

**Supporting Document for Item 5 : To consider the appointment of directors to replace those due to retire by rotation**

1. Criteria for Consideration of Directors who were due to retire by rotation

Pursuant to Article 20 of the Articles of Association, at every annual 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.

Pursuant to Article 45 of the Articles of Association, business to be transacted at the annual ordinary general meeting are at least as follows: ... (4) Consideration of the election of directors in place of those who are due to retire by rotation...

2. 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 of his/her term of office and upon expiry of his/her term of office, as well as selecting persons to hold office as directors 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's Meeting considers and resolves to nominate such qualified persons to the Board of Directors' Meeting to consider scrutinizing and proposing that the Meeting of Shareholders consider electing such persons as the Company's directors.

3. The shareholders are allowed to nominate persons for consideration and 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, 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) during October 1 to December 31, 2017, no shareholder nominated any person to the Nomination and Remuneration Committee for consideration.

4. Consideration of Qualifications of Independent Directors

The Company has determined the definition of independent directors in accordance with the rules of the Notification of the Stock Exchange of Thailand, Re: Qualifications and Scope of Work of the Audit Committee B.E. 2558 (2015), in conjunction with the Notification of the Capital Market Supervisory Board No. ThorChor. 39/2559 Re: Application for and Approval of Offering for Sale of Newly Issued Shares, by selecting qualified persons who meet the specified qualifications of independent directors and have experience beneficial to and in line with the Company's strategies for business operations. The persons to be nominated by the Company for appointment as independent directors will be able to provide opinions independently and comply with relevant laws and rules.

5. Four directors who are due to retire by rotation in the 2018 Annual Ordinary General Meeting of Shareholders are:


- |     |                          |  |
|-----|--------------------------|--|
| (1) | Dr. Thanong Bidaya       | Chairman of the Board of Directors<br>Independent Director   |
| (2) | Dr. Vicharn Aramvareekul | Chairman of the Nomination and Remuneration Committee<br>Member of the Audit Committee<br>Member of the Corporate Governance and Risk Management Committee<br>Independent Director |
| (3) | Mr. Van Hoang Dau        | Director   |
| (4) | Mr. Chaiwat Utaiwan      | Executive Director<br>Director   |

The Nomination and Remuneration Committee's Meeting No. 1/2018 on February 27, 2018, excluding those directors nominated on this occasion, considered the above-mentioned nomination criteria and methods and then deemed it appropriate to propose that the Board of Directors' Meeting consider approving and proposing that the 2018 Annual Ordinary General Meeting of Shareholders consider appointing Dr. Thanong Bidaya, Dr. Vicharn Aramvareekul, Mr. Van Hoang Dau and Mr. Chaiwat Utaiwan, the directors due to retire by rotation in the 2018 Annual Ordinary General Meeting of Shareholders, to resume their office as directors for another term.

6. The Board's Opinion

The Board of Directors' Meeting No. 1/2018 on February 27, 2018, excluding those directors nominated on this occasion, considered the matter and therefore deemed it appropriate to propose that the 2018 Annual Ordinary General Meeting of Shareholders consider approving the election of such four persons as listed above in Clause 5, who have knowledge, capability and experience beneficial to and in line with the Company's strategies for 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 provide opinions and suggestions valuable to the management, as directors for another term.

### Person Nominated as Director


Name Type of Nominated Directorship Age Nationality	Dr. Thanong Bidaya Independent Director 70 years Thai	
Education	- Doctor of Philosophy in Management, Northwestern University, U.S.A. - Master of Economics, Northwestern University, U.S.A. - Bachelor of Economics, Yokohama National University, Japan	
Training Program	- Director Accreditation Program (DAP 25/2004), Thai Institute of Directors Association	
Current Positions in CK Power Public Company Limited	2012 - Present      Chairman of the Board of Directors and Independent Director	
Number of years of directorship	4 years 6 months	
Shareholding in the Company	- None -	
Nomination criteria and method	Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, 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.	
Experience Position in other <u>listed companies</u>  Position in other <u>non-listed companies</u> Position in other business which may have a conflict of interests with the Company	2012 - Present      Chairman of the Board of Directors Scan-Inter Company Limited  2009 - Present      Chairman of the Board of Directors and Independent Director TTW Public Company Limited  2010 - Present      Chairman of the Board of Directors Xayaburi Power Company Limited  - None -	
Legal dispute	- None -	
Meeting attendance record in 2017	- 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 Executive Board and the high ranking management to jointly determine policies and direction for the Company's operations, as well as supervising to ensure the management's compliance with the said policies with efficiency and effectiveness; 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 that 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.	

**Definition of Independent Directors:** The Company defines the Company's independent director in compliance with the requirements of the 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. However, the Company has stricter practices than those of the Notifications of the Stock Exchange of Thailand and the SEC Office, whereby in the past, it was not found that the Company's independent directors held shares more than 0.5 percent.

**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 interests. (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 interests 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 NTA, 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 provision of independent opinions.	No

### Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Dr. Vicharn Aramvareekul Independent Director 69 years Thai	
Education	- Doctorate of Business Administration, California Coast University, U.S.A. - Master of Business Administration, Chulalongkorn University - Bachelor of Business Administration, Sukhothai Thammathirat Open University	
Training Program	- Role of the Compensation Committee, (RCC 19/2014), Thai Institute of Directors Association - Director Certification Program (DCP 170/2013), Thai Institute of Directors Association - 4-year Certification Program “Chemical Risk Assessment Method” from The Oversea Human Resource Industry Development Association (HIDA), Japan, jointly sponsored by the Department of Industrial Works and Chemical Industry Club, the Federation of Thai Industries	
Current Positions in CK Power Public Company Limited	Aug 2012 - Present Independent Director and Member of the Audit Committee 2013 - Present Chairman of the Nomination and Remuneration Committee and Member of the Corporate Governance and Risk Management Committee	
Number of years of directorship	4 years 6 months	
Shareholding in the Company	- None -	
Nomination criteria and method	Knowledge, capability and experience beneficial to the business operations, as well as possessing qualifications, and providing independent opinions, 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.	
Experience Position in other <u>listed companies</u>  Position in other <u>non-listed companies</u> Position in other business which may have a conflict of interests with the Company	2014 - Present Chairman of the Audit Committee and Independent Director Pacific Pipe Public Company Limited  2010 - Present Chairman of the Advisory Board Daika (Thai) Inc., Ltd.  - None -	
Legal dispute	- None -	
Meeting attendance record in 2017	- Board of Directors’ Meetings: 4/4 (100 percent) - Audit Committee’s Meetings: 5/5 (100 percent) - Nomination and Remuneration Committee’s Meeting: 1/1 (100 percent) - Corporate Governance and Risk Management Committee’s Meetings: 4/4 (100 percent)	
Performance during directorship	1. Performing the duties as director being capable of providing useful advice and suggestions to the management and considering securitizing and proposing useful advice and suggestions on the Company’s management. 2. Performing the duties as Member of the Audit Committee in providing opinions which were independent and beneficial to the Board of Directors and the management.	


	<p>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.</p> <p>4. Performing the duties as Member of the Corporate Governance and Risk Management Committee 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.</p>
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**Definition of Independent Directors:** The Company defines the Company's independent director in compliance with the requirements of the 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. However, the Company has stricter practices than those of the Notifications of the Stock Exchange of Thailand and the SEC Office, whereby in the past, it was not found that the Company's independent directors held shares more than 0.5 percent.


**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 interests. (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 interests 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 NTA, 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 provision of independent opinions.	No

### Person Nominated as Director

Name	Mr. Van Hoang Dau	
Type of Nominated Directorship	Director	
Age	58 years	
Nationality	American	
Education	Bachelor Atlanta Technical School, Georgia, U.S.A.	
Training Program	- None -	
Current Positions in CK Power Public Company Limited	Sep 2016 - Present Director	
Number of years of directorship	1 year 3 months	
Shareholding in the Company	- None -	
Nomination criteria and method	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.	
Experience	<p>- None -</p> <p>2010 - Present Executive Director and Director Xayaburi Power Company Limited</p> <p>2008 - Present Executive Director and Director Nam Ngum 2 Power Company Limited</p> <p>2008 - Present Executive Director and Director SouthEast Asia Energy Limited</p>	
Position in other listed companies		
Position in other non-listed companies		
Position in other business which may have a conflict of interests with the Company		
Legal dispute	- None -	
Meeting attendance record in 2017	- Board of Directors' Meetings: 4/4 (100 percent)	
Performance during directorship	Performing the duties as director being capable of providing useful advice and suggestions to the management and considering securitizing and proposing useful advice and suggestions on the Company's management.	

### Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Mr. Chaiwat Utaiwan Director 63 years Thai																
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University</li> <li>- Master of Science (Mathematics and Computer Science), University of Louisville, Kentucky, U.S.A.</li> <li>- Bachelor of Science in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University</li> </ul>																
Training Program	<ul style="list-style-type: none"> <li>- National Defence College, the Joint State - Private Sector Course, Class 20, National Defence College</li> <li>- Capital Market Academy Leadership Program, Capital Market Academy (CMA Course), Class 3/2006</li> <li>- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations, Class 12, Public Director Institute (PDI), King Prajadhipok's Institute</li> <li>- Top Executive Program in Commerce and Trade (TEPCoT), Class 6, Commerce Academy, University of the Thai Chamber of Commerce</li> <li>- Bhumipalung Phandin Program for senior executive level program (BPP 1), Chulalongkorn University</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>																
Current Positions in CK Power Public Company Limited	Apr 2015 Jun 2015	Director Executive Director															
Number of years of directorship (term)	2 years 8 months																
Shareholding in the Company (percent)	- None -																
Nomination criteria and method	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.																
Experience	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; vertical-align: top;">                             Current position in other listed companies                         </td> <td style="width: 20%; vertical-align: top;">                             2014 - Present                         </td> <td style="vertical-align: top;">                             Executive Director, Member of Corporate Governance Committee, Member of Risk Management Committee, Director, and Managing Director                              TTW Public Company Limited                         </td> </tr> <tr> <td style="vertical-align: top;">                             Current position in other non-listed companies                         </td> <td style="vertical-align: top;">                             2014 - Present                         </td> <td style="vertical-align: top;">                             Director                              Pathum Thani Water Company Limited                         </td> </tr> <tr> <td style="vertical-align: top;">                             Current position in other business which may have a conflict of interest with the Company                         </td> <td style="vertical-align: top;">                             2014 - Present                         </td> <td style="vertical-align: top;">                             Director                              Thai Water Operations Company Limited                         </td> </tr> <tr> <td style="vertical-align: top;">                             Current position in other business which may have a conflict of interest with the Company                         </td> <td style="vertical-align: top;">                             2011 - Present                         </td> <td style="vertical-align: top;">                             Chairman of the Board of Directors and Executive Director                              Suvarnabhumi Airport Hotel Company Limited                         </td> </tr> <tr> <td style="vertical-align: top;">                             Current position in other business which may have a conflict of interest with the Company                         </td> <td style="vertical-align: top;">                             - None -                         </td> <td style="vertical-align: top;">                             - None -                         </td> </tr> </table>		Current position in other listed companies	2014 - Present	Executive Director, Member of Corporate Governance Committee, Member of Risk Management Committee, Director, and Managing Director TTW Public Company Limited	Current position in other non-listed companies	2014 - Present	Director Pathum Thani Water Company Limited	Current position in other business which may have a conflict of interest with the Company	2014 - Present	Director Thai Water Operations Company Limited	Current position in other business which may have a conflict of interest with the Company	2011 - Present	Chairman of the Board of Directors and Executive Director Suvarnabhumi Airport Hotel Company Limited	Current position in other business which may have a conflict of interest with the Company	- None -	- None -
Current position in other listed companies	2014 - Present	Executive Director, Member of Corporate Governance Committee, Member of Risk Management Committee, Director, and Managing Director TTW Public Company Limited															
Current position in other non-listed companies	2014 - Present	Director Pathum Thani Water Company Limited															
Current position in other business which may have a conflict of interest with the Company	2014 - Present	Director Thai Water Operations Company Limited															
Current position in other business which may have a conflict of interest with the Company	2011 - Present	Chairman of the Board of Directors and Executive Director Suvarnabhumi Airport Hotel Company Limited															
Current position in other business which may have a conflict of interest with the Company	- None -	- None -															



Legal dispute	- None -
Meeting attendance record in 2017	- Board of Directors' Meetings: 4/4 (100 percent) - Executive Committee's Meetings: 6/7 (86 percent)
Performance during directorship	<ol style="list-style-type: none"> <li>1. Performing the duties as Executive Director, with the key role in corporate governance and providing useful suggestions and guidelines in line with the Company's policies.</li> <li>2. Performing the duties as director being capable of providing useful advice and suggestions to the management and considering securitizing and proposing useful advice and suggestions on the Company's management.</li> </ol>