



EXECUTIVE COMMITTEE'S CHARTER
CK POWER PUBLIC COMPANY LIMITED

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EXECUTIVE COMMITTEE'S CHARTER

1. OBJECTIVES

The Executive Committee's Charter is draw up to create the Executive Committee Members' clear understanding of their roles, duties and responsibilities towards the Company and its shareholders, together with the scope of authority in management to ensure that the Company's operations are in accordance with policies, work plans and goals established by the Board of Directors and in conformity with laws and the Principles of Good Corporate Governance.

2. COMPOSITIONS

- (1) The Executive Committee shall consist of at least five directors (who are not independent directors) and/or executives, unless approved by the Board of Directors' meeting.
- (2) The Board of Directors will elect one Executive Committee Member to act as Chairman of the Executive Committee.
- (3) The Chairman of the Board of Directors shall not be the same person as the Chairman of the Executive Committee.
- (4) The Chairman of the Executive Committee may be the same person as the Managing Director.
- (5) The Managing Director shall serve as ex-officio secretary of the Executive Committee.

3. QUALIFICATIONS

- (1) The Executive Committee shall be composed of directors or executives of the Company.
- (2) The Executive Committee Members shall have knowledge, abilities, and experience which will be useful to the Company's business operations, have honesty, integrity, adhere to business ethics, and contribute adequate time to provide knowledge, abilities, and perform their duties for the Company to the best of their effort.
- (3) The Executive Committee Members shall neither possess any prohibited characteristics under the laws on public limited companies and the laws on securities and exchange, including any other related laws, nor shall they possess any characteristic which represents a lack of suitability to be entrusted with business management in a publicly held company as defined by the Securities and Exchange Commission.



4. APPOINTMENT, TENURE AND VACATION OF OFFICE

- (1) The Executive Committee shall be appointed by the Board of Directors which shall take into consideration each such person's educational background and occupational experience.
- (2) The Executive Committee Member shall have a term of office for three years, which shall have the term of office as a director of the Company, and when the term of office is expired, he/she may be re-appointed as the Board of Directors deems appropriate.
- (3) The Executive Committee Members shall vacate office upon:
 - Expiration of their term of office;
 - Death;
 - Resignation;
 - Termination of their directorship of the Company;
 - Disqualification or possession of any prohibited characteristics under the laws on public limited companies and/or the laws on securities and exchange;
 - Being removed by a resolution of the Board of Directors' Meeting.
- (4) Any member of the Executive Committee wishing to resign shall submit a resignation letter to the Company. The resignation shall take effect from the date on which the resignation letter reaches the Company.
- (5) In case of any vacancy for the Executive Committee, the Board of Directors shall select any qualified person to fill such vacancy.

5. MEETINGS

- (1) The Executive Committee shall hold or call a meeting as it may deem appropriate. The Chairman of the Executive Committee or the secretary of the Executive Committee, in his/her capacity as delegate of the Chairman of the Executive Committee, shall call the Executive Committee's meetings.
- (2) In calling the Executive Committee's meeting, notice of the meeting shall be sent to the Executive Committee Members in advance at least seven days prior to the date of the meeting, except in case of necessary or urgency. Such notice shall specify the date, time, place, and agenda of the meeting.
- (3) A quorum of the Executive Committee's meeting shall consist of at least one half of the total number of the Executive Committee Members. In the event that the Chairman of the Executive

Committee is absent or is unable to perform his or her duties, The Executive Committee Members present at the meeting shall elect one among themselves to preside over the meeting.

- (4) Any final decision of the Executive Committee's meeting shall be passed by majority vote. Each member of the Executive Committee shall have one vote, except where any member of the Executive Committee having personal interests in any matter shall have no right to vote on such matter. In the case of an equality of votes, the Chairman of the meeting shall have an additional casting vote.

6. SCOPE OF DUTIES AND RESPONSIBILITIES

- (1) Propose goals, policies, business plans, including business strategies and annual budget of the Company, business expansion, financial plans, human resource management policy, and consider as well as scrutinizing proposals of the Management for submission of the same to the Board of Directors for consideration and approval.
- (2) Supervise and oversee the business operations of the Company and monitor the operating results of the Company in accordance with the defined policies, goals, strategies, work plans, and budgets as approved by the Board of Directors to ensure efficiency, including provision of suggestions on management to high-level executives.
- (3) Consider entering into transactions of various types according to the Table of Authority, for example:
 - Consider approving the use of money for investment, execution of financial transactions with financial institutions for opening of an account, loan, pledge, mortgage, guarantee, and any other transactions in an ordinary course of business of the Company in the amount not exceeding Baht 500 Million or within the amount as approved by the Board of Directors.
 - Establish the Organization Chart.
 - Consider approving employment/termination of employment, and determine the remuneration for high-level executives holding the position of Deputy Managing Director.
- (4) Consider approving transactions in an ordinary course of business, together with transactions in support of the ordinary course of business of the Company on general trading conditions, with each transaction having an amount not exceeding Baht 500 Million but not exceeding the budget approved by the Board of Directors or as the Board of Directors has approved in principle, subject to the rules of the Office of the Securities and Exchange Commission, including the Stock Exchange of Thailand in relation to execution of related party transactions and transactions on acquisition or disposition of assets.

- (5) Consider the proposed payment for interim dividend or annual dividend for submission of the same to the Board of Directors' approval or consent for further forwarding the same to the shareholders' meeting, as the case may be.
- (6) Consider approving interim dividends of the Company's subsidiaries.
- (7) Consider approving execution of any connected transactions in which they are not considered stakeholders, with such transactions having the trading conditions in a manner persons of ordinary prudence might enter into with general parties under the same circumstances, through commercial negotiation without exercising influence in their capacity between the Company and its subsidiaries with any Executive Committee Member or their related persons, as well as making arrangements in various steps as necessary and related to execution of such transaction, and consider authorizing any person to proceed with such matter under the scope of authorization from time to time. The Executive Committee shall report on execution of the transaction of such category with significant high value to the Board of Directors' meeting on a quarterly basis or as required by the Board of Directors.
- (8) Authorize a member(s) of the Executive Committee or Managing Director or one or several other person(s) to take any action on behalf of the Executive Committee, subject to its monitoring and supervision, and for the period of time as the Board deems appropriate, which such authorization may be cancelled, revoked, changed or amended by the Executive Committee as it deems appropriate.

Such authorization must be made in writing or recorded in a resolution of the Executive Committee, and the scope of powers, duties and period of time (if any) of such authorized person must be clearly specified therein.

The said authorization must not be construed to empower such authorized person(s) to consider and approve any transaction in which such person(s) may have a conflict, interest, or which may give rise to any other conflicts of interest, to be executed with the Company, except for approval of such transaction in compliance with the policies and rules which have already been considered and approved by the Board of Directors or such transaction in the ordinary course of business on the general trading conditions, subject to the rules, conditions and procedures as specified in relation to related party transactions and transactions on acquisition or disposition of assets of listed companies under the Notifications of the Capital Market Supervisory Board and/or any other notifications of the relevant authorities.



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Revision No. 01

Effective Date

November 26, 2020

- (9) Consider scrutinizing work of all types which must be proposed to the Board of Directors' meeting, unless such work is within the scope of authority, responsibility, and/or empowered to be considered and scrutinized by other subcommittees of the Company for direct submission of the same to the Board of Directors.
- (10) Consider reviewing and updating the Executive Committee's Charter on a yearly basis.
- (11) Perform other duties as assigned by the Board of Directors.

In this regard, it has a power to amend the Executive Committee's scope of powers in consideration and approval per clauses (1) - (11) as appropriate and as required by laws for such time being in force.

7. REPORTING

- (1) The Executive Committee shall be responsible to the Board of Directors and shall therefore have a duty to report on the operating results in each Board of Directors' meeting.
- (2) The secretary of the Executive Committee shall have a duty to prepare minutes of the Executive Committee's meetings.

8. ASSESSMENT OF THE EXECUTIVE COMMITTEE'S PERFORMANCE

The Executive Committee must carry out an assessment of its performance during the previous year to review its performance, problems, and obstacles, as well as adopting suggestions for further improvement and development of its performance.

In this regard, the original Charter which was promulgated on January 10, 2013 shall be revoked and replaced by the revised Charter No. 1 which has been already considered and approved by the Board of Directors' Meeting No. 7/2020 on November 26, 2020.

This Charter shall be effective from November 26, 2020 onwards.

It is hereby announced for general acknowledgment and action.

-Signature-

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