



บริษัท ซีเค พาวเวอร์ จำกัด (มหาชน)

CK POWER PUBLIC COMPANY LIMITED

587 อาคารวิริยะถาวร ถนนสุทธิสารวินิจฉัย แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400

587 Sutthisarn Rd., Dindaeng, Dindaeng, Bangkok 10400, Thailand.

Tel. (662) 691-9720-2 Fax : (662) 691-9723

www.ckpower.co.th

Ref. CKP-14-0000-CL-L-026

April 8, 2014

Subject : Invitation to attend the 2014 Annual Ordinary General Meeting of Shareholders

To : Shareholders of CK Power Public Company Limited

- Attachments :
1. Copy of Minutes of the 2013 Annual Ordinary General Meeting of Shareholders
 2. The 2013 Annual Report and the 2013 Financial Statements (CD-ROM)
 3. Details on the withholding of the appropriation of profit and the withholding of the dividend payment for the year 2013
 4. Details on the nomination and profiles of the nominated persons to be directors in replacement of those who are due to retire by rotation
 5. Details on the determination of remuneration for directors
 6. Names of auditors and details of the auditing fee
 7. Profiles of Independent Directors as proxy
 8. Proxy Form (Form B.)
 9. Documents or evidence of identity of shareholders or representatives of shareholders who are entitled to attend the Meeting
 10. Procedures for participation in the 2014 Annual Ordinary General Meeting of Shareholders and voting method
 11. Article of Association relating to the Meeting
 12. Map of the meeting place

Whereas the Board of Directors of CK Power Public Company Limited passed a resolution to summon the 2014 Annual Ordinary General Meeting of Shareholders on **Tuesday, April 22, 2014, at 10.00 hours, at Supunnika Conference Room on 4th Floor, No. 587 Viriyathavorn Building, Sutthisarnvinichai Road, Dindaeng Subdistrict, Dindaeng District, Bangkok**, and such that the Company has granted the opportunity for shareholders to exercise their rights to propose matters to be included into the meeting agenda in advance but none was proposed, the Board of Directors has determined and publicized the agenda and details of the meeting in advance via the Company's website: www.ckpower.co.th to consider the matters as per the following agendas.

Item 1 **To consider and approve the Minute of the 2013 Annual Ordinary General Meeting of Shareholders**

Facts and Reasons The 2013 Annual Ordinary General Meeting of Shareholders was held on March 21, 2013, which are distributed with this invitation. The Company completely prepared and publicized the Minutes of the Meeting through the Company's website www.ckpower.co.th

Opinion of the Board Having considered the matter, the Board of Directors was of the opinion that the Minutes of the 2013 Annual Ordinary General Meeting of Shareholders were correctly, properly and completely recorded, and thus should be proposed to the Meeting of Shareholders for approval. (Attachment 1.)

Item 2 **To acknowledge the Company's operational results for the year 2013**

Facts and Reasons The report on the Company's operational results for 2013 was shown in the 2013 Annual Report distributed to the shareholders together with the notice of this Meeting, whereby the Company publicized such report through the Company's website www.ckpower.co.th prior to the 2014 Annual Ordinary General Meeting of Shareholders.

Opinion of the Board Having considered the matter, the Board of Directors deemed it appropriate to report the Company's operational results to the Meeting of Shareholders for acknowledgment without passing any resolution. (Attachment 2.)

Item 3 **To consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2013**

Facts and Reasons The statement of financial position and the statement of comprehensive income for the year ended December 31, 2013 as shown in the 2013 Annual Report were reviewed by the Audit Committee and the Board of Directors, and audited by the auditor of EY Office Limited (formerly known as "Ernst & Young Office Limited").

Opinion of the Board Having considered the matter, the Board of Directors deemed it appropriate to propose to the 2014 Annual Ordinary General Meeting of Shareholders to approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2014 which had been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor. (Attachment 2.)

Item 4 **To consider and approve the withholding of the appropriation of profit and the withholding the dividend payment for the year 2013**

Facts and Reasons The result from the statement of financial position and the statement of comprehensive income for the year ended December 31, 2013, the Company still have accumulated loss.

Opinion of the Board Due to the accumulated deficit in the Company's Separate Financial Statements, it was deemed appropriate to propose that the Meeting of Shareholders grant approval to the withholding of the appropriation of profit and the withholding of the dividend payment for the year 2013. (Attachment 3.)

Item 5 **To consider the election of directors to replace those due to retire by rotation**

Facts and Reasons Article 20 of the Article of Association stipulates that one-third of the number of directors shall vacate their office in the annual ordinary general meeting, whereby the directors who have been in office for the longest term shall retire and may be re-elected. In this 2014 Annual Ordinary General Meeting of Shareholders, four directors are due to retire by rotation, namely, Mr.Techapit Sangsingkeo, Mr.Prawet Ingadapa, Mr.Prasert Marittanaporn and Dr.Supamas Trivisvavet.

As the Company has granted an opportunity for the shareholders to nominate any person to be appointed as director in advance, none of the shareholders nominates any person for consideration. The Nomination and Remuneration Committee resolved to propose that such four directors retired by rotation return to their office for another term.

Opinion of the Board Having considered the matter, the Board of Directors, excluding the nominated directors, agreed with the Nomination and Remuneration Committee's proposal for the Meeting of Shareholders to appoint, Mr.Techapit Sangsingkeo Mr.Prawet Ingadapa Mr.Prasert Marittanaporn and Dr.Supamas Trivisvavet, the directors who retired by rotation, to return to their office for another term. (Attachment 4.)

Item 6 **To consider the determination of remuneration for directors**

Facts and Reasons In the past year, the 2013 Annual Ordinary General Meeting of Shareholders approved the remuneration for the Company's directors by paying remuneration for directors for the year 2013 in the amount of not exceeding Baht 5,000,000

As for the year 2014, the Nomination and Remuneration Committee deemed it appropriate to determine the remuneration for directors for the year 2014 in the amount of not

exceeding Baht 5,000,000 as the amount of the preceding due to the Board of Directors' performance.

Opinion of the Board It was deemed appropriate to propose the matter to the 2014 Annual Ordinary General Meeting of Shareholders to grant approval to the remuneration for directors for 2014 as proposed by the Nomination and Remuneration Committee in the amount of not exceeding Baht 5,000,000. (Attachment 5.)

Item 7 To consider the appointment of auditor and fixing of remuneration

Facts and Reasons Article 53 of the Articles of Association stipulates that the auditor shall be appointed and remuneration shall be fixed at every annual ordinary general meeting of Shareholders. The retired auditor shall be entitled to be appointed to serve for another term.

The Audit Committee has jointly considered the reliability, capability to provide service and advice on accounting standards and certification of the financial statements in a timely manner. It is deemed appropriate to nominate the same auditor, namely EY Office Limited (formerly known as "Ernst & Young Office Limited"), as the Company's auditor for the year 2014.

It was proposed that the Board of Directors consider nominating to the 2014 Annual Ordinary General Meeting of Shareholders either Miss Siraporn Ouuanunkun or Miss Waraporn Prapasirikul or Miss Supanee Triyanantakul of EY Office Limited for appointment as the auditor for the year 2014 with the auditing fee of not exceeding Baht 900,000.

Opinion of the Board It was deemed appropriate to nominate to the 2014 Annual Ordinary General Meeting of Shareholders either Miss Siraporn Ouuanunkun or Miss Waraporn Prapasirikul or Miss Supanee Triyanantakul of EY Office Limited (formerly known as "Ernst & Young Office Limited") for appointment as the auditor for the year 2014 with the auditing fee of not exceeding Baht 900,000. (Attachment 6.)

Item 8 To consider and approve the transfer of the share premium to compensate for the Company's deficit

Facts and Reasons: According to the Company's financial statements as at December 31, 2013, the Company's deficit was Baht 178,663,678.64, with the share premium in the amount of Baht 5,966,908,659.99. Section 119 of the Public Limited Companies Act B.E. 2535 (1992) and its Amendment (No.2) B.E. 2544 (2001) prescribes that "with approval of the meeting of shareholders, the company may transfer the reserve fund under Section 51 (share premium),

or the reserve fund under Section 116 (legal reserve) or other reserve funds to compensate for the company's deficit." Therefore, in order to reduce such deficit, it is suggested that the Company transfer the share premium in the amount of Baht 170,000,000 to compensate for the Company's deficit, which will cause the Company's deficit to decrease, and should in the future the Company have an operating profit, the Company will be able to make dividend payment to the shareholders as its policy, as per the following details:

Unit : Baht	Before compensation for deficit	Compensation for deficit	After compensation for deficit
Share premium	5,966,908,659.99	(170,000,000.00)	5,796,908,659.99
Retained earnings (deficit)	-	-	-
Appropriated - legal reserve	-	-	-
Unappropriated	(178,663,678.64)	170,000,000.00	(8,663,678.64)

Opinion of the Board: It was deemed appropriate to propose that the Annual Ordinary General Meeting of Shareholders consider granting approval for the Company to transfer the share premium to compensate for the Company's deficit.

Item 9 To consider and approve on the Issuance and Offering of Debt Instruments in the Total Value of Not Exceeding Baht 1,000 Million

Facts and Reasons Due to Management considered the feasibility of investment, which would be a good opportunity to expand the Company's business in the future. The Company found it necessary to raise fund to accommodate the business expansion for the Company and its subsidiaries, and to serve as a source of working capital for the Company and its subsidiaries. Therefore, it is deemed appropriate to propose the 2014 Annual Ordinary General Meeting to consider and approve the issuance and offering of debt instruments in the form of bills of exchange/promissory notes ("bills") and/or debentures, per the details of debt instruments as follows:

Details/Reasons	
Purpose	To accommodate the business expansion for the Company and its subsidiaries and to serve as a source of capital for business operations of the Company and its subsidiaries
Issuer	CK Power Public Company Limited
Type of debt instruments	Bills of exchange/promissory notes ("bills") and/or subordinated or unsubordinated, secured or unsecured, bearer or non-bearer debentures, with or without the debenture holder representative.
Total value	The total value of instruments at any particular time shall not exceed Baht 1,000 Million or equivalent in other currency, whereby the Management and/or the Managing Director

	<p>may consider issuing and offering such instruments by various methods, on one or several occasions. Any number of matured debentures may be re-issued and re-offered for sale, provided however that, the outstanding instruments approved for sale at any particular time shall not exceed Baht 1,000 Million, inclusive of the previous resolution of issuance of the outstanding debentures and the new resolution of issuance of the outstanding debentures requested above.</p>
Maturity	To be specified by the Executive Committee and/or the Managing Director.
Interest rate	At an appropriate rate to be specified by the Executive Committee and/or the Managing Directors.
Offering	<p>The offering may be made in Thailand and/or abroad, to the public and/or institutional investors and/or major investors and/or by private placement or public offering and/or to any persons in accordance with notifications of the Securities and Exchange Commission (the “SEC Notifications”) and/or notifications of the Office of the Securities and Exchange Commission (the “SEC Office Notifications”) and/or notifications of the Capital Market Supervisory Board and/or other applicable laws in effect at such time of issuance and offering of the bills and/or debentures, in whole on one or several occasions, and/or on a revolving basis or in any other manner.</p> <p>In this regard, the Executive Committee and/or the Managing Director shall have the power to determine criteria, conditions and other details relating to issuance and offering of bills and/or debentures which have not yet been determined, as necessary and appropriate in accordance with relevant laws and regulations, such as, name of debentures, type of bills and/or debentures, type of security, number of bills and/or debentures to be issued and offered on each occasion, amount, maturity, par value, offering price, interest rate, redemption right, any other rights and obligations under the respective types of bills and/or debentures to be issued on each occasion, principal repayment in installments, offering method, issuance and offering period, and listing of such bills and/or debentures on the Bond Electronic Exchange, the Stock Exchange of Thailand, over-the-counter center, or any secondary market, including any organizations; as well as to determine other relevant details, as the circumstances may allow and, as per the period deemed appropriate. In this regard, the issuance and offering of such instruments may be made by various methods, on one or several occasions. The Executive Committee and/or the Managing Director shall have the power to appoint the holder representative and/or registrar and/or underwriter and/or broker and/or advisor and other relevant persons, including the power to execute, amend, negotiate contracts and/or any other documents with the relevant persons, prepare, liaise, give information and submit documents and evidence to the Office of the Securities and Exchange Commission, secondary market for debt instruments, the credit rating agency and/or any other agencies relating to such issuance and offering of the instruments, as well as to apply for permission to disclose information, liaise, negotiate, conclude and amend various contract documents, and perform any matters to</p>

	accomplish such purpose, subject to the requirements in the applicable notifications, regulations, criteria and laws. In this regard, the Executive Committee and/or the Managing Director shall also have the power to take any appropriate acts as necessary and appropriate in connection with the issuance and offering of such bills and/or debentures.
Early redemption	Subject to the conditions of each issuance.
Special conditions	The bills and/or debentures may be issued and offered separately or collectively or along with other securities. Holders of bills and/or debentures may or may not have the put option for early redemption of bills and/or debentures and/or the Company may or may not have the call option for early redemption of bills and/or debentures, subject to the terms and conditions of bills and/or debentures to be issued on each occasion.
Other conditions	Other limitations and conditions of instruments, such as, category or type of instruments to be issued on each occasion, par value, offering price per unit, interest rate, appointment of the holder representative, issuance and offering method, allocation method, details of offering, early redemption, and listing on any secondary market (if any) shall be within the power of the Managing Director. The Managing Director shall be authorized to determine or amend any conditions and details relating to each issuance and offering of each type/category of instruments, including the power to take any acts as necessary and in connection with the issuance and offering of such instruments to ensure success and compliance with laws; and the power to appoint the underwriter and broker, execute and sign the underwriting agreement or placement agreement and/or related agreements, prepare and submit applications and documents to the SEC Office, relevant government authorities and/or any other relevant persons, etc.

Opinion of the Board It is deemed appropriate to propose that the Meeting of Shareholders consider proposing approve such matter to 2014 Annual Ordinary General Meeting of Shareholders on the Issuance and Offering of Debt Instruments in the Total Value of Not Exceeding Baht 1,000 Million accordingly

Item 10 To consider other matter (if any)

You are thus invited to attend the Meeting on the date, and at the time and place as mentioned above. Should any shareholder wish to appoint other person as a proxy to attend and vote at this Meeting, please fill in the details and sign the proxy form as enclosed herewith per Attachment 8. Should you wish to appoint the Company's independent director as your proxy to vote at your desire, you may appoint Mr.Techapit Sangsingkeo, Chairman of the Audit Committee, as independent director without any interest in the agenda items proposed in this Annual Ordinary General Meeting of Shareholders. The details of the independent director are in Attachment 7.

The Company has provided proxy form herewith Attachment 8. Please fill in details and signature of shareholder and send the proxy form to the Company by Tuesday, April 18, 2014 or submit it to the Registration desk prior to attending the Meeting. It is recommended that you or your proxy holder bring all documents and evidence to be declared according to Attachment 9. The Company will conduct the Meeting in accordance with the procedures for participation and voting method as detailed in Attachment 10, and in accordance with the Company's Articles of Association as detailed in Attachment 11.

By resolution of the Board of Directors



(Dr. Thanong Bidaya)

Chairman of the Board of Directors

- Remark:**
1. As for shareholders or proxy holders attending the Meeting, please bring the Registration Form to show at the Registration desk on the date of the Meeting so as to make registration as convenient and in the most timely manner as possible.
 2. Proxy Form A. or Form B. or Form C. (Form C. is used only for a foreign investor appointing a share custodian in Thailand) is available for download from www.ckpower.co.th

As for shareholders appointing proxy, kindly submit the proxy in advance to Managing Director Office, CK Power Public Company Limited, No. 587 Viriyathavorn Building, Sutthisarnvinichai Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400 or compliance@ckpower.co.th or ir@ckpower.co.th or Facsimile : 02-691-9723

3. For shareholder who may have questions concerning the above agenda items, kindly submit your questions or suggestions in advance prior to the Meeting date at compliance@ckpower.co.th or ir@ckpower.co.th or Facsimile at 02-691-9723 or Telephone at 02-691-9720-2 Ext.2420 or 2402.

**Supporting Document for Item 1: To consider the approval of the Minutes of the 2013
Annual Ordinary General Meeting of Shareholders**

Minutes of the 2013 Annual Ordinary General Meeting of Shareholders

Thursday, March 21, 2013

**Rachawadee Conference Room, 23rd Floor, Viriyathavorn Building, Sutthisarnvinitchai Road, Dindaeng
Subdistrict, Dindaeng District, Bangkok**

The Meeting commenced at 10:00 hours.

Attendees were as follows:

1) Directors attending the Meeting

- | | | |
|----|--------------------------|--|
| 1. | Dr. Thanong Bidaya | Chairman of the Board of Directors
(Independent Director) |
| 2. | Mr. Plew Trivisvavet | Director,
Chairman of the Executive Committee |
| 3. | Mr. Techapit Sangsingkeo | Director,
Chairman of the Audit Committee
(Independent Director) |
| 4. | Mr. Narong Sangsuriya | Director,
Chairman of the Corporate Governance and Risk
Management Committee |
| 5. | Dr. Vicharn Aramvareekul | Director,
Chairman of the Nomination and Remuneration
Committee,
Audit Committee Member,
Corporate Governance and Risk Management
Committee Member,
(Independent Director) |
| 6. | Mr. Supong Chayutsahakij | Director |

- | | | |
|-----|---------------------------|--|
| 7. | Mr. Prawet Ingadapa | Director,
Audit Committee Member
Nomination and Remuneration Committee
Member
(Independent Director) |
| 8. | Mr. Prasert Marittanaporn | Director and Executive Director |
| 9. | Mr. Sompodh Sripoom | Director and Executive Director |
| 10. | Mr. Thanawat Trivisvavet | Director and Executive Director |
| 11. | Mr. Alvin Gee | Director |
| 12. | Dr. Supamas Trivisvavet | Director and Executive Director,
Corporate Governance and Risk Management
Committee Member,
Managing Director and Company Secretary |

2) Persons attending the Meeting

- | | | |
|----|------------------------------|---|
| 1. | Mrs. Payao Marittanaporn | Advisor to the Board of Directors |
| 2. | Mr. Vorapote Uchupaiboonvong | Advisor to the Board of Directors |
| 3. | Miss Panan Tosuwanthaworn | Bangkok Expressway Public Company Limited |

3) Legal Advisor

- | | | |
|----|----------------------|------------------|
| 1. | Mr. Nopadol Intralib | The Legists Ltd. |
|----|----------------------|------------------|

4) Shareholders attending the Meeting

- | | | | | |
|----|--|----|----------------------------|----------|
| 1. | CH. Karnchang Public Company Limited | by | Mr. Narong Sangsuriya | as Proxy |
| 2. | Bangkok Expressway Public Company Limited | by | Mr. Supong Chayutsahakij | as Proxy |
| 3. | Thai Tap Water Supply Public Company Limited | by | Miss Naruemon Udomkiat | as Proxy |
| 4. | Bang Pa-in Land Development Co., Ltd. | by | Mr. Woravudh Anuruxwongsri | as Proxy |

As at the date of the Annual Ordinary General Meeting of Shareholders, there were a total of four shareholders who had the right to attend the Meeting, with a total of 920,000,000 issued shares. At the time the Meeting commenced at 10:00 hours, there was four shareholders attending the Meeting by proxy, holding among them 920,000,000 shares or representing 100 percent of the total number of issued shares, thereby constituting the quorum in accordance with the Articles of Association, which stipulate that there shall be not less than one half

of the total number of shareholders, holding shares in aggregate not less than one-third of the total number of issued shares.

Item 1 **Consideration and Approval of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013**

The Chairman informed the Meeting that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013, which was held on February 4, 2013, had already been proposed to the Meeting for consideration and approval.

The Board of Directors considered and was of the view that the Minutes of the Meeting were correctly, completely and clearly recorded, and thus the Minutes of such Meeting should be approved.

The Chairman allowed shareholders to make inquiries and provide opinions.

Having considered the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013, the Meeting deemed it correct and then unanimously resolved to approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2013, as proposed.

Item 2 **Acknowledgment of the Company's Operational Results during 2012**

The Chairman informed the Meeting that the Board of Directors had considered and resolved to grant approval for proposing this matter to the 2013 Annual Ordinary General Meeting of Shareholders to acknowledge the Company's operational results, as per the details in the Annual Report 2012 which had been delivered to all shareholders in advance.

The Chairman allowed shareholders to make inquiries and provide opinions.

No shareholders made any inquiries or provided any opinions, the Chairman then informed that Meeting that no voting was required for this agenda item which represented a report on the operational results to the Meeting for acknowledgement.

The Meeting acknowledged the Company's operational results during 2012.

Item 3 **Consideration and Approval of the Statement of Financial Position and the Income Statement for the Year Ended December 31, 2012**

The Chairman requested the Meeting to consider the statement of financial position and the income statement of CK Power Public Company Limited and its subsidiaries for the year ended December 31, 2012, as per the details in the Annual Report 2012, which had been delivered to all shareholders in advance, together with the Notice of this Meeting.

Having considered the matter, the Board of Directors deemed it appropriate to propose the statement of financial position and the income statement for the year ended December 31, 2012, which had already been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor from Ernst & Young Office Limited, to the 2013 Annual Ordinary General Meeting of Shareholders for consideration and approval.

The Chairman allowed shareholders to make inquiries and provide opinions.

The Meeting unanimously resolved to approve the statement of financial position and the income statement for the year ended December 31, 2012, which had already been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor.

Item 4 **Consideration and Approval of Suspension of Dividend Payment for 2012 and Suspension of Appropriation of Profits as Legal Reserve**

The Chairman requested Dr. Supamas Trivisvavet, Managing Director, to clarify the details of this matter to the Meeting.

The Managing Director clarified to the Meeting that:

According to Articles 54 and 55 of the Articles of Association, together with the policy to pay dividend to shareholders at not less than 40 percent of the net profit after corporate income tax from the separate financial statements and after legal reserve, such rate of the dividend payment may vary depending on the operational results, financial position, liquidity, investment requirement, working capital, additional investment, business expansion, conditions and limitations as specified in loan agreements and other factors relating to management as the Board of Directors and/or shareholders may deem appropriate. In 2012, the Company's operational results showed as follows:

	Unit : Baht
	<u>Separate Financial Statements</u>
Unappropriated retained earnings (deficit) brought forward - opening balance	(86,423,786)
Net profit (loss) for 2012	(119,824,199)
Retained earnings (deficit) before appropriation	(206,247,985)
Appropriated - legal reserve at 5%	-
Dividend payable	-
Unappropriated retained earnings (deficit) carried forward - closing balance	(206,247,985)

The operational results for 2012 which was the first year of the Company's operations and the results of the operations under the separate financial statements representing the basis for consideration of dividend payment showed a net loss in the amount of Baht 12 Million. Upon

consideration under law and the Articles of the Association, the Company was unable to pay dividend and was not required to appropriate funds as legal reserve. Therefore, the resolution was passed to propose this matter to the 2013 Annual Ordinary General Meeting of Shareholders for consideration and approval of suspension of dividend payment and suspension of appropriation of funds as legal reserve.

The Chairman allowed shareholders to make inquiries and provide opinions.

No shareholders made any inquiries or provided any opinions, the Chairman then requested the Meeting to consider the matter.

The Meeting resolved, by majority of the votes of the shareholders who attended the Meeting and cast votes, to approve the suspension of dividend payment for 2012 and the suspension of appropriation of profits as legal reserve as proposed.

Item 5 **Consideration and Election of Directors to Replace Those due to Retire by Rotation**

The Chairman informed the Meeting that four directors who were due to retire by rotation in the 2013 Annual Ordinary General Meeting of Shareholders were 1. Mr. Plew Trivisvavet, 2. Mr. Supong Chayutsahakij, 3. Mr. Narong Sangsuriya, and 4. Mr. Thanawat Trivisvavet.

Prior to proceeding with this agenda item, to ensure the compliance with the good corporate governance principles, all four directors who were due to retire by rotation requested to be excused from the Meeting until completion of the consideration of this agenda item, since they were interested persons.

The Chairman requested Dr. Vicharn Aramvareekul, Chairman of the Nomination and Remuneration Committee, to clarify the details of this matter to the Meeting.

Nomination Criteria and Procedures

The Nomination and Remuneration Committee shall consider nominating candidates for appointment as directors in replacement of those vacating office by resignation prior to expiry of the term of office and those due to retire by rotation under the rules as follows:

- (1) Those who are qualified and do not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and rules of the Stock Exchange of Thailand.
- (2) Those who have knowledge, capability and experience beneficial to the Company's business operations.

- (3) Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company.
- (4) In case of director retired by rotation, performance of the duties as directors with due care, integrity and full time contribution for the Company shall be taken into account.

The Nomination and Remuneration Committee shall nominate such qualified candidates to the Board of Directors to consider proposing the same to the Shareholders' Meeting for appointment as directors.

Therefore, the directors who were due to retire by rotation in the 2013 Annual Ordinary General Meeting of Shareholders were as follows:

1. Mr. Plew Trivisvavet Executive Director
2. Mr. Supong Chayutsahakij Non-executive Director
3. Mr. Narong Sangsuriya Non-executive Director
4. Mr. Thanawat Trivisvavet Executive Director

The Nomination and Remuneration Committee's Meeting No. 1/2013 on February 26, 2013 considered such matter and deemed it appropriate to propose such matter to the Board of Directors for consideration. The Board of Directors, except those nominated directors, considered the matter and therefore deemed it appropriate to propose that the 2013 Annual Ordinary General Meeting of Shareholders re-elect the directors who were due to retire by rotation in the 2013 Annual Ordinary General Meeting of Shareholders per the aforesaid list of names to hold office as director for another term, as proposed by the Nomination and Remuneration Committee. This was because such directors had knowledge, capability, and experience beneficial to the Company's business operations, performed the duties as directors with due care, integrity and full time contribution for the Company, played active role in laying down various policies on the Company's business operations, as well as provided opinions and suggestions valuable to the management.

The Chairman allowed shareholders to make inquiries and provide opinions.

The Meeting unanimously resolved to approve the appointment of Mr. Plew Trivisvavet, Mr. Supong Chayutsahakij, Mr. Narong Sangsuriya, and Mr. Thanawat Trivisvavet, the directors who were due to retire by rotation, to resume their office for another term.

Item 6

Consideration and Determination of Remuneration for Directors

Prior to proceeding with this agenda item, the Chairman informed the Corporate Secretary to invite such four directors who were appointed by the Meeting to return to attend the Meeting.

The Chairman requested Dr. Vicharn Aramvareekul to clarify the Company's criteria for consideration of remuneration for directors as follows:

- (1) Remuneration shall be reasonable for the scope of duties and responsibilities of each director and volume of work in the scope of duties and responsibilities as chairpersons or subcommittee members of the Company, who shall receive additional remuneration for such position.
- (2) The level of remuneration shall be sufficient to attract and retain knowledgeable and qualified directors to perform duties for the Company.
- (3) Remuneration for directors shall be divided into two categories, namely:
 - Bonus for directors: This would be an annual reward for directors in an amount that is contingent on the Company's performance and the Board of Directors' performance in the preceding year.
 - Remuneration for directors: This would be an annual remuneration for the performance of duties as directors, comprising remuneration and office remuneration, as fixed for each year and paid quarterly.

In 2012, the Extraordinary General Meeting of Shareholders No. 2/2012 resolved to approve the remuneration for directors for 2012 in the amount of not exceeding Baht 4,100,000.

As for remuneration for directors for 2013, the Nomination and Remuneration Committee's Meeting resolved to propose the Board of Directors to consider proposing such matter to the 2013 Annual Ordinary General Meeting of Shareholders for approval of the remuneration for directors for 2013, as follows:

(1) Bonus for directors for 2012:

Since 2012 was the first year of the Company's operations and no profit was earned, therefore, in order to reduce a burden of administrative expenses of the Company, it was deemed appropriate to suspend the payment of bonus for directors for 2012.

(2) Remuneration for directors for 2013:

The amount shall not exceed Baht 5,000,000 which shall be paid quarterly, comprising remuneration in the following forms:

Remuneration for directors

Remuneration for directors	Baht 300,000	per year/each
Remuneration for executive directors	Baht 40,000	per year/each
Remuneration for members of the Audit Committee	Baht 40,000	per year/each
Remuneration for members of the Corporate Governance and Risk Management Committee	Baht 40,000	per year/each
Remuneration for members of the Nomination and Remuneration Committee	Baht 40,000	per year/each

Position Remuneration

Chairman of the Board of Directors	Baht 300,000	per year
Chairman of the Executive Committee	Baht 100,000	per year
Chairman of the Audit Committee	Baht 100,000	per year
Chairman of the Corporate Governance and Risk Management	Baht 100,000	per year
Chairman of the Nomination and Remuneration Committee	Baht 100,000	per year

The Chairman clarified that the Board of Directors' Meeting already considered such matter and deemed it appropriate to propose such matter to the 2013 Annual Ordinary General Meeting of Shareholders for approval of the remuneration for directors as proposed by the Nomination and Remuneration Committee.

Having considered such matter, the Meeting unanimously resolved to approve the suspension of payment of bonus for directors for 2012 and determination of remuneration for directors for 2013 in the amount of not exceeding Baht 5,000,000, which shall be paid quarterly, per the details as proposed.

Item 7

Consideration and Appointment of Auditor and Determination of Remuneration

The Chairman requested Mr. Techapit Sangsingkeo, Chairman of the Audit Committee, to clarify to the Meeting the details of the appointment of the auditor and determination of remuneration.

The Chairman of the Audit Committee clarified to the Meeting that:

Article 45 of the Articles of Association stipulate that the auditor shall be appointed and remuneration shall be determined at every annual ordinary general meeting of shareholders. Article 53 of the Articles of Association stipulate that a retiring auditor is eligible for re-election. Director, staff, employee or person holding any position in the Company, shall not be elected to be the Company's auditor. The Company shall arrange for an auditor rotation under the criteria as specified in the law on securities and exchange and/or other relevant laws.

In 2012, the Annual Ordinary General Meeting of Shareholders granted approval to appoint an auditor from Ernst & Young Office Limited, with the remuneration of not exceeding Baht 420,000.

In 2013, the Audit Committee's Meeting considered the proposal for provision of audit services of the existing auditor, namely, Ernst & Young Office Limited, and also considered the reliability, expertise in the provision of services and advice on accounting standards, and timely certification of the financial statements, as well as the audit fee, therefore, it was deemed appropriate to propose the existing auditor, Ernst & Young Office Limited, as the Company's auditor for 2013.

The Board of Directors' Meeting of CK Power Public Company Limited No.1/2556, which was held on February 26, 2013, resolved to propose that the 2013 Annual Ordinary General Meeting of Shareholders appoint the auditor and fix the remuneration as proposed by the Audit Committee, as follows:

- 1) Appoint the auditors of Ernst & Young Office Limited as listed below as the Company's auditor, namely, either:

	<u>Name</u>	<u>License No.</u>	<u>Years of Audit Service for the Company</u>
1.	Miss Siraporn Ouaanunkun	3844	2 years (2011 - 2012)
2.	Miss Waraporn Prapasirikul	4579	-
3.	Mr. Supachai Phanyawattano	3930	-

Either of the auditors shall be authorized to conduct the audit and sign for certification of the Company's financial statements for 2013. Additionally, the auditors as named above shall also serve as the subsidiaries' auditor. Furthermore, the auditors as per the proposed list have neither relationship nor interest with the Company, subsidiaries, executives, major shareholders or any persons related to such persons.

2) Determine the remuneration in the total amount of not exceeding Baht 800,000, comprising:

	Unit: Baht		
	<u>2012</u>	<u>2013</u>	<u>Increase</u>
1. Fee for auditing the annual financial statements	180,000	440,000	260,000
2. Fee for reviewing the financial statements for three quarters	<u>240,000</u>	<u>360,000</u>	<u>120,000</u>
Total	<u>420,000</u>	<u>800,000</u>	<u>380,000</u>

The remuneration increased from that of 2012 by Baht 380,000, representing 90.48 percent as a result of the increased workloads, due to the fact that in 2012, the Company additionally invested in various companies; and the Company had shareholders as other public limited companies requiring the Company's financial statements in support of the preparation of their consolidated financial statements; as well as the Company's conversion into a public limited company, therefore the bookkeeping was required to be based on applicable rules, thereby resulting in a more time-consuming audit work. However, the Company used the information on the audit fee of other companies in the similar industry in support of the consideration for increase of the remuneration, such increase was considered reasonable and stayed at a similar level.

The Chairman thus requested the Meeting to consider this matter.

Having considered the matter, the Meeting unanimously resolved to approve the appointment of either Miss Siraporn Ouaanunkun and/or Miss Waraporn Prapasirikul and/or Mr. Supachai Phanyawattano of Ernst & Young Office Limited, as the auditor for 2013, with the remuneration of not exceeding Baht 800,000 as proposed.

Item 8

Other Matters

The Chairman allowed the Meeting to make further inquiries and provide further opinions.

No shareholders made any inquiries or provided any opinions.

The Chairman therefore thanked all the shareholders for attending the Meeting as well as providing useful suggestions. There was no other matter for consideration. The Chairman adjourned the Meeting at 12:00 p.m.

Signed: Dr. Thanong Bidaya Chairman of the Meeting

Signed: Dr. Supamas Trivisvavet Recording Officer

**Supporting Document for Item 4: To consider the approval of suspension of dividend for 2013
and suspension of appropriation of fund as legal reserve**

1. Pursuant to Article 54, payment of dividends from money other than profit, including retained earnings, is not allowed. In the case where the Company still has a deficit, payment of dividends is prohibited; and pursuant to Article 55, the Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total deficit brought forward (if any) until the reserve fund reaches an amount not less than ten percent of the registered capital. Other than the aforesaid reserve fund, the Board of Directors may propose that a meeting of shareholders resolve to approve the appropriation of other reserve funds as it deems appropriate for the purpose of the Company's business operations.
2. The Company has a policy to pay dividend to shareholders at not less than 40 percent of the net profit after corporate income tax from the separate financial statements and after legal reserve, such rate of the dividend payment may vary depending on the operational results, financial position, liquidity, investment requirement, working capital, additional investment, business expansion, conditions and limitations as specified in loan agreements and other factors relating to management as the Board of Directors and/or shareholders may deem appropriate.
3. As at December 31, 2013, the Company's operational results were as follows:

	Unit : Baht
	<u>Separate Financial Statements</u>
Unappropriated retained earnings (deficit) brought forward - opening balance	(206,247,985.09)
Total comprehensive income (loss) for 2013	27,732,921.67
Retained earnings (deficit) before appropriation	(178,663,678.64)
Appropriated - legal reserve at 5%	-
Dividend payable	-
Unappropriated retained earnings (deficit) carried forward - closing balance	(178,663,678.64)

4. The Board of Directors' Meeting No. 1/2014 on February 27, 2014 considered the separate financial statements of the Company and deemed that in 2013, the Company's separate financial statement showed a deficit, and therefore, it was deemed appropriate to propose that the general meeting of shareholders approve the suspension of dividend payment for 2013 and suspension of appropriation of funds as legal reserve.

**Supporting Document for Item 5 : To consider the election of directors to replace those due to retire
by rotation in the 2014 Annual Ordinary General Meeting of
Shareholders**

1. Nomination Criteria and Method

The Nomination and Remuneration Committee considers nominating persons for appointment as directors in replacement of those vacating office by resignation prior to expiry or the term of office and those due to retire by rotation under the criteria as follows:

1. Those who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, rules of the Securities and Exchange Commission and rules of the Stock Exchange of Thailand.
2. Those who have knowledge, capability and experience in various professional fields beneficial and with value added to the Company.
3. Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company.
4. In case of the retirement by rotation, those who have performed their duties with responsibility, due care , integrity and full time contribution shall be considered

In this connection, the Nomination and Remuneration Committee nominates such qualified persons to the Board of Directors for consideration and further submission to the Meeting of Shareholders for election as the Company's directors.

2. Four directors who were due to retire by rotation in the 2014 Annual Ordinary General Meeting of Shareholders are:

- | | | |
|-----------------|---------------|----------------------|
| 1. Mr. Techapit | Sangsingkeo | Independent Director |
| 2. Mr. Prawet | Ingadapa | Independent Director |
| 3. Mr. Prasert | Marittanaporn | Executive Director |
| 4. Dr. Supamas | Trivisvavet | Executive Director |

3. The shareholders are allowed to nominate persons for consideration and appointment as directors


Given the fact that the Company has allowed the shareholders to exercise their rights to nominate qualified persons for consideration and appointment as directors in advance, as reported to the Stock Exchange of Thailand, and disclosed the criteria and conditions for exercise of such rights on the Company's website www.ckpower.co.th , no shareholders have nominated any persons to the Nomination and Remuneration Committee for consideration.

4. The Board's Opinion

The Nomination and Remuneration Committee considered the matter and deemed it appropriate to propose that such four directors should be re-elected as directors for another term since they have knowledge, capability and experience beneficial to the Company's business operations, perform the duties as directors with due care, integrity and full time contribution for the Company, play active role in laying down various policies on the Company's business operations, as well as providing opinions and suggestions valuable to the management.

The Board of Directors, excluding those directors nominated on this occasion, considered the matter and therefore deemed it appropriate to propose that Annual Ordinary General Meeting of Shareholders elect such four persons as listed above as directors for another term.

Person Nominated as Director

<p>Name</p> <p>Type of Directorship</p> <p>Age</p> <p>Nationality</p>	<p>Mr. Techapit Sangsingkeo</p> <p>Independent Director</p> <p>69 years</p> <p>Thai</p>	
<p>Education</p>	<ul style="list-style-type: none"> - Master of Economy Keio University, Japan - Bachelor of Economy Hitotsubashi University, Japan 	
<p>Training Programs</p>	<ul style="list-style-type: none"> - Audit Committee Program (ACP 22/2008) Thai Institute of Directors Association - Director Accreditation Program (DAP 34/2005) Thai Institute of Directors Association - Executive Development Program , Harvard University, U.S.A. - Senior Executive Development, King Prajadhipok's Institute Class 3 - Capital Market Academy Leader Program Class 5 	
<p>Current Positions in CK Power Public Company Limited</p>	<p>2012 - Present Chairman of the Audit Committee</p>	
<p>Experience</p>	<ul style="list-style-type: none"> - Deputy Governor Bank of Thailand - Chairman of the Board Directors and Chairman of the Executive Committee Nakornthon Bank - Director and Chairman of the Audit Committee Sukhumvit Asset Management Company Limited - Director and Chairman of the Audit Committee Petchburi Assets Management Company Limited - Chairman of the Board Directors Radanasin Asset Management Company Limited 	
<p>Number of years of directorship</p>	<p>1 year 4 months</p>	
<p>Shareholding in the Company</p>	<p>0.00018 percent</p>	
<p>Nomination criteria and method</p>	<p>Consideration takes into account knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications and having no prohibited characteristics as stipulated in the law on public</p>	


	limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.
Current positions in other listed companies	- 2011-Present Director and Chairman of the Audit Committee Star Sanitary Ware Public Company Limited - 2006-Present Chairman of the Audit Committee Chairman of the Risk Management Committee Independent Director and Corporate Governance Director Thai Tap Water Supply Public Company Limited
Current positions in other non-listed companies	- 2007-Present Director Pathum-Thani Water Company Limited
Current positions in other business which may have a conflict of interest with the Company	None
Meeting attendance record in 2013	- Board of Directors' Meeting 8/8 (100 percent) - Audit Committee's Meeting 8/8 (100 percent)
Performance during directorship	- Performing the duties as the Chairman of the Audit Committee in reviewing the reliability of Company's financial reports prior to submission to the Stock Exchange of Thailand, auditing the internal control system, as well as considering the disclosure of connected transactions to ensure the accurate and complete information.

Definition of Independent Directors : The Company defines the Company's independent director which complied with the minimum requirements of the SEC or the Stock Exchange in respect of shareholding in the Company, namely, the Company's independent directors shall hold not more than 1 percent of the total number of shares with voting rights.

Nature of Relation of Independent Directors :

1. Holding no more than 1 percent of the paid-up capital of the Company subsidiary, associated company, related company, including such shares held by related persons.	No
2. Having no involvement in the management, and not being employee/staff/advisor receiving a regular salary/controller of the Company, its parent company, subsidiary, associated company, subsidiary at the same level or legal entity which may have a conflict of interest. (at present and during the past two years prior to appointment)	No
3. Having neither blood or relationship through legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring, with any executive, major shareholder, controller or person to be nominated as executive or controller of the Company or its subsidiary.	No
4. Having neither business relationship with the Company, its parent company, subsidiary, associated company, or legal entity which may have a conflict of interest at present and during the past two years prior to appointment, in the following manners: (1) Provision of professional services, i.e., auditor, other professional service provider receiving fee more than Baht 2 Million per year, such as, legal advisor, financial advisor, property appraiser, etc.;; (2) Trading, business with a transaction value of Baht 20 Million or more or at least 3 percent of the Company's Net Tangible Assets (NTA) value, whichever is lower, and in considering the transaction value, any transactions executed during the past six months prior to the date of this transaction execution shall be included.	No
5. Not being a director who is appointed as representative of any director, major shareholder or any shareholder who is a related person of any major shareholder of the Company.	No
6. Not having any other characteristics preventing him/her from giving and independent opinion	No

Person Nominated as Director


Name	Mr. Prawet Ingadapa	
Type of Directorship	Independent Director	
Age	55 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Master of Business Administration Chulalongkorn University - Barrister at Law, The Thai Bar Under The Royal Patronage - Bachelor of Law (Honors) Chulalongkorn University 	
Training Programs	<ul style="list-style-type: none"> - Director Certification Program (DCP 170/2013) Thai Institute of Director Association 	
Current Positions in CK Power Public Company Limited	<ul style="list-style-type: none"> - 2012- Present Director <li style="padding-left: 100px;">Audit Committee Member - 2013-Present Nomination and Remuneration Committee Member 	
Experience	<p>Assistant Managing Director</p> <p>Thai Petrochemical Industry Public Company Limited</p>	
Number of years of directorship	1 year 2 months	
Shareholding in the Company	None	
Nomination criteria and method	<p>Consideration takes into account knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.</p>	
Current positions in other listed companies	None	
Current positions in other non-listed companies	<p>Director</p> <p>Bangkok Polymer Marketing Company Limited</p>	
Current positions in other business which may have a conflict of interest	None	

with the Company	
Meeting attendance record in 2013	<ul style="list-style-type: none"> - Board of Directors' Meeting 8/8 (100 percent) - Audit Committee's Meeting 8/8 (100 percent) - Nomination and Remuneration Committee's Meeting 2/2 (100 percent)
Performance during directorship	Provide useful advice and suggestions to the management and considering scrutinizing works proposed to the Board of Directors.

Nature of Relation of Independent Directors :


1.	Holding no more than 1 percent of the paid-up capital of the Company subsidiary, associated company, related company, including such shares held by related persons.	No
2.	Having no involvement in the management, and not being employee/staff/advisor receiving a regular salary/controller of the Company, its parent company, subsidiary, associated company, subsidiary at the same level or legal entity which may have a conflict of interest. (at present and during the past two years prior to appointment)	No
3.	Having neither blood or relationship through legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring, with any executive, major shareholder, controller or person to be nominated as executive or controller of the Company or its subsidiary.	No
4.	Having neither business relationship with the Company, its parent company, subsidiary, associated company, or legal entity which may have a conflict of interest at present and during the past two years prior to appointment, in the following manners: (3) Provision of professional services, i.e., auditor, other professional service provider receiving fee more than Baht 2 Million per year, such as, legal advisor, financial advisor, property appraiser, etc.;; (4) Trading, business with a transaction value of Baht 20 Million or more or at least 3 percent of the Company's Net Tangible Assets (NTA) value, whichever is lower, and in considering the transaction value, any transactions executed during the past six months prior to the date of this transaction execution shall be included.	No
5.	Not being a director who is appointed as representative of any director, major shareholder or any shareholder who is a related person of any major shareholder of the Company.	No
6.	Not having any other characteristics preventing him/her from giving and independent opinion	No

Person Nominated as Directors

<p>Name</p> <p>Type of Directorship</p> <p>Age</p> <p>Nationality</p>	<p>Mr. Prasert Marittanaporn</p> <p>Director</p> <p>57 years</p> <p>Thai</p>	
<p>Education</p>	<p>- Master of Business Administration, Kasetsart University</p> <p>- Bachelor of Accounting, Chulalongkorn University</p>	
<p>Training Programs</p>	<p>- Director Certification Program (DCP 54/2005)</p> <p style="padding-left: 20px;">Thai Institute of Director Association</p> <p>- Role of the Compensation Committee (RCC 6/2008)</p> <p style="padding-left: 20px;">Thai Institute of Director Association</p> <p>- Successful Formulation & Execution of Strategy 6/2010</p> <p style="padding-left: 20px;">Thai Institute of Director Association</p> <p>- Capital Market Academy Leader Program Class 9</p>	
<p>Current Positions in CK Power Public Company Limited</p>	<p>2013-Present Nomination and Remuneration Committee Member</p> <p>2012-Present Executive Director</p> <p>2011- Present Director</p>	
<p>Experience</p>	<p>2000-2013 Director</p> <p style="padding-left: 40px;">Nomination and Remuneration Committee Member and</p> <p style="padding-left: 40px;">Risk Management Committee Member</p> <p style="padding-left: 40px;">Thai Tap Water Supply Public Company Limited</p>	
<p>Number of years of directorship</p>	<p>2 years 6 months</p>	
<p>Shareholding in the Company</p>	<p style="text-align: center;">None</p>	
<p>Nomination criteria and method</p>	<p>Consideration takes into account knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.</p>	

Current positions in other listed companies	2008-Present Senior Executive Vice President: Administration Group 2007-Present Executive Director 2006- Present Director CH. Karnchang Public Company Limited
Current positions in other non-listed companies	- 2008- Present Director Nam Ngum 2 Power Company Limited - 2007- Present Director CH.-Tokyo Construction Company Limited - 2004- Present Director SouthEast Asia Energy Limited
Current positions in other business which may have a conflict of interest with the Company	None
Meeting attendance record in 2013	- Board of Directors' Meeting 8/8 (100 percent) - Executive Director's Meeting 9/9 (100 percent) - Nomination and Remuneration Committee's Meeting 2/2 (100 percent)
Performance during directorship	- Providing useful advice and suggestions to the management and considering scrutinizing works proposed to the Board of Directors - Providing useful opinions and suggestions in the Company's financial management

Person Nominated as Director

<p>Name</p> <p>Type of Directorship</p> <p>Age</p> <p>Nationality</p>	<p>Dr. Supamas Trivisvavet</p> <p>Director</p> <p>39 years</p> <p>Thai</p>					
<p>Education</p>	<ul style="list-style-type: none"> - Doctor of Philosophy in Public Administration, University of Southern California, U.S.A. - Master of Public Policy, Duke University, U.S.A. - Bachelor of Arts, Chulalongkorn University 					
<p>Training Programs</p>	<ul style="list-style-type: none"> - Director Certification Program (DCP 106/2008) Thai Institute of Director Association - Developing Corporate Governance Policy Thai Institute of Director Association - Corporate Secretary Program (CSP 37/2010) Thai Institute of Director Association - Effective Minute Taking (EMT 16/2010) Thai Institute of Director Association - Board Reporting Program (BRP 3/2010) Thai Institute of Director Association 					
<p>Current Positions in CK Power Public Company Limited</p>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; vertical-align: top;">2013-Present</td> <td style="vertical-align: top;">Corporate Governance and Risk Management Committee Member</td> </tr> <tr> <td style="vertical-align: top;">2012-Present</td> <td style="vertical-align: top;">Director Executive Director Managing Director Company Secretary</td> </tr> </table>	2013-Present	Corporate Governance and Risk Management Committee Member	2012-Present	Director Executive Director Managing Director Company Secretary	
2013-Present	Corporate Governance and Risk Management Committee Member					
2012-Present	Director Executive Director Managing Director Company Secretary					
<p>Experience</p>	<ul style="list-style-type: none"> - 2009-2013 Executive Vice President: Office of President CH. Karnchang Public Company Limited - 2009-2011 Director Bangpa-In Cogeneration Company Limited 					
<p>Number of years of directorship</p>	<p>1 year 4 months</p>					

Shareholding in the Company	None	
Nomination criteria and method	Consideration takes into account knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications and having no prohibited characteristics as stipulated in the law on public limited companies, through the screening and nomination method by the Nomination and Remuneration Committee.	
Current positions in other listed companies	None	
Current positions in other non-listed companies	- 2013-Present	Director CKP Solar Company Limited
	- 2013- Present	Director Apollo Power Company Limited
	- 2013- Present	Director Sole Power Company Limited
	- 2013- Present	Director Helios Power Company Limited
	- 2013- Present	Director Vis Solis Company Limited
	- 2011- Present	Director Bangkhenchai Company Limited
	- 2008- Present	Director Bangpa-In Land Development Company Limited
	- 2008-Present	Director Cholavet Civil Company Limited.
Current positions in other business which may have a conflict of interest with the Company	None	
Meeting attendance record in 2013	- Board of Directors' Meeting	8/8 (100 percent)
	- Executive Director's Meeting	9/9 (100 percent)
	- Corporate Governance and Risk Management Committee's Meeting	0/1 (0 percent)
Performance during directorship	As a director holding the position of Managing Director performing duties to successfully and efficiently monitor and administer the operations in compliance with the policies and plans as assigned by the Board of Directors.	

Supporting Document for Item 6 : To consider the determination of remuneration for directors

1. Criteria for Consideration of Remuneration for Directors

Article 33 The Company shall not pay any other money or property to directors, except for payment as remuneration for directors. The directors shall have the right to receive remuneration, meeting allowance, allowance and welfares from the Company in the form of honorarium, bonus or other similar benefits, in accordance with the Articles of Association or with the approval of the meeting of shareholders.

The Company has considered granting proper remuneration for directors, with the criteria for consideration of remuneration for directors, as follows:

- (1) The remuneration is suitable and in line with the scope of the duties and responsibilities of each director, for instance, being the Chairman of the Board of Directors, Chairman of the Subcommittees and members of the Executive Board, Audit Committee and Nomination and Remuneration Committee, and Corporate Governance and Risk Management Committee, who will receive additional remuneration for such position.
- (2) The remuneration is sufficient to attract and maintain knowledgeable and capable directors, with efficient performance of duties for the Company.
- (3) Remuneration for Directors comprising :
 - Bonus for Directors : an annual honorarium for directors at an amount that is contingent on the Company's earnings performance and the director's performance in the past year.
 - Remuneration for Directors : an annual remuneration for performing the duty as directors, which will be in accordance with the period of time served in that position and fixed per annum and paid in every quarter.

2. Remuneration for Director for 2013

In the preceding year, the 2013 Annual Ordinary General Meeting of Shareholders approved the remuneration for directors by withholding Bonus payment for 2012, only making payment on remuneration for 2013 in the amount of not exceeding Baht 5,000,000

3. Remuneration for Director for 2014

The Board of Directors' Meeting No.1/2014 on February 27, 2014 considered and deemed it appropriate to propose the 2014 Annual Ordinary General Meeting of Shareholders for approval of the remuneration for directors as proposed by the Nomination and Remuneration Committee, as follows:

- (1) Bonus for directors for 2013 : Due to the deficit in the Company's separate financial statement, the Bonus for Directors for the year 2013 shall be omitted.
- (2) Remuneration for directors for 2014 : To reduce a burden of administrative expenses of the Company it is deemed appropriate to propose the remuneration for directors for 2014 in the amount of not exceeding Baht 5,000,000, as follows;

Remuneration

Remuneration for Director	300,000	per year per person
Remuneration for Executive Director	40,000	per year per person
Remuneration for Audit Committee Member	40,000	per year per person
Remuneration for Nomination and Remuneration Committee Member	40,000	per year per person
Remuneration for Corporate Governance and Risk Management Committee Member	40,000	per year per person

Position Remuneration

Chairman of the Board of Director	300,000	per year
Chairman of the Executive Board	100,000	per year
Chairman of the Audit Committee	100,000	per year
Chairman of the Nomination and Remuneration Committee Member	100,000	per year
Chairman of the Corporate Governance and Risk Management Committee	100,000	per year

Supporting Document for Item 7 : To consider the appointment of auditor and fixing of remuneration

1. Article 45 of the Articles of Association prescribes that the auditor shall be appointed and remuneration shall be fixed a every annual ordinary general meeting of shareholders, and Article 53 the auditor who was retired would be able to re-appoint for another term, and Notification of the Stock Exchange of Thailand prescribes that the Audit Committee shall have the duty to consider selecting for proposing the appointment of a person with independence to perform duties as the Company’s auditor and the remuneration for the Company’s auditor.
2. In 2013, the Annual Ordinary General Meeting of Shareholders approved to appoint either Miss Siraporn Ouaanunkun or Miss Waraporn Prapasirikul or Mr. Supachai Phanyawattano of EY Office Limited (formerly known as Ernst & Young Office Limited) as the Company’s auditor, with the remuneration in the amount of not exceeding Baht 800,000
3. Clause 7 (4) of the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee B.E.2551 (2008) requires the Audit Committee to have the duties to consider, select, nominate, appoint an independent person to be the Company’s auditor, and to propose the remuneration for the Company’s auditor.

The Audit Committee’s Meeting No.1/2014 on February 27, 2014, and the Management, jointly considered the qualifications of the auditor in respect of the reliability, independence, knowledge and experience in audit services, advice on accounting standards and certification of the financial statements in a timely manner and resolved to propose this matter to the Board of Directors to consider proposing the 2014 Annual Ordinary General Meeting of Shareholders to appoint the auditor and fix the remuneration therefor for 2014. The Audit Committee considered the proposal of current auditor of the Company, EY Office Limited, and it was deemed appropriate to propose the Board of Directors to consider nominating the auditors of EY Office to be the Company’s auditor for the year 2014.

4. The Board of Directors’ Meeting No.1/2014 on February 27, 2014 resolved to propose the 2014 Annual OrdinaryGeneral Meeting of Shareholders consider appointing the auditor and fix the remuneration as proposed by the Audit Committee, as follows:

- 1) Either of the auditors from EY Office Limited as listed below be appointed as the Company’s auditor:

<u>Name</u>	<u>License No.</u>	<u>Audit Year (s) for the Company</u>
Miss Siraporn Ouaanunkun	3844	3 years (2011-2013)
Miss Waraporn Prapasirikul	4579	-
Miss Supanee Triyanantakul	4498	-

Any auditor appointed as the Company's auditor shall conduct an audit and sign to certify the Company's financial statements for the year 2014. Additionally, the auditors as named above shall also serve as the auditor of the subsidiary, namely, SouthEast Asia Energy Limited, Nam Ngum 2 Power Company Limited and Bangkhenchai Company Limited. The proposed auditors have neither relationship with nor interest in the Company, its subsidiary, executives, major shareholders or their related persons.

2) Auditing fee be fixed in the amount of not exceeding Baht 900,000 consisting of:

	<u>2014</u>	<u>2013</u>	<u>Increase</u>
1. Fee for auditing the annual financial statement	495,000	440,000	55,000
2. Fee for reviewing three quarterly financial statements	<u>405,000</u>	<u>360,000</u>	<u>45,000</u>
Total	<u>900,000</u>	<u>800,000</u>	<u>100,000</u>

The auditing fee was increased from that of 2013 by Baht 100,000, representing 12.5 percent, due to increasing of auditing cost by extension of investment during 2013. However, when compared to the average auditing fees of other listed companies in the same sector, the Company's auditing fee is reasonable.

In the preceding accounting year, the Company and its subsidiary incur non-audit service fee of EY Office Limited or any business related to the auditor in amount of Baht 2,680,000.

Details of Independent Director as Proxy

Mr. Techapit Sangsingkeo



Position :

- Director
- Chairman of the Audit Committee

Age : 69 years

Education/Training :

- Master of Economy Keio University, Japan
- Bachelor of Economy Hitotsubashi University, Japan
- Audit Committee Program (ACP 22/2008) Thai Institute of Directors Association
- Director Accreditation Program (DAP 34/2005) Thai Institute of Directors Association
- Executive Development Program , Harvard University, U.S.A.
- Senior Executive Development, King Prajadhipok's Institute Class 3
- Capital Market Academy Leader Program Class 5

Experience :

Present :

- Independent Director, Corporate Governance Committee Member.
Chairman of the Audit Committee and Chairman of the Risk Management Committee
Thai Tap Water Supply Public Company Limited
- Director
Pathum Thani Water Company Limited
- Director and Chairman of the Audit Committee
Star Sanitary Ware Company Limited

Past :

- Deputy Governor
Bank of Thailand
- Chairman of the Board Directors and Chairman of the Executive Committee
Nakornthon Bank
- Director and Chairman of the Audit Committee
Sukhumvit Asset Management Company Limited

- Director and Chairman of the Audit Committee
Petchburi Assets Management Company Limited
- Chairman of the Board Directors
Radanasin Asset Management Company Limited

หนังสือมอบฉันทะ (แบบ ข.)

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.เขียนที่ _____
Written atวันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า

I/We
อยู่บ้านเลขที่ _____
Address

nationality

สัญชาติ

(2) เป็นผู้ถือหุ้นของ บริษัท ซีเค พาวเวอร์ จำกัด (มหาชน) ("บริษัท")
being a shareholder of CK Power Public Company Limited ("The Company")โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares with the voting rights or votes as follows:

หุ้นสามัญ ordinary share	_____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง with the voting rights or votes
หุ้นบุริมสิทธิ preferred share	_____ หุ้น	ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง with the voting rights or votes

(3) ขอมอบฉันทะให้
Hereby appoint

1. ชื่อ _____ นายเตชะพิทย์ แสงสิงแก้ว อายุ 69 ปี อยู่บ้านเลขที่ _____ 842
Name age years, residing at
ถนน _____ วงศ์สว่าง ตำบล/แขวง _____ วงศ์สว่าง อำเภอ/เขต บางซื่อ
Road Tambol/Khwaeng Amphur/Khet
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10800
Province Postal Code

2. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

3. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Tambol/Khwaeng Amphur/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2557 ในวันที่ 22 เมษายน 2557 เวลา 10.00 น. ณ ห้องสุพรรณนิการ์ ชั้น 4 เลขที่ 587 อาคารวิริยะถาวร ถนนสุทธิสารวินิจชัย แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my sole proxy to attend and vote on my behalf at the Annual Ordinary General Meeting of Shareholders for the year 2014 on April 22, 2014, at 10.00 a.m., at Supunnika Conference Room on the 4th Floor, No. 587 Viriyathavorn Building, Sutthisarnvijchai Road, Khwaeng Dindaeng, Khet Dindaeng, Bangkok or at any adjournment thereof.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we grant my/our proxy to vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2556

Item 1 To consider and approve the Minute of the 2013 Annual Ordinary General Meeting of Shareholders

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จสำหรับปีสิ้นสุด วันที่ 31 ธันวาคม 2556

Item 3 To consider and approve the statement of financial position and the statement of comprehensive income for the year ended December 31,2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผลประจำปี 2556 และงดการจัดสรรเงินกำไรไว้เป็นทุนสำรองตามกฎหมาย

Item 4 To consider and approve the withholding of the appropriation of profit and the withholding of the dividend payment for the year 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Item 5 To consider and elect directors to replace those due to retire by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งหมด / the appointment of all directors
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล/The appointment of certain directors

1. นายเตชะพิทย์ แสงสิงแก้ว

Mr. Techapit Sangsingkeo

เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

2. นายประเวศ อิงคดภา
Mr. Prawet Ingadapa
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain
3. นายประเสริฐ มริตตะนพพร
Mr. Prasert Marittanaporn
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain
4. ดร. สุภามาต ตริวิศวะเวทย์
Dr. Supamas Trivisvavet
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการ

Item 6 To consider and determine the Director's Remuneration

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน ประจำปี 2557

Item 7 To consider and appoint auditor and determine remuneration for the year 2014

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่ 8 พิจารณานำส่วนเกินมูลค่าหุ้นสามัญชดเชยผลขาดทุนสะสมของบริษัท

Item 8 To consider and approve on the elimination of accumulated deficit by using premium on ordinary share

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่ 9 พิจารณานำมติการออกและเสนอขายตราสารหนี้ของบริษัทในวงเงิน 1,000 ล้านบาท

Item 9 To consider and approve on the Issuance and Offering of Debt Instruments in the Total Value of Not Exceeding Baht 1,000 Million

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Item 10 To consider other matters, (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไข เปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะฉบับนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

All acts undertaken by the proxy at the meeting, except where the proxy does not vote according to my/our intention as specified herein, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. วาระการเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda for election of directors, directors may be elected as a whole or individually.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะ (แบบ ข.) ตามแนบ
If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form B. shall be used.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)

Supplemental Proxy Form (Form B.)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท ซีเค พาวเวอร์ จำกัด (มหาชน)

The proxy is granted by a shareholder of CK Power Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันที่ 22 เมษายน 2557 เวลา 10.00 น. ณ ห้องสุพรรณนิการ์ ชั้น 4 เลขที่ 587 อาคารวิริยะถาวร ถนนสุทธิสารวินิจฉัย แขวงดินแดง เขตดินแดง กรุงเทพมหานคร หรือที่จะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual Ordinary General Meeting of Shareholders for the year 2014 shall be held on April 22, 2014 at 10.00 hours at Supunnika Room on the 4th Floor No.587 Viriyathavorn Building, Sutthisarnvinichai Road, Dindaeng Sudistrict, Dindaeng District, Bangkok or such other date, time and place as the meeting may adjourned.

วาระที่..... เรื่อง.....
Item Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(a) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่..... เรื่อง.....
Item Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(a) To grant my/our proxy to vote at my/our desire as follows:
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

วาระที่..... เรื่อง เลือกตั้งกรรมการ (ต่อ)
Item Re : To consider electing directors (continued)

ชื่อกรรมการ
Name of director
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

ชื่อกรรมการ
Name of director
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

ชื่อกรรมการ
Name of director
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

ชื่อกรรมการ
Name of director
 เห็นด้วย/Favor ไม่เห็นด้วย/Against งดออกเสียง/Abstain

**Documents or Evidence of Identity of the Shareholder or
Representative of the Shareholders who are entitled to attend the Meeting**

The Policy of the Board of Governors of the Stock Exchange of Thailand dated February 19, 1999, relating to good practice for holding a shareholders' meeting for listed companies, aims to establish guidelines for listed companies to follow. Accordingly, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitles to attend the meeting. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

Type	Thai Shareholders	Foreign Shareholders
1. Natural Person - In Person - By Proxy	- Identification Card - Identification Card of Proxy Holder - Certified Copy of Identification Card of Grantor - Proxy Form (Affix Baht 20 Duty Stamp)	- Passport - Identification Card or Passport of Proxy Holder (as the case may be) - Certified Copy of Passport of Grantor - Proxy Form (Affix Baht 20 Duty Stamp)
2. Juristic Person	- Identification Card of Proxy Holder - Certified Copies of Company Affidavit, issued within 30 days by the Department of Business Development, The Ministry of Commerce - Identification Card of Authorized Director(s) - Proxy Form (Affix Baht 20 Duty Stamp)	- Identification Card or Passport of Proxy Holder (as the case may be) - Certified Copies of Company Affidavit - Certified Copies of Identification Card or Passport of Authorized Director(s) (as the case may be) - Proxy Form (Affix Baht 20 Duty Stamp)

The Company has provided the Proxy Form B. with barcode for each shareholder as per the form set out by the Department of Business Development, and please also bring the Proxy Form B. with barcode on the Shareholders Meeting date.

In this respect, the shareholder cannot split the number of shares for granting proxy to several proxy holders in order to split votes and the shareholder shall grant proxy equivalent to the number of shares held. The shareholder cannot grant proxy merely a certain portion less than the total number of shares held, except the custodian appointed by the foreign investor as per Proxy form C.

**Procedures for Participation in
The 2014 Annual Ordinary General Meeting of Shareholders**

Registration Procedures

The shareholders or their proxies can register and submit documents or evidence to review at the meeting place from 8.00 hours, on Tuesday, April 22, 2014. The Company employs the barcode system in registration, and to ensure convenience and rapidity in the registration, the shareholders and/or their proxies are requested to bring **Registration Form with barcode as delivered by the Company together with the Notice of the Meeting to present to the registration officer on the Meeting date.**

1. In Person

- 1.1 Contact the Registration desk and submit Registration Form with barcode, together with documentary evidence showing the right to attend the Meeting;
- 1.2 Receive voting cards by agenda items.

2. By Proxy

2.1 Proxy method

The Company has provided Proxy Form B. to the shareholders who are unable to attend the Meeting in person to appoint other person or the Company's independent directors, namely, Mr. Techapit Sangsingkeo, Chairman of the Audit Committee, as and independent director without and any interest in the agenda items proposed in this Annual Ordinary General Meeting of Shareholders, with the details of the independent director per Attachment 7. as proxy. The amount of shares cannot be divided for appointment of several proxies for separate voting. Moreover, in voting on each Item, the shareholders shall have the right to vote either in favor, against or abstain from voting. The shareholders can print out each Proxy Form from the Company's website www.ckpower.co.th The shareholders can select one of the following forms:

Proxy Form A. general form which is simple and not complicated (for all shareholders).

Proxy Form B. form specifying detailed and clear items for granting the proxy, whereby the Company has delivered this form to the shareholders, together with the notice of the Meeting
(Attachment 8.)

Proxy Form C. form which is used only for the shareholders who are foreign investors and appoint custodians in Thailand.

The Company has prepared Proxy Forms A. B. and C in accordance with the forms specified by the Department of Business Development, Ministry of Commerce.

2.2 Contact the document review desk and submit documents as follows:

- Registration Form with barcode, together with only one type of the Proxy Forms, containing correct and complete information and signature of the proxy, and the Company shall be responsible for stamp duty.
- Documentary evidence to identify the right to attend the Meeting, as the case may be.

2.3 Contact the Registration desk and submit the reviewed documents per sub clause 2.2 above.

2.4 Receive voting cards by agenda items.

Procedures for Vote Casting and Rules for Counting of Votes

1. The Chairman of the Meeting requests the shareholders to vote on each agenda item.
2. In casting votes, one share is one vote.
3. Prior to counting votes on each agenda item, the staff of Managing Director Office would suspend the registration. The registration would be re-opened upon conclusion of the counting of votes on each agenda item. As for the shareholders or proxies attending the Meeting after the Meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the Meeting, as a result, the number of shareholders on each agenda item may not equal.
4. In case that shareholders appointing their proxies clearly voted in favor, against or abstained from voting on the respective agenda items, and the staff of Managing Director Office collected and recorded such votes for processing in advance in computer, with the legal advisor from The Legists Ltd. Performing the duty to inspect the counting of votes by proxy, therefore, the proxies attending the Meeting shall not receive the voting cards.
5. Any shareholders attending the Meeting in person and intending to vote against or abstain shall use voting cards as provided by the staff of Managing Director Office, and such shareholders would be required to raise their hands for officers to collect only the voting cards that vote against or abstain, therefore, all remaining votes shall be deemed agreed.
6. For Agenda Item 1 to Agenda Item 9, resolutions shall be passed by majority of the votes of the shareholders who attend the Meeting and cast votes, except:
Agenda Item 2 : Operational Results during 2013 which was for acknowledgment and required no resolution;
Agenda Item 6 : Determination of Remuneration for Directors, which would require votes of not less than two-thirds of the total number of votes of the shareholders who attend the Meeting;
7. As for the agenda item on appointment of directors in respect of which the shareholders may vote on an individual basis, the Company would collect the voting cards from all shareholders attending the Meeting to ensure the transparency in the counting of votes which can be requested for review at a later date. As for shareholders appointing proxies, the Company would examine the casting of votes in the proxy form.

8. Upon completion of the consideration of all agenda items, Agenda Item 10 was for answering any inquires and listening to shareholders' suggestions. Any shareholders or proxies wishing to make inquiries or requiring the Board of Directors or the Management to make further clarification on any issues shall inform their names, or names of proxy grantors in case of proxy, for correct and complete records in the Minutes of the Meeting.

The shareholders are requested to make inquiries and discuss concisely to ensure the efficiency in conducting the Meeting without any inconvenience caused to other shareholders as a whole.



*Please return the voting cards of every item to the Company’s officers upon completion of the Meeting.

Articles of Association in respect of Meeting of Shareholders

Meeting of Shareholders

Article 34. The Annual Ordinary General Meeting of shareholders shall be convened within four (4) months from the end of the Company's accounting period at the locality in which the head office is situated or adjacent provinces or any other places as the Chairman of the Board of Directors deems appropriate.

Article 36. In a meeting of shareholders, the shareholders who have the right to attend to the meeting and vote shall be the shareholders who are listed in the shareholders register book as at the date as designated by the Board of Directors, and the number of shares to which each shareholder shall have the right to vote shall be as specified in the shareholders register book on the same date. In this regard, such person's right shall not be prejudiced even though the information in the shareholders register book as at the meeting date may be changed.

Article 37. In summoning a meeting of shareholders, whether an general meeting of shareholders or an extraordinary general meeting of shareholders, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting, together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for information not less than seven (7) days prior to the meeting. Publication of such notice of the meeting shall also be made in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting.

Article 40. To constitute a quorum in a meeting of shareholders, there shall be not less than twenty-five (25) shareholders present in person or by proxy (if any) or not less than one half of the total number of shareholders and holding shares in aggregate not less than one-third (1/3) of the total number of issued shares.

If, after one (1) hour from the time scheduled for the meeting of shareholders, the number of shareholders is insufficient to form a quorum as specified, if such meeting of shareholders is convened at the request of shareholders, it shall be cancelled. If such meeting of shareholders is not convened at the request of shareholders, the meeting shall be called again and in such case, notice of the meeting shall be sent to shareholders not less than seven (7) days prior to the meeting date. In the latter meeting, a quorum is not compulsory.

Article 41. In a meeting of shareholders, the Chairman of the Board of Directors shall preside over the meeting. If the Chairman of the Board of Directors is not present in the meeting or is unable to perform his or her duties, the Vice Chairman, if available, shall preside over the meeting. If there is no Vice Chairman, or the Vice Chairman is absent from the meeting or unable to perform his or her duties, the meeting shall elect one of the shareholders attending the meeting to preside over the meeting.

Attendance of Meeting of Shareholders by Proxy and Shareholders' Voting Right

Article 38. A shareholder may appoint another person of full age and capacity as his or her proxy to attend a meeting of shareholders and vote on his or her behalf. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form prescribed by the registrar and shall contain at least the following particulars:

- (a) The number of shares held by the shareholder;
- (b) Name of proxy;
- (c) The number of such meeting for which proxy is appointed to attend and vote.

Such instrument shall be delivered to the Chairman of the Board of Directors or a person entrusted by the Chairman of the Board of Directors at the meeting prior to the attendance of the meeting by such proxy.

Article 39. In case of appointment of a proxy, the persons who are shareholders and are not shareholders as appointed as proxy shall have the right to vote equal to the number as granted other than casting of vote in person in his/her capacity as shareholder.

Article 44. Unless specified otherwise in these Articles of Association, in the casting of votes in a meeting of shareholders, whether by a show of hands or ballot, one (1) share shall have one (1) vote. Any shareholder who have an interest in any matter shall not have the right to vote on such matter, except casting of votes for election of directors. The resolution of the meeting of shareholders shall require:

- (1) In normal case, a majority of votes of shareholders who attend the meeting and cast votes. In case of an equality of votes, the chairman of the meeting shall have a casting vote;
- (2) In the following cases, a resolution shall be passed by affirmative votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- (a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
- (b) The purchase or acceptance of transfer to the Company of businesses of other public limited companies or private companies;
- (c) The execution, amendment or termination of contracts relating to the leasing out of the whole or substantial part of Company's businesses, the assignment to any other persons to manage the Company's businesses, or the consolidation of such business with other persons with an objective towards profit and loss sharing;
- (d) The amendment of the Memorandum of Association or Articles of Association;
- (e) The increase or decrease in the Company's capital or the issuance of debentures to the general public; the amalgamation or dissolution of the Company.

Qualifications of Directors, Methods of Election of Directors and Directors' Retirement by Rotation

Article 16. The Board of Directors shall be elected by a meeting of shareholders to be responsible for all businesses of the Company and have the duty to perform matters within the scope of laws, objectives, Articles of Association, resolutions of the general meeting of shareholders, as well as having the power to take any acts as specified in the Memorandum of Association or relating to such matters. In this regard, a director need not be a shareholder in the Company.

Article 17. Not less than one half (1/2) of all directors shall reside in the Kingdom of Thailand and all directors of the Company shall possess the qualifications and shall not have any prohibited characteristics as prescribed by law.

Article 18. The Board of Directors shall elect one of the directors as Chairman of the Board of Directors.

The Board of Directors may consider electing and appointing another director as Vice Chairman of the Board of Directors.

The Vice Chairman of the Board of Directors shall have the duties under the Articles of Association in the matters as assigned by the Board of Directors and shall perform the duties on behalf of the Chairman of the Board of Directors if the Chairman of the Board of Directors is temporarily unable to perform his duties or in the case of vacancy on the Chairman of the Board of Directors, excluding the summoning of meetings of the Board of Directors.

Article 19. Appointment to directorship shall be made by the meeting of shareholders in accordance with the following rules and procedures:

- (1) One shareholder shall have one vote for every one share held by that shareholder;
- (2) Each shareholder may exercise his/her right to elect one or several persons as directors, which shall not exceed the number of directors to be elected on such occasion;
- (3) Any shareholder who exercises his/her right to elect several directors shall have the right to vote for each person equal to such shareholders' number of votes, but no shareholder can allot his or her votes to any person in any number;
- (4) Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected on such occasion. If there is a tie for the last to be elected and this exceeds the said number of directors, the chairman of the meeting shall have a casting vote to ensure the number of directors to be elected on such occasion.

Article 20. At every Annual Ordinary General Meeting, at least one-third (1/3) of the number of directors shall vacate their office. If the number of directors is not a multiple of three (3), then the number nearest to one-third (1/3) must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director is eligible for re-election.

Payment of Remuneration and Bonus for Directors

Article 33. The Company shall not pay any other money or property to directors, except for payment as remuneration for directors. The directors shall have the right to receive remuneration, meeting allowance, allowance and welfares from the Company in the form of honorarium, bonus or other similar benefits, in accordance with the Articles of Association or with the approval of the meeting of shareholders by virtue of resolutions with votes of not less than two-thirds of the total number of votes of shareholders attending the meeting, which may be a fixed amount or in accordance with the rules, and may be periodically fixed or permanently fixed until changed. The directors may receive per diem and welfares according to the Company's regulations, without prejudice to the right of staff or employees of the Company who are appointed as directors as to their receipt of remuneration and benefits as staff or employees of the Company.

Dividend Payment

Article 54. Payment of dividends from money other than profit, including retained earnings, is not allowed. In the case where the Company still has a deficit, payment of dividends is prohibited.

Dividends shall be equally distributed according to the number of shares and the payment of dividends requires the approval of a meeting of shareholders.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the next meeting of shareholders.

Where the shares in the Company have not yet been completely sold according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has obtained the approval of a meeting of shareholders.

The payment of dividends shall be made within one (1) month from the date the resolution is passed by a meeting of shareholders or by a meeting of the Board of Directors, as the case may be. Written notice thereof shall be sent to the shareholders and publication of the notice of payment of dividends shall be made in a newspaper for at least three (3) consecutive days. No interest can be charged against the Company if such dividend payment is made within the time specified by the laws.

Article 55. The Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total deficit brought forward (if any) until the reserve fund reaches an amount not less than ten percent of the registered capital. Other than the aforesaid reserve fund, the Board of Directors may propose that a meeting of shareholders resolve to approve the appropriation of other reserve funds as it deems appropriate for the purpose of the Company's business operations.

Other Matters

Article 46. If the Company or any of its subsidiaries under the definition of the law governing securities and exchange agrees to execute any connected transactions or has an acquisition or disposition of its material assets in accordance with the rules specified in the law governing securities and exchange, the Company or such subsidiary shall comply with the rules and procedures as specified for such transactions.

Map
No.587 Viriyathavorn Building, Suthisarnvinichai Road, Dindaeng Subdistrict, Dindaeng District, Bangkok

