

## Part 2

### Management and Corporate Governance

#### 7. Information on Securities and Shareholders of the Company

##### 7.1 Registered Capital and Paid-up Capital

- (1) As at December 31, 2020, the Company's registered capital amounted to Baht 9,240,000,000, divided into 9,240,000,000 ordinary shares, at the par value of Baht 1 per share, 8,129,382,729 shares of which were already paid-up, amounting to Baht 8,129,382,729.
- (2) The Company has no other shares besides the ordinary shares.

##### 7.2 Shareholders

##### 7.2.1 List of Major Shareholders of the Company

- (a) Top 10 major shareholders as at December 30, 2020, which was the most recent closing date of the share register, were listed as follows:

No.	Name	Number of Shares	Shareholding Percentage
1	CH. Karnchang Public Company Limited	2,492,961,348	30.666
2	TTW Public Company Limited	2,030,759,929	24.980
3	Bangkok Expressway and Metro Public Company Limited	1,429,790,913	17.588
4	PT SOLE COMPANY LIMITED	200,000,000	2.460
5	Miss Chawaysara Pornpibul	131,800,000	1.621
6	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	106,787,078	1.314
7	Thai NVDR Co., Ltd.	106,107,813	1.305
8	Mr. Min Thianvorn	70,000,000	0.861
9	Mr. Sombat Phanichewa	63,600,000	0.782
10	Mr. Uthaiphan Jirakunphongthon	40,900,000	0.503
Total		6,672,707,081	82.081

##### Free Float Percentage of the Company

According to the information on shareholders as at the closing date of the share register for the right to attend the Ordinary General Meeting of Shareholders on June 25, 2020, the free float of the non-strategic shareholders was 23.81 percent of all issued and sold shares.

### Shareholding by Directors and Executives

According to the list of shareholders as at December 30, 2020, there were five directors and executives holding shares in the Company as follows:

Name	Position	Shareholding Percentage	
		Number of Shares	Percentage of All Shares
Mr. Plew Trivisvavet (by himself and his spouse)	Chairman of the Executive Committee	5,000,000	0.062
Dr. Jon Wongswan	Chairman of the Audit Committee	400,000	0.005
Dr. Vicharn Aramvareekul	Chairman of the Nomination and Remuneration Committee	2,680	0.000
Mr. David Van Dau (by the legal entity with more than 30 percent shareholding) <sup>1</sup>	Director	201,039,300	2.473
Dr. Michael Eric Raeder <sup>2</sup>	Deputy Managing Director : Engineering	170,000	0.002
Total		206,611,980	2.542

**Remark:** <sup>1</sup> Shares held under Thai NVDR Co., Ltd. in the amount of 1,039,300 shares.

<sup>2</sup> Shares held under Thai NVDR Co., Ltd.

(b) Major shareholders, who by circumstances had substantial influence on the Company's management policy or operations, comprised:

No.	Name	Number of Shares	Shareholding Percentage
1	CH. Karnchang Public Company Limited	2,492,961,348	30.666
2	TTW Public Company Limited	2,030,759,929	24.980
3	Bangkok Expressway and Metro Public Company Limited	1,429,790,913	17.588
	Total	5,953,512,190	73.234

Remarks:

- Top 10 shareholders of CH. Karnchang Public Company Limited as at June 30, 2020, which was the closing date of the share register for the right to attend the shareholders' meeting, comprised:

No.	Name	Number of Shares	Shareholding Percentage
1	Mahasiri Siam Co., Ltd.	242,745,365	14.33
2	CH. Karnchang Holding Co., Ltd.	181,787,530	10.73
3	Thai NVDR Co., Ltd.	117,743,888	6.95
4	CK. Office Tower Co., Ltd.	86,048,212	5.08
5	Bangkok Bank Public Company Limited	38,950,000	2.30
6	UOB KAY HIAN (HONG KONG) LIMITED - Client Account	31,185,300	1.84
7	SOUTH EAST ASIA UK (TYPE C) NOMINEE LIMITED	27,834,105	1.64
8	CH. Karnchang Public Company Limited	22,051,900	1.30
9	SCB DIVIDEND STOCK 70/30 LONG TERM EQUITY FUND (Long Term Equity Fund)	20,455,400	1.21
10	Krungsri Dividend Stock LTF (KFLTFDIV)	19,705,100	1.16
Total		788,506,800	46.54

- Top 10 shareholders of TTW Public Company Limited as at September 3, 2020, which was the closing date of the share register for the right to receive dividend, comprised:

No.	Name	Number of Shares	Shareholding Percentage
1	Mitsui Water Holdings (Thailand) Company Limited	1,036,500,000	25.98
2	CH. Karnchang Public Company Limited	774,077,400	19.40
3	Bangkok Expressway and Metro Public Company Limited	736,900,000	18.47
4	Thai NVDR Co., Ltd.	255,488,585	6.40
5	Bangkok Life Assurance Public Company Limited	139,904,800	3.51
6	Mr. Min Thianvorn	80,000,000	2.01
7	AIA COMPANY LIMITED - EQDP - D FUND 1	65,742,100	1.65
8	SOUTH EAST ASIA UK (TYPE C) NOMINEE LIMITED	40,911,900	1.03
9	Mr. Phaisan Chatphithak	32,500,000	0.81
10	Dhipaya Insurance Public Company Limited	24,360,700	0.61
Total		3,186,385,485	79.87

- Top 10 shareholders of Bangkok Expressway and Metro Public Company Limited as at June 26, 2020, which was the closing date of the share register for the right to attend the 2020 Annual Ordinary General Meeting of Shareholders, comprised:

No.	Name	Number of Shares	Shareholding Percentage
1	CH. Karnchang Public Company Limited	4,787,121,829	31.32
2	Mass Rapid Transit Authority of Thailand	1,256,259,584	8.22
3	Thai NVDR Co., Ltd.	1,205,839,759	7.89
4	Krung Thai Bank Public Company Limited	815,356,075	5.33
5	Social Security Office	480,341,600	3.14
6	Mr. Wichai Wachiraphong	369,888,857	2.42
7	STATE STREET EUROPE LIMITED	305,512,331	2.00
8	Bangkok Bank Public Company Limited	303,448,709	1.99
9	SOUTH EAST ASIA UK (TYPE C) NOMINEE LIMITED	290,696,674	1.90
10	Mr. Min Thianvorn	200,000,000	1.31
Total		10,014,456,418	65.52

## 7.2.2 List of Shareholders of Subsidiaries Operating Core Businesses

### (a) SouthEast Asia Energy Limited (“SEAN”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	CK Power Public Company Limited	405,213,999	61.333
2	RATCH Group Public Company Limited	220,225,000	33.333
3	Shlapak Development Company Limited <sup>2</sup>	35,236,000	5.333
4	Mr. Nopadol Intralib	1	0.000
Total		660,675,000	100.000

Remarks: <sup>1</sup> Information as at the 2020 Annual Ordinary General Meeting of Shareholders held on March 19, 2020. In 2020, the shareholdings in SEAN remained unchanged.

<sup>2</sup> Incorporated in Commonwealth of the Bahamas (the Bahamas).

(b) Nam Ngum 2 Power Company Limited (“NN2”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	SouthEast Asia Energy Limited	660,675,000	75.000
2	EDL - Generation Public Company <sup>2</sup>	220,225,000	25.000
Total		880,900,000	100.000

Remarks: <sup>1</sup> Information as at the 2020 Ordinary General Meeting of Shareholders on March 19, 2020. In 2020, the shareholdings in NN2 remained unchanged.

<sup>2</sup> Incorporated in the Lao PDR and as a subsidiary of Electricité du Laos.

(c) Bangpa-in Cogeneration Limited (“BIC”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	CK Power Public Company Limited	175,824,998	65.000
2	Global Power Synergy Public Company Limited	67,625,001	25.000
3	Industrial Estate Authority of Thailand	21,640,000	8.000
4	Mrs. Napaporn Poowuttikul	5,410,000	2.000
5	Mr. Nopadol Intralib	1	0.000
Total		270,500,000	100.000

Remark: <sup>1</sup> Information as at the 2020 Annual Ordinary General Meeting of Shareholders on March 20, 2020. In 2020, the shareholdings in BIC remained unchanged.

(d) Bangkhengchai Company Limited (“BKC”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	CK Power Public Company Limited	2,342,498	100.000
2	Mr. Narong Sangsuriya	1	0.000
3	Mr. Vorapote Uchoepaiboonvong	1	0.000
Total		2,342,500	100.000

Remark: <sup>1</sup> Information as at the 2020 Annual Ordinary General Meeting of Shareholders on March 18, 2020. In 2020, the shareholdings in BKC remained unchanged.

(e) CKP Solar Limited (“CKP Solar”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	CK Power Public Company Limited	199,998	100.000
2	Mr. Vorapote Uchoepaiboonvong	1	0.000
3	Mr. Nopadol Intralib	1	0.000
Total		200,000	100.000

Remark: Currently, CKP Solar has not yet started its business operation.

<sup>1</sup> Information as at the 2020 Annual Ordinary General Meeting of Shareholders on April 22, 2020. In 2020, the shareholdings in CKP Solar remained unchanged.

(f) Helios Power Limited (“Helios”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	CK Power Public Company Limited	9,998	100.000
2	Mr. Vorapote Uchoepaiboonvong	1	0.000
3	Mr. Nopadol Intralib	1	0.000
Total		10,000	100.000

Remark: Currently, Helios has not yet started its business operation.

<sup>1</sup> Information as at the 2020 Annual Ordinary General Meeting of Shareholders on April 22, 2020. In 2020, the shareholdings in Helios remained unchanged.

(g) Apollo Power Limited (“Apollo”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	CK Power Public Company Limited	9,998	100.000
2	Mr. Vorapote Uchoepaiboonvong	1	0.000
3	Mr. Nopadol Intralib	1	0.000
Total		10,000	100.000

Remark: Currently, Apollo has not yet started its business operation.

<sup>1</sup> Information as at the 2020 Annual Ordinary General Meeting of Shareholders on April 22, 2020. In 2020, the shareholdings in Apollo remained unchanged.

(h) Sole Power Limited (“Sole”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	CK Power Public Company Limited	9,998	100.000
2	Mr. Vorapote Uchoepaiboonvong	1	0.000
3	Mr. Nopadol Intralib	1	0.000
Total		10,000	100.000

Remark: Currently, Sole has not yet started its business operation.

<sup>1</sup> Information as at the 2020 Annual Ordinary General Meeting of Shareholders on April 22, 2020. In 2020, the shareholdings in Sole remained unchanged.

(i) Vis Solis Limited (“Vis Solis”)

No.	Name	Number of Shares <sup>1</sup>	Shareholding Percentage
1	CK Power Public Company Limited	9,998	100.000
2	Mr. Vorapote Uchoepaiboonvong	1	0.000
3	Mr. Nopadol Intralib	1	0.000
Total		10,000	100.000

**Remark:** Currently, Vis Solis has not yet started its business operation.

<sup>1</sup> Information as at the 2020 Annual Ordinary General Meeting of Shareholders on April 22, 2020. In 2020, the shareholdings in Vis Solis remained unchanged.

### 7.2.3 Shareholders' Agreement

As at December 31, 2020, the Company had no shareholders' agreement on any matter affecting the Company's issuance and offering for sale of securities or its management.

## 7.3 Issuance of Other Securities

### (1) Debt Instruments

#### - Debenture

The 2020 Annual Ordinary General Meeting of Shareholder on August 3, 2020 resolved to approve the extension of credit limit for the issuance and offering of debentures to not exceeding Baht 20,000 million from the previous credit limit of not exceeding Baht 10,000 million.

As at December 31, 2020, the Company had a total of five series of the outstanding debentures, with the total outstanding value amounting to Baht 10,500 Million, per the following details:

Symbol	Issue Date	Maturity Date	Interest Rate	Outstanding Value
CKP216A	June 18, 2018	June 18, 2021	2.56% per annum	Baht 4,000 Million
CKP286A <sup>1</sup>	June 18, 2018	June 18, 2028	4.06% per annum	Baht 2,500 Million
CKP22A	November 25, 2020	November 25, 2022	2.31% per annum	Baht 1,000 Million
CKP23A	November 25, 2020	November 25, 2023	2.62% per annum	Baht 1,500 Million
CKP27A <sup>2</sup>	November 25, 2020	November 25, 2027	3.76% per annum	Baht 1,500 Million

**Remark:** <sup>1</sup> The Debentures may be redeemed at the option of the Issuer on the fifth anniversary of the Issue Date and at any Interest Payment Date thereafter.

<sup>2</sup> The Debentures may be redeemed at the option of the Issuer on the fourth anniversary of the Issue Date and at any Interest Payment Date thereafter.

### **Intended Use of Proceeds from Debentures**

- 1 The intended use of proceeds from debentures CKP216A and CKP286A was to repay outstanding long-term loans and/or to support operation as working capital.
- 2 The intended use of proceeds from debentures CKP22NA, CKP23NA and CKP27NA was to redeem debentures maturing in Q2/2021 for approximately Baht 1,000-2,000 million and/or to expand the Company's business for an approximately Baht 1,000-2,000 million, and/or to support operation as working capital for an approximately Baht 1,000 million. The Company is expected to use the proceeds within December 2021.

### **The use of Proceeds and the Remaining Proceeds from Debentures**

- 1 The Company used all proceeds from debentures CKP216A and CKP286A according to the objectives disclosed in prospectus no. 1/2018.
- 2 The Company used Baht 2,000 million of proceeds from debentures CKP22NA, CKP23NA and CKP27NA to expand the Company's business. The remaining proceeds are to be used according to the objectives and timeframe disclosed in prospectus no. 1/2020.

### **- Bill of Exchange**

As at December 31, 2020, the Company had no outstanding bills of exchange.

### **(2) Warrants to Purchase New Ordinary Shares of the Company**

The 2015 Annual Ordinary General Meeting of Shareholders on April 9, 2015 resolved to approve the Company's issuance and offering of the warrants to purchase the Company's new ordinary shares (CKP-W1), name-registered and transferable type, in the amount of 1,870 million units, to its existing shareholders, who subscribed for and made subscription payment for such new ordinary shares of the Company, in proportion to their respective shareholdings (Rights Offering), at the exercise ratio: 1 unit of warrant per 1 new ordinary share at the exercise price of Baht 6 per share. The valid tenure of CKP-W1 shall be 5 years from the date of issuance and offering for sale of the warrants. In this regard, the rights under CKP-W1 expired on May 28, 2020.

As at December 31, 2021, the Company had no outstanding warrants to purchase new ordinary shares.

## **7.4 Policy on Dividend Payment**

### **7.4.1 Policy on Dividend Payment of the Company**

The Company has a policy on dividend payment at the rate of not less than 40 percent of the net profit under its separate financial statements after deduction of corporate income tax and legal reserve. In this regard, such dividend payment will depend on the Company's cash flows, investment plan, necessity in use of investments, obligations under the conditions of the loan agreement, other future factors and appropriateness. Upon approval granted by the Board of Directors for the annual dividend payment, the matter shall be proposed to seek approval



of the shareholders' meeting, except for the interim dividend payment, which the Board of Directors has the power to grant such approval when it considers that the Company has sufficient profits and cash flows for dividend payment, and shall then report to the following shareholders' meeting for acknowledgement. The Company's previous dividend payments were as follows:

Operational Results as reported in the Separate Financial Statement for the Year	2015	2016	2017	2018	2019 <sup>1</sup>	2020 <sup>2</sup>
Earnings per share (Baht)	0.05	0.15	0.04	0.03	0.07	0.08
Dividend per share (Baht)	0.0223	0.0600	0.0225	0.0280	0.0300	0.0350
Dividend paid (Million Baht)	164.35	442.20	165.83	206.36	243.88 <sup>4</sup>	284.53
Dividend payout ratio (percent) <sup>3</sup>	51.16	40.37	57.89	85.69	42.81	45.65

Remarks <sup>1</sup> The interim dividend payment was made from the 2019 operational results in lieu of the annual dividend payment at the rate of Baht 0.0300 per share on May 12, 2020.

<sup>2</sup> This is an agenda item to be proposed to the 2021 Annual Ordinary General Meeting of Shareholders to be held on April 22, 2021, for consideration. The right to receive such dividend remains uncertain until the approval of the 2021 Annual Ordinary General Meeting of Shareholders would be granted.

<sup>3</sup> Calculated from the dividend paid per share divided by net earnings per share as reported in the Company's separate financial statements for each of such years.

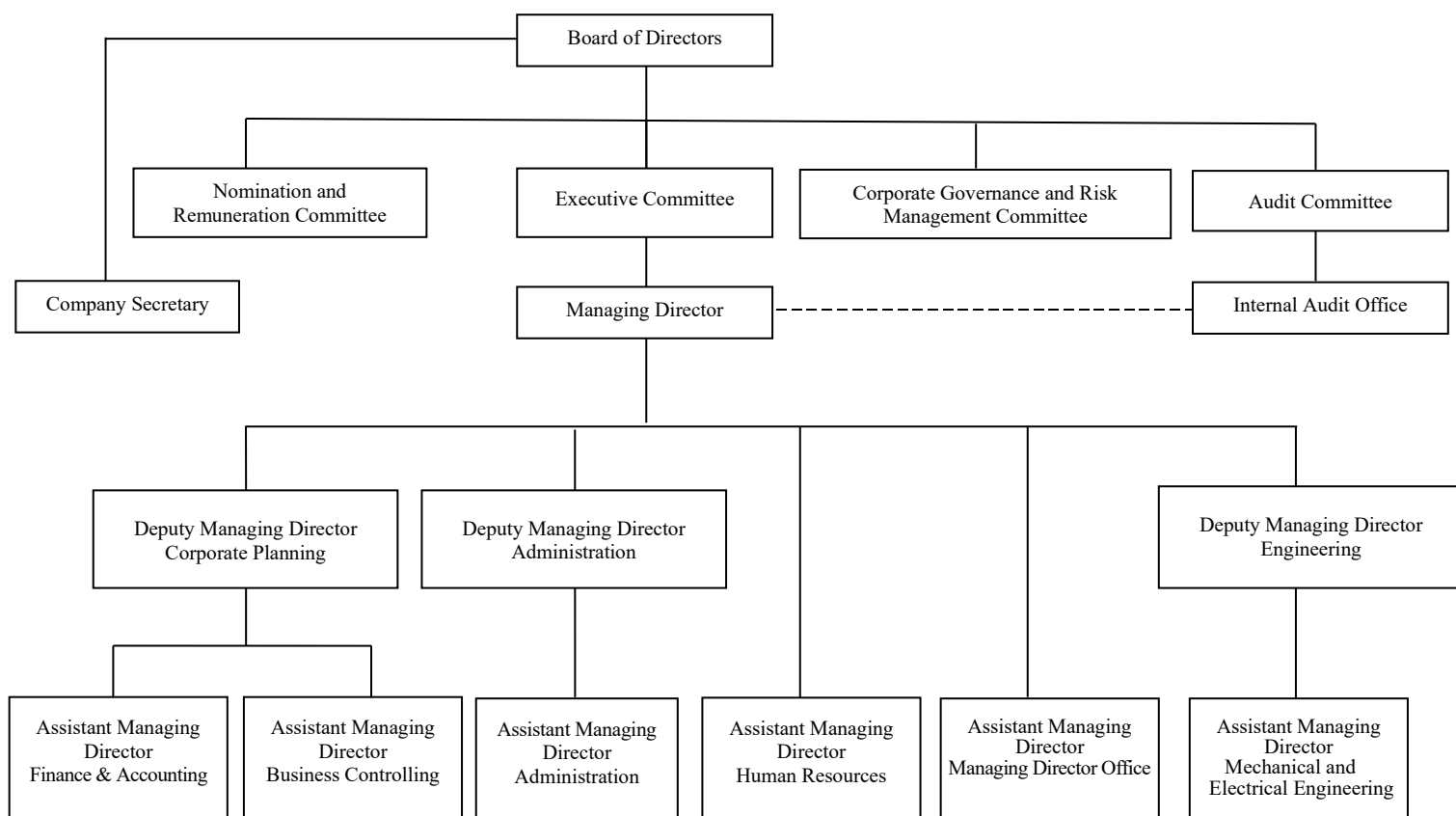
<sup>4</sup> Calculated based on basic paid-up shares as at December 31, 2019.

## 7.4.2 Policy on Dividend Payment of the Subsidiaries

The subsidiaries have a policy on dividend payment at the rate of not less than 40 percent of the net profit under their respective separate financial statements after deduction of corporate income tax, legal reserve, and obligations under the loan agreement. In this regard, such dividend payment of the subsidiaries will depend on cash flows, investment plan, necessity in use of investments, other factors and appropriateness. The board of directors of each subsidiary will also consider granting approval and propose the matter to its own shareholders' meeting for approval on a yearly basis, except for the interim dividend payment, which the board of directors of each subsidiary has the power to grant such approval when it considers that the subsidiary has sufficient profits and cash flows for dividend payment including the completion of necessary conditions of the loan agreement, and shall then report to its following shareholders' meeting for acknowledgement. For the consideration for dividend payment of each subsidiary, such resolution is required to be considered and approved by the Executive Committee's Meeting (for consideration on the interim dividend payment) or the Board of Directors' Meeting of the Company (for consideration on the annual dividend payment), as the case may be, before the subsidiaries can make such dividend payment to their shareholders as approved.

## 8. Management Structure

The Management Structure of CK Power Public Company Limited as at December 31, 2020



The Company's management structure consisted of the Board of Directors, four subcommittees (the Audit Committee, the Executive Committee, the Nomination and Remuneration Committee and the Corporate Governance and Risk Management Committee) and the management team.

## 8.1 Board of Directors of the Company and its Subsidiaries

### 8.1.1 Structure of the Board of Directors

The Board of Directors has power, duties and responsibilities in supervision and management of the Company to ensure compliance with the laws, objectives and articles of association of the Company as well as resolutions passed by shareholders' meetings which are legally valid, based on the integrity and safeguard of the interests of the Company and its shareholders, by ensuring that the Company's management structure is clear, counterbalancing and auditable.

The structure of the Board of Directors is composed of qualified persons who have knowledge and experience in line with the Company's business strategies. As at December 31, 2020, the Company had 12 directors (one of whom was a female director, representing 9 percent of the Board), divided into:

- one executive director, who also served as the Managing Director, representing 9 percent of the Board; and
- 11 non-executive directors, four of whom were independent directors (including Chairman of the Board of Directors), representing one-third or 33 percent of the Board.

In this regard, such management of the structure of the Board of Directors was conducive to counterbalancing votes and ensuring inspection by and between the executive director and non-executive directors.

The lists of names of the Board of Directors and number of meeting attendances are shown below:

Name	Position (Date of Appointment)	Number of Meetings in 2020 <sup>1</sup>
Dr. Thanong Bidaya	Chairman of the Board of Directors (23 August 2012) Independent Director	8/8
Mr. Plew Trivisvavet	Chairman of the Executive Committee (23 August 2012) Director (3 June 2011)	8/8
Dr. Jon Wongswan	Chairman of the Audit Committee (24 December 2018) Independent Director	7/8
Mr. Narong Sangsuriya	Chairman of the Corporate Governance and Risk Management Committee (14 January 2013) Director (26 September 2011)	8/8
Dr. Vicharn Aramvareekul	Chairman of the Nomination and Remuneration Committee (23 August 2012) The Audit Committee Member (23 August 2012) The Corporate Governance and Risk Management Committee Member (14 January 2013) Independent Director (23 August 2012)	8/8
Mr. Chaiwat Utaiwan	Executive Committee (9 June 2015) Director (9 April 2015)	8/8
Dr. Patarut Dardarananda	The Audit Committee Member (21 February 2019) The Nomination and Remuneration Committee Member (21 February 2019) Independent Director	8/8
Mr. Prasert Marittanaporn	Executive Committee (23 August 2012) The Nomination and Remuneration Committee Member Director (14 January 2013)	8/8
Mr. Van Hoang Dau <sup>2</sup>	Director	2/2

Name	Position (Date of Appointment)	Number of Meetings in 2020 <sup>1</sup>
Mr. David Van Dau <sup>2</sup>	Director (1 March 2020)	5/6
Dr. Supamas Trivisvavet	Executive Committee (23 August 2012) Director (23 August 2012)	6/8
Mr. Vorapote Uchoepaiboonvong	Director (1 March 2016)	8/8
Mr. Thanawat Trivisvavet	Executive Committee (23 August 2012) The Corporate Governance and Risk Management Committee Member (1 July 2015) Director (3 June 2011) Managing Director (1 July 2015) Company Secretary (1 July 2015)	8/8

**Remarks:** Information on qualifications of persons holding positions as the Company's directors appears in Attachment 1 - Annual Registration Statement for Year 2020 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> The Board of Directors' Meeting No. 1/2020 on February 4, 2020 resolved to approve the appointment of Mr. David Van Dau as director, with effect on March 1, 2020, to replace Mr. Van Hoang Dau who resigned from his position on February 29, 2020.

In this regard, the related high ranking executives are required to jointly attend all the Board of Directors' Meetings for presentation of information regarding report on operational results of the Company, overviews of the potential operational results, operational obstacles or problems, progress in development of future projects of the Company, including other significant matters, in order for the Board of Directors to closely follow up and acknowledge the operations. The Board of Directors will use such information to consider formulating the short-term and long-term managerial policies and strategies of the Company and each subsidiary.

### 8.1.2 The Company's Authorized Directors

1. Mr. Thanawat Trivisvavet and Dr. Supamas Trivisvavet jointly sign and affix the Company's seal, or
2. Either Mr. Thanawat Trivisvavet or Dr. Supamas Trivisvavet and Mr. Plew Trivisvavet or Mr. Narong Sangsuriya or Mr. Prasert Marittanaporn or Mr. Chaiwat Utaiwan or Mr. Vorapote Uchoepaiboonvong, totaling two directors, jointly sign and affix the Company's seal.

### 8.1.3 Independent Directors

The Company has a policy to appoint independent directors who must account for at least one-third of all directors, but not less than three directors. The consideration, selection and appointment of candidates as the Company's independent directors must be conducted based on legal requirements, notifications of the Stock Exchange of Thailand, and the Office of the Securities and Exchange Commission (the "SEC Office") regarding qualifications of independent directors, which are stricter than the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (and its amendments), together with the Board of Directors' Charter regarding qualifications of the Company's directors. In this regard, the Company determines independent directors' qualifications as follows:

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;
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, Exception, 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 Independent Director;
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. Exception, 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;
  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;
  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;
  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. Exception, 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 Independent Director;
  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. Exception, 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 Independent Director;
  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 subsidiaries;
  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.

As at December 31, 2020, the Company had four independent directors, who had the qualifications under the Notification of the Capital Market Supervisory Board, from a total of all 12 directors (one-third of all directors), with their names given as follows:

Name	Position
Dr. Thanong Bidaya	Chairman of the Board of Directors
Dr. Jon Wongswan	Chairman of the Audit Committee
Dr. Vicharn Aramvareekul	Chairman of the Nomination and Remuneration Committee The Audit Committee Member The Corporate Governance and Risk Management Committee Member
Dr. Patarut Dardarananda	The Audit Committee Member The Nomination and Remuneration Committee Member

In 2020, all of the Company's independent directors listed above possessed the full qualifications, and neither had any business relationship with nor provided any professional service to the Company.

#### 8.1.4 The Chairman of the Board of Directors

It is a policy of the Company that the Chairman of the Board of Directors and the Managing Director shall not be the same person and shall be independent directors who have no interest in the Company's management, in order to clearly distinguish between the policy making, and the day-to-day management. The Company clearly separates roles, duties and responsibilities between the Board of Directors and management and also ensures a counterbalance of power in its operations, whereby the Board of Directors determines policies, supervises and monitors the performance of management at the policy level, with management being responsible for managing the Company's works in various aspects to ensure compliance with the specified policies. In this regard, Dr. Thanong Bidaya, as an independent director and the Chairman of the Board of Directors, has knowledge and ability in line with the Company's business strategies, and also has well-recognized experience, ensuring that he will be able to lead the Company to accomplish the Company's visions and missions.



### 8.1.5 Appointment, Resignation and Vacation of Directorship

The shareholders' meeting appoints directors who have the qualifications and do not have any prohibited characteristic as specified by law, and do not have any characteristic indicating a lack of appropriateness to be entrusted with carrying out management of the business whose shares are held by public shareholders as specified by the SEC Office. That is, the Board of Directors shall be composed of at least five directors, and at least one-third of all such directors must be independent directors, and at least half of all such directors must reside in Thailand.

In case of a vacancy on the directorship position otherwise than retirement by rotation, the Board of Directors may select any person who is qualified as a replacement director at the following meeting with the votes of three-fourths of the remaining number of directors. The replacement director will hold office only for the remaining term of the director whom he or she replaces. In each annual ordinary general meeting of shareholders, one-third of the total number of directors shall vacate their office, whereby those directors to vacate their office shall be the directors who have been in office for the longest term. Upon expiration of the term of office, a vacating director may be re-appointed under the resolution of the shareholders' meeting.

### 8.1.6 Scope of powers, duties and responsibilities of the Board of Directors per the details under the Board of Directors' Charter of the Company are as follows:

The Board of Directors' powers, duties and responsibilities are clearly separated from those of the Management. That is, the Board of Directors has a duty to administer the Company and oversee to ensure that the Management's operations are conducted in accordance with the visions and missions, legal framework, the Company's objectives and articles of association, including resolutions of the shareholders' meeting which are legally valid, with honesty, integrity, prudence and due care to safeguard the Company's interests for the attainment of the Company's goal to contribute to interests of shareholders and stakeholders of the Company. Directors shall have important powers, duties and responsibilities as follows:

- (1) Convene the Board of Directors' meetings in accordance with the requirements specified in this Charter and all director members' attendance to each meeting would be required when there is any significant matter or transaction to be considered and voted, with such significant transactions complying with the Control Policy and Governance Mechanisms ("Control Policy"), and it shall include any transaction on acquisition or disposition of assets of the Company and its subsidiaries which has a material impact on the Company, consideration and approval of execution of connected transactions in accordance with the requirements of the Office of the Securities and Exchange Commission, expansion of investment projects, Table of Authority, and establishment of policies for management in various aspects;

The adequate measure to manage conflict of interests is to be concern and strictly conducted on the Board of Directors meeting;

- (2) Convene the annual ordinary general meeting of shareholders within four months from the end of the Company's accounting period, provided that the Company will submit a notice of the Board of Directors' meeting and meeting agenda, including supporting documents in advance within a reasonable period of time but not less than that as specified in the Company's articles of association;

- (3) Arrange for an accounting system, accounting policy, and material accounting practices, financial reporting and auditing which are reliable, as well as supervise to ensure a document filing system which is capable of subsequent verification, including internal control, internal audit and risk management with efficiency;
- (4) Prepare the financial statements at the end of the Company's accounting period to accurately present the financial position and operational results of the previous year which are true, complete, correct and in accordance with generally accepted accounting standards, by adopting and observing the appropriate accounting policy on a regular basis, exercising a careful discretion in such preparation, and require adequate disclosure of significant information in the notes to the financial statements, as well as ensuring to have it audited by the Company's auditor prior to submission of the same to the shareholders' meeting for consideration and approval.

In this connection, the Board of Directors has assigned the Audit Committee to be in charge of the quality of financial reports and to have the power to consider approving the Company's interim financial statements for disclosure in accordance with the relevant requirements;

- (5) Prepare an annual report showing details of the operational results, financial report in the previous year of the Board so that they are disclosed to shareholders and used in support of consideration and approval of various related agenda items in an annual ordinary general meeting of shareholders;
- (6) Establish goals, direction, policies, business plans, and budget of the Company, conduct monitoring and supervision of management and administration by the Management to ensure compliance with the Company's visions and missions, including the approved policies, plans and budget with efficiency;
- (7) Consider, review, examine and approve the business expansion plan, large scale investment projects, including any joint investment with other operators as proposed by the Management;
- (8) Consider execution of transactions of various types according to the transaction volume as specified in the Table of Authority;
- (9) Consider approving payment of interim dividends of the Company and consider approving payment of the annual and interim dividends of its subsidiaries.

In this connection, the Board of Directors has authorized the Executive Committee to consider approving payment of the interim dividends of its subsidiaries;

- (10) Oversee and supervise to ensure that the Company, its subsidiaries and associated companies comply with the laws on securities and exchange, the Notifications of the Capital Market Supervisory Board, the regulations of the Stock Exchange of Thailand, e.g., execution of connected transactions and acquisition or disposition of material assets, or laws applicable to the Company's business;
- (11) Consider appointing or having qualified person take those replacement to serve as directors in its subsidiaries or affiliated companies according to the Company's shareholding percentage in such subsidiaries or associated companies, as well as enforce the Control Policy on such subsidiaries or associated companies to indicate that the Company has a governing mechanism for such subsidiaries or associated companies it seems as if they are the Company's work units to ensure compliance with the



Notifications of the Capital Market Supervisory Board in a proper and complete manner. The Control Policy to be enforced on the Company's subsidiaries or associated companies shall be as follows:

- 11.1 Oversee and ensure that the Company's representative directors who are appointed as directors in the Company's subsidiaries or associated companies perform the duties within the scope of duties and responsibilities as specified, including complete and proper compliance with the requirements for execution of transactions on acquisition or disposition or related party transactions under law;
  - 11.2 Monitor and ensure that the operational results of the Company's subsidiaries and associated companies conform to the approved operation plans and budget on a continuous basis;
  - 11.3 Monitor and ensure that the Company's subsidiaries and/or associated companies disclose accurate and complete information to the Company regarding their financial position and operational results, connected transactions and acquisition or disposition of material assets.
- (12) Consider establishing the Company's management structure in accordance with the Principles of Good Corporate Governance, and consider approving policies, codes of conduct, charters of the Board of Directors and subcommittees, with such policies, codes of conduct requiring to be reviewed at least every two years and the charters requiring to be reviewed at least every year or as appropriate;
  - (13) Consider appointing subcommittees as appropriate, including determination of the scope of powers, duties and remuneration of such appointed subcommittees;
  - (14) Consider appointing directors, Managing Director, and Company Secretary, including determination of the scope of powers, duties and remuneration of such appointed directors, Managing Director and Company Secretary;
  - (15) Arrange for an orientation for new directors to ensure that the new directors acknowledge the Company's expectations on directors' roles, duties and responsibilities under the Company's corporate governance guidelines, and build understanding of business of the Company, its subsidiaries and associated companies in preparation for performance of duties as directors and/or representative directors with efficiency;
  - (16) Provide for whistleblowing channels through which any act of corruption or violation of corporate governance can be reported, and provide for the standard and secure whistleblower protection system, with the Company keeping such reports or clues confidential, and meanwhile, the Company imposes the criteria for inquiry and considers penalties against those wrongdoers in a strict discipline sequence.

- (17) The Board of Directors may authorize a subcommittee(s), one or several directors or any other person(s) to take any action on behalf of the Board of Directors, subject to its monitoring and supervision, or may authorize such person(s) to have powers as the Board deems appropriate and for the period of time as the Board deems appropriate, which such authorization may be cancelled, revoked, changed or amended by the Board as it deems appropriate.

In case of such person's authorization to act on behalf of the Board of Directors in any matter, such authorization shall be made in writing or recorded in a resolution of the Board of Directors in the minutes of its meeting, and the scope of powers, duties and period of time (if any) of such authorized person shall be clearly specified therein.

The said authorization shall not be construed to empower such director(s), subcommittee(s), or 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 or subsidiaries, 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 material assets of listed companies under the Notifications of the Capital Market Supervisory Board and/or any other notifications of the relevant authorities.

#### 8.1.7 **Subcommittees**

Based on the powers under the Board of Directors' Charter, the Board of Directors appoints four subcommittees to conduct the Company's management in various aspects, as follows:

##### (1) **Executive Committee**

As at December 31, 2020, the Executive Committee comprised five members, per names and number of their meeting attendances listed below:

Name	Position	Number of Meetings in 2020 <sup>1</sup>
Mr. Plew Trivisvavet	Chairman of the Executive Committee	16/16
Mr. Chaiwat Utaiwan	Executive Committee	16/16
Mr. Prasert Marittanaporn	Executive Committee	16/16
Dr. Supamas Trivisvavet	Executive Committee	15/16
Mr. Thanawat Trivisvavet	Executive Committee/Managing Director/Secretary to the Executive Committee	16/16

**Remarks:** The Executive Committee has the scope of powers and duties per the details in the caption of Corporate Governance.

<sup>1</sup> Attendances/Total Number of Meetings

## (2) Audit Committee

As at December 31, 2020, the Audit Committee comprised three independent directors, per names and number of their meeting attendances listed below:

Name	Position	Number of Meetings in 2020 <sup>1</sup>
Dr. Jon Wongswan <sup>2</sup>	Chairman of the Audit Committee	4/4
Dr. Vicharn Aramvareekul	The Audit Committee Member	4/4
Dr. Patarut Dardarananda	The Audit Committee Member	4/4

**Remarks:** The Audit Committee Member shall have a term of office of three years according to the term of office as director. Upon expiration of the term of office, he may be re-appointed under the resolution of the board of directors' meeting.

The Audit Committee has the scope of powers and duties per the details in the caption of Corporate Governance.

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> As the Audit Committee Member who is knowledgeable and experienced to review the Company's financial statements.

## (3) Corporate Governance and Risk Management Committee

As at December 31, 2020, the Corporate Governance and Risk Management Committee comprised one independent director, one non-executive director, and one executive director, totaling three persons, per names and number of their meeting attendances listed below:

Name	Position	Number of Meetings in 2020 <sup>1</sup>
Mr. Narong Sangsuriya	Chairman of the Corporate Governance and Risk Management Committee	4/4
Dr. Vicharn Aramvareekul	The Corporate Governance and Risk Management Committee Member	4/4
Mr. Thanawat Trivisvavet	The Corporate Governance and Risk Management Committee Member	4/4

**Remarks:** The Corporate Governance and Risk Management Committee Member shall have a term of office of three years according to the term of office as director. Upon expiration of the term of office, he may be re-appointed under the resolution of the board of directors' meeting. The Corporate Governance and Risk Management Committee has the scope of powers and duties per the details in the caption of Corporate Governance.

<sup>1</sup> Attendances/Total Number of Meetings

## (4) Nomination and Remuneration Committee

As at December 31, 2020, the Nomination and Remuneration Committee comprised two independent directors and one non-executive director, totaling three persons, per names and number of their meeting attendances listed below:

Name	Position	Number of Meetings in 2020 <sup>1</sup>
Dr. Vicharn Aramvareekul	Chairman of the Nomination and Remuneration Committee	3/3
Mr. Prasert Marittanaporn	The Nomination and Remuneration Committee Member	3/3
Dr. Patarut Dardarananda	The Nomination and Remuneration Committee Member	3/3

**Remarks:** The Nomination and Remuneration Committee Member shall have a term of office of three years according to the term of office as director. Upon expiration of the term of office, he may be re-appointed under the resolution of the board of directors' meeting. The Nomination and Remuneration Committee has the scope of powers and duties per the details in the caption of Corporate Governance.

<sup>1</sup> Attendances/Total Number of Meetings

### 8.1.8 Board of Directors of Subsidiaries

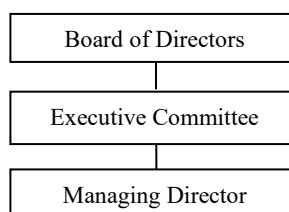
The Company operates its business as a holding company. As at December 31, 2020, the Company had its subsidiaries, namely, SouthEast Asia Energy Limited (which has invested in Nam Ngum 2 Power Company Limited), Bangpa-in Cogeneration Limited, and Bangkokenchai Co., Ltd.

In this regard, the Company's subsidiaries are required to present their respective transactions under notifications of connected transactions or notifications of acquisition or disposition of assets, including transactions which are deemed material which, once executed, will materially affect the financial position and operational results of each subsidiary, to the Board of Directors' Meeting or the Executive Committee's Meeting of the Company (as the case may be) in compliance with the Control Policy and Governance Mechanisms (Control Policy), together with the Board of Directors' Charter of each subsidiary (please see details of the Control Policy in the caption of Corporate Governance).

Details of Management Structures, Lists of Directors and Authorized Directors of Subsidiaries

#### (1) SouthEast Asia Energy Limited (SEAN)

The management structure of SEAN as at December 31, 2020 was as follows:



SEAN's board of directors consisted of 10 directors, five of whom were executive directors, per names and number of their meeting attendances listed below:

Name	Position	Total Number of Meetings in 2020 <sup>1</sup>	
		The Board of Directors' Meeting	The Executive Committee's Meeting
Dr. Virabongsa Ramangkura	Chairman of the Board of Directors	3/3	
Mr. Plew Trivisvavet <sup>2</sup>	Chairman of the Executive Committee	3/3	3/3
Mr. Supong Chayutsahakij <sup>2</sup>	Director	3/3	
Mr. Narong Sangsuriya <sup>2</sup>	Director	3/3	
	Executive Committee		3/3
Mr. Prasert Marittanaporn <sup>2</sup>	Director	3/3	
Mr. Nimit Lekcharoensuk	Director	2/3	
	Executive Committee		3/3
Mrs. Wadeerat Charoencoop	Director	2/2	
Mr. Van Hoang Dau <sup>2,3</sup>	Director	0/1	
	Executive Committee		0/1
Mr. David Van Dau <sup>2,3</sup>	Director	2/2	
	Executive Committee		2/2
Mr. Milton William Shlapak	Director	2/3	
Mr. Vorapote Uchoepaiboonvong <sup>2,4</sup>	Director	1/1	
	Executive Committee		1/1
	Managing Director		
Mr. Wisate Chungwatana <sup>2,4</sup>	Director	2/2	
	Executive Committee		2/2
	Managing Director		

Remarks: Information on qualifications of persons holding positions as the subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> Directors representing the Company in SEAN in proportion to the Company's shareholding in SEAN at 61.33 percent (excluding the Chairman of the Board of Directors who is an independent director)

<sup>3</sup> The Board of Directors' Meeting No. 1/2020 on February 20, 2020 resolved to approve the appointment of Mr. David Van Dau to hold the positions of director and Executive Committee, with effect from March 1, 2020, to replace Mr. Van Hoang Dau who resigned from his positions on February 29, 2020.

<sup>4</sup> The Board of Directors' Meeting No. 1/2020 on February 20, 2020 resolved to approve the appointment of Mr. Wisate Chungwatana to hold the positions of director, Executive Committee, and Managing Director, with effect from March 1, 2020, to replace Mr. Vorapote Uchoepaiboonvong who resigned from his positions, with effect on February 29, 2020.

### Authorized Signatory Directors of SEAN

- Two of the following four directors, namely, Mr. Plew Trivisvavet, Mr. Narong Sangsuriya, Mr. Prasert Marittanaporn, Mr. Wisate Chungwatana, jointly sign and affix SEAN's seal; or
- Either Mr. Plew Trivisvavet or Mr. Narong Sangsuriya or Mr. Prasert Marittanaporn or Mr. Wisate Chungwatana, and another director, totaling two directors, jointly sign and affix SEAN's seal.

### (2) Nam Ngum 2 Power Company Limited (NN2)

The Company holds shares in NN2 through SEAN's shareholding, representing 46 percent of the Company's indirect shareholding in NN2. The management structure of NN2 as at December 31, 2020 was as follows:



NN2's board of directors consisted of 13 directors, six of whom were executive directors, per names and number of their meeting attendances, as follows:

Name	Position	Total Number of Meetings in 2020 <sup>1</sup>	
		The Board of Directors' Meeting	The Executive Committee's Meeting
Dr. Virabongsa Ramangkura	Chairman of the Board of Directors	4/4	
Mr. Plew Trivisvavet <sup>2</sup>	Chairman of the Executive Committee	4/4	4/4
Mr. Supong Chayutsahakij <sup>2</sup>	Director	4/4	
Mr. Narong Sangsuriya <sup>2</sup>	Director	4/4	
	Executive Committee		4/4
Mr. Prasert Marittanaporn <sup>2</sup>	Director	4/4	
Mr. Thanawat Trivisvavet <sup>2</sup>	Director	4/4	
	Executive Committee		4/4
Mr. Nimit Lekcharoensuk	Director	4/4	
	Executive Committee		4/4
Mrs. Wadeerat Charoencoop	Director	4/4	
Mr. Van Hoang Dau <sup>2, 3</sup>	Director	0/1	

Name	Position	Total Number of Meetings in 2020 <sup>1</sup>	
		The Board of Directors' Meeting	The Executive Committee's Meeting
	Executive Committee		0/1
Mr. David Van Dau <sup>2,3</sup>	Director	3/3	
	Executive Committee		3/3
Mr. Milton William Shlapak	Director	3/4	
Dr. Bounleua SINCAYVOLAVONG	Director	2/4	
Mr. Bounsalong SOUTHIDARA <sup>5</sup>	Director	1/3	
Mr. Wongsakun Yingyong <sup>5</sup>	Director	1/1	
Mr. Vorapote Uchoepaiboonvong <sup>2,4</sup>	Director	1/1	
	Executive Committee		1/1
	Managing Director		
Mr. Wisate Chungwatana <sup>2,4</sup>	Director	3/3	
	Executive Committee		3/3
	Managing Director		

**Remarks:** Information on qualifications of persons holding positions as the subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> Directors representing the Company in NN2 in proportion to the Company's shareholding in NN2 at 46 percent.

<sup>3</sup> The Board of Directors' Meeting No. 1/2020 on February 20, 2020 resolved to approve the appointment of Mr. David Van Dau to hold the positions of director and Executive Committee, with effect from March 1, 2020, to replace Mr. Van Hoang Dau who resigned from his positions on February 29, 2020.

<sup>4</sup> The Board of Directors' Meeting No. 1/2020 on February 20, 2020 resolved to approve the appointment of Mr. Wisate Chungwatana to hold the positions of director, Executive Committee, and Managing Director, with effect from March 1, 2020, to replace Mr. Vorapote Uchoepaiboonvong who resigned from his positions, with effect on February 29, 2020.

<sup>5</sup> The Board of Directors' Meeting No. 3/2020 on August 28, 2020 resolved to approve the appointment of Mr. Wongsakun Yingyong to hold the position of director, to replace Mr. Bounsalong SOUTHIDARA who resigned from his position, with effect from the date of the meeting's resolution.

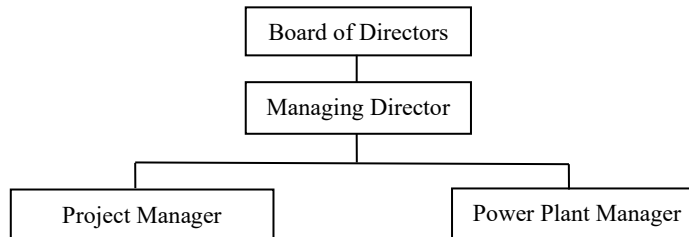
### Authorized Signatory Directors of NN2

- Two of the following four directors, namely, Mr. Plew Trivisvavet, Mr. Narong Sangsuriya, Mr. Thanawat Trivisvavet, Mr. Wisate Chungwatana, jointly sign and affix NN2's seal; or
- Either Mr. Plew Trivisvavet or Mr. Narong Sangsuriya or Mr. Thanawat Trivisvavet or Mr. Wisate Chungwatana, and another director, totaling two directors, and jointly sign and affix NN2's seal.



### (3) Bangpa-in Cogeneration Limited (“BIC”)

The management structure of BIC as at December 31, 2020 was as follows:



BIC’s board of directors consisted of five directors, without any Executive Committee, per names and number of their meeting attendances listed below:

Name	Position	Number of Meetings in 2020 <sup>1</sup>
Mr. Thanawat Trivisvavet <sup>2</sup>	Chairman of the Board of Directors	4/4
Mr. Kamphuy Jirararuensak <sup>2</sup>	Director	4/4
Mr. Vorapote Uchoepaiboonvong <sup>2</sup>	Director	4/4
Mr. Smornchai Khoonrak	Director	4/4
Mr. Woravudh Anuruxwongsri <sup>2</sup>	Director	4/4
	Managing Director	

**Remarks:** Information on qualifications of persons holding positions as the subsidiaries’ directors appears in Attachment 2 - the Company’s Annual Registration Statement for Year 2020 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

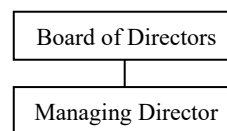
<sup>2</sup> Directors representing the Company in BIC in proportion to the Company’s shareholding in BIC at 65 percent.

### Authorized Signatory Directors of BIC

Two directors jointly sign and affix BIC’s seal.

### (4) Bangkhenchai Co., Ltd. (“BKC”)

The management structure of BKC as at December 31, 2020 was as follows:





BKC's board of directors consisted of four directors, without the Executive Committee, per names and number of their meeting attendances listed below:

Name	Position	Number of Meetings in 2020 <sup>1</sup>
Mr. Vorapote Uchoepaiboonvong <sup>2</sup>	Chairman of the Board of Directors	6/6
Miss Rujira Chuaybamrung <sup>2</sup>	Director	6/6
Mr. Varoth Saksucharita <sup>2,4</sup>	Director	2/2
Mr. Sombat Trivisvavet <sup>2,3</sup>	Director Managing Director	1/1
Mr. Thanawat Trivisvavet <sup>3</sup>	Director Acting Managing Director	5/5

**Remarks:** Information on qualifications of persons holding positions as the subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

<sup>1</sup> Attendances/Total Number of Meetings

<sup>2</sup> Directors representing the Company in BKC in proportion to the Company's shareholding in BKC at 100 percent.

<sup>3</sup> The Board of Directors' Meeting No. 1/2020 on January 8, 2020 resolved to approve the appointment of Mr. Thanawat Trivisvavet to hold the positions of director and acting Managing Director to replace Mr. Sombat Trivisvavet who resigned from his positions, with effect from January 3, 2020.

<sup>4</sup> The 2020 Annual Ordinary General Meeting of Shareholders on March 18, 2020 resolved to approve Mr. Varoth Saksucharita's vacation of the position as director, with effect from the date of the meeting's resolution.

### Authorized Signatory Directors of BKC

Two directors jointly sign and affix BKC's seal.

## 8.2 Management Team

### 8.2.1 CK Power Public Company Limited

#### (1) The Company's Management Team Structure

The Managing Director is the Company's top executive. As at December 31, 2020, the Company had a total of nine executives under the definition of the Notification of the Capital Market Supervisory Board, per names and positions, as follows:

Name	Position
Mr. Thanawat Trivisvavet	Managing Director
Dr. Michael Eric Raeder	Deputy Managing Director: Engineering
Mrs. Muntana Auekitkarjorn	Deputy Managing Director: Corporate Planning
Miss Parichat Othayakul	Assistant Managing Director: Managing Director Office
Miss Rujira Chuaybamrung	Assistant Managing Director: Business Controlling
Mr. Thitipat Nananukool	Assistant Managing Director: Finance & Accounting

Name	Position
Mr. Jessadin Suwanbubpa	Assistant Managing Director: Human Resources
Mr. Rajesh Razdan	Assistant Managing Director: Mechanical and Electrical Engineering
Miss Penpeeraya Kwampien	Assistant Managing Director: Administration

Remarks: - Information on qualifications of persons holding positions as the Company's executives appears in Attachment 1 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

(2) Scope of powers, duties and responsibilities of the Managing Director

1. To supervise and ensure proper operations in compliance with the Company's work rules, and to give final decision on any issues in question, and to seek the Board of Directors' approval for amendment of the work rules;
2. To have power to issue orders, set out criteria, procedures and work practices as appropriate;
3. To authorize other staff as substitute to perform works on his behalf, provided that the Managing Director shall remain responsible for all actions taken by such substitute;
4. To jointly set out policies, strategies and goals with the Board of Directors for compliance and management to ensure that the operational results achieve such goals;
5. To manage and administer works in all respects in accordance with the vision, missions, policies and strategies;
6. To take care of personnel in various divisions to ensure they can efficiently and effectively perform in line with plans, strategies and goals of each division, and to regularly facilitate personnel development;
7. To develop the organization to ensure its satisfactory operational results and performance, and to regularly and continuously improve its operations to ensure the organization's sustainable growth;
8. To follow up, inspect, supervise and report the Company's overall operational results to the Board of Directors quarterly;
9. To follow up, inspect, and supervise the operational results of the subsidiaries and/or associated companies as invested in by the Company to ensure the good operational results in accordance with goals and report on such results to the Board of Directors quarterly as well as seeking opportunities to improve performance;
10. To conduct studies on investment opportunities in new projects, in both technical and financial feasibility terms, in a proper and complete manner, to support decision-making;

11. To supervise and monitor the business operations and/or day-to-day administration of the Company;
12. To proceed with or manage works in compliance with policies, action plans and budget as approved by the Board of Directors and/or the Executive Committee;
13. To determine policies, business plans, including business strategies, and annual budget of the Company for submission of the same to the Executive Committee and seek approval thereof from the Board of Directors.

### 8.2.2 Executives of Subsidiaries

As at December 31, 2020, the subsidiaries' executives under the definition of the Capital Market Supervisory Board had their names and positions as follows:

#### (1) SouthEast Asia Energy Limited

Name of Executive	Position
Mr. Wisate Chungwatana	Managing Director

#### (2) Nam Ngum 2 Power Company Limited

Name of Executive	Position
Mr. Wisate Chungwatana	Managing Director
Mr. Tossaporn Thipvoratham	Plant Director

#### (3) Bangpa-in Cogeneration Limited

Name of Executive	Position
Mr. Woravudh Anuruxwongsri	Managing Director
Mr. Chumpol Vessabutra	Project Manager
Mr. Decha Jantawee	Power Plant Manager

#### (4) Bangkhenchai Co., Ltd.

Name of Executive	Position
Mr. Thanawat Trivisvavet	Acting Managing Director

**Remark:** - Information on qualifications of persons holding positions as the Subsidiaries' aforesaid executives appears in Attachment 2 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

### 8.3 Company Secretary

The Board of Directors' Meeting No. 3/2015 on June 9, 2015 resolved to approve the appointment of Mr. Thanawat Trivisvavet, Managing Director, to hold offices as Company Secretary, as proposed by the Nomination and Remuneration Committee's Meeting, with powers, duties and responsibilities as described in the Securities and Exchange Act B.E. 2535 (1992) (and its Amendment), and as the Company Secretary to monitor activities of the Board of Directors and coordinate arrangements to ensure compliance with the resolutions of the Board of Directors, per the details of his duties and responsibilities as follows:

1. To convene meetings and prepare and keep the following documents:
  - 1.1 The register of directors;
  - 1.2 The notices of directors' meetings, minutes of meetings of the Board of Directors and an annual report of the Company;
  - 1.3 The notices of shareholders' meetings and minutes of shareholders' meetings;
  - 1.4 The report on interest filed by directors or executives; to perform other matters.
2. To provide advice to directors relating to relevant legal provisions, rules, requirements, and regulations;
3. To ensure the Company's compliance with laws, the Company's articles of association, relevant regulations and Principles of Good Corporate Governance, as well as coordinating to ensure compliance with resolutions of the Board of Directors or resolutions of the shareholders with efficiency;
4. To ensure disclosure of information and report on information memoranda to the regulatory bodies;
5. To contact and communicate with shareholders and the relevant regulatory bodies;
6. To promote training in various courses and provide information useful for performance of duties of directors.

The Company Secretary has adequate qualifications to discharge the aforesaid duties, in a manner of working group, whereby the Business Controlling composing personnel graduated in law and accounting has supported the work of the Company Secretary to ensure efficiency in work performance and cover the scope of duties of the Company Secretary in accordance with laws, objectives, articles of association, resolutions of the board of directors' meetings and the shareholders' meetings, together with other applicable laws, in line with the operations based on the Principles of Good Corporate Governance.

The details of qualifications of the person who holds the position of Company Secretary are described in Attachment 1 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

#### **8.4 Remuneration for Directors and Executives**

The Company has the criteria for determination of remuneration for its directors and subcommittee members for submission of the same to the shareholders' meeting for consideration and approval, and the policy on determination of appropriate remuneration for its executives in line with their duties and responsibilities, as follows:

##### **8.4.1 Remuneration for Directors**

- (1) The Nomination and Remuneration Committee has the duty to consider related rules, regulations and criteria, including results of the board self-assessment in the previous year, for considering determining remuneration for directors, comprising remuneration, annual reward, for submission of the same to the shareholders' meeting for further consideration and approval. In this regard, remuneration rates will be reviewed yearly to ensure appropriateness under the Company's policy and operational results;

- (2) Remuneration for directors shall be considered based on performance, appropriateness for the scope of duties and responsibilities of each director in the previous year, including his/her experience, benefits expected from each director, remuneration level sufficient to attract and retain knowledgeable and qualified directors to perform duties for the Company, along with the Company's operational results and dividend payment to shareholders, as well as the Directors Compensation Survey of listed companies, which shall be comparable to that offered by companies in the same industry;
- (3) Elements of remuneration are clear, transparent and easy to understand.

In 2020, the 2020 Annual Ordinary General Meeting of Shareholders approved remuneration for directors in the amount not exceeding Baht 5,000,000 and 2019 annual reward in the amount not exceeding Baht 2,800,000, per the details as follows:

## 1. Remuneration

### (1) Remuneration for Directors

Position	Remuneration <sup>1, 2</sup> (Baht per person)
Directors	300,000.00
Executive Committee	40,000.00
The Audit Committee Member	40,000.00
The Corporate Governance and Risk Management Committee Member	40,000.00
The Nomination and Remuneration Committee Member	40,000.00

### (2) Remuneration

Position	Remuneration <sup>1, 2</sup> (Baht per person)
Chairman of the Board of Directors	300,000.00
Chairman of the Executive Committee	100,000.00
Chairman of the Audit Committee	100,000.00
Chairman of the Corporate Governance and Risk Management Committee	100,000.00
Chairman of the Nomination and Remuneration Committee	100,000.00

Remarks: <sup>1</sup> The Company has fixed remuneration at such rates since 2013 onwards.

<sup>2</sup> The Company paid the remuneration to its directors/members according to their respective terms of office in 2020.

## 2. 2019 Annual Reward

Position	Number (person)	Annual Reward (Baht per person) <sup>1,2</sup>	Total Amount (Baht)
Chairman of the Board of Directors	1	500,000.00	500,000.00
Chairman of the Executive Committee	1	300,000.00	300,000.00
Chairman of the Audit Committee	1	200,000.00	200,000.00
Chairman of the Corporate Governance and Risk Management Committee	1	200,000.00	200,000.00
Chairman of the Nomination and Remuneration Committee	1	200,000.00	200,000.00
Directors and subcommittee members	5	200,000.00	1,000,000.00
Directors	2	200,000.00	400,000.00
<b>Total</b>	<b>12</b>		<b>2,800,000.00</b>

Remarks: <sup>1</sup> The Company paid the annual reward for its directors in 2014 for the first year.

<sup>2</sup> The Company considered paying the annual reward to its directors holding their positions throughout the year and its directors resigning from their positions during the year, in proportion to their respective terms of office.

In this regard, the total remuneration for the Company's directors and subcommittee members paid over the past years from 2015 - 2020 was as follows:

Details/Year	2015	2016	2017	2018	2019	2020 <sup>1</sup>
Remuneration for directors <sup>2</sup>	4,607,410.96	4,700,000.00	4,700,000.00	4,623,913.04	4,700,000.00	4,700,000.00
Annual reward <sup>3</sup>	2,750,000.00	4,400,000.00	2,800,000.00	3,452,054.79	2,800,000.00	2,800,000.00
<b>Total<sup>4</sup></b>	<b>7,357,410.96</b>	<b>9,100,000.00</b>	<b>7,500,000.00</b>	<b>8,075,967.83</b>	<b>7,500,000.00</b>	<b>7,500,000.00</b>

Remarks: <sup>1</sup> The Company will consider the 2020 annual reward for the directors in the 2021 Annual Ordinary General Meeting of Shareholders.

<sup>2</sup> The 2015 - 2020 Annual Ordinary General Meetings of Shareholders considered remuneration for directors at the same rate every year, namely, remuneration in the amount not exceeding Baht 5,000,000.

<sup>3</sup> The Company considered paying the annual reward based on the Company's operational results and dividend payment to shareholders. The Company started to pay the annual reward to its directors in 2014 for the first year.

<sup>4</sup> The Company considered paying the remuneration and the annual reward according to directors' respective terms of office.

## 3. Remuneration for directors for 2020

### (1) Monetary remuneration

In 2020, the Company paid monetary remuneration to each director in the total amount of Baht 7,500,000.00, divided into remuneration for directors for 2020 in the amount of Baht 4,700,000.00 and the 2019 annual reward in the amount of Baht 2,800,000.00, as per the following details:

Unit: Baht

Name of Director	Position	Remuneration for 2020					Total Remuneration for 2020 <sup>1,2</sup>	2019 Annual Reward	Total
		Board of Directors	Executive Committee	Audit Committee	Corporate Governance and Risk Management Committee	Nomination and Remuneration Committee			
Dr. Thanong Bidaya	Chairman of the Board of Directors	300,000.00	-	-	-	-	600,000.00	500,000.00	1,100,000.00
	Independent Director	300,000.00	-	-	-	-			
Mr. Plew Trivisvavet	Chairman of the Executive Committee	-	100,000.00	-	-	-	400,000.00	300,000.00	700,000.00
	Director	300,000.00	-	-	-	-			
Dr. Jon Wongswan	Chairman of the Audit Committee	-	-	100,000.00	-	-	400,000.00	200,000.00	600,000.00
	Independent Director	300,000.00	-	-	-	-			
Dr. Vicham Aramvareekul	Chairman of the Nomination and Remuneration Committee	-	-	-	-	100,000.00	480,000.00	200,000.00	680,000.00
	Independent Director	300,000.00	-	-	-	-			
	The Audit Committee Member	-	-	40,000.00	-	-			
	The Corporate Governance and Risk Management Committee Member	-	-	-	40,000.00	-			
Mr. Narong Sangsuriya	Chairman of the Corporate Governance and Risk Management Committee	-	-	-	100,000.00	-	400,000.00	200,000.00	600,000.00
	Director	300,000.00	-	-	-	-			
Mr. Chaiwat Utaiwan	Director	300,000.00	-	-	-	-	340,000.00	200,000.00	540,000.00
	Executive Committee	-	40,000.00	-	-	-			
Dr. Patarut Dardarananda	Independent Director	300,000.00	-	-	-	-	380,000.00	200,000.00	580,000.00
	The Audit Committee Member	-	-	40,000.00	-	-			
	The Nomination and Remuneration Committee Member	-	-	-	-	40,000.00			
Mr. Prasert Marittanapom	Director	300,000.00	-	-	-	-	380,000.00	200,000.00	580,000.00
	Executive Committee	-	40,000.00	-	-	-			
	The Nomination and Remuneration Committee Member	-	-	-	-	40,000.00			
Mr. Van Hoang Dau <sup>3</sup>	Director	49,450.55	-	-	-	-	49,450.55	200,000.00	249,450.55
Mr. David Van Dau <sup>3</sup>	Director	250,549.45	-	-	-	-	250,549.45	-	250,549.45
Dr. Supamas Trivisvavet	Director	300,000.00	-	-	-	-	340,000.00	200,000.00	540,000.00
	Executive Committee	-	40,000.00	-	-	-			
Mr. Vorapote Uchoepaiboonvong	Director	300,000.00	-	-	-	-	300,000.00	200,000.00	500,000.00
Mr. Thanawat Trivisvavet	Director	300,000.00	-	-	-	-	380,000.00	200,000.00	580,000.00
	Executive Committee	-	40,000.00	-	-	-			
	The Corporate Governance and Risk Management Committee Member	-	-	-	40,000.00	-			
<b>Total</b>		<b>3,900,000.00</b>	<b>260,000.00</b>	<b>180,000.00</b>	<b>180,000.00</b>	<b>180,000.00</b>	<b>4,700,000.00</b>	<b>2,800,000.00</b>	<b>7,500,000.00</b>

- Remarks:**
- <sup>1</sup> The 2020 Annual Ordinary General Meeting of Shareholders on August 3, 2020 approved the remuneration for directors in the amount not exceeding Baht 5,000,000 and the 2019 annual reward in the amount not exceeding Baht 2,800,000.
  - <sup>2</sup> The Company considered paying the remuneration and the annual reward according to directors' respective terms of office.
  - <sup>3</sup> The Board of Directors' Meeting No. 1/2020 on February 4, 2020 resolved to approve the appointment of Mr. David Van Dau as director, with effect from March 1, 2020 to replace Mr. Van Hoang Dau, who resigned from his position on February 29, 2020.

## (2) Other remuneration and benefits

- None -



#### 8.4.2 Remuneration for executives of the Company

The Company has established criteria and policy on payment of remuneration for executives of the Company which shall be reasonable and in line with the Company's operational results and the burden of duties and responsibilities of executives according to their performance. That is, the Nomination and Remuneration Committee shall consider determining remuneration for Managing Director for submission of the same to the Board of Directors' Meeting for consideration and approval; the Managing Director shall consider determining remuneration for Deputy Managing Directors under the requirements as specified by the Executive Committee for submission of the same to the Executive Committee's Meeting for consideration and approval. As for personnel in the position of Assistant Managing Director downwards, their remuneration shall be considered by the Managing Director. Moreover, the Company's annual salary increment shall be proposed to the Executive Committee for consideration and approval. In this regard, such remuneration increment shall be in accordance with the criteria specified by the Company. The Company has policy on consideration of remuneration as follows:

Monetary remuneration: comprising salary and annual reward (bonus), of which the Company's policy on consideration is as follows:

- Remuneration for Managing Director shall be considered from the short-term remuneration by applying the Key Performance Indicator (KPIs), consisting of Performance Appraisal and Management Competency, as criteria for performance assessment; and the long-term remuneration by taking into consideration the Company's operational results together with the attainment of the Company's specified vision, mission and strategies.
- Remuneration for executives at all levels shall be based on KPIs, consisting of Performance Appraisal and Management Competency, as jointly specified by the Executive Committee and the Managing Director, whereby there are performance indicators for executives in each position in line with his/her roles.

Furthermore, the Company considers comparing such remuneration with that offered by other companies in the same industry on similar scale for determining appropriate remuneration as sufficient to attract and retain professional and skilled executives to work for the Company.

Other remuneration and benefits: The Company provides a provident fund for saving of all executives and staff, whereby executives and staff can choose to contribute savings at a rate from 5 to 15 percent of their respective salaries and the Company will then make the contribution at the rate of five percent to the fund.

In 2020, the Company paid remuneration to nine executives, consisting of:

- Monetary remuneration in the amount of Baht 81,409,800.00;
- Other remuneration and benefits in the amount of Baht 2,814,216.00.



### 8.4.3 Remuneration for directors and executives of subsidiaries

In 2020, the subsidiaries paid remuneration to its directors and executives, per the following details:

#### 1. SouthEast Asia Energy Limited (“SEAN”)

##### (a) Remuneration for directors

###### (1) Monetary remuneration

None, this was because directors in SEAN’s board of directors concurrently held office as directors in NN2. Therefore, the shareholders’ meeting of SEAN resolved to grant approval for the board of directors and the executive board of SEAN to receive remuneration as either directors or executive directors in NN2 only.

###### (2) Other remuneration and benefits

- None -

##### (b) Remuneration for executives

In 2020, SEAN paid remuneration to one executive, consisting of:

###### (1) Monetary remuneration

It comprised salary and annual reward in the amount of Baht 2,876,320.00.

###### (2) Other remuneration and benefits

It amounted to Baht 131,216.00 for the provident fund. The staff and executives can choose to contribute savings at a rate from 5 to 15 percent of their respective salaries and SEAN will then make the contribution at the rate of five percent to the fund.

#### 2. Nam Ngum 2 Power Company Limited (“NN2”)

##### (a) Remuneration for directors

###### (1) Monetary remuneration

The 2020 annual ordinary general meeting of shareholders of NN2 on March 19, 2020 resolved to approve remuneration for directors for 2020 in the amount not exceeding Baht 5,220,000 and the 2019 annual reward in the amount not exceeding Baht 7,200,000.

In 2020, NN2 paid such remuneration to each director, per the following details:

Unit: Baht

Name of Director	Position	Remuneration for 2020		Total Remuneration for 2020	2019 Annual Bonus	Total
		Board of Directors	Executive Board			
Dr. Virabongsa Ramangkura	Chairman of the Board of Directors	700,000.00	-	700,000.00	1,000,000.00	1,700,000.00
Mr. Plew Trivisvavet	Chairman of the Executive Committee	-	620,000.00	620,000.00	800,000.00	1,420,000.00
Mr. Supong Chayutsahakij	Director	300,000.00	-	300,000.00	400,000.00	700,000.00
Mr. Narong Sangsuriya	Director	300,000.00	-	420,000.00	400,000.00	1,020,000.00
	Executive Committee	-	120,000.00		200,000.00	
Mr. Prasert Marittanaporn	Director	300,000.00	-	300,000.00	400,000.00	700,000.00
Mr. Thanawat Trivisvavet	Director	300,000.00	-	420,000.00	400,000.00	1,020,000.00
	Executive Committee	-	120,000.00		200,000.00	
Mrs. Sunee Rajatamutha <sup>1</sup>	Director	-	-	-	48,219.18	48,219.18
Mrs. Wadeerat Charoencoop <sup>1</sup>	Director	300,000.00	-	300,000.00	351,780.82	651,780.82
Mr. Van Hoang Dau <sup>2</sup>	Director	49,450.55	-	69,230.77	400,000.00	669,230.77
	Executive Committee	-	19,780.22		200,000.00	
Mr. David Van Dau <sup>2</sup>	Director	250,549.45		350,769.23	-	350,769.23
	Executive Committee		100,219.78		-	
Mr. Milton William Shlapak	Director	300,000.00	-	300,000.00	400,000.00	700,000.00
Mr. Bounleua SINCAYVOLAVONG	Director	300,000.00	-	300,000.00	400,000.00	700,000.00
Mr. Bounsalong SOUTHIDARA <sup>3</sup>	Director	197,283.00	-	197,283.00	400,000.00	597,283.00
Mr. Wongsakun Yingyong <sup>3</sup>	Director	102,717.00	-	102,717.00	-	102,717.00
Mr. Nimit Lekcharoensuk	Director	300,000.00	-	420,000.00	400,000.00	1,020,000.00
	Executive Committee	-	120,000.00		200,000.00	
Mr. Vorapote Uchoepaiboonvong <sup>4</sup>	Director	49,450.55	-	69,230.77	400,000.00	669,230.77
	Executive Committee	-	19,780.22	-	200,000.00	
	Managing Director	-	-	-	-	
Mr. Wisate Chungwatana <sup>4</sup>	Director	250,549.45		350,769.23	-	350,769.23
	Executive Committee		100,219.78	-		
	Managing Director	-	-	-	-	-
<b>Total</b>		<b>4,000,000.00</b>	<b>1,220,000.00</b>	<b>5,220,000.00</b>	<b>7,200,000.00</b>	<b>12,420,000.00</b>

Remarks: Information on qualifications of persons holding positions as the subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

<sup>1</sup> The Board of Directors' Meeting No. 1/2019 on February 14, 2019 resolved to appoint Mrs. Wadeerat Charoencoop as director to replace Mrs. Sunee Rajatamutha who resigned from her position, with effect from the date of the resolution of the Board of Directors' Meeting. The remuneration was considered to be paid according to her term of office.

- <sup>2</sup> The Board of Directors' Meeting No 1/2020 on February 20, 2020 resolved to appoint Mr. David Van Dau as director and Executive Committee, with effect from March 1, 2020 to replace Mr. Van Hoang Dau, who resigned from his positions. The remuneration was considered to be paid according to their respective terms of office.
- <sup>3</sup> The Board of Directors' Meeting No 3/2020 on August 28, 2020 resolved to appoint Mr. Wongsakun Yingyong as director to replace Mr. Bounsalong SOUTHIDARA, who resigned from his position, with effect from the date of the meeting's resolution. The remuneration was considered to be paid according to their respective terms of office.
- <sup>4</sup> The Board of Directors' Meeting No 1/2020 on February 20, 2020 resolved to appoint Mr. Wisate Chungwatana as director, Executive Committee and Managing Director, with effect from March 1, 2020 to replace Mr. Vorapote Uchoepaiboonvong, who resigned from his positions. The remuneration was considered to be paid according to their respective terms of office.

(2) Other remuneration and benefits

- None -

(b) Remuneration for executives

In 2020, NN2 paid remuneration to two executives, consisting of:

(1) Monetary remuneration

It comprised salary and annual reward in the amount of Baht 12,789,540.00.

(2) Other remuneration and benefits

None, this was because NN2 was incorporated in the Lao People's Democratic Republic (Lao PDR) in which criteria relating to provident fund is not established, thus NN2 does not provide a provident fund for its staff and executives.

**3. Bangpa-in Cogeneration Limited ("BIC")**

(a) Remuneration for directors

(1) Monetary remuneration

The 2020 annual ordinary general meeting of shareholders of BIC on March 20, 2020 resolved to approve only remuneration for directors for 2020 in the amount not exceeding Baht 1,320,000 and the 2019 annual reward in the total amount not exceeding Baht 990,000.

In 2020, BIC paid such remuneration to each director, per the following details:

Unit : Baht

Name of Director	Position	Remuneration for 2020	2019 Annual Bonus	Total
Mr. Thanawat Trivisvavet	Chairman of the Board of Directors	360,000.00	270,000.00	630,000.00
Mr. Kamphuy Jiraruensak	Director	240,000.00	180,000.00	420,000.00
Mr. Vorapote Uchoepaiboonvong	Director	240,000.00	180,000.00	420,000.00
Mr. Smornchai Khoonrak	Director	240,000.00	180,000.00	420,000.00
Mr. Woravudh Anuruxwongsri	Director and Managing Director	240,000.00	180,000.00	420,000.00
<b>Total</b>		1,320,000.00	990,000.00	2,310,000.00

Remark: - Information on qualifications of persons holding positions as the subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

## (2) Other remuneration and benefits

- None -

(b) Remuneration for executives

In 2020, BIC paid remuneration to three executives, consisting of:

## (1) Monetary remuneration

It comprised salary and annual reward in the amount of Baht 11,103,320.00.

## (2) Other remuneration and benefits

It amounted to Baht 387,753.00 for the provident fund. Its staff and executives can choose to contribute savings at a rate from 5 to 15 percent of their respective salaries and BIC will then make the contribution at the rate of five percent to the fund.

**4. Bangkhenchai Co., Ltd. ("BKC")**(a) Remuneration for directors

## (1) Monetary remuneration

The 2020 annual ordinary general meeting of shareholders of BKC on March 18, 2020 resolved to approve only remuneration for directors for 2020 in the amount not exceeding Baht 240,000.

In 2020, BKC paid such remuneration to each director, per the following details:

Unit : Baht

Name of Director	Position	Remuneration for 2020	2019 Annual Bonus	Total
Mr. Vorapote Uchoepaiboonvong	Chairman of the Board of Directors	60,000.00	-	60,000.00
Mr. Varoth Saksucharita	Director	12,786.89	-	12,786.89
Miss Rujira Chuaybamrung	Director	60,000.00	-	60,000.00
Mr. Sombat Trivisvavet	Director and Managing Director	-	-	-
Mr. Thanawat Trivisvavet	Director and Acting Managing Director	58,852.46	-	58,852.46
Total		191,639.94	-	191,639.94

Remarks: - Information on qualifications of persons holding positions as the subsidiaries' directors appears in Attachment 2 - the Company's Annual Registration Statement for Year 2020 (Form 56-1).

<sup>1</sup> The Board of Directors' Meeting No. 1/2020 on January 8, 2020 resolved to approve the appointment of Mr. Thanawat Trivisvavet as director and acting Managing Director to replace Mr. Sombat Trivisvavet, who resigned from his positions, with effect from January 3, 2020.

(2) Other remuneration and benefits  
- None -

(b) Remuneration for executives

In 2020, BKC had no payment of remuneration, both monetary remuneration and other remuneration and benefits, to its executive.

## 8.5 Personnel

### 8.5.1 Number of Personnel and Remuneration of the Company and its Subsidiaries

As at December 31, 2020, the Company and its subsidiaries had a total of 261 staff members at the level lower than executive downwards, some of whom were staff performing work for the Company and its subsidiaries, including the Company's staff performing work for its subsidiaries via the Management Service Agreements between the Company and its subsidiaries.

In 2020, the Company and its subsidiaries paid staff remuneration in the total amount of Baht 199,449,258.00, consisting of:

- (1) Salary, based on performance of each staff;
- (2) Bonus, based on the Company's operational results;
- (3) Contribution to the provident fund paid by the Company at the rate of five percent of each staff's salary to the provident fund.

Company	Number of Personnel <sup>1</sup>	Remuneration <sup>1</sup>
CK Power Public Company Limited	126	129,409,697.28
SouthEast Asia Energy Limited	4	1,423,156.09
Nam Ngum 2 Power Company Limited	75	23,589,794.83
Bangpa-in Cogeneration Limited	55	44,658,289.67
Bangkhenchai Co., Ltd.	1	368,320.00
Total	261	199,449,257.86

Remark: <sup>1</sup> The total number of personnel and their remuneration at the level lower than executive downwards.

### 8.5.2 Personnel Management of the Company and its Subsidiaries

The Company has established a personnel management policy which emphasizes the human resource operations of the Company and its subsidiaries in accordance with the Principles of Good Corporate Governance in a transparent manner, and also ensures the maximum efficiency. To that effect, the Company has applied a standard personnel management program to the Company and all of its subsidiaries to achieve efficiency in human resource management, and also continues to oversee operations through the mechanisms together with provision of the services in a manner of Shared Service Center, which performs work as if it were a work unit of such subsidiaries and associated companies, thereby enabling the Company to establish work methods to meet standards, with segregation of duties and appropriate internal control. Furthermore, it is a management technique which builds up employee's expertise in a specific field to increase work efficiency and to ensure effective management. Moreover, the Company and its subsidiaries have employed the Key Performance Indicators (KPIs) for performance measurement together with assessment of core competencies and managerial competencies of the executives and employees to ensure clear, transparent and comprehensive performance assessment, results of which can be used for personnel development. The Company gives priority to personnel development by underlining employees' participation in providing suggestions and developing work processes to be fast and efficient by using Kaizen as a tool, as well as encouraging supervisors to give advice and serve as a role model. The Company has also used the Engagement Survey as a guideline for drawing up strategies and actions plans in terms of human resources as well following up the results on a concrete basis.

In respect of creating corporate culture, the Company has organized activities to raise awareness and understanding of the core values of the organization for all employees in the Company and its subsidiaries, and encourages employees to concretely apply the same to their own works and understand the expectations of core competencies and managerial competencies in their own roles.

In 2020, the Company and its subsidiaries had 12 resigned employees, with such resignations not resulting in significant change in the number of personnel. However, there was an increase in the number of employees to support the operation of the Xayaburi Hydroelectric Power Plant, by focusing on manpower management to ensure the suitable number of manpower and optimum efficiency. The Company has a policy to employ local labor, particularly in the areas adjacent to the Power Plant so that villagers in nearby communities are given an

opportunity to develop occupational skills, secure income, and achieve the sustainable growth.

In 2020, as a result of the situation of the epidemic of Coronavirus Disease 2019 (COVID-19), the Company recognized the importance of staff safety, continuity and electricity generation, and to that end, the Company implemented various measures to prevent and cope with the situation of the COVID-19 pandemic on a systematic basis, and succeeded in enabling the power plants to continuously generate electricity with minimal impact. All of these were done with great cooperation from both executives and staff in following the Company's measures.

### 8.5.3 Personnel Development Policy

Management of the Company and its subsidiaries recognizes the significance of improvement of skills and capabilities of both staff operating in respect of power plants and support staff. All staff are the key part that drives the Company to the direction set out by management. Furthermore, the management is aware that the Company and its subsidiaries must emphasize personnel development to ensure that their personnel have readiness in terms of knowledge, capability and experience which can be applied to work operations, and meanwhile development of ethics and sense of accountability towards their own duties, colleagues and society shall not be taken for granted.

#### (1) Development of Competency

The Company and its subsidiaries encourage their staff to attend local and international training courses to enhance staff's knowledge and skills in work performance. The department of human resources shall select the local training course in fields which personnel intend to develop, subject to approval of the executives in each line of command. Moreover, the Company opens up an opportunity for its staff to propose courses which are useful and conducive to work operations for development and enhancement of their competency. In this respect, the Company fixes an annual budget for the staff training at least Baht 10,000 per person.

The Company has opened up an opportunity for its staff to attend international training courses, whereby the work units shall consider the appropriateness and necessity in sending staff to receive such training. In the past, the Company sent its staff to attend the knowledge development-based training courses in various fields to be efficiently applied to work operations, and courses necessary for work operations of staff of each company in the group. In this regard, training plans can be proposed by any companies in the group. In 2020, the Company provided training courses and seminars for executives and staff of the Company and its subsidiaries, for a total of 10,939 training hours. In 2020, the average training hours was 37 hours per person, per the details of internal and external courses, as follows:

- **Internal courses**: 4,722 hours, divided into:
  - Core Program or courses, which everyone's attendance were required, included Core Value, Kaizen, Outward Mindset, Outward Mindset for Leader;
  - Soft Skill courses, which enhanced skills and developed potential of staff in specific areas, such as, Business Proposals and Report Writing, SAP, Train the Trainer, Storytelling for Influence, Creative slide for Presentation Personal Data Protection Act (PDPA), Thailand



Sustainability Investment (THSI), and Microsoft 365, for staff who had knowledge in specific fields, e.g., engineering, information technology, procurement, and accounting;

- The Company also placed importance on staff's attendance at specialized training courses for their work in order to enhance their in-depth potential for their responsible works or Functional Training, such as, a crane-related refresher course, ISO 14001: 2015 Environmental Requirements, 9001: 2015 Quality Requirements, field training exercise in case of gas leaks trapped in the given area, firefighting techniques, ISO 45001: 2018 Occupational Health and Safety Management Standard System, Risk Assessment and Safety Opportunities, First Aid and CPR Internal Audit 3 Systems (9001: 2015, 14001: 2015, 45001: 2018), Fire Fighting and Evacuation Drills;
- Furthermore, the Company had a policy to provide knowledge sharing among colleagues or staff in the Company, by which staff were trained to be able to pass on the knowledge gained from training or their own expertise to others, such as, Excel Advance, Fire Alarm System, Super Admin 2020, solar panel change work and efficiency of electricity generation of New Model Solar Panel, Ergonomics Crane Safety, Basic Fire Fighting Training, Behavior Based Safety (BBS), Think Before Act, Emergency Plan: Fire, OSHE Target of 2020, COVID-19 PLAN: XPCL COVID-19 Emergency Plan XPCL, A severe epidemic of dengue safety training course fever in Lao PDR, Lesson Learning from Accident Case, Safety Regulation for Vehicle Driving in the XPCL Area, COVID-19 & Dengue Hemorrhagic Fever Situation, Sustainability training course, Microsoft 365 training course, Presentation Personal Data Protection Act (PDPA) training course, etc.
- **External courses:** 6,058 hours, such as, Leadership for Manager, GM, AMD & DMD courses from SEAC Institute which brought the Leadership courses from abroad into Thailand, which allowed staff at the level of supervisor to receive basic techniques training of team management to be used as a team management tool, e.g., Growth Mindset, Emotional Intelligence, Step in for leader 10 Skill, E3: Empower, Engage, Execution, DISC Personality Traits at Workplace, Design Thinking, Managing in a minute.

The Company also sent employees to receive training in courses related to the routine work in each department, including trends as needed to increase knowledge to keep up with the changes in today's world, such as, HR Outlook 2020: The Key challenges facing future of work, preparedness for IT audits, Personal Data Protection Act: Process and Practical Guidelines, Solar Power Systems, personal data protection laws for internal audit work, development of sustainability reports in accordance with Global Reporting Initiative (GRI) Standards Certified Training Framework, accurate accounting and tax planning



for general business, Generator Control and Protection, Preparation of Greenhouse Gas Report for Listed Companies, impacts of the Coronavirus outbreak on financial statements, the standard of economic forum, Safety Officer at Management Level Program, etc.

- The Company has a process in place to monitor the knowledge development of the staff attending the training and seminars to measure their performance efficiency. The staff participating in the external courses must prepare their respective training summaries so that knowledge from the training can be used to improve and extend performance, with the supervisors being responsible for monitoring results of the staff's performance after such training. Moreover, the staff participating in the training programs must make a knowledge sharing among other staff in their lines of work and disseminate the training-related documents on the Share Drive.

The Board of Directors of the Company adopts a policy to support and encourage the directors, the executives, and the Company Secretary to attend training courses, seminars and make site visits, to enhance their knowledge and capability in work operations, by mainly taking into consideration those courses, seminars and site visits, both local and international, which convey content and details useful to the Company's business operations. In 2020, directors, executives, and Company Secretary attended the following training and seminars:

- **External courses:** 159 hours, such as:
  - Director Accreditation Program (DAP)
  - The Standard Economic Forum – The World after COVID-19: How Thailand Wins in the Next Normal
  - Singularity U Virtual Summit Thailand 2020
  - Impacts of the Coronavirus Outbreak on Financial Statements
  - Development of Preparation of Sustainability Report in accordance with the GRI Standards Certified Training Course Framework
  - Preparation of Greenhouse Gas Report for Listed Companies
  - Internal Control System for IPO Companies
  - Workshop on Accounting, Business Merger
  - Workshop on Accounting, Preparation of Consolidated Financial Statements
  - Summary of Understanding and All Main Issues of TFRS for NPAEs
  - Gallup Global Strengths Coach

(2) **Career Advancement Opportunity**

The Company and its subsidiaries considered restructuring their respective management to make it more transparent. Such restructuring not only secures

staff's career advancement in their line of work, but also promotes highly capable and competent staff to become executives. The Company and its subsidiaries also employ KPIs, as an internationally acceptable system, for performance assessment of staff of the Company and its subsidiaries on a concrete basis, together with assessment of success factors, behavior, and potential of staff, to serve as another instrument for effectively developing staff, with an aim of ensuring that the Company's staff will be developed to become decent and competent citizens. Moreover, the Company and its subsidiaries are connected in the form of business group, therefore, staff in either of the group companies has an opportunity to pursue their cross-functional career path within the company group; which is another channel to build confidence and secure career advancement of staff.

(3) Determination of Succession Plan

The Company realizes the significance of business continuity for sustainable growth of the Company and its subsidiaries, and recruitment of competent personnel to promptly succeed any resigned or retired staff. The Company has a policy to recruit quality personnel within the organization for appointment as successor before external recruitment. The Company uses the performance evaluation mechanism based on KPIs to consider staff's abilities and work behavior, as one of the factors for selection of personnel to be succeeded as executives, which will be incorporated in the succession plan. The hierarchy-based recruitment process has been available in place to ensure compliance with the personnel management policy in recruiting personnel to secure the succession to the important positions. The Company has also granted scholarships to potential staff to further their studies at the doctorate level in a field with a shortage of experts.

In this regard, details on the succession plan are shown in the caption of Responsibility of the Board of Directors - Succession Plan.

(4) Work Safety

The Company's subsidiaries which operate core businesses as electricity producers have developed their management systems in accordance with the quality management system (ISO) so that various power projects invested in by the Company meet international standards, and maintain a safe working environment as well as staff safety in each project. All power projects invested in by the Company have received the quality management system certifications, namely:

- The Nam Ngum 2 Hydroelectric Power Plant operated by Nam Ngum 2 Power Company Limited has received the ISO 9001: 2015 standard certification. The certificate has been granted to the operation and maintenance of the Nam Ngum 2 Hydroelectric Power Plant under the scope of

Electricity Generation and Distribution by Hydro Power Plant, which is regarded as the Electricity Generating Authority of Thailand's first overseas project that received the ISO 9001: 2015 certification.

- The Bangpa-in Cogeneration Power Plant 1 and 2 operated by Bangpa-in Cogeneration Limited have received the ISO 9001: 2015, ISO 14001: 2015 standard certification.
- The solar power plants operated by Bangkhengchai Co., Ltd. have received the ISO 9001: 2015 standard certification.

(5) Anti-corruption

The Company and its subsidiaries give priority to anti-corruption in every step of its operating procedures by incorporating the policy on anti-corruption and implementing procedures into the Corporate Governance Policy and the Control Policy and Governance Mechanisms (Control Policy), such as, guidelines for handling inside information and insider trading control, policy on execution of transactions with major shareholders, directors, executives and their connected persons, guidelines for consideration of execution of connected transactions of various types, requirements relating to business ethics and code of ethics, and a whistleblower guide when any corruption is found, all of which have been communicated by the Company to staff of the Company and its subsidiaries via the Intranet and the articles of association to build up acknowledgment and awareness of significance of proper compliance with the business ethics. Moreover, the Company has disclosed such policies to the public on the Company's website for transparency and review, as well as communicating the Company's commitment to anti-corruption. In this regard, details on the anti-corruption policy are shown in the caption of Corporate Social Responsibility - Anti-Corruption.

(6) Staff Welfare

The Company and its subsidiaries provide both permanent staff and employees with welfare as required by law, with the Company allowing them to jointly express their opinions on welfare, as well as using recommendations from the Engagement Survey as a guideline for designing staff's welfare. The Company believes that employees who are happy, healthy and think positively can achieve the excellence of the performance. The Company has then started to implement the staff health protection measures by giving the influenza, hepatitis A and B vaccinations to the at-risk staff, and continues to support staff's sports and exercise by providing them with facilities, such as, yoga club, badminton club, football club, etc.

The Company has a fair and comprehensive enforcement of such criteria on consideration of staff benefits in accordance with standards, laws, and humanitarian

principles. Moreover, the Company has provided staff with more fringe benefits by taking into account work achievement or as occasionally specified by the Company as appropriate, to raise staff morale. In addition, staff benefits are increased according to changes in economic and social conditions as appropriate. The Company's staff benefits are also comparable to those provided by other companies in the same industry. Over the past years, the Company and its subsidiaries had no any material labor dispute.

#### **8.5.4 Policy on Consideration of Staff Remuneration**

The Company clearly formulates its staff remuneration policy, under which the Managing Director shall consider determining remuneration and increments of salaries and wages of staff, by taking into consideration various factors, comprising, salary and wage rates comparable to those in labor market according to the Company's salary and wage structures, qualifications, knowledge, capability, experience and chain of command, to ensure that staff receive salaries and wages at the rates suitable for their positions and responsibilities. Furthermore, a salary increment will be considered from the staff performance assessment based on the Key Performance Indicators (KPIs), as the criteria used for performance assessment of staff of the Company and its subsidiaries on a concrete basis. This includes an assessment of staff's success factors, behavior, and competency in work, as well as consideration of comparable rates to those in the same industry of similar scale. In this regard, the Company and its subsidiaries have conducted human resource management in accordance with the Code of Business Conduct, the Personnel Management Policy, together with other relevant codes of conduct, to achieve efficiency in management under the Principles of Good Corporate Governance.

## 9. Corporate Governance

The Board of Directors is confident that good corporate governance serves as a key factor in reflection of the efficient, transparent, and auditable management systems and also as an important factor in promotion of an overall success of the Company as an organization with its commitment of social responsibility, and all these will help build trust and confidence of shareholders, investors, stakeholders and all related parties. The Company has then adhered to and complied with the principles of good corporate governance through operations of the Board, management and staff, by formulating the Company's Code of Business Conduct to strengthen the norms and culture to ensure organization-wide compliance; and adherence to the codes of conduct and the corporate governance policy of the Company in accordance with the Principles of Good Corporate Governance for Listed Companies 2012 ("CG Principles") of the Stock Exchange of Thailand ("SET"), regulations of the Securities and Exchange Commission ("SEC Office"), and the Capital Market Supervisory Board, and in line with the Corporate Governance Code for Listed Companies 2017 ("CG Code") so that the Company can achieve stable and sustainable growth under its visions and missions.

Recognizing the significance of operations in compliance with the good corporate governance, the Board of Directors sets out the policies related to corporate governance in a written format to ensure the corporate practical guidelines have clarity, transparency, and auditability, including review of the Company's policies, and codes of conduct and guidelines for corporate governance by the Board of Directors' Meeting to ensure that they are appropriate and kept up to date in accordance with the regularly amended criteria of the CG Principles of the SET. Moreover, the Board of Directors is aware of the requirement to comply with the CG Code of the SEC Office by applying such principles to the Company's operations (Per details shown in Compliance with Principles of Good Corporate Governance in Other Matters). The Company also discloses such policies, including the codes of conduct and guidelines on the Company's website with an aim of communicating the Company's business commitment based on the good corporate governance to the public.

The Board of Directors has established the policies, codes of conduct and charters to use as guidelines for work operations and corporate governance of the Company while the management has drawn up practical guidelines for various matters under the said policies to serve as clear tools and procedures in work operations for adherence by every work unit in a concrete manner, and communicated and disseminated the policies, codes of conduct and charters, along with those practices guidelines to directors, executives and staff at all levels, together with all stakeholders, via the Company's website at [www.ckpower.co.th](http://www.ckpower.co.th) and via the Intranet system to ensure their accurate awareness, understanding and adherence, including to external personnel and all external sectors in order to build their trust. The Company regularly considers reviewing and updating the policies and codes of conduct every two years and the charters every year to ensure their appropriateness and conformity to the Company's current circumstances.

In this regard, the implementation of the corporate governance of the Company has covered the significant matters under criteria of the CG Principles of the SET, comprising five main categories, namely, Rights of Shareholders, Equal Treatment for Shareholders, Role of Stakeholders, Disclosure and Transparency, and Responsibilities of the Board of Directors, per the detail as follows:

\* Please see information and details on the Policies, Codes of Conduct, Charters and Guidelines on the Company's website at [www.ckpower.co.th](http://www.ckpower.co.th)> Corporate Governance

### 9.1.1 The Rights of Shareholders

The Company recognizes the significance and equality of various fundamental rights of all shareholders, both minority shareholders and institutional investors, whereby all shareholders are required to have right to accept profit sharing of the business, right to access adequate information and news of the business, right to attend meetings to exercise the voting right at shareholders' meetings for appointment or removal of directors, appointment of auditors, and right to participate in decisions on any matters which have an impact upon the Company, such as, allocation of dividends, determination or amendment of the Articles of Association and the Memorandum of Association, capital decrease or increase, and special transaction approval, etc.

In addition to the aforesaid fundamental rights, the Company also proceeds with various matters which support and facilitate shareholders' exercise of the rights in key issues as follows:

(1) Access to Information on Shareholders' Meetings and Information Memorandum of the Company

- The Company gives prior notice of the schedule of a shareholders' meeting and agenda items of such meeting, including the record date for the right to attend the meeting and for the right to receive dividend (if any) via the news system of the SET and on the Company's website immediately after resolution by the Board of Directors' Meeting or the ordinary general meeting of shareholders.
- The Company sends an invitation letter to attend a shareholders' meeting and its supporting documents to each shareholder at least 7 days or 14 days (as the case may be) in advance. Such invitation letter contains clear details on agenda, various documents in support of the agenda, together with opinions of the Board of Directors, proxy forms as specified by the Ministry of Commerce, and the list of independent directors, as an option to facilitate shareholders' appointment of a proxy to attend the meeting, including map of the meeting venue. Furthermore, such invitation letter and supporting documents are disclosed via the news system of the SET and on the Company's website. The Company will also prepare the minutes of the shareholders' meeting, which contain correct and complete information, including constructive questions of shareholders, within 14 days from the meeting completion date and submit the minutes of the shareholders' meeting to relevant authorities within the specified period of time, and disclose such draft minutes on the Company's website, as another channel for all shareholders to access information conveniently, widely and transparently. In addition, the meeting is also recorded as a video clip to be made available on the Company's website in order for the shareholders who are unable to attend the meeting to equally receive the information and view the atmosphere of the shareholders' meeting on an annual basis.



- The Company notifies shareholders of details about their documents, which must be presented on the meeting date, in the invitation letter, to ensure that shareholders maintain their rights to attend the meeting and vote in accordance with the Company's Articles of Association in relation to the shareholders' meeting.
- The Company sets policy to require the Board of Directors and executives to attend shareholders' meetings, particularly the Chairman of the Board of Directors and chairpersons of various subcommittees, to jointly clarify matters or answer questions raised by shareholders in each meeting. The Company also allows shareholders to have equal rights to fully make inquiries and offer opinions and suggestions, all of which are greatly appreciated and welcomed by the Company for consideration and further actions as appropriate.
- The Company prepares the Annual Registration Statement ("Form 56-1") and the Annual Report ("Form 56-2") in the bilingual version, namely, Thai and English, to make it conveniently accessible to all shareholders. Form 56-1 will be submitted to the SEC Office prior to the due date on March 31 each year and the Annual Report will be submitted in the form of QR Code to shareholders prior to the due date within 120 days from the ending date of the accounting period, together with the invitation letter to attend the annual ordinary general meeting of shareholders. Moreover, the Annual Report will have been disclosed on the Company's website, and at a shareholder's request, it will be sent in a hard copy to such shareholder, in order to facilitate shareholders' easy and timely access to information on the Company's operations.

(2) Participation in Shareholders' Meetings

The Company has held the meetings at the Company's head office which is situated in the convenient location for shareholders' commute to attend the meetings by various modes of transportation, and has arranged for a reception for shareholders at the meeting venue. The Company has used a computerized registration system which is capable of instant result processing after the end of each meeting agenda item. Such system renders it convenient to make the voting results verifiable precisely. Furthermore, the legal advisors are assigned to verify the counting of votes, and representatives of shareholders are also present to witness the counting of votes in each agenda item throughout the meeting time. The proportion of votes required for each agenda item to be approved and the actual votes of such agenda item will be clearly displayed after the end of collection of votes during the meeting to ensure confidence in the counting of votes and encourage shareholders to regularly participate in the meetings. Moreover, shareholders are allowed to ask directors questions during the meetings to ensure that the shareholders present are facilitated and have actual participation in the meetings.



(3) Participation in Management

The Company invited the shareholders to propose any agenda items and nominate candidates for selection as independent director via the news system of the SET and on the Company's website at least three months before the end of 2020 in order to allow minority shareholders to share their useful opinions with the Company.

Moreover, the Company has allowed shareholders to inquire about the Company's operational results, or request any relevant documents directly from the Company throughout the year via the Company's email at [ir@ckpower.co.th](mailto:ir@ckpower.co.th).

### 9.1.2 The Equal Treatment for Shareholders

The Company has a policy to ensure equal and fair treatment and protection of rights of all shareholders, both Thai and foreign shareholders, major and minor shareholders, by various means as follows:

(1) Disclosure of Information in Support of Shareholders' Meetings

The Company allows minority shareholders to propose agenda items in advance prior to the shareholders' meetings and nominate candidates for appointment as directors in advance in the last quarter of each year. The meetings are conducted in accordance with the Articles of Association and the principles of good corporate governance, with shareholders being given clear notice of the same in the invitation letter sent to shareholders by registered mail, which has been publicized on the Company's website, and disclosed via the SET's website, and shareholders will be informed again prior to starting each shareholders' meeting. Furthermore, the Company has conducted the shareholders' meetings in accordance with agenda items as notified in the invitation letter. Full details of each agenda item must be provided, together with adequate supporting information. In addition, any items which have not been made known to shareholders in advance may not be added to the agenda, especially for such matters on which shareholders must take time to consider relevant information prior to making a decision.

(2) Participation in Shareholders' Meetings and Management

Details refer to Item of the Rights of Shareholders, namely, Participation in Shareholders' Meetings and Participation in Management.

(3) Prevention of Insider Trading

The Board of Directors imposes measures against insider trading by related persons, including directors, executives, staff, and employees, together with their respective spouses and minor children, and also imposes punishments for disclosure or use of the Company's information for personal gain in accordance with the insider trading policy. Directors and executives of the Company have acknowledged and realized their duty to report to the SEC Office on their respective holdings of

securities in the Company, with the report filing method being changed from hard-copy filing to electronic filing, including holdings of securities by their respective spouses, minor children, and any legal entities in which directors and executives hold more than 30 percent of their respective shares, as well as report to the SEC Office on any change in such securities holdings. In this regard, the Company will give written notice of a silent period of the Company's securities at least one month prior to the date of disclosure of the financial statements and at least one day after approval of the financial statements, in each quarter, in order for directors and executives to refrain from trading or changing their respective holdings of the securities during such period, in compliance with the regulations on insider trading. The Company also requires its directors and executives, including their respective related persons, to quarterly report to the Corporate Governance and Risk Management Committee's Meeting and the Board of Directors' Meeting on any change in their respective holdings of the Company's securities and the latest number of their respective securities holdings.

(4) Interests of Directors and Executives

- Report on Conflicts of Interest of Directors

The Company requires its directors and executives to report their personal interests and disclose their and their related persons' directorships or executive positions in other legal entities. This is to ensure that directors have available information in support of their consideration and approval of execution of transactions of the Company and its subsidiaries with accuracy and transparency in compliance with the relevant rules and regulations. In this regard, the Company Secretary keeps such reports on conflicts of interest filed by the directors and executives.

- Interested Directors' Participation in Meetings

The Board of Directors sets out a policy to prohibit its directors and executives who are connected persons or interested persons in relation to any agenda items from participating in the meeting and voting on such items, whereby such directors and executives are allowed to be present at the meeting only for presentation of information. Considering an interested person or connected person is based on such report on conflicts of interest, together with facts, to ensure actual compliance with the principles of good corporate governance.

(5) Execution of Connected Transactions

The Company has established and disclosed the practical guidelines for execution of connected transactions on the Company's website. Criteria for consideration of execution of connected transactions by the Company can be summarized as follows:

- Transactions in Ordinary Course of Business or Transactions in Support of Ordinary Course of Business with General Commercial Terms and Calculable Remuneration based on Assets or Reference Value

There is no restriction on value of execution of transactions in ordinary course of business or in support of ordinary course of business with general commercial terms and calculable remuneration based on assets or reference value, to ensure that the execution of a transaction of high value will be duly approved by the Board of Directors' Meeting of the Company, the Board of Directors' Meeting of the Company has then resolved to grant approval in principle for management, namely, the Executive Committee's Meeting or management (as the case may be), to have the power to consider approving execution of transactions in ordinary course of business or in support of ordinary course of business with general commercial terms in compliance with the SEC Office's Letter No. SEC.Jor.(Wor) 38/2551 dated July 16, 2008 Re: Guidelines for Compliance with Section 89/12 (1) of the Securities and Exchange Act (No. 5) B.E. 2559 (2016).

In this regard, execution of connected transactions shall be reported to the Audit Committee and the Board of Directors for acknowledgment in the next meeting.

- Connected Transactions of Other Categories

The Company delegates to the Executive Committee the duty to consider scrutinizing and proposing such connected transactions to the Audit Committee's Meeting for consideration of justifications and benefits to be derived by the Company from execution of such transactions, for submission to the Board of Directors' Meeting for consideration and approval or further proposal to the shareholders' meeting, as the case may be, subject to the rules regarding transaction size pursuant to the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies on Connected Transactions B.E. 2546 (2003) and the Notification of the Capital Market Supervisory Board No. TorChor.21/2551 Re: Rules on Connected Transactions.

In this regard, directors who are connected persons or interested persons in any such agenda item will be prohibited from participating in and voting at the Executive Committee's Meeting or the Board of Directors' Meeting during the consideration of such agenda item. The information memorandums regarding execution of transactions will be disclosed by the Company under the requirements of such two Notifications and also disclosed in the Company's Annual Registration Statement Form.

### 9.1.3 The Role of Stakeholders

The Company realizes the significance of the rights of all groups of stakeholders, both inside, such as executives and staff of the Company and its subsidiaries, and outside, such as shareholders, suppliers/traders, creditors, financial institution lenders, communities adjacent to the power plants and society as a whole, and ensures fair treatment of all related parties. In addition, any inquiries or complaints can be submitted to directors or the Company Secretary directly via email of both channels as disclosed on the Company's website and in the Annual Registration Statement Form. The Company attends to the rights of the stakeholders as disclosed in the policies, codes of conduct, and practical guidelines of the Company as follows:

1. Rights of Stakeholders

Shareholders

The Company realizes its role as a business entity committed to generating long-term profit with good and steady returns to shareholders' utmost satisfaction, and subject to an obligation as a member of society to operate its business responsibly to ensure its sustainable growth. The Company thus sets its management structure to take into account all groups of stakeholders by way of transparent and reliable disclosure of clear and correct information to shareholders in support of their decisions to invest in the Company. In addition, shareholders are allowed by the Company to participate in and conduct inspection of the Company's operations through various channels at all times, as well as monitoring that the Company complies with policies relating to shareholders to protect shareholders' fundamental rights and in no way commits any violation or infringement of the rights of shareholders.

Staff

The Company regards all staff as important and instrumental in facilitating the organization's sustainable business operations and development in the future, by supervising that the personnel management policy and the Code of Conduct for Executives and Staff available on the Company's website shall be followed. The Company also focuses on staff's continuing development of competency, knowledge, abilities and skills in various fields, while attending to staff hygiene and safety at workplace, both headquarters and power plant sites, as per the following details:

- (1) Nomination and Employment

The Company employs personnel nomination systems which meet standards through a variety of channels to nominate candidates who are the most qualified for each position as well as promoting their awareness of good values of the organization by means of continuous and broad communication with clarity through various channels.

- (2) Structure and Evaluation

Despite the fact that the Company's corporate structure and evaluation meet standards, the businesses invested in by the Company had gradually commenced their respective

commercial operations, as a result, the Company's scope of operations was expanded extremely over the past years. This is to ensure that the Company has its structure and evaluation which meet standards and can determine clear personnel structure and job descriptions of the Company and each of its subsidiaries, as well as ensuring an appointment, transfer and reward program which are transparent and appropriate to staff based on each staff's overall competency and performance. Moreover, the Company applies the performance assessment system based on Key Performance Indicators ("KPIs") as criteria for consideration and performance assessment of each staff. In this regard, the Company firmly believes that the clear measurement system will motivate staff to conduct the individual performance development and will greatly assure staff of their career advancement.

(3) Remuneration and Welfare

The Company adopts a policy on payment of appropriate remuneration to staff at all levels by taking into consideration staff's performance and efficiency, along with the Company's operational results, through assessment centered on each staff's knowledge, ability and performance in the previous year, by comparison with average remuneration rates of staff in the electricity industry of similar size, economic factors and inflation rates. Moreover, the Company determines staff welfare and assistance programs in various aspects, among which, for example, establishment of a provident fund, granting the rights to medical treatment, life insurance and group life insurance, and annual health check-up in standard medical institutions, uniforms for staff, etc.

(4) Training for Development of Work-Related Skills and Knowledge together with Ethics

The Company realizes the significance of personnel development by encouraging staff at all levels to attend training courses; both in theory and in practice, along with occupational technique development courses of each business line and other courses which help enhance efficiency in work performance. Furthermore, the Company provides staff opportunity to propose any interesting and useful courses to the Company's consideration and approval, subject to the annual budget for staff training. The Company also gives priority to creating a working environment and corporate culture to encourage all staff to participate in the Company's activities, extend generosity to each other and respect seniority and respect rights of each other, as well as cultivating the concepts and values of quality work systems, which will strengthen relationships and unity among staff of the Company and its subsidiaries.



In this regard, details on training for staff's knowledge development are shown in the caption of Personnel Development Policy - Development of Competency.

(5) Work Environment, Safety and Hygiene

The Company realizes the quality of life and work safety for staff of the Company and its subsidiaries, both staff performing duty inside their offices and at various power plants, whereby the Company formulates measures on occupational safety and health, including arranging for officers to conduct inspection on work safety as well as improving working surroundings and environment on a regular basis in accordance with the ISO requirements and related safety rules for safety. Moreover, all office and field staff of the Company and its subsidiaries are provided with annual health check-up services on a yearly basis. In addition, new staff are enjoined to receive health check-up prior to actual performance, to rest assured that staff are healthy and ready to fully perform works under his/her responsible duty; and the Company also encourages staff to be aware of proper health care. In addition, the Company not only strictly complies with the labor laws, but also pays respect for staff privacy, whereby their personal data, such as salary, medical treatment records, family background, will not be disclosed to any third party or unrelated persons, except for such information required to be disclosed to relevant third parties under the provisions of laws. This can assure staff that staff's personal information provided to the Company will not be disclosed to others without prior consent of staff, and if required, for the purpose of work performance of such staff only.

Details on safety and hygiene at work and measures to prevent the spread of Coronavirus Disease 2019 (COVID-19) are shown in the caption of Corporate Social Responsibility - Environmental Care.

(6) Compliance with Rules and Regulations

The Company emphasizes that staff of the Company and its subsidiaries must strictly comply with laws and rules and regulations of the Company or its subsidiaries, whereby the Company has announced and disclosed the Corporate Governance Policy ("CG Policy") in a written format, as a standard of work performance and desirable behaviors of staff, including the Operation Manual of all work units as prepared in writing and disclosed in the Intranet system of the Company, in order to ensure staff's acknowledgment and compliance. Meanwhile, the Company enjoins all staff via staff's line of command to refrain from taking any illegal risky or suspicious action, whether criminal or civil. The Company also prevents any infringement of copyrights or intellectual property, whether with or without intent, and

encourages staff to follow the operating guidelines and perform duties in good faith without involvement in any corruption. Furthermore, the Company sets out guidelines on disciplinary sanctions, after investigation, against any violation or wrongful act in order: verbal warning, written warning, suspension, and dismissal, in which case, the Company shall fairly consider providing severance pay under law.

#### Creditors/Financial Institution Lenders

The Company gives priority to its financial creditability and strictly complies with the conditions of the credit facility agreements by controlling and monitoring the financial management of the Company and its subsidiaries to ensure clarity and achievement of the objectives of money utilization notified to the creditors/financial institution lenders. The Company discloses reports on various forms of financial activities with transparency on a periodic basis and at request of the creditors/financial institution lenders. Over the past years, the Company and its subsidiaries have paid debts according to schedule without delay or default, nor have the Company and its subsidiaries ever negotiated for debt rescheduling, and as such, the financial institution lenders supporting the Company's power plants can rest assured of the financial stability of the Company, its subsidiaries and its affiliated companies.

#### Trade Competitors

The Company complies with equitable and transparent competition rules in a manner that the Company properly operates its business in compliance with applicable laws and the code of business ethics, as well as meeting standards of competition practices, and avoids any dishonest means to discredit trade competitors, with the Company having its guidelines for compliance with the Suppliers' Code of Conduct available to the public on the Company's website.

#### Customers and Traders/Suppliers

The Company operates its business as a holding company, holding shares in other companies engaging in business of production and distribution of electricity from hydropower, solar power, and cogeneration system, therefore, direct customers of its subsidiaries and associated companies whose shares are held by the Company are the Electricity Generating Authority of Thailand ("EGAT") and the Provincial Electricity Authority ("PEA"), as government agencies which purchase the electricity, and operators within the industrial estates. The individual users are then an indirect customer of the Company. The Company aims at providing maximum benefits from the efficient and steady distribution of electricity, which not only meets customers' satisfaction, but also contributes to the national economic and social development. In achieving vision to be a leading power business company in Thailand and ASEAN region with the efficient operation, the Company formulates policies, and reviews, monitors the operational results of the companies invested in by the Company on a monthly basis to ensure their



satisfactory operational results, with the full capacity in reliable distribution of electricity to the traders/suppliers in accordance with the power purchase agreements. In addition, satisfaction of electricity purchasers has been assessed, with consecutive good and excellent results. Currently, the power plants as invested in by the Company have already passed certifications of ISO standards. The Company also realizes the significance of the government sector's energy balance policy to reduce utilization of electricity generated by consumable fuels and promote more utilization of renewable energy, which will result in the sustainable energy security for communities, society and the country.

The Company and its subsidiaries have not only given priority to their customers, but also to their traders/suppliers, through compliance with the Code of Business Conduct, the Suppliers' Code of Conduct, and the Procurement Policy.

The Company's Procurement Policy conveys the material essence as follows:

1. Make procurement by taking into account quality, price, quantity, service, and timeliness in response, by giving priority to efficiency and effectiveness, together with the environmental, social, governance responsibility.
2. Make procurement with transparency, fairness and auditability, as well as complying with relevant regulations, requirements and laws.
3. Establish process and procedures of procurement which are fair and equal for all sectors.
4. Select sellers or service providers which obtain environmental quality certification, and give the first priority to the use of labor under the human rights principles.
5. Promote the green procurement and support the use of products which are from renewable and eco-friendly resources, for instance, green-label certified goods, etc.

Details on customers' satisfaction survey are shown in the caption of Corporate Social Responsibility - Fair Business Operations.

#### Communities and Society

The Company is grateful to the country and is aware of its role as part of Thai business sector and a member of society with the duty to operate business based on the corporate social and environmental responsibility for the purpose of sustainable development of the organization in parallel with the national development. The Company thus adopts diversified policies on power plant implementation to strengthen the energy sector for the country, and focuses on eco-friendly power plants as well as devotes its full efforts to ensure the efficient distribution of electricity to the country, with an aim to be instrumental in developing and moving the country forward together with all parties concerned.

Other than taking into account social benefits from the Company's business operations, the Company also continues to support social and environmental activities,

in particular such activities in communities adjacent to various power plants invested in by the Company and in remote areas, so as to promote the development of communities and participatory awareness of social responsibility and public mind.

Details on activities for communities and society are shown in the caption of Corporate Social Responsibility - Corporate Social Responsibility Activity.

## 2. Protection of Rights and Roles of Stakeholders

The Company realizes the significance of equal rights of all stakeholders and then arranges for whistleblower channels through which a report on any non-compliance with the codes of conduct, any illegal acts or any suspected dishonest acts or misconduct committed by personnel in the Company and its subsidiaries can be filed, including any flaws in the internal control system, by both staff and other stakeholders, as well as having a whistleblower protection mechanism in place. In this regard, the whistleblower guidelines have been defined as follows:

- 2.1 Whistleblowing: The Company arranges for three whistleblower channels through which a whistleblower report can be filed with the executives and the Board of Directors, per the following:
  - To the Company Secretary at [compliance@ckpower.co.th](mailto:compliance@ckpower.co.th);
  - To the audit committee members and the Board of Directors at [directors@ckpower.co.th](mailto:directors@ckpower.co.th);
  - To the Investor Relations at [ir@ckpower.co.th](mailto:ir@ckpower.co.th).
- 2.2 Implementation: The executives and the Board of Directors have appointed a working group to collect details; consider examining facts of happened events; and set out appropriate methods for dealing with each matter.
- 2.3 Reporting of results: The Company Secretary, executives or audit committee members shall report to the Board of Directors for acknowledgement and for further report to stakeholders.

In this regard, the Company establishes whistleblower protection measures, whistleblower confidentiality policy, with their details conforming to the practices of stakeholder engagement disclosed on the Company's website and the whistleblower channels disclosed on the Company's website: [www.ckpower.co.th](http://www.ckpower.co.th) under the heading of "Corporate Governance", in the sub-headings of "Declaration of Anti-Corruption" and "Whistleblowing Form". As for the whistleblowing information and complaints, the Company has restricted access to such information and its disclosure to the persons concerned only in order to ensure that the whistleblowers/complainants feel safe and secure. The whistleblowers or complainants may choose to disclose their respective identities or to remain anonymous. The Company may, when it deems appropriate, provide

special protection measures if the process is likely and can be expected to cause any difficulty or unsafety to them, and the whistleblowers or complainants will receive damage alleviation or compensation which is appropriate and fair from the Company or persons causing such damage under the Company's management mechanism and the rules of laws.

The Company has incorporated various forms of anti-corruption in the CG Policy, and the Company is also setting out additional guidelines for formulating appropriate internal control measures. Moreover, the Company has established anti-fraud and anti-corruption practices as a clear guideline for personnel of the Company and its affiliated companies, with the details disclosed on the Company's website.

Details on anti-corruption policy are shown in the caption of Corporate Social Responsibility - Anti-corruption.

3. Respect of Human Rights

All directors, executives and staff of the Company and its subsidiaries will be duly treated by the Company and its subsidiaries in accordance with the human rights and civil rights under the Constitution and laws. Furthermore, the Company and its subsidiaries set out employment guidelines for both permanent staff and employees for strict compliance with the labor employment standards and requirements under the labor laws so that the workplace is safe and hygienic as appropriate. Likewise, the directors, executives and staff shall treat others with respect for the human rights, including respect for the honor and dignity. The Company and its subsidiaries provide channels for communication, suggestion and grievance filing on work-related matters, to ensure that personnel of the Company and its subsidiaries embrace participatory management, which will make all staff of the Company and its subsidiaries feel being part of the organization and also foster their awareness of the duty to play a part in organization development, as well as building good understanding and relationships in work cooperation. At the same time, the Company also opens communication channels through which third parties can blow the whistle on misconduct or make any complaints with Company so that the Company acknowledges any problems, impacts or improvements arising from the business operations of the Company and its subsidiaries, as well as accepting recommendations for development of management and supervision of the Company and its subsidiaries. Over the past years, the Company and its subsidiaries had never received any report on or encountered any labor dispute or violation of human rights.

4. Respect of Intellectual Property Rights or Copyrights

The Company formulates the Corporate Governance Policy and the Information Technology Policy, together with security practical guidelines, which reflect strict respect for intellectual property rights or copyrights, as well as incorporating the same into the Operation Manual to ensure efficient communication and compliance of staff, namely, strictly prohibiting the Company's personnel from using any copyrighted work or

information for gain or taking any act in a manner risking infringement of intellectual property or copyrights, by requiring that all programs installed in the Company's computers for work operations must be legally copyrighted only.

5. Environmental Responsibility and Utilization of Resources

With the mission to generate optimal and steady returns and simultaneously give priority to creating benefits and minimizing impacts from power plants on the environment, communities and all parties concerned, other than the Company's selective investments in eco-friendly renewable energy power plants, the Company also realizes the significance of the most effective and productive utilization of resources in every step of its business operations, and implements the sustainability management policy to foster a sense of environmental protection awareness among staff of the Company and its subsidiaries, as well as ensuring that the Company's power plants, which have commenced their respective commercial operations and which are under construction, strictly comply with various environmental laws and regulations, including ISO standard requirements, in parallel with environmental rehabilitation to ensure balance and growth of the communities alongside environmental sustainability.

Currently, more than 90 percent of the Company's power plants are renewable energy power plants, namely, hydroelectric power plants and solar power plants. In this regard, the Company is committed to continuing development of renewable energy power plant of various categories.

In this regard, details on environmental responsibility and utilization of resources are shown in the caption of Corporate Social Responsibility - Environmental Care.

**9.1.4 Disclosure and Transparency**

The Company is aware of the significance of accurate, complete, transparent and timely disclosure of financial information, information to be periodically disclosed, and general information, including material information which may affect prices of the Company's securities, in accordance with the rules of the SEC Office and the SET, which may influence the decision-making on the part of the Company's investors and stakeholders, to ensure equal access to such information for shareholders, stakeholders, together with the general public, as per the details of disclosure and transparency as follows:

1. Channels for Disclosure

The Company regularly discloses the operational results under the periods and under significant events in accordance with the rules of the SEC Office and the SET via many channels, namely, websites of both the SEC Office and the SET, and the Company's website at [www.ckpower.co.th](http://www.ckpower.co.th), which will be always kept updated. In addition, there is a monitoring system of the Company's website visits in place to further improve information and to ensure shareholders' more thoroughly and convenient search for the Company's information, with the Company presenting significant information in both Thai and English versions, comprising:

- The Company's general information, namely, company background, visions and missions, policies and strategies, investment portfolio, results of power plants' performance as presented to analysts or the public, organization chart, Board of Directors and subcommittees, including pending future projects, etc.
- Financial highlights, namely, financial reports, analysis summary of periodic operational results, stock information, stock news, analyst coverage and information for the general public as presented to analysts or the public, etc.
- Corporate governance, namely, Corporate Governance Policy, Form 56-1, Form 56-2, supporting documents and VDOs of shareholders' meetings, channels for whistleblowing or complaints, social and environmental responsibility activity news, etc.
- Sustainability, namely, sustainability overview, CSR activities, stakeholder engagement, supply chain management, environmental management, energy and climate strategy, etc.

Other than information disclosure via the websites, the Company also submits an invitation letter to attend each meeting or various documents within the periods required for the shareholders' meeting or under the SEC Office's or the SET's requirements for submission of documents to shareholders, that is, the Company submits Form 56-1 to the SEC Office before the due date on March 31 each year and submits the Annual Report in the form of QR Code to shareholders before the due date of 120 days from the end of the accounting period. In each year, the Company submits the invitation letter to attend the meeting together with the Annual Report in the form of QR Code to shareholders at least 14 days before the Annual Ordinary General Meeting of Shareholders, and also delivers the printed Annual Report at the request of the shareholders, as well as disclosing the Annual Report on the Company's website on the same date as that of delivery of the invitation letter and the Annual Report to shareholders for ensuring shareholders' wide and instant access to information on the Company's operational results. In addition to those documents required under the requirements of the SEC Office and the SET, the Company also provides information on the Company's movements and discloses the Company's operational results through the Company's website and a variety of printing media, along with roadshows organized by the SET or invited by other agencies, including those organized by the Company on a quarterly basis.

In this connection, the Company provides channels for disclosure and explanation on corporation information to ensure all parties have clear, equal, accurate, complete and prompt access to the Company's information through the Company's central unit, namely, Investor Relations, which is responsible for contact and communication with shareholders, financial institution investors, securities analysts, investors and interested persons in accordance with the Investor Relations Code of Conduct to ensure that the Investor Relations Unit has carried out operations with fairness and non-



discrimination under the principles of good corporate governance.

In 2020, the Company organized related activities, as summarized below:

- 4 Analyst Meetings for clarifying the operating results;
- 5 Company Visits for providing information to investors, securities analysts, both at home and abroad, who met the executives, and conference call meetings;
- 1 Opportunity Day;
- 7 Roadshows for meeting investors, institutional investors, and retail investors, both inside and outside the country;
- Answering questions by telephone and email relating to business operations and business direction in the future, etc.

2. Preparation and Submission of Financial Reports

The Board of Directors acknowledges its responsibility for the accurate, complete, justifiable, and transparent information in financial reports, which can prevent any fraud and detect unusual activities, as well as safeguarding benefits of minority shareholders. The Company's financial statements are thus prepared in accordance with generally accepted accounting standards in Thailand and comply with applicable laws and notifications, subject to the selected appropriate accounting policies and regular compliance, with an exercise of discretion with due care, including adequate and complete disclosure in the notes to the financial statements.

The Company appoints the auditor who has knowledge and expertise in this field, standard practice, and has an international reputation, without a conflict of interests with the Company which will cause a lack of independence in serving as the Company's auditor, to perform the duty in auditing the Company's financial statements, and the Company's certified public accountant will be rotated in accordance with the requirements of the SEC Office and relevant authorities, to ensure transparency and independence in the duty performance in compliance with the principles of good corporate governance. Moreover, the Company also releases the Management Discussion and Analysis relating to the financial position, operational results, and significant financial changes during the preceding quarters for shareholders and investors on a quarterly basis, together with disclosure via the SETLINK of the SET, along with submission of financial statements. Moreover, the information has been disclosed on the Company's website to facilitate any interested persons' access thereto as another channel. Until now, the Company has disclosed the quarterly and annual financial statements in advance before the due date of disclosure, and has no record of being ordered to revise the financial statements.

In this regard, the Board of Directors has reviewed the internal control system to ensure efficiency through the Audit Committee in order to reasonably assure that the accounting records are correct, complete and adequate to maintain the assets; and to detect any flaws for prevention of any fraud or significantly unusual activity.

3. Criteria for Trading Securities of Directors and Executives

The Company requires its directors and executives to refrain from trading securities of the Company at least one month before the date of approval of financial statements and at least one day after approval of the financial statements, whereby the Company will give written notice to its directors and executives, including their respective spouses, and minor children, and legal entities in which directors and executives hold more than 30 percent of their respective shares, to refrain from trading or changing their holdings of securities, subject to the quarterly report to the Corporate Governance and Risk Management Committee, and the Board of Directors. Moreover, the Company requires staff authorized to have access to the Company's significant information, which may affect movement of its securities price, to refrain from trading such securities or to wait until the public receives the information and has adequate time to review such information as appropriate to ensure actual compliance with the requirements for insider information usage prevention under the CG Policy of the Company. In this regard, the Company requires its respective directors or executives to report to the Compliance and Legal Unit upon his/her trading of the Company's securities or change in his/her holding of the Company's securities so that the Company in association with such directors or executives will then completely report to the regulatory bodies within the periods of time specified by law, namely:

- As for any appointed directors and executives, who buy, sell, transfer or accept a transfer of securities or futures contracts, and have not yet been listed on the SEC Office's database for directors and executives, the Company will notify the list of such directors and executives under the method specified by the SEC Office within 7 business days from the date of purchase, sale, transfer or acceptance of the transfer of securities or futures contracts.
- Report on changes in securities holdings (Form 59) after each trading or change in holdings of securities in the Company shall be filed within 3 business days from the date of such trading or change in holdings of securities.

Furthermore, the Company requires its directors and executives to report to the Company for acknowledgement on their own interests and their related persons' interests, upon their holding of office for the first time and each change therein. In this part, the Company will regularly inquire about any change on their interests on a yearly basis through submission of a reporting form on interests to update information relating to their interests. These arrangements can assure the Company of transparency in consideration of execution of transactions, including in arrangements of various



matters, without involvement of any directors or executives who may have a conflict of interest with such transactions.

### **9.1.5 Responsibilities of the Board of Directors**

#### **1. Structure of the Board of Directors**

1.1 The Board of Directors comprises qualified persons who have knowledge, abilities and experience at the management level from various organizations in a diverse variety of professional careers, namely, economics, administration, accounting, engineering and law, which are in line with the Company's business strategy to be a leading power business company in Thailand and ASEAN region, with efficiency in the operations. In addition, the Board of Directors' advisors, who are knowledgeable and specialize in different areas, namely, economics, accounting, finance, administration, and engineering, are appointed to provide useful consultation on technical and administrative matters for the Company and its subsidiaries, and they can efficiently apply their experience, knowledge and abilities to development and determination of policies and directions of the Company's business operations for the maximum benefits of the Company and shareholders. The Board of Directors plays a key role in formulating policies and strategies, and projecting the corporate image, along with supervision, inspection, monitoring of work performance of the management and assessment of the Company's operational results according to plan. The boards of directors of the Company and its subsidiaries will regularly meet to review their respective operational results in the preceding year to consider whether it meets the target and it is within the specified budget, as well as making future action plans to ensure consistency with strategies and business plans in the long and short terms on a yearly basis.

The Board of Directors realizes the significance of regular meetings to jointly consider reviewing the visions, missions and strategies of the Company on a continuous basis, as well as considering approval of significant transactions and annual action plans to fix the direction for the business operations.

1.2 The Board of Directors is composed of a total of 12 directors, comprising one executive director and 11 non-executive directors, with four independent directors (including the Chairman of the Board of Directors), representing not less than one-third of the total number of directors. Such board structure gives rise to a counterbalance of votes on consideration of various matters. Furthermore, the Board of Directors appoints four subcommittees, namely, the Executive

Committee, the Audit Committee, the Corporate Governance and Risk Management Committee, and the Nomination and Remuneration Committee.

1.3 Directors shall have a term of service for three years. Directors who retire by rotation may be re-appointed. At every annual general meeting of shareholders, at least one-third of the number of directors shall vacate their office.

1.4 The Chairman of the Board of Directors and the Managing Director are not the same person to separate their duties between the Corporate Governance Policy making and the day-to-day management, whereby the Board of Directors clearly determines powers and duties of the Chairman of the Board of Directors. That is, the Chairman of the Board of Directors is an independent director as defined by the SET and has no any relationship with the management. The main duties of the Chairman of the Board of Directors are as follows:

1.4.1 To play a key role in providing opinions on the Company's policies which consider and set goals at the Board of Directors' Meetings, and to give recommendations on business operations, and monitor the overall performance of duties of the Board of Directors and various sub-committees to achieve objectives in accordance with the resolutions of the Board of Directors' Meetings, and encourage all directors to adhere to the corporate governance and codes of conduct in the Company's business operations.

1.4.2 To preside over the Board of Directors' Meetings to ensure their efficient proceedings in accordance with the agenda, the Company's Articles of Association and laws; encourage all directors to participate in the meetings and express their opinions independently; and have the casting vote in case of an equality of votes at the Board of Directors' Meeting.

1.4.3 To direct the shareholders' meetings to be proceeded in accordance with the agenda, the Company's Articles of Association and laws, by allocating appropriate time; as well as to provide equal opportunities for shareholders to express their opinions; and ensure appropriate and transparent answers to inquiries of shareholders.

## 2. Roles, Duties and Responsibilities of the Board of Directors

The Board of Directors has powers, duties and responsibilities in laying down the Company's management guidelines in compliance with laws, objectives and Articles of Association of the Company, as well as ensuring legitimate resolutions passed by the

shareholders' meetings in good faith; and safeguard the interests of all stakeholders of the Company. Details of the scope of powers, duties and responsibilities of the Board of Directors are shown in the caption of Management Structure in accordance with the Board of Directors' Charter.

Furthermore, the Company has complied with the corporate governance criteria under the Principles of Good Corporate Governance of the SET, by establishing policies and work rules and regulations to promote its good corporate governance, as follows:

(1) Conflict of Interest Policy

The Company realizes the significance of transparent consideration of various transactions which are useful for the Company, and then adopts a policy to prevent any transactions which may give rise to a conflict of interest, or related party transactions, as follows:

- Directors and executives must inform the Company of their relationships or connected transactions in any business which may give rise to a conflict of interest, and the Company will prepare a report on interests of such directors or executives accordingly;
- Any connected transaction with directors which may give rise to a conflict of interest with the Company must be avoided. Any connected transaction which is necessary to be executed must be proposed to the Audit Committee to consider providing an opinion prior to seeking the Board of Directors' approval in accordance with the Principles of Good Corporate Governance and to ensure compliance with the rules as specified by the SET and the SEC Office;
- Any director who has an interest in any agenda item is prohibited from voting and attending the meeting on such agenda item.
- Executives and staff must comply with the Articles of Association and the Code of Business Conduct of the Company, with which strict compliance is considered of key importance, in order to ensure all stakeholders' trust and confidence in the Company, and the information must be made known to all staff of the Company for their understanding and compliance accordingly.

(2) Requirements Relating to Ethics and Codes of Conduct

To ensure that staff of the Company have good practices and conduct themselves in a proper way to the professional business operations while having virtues, social and economic responsibility, and to promote the good corporate governance mainly based on honesty, integrity, and transparency, the Code of Business Conduct, the Code of Conduct for Directors, and the Code

of Conduct for Executives and Staff have been defined as standard frameworks for the business operations for acknowledgement and compliance by directors, executives, staff and all parties concerned. The Company promotes all staff's understanding of principles and policies relating to the Code of Business Conduct, and compliance with various rules, regulations, including practices, which, before starting working, all new staff will be trained through staff orientation. The Company has also disclosed such codes of conduct on the Company's website. Their respective important details are given below:

- The Code of Business Conduct requires that the Company must operate its business legally for the benefit of the economic, social and environmental systems; treat all stakeholders fairly and refrain from taking advantage of all parties concerned; ensure information disclosure; treat its staff properly; create values that focus on the organization's interests rather than personal interests; and implement a whistleblower guide.
- The Code of Conduct for Directors requires that directors must perform their duties with honesty, integrity, fairness, prudence and due care; completely separate their personal dealings from the Company's dealings; keep the Company's information confidential and refrain from disclosing it except with the Company's permission; strictly adhere to and observe the laws, rules, regulations and notifications of the relevant regulatory bodies; as well as refusing to receive any money, souvenir or gift; and refrain from abusing their directorships to seek personal benefit.
- The Code of Conduct for Executives and Staff requires that executives and staff must conduct themselves within moral frameworks and good traditions, and make any decisions in good faith, with due care, honesty, integrity in the best interests of the Company and all stakeholders; and adhere to ethics; ensure polite treatment towards staff and deal with their subordinates with fairness; and respect staff's rights and expression of opinions; and requires that staff must strictly comply with the Company's work rules and regulations; perform works with honesty, integrity, perseverance, diligence; and remain determined to improve efficiency in their own performance; have a positive attitude; treat senior staff and supervisors with respect; behave themselves within moral frameworks and good traditions; refrain from engaging in discreditable conduct; and refrain from

disclosing confidential information as known from performance of their duties; maintain harmony, extend generosity towards others; perform their works with the aim of ensuring the maximum benefits of the organization; including the effective and optimum use of resources.

(3) Internal Control System

The Company realizes the importance of the internal control system at the management and operating levels, and then clearly determines the scope of powers, duties and authorities in writing, as well as establishing the Internal Audit Office with the duty to review compliance with the internal control system, including supervision, monitoring of the use of assets for the optimum benefits. In addition, there is the segregation of duties and responsibilities for approval of accounting entries, information memoranda, and asset storage and care, to ensure checks and balances in an appropriate manner. Moreover, the Company imposes an internal control on financial system whereby the Company requires the financial reporting to the line management. In addition, the Company and its subsidiaries plan to employ the same auditor for convenient control and management of accounting and finance, and also require that the Company's auditor must be rotated in accordance with the regulations of the SEC Office and relevant authorities. In this regard, the Company sets out clear and measurable business goals. That is, the management must review and compare the actual operational results with the specified goals; assess external and internal risk factors found in the operations; analyze contributing factors and establish measures to follow up events which cause such risk factors, including measures to minimize the risks and delegation to relevant units to regularly monitor such risks, together with report on the monitoring results to the Board of Directors.

(4) Risk Management

The Board of Directors appoints the Corporate Governance and Risk Management Committee to have the duties to consider approving the Company's risk management and acknowledge its subsidiaries' risk management, as well as follow up and acknowledge the risk management plans of the Company and its subsidiaries, including the duty to quarterly report to the Board of Directors' Meeting on problems in respect of key risks and progress of remedial actions for such risks.

(5) Remuneration for Directors and Executives

The Company fixes remuneration for directors and executives, on which details are shown in the caption of Remuneration for Directors and Executives - Remuneration for Directors and Executives.

(6) Development of Directors and Executives

The Board of Directors has a policy to promote and support training and provision of acknowledgment to personnel related to the Company's corporate governance system on a continuous basis.

Details on training are shown in the caption of Personnel Development Policy - Development of Competency.

(7) Report of the Board of Directors

The Board of Directors is responsible for the Company's financial statements. The Audit Committee is authorized to review the financial report and ensure that the financial report is of quality and accurate in accordance with generally accepted accounting standards, and with transparent and adequate disclosure of the Company's material information. The management and/or the auditor jointly meet and propose the financial report to the Board of Directors every quarter. The Board of Directors is responsible for the Company's financial statements, including financial information memoranda (report on responsibilities of the Board of Directors towards financial report) in the Annual Report, that such financial statements are prepared in accordance with the generally accepted accounting standards and are audited and certified by the Company's auditor, and that the material information and news, both financial and non-financial, is completely and regularly disclosed based on the facts.

3. Subcommittees

The Board of Directors has established four subcommittees to closely monitor and supervise the operations, and regularly report on the results to the Board of Directors, comprising the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Governance and Risk Management Committee. The Board of Directors determines the duties and responsibilities of each subcommittee, per the details in the captions of Management Structure and Subcommittees.



#### 4. Board and Committee Meetings

Name	Attendances/Total Number of Meetings in 2020				
	Board of Directors	Executive Committee	Audit Committee	Corporate Governance and Risk Management Committee	Nomination and Remuneration Committee
Dr. Thanong Bidaya	8/8				
Mr. Plew Trivisvavet	8/8	16/16			
Dr. Jon Wongswan	7/8		4/4		
Mr. Narong Sangsuriya	8/8			4/4	
Dr. Vicharn Aramvareekul	8/8		4/4	4/4	3/3
Mr. Chaiwat Utaiwan	8/8	16/16			
Dr. Patarut Dardarananda	8/8		4/4		3/3
Mr. Prasert Marittanaporn	8/8	16/16			3/3
Mr. Van Hoang Dau <sup>1</sup>	2/2				
Mr. David Van Dau <sup>2</sup>	5/6				
Dr. Supamas Trivisvavet	6/8	15/16			
Mr. Vorapote Uchoepaiboonvong	8/8				
Mr. Thanawat Trivisvavet	8/8	16/16		4/4	

Remarks: <sup>1</sup> Mr. Van Hoang Dau vacated the position as director, with effect from February 29, 2020.

<sup>2</sup> The Board of Directors' Meeting No. 1/2020 resolved to approve the appointment of Mr. David Van Dau to hold the position as director, with effect from March 1, 2020, in replacement of Mr. Van Hoang Dau who resigned from the position.

##### (1) Board of Directors' Meetings

The Company gives prior notice of annual schedule and main agenda of the Board of Directors' Meetings as well as the Company's annual meeting plan, to directors and executives so that all directors and executives can manage their time to attend the meetings. Pursuant to the Board of Directors' Charter, the Board of Directors' meeting must be held at least once every three months but more than six such meetings must be held a year. In this regard, the Board of Directors appoints and authorizes the Executive Committee to have the power to consider approving significant matters, subject to the power of consideration and approval of the Executive Committee and as delegated by the Board of Directors, and monitor the management's performance. The Company sends the invitation letter to attend the Board of Director's Meeting, together with agenda and supporting documents to directors and executives at least seven days prior to the meeting date, except for any urgent or confidential agenda items, in order for the Board of Directors to have time to study such information before attending the meeting.

In 2020, the Company's Board of Directors convened eight meetings to consider a variety of material matters, and a meeting with non-executive directors, without the management, in order for non-executive directors to independently share their views



and to efficiently follow up the management's performance. The Chairman of the Board of Directors attended and presided over the meetings. As there were items on execution of connected transactions for consideration, directors who were interested persons as listed in the invitation letter and the agenda delivered by the Company to all directors and executives in advance, were well aware of their rights and duties, they then requested to be excused from attending such meetings and voting on such items to ensure compliance with the Company's Corporate Governance Policy and the Principles of Good Corporate Governance for Listed Companies.

In 2020, an average proportion of the Board of Directors' full attendance at the meetings was not less than 95.83 percent of all meetings.

Furthermore, the Company set out the practices relating to the minimum quorum at the Board of Directors' Meeting, namely, at the time when the Board of Directors cast their votes in the meeting, there shall be directors present at the meeting in a number not less than three-fourth or not less than 75 percent of all directors and there shall be composed of chairpersons of all subcommittees, to constitute a quorum, etc.

(2) Subcommittees' Meetings

- Executive Committee

In 2020, the Executive Committee convened 16 meetings to consider scrutinizing matters relating to management before proposing them to the Board of Directors, and consider approving various matters in relation to management under the power as delegated to it by the Board of Directors. Last year, the executive directors' attendance at the meeting which formed the quorum was 98.75 percent of all meetings.

The members of the Executive Committee strictly complied with the Principles of Good Corporate Governance by not attending the meetings on any agenda items in which they are connected persons or interested persons.

Details of report on performance of other subcommittees, are shown in the caption of Report of Subcommittees.

5. Board Self-Assessment

The Board of Directors has a policy to support assessment of the performance of the Board of Directors and subcommittees as a whole and on an individual director/member basis, at least once a year in accordance with the Principles of Good Corporate Governance for Listed Companies. The Board of Directors' Meeting used the Board Self-Assessment Form publicized by the SET in the assessment of the performance of the Board of Directors and subcommittees, as a framework for inspection of the performance of the Board of Directors and subcommittees to improve the efficiency of the Board of Directors' performance in conformity with the established policies.

The performance assessment of the Board of Directors and subcommittees is composed of core topics for assessment which include the following:

1. Structure and qualifications of the board of directors;
2. Roles, duties and responsibilities of the board of directors;
3. The board of directors' meetings;
4. Performance of duties of directors;

5. Relationship with the management; and
6. Self-development of directors and development of executives.

In 2020, the results of the performance assessment of the Board of Directors and subcommittees, with the full score equal 4 points in each topic, per the details as follows:

<b>Board of Directors/Subcommittees</b>	<b>Overall Performance Assessment Results of the Board (%)</b>	<b>Individual Performance Assessment Results (%)</b>
The Board of Directors	3.89	3.88
Subcommittees	3.94	-

In 2020, the total average assessment scores were higher than those in 2019, and the overall scores were at a good level.

To assess the performance of the Board of Directors and subcommittees as proposed by the Corporate Governance and Risk Management Committee, the Company Secretary has been authorized to summarize and present the results of the performance assessment to the Nomination and Remuneration Committee to consider acknowledging such results, as well as setting out guidelines for improvement of efficiency in performance of the Board of Directors to ensure consistency with the principles of good corporate governance.

6. Remuneration for Directors and Executives

Remuneration for Directors

The Company establishes a clear policy on remuneration for directors in line with duties and responsibilities of each director, per details as shown in the caption of Remuneration for Directors and Executives - Remuneration for Directors.

Remuneration for Managing Director and Executives

The Company establishes criteria and policy on payment of remuneration for executives of the Company, per details as shown in the caption of Remuneration for Directors and Executives - Remuneration for Executives.

The amounts of remuneration for executives appear in the caption of Management Structure - Remuneration for Executives.

## 7. Development of Directors and Executives

### (1) Training for Directors and Executives

The Company has a policy to support and sponsor training and learning for its directors and executives on a regular basis to ensure their improved performance and recognition of their roles, duties and responsibilities as the Company's directors. To this effect, all directors have successfully passed the Director Certification Program ("DCP") or Director Accreditation Program ("DAP") organized by the Thai Institute of Directors Association ("IOD"). In addition, the Company regularly sends directors to participate in training or seminars organized by the SEC Office or the SET. Details of the training and seminars are shown in the caption of Personnel Development Policy - Development of Competency.

### (2) Orientation for New Directors

The Company arranges for orientation for newly-appointed directors for the new directors to understand the business and performance of duties as directors. The Managing Director Office, in association with the management, prepares the company profile documents, comprising, company background, listed company director's handbook, the Principles of Good Corporate Governance, power and duties of the Board of Directors, previous operational results, and projects in the development plan, including schedules of committees/subcommittees' meetings. Furthermore, the Company encourages new directors to attend training courses organized by the IOD, such as, DCP or DAP, to support directors' and executives' performance of duties.

## 8. Succession Plan

The Company prepares the Guidelines for Succession Planning for the positions of Managing Director, the high level executives and in the primary line, to nominate personnel with competency to secure succession and smoothly perform duties in line with the Company's objectives and policies. In so doing, the Company emphasizes the internal recruitment, by taking into account each individual's performance, potential and readiness. In this regard, the Company prepares to provide those potential successors with development of knowledge, competency and skills as required for succession to their work positions in the absence of the Managing Director or executives in such positions, to ensure smooth and continued succession. Moreover, promotion is required to be considered every year under the specified criteria for development of personnel with good performance and competency to hold the higher position in accordance with the staff's line of command. There are procedures for determination and nomination of successors, namely, the Executive Committee will consider selecting successors to the position of Managing Director for nomination to the Nomination and Remuneration Committee's Meeting to consider scrutinizing such successors; and the Managing Director will consider selecting successors to

the position of Deputy Managing Director for nomination to the Executive Committee's Meeting to consider approving appointment as Deputy Managing Director; and the Managing Director will consider selecting successors to the position of Assistant Managing Director for further consideration and appointment.

As for human resource management at the middle management level downwards, the Company sets up a human resource management system by allocating, supervising, monitoring and evaluating, including a reasonable and fair remuneration system, together with determination of duties and responsibilities, job descriptions of personnel, performance standard, personnel development and communication with efficiency.

## 9.2 Subcommittees

The Board of Directors appoints four subcommittees to closely monitor and supervise the operations, and regularly report on the results to the Board of Directors, consisting of the Executive Committee, the Audit Committee, the Corporate Governance and Risk Management Committee, and the Nomination and Remuneration Committee. The Board of Directors has determines the duties and responsibilities of each subcommittee, as follows:

### (1) Executive Committee

The Board of Directors appoints the Executive Committee, comprising five members, with the duty to lay down business guidelines in pursue of achievement of the strategies and goals set by the Board of Directors and ensure smooth administration. Details of the persons who serve as Chairman of the Executive Committee and members of the Executive Committee, together with their attendances at the Executive Committee's Meetings, appear in the caption of Management Structure - Subcommittees.

**Scope of powers, duties and responsibilities of the Executive Committee as specified by the Board of Directors** is as follows:

1. The Executive Committee has powers, duties and responsibilities to manage matters in relation to the ordinary course of business and management of the Company; scrutinize and set out policies, business plans, budget, management structure, with managerial powers of the Company; and set out criteria for business operation in line with the economic conditions, for submission of the same to the Board of Directors' Meeting for consideration and approval and/or endorsement, including inspection and monitoring of the Company's operational results in accordance with the specified policies;
2. To propose goals, policies, business plans, including business strategies and annual budget of the Company, business expansion, financial plans, human resources management policies as well as to consider and screen the proposals of the management for submission of the same to the Board of Directors for consideration and approval;

3. To oversee, supervise the operations, and monitor the operational results of the Company in accordance with the set policies, goals, strategies, action plans, targets, and budget as approved by the Board of Directors to ensure efficiency, as well as giving recommendations concerning administration to the high-level executives;
4. To consider execution of transactions of different categories based on the Table of Authority, for instance:
  - To consider approving the use of money for investment, execution of financial transactions with financial institutions for account opening, loan, pledge, mortgage, guarantee, and any other transactions, which are considered the Company's normal transactions, in the amount not exceeding Baht 500 Million or within the amount approved by the Board of Directors.
  - To establish the Organization Chart.
  - To consider approving an employment/employment termination, and determine remuneration for high-ranking executives at the level of Deputy Managing Director.
5. To consider approving the operations which are normal business transactions, together with operations in support of the ordinary course of business of the Company on an arm's length basis in the amount not exceeding Baht 500 Million per transaction, but not exceeding budget as approved by the Board of Directors or approved in principle by the Board of Directors' resolution, subject to the rules of the Office of the Securities and Exchange Commission, including the Stock Exchange of Thailand, regarding connected transactions and transactions on acquisition or disposition of assets;
6. To consider profit and loss of the Company, proposals for payment of interim or annual dividends for submission of the same to the Board of Directors' consideration, or consider screening and proposing such matters to the shareholders' meeting for approval, as the case may be;
7. To consider approving the interim dividend of subsidiaries;
8. To authorize a member of the Executive Committee or Managing Director or one or more other persons to take any action on behalf of the Executive Committee, subject to control and supervision of the Executive Committee, and within a period of time as the Board deems appropriate. The Executive Committee may cancel, revoke, change or amend such authorization as it deems appropriate.

Such authorization must be made in writing or recorded as a resolution of the Executive Committee, and clearly specify the scope of powers, duties, and term (if any) of such attorney-in-fact.

In this regard, such authorization must not be of the nature that empowers such authorized person(s) to consider and approve any transactions in which such

person(s) may have a conflict, interest, or give rise to a conflict of interest in any other manners with the Company, except approval of transactions in accordance with the policies and criteria which have been already considered and approved by the Board of Directors, or an ordinary course of business with general commercial terms, all of which are subject to the specified criteria, conditions and procedures relating to connected transactions and transactions on acquisition or disposition of assets of the listed companies under the Notifications of the Capital Market Supervisory Board and/or any other notifications of relevant authorities.

9. To consider screening all types of work which must be proposed to the Board of Directors' Meeting, except any such work within the scope of its authority and responsibility and/or within the Company's other subcommittees' authority to be considered and screened for direct submission of the same to the Board of Directors.
10. To consider reviewing and updating the Executive Committee's Charter on a yearly basis.
11. To perform other functions as assigned by the Board of Directors.

## **(2) Audit Committee**

The Board of Directors appoints members of the Audit Committee, comprising three independent directors holding the position of members of the Audit Committee, who have qualifications under the regulations as specified by the SEC Office. The Audit Committee's duty is to inspect and control the Company's operations to ensure compliance with the regulations of the relevant regulatory bodies for submission of the same to the Board of Directors for consideration and acknowledgement. The Board of Directors also sets out the Audit Committee's Charter to determine duties, qualifications, appointment and term of office of members of the Audit Committee. Members of the Audit Committee have a term of office for three years according to the term of directorship office. Upon expiration of the term of office, he/she may be re-appointed by the resolution of the Board of Directors' Meeting. Details of the persons who serve as Chairman of the Audit Committee and members of the Audit Committee, together with their attendances at the Audit Committee's Meetings, appear in the caption of Management Structure - Audit Committee.

**Scope of powers, duties and responsibilities of the Audit Committee as specified by the Board of Directors** is as follows:

1. To review and ensure that the Company's and its subsidiaries' financial reporting is accurate and adequately disclosed;
2. To approve the quarterly financial statements for submission of the same to the Board of Directors for acknowledgement in the following Board of Directors' Meeting, as well as considering reviewing the annual financial statements for submission of the same to the Board of Directors to consider scrutinizing and proposing the same to the shareholders' meeting;
3. To review and ensure that the Company's and its subsidiaries' internal control and internal audit systems are suitable and effective; and consider the independence of the internal audit unit as well as approving consideration,



- appointment, transfer, termination of employment of the internal audit head or any other unit heads responsible for the internal audit;
4. To approve the internal audit plan and review the audit report as well as considering following up issues found in the audit report;
  5. To review and ensure the Company's performance in compliance with the laws on securities and exchange, requirements of the SET and the laws relating to the Company's business, and review and ensure the Company's subsidiaries' performance in compliance with the regulations specified in the Control Policy and Governance Mechanisms;
  6. To consider, select, nominate, appoint/terminate employment, and determine remuneration of an independent person to serve as the Company's auditor, together with meeting with the auditor, and propose remuneration for such person, as well as meeting with the auditor without the presence of the management at least once a year;
  7. To consider connected transactions or transactions which may involve a conflict of interest, including transactions on acquisition or disposition of assets of the Company and its subsidiaries in compliance with the laws and requirements of the SET, together with the Control Policy and Governance Mechanisms, in order to ensure that such transactions are justified and of the utmost benefit to the Company;
  8. To prepare the Audit Committee's report and disclose it in the Company's Annual Report. Such report must be signed by the Chairman of the Audit Committee and must contain at least the following information as required by the SET:
    - 8.1 Opinion on accuracy, completeness, reliability of the Company's financial reports;
    - 8.2 Opinion on adequacy of the Company's internal control system;
    - 8.3 Opinion on compliance with laws on securities and exchange, regulations of the SET, or laws related to the Company's business;
    - 8.4 Opinion on suitability of the auditor;
    - 8.5 Opinion on transactions which may give rise to conflicts of interest;
    - 8.6 Number of the Audit Committee's meetings, and attendance at such meetings by each Audit Committee Member;
    - 8.7 Opinion or observation received by the Audit Committee from its performance of duties in accordance with its Charter;
    - 8.8 Any other reports which should be known to shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board of Directors.
  9. To perform any other activities as assigned by the Board of Directors and approved by the Audit Committee;

10. In performing duties of the Audit Committee, if the Audit Committee finds or has any doubt that any transaction or action may materially affect the financial position and the operational results of the Company, the Audit Committee must report to the Board of Directors on such doubt for improvement and remedy within the period of time as the Audit Committee deems appropriate. Types of transactions or actions to be reported are as follows:
  - 10.1 Transactions which give rise to conflicts of interest;
  - 10.2 Dishonest or unusual incidents or material defects in the internal control system;
  - 10.3 Violation of the laws on securities and exchange, requirements of the SET or laws related to the Company's business. Should the Audit Committee report to the Board of Directors on any matter having a material effect upon the financial position, the operational results, and have already discussed such matter with the Board of Directors and the management, which deemed that improvement and remedies must be made, therefore, upon the end of the mutually specified timeframe, should the Audit Committee find that the required remedial action has not been taken without any reasonable grounds, either member of the Audit Committee may report on such found matter to the Office of the Securities and Exchange Commission and/or the Stock Exchange of Thailand.

**(3) Corporate Governance and Risk Management Committee**

The Board of Directors appoints three members of the Corporate Governance and Risk Management Committee, comprising one non-executive director, one independent director, and one executive director (Managing Director), with the duty to supervise and monitor that the operations of the Company and its subsidiaries are in line with the managerial strategies of the Company Group, as well as ensuring administration, monitoring and management of risks with efficiency. Members of the Corporate Governance and Risk Management Committee have a term of office for three years according to the term of director office. Upon expiration of the term of office, he/she may be re-appointed by the resolution of the Board of Directors' Meeting. Details of the persons who serve as Chairman of the Corporate Governance and Risk Management Committee and members of the Corporate Governance and Risk Management Committee, together with their attendances at the Corporate Governance and Risk Management Committee's Meetings, appear in the caption of Management Structure - Corporate Governance and Risk Management Committee.

**Scope of powers, duties and responsibilities of the Corporate Governance and Risk Management Committee as specified by the Board of Directors** is as follows:

### Corporate Governance

1. To establish and propose operational policies and directions in respect of the good corporate governance of the Company, including the Code of Business Conduct, to the Board of Directors for consideration and approval for further compliance at all levels;
2. To supervise and monitor the business operations of the Company and performance of the Board of Directors, the management and personnel of the Company to ensure compliance with Clause 1;
3. To evaluate and review policies, directions, codes of conduct, and best practices or practical guidelines in respect of the good corporate governance of the Company to ensure compliance with the international practices and recommendations of various agencies, as well as to propose the same to the Board of Directors for further consideration and approval;
4. To follow up on movements, tendencies, as well as to compare performance in respect of the good corporate governance of the Company with the practices of other leading companies;
5. To oversee and support performance in compliance with the Corporate Governance Policy to ensure continual effectiveness and appropriateness to the Company's business;
6. To give advice to the Company, the Board of Directors, the management and working groups on the matters relating to the good corporate governance;
7. To regularly report on the corporate governance of the Company to the Board of Directors, and immediately report to the Board of Directors for consideration of any matter materially affecting the Company, as well as to provide opinions on the practices and recommendations for improvement and remedy as appropriate;
8. To disclose information relating to the good corporate governance of the Company to related parties and in the Annual Report, subject to the Board of Directors' prior approval;
9. To appoint any working group as it deems appropriate.

### Risk Management

1. To establish the Company's risk management policies and framework, as well as to give advice to the Board of Directors and the management on risk management;
2. To consider the annual risk management plans of the Company and its subsidiaries to rest assured that they have identified risks covering internal and external factors which affect the Company's business operations, as well as to consider measures to deal with risks to stay at the level acceptable to the Company;
3. To oversee and support the risk management to ensure success by concentrating the greater attention to each risk factor for decision-making as appropriate;

4. To consider the Company's material risks in line with the Company's business in terms of investment, finance, security, law, rule and regulation, etc., by suggesting measures to prevent and minimize risks to stay at an acceptable level, as well as to continuously monitor, evaluate and improve the work plans to minimize risks and to suit the business circumstances;
5. To regularly report to the Board of Directors on performance in risk management and operations to minimize risks, and promptly report to the Board of Directors for consideration of any matters materially affecting the Company;
6. To establish a working group as it deems appropriate.

#### Sustainable Development

1. To establish a sustainable development policy and framework of the Company, as well as to give advice to the Board of Directors and the management on sustainable development in accordance with international practices, the Company's action plan, and short-term and long-term strategies;
2. To establish short-term and long-term sustainable development strategies and goals, as well as to consider key business matters (Materiality) in accordance with the sustainable development guidelines of the Stock Exchange of Thailand and international standards;
3. To oversee and support works in respect of sustainable development, as well as encouraging the participation in implementation of various projects within the sustainable development framework with relevant authorities both inside and outside of CK Power Group through operations of the corporate sustainability management and the sustainability working group designated by the management;
4. To regularly report on sustainability performance to the Board of Directors for acknowledgement.

#### **(4) Nomination and Remuneration Committee**

The Board of Directors appoints three members of the Nomination and Remuneration Committee, comprising two independent directors and one non-executive director, to perform the duty to nominate candidates qualified to hold the positions of Managing Director and director, and propose remuneration rates for the Managing Director to the Board of Directors' Meeting to consider approving the matter, and also propose remuneration rates for directors to the Board of Directors' Meeting to consider scrutinizing and proposing the matter to the ordinary general meeting of shareholders for consideration and approval. In this regard, members of the Nomination and Remuneration Committee have a term of office for three years according to the term of director office. Upon expiration of the term of office, she/he may be re-appointed by the resolution of the Board of Directors' Meeting. Details of the persons who serve as Chairman of the Nomination and Remuneration Committee and members of the Nomination and Remuneration Committee, together with their attendances at the Nomination and

Remuneration Committee's Meetings, appear in the caption of Management Structure - Nomination and Remuneration Committee.

**Scope of powers, duties and responsibilities of the Nomination and Remuneration Committee as specified by the Board of Directors** is as follows:

Nomination

1. To consider selecting any persons who have multiple qualifications in terms of professional skills and expertise, irrespective of gender, and also are qualified to hold office as director or subcommittee member, in line with the Company's business strategies, and then propose such persons to the Board of Directors for further nomination of the same to the shareholders' meeting or to the Board of Directors for consideration and appointment;
2. To consider selecting and proposing the qualified persons to hold office as Managing Director to the Board of Directors for appointment;
3. To establish a working group as it deems appropriate and perform any other matters as assigned by the Company.

The nomination per clauses 1 and 2 above shall be in accordance with the criteria for nomination and appointment of directors and Managing Director.

Remuneration

1. To consider laying down criteria for consideration of remuneration, determination of remuneration and review of salaries and other remuneration of directors and subcommittee members in line with the Company's operational results and dividend payments to shareholders, for submission of the same to the shareholders' meeting for consideration;
2. To consider laying down criteria for consideration of remuneration in determination of remuneration and review of salary and other remuneration of Managing Director for submission of the same to the shareholders' meeting for consideration and approval;
3. To establish a working group as it deems appropriate and perform any other matters as assigned by the Company.

### **9.3 Nomination and Appointment of Directors and Top Management**

#### **9.3.1 Nomination of Directors and Top Management**

The Company appoints a Nomination Committee to consider nominating qualified persons to hold the position of director in place of directors who are due to retire by rotation or in any other cases, and to that end, also allows minority shareholders to nominate qualified persons to be selected as a director. In this regard, the Nomination Committee will consider knowledge, abilities, work experience, and overall structure of the Board of Directors in which field skills directors are lacking, by creating a Board Skill Matrix which helps make the nomination of directors consistent with the business directions and policies, including business strategies of the Company. The assessment

of knowledge and expertise in a particular area based on the Board Skill Matrix can be summarized as follows:

Criteria		Number of Directors
Age	35 - 50 years	4
	51 - 60 years	1
	Over 60 years	7
Gender	Male	11
	Female	1
Integrity	Ethics and integrity	12
Knowledge, Abilities and Work Experience	Knowledge in accounting and finance	5
	Knowledge relating to business operation	8
	Knowledge relating to energy business	3
	Knowledge in engineering	8
	Knowledge in management and business administration	4
	Knowledge in marketing and marketing communication	3
	Knowledge and understanding relating to relevant business laws and regulations	4
	Knowledge in economics	3
	Knowledge and understanding relating to corporate governance and sustainable development	5

### 9.3.2 Appointment of Directors

The Nomination and Remuneration Committee considers screening qualified persons under the criteria of the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559, by taking into account their qualifications, work experience and non-prohibited characteristics under law, and nominates such persons to the Board of Directors' Meeting for consideration and appointment, or to consider screening and approving such persons for nomination to the shareholders' meeting for consideration and appointment, as the case may be.

The appointment of directors to replace the directors retiring by rotation is subject to approval of the shareholders' meeting on an individual basis. The voting criteria under the Articles of Association are as follows:

1. Each shareholder shall have one vote for every one share.
2. Each shareholder may vote to elect one or several persons as directors, but it shall not exceed the number of directors to be elected at that time.
3. In case a shareholder exercises his or her votes to elect more than one person as director, the shareholder may



exercise all his or her votes to each such person and may not allot his or her votes to any person in any number.

4. The candidates receiving the highest number of votes in descending order shall be elected as directors to the fill number of directors to be elected at that time. If there is a tie for the last to be elected and this exceeds the said number of directors to be elected at that time, the Chairman of the meeting shall cast the final vote to fill the number of directors to be elected at that time.

In this regard, the Company will submit information on directors who have been considered and approved by the Board of Directors' Meeting to shareholders for consideration, together with the notice of the shareholders' meeting, comprising education backgrounds, work experience, directorships in other companies, including the number of meetings attended by such person as a director.

In case of a vacancy on the Board otherwise than by rotation, the Nomination and Remuneration Committee shall propose any person who is qualified and not subject to any prohibition under the laws to the Board of Directors' Meeting for consideration and appointment by the votes not less than three-fourths of the remaining number of directors. The replacement director shall hold office only for the remaining term of the director whom he or she replaces.

The Company takes into account the rights, importance and participation of non-strategic shareholders and equitable, transparent and fair treatment towards shareholders. The Board of Directors then allows minority shareholders as strategic shareholders to nominate any candidates for the position of independent director and to propose agenda items for the Company's ordinary general meeting of shareholders via the information system of the SET and the Company's website during October 1 to December 30 each year.

### **9.3.3 Appointment of Independent Directors**

The Board of Directors' Charter and the Audit Committee's Charter set out that the Board of Directors has the power to appoint directors and members of the Audit Committee properly qualified as independent directors pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares, including its amendments, together with the Articles of Association regarding the qualifications of directors, for the purpose of appointment of independent directors accounting for at least one-third of all directors, with a minimum of three independent directors. The consideration, selection and appointment of candidates as the Company's independent directors must be conducted based on legal requirements.

In this regard, it is a policy of the Company that the Chairman of the Board of Directors be an independent director, and the Chairman of the Board of Directors and the Managing Director not be the same person. This is to have the absolute clarity between the Corporate Governance Policy making and the day-to-day management, with an aim to counterbalance the power in operations to ensure transparency, auditability based on the good corporate governance.

### **9.3.4 Appointment of Managing Director and Top Management**

In respect of nomination and appointment of the Managing Director, who is the Company's top management, the Nomination and Remuneration Committee will nominate any qualified director who is not an independent director to the Board of Directors' Meeting for consideration and appointment as Managing Director, and also fix remuneration, based on the remuneration rates of top management in the electricity production and distribution businesses of similar scale. In addition, the Managing Director's performance will be yearly evaluated to support the Board of Directors' consideration and approval of the proposed remuneration for the Managing Director.

The Deputy Managing Directors will be nominated by the Managing Director to the Executive Committee for consideration and appointment, while management at the Assistant Managing Director level downwards is subject to consideration and appointment by the Managing Director.

## **9.4 Supervision of Operations of Subsidiaries and Associated Companies**

To ensure that the Company, as a holding company, has operated its business in compliance with laws and relevant regulations of regulatory bodies and in line with the Principles of Good Corporate Governance of the SET, together with generating appropriate returns on investment to shareholders, the Board of Directors thus imposes policy and regulations regarding rules for supervision and control of the Company's subsidiaries, with the following essence:

### **9.4.1 Written Control Policy on Management**

The Company sets out the Corporate Governance Policy and the Control Policy and Governance Mechanisms in writing, to supervise and monitor that its subsidiaries' corporate governance is in accordance with the rules specified by various regulatory bodies in the same manner as the Company does, as a company listed on the SET. To ensure that supervision of its subsidiaries is conducted more practically, the Company then requires its subsidiaries invested in by the Company to set out their own written Subsidiaries' Charters, with its required essence conforming to the Control Policy. The Company's subsidiaries are required to accept and adopt the specified rules as though they are its own articles of association. The essence of such policies is as follows:

#### **(1) Representative Directors and/or Management in Subsidiaries in which the Company Invests**

The Board of Directors' Meeting will elect persons to hold the positions as directors and/or executives in the Company's subsidiaries according to the Company's shareholding percentage in each subsidiary. The Company is certain that the aforesaid policies and charters will be instrumental in controlling and directing management of those businesses in which the Company invests as though they are the Company's business units, in accordance with the rules specified in the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559, together with any other related rules. It can be

assured that such policies and charters will be a mechanism for comprehensive, transparent and auditable management systems of the subsidiaries and associated companies in order to actually protect the interests in the Company's investments.

**(2) Guidelines for Voting in Shareholders' Meetings**

The Company sets out guidelines for voting by the Company's representatives in the shareholders' meetings of its subsidiaries and associated companies to ensure consistency with the policy of the Board of Directors' Meeting of the Company and conformity to the policy of the Company.

**(3) Control and Direction for Management and Investment**

The Company requires its subsidiaries and associated companies to notify the Company of execution of material connected transactions and transactions on acquisition or disposition of assets, together with other transactions which are material to its subsidiaries' operations, whereby the subsidiaries' execution of such transactions is subject to the Company's prior approval in order to enable the Company to control and guide its subsidiaries' business directions.

In the event that any of its subsidiaries and associated companies sets out an investment expansion plan or conduct a feasibility study of a new project, the investment plan, schedule, project development, and report on progress and detailed investment plan must be presented to the Company, to enable the Company to assess such project's feasibility, fund utilization plan and closely monitor progress, including potential problems and obstacles which may occur from project development.

**(4) Financial Control**

The Company requires its subsidiaries and associated companies to have a duty to submit their respective monthly operational results and quarterly financial statements reviewed by their certified public accountants, together with documents in support of the preparation of the financial statements of the subsidiaries and associated companies, to the Company. The Company's subsidiaries and associated companies also allow the Company to use such information in support of the preparation of the consolidated financial statements or report on operational results of the Company, including their duty to forecast their operational results and comparative summary between planned and actual operational results on a quarterly basis, and to monitor their operational results to ensure compliance with the plans for reporting to the Company; and to report on any financial issues which are material to the Company upon finding or request by the Company for inspection and reporting purposes.

In this regard, the Company requires its subsidiaries to arrange for auditor rotation in accordance with the requirements of the SEC Office and relevant authorities.

**(5) Compliance with the Principles of Good Corporate Governance**

Directors and executives of the subsidiaries must perform the duties with responsibility, due care and integrity, and comply with the laws, objectives, articles of association of the subsidiaries or associated companies as well as resolutions of their respective boards of directors and shareholders' meetings, including the respective boards of directors' charters of the subsidiaries; and have a duty to disclose accurate and complete information regarding its own financial position and operational results, execution of related party transactions, as well as transactions on acquisition and disposition of material assets, to the Company within a reasonable timeframe specified by the Company.

**9.4.2 Detailed Essence of the CG Policy and the Control Policy can be summarized as follows:**

**1. Control Policy on Management of Subsidiaries and Associated Companies**

The Company appoints and sends its persons who have qualifications, roles, duties and responsibilities, and have no any untrustworthy characteristics, who have been considered and appointed by the Board of Directors' Meeting, as the Company's representatives to serve as directors, executives or controllers in its subsidiaries and associated companies at least according to the Company's shareholding percentage, with the essence as follows:

- 1.1 The scope of power and duties of the respective board of directors of its subsidiaries is in accordance with the respective Subsidiaries' Charters and the Company's Control Policy. Transactions which are deemed material by the Company's representative, namely, consideration of execution of connected transactions; consideration of execution of transactions on acquisition or disposition of assets; and any transactions outside the annual budget or transactions which are not in the ordinary course of business of such subsidiaries and which, once executed, will materially affect the Company's operational results, are subject to written approval or resolution of the Board of Directors or shareholders (as the case may be) prior to the subsidiaries' resolutions approving execution of such transactions. In this regard, any arrangements must be considered under the transaction size as calculated in accordance with the rules specified in the Notifications on Acquisition or Disposition.
- 1.2 The Company's representative must exercise the voting right in the respective shareholders' meetings of its subsidiaries and associated companies on various matters under the assignment and in line with the Company's business operation policy.
- 1.3 In the case of a capital increase which does not maintain the existing shareholding percentages of the shareholders and will result in a decrease in the Company's direct and indirect shareholding ratio in any such subsidiaries, in any tier, by 10 percent of the subsidiary's registered and paid-up capital or

which will result in a decrease in the Company's direct and indirect shareholding ratio in any such subsidiaries, in any tier, to be less than 50 percent of the subsidiary's registered and paid-up capital or any other arrangements which will result in a decrease in the Company's direct and indirect shareholding ratio in any such subsidiaries, in any tier, by 10 percent of such subsidiary's registered and paid-up capital or which will result in a decrease in the Company's direct and indirect shareholding ratio in the subsidiary, in any tier, to be less than 50 percent of the subsidiary's registered and paid-up capital; execution of any other transactions which is not in the ordinary course of business of any such subsidiaries or dissolution of any such subsidiaries; upon calculation of the size of the subsidiary's business to be dissolved in comparison with the size of the Company under the Notifications on Acquisition or Disposition, such transactions must be subject to consideration and approval of the Company's shareholders' meeting.

- 1.4 Directors and executives of the subsidiaries, including their related persons, have a duty to report to the respective boards of directors of the subsidiaries on their relationships and transactions with the subsidiaries in a manner which may give rise to a conflict of interest, and to avoid any transactions which may give rise to a conflict of interest with the subsidiaries. The subsidiaries' respective boards of directors have a duty to report to the Company on such matters.
- 1.5 Directors, executives, staff, employees or any authorized persons of the subsidiaries and associated companies, including their respective spouses and minor children, are prohibited from using inside information of the Company and of its subsidiaries or associated companies, whether available through the performance of duties or by any other means, which has or may have a material adverse effect on the Company, the subsidiaries or associated companies, for personal gain or for the gain of others, whether directly or indirectly, and whether with or without consideration.

2. Control Policy on Financial Matters of Subsidiaries and Associated Companies

To enable the Company to actually control the financial policy of its subsidiaries and associated companies, the Company sets out the mechanism for financial supervision of its subsidiaries and associated companies through the policies and the Subsidiaries' Charters, as follows:

- 2.1 The subsidiaries and associated companies have a duty to submit their monthly reports on operational results and quarterly financial statements reviewed by their certified public accountants, as well as documents in support of the preparation of the financial statements of the subsidiaries and associated companies, to the Company, and will allow the Company to use such information in support of the preparation of the consolidated financial statements or report on operational results of the Company, quarterly or annually, as the case may be.



- 2.2 The subsidiaries and associated companies have a duty to estimate their operational results and comparative summary between planned and actual operational results on a quarterly basis, and monitor their operational results to ensure compliance with the plans for reporting to the Company. The subsidiaries and associated companies have a duty to report on any financial issues which are material to the Company upon finding or request by the Company for inspection and report.
- 2.3 The subsidiaries must report to the Company on the business operation plan, business expansion, large-scale power plants, together with joint investment with other manufacturers through the monthly report on operational results. The Company has the right to have any such subsidiaries explain or submit documents in support of consideration of any such matter, with which the subsidiary must strictly comply forthwith. The subsidiaries must also submit information or documents related to operations to the Company upon request as appropriate.

## **9.5 Remuneration for Auditor for Year 2020**

The Company and its subsidiaries engaged EY Office Limited as their auditor for the accounting period of 2020, per the details of remuneration for the auditor as follows:

- 9.5.1 Audit fee was a total of Baht 3,655,000.00, consisting of Baht 1,035,000.00 as remuneration for the auditor of the Company and Baht 2,620,000.00 as remuneration for the auditor of its subsidiaries.
- 9.5.2 Non-audit fee was a total of Baht 981,809.00.

## **9.6 Compliance with Principles of Good Corporate Governance in Other Matters**

### **9.6.1 Insider Trading Control**

The Company strictly imposes the insider information usage policy under the Principles of Good Corporate Governance, by realizing the significance of and its responsibility for all of its shareholders and stakeholders of the Company on an equitable basis, and also monitors the insider information usage in accordance with the Principles of Good Corporate Governance, as follows:

#### **1. Guidelines for Storage and Disclosure of Insider Information**

The Company establishes a level of confidentiality of insider information which must be prevented from being leaked to any third parties based on importance. It is noted that use of insider information by the Company's personnel must fall within the scope of authorized functions and responsibilities only. As for any information related to third parties or other stakeholders, consent of the third parties or other stakeholders must be obtained prior to its disclosure to the public.

The Company's information disclosure policy is in accordance with the guidelines on information disclosure of listed companies as publicized by the SET, provided that such information is necessary and clear enough to support decision-making of shareholders and general investors.

In this regard, the Company sets up central units to provide information to the public, i.e., investor relations, and the Company defines information leakage as one of the Company's



risk factors, which is incorporated in the Company's risk management plan. In this aspect, the Company imposes strict measures to effectively prevent information leakage.

## **2. Guidelines for Insider Trading Control**

The Company imposes a measure requiring its directors and executives, including their related persons, to promptly report to the SEC Office on their respective holdings of securities, every time of his/her purchase, sale, transfer of the securities, to ensure due and complete compliance with the rules and procedures of information disclosure of listed companies. The Company also establishes a policy notifying its directors and executives of the silent period on trading of the Company's securities at least one month prior to each disclosure of its financial statements to the public. This is to prevent insider trading, and ensure equal treatment of all stakeholders.

In this connection, the Company will email notifying its directors and executives to refrain from trading the Company's securities one month prior to disclosure of the financial statements and one day after disclosure of the financial statements every quarter, to ensure that such notices are conveniently and rapidly accessible to each director and executive.

The Company has complied with confidentiality and insider information control measures and information and information technology security measures formulated in the Code of Business Conduct, together with the information technology policy, to achieve consistency with the Principles of Good Corporate Governance.

### **9.6.2 Report on Securities Holdings of Directors and Executives**

The Company requires its directors and executives to report to the Company on their respective holdings of securities, including those of their respective spouses and minor children, and legal entities in which such directors and executives hold more than 30 percent of their respective shares, every time of his/her purchase, sale, transfer of the Company's securities, to ensure accurate information disclosure to the SET pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 (1992), and its amendments, together with the Notification of the Office of the Securities and Exchange Commission No. SorChor. 12/2552 Re: Preparation and Disclosure of Report on Securities Holding of Director, Executive and Auditor. In 2020, the Company's directors and executives reported to the Company on their respective holdings of securities in the Company, including on changes in such securities holdings, in due compliance with the rules, as well as regularly reported on their respective holdings of securities and changes in their holdings of securities to the Board of Directors' Meeting every quarter. Over the past years, from the Company's status as a listed company on the SET, the respective holdings of securities in the Company and changes in such securities holdings of its directors and/or executives, including their respective spouses and minor children, and legal entities in which they hold more than 30 percent of their respective shares, were as follows:

Name	Position	Holding of Securities Status	Amount of Shares at the Beginning of the Year (shares)	Amount of Shares at the End of the Year (shares)	Shareholding Percentage in the Company (Percent)
Dr. Thanong Bidaya (His spouse and minor children)	Chairman of the Board of Directors Independent Director	- -	- -	- -	- -
Mr. Plew Trivisvavet (His spouse and minor children)	Chairman of the Executive Committee	Purchase Purchase	- 2,000,000	3,000,000 2,000,000	0.037 0.025
Dr. Jon Wongswan (His spouse and minor children)	Chairman of the Audit Committee Independent Director	Purchase -	- -	400,000 -	0.004 -
Mr. Narong Sangsuriya (His spouse and minor children)	Chairman of the Corporate Governance and Risk Management Committee	- -	- -	- -	- -
Dr. Vicharn Aramvareekul (His spouse and minor children)	Chairman of the Nomination and Remuneration Committee Independent Director	Purchase/ Capital Increase under the proportion -	2,680 -	2,680 -	0.0000 -
Mr. Chaiwat Utaiwan (His spouse and minor children)	Director	- -	- -	- -	- -
Dr. Patarut Dardarananda (His spouse and minor children)	Director	- -	- -	- -	- -
Mr. Prasert Marittanaporn (His spouse and minor children)	Director	- -	- -	- -	- -
Mr. David Van Dau <sup>1</sup> (Legal entity in which he held more than 30 percent of its shares)	Director	- Sale	- 214,824,730 <sup>1</sup>	- 201,039,300	- 2.473
Dr. Supamas Trivisvavet (Her spouse and minor children)	Director	- -	- -	- -	- -
Mr. Vorapote Uchoepaiboonvong (His spouse and minor children)	Director	- -	- -	- -	- -
Mr. Thanawat Trivisvavet (His spouse and minor children)	Director and Managing Director	- -	- -	- -	- -
Mr. Michael Eric Raeder (His spouse and minor children)	Deputy Managing Director	Purchase -	125,000 -	170,000 -	0.002 -
Mrs. Muntana Auekitkarjorn (Her spouse and minor children)	Deputy Managing Director	- -	- -	- -	- -
Miss Parichat Othayakul	Assistant Managing Director	-	-	-	-
Miss Rujira Chuaybamrung	Assistant Managing Director	-	-	-	-

Name	Position	Holding of Securities Status	Amount of Shares at the Beginning of the Year (shares)	Amount of Shares at the End of the Year (shares)	Shareholding Percentage in the Company (Percent)
Mr. Thitipat Nananukool (His spouse and minor children)	Assistant Managing Director	- -	- -	- -	- -
Mr. Jessadin Suwanbubpa (His spouse and minor children)	Assistant Managing Director	- -	- -	- -	- -
Mr. Rajesh Razdan (His spouse and minor children)	Assistant Managing Director	- -	- -	- -	- -
Miss Penpeeraya Kwampien	Assistant Managing Director	- -	- -	- -	- -

**Remark:** <sup>1</sup> His holding of securities as at the date of taking office as director on March 1, 2020.

### 9.6.3 Corruption or Ethical Offence

In 2020, none of the directors or executives committed any corruption or ethical offence, and none of the directors resigned due to corruption or non-compliance with the Principles of Good Corporate Governance. The Company has provided the summary report on violation of the Code of Business Conduct to the subcommittees and the Board of Directors to pursue guidelines for prevention of any repeated violation.

### 9.6.4 Information Disclosure in accordance with the CG Code

In 2020, the Company completely disclosed information in Form 56-1, along with publicly available documents in accordance with the Principles of Good Corporate Governance of the SET (CG Principle). The Board of Directors was considering and reviewing the Company's policies, action plans, missions, visions and strategies of the Company and its subsidiaries to ensure compliance with laws, requirements of the SEC Office and relevant authorities, including consistency with the CG Code under the guidelines of the SEC Office.

Nevertheless, the Board of Directors adapted the CG Code to ensure conformity to the Company's operations by drawing up plans for development and improvement of relevant policies. The Board of Directors' Meeting No. 7/2020 considered approving review of the respective Charters of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, and the Corporate Governance and Risk Management Committee, and the Executive Committee, which were required to be regularly reviewed at least once a year to achieve consistency with the Company's business direction.

Moreover, the Board of Directors' Meeting No. 7/2020 considered approving the Company's codes of conduct in relation to corporate governance, comprising the Code of Conduct for Directors, the Code of Conduct for Executives and Staff. Furthermore, the Company has planned to draw up and/or review the Company's codes of conduct and policies in relation to corporate governance to rest assured that the Company and its affiliated companies have operated the respective businesses with commitment to adhering to ethics, social and environmental

responsibility, non-infringement of stakeholders' rights, to guide all sectors in the Company on how to sustainably achieve the objectives and goals. In this regard, such codes of conduct have been made available on the Company's website.

Based on the foregoing, the Company mostly complied with the Corporate Governance Code for Listed Companies 2017, except in the following matters:

1. Specifying that the term of office as an independent director shall not exceed nine years;
2. Specifying that the proportion of independent directors shall exceed 50 percent.

This was because the Company was certain that the Board of Directors of the Company were qualified, knowledgeable, competent, not to mention the long experience of the directors in holding their positions, which would help deepen their understanding of the Company's business operations, thereby constituting their useful advice to the business operations to ensure greater efficiency.

## 10. Corporate Social Responsibility based on Sustainability Guidelines

Throughout the past years, CK Power Public Company Limited and its affiliated companies have operated the respective businesses by striving to create a balance between the efficient operations based on corporate governance, environmental conservation, and strengthening the sustainable relationships with communities surrounding the power plants. Therefore, the Corporate Social Responsibility (CSR) activities of the Company and its affiliated companies have been undertaken in pursuit of sustainability, covering all 3 dimensions, namely, Environment, Social, Governance (ESG), with our commitment to contributing to environmental conservation while minimizing environmental impacts from the Company's operations, including the optimum use of resources, in parallel with development of the society and communities nearby to achieve sustainable co-existence. Moreover, we have supported the United Nations Sustainable Development Goals (UNSDGs) in aspects relevant to the Company's business operations, namely:



### *Goal 3: Good Health and Well-Being*

The Company and its affiliated companies are committed to supporting the communities surrounding the power plants, in which the Company and its affiliated companies have invested, to have good health and well-being.

### *Goal 4: Quality Education*

The Company and its affiliated companies are committed to ensuring inclusive and equitable quality education and promote lifelong learning opportunities for all.

### *Goal 7: Affordable and Clean Energy*

The Company and its affiliated companies are committed to promoting clean energy which is sustainably affordable for all and reliable, modern, and environmentally friendly.

### *Goal 8: Decent Work and Economic Growth*

The Company and its affiliated companies continue to play a part in promoting economic growth which is comprehensive and sustainable, as well as creating equal opportunity employment, for both males and females, including local labor which is valuable to every society in which the Companies and its affiliated have invested.

### *Goal 9: Industry, Innovation and Infrastructure*

The Company and its affiliated companies support resilient infrastructure, promote the comprehensive and sustainable industrial development, and foster innovation.

### *Goal 11: Sustainable Cities and Communities*

The Company and its affiliated companies have taken a stand on helping make cities and settlements inclusive, safe, and ready for sustainable change and development.

### *Goal 12: Ensure Sustainable Consumption and Production Patterns*

The Company and its affiliated companies are committed to ensuring sustainable production and consumption plans, by emphasizing creation of active engagement.

In this connection, the sustainability management policy has been then established for the Company and its affiliated companies. The following is the framework for the Sustainability Management Policy:

1. Comply with relevant laws and requirements of the countries in which the operations are carried out and observe international practices.
2. Ensure the corporate governance with efficiency, accuracy, transparency, and adhere to a code of ethics by mainly taking stakeholders into account.
3. Realize the economic, social and environmental balance maintenance, including stakeholders of all sectors, in carrying out operations for the purpose of sustainable business growth.
4. Raise stakeholders' awareness as to the sustainability management policy of CKPower Group, as well as supporting the adaptation of the sustainable practical guidelines to minimize impacts as a result of the operations throughout the Value Chain.
5. Regularly employ the modern, efficient, eco-friendly innovations and technologies in carrying out operations in the pursuit of the economic, social and environmental sustainability.
6. Adhere to the Good Corporate Citizenship with conscious awareness of social and environmental responsibility by using the specialized expertise in clean energy business of CKPower Group for contributing to improvement of the quality of life in communities in the pursuit of sustainability as a whole.

In this regard, it is the duty of all directors, executives and staff of CKPower Group to support, uphold, and observe the established sustainability management policy and framework.

*Goal 13: Climate Action*

The Company and its affiliated companies are committed to taking urgent actions to combat climate change and its impacts.

*Goal 17: Partnerships for the Goals*

The Company and its affiliated companies are committed to strengthening the means of implementation and revitalizing the global partnerships in pursuit of sustainable development.

Furthermore, in 2020, the corporate sustainability management work unit continued to undertake and publicize the CSR and sustainability activities internally to all staff and externally to the public, with the objective of the organization's sustainability management divided into 3 main areas, as follows:



Economy	Society	Environment
Promoting the business sustainability of the Company and its affiliated companies through investment expansion in the business of production and distribution of clean energy to Thailand and the ASEAN region to play a part in strengthening the energy security for the region and ensure good and fair returns for shareholders.	Be responsible for improving the quality of life of society, communities, including those who are directly and indirectly related to business of the Company and its affiliated companies.	Be committed to selection of eco-friendly technologies and innovations in the business operations to create a balance between the environmental conservation and the efficient operations.

In addition, the Company has established the CKPower Sustainability Working Team, consisting of internal experts who have qualifications in various fields. This working team is responsible for taking actions in furtherance of the strategies, operating guidelines, key performance indicators, action plans, tools for sustainability, and operational support guidelines, including inspection and monitoring of the operations, provision of advice on how to comply with international standards, together with report on its performance to ensure that the sustainability-related operations have been integrated with the business operations of the Company and its associated companies. This includes the continual development and clear communication. This working team is required to hold a meeting once a quarter, together with regularly reporting on its performance to the Managing Director, the Corporate Governance and Risk Management Committee, and the Board of Directors for acknowledgement, along with information disclosure via the Annual Report and the Sustainability Report, so as to ensure transparency and fairness in supervision of business management based on corporate governance, which covers the following: Good corporate governance, Risk management and Disclosure and reporting



Moreover, in 2020, the Company joined the United Nations Global Compact or UNGC, representing the United Nations Sustainable Development Cooperation Framework, with its firm commitment of engaging in the business operations based on 10 international principles.

## Significant Sustainability Issues and Framework



### 1. Environmental Sustainability Management and Performance in 2020

With the visions and missions, the Company is committed to being a leader in the electricity production business both in Thailand and the ASEAN region through strategies and policies on investment in the business of production and distribution of electricity from various types of clean energy in order to bring the energy stability and security to Thailand and the ASEAN region. All projects invested in by the Company, apart from investment in a renewable energy business which is environmentally friendly, are power plant projects with the social and environmental care and responsibility in an efficient manner, due to the fact that the Company focuses on investing in clean electricity, renewable energy projects with commitment to producing minimal pollution, as well as the effective and optimum use of resources in the production process, for example, investment in hydroelectric power plants, solar power plants, and cogeneration power plants, etc. The Company also invests in and chooses to use modern, standard and eco-friendly technologies, to create a balance between business and environmental protection in accordance with international sustainable development guidelines, as well as supervising and ensuring that all the Company's power plants have strictly complied with various environmental laws and regulations, including ISO standards, while rehabilitating the environment to achieve the balance and growth of the communities in parallel to the sustainable existence of the environment. Moreover, the Company gives priority to responsibility for safety, occupational health and environment; it therefore formulated measures to prevent various hazards that may occur in both the power plant areas and their surrounding areas, whereby the respective policies on safety and occupational health have been established for all power plants. In addition, the Company arranges for its staff to attend training courses regarding such matters on a regular basis, and also applies the management systems in accordance with international standards such as ISO 9001: 2015, ISO 14001: 2015 and ISO 45001: 2018 to management in respect of both the electricity production process and the maintenance process in order to increase the efficiency in the business operations. In 2020, the Company received no report on accident or situation which had an adverse impact on communities and/or the environment surrounding the power plants.

The Company and its affiliated companies have undertaken operations and activities with a view to the environmental sustainability, which can be summarized as follows:

## CK Power Public Company Limited



The Company made and provided uniforms for staff in CKPower Group, by applying the so-called “Cool Mode” world conservation fabric innovation by the Thailand Greenhouse Gas Management Organization in association with the Textile Industry Development Institute, whereby such Cool Mode fabric could serve the purposes of “Responsible Production & Consumption” and “Climate Action” striving to minimize greenhouse gas emissions. Furthermore, the Company was awarded a certificate by the Thailand Greenhouse Gas Management Organization, in its capacity as an organization with the commitment to minimizing global warming by way of production and use of Cool Mode clothes.

## Xayaburi Power Company Limited



### The Natural-Powered Xayaburi Hydroelectric Power Plant



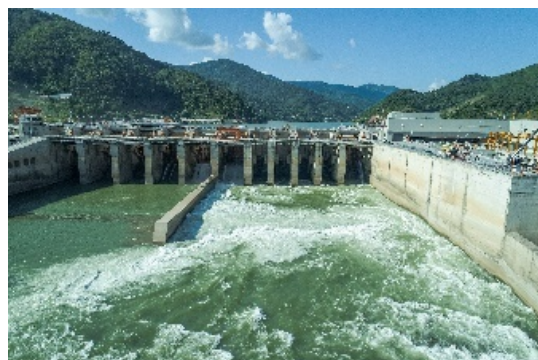
The “Xayaburi Hydroelectric Power Plant” under the management of CK Power Public Company Limited, a shareholder of Xayaburi Power Company Limited (XPCL), is the first large-scale hydroelectric power plant on the lower Mekong River and is the largest hydroelectric power plant in the Lao PDR, which had been incorporated in the Lao PDR’s Energy Industry Development Strategic Plan from 2016 to 2020, not to mention the fact that it is also the first power plant on which studies were conducted in accordance with the Master Plan of the Mekong River Commission (MRC), by the lower Mekong countries including, Thailand, the Lao PDR, Cambodia and Vietnam, subject to mutual agreements and aims of achieving the sustainability in participatory watershed management including utilization, with

intensive studies on the master plans for various projects in the Mekong basin and its tributaries conforming to the framework and methodology established by the MRC, in order to avoid cross-border impacts on the member countries, with the details covering the environmental impact assessment and design guidelines of the power plants on the mainstream Mekong River.



Over 75 percent of electricity utilized in Thailand have been produced from combustion of fuels in the category of exhaustible resources, on the other hand, hydroelectricity, such as, the Xayaburi Hydroelectric Power Plant, is renewable energy without any use of fuel, which merely depends on difference in water level and water flow, therefore, no heat is generated in the electricity production process, and thereupon, greenhouse gases can be reduced by approximately 0.5 kilograms per unit of electricity (kWh). In comparison, the Xayaburi Hydroelectric Power Plant, with an average production capacity of 7,600 GWh per year, is capable of reducing an emission of Carbon Dioxide (CO<sub>2</sub>) by up to 3.8 million tons per year, equivalent to an absorption of CO<sub>2</sub> by forest by approximately 2.1 million rai every year of the hydroelectric production from the Xayaburi Project (reference sources: Huachiew Chalermprakiet Science and Technology Journal and PTT Reforest Station).

The Xayaburi Hydroelectric Power Plant achieved its commercial operations on October 29, 2019, with its installed capacity of 1,285 MW, the Run-of-River power plant, which is regarded as the prototype of sustainability in all aspects for other power plants in the Mekong basin, for the reasons that its engineering design and quality control were conducted by the international experts; well through consideration by the MRC of its conformity to the guidelines for the mainstream Mekong hydropower project development; went through the Procedures for Notification, Prior Consultation and Agreement; along with the public hearings in the member countries in accordance with the 1995 Mekong Agreement to collect feedbacks; received consideration as to its appropriateness from the world-class experts delegated by the Government of the Lao PDR, not to mention the fact that it has successfully passed the peer review by the experts from the Lao PDR.





Moreover, the Xayaburi Hydroelectric Power Plant remains committed to conducting environmental studies and development on a continuous basis, whether it be sediment management to ensure that large and small sediments in the Mekong River can easily pass through the electricity generating turbines to the downstream; conducting particular studies with the aim of Mekong fish resource conservation; design of the Multi-System Fish Passing Facilities for both downstream and upstream migrations of all fish species in the Mekong River, the Attraction Flow system operated by the combination between natural water flow and water pumps; conducting studies and monitoring of fish migrations by using the 3D Hydroacoustic Cameras, DIDSON and ARIS and fish sampling at the fish monitoring stations; and conducting fish efficiency studies and evaluation in collaboration with Charles Sturt University and the Australian Centre for International Agricultural Research, the Living Aquatic Resources Research Center (LARReC) of the Lao PDR, the Lao's National Agriculture and Forestry Research Institute (NAFRI), and the National University of Lao (NUOL), by implanting microchips into fish (Passive Integrated Transponder: PIT Tag System) to monitor movement and migration behaviors of fish in the area of the power plant, by which more than 80 species of fish are found to be able to safely migrate upstream.



Not only that, but the principles of international engineering were also applied to design of the Navigation Lock to help facilitate the transportation, shipping, and tourism, by both large and small vessels, to be made conveniently, safely and efficiently all year round. Furthermore, the world-class technology introduced in 2021 was employed, such as, an Automated Bathymetric Drone, by which sound wave reflection was used to detect the depth of the water area in front of the power plant to monitor changes in the water area; and a Sediment Concentration Monitoring Equipment, which was permanently installed in the front and rear areas of the power plant, to ensure continual data collection and study. In the context of safety, the Xayaburi Hydroelectric Power Plant was designed and constructed in accordance with the highest earthquake-resistant plant safety standards (Plant Safety) established by the International Commission on Large Dam (ICOLD).



As for the operations from the phases of pre-construction, construction, post-construction until after the official commercial operation, the Company's environmental engineering team has continued to follow up information on the Mekong River, and the Company has injected budgets to focus on environmental education and development in respect of both upstream and downstream of the power plant, for comparison of sediment drainage on a continuous basis, to rest assured that the Xayaburi Hydroelectric Power Plant gives priority to sustainable electricity production, with the least possible environmental impact.

## **2. Social Sustainability Management and Performance in 2020**

The Company has always contributed to development of communities and society over the past years and with awareness of its role as part of Thai business sector, the Company has then engaged in the sustainable business committed to social responsibility while striving to carry out the organization development to achieve greater stability and sustainable growth, in order to be a part in moving our country forward. The Company considers not only the benefits to be derived by the society through the Company's business operations, but also provision of continued support to social contribution activities, especially activities for the communities adjacent to the power plants invested in by the Company in order to ensure development of the nearby communities and raise staff's awareness of engagement in social responsibility and public consciousness.

To further strengthen relationships with the communities surrounding the power plants, in 2020, the Company then organized various activities to build a sustainable relationship, improve the quality of life for villagers living around the affiliated power plants. The Company also undertook other activities based on Good Corporate Citizenship with conscience of social and environmental responsibility by using the expertise in clean energy business of CKPower Group to contribute to improving the quality of life for the communities in the pursuit of sustainability as a whole, through a variety of activities and projects, as follows:



## CK Power Public Company Limited and its Affiliated Companies

### Social Contribution Activities in the COVID-19 Situation

The Company considered it important and necessary to help contain the spread of Coronavirus Disease 2019 (COVID-19) as soonest as possible, with the Company offering encouragement to all the front-line public health officials, physicians, nurses in both Thailand and the Lao PDR, the Company then provided full cooperation and support to both the government and government agencies, in order to get through this crisis together, including:



- The Company granted Baht 2,000,000 to the “Chaipattana Covid-19 Aid Fund (and Other Pandemics)” in aid of hospitals and medical personnel, including purchasing of materials, equipment and necessities for treating the COVID-19 patients.



- The Company donated Baht 1,000,000 to the Ramathibodi Foundation for coping with and containing the spread of the Coronavirus Disease 2019 (COVID-19), together with 3,000 free-meal boxes for teams of physicians and nurses of Ramathibodi Chakri Naruebodindra Hospital.



- In the Lao PDR, the Company granted Baht 1,000,000 to the Ministry of Public Health of the Lao PDR through the Royal Thai Embassy in Vientiane, in the Company Group’s goodwill and concern towards the Government of the Lao PDR, to support the containment of the spread of Coronavirus Disease 2019 (COVID-19).



- The Company granted 400 survival bags, containing medicine, cloth face masks, consumables necessary for daily living, under the “Endless Power of Heart” activity, to the Khok Thai Subdistrict Administrative Organization (Khok Thai SAO), Nakhon Ratchasima Province, for further donation to approximately 1,000 persons who had no income, including the elderly, the disabled living adjacent to the Bangkhenchai Solar Power Plant currently managed by the Company.



- CK Power Public Company Limited, in collaboration with Indorama Ventures Public Company Limited (IVL), a world-class leading chemical company, launched the “Separate Bottles Help Doctors” activity, under which staff within the CKPower Group were encouraged to jointly donate used PET bottles which were then transformed into recycled fibers for producing PPE suits for medical personnel, whereby such used PET bottles were contributed to hospitals in various areas in Thailand, for the purpose of protection of medical personnel on duty to cope with the COVID-19 outbreak. There was a total of 73 kilograms of donated PET bottles which could be used for production of up to 190 PPE suits.



## Flood Relief Activities in Tambon Khok Thai, Amphoe Pak Thong Chai, Nakhon Ratchasima Province



The management and staff of the Company and its affiliated companies went to the affected area to donate 500 flood kits to villagers in Tambon Khok Thai, Amphoe Pak Thong Chai, Nakhon Ratchasima Province, adjacent to the Bangkhenchai Solar Power Plant, which had been affected by flooding, together with blankets to help them cope with the cold weather.



## “Bottles...in Exchange of...Happiness” Campaign



The Company granted a total of 18,700 PET bottles, which were collected by staff in the CKPower Group through the “Bottles ... in Exchange of ... Happiness” campaign, to Chak Daeng Temple, Samut Prakan Province, a comprehensive community waste management center for study and learning of waste management, including development of production channels of added-value goods from recycling, weighing 348 kilograms, to be brought into the recycling process to produce a total of 1,390 sets of the triple robe. This campaign helped generate income, create a career for villagers in the community, and also supported waste separation and recycling process to create value added to waste and bring its maximum benefit in order to mitigate environmental problems in the future.



### Computer Support Project for Education of Monks and Novices



CK Power Public Company Limited, in association with its affiliated companies, donated computer equipment to Wachiramakut School (Ordinary Education), WAT Makut Kasat Ri Ya Ram, the first Phra Pariyatti Dhamma General Education School of Thailand, for educational development in respect of technological skills so that the foundation for education of monks and novices was laid, with the aim of building Buddhist personnel who would be knowledgeable and competent to keep pace with the world's ongoing rapid evolution of technologies in a manner which the religious principles would be intelligently applied to enlightening people.



### Xayaburi Power Company Limited

#### Elimination of Aedes Aegypti, Dengue Fever Campaign: Huen Khiang Hong

#### Xayaburi Power



CK Power Public Company Limited and Xayaburi Power Company Limited realized the significance of good hygiene while concerning about the disease outbreaks, and to take care of the communities surrounding the power plant, then organized the “Elimination of Aedes Aegypti, Dengue Fever Campaign: Huen Khiang Hong Xayaburi Power” campaign in collaboration with Mueang Nan Public Health and Ban Noen Sawang Sanatorium, Luang Prabang Province, to spray repellent to eliminate Aedes Aegypti, as well as educating the local residents in precautions, prevention against Aedes Aegypti, to enable them to practically apply the knowledge so gained in real circumstances, and to reduce the morbidity and mortality rates from dengue fever among the local residents. The activities were undertaken from October 26 to November 12, 2020.

In summary, the results after the said activities were found that the number of dengue fever patients and the mortality rate from dengue fever declined to 0, with the Aedes Aegypti



larval index decreasing from 6.9 percent to 2.5 percent, and there were 200 residents participating in the activities to gain knowledge on prevention and severity of dengue fever.



### Nam Ngum 2 Power Company Limited



### Groundwater Well Drilling for Community Project

The Company supported the drilling of groundwater wells for communities to alleviate the shortage of water for villagers' consumption and agricultural use during the dry season, at a total of three locations, namely, at Ban Muang Soum Elementary School, Xaysomboun Province, at Ban Nam Phao Junior High School, and at Ban Nam Phao Temple, Vientiane Province, the Lao PDR, including renovation of the Office of Public Security Construction in Ban Phon Pha, regarded as the community police station of the residents, and continued to undertake the social contribution activities for the communities surrounding the power plant to promote educational development and expand educational opportunities, and to that end, the Company's engineers were deployed to conduct a site survey at Hin Hua Suea Kindergarten School and draw up plans for improvement of the school buildings, toilets and drinking water system for Hin Hua Suea Kindergarten School in Xaysomboun Province, only 25 kilometers nearby the power plant. These were to the satisfaction of the communities and school and the construction was expected to be completed by mid-2021.



## Road Repair for Ban Phon Pha Project: Nam Ngum 2 Hydroelectric Power Project



The Company organized a road repair for Ban Phon Pha project: Nam Ngum 2 Hydroelectric Power Plant by repairing the damaged main road of the community, while performing community service, in association with the local residents, by collecting garbage on both sides of the road and cut grass along the way for the total distance of approximately 25 kilometers, in order to provide the community a beautiful scenery and to ensure that they realized and prioritized the cleanliness of the country and conservation of natural resources in their own settlements.

## Bangpa-in Cogeneration Limited

### Happy Fish Activity



Bangpa-in Cogeneration Limited, in conjunction with Bang Pa-in Industrial Estate and TTW Public Company Limited, undertook a happy fish activity to conserve and restore aquatic animal resources with a view to ensuring sustainable use, and also granted scholarships, sports equipment, together with free lunches, to students of Wat Chumpon Nikayaram School, Phra Nakhon Si Ayutthaya Province, to support education, lay the foundation for building decent youths of the nation, and to encourage and create good educational opportunities in the future for youths, as well as to take care of the communities surrounding the power plant.





## CK Power Public Company Limited



### Hing Hoi Project Year 5

The “Hing Hoi Project” had been organized for five consecutive years, a social contribution activity, by CK Power Public Company Limited and its affiliated companies, with its aim of helping support and sustainably solve the problem of scarcities in remote communities and communities surrounding the power plants invested in by the CK Power Group, both in Thailand and the Lao PDR, where the power plants are located. In 2020, the activities under the concept “Sustainable Development of Communities Adjacent to Power Plants” were undertaken.

Given the Bangpa-in Cogeneration Power Plant’s plan on development of adjacent communities at all nine sub-districts on a yearly basis to help the communities and foster relationships with them, this was good opportunity for the Company, in collaboration with Bangpa-in Cogeneration Limited and its affiliated companies, to be part in providing support in various aspects to Wat Kudi Prasit School, Tambon Lam Sai, Amphoe Wang Noi, Phra Nakhon Si Ayutthaya Province, located nearby within a 5-kilometer radius of the Bangpa-in Cogeneration Power Plant, to promote and develop education and increase educational opportunities for such school’s students. Such activities included landscaping the garden, the flagpole, and the playground; landscaping the Science Park to promote integrated education and learning through activities; pouring concrete foundation for the young children’s playground in place of the worn-down original one; painting the playground to foster child development; painting two school buildings; renovating and improving terraces and hallways; repurposing an old pavilion into a multi-purpose pavilion as space for reading, as well as providing English skill development books for elementary school students, together with scholarships, including sports clothing and equipment to students.

Moreover, the management and staff jointly provided five sets of kindergarten kid’s tables and chairs made with newspapers from the “Hing Hoi Project”, in which staff were brought to take part in a Paper Marche activity to make such tables and chairs from old newspaper for kids to ensure their access to facilities and support recycling activities. They were completed and were already distributed to the school on December 18, 2020.

The CSR activities undertaken in 2020 were similar to those in the previous years in that the Company’s volunteer staff who had knowledge and expertise in various fields helped out to participate in undertaking the sustainable CSR activities, but what set this year apart from other years was that this year, the application of the “CAWTA” outward design thinking approach, which integrated the Company’s five core values, into the CSR activities, namely, COACHING AND LEARNING through mentorship, ACCOUNTABILITY to doing the best of one’s ability and taking ownership of results, WORK ETHICS that put “right” before “right now”, TEAMWORK that is more than the sum of its parts, and dynamic, ever-evolving ADAPTABILITY. This began with the collaborative effort to design landscaping, during which all participants were encouraged to fully think outside the box in order to create and innovate the CSR activities of their dreams, and during the activities, all staff also applied the Company’s core values in order to successfully carry out the activities, with the same goal in

mind, resulting in a collaborative spirit which constituted the perfect achievement of the set goals.



### Responsibilities for Consumers

The Company's main customers are the Electricity Generating Authority of Thailand (EGAT), the Provincial Electricity Authority (PEA) and Electricite du Lao, and the Company's indirect customer is the people sector, therefore, the Company and its associated companies have primarily realized the significance of responsibilities for consumers and stakeholders of all sectors, by strictly complying with the terms specified in the Power Purchase Agreements and carrying out management of the power plants to achieve the highest efficiency to ensure that the electricity can be supplied under the agreements. The Xayaburi Hydroelectric Power Plant was completed and officially commenced its commercial operations. The Company successfully passed the test of electricity supply to the EGAT's system with stringent standards, both the Individual Test and the Joint Test, to make sure that the Xayaburi Hydroelectric Power Plant can function as a main power plant with high stability to satisfy the country's electricity demand during normal periods and daily peaking periods, as well as functioning in an emergency due to a failure in a large power plant nearby. In this regard, EGAT issued the Power Plant Operation Readiness Certificate to the Company before the Commercial Operation Date (COD) from October 29, 2019. In addition, the construction of the Xayaburi Hydroelectric Power Plant was completed on schedule. And most importantly, as a result of the previous earthquake in the Lao PDR, the strength and safety (Dam Safety) of the structures of the power plants within the CKPower Group when the earthquake struck could be well proven, as the structures and all equipment of the Nam Ngum 2 Hydroelectric Power Plant and the Xayaburi Hydroelectric Power Plant were neither affected nor damaged. In other words, they remained able to uninterruptedly produce and distribute electricity to the EGAT and Electricite du Lao under the respective agreements as normal.

## **Customer Satisfaction Survey Evaluations**

**Bangpa-in Cogeneration Power Plant** The Company normally conducts the customer satisfaction surveys twice a year, i.e., from January to June and from July to December. Based on the evaluation with a total of 12 customers; in the first customer satisfaction survey evaluation, the Company received the average scores of 97.55 out of 100, fulfilled all the customers' evaluation criteria; and in the second customer satisfaction survey evaluation, the Company received the average scores of 99.46, as such, the Company was able to fulfill both of evaluation criteria for all customers

**Nam Ngum 2 Hydroelectric Power Plant** The Company normally arranges for a customer satisfaction survey evaluation based on the 4-dimensional evaluation criteria, namely, quality, communication, personnel, and image of the power plant. In 2020, the Company's score summary was at 100 percent, which was extremely satisfying, and no recommendation was given for this evaluation and questionnaire.

## **Respect for Human Rights**

The Company and its affiliated companies have carried out the business operations by taking into account the principles of human rights and civil rights of stakeholders of all sectors as stipulated by the Constitution and laws, and have obeyed local laws, culture, custom, tradition and values, with our commitment to the principles of international human rights organizations. The Board of Directors, management and all staff of the Company and its affiliated companies have also realized the significance and respected the human rights in all respects, together with societies and communities, in accordance with laws of each country without discrimination. In respect of employment, the Company in no way prevents the employment of disabled persons and also employs personnel aged over 60 years, due to the fact that the Company sees how beneficial their experience, knowledge and ability in specific fields are. Furthermore, the Company also supports Thailand's step into the aging society so that the elderly over 60 years of age remains employed. In this respect, the Company is committed to encouraging staff at home and abroad, whether permanent or daily staff, to exercise their lawful rights as citizens required by laws, provided that the said rights must not violate others' rights, including termination of staff of the Company and its affiliated companies which must correctly observe the specified procedures, with fair treatment towards staff, respect and taking into account the human rights, strict compliance with guidelines of labor laws and related requirements. Moreover, the Company and its affiliated companies have arranged for communication channels through which staff can provide suggestions and make complaints about work-related matters, including reports on unfair treatment, violation of human rights, non-compliance with the codes of conduct, illegal actions, suspicious behavior of corruption, misconduct committed by personnel, to ensure that personnel feel involved in management and be a part in development of the organization.

## **Fair Treatment towards Labor**

The Company always gives priority to personnel in the belief that driving the organization to achieve its goals and sustainable growth in the future needs human resource management with fairness, without discrimination in employment, regardless of gender, race, religion, language, or social status, without use of forced labor and child labor. Thus, the Company has firmly upheld principles of labor laws and other relevant laws to determine remuneration and benefits as required by laws, together with the policy on consideration of fair and appropriate remuneration by taking into account competency and performance of staff in parallel with the Company's operating results, including provision of welfare and privileges to staff, which are comparable to those provided by other companies in the same industry, such as, provident fund, medical treatment and annual health checkup welfare, and allowance for various events. And no less important, the Company also provides the safe and health working environment, including recreational activities for staff.

The Company realizes the significance of continuing personnel development and supports and provides staff equal opportunities to grow and advance in their careers without discrimination, through provision of training required for performance of their works, including provision of training in other aspects, for enhancement of their competency. In 2020, the Company still carried out evaluation of performance of its executives and staff based on Key Performance Indicators (KPIs) to obtain the clear and fair evaluation results which could be efficiently used in support of development of competency of the executives and staff. In addition, the Company continued to encourage its executives and staff to apply the Kaizen-based principles to performance of their works to ensure continuous improvement and development via various activities throughout the organization all year round.

Another important thing was the Company has campaigned for raising awareness among its staff as to the codes of conduct and corporate governance, by placing emphasis on their practical application of the same to their day-to-day works, together with the principles of the sustainability and the sufficiency Economy.

## **Safety, Occupational Health and Training related to Power Plants**

As a result of the situation of the pandemic of Coronavirus Disease (COVID-19), the Company, to curb and prevent the spread of Coronavirus Disease (COVID-19) as well as to ensure the safety of staff and workers in the offices and areas of the power plants under the management of CKPower Group, both in Thailand and the Lao PDR, then adopted the guidelines for coping with such situation in a promptly manner. To manage to minimize impacts on the business operations and take care of stakeholders, a working group, consisting of executives and staff representatives in all fields, was then formed to make preparations for supporting and responding to the epidemic situation of Coronavirus Disease (COVID-19), and closely monitor news for situation assessment, consider drawing up appropriate action plans, and establish preventive measures in accordance with standards of the World Health Organization and the Ministry of Public Health to make the work operations flexible and keep pace with current situations.



The working group conducted a Business Impact Assessment to analyze activities which might affect the business operations of the Company, including its affiliated companies, by focusing on the Company's main activities, such as, turning to electronic cheque payment-receipts, document approval via email, internal and external communication, as well as stakeholders of all sectors, for instance, notice of postponement of the scheduled date of the Annual Ordinary General Meeting of Shareholders, notice of precautionary measures of the power plants to concerned persons, invoicing and delivery coordination for suppliers and distributors, creating groups of internal communication via the Line Application to ensure instant communication among the group members, using technology for conferences via video and audio teleconferencing program in place of face-to-face meetings, and preparation of information equipment to support working from home, as well as taking care of staff's hygiene and safety, e.g., measuring staff's temperature and arranging for alcohol gel hand sanitizer at every entry and exit point of the buildings, on every office floor, and at every power plant, cleaning contact points with ozone disinfection within the entire office space and all power plants on a weekly basis, ensuring social distancing inside elevators, together with sending staff to undergo a test for the Coronavirus Disease 2019 (COVID-19).

As for measures taken in every power plant, all areas of each power plant under the management of the Company were treated as the highly restricted zone, and access to such zone was strictly controlled; and any staff on duty who had a body temperature above 37.5 degrees Celsius, had a fever, cough, stuffy nose, sore throat, shortness of breath, or cold, must immediately go to see a doctor on call at such power plant; there was a restriction on every entrance and exit of all third parties; and in case of an emergency or necessity, the power plant manager was empowered to consider it on a case-by-case basis, provided, however, that such staff must first undergo a physical examination by a doctor on call at such power plant and must strictly refrain from joining groups for doing activities of all types within the power plant, with which the Company issued a written announcement for all staff's strict compliance.

The Company established the proactive measures which seemed more stringent than those formulated by the government sector, for instance, to prohibit overseas travelling or prohibit traveling across provinces in Thailand and in the Lao PDR, whereby the Company was in communication with staff to ensure that staff had awareness of the severity and impacts of the disease; had correct and corresponding understanding of the Company's various practices and were ready to provide cooperation in order to overcome this crisis together. As a result, no person infected with the COVID-19 had yet been found in the Company.

In addition, the Company was genuinely concerned about its staff working at all power plants in Thailand and the Lao PDR, by delivering consumables together with protective equipment, such as, medical face masks, alcohol, to all staff in order to bolster their morale and courage. It can be seen that the Company has implemented the efficient management measures in the crisis of the pandemic of COVID-19 and the Company continues to follow various preventive measures which have been put in place until there would be the vaccines widely available.

Therefore, all staff have to modify their behavior and adjust how to work to thrive in the New Normal.

Xayaburi Hydroelectric Power Plant 2020 was the first year that the Company officially commenced its full-year commercial production and distribution of electricity. The Company has then implemented safety operations in line with various requirements, including laws of the Lao PDR and Thailand, so that staff are always aware of control and protection measures in their work operations, in order to minimize potential accidents and to ensure professional work operations in accordance with safety procedures. All new staff and contractors will have to undergo safety training before working, including safety training in various fields, such as, fire-fighting training, first aid training, along with review of the identification and assessment of safety risks. In addition, control and preventive measures have been formulated before starting the work operations, by applying the Job Safety Environment Analysis (JSEA) to the work permit system and high-risk work process, which have been communicated to all concerned staff and contractors to ensure efficient and effective actions. In 2020, according to the Company's safety statistics report, it was found that there was a Loss Time Injury (LTI) accident sustained by one staff, the Company has therefore strived for more rigorous development of the occupational safety and health operations in a systematic manner based on learning from the accident which happened for monitoring and taking precautions to ensure compliance with the established practices, with the goal of zero accident in the next year.

#### Bangpa-in Cogeneration Power Plant

As the Company has recognized and attached importance to safety operations and safety training in various aspects, both for staff and contractors, in 2020, according to the Company's safety statistics, there was no report of a Loss Time Injury (LTI) accident sustained by any staff and contractor. The Company continued to conduct fire-fighting and fire evacuation drills, first aid training, emergency response training in various situations, such as, chemical leaks, radiator explosion, including electricity work safety training, and also undertook a safety day activity and simultaneously undertook an anti-drug sports activity to ensure staff's perpetual awareness of work safety.

#### Bangkhenchai Solar Power Plant

In 2020, there was no report of any accident and the Company also conducted annual fire-fighting and fire evacuation drills, as well as practicing and reviewing how to use fire-fighting equipment and how to extinguish fires, which were in accordance with relevant laws and international standards.



## Nam Ngum 2 Hydroelectric Power Plant

In 2020, as the Company had improved working and held safety training, there was no report of a Loss Time Injury (LTI) accident. The Company still gave priority to safety operations, by developing the E-Work Permit System to be applied to the annual maintenance work of the power plant. This year, the company also continued to conduct annual fire-fighting and fire evacuation drills, in order to encourage staff to review the operating procedures, including reviews of measures to control, prevent and respond to any possible emergencies.

### Statistics of Fatality and Loss Time Injury (LTI) Accidents of the Affiliated Companies

	Year 2018	Year 2019	Year 2020
Fatality			
• Staff	0	0	0
• Contractors	0	0	0
Lost Time Injury (LTI)			
• Staff	0	1	1
• Contractors	0	1	0

## Innovations and Diffusion



The Company, with its commitment to creating and developing a prototype of the most eco-friendly hydroelectric power plant of the Mekong River, i.e., the Xayaburi Hydroelectric Power Project, not only has selected the leading-edge technology to present design and construction innovations of the first run-of-river hydroelectric power plant in the region, but the Company also remains committed to conveying knowledge, experience and achievements in various aspects to all sectors through site visits to the power plants, lecture on operations from the stages of pre-construction, during construction and post-construction, including dissemination of knowledge and understanding as to clean energy, renewable energy, and innovations in energy saving and efficient energy use, which are necessary for the country's energy stability in the future. Furthermore, the Company has regularly taken part in various activities to play a part in sharing knowledge on energy innovations and technologies by the Company's engineers. The Company emphasizes educational development to increase knowledge of the youths living near the power plants invested in by the Company in preparation for drawing up a plan to support Goal 4 of the United Nations Sustainable Development Goals (UNSDG) regarding equitable quality education. Furthermore, the Company also has engaged a consulting firm to operate the organizational or business transformation projects, especially the use of digital technology as a tool to transform or improve the business to be more ready in the digital world (Digital Transformation) whereby SAP S/4 HANA has been applied, in

conjunction with new solutions, to enhance the operational efficiency and reduce the IT complexity in the organization, including improvement of the existing work process within the organization to prepare for the future growth, in parallel with modernization of the work process based on Industry Framework, an industry standard model for business processes, to enable the Company to achieve the goal of the Digital Transformation as planned and under the set budget until the project's objectives can be fulfilled with high quality and internal communication can be made smoothly.

In 2020, the Company devised projects and innovations, carried out studies, improvements and experiments to use only one gas compressor during the off-peak period, because the Bangpa-in Cogeneration Power Plant was normally designed to be equipped with two gas compressors which operate simultaneously to pressurize gas into the combustion chamber in the gas turbine, both during the peak and off-peak periods. However, during this off-peak period, the level of gas required to generate electricity is also low; the compressed gas from the gas compressors was more than required, causing power loss in driving the gas compressors. For that reason, the Company's staff came up with an idea to help reduce the power energy usage in this part. According to the experimental results and actual operations, the volume of gas from operation of one gas compressors was sufficient to generate electricity during the off-peak period, as such, the Company was able to reduce the power energy usage during the operation of this project from October to December 2019 by approximately 396,253 units of electricity, and saved cost from reduction of the power energy usage in 2019 by approximately Baht One Million. In this regard, from the achievement of this innovation, the Company was presented with the ASIAN POWER AWARDS 2020, which represented a significant encouragement and motivation for staff's determination to devise projects and innovations which minimize the use of natural resources and minimize the environmental impacts from the Company's business operations.

### **Fair Business**

The Company firmly believes that good corporate governance plays a key factor in showing the Company's efficient, transparent, auditable management systems, and a key factor in promoting the overall success of the Company, as one of socially responsible organizations, which will help build trust and confidence among shareholders, investors, stakeholders, and all related parties. Therefore, the Company adheres to and complies with the principles of good corporate governance through operations of the Board of Directors, the management, and staff, by establishing the Corporate Governance Policy in accordance with the criteria of the Principles of Good Corporate Governance of the Stock Exchange of Thailand and the practical regulations of the Securities and Exchange Commission and the Capital Market Supervisory Board, as well as consistency with the Principles of Good Corporate Governance for Listed Companies under the Corporate Governance Code. In this regard, the Company's Corporate Governance Policy has covered all five chapters of significant matters under the criteria of the Principles of Good Corporate Governance of the SET, namely, Rights of Shareholders, Equitable Treatment of Shareholders, Role of Stakeholders, Disclosure and Transparency, and Responsibilities of the Board. Moreover, the Board of Directors' Meeting reviewed the Company's Corporate Governance Policy to make it appropriate and up-to-date in accordance

with the SET's criteria of the Principles of Good Corporate Governance subject to regular changes.

In this connection, the Company has disclosed such Corporate Governance Policy on the Company's website, with the aim of communicating the Company's intention in its operations based on the principles of good corporate governance to directors, executives and staff at all levels, together with stakeholders of all sectors, to ensure that they recognize, understand, and adhere to the same accurately, thereby building confidence among all sectors, in order to achieve the organization's clear practical guidelines, with transparency and auditability, and ensure the Company's steady and sustainable growth under its visions and missions.

### **Anti-Corruption**

With the Company's business nature in a form of holding company, the Company then has a duty to establish a mechanism to ensure that the operations of the Company and its subsidiaries are in accordance with the principles of good corporate governance, and must be aware that a fraud or corruption, even at the level of the Company or its subsidiaries, will have an adverse impact on the operations, confidence, and overview of the Company and its subsidiaries. The Company and its subsidiaries have therefore recognized the importance of good corporate governance and business operations with transparency and fairness to ensure good, stable and fair returns to shareholders and genuinely consider stakeholders of all sectors. To that end, the Company has formulated practical anti-corruption measures as follows:

1) Establishing the written anti-corruption policy and practice

The Company gives priority to anti-corruption and support as well as encouraging personnel at all levels of the Company and its subsidiaries to have an awareness of anti-corruption. Therefore, the anti-corruption policy has been established through CG Policy, and the Control Policy and Governance Mechanisms (Control Policy), including practices against frauds and corruptions, as clear guidelines for the business operations, to which personnel of the Company and its affiliated companies are required to strictly adhere, and at the same time, such policy has been communicated and applied to staff in all activities and all work units, both inside and outside the Company.

For this purpose, the Company has published the Corporate Governance Policy on the Company's website, with its details appearing in the caption of Corporate Governance to ensure consistency with international corporate governance standards, and use it as a guideline for the business operations of the Company and its subsidiaries based on corporate governance.

2) Use of inside information, taking into account the rights of stakeholders, as well as duties of directors and executives of the Company and its subsidiaries

The Company realizes the importance of use of inside information in accordance with principles of good corporate governance and therefore, has established a policy to access, use and disclose inside information by the Board of Directors, executives, auditors and personnel of all work units, including their respective spouses and underage children, and to supervise the use of inside information, the Company has then assigned the directors and executives under the definition of the Office of the Securities and Exchange Commission (the "SEC Office") the duty to report on their own holding of securities for the first time when he/she is appointed, provided that the

report must be made to the SEC Office within 30 days from the date of his/her taking the position and any change in his/her holding of securities every time of his/her purchase, sale, transfer, or acceptance of the transfer of the securities, must be reported within 3 business days from the date of the purchase, sale, transfer or acceptance of transfer of such securities. In this regard, the Board of Directors has monitored the implementation of the aforementioned inside information disclosure policy by stipulating that the holding of securities must be reported to the meetings of the Corporate Governance and Risk Management Committee and the Board of Directors on a quarterly basis, and the information on the number of shares held by the directors and executives must be also disclosed in the Annual Report.

In this regard, the Company has demonstrated its commitment to anti-corruption in accordance with the established policy, by providing training and seminars for the Company's personnel in order to ensure their true knowledge and understanding of anti-corruption as well as allowing the Company's personnel to be a part in helping prevent and investigate frauds in the organization.

3) Establishing a corruption investigation unit

The Company recognizes the importance of internal control system, the Company therefore has provided the internal control system in place which covers all activities of the Company, including continuing development of the internal control system to ensure compliance with the guidelines of the SET and the SEC Office, as well as the internal control practices of the Committee of Sponsoring Organizations of the Tradeway Commission ("COSO"). In this regard, the Company has the internal audit unit to follow the internal audit process at the level of work unit of both the Company and its subsidiaries, to review and inspect the work process and formulate measures to handle in the event that a suspicious fraud or corruption is found in the Company and all of its subsidiaries, for report to the Audit Committee or receive a report on whistleblowing or suspicions of misconduct to ensure that every single process of operations in all work units is of standard, transparent and auditable, and in full conformity with the Principles of Good Corporate Governance of Listed Companies.

Moreover, the Company also has the Audit Committee who is fully qualified under the criteria prescribed by the SET, consisting of three independent directors with the scope of their duties and responsibilities under the Audit Committee's Charter to review financial reports to ensure accuracy and completeness, to consider connected transactions or transactions which may give rise to a conflict of interest, along with transactions on acquisition or disposition to ensure compliance with relevant laws and regulations, justification and the Company's maximum benefit, and review that the Company's internal control system and internal audit system are suitable and efficient, as well as imposing punishment measures against personnel who have committed any fraud or corruption in sequence.

In this regard, the Company has established practical guidelines for supervision and control to prevent and monitor risks from corruption, which can be summarized as follows:

1. To provide inspection, evaluation of the internal control system and risk management covering the operations of the Company and its subsidiaries by the internal audit unit established by the Company to review and ensure that there

is an appropriate and efficient internal control system in place, and prevent any fraud or corruption in the Company and its subsidiaries;

2. To provide the whistleblower channels and report to the management and the Board of Directors or receive a report on whistleblowing or suspicions of misconduct to ensure that every single process of operations in all work units is of standard, transparent and auditable, and in full conformity with the Principles of Good Corporate Governance of Listed Companies;
  3. To arrange for a fair and transparent investigation to find a conclusion in the form of a joint panel; in the event that the wrongdoer is found guilty, the results of the investigation will be submitted to his/her line supervisor, the human resources department, and the Managing Director, and such wrongdoing personnel will be subject to fair disciplinary procedures, namely, written warnings, employment termination, and legal actions to protect the interests of the Company and stakeholders of all sectors.
- 4) Establishment of whistleblower channels and measures for protection of whistleblowers

The Company has opened up reliable and independent whistleblower channels through which any third parties can report on any non-compliance with the codes of conduct, violation of laws, or any suspicious behavior of fraud or misconduct committed by personnel in the Company, including report on any flaws in the internal control system, from both staff and any other third parties.

Currently, the Company has set up three whistleblower channels as follows:

- 1) via the Company's website directly to the Investor Relations at [www.ckpower.co.th/th/ir](http://www.ckpower.co.th/th/ir)
- 2) via E-mail to the Members of the Audit Committee and the Board of Directors at [directors@ckpower.co.th](mailto:directors@ckpower.co.th) or the Investor Relations at [ir@ckpower.co.th](mailto:ir@ckpower.co.th)
- 3) via a sealed letter to the Chairman of the Audit Committee of CK Power Public Company Limited No. 587 Viriyathavorn Building, Sutthisan Winitchai Road, Ratchadaphisek Subdistrict, Dindaeng District, Bangkok 10400.

In addition, the Company has established whistleblower protection guidelines in the practical guidelines for stakeholder engagement as a safeguard measure to keep all whistleblowing information confidential and restrict a group of persons' access to the information and disclose the same to concerned persons only, as well as making it available on the Company's website to build confidence and a sense of security for the whistleblowers, as follows:

- 1) Whistleblowers can opt to remain identified or anonymous if such disclosure may cause any insecurity or damage.
- 2) The Company considers the information confidential and will disclose the same only when necessary to the person(s) responsible for resolving the problem and mitigating the damage, by taking into account the safety and damage of the whistleblowers or concerned persons.



- 3) In the event that the whistleblowers consider that he/she may feel unsafe or may be in trouble, the whistleblowers may request the Company to establish appropriate whistleblower protection measures.
- 4) Any affected person shall be provided with remedies through an appropriate and fair process.
- 5) The Company shall remedy and mitigate any damages incurred under the management mechanism and the rules of law as soon as possible In 2020, the Company received no whistleblower report.



To affirm the Company's strong commitment to anti-corruption, in 2020, the Company continued to adopt the No Gift Policy of the Company and its affiliated companies, and also widely notified the Company's stakeholders of all sectors for acknowledgement, including such notice via the Company's website and Facebook, in order to reaffirm the Company's clear intention in the internal organizational management under the zero-tolerance concept in all cases.

5) Establishment of policy on external anti-corruption

The Corporate Governance Policy has been communicated by the Company to personnel from all work units to ensure that such policy has been implemented in their contact or coordination with suppliers/traders and any third parties in order to prevent any exposure to corruption. In addition, the suppliers/traders or third parties in contact with the Company and its subsidiaries shall be strongly encouraged to strictly comply with the Company's anti-corruption policy so as to prevent any possible involvement in corruption on a concrete basis. To that end, the Company has imposed stringent disciplinary measures against staff who are involved with corruption and will make outright cancellation of any transactions with the suppliers/traders or third parties.

6) Identification of corruption risk in the Company's risk management plan

The Company has identified corruption as one of the risk factors under the Company's risk management plan to ensure that all work units are aware of the potential impacts of fraud or corruption, including precautions of risks which may arise from the operational process. The risk management working group of the Company and its subsidiaries shall conduct a quarterly risk assessment under the Company's risk management plan for submission of the same, including issues of interest, for consideration by the Corporate Governance and Risk Management Committee's Meeting, and shall take precautions and closely monitor if any significant changes or matters for considerations are found. The Corporate Governance and Risk Management Committee will submit a risk assessment report to the Board of Directors' Meeting every quarter.



## **Awards of Pride**



### **Thailand Sustainability Investment Index 2020 (THSI)**

2020 marked another year of pride for CKPower in which the Company was selected as one of the Thailand Sustainability Investment (THSI) list by the Stock Exchange of Thailand, in its capacity as an organization engaging in the sustainable business operations, prioritizing the Environment, Social, Governance (ESG), reflecting the Company's commitment to conducting business management in pursuit of sustainable growth and generating stable and constant returns in the long run while operating the business based on ethics, responsibility for society and stakeholders.



### **Corporate Governance Report of Thai Listed Companies (Thai Institute of Directors: IOD)**

In 2020, the Company also received a five star "Excellent" rating of the Corporate Governance Report of Thai Listed Companies from the Thai Institute of Directors (IOD) for three consecutive years, underscoring the Company's governance to serve the purpose regarding transparency, care and fair treatment toward concerned parties, and auditable disclosure in accordance with the principles of the CG Code and in conformity with the expectations and confidence of both domestic and international investors.



### **IR Magazine Awards**

The Company received the IR Magazine Awards 2020 for Best Crisis Management in Southeast Asian from IR Magazine in the field of building understanding on water and environmental management of the Xayaburi Hydroelectric Power Project in the Lao PDR.



### Asian Power Awards 2020

The Company received the Silver Asian Power Awards 2020, representing the Environmental Upgrade of the Year Award and the Natural Gas-Fired Power Plant of the Year - Thailand, for coming up with new ideas and innovations for environmental upgrade from Asian Power Magazine, Asia's leading electric industry magazine.



### Greenhouse Gas Management Organization Certificate

The Company was awarded a certificate by the Thailand Greenhouse Gas Management Organization and the Textile Industry Development Institute, as its capacity as an organization with its commitment to minimizing global warming, by way of adopting the so-called “Cool Mode” world conservation fabric innovation in the production of the uniform for staff in CKPower Group with its aim of minimizing greenhouse gas emissions while diminishing environmental impacts.

## 11. Internal Control and Risk Management

### Internal Control

The Company supports the efficient and effective internal control system to prevent and minimize risks on a continuous basis, by applying the international standards of the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to evaluation of the internal control system, covering Operational Control, Financial Control, and Compliance Control. In addition, the Company applies the international standards of the Control Objectives for Information and Related Technology (COBIT) to evaluation of the internal control system and information technology system security.

The Board of Directors has assigned the Audit Committee to supervise the internal control system, with the Internal Audit Unit being responsible for independently reviewing and evaluating the operating systems in various aspects of the Company and its affiliated companies under the internal audit plan approved by the Audit Committee. In the Audit Committee's Meeting No. 1/2021 held on February 22, 2021, the Audit Committee reviewed the Company's internal control system through the management's report on internal control system evaluation based on the Internal Control Sufficiency Evaluation Form publicized by the Office of the Securities and Exchange Commission (SEC), the Audit Committee was of the opinion that the Company's internal control system was sufficient and appropriate. A summary of five components of the internal control can be divided into Control Environment, Risk Assessment, Control Activities, Information & Communication, and Monitoring Activities, as follows:

- Control Environment: The Board of Directors and the Management Team have the firm intention of conducting the business operations with management based on good corporate governance; adherence to morality and ethics, with transparency, auditability, and awareness of responsibility for all stakeholders, by establishing a good internal control environment via the codes of conduct, policies, Core values, including the Company's structure and reporting lines as appropriate, as well as formulating and communicating written policies, practical regulations to make sure that they are acknowledged and observed by staff in the same direction.
- Risk Assessment: The Board of Directors has appointed the Corporate Governance and Risk Management Committee to perform the duty to establish the risk management policy framework, consider the annual risk management plans of the Company and its affiliated companies, including supervision and monitoring of the risk management, as well as acknowledging a quarterly report on risk management results. Furthermore, the Company and its affiliated companies have appointed a risk management working group, consisting of executives and staff from all lines of work, to perform the duty to identify risks, assess risks, prepare and propose a risk management plan, along with report on risk management results on a quarterly basis to the Corporate Governance and Risk Management Committee.
- Control Activities: The Company and its affiliated companies have suitably established a Table of Authorities and communicated to staff for acknowledgment via the Intranet; laid down the operational guidelines for significant work processes, such as, accounting, finance, purchasing, etc.; ensured a separation of duties and responsibilities

relating to transaction approval, accounting records, and asset management, with the Internal Audit Division having the duty to review the internal control system of each process of the Company and its affiliated companies under the audit plan approved by the Audit Committee, in order to rest assured of effectiveness in the internal control systems of the Company and its affiliated companies which can help the organization achieve the set objectives and reduce potential risks of corruption.

- **Information & Communication:** The Company has the information and communication system by which information has been made accessible to the Board of Directors, the Management Team and staff in an efficient and timely manner, to enable them to appropriately use the obtained information in their decision-making and performance, by way of communication of information and news, announcements of the Company via e-mail and Intranet system, as well as employing technologies to help in communicating information to staff within the Company, e.g., Microsoft Team, Digital Signage system, including the use of SAP in management of corporate information. As for communication channels with third parties, the Company has communicated information via the website: [www.ckpower.co.th](http://www.ckpower.co.th) to ensure all stakeholders' equitable access to up-to-date news of the Company. Furthermore, the Company has established guidelines for staff and stakeholders to blow the whistle or make complaints concerning non-compliance with the codes of conduct (Whistleblower) in the Corporate Governance Policy, with the Company having measures for protection and confidentiality of identities of whistleblowers.
- **Monitoring Activities:** The Company has an Internal Audit Unit which independently performs its duties by the International Standards for the Professional Practice of Internal Auditing: IIA, whereby the Internal Audit Division has made the Risk-Based Audit Plan and an audit report to the Audit Committee, including report to the management in the event that there are suggestions or issues so discovered requiring improvement, remedy as appropriate. Moreover, the Compliance and Legal Department has the duty to monitor compliance with rules, regulations, requirements stipulated by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand, including other applicable laws. In 2020, there was no report on the Company's failure to comply with any rules, regulations or requirements.

### **Risk Management**

The Company places the importance on the use of risk management system in operating the business to achieve stability and sustainability in the interest of all concerned parties. The Board of Directors has authorized the Corporate Governance and Risk Management Committee to efficiently and comprehensively oversee and review the risk management of the Company and its affiliated companies, including monitoring of significant risks with effect on the Company's business.

The risk management working group of the Company and its affiliated companies consists of executives and staff from all lines of work, namely, business planning, engineering, operation and maintenance, power plant manager, etc., with the duty to draw up an annual risk management plan, with

risk evaluation covering five aspects, 1. Strategic Risk; 2. Financial Risk; 3. Operational Risk; 4. Compliance Risk; and 5. Environment and Social Risk, and address relevant risk factors, conduct analysis of potential impacts and opportunities, as well as determining risk appetite/risk tolerance (an acceptable risk level) and risk indicators, risk management measure based on the COSO ERM Framework, and quarterly report on risk management for evaluation and monitoring of the risk management measures to ensure they remain up-to-date and able to manage risks to stay at an acceptable level. Moreover, the Company has assigned the Internal Audit Division to monitor and review the risk management process, which is independent of the risk management working group, as well as appointing a knowledgeable and competent person to serve as a secretary to the Corporate Governance and Risk Management Committee with the duty to collect information and report on results to the Corporate Governance and Risk Management Committee and further report to the Board of Directors for acknowledgement on a quarterly basis.

#### Head of Internal Audit Division

The Internal Audit Division performs the duties independently to review and evaluate the effectiveness of the risk management process, internal control, and supervision of the Company and its affiliated companies on a systematic basis, which shall directly report to the Audit Committee. Miss Jiraporn Putiparsoed has been appointed as the secretary to the Audit Committee and the Head of Internal Audit Division, due to the fact that she has knowledge, abilities and working experience in internal audit in the business of the same nature as that of the Company, and she also continues to attend training courses relating to the internal audit work, and she has been granted a certificate as the Certified Professional Internal Auditor of Thailand, with the understanding of the Company's activities and operations, as well as being capable of performing such duties appropriately. Consideration and approval for appointment, removal, transfer of the Head of Internal Audit Division of the Company is subject to approval of the Audit Committee. The qualifications of the Head of Internal Audit Division are described in Attachment 3 of Annual Registration Statement for Year 2020 (Form 56-1) of the Company.

#### Head of Compliance Division

The Company has authorized Miss Rujira Chuaybamrung, Assistant Managing Director - Business Controlling, to supervise the Company's compliance with the rules and regulations of relevant agencies. The qualifications of the Head of Compliance Division of the Company are described in Attachment 3 of Annual Registration Statement for Year 2020 (Form 56-1) of the Company.



### **Report of the Audit Committee**

The Audit Committee of CK Power Public Company Limited comprises three qualified directors who are knowledgeable, competent and experienced in the fields of accounting, finance and engineering, namely, Dr. Jon Wongswan (independent director) as Chairman of the Audit Committee, Dr. Vicharn Aramvareekul (independent director) and Dr. Patarut Dardarananda (independent director) as Members of the Audit Committee, with the Head of the Internal Audit Division being appointed as secretary to the Audit Committee.

The Audit Committee has performed its duties within the scope and responsibilities as assigned by the Board of Directors, which are specified in writing in the Audit Committee's Charter, with the Audit Committee's Charter requiring to be reviewed at least once a year to ensure that it remains up-to-date and in line with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, together with a quarterly report on its performance to the Board of Directors. In 2020, the Audit Committee held its four meetings among themselves, with the presence of all Members of the Audit Committee in every meeting, and one meeting with the audit without the management's presence, in order to independently inquire about audit scope, method, and significant issues found by the auditor while in performance of duties.

The key performance of duties of the Audit Committee can be summarized as follows:

- 1. Review of Financial Report:** The Audit Committee, in association with the auditor and the management, considered reviewing the quarterly and 2020 annual financial statements of the Company and its affiliated companies, by reviewing the accuracy, completeness of the financial statements, significant adjusting entries, including accounting estimates which might have a material effect on the financial statements, sufficient and appropriate information disclosure, together with changes in financial reporting standards. The auditor provided an unqualified opinion in the Auditor's Report. That was, in 2020, the financial statements of the Company and its affiliated companies presented fairly, in all material respects, in compliance with generally accepted accounting principles and financial reporting standards, with sufficient and timely information disclosure beneficial to users of the financial statements.
- 2. Review of Internal Control System:** The Audit Committee realizes the significance of the internal control system in accordance with the framework of the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and supports the Company and its affiliated companies in complying with applicable laws, rules, regulations and requirements, with the Internal Audit Division having the duties to independently review and evaluate the sufficiency of the internal control system, and report directly to the Audit Committee. In 2020, the Company and its affiliated companies received no report from the auditor and the Internal Audit Division on violation of applicable laws, rules or regulations.
- 3. Supervision of Internal Audit:** The Audit Committee supports the Internal Audit Unit in independently performing its duties and reporting directly to the Audit Committee on its performance. The Audit Committee approves the annual internal audit plan, considers the quarterly report on internal audit results, follows up on matters discovered from the audit, and provides opinions including suggestions beneficial to the Internal Audit Division, as well as promoting development of knowledge and competency of those who perform the internal audit work. In 2020, the Audit Committee approved the Internal Audit Charter to ensure that the



performance of the Internal Audit Division achieved efficiency and met international standards.

4. **Review of Good Corporate Governance:** The Audit Committee considers reviewing the operations of the Company and its affiliated companies in compliance with the laws on securities and exchange, rules and regulations of the Office of the Securities and Exchange Commission, requirements of the Stock Exchange of Thailand, and other laws applicable to the business operations, including such obligations which may arise from agreements executed with third parties. In addition, the Audit Committee adheres to the Principles of Good Corporate Governance, supports prevention of fraud or corruption, whereby the Company has arranged for adequate and appropriate whistleblowing channels via which whistleblowing reports can be filed, both inside and outside the Company, together with the whistleblowing system, promotes a culture of good corporate governance, treatment with transparency, auditability, as well as formulating the whistleblower protection measures.
5. **Review of Connected Transactions or Transactions which may give rise to a Conflict of Interest:** The Audit Committee considers reviewing connected transactions or transactions which may give rise to a conflict of interest to ensure the Company's compliance with the applicable laws and requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. In 2020, the Audit Committee reviewed the connected transactions and was of the opinion that they were executed under the general trading conditions, with fairness and without transferring benefits between the Company and those who might have a conflict of interest, in the best interests of the Company, along with sufficient information disclosure in accordance with the Principles of Good Corporate Governance and the Notifications of the Board Governors of the Stock Exchange of Thailand and the Securities and Exchange Commission.

**Consideration, Selection/Termination, Nomination for Appointment of the Auditor and Proposal of Remuneration for the Auditor:** The Audit Committee reviews the auditor's performance and the reasonableness of the audit fees of the Company and its affiliated companies. The Audit Committee was of the opinion that the auditor from EY Office Limited was independent, knowledgeable and experienced in terms of audit, consultation on accounting standards, and timely certification of the financial statements. Therefore, it was deemed appropriate to propose the appointment of either Mr. Chatchai Kasemsrithanawat (Certified Public Accountant No. 5813) or Miss Siraporn Ouaanunkun (Certified Public Accountant No. 3844) or Mrs. Chonlaros Suntiasvaraporn (Certified Public Accountant No. 4523) as the auditor with the power to conduct an audit and sign to certify the Company's financial statements for 2020. Such auditors are on the list of auditors approved by the Office of the Securities and Exchange Commission. In addition, the company complies with the announcement of the Capital Market Supervisory Board. Re: Turnover of auditors who performed reviews or audits and gave opinions on the Company's financial statements for the past 7 accounting periods, whether they are consecutive or not. The company may appoint that auditor to be the auditor of the company. After at least 5 consecutive accounting cycles. The 2020 Annual Ordinary General Meeting of Shareholders on August 3, 2020 resolved to approve the appointment of the auditors from EY Office Limited as the auditor for 2020.

In conclusion, the Audit Committee has completely performed its duties under the Audit Committee's Charter and neither provided provisions nor made observations other than on the performance of duties as assigned by the Board of Directors. The Audit

Committee has exercised the knowledge and expertise to perform such duties with due care, prudence, provided independent opinions and suggestions beneficial to all stakeholders on an equitable basis. The Company's financial reports are accurate, efficient, in consistency with generally accepted accounting principles and the financial reporting standards, with sufficient internal control system, as well as due and full compliance with the Principles of Good Corporate Governance, applicable laws and requirements relating to the Company's business operations.

(Dr. Jon Wongswan)  
Chairman of the Audit Committee

### **Report of the Corporate Governance and Risk Management Committee**

The Corporate Governance and Risk Management Committee of CK Power Public Company Limited comprises three directors, in which Mr. Narong Sangsuriya (director) serves as Chairman of the Corporate Governance and Risk Management Committee, Dr. Vicharn Aramvareekul (independent director) and Mr. Thanawat Trivisvavet (director) serve as Members of the Corporate Governance and Risk Management Committee, with the knowledgeable and competent person being appointed as secretary to the Corporate Governance and Risk Management Committee.

The Corporate Governance and Risk Management Committee has performed its duties within the scope and responsibilities as assigned by the Board of Directors, which are specified in writing in the Corporate Governance and Risk Management Committee's Charter. In 2020, the Board of Directors approved the review of the Corporate Governance and Risk Management Committee's Charter, in which an additional duties and responsibilities in respect of sustainable development were specified to promote the social and environmental development in parallel with the Company's growth. The Corporate Governance and Risk Management Committee convened its four meetings, with all its members attending every meeting, and quarterly reported on its performance to the Board of Directors to oversee and monitor progress of compliance with the Principles of Good Corporate Governance, and supported the Company's risk management and sustainable development on a continuous basis.

The key performance of the duties of the Corporate Governance and Risk Management Committee can be summarized as follows:

#### **Corporate Governance**

1. Approving the review of the codes of conduct and policies in relation to corporate governance of the Company to ensure their consistency with the Principles of Good Corporate Governance and the Company's current business operations in order to encourage and support executives and staff at all levels of the Company and its affiliated companies in adherence to the corporate governance;
2. Supporting the assessment of performance of the Board of Directors at least once a year for the purpose of considering its performance in the previous year and operational plans for the following year, and its compliance with the Principles of Good Corporate Governance for Listed Companies;
3. Promoting and supporting such arrangements concerning good corporate governance in respect of:
  - The assessment of the quality of the shareholders' meetings of the Company by the Thai Investors Association, in order to promote such meetings by taking into account the shareholders' rights in accordance with the good corporate governance guidelines. In 2020, the Company received an average score of 100 percent.
  - Participation in the Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors Association (IOD). In 2020, the Company's overall average score was 91 percent, representing an "Excellent" rating, which was higher than the overall average assessment of the listed companies at 83 percent and higher than average score of listed companies in SET100.

#### **Risk Management**

1. Considering the annual risk management plans of the Company and its affiliated companies to ensure that such plans have addressed such internal and external risk

factors which may affect the Company's operations, and considering measures to manage such risks to stay at the level acceptable to the Company, as well as considering guidelines for risk control to timely mitigate potential damages;

2. Monitoring and supervising the results of risk management on a quarterly basis through the reports on risk management from the management of the Company and its affiliated companies to ensure consistency with the Company's operations and changes in circumstances;
3. Promoting a culture of enterprise-wide risk management to ensure staff at all levels' awareness of risk management and integration of risk management into part of the operations. In 2020, the Company and its affiliated companies communicated guidelines on risks and risk management to the risk management working group, comprising high-ranking executives of the Company and its affiliated companies (excluding managing directors), to support development of knowledge regarding risks and risk management on a continuous basis.

### **Sustainable Development**

1. Overseeing and supporting works in respect of sustainable development by reviewing the sustainable management policy and providing opinions on operations in terms of sustainable development, as well as considering approving key business matters (Materiality) in order to establish strategies and goals for the sustainable development of the Company in accordance with international practices;
2. Promoting and emphasizing the Environmental, Social and Governance (ESG). In 2020, the Company received the Thailand Sustainability Investment (THSI) award from the Stock Exchange of Thailand;
3. Acknowledging progress reports on sustainability performance of the Company and its affiliated companies to promote and support the sustainable development activities for society, communities and environment. In 2020, the Company joined the members of the United Nations Global Compact of Thailand to ensure that the Company adhered to international practices in its operations and promoted sustainable development activities within the organization, participated in the VIBHAVADI ZERO WASTE campaign for sustainable waste management within the Company, as well as organizing a "Bottle Separation...Help Doctors" activity by transforming PET bottles into PPE suits for medical personnel to support and promote performance of their duties during the outbreak of Coronavirus Disease 2019.

In conclusion, the Corporate Governance and Risk Management Committee is of the opinion that the Company and its affiliated companies are committed to conducting the business operations with legitimacy, transparency, adherence to the corporate governance, and also conduct the risk management covering key risk factors to contribute to the efficiency and effectiveness in the Company's operations to meet the set targets, as well as thoroughly considering various risks, including support of works in respect of systematic sustainable development by giving priority to the Environment, Social and Governance in pursuit of the sustainable business growth.

(Mr. Narong Sangsuriya)

Chairman of the Corporate Governance and Risk Management Committee

### **Report of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of CK Power Public Company Limited has three members of independent directors and director, in which Dr. Vicharn Aramvareekul serves as Chairman of the Nomination and Remuneration Committee, and Dr. Patarut Dardarananda and Mr. Prasert Marittanaporn serve as Members of the Nomination and Remuneration Committee and appoint Mr. Thanawat Trivisvavet as secretary to the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has performed its duties under the Charter and the scope of duties as assigned by the Board of Directors. In 2020, there were three meetings of the Nomination and Remuneration Committee which considered and proposed significant matters to the Board of Directors' Meeting and/or Shareholders' Meeting for consideration and approval, as follows:

1. Consideration and selection of candidates as directors to replace those who were due to retire by rotation, by taking into account their qualifications, experience, knowledge, capabilities useful to the Company's business operations. There were four directors who were due to retire by rotation and they were nominated for re-appointment to resume their office for another term;
2. Consideration and appointment of independent directors, Members of the Audit Committee and Members of the Nomination and Remuneration Committee, by way of nomination of qualified candidates under the Notification of the Capital Market Supervisory Board in terms of maturity and credentials, without any prohibited characteristics under the law, to fill the vacancies;
3. Consideration and determination of 2019 annual reward and remuneration for 2020 for directors and members of the subcommittees, by taking into account the appropriateness for duties and responsibilities of the directors, together with the results of the board self-assessment, including the Company's operational results in 2019, compared with that of companies in the same industry and on similar scale;
4. Consideration and determination of 2019 annual reward and remuneration for 2020 for Managing Director, by taking into account the appropriateness for duties and responsibilities of the Managing Director, including the Company's operational results; compared with that of companies in the same industry and on similar scale,
5. Consideration and review of the Nomination and Remuneration Committee's Charter to ensure that the format and topics are in the same direction and in line with the Corporate Governance Code (CG Code) by The Securities and Exchange Commission, Thailand (S.E.C.) and currently applicable corporate governance criteria, which will be propose to the Board of Director Meeting and announced as guidelines for the Nomination and Remuneration Committee's performance.

In this regard, the Nomination and Remuneration Committee has performed the assigned duties with due care, transparency, fairness and independence in accordance with the Principles of Corporate Governance Code in the best interests of the Company and all stakeholders.

(Dr. Vicharn Aramvareekul)

Chairman of the Nomination and Remuneration Committee

## 12. Connected Transactions

The Company and its subsidiaries executed connected transactions with persons who may have a conflict of interest in 2020 based on the following criteria:

### **Necessity and Justification of Connected Transactions**

The Audit Committee was of the view that the connected transactions of the Company or its subsidiaries executed with a related company or party, had general commercial 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 as persons who may have a conflict of interest (arm's length basis) and without transfer of benefit between the Company and persons who may have a conflict of interest, and for the utmost benefit of the Company, in accordance with the Notification on Connected Transactions.

### **Measures or Procedures for Approval of Connected Transactions**

1. To consider that any executed transactions are related party transactions between the Company or its subsidiaries and a party/person who may have a conflict of interest or have interests in accordance with the definitions of the connected person as specified by the SEC;
2. In case of a related party transaction, value of the related party transaction shall be calculated and compared with the Company's net tangible assets (NTA) to consider the volume and category of the related party transaction as specified by the SEC, divided into five main categories, namely, a transaction of ordinary course of business of the Company, a transaction in support of the ordinary course of business, a transaction of short-term rental or lease of immovable property, a transaction relating to assets or service, and a transaction of financial support;
3. In case of a related party transaction in the category of transactions in the ordinary course of business and in support of the ordinary course of business, the Board of Directors approves in principle to authorize management to consider executing such transactions, provided that such transactions are subject to general commercial conditions, namely, commercial conditions with reasonable and fair price, without transfer of benefit. In this regard, management is required to summarize such transactions for acknowledgment by the Audit Committee and the Board of Directors; and
4. In case of a related party transaction of other categories, the transaction volume of each category and the power to execute the transaction shall be considered as specified by the SEC. All transactions are subject to consideration as to justification in execution of the transactions the Audit Committee, taking into account the utmost benefit of the Company as if such transactions were executed with a third party (arm's length basis), to ensure transparency, without giving rise to any conflict of interest, and for the utmost benefit of the Company and all shareholders, and the transactions shall be proposed to the Board of Directors or shareholders based on nature and volume of transactions of each category.



Directors who have any interests in execution of the connected transactions shall not be entitled to approve nor vote on such matters in which they have interests.

### **Policy and Trend of Future Connected Transactions**

The Company expects that connected transactions will be executed in the future, mostly continuously from the existing transactions, such as, Maintenance Contract, Purchasing on Gas or Raw Water Contract, Management Contract etc., whereby the transactions are in the ordinary course of business and for the utmost benefit of the Company and its subsidiaries. The Company assigns the Audit Committee to consider and provide opinions as to necessity and justifications for execution of the transactions, and justification of the prices, so as to ensure that the conditions of such transactions are not different from transactions in the same category executed with third parties, and in compliance with relevant laws and regulations.

In this regard, the Company has disclosed the connected transactions in the Company's Notes to Financial Statements, which has been audited by the Company's auditor.

# 1. Relationship between the Company and its Subsidiaries with Related Companies/Parties

## CK Power Public Company Limited and its Subsidiaries

Company	Shareholding Percentage	Business Operation
<b>CK Power Public Company Limited (CKP or the Company)</b>		The Company operates its core business as a holding company by holding shares in other companies engaging in the business of production and sales of electricity generated from various kinds of energy and provision of consulting service and other services related to electricity production projects.
<b>SouthEast Asia Energy Limited (SEAN)</b>	61.33 percent of shares held by CKP	SEAN operates the business of investment and development of electricity production business in the Lao People's Democratic Republic (Lao PDR).
<b>Nam Ngum 2 Power Company Limited (NN2)</b>	75 percent of shares held by SEAN (46 percent of shares in NN2 indirectly held by CKP); NN2 is CKP's core company.	NN2 produces and sells the hydroelectric power as concessionaire under the Concession Agreement for the Nam Ngum 2 Hydroelectric Power Plant, awarded by the Government of the Lao PDR, with a production capacity of 615 megawatts. The plant is located in Xaysomboun District, Vientiane Capital, the Lao PDR.
<b>Bangpa-in Cogeneration Limited (BIC)</b>	65 percent of shares held by CKP	BIC operates the business of production and sales of electricity and steam from cogeneration power plant, using natural gas as fuel, with a production capacity of 238 megawatts for electricity (both BIC1 :118 and BIC2 : 120) and 20 tons per hour for steam (BIC1 Project). The two plants are located in the Bangpa-in Industrial Estate, Amphoe Bangpa-in, Phra Nakhon Si Ayutthaya Province.
<b>Bangkhenchai Company Limited (BKC)</b>	100 percent of shares held by CKP	BKC produces and sells solar power from solar power plant with a production capacity of 14.7 megawatts from the total of 7 projects.
<b>CKP Solar Limited</b>	100 percent of shares held by CKP	This company has been established for electricity production and sales.
<b>Helios Power Limited</b>	100 percent of shares held by CKP	This company has been established for electricity production and sales.
<b>Apollo Power Limited</b>	100 percent of shares held by CKP	This company has been established for electricity production and sales.
<b>Vis Solis Limited</b>	100 percent of shares held by CKP	This company has been established for electricity production and sales.
<b>Sole Power Limited</b>	100 percent of shares held by CKP	This company has been established for electricity production and sales.

## Details of Connection Transactions in 2020

### 1. Transactions of CKP and its Subsidiary with CH. Karnchang Public Company Limited (CK)

CK engages in the construction business and a full range of development, investment and management of large-scale infrastructure concession projects within the country and the region. CK is also CKP's related company since CK is CKP's major shareholder, holding shares in CKP representing 30.67<sup>1</sup> percent of CKP's registered and paid-up capital. CKP and CK have four common directors, namely, (1) Mr. Plew Trivisvavet, (2) Mr. Narong Sangsuriya, (3) Mr. Prasert Marittanaporn, and (4) Dr. Supamas Trivisvavet.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Lease of the Company's Office Area and Facility Services in Viriyathavorn Building</b> <ul style="list-style-type: none"> <li>Office area rental</li> <li>Interest expense under the lease agreement</li> <li>Lease liabilities</li> <li>Other payables</li> <li>Deposit receivables</li> </ul>	- 1.98 88.37 0.67 2.61	10.82 - - 0.84 2.20	10.36 - - 0.19 2.05	CKP and BIC utilized the areas on the CH, 17 <sup>th</sup> , 18 <sup>th</sup> , and 20 <sup>th</sup> Floors of Viriyathavorn Building of CK. The rates of the office area rental and the utility cost were at the normal rates charged by CK to general lessees.

<sup>1</sup> As at the Company's latest closing date of the share register for suspension of the share transfer on December 30, 2020.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Lease of Virtual Private Server</b> <ul style="list-style-type: none"> <li>Rental</li> <li>Other payables</li> </ul>	0.60 0.05	0.60 0.05	0.60 0.05	<p>BIC has taken on lease of three sets of servers for 430 GB each, for a period of one year since February 2015 or for a renewable lease term due to a renewal of the agreement, whereby if either party does not terminate the agreement, it shall be deemed that the agreement remains effective for another one year each. The rental was at the normal rate charged by CK to general customers, as well as taking into account the security of stored data.</p>

2. Transactions of CKP and its Subsidiary with CH. Karnchang (Lao) Co., Ltd. (CHK)

CHK was incorporated under the law of the Lao People's Democratic Republic and engages in the construction business in the Lao People's Democratic Republic. CHK is CK's related party since it is wholly owned by CK, and as a result, CKP and CHK have a common major shareholder and CHK is considered CKP's related company. CKP and CHK have no common director.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Engagement for the Upgrade of Voltage and Construction of the 230/500 kV Nabong Substation</b> <ul style="list-style-type: none"> <li>Project costs during construction phase</li> </ul>	-	-	223.66	NN2 engaged CHK to upgrade voltage and construct the Nabong Substation to be 500 kV, which was completed by May 2018. This was in compliance with the conditions of the Power Purchase Agreement with EGAT in order to ensure that the Nabong Substation can accommodate various power plants in the Lao People's Democratic Republic which has executed the power purchase agreements with EGAT.
<b>Engagement for Repair of Road within the Plant</b>	-	12.76	-	NN2 engaged CHK to improve and repair road within the Plant during March and May 2019, at the contract price in the ordinary course of business.

### 3. Transaction of the Subsidiaries with TTW Public Company Limited (TTW)

TTW engages in the tap water production and sale business. TTW is considered CKP's related company since TTW is one of CKP's major shareholders, holding shares in CKP representing 24.98<sup>2</sup> percent of CKP's registered and paid-up capital. CKP and TTW have three common directors, namely, (1) Dr. Thanong Bidaya, (2) Mr. Plew Trivisvavet, and (3) Dr. Patarut Dardarananda.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Tap Water Purchase</b> <ul style="list-style-type: none"> <li>• Tap water cost</li> <li>• Water treatment cost</li> <li>• Trade payables</li> </ul>	47.20 3.05 4.36	50.47 3.26 4.16	45.88 2.97 4.47	BIC executed the Agreements for Tap Water Purchase (with the tap water charges at the rate as specified in the Notification of the Industrial Estate Authority of Thailand) and for Water Treatment with TTW for Bangpa-in Cogeneration Power Plant 1 and Bangpa-in Cogeneration Power Plant 2 from the construction period and the commercial operation commencement until present. Such transaction was the purchase and sale of tap water in the ordinary course of business, with payment according to the Agreements.
<b>Sales of Electricity</b> <ul style="list-style-type: none"> <li>• Revenue from sales of electricity</li> <li>• Trade receivables</li> </ul>	13.61 1.13	7.16 1.16	- -	Solar rooftop power plants of BKC were subject to the Power Purchase Agreements with TTW. Such transactions were the purchases and sales based on the electricity tariffs charged by the Provincial Electricity Authority and in the ordinary course of business.

<sup>2</sup> As at the Company's latest closing date of the share register for suspension of the share transfer on December 30, 2020.



4. Transaction of CKP with Bangkok Expressway and Metro Public Company Limited (BEM)

BEM engages in the construction and operation business of the Si Rat Expressway (Second Stage Expressway) and expressway extensions, and also engages in the metro business. BEM is considered CKP's related company since BEM is one of CKP's major shareholders, holding shares in CKP representing 17.59<sup>3</sup> percent of CKP's registered and paid-up capital. BEM and CKP have one common director, namely, (1) Mr. Plew Trivisvavet.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Increase of Shareholding Percentage in XPCL</b> <ul style="list-style-type: none"> <li>Investments in associated company</li> </ul>	-	-	2,065.00	On April 10, 2018, the 2018 Annual Ordinary General Meeting of Shareholders of CKP resolved to approve the purchase of shares in Xayaburi Power Company Limited ("XPCL") representing 7.5 percent of XPCL's registered capital, in the total amount of approximately Baht 2,065.00 Million, from BEM. The transaction price was concluded through negotiation between CKP and BEM and considered reasonable, based on the opinions of the independent financial advisors of the purchaser (CKP) and the seller (BEM) as proposed to the respective shareholders' meetings of both companies for consideration and approval.

<sup>3</sup> As at the Company's latest closing date of the share register for suspension of the share transfer on December 30, 2020.

5. Transaction of CKP with Xayaburi Power Company Limited (XPCL)

XPCL operates the Xayaburi Hydroelectric Power Plant in the Lao People's Democratic Republic. As at December 31, 2020, CKP was XPCL's major shareholder holding 37.50 percent of XPCL's registered capital, XPCL was then considered CKP's associated company. XPCL and CKP have five common directors, namely, (1) Dr. Thanong Bidaya, (2) Mr. Plew Trivisvavet, (3) Mr. Thanawat Trivisvavet, (4) Mr. David Van Dau, and (5) Mr. Vorapote Uchoepaiboonvong.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Project Management Income</b>				
• Project management income	158.27	149.10	119.87	XPCL executed an agreement engaging CKP to conduct management of the Xayaburi Hydroelectric Power Plant, provided that CKP shall support XPCL in terms of personnel with experience and expertise in management, provision of advice and support in other areas, such as, engineering consulting, personnel management, purchasing and procurement, financial management, accounting preparation, etc. The determination of the project management cost was concluded through negotiation and considered by the persons with the approval authority. Such cost was justifiable and reasonable due to its comparison and reference to wage rates for experienced personnel in the same industry.
• Other income	3.43	3.21	3.00	
• Trade receivables - associated company	14.33	14.79	11.38	
• Accrued income	-	0.18	0.07	

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Revenue from Extending Loan</b>				
• Loan	3,000.00	3,000.00		- CKP executed the loan agreement with XPCL under the existing conditions specified in the Sponsors Support Agreement, at the same interest and repayment rates as those on Baht loans from the lending banks to XPCL, representing the normal lending conditions of the lending banks. XPCL shall repay such loan, together with interest, from the remaining cash after fulfilling the terms of the long-term loan agreement of the lending banks of XPCL.
• Interest income	166.92	33.94		-
• Interest receivable	221.23	54.31		-

6. Transactions of the Subsidiary with PT (Sole) Company Limited (PTS)

PTS engages in the business of investment in various types of businesses in the Lao People's Democratic Republic, with PTS having Dr. David Van Dau as its Managing Director. CKP and PTS have one common director, namely, Mr. David Van Dau.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Implementation of EMP<sup>4</sup> and RAP<sup>5</sup> during Operation Phase for the people affected by the Nam Ngum 2 Hydroelectric Power Plant</b> <ul style="list-style-type: none"> <li>Operating expenses</li> <li>Trade payables</li> </ul>	4.80	4.80	4.80	NN2 engaged PTS to carry out implementation of EMP, provide necessary food supplies and commodities for the people affected by the commercial operation of the Nam Ngum 2 Hydroelectric Power Plant and carry out implementation of RAP for their resettlement to Muang Fuang, including provision of occupational training to the people, which were in compliance with the Concession Agreement with the Government of the Lao PDR.
	5.47	3.53	7.95	

<sup>4</sup> EMP: Environmental Management Plan

<sup>5</sup> RAP: Resettlement Action Plan

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Implementation of EMP and RAP during Operation Phase (Para-Rubber Project) for the people affected by the Nam Ngum 2 Hydroelectric Power Plant</b> <ul style="list-style-type: none"> <li>Operating expenses</li> <li>Trade payables</li> <li>Retention payable</li> </ul>	- 16.25 0.72	- 16.25 0.72	13.00 16.25 0.72	NN2 engaged PTS to additionally provide occupational training and livelihood rehabilitation for the affected people who were resettled to Muang Fuang, by way of para-rubber plantation in the area allocated by the GOL throughout the concession period, which were in accordance with the obligations of the Concession Agreement.
<b>Operating expenses</b> <ul style="list-style-type: none"> <li>Administrative expenses</li> <li>Other payables</li> </ul>	2.02 1.51	-	-	Expenses were related to work operations in liaising with various agencies in the Lao People's Democratic Republic, such as, travel expenses, hospitality expenses, etc., which were in the ordinary course of business.

7. Transactions of the Subsidiaries with RATCH Group Public Company Limited (RATCH)

RATCH is a holding company that leads the RATCH group in setting out the direction of operations and various strategies in conformity with the target of business development and expansion by focusing on investments in the electricity production business and related businesses. RATCH is SEAN's major shareholder since RATCH holds shares in SEAN representing 33.33 percent of the registered capital in SEAN, CKP's subsidiary, and RATCH is also CKP's related company. CKP and RATCH have no common director.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Engagement of Consultant for Operation and Maintenance of the Nam Ngum 2 Hydroelectric Power Plant</b> <ul style="list-style-type: none"> <li>O&amp;M consulting service charges</li> </ul>	25.00	25.00	25.00	NN2, as SEAN's subsidiary, entered into an Operation and Maintenance Consulting Service Agreement of Nam Ngum 2 Hydroelectric Power Plant with RATCH. Such Agreement specifies that RATCH shall serve as Project Consultant in respect of project development, contract documents, technical and construction advice, purchasing of parts, equipment, and other items related to the business. The Agreement would end upon the expiry of the Power Purchase Agreement or when the rate of return value is not lower than that agreed in the Agreement, whichever occurs first. The determination of consideration of such Agreement was concluded through negotiation and considered by the persons with the approval authority. Such price was justifiable and reasonable due to its comparison and reference to wage rates for experienced personnel in the same industry.



8. Transaction of the Subsidiary with Global Power Synergy Public Company Limited (GPSC) and PTT Public Company Limited (PTT)  
 GPSC is a company in the PTT group. Its core business is to produce and sell electricity, steam and industrial water to industrial customers and the Electricity Generating Authority of Thailand (EGAT). GPSC holds shares in BIC representing 25 percent of BIC's registered capital, as a result, GPSC is one of BIC's major shareholders, and GPSC is considered CKP's related company. CKP and GPSC have no common director.
- PTT engages in the petroleum business and other businesses in relation to or in support of the petroleum business, as well as investments in companies engaging in the petroleum-related business. PTT holds shares representing 22.81<sup>6</sup> percent of GPSC's registered capital, as a result, PTT is one of GPSC's major shareholders, and PTT is considered CKP's related company. CKP and PTT have no common director.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Natural Gas Purchase with PTT</b> <ul style="list-style-type: none"> <li>Natural gas cost</li> <li>Trade payables</li> </ul>	2,948.42 230.48	3,334.15 262.60	3,163.16 302.01	BIC executed two Natural Gas Purchase Agreements with PTT (for Bangpa-in Cogeneration Power Plant 1 and Bangpa-in Cogeneration Power Plant 2). Such Agreements were in standard agreement format for sale of natural gas to all Small Power Producers (SPP) Projects, for a term of 25 years from the date of commercial use of natural gas. In addition, the Agreements specified a minimum purchase from PTT at not less than 85 percent of the total volume of natural gas for the whole year as calculated from the formula specified in the Agreements. The prices under the Agreements were subject to normal commercial conditions as PTT sold to all other power plants of the same nature.

<sup>6</sup> As at the closing date of the share register for suspension of the share transfer on September 2, 2020 from [www.set.or.th](http://www.set.or.th).

9. Transactions of CKP and the Subsidiary with Bang Pa-in Land Development Co., Ltd. (BLDC)

BLDC engages in the businesses of operation of the Bang Pa-in Industrial Estate, sale of areas in the Bang Pa-in Industrial Estate, management and service provision of certain utilities within the Bang Pa-in Industrial Estate. The Bang Pa-in Industrial Estate is located at Km. 4, Udom-sorayuth Road (Highway Route No. 308) separated from Asian Highway (Highway Route No. 32) in the vicinity of Moo 2, Tambon Khlong Chik, and Moo 16, Tambon Bang Krasan, Amphoe Bang Pa-in, Phra Nakhon Si Ayutthaya Province. BLDC and CKP have two common directors, namely, (1) Mr. Plew Trivisvavet; and (2) Dr. Supamas Trivisvavet; therefore, BLDC is considered CKP's related company.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Lease of Area in Industrial Estate for Gas Pipeline Installation</b> <ul style="list-style-type: none"> <li>Land rental</li> <li>Interest expense under the lease agreement</li> <li>Lease liabilities</li> </ul>	- 0.10 3.92	0.22 - -	0.22 - -	BIC took on lease of land from BLDC for various utilizations, with the purposes for construction, expansion, utilization, maintenance and repair services of the pipeline system (natural gas pipeline), as natural gas is BIC's main raw material. The land rental was at the price normally charged by BLDC to lessees for similar utilization of land in adjacent area.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Lease of Area in Industrial Estate for Steam Pipeline Installation and Installation of Power Poles</b> <ul style="list-style-type: none"> <li>Land rental</li> <li>Interest expense under the lease agreement</li> <li>Lease liabilities</li> </ul>	- 0.58 22.58	1.32 - -	1.32 - -	BIC took on lease of land from BLDC for installation of power poles of the 22 kV transmission line; and for steam pipeline installation for sale of electricity and steam produced to customers within the Bang Pa-in Industrial Estate. The land rental was at the price normally charged by BLDC to lessees for similar utilization of land in adjacent area.
<b>Lease of Area for Installation of the 115 kV Underground Transmission Lines</b> <ul style="list-style-type: none"> <li>Land rental</li> <li>Interest expense under the lease agreement</li> <li>Lease liabilities</li> </ul>	- 0.56 22.67	0.90 - -	0.90 - -	BIC took on lease of land from BLDC for installation of the 115 kV underground transmission lines for sale of electricity produced to customers within the Bang Pa-in Industrial Estate. The land rental was at the price normally charged by BLDC to lessees for similar utilization of land in adjacent area.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Memorandum of Agreement for Use of Area for Installation of the Air Quality Monitoring Station (AQMs)</b> <ul style="list-style-type: none"> <li>Land rental</li> <li>Interest expenses under the lease agreement</li> <li>Lease liabilities</li> <li>Trade payables</li> <li>Retention payable</li> </ul>	-	0.03	0.03	BIC took on lease of land from BLDC for installation of the Automatic Air Quality Monitoring Station (AQMs). The land rental was at the price normally charged by BLDC to lessees for similar utilization of land in adjacent area.
	0.02	-	-	
	0.77	-	-	
	-	0.01	-	
	0.01	0.01	0.01	
<b>Memorandum of Agreement for Use of Area for Installation of the 22 kV Transmission Line</b> <ul style="list-style-type: none"> <li>Land rental</li> <li>Interest expense under the lease agreement</li> <li>Lease liabilities</li> </ul>	-	2.22	2.22	BIC took on lease of land from BLDC for installation of the 22 kV transmission line for sale of electricity produced to customers within the Bang Pa-in Industrial Estate. The land rental was at the price normally charged by BLDC to lessees for similar utilization of land in adjacent area.
	1.38	-	-	
	56.00	-	-	

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Facility Maintenance Cost and Utility Fee</b> <ul style="list-style-type: none"> <li>Service fee</li> <li>Trade or other payables</li> </ul>	0.75 0.06	0.70 0.06	0.70 0.06	BIC engaged BLDC to carry out maintenance, supply of facilities and service provision of utilities. The service fee was charged at the rate in accordance with the Notification of the Industrial Estate Authority of Thailand. BLCD would collect the service fee at such rate from all operators within the Bang Pa-in Industrial Estate.
<b>Memorandum of Agreement on Payment for Floodwalls of the Bang Pa-in Industrial Estate</b> <ul style="list-style-type: none"> <li>Service fee</li> <li>Trade payables</li> </ul>	0.85 0.08	0.85 0.08	0.64 0.08	BIC entered into the Memorandum of Agreement on Payment for Floodwalls of the Bang Pa-in Industrial Estate, for a period of 10 years, commencing from April 2018 to March 2028. The service fee was based on the prices charged by BLDC to BLDC's customers within the Industrial Estate.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Lease of Area in industrial Estate for Office Building and Staff Housing</b> <ul style="list-style-type: none"> <li>Retention payable</li> </ul>	0.68	0.68	0.68	BIC had entered into a land lease agreement for the purpose of building an office and temporary staff housing during the construction phase of Bangpa-in Cogeneration Power Plant 2, for a period of 32 months from January 1, 2015 to August 31, 2017. Currently, the construction had been completed and the structures were then demolished and such area was already returned to BLDC.



10. Transactions of the Subsidiary with the Government of the Lao People's Democratic Republic (GOL)

GOL granted a concession for the Nam Ngum 2 Hydroelectric Power Plant to SEAN (which subsequently transferred the Concession Agreement to NN2), for a concession period of 25 years from the Commercial Operation Date. NN2 is obliged to pay the royalty fee and taxes to GOL as per the time and rates specified in the Concession Agreement. NN2 began making payment of the royalty fee to GOL on the Initial Operation Date (March 26, 2011). GOL is a shareholder of Electricité du Laos (EdL). EdL holds 51 percent of shares in EDL-Generation Public Company (EDL-Gen) and EDL-Gen holds 25 percent of the registered capital in NN2, subsidiary of SEAN, which in turn is CKP's subsidiary. GOL is then considered CKP's related party. CKP and GOL have no common director.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Royalty Fee Payment</b> <ul style="list-style-type: none"> <li>Royalty fee paid under the Concession Agreement</li> <li>Trade payables</li> </ul>	59.59	104.85	133.11	NN2 was required to pay the royalty fee at the specified rates to GOL. The execution of such concession was reasonable, as the execution of such Agreement was made with the governmental sector of the Lao People's Democratic Republic, subject to clear pricing regulations and practices, and was already considered and approved by the persons with the approval authority of NN2.
	31.91	41.23	88.10	

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Tax</b>				
• Tax	(20.05)	11.90	44.29	NN2 has an obligation to pay tax to GOL in accordance with the Concession Agreement from the Initial Operation Date (March 26, 2011) until the end of the concession period of the Nam Ngum 2 Hydroelectric Power Plant. NN2 was granted exemption from income tax for the first five years from the Initial Operation Date. NN2 started paying tax to GOL from March 27, 2016. The tax losses are available for offset with future profit within three years.
• Tax payable	-	-	10.06	
• Tax receivable	1.34	1.34	-	
• Deferred tax assets	20.05	-	-	
<b>Finance Lease Agreement - Nabong Substation</b>				
• Interest income under the finance lease agreement	344.73	351.81	-	On August 1, 2019, NN2 signed the agreement for the upgrade and lease of the Nabong Substation with the GOL, under which the GOL shall take a lease of all assets of the Nabong Substation from NN2, at the rental rate specified in the agreement, with effect from January 1, 2019 to the end of the concession period of the Nam Ngum 2 Hydroelectric Power Plant; and on the same date, NN2 signed the Nabong Interconnection and Transmission Agreement with the Government of the Lao People's Democratic Republic, at the rate of wheeling charge specified in the agreement, with effect from January 1, 2019 to the end of the concession period of the Nam Ngum 2 Hydroelectric Power Plant.
• Management income	4.80	4.80	-	
• Wheeling charge	119.18	216.89	-	
• Interest expenses under the lease agreement	0.74	-	-	
• Lease receivable	3,831.18	3,859.79	-	
• Other receivables	184.30	81.56	-	
• Lease liabilities	25.16	-	-	

# 11. Transactions of the Subsidiary with Electricité du Laos (EdL)

EdL, as a state enterprise under the Ministry for Energy and Mines of the Lao People's Democratic Republic, engages in the core business of production, supply, and distribution of electricity in the Lao People's Democratic Republic, and also imports and exports electricity. Moreover, EdL has the duty to develop power projects, including hydroelectric power projects of the Lao People's Democratic Republic. EdL is EDL-Gen's major shareholder, holding 51 percent of shares in EDL-Gen, and EDL-Gen is NN2's major shareholder, holding 25 percent of the registered capital in NN2, subsidiary of SEAN, which in turn is CKP's subsidiary. EdL and CKP have no common director.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Operation and Maintenance Services of Nabong Substation and Transmission Systems</b> <ul style="list-style-type: none"> <li>Service fee under the Agreement on O&amp;M of Nabong Substation and Transmission Systems</li> <li>Trade payables</li> </ul>	12.23	11.80	18.86	NN2 engaged EdL to provide operation and maintenance services of the Nabong Substation and Transmission Systems from the project to the delivery point, namely, the 230 kV Transmission Line from the project to the Nabong Substation, and the 500 kV Transmission Line from the Nabong Substation to the delivery point in the middle of the Mekong River. EdL had expertise in the transmission systems of the Lao People's Democratic Republic, and the execution of such Agreement was made with the governmental sector of the Lao People's Democratic Republic, subject to clear pricing regulations and practices, and was already considered and approved by the persons with the approval authority of NN2.
	0.97	4.30	1.58	

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Assignment of EDL's Staff to Perform Work for NN2</b> <ul style="list-style-type: none"> <li>Administrative expenses</li> <li>Trade payables</li> </ul>	1.21 0.20	1.14 0.10	1.14 0.10	EdL, the major shareholder of EDL-Gen, assigned one staff member to perform work for NN2 in the position of General Manager - General Affair, with the duties to supervise works relating to the Transmission Systems of the Nabong Substation, effective from November 1, 2016. NN2 would pay the monthly service fee to EdL in the amount as agreed upon between EdL and NN2.
<b>Office Expense</b> <ul style="list-style-type: none"> <li>Administrative expenses</li> <li>Other payables</li> </ul>	0.13 0.02	0.15 0.01	0.13 -	Office expense comprises electricity fee for the offices in the Lao People's Democratic Republic at the normal rates charged by GOL to general customers.

12. Transactions of the Subsidiary with the Electricity Generating Authority of Thailand (EGAT)

EGAT is RATCH's major shareholder holding 45 percent of the registered capital of RATCH, and RATCH holds shares representing 33.33 percent of the registered capital of SEAN, CKP's subsidiary. Therefore, EGAT is considered CKP's related company. EGAT and CKP have no common director.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Power Purchase Agreement between NN2 and EGAT</b> <ul style="list-style-type: none"> <li>Revenue from sales of electricity</li> <li>Costs of import energy</li> <li>Trade receivables</li> <li>Other income</li> <li>Other receivables</li> <li>Other long-term liabilities</li> </ul>	1,716.60	3,048.03	3,949.29	NN2 sold electricity to EGAT at the price and in the volume under the conditions specified in the Power Purchase Agreement (PPA) between NN2 and EGAT, for the PPA period of 25 years from COD.
	18.51	17.01	12.46	
	131.54	416.60	461.68	
	0.06	0.09	0.01	
	0.11	0.15	0.16	
	309.86	289.60	270.75	

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Lump-Sum Fee under the Operation and Maintenance Subcontract Agreement (OMA)<sup>7</sup> of the Nam Ngum 2 Hydroelectric Power Plant</b> <ul style="list-style-type: none"> <li>Contract price</li> <li>Trade payables</li> </ul>	112.90 12.75	109.61 9.13	106.87 8.87	NN2 engaged EGAT to make arrangements relating to operation and maintenance of the Nam Ngum 2 Hydroelectric Power Plant. The execution of the Subcontract Agreement was reasonable. The contract price was in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT.
<b>Lump-Sum Fee under the Major Maintenance Agreement Subcontract Agreement (MMA)<sup>8</sup> of the Nam Ngum 2 Hydroelectric Power Plant</b> <ul style="list-style-type: none"> <li>Contract price</li> <li>Trade payables</li> </ul>	44.02 3.67	21.37 3.56	52.54 4.38	NN2 engaged EGAT to make arrangements relating to operation and maintenance of the Nam Ngum 2 Hydroelectric Power Plant. The execution of the Subcontract Agreement was reasonable. The contract price was in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT.

<sup>7</sup> OMA: Subcontract Agreement on Operation and Maintenance

<sup>8</sup> MMA: Subcontract Agreement on Major Maintenance Services



Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Other Maintenance Costs</b> <ul style="list-style-type: none"> <li>Maintenance cost</li> <li>Trade payables</li> </ul>	0.69 -	0.59 -	1.64 0.36	NN2 engaged EGAT to carry out maintenance works other than those under the OMA and the MMA contracts. Such costs were in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT.
<b>Other Maintenance Costs related to Partial Overhaul</b> <ul style="list-style-type: none"> <li>Cost</li> <li>Trade payables</li> </ul>	- -	- -	1.95 1.95	NN2 engaged EGAT to additionally conduct the Partial Overhaul in 2018. Such cost was in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT.
<b>Expenses for Communication Work under the Power Purchase Agreement</b> <ul style="list-style-type: none"> <li>Cost</li> </ul>	0.89	-	0.75	NN2 entered into the agreement with EGAT for use of the direct inward dialing service for communication of EGAT staff. NN2 is to consider the necessity for renewal of the agreement on an annual basis.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Lump-Sum Fee for Operation and Maintenance of the 230/500 kV Nabong Substation</b> <ul style="list-style-type: none"> <li>Operating cost</li> <li>Trade payables</li> <li>Other payables</li> </ul>	2.02	-	15.28	NN2 engaged EGAT to make arrangements relating to operation and maintenance of the Nabong Substation. The contract price was in accordance with the negotiated conditions and the clear pricing regulations and practices of EGAT.
	-	3.49	-	
	-	-	2.16	

13. Transactions of CKP with Luang Prabang Power Company Limited (LPCL)

On November 11, 2020, the Board of Directors of CKP resolved to approve the acquisition of LPCL's shares representing 42.00 percent of LPCL's registered capital from PT (Sole) Company Limited (PTS), with PTS having the Managing Director and major shareholder as CKP's director, namely, Mr. David Van Dau. As at December 31, 2020, CKP and LPCL had five common directors, namely (1) Dr. Thanong Bidaya, (2) Mr. Plew Trivisvavet, (3) Mr. Thanawat Trivisvavet, (4) Mr. David Van Dau, and (5) Mr. Vorapote Uchoepaiboonvong.

Transaction	Transaction Volume (Million Baht)			Transaction Nature/Necessity and Justification
	Accounting Period Ended December 31, 2020	Accounting Period Ended December 31, 2019	Accounting Period Ended December 31, 2018	
<b>Investments in LPCL</b> <ul style="list-style-type: none"> <li>Investments in associated company</li> </ul>	12.82	-	-	The acquisition of LPCL's ordinary shares to develop the Luang Prabang Hydroelectric Power Project in the Lao People's Democratic Republic represented the investments for the purpose of expansion of the electricity production and distribution business, CKP's core business. The transaction price was reasonable and in the best interest of the Company.
<b>Project Management Income</b> <ul style="list-style-type: none"> <li>Project management income</li> <li>Accrued income</li> </ul>	5.00 5.00	- -	- -	LPCL entered into an agreement engaging CKP to conduct management of the Luang Prabang Hydroelectric Power Project, provided that CKP shall support LPCL in terms of personnel with experience and expertise in management, provision of advice and support in other areas, such as, engineering consulting, personnel management, purchasing and procurement, financial management, accounting preparation, etc. The determination of the project management cost was concluded through negotiation and considered by the persons with the approval authority. Such cost was justifiable and reasonable due to its comparison and reference to wage rates for experienced personnel in the same industry.