



บริษัท ซีเค พาวเวอร์ จำกัด (มหาชน)

**CK POWER PUBLIC COMPANY LIMITED**

587 อาคารวิริยะถาวร ถนนสุทธิสารวินิจฉัย แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400

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- Translation -

## **CK Power Public Company Limited**

### **Criteria for Granting the Rights to Shareholders to Propose Agenda and Nominate Persons to be Appointed as Directors in Advance for Annual Ordinary General Meeting of Shareholders**

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#### **Clause 1. Objectives**

CK Power Public Company Limited (“the Company”) realizes the significance of the shareholders in order to promote the good corporate governance principles. Therefore, prior to the Annual Ordinary General Meeting of Shareholders, the Company provides an opportunity for the shareholders to propose any matters beneficial to the Company for including such matters on the agenda, and to nominate any persons to be appointed as directors in advance, which will assist in scrutinizing the agenda to be genuinely beneficial to the Company and selecting qualified persons to serve as the Company’s directors who are able to efficiently perform their duties for the optimum benefits of the Company and all stakeholders, as well as ensuring that the Company complies with the good corporate governance principles with concrete results.

**Clause 2. Qualifications of Shareholders**

Shareholders who wish to propose any agenda or nominate any director must possess such qualifications as follows:

- 2.1 Holding shares in the Company, either individually or collectively;
- 2.2 Holding shares in the Company for a period of at least one year consecutively as from the date of holding shares until the date such agenda is proposed or the name of director is nominated
- 2.3 Holding shares in the Company not less than 5 percentage to paid-up capital.

**Clause 3. Proposal of the Agenda**

- 3.1 The shareholder fully qualified in accordance with Clause 2 of these Criteria may propose any matter to be included on the agenda by completing the Agenda Proposal Form for the Annual Ordinary General Meeting of Shareholders (Form A.), and sign his or her name as evidence, and enclose evidence of shareholding in accordance with 2.2 and 2.3, namely, certificate from the securities company or other evidence from the Stock Exchange of Thailand, and additional supporting documents beneficial to the Board of Directors' consideration (if any), to the Company as per the address below by December 31, 2019 in order for the Board of Directors to have sufficient time to consider the agenda :

**To.**

**Compliance and Legal Department  
CK Power Public Company Limited  
No. 587 Sutthisan Winitchai Road,  
Ratchadaphisek Subdistrict, Dindaeng  
District, Bangkok 10400**

**(Form for Proposal of the Agenda)**

In case that several fully qualified shareholders in accordance with Clause 2 jointly propose Agenda to the Board of Directors, each shareholder is required to sign his or her name, as well as showing evidence of shareholding. In this regard, name of the person mutually designated by all shareholders to act as a contact person on their behalf is required to be indicated, whereby it is deemed that the Company's contact with the designated person is regarded as contact with all such shareholders affixing their signatures.

In case that one or several shareholders fully qualified in accordance with Clause 2 propose more than one agenda, one set of the Agenda Proposal Form shall be prepared for each agenda and signed by such shareholder(s) as evidence.

3.2 To ensure the efficient conduct of the meeting, the Company reserves the right not to include the following matters on the agenda:

- (1) Matters which are against laws, notifications, rules, regulations and requirements of government agencies or regulatory agencies or relevant agencies, or are not in accordance with the Company's Articles of Association, the shareholders' resolutions, or the good corporate governance, unless it is a proposal for amendment to the Company's Articles of Association or review of the shareholders' resolutions;
- (2) Matters which require consideration of the shareholders' meeting as stipulated by law, and the Company has already included the same on the agenda;
- (3) Matters which are not within the scope of power and authority of the shareholders' meeting under the law;
- (4) Matters which are beyond the scope of objectives or power and authority of the Company;
- (5) Matters which were proposed by shareholders in the shareholders' meetings during the past 12 months with affirmative votes of less than 10 percent of the total shares with voting rights, provided that the facts of the said matters have not yet been materially changed;
- (6) Matters in which the shareholder provides incomplete, insufficient or incorrect information, documents or evidence, ambiguous proposal and the proposer cannot be contacted or the matters are proposed beyond the specified period of time;
- (7) Matter which are considered routine or within the management power of the Company, except those that cause material damage to the overall shareholders;
- (8) Matters which are not beneficial to business operation of the company.

3.3 The Company's Independent Directors' Meeting shall consider scrutinizing the matters proposed by the shareholders prior to further proposal of the same to the Board of Directors, and the Company will notify the results of the consideration thereof after the Board of Directors' Meeting by February 2020, whereby the matters which the Board of

Directors approve shall be further included on the agenda in the Notice of the Annual Ordinary General Meeting of Shareholders.

**Clause 4. Nomination of Directors**

- 4.1 The shareholder fully qualified in accordance with Clause 2 of these Criteria is able to nominate a person to be elected as director by completing the Director Nomination Form (Form B.) and requesting the nominated person to sign his or her name in Form B as consent, as well as enclosing evidence of shareholding in accordance with 2.2 and 2.3, namely, certificate from the securities company or other evidence from the Stock Exchange of Thailand, evidence of consent of the nominated person, documents in support of consideration on qualifications, namely, educational background and work experience of the nominated person, and additional supporting documents beneficial to the Board of Directors' consideration (if any), to the Company by December 31, 2019 as per the address below:

<p><b>To.</b></p> <p><b>Compliance and Legal Department CK Power Public Company Limited No. 587 Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400</b></p> <p><b>(Form for Nomination of Directors)</b></p>
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In case that several shareholders fully qualified in accordance with Clause 2 Jointly nominate a person to be director to the Board of Directors, each shareholder shall sign his or her name as well as showing evidence of shareholding. In this regard, name of the person mutually designated by all such shareholders to act as a contact person on their behalf is required to be indicated, whereby it is deemed that the Company's contact with the designated person is regarded as contact with all such shareholders affixing their signatures.

In case that one or several shareholders fully qualified in accordance with Clause 2 nominate more than one person to be director, one set of the Director Nomination Form shall be prepared for each director and signed by such shareholder(s) as evidence, and enclose evidence of consent of the nominated persons and documents in support of consideration on qualifications, namely, educational background and work experience of

such nominated persons, as well as additional supporting documents beneficial to the Board of Directors' consideration (if any) of all nominated persons to be directors.

- 4.2 The person nominated to be director shall possess the qualifications without any prohibited characteristics as follows:
- (1) having such qualifications without any prohibited characteristics under the laws on public limited companies, securities and exchange, and the good corporate governance of the Company;
  - (2) having knowledge and capability in the fields of finance, accounting, law, administration or electricity business which are beneficial for the Company;
  - (3) having Duty of Care and Duty of Loyalty, and no conflict of interest with the Company:
    - (3.1) operating a business or being a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director of other private or public company operating the same business as and in competition with the Company's business;
    - (3.2) not being a contractual party, concessionaire or having interest in the same manner as the Company or being a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director of other private or public company operating the aforesaid business;
    - (3.3) or other cases under the Public Limited Companies Act and/or as stipulated by law;
  - (4) the person nominated to be independent director shall possess the qualifications without any prohibited characteristics as follows:
    - (4.1) holding no more than 0.5 percent of the paid-up capital of the Company, subsidiary, associated company, related company, including such shares held by related persons, which is equivalent to that as specified in the Notification of the Capital Market Supervisory Board.
    - (4.2) 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).

- (4.3) 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.
  - (4.4) 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 the nomination.
  - (4.5) 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.
  - (4.6) Not having any other characteristics preventing him/her from giving an independent opinion
  - (5) having time for the Company, both during and after meetings, as well as carrying out other tasks as assigned by the Board of Directors.
- 4.3 The Company shall consider the list of persons nominated by the shareholders, taking into account the relevant documentary evidence providing complete, correct and sufficient information, whereby the Nomination and Remuneration Committee consider selecting in accordance with the nomination procedures of the Company so as to propose such nominations to the Board of Directors, and then, the Company shall further inform the results of consideration after the Board of Directors' Meeting by February 2020.