

**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 Shareholders' Meeting 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, 2018, 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 are stricter than 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 2019 Annual Ordinary General Meeting of Shareholders are:


- |                              |  |
|------------------------------|--|
| (1) Mr. Plew Trivisvavet     | Chairman of the Executives Committee<br>Director   |
| (2) Mr. Narong Sangsuriya    | Chairman of the Corporate Governance and<br>Risk Management Committee<br>Director  |
| (3) Dr. Patarut Dardarananda | Audit Committee Member<br>Nomination and Remuneration Committee<br>Member<br>Independent Director  |
| (4) Mr. Tanawat Trivisvavet  | Executive Director<br>Corporate Governance and Risk Management<br>Committee Member<br>Director<br>Managing Director<br>Company Secretary |

The Nomination and Remuneration Committee's Meeting No. 1/2019 on February 21, 2019, 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 Shareholders' Meeting consider appointing Mr.Plew Trivisvavet, Mr.Narong Sangsuriya, Dr.Patarut Dardarananda and Mr.Thanawat Trivisvavet, the directors due to retire by rotation in the 2019 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. 1/2019 on February 21, 2019, excluding those directors nominated on this occasion, considered the matter and therefore deemed it appropriate to propose that the Shareholders' Meeting consider approving the appointment of such 4 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	Mr.Plew Trivisvavet Director 74 years Thai	
Education	<ul style="list-style-type: none"> <li>- Honorable Doctorate of Engineering (Civil Engineering) Kasetsart University</li> <li>- Honorable Doctorate of Science (Civil Engineering) Thai-Nichi Institute of Technology</li> <li>- Honorable Doctorate of Engineering (Civil Engineering) Nakhon Phanom University</li> <li>- Honorable Doctorate of Engineering (Civil Engineering) Rajamangala University of Technology Isan</li> <li>- M.Sc. (Electrical Engineering), Osaka University, Japan</li> <li>- B.Sc. (Electrical Engineering), Osaka University, Japan</li> </ul>	
Training Program	<ul style="list-style-type: none"> <li>- National Defence Course for the Joint State Private Sector, Class 366 National Defence College</li> <li>- Capital Market Academy Leadership Program, (CMA Course), Class 4/2007 Capital Market Academy</li> <li>- Director Certification Program (DCP) Class 50/2004 Thai Institute of Directors Association</li> <li>- Director Accreditation Program (DAP) Class 18/2004 Thai Institute of Directors Association</li> <li>- Finance for Non-Finance Directors (FND) Class13/2004 Thai Institute of Directors Association</li> </ul>	
Current Positions in CK Power Public Company Limited	2011 - Present 2012 - Present	Director Chairman of the Executive Committee
Number of years of directorship	7 years 10 months	
Shareholding in the Company	0.0271	
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 Position in other listed companies	2015 - Present  2006 - Present  2007 - Present  2003 - Present 1994 - Present	Vice Chairman of the Board of Directors, Chairman of the Executive Committee, Nomination and Remuneration Committee Member and Director Bangkok Expressway and Metro Public Company Limited Vice Chairman of the Board of Directors and Director TTW Public Company Limited Corporate Governance and Risk Management Committee Member Nomination and Remuneration Committee Member Chairman of the Executive Committee CH. Karnchang Public Company Limited

<p>Position in other <u>non-listed companies</u></p> <p>Position in other business which may have a conflict of interests with the Company</p>	<p>2010 - Present      Chairman of the Executive Committee and Director Xayaburi Power Company Limited</p> <p>2007 - Present      Chairman of the Board of Directors CH.Karnchang-Tokyu Construction Company Limited</p> <p>2006 - Present      Chairman of the Executive Committee and Director Nam Ngum 2 Power Company Limited</p> <p>2004 - Present      Chairman of the Executive Committee and Director SouthEast Asia Energy Limited</p> <p>1991 - Present      Director Bang Pa-in Land Development Company Limited</p> <p>- None -</p>
<p>Legal dispute</p>	<p>- None -</p>
<p>Meeting attendance record in 2018</p>	<p>- Board of Directors' Meetings: 7/7 (100 percent) - Executive Committees' Meetings: 11/11 (100 percent)</p>
<p>Performance during directorship</p>	<p>Performing the duties as the Chairman of the Executive Committee who plays the key role in considering policies and giving direction for the Company's significant operations; having knowledge, capability and experience in management for a long time; and as a director, providing suggestions and advice beneficial to management, including considering, reviewing, providing opinions and suggestions beneficial in the management to the Executive Committee's and the Board of Directors' Meetings, as well as always well representing the Company in subsidiaries.</p>

## Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Mr. Narong Samgsuriya Director 74 years Thai	
Education	- Bachelor of Engineering (Civil), Chulalongkorn University	
Training Program	- Director Certification Program (DCP) Class 54/2005 Thai Institute of Directors Association	
Current Positions in CK Power Public Company Limited	2011 - Present      Director 2013 - Present      Chairman of the Corporate Governance and Risk Management Committee	
Number of years of directorship	7 year 7 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 <u>Position in other listed companies</u>	2016 - Present      Senior Executive 2012 - Present      Nomination and Remuneration Committee Member and Corporate Governance and Risk Management Committee Member 2007 - Present      Executive Director 2001 - Present      Director CH. Karnchang Public Company Limited	
<u>Position in other non-listed companies</u>	2004 - Present      Executive Director and Director Nam Ngum 2 Power Company Limited 2006 - Present      Executive Director and Director SouthEast Asia Energy Limited 1981 - Present      Director CH.Karnchang-Tokyu Construction Company Limited	
Position in other business which may have a conflict of interests with the Company	- None -	
Legal dispute	- None -	
Meeting attendance record in 2018	- Board of Directors' Meetings: 7/7 (100 percent) - Corporate Governance and Risk Management Committees' Meetings: 4/4 (100 percent)	
Performance during directorship	Performing the duties as the Chairman of the Corporate Governance and Risk Management Committee, namely, considering, monitoring and reviewing the risk management direction of the Company and its subsidiaries, as well as providing suggestions and monitoring the compliance with the good corporate governance principles; and as a director, providing suggestions and advice beneficial to management and the Board of Directors' Meetings, as well as always well representing the Company in subsidiaries. .	

## Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Dr. Patarut Dardarananda Independent Director 60 years Thai	
Education	- Ph.D., Public Administration, Ramkhamhaeng University - M.S., Engineering (Civil), Youngstown State University, U.S.A. - B.E., Engineering (Civil), Chulalongkorn University	
Training Program	- Director Certification Program (DCP) Class 271/2019 Thai Institute of Directors Association - Leadership Succession Program (LSP) Class 1 Institute of Research and Development for Public Enterprises	
Current Positions in CK Power Public Company Limited	Feb 2019 - Present Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member	
Number of years of directorship	2 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>	2018 - Present Independent Director, Audit Committee Member, Risk Management Committee Member and Corporate Governance Committee Member TTW Public Company Limited	
Position in other <u>non-listed companies</u>	- None -	
Position in other business which may have a conflict of interests with the Company	- None -	
Legal dispute	- None -	
Meeting attendance record in 2018	The Board of Directors' Meeting No. 1/2019 held on February 21, 2019 resolved to approve the appointment of Dr.Patarut Dardarananda as Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member to fill the vacancies of Mr.Prawet Ingadapa, with effect from February 21, 2019, with the remaining term of office of Mr. Prawer Ingadapa	

**Definition of Independent Directors:** The Company defines the Company's independent director are stricter than 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 0.5 percent of the total number of shares with voting rights


**Nature of Relation of Independent Directors:**

1.	Holding not more than 0.5 percent of the total number of voting shares in the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, including shares held by the related parties.	No
2.	Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiary, associated company, subsidiary at the same level, major shareholder or of controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to assuming the position as Member of the Audit Committee.	No
3.	Not having or having had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years, and not having any benefit or interest, whether directly or indirectly in respect of finance and management of the Company, its affiliated company, associated company, or a person who may give rise a conflict of interests in a manner which may result in a lack of independence.	No
4.	Not having a relationship by blood or by legal registration in the capacity as parent, spouse, sibling or offspring, including spouse of the offspring, of other directors, executive, major shareholder of the Company, controller or any person to be nominated as director, executive or controller of the Company and its subsidiary.	No
5.	Not being a director appointed as representative to safeguard interests of director, major shareholder or shareholder who is a related party of the major shareholder; and being capable of giving opinions or reporting in a free manner in accordance with the entrusted task irrespective of any benefit that might influence his/her independent opinion.	No
6.	Not being or having been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, controller of the Company or legal entity which may have a conflict of interests; and not being a substantial shareholder, controller, or managing partner of an audit firm which employs the auditor of the Company, its parent company, subsidiary, associated company, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to assuming the position as Member of the Audit Committee.	No
7.	Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht 2 Million from the Company, its parent company, subsidiary, associated company, major shareholder, controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to assuming the position as Member of the Audit Committee.	No

<p>8. Not engaging in any business of the same nature as and in material competition with the Company or its subsidiary; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than 0.5 percent of the total number of voting shares of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiary.</p>	<p>No</p>
<p>9. The Members of the Audit Committee shall be the Company's independent directors in accordance with the qualifications required by the Office of the Securities and Exchange Commission.</p>	<p>Yes</p>



## Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Mr. Thanawat Trivisvavet Director 40 years Thai	
Education	- Master of Economics, Northwestern University, U.S.A. - Bachelor of Economics (First Class Honors), Duke University, U.S.A.	
Training Program	- Director Certification Program (DCP) Class 116/2009 Thai Institute of Directors Association	
Current Positions in CK Power Public Company Limited	2011 - Present      Director 2012 - Present      Executive Director 2015 - Present      Member of the Corporate Governance and Risk Management Committee, Managing Director, and Company Secretary	
Number of years of directorship (term)	7 years 10 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		
<u>Current position in other listed companies</u>	- None -	
<u>Current position in other non-listed companies</u>	2016 - Present      Chairman of the Board of Directors Bangpa-in Cogeneration Company Limited 2010 - Present      Executive Director, Director and Managing director Xayaburi Power Company Limited 2006 - Present      Executive Director and Director Nam Ngum 2 Power Company Limited	
Current position in other business which may have a conflict of interest with the Company	- None -	
Legal dispute	- None -	
Meeting attendance record in 2018	- Board of Directors' Meetings: 7/7 (100 percent) - Executive Committees' Meetings: 11/11 (100 percent) - Corporate Governance and Risk Management Committees' Meetings: 4/4 (100 percent)	
Performance during directorship	Serving as director, who concurrently serves as Managing Director and Company Secretary, performing duties in management in accordance with the strategies and plans as designated by the Board of Directors with achievements, and being a qualified personnel having capability to perform duties under his responsibility with efficiency and transparency; and in the meantime, supervising the Company's operations as a listed company in full compliance with the good corporate governance rules of the Stock Exchange of Thailand.	