

Supporting Document for Item 5: To consider the election 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 during October 1 to December 31, 2019, 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 (2016) 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 2020 Annual Ordinary General Meeting of Shareholders are:


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| (1) | Dr. Jon Wongswan | Chairman of the Audit Committee
Independent Director |
| (2) | Mr. Prasert Marittanaporn | Nomination and Remuneration Committee
Member
Executive Director
Director |
| (3) | Mr. Vorapote Uchoepaiboonvong | Director |
| (4) | Dr. Supamas Trivisvavet | Executive Director
Director |

The Nomination and Remuneration Committee's Meeting No. 2/2020 on February 24, 2020, excluding those directors nominated on this occasion, considered the above-mentioned nomination criteria and methods and then deemed it appropriate to propose the Board of Directors' Meeting consider approving and proposing that the Shareholders' Meeting consider appointing Dr. Jon Wongswan, Mr. Prasert Marittanaporn, Mr. Vorapote Uchoepaiboonvong and Dr. Supamas Trivisvavet, the directors due to retire by rotation in the 2020 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. 2/2020 on February 25, 2020, excluding those directors nominated on this occasion, considered the matter and therefore deemed it appropriate to propose 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 and Dr. Jon Wongswan, the persons who nominated by the Company for appointment as independent directors be able to provide opinions independently and comply with relevant laws and rules.

Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Dr. Jon Wongswan Independent Director 45 years Thai	
Education	- Doctor of Philosophy in Economics Duke University, U.S.A. - Master of Economics Duke University, U.S.A. - Bachelor of Economics (1st Class Honors) Chulalongkorn University	
Training Program	- Director Accreditation Program (DAP) Class 157/2019 Thai Institute of Directors Association	
Current Positions in CK Power Public Company Limited	2018 - Present Chairman of the Audit Committee	
Number of years of directorship	1 years 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 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>	2019 - Present Assistant Managing Director: Head of Investment Solutions, Wealth Management Department Phatra Securities 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 2019	- Board of Directors' Meetings: 4/6 (66.67 percent) - Audit Committees' Meetings: 3/4 (75 percent)	
Performance during directorship	Performing the duties as Chairman of the Audit Committee to provide opinions independently and useful suggestions to the management and director, having knowledge, capability and efficiently including considering, reviewing, providing opinions and suggestions beneficial in to the Audit Committee's and the Board of Directors' Meetings.	


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. 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


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.	No
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.	Yes

Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Mr. Prasert Marittanaporn Director 64 years Thai	
Education	- Thai Institute of Directors Association Kasetsart University - Bachelor of Accounting, Chulalongkorn University	
Training Program	- Successful Formulation & Execution of Strategy (SFE) classs 6/2010 Thai Institute of Directors Association - Capital Market Academy Leadership Program, (CMA) class 9/2009 Capital Market Academy - Role of the Compensation Committee (RCC) class 6/2008 Thai Institute of Directors Association - Director Certification Program (DCP) class 54/2005 Thai Institute of Directors Association	
Current Positions in CK Power Public Company Limited	2011 - Present Director 2012 - Present Member of Executive Committee 2013 - Present Member of Nomination and Remuneration Committee	
Number of years of directorship	8 year 9 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		
Position in other <u>listed companies</u>	2016 - Present Senior Executive 2010 - Present Member of Corporate Social and Environmental Responsibility Committee 2007 - Present Member of Executive Committee 2006 - Present Director CH. Karnchang Public Company Limited	
Position in other <u>non-listed companies</u>	2008 - Present Director Nam Ngum 2 Power Company Limited 2007 - Present Director CH. Karnchang-Tokyu Construction Company Limited 2004 - Present Director SouthEast Asia Energy Company Limited	
Position in other business which may have a conflict of interests with the Company	- None -	
Legal dispute	- None -	
Meeting attendance record in 2019	- Board of Directors' Meetings: 6/6(100 percent) - Executive Committee Meeting 2/2 (100 percent)	


	- Nomination and Remuneration Committee Meeting 10/10 (100 percent)
Performance during directorship	<ul style="list-style-type: none"> - Performing the duties as the Member 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 including considering, reviewing, providing opinions and suggestions beneficial in the management to the Executive Committee's and the Board of Directors' Meetings. - Performing the duties as Nomination and Remuneration Committee Member 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.

Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Mr.Vorapote Uchoepaiboonvong Director 58 years Thai	
Education	- Master of Business Administration (International Banking and Finance) University of Birmingham, U.K. - Master of Accountancy (Costing) Chulalongkorn University - Bachelor of Accountancy, Thammasat University	
Training Program	- Thailand Insurance Leadership Program Class 9/2019 Office of Insurance Commission (OIC) - Security Management and Leadership for Executives Programme (SML) Class 10/2018 The Association of National Defence College of Thailand Under The Royal - Patronage of His Majesty The King - Capital Market Academy Leadership Program (CMA) Class 24 Capital Market Academy - Executive Development Program, Class 9/2013 Fiscal Policy Research Institute Foundation (FPRI) - Developing Corporate Governance Policy Thai Institute of Directors Association - Company Secretary Program (CSP) Class 25/2008 Thai Institute of Directors Association - Director Certification Program (DCP) Class 61/2005 Thai Institute of Directors Association - Audit Committee Program (ACP) Class 10/2005 Thai Institute of Directors Association	
Current Positions in CK Power Public Company Limited	2016 - Present Director	
Number of years of directorship	4 year	
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 Position in other <u>listed companies</u>	2005 - Present Member of Audit Committee Independent Director Union Petrochemical Public Company Limited	
Position in other <u>non-listed companies</u>	2017 - Present Chairman of the Board of Directors Bangkhenchai Company Limited 2011 - Present Directors Chiangrai Solar Company Limited 2011 - Present Directors Nakhon Ratchasima Solar Company Limited	

Position in other business which may have a conflict of interests with the Company	2009 - Present Directors Bangpa-in Cogeneration Company Limited - None -
Legal dispute	- None -
Meeting attendance record in 2019	- Board of Directors' Meetings: 5/6 (83.34 percent)
Performance during directorship	Performing the duties as director being 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 including considering, reviewing, providing opinions and suggestions beneficial in the management to the Board of Directors' Meetings.

Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Dr. Supamas Trivisvavet Director 45 years Thai	
Education	<ul style="list-style-type: none"> - Doctor of Philosophy in Public Administration University of Southern California, U.S.A. - Master of Public Policy, Duke University, U.S.A. - Bachelor of Arts, Chulalongkorn University 	
Training Program	<ul style="list-style-type: none"> - Executive Program on the Rule of Law and Development (RoLD), Class 1/2017, Thailand Institute of Justice Thai Institute of Directors Association - TIJ in Collaboration with the Institute of Global Law and Policy, Harvard Law School Workshop for Emerging Leaders and the Rule of Law & Policy, 2017 Thailand Institute of Justice - Capital Market Academy Leadership Program, (CMA) Class 22 Capital Market Academy - Company Secretary Forum (R-CSF) Class 1/2013 Thai Institute of Directors Association - Special Seminar (RSS) Class 1/2011 Thai Institute of Directors Association - Corporate Secretary Program (CSP) Class 37/2010 Thai Institute of Directors Association - Effective Minute Taking (EMT) Class 16/2010 Thai Institute of Directors Association - Board Reporting Program (BRP) Class 3/2010 Thai Institute of Directors Association - Current Issue Seminar (R-CIS) Class 2/2010 Thai Institute of Directors Association - Director Certification Program (DCP) Class 106/2008 Thai Institute of Directors Association - 'Developing Corporate Governance Policy, 2008 Thai Institute of Directors Association 	
Current Positions in CK Power Public Company Limited	2015 - Present Director Member of Executive Director	
Number of years of directorship (term)	7 years 7 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>	2015 - Present	Member of Executive Committee Director President CH. Karnchang Public Company Limited
<u>Current position in other non-listed companies</u>	2017 - Present	Directors Kamala Senior Living Company Limited
	2017 - Present	Director CH. Karnchang Real Estate Company Limited
	2016 - Present	Director CH. Karnchang-Tokyu Construction Company Limited
	2016 - Present	Director Mahasiri Siam Company Limited
	2016 - Present	Director CH. Karnchang Holding Company Limited
	2016 - Present	Director CK. Office Tower Company Limited
	2008 - Present	Director Bang Pa-in Land Development Company Limited
	2008 - Present	Director Cholavet Civil 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: 6/6 (100 percent) - Executive Committees' Meetings: 10/10 (100 percent)	
Performance during directorship	Performing the duties as the Member 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 including considering, reviewing, providing opinions and suggestions beneficial in the management to the Executive Committee's and the Board of Directors' Meetings.	