



บริษัท ซีเค พาวเวอร์ จำกัด (มหาชน)

CK POWER PUBLIC COMPANY LIMITED

587 อาคารวิริยะถาวร ถนนสุทธิสารวินิจฉัย แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400

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(-Translation-)

Minutes of the 2014 Annual Ordinary General Meeting of Shareholders
Tuesday, April 22, 2014
at Supannikar Room, 4th Floor, No. 587 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. Techapit Sangsingkeo Director, Chairman of the Audit Committee (Independent Director)
- 3) Mr. Plew Trivisvavet Director, Chairman of the Executive Committee
- 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

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

2. Advisors to the Board of Directors

- 1) Mr. Somkuan Watakeekul
- 2) Mr. Kamphuy Jiraruensak
- 3) Mr. Nopadol Intralib

3. Executives

- | | |
|-----------------------------------|--|
| 1) Mr. Asa Arthayookti | Deputy Managing Director: Electrical and
Mechanical Engineering |
| 2) Dr. Michael Eric Raeder | Deputy Managing Director: Civil Engineering |
| 3) Miss Nitawadee
Limpodom | Assistant Managing Director: Business
Development |
| 4) Miss Parichat Othayakul | Assistant Managing Director: Compliance Unit |
| 5) Miss Rujira
Chuaybamrung | Assistant Managing Director: Assets and
Affiliates Management |
| 6) Mr. Warot Saksutjarit | Assistant Managing Director: Administration |
| 7) Miss Piyanuch
Marittanaporn | General Manager of Finance and Accounting
Division |

4. Financial Advisor

Mr. Prasert Patradhilok Advisory Plus Co., Ltd.

5. Legal Advisors

- 1) Mr. Nopadol Intralib The Legists Ltd.
- 2) Miss Sawitree Treenawarut The Legists Ltd. Examiner of voting results

6. Auditor

Miss Siraporn Ouaanunkun EY Office Limited

7. Shareholders' Right Protection Volunteer

Mrs. Angkana Na Songkha

8. Shareholders attending the Meeting

As at March 13, 2014 which was the Record Date for the right to attend the 2014 Annual Ordinary General Meeting of Shareholders, there were 5,734 shareholders, with a total of 1,100,000,000 shares sold. At the time the Meeting commenced at 10:00 a.m., there were a total of 323 shareholders attending the Meeting, holding among them a total of 944,697,619 shares or 85.8816 percent of the total number of shares sold, comprising:

225 shareholders attending the Meeting in person, holding among them a total of 8,927,064 shares; and

98 shareholders attending the Meeting by proxy, holding among them a total of 935,770,555 shares.

The quorum was present in accordance with the Articles of Association, which stipulates that there shall be not less than 25 shareholders holding in aggregate not less than one-third of the total number of shares sold to attend the Meeting.

In this regard, there were 5 shareholders, holding among them 1,053,900 shares, authorizing Mr. Techapit Sangsingkeo, Chairman of the Audit Committee, to act as their proxy to attend the Meeting.

Miss Parichat Othayakul, Assistant Managing Director: Compliance Unit, clarified to the Meeting that to promote the good corporate governance principles and to maintain the shareholders' right, the Company then gave the opportunity for the shareholders to propose additional agenda of the Meeting and to nominate the qualified persons for appointment of directors prior to the Company's delivery of the Notice of the Meeting which was published on the Company's website: www.ckpower.co.th since September 19, 2013, including report on such information via the Stock Exchange's news system. In this Meeting, there was no shareholder proposing any agenda or nominating any persons as directors to replace those who were due to retire by rotation. In addition, the Company publicized the relevant documents on the Meeting of Shareholders on the

Company's website since March 31, 2014, and delivered the Notice of the Meeting, together with its supporting documents, to the shareholders since April 8, 2014 in order to allow the shareholders to study the information prior to the Meeting.

With respect to the Procedures for Participation in the Ordinary General Meeting of Shareholders and Vote Casting and Rules for Counting of Votes to ensure proper conduct of the Meeting, the Company provided an explanation as per the details on pages 42-45 of the Notice of the Meeting delivered to the shareholders.

To ensure rapidity in vote counting, only shareholders intending to vote against or abstain would be required to vote on the (yellow) voting cards as provided by the Company, and such shareholders would be required to raise their hand for officers to collect only the voting cards that vote against or abstain, except for Agenda Item 5 for director election, all voting cards would be collected.

Should any shareholder have any inquiries or require additional clarification in any issue, please inform name and surname for record in the Minutes of the Meeting. To ensure rapidity in the conduct of the Meeting, shareholders might ask questions upon completion of the consideration of all agenda items, and shareholders were requested to use the microphone as provided by the Company for the clarity of the questions. For the transparency in the vote counting, the Company invited two representatives of the shareholders, namely, Khun Supak Chainetra and Khun Benjawan Sabua, to witness the examination of vote counting in association with Miss Sawitree Treenawarut, legal advisor, The Legists Ltd.

Dr. Thanong Bidaya, Chairman of the Board of Directors, as the Chairman of the Meeting of Shareholders, declared the 2014 Annual Ordinary General Meeting of Shareholders open, and stated to the shareholders attending the Meeting prior to proceeding with the Meeting in accordance with the agenda that the Ordinary General Meeting of Shareholders on this date was considered the Company's first Meeting of Shareholders after its listing on the Stock Exchange of Thailand.

Thereafter, the Chairman proceeded with the Meeting in accordance with the following agenda:

Item 1 **Consideration and Approval of the Minutes of the 2013 Annual Ordinary General Meeting of Shareholders**

The Chairman informed the Meeting that the Minutes of the 2013 Annual General Meeting of Shareholders, which would be approved in this agenda item, referred to the Minutes of the Meeting held on March 21, 2013, as previously delivered to shareholders in advance and publicized on the Company's website as per Attachment 1. 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 2013 Annual Ordinary General Meeting of Shareholders should be approved.

The Chairman allowed shareholders to make inquiries, provide opinions and cast votes.

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

The Chairman then announced the voting results as follows:

944,878,854 votes attending the Meeting in this agenda item as follows:

944,832,854 votes for, representing 100.0000 percent;

0 vote against, representing 0.0000 percent;

46,000 abstentions.

The Meeting unanimously resolved, by votes of the shareholders who attended and voted at the Meeting, to approve the Minutes of the 2013 Annual Ordinary General Meeting of Shareholders.

Item 2 **Consideration and Acknowledgement of the Company's Operational Results during 2013**

The Chairman requested Dr. Supamas Trivisvavet, Managing Director, to clarify to the Meeting the Company's operational results during 2013 as per the details in the Annual Report 2013 as already delivered to all shareholders and publicized on the Company's website in advance.

The Managing Director clarified that the 2014 Annual Ordinary General Meeting of Shareholders was the Company's first Meeting of Shareholders, therefore, the Company's operational results during the previous year were summarized as follows:

In July 2013, the Company was listed on the Stock Exchange of Thailand as the first holding company with its core assets overseas on the Stock Exchange of Thailand. The Company thanked all shareholders for continued support. As the Company's shareholding structure comprised strong major shareholders, the Company then had potentials in respect of both construction and financing, which would promote the development of power projects of the Company. In the meantime, the Company had a large amount of minor shareholders, thereby requiring the Company to arrange for an audit system in accordance with the Company's good corporate governance principles. In this regard, the Company had a policy to invest in power business in various forms of energy which was considered as one of the risk management strategies in the Company's business operations. At present, the Company invested in hydroelectric, cogeneration and solar power projects, all of which already commenced their commercial operations.

Power Plant	Power Plant	Production Capacity (MW)	Subsidiaries	Shareholding (%)
Hydroelectric Power Plant	Nam Ngum 2 Hydroelectric Dam, the Lao People's Democratic Republic (Lao PDR)	615	SEAN (holding 75% of shares in NN2)	56
Cogeneration Power Plant	Cogeneration Power Project No. 1, Phra Nakhon Si Ayutthaya Province	117	BIC	65
Solar Power Plants	Bangkhenchai Solar Power Plant, Nakhon Ratchasima Province	8	BKC	100
	Nakhon Ratchasima Solar Power Plant, Nakhon Ratchasima Province	6	NRS	30
	Chiangrai Solar Power Plant, Chiangrai Province	8	CRS	30

Remarks:- SEAN: SouthEast Asia Energy Limited
 NN2: Nam Ngum 2 Power Company Limited
 BIC: Bangpa-in Cogeneration Limited
 BKC: Bangkhenchai Co., Ltd.
 NRS: Nakhon Ratchasima Solar Co., Ltd.
 CRS: Chiangrai Solar Co., Ltd.

In 2013, all five subsidiaries of the Company commenced their commercial operations according to schedule, with their operational results as expected. In the previous year, the Company had revenues and expenses according to plan. In 2013, the Company recognized SEAN's revenue in the Company's financial statements for the whole year, and BIC commenced its commercial operation and recognized revenue for half year, thereby resulting in a substantial increase in revenues and profits in the Company's consolidated financial statements.

In addition to the successful listing on the Stock Exchange of Thailand, the Company was selected to be in an index of Morgan Stanley Capital International Global for Small Cap (MSCI Small Cap), showing that the Company attracted foreign investors' attention. In the past, various power projects invested by the Company had received national and international awards in respect of efficient and environmental-friendly operations and management of power plants, namely, the solar power plants of CRS and NRS were granted certificates and Crown Standards

by Thailand Greenhouse Gas Management Organization (Public Organization); and the Nam Ngum 2 Hydroelectric Power Plant was granted an outstanding award for the Concrete Face Rockfill Dam by International Commission on Large Dams (ICOLD).

The Company was socially responsible to produce good quality electricity without compromising environmental-friendly operations and all stakeholders, and to promote volunteer spirit for the communities and society. Last year, the Company commenced its CSR activities, such as, the donation of energy-saving LED bulbs to schools in Amphoe Bang Pa-in, Phra Nakhon Si Ayutthaya Province, where the Bangpa-in Cogeneration Power Plant was located. Such activity could help save power consumption and encourage an awareness of efficient use of energy and energy saving for students and nearby communities.

The Company had a total of three ongoing projects in its five-year business plan (2014-2019) as follows:

- The Bangpa-in Cogeneration Power Project No. 2 (BIC-2): a cogeneration power plant, with a production capacity of 120 MW of electricity and 20 tons/hour of steam, located in Bang Pa-in Industrial Estate, like the Bangpa-in Cogeneration Power Project No. 1 (BIC-1). The BIC-2 would commence its commercial operation in 2017;
- The Nam Bak Hydroelectric Power Project (Nam Bak Project): a hydroelectric power plant, with a production capacity of 160 MW, located in the Lao PDR. It was expected to commence its commercial operation in 2018; and
- The Xayaburi Hydroelectric Power Project, with a production capacity of 1,285 MW, which was currently under construction by CH. Karnchang (Lao) Co., Ltd. The Project was progressing according to plan and would commence its commercial operation in 2019.

The Company was confident that the potentials of the Company and its group companies would help them grow substantially and expand to neighboring countries.

The Chairman allowed shareholders to make inquiries and provide opinions.

Mrs. Angkana Na Songkha, Shareholders' Right Protection Volunteer, the Thai Investors Association, inquired whether the Company had any policy in alliance with Thai private sector regarding anti-corruption campaign organized by Thai Institute of Directors Association (IOD), and whether the Company expressed its intention to participate or not, and if not, what is the Company's policy on such issue, or if so, please explain on any development.

The Managing Director clarified that the Company was well aware of the significance of the anti-corruption campaign. The Company encouraged its directors, executives and staff to realize the significance and participate in anti-corruption movements by all means in its business operations. In the past, the Company seriously and continuously made efforts to ensure that its strategic operating structure would be transparent and auditable. As for the declaration of intention to join IOD's campaign, the Company was currently considering how to implement such campaign.

The Chairman added that the Board of Directors realized the significance of the anti-corruption, particularly for the Company as a holding company. Therefore, the projects in which the Company selected to invest must be corruption-free and subject to good guidelines with clear commitment to anti-corruption.

No shareholders made any further inquiries or provided any further opinions, the Chairman then informed the 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 2013.

Item 3 **Consideration and Approval of the Statement of Financial Position and the Statement of Comprehensive Income for the Year Ended December 31, 2013**

The Chairman requested Dr. Supamas Trivisvavet, Managing Director, to clarify to the Meeting the statement of financial position and the statement of comprehensive income of CK Power Public Company Limited and its subsidiaries for the year ended December 31, 2013.

The Managing Director clarified that the statement of financial position and the statement of comprehensive income of the Company for the year ended December 31, 2013, which had already been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor from EY Office Limited, as per the details in the Annual Report 2013, pages 141-187, were delivered to all shareholders in advance together with the Notice of this Meeting.

The Chairman allowed shareholders to make inquiries, provide opinions and cast votes.

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

The Chairman then announced the voting results as follows:

947,299,013 votes attending the Meeting in this agenda item as follows:

947,299,013 votes for, representing 100.0000 percent;

0 vote against, representing 0.0000 percent;

0 abstention.

The Meeting unanimously resolved, by votes of the shareholders who attended and voted at the Meeting, to approve the statement of financial position and the statement of comprehensive income for the year ended December 31, 2013.

Item 4 **Consideration and Approval of Suspension of Dividend Payment for 2013 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 that the Company's operational results as at December 31, 2013 were described on page 18 of the Notice of this Meeting.

The Board of Directors' Meeting had considered the Company's separate financial statements and was of the view that in 2013, the Company sustained a deficit, therefore, it was deemed appropriate to propose the matter to the 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, provide opinions and cast votes.

Mr. Prasong Nithinawakorn, shareholder, inquired when the Company expect to be able to pay dividend to shareholders.

The Managing Director clarified that since the Company just commenced its operation for merely two years, the start-up capitals were used in the investment of power projects. Currently, those invested power plants gradually commenced their commercial operations. The Company received dividend from such investment for the first time last year, whereby the deficit would continue to decrease. In this Meeting of Shareholders, the Board of Directors requested the Meeting to consider and approve the compensation for the deficit, the details of which would be further presented for consideration in Agenda Item 8. However, the Company would use its best effort to ensure the efficient operational results of the subsidiaries so as to be able to pay dividend back to the Company, as evidenced by improved returns received by the Company accordingly. The Board of Directors did hope that the operational results would substantially improve to the extent that the Company could pay dividend to the shareholders as soon as possible.

Mrs. Angkana Na Songkha, Shareholders' Right Protection Volunteer, inquired when the Company expected to completely make up the deficit.

The Chairman clarified that in the Meeting on this date, the Board of Directors would propose the matter to the Meeting of Shareholders for a resolution to use the existing share premium to make up the Company's deficit. Upon the Company's use of the share premium to reduce the deficit, the deficit would thus be completely eliminated upon the shareholders' passing such resolution to approve the compensation for the deficit.

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

The Chairman then announced the voting results as follows:

947,307,013 votes attending the Meeting in this agenda item as follows:

- 947,307,013 votes for, representing 100.0000 percent;
- 0 vote against, representing 0.0000 percent;
- 0 abstention.

The Meeting unanimously resolved, by votes of the shareholders who attended and voted at the Meeting, to approve the suspension of dividend payment for 2013 and suspension of appropriation of profits as legal reserve.

Item 5 **Consideration and Election of Directors to Replace Those due to Retire by Rotation in the 2014 Annual Ordinary General Meeting of Shareholders**

Prior to proceeding with this agenda item, directors who were due to retire by rotation requested to be excused from the Meeting in this agenda item.

The Chairman requested Dr. Vicharn Aramvareekul, Chairman of the Nomination and Remuneration Committee, to conduct the Meeting.

The Chairman of the Nomination and Remuneration Committee clarified to the Meeting that:

Article 20 of the Articles of Association specified that at every Annual Ordinary General Meeting, one-third of the number of directors shall vacate their 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.

In 2014, four directors who were due to retire by rotation were Mr. Techapit Sangsingkeo, Mr. Prawet Ingadapa, Mr. Prasert Marittanaporn and Dr. Supamas Trivisvavet.

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 Meeting of Shareholders for appointment as directors.

Given the fact that the Company allowed the shareholders to exercise their rights to nominate qualified persons for consideration and appointment as directors in advance during October 1, 2013 until December 31, 2013, as reported to the Stock Exchange of Thailand, and disclosed the criteria and conditions for exercise of such rights on www.ckpower.co.th, no shareholders nominated any persons for consideration by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee's Meeting considered such matter and deemed it appropriate to propose that such four directors resume their offices as directors for another term. 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 Board of Directors, except those nominated directors, considered the matter and therefore deemed it appropriate to propose that the 2014 Annual Ordinary General Meeting of Shareholders re-elect such four directors per the aforesaid list of names to hold office as directors for another term.

The Assistant Managing Director: Compliance Unit added that to ensure transparency in the counting of votes which could be audited later, in this agenda item, the Company would collect voting cards from all shareholders attending the Meeting in person for the counting of votes in accordance with the practices of the Office of the Securities and Exchange Commission. As for shareholders granting proxy, the Company would examine the votes as specified in the proxy forms.

The Chairman allowed shareholders to make inquiries, provide opinions and cast votes.

No shareholders made any inquiries or provided any opinions, the Chairman then requested the Meeting to consider and vote on this matter. To comply with the good corporate governance principles, shareholders may vote on election of four directors on an individual basis.

The Chairman invited such four directors to return to attend the Meeting.

The Chairman then announced the voting results on an individual basis as follows:

(1) Mr. Techapit Sangsingkeo

947,376,014 votes attending the Meeting in this agenda item as follows:

945,725,728 votes for, representing 99.9999 percent;

286 votes against, representing 0.0000 percent;

1,650,000 abstentions.

(2) Mr. Prawet Ingadapa

947,376,014 votes attending the Meeting in this agenda item as follows:

947,375,528 votes for, representing 99.9999 percent;

486 votes against, representing 0.0000 percent;

0 abstention.

(3) Mr. Prasert Marittanaporn

947,376,014 votes attending the Meeting in this agenda item as follows:

946,452,528 votes for, representing 99.9025 percent;

923,486 votes against, representing 0.0974 percent;

0 abstention.

(4) Dr. Supamas Trivisvavet

947,376,014 votes attending the Meeting in this agenda item as follows:

947,375,728 votes for, representing 99.9999 percent;

286 votes against, representing 0.0000 percent;

0 abstention.

The Chairman thanked the Meeting for trusting and resolving to approve that such four directors resume their offices for another term.

The Meeting resolved, by majority of votes of the shareholders who attended and voted at the Meeting, to approve the appointment of Mr. Techapit Sangsingkeo, Mr. Prawet Ingadapa, Mr. Prasert Marittanaporn and Dr. Supamas Trivisvavet, the directors who were due to retire by rotation, to resume their offices for another term.

Item 6 **Consideration and Determination of Remuneration for Directors**

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

The Chairman of the Nomination and Remuneration Committee clarified to the Meeting that 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 the preceding year, the 2013 Annual Ordinary General Meeting of Shareholders approved the remuneration for directors by suspension for payment of bonus for directors for 2012, and also approved the remuneration for directors for 2013 in the amount of not exceeding Baht 5,000,000.

As for 2014, the Board of Directors resolved to propose the Ordinary General Meeting of Shareholders for approval of the remuneration for directors for 2014, as follows:

- (1) Bonus for directors for 2013: As the Company continued to sustain the deficit, it was deemed appropriate to suspend the payment of bonus for directors for 2013.
- (2) Remuneration for directors for 2014: The amount shall not exceed Baht 5,000,000 with the details of remuneration as follows:

Remuneration for directors:

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

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 Committee	Baht 100,000 per year
Chairman of the Nomination and Remuneration Committee	Baht 100,000 per year

The Chairman of the Nomination and Remuneration Committee clarified to the Meeting that in this agenda item on consideration of remuneration for directors, there was one interested director holding 200,000 shares in the Company, representing 0.018 percent of all shares who had no voting right in this agenda item.

Having considered such matter, the Board of Directors deemed it appropriate to propose such matter to the 2014 Annual Ordinary General Meeting of Shareholders for approval of the remuneration for directors as proposed.

The Chairman allowed shareholders to make inquiries, provide opinions and cast votes.

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

The Chairman of the Nomination and Remuneration Committee clarified to the Meeting that this agenda item would be passed by two-thirds of the total votes of the shareholders attending the Meeting.

The Chairman then announced the voting results as follows:

947,376,014 votes attending the Meeting in this agenda item as follows:

- 947,376,014 votes for, representing 100.0000 percent;
- 0 vote against, representing 0.0000 percent;
- 0 abstention.

The Meeting unanimously resolved, by votes of the shareholders who attended and voted at the Meeting, to approve the determination of remuneration for directors as proposed by the Board of Directors, as follows:

Suspension of payment of bonus for directors for 2013;

Remuneration for directors for 2014 in the amount of not exceeding Baht 5,000,000.

Item 7 **Consideration and Appointment of Auditor and Determination of Remuneration for 2014**

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 the Audit Committee's Meeting, together with the management, had considered the qualifications of the existing auditor, taking into account the reliability, independence, knowledge and experience in the provision of services and advice on accounting standards, and timely certification of the financial statements, and the existing auditor's proposal, and thus resolved to propose the matter to the Board of Directors for further proposing the matter to the Ordinary General Meeting of Shareholders for consideration, as follows:

- (1) To appoint the auditors of EY Office Limited as the Company's auditor for 2014, namely, either Miss Siraporn Ouankun and/or Miss Waraporn Prapasirikul and/or Miss Supanee Triyanantakul of EY Office Limited as the auditor for 2014. In addition, the proposed auditors had neither relationship nor interest with the Company, subsidiaries, executives, major shareholders or their related persons.
- (2) To determine the remuneration in the total amount of not exceeding Baht 900,000.

Given the increased audit expenses incurred by additional workloads as a result of the Company's additional investments in 2013, it would then require more time to conduct the audit. However, the Company used the audit fee rates of other companies in the similar industry in support of the consideration on increase of the remuneration, and such increase was considered reasonable and similar to others.

The Chairman clarified that the Board of Directors' Meeting resolved to propose the matter to the Ordinary General Meeting of Shareholders for consideration and approval of the appointment of the auditor and the determination of the remuneration as proposed by the Audit Committee.

The Chairman allowed shareholders to make inquiries, provide opinions and cast votes.

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

The Chairman then announced the voting results as follows:

947,376,014 votes attending the Meeting in this agenda item as follows:

- 947,376,014 votes for, representing 100.0000 percent;
- 0 vote against, representing 0.0000 percent;
- 0 abstention.

The Meeting unanimously resolved, by votes of the shareholders who attended and voted at the Meeting, to approve the appointment of either Miss Siraporn Ouuanunkun and/or Miss Waraporn Prapasirikul and/or Miss Supanee Triyanantakul of EY Office Limited as the auditor to audit, sign and certify the Company's financial statements for 2014, with the remuneration in the amount of not exceeding Baht 900,000.

Item 8 **Consideration and Approval of Transfer of the Share Premium to Compensate for the Company's Deficit**

The Chairman requested Dr. Supamas Trivisvavet, Managing Director, to clarify to the Meeting the details of the transfer of the share premium to compensate for the Company's deficit.

The Managing Director clarified that 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 was deemed appropriate to propose to the Meeting of Shareholders for consideration and approval for the Company to transfer the share premium in the amount of Baht 170,000,000 to compensate for the Company's deficit, as per the details on page 4 of the Notice of the Meeting.

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)

The Board of Directors resolved to propose the matter to the Ordinary General Meeting of Shareholders for consideration and approval of the transfer of the share premium to compensate for the Company's deficit.

The Chairman allowed shareholders to make inquiries, provide opinions and cast votes.

Mr. Prasong Nithinawakorn, shareholder, requested an explanation on background and compensation for the Company's deficit.

The Managing Director clarified that the figures to be used in the compensation for the Company's deficit comprised two portions, namely, the first portion was the share premium as a result of the Company's capital restructuring by capital decrease and increase as presented in the Company's balance sheet; and the second portion was a result of the Company's issuance of capital increase shares and the initial public offering (IPO), thereby resulting in the share premium from sales at the price higher than the par value, as recorded in the Company's balance sheet. In this regard, both portions of the share premium were permissible by law to compensate for the deficit. However, since the law prohibited such compensation for the deficit to the extent of realizing profit, therefore, the Board of Directors deemed it appropriate to propose to the Meeting of Shareholders to compensate for the deficit in an amount lower than the Company's total deficit.

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

The Chairman then announced the voting results as follows:

947,384,214 votes attending the Meeting in this agenda item as follows:

947,384,214 votes for, representing 100.0000 percent;

0 vote against, representing 0.0000 percent;

0 abstention.

The Meeting unanimously resolved, by votes of the shareholders who attended and voted at the Meeting, to approve the transfer of the share premium to compensate for the Company's deficit.

Item 9 **Consideration and Approval of the Issuance and Offering of Debt Instruments in the amount of Baht 1,000 Million**

The Chairman requested Dr. Supamas Trivisvavet, Managing Director, to clarify to the Meeting the details of the issuance and offering of debt instruments in the amount of Baht 1,000 Million.

The Managing Director clarified that as the Company foresaw a good opportunity to expand its business in the future, it was thus 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 was deemed appropriate to propose the Meeting of Shareholders to consider and approve the issuance and offering of debt instruments in the form of bills of exchange/promissory notes ("bills") and/or debentures. The details of debentures were described on pages 4-7 of the Notice of the Meeting.

The Board of Directors resolved to propose the matter to the Ordinary General Meeting of Shareholders for consideration and approval of the issuance and offering of debt instruments in the amount of Baht 1,000 Million.

The Chairman added that further to the Managing Director's clarification on the Company's future operational plan in Agenda Item 2, having considered the matter, the Board of Directors was of the view that in 2014, it might be necessary for the Company to increase its investment in the amount of not exceeding Baht 1,000 Million.

The Chairman allowed shareholders to make inquiries, provide opinions and cast votes.

Mr. Sarawut Ooisrisakun, shareholder, inquired about the Company's debt to equity ratio after the offering of debt instruments.

The Managing Director clarified that at present, the amount of debentures to be issued and offered had not yet fixed. Upon receiving the Meeting of Shareholders' approval, the Company's current debt to equity ratio was 0.04 times per the separate financial statements and 0.09 times per the consolidated financial statements, therefore, the Company's debt serviceability remained adequate to incur debt for investments in various projects, and the amount of Baht 1,000 Million

to be approved by the shareholders on this occasion would not affect the Company's operational results.

Mr. Chokjun Sukanthapruerk, shareholder, inquired that according to the 2013 annual financial statements, the Company's long-term loans amounted to approximately Baht 20,000 Million, therefore, whether the amount of Baht 1,000 Million to be approved for the issuance and offering of debt instruments would be sufficient or not, and inquired of the reason for determination of the amount of Baht 1,000 Million, or it would represent an approved amount in case of necessity, where such amount might not be utilized.

The Managing Director explained how the Company came up with the amount of Baht 1,000 Million. Basically, the value of debt instruments to be issued by a non-rating listed company would range from Baht 500-1,000 Million. The Company was in the process of studying the rating possibility from a rating agency. Once the Company has been rated, the Company may request approval for the issuance and offering of debt instruments in a greater amount, whereby the Company would be able to raise more fund. In addition, the amount of non-rating instruments would rather be short-term. The Company had considered investing in the power projects suitable for such type of investment and was of the view that renewable energy projects would be suitable for short-term investment. The investment value in a renewable energy project would be worth approximately Baht 1,000 Million. Based on the aforesaid reasoning, the Company thus deemed it appropriate to request approval for the issuance and offering of debt instruments in the amount of not exceeding Baht 1,000 Million. However, such amount may not be utilized or may be utilized partially, depending on necessity, suitability and good opportunity for investment. The request for approval on this occasion was to afford the Company alternatives and channels with the best possible finance costs for the Company.

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

The Chairman then announced the voting results as follows:

947,384,214 votes attending the Meeting in this agenda item as follows:

- 947,384,214 votes for, representing 100.0000 percent;
- 0 vote against, representing 0.0000 percent;
- 0 abstention.

The Meeting unanimously resolved, by votes of the shareholders who attended and voted at the Meeting, to approve the issuance and offering of debt instruments in the amount of Baht 1,000 Million.

Item 10 **Other Matters**

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

Mr. Pin Rattanaethai, shareholder, inquired of the meaning of the Company's logo.

Mr. Thanawat Trivisvavet, director, clarified that the Company's logo comprised two parts, namely, a triangle and horizontal figure 8 (the infinity sign). The triangle would resemble a pyramid which was an ancient and long-lasting engineering structure to symbolize the Company's investment in energy projects which represented basic, sustainable, stable and essential projects, whereas the infinity sign would denote the eternity. Therefore, the Company's strong investments would lead to infinite wealth.

The Chairman added that the Company's logo represented the stability and wealth of the Company both at present and in the future.

Mr. Sarawut Ooisrisakun, investor, inquired about the Company's ranking in Thailand's power sector, and according to the Company's five-year plan, what the Company would plan to do in the fourth and the fifth years, and what about the criteria for selection of investment projects.

The Managing Director clarified that the Company's business plan as presented in Agenda Item 2 covered the period until the year 2022, and the BIC-2 Project, the Nam Bak Project and the Xayaburi Project were clearly included in the Company's investment plan. The scheduled Commercial Operation Dates for the BIC-2 Project, the Nam Bak Project and the Xayaburi Project would be the years 2017-2019, respectively. Other projects which were said to be under study or preparation for submission of proposals could not be ascertained by the Company subject to the policy from the public sector. With respect to the ranking of the Company's level or size in Thailand's power sector, as the start-up of each power company was different and some companies might be large since their incorporation. However, the Company started small, which was considered an advantage in terms of flexibility in the study, decision-making and investment, its ability in project development or construction, as the Company's major shareholder was a construction company, as well as its ability in power project management which would not be second to other power companies despite their larger business size. Therefore, shareholders could rest assured that the Company had the potential for project development which would render the Company stable with good operational results.

The Chairman clarified that most energy businesses were majority owned by the Electricity Generating Authority of Thailand (EGAT) or PTT Public Company Limited, which developed projects per their respective potentials. Likewise, the Company had the potential for project development, and its major shareholder was capable of carrying out the construction using technology accumulated over decades of experience. Therefore, it was considered the Company's significant advantage which enabled it to develop a variety of projects.

Mrs. Wanida Thanyawut, shareholder, suggested that in an agenda item relating to financial statements, the related figures from the financial statements should be added in such agenda item of the Notice of the Meeting in order to facilitate the monitoring of the operational results and the consideration of such agenda item by shareholders.

Mr. Santi Wichitphan, shareholder, inquired how the Company came up with the estimated figures per the Company's business plan as reported in Agenda Item 2 in order to support the consideration on investment risks in those projects by the Company.

The Managing Director clarified that the Company set its business plan for investment expansion for another 960 MW in 2020. The Company planned to invest in eight cogeneration power projects, with a production capacity of 120 MW each, which were currently under the feasibility study and preparations for submission of proposals to EGAT. The risk of these projects would be the uncertainty of time schedule when the government sector would invite the proposals of such projects. With respect to the development of the hydroelectric power project at 1,000 MW in the neighboring country as per the plan, since the potential for the development of such power projects in the neighboring country remained high, the Company then set the estimated figures based on its capability and opportunity for such project development, which was currently under the feasibility study.

Mr. Thongchai Ketkran, shareholder, inquired of problems, obstacles, risks and measures for exchange risk and the opportunity for business expansion in the future.

The Managing Director clarified that the Company arranged for a natural hedging by ensuring the single currency for its revenue and expenses. In other words, the Company paid a certain portion of interest expenses on loan in USD and earned revenue from sales of electricity to EGAT in USD as well, in order to minimize risk from any exchange rate fluctuations. As for the opportunity for business expansion, it could not say for sure, as the investments in various types of power projects involved different conditions, as it might be not only about submission of proposals and bidding, but also subject to consideration of qualifications and capability in project development, etc. However, the Company would use its best effort to develop these projects, and it was ready for and confident in a great number of channels for project development and business expansion in the future.

Mr. Kittiwat Sucharitphong, shareholder, inquired whether the Company had a plan to develop any power project based on alternative energy, such as, wind energy, and whether the Company would be likely to invest more in solar power business, and inquired further about the Company's ability to increase the production capacity of the hydroelectric power project.

The Managing Director clarified that the Company had a plan to invest in an alternative energy project, and conducted a feasibility study and set up a small subsidiary to regularly seek the opportunity to invest in such business given the good rate of return generated by solar power plants. However, at present, the public sector's power purchase announcement remained uncertain. As for the production capacity, the advisor to the Board of Directors, as a hydroelectric power project specialist, was requested to explain this matter to the Meeting.

Mr. Somkuan Watakeekul, advisor to the Board of Directors, explained that the hydroelectric power plant was designed at the size and production capacity as originally specified for the project, therefore, the increase of the production capacity would be unlikely.

Mr. Kittiwat Sucharitphong, shareholder, inquired about the technology used at the Company's solar power plants, the production capacity of each solar power plant, and the ownership of land used for project construction.

The Managing Director clarified that BKC and NRS used thin film technology, and CRS used crystalline technology. The power production efficiency ranged between approximately 80-90 percent, at the solar radiation intensity of approximately five hours per day. The land used for project construction was owned by each respective subsidiary.

Mr. Chatchai Khunngam, shareholder, inquired whether the Company expected any obstacle in obtaining the syndicated loan for the construction project which might be criticized for affecting the environment, and whether the Company had any backup plan, and what about the foreign investors' confidence in Thailand which might affect the national economy.

The Chairman clarified that prior to carrying out the construction project which might affect the environment, a thorough feasibility study of the project and an environmental impact assessment must be conducted. As for the projects invested by the Company, the significant environmental issue was the fish spawning in the Mekong River in the area where the hydroelectric power plant was located, as complained by Cambodia. In the construction of the hydroelectric power plant, the fish passage was designed and constructed for fishes to migrate and spawn upstream which would not affect the fish breeding, with a budget of more than Baht 4,000 Million. As for the sediments underneath the dam which might prevent the sediments from

passing through to the Mekong Delta, and as a result, such area would become less fertile, as complained by Vietnam. Therefore, the dam design was adjusted by providing channels for sediment transport. Based on the adjusted design and construction in response to the neighboring country's complaints, the Company's project was acceptable the construction thus proceeded.

In terms of the economic concerns, the economy system of Europe and the United States of America was improving; while that of China was declining, due to the change of policy by China's new Prime Minister, thereby affecting its business growth. In addition, more than 50 percent of Chinese state enterprises deteriorated and caused pollution, and the inefficient management caused such state enterprises' credit to become bad debts. Moreover, China's high-speed train construction caused a substantial loss to the country, as the government had to subsidize fares, due to low per capita income, and as a result, fare could not be increased. Therefore, a new economic policy was announced, namely, income distribution and growth slowdown, thereby resulting in a substantial change in China's economic system, with a slight impact on Thailand. However, China's financial institutions had a strong stability, and the situation which had once occurred in Thailand would be unlikely. In Thailand, an issue affecting the economy was the political stability. However, based on the Stock Exchange of Thailand's Index which at present was approximately 1,400 points, it indicated that foreign investors remained confident in Thailand's economic prospects, but no one would know when the political conflict would end.

No shareholders made any further inquiries or provided any further 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
Chairman of the Board of Directors

Signed: Dr. Supamas Trivisvavet Examiner of Minutes of the Meeting
Company Secretary

Signed: Miss Parichat Othayakul Recorder
Assistant Managing Director: Compliance Unit