

Supporting Document for Item 5: To consider and approve the appointment 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 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 2025 Annual General Meeting of Shareholders are:

1. Mr. Plew Trivisvavet
 - Chairman of the Executive Committee
 - Director
2. Dr. Patarut Dardarananda
 - Chairman of Nomination and Remuneration Committee
 - Independent Director
 - Audit Committee Member
 - Corporate Governance, Risk Management and Sustainable Development Committee Member
3. Mr. Vorapote Uchoepaiboonvong
 - Director
 - Executive Committee Member
 - Nomination and Remuneration Committee Member
4. Mr. Thanawat Trivisvavet
 - Director
 - Executive Committee Member
 - Corporate Governance, Risk Management and Sustainable Development Committee Member
 - Managing Director

The Nomination and Remuneration Committee's Meeting No. 1/2025 on February 20, 2025, 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 Mr. Plew Trivisvavet, Dr. Patarut Dardarananda, Mr. Vorapote Uchoepaiboonvong and Mr. Thanawat Trivisvavet, the directors due to retire by rotation in the 2025 Annual General Meeting of Shareholders, to resume their office as directors for another term.

6. The Board of Directors' Meeting No. 1/2025 on February 20, 2025, 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. Patarut Dardarananda 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 Type of Nominated Directorship Age Nationality	Mr. Plew Trivisvavet Director 79 Thai			
Education	Honorary Doctor of Science Degree, Industrial Management Honorable Doctorate of Engineering (Civil Engineering) Kasetsart University Honorable Doctorate of Science (Civil Engineering) Thai-Nichi Institute of Technology Honorable Doctorate of Engineering (Civil Engineering) Nakhon Phanom University Honorable Doctorate of Engineering (Civil Engineering) Rajamangala University of Technology Isan M.Sc. (Electrical Engineering), Osaka University, Japan B.Sc. (Electrical Engineering), Osaka University, Japan			
Director Training Program	Thai Institute of Directors (IOD) - Director Certification Program (DCP) Class 50/2004 - Director Accreditation Program (DAP) Class 18/2004 - Finance for Non-Finance Directors (FND) Class 13/2004			
Date of the First appointment	3 June 2011			
Current Positions in CK Power Public Company Limited	23 August 2012– Present Chairman of the Executive Committee 3 June 2011– Present Director			
Number of years of directorship (as at meeting date)	13 Year 10 Months			
Shareholding in the Company (%)	0.062			
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	
	2007 – Present	- Corporate Governance and Risk Management Committee Member	CH. Karnchang Public Company Limited	
	2003 – Present	- Nomination and Remuneration Committee Member		
	1994 - Present	- Chairman of the Executive Committee - Director		

Position in other listed companies	Period	Positions	Company
	2006 - Present	- Vice Chairman of the Board of Directors - Director	TTW Public Company Limited
	2022 – Present 2016 – Present 2016 – 2024	- Chairman of the Board of Directors - Director - Chairman of the Executive Committee	Bangkok Expressway and Metro Public Company Limited
Position in other Non-listed companies	Period	Positions	Company
	2023-Present	- Director	CH.Karnchang (Laos) Company Limited
	2020-Present	- Chairman of the Executive Committee - Director	Luang Prabang Power Company Limited
	2010 – Present	- Chairman of the Executive Committee - Director	Xayaburi Power Company Limited
	2021-Present 2006 - Present	- Acting Chairman of the Board of Directors - Chairman of the Executive Committee - Director	Nam Ngum 2 Power Company Limited
	2021-Present 2004 – Present	- Acting Chairman of the Board of Directors - Chairman of the Executive Committee - Director	SouthEast Asia Energy Limited
	1996 – Present	- Chairman of the Board of Directors - Chairman of the Executive Committee	Northern Bangkok Expressway Company Limited
	1994 – Present	- Director	CH.Karnchang Holding Company Limited
	1992 - Present	- Director	CK.Office Tower Company Limited
	1991 - Present	- Chairman of the Board of Directors - Director	CH.Karnchang Real Estate Company Limited
	1990 - Present	- Director	Expert Transport Company Limited

	1988 - Present	- Director	Bangpa-in Land Development Company Limited
	1983 - Present	- Director	Mahasiri Siam Company Limited
	1981 - Present	- Chairman of the Board of Directors - Director	CH.Karnchang-Tokyu Construction Company Limited
Position in other business which may have a conflict of interest with the Company	-None-		
Legal dispute	-None-		
Meeting attendance record in 2024	- Board of Directors Meetings: 7/7 (100 percent) - Executive Committee Meetings: 13/13 (100 percent)		
Performance during directorship	Performing the duties as the Chairman 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; and as a director, providing suggestions and advice beneficial to the Management, including considering, reviewing, providing opinions and suggestions beneficial in management to the Executive Committee's and the Board of Directors' Meetings, as well as always well representing the Company in its subsidiaries.		

Position in other Non-listed companies	-None-
Position in other business which may have a conflict of interest with the Company	-None-
Legal dispute	-None-
Meeting attendance record in 2024	- 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 a Corporate Governance, Risk Management and Sustainable Development Committee Member, 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 the Chairman of the 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	No


	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.	
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.Vorapote Uchoepaiboonvong Director 63 Thai			
Education	Master of Business Administration (International Banking and Finance), University of Birmingham, U.K. Master of Accountancy (Costing), Chulalongkorn University			
Director Training Program	Thai Institute of Directors (IOD) - Developing Corporate Governance Policy Class 1/2008 - Company Secretary Program (CSP) Class 25/2008 - Director Certification Program (DCP) Class 61/2005 - Audit Committee Program (ACP) Class 10/2005			
Date of the First appointment	1 March 2016			
Current Positions in CK Power Public Company Limited	1 March 2016- Present	Director		
	21 February 2022- Present	Executive Committee		
	17 February 2022- Present	Member of the Nomination and Remuneration Committee		
Number of years of directorship (as at meeting date)	9 Years 1 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	
	2005 - Present	- Chairman of the Risk and Audit Committee Member - Independent Director	Union Petrochemical Public Company Limited	
	2021 - 2024	- Chairman of the Audit Committee - Independent Director	Euroasia Total Logistics Company Limited	
Position in other Non-listed companies	Period	Positions	Company	
	2020 - Present	- Director - Managing Director	Xayaburi Power Company Limited	
	2020 - Present	- Executive Committee	Luang Prabang Power Company Limited	
	2017 - Present	- Chairman of the Board of Directors	Bangkhenchai Company	

	2011 - Present	- Director	Chiang Rai Solar Company Limited
	2011 - Present	- Director	Nakhon Ratchasima Solar Company Limited
	2009 - Present	- Director	Bangpa-in Cogeneration Limited
Position in other business which may have a conflict of interest with the Company	-None-		
Legal dispute	-None-		
Meeting attendance record in 2024	- Board of Directors Meetings: 7/7 (100 percent) - Executive Committee Meetings 13/13 (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 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. 		

Person Nominated as Director

Name Type of Nominated Directorship Age Nationality	Mr. Thanawat Trivisvavet Director 46 years Thai 		
Education	Master of Arts in Economics, Northwestern University, USA. Bachelor of Science in Economics (Summa Cum Laude, Graduation with Distinction), Duke University, USA.		
Director Training Program	Thai Institute of Directors (IOD) - Director Certification Program (DCP) Class 116/2009		
Date of the First appointment	3 June 2011		
Current Positions in CK Power Public Company Limited	3 June 2011 - Present 23 August 2012 - Present 1 July 2015 - Present	Director Executive Director Member of the Corporate Governance Risk Management and Sustainable Development Committee, Managing Director Company Secretary	
Number of years of directorship (as at meeting date)	13 Year 10 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
-None-			
Position in other Non-listed companies	Period	Positions	Company
2022 - Present - Director SouthEast Asia Energy Limited			
2020 - Present - Director - Executive Committee - Managing Director Luang Prabang Power Company Limited			
2020 - Present - Director Bangkhenchai Company Limited			
2016 - Present - Chairman of the Board of Directors Bangpa-in Cogeneration Company Limited			
2010 - Present - Director - Executive Committee Xayaburi Power Company Limited			
2006 - Present - Director - Executive Committee Nam Ngum 2 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 2024	<ul style="list-style-type: none"> - Board of Directors Meetings: 7/7 (100 percent) - Executive Committee Meetings: 13/13 (100 percent) - Corporate Governance, Risk Management and Sustainable Development Committee Meetings 6/6 (100 percent)
Performance during directorship	<ol style="list-style-type: none"> 1. Serving as Executive Committee, Managing Director and Company Secretary, performing managerial duties in accordance with the strategies and action plans as designated by the Board of Directors with achievements in an efficient and smooth manner, and being a qualified personnel having capability to perform duties under his responsibility with efficiency and transparency; while also supervising the Company's operations as a listed company in full compliance with the good corporate governance rules of the Stock Exchange of Thailand 2. 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. 3. Performing the duties as a Corporate Governance, Risk Management and Sustainable Development Committee Member, 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.