

- 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 the 2025 Annual General Meeting of Shareholders**

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**Clause 1. Objectives**

CK Power Public Company Limited (“the Company”) acknowledges the importance of the shareholders and the need to promote good corporate governance principles. Therefore, prior to the Annual General Meeting of Shareholders, the Company provides an opportunity for the shareholders to propose any matters beneficial to the Company for inclusion on the agenda, and to nominate persons to be appointed as directors in advance. This will assist in the agenda consideration and in the selection of qualified persons to serve as the Company’s directors, as well as ensuring compliance with good corporate governance principles.

**Clause 2. Qualifications of Shareholders**

Shareholders who wish to propose any agenda or nominate any director must possess the following qualifications:

- 2.1 Hold shares in the Company either individually or collectively on the date which the agenda was proposed and/or the name was nominated.
- 2.2 The shareholding ratio in the Company must not be less than 5 percent of paid-up capital.
- 2.3 All shareholders in item 2.2 have been holding their shares in the Company continuously for a period of at least one year.

**Clause 3. Criteria for proposing the Agenda and Nominating a person.**

**3.1 Proposal of the Agenda**

The following matters shall not be included 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 and the Company has already included 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) Matters 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 the business operation of the Company.

### 3.2 Nomination of Directors

The person **nominated to be appointed as 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 such as:
  - (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 the same interest 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 appointed as 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) Not being involved in the management, and not being employee/staff/advisor who receiving a regular salary, or being a 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 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 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.
- (4.7) 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 or Committee.

**Clause 4. Channels and Procedures for Submission.**

- 4.1 The shareholder fully qualified as specified in Clause 2 of these Criteria shall prepare the letter to propose the agenda and/or nominate a person to be appointed as director in the Annual General Meeting using “**the Agenda Proposal Form for the Annual General Meeting of Shareholders (Form A.)**” and/or “**the Director Nomination Form (Form B.)**” as attached herewith, enclosed with the evidence according to clause 4.2. The Shareholder may informally inform the matter via electronic mail at E-mail Address: [compliance@ckpower.co.th](mailto:compliance@ckpower.co.th) prior to sending the original copy of the document to the Board within December 31<sup>st</sup>, 2024 via post address as follows:

To.

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

( Agenda Proposal form / Directors Nomination Form )

4.2 Evidence and Attachment as follows:

- (1) 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,
- (2) In case shareholder is a legal entity, the certified copies of Affidavit of the legal entity and the Identification Card/Passport (in case of foreigner) of the director(s) authorized to sign the Form shall be enclosed.
- (3) Evidence of consent of the nominated person and documents in support of consideration on qualifications, namely, educational background and work experience of the nominated person.
- (4) Additional supporting documents beneficial to the Board of Directors' consideration (if any)

4.3 If several shareholders fully qualified as specified in Clause 2 jointly propose the agenda and/or nominate a person to the Board, each shareholder shall sign their name as well as enclosing the evidence of their shareholding. In this regard, the 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.

4.4 In case one or several shareholders fully qualified as specified in Clause 2 propose more than one agenda, one set of the Form A. shall be prepared for each agenda and/or nominate more than one person to be appointed as director, one set of the Form B. shall be prepared for each candidate, duly signed by such shareholder(s) as evidence, and proposed to the Board with the evidence according to Clause 4.2. The document shall be separated by each Agenda and/or by each person nominated to be considered and appointed as director.

4.5 Any inquiries could be send via company's website at [www.ckpower.co.th](http://www.ckpower.co.th) or E-mail: [compliance@ckpower.co.th](mailto:compliance@ckpower.co.th) or Call 02 691 9720-34 ext. 3420, 3422

4.6 Matters may be submitted during October 1<sup>st</sup>, 2024, until December 31<sup>st</sup>, 2024 for the Annual General Meeting of 2025

## Clause 5. Consideration Procedures

5.1 The Corporate Secretary shall initially review the proposal for the Board:

- (1) If the information provided is incomplete or incorrect, the Company Secretary will notify the shareholders by January 8<sup>th</sup>, 2025. If the shareholders fail to correct and submit the revised original to the Company by January 15<sup>th</sup>, 2025. The Corporate Secretary will notify the shareholders that the proposal is not accepted.
- (2) If the shareholder does not have the qualifications as required in 2, the Company Secretary will notify the shareholders that the proposal is not accepted by January 8<sup>th</sup>, 2025.
- (3) The Company Secretary will propose the proposal which was in accordance with the criteria specified in 3.1 and 3.2, to the Board, for further consideration.

5.2 The Board of Directors shall consider the appropriateness of the Meeting Agenda proposed by the shareholders, which shall not have any characteristics as per Clause 3.1 unless considered otherwise by the Board of Directors. As for such persons nominated for consideration and appointed as directors, the Nomination and Remuneration Committee shall consider their suitability in accordance with the Company's director nomination procedure for further submission to the Board of Directors, unless considered otherwise by the Nomination and Remuneration Committee or the Board of Directors.

5.3 Matters approved by the Board of Directors shall be included in the Meeting Agenda and the name of such person approved by the Board of Directors shall be included in the Meeting Agenda in the Notice of the Annual General Meeting of Shareholders, together with opinions of the Board of Directors. As for those matters not approved by the Board of Directors, the Company shall promptly give notice to the relevant shareholders after the Board of Directors' Meeting or within the next working day via the publication channels of the Stock Exchange of Thailand and the Company's website [www.ckpower.co.th](http://www.ckpower.co.th). Also reinform the Meeting of shareholders on the date of the shareholder meeting.