

Supporting Document for Item 5: To consider and approve the appointment of directors to replace those due to retire by rotation
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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 general meeting is 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 the 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 the 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 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 the exercise of such rights on the Company's website: www.ckpower.co.th during October 1 to December 31, 2024, 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 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 (and its amendments), 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 2024 Annual General Meeting of Shareholders are:

1. Dr. Thanong Bidaya - Chairman of the Board of Director
- Independent Director
2. Dr. Pavich Tongroach - Chairman of Corporate Governance,
Risk Management and Sustainable
Development Committee
- Audit Committee Member
- Nomination and Remuneration Committee
Member
- Independent Director
3. Mr. David Van Dau - Director
4. Mr. Chaiwat Utaiwan - Director
- Executive Committee Member

The Nomination and Remuneration Committee's Meeting No. 1/2024 on February 20, 2024, 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 to the Shareholders' Meeting for consideration and appointment of Dr. Thanong Bidaya, Dr. Pavich Tongroach, Mr. David Van Dau, and Mr. Chaiwat Utaiwan, the directors due to retire by rotation in the 2024 Annual General Meeting of Shareholders, to resume their office as directors for another term.

6. The Board of Directors' Meeting No. 1/2024 on February 20, 2024, 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 above-mentioned 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 an 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. Also, regarding Dr. Thanong Bidaya and Dr. Pavich Tongroach who is nominated by the Company for appointment as an independent director, the Board of Directors has considered and deemed that the person nominated has qualifications in accordance with the laws relating to the requirements relevant to independent directors. The profiles and qualifications of such nominated directors are as follows;

Person Nominated as Director

Name	Dr. Thanong Bidaya		
Type of Nominated Directorship	Independent Director		
Age	76		
Nationality	Thai		
Education	Ph.D. in Management Northwestern University, U.S.A.		
	M.A. in Economics Northwestern University, U.S.A.		
	B.A. in Economics Yokohama National University, Japan		
Director Training Program	Thai Institute of Directors (IOD) - Director Accreditation Program (DAP) Class 25/2004		
Date of the First appointment	23 August 2012		
Current Positions in CK Power Public Company Limited	23 August 2012– Present Chairman of the Board of Directors Independent Director		
Number of years of directorship (as at meeting date)	11 Year 7 Months		
Reason for nominating the independent director holding the positions for more than 9 years of directorship	He was qualified, knowledgeable, competent, and due to his experience with long tenure in positions, thereby contributing to his increased comprehension of the Company’s business operations, enabling him to greatly provide useful advice on the business operations, to serve as a representative of minority shareholders in considering and scrutinizing significant transactions with specific characteristics, including the capacity to perform duties more consistently and efficiently.		
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		
Position in other listed companies	Period	Positions	Company
	2018 - Present	- Chairman of the Board of Directors - Independent Director	S.Khonkaen Foods Public Company Limited
	2018 - Present	- Chairman of the Board of Directors - Independent Director	Property Perfect Public Company Limited
	2008 - Present	- Chairman of the Board of Directors - Independent Director	TTW Public Company Limited



Position in other <u>Non-listed companies</u>	Period	Positions	Company
	2020 - Present	- Chairman of the Board of Directors	Luang Prabang Power Company Limited
	2010 - Present	- Chairman of the Board of Directors	Xayaburi Power Company Limited
Position in other business which may have a conflict of interest with the Company	-None-		
Legal dispute	-None-		
Meeting attendance record in 2023	- Board of Directors Meetings: 7/7 (100 percent)		
Performance during directorship	Performing the duties as the Chairman of the Board of Directors which being the key role in giving direction and advice to the Board of Directors and the Management to jointly determine policies and the Company's operations direction, as well as encourage the Board of Directors to compliance with Code of Business Conduct and Code of Conduct for Directors and also supervising the management to take actions to act in accordance with such policies with efficiency and effectiveness. Moreover, being the chairman of the Board of Directors' Meetings and the Shareholders' Meeting to supervise the expression of opinions in the meetings cogently and properly, to resolve any conflict in the meetings as well as forming common opinions to become resolutions of the meetings. Supervising and managing to ensure the Company's operations comply with the laws, the Company's 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 directors which are stricter than the requirements of the Office of 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

<p>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.</p>	No
<p>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.</p>	No
<p>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.</p>	No
<p>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.</p>	No
<p>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.</p>	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>	No
<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>	N/A

Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Mr.Pavich Tongroach Independent Director 77 Thai		
Education	Doctor of Science in Pharmacy (Honourary), Chulalongkorn University Doctor of Philosophy (Ph.D.) in Brain Pharmacology, The University of London, U.K. Post-doctoral Research on brain function at Faculty of Medicine University of Tokyo, Japan Master of Science (M.Sc.) in Brain Biology, The University of London, U.K. Bachelor of Pharmacy Chulalongkorn University		
Director Training Program	Thai Institute of Directors (IOD) - Director Certification Program (DCP 131/2010) - Financial Statements for Directors Program (FSD 26/2014)		
Date of the First appointment	21 February 2022		
Current Positions in CK Power Public Company Limited	30 May 2023- Present - Chairman of the Corporate Governance, Risk Management and Sustainable Development Committee 21 February 2022- 29 May 2023 - Member of the Corporate Governance, Risk Management and Sustainable Development Committee 21 February 2022- Present - Member of the Audit Committee - Member of the Nomination and Remuneration Committee - Independent Director		
Number of years of directorship (as at meeting date)	2 Years 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 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		
Position in other listed companies	Period	Positions	Company
	2014 - Present	- Chairman of the Corporate Social and Environmental Responsibility Committee - Audit Committee Member - Independent Director	CH. Karnchang Public Company Limited
	2007-Present	- Director	

Position in other <u>Non-listed companies</u>	Period	Positions	Company
	2018 - Present	- Chairman of the Board of Directors	Bioborn Company Limited
	2013 - Present	- Distinguished Committee Member	National Research Council of Thailand
	2004 - Present	- Adjunct Professor	Naresuan University
	2003 - Present	- Distinguished Scholar	Chulalongkorn University
Position in other business which may have a conflict of interest with the Company	-None-		
Legal dispute	-None-		
Meeting attendance record in 2023	<ul style="list-style-type: none"> - Board of Directors Meetings: 7/7 (100 percent) - Audit Committee Meetings 4/4 (100 percent) - Corporate Governance, Risk Management and Sustainable Development Committee Meetings 6/6 (100 percent) - Nomination and Remuneration Committee Meetings 2/2 (100 percent) 		
Performance during directorship	<ol style="list-style-type: none"> 1. Performing the duties as a director by providing suggestions and advice beneficial to the Management, as well as considering scrutinizing, providing opinions and suggestions beneficial to the management of the Company. 2. Performing the duties as an Audit Committee Member by providing independent opinions which are beneficial to the Board of Directors and the Management. 3. Performing the duties as the Chairman of the Corporate Governance, Risk Management and Sustainable Development Committee, namely, considering, monitoring and reviewing the risk management direction of the Company and its subsidiaries, as well as providing suggestions and monitoring of the compliance with the good corporate governance principles; well supporting and promoting sustainable development operations, and as a director, providing suggestions and advice beneficial to the Management and the Board of Directors' Meetings, as well as always well representing the Company in its subsidiaries. 4. Performing the duties as a Nomination and Remuneration Committee Member by considering the nomination rules and procedures for the 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. 		


Definition of Independent Directors:

The Company defines the Company's independent directors which are stricter than the requirements of the Office of 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
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	Mr. David Van Dau		
Type of Nominated Directorship	Director		
Age	40		
Nationality	American		
			
Education	Bachelor of Economics, Emory University Atlanta, GA USA		
Director Training Program	Thai Institute of Directors (IOD) - Director Accreditation Program (DAP) Class 173/2020 (English Program)		
Date of the First appointment	1 March 2020		
Current Positions in CK Power Public Company Limited	1 March 2020– Present - Director		
Number of years of directorship (as at meeting date)	4 Years 1 Months		
Shareholding in the Company (%)	2.570		
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		
Position in other listed companies	Period	Positions	Company
	2021- Present	- Chief Executive Officer - Chairman of Executive Committee - Risk Management Committee - Nomination and Remuneration Committee - Director	PSG Corporation Public Company Limited
Position in other Non-listed companies	Period	Positions	Company
	2020- Present	- Director - Executive Committee	Nam Ngum 2 Power Company Limited
	2020- Present	- Director - Executive Committee	SouthEast Asia Energy Company Limited
	2020 - Present 2019 - Present 2018 - 2020	- Executive Committee - Director - Managing Director	Luang Prabang Power Company Limited
	2020- Jul 2021	- Director - Executive Committee	Xayaburi Power Company Limited
	2015 - Present	- Director	Lao Coca-Cola Bottling Company Limited
	2010- Present	- Chief Executive Officer	PT Sole Company Limited

Position in other business which may have a conflict of interest with the Company	-None-
Legal dispute	-None-
Meeting attendance record in 2023	- Board of Directors Meetings: 5/7 (71.42 percent)
Performance during directorship	Performing the duties as a director by providing suggestions and advice beneficial to the Management, as well as considering scrutinizing, providing opinions and suggestions beneficial to the management of the Company.

Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Mr.Chaiwat Utaiwan Director 70 Thai			
Education	Master of Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University <hr/> Master of Science (Mathematics and Computer Science) University of Louisville, Kentucky, U.S.A. <hr/> Bachelor of Science in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University			
Director Training Program	Thai Institute of Directors (IOD) - Director Leadership Certification Program (DLCP) Class 1/2022 - Advance Audit Committee Program (AACP) Class 40/2021 - Board Nomination and Compensation Program (BNCP) Class 5/2018 - Boards that Make Difference, (BMD) Class 7/2018 - Role of Chairman Program (RCP) Class 29/2012 - Director Certification Program (DCP) Class 18/2002			
Date of the First appointment	9 April 2015			
Current Positions in CK Power Public Company Limited	9 June 2015- Present	Executive Committee		
	9 April 2015- Present	Director		
Number of years of directorship (as at meeting date)	9 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			
Position in other listed companies	Period	Positions	Company	
	2020 – Present	- Chairman of the Board of Directors	Civil Engineering Public company Limited	
	2020 - Present	- Chairman of the Board of Directors	Next Capital Public Company Limited	
	2020 - Present	- Chairman of the Board of Directors	Thanasiri Group Public Company Limited	
	2018 - Present	- Chairman of the Risk Management Committee - Independent Director - Audit Committee Member	Grand Asset Hotels and Property Public Company Limited	

Position in other listed companies	Period	Positions	Company
	2018 – Present	- Advisor to the Board of Directors	TTW Public Company Limited
	2014 - 2018	- Member of Corporate Governance Committee - Member of Risk Management Committee - Executive Committee - Director - Managing Director	
Position in other Non-listed companies	Period	Positions	Company
	2021- Present	- Honorary Chairman of the Board of Directors and Advisor	Thai Institute of Directors Association (IOD)
	2016 -2021	- Chairman of the Board of Directors - Director	
	2020 – Present	- Chairman of the Board of Directors	MDCUS Company Limited
	2021 – Present	- Advisor of Executive Committee	Faculty of Commerce and Accountancy, Chulalongkorn University
	2020- Present	- Chairman of the Board of Directors	Anabuki-Thanasiri (Thailand) Co.,Ltd.
	2020- Present	- Director	Faculty of Medicine, Chulalongkorn University Foundation
	2016 – Present 2015 – Present	- Qualified Director - Advisory Committee	Faculty of Commerce and Accountancy, Thammasat University
Position in other business which may have a conflict of interest with the Company	-None-		
Legal dispute	-None-		
Meeting attendance record in 2023	- Board of Directors Meetings: 7/7 (100 percent) - Executive Committee Meetings: 11/11 (100 percent)		
Performance during directorship	Performing the duties as a director by providing suggestions and advice beneficial to the Management, as well as considering scrutinizing, providing opinions and suggestions beneficial to the management of the Company.		