

**Supporting Document for Item 5 : To consider the election of directors to replace those due to retire by rotation, and the appointment of a new director**

**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 without 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 the retirement by rotation, those who have performed their duties with 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 2015 Annual Ordinary General Meeting of Shareholders are:**

- |     |                          |                      |
|-----|--------------------------|----------------------|
| (1) | Dr. Thanong Bidaya       | Independent Director |
| (2) | Mr. Supong Chayutsahakij | Director             |
| (3) | Dr. Vicharn Aramvareekul | Independent Director |
| (4) | Mr. Alvin Gee            | Director             |

**3. Nominated person to be appointed as a director is:**

- (1) Mr. Chaiwat Utaiwan

**4. 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](http://www.ckpower.co.th), no shareholders have nominated any persons to the Nomination and Remuneration Committee for consideration.

## **5. The Board's Opinion**

The Nomination and Remuneration Committee's Meeting 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' Meeting No. 2/2015 on February 17, 2015 of CK Power Public Company Limited, excluding those directors nominated on this occasion, considered the matter and therefore deemed it appropriate to propose that the Annual Ordinary General Meeting of Shareholders elect such four persons as listed above in item 2. as directors for another term, and propose the nominated person in item 3. to be appointed as a director of the Company.

### Person Nominated as Director

Name	Dr. Thanong Bidaya	
Type of Directorship	Chairman of the Board of Directors and Independent Director	
Age	68 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> <li>- Doctor of Philosophy in Management, Northwestern University, U.S.A.</li> <li>- Master of Economics, Northwestern University, U.S.A.</li> <li>- Bachelor of Economics, Yokohama National University, Japan</li> </ul>	
Training Programs	<ul style="list-style-type: none"> <li>- Directors Accreditation Program (DAP 25/2004), Thai Institute of Directors Association</li> </ul>	
Current Positions in CK Power Public Company Limited	2012- Present Chairman of the Board of Directors and Independent Director	
Experience	<ul style="list-style-type: none"> <li>- Minister of Finance</li> <li>- Minister of Commerce</li> </ul>	
Number of years of directorship	2 years 6 months	
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 <u>listed</u> companies	<p>2012-Present Chairman of the Board of Directors Thaisri Insurance Public Company Limited</p> <p>2012-Present Chairman of the Board of Directors Srisawad Power 1979 Public Company Limited</p> <p>2012-Present Chairman of the Board of Directors and Independent Director TTW Public Company Limited</p>	
Current positions in other <u>non-listed</u> companies	2 companies	
Current positions in other business which may have a conflict of interest with the Company	None	
Meeting attendance record in 2014	- Board of Directors' Meetings	4/4 (100 percent)
Performance during directorship	Performing the duties as the Chairman of the Board of Directors which has the key role in giving direction and advice to the Board of Directors, the Executive Board and the high ranking management to jointly determine policies and direction for the Company's operations, as well as supervising the management to take actions to ensure compliance	

	with the said policies with efficiency and effectiveness. Also Presiding over the Board of Directors' Meetings and the Meetings of the Shareholders in supervising expression of opinions of persons attending the meetings to the point and in order; resolving any conflict in the meetings as well as forming common opinions to become resolutions of the meetings. Supervising and managing to ensure the Company's operations comply with the laws, objectives and Articles of Association, as well as resolutions of the Meetings of Shareholders, and protecting the benefits of the Company based on the good corporate governance principles.
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**Definition of Independent Directors :** The Company defines the Company's independent director in compliance with the minimum requirements of the Office of SEC or the Stock Exchange of Thailand 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 Relationship of Independent Directors :**

1.	Holding no more than 1 percent of the paid-up capital of the Company, affiliated company, associated company, related company, including such shares held by any 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, and 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 relationship by blood or by 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 an independent opinion	No

### Person Nominated as Director

Name Type of Directorship Age Nationality	Mr. Supong Chayutsahakij Director 73 years Thai									
Education	<ul style="list-style-type: none"> <li>- Honorable Doctorate of Business Administration (Management) Rajabhat Phranakorn University</li> <li>- Master of Political Science (Politics and Government) Sukhothai Thammathirat Open University</li> <li>- Master of Business Administration (Management) Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>- Master of Engineering (Electrical), University of Tokyo, Japan</li> <li>- Bachelor of Engineering (Electrical), University of Tokyo, Japan</li> </ul>									
Training Programs	<ul style="list-style-type: none"> <li>- Audit Committee Program (ACP 17/2007) Thai Institute of Directors Association</li> <li>- Director Certification Program (DCP 8/2001) Thai Institute of Directors Association</li> <li>- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 10, King Prajadhipok's Institute</li> <li>- Advanced Certificate Course in Public Administration and Law for Executives, Class 3, King Prajadhipok's Institute</li> <li>- Advanced Certificate Course in Public Economics Management for Executives, Class 1 (2003), King Prajadhipok's Institute</li> </ul>									
Current Positions in CK Power Public Company Limited	2013 - Present	Director								
Experience	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; vertical-align: top;">2004-2009</td> <td style="vertical-align: top;">Chairman of the Board of Directors BMCL Network Limited</td> </tr> <tr> <td style="vertical-align: top;">2004-2009</td> <td style="vertical-align: top;">Chairman of the Board of Directors Metro Mall Development Limited</td> </tr> <tr> <td style="vertical-align: top;">2004-2009</td> <td style="vertical-align: top;">Chairman of the Board of Directors Triads Networks Company Limited</td> </tr> <tr> <td style="vertical-align: top;">1994-2003</td> <td style="vertical-align: top;">Managing Director Bangkok Expressway Public Company Limited</td> </tr> </table>		2004-2009	Chairman of the Board of Directors BMCL Network Limited	2004-2009	Chairman of the Board of Directors Metro Mall Development Limited	2004-2009	Chairman of the Board of Directors Triads Networks Company Limited	1994-2003	Managing Director Bangkok Expressway Public Company Limited
2004-2009	Chairman of the Board of Directors BMCL Network Limited									
2004-2009	Chairman of the Board of Directors Metro Mall Development Limited									
2004-2009	Chairman of the Board of Directors Triads Networks Company Limited									
1994-2003	Managing Director Bangkok Expressway Public Company Limited									
Number of years of directorship	3 years 8 months									
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 <u>listed</u> companies	<p>1994 - Present                      Director and Executive Director</p> <p>2003 - Present                      Vice Chairman of the Executive Board</p> <p>2007 - Present                      Member of the Nomination and Remuneration Committee</p> <p>   Member of the Corporate Governance and Risk Management Committee</p> <p>   Bangkok Expressway Public Company Limited</p> <p>2002 - Present                      Vice Chairman of the Board of Directors and Executive Director</p> <p>   Bangkok Metro Public Company Limited</p> <p>2006 - Present                      Director and Member of the Audit Committee</p> <p>   Siam Steel International Public Company Limited</p>
Current positions in other <u>non-listed</u> companies	4 companies
Current positions in other business which may have a conflict of interest with the Company	None
Meeting attendance record in 2014	Board of Directors' Meetings                      4/4                      (100 percent)
Performance during directorship	Providing useful advice and suggestions to the management and considering scrutinizing and proposing useful advice and suggestions on the Company's management.

### Person Nominated as Director

Name	Dr. Vicharn Aramvareekul		
Type of Directorship	Chairman of the Nomination and Remuneration Committee Audit Committee Member Corporate Governance and Risk Management Committee Member Independent Director		
Age	66 years		
Nationality	Thai		
Education	<ul style="list-style-type: none"> <li>- Doctor of Business Administration, California Coast University, U.S.A.</li> <li>- Master of Business Administration, Chulalongkorn University</li> <li>- Bachelor of Business Administration, Major in General Management, Sukhothai Thammathirat University</li> </ul>		
Training Programs	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP 170/2013), Thai Institute of Directors Association</li> <li>- Role of the Compensation Committee (RCC 19/2014), Thai Institute of Directors Association</li> <li>- 4-year Certification Program “Chemical Risk Assessment Method” from The Oversea Human Resource &amp; Industry Development Association (HIDA), Japan, jointly sponsored by the Department of Industrial Works and Chemical Industry Club, the Federation of Thai Industries</li> </ul>		
Current Positions in CK Power Public Company Limited	2012 - Present	Independent Directors and Audit Committee Member	
	2013 - Present	Chairman of the Nomination and Remuneration Committee Corporate Governance and Risk Management Committee Member	
Experience	General Manager – Bayer Agency Business Group and Country Council Committee, Management of Bayer Thai Co., Ltd.		
Number of years of directorship	2 years 6 months		
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 <u>listed companies</u>	2014-Present	Chairman of the Audit Committee and Independent Director Pacific Pipe Public Company Limited	
Current positions in other <u>non-listed companies</u>	1 company		

Current positions in other business which may have a conflict of interest with the Company	None
Meeting attendance record in 2014	<ul style="list-style-type: none"> <li>- Board of Directors' Meetings 4/4 (100 percent)</li> <li>- Audit Committees' Meetings 6/6 (100 percent)</li> <li>- Nomination and Remuneration Committees' Meeting 1/1 (100 percent)</li> <li>- Corporate Governance and Risk Management Committee's Meetings 4/4 (100 percent)</li> </ul>
Performance during directorship	<ol style="list-style-type: none"> <li>1. Performing the duties as director being capable of providing useful advice and suggestions to the management and considering scrutinizing and proposing useful advice and suggestions on the Company's management.</li> <li>2. Performing the duties as Audit Committee Member by providing opinions which were independent and beneficial to the Board of Directors and the management.</li> <li>3. Performing the duties as the Chairman of the Nomination and Remuneration Committee in considering the nomination rules and procedures for appointment of persons who are qualified to hold the office as directors as well as determining criteria for consideration of remuneration for directors and the Managing Director.</li> <li>4. Performing the duties as Corporate Governance and Risk Management Committee Member in providing suggestions, monitoring compliance with the good corporate governance principles and reviewing the Company's overall risk management and strategies used in the risk management.</li> </ol>

**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, and 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 relationship by blood or by 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




<p>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:</p> <p>(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.;</p> <p>(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.</p>	No
<p>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.</p>	No
<p>6. Not having any other characteristics preventing him/her from giving an independent opinion</p>	No

### Person Nominated as Director

Name	Mr. Alvin Gee	
Type of Directorship	Director	
Age	44 years	
Nationality	American	
Education	Bachelor of Science in Finance, Boston College	
Training Programs	Director Certification Program (DCP 165/2012) Thai Institute of Directors Association	
Current Positions in CK Power Public Company Limited	2013 - Present	Director CK Power Public Company Limited
Experience	2011-2013	Deputy Managing Director, Accounting and Finance Department SouthEast Asia Energy Company Limited
	2011-2013	Deputy Managing Director, Administration Nam Ngum 2 Power Company Limited
	2009-2011	Investor Relations Officer Bangkok Metro Public Company Limited
Number of years of directorship	2 years	
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 <u>listed</u> companies	None	
Current positions in other <u>non-listed</u> companies	2 companies	
Current positions in other business which may have a conflict of interest with the Company	None	
Meeting attendance record in 2014	Board of Directors' Meetings	3/4 (75 percent)
Performance during directorship	Performing the duties as director being capable of providing useful advice and suggestions to the management and considering scrutinizing and proposing useful advice and suggestions on the Company's management.	

**Person Nominated as Director**

<p>Name</p> <p>Type of Directorship</p> <p>Age</p> <p>Nationality</p>	<p>Mr. Chaiwat Utaiwan</p> <p>Director</p> <p>61 years</p> <p>Thai</p>																			
<p>Education</p>	<ul style="list-style-type: none"> <li>- Master of Business Administration Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>- Master of Science (Mathematics and Computer Science) University of Louisville, Kentucky, U.S.A.</li> <li>- Bachelor of Science (Statistics), Faculty of Commerce and Accountancy, Chulalongkorn University</li> </ul>																			
<p>Training Programs</p>	<ul style="list-style-type: none"> <li>- National Defence Course, Class 20, The National Defence College</li> <li>- Capital Market Academy Leadership Program (CMA Course), Class 3/2006, Capital Market Academy</li> <li>- Role of Chairman Program (RCP 29/2012) Thai Institute of Directors Association</li> <li>- Director Certification Program (DCP18/2002) Thai Institute of Directors Association</li> </ul>																			
<p>Current Positions in CK Power Public Company Limited</p>	<p>None*</p>																			
<p>Experience</p>	<table border="0" style="width: 100%;"> <tr> <td style="width: 60%;">Director</td> <td>Bangkok Metro Public Company Limited</td> </tr> <tr> <td>Executive Director</td> <td></td> </tr> <tr> <td>Member of the Risk Management Committee</td> <td></td> </tr> <tr> <td>Managing Director</td> <td></td> </tr> <tr> <td>Vice Chairman of the Board of Directors</td> <td>Bangkok Metro Networks Limited</td> </tr> <tr> <td>Director</td> <td>Government Saving Bank</td> </tr> <tr> <td>President and Chief Executive Officer</td> <td>Siam City Bank Public Company Limited</td> </tr> <tr> <td>President and Chief Executive Officer</td> <td>AIG Retail Bank Public Company Limited</td> </tr> <tr> <td>President and Chief Executive Office</td> <td>AIG Finance (Thailand) Public Company Limited</td> </tr> </table>		Director	Bangkok Metro Public Company Limited	Executive Director		Member of the Risk Management Committee		Managing Director		Vice Chairman of the Board of Directors	Bangkok Metro Networks Limited	Director	Government Saving Bank	President and Chief Executive Officer	Siam City Bank Public Company Limited	President and Chief Executive Officer	AIG Retail Bank Public Company Limited	President and Chief Executive Office	AIG Finance (Thailand) Public Company Limited
Director	Bangkok Metro Public Company Limited																			
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President and Chief Executive Officer	AIG Retail Bank Public Company Limited																			
President and Chief Executive Office	AIG Finance (Thailand) Public Company Limited																			
<p>Number of years of directorship</p>	<p>None*</p>																			
<p>Shareholding in the Company</p>	<p>None</p>																			

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 <u>listed companies</u>	2014-Present Director, Executive Committee Member, Corporate Governance Committee Member, Risk Management Committee Member, and Managing Director TTW Public Company Limited
Current positions in other <u>non-listed companies</u>	3 companies
Current positions in other business which may have a conflict of interest with the Company	None
Meeting attendance record in 2014	None*
Performance during directorship	None*

Remark \* He has never served as a director of the Company.