

Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting/~~shareholders meeting~~ of Khon Kaen Sugar Industry Public Company Limited.....No. ...02/2016-2017..... held on 23 December 2016..... resolved the meeting's resolutions in the following manners:

☐ Appointment of the audit committee/Renewal for the term of audit committee:

☐ Chairman of the audit committee

☐ Member of the audit committee

As follows:

(1)

(2)

(3)

(4)

, the appointment/renewal of which shall take an effect as of

☒ Determination/Change in the scope of duties and responsibilities of the audit committee with the following details:

The scope of duties and responsibilities of the audit committee

.....

, the determination/change of which shall take an effect as of 23 December 2016

The audit committee is consisted of:

- | | | |
|----------------------------------------------------------|----------------------------|------------------------------------|
| 1. Chairman of the audit committee | ..Mr.Sitti Leelakasamelurk | remaining term in office 10 Months |
| 2. Member of the audit committee | Mr.Warapatr Todhanakasem | remaining term in office 10 Months |
| 3. Member of the audit committee | Ms.Nongluck Phinainitisart | remaining term in office 10 Months |
| 4. Member of the audit committee | Mr.Karun Kittisataporn | remaining term in office 10 Months |
| Secretary of the audit committee ...Mr.Chartchai Poowong | | |

The audit committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. Scopes, Authorities, and Responsibilities

- 1.1 To review that the Company has accurate and sufficiently disclosed financial reports.
- 1.2 To review that the Company has internal controls and internal audit activities appropriately and effectively, including considers sufficiency of manpower budget and independency of the internal audit department as well as the Audit Committee's consent on appointment, rotation, promotion, and termination the head of internal audit department, including other departments who are also responsible for internal audit activities.
- 1.3 To review the risk management operations of the Company. The effects which may occur at a level acceptable. To prevent fraud and corruption.
- 1.4 To review that the Company is complied with the Securities and Exchange Act and Regulations of the SET or other laws that related to the Company's industry.
- 1.5 To select and propose independent person an appointment as the Company's auditor including consider his or her compensation. The Audit Committee shall call the auditor to attend a special meeting without management participation at least once a year.
- 1.6 To consider compliance of connected or conflict of interest transactions, including significant asset acquisitions and disposals in accordance with the Laws and Regulations of SET and SEC in order to assure that the transactions are reasonable and provide the best interest to the Company.
- 1.7 To report activities of the Audit Committee in the Company's annual report. The report shall be signed by the Chairman of the Audit Committee and should be included at least the following information:
 - 1.7.1 Comments on completeness and reliability of the Company's Financial Reporting
 - 1.7.2 Comments on sufficiency of the Company's internal control systems
 - 1.7.3 Comments on compliance with Securities and Exchange Act, Regulations of SET and SEC and other related laws to the Company's industry
 - 1.7.4 Comments on appropriation of the auditor
 - 1.7.5 Comments on conflict of interest transaction
 - 1.7.6 Number of Audit Committee meetings and member's participation
 - 1.7.7 Overall comments or observation regarding practices of the Audit Committee in accordance with the Audit Committee Charter.
 - 1.7.8 Other statements that shareholders or general investors should be informed under scopes, authorities, and responsibilities of the Audit Committee as assigned to the Audit Committee by the Board of Directors
- 1.8 To perform any assignment by the Board of Directors that agreed upon by the Audit Committee.

1.9 While the Audit Committee are performing duties and responsibilities, the Audit Committee shall report within a reasonable period of time to the Board of Directors for corrective action if the Audit Committee observed the following transactions or events that may have material impacts to the financial status and performance of the Company.

1.9.1 Conflict of interest transaction.

1.9.2 Fraud or misappropriation might occur or there is significant weakness in the internal control systems.

1.9.3 Violation to the laws of SET, SEC, announcements of the SET or other related laws of the Company's industry.

2. Composition and Qualification

2.1 The Audit Committee must all be independent directors. And at least three people, of which at least one person must have knowledge and sufficient experience to review reliability of financial statements.

2.2 Have qualification in accordance with rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

2.3 The Audit Committee shall select and appoint one member to become the Chairman of the Audit Committee.

2.4 The Chief Internal Auditor shall be secretary of the Audit Committee by its position

3. Term of the Appointment

A member of the Audit Committee shall be appointed for a term of three (3) years from the date appointed by the Board of Directors.

Apart from vacating office at the end of the term, a member shall vacate office upon:

3.1 Death

3.2 Resignation

3.3 Disqualify under this charter or rules and regulations promulgated the SET or SEC.

3.4 Terminate by a resolution from the Board of Directors.

In case the member resigns before completing his or her term, he or she shall notify and provide reason to the Company one month in advance. So that, the Board of Directors or the Shareholders shall consider appointing another director who has appropriate qualification to fill in vacancy, then, the Company shall notify the SET along with duplicated resignation letter of the resigned member.

In case the members vacate office at the same time, the vacated members shall hold the office until the new members have been appointed and taken the responsibilities.

In case a member vacates office due to other reasons during the term of appointment, the Board of Directors shall appoint new member within 90 days to hold the office only for the remaining term of the vacated member.

4. Meeting

The Audit Committee shall hold meetings at least 4 times a year.

In calling the meetings, the Chairman of Audit Committee or Secretary of the Audit Committee who is instructed by the Chairman shall send invitation letter to all members at least 7 days in advance. Except in an emergency case, the meeting may be called by other procedures or it could be called less than 7 days.

5. Quorum

At least one - half of the members must present in the meeting to form a quorum. In case of the Chairman of Audit committee is absent or cannot perform his or her duties, the attending members shall elect one member to be seated as chairman of the meeting.

Resolution of the meeting shall be executed by majority votes. Each member shall have one vote. Member who has conflict of interest shall be prohibited from voting on such matter. In case of a tie vote, the Chairman shall have extra vote to make final decision on the motion.

Resolution of the Audit Committee could be adopted without a meeting and shall be valid as adopting in the meeting when the resolution was ratified by signatories of all members.

6. Remuneration

The Board of Directors shall consider compensation of the Audit Committee as deems appropriate.


7. Management Responsibilities


The manager or department and executive that relate to duties of the Audit Committee shall be directly responsible for document preparing, data gathering, document reviewing, and report to the Audit Committee as matter to be informed or matter to be considered according to detailed listing on the attached appendix of this Charter.

The company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand



Signed  Director
(Mr. Pornsin Thaemsirichai)

Signed  Director
(Mr. Sukhum Tokaranyaset)