1,607,761,449</b> | <b>17.6</b> | <b>1,036,007,575</b> | <b>11.7</b>  |



- Cash flow statements

| Description  | Consolidated financial statements (Unit: Baht) |                      |                      |
|--|--|----------------------|----------------------|
|  | 2017   | 2018                 | 2019                 |
| <b>Cash flows from operating activities</b>  |  |                      |                      |
| Profit before tax  | 323,841,510                                    | 1,408,915,732        | 1,095,100,780        |
| Adjustments to reconcile profit to net cash provided by (paid from) operating activities   |  |                      |                      |
| Depreciation and amortization  | 1,438,033,658                                  | 1,553,597,442        | 1,517,820,856        |
| Share of profit from investments in jointly controlled entities                            | (31,111,340)                                   | (40,320,085)         | (40,869,688)         |
| Share of (profit) loss from investments in associated company                              | 25,929,516                                     | 33,650,551           | (392,234,624)        |
| Loss on write-off of assets of hydroelectric power project under concession agreement      | -  | 7,373,958            | -                    |
| Loss on sales/write-off of equipment and intangible assets                                 | 88,877   | 2,169,955            | 3,846,903            |
| Unrealized loss (gain) on exchange   | 34,088,829                                     | 15,494,079           | (1,375,155)          |
| Amortization of interest rate reduction fee and debenture issuing costs                    | 8,628,574                                      | 11,399,205           | 32,277,979           |
| Amortization of right to produce and sell electricity                                      | 521,283,824                                    | 521,283,824          | 521,283,824          |
| Interest income  | -  | -                    | (385,752,226)        |
| Interest expenses  | 1,320,863,270                                  | 1,078,735,111        | 871,694,329          |
| Provision for long-term employee benefits  | 9,309,719                                      | 11,471,934           | 14,330,378           |
| <b>Profit from operating activities before changes in operating assets and liabilities</b> | <b>3,650,956,437</b>                           | <b>4,603,771,706</b> | <b>3,236,123,356</b> |
| Operating assets (increase) decrease   |  |                      |                      |
| Trade and other receivables  | (441,428,611)                                  | (153,098,940)        | 22,563,719           |
| Spare parts and supplies   | (13,209,091)                                   | (14,481,777)         | (358,040)            |
| Other current assets   | (32,827,239)                                   | 200,381,279          | 169,770,898          |
| Other non-current assets   | (958,276)                                      | (39,658,908)         | 3,966,915            |
| Operating liabilities increase (decrease)  |  |                      |                      |
| Trade and other payables   | 391,643,187                                    | (162,711,662)        | (58,967,752)         |
| Retention payable  | (102,412)                                      | 773,997              | 169,536              |
| Other current liabilities  | 23,435,132                                     | 20,714,491           | (1,282,048)          |
| Long-term employee benefit expenses  | -  | (2,007,800)          | (2,674,934)          |
| Other long-term liabilities - related party  | -  | 73,116,718           | -                    |
| <b>Cash flows from operating activities</b>  | <b>3,577,509,127</b>                           | <b>4,526,799,104</b> | <b>3,369,311,650</b> |
| Cash paid for interest expenses  | (179,301,076)                                  | (205,570,007)        | (219,488,422)        |
| Cash paid for corporate income tax   | (19,613,026)                                   | (38,104,298)         | (25,245,114)         |
| <b>Net cash flows from operating activities</b>  | <b>3,378,595,025</b>                           | <b>4,283,124,799</b> | <b>3,124,578,114</b> |





| Description   | Consolidated financial statements (Unit: Baht) |                        |                        |
|---|--|------------------------|------------------------|
|   | 2017   | 2018                   | 2019                   |
| <b>Cash flows from investing activities</b>   |  |                        |                        |
| Decrease (increase) in short-term restricted bank deposits                            | (141,063,022)                                  | (157,372,583)          | 507,165,600            |
| Decrease (increase) in long-term restricted bank deposits                             | (208,500,213)                                  | (57,634,169)           | 575,194,147            |
| Decrease in current investments   | 1,945,639,275                                  | 622,919,311            | 933,752,082            |
| Decrease in finance lease receivable – related party                                  | -  | -                      | 432,000,000            |
| Increase in long-term loans to associated company                                     | -  | -                      | (3,000,000,000)        |
| Increase in investments in subsidiary   | -  | -                      | (681,464,240)          |
| Increase in investments in associated company   | (1,668,049,200)                                | (3,274,654,000)        | (481,474,125)          |
| Increase in project costs during construction phase                                   | (2,401,184,168)                                | (469,094,275)          | (171,427,302)          |
| Increase in assets of hydroelectric power project under concession agreement          | -  | (10,287,774)           | -                      |
| Increase in plant and equipment   | (88,566,845)                                   | (103,505,350)          | (74,634,544)           |
| Proceeds from sales of equipment  | 36,299   | 1,916,982              | 6,140,636              |
| Increase in intangible assets   | (56,417,638)                                   | (44,904,792)           | (969,900)              |
| Dividends income from jointly controlled entities                                     | 12,000,000                                     | 12,000,000             | 16,800,000             |
| Cash paid for interest capitalized as part of project costs during construction phase | (157,978,745)                                  | (150,877,917)          | (4,122,915)            |
| <b>Net cash flows used in investing activities</b>                                    | <b>(2,764,084,257)</b>                         | <b>(3,631,494,567)</b> | <b>(1,943,040,561)</b> |
| <b>Cash flows from financing activities</b>   |  |                        |                        |
| Increase (decrease) in non-controlling interests of the subsidiary                    | 347,137,500                                    | (1,625)                | -                      |
| Decrease in long-term loans from financial institutions                               | (5,052,387,783)                                | (4,164,644,863)        | (7,812,120,374)        |
| Cash receipt from issuance of debentures  | 6,000,000,000                                  | 9,500,000,000          | 6,000,000,000          |
| Repayment of debentures   | -  | (4,000,000,000)        | (600,000,000)          |
| Cash paid for loan arrangement fee  | (2,815,796)                                    | (206,443)              | -                      |
| Cash paid for issuance of debentures  | (55,033,213)                                   | (31,172,527)           | (39,460,111)           |
| Cash paid for interest expenses   | (870,586,655)                                  | (814,595,901)          | (772,740,877)          |
| Dividend payment  | (442,200,000)                                  | (165,643,460)          | (206,360,000)          |
| Dividend payment of the subsidiary  | (609,532,249)                                  | (578,637,121)          | (679,770,150)          |
| Cash received from exercise of warrants   | -  | -                      | 4,556,292,234          |
| <b>Net cash flows from (used in) financing activities</b>                             | <b>(685,418,196)</b>                           | <b>(254,901,940)</b>   | <b>445,840,722</b>     |
| Effect of exchange rate changes on cash and cash equivalents                          | (11,197,237)                                   | (7,631,112)            | 228,192                |
| <b>Net increase (decrease) in cash and cash equivalents</b>                           | <b>(82,104,665)</b>                            | <b>389,097,180</b>     | <b>1,627,606,467</b>   |
| Cash and cash equivalents at beginning of year  | 2,279,585,182                                  | 2,197,480,517          | 2,586,577,697          |
| <b>Cash and cash equivalent at end of year</b>  | <b>2,197,480,517</b>                           | <b>2,586,577,697</b>   | <b>4,214,184,164</b>   |



- Significant financial ratios

| Description  | Consolidated financial statements |       |       |
|--|-----------------------------------|-------|-------|
|  | 2017                              | 2018  | 2019  |
| <b><u>Profitability ratio</u></b>                                    |                                   |       |       |
| Gross profit margin (%)  | 30.6                              | 32.5  | 25.6  |
| EBITDA margin (%)  | 51.2                              | 50.3  | 48.6  |
| Net profit margin (%)  | 2.3                               | 6.6   | 8.7   |
| Earnings per share (Baht)  | 0.022                             | 0.081 | 0.100 |
| <b><u>Financial policy ratio</u></b>                                 |                                   |       |       |
| Total liabilities to total shareholders' equity ratio (times)        | 0.97                              | 0.98  | 0.81  |
| Net interest-bearing debt to total shareholder' equity ratio (times) | 0.74                              | 0.76  | 0.62  |
| Return on equity ratio (%)   | 0.9                               | 3.3   | 3.7   |
| Return on assets ratio (%)   | 0.3                               | 1.0   | 1.2   |

**Report on the Board of Directors' Responsibilities for Financial Report**

The Board of Directors firmly believes that adherence to the good corporate governance is a key factor in striving for the efficient, transparent, auditable management system and a factor in ensuring the overall success of the Company as a socially responsible organization, which will help build up trust and confidence of the shareholders, investors, stakeholders and all concerned parties.

The Board of Directors establishes the Audit Committee, comprising qualified independent directors who are knowledgeable and competent, to perform the duty to review and ensure accuracy of the Company's financial report and sufficiency and appropriateness of its information disclosure, as well as ensure that connected transactions or transactions, which may give rise to a conflict of interests are in compliance with the requirements of the Stock Exchange and applicable rules and regulations related to the Company's business.

The Board of Directors is of the opinion that the financial statements for 2019 of the Company and its subsidiaries, which were reviewed by the Audit Committee in conjunction with the management and the Company's auditor, were prepared in accordance with the financial reporting standards by adopting appropriate accounting policies, exercising the discretion with due care and making reasonable estimates, with adequate disclosure of significant information in the notes to the financial statements. The financial statements had been audited and provided unqualified opinions by the independent certified public accountant that the statements of financial position and the operational results of the Company and its subsidiaries were presented fairly, transparently, and in the interests of the shareholders and general investors.

- Signature -  
Dr. Thanong Bidaya  
Chairman of the Board of Directors

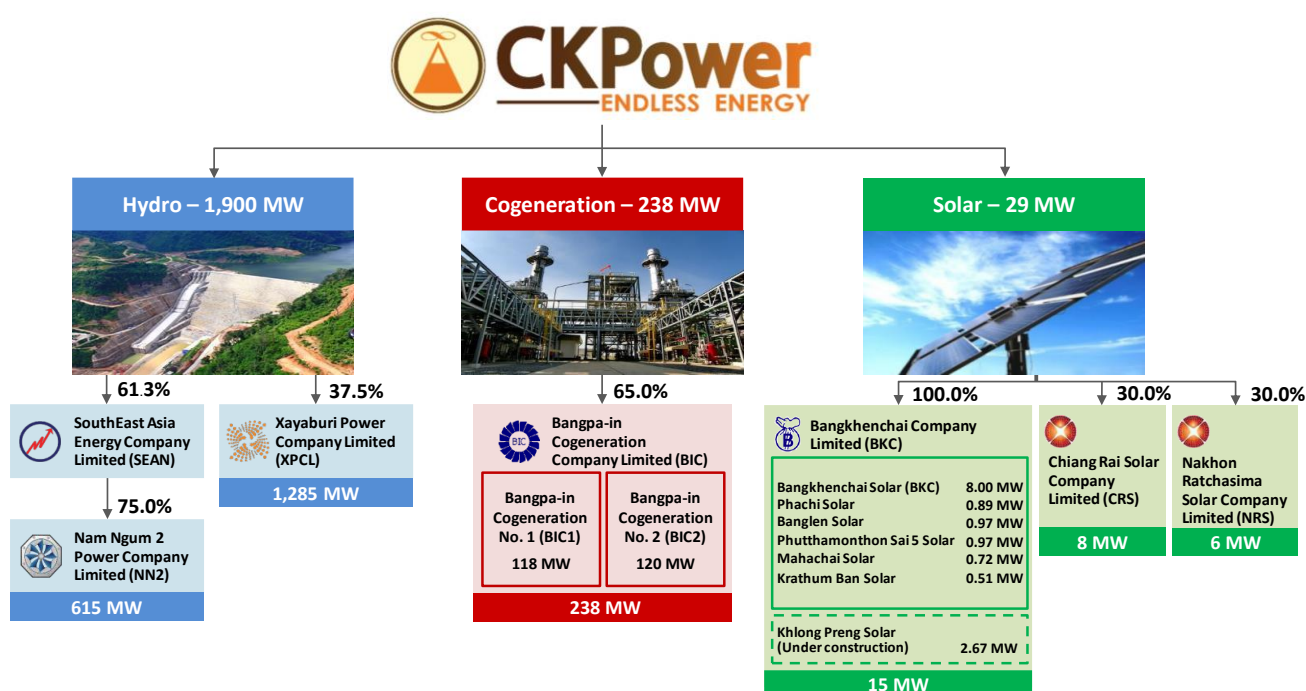
- Signature -  
Mr. Thanawat Trivisvavet  
Managing Director



## 14. Management Discussion and Analysis

### 1. Business Overview

CK Power Public Company Limited (the “Company” and “CKP”) operates its core business by holding shares (Holding Company) in other companies that engage in production and sales of electricity generated from various types of energy. At present, the Company holds shares in six companies producing electricity from three energy sources, consisting of (1) two hydroelectric power projects, namely, the Nam Ngum 2 Hydroelectric Power Plant (“NN2”) operated by SouthEast Asia Energy Limited (“SEAN”) and Xayaburi Hydroelectric Power Plant (“Xayaburi HPP”) operated by Xayaburi Power Company Limited (“XPCL”); (2) two cogeneration power projects, namely, the Bangpa-in Cogeneration Power Plant 1 and 2 (“BIC1” and “BIC2”) operated by Bangpa-in Cogeneration Limited (“BIC”); and (3) nine solar power projects operated by Bangkhenchai Company Limited (“BKC”), Chiang Rai Solar Limited (“CRS”) and Nakhon Ratchasima Solar Limited (“NRS”).



Note: Total installed capacity

### 2. Significant Events in 2019

#### 2.1 Issuance of Debentures No. 1/2019 by Nam Ngum 2 Power Company Limited

On 7 March 2019, Nam Ngum 2 Power Company Limited (“NN2”), a subsidiary of the Company, issued Baht 6,000 million of name-registered, unsecured, unsubordinated debentures with a debentureholders’ representative, consisting of:

- Baht 3,200 million amortized debentures with a tenor of 3 years at the interest rate of 3.18% per annum;
- Baht 800 million debentures with a tenor of 4 years at the interest rate of 3.44% per annum, and;



- Baht 2,000 million amortized debentures with a tenor of 8 years at the interest rate of 3.88% per annum with the issuer's right to early redemption.

TRIS Rating Co., Ltd. ("TRIS Rating") assigned credit rating of "A" to the debentures No. 1/2019 and upgraded credit rating for all previously issued debentures of NN2 to "A" (with Stable outlook). NN2 used the issuance proceeds to repay all loan from financial institutions to reduce its financing cost.

## **2.2 Company Rating and Issue Rating of CK Power Public Company Limited**

On 11 April 2019, TRIS Rating reaffirmed credit rating of the Company at "A" (with Stable outlook) and credit rating of the Company's unsecured, unsubordinated debentures at "A-" (with Stable outlook).

## **2.3 Approved Dividend Payment for 2018 Operating Results**

On 23 April 2019, the 2019 Annual Ordinary General Meeting of Shareholders approved dividend payment of Baht 0.0280 per share for 2018 operating results, which was equal to Baht 206.4 million or 85.7% of the Net Profit of the Company's separate financial statements. The dividend was paid on 21 May 2019.

## **2.4 Acquisition of Additional Shares of SouthEast Asia Energy Limited**

On 23 April 2019, the Board of Directors of the Company approved an acquisition of additional 5.33% shares of SouthEast Asia Energy Limited ("SEAN") from PT Holdings Limited in the amount of Baht 681.5 million. SEAN is a major shareholder of NN2, the core holding and subsidiary of the Company. After the acquisition, the Company's shareholding in SEAN increased from 56.0% to 61.3% of SEAN's registered capital with its indirect shareholding in NN2 increased from 42.0% to 46.0%. The transaction was completed on 15 May 2019.

## **2.5 Investment in Solar Rooftop and Solar Farm Power Plants of Bangkhengchai Company Limited**

During 2019, Bangkhengchai Company Limited ("BKC") invested in five solar rooftop and one solar farm power plants, consist of:

- Phachi Solar Rooftop Power Plant, Phra Nakhon Si Ayutthaya Province, 0.89 MW installed capacity, commenced its electricity sales to private-sector operator in February;
- Banglen Solar Rooftop Power Plant, Nakhon Pathom Province, 0.97 MW installed capacity, commenced its electricity sales to private-sector operator in May;
- Phuthamonthon Sai 5 Solar Rooftop Power Plant, Nakhon Pathom Province, 0.97 MW installed capacity, commenced its electricity sales to private-sector operator in June;
- Mahachai Solar Rooftop Power Plant, Samut Sakhon Province, 0.72 MW installed capacity, commenced its electricity sales to private-sector operator in June;
- Krathum Ban Solar Rooftop Power Plant, Samut Sakhon Province, 0.51 MW installed capacity, commenced its electricity sales to private-sector operator in July, and;



- Khlong Preng Solar Farm Power Plant, Chachoengsao Province, 2.67 MW installed capacity, under construction.

## **2.6 The Major Overhaul of Bangpa-in Cogeneration 1 (“BIC1”)**

On 2 June 2019, Bangpa-in Cogeneration 1 commenced its major overhaul according to plan.

## **2.7 Exercise of Warrants of CK Power Public Company Limited (CKP-W1) on 30 June 2019 and 30 September 2019**

During 2019, the Company received Baht 4,556.3 million of total proceeds from CKP-W1, consisting of:

- 30 June 2019: The exercise of CKP-W1 to purchase 594.2 million shares of the Company with total proceeds of Baht 3,565.4 million. The Company registered the capital increase on 1 July 2019 with the newly issued shares started trading on the Stock Exchange of Thailand on 4 July 2019.
- 30 September 2019: The exercise of CKP-W1 to purchase 165.1 million shares of the Company with total proceeds of Baht 990.9 million. The Company registered the capital increase on 1 October 2019 with the newly issued shares started trading on the Stock Exchange of Thailand on 4 October 2019.

The Company plans to use the proceeds for business expansion and for general working capital proposes. After the capital increase registration, the Company’s paid-up capital and share premium increased to Baht 8,129.4 million and Baht 13,319.2 million, respectively.

## **2.8 Sponsor Loan to Xayaburi Power Company Limited**

In 2019, the Company provided loans to Xayaburi Power Company Limited (“XPCL”), an associated company of the Company, according to the same conditions as specified in the Sponsors Support Agreement. As at 31 December 2019, the outstanding loan was Baht 3,000 million.

## **2.9 Excellent Corporate Governance (CG) Score**

On 25 October 2019, the Company received “Excellent” Corporate Governance (CG) score on the Corporate Governance Report of Thai Listed Companies 2019 published by Thai Institute of Directors Association.

## **2.10 Commercial Operation of Xayaburi Hydroelectric Power Plant**

Xayaburi HPP is a large-scale Run-of-River Hydroelectric Power Plant, located in the Lao People’s Democratic Republic (Lao PDR) with total installed capacity of 1,285 MW. Xayaburi HPP has contracts to supply electricity to the Electricity Authority of Thailand (“EGAT”) at 1,220 MW and to the Electricité du Laos at 60 MW. Since 29 October 2019, Xayaburi HPP has commenced its commercial operation (“Commercial Operation Date” or “COD”) to supply electricity to EGAT in accordance with the period specified in the Power Purchase Agreement with EGAT.



### 3. Analysis of Operating Results of 2019

Unit: Baht Million

| Description  | Year           |                | Changes               |               |
|--|----------------|----------------|-----------------------|---------------|
|  | 2018           | 2019           | Increase / (Decrease) | %             |
| Revenue from Sales of Electricity and Steam  | 8,949.9        | 8,223.0        | (726.9)               | (8.1)         |
| Project Management Income  | 119.9          | 153.9          | 34.0                  | 28.4          |
| Interest Income under Finance Lease Agreement  | -              | 351.8          | 351.8                 | -             |
| Other Income   | 45.0           | 111.5          | 66.5                  | 147.8         |
| <b>Total Revenues</b>  | <b>9,114.8</b> | <b>8,840.2</b> | <b>(274.6)</b>        | <b>(3.0)</b>  |
| Operating Expenses   | (6,613.8)      | (7,019.2)      | 405.4                 | 6.1           |
| Share of Profit from Investments in Jointly Controlled Entities and Associated Companies | 6.7            | 433.1          | 426.4                 | -             |
| Foreign Exchange Gain  | 1.7            | 2.3            | 0.6                   | 38.2          |
| <b>Earnings Before Interest and Tax</b>  | <b>2,509.3</b> | <b>2,256.4</b> | <b>(252.9)</b>        | <b>(10.1)</b> |
| Finance Cost   | (1,100.4)      | (1,161.3)      | 60.9                  | 5.5           |
| Income Tax Expenses  | (44.9)         | (12.3)         | (32.6)                | (72.6)        |
| Net Profit attributable to Non-controlling Interests of the Subsidiaries                 | (765.0)        | (313.9)        | (451.1)               | (59.0)        |
| <b>Net Profit attributable to Equity Holders of the Company</b>                          | <b>599.1</b>   | <b>768.9</b>   | <b>169.8</b>          | <b>28.3</b>   |

#### 3.1 Revenue from Sales of Electricity and Steam

|  | Sales Volume of Electricity / Steam (GWh) / (Tons) |                | Changes               |               | Revenue (Baht Million) |                | Changes               |              |
|--|--|----------------|-----------------------|---------------|------------------------|----------------|-----------------------|--------------|
|  | 2018   | 2019           | Increase / (Decrease) | %             | 2018                   | 2019           | Increase / (Decrease) | %            |
| <u>Revenue from Sales of Electricity</u> |  |                |                       |               |                        |                |                       |              |
| • NN2                                    | 2,454.9  | 1,684.9        | (770.0)               | (31.4)        | 3,949.3                | 3,048.0        | (901.3)               | (22.8)       |
| • BIC                                    | 1,552.9  | 1,560.8        | 7.9                   | 0.5           | 4,801.0                | 4,967.7        | 166.8                 | 3.5          |
| • BKC                                    | 12.3   | 15.5           | 3.3                   | 26.7          | 136.1                  | 144.8          | 8.7                   | 6.4          |
| <b>Total</b>                             | <b>4,020.1</b>                                     | <b>3,261.3</b> | <b>(758.8)</b>        | <b>(18.9)</b> | <b>8,886.3</b>         | <b>8,160.5</b> | <b>(725.8)</b>        | <b>(8.2)</b> |
| <u>Revenue from Sales of Steam</u>       |  |                |                       |               |                        |                |                       |              |
| • BIC                                    | 94,459   | 87,486         | (6,973)               | (7.4)         | 63.6                   | 62.4           | (1.2)                 | (1.8)        |
| <b>Total</b>                             |  |                |                       |               | <b>8,949.9</b>         | <b>8,223.0</b> | <b>(726.9)</b>        | <b>(8.1)</b> |

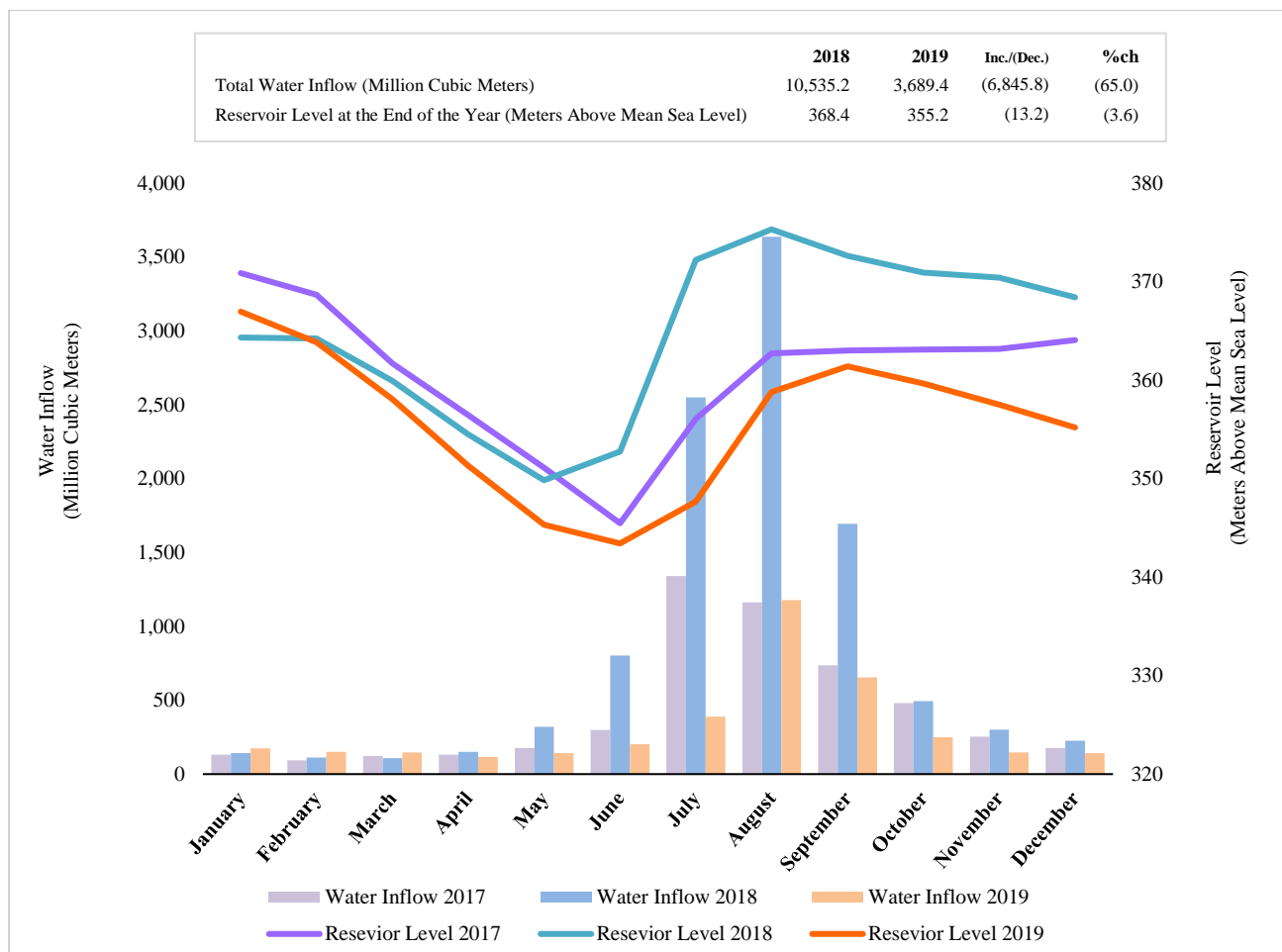
In 2019, Revenue from Sales of Electricity and Steam decreased from the previous year, mainly due to the following reasons:

- **NN2:** Revenue from Sales of Electricity of NN2 decreased from the decline in electricity sales volume during 2019 due to lower-than-average water inflow to the reservoir, especially during 3Q19, whereas water inflow in 2018 was a record high. As a result, NN2 adopted a conservative water management approach to ensure that the remaining water in the reservoir would be sufficient to produce electricity as planned for the entire year.





### Water Inflow and Reservoir Level of NN2



### Electricity Sales Volume of NN2

Unit: GWh

| Description                    | Year           |                | Changes               |               |
|--------------------------------|----------------|----------------|-----------------------|---------------|
|                                | 2018           | 2019           | Increase / (Decrease) | %             |
| Primary Energy                 | 1,980.1        | 1,674.5        | (305.5)               | (15.4)        |
| Secondary Energy               | 130.1          | 4.2            | (125.9)               | (96.8)        |
| Excess Energy                  | 343.9          | -              | (343.9)               | -             |
| Test Energy                    | 0.8            | 6.2            | 5.4                   | 635.7         |
| <b>Total Electricity Sales</b> | <b>2,454.9</b> | <b>1,684.9</b> | <b>(770.0)</b>        | <b>(31.4)</b> |

- **BIC:** Revenue from Sales of Electricity of BIC increased despite the Major Overhaul as planned during 2Q19, primarily due to (i) increase in electricity sales volume compared to the previous year from higher electricity sales volume to industrial customers and improved efficiency of BIC1 after the Major Overhaul and (ii) higher natural gas price in 2019 compared to the previous year, resulted in an increase in Energy Payment revenue, a core component of BIC's electricity tariff.



### Electricity Sales Volume of BIC

Unit: GWh

| Off Takers  | Year           |                | Changes               |            |
|---|----------------|----------------|-----------------------|------------|
|   | 2018           | 2019           | Increase / (Decrease) | %          |
| Electricity Generating Authority of Thailand (EGAT) | 1,277.4        | 1,250.3        | (27.1)                | (2.1)      |
| Industrial customers                                | 275.5          | 310.5          | 35.0                  | 12.7       |
| <b>Total</b>  | <b>1,552.9</b> | <b>1,560.8</b> | <b>7.9</b>            | <b>0.5</b> |

- **BKC:** Revenue from Sales of Electricity of BKC increased driven by the start of electricity sales to private-sector operators of the new solar rooftop power plants under BKC, namely, Phachi Solar, Banglen Solar, Phutthamonthon Sai 5 Solar, Mahachai Solar and Krathum Ban Solar since 1Q19, resulted in an increase in electricity sales volume in 2019 compared to the previous year.

### 3.2 Project Management Income

Project Management Income in 2019 increased from the previous year, consistent with the increase in management fee from higher business activities.

### 3.3 Interest Income under Finance Lease Agreement

The Company recognized Interest Income under Finance Lease Agreement from Nabong Substation starting from 2Q19.

### 3.4 Other Income

The increase in Other Income in 2019 was mainly driven by gain on sales of short-term investment and interest income from Baht 3,000 million long-term loan to XPCL in accordance with the conditions specified in the Sponsors Support Agreement.



### 3.5 Operating Expenses

Unit: Baht Million

| Description   | Year           |                | Changes               |            |
|---|----------------|----------------|-----------------------|------------|
|   | 2018           | 2019           | Increase / (Decrease) | %          |
| Cost of Sales of Electricity and Steam                | 5,538.9        | 5,964.8        | 425.9                 | 7.7        |
| <i>Fuel Costs</i>                                     | 3,163.2        | 3,334.2        | 171.0                 | 5.4        |
| <i>Depreciation Expenses</i>                          | 1,523.9        | 1,484.0        | (39.9)                | (2.6)      |
| <i>Operation and Maintenance Costs</i>                | 615.4          | 724.1          | 108.7                 | 17.7       |
| <i>Wheeling Charge</i>                                | -              | 216.9          | 216.9                 | -          |
| <i>Royalty Fee</i>                                    | 133.1          | 104.9          | (28.3)                | (21.2)     |
| <i>Others</i>   | 103.3          | 100.8          | (2.5)                 | (2.5)      |
| Amortization of Right to Produce and Sell Electricity | 521.3          | 521.3          | -                     | -          |
| Cost of Project Management                            | 88.4           | 90.8           | 2.3                   | 2.6        |
| Administrative Expenses                               | 465.1          | 442.3          | (22.8)                | (4.9)      |
| <b>Total Operating Expenses</b>                       | <b>6,613.8</b> | <b>7,019.2</b> | <b>405.4</b>          | <b>6.1</b> |

The key reasons for the increase in Operating Expenses in 2019 are:

- An increase in Cost of Sales of Electricity and Steam, mainly due to the following reasons:
  - Fuel Costs of BIC increased from higher electricity sales volume and higher natural gas price compared to the previous year;
  - Depreciation decreased from the reclassification of assets related to Nabong Substation to Finance Lease Receivable;
  - Operation and Maintenance Costs increased, primarily from expenses related to BIC's Major Overhaul according to plan in 2Q19;
  - Wheeling charges were recognized starting in 2Q19, according to the amount of electricity sold through Nabong Substation, and;
  - Royalty Fee of NN2 decreased, consistent with the decline in revenue from sales of electricity.
- An increase in Cost of Project Management, consistent with higher Project Management Income.

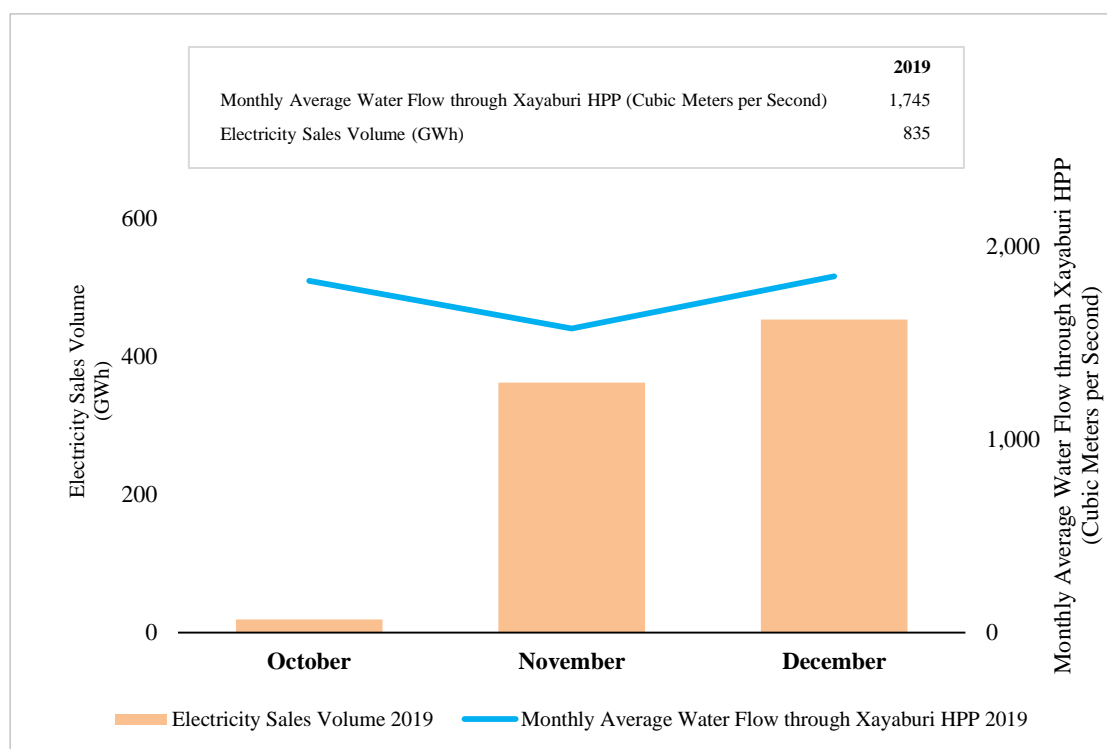
### 3.6 Share of Profit from Investments in Jointly Controlled Entities and Associated Companies

The Company reported an increase in Share of Profit from Investments in Jointly Controlled Entities and Associated Companies in 2019 from an increase in share of profit from XPCL. The Company recognized Baht 392.2 million of share of profit from XPCL in 2019, compared to Baht 33.7 million share of loss in 2018, the key reasons for the improvement are:

- The COD of Xayaburi HPP in 4Q19, which saw XPCL recognizing Revenue from Sales of Electricity of Baht 1,565.1 million, and;
- The recognition of Gain from the difference in exchange rate on the long-term US Dollar loan of XPCL during 2019.



### Monthly Average Water Flow through Xayaburi HPP and Electricity Sales Volume during October-December 2019



### 3.7 Finance Cost

Finance Cost increased during 2019 primarily from (i) the one-time recognition of NN2's deferred financial fees of Baht 56.7 million, following the full repayment of its long-term loan from financial institutions in March 2019; (ii) the recognition of interest expenses related to Nabong Substation after its construction completion at the end of 2018; and (iii) an increase in the Company's interest expenses due to the issuance of additional Baht 2,500 million debentures in June 2018.

### 3.8 Income Tax

In 2019, Income Tax declined mainly due to the decline NN2's operating results compared to the previous year.

### 3.9 Net Profit attributable to Equity Holders of the Company

Overall, the Company and its subsidiaries reported an increase in Net Profit attributable to Equity Holders of the Company in 2019, primarily driven by an increase in Share of Profit from Investment in Associated Company (XPCL) following the COD of Xayaburi HPP.



#### 4. Analysis of Financial Position

Unit: Baht Million

| Description                | As at 31 Dec 2018 | As at 31 Dec 2019 | Changes               |       |
|----------------------------|-------------------|-------------------|-----------------------|-------|
|                            |                   |                   | Increase / (Decrease) | %     |
| Total Assets               | 62,503.1          | 64,190.9          | 1,687.8               | 2.7   |
| Total Liabilities          | 30,981.1          | 28,644.2          | (2,336.9)             | (7.5) |
| Total Shareholders' Equity | 31,522.0          | 35,546.7          | 4,024.7               | 12.8  |

##### 4.1 Total Assets

As at 31 December 2019, Total Assets increased from the end of 2018, mainly due to the increase in Cash and Cash Equivalents, primarily driven by cash received from the exercise of CKP-W1 warrants to purchase newly issued ordinary shares of the Company in June and September 2019, which was partially used for Baht 3,000.0 million long-term loan to XPCL and acquisition of SEAN's shares.

##### 4.2 Total Liabilities

As at 31 December 2019, Total Liabilities decreased from the end of 2018, mainly due to the decline in long-term loan from financial institutions following the full repayment of long-term loan by NN2 in March 2019 as well as the normal repayment/redemption of long-term loans and debentures by subsidiaries.

##### 4.3 Total Shareholders' Equity

As at 31 December 2019, Total Shareholders' Equity increased from the end of 2018, driven primarily by an increase in Share Capital and Share Premium from the exercise of CKP-W1 warrants to purchase newly issued ordinary shares of the Company in June and September 2019 and an increase in Retained Earnings from 2019 operating results.

#### 5. Cash Flows Analysis

As at 31 December 2019, the Cash and Cash Equivalent was Baht 4,214.2 million, increased by Baht 1,627.6 million or 62.9% from the end of 2018.

Unit: Baht Million

| Description  | As at 31 Dec 2019 |
|--|-------------------|
| Net cash flows from operating activities                     | 3,124.6           |
| Net cash flows used in investing activities                  | (1,943.0)         |
| Net cash flows from financing activities                     | 445.8             |
| Effect of exchange rate changes on cash and cash equivalents | 0.2               |
| <b>Net increase in cash and cash equivalents</b>             | <b>1,627.6</b>    |

- Net cash inflows from operating activities came mainly from the Company and its subsidiaries' operating results.



- Net cash outflows from investing activities were primarily used for acquisition of SEAN's shares, loan to XPCL and equity injection in XPCL, offset by net cash inflows from the discharge of restricted bank deposits following the full repayment of long-term loan from financial institutions by NN2 and sales of short-term investment.
- Net cash inflows from financing activities came mainly from cash received from NN2's debentures and the exercise of CKP-W1 warrants to purchase newly issued ordinary shares in June and September, offset by repayment of long-term loan, redemption of debentures, and dividend payment.

## 6. Significant Financial Ratio

| <b>Profitability Ratios</b>   | <b>2018</b>              | <b>2019</b>              | <b>Changes</b> |
|---|--------------------------|--------------------------|----------------|
| Gross Profit Margin (%)   | 32.5                     | 25.6                     | (6.9)          |
| EBITDA Margin (%)   | 50.3                     | 48.6                     | (1.7)          |
| Net Profit Margin (%)   | 6.6                      | 8.7                      | 2.1            |
| Earnings per Share (Baht)   | 0.081                    | 0.100                    | 0.019          |
| <b>Leverage Ratios</b>  | <b>As at 31 Dec 2018</b> | <b>As at 31 Dec 2019</b> | <b>Changes</b> |
| Total Liabilities to Total Shareholders' Equity Ratio (Times)         | 0.98                     | 0.81                     | (0.18)         |
| Net Interest-bearing Debt to Total Shareholders' Equity Ratio (Times) | 0.76                     | 0.62                     | (0.14)         |
| <b>Liquidity Ratio</b>  | <b>As at 31 Dec 2018</b> | <b>As at 31 Dec 2019</b> | <b>Changes</b> |
| Current Ratio (Times)   | 2.52                     | 1.95                     | (0.57)         |

In 2019, Gross Profit Margin and EBITDA Margin decreased from the previous year, mainly due to the decline in Revenue from Sales of Electricity of NN2 following the decline in water inflow into the reservoir, the recognition of wheeling charge of NN2 for electricity sold through Nabong Substation, and the increase in expenses related BIC's Major Overhaul.

Net Profit Margin in 2019 increased from the previous year, mainly driven by the increase in share of profit from investment in associated company (XPCL) following the COD of Xayaburi HPP.

As at 31 December 2019, Total Liabilities to Total Shareholders' Equity Ratio and Net Interest-bearing Debt to Total Shareholders' Equity Ratio decreased from the end of 2018 primarily due to (i) NN2's full repayment of long-term loan; (ii) normal repayment/redemption of long-term loans and debentures; and (iii) increase in shareholders' equity from cash received from the exercise of CKP-W1 warrants. Meanwhile, Current Ratio declined mainly as a result of an increase in current portion of debentures.



### Certificate of Information

The Company has reviewed the information provided in the annual registration statement with due care; and the Company hereby certified that such information is accurate and complete, without any false or misleading statement or omission of any material information which should be informed. Furthermore, the Company hereby certified that:

- (1) The financial statements and financial information as summarized in the annual registration statement provide accurate and complete material information on the financial position, operational results and cash flow of the Company and subsidiaries;
- (2) The Company has provided the good information disclosure system to ensure that the Company has accurately and completely disclosed material information of the Company and subsidiaries, including monitoring the compliance with such system; and
- (3) The Company has provided the good internal control system and has monitored the compliance with such system. The Company also reported the information on assessment of the internal control system as at December 31, 2019 to the auditor and the Audit Committee, covering the substantial faults and changes in the internal control system as well as any misconduct which may affect the preparation of the financial reports of the Company and subsidiaries.

In witness whereof, as evidence that all documents certified by the Company are of the same set, the Company has authorized Mrs. Muntana Auekitkarjorn, Deputy Managing Director: Corporate Planning, to initial all pages of the documents. Any page bearing no signature of Mrs. Muntana Auekitkarjorn shall not be treated as such information certified by the Company

| Name                              | Position | Signature |
|-----------------------------------|----------|-----------|
| 1. Mr. Thanawat Trivisvavet       | Director | .....     |
| 2. Mr. Vorapote U.Choepaiboonvong | Director | .....     |

| Name                          | Position                                       | Signature |
|-------------------------------|--|-----------|
| 1. Mrs. Muntana Auekitkarjorn | Deputy Managing Director<br>Corporate Planning | .....     |





### การรับรองความถูกต้องของข้อมูล

“บริษัทได้สอบทานข้อมูลในแบบแสดงรายการข้อมูลประจำปีฉบับนี้แล้วด้วยความระมัดระวัง บริษัทขอรับรองว่าข้อมูลดังกล่าว ครบถ้วน ไม่เป็นเท็จ ไม่ทำให้ผู้อื่นสำคัญผิด หรือไม่ขาดข้อมูลที่ควรต้องแจ้งในสาระสำคัญ นอกจากนี้ บริษัทขอรับรองว่า

- (1) งบการเงินและข้อมูลทางการเงินที่สรุปมาในแบบแสดงรายการข้อมูลประจำปีได้แสดงข้อมูลอย่างถูกต้อง ครบถ้วน ในสาระสำคัญเกี่ยวกับฐานะทางการเงิน ผลการดำเนินงาน และกระแสเงินสดของบริษัทและบริษัทย่อยแล้ว
- (2) บริษัทได้จัดให้มีระบบการเปิดเผยข้อมูลที่ดี เพื่อให้แน่ใจว่าบริษัทได้เปิดเผยข้อมูลในส่วนที่เป็นสาระสำคัญ ทั้งของบริษัทและบริษัทย่อยอย่างถูกต้องครบถ้วนแล้ว รวมทั้งควบคุมดูแลให้มีการปฏิบัติตามระบบดังกล่าว
- (3) บริษัทได้จัดให้มีระบบการควบคุมภายในที่ดี และควบคุมดูแลให้มีการปฏิบัติตามระบบดังกล่าว และบริษัทได้แจ้งข้อมูลการประเมินระบบการควบคุมภายใน ณ วันที่ 31 ธันวาคม 2562 ต่อผู้สอบบัญชีและกรรมการตรวจสอบของบริษัทแล้ว ซึ่งครอบคลุมถึงข้อบกพร่องและการเปลี่ยนแปลงที่สำคัญของระบบการควบคุมภายใน รวมทั้งการกระทำที่มีขอบที่อาจมีผลกระทบต่อการจัดทำรายงานทางการเงินของบริษัทและบริษัทย่อย

ในการนี้ เพื่อเป็นหลักฐานว่าเอกสารทั้งหมดเป็นเอกสารชุดเดียวกันกับที่บริษัทได้รับรองความถูกต้องแล้ว บริษัทมอบหมายให้ นางมณฑา เอื้อกิจจร รองกรรมการผู้จัดการ-งานวางแผนธุรกิจ เป็นผู้ลงลายมือชื่อกำกับเอกสารนี้ไว้ทุกหน้าด้วย หากเอกสารใดไม่มีลายมือชื่อของ นางมณฑา เอื้อกิจจร กำกับไว้บริษัทจะถือว่าไม่ใช่ข้อมูลที่บริษัทได้รับรองความถูกต้องของข้อมูลแล้วดังกล่าวข้างต้น”

| ชื่อ                         | ตำแหน่ง | ลายมือชื่อ |
|------------------------------|---------|------------|
| 1. นายชนวัฒน์ ศรีวิศวเวทย์   | กรรมการ | _____      |
| 2. นายรพจน์ อุชุไพฑูริย์วงศ์ | กรรมการ | _____      |

| ชื่อ               | ตำแหน่ง                                | ลายมือชื่อ |
|--------------------|--|------------|
| ผู้รับมอบอำนาจ     |  |            |
| นางมณฑา เอื้อกิจจร | รองกรรมการผู้จัดการ<br>งานวางแผนธุรกิจ | _____      |



## หนังสือรับรอง

ขอรับรองว่าบริษัทนี้ ได้จดทะเบียน เป็นนิติบุคคลตามกฎหมายว่าด้วยบริษัทมหาชนจำกัด เมื่อวันที่ 6 กุมภาพันธ์ 2556 ทะเบียนเลขที่ 0107556000167

ปรากฏข้อความในรายการตามเอกสารทะเบียนนิติบุคคล ณ วันออกหนังสือนี้ ดังนี้

1. ชื่อบริษัท บริษัท ซีเค พาวเวอร์ จำกัด (มหาชน)
2. กรรมการของบริษัทมี 12 คน ตามรายชื่อต่อไปนี้
  1. นายทอง พิทยะ
  2. นายปลิว ตรีวิศเวทย์
  3. นายจอน วงศ์สุวรรณ
  4. นายณรงค์ แสงสุริยะ
  5. นายวิชาญ อร่ามวารีกุล
  6. นายชัยวัฒน์ อุทัยวรรณ
  7. นายประเสริฐ มรัตนนพ
  8. นายภัทรคม ทรทรรณนท์
  9. นายเดวิด แวน ดา
  10. นายวรพลณ์ อุชไพบูลย์วงศ์
  11. นางสาวสฤมาส ตรีวิศเวทย์
  12. นายธนวัฒน์ ตรีวิศเวทย์

3. ชื่อและจำนวนกรรมการ ซึ่งมีอำนาจลงลายมือชื่อแทนบริษัท คือ (1) นายธนวัฒน์ ตรีวิศเวทย์ และนางสาวสฤมาส ตรีวิศเวทย์ ลงลายมือชื่อร่วมกัน และประทับตราสำคัญของบริษัท หรือ (2) นายธนวัฒน์ ตรีวิศเวทย์ หรือนางสาวสฤมาส ตรีวิศเวทย์ คนใดคนหนึ่งลงลายมือชื่อร่วมกับ นายปลิว ตรีวิศเวทย์ หรือนายณรงค์ แสงสุริยะ หรือ นายประเสริฐ มรัตนนพ หรือ นายชัยวัฒน์ อุทัยวรรณ หรือนายวรพลณ์ อุชไพบูลย์วงศ์ รวมเป็นสองคน และประทับตราสำคัญของบริษัท

ข้อจำกัดอำนาจกรรมการ ไม่มี

รับรองสำเนาถูกต้อง

- 4.ทุนจดทะเบียน 9,240,000,000.00 บาท /

(เก้าพันสองร้อยสี่สิบล้านบาทถ้วน)

ทุนชำระแล้วเป็นเงิน 8,129,382,039.00 บาท / (นายธนวัฒน์ ตรีวิศเวทย์ นายวรพลณ์ อุชไพบูลย์วงศ์)

(แปดพันหนึ่งร้อยยี่สิบเก้าล้านสามแสนแปดหมื่นสองพันสามสิบบาทถ้วน)

5. สำนักงานใหญ่ ตั้งอยู่เลขที่ 587 อาคารวิริยะถาวร ชั้น 19 ถนนสุทธิสารวินิจฉัย แขวงรัชดาภิเษก เขตดินแดง กรุงเทพมหานคร/

คำเตือน : ผู้ใช้ควรตรวจสอบข้อควรทราบท้ายหนังสือรับรองฉบับนี้ทุกครั้ง



จัดพิมพ์ เมื่อเวลา 13:51 น.

กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์  
Department of Business Development  
Ministry of Commerce

โทร. 02 528 7600

"จัดตั้ง บริษัท ใน 1 วัน"  
Creative Services

สายด่วน 1570 www.dbd.go.th

ที่ สจ.3 001695



กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์

## หนังสือรับรอง

6. วัตถุประสงค์ของบริษัทมหาชนจำกัดนี้มี 20 ข้อ ดังปรากฏในสำเนาเอกสารแนบท้ายหนังสือรับรองนี้ จำนวน 3 แผ่น โดยมีลายมือชื่อนายทะเบียนซึ่งรับรองเอกสารและประทับตรากรมพัฒนาธุรกิจการค้าเป็นสำคัญ

ออกให้ ณ วันที่ ๖ เดือน มีนาคม พ.ศ. 2563

ข้อควรทราบ ประกอบหนังสือรับรอง ฉบับที่ สจ.3 001695

1. กรณีที่เป็นบริษัทจดทะเบียนในตลาดหลักทรัพย์แห่งประเทศไทย กรรมการและผู้บริหารจะต้องมีคุณสมบัติ และไม่มีลักษณะต้องห้ามตามพระราชบัญญัติหลักทรัพย์และตลาดหลักทรัพย์ พ.ศ.2535 โปรดตรวจสอบ รายละเอียดที่สำนักงานคณะกรรมการกำกับหลักทรัพย์และตลาดหลักทรัพย์

2. บริษัทนี้เดิมชื่อ บริษัท ซีเค พาวเวอร์ จำกัด ทะเบียนเลขที่ 0105554074200

ได้จดทะเบียนแปรสภาพเป็นบริษัทมหาชนจำกัด เมื่อวันที่ 6 กุมภาพันธ์ 2556/

3. นิติบุคคลนี้ได้ส่งงบการเงินปี 2561

4. หนังสือรับรองเฉพาะข้อนี้ให้ทาง/บริษัทได้นำมาจดทะเบียนไว้เพื่อผลทางกฎหมายเท่านั้น  
ข้อเท็จจริงเป็นสิ่งที่ควรหาพิจารณาฐานะ  
รับรองสำเนาถูกต้อง

5. นายทะเบียนอาจพิจารณาการจดทะเบียน ถ้าปรากฏว่าข้อความอันเป็นสาระสำคัญที่จดทะเบียน

ไม่ถูกต้อง หรือเป็นเท็จ

(นายชนวัฒน์ ศรีวิศวะเวทย์

นายวรพงษ์ อุซไพญ์วงศ์)



จัดพิมพ์ เวลา 13:51 น.

กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์  
Department of Business Development  
Ministry of Commerce

โทร. 02 528 7600

"บริการ ให้ได้ใจบริการ"  
Creative Services

สายด่วน 1570 [www.dbd.go.th](http://www.dbd.go.th)

วัตถุประสงค์ของบริษัทมีจำนวน

20

ข้อ ดังต่อไปนี้

นายทะเบียน

- (1) ชื่อ จัดหา รับ เช่า ให้เช่า เช่าซื้อ ถือกรรมสิทธิ์ ครอบครอง ปรับปรุง ใช้และจัดการโดยประการอื่นซึ่งทรัพย์สินใด ๆ ตลอดจนดอกผลของทรัพย์สินนั้น
- (2) ขยาย โอน จำนอง จำนำ แลกเปลี่ยน และจำหน่ายทรัพย์สินโดยประการอื่น
- (3) เป็นนายหน้า ตัวแทน ตัวแทนคำต่างในกิจการและธุรกิจทุกประเภท เว้นแต่ในธุรกิจประกันภัย การหาสมาชิกให้สมาคมและการค้าหลักทรัพย์
- (4) กู้ยืมเงิน เบิกเงินเกินบัญชีจากธนาคาร นิติบุคคล หรือสถาบันการเงินอื่น และให้กู้ยืมเงินหรือให้เครดิตด้วยวิธีการอื่นโดยจะมีหลักประกันหรือไม่ก็ตาม รวมทั้งการรับ ออก โอน และสละหลังตัวเงิน หรือตราสารที่เปลี่ยนมือได้อย่างอื่น เว้นแต่ในธุรกิจธนาคาร ธุรกิจเงินทุน และธุรกิจเครดิตฟองซิเอร์ ให้การค้าประกัน รวมทั้งให้หลักประกันอื่นใด
- (5) ทำการจัดตั้งสำนักงานสาขาหรือแต่งตั้งตัวแทน ทั้งภายในและภายนอกประเทศ
- (6) เข้าเป็นหุ้นส่วนจำกัดความรับผิดชอบในหุ้นส่วนจำกัด ประกอบธุรกิจโดยการเป็นผู้ถือหุ้นในบริษัทจำกัด และบริษัทมหาชนจำกัด นิติบุคคล หรือหน่วยธุรกิจอื่นใด ทั้งในและต่างประเทศร่วมลงทุนกับบุคคล นิติบุคคล องค์กร ทั้งภาครัฐ และภาคเอกชนอื่นทั้งภายในและภายนอกราชอาณาจักร ไม่ว่าจะมีส่วนได้ส่วนเสียหรือแตกต่างไปจากวัตถุประสงค์ของบริษัทหรือไม่ก็ตาม หรือลงทุนในหลักทรัพย์หรือหลักประกันอื่น หรือเข้าร่วมกิจการหรือร่วมทุนกับบุคคลอื่น หรือให้บุคคลอื่นเข้าร่วมกิจการหรือร่วมทุนด้วย
- (7) บริษัทมีวัตถุประสงค์ที่จะออกและเสนอขายหุ้นให้ประชาชนและมีสิทธิออกหุ้นในราคาสูงกว่าที่กำหนดไว้ได้ รวมทั้งออกหลักทรัพย์ประเภทหุ้น หุ้นกู้ หลักทรัพย์หรือตราสารประเภทอื่นใด และไม่ว่าจะมีลักษณะเช่นใด เพื่อจำหน่ายตามกำหนดราคาและเงื่อนไขอย่างใดตามที่ได้รับอนุญาตโดยกฎหมายว่าด้วยหลักทรัพย์และตลาดหลักทรัพย์ หรือกฎหมายอื่นที่เกี่ยวข้อง
- (8) ประกอบกิจการโรงผลิตและจำหน่ายพลังงานไฟฟ้า พลังงานทดแทน พลังงานหมุนเวียน และพลังงานอื่นทุกประเภท ทั้งภายในประเทศและภายนอกประเทศ

รับรองสำเนาถูกต้อง

(นายชนวัฒน์ ตริวิศวะเวทย์

นายวรพงษ์ อุซุโพบูลย์วงศ์)



กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์  
Department of Business Development  
Ministry of Commerce

บริการสนับสนุนเชิงสร้างสรรค์  
Creative Services  
สายด่วน 1570 www.dbd.go.th

- (9) ประกอบธุรกิจเกี่ยวกับพลังงานไฟฟ้า พลังงานทดแทน พลังงานหมุนเวียน และพลังงานอื่นทุกประเภท อันหมายความว่ารวมถึงการซื้อ ขาย สำรอง พัฒนา จัดหา รับจ้าง แปรสภาพ ควบคุมดูแล บำรุงรักษา ตรวจสอบ วิเคราะห์ ออกแบบ ติดตั้ง ทดสอบ ควบคุม ผลิต จัดให้ได้มา จัดส่ง บำรุงรักษา และซ่อมแซม ตรวจสอบ ประเมิน รับเหมาก่อสร้าง ซ่อมแซม นำเข้า ส่งออกและดำเนินงานต่าง ๆ ที่เกี่ยวกับพลังงานไฟฟ้า (เช่น พลังงาน อันได้มาจากธรรมชาติ พลังงานปรมาณูเพื่อการผลิตไฟฟ้า และการดำเนินการที่เกี่ยวข้องกับพลังงานอื่นทุก ประเภท รวมทั้งงานอื่นที่ส่งเสริมกิจการดังกล่าว
- (10) ประกอบธุรกิจออกแบบ ควบคุม ให้คำปรึกษา ดำเนินงาน ติดตั้ง ซ่อมแซม บำรุงรักษา ตรวจสอบ ทดสอบ วิเคราะห์วิจัย เกี่ยวกับเครื่องกำเนิดหรือผลิตพลังงานไฟฟ้า สายไฟฟ้า หม้อแปลงพลังงานไฟฟ้า เครื่อง ควบคุมการผลิตไฟฟ้าและการจ่ายกระแสไฟฟ้า ระบบควบคุมและรักษาความปลอดภัยในการผลิตไฟฟ้า และการจ่ายกระแสไฟฟ้า ตลอดจนอุปกรณ์ เครื่องมือ เครื่องใช้ อะไหล่ เครื่องยนต์ เครื่องจักร และระบบ อิเลคทรอนิกส์ ที่ใช้หรือเกี่ยวข้องกับสินค้าดังกล่าวทุกประเภท
- (11) ประกอบกิจการค้าเครื่องกำเนิดหรือผลิตพลังงานไฟฟ้า สายไฟฟ้า หม้อแปลงพลังงานไฟฟ้า เครื่องควบคุม การผลิตไฟฟ้าและการจ่ายกระแสไฟฟ้า ระบบควบคุมและรักษาความปลอดภัยในการผลิตไฟฟ้าและการ จ่ายกระแสไฟฟ้า ตลอดจนอุปกรณ์ เครื่องมือ เครื่องใช้ อะไหล่ เครื่องยนต์ เครื่องจักร และระบบอิเลคโทร นิกส์ ที่ใช้หรือเกี่ยวข้องกับสินค้าดังกล่าวทุกประเภท
- (12) วางแผน สนับสนุน ออกแบบก่อสร้าง ให้ความเชี่ยวชาญในด้านต่าง ๆ (Knowhow) ทางด้าน เทคโนโลยี และดำเนินการทางด้านธุรกิจและบริหารกิจการต่าง ๆ ที่เกี่ยวข้องกับการประกอบธุรกิจของ บริษัท
- (13) ประกอบธุรกิจลงทุนในโครงการสัมปทานและสิทธิในการดำเนินธุรกิจที่ได้รับจากรัฐบาล ส่วนราชการ หน่วยงานของรัฐบาล หรือรัฐวิสาหกิจ รวมถึงการดำเนินการบริหารโครงการ การก่อสร้างระบบ สาธารณูปโภคต่าง ๆ รวมถึงการขนส่ง และการทำเหมืองต่าง ๆ
- (14) ประกอบกิจการรับเหมาก่อสร้างอาคาร อาคารพาณิชย์ อาคารที่พักอาศัย สถานที่ทำการ ถนน สะพาน เขื่อน อุโมงค์และงานก่อสร้างอย่างอื่นทุกชนิด รวมทั้งรับทำงานโยธาทุกประเภท

รับรองสำเนาถูกต้อง

(นายชนวัฒน์ ตริวิศเวทย์

นายรพจน์ อุฑาบุญวงศ์)



กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์  
Department of Business Development  
Ministry of Commerce

บริการ "บริการ" ให้บริการ  
Creative Services  
สายด่วน 1570 www.dbd.go.th

- (15) ประกอบกิจการสั่งเข้ามาจำหน่ายในประเทศและส่งออกจำหน่ายยังต่างประเทศ ซึ่งสินค้าตามที่กำหนดไว้ในวัตถุประสงค์
- (16) ประกอบธุรกิจบริการรับค่าประกันหนี้สิน ความรับผิดชอบ และการปฏิบัติตามสัญญาของบุคคลอื่น รวมทั้งรับบริการค่าประกันบุคคลซึ่งเดินทางเข้ามาในประเทศหรือเดินทางออกไปต่างประเทศที่มีสัญญาว่าด้วยคนเข้าเมือง กฎหมายว่าด้วยภาษีอากรและกฎหมายอื่น
- (17) ประกอบธุรกิจบริการรับเป็นที่ปรึกษาและให้คำแนะนำเกี่ยวกับด้านบริหารงาน พาณิชยกรรม อุตสาหกรรม รวมทั้งปัญหาการผลิต การตลาดและจัดจำหน่าย
- (18) ประกอบกิจการบริการจัดเก็บ รวบรวม จัดทำ จัดพิมพ์และเผยแพร่สถิติข้อมูลในทางเกษตรกรรม อุตสาหกรรม พาณิชยกรรม การเงิน การตลาด รวมทั้งวิเคราะห์และประเมินผลในกัณฑ์การดำเนินงานธุรกิจ
- (19) ประกอบธุรกิจบริการรับเป็นผู้จัดการและดูแลผลประโยชน์ เก็บผลประโยชน์ และจัดการทรัพย์สินให้บุคคลอื่น
- (20) ประกอบกิจการประมูลเพื่อขายสินค้าและรับจ้างทำของตามวัตถุประสงค์ทั้งหมดให้แก่บุคคล คณะบุคคล นิติบุคคล ส่วนราชการและองค์การของรัฐ

รับรองสำเนาถูกต้อง

(นายธนวัฒน์ ตริวิศเวทย์

นายบรรพจน์ จุฑาโพนธ์วงศ์)



กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์  
Department of Business Development  
Ministry of Commerce

"บริการ ไม่บังคับ ไม่โกง"  
Creative Services

สายด่วน 1570 www.dbd.go.th

## Details of the Company's Directors, Executives, Controllers and Company Secretary

## 1. Information of the Company's Directors, Executives, Controllers and Company Secretary are as follows:

## 1.1 Directors

| Name-Surname/Position/<br>Appointment Date  | Age<br>(Years) | Education/<br>Training   | Shareholding<br>in the<br>Company<br>(%) | Family<br>Relationship among Directors<br>and Executives                | Work Experience                  |  |  |
|---|----------------|--|--|---|----------------------------------|--|--|
|   |                |  |  |   | Period                           | Position   | Organization/<br>Type of Business                      |
| 1. Dr. Thanong Bidaya<br>- Chairman of the Board<br>of Directors<br>- Independent Director<br>23 August 2012    | 72             | - Ph.D. in Management<br>Northwestern University, U.S.A.<br>- M.A. in Economics<br>Northwestern University, U.S.A.<br>- B.A. in Economics<br>Yokohama National University, Japan<br>- Directors Accreditation Program (DAP) Class 25/2004<br>Thai Institute of Directors Association   | - None -                                 | - None -  | Position in other Listed Company |  |  |
|   |                |  |  |   | 2018 - Present                   | - Chairman of the Board of Directors<br>- Independent Director   | S.Khonkaen Foods Public Company Limited                |
|   |                |  |  |   | 2018 - Present                   | -Chairman of the Board of Directors  | Property Perfect Public Company Limited                |
|   |                |  |  |   | 2012 - Present                   | - Chairman of the Board of Directors<br>- Independent Director   | Scan Inter Public Company Limited                      |
|   |                |  |  |   | 2008 - Present                   | - Chairman of the Board of Directors<br>- Independent Director   | TTW Public Company Limited                             |
|   |                |  |  |   | 2012 - 2015                      | - Chairman of the Board of Directors   | Srisawad Power 1979 Public Company Limited             |
|   |                |  |  |   | Position in other Company        |  |  |
|   |                |  |  |   | 2010 - Present                   | - Chairman of the Board of Directors   | Xayaburi Power Company Limited                         |
|   |                |  |  |   |                                  |  |  |
| 2. Mr. Plew Trivisvavet<br>- Chairman of the Executive Committee<br>23 August 2012<br>- Director<br>3 June 2011 | 74             | - The Honorary Doctor of Science Degree, Industrial Management<br>Technology, Southeast Bangkok College<br>- Honorable Doctorate of Engineering (Civil Engineering)<br>Kasetsart University<br>- Honorable Doctorate of Science (Civil Engineering)<br>Thai-Nichi Institute of Technology<br>- Honorable Doctorate of Engineering (Civil Engineering)<br>Nakhon Phanom University<br>- Honorable Doctorate of Engineering (Civil Engineering)<br>Rajamangala University of Technology Isan<br>- M.Sc. (Electrical Engineering),<br>Osaka University, Japan<br>- B.Sc. (Electrical Engineering),<br>Osaka University, Japan<br>- Advance Certificate of Energy Academy Class 10/2017<br>Thailand Energy Academy<br>- National Defence Course for the Joint State Private<br>Sector, Class 366<br>National Defence College<br>- Capital Market Academy Leadership Program<br>(CMA), Class 4/2007<br>Capital Market Academy<br>- Director Certification Program (DCP) Class 50/2004<br>Thai Institute of Directors Association<br>- Director Accreditation Program (DAP) Class 18/2004<br>Thai Institute of Directors Association<br>- Finance for Non-Finance Directors (FND) Class 13/2004<br>Thai Institute of Directors Association | 0.0271                                   | Father of<br>Dr. Supamas Trivisvavet<br>and<br>Mr. Thanawat Trivisvavet | Position in other Listed Company |  |  |
|   |                |  |  |   | 2015 - Present                   | - Vice Chairman of the Board of Directors<br>- Chairman of the Executive Committee<br>- Nomination and Remuneration Committee Member<br>- Director | Bangkok Expressway and Metro Public Company<br>Limited |
|   |                |  |  |   | 2007 - Present                   | - Corporate Governance and Risk<br>Management Committee Member   | CH. Karnchang Public Company Limited                   |
|   |                |  |  |   | 2003 - Present                   | - Nomination and Remuneration Committee Member   |  |
|   |                |  |  |   | 1994 - Present                   | - Chairman of the Executive Committee  |  |
|   |                |  |  |   | 1994 - 2015                      | - President  |  |
|   |                |  |  |   | 2006 - Present                   | - Vice Chairman of the Board of Directors<br>- Director  | TTW Public Company Limited                             |
|   |                |  |  |   | 2004 - 2015                      | - Chairman of the Board of Directors<br>- Chairman of the Executive Committee<br>- Nomination and Remuneration Committee Member                    | Bangkok Metro Public Company Limited                   |
|   |                |  |  |   | 1994 - 2015                      | - Chairman of the Executive Committee<br>- Director  | Bangkok Expressway Public Company Limited              |
|   |                |  |  |   | Position in other Company        |  |  |
|   |                |  |  |   | 2010 - Present                   | - Chairman of the Executive Committee<br>- Director  | Xayaburi Power Company Limited                         |
|   |                |  |  |   | 2007 - Present                   | - Chairman of the Board of Directors   | CH.Karnchang-Tokyu Construction<br>Company Limited     |
|   |                |  |  |   | 2006 - Present                   | - Chairman of the Executive Committee<br>- Director  | Nam Ngum 2 Power Company Limited                       |
|   |                |  |  |   | 2004 - Present                   | - Chairman of the Executive Committee<br>- Director  | SouthEast Asia Energy Limited                          |
|   |                |  |  |   | 1991- Present                    | - Director   | Bang Pa-in Land Development                            |
|   |                |  |  |   |                                  |  |  |
|   |                |  |  |   |                                  |  |  |

Remark : \* Bangkok Expressway Public Company Limited (BECL) has amalgamated with Bangkok Metro Public Company Limited (BMCL) and registered the change of its name to Bangkok Expressway and Metro Public Company Limited (BEM).



| Name-Surname/Position/<br>Appointment Date   | Age<br>(Years) | Education/<br>Training   | Shareholding<br>in the<br>Company<br>(%) | Family<br>Relationship among Directors<br>and Executives | Work Experience                  |   |   |
|--|----------------|--|--|--|----------------------------------|---|---|
|  |                |  |  |  | Period                           | Position  | Organization/<br>Type of Business                       |
| 3. Dr. Jon Wongsua<br>- Chairman of the Audit Committee<br>- Independent Director<br>24 December 2018  | 45             | - Doctor of Philosophy in Economics<br>Duke University, U.S.A.<br>- Master of Economics<br>Duke University, U.S.A.<br>- Bachelor of Economics (1st Class Honors and Gold Medal)<br>Chulalongkorn University<br>- Director Accreditation Program (DAP) Class 157/2019<br>Thai Institute of Directors Association  | - None -                                 | - None -   | Position in other Listed Company |   |   |
|  |                |  |  |  | 2019 - Present                   | - Assistant Managing Director : Head of Investment Solutions, Wealth Management Department  | Phatra Securities Public Company Limited                |
|  |                |  |  |  | 2010 - 2019                      | - Assistant Managing Director : Head of Hedge Fund Department Equity Trading Group  | Phatra Securities Public Company Limited                |
|  |                |  |  |  | Position in other Company        |   |   |
|  |                |  |  |  | 2007 - 2009<br>2002 - 2007       | - Principal: Global Active Equities<br>- Economist : Division of International Finance  | Barclays Global Investors<br>U.S. Federal Reserve Board |
| 4. Mr. Narong Sangsuriya<br>- Chairman of the<br>Corporate Governance and Risk<br>Management Committee<br>14 January 2013<br>- Director<br>26 September 2011   | 75             | - Bachelor of Engineering (Civil),<br>Chulalongkorn University<br>- Director Certification Program (DCP) Class 54/2005<br>Thai Institute of Directors Association  | - None -                                 | - None -   | Position in other Company        |   |   |
|  |                |  |  |  | 2016 - Present<br>2012 - Present | - Senior Executive<br>- Corporate Governance and Risk Management Committee Member<br>- Nomination and Remuneration Committee Member | CH. Karnchang Public Company Limited                    |
|  |                |  |  |  | 2007 - Present<br>2001 - Present | - Executive Committee<br>- Director   |   |
|  |                |  |  |  | 2001 - 2016                      | - Senior Executive Vice President Operation Group   |   |
|  |                |  |  |  | 2000 - 2016                      | - Chairman of the Executive Board   | TTW Public Company Limited                              |
|  |                |  |  |  | Position in other Company        |   |   |
|  |                |  |  |  | 2006 - Present                   | - Executive Committee<br>- Director   | Nam Ngum 2 Power Company Limited                        |
|  |                |  |  |  | 2004 - Present                   | - Executive Committee<br>- Director   | SouthEast Asia Energy Limited                           |
|  |                |  |  |  | 1981 - Present                   | - Director  | CH. Karnchang-Tokyu Construction Company Limited        |
|  |                |  |  |  | 2009 - 2016                      | - Chairman of the Board of Directors  | Bangpa-in Cogeneration Limited                          |
|  |                |  |  |  |                                  |   |   |
| 5. Dr. Vicharn Aramvareekul<br>- Member of the Corporate<br>Governance and Risk<br>Management Committee<br>14 January 2013<br>- Chairman of the Nomination<br>and Remuneration Committee<br>- Member of the Audit<br>Committee<br>- Independent Director<br>23 August 2012 | 70             | - Doctorate of Business Administration,<br>California Coast University, U.S.A.<br>- Master of Business Administration,<br>Chulalongkorn University<br>- Bachelor of Business Administration,<br>Sukhothai Thammathirat Open University<br>- Advance Audit Committee Program, Class 34/2019 - Thai IOD<br>Board that make Difference, (BMD) Class 6/2018 - Thai IOD<br>- Role of the Compensation Committee, (RCC) Class 19/2014<br>Thai Institute of Directors Association<br>- Director Certification Program (DCP) Class 170/2013<br>Thai Institute of Directors Association<br>- 4-year Certification Program “Chemical Risk<br>Assessment Method”.<br>The Oversea Human Resource & Industry Development<br>Association (HIDA), Japan | - None -                                 | - None -   | Position in other Listed Company |   |   |
|  |                |  |  |  | 2014 - Present                   | - Chairman of the Audit Committee<br>- Independent Director   | Pacific Pipe Public Company Limited                     |
|  |                |  |  |  | Position in other Company        |   |   |
|  |                |  |  |  | 2010 - Present                   | - Chairman of the Advisory Board  | Daika (Thai) Inc., Ltd.                                 |

| Name-Surname/Position/<br>Appointment Date  | Age<br>(Years) | Education/<br>Training   | Shareholding<br>in the<br>Company<br>(%) | Family<br>Relationship among Directors<br>and Executives | Work Experience                  |  |   |
|---|----------------|--|--|--|----------------------------------|--|---|
|   |                |  |  |  | Period                           | Position   | Organization/<br>Type of Business                             |
| 6. Mr.Chaiwat Utaiwan<br>- Director<br>9 June 2015<br>- Executive Committee<br>9 April 2015   | 64             | <ul style="list-style-type: none"> <li>- Master of Business Administration Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>- Master of Science (Mathematics and Computer Science) University of Louisville, Kentucky, U.S.A.</li> <li>- Bachelor of Science in Statistics, Faculty of Commerce and Accountancy Chulalongkorn University</li> <li>- Board Nomination and Compensation Program (BNCP) Thai Institute of Directors Association</li> <li>- Board that make Difference, (BMD) Class 7/2018 - Thai IOD Thai Institute of Directors Association</li> <li>- National Defence Course, Class 20 The National Defence College</li> <li>- Capital Market Academy Leadership Program (CMA), Class 3 Capital Market Academy</li> <li>- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations and Public Director Institute, Class 12 King Prajadhipok's Institute</li> <li>- Top Executive Program in Commerce and Trade Class 6 University of Thai Chamber of Commerce</li> <li>- Bhumipalung Phandin Program for senior executive level program, Class 1 Chulalongkorn University</li> <li>- Role of Chairman Program (RCP) Class 29/2012 Thai Institute of Directors Association</li> <li>- Director Certification Program (DCP) Class 18/2002 Thai Institute of Directors Association</li> </ul> | - None -                                 | - None -   | Position in other Listed Company |  |   |
|   |                |  |  |  | 2020 - Present                   | -Chirman of the Board of Directors   | Thanasiri Group Public Company Limited                        |
|   |                |  |  |  | 2018 - Present                   | - Chairman of the Risk Management Committee<br>- Independent Director  | Grand Asset Hotels and Property Public Company Limited        |
|   |                |  |  |  | 2018 - Present<br>2014 - 2018    | - Advisor to the Board of Directors<br>- Member of Corporate Governance Committee<br>- Member of Risk Management Committee<br>- Executive Committee<br>- Director<br>- Managing Director | TTW Public Company Limited                                    |
|   |                |  |  |  | 2019 - Present                   | -Chirman of the Board of Directors   | TBSP Public Company Limited                                   |
|   |                |  |  |  | 2018 - 2019                      | - Member of the Audit Committee<br>- Nomination and Remuneration Committee Member<br>- Director  | Thai British Security Printing Public Company Limited         |
|   |                |  |  |  | Position in other Company        |  |   |
|   |                |  |  |  | 2019 - Present                   | - Chirman of the Board of Directors  | Next Capital Company Limited                                  |
|   |                |  |  |  | 2019 - Present                   | - Chirman of the Board of Directors  | Advance Power Conversion Company Limited                      |
|   |                |  |  |  | 2018 - Present                   | - Director of Finance Bureau   | Thai Red Cross Society  |
|   |                |  |  |  | 2016 - Present                   | - Qualified Director   | Faculty of Commerce and Accountancy, Thammasat University     |
|   |                |  |  |  | 2016 - Present                   | - Director   | Thai Institute of Directors Association (IOD)                 |
|   |                |  |  |  | 2015 - Present                   | - Director of Advisory   | Faculty of Commerce and Accountancy, Chulalongkorn University |
|   |                |  |  |  | 2015 - Present                   | - Qualified Director   | King Rama II Phraboromrachanusorn Foundation                  |
|   |                |  |  |  | 2014 - Present                   | - Director   | Pathum Thani Water Company Limited                            |
|   |                |  |  |  | 2014 - Present                   | - Director   | Thai Water Operations Company Limited                         |
|   |                |  |  |  |                                  |  |   |
|   |                |  |  |  | Position in other Listed Company |  |   |
|   |                |  |  |  | 2018 - Present                   | - Member of the Nomination and Remuneration Committee<br>- Member of the Audit Committee<br>- Independent Director   | CK Power Public Company Limited                               |
|   |                |  |  |  | 2018 - Present                   | - Member and Corporate Governance Committee<br>- Member of the Audit Committee<br>- Independent Director   |   |
| 7. Dr.Patarut Dardarannanda<br>- Member of the Nomination and Remuneration Committee<br>- Member of the Audit Committee<br>- Independent Director<br>21 February 2019 | 61             | <ul style="list-style-type: none"> <li>- Doctor of Philosophy Program in Public Administration Ramkhamhaeng University</li> <li>- Master of Science in Engineering (Civil) Youngstown State University, Ohio, USA</li> <li>- Bachelor of Engineering (Civil) Chulalongkorn University</li> <li>- Leadership Succession Program (LSP 1), Institute of Research and Development for Public Enterprises</li> <li>- Director Certificate Program (DCP) 271/2019 Institute of Research and Development for Public Enterprises</li> <li>- Advanced Audit Committee Program (AAP) 34/2019 Institute of Research and Development for Public Enterprises</li> <li>- Risk Management Program for corporate Leaders (RCL) 18/2019 Institute of Research and Development for Public Enterprises</li> <li>- Digital Business Sustainability EY Office Limited</li> </ul>  | - None -                                 | - None -   | Position in other Company        |  |   |
|   |                |  |  |  | 2016 - 2018<br>2015 - 2016       | -Permanent Secretary,<br>-Deputy Permanent Secretary,  | The Bangkok Metropolitan Administration                       |

| Name-Surname/Position/<br>Appointment Date   | Age<br>(Years) | Education/<br>Training  | Shareholding<br>in the<br>Company<br>(%) | Family<br>Relationship among Directors<br>and Executives | Work Experience                  |   |   |
|--|----------------|---|--|--|----------------------------------|---|---|
|  |                |   |  |  | Period                           | Position  | Organization/<br>Type of Business                   |
| 8. Mr. Prasert Marittanaporn<br>- Member of the Nomination<br>and Remuneration Committee<br>14 January 2013<br>- Executive Committee<br>23 August 2012<br>- Director<br>24 June 2011 | 63             | - Thai Institute of Directors Association<br>Kasetsart University<br>- Bachelor of Accounting,<br>Chulalongkorn University<br>- Successful Formulation & Execution of Strategy (SFE)<br>Classes 6/2010<br>Thai Institute of Directors Association<br>- Capital Market Academy Leadership Program, (CMA),<br>Class 9/2009<br>Capital Market Academy<br>- Role of the Compensation Committee (RCC) Class 6/2008<br>Thai Institute of Directors Association<br>- Director Certification Program (DCP) Class 54/2005<br>Thai Institute of Directors Association | - None -                                 | - None -   | Position in Listed Company       |   |   |
|  |                |   |  |  | 2016 - Present                   | - Senior Executive  | CH. Karnchang Public Company Limited                |
|  |                |   |  |  | 2010 - Present                   | - Corporate Social and Environmental Responsibility<br>Committee Member |   |
|  |                |   |  |  | 2007 - Present                   | - Executive Committee   |   |
|  |                |   |  |  | 2006 - Present                   | - Director  |   |
|  |                |   |  |  | 2009 - 2016                      | - Senior Executive Vice President Administration Group                  |   |
|  |                |   |  |  | Position in Others Company       |   |   |
|  |                |   |  |  | 2008 - Present                   | - Director  | Nam Ngum 2 Power Company Limited                    |
|  |                |   |  |  | 2007 - Present                   | - Director  | CH. Karnchang-Tokyu Construction<br>Company Limited |
|  |                |   |  |  | 2004 - Present                   | - Director  | SouthEast Asia Energy Limited                       |
| 9. Mr. Van Hoang Dau<br>- Director<br>22 September 2016  | 60             | - Bachelor<br>Atlanta Technical School, Georgia, U.S.A.   | - None -                                 | - None -   | Position in other Listed Company |   |   |
|  |                |   |  |  |                                  | - None -  |   |
|  |                |   |  |  | Position in other Company        |   |   |
|  |                |   |  |  | 2010 - Present                   | - Executive Committee<br>- Director                                     | Xayaburi Power Company Limited                      |
|  |                |   |  |  | 2008 - Present                   | - Executive Committee<br>- Director                                     | SouthEast Asia Energy Limited                       |
|  |                |   |  |  | 2008 - Present                   | - Executive Committee<br>- Director                                     | Nam Ngum 2 Power Company Limited                    |

| Name-Surname/Position/<br>Appointment Date                     | Age<br>(Years) | Education/<br>Training  | Shareholding<br>in the<br>Company<br>(%) | Family<br>Relationship among Directors<br>and Executives | Work Experience                  |  |  |
|--|----------------|---|--|--|----------------------------------|--|--|
|  |                |   |  |  | Period                           | Position   | Organization/<br>Type of Business          |
| 10 Mr.Vorapote U.Choepaiboonvong<br>- Director<br>1 March 2016 | 58             | - Master of Business Administration<br>(International Banking and Finance)<br>University of Birmingham, U.K.<br>- Master of Accountancy (Costing)<br>Chulalongkorn University<br>- Bachelor of Accountancy<br>Thammasat University<br>- Thailand Insurance Leadership Program Class 9/2019<br>Office of Insurance Commission (OIC)<br>- Security Management and Leadership for Executives Programme (SML) Class 10/2018<br>The Association of National Defence College of Thailand Under The Royal -<br>Patronage of His Majesty The King<br>- Capital Market Academy Leadership Program (CMA) Class 24/2017<br>Capital Market Academy<br>- Executive Development Program, Class 9/2013<br>Fiscal Policy Research Institute Foundation (FPRI)<br>- Developing Corporate Governance Policy<br>Thai Institute of Directors Association<br>- Company Secretary Program (CSP) Class 25/2008<br>Thai Institute of Directors Association<br>- Director Certification Program (DCP) Class 61/2005<br>Thai Institute of Directors Association<br>- Audit Committee Program (ACP) Class 10/2005<br>Thai Institute of Directors Association | - None -                                 | - None -   | Position in other Listed Company |  |  |
|  |                |   |  |  | 2005 - Present                   | - Audit Committee Member<br>- Independent Director         | Union Petrochemical Public Company Limited |
|  |                |   |  |  | Position in other Company        |  |  |
|  |                |   |  |  | 2017 - Present                   | - Chairman of the Board of Directors                       | Bangkhenchai Company Limited               |
|  |                |   |  |  | 2016 - Present                   | - Executive Committee<br>- Director<br>- Managing Director | Nam Ngum 2 Power Company Limited           |
|  |                |   |  |  | 2016 - Present                   | - Executive Committee<br>- Director<br>- Managing Director | SouthEast Asia Energy Limited              |
|  |                |   |  |  | 2011 - Present                   | - Director   | Chiangrai Solar Company Limited            |
|  |                |   |  |  | 2011 - Present                   | - Director   | Nakhon Ratchasima Solar Company Limited    |
|  |                |   |  |  | 2009 - Present                   | - Director   | Bangpa-in Cogeneration Limited             |
|  |                |   |  |  |                                  |  |  |

| Name-Surname/Position/<br>Appointment Date  | Age<br>(Years) | Education/<br>Training   | Shareholding<br>in the<br>Company<br>(%) | Family<br>Relationship among Directors<br>and Executives                     | Work Experience                  |  |   |
|---|----------------|--|--|--|----------------------------------|--|---|
|   |                |  |  |  | Period                           | Position   | Organization/<br>Type of Business           |
| 11. Dr. Supamas Trivisvavet<br>- Executive Committee<br>- Director<br>23 August 2012  | 45             | <ul style="list-style-type: none"> <li>- Doctor of Philosophy in Public Administration University of Southern California, U.S.A.</li> <li>- Master of Public Policy, Duke University, U.S.A.</li> <li>- Bachelor of Arts, Chulalongkorn University</li> <li>- Executive Program on the Rule of Law and Development (RoLD), Class 1/2017 Thailand Institute of Justice</li> <li>- TIJ in Collaboration with the Institute of Global Law and Policy, Harvard Law School Workshop for Emerging Leaders and the Rule of Law &amp; Policy, 2017 Thailand Institute of Justice</li> <li>- Capital Market Academy Leadership Program, (CMA) Class 22 Capital Market Academy</li> <li>- Company Secretary Forum (R-CSF) Class 1/2013 Thai Institute of Directors Association</li> <li>- Special Seminar (RSS) Class 1/2011 Thai Institute of Directors Association</li> <li>- Corporate Secretary Program (CSP) Class 37/2010 Thai Institute of Directors Association</li> <li>- Effective Minute Taking (EMT) Class 16/2010 Thai Institute of Directors Association</li> <li>- Board Reporting Program (BRP) Class 3/2010 Thai Institute of Directors Association</li> <li>- Current Issue Seminar (R-CIS) Class 2/2010 Thai Institute of Directors Association</li> <li>- Director Certification Program (DCP) Class 106/2008 Thai Institute of Directors Association</li> <li>- Developing Corporate Governance Policy, 2008 Thai Institute of Directors Association</li> </ul> | - None -                                 | Daughter of Mr. Plew Trivisvavet<br>Elder sister of Mr. Thanawat Trivisvavet | Position in other Listed Company |  |   |
|   |                |  |  |  | 2015 - Present                   | - Executive Committee<br>- Director<br>- President         | CH. Karnchang Public Company Limited        |
|   |                |  |  |  | 2009 - 2013                      | - Executive Vice President Office of President             |   |
|   |                |  |  |  | Position in other Company        |  |   |
|   |                |  |  |  | 2017 - Present                   | - Director   | Kamala Senior Living Co., Ltd               |
|   |                |  |  |  | 2017 - Present                   | - Director   | CH. Karnchang Real Estate Co., Ltd.         |
|   |                |  |  |  | 2016 - Present                   | - Director   | CH. Karnchang-Tokyu Construction Co., Ltd.  |
|   |                |  |  |  | 2016 - Present                   | - Director   | Mahasiri Siam Co., Ltd.                     |
|   |                |  |  |  | 2016 - Present                   | - Director   | CH. Karnchang Holding Co., Ltd.             |
|   |                |  |  |  | 2016 - Present                   | - Director   | CK. Office Tower Co., Ltd.                  |
|   |                |  |  |  | 2008 - Present                   | - Director   | Bang Pa-in Land Development Company Limited |
|   |                |  |  |  | 2008 - Present                   | - Director   | Cholavet Civil Co., Ltd.                    |
|   |                |  |  |  | 2011 - 2016                      | - Director   | Bangkhenchai Company Limited                |
|   |                |  |  |  |                                  |  |   |
|   |                |  |  |  |                                  |  |   |
| 12. Mr. Thanawat Trivisvavet<br>- Member of Corporate Governance and Risk Management Committee<br>- Managing Director<br>- Company Secretary<br>1 July 2015<br>- Executive Committee<br>23 August 2012<br>- Director<br>3 June 2011 | 41             | <ul style="list-style-type: none"> <li>- Master of Economics Northwestern University, U.S.A.</li> <li>- Bachelor of Economics (1st Class Honours) Duke University, U.S.A.</li> <li>- Director Certification Program (DCP) Class 116/2009 Thai Institute of Directors Association</li> </ul>  | - None -                                 | Son of Mr. Plew Trivisvavet<br>Younger brother of Dr. Supamas Trivisvavet    | Position in other Listed Company |  |   |
|   |                |  |  |  |                                  | - None -   |   |
|   |                |  |  |  | Position in other Company        |  |   |
|   |                |  |  |  | 2016 - Present                   | - Chairman of the Board of Directors                       | Bangpa-in Cogeneration Limited              |
|   |                |  |  |  | 2012 - Present                   | - Executive Committee<br>- Director<br>- Managing Director | Xayaburi Power Company Limited              |
|   |                |  |  |  | 2006 - Present                   | - Executive Committee<br>- Director                        | Nam Ngum 2 Power Company Limited            |
|   |                |  |  |  |                                  |  |   |

| Name-Surname/Position/<br>Appointment Date   | Age<br>(Years) | Education/<br>Training   | Shareholding in<br>the Company (%) | Family<br>Relationship among<br>Directors and<br>Executives | Work Experience                  |   |  |
|--|----------------|--|------------------------------------|---|----------------------------------|---|--|
|  |                |  |                                    |   | Period                           | Position  | Organization/<br>Type of Business            |
| 1. Dr. Michael Eric Raeder<br>- Deputy Managing Director<br>Engineering<br>1 July 2017         | 52             | - Doctor of Geology and Paleontology,<br>University of Cologne, Germany<br>- Master of Geology and Paleontology,<br>University of Cologne, Germany<br>- Bachelor of Geology and Paleontology,<br>University of Cologne, Germany  | 0.0017                             | - None -  | Position in other Listed Company |   |  |
|  |                |  |                                    |   |                                  | - None -  |  |
|  |                |  |                                    |   | Position in other Company        | - None -  |  |
| 2. Mrs.Muntana Auekitkarjorn<br>- Deputy Managing Director<br>Corporate Planning<br>2 May 2017 | 53             | - Master of Accounting Program<br>Thammasat University<br>- Certificate in Auditing<br>Thammasat University<br>- Bachelor of Accounting<br>Thammasat University<br>- Certified Public accountant (CPA)<br>Thailand Federation of Accounting Professions<br>Under the Royal Patronage of His Majesty the King<br>- Executive Energy Program Class 3/2017<br>The Federation of Thai Industries<br>- Strategic CFO in Capital Market class 1/2015<br>Stock Exchange of Thailand<br>- Directors Certification Program (DCP)<br>Class 173/2013<br>Thai Institute of Directors Associations<br>- Directors Accreditation Program (DAP)<br>Class 93/2011<br>Thai Institute of Directors Associations<br>- Chief Financial Officer Certification Program<br>(CFO) Class 4/2005<br>Thailand Federation of Accounting Professions<br>Under the Royal Patronage of His Majesty the King | - None -                           | - None -  | Position in other Listed Company |   |  |
|  |                |  |                                    |   | Feb - Apr 2017                   | - Executive Committee<br>- Board of Director<br>- Chief Financial Officer         | Ananda Development Public<br>Company Limited |
|  |                |  |                                    |   | 2014 - Feb 2017                  | - Executive Committee<br>- Risk Management Committee<br>- Chief Financial Officer |  |
|  |                |  |                                    |   | 2011 -2014                       | - Executive Committee<br>- Chief Financial Officer                                |  |
|  |                |  |                                    |   | Position in other Company        |   |  |
|  |                |  |                                    |   | 2002 - Present                   | - Director  | Tycoon Tractor Company Limited               |

| Name-Surname/Position/<br>Appointment Date  | Age<br>(Years) | Education/<br>Training  | Shareholding in<br>the Company (%) | Family<br>Relationship among<br>Directors and<br>Executives | Work Experience                   |  |                                     |
|---|----------------|---|------------------------------------|---|-----------------------------------|--|-------------------------------------|
|   |                |   |                                    |   | Period                            | Position                                       | Organization/<br>Type of Business   |
| 3. Mr.Varoth Saksucharita<br>- Deputy Managing Director<br>Corporate Administration<br>1 March 2017     | 41             | - Master of Business Administration<br>Kasetsart University<br>- Bachelor in Engineering<br>Thammasat University<br>- Director Certification Program (DCP)<br>Class 227/2016<br>Thai Institute of Directors Associations  | - None -                           | - None -  | Position in other Listed Company  |  |                                     |
|   |                |   |                                    |   |                                   | - None -                                       |                                     |
|   |                |   |                                    |   | Position in other Company         |  |                                     |
|   |                |   |                                    |   | 2016 - Present                    | - Director                                     | Bangkhengchai Company Limited       |
|   |                |   |                                    |   | 2012- 2015                        | - Chief Engineering                            | Xayaburi Power Company Limited      |
| 4. Miss Parichat Othayakul<br>- Assistant Managing Director<br>Managing Director Office<br>1 March 2017 | 47             | - Master of Business Administration,<br>Ramkhamhaeng University<br>- Bachelor of Political Science,<br>Chulalongkorn University<br>- Corporate Secretary Program, Faculty of Law<br>Chulalongkorn University<br>- Board Reporting Program (BRP) Class 3/2010<br>Thai Institute of Directors Association<br>- Effective Minute Taking (EMT) Class 17/2010<br>Thai Institute of Directors Association<br>- Corporate Governance for Executives (CGE)<br>Class 2/2014<br>Thai Institute of Directors Association   | - None -                           | - None -  | Position in other Listed Company  |  |                                     |
|   |                |   |                                    |   |                                   | - None -                                       |                                     |
|   |                |   |                                    |   | Position in other Company         |  |                                     |
|   |                |   |                                    |   | 2012- 2013                        | - General Manager : MD's Office                | Xayaburi Power Company Limited      |
|   |                |   |                                    |   |                                   |  |                                     |
| 5. Miss Rujira Chuaybarmung<br>- Assistant Managing Director<br>Business Controlling<br>1 Mar 2017      | 45             | - Master of Business Administration,<br>Ramkhamhaeng University<br>- Bachelor of Accounting,<br>Bangkok University<br>- Effective Minutes Taking No.43/256.<br>Thai Institute of Directors Association<br>- Director Certification Program (DCP)<br>Class 237/2017<br>Thai Institute of Directors Association<br>- Fundamentals for Corporate Secretaries, Class 2/2016<br>Thai Listed Companies Association<br>- Advances for Corporate Secretaries, Class 2/2016<br>Thai Listed Companies Association<br>- Chief Financial Officer Certification Program (CFO)<br>Class 19/2015<br>Federation of Accounting Professions<br>- Certificate of Taxation Law and Tax<br>Accounting, Central Tax Court, 2010<br>- All Accounting Standards Program, Class 7/2007<br>Federation of Accounting Professions | - None -                           | - None -  | Position in Others Listed Company |  |                                     |
|   |                |   |                                    |   |                                   | - None -                                       |                                     |
|   |                |   |                                    |   | Position in Others Company        |  |                                     |
|   |                |   |                                    |   | 2016 - Present                    | - Director                                     | Bangkhengchai Company Limited       |
|   |                |   |                                    |   | 2012 - 2017                       | - General Manager of Accounting<br>and Finance | Xayaburi Power Company Limited      |
|   |                |   |                                    |   | 2012 - 2017                       | - General Manager of Accounting<br>and Finance | SouthEast Asia Energy Limited       |
|   |                |   |                                    |   | 2012 - 2017                       | - General Manager of Accounting<br>and Finance | Nam Ngum 2 Power Company<br>Limited |
|   |                |   |                                    |   |                                   |  |                                     |



| Name-Surname/Position/<br>Appointment Date   | Age<br>(Years) | Education/<br>Training  | Shareholding in<br>the Company (%) | Family<br>Relationship among<br>Directors and<br>Executives | Work Experience                  |   |  |
|--|----------------|---|------------------------------------|---|----------------------------------|---|--|
|  |                |   |                                    |   | Period                           | Position  | Organization/<br>Type of Business          |
| 6. Mr.Thitipat Nananukool<br>- Assistant Managing Director<br>Finance & Accounting<br>5 June 2017<br>- The person taking the highest<br>responsibility in finance<br>and accounting<br>16 October 2018 | 41             | - Master of Business Administration<br>New York University, U.S.A<br>- Bachelor of Business Administration<br>Thammasat University<br>- Financial Advisor (FA) License<br>Association of Thai Securities Companies<br>- Fundamental of TFRS 9 class 3/2019<br>Federation of Accounting Professions<br>- Statagic CFO in Capital Market Class 7/2018<br>Stock Exchange of Thailand   | - None -                           | - None -  | Position in other Listed Company |   |  |
|  |                |   |                                    |   | 2015 - 2017                      | - Strategic Planning Director                       | Minor International Public Company Limited |
|  |                |   |                                    |   | 2011 - 2015                      | - Vice President - Direct Investment                | Phatra Capital Public Company Limited      |
|  |                |   |                                    |   | Position in Others Company       |   |  |
|  |                |   |                                    |   | 2018 - Present                   | - Director  | KKC Music Company Limited                  |
|  |                |   |                                    |   |                                  |   |  |
| 7. Mr.Jessadin Suwanbubpa<br>- Assistant Managing Director<br>Human Resources<br>1 March 2018  | 46             | - Master of Management<br>Mahidol University<br>- Master of Information Technology<br>Bond University, Australia<br>- Bachelor of Science (Statistics)<br>Kasetsart University  | - None -                           | - None -  | Position in other Listed Company |   |  |
|  |                |   |                                    |   | 2017 - 2018                      | - General Manager - Human Resources Development     | Regional Container Lines PCL.,             |
|  |                |   |                                    |   | 2012 - 2016                      | - Assistant Vice President - Leadership Development | Total Access Communication PCL.            |
|  |                |   |                                    |   | Position in Others Company       |   |  |
|  |                |   |                                    |   | 2016 - 2017                      | Co -Founder   | Goodwill Learning Solution Limited         |
|  |                |   |                                    |   |                                  |   |  |
| 8 Miss Wilaiporn Panumastrakul<br>- Director of Accounting<br>1 November 2016<br>- The person supervising<br>accounting<br>1 January 2019  | 42             | - Master of Accounting<br>Thammasat University<br>- Bachelor of Accounting,<br>Thammasat University<br>- Significant issues in audit reporting Standarz effective class 3/2018<br>- Update Thai Financial reorting standarz effective class 2/2019<br>- Case Study for Pack 5 & Fair Value class 1/2019<br>- The tranfer Pricing<br>- Beyond Treasury Management class 2/2019<br>- Defered Tax Class 2/2019<br>- TFRS 2020 (TAS 12, TAS 19, TAS 23, TAS 28, TFRS 1, TFRS 3, TFRS 9 and TFRS 11) | None                               | None  | Position in other Listed Company |   |  |
|  |                |   |                                    |   | 2553-2554                        | - Senior Tax Manager                                | Total Access Communication PCL.            |
|  |                |   |                                    |   | 2008 - 2010                      | - Ledger account Manager                            |  |
|  |                |   |                                    |   | Position in Others Company       |   |  |
|  |                |   |                                    |   | 2011 - 2016                      | - AVP - Account and Finance                         | Locus Telecommunication Company Limited    |
|  |                |   |                                    |   | 1999 - 2003                      | - Auditing Manager                                  | KPMG Phoomchai Audit Company Limited       |
|  |                |   |                                    |   |                                  |   |  |

Information of Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies

| Names of Directors and Executives | CK Power PLC. | The Subsidiaries              |                                  |                                |                               | Associated Companies           |                                   |                                 | Related Companies                    |                            |   |   |   |                                    |                                      |
|-----------------------------------|---------------|-------------------------------|----------------------------------|--------------------------------|-------------------------------|--------------------------------|-----------------------------------|---------------------------------|--------------------------------------|----------------------------|---|---|---|------------------------------------|--------------------------------------|
|                                   |               | SouthEast Asia Energy Limited | Nam Ngum 2 Power Company Limited | Bangpa-in Cogeneration Limited | Bangkhengchai Company Limited | Xayaburi Power Company Limited | Nakhon Ratchasima Company Limited | Chiangrai Solar Company Limited | CH. Karnchang Public Company Limited | TTW Public Company Limited | Bangkok Expressway and Metro Public Company Limited | Bang Pa-in Land Development Company Limited | CH.Karnchang-Tokyu Construction Company Limited | Pathum Thani Water Company Limited | Thai Water Operations CompanyLimited |
| Mr. Thanong Bidaya                | X,ID          |                               |                                  |                                |                               | X                              |                                   |                                 |                                      | X,ID                       |   |   |   |                                    |                                      |
| Mr. Plew Trivisvavet              | /, //         | /, //                         | /, //                            |                                |                               | /, //                          |                                   |                                 | //                                   | /,V                        | /, //   |   | X,///   |                                    |                                      |
| Dr. Jon Wongswan                  | /,AC,ID       |                               |                                  |                                |                               |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Mr. Narong Sangsuriya             | /             | /, //                         | /, //                            |                                |                               |                                |                                   |                                 | /, //,O                              |                            |   |   | /   |                                    |                                      |
| Dr. Vicharn Aramvareekul          | /,AC,ID       |                               |                                  |                                |                               |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Mr. Chaiwat Utaiwan               | /, //         |                               |                                  |                                |                               |                                |                                   |                                 |                                      |                            |   |   |   | /                                  | /, //, ///                           |
| Dr. Patarut Dardarannanda         | /,AC,ID       |                               |                                  |                                |                               |                                |                                   |                                 |                                      | /,AC,ID                    |   |   |   |                                    |                                      |
| Mr. Prasert Marittanaporn         | /, //         | /                             | /                                |                                |                               |                                |                                   |                                 | /, //,O                              |                            |   |   | /   |                                    |                                      |
| Mr. Van Hoang Dau                 | /             | /, //                         | /, //                            |                                |                               | /, //                          |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Mr.Vorapote U.Choepaiboonvong     | /             | /, //, ///                    | /, //, ///                       | /                              | X                             |                                | /                                 | /                               |                                      |                            |   |   |   |                                    |                                      |
| Dr. Supamas Trivisvavet           | /, //         |                               |                                  |                                |                               |                                |                                   |                                 | /, //, ///                           |                            |   | /   |   |                                    |                                      |
| Mr. Thanawat Trivisvavet          | /, //, ///    |                               | /, //                            | X                              |                               | /, //, ///                     |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Dr. Michael Eric Raeder           | O             |                               |                                  |                                |                               |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Mrs. Muntana Auekijkajorn         | O             |                               |                                  |                                |                               |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Mr. Varoth Saksucharita           | O             |                               |                                  |                                | /                             |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Miss Parichat Othayakul           | O             |                               |                                  |                                |                               |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Miss Rujira Chuaybamrung          | O             |                               |                                  |                                | /                             |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Mr. Thitipat Nananukool           | O             |                               |                                  |                                |                               |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |
| Mr. Jessadin Suwanbubpa           | O             |                               |                                  |                                |                               |                                |                                   |                                 |                                      |                            |   |   |   |                                    |                                      |

**Remark :**

X = Chairman of The Board of Directors V = Vice Chairman of The Board of Directors AC = Audit Committee ID = Independent Director

/ = Director // = Chairman of the Executive Committee or Executive Committee /// = President or Managing Director O = Executive

<sup>1</sup> The Board of Directors' Meeting No. 1/2019 resolved to approve the appointment of Dr. Jon Wongswan as Chairman of the Audit Committee and

<sup>2</sup> The Board of Directors' Meeting No. 7/2018 resolved to approve the appointment of Dr. Jon Wongswan as Chairman of the Audit Committee and independent director to fill the vacancies, with effect from December 24, 2018

<sup>3</sup> Mr. Jessadin Suwanbubpa held the position as Assistant Managing Director: Human Resources on March 1, 2018

## Details of Directors, Executives, Controllers of the Subsidiaries

## 2.1 SouthEast Asia Energy Limited (SEAN)

## 2.1.1 Directors

| Name-Surname/Position/<br>Appointment Date  | Age<br>(Years) | Education/Training   | Sharehold<br>ing in the<br>Company<br>(%) | Family<br>Relationship among<br>Directors and<br>Executives | Work Experience                   |                                      |  |
|---|----------------|--|---|---|-----------------------------------|--------------------------------------|--|
|   |                |  |   |   | Period                            | Position                             | Organization / Type of Business                      |
| 1. Dr. Virabongsa Ramangkura<br>- Chairman of the Board of<br>Directors<br>25 February 2008 | 76             | - Doctor of Law (Honorary)<br>Webster University , U.S.A.<br>- Doctor of Economics<br>University of Pennsylvania , U.S.A.<br>- Master of Economics<br>University of Pennsylvania , U.S.A.<br>- Bachelor of Political Science (First Class Honors)<br>Chulalongkorn University<br>- National Defence Course for the Joint<br>State Private Sector, Class 1<br><br>National Defence College<br>- Director Certification Program (DCP) Class 43/2004<br>Thai Institute of Directors Association | - None -                                  | - None -  | Position in Others Listed Company |                                      |  |
|   |                |  |   |   | 2015 - Present                    | - Chairman of the Board of Directors | Bangkok Expressway and Metro Public Company Limited* |
|   |                |  |   |   | 2013 - Present                    | - Independent Director               | Matchon Public Company Limited                       |
|   |                |  |   |   | 2005 - Present                    | - Chairman of the Board of Directors | Finansa Public Company Limited                       |
|   |                |  |   |   | 2004 - Present                    | - Audit Committee Member             | Polyplex (Thailand) Public Company Limited           |
|   |                |  |   |   | 1995 - Present                    | - Chairman of the Executives Board   | Double A (1991) Public Company Limited               |
|   |                |  |   |   | 1994 - 2015                       | - Chairman of the Board of Directors | Bangkok Expressway Public Company Limited*           |
|   |                |  |   |   | Position in Others Compny         |                                      |  |
|   |                |  |   |   | 2008 - Present                    | - Chairman of the Board of Directors | Nam Ngum 2 Power Company Limited                     |
|   |                |  |   |   | 2004 - 2016                       | - President                          | Thai-Lao Association, Ministry of Foreign Affairs.   |
|   |                |  |   |   |                                   |                                      |  |

Remark : Bangkok Expressway Public Company Limited (BECL) has amalgamated with Bangkok Metro Public Company Limited (BMCL) and registered the change of its name to Bangkok Expressway and Metro Public Company Limited (BEM).

|   |    |  |          |          |                                   |                                      |  |
|---|----|--|----------|----------|-----------------------------------|--------------------------------------|--|
| 2. Mrs.Sunee Rajatamutha<br>- Director<br>15 March 2017 | 61 | - Master of Accounting Program,<br>Thammasat University<br>- Master of Business Administration (Financial),<br>Chulalongkorn University<br>- Bachelor in Accounting 2 <sup>nd</sup> Class Honors,<br>Chulalongkorn University<br>- Certificated in Public Participation Development for<br>Executives (Batch 13)<br>King Prajadhipok'sInstitute<br>- Director Certification Program (DCP) Class 179/2013<br>Thai Institute of Directors Association<br>- Certificated in Senior Executive Program,<br>SASIN Graduate Institute of Business Administration<br>of Chulalongkorn University<br>- Certificate in Chief Financial Officer<br>Federal of Accounting Professional under the<br>Royal Patroage of His Majesty The King<br>- Certificate in Modern Management Program | - None - | - None - | Position in Others Listed Company |                                      |  |
|   |    |  |          |          | 2017 - 2018                       | Vice President - Financial           | Ratchaburi Electricity Generating Holding Public Company Limited |
|   |    |  |          |          | 2011 - 2016                       | Assistant Vice President - Financial |  |
|   |    |  |          |          | Position in Others Company        |                                      |  |
|   |    |  |          |          | 2017 - 2018                       | Director                             | Nam Ngum 2 Power Company Limited                                 |
|   |    |  |          |          | 2017                              | Director                             | RICI International Investment Company                            |
|   |    |  |          |          | 2012 - 2014                       | Director and Managing Director       | Ratchaburi Gas Company Limited                                   |
|   |    |  |          |          | 2011 - 2014                       | Director                             | Navanakorn Electricity Generating Company Limited                |
|   |    |  |          |          |                                   |                                      |  |

| Name-Surname/Position/<br>Appointment Date                     | Age<br>(Years) | Education/Training   | Sharehold<br>ing in the<br>Company<br>(%) | Family<br>Relationship among<br>Directors and<br>Executives | Work Experience                   |   |  |
|--|----------------|--|---|---|-----------------------------------|---|--|
|  |                |  |   |   | Period                            | Position  | Organization / Type of Business                      |
| 3. Mr. Milton William Shlapak<br>- Director<br>3 May 2004      | 85             | - Grove City College<br>Pennsylvania, U.S.A.   | - None -                                  | - None -  | Position in Others Listed Compny  |   |  |
|  |                |  |   |   |                                   | - None -  |  |
|  |                |  |   |   | Position in Others Compny         |   |  |
|  |                |  |   |   | 2004 - Present                    | Director  | Nam Ngum 2 Power Company Limited                     |
| 4. Mr. Supong Chayutsahakij<br>- Director<br>15 September 2007 | 78             | - Honorable Doctorate of Business Administration (Management), Rajabhat Phranakorn University<br>- Master of Political Science (Politics and Government) Sukhothai Thammathirat Open University<br>- Master of Business Administration (Management) SASIN Graduate Institute of Business Administration of Chulalongkorn University<br>- Master of Engineering (Electrical) University of Tokyo, Japan<br>- Bachelor of Engineering (Electrical) University of Tokyo, Japan<br>- Advanced Certificate Course Public Administration and Law for Executives, Class 3 King Prajadhipok's Institute<br>- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives Class 10 King Prajadhipok's Institute<br>- Audit Committee Program (ACP) Class 17/2007 Thai Institute of Directors Association<br>- Graduate Diploma in Management of Public Economy, Class 1/2003 King Prajadhipok's Institute<br>- Director Certification Program (DCP) Class 8/20001 Thai Institute of Directors Association | - None -                                  | - None -  | Position in Others Listed Company |   |  |
|  |                |  |   |   | 2015 - Present                    | - Nomination and Remuneration Committee Member<br>- Executive Director<br>- Director  | Bangkok Expressway and Metro Public Company Limited* |
|  |                |  |   |   | 2006 - Present                    | - Audit Committee Member<br>- Director  | Siam Steel International Public Company Limited      |
|  |                |  |   |   | 2009 - 2017                       | - Chairman of the Board of Directors  | Bangkok Metro Networks Limited                       |
|  |                |  |   |   | 2011 - 2016                       | - Director  | CK Power Public Company Limited                      |
|  |                |  |   |   | 2007 - 2015                       | - Corporate Governance and Risk Management Committee Member<br>- Nomination and Remuneration Committee Member<br>- Vice chairman of the Executive Board | Bangkok Expressway Public Company Limited*           |
|  |                |  |   |   | 2003 - 2015<br>1994 - 2015        | - Director  |  |
|  |                |  |   |   | 2009 - 2015<br>2004 - 2015        | - Vice Chairman of the Board of Directors<br>- Executive Director<br>- Director   | Bangkok Metro Public Company Limited*                |
|  |                |  |   |   | Position in Others Compny         |   |  |
|  |                |  |   |   | 2013 - Present                    | - Director  | Xayaburi Power Company Limited                       |
|  |                |  |   |   | 2008 - Present                    | - Director  | Nam Ngum 2 Power Company Limited                     |
|  |                |  |   |   | 2006 - Present                    | - Chairman of the Institute   | Thai-Nichi Institute of Technology                   |
|  |                |  |   |   | 1996 - Present                    | - Executive Director<br>- Director  | Northern Bangkok Expressway Company Limited          |

| Name-Surname/Position/<br>Appointment Date  | Age<br>(Years) | Education/Training  | Sharehold<br>ing in the<br>Company<br>(%) | Family<br>Relationship among<br>Directors and<br>Executives | Work Experience                  |  |   |
|---|----------------|---|---|---|----------------------------------|--|---|
|   |                |   |   |   | Period                           | Position   | Organization / Type of Business   |
| 5. Mr.Nimit Lekcharoensuk<br>- Executive Committee<br>- Director<br>20 Febuary 2018 | 58             | - Bachelor of Engineering (Electrical Engineering)<br>King Mongkut's Institute of Technology Ladkrabang<br>- Advance Certificate ,Public Economy Management<br><br>for Executives-The college of Politics and Governance,<br>King Prajadhipok's Institute<br>- Certificate of Senior Executive Program (SEP) Class 21<br>SASIN Graduate Institute of Business Administration<br>of Chulalongkorn University<br>- Executive Development Program (EDP) Class 15,2018,<br>Fiscal Policy Research Institute Foundation<br>-Executive program in energy Literacy a sustainable<br>future TEA13 | - None -                                  | - None -  | Position in Others Listed Compny |  |   |
|   |                |   |   |   | 2019-Present<br>2018             | - Chief Asset Management Officer<br>- Executive Vice President<br>Asset Management | RATCH Group Public Company Limited<br>Ratchburi Electricity Generating Holding Public Company Limited |
|   |                |   |   |   | Position in Others Compny        |  |   |
|   |                |   |   |   | 2018 - Present                   | - Director   | Nam Ngum 2 Power Company Limited  |
|   |                |   |   |   |                                  | - Excutive Committee   |   |
|   |                |   |   |   | 2018 - Present                   | - Director   | Hongsa Power Company Limited  |
|   |                |   |   |   | 2017 - 2019                      | - Director   | Solar Power Company Limited (Korat 3,4,7)   |
|   |                |   |   |   | 2017 - 2019                      | - Director   | Songkhla Biomass Company Limited  |
|   |                |   |   |   | 2016 - 2017                      | - Director   | Chubu Ratchaburi Electric Services Company Limited  |
|   |                |   |   |   | 2012 - 2014                      | - Director   |   |
| 6. Mrs.Wadeerat Charoencoop <sup>2</sup><br>- Director<br>14 Febuary 2019           | 45             | - Master of Business Adminstration<br>The University of Washington, U.S.A.<br>- Bachelor of Business Adminstration (Finance)<br>(2nd Class Honor) Chulalongkorn University<br>- Corporate Governance for Executive<br>Thai Institute of Directors Association<br>- Senior Development Program<br>Duke, CE<br>- STARS Switzerland Symposium<br>- Chief Financial Officer Cerification Program<br>Federation of Accounting Professions<br>- TLCA Executive Development Program<br>Thai Listed Companies Association   | - None -                                  | - None -  | Position in Others Listed Compny |  |   |
|   |                |   |   |   | 2019                             | Chief Financial Officer  | RATCH Group Public Company Limited  |
|   |                |   |   |   | 2017-2018                        | Executive Vice President -Finance  |   |
|   |                |   |   |   | Position in Others Compny        |  |   |
|   |                |   |   |   |                                  | -Chairman of the Board of Directors  | Ratchaburi Alliances Company Limited  |
|   |                |   |   |   |                                  | - Director   | Ratchaburi Energy Company Limited   |
|   |                |   |   |   |                                  | - Director   | RH International Corporation Limited  |
|   |                |   |   |   |                                  | - Director   | RH International (Mauritius) Corporation Limited  |
|   |                |   |   |   |                                  | - Director   | RH International (Singapore) Corporation Pte. Limited   |
|   |                |   |   |   |                                  | - Director   | SouthEast Asia Energy Limited   |
|   |                |   |   |   |                                  | - Director   | Nam Ngum 2 Power Company Limited  |
|   |                |   |   |   |                                  | - Director   | RATCH O&M Company Limited   |
|   |                |   |   |   |                                  | - Director   | Ratchaburi Power Company Limited  |

- Remark**

1. Details relating to directors who concurrently serve as directors in SEAN are described in Attachment 1, per the names and appointment dates in SEAN, as follows:

- Mr. Plew Trivisvavet

Chairman of the Executive Committee / May 3, 2004

- Mr. Narong Sangsuriya

Executive Director / May 3, 2004

- Mr. Prasert Marittanaporn

Director / November 3, 2005

- Mr. Van Hoang Dau

Executive Director / May 3, 2004

- Mr.Vorapote U.choepaiboonvong

Executive Director and Managing Director / March 1, 2016

2.The Board of Director Meeting No.1/2019 held on 14 February 2019 has resolution to approving Mrs.Wadeerat Charoencoop as a director replace Mrs.Sunee Rajatamutha, effective on the date of the Board of Director approved.

2.1.2 Information of the Company's Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies

(1) SouthEast Asia Energy Limited (SEAN)

| Director / Executives                  | SouthEast Asia Energy Limited | CK Power<br>Public Company Limited | Related Company                         |   |                               |  |  |                                       |                                     |
|--|-------------------------------|------------------------------------|---|---|-------------------------------|--|--|---------------------------------------|-------------------------------------|
|  |                               |                                    | CH. Karnchang Public<br>Company Limited | Bangkok Expressway<br>and Metro<br>Public Company Limited | TTW Public<br>Company Limited | Ratchaburi Electricity<br>Generating Holding<br>Public Company Limited | Ratchaburi Electricity<br>Generating Company Limited | Shlapk Development<br>Company Limited | Nam Ngum 2 Power<br>Company Limited |
| Dr. Virabongsa Ramangkura              | X                             |                                    |   | X   |                               |  |  |                                       | X                                   |
| Mr. Plew Trivisvavet                   | /, //                         | /, //                              | /, //                                   | /, //   | /                             |  |  |                                       | /, //                               |
| Mr. Supong Chayutsahakij               | /                             |                                    |   | /, //   |                               |  |  |                                       | /                                   |
| Mr. Narong Sangsuriya                  | /, //                         | /                                  | /, //, O                                |   |                               |  |  |                                       | /, //                               |
| Mr. Prasert Marittanaporn              | /                             | /, //                              | /, //, O                                |   |                               |  |  |                                       | /                                   |
| Mrs. Sunee Rajatamutha                 | /                             |                                    |   |   |                               | O  |  |                                       | /                                   |
| Mr. Nimit Lekcharoensuk                | /, //                         |                                    |   |   |                               | O  | O  |                                       | /, //                               |
| Mrs. Wadeerat Charoencoop <sup>3</sup> | /                             |                                    |   |   |                               | O  |  |                                       | /                                   |
| Mr. Van Hoang Dau                      | /, //                         | /                                  |   |   |                               |  |  |                                       | /, //                               |
| Mr. Milton William Shlapak             | /                             |                                    |   |   |                               |  |  | X                                     | /                                   |
| Mr. Vorapote U.Choepaiboonvong         | /, //, ///                    | /                                  |   |   |                               |  |  |                                       | /, //, ///                          |

- Remark :**
1. X = Chairman of the Board of Directors, / = Board // = Chairman of the Executive Committees or Executive Director /// = Managing Director O = Executive
  2. Information of the Company's Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies is based on the Details of the Company's Directors and Executives.
  3. The Board of Director Meeting No.1/2019 held on 14 February 2019 has resolution to approving Mrs.Wadeerat Charoencoop as a director replace Mrs.Sunee Rajatamutha, effective on the date of the Board of Director approved

## 2.2 Nam Ngum 2 Power Company Limited (NN2)

## 2.2.1 Director

| Name-Surname/Position/<br>Appointment Date                       | Age<br>(Years) | Education/Training   | Sharehold<br>ing in the<br>Company<br>(%) | Family Relationship<br>among Directors and<br>Executives | Work Experience                   |                                    |  |
|--|----------------|--|---|--|-----------------------------------|------------------------------------|--|
|  |                |  |   |  | Period                            | Position                           | Organization / Tyoe of Business                  |
| 1. Dr. Bounleua Sinxayvolavong<br>- Director<br>25 February 2008 | 54             | <ul style="list-style-type: none"> <li>- Doctor of Economics<br/>The Australian National University, Australia</li> <li>- Master of Economics<br/>The Australian National University, Australia</li> <li>- Master of Business Administration<br/>Thammasat University</li> <li>- Master of Science, Physics and Mathematics<br/>Moscow State University, Russia</li> <li>- Bachelor of Science, Physics and Mathematics<br/>Moscow State University, Russia</li> </ul>   | - None -                                  | - None -   | Position in Others Listed Company |                                    |  |
|  |                |  |   |  |                                   | - None -                           |  |
|  |                |  |   |  | Position in Others Company        |                                    |  |
|  |                |  |   |  | 2016 - Present                    | Director                           | Financial Policy, Ministry of Finance<br>Lao PDR |
|  |                |  |   |  | 2016                              | Secretary to the Prime<br>Minister | Office of the Prime Minister<br>Lao PDR          |
|  |                |  |   |  | 2014 - 2016                       | Director                           | State Department Budget<br>Lao PDR               |
| 2. Dr. Bounsalong Southidara<br>- Director<br>February 24, 2014  | 59             | <ul style="list-style-type: none"> <li>- Ph.D. Electrical Engineering,<br/>Ilmenau University of Thecnology, Germany</li> <li>- Master's in Electrical Engineering,<br/>Ilmenau University of Thecnology, Germany</li> <li>- Director Certificate Program, (DCP) Class 195/2014<br/>Thai Institute of Directors Association</li> <li>- Director Accreditation Program, (DAP) Class 90/2011<br/>Thai Institute of Directors Association</li> <li>- Business Finance in capital Market for Non-Finance<br/>Executive, Boutviseth College in partnership with<br/>PM and UTCC year 2010<br/>Vientiane, Lao PDR</li> <li>- Contract Management for international Construction,<br/>JICA in association with FIDIC year 2010<br/>Hanoi, Vietnam</li> <li>- Feasibility Studies, SwedPower year 1996<br/>Vientiane, Lao PDR</li> <li>- Engineering Economics and Finance, Acres<br/>International Limited, Canada and EDL year 1994</li> </ul> | - None -                                  | - None -   | Position in Others Listed Company |                                    |  |
|  |                |  |   |  | 2010 - Present                    | Deputy Managing Director<br>: CFO  | EDL-Generation Public Company                    |
|  |                |  |   |  | Position in Others Company        |                                    |  |
|  |                |  |   |  | 2016 - Present                    | Vice Chairman                      | Namphoun Power Co.Ltd                            |
|  |                |  |   |  | 2016 - Present                    | Chairman                           | NamBi Power Co.Ltd                               |
|  |                |  |   |  | 2016 - Present                    | Vice Chairman                      | NamDik Power Co.Ltd                              |
|  |                |  |   |  | 2012 - Present                    | Managing Director                  | Lower Houay Lamphanh Power Company               |
|  |                |  |   |  |                                   |                                    |  |



**Remark**

1. Details relating to directors who concurrently serve as directors in NN2 are described in Attachment 1, per the names and appointment dates in NN2, as follows:
  - Mr. Plew Trivisvavet Chairman of the Executive Committee / April 29, 2006
  - Mr. Narong Sangsuriya Executive Director / April 27, 2006
  - Mr. Prasert Marittanaporn Director / February 25, 2008
  - Mr. Van Hoang Dau Executive Director / February 25, 2008
  - Mr. Thanawat Trivisvavet Executive Director / April 27, 2006
  - Mr. Vorapote U.Choepaiboonvong Executive and Managing Director / March 12, 2016
2. Details relating to NN2's directors who concurrently serve as directors in SEAN are described in the details relating to SEAN's directors, as follows:
  - Dr. Virabongsa Ramangkura Chairman of the Board of Directors / February 25, 2008
  - Mr. Nimit Lekcharoensuk Executive Director / February 20, 2018
  - Mr. Milton William Shlapak Director / February 25, 2008
  - Mrs. Sunee Rajatamutha Director / 15 March, 2017 until 14 February 2019
  - Mrs.Wadeerat Charoencoop Director / 14 February 2019 replace Mrs.Sunee Rajatamutha
  - Mr.Supong Chayutsahakij Director / 25 February, 2008
3. The Board of Directors Meeting No. 1/2019, held on February 14, 2019, resolved to approve the appointment of Mrs. Wadeerat Charoencoop as a director in the company to replace Mrs. Sun Ratc effive on the date of the Board of Director approved

## 2.2.2 Executive

| Name-Surname/Position/<br>Appointment Date  | Age<br>(Years) | Education/Training  | Sharehold<br>ing in the<br>Company<br>(%) | Family Relationship<br>among Directors and<br>Executives | Work Experince                    |                               |                                 |
|---|----------------|---|---|--|-----------------------------------|-------------------------------|---------------------------------|
|   |                |   |   |  | Period                            | Position                      | Organization / Type of Business |
| 1. Mr.Tossaporn Thipvoratham<br>- Deputy Managing Director<br>Operation and Maintenance /<br>1 March 2017 | 68             | - Bachelor of Industrial Technology<br>Program Electrical Engineering,<br>Sripatum University<br>- F.I.T. Business Administratiom<br>(mini MBA) Thummasart University | - None -                                  | - None -   | Position in Others Listed Company |                               |                                 |
|   |                |   |   |  |                                   | - None -                      |                                 |
|   |                |   |   |  | Position in Others Company        |                               |                                 |
|   |                |   |   |  | 2010-2016                         | -Manager-Business Development | Bangpa-in Cogeneration Limited  |
|   |                |   |   |  |                                   |                               |                                 |

### 2.2.3 Information of the Company's Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies

#### (1) Nam Ngum 2 Power Company Limited (NN2)

| Director / Executives                 | Nam Ngum 2 Power Company Limited | CK Power Public Company Limited | Related Company                     |   |                            |  |                               |                               |
|---------------------------------------|----------------------------------|---------------------------------|-------------------------------------|---|----------------------------|--|-------------------------------|-------------------------------|
|                                       |                                  |                                 | CH.Karnchang Public Company Limited | Bangkok Expressway and Metro Public Company Limited | TTW Public Company Limited | Ratchaburi Electricity Generating Holding Public Company Limited | SouthEast Asia Energy Limited | EDL-Generation Public Company |
| Dr. Virabongsa Ramangkura             | X                                |                                 |                                     | X   |                            |  | X                             |                               |
| Mr. Plew Trivisvavet                  | /, //                            | /, //                           | /, //                               | /, //   | /                          |  | /, //                         |                               |
| Mr. Supong Chayuthsahakij             | /                                |                                 |                                     | /, //   |                            |  | /                             |                               |
| Mr. Narong Sangsuriya                 | /, //                            | /                               | /, //, O                            |   |                            |  | /, //                         |                               |
| Mr. Prasert Marittanaporn             | /                                | /, //                           | /, //, O                            |   |                            |  | /                             |                               |
| Mr. Thanawat Trivisvavet              | /, //                            | /, //, ///                      |                                     |   |                            |  |                               |                               |
| Mrs. Sunee Rajatamutha                | /                                |                                 |                                     |   |                            | O  | /                             |                               |
| Mr. Nimit Lekcharoensuk <sup>3</sup>  | /, //                            |                                 |                                     |   |                            | O  | /, //                         |                               |
| Mrs.Wadeerat Charoencoop <sup>3</sup> | /                                |                                 |                                     |   |                            | O  | /                             |                               |
| Mr. Van Hoang Dau                     | /, //                            | /                               |                                     |   |                            |  | /, //                         |                               |
| Mr. Milton William Shlapak            | /                                |                                 |                                     |   |                            |  | /                             |                               |
| Dr. Bounleua Sinxayvolavong           | /                                |                                 |                                     |   |                            |  |                               |                               |
| Dr. Bounsalong Southidara             | /                                |                                 |                                     |   |                            |  |                               | O                             |
| Mr.Vorapote U.Choepaiboonvong         | /, //, ///                       | /                               |                                     |   |                            |  | /, //, ///                    |                               |
| Mr.Tossaporn Thipvoratham             | O                                |                                 |                                     |   |                            |  |                               |                               |

- Remark :**
1. X = Chairman of the Board of Directors, / = Board // = Chairman of the Executive Committees or Executive Director /// = Managing Director O = Executive
  2. Information of the Company's Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies is based on the Details of the Company's Directors and Executives.
  3. The Board of Director Meeting No.1/2019 held on 19 February 2019 has resolved to approve Mrs.Wadeerat Charoencoop as a director replace Mrs.Sunee Rajatamutha, effective on the date of the Board of Director approved.

## 2.3 Bangpa-in Cogeneration Limited (BIC)

## 2.3.1 Directors

| Name-Surname/Position/<br>Appointment Date                   | Age<br>(Years) | Education/Training   | Shareholdin<br>g in the<br>Company<br>(%) | Family Relationship<br>among Directors and<br>Executives | Work Experience                  |                                       |   |
|--|----------------|--|---|--|----------------------------------|---------------------------------------|---|
|  |                |  |   |  | Period                           | Position                              | Organization / Type of Business             |
| 1. Mr. Smornchai Khoonrak<br>- Director<br>4 January 2016    | 58             | <ul style="list-style-type: none"> <li>- Master of Business Administration, Khonkaen University</li> <li>- Bachelor of Engineering, Khonkaen University</li> <li>- Director Certification Program (DCP) Class 205/2015 Thai Institute of Directors Association</li> <li>- Natural Gas Engineering Brussels, Belgium</li> <li>- PTT Group Leader Development Program</li> <li>- PTT - Harvard Business School Class 2 Shanghai , China</li> </ul> | - None -                                  | - None -   | Position in Other Listed Company |                                       |   |
|  |                |  |   |  | 2017 - Present                   | - Executive Vice President: Operation | Global Power Synergy Public Company Limited |
|  |                |  |   |  | Position in Other Company        |                                       |   |
|  |                |  |   |  | 2015 - Present                   | - Chairman of the Board of Directors  | Combined Heat and Power Co., Ltd.           |
|  |                |  |   |  | Mar 2019 - Prese                 | - Directors                           | - Glow Energy Public Company Limited        |
|  |                |  |   |  | Mar 2019 - Prese                 | - Directors                           | - Glow SPP 2 Company Limited                |
|  |                |  |   |  | Mar 2019 - Prese                 | - Directors                           | - Glow SPP 3 Company Limited                |
|  |                |  |   |  | Mar 2019 - Prese                 | - Directors                           | - Glow SPP 11 Company Limited               |
| 2. Mr. Kamphuy Jiraruensak<br>- Director<br>24 February 2009 | 73             | <ul style="list-style-type: none"> <li>- Bachelor of Engineering, Electrical Engineering (Honors) Chulalongkorn University</li> <li>- Director Certification Program (DCP) Class 96/2007 73+A22:E29</li> <li>- Public Law and Management Program Class 1/2002 King Prajadhipok's Institute</li> <li>- Senior Executive Program SASIN Graduate Institute of Business Administration of Chulalongkorn University</li> </ul>                        | - None -                                  | - None -   | Position in Other Listed Company |                                       |   |
|  |                |  |   |  |                                  | - None -                              |   |
|  |                |  |   |  | Position in Other Company        |                                       |   |
|  |                |  |   |  |                                  | - None -                              |   |
|  |                |  |   |  |                                  |                                       |   |
|  |                |  |   |  |                                  |                                       |   |
|  |                |  |   |  |                                  |                                       |   |
|  |                |  |   |  |                                  |                                       |   |

| Name-Surname/Position/<br>Appointment Date   | Age<br>(Years) | Education/Training   | Shareholdin<br>g in the<br>Company<br>(%) | Family Relationship<br>among Directors and<br>Executives | Work Experince                   |                              |                                     |
|--|----------------|--|---|--|----------------------------------|------------------------------|-------------------------------------|
|  |                |  |   |  | Period                           | Position                     | Organization / Type of Business     |
| 3. Mr. Woravudh Anuruxwongsri<br>- Director<br>- Managing Director<br>24 February 2009 | 56             | - Master of Industrial Engineering,<br>University of New South Wales, Australia<br>- Director Certification Program (DCP)<br>Class 177/2013<br>Thai Institute of Directors Association | - None -                                  | - None -   | Position in Other Listed Company |                              |                                     |
|  |                |  |   |  |                                  | - None -                     |                                     |
|  |                |  |   |  | Position in Other Company        |                              |                                     |
|  |                |  |   |  | 1996-Present                     | Director and General Manager | Bangpa-in Land Development Co.,Ltd. |
|  |                |  |   |  |                                  |                              |                                     |

**Remark :**

- Details relating to director who concurrently serves as director in BIC are described in Attachment 1, per the name and appointment date in BIC, as follows:
  - Mr. Thanawat Trivisvavet                      Chairman of the Board of Directors / February 19, 2016
  - Mr. Vorapote Uchupaiboonvong              Director / Feb 24, 2009

## 2.3.2 Executives

| Name-Surname/Position/<br>Appointment Date                     | Age<br>(Years) | Education/Training  | Shareholdin<br>g in the<br>Company<br>(%) | Family Relationship<br>among Directors<br>and Executives | Work Experince                        |  |  |
|--|----------------|---|---|--|---------------------------------------|--|--|
|  |                |   |   |  | Period                                | Position                                     | Organization / Type of Business                                  |
| 1. Mr. Chumpol Vessabutra<br>- Project Manager<br>13 July 2009 | 71             | - Master of Political Science (Public Administration)<br>Thammasat University<br>- Bachelor of Engineering (Production Engineering)<br>King Mongkut's University of Technology Thonburi   | - None -                                  | - None -   | Position in Other Listed Company      |  |  |
|  |                |   |   |  |                                       | - None -                                     |  |
|  |                |   |   |  | Position in Other Company             |  |  |
|  |                |   |   |  |                                       | - None -                                     |  |
| 2. Mr. Decha Chantawee<br>- Plant Manager<br>1 September 2017  | 52             | - Bachelor of Engineering Program in<br>Mechanical Engineering<br>Srinakharinwirot University<br>- General system description the cogeneration<br>power plant.<br>Electricity Generating Authority of Thailand<br>- Leadership skills for supervisors.<br>- Internal auditor Management system as per<br>ISO14001:2015, 9001:2015, OHSAS18001:2007<br>- Internal auditor Energy management and Legal.<br>- Power plant Risk management.<br>- Power Plant KPI Technical Management.<br>ABB Bailey Conductor VMS 4.2 DCS Operation<br>Course.<br>Yokogawa DCS Centum CS3000 Fundamental<br>Course.<br>- Maintenance of Electrical Equipment and Relay<br>Protectionfor industrial power ABB 115 KV GIS<br>Substation.<br>- ALSTROM 115 KV GIS substation. | - None -                                  | - None -   | Position in Other Listed Company      |  |  |
|  |                |   |   |  |                                       | - None -                                     |  |
|  |                |   |   |  | Position in Other Company             |  |  |
|  |                |   |   |  | Mar 2017 - Sep 2017<br>Apr 2012 - Mar | Assistant Plant Manager<br>Manager Operation | Bangpa-in Cogeneration Limited<br>Bangpa-in Cogeneration Limited |

2.3.3 Information of the Company's Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies

(1) Bangpa-in Cogeneration Limited (BIC)

| Director / Executives           | Bangpa-in Cogeneration Limited | CK Power Public Company Limited | Related Company                             |                               |                                  |
|---------------------------------|--------------------------------|---------------------------------|---|-------------------------------|----------------------------------|
|                                 |                                |                                 | Global Power Synergy Public Company Limited | Southeast Asia Energy Limited | Nam Ngum 2 Power Company Limited |
| Mr. Thanawat Trivisvavet        | X                              | /,/,//                          |   |                               | /,//                             |
| Mr. Kamphuy Jirararuensak       | /                              |                                 |   |                               |                                  |
| Mr. Vorapote U. Choepaiboonvong | /                              | /                               |   | /,/,//                        | /,/,//                           |
| Mr. Smornchai Khoonrak          | /                              |                                 | O   |                               |                                  |
| Mr. Woravudh Anuruxwongsri      | /,///                          |                                 |   |                               |                                  |
| Mr. Chumpol Vessabutra          | O                              |                                 |   |                               |                                  |
| Mr. Decha Chantawee             | O                              |                                 |   |                               |                                  |

- Remark :**
1. X = Chairman of the Board of Directors / = Director // = Executive Director /// = Managing Director O = Executive
  2. Information of the Company's Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies is based on the Details of the Company's Directors and Executives.



## 2.4 Bangkhengchai Company Limited (BKC)

## 2.4.1 Directors

| Name-Surname/Position/<br>Appointment Date                                     | Age<br>(Years) | Education/Training  | Sharehold-<br>ing in the<br>Company<br>(%) | Family<br>Relationship<br>among<br>Directors and<br>Executives | Work Experience                   |  |  |
|--|----------------|---|--|--|-----------------------------------|--|--|
|  |                |   |  |  | Period                            | Position   | Organization / Type of Business                        |
| 1. Mr. Sombat Trivisvavet<br>- Director<br>- Managing Director<br>11 July 2011 | 47             | - Master of Science, (Telecommunications)<br>University of Colorado Boulder, U.S.A.<br>- Master of Business Administration,<br>Wright State University, U.S.A.<br>- Bachelor of Economics<br>Thammasat University | - None -                                   | - None -   | Position in Others Listed Company |  |  |
|  |                |   |  |  | 2018 - Present                    | -Acting Executive Vice President   | CH. Karnchang Public Company Limited                   |
|  |                |   |  |  | 2016 - 2017                       | - Assistant Managing Director,<br>Administration   | Bangkok Expressway and<br>Metro Public Company Limited |
|  |                |   |  |  | 2014 - 2015<br><br>2012 - 2014    | - Company Secretary<br>- Vice President,<br>Office of the Managing Director<br>- Vice President,<br>Business Development | Bangkok Metro Public Company<br>Limited                |
|  |                |   |  |  | Position in Others Company        |  |  |
|  |                |   |  |  | 2017 - Present                    | - Commercial Manager E1  | CKST Joint Venture                                     |
|  |                |   |  |  | 2012 - 2016                       | - Co-Managing Director   | Bangkok Metro Networks Limited                         |
|  |                |   |  |  |                                   |  |  |

**Remark :**

1. Details relating to director who concurrently serves as director in BKC are described in Attachment 1, per the name and appointment date in BKC, as follows:

- Mr. Vorapote Uchupaiboonvong Director / 2009
- Mr. Varoth Suksucharita Director / 2016
- Miss Rujira Chuaybamrung Director / 2016

2.4.2 Information of the Company's Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies

(1) Bangkhenchai Company Limited (BKC)

| Director / Executives          | Bangkhenchai Company Limited | CK Power Public Company Limited | Related Company                                     |                               |                                  |
|--------------------------------|------------------------------|---------------------------------|---|-------------------------------|----------------------------------|
|                                |                              |                                 | Bangkok Expressway and Metro Public Company Limited | SouthEast Asia Energy Limited | Nam Ngum 2 Power Company Limited |
| Mr. Vorapote U.Choepaiboonvong | X, /                         | /                               |   | /, //, ///                    | /, //, ///                       |
| Miss Rujira Chuaybamrung       | /                            | O                               |   |                               |                                  |
| Mr. Varoth Saksucharita        | /                            | O                               |   |                               |                                  |
| Mr. Sombat Trivisvavet         | /, ///                       |                                 | O   |                               |                                  |

**Remark :** 1. X = Chairman of the Board of Directors    / = Director    // = Executive Director    /// = Managing Director    O = Executive  
2.Information of the Company's Directors and Executives Holding Positions as Directors or Executives in Subsidiaries and Associated Companies is based on the Details of the Company's Directors and Executives.

**Details Relating to Head of the Internal Audit Unit**

| Name-<br>Surname/Position/<br>Unit/Appointment<br>Date                                  | Education/Training  | Work Experience     |                             |  |
|---|---|---------------------|-----------------------------|--|
|   |   | Period              | Position                    | Organization/Type of Business                              |
| Ms.Jiraporn<br>Putiparsoed <sup>1</sup> /<br>Internal Audit<br>Manager/<br>June 1, 2017 | <ul style="list-style-type: none"> <li>- Master's Degree in Accounting , Chulalongkorn University,</li> <li>- Bachelor's Degree, Faculty of Business Administration , Major: Accounting ,Assumption University</li> <li>- Certified Professional Internal Auditor of Thailand (CPIAT)</li> <li>- Certified Public Accountant (CPA)</li> </ul> <u>Training</u> <ul style="list-style-type: none"> <li>- Review the basic of financial statement and accounting standard : Liability accounting</li> <li>- Risk Management COSO ERM 2017</li> <li>- Internal Risk Management</li> <li>- Building Cyber Security Culture</li> <li>- Control Self-assessment</li> <li>- Fraud and IA: Assurance over fraud controls fundamental to success</li> </ul> | Mar 2018 – Present  | Internal Audit Manager      | Internal Audit Office / CK Power PCL.                      |
|   |   | Jun 2017 – Feb 2018 | Internal Audit Specialist   | Internal Audit Office / CK Power PCL.                      |
|   |   | 2016 – 2017         | Senior Internal Audit       | Internal Audit Department / Global Power Synergy PCL.      |
|   |   | 2014 – 2016         | Senior Internal Audit       | Internal Audit Department / Electricity Generating PCL.    |
|   |   | 2004 - 2014         | Assistance internal auditor | Office of Internal Audit / Thai Airways International PCL. |

Remarks: <sup>1</sup> The Audit Committee's Meeting No. 3/2017 on June 15,2017 resolved to appoint his as the Secretary to the Audit Committee, and the Head of Internal Audit Unit, effective June 15, 2017 onwards.

## Details Relating to Head of the Compliance Unit

| Name-<br>Surname/Position/<br>Unit/Appointment<br>Date  | Education/Training  | Work Experience |   |   |
|---|---|-----------------|---|---|
|   |   | Period          | Position                                  | Organization/Type of Business             |
| Miss Rujira<br>Chuaybamrung<br>- Assistant Managing<br>Director Business<br>Controlling<br>1 Mar 2017 | <ul style="list-style-type: none"> <li>- Master of Business Administration, Ramkhamhaeng University</li> <li>- Bachelor of Accounting, Bangkok University</li> </ul> <u>Training</u> <ul style="list-style-type: none"> <li>- Effective Minutes Taking No.43/2562 Thai Institute of Directors Association</li> <li>- Director Certification Program (DCP) Class 237/2017 Thai Institute of Directors Association</li> <li>- Fundamentals for Corporate Secretaries, Class 2/2016 Thai Listed Companies Association</li> <li>- Advances for Corporate Secretaries, Class 2/2016 Thai Listed Companies Association</li> <li>- Chief Financial Officer Certification Program (CFO) Class 19/2015 Federation of Accounting Professions</li> <li>- Certificate of Taxation Law and Tax Accounting, Central Tax Court, 2010 Federation of Accounting Professions</li> <li>- All Accounting Standards Program, Class 7/2007</li> <li>- Federation of Accounting Professions</li> </ul> | 2016 - Present  | Director                                  | Bangkhenchai Company Limited              |
|   |   | 2012 - 2017     | General Manager of Accounting and Finance | Xayaburi Power Company Limited            |
|   |   | 2012 – 2017     | General Manager of Accounting and Finance | SouthEast Asia Energy Limited             |
|   |   | 2012 – 2017     | General Manager of Accounting and Finance | Internal Nam Ngum 2 Power Company Limited |
|   |   |                 |   |   |



---

Attachment 4 Details on Appraisal of Assets

- None -



---

Attachment 5 Others

- None -