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No. CKP-19-BCC-L-024

March 22, 2019

Subject: Invitation to attend the 2019 Annual Ordinary General Meeting of Shareholders

To: Shareholders of CK Power Public Company Limited

- Attachments:
1. A Copy of the Minutes of the 2018 Annual Ordinary General Meeting of Shareholders
 2. The 2018 Annual Report, which consist of the 2018 Financial Statements (QR Code)
 3. Details on the dividend payment for 2018 and the allocation of profit as legal reserve
 4. Details on the nomination and profiles of the nominated persons to be directors in place of those who are due to retire by rotation
 5. Details on the determination of remuneration for directors
 6. Names of auditors and details of the auditing fee
 7. Profile of the independent director proposed as proxy
 8. Proxy Form (Form B.) and Registration Form
 9. Documents or evidence of identity of shareholders or representatives of shareholders who are entitled to attend the Meeting
 10. Procedures for participation in the 2019 Annual Ordinary General Meeting of Shareholders
 11. Articles of Association relating to Shareholders' Meetings and Votes for Agenda Items
 12. Map of the Meeting Place

Whereas the Board of Directors of CK Power Public Company Limited (the "Company") has passed a resolution to convene the 2019 Annual Ordinary General Meeting of Shareholders on **Tuesday, April 23, 2019, at 14.00 hours, at Supannika Room, 4th Floor, Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok (Attachment 12)**, and whereas the Company invited shareholders to exercise their rights to propose matters to be included in the meeting agenda in advance, but none of the shareholders proposed any matter, the Board of Directors has therefore determined the meeting agenda, as publicized via the Company's website: www.ckpower.co.th since March 22, 2019, as follows:

- Item 1** **To consider and approve the Minutes of the 2018 Annual Ordinary General Meeting of Shareholders**
- Facts and reasons The 2018 Annual Ordinary General Meeting of Shareholders was held on April 10, 2018. The Company completed the preparation of the Minutes of the Meeting and delivered a copy of the said Minutes of the Meeting to shareholders together with this Notice of the Meeting, as well as publicized the same on the Company's website: www.ckpower.co.th (**Attachment 1**).
- Opinion of the Board Having considered the matter, the Board of Directors is of the opinion that the Minutes of the Meeting were correctly, completely, and clearly recorded, and thus, it is deemed appropriate to propose that the Minutes of the 2018 Annual Ordinary General Meeting of Shareholders be approved by the Ordinary General Meeting of Shareholders.
- Resolution This item must be approved by a majority vote of the shareholders who attend and vote at the Meeting.
- Item 2** **To acknowledge the 2018 Company's operational results**
- Facts and reasons The report on the 2018 Company's operational results is presented in the 2018 Annual Report (QR Code), which has been delivered to shareholders together with this notice of this Meeting, and publicized on the Company's website: www.ckpower.co.th.
- Opinion of the Board It is deemed appropriate to report the 2018 Company's operational results to the Meeting for acknowledgment without passing any resolution (**Attachment 2**).
- Resolution This item is for acknowledgment and thus requires no resolution.
- Item 3** **To consider and approve the 2018 financial statements ended December 31, 2018**
- Facts and reasons The 2018 financial statements ended December 31, 2018 as shown in the 2018 Annual Report has been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor.
- Opinion of the Board It is deemed appropriate to propose that the Shareholders' Meeting approve the 2018 financial statements ended December 31, 2018, which has been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor (**Attachment 2**).
- Resolution This item must be approved by a majority vote of the shareholders who attend and vote at the Meeting.
- Item 4** **To consider and approve the dividend payment for 2018 and the allocation of profit as legal reserve**
- Facts and reasons Based on the separate financial statements for the year ended December 31, 2018, as shown in the 2018 Annual Report (QR Code), the Company derived an operating profit and had no accumulated loss. According to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 54 of the Company's Articles of Association, the Company is prohibited to pay dividend from any money other than profit, including retained earnings. In the case where the Company still has accumulated losses, payment of dividends is prohibited. Dividends

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

In addition, Pursuant to Article 55 of the Company's Articles of Association stipulates that the Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than ten percent of the registered capital of the Company. In this regard, The Company has appropriated the amount of Baht 12,040,860 to such reserve fund for 2018. As at December 31, 2018, the legal reserve as allocated by the Company represented 1.46 percent of the Company's registered capital.

Opinion of the Board Having considered the Company's operational results according to the separate financial statements and the Company's dividend payment policy, the Board of Directors is of the view that in 2018, the Company has enough profit to pay dividends to the shareholders. Therefore, it is deemed appropriate to propose that the Shareholders' Meeting approve the appropriation of funds as legal reserve for 2018 in an amount of Baht 12,040,860, and the dividend payment to be made at a rate of Baht 0.0280 per share, totaling Baht 206,360,000 or representing 85.7 percent of the net profit pursuant to the separate financial statements. Such dividend will be paid to the entitled shareholders, as per the list of shareholders as of the record date on May 2, 2019, provided that should the Ordinary General Meeting of Shareholders approve the dividend payment, such dividend payment is scheduled to be made on May 21, 2019 (**Attachment 3**).

Resolution This item must be approved by a majority vote of the shareholders who attend and vote at the Meeting.

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

Facts and reasons Pursuant to Article 20 of the Company's Articles of Association stipulates that one-third of the number of directors shall vacate their office at each annual ordinary general meeting of shareholders, whereby the directors who have been in office for the longest term shall retire, but may be re-elected. At the 2019 Annual Ordinary General Meeting of Shareholders, four directors are due to retire by rotation, namely, Mr. Plew Trivisvavet, Mr. Narong Sangsuriya, Dr. Patarut Dardarananda, and Mr. Thanawat Trivisvavet.

Shareholders were allowed to nominate persons to be appointed as directors in advance, but none of the shareholders nominated any person for consideration. Therefore, the Nomination and Remuneration Committee has resolved to propose that the four directors who are due to retire by rotation return to their office for another term.

Opinion of the Board The Board of Directors, excluding the nominated directors, has considered the matter and deems it appropriate to propose that the Shareholders' Meeting consider appointing directors to replace those due to retire by rotation, as proposed by the Nomination and Remuneration Committee and the Board of Directors namely, Mr. Plew

Trivisvavet, Mr. Narong Sangsuriya, Dr. Patarut Dardarananda, and Mr. Thanawat Trivisvavet, to return to their office for another term.

In this regard, the Company allowed shareholders to nominate any persons to be appointed as directors in advance, which none of the shareholders nominated any person for consideration (**Attachment 4**).

Resolution

This item must be approved for appointment of directors on an individual basis by a majority vote of the shareholders who attend and vote at the Meeting.

Item 6

To consider the determination of remuneration for directors

Facts and reasons

Pursuant to Article 33 of the Articles of Association stipulates that ...directors shall have the right to receive remuneration, meeting allowances and other benefits... in accordance with the Articles of Association or with the approval of the shareholders' meeting...

The 2018 Annual Ordinary General Meeting of Shareholders approved the 2017 annual bonus in the amount not exceeding Baht 2,800,000 and the remuneration for directors for 2018 in the amount not exceeding Baht 5,000,000, and

For 2019, the Board of Directors deems it appropriate to propose that the Shareholders' Meeting consider determining the remuneration for directors at the existing rates and under the existing rules, as proposed by the resolution of the Nomination and Remuneration Committee's Meeting, as follows:

1. The 2018 annual bonus for directors should be allocated based on the period of their directorship in the total amount of approximately Baht 3,500,000.
2. The remuneration for the Directors and the subcommittees for 2019 should be paid in the amount of approximately Baht 5,000,000, as follows:
 - 2.1 The remuneration for the directors at the rate of Baht 300,000 per person per year and the remuneration for the subcommittee members at the rate of Baht 40,000 per person per year;
 - 2.2 The ex-officio remuneration for the Chairman of the Board of Directors at the rate of Baht 300,000 per person per year, and for the chairmen of the sub-committees at the rate of Baht 100,000 per person per year.
3. No other benefits.

Opinion of the Board It is deemed appropriate to propose that the Shareholders' Meeting approve the determination of remuneration for the directors as proposed by the Nomination and Remuneration Committee and the Board of Directors, as follows:

1. The 2018 annual bonus for the directors should be allocated based on the period of their directorship in the total amount of approximately Baht 3,500,000;
2. The remuneration for 2019 for the directors and the subcommittees in the total amount of approximately Baht 5,000,000.
3. No other benefits.

(Attachment 5).

Resolution This item must be approved by not less than two-thirds of all votes of the shareholders who attend at the Meeting.

Item 7 To consider the appointment of auditor and the determination of remuneration for 2019

Facts and reasons Pursuant to Articles 45 and 53 of the Articles of Association stipulate that the auditors shall be appointed, and remuneration for the auditors shall be fixed at every annual ordinary general meeting of shareholders. A retiring auditor is eligible for re-election.

The Audit Committee's Meeting No. 1/2019 on February 20, 2019 considered the proposal for provision of audit services of the existing auditor: EY Office Limited, and also considered the reliability, independence, knowledge and experience in auditing, provision of advice on accounting standards, timely certification of the financial statements as well as appropriate remuneration. However, there is a rotation of the Company's auditor in order to comply with the regulations of the SEC and related agencies, whereby the Company may appoint another auditor within the same audit office of the existing auditor. Therefore, it was deemed appropriate to propose the Board of Directors to consider to the 2019 Annual Ordinary General Meeting of Shareholders in order to appoint the auditor from the same audit office of the existing and determine remuneration for the year of 2019.

Such nominated auditors are the auditors who have been approved by the Office of the Securities and Exchange Commission and have neither relationship with nor interest in the Company or its subsidiaries, executives, major shareholders or their related persons.

Opinion of the Board It is deemed appropriate to propose that the Shareholders' Meeting approve the appointment of Mr. Chatchai Kasemsrithanawat or Miss Siraporn Ouaanunkun or Mrs. Chonlaros Suntiasvaraporn of EY Office Limited as the Company's auditor for 2019, with the remuneration not exceeding Baht 1,000,000 and other expenses actually incurred, as proposed by the Audit Committee and the Board of Directors **(Attachment 6).**

Resolution This item must be approved by a majority vote of the shareholders who attend and vote at the Meeting.

Item 8 To consider other business (if any)

All shareholders are cordially invited to attend the Meeting on the date, and at the time and place mentioned above. The registration system will be started from 12.30 hours. Any shareholders who are unable to attend the Meeting in person may appoint Dr.Vicharn Aramvareekul, Chairman of the Nomination and Remuneration Committee, Audit Committee Member, Corporate Governance and Risk Management Committee Member and Independent Director, or any other person, as a proxy to attend the Meeting and vote on their behalf. The details of the independent director are provided in the profile of the independent director proposed as proxy (**Attachment 7**).

The Company has enclosed herewith a proxy form (**Attachment 8**) for the 2019 Annual Ordinary General Meeting of Shareholders, please fill in details and sign the proxy form, and send it to the Company by April 12, 2019, or submit it to a registration officer at the Meeting before attending the Meeting. Shareholders or proxy holders are also asked to bring documents and evidence showing that they are shareholders or representatives of shareholders who are entitled to attend the Meeting (**Attachment 9**). The Company will conduct the Meeting in accordance with the procedures for participating and voting method described in the procedures for participating in the 2019 Annual Ordinary General Meeting of Shareholders (**Attachment 10**), and in accordance with the Company's Articles of Association (**Attachment 11**).

By resolution of the Board of Directors

- Signature -

(Dr. Thanong Bidaya)
Chairman of the Board of Directors

- Remarks:**
1. Shareholders or proxy holders attending the Meeting are kindly requested to bring the Registration Form to present to the Registration Desk on the Meeting date. To ensure convenient and rapid registration for attendance at the Meeting, the registration system will be started from 12.30 hours.
 2. Proxy Form A., Form B., or Form C. (Form C is used only for a foreign shareholder appointing a custodian in Thailand) is available for download on the Company's website: www.ckpower.co.th.
Shareholders appointing proxy may submit the proxy in advance to Compliance and Legal Department, CK Power Public Company Limited, Viriyathavorn Building, 587 Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok by April 12, 2019.
 3. Shareholders may request information concerning the agenda items, or submit their questions or suggestions in advance prior to the date of the Meeting at compliance@ckpower.co.th or ir@ckpower.co.th, or facsimile number 02-691-9723, or telephone number 02-691-9720-34 ext. 13100, 13320, 13222 or 2035.
 4. The 2019 Annual Ordinary General Meeting of Shareholders will be conducted in the Thai language. Foreign shareholders are kindly requested to come with interpreter or translator to ensure correct and complete information in the Meeting.
 5. Snacks and beverages will be provided for the shareholders and proxy holders who attend the Meeting.
 6. Souvenirs are not provided in order to comply with the Good Corporate Governance Principles of the Stock Exchange of Thailand.