



CS No. 094/ 2017

20 July 2017

Subject: Notification of the resolution of the Board of Directors' meeting re: 1.the Cancellation of listing of KSL Green Innovation Public Company Limited, a subsidiary of the Company in the Stock Exchange of Thailand and 2.the Amalgamation between the subsidiary of the Company which will be incorporated and BBP Holding Company Limited which is the subsidiary of Bangchak Corporation Public Company Limited

To: The President
The Stock Exchange of Thailand

Attachment: Information Memorandum re: the Cancellation of the listing of KSL Green Innovation Public Company Limited, a subsidiary of the Company, in the Stock Exchange of Thailand, and the Amalgamation between the subsidiary of the Company which will be incorporated and hold 99.99% of the shares in KSL Green Innovation Public Company Limited and BBP Holding Company Limited which is a subsidiary of Bangchak Corporation Public Company Limited (“**Information Memorandum regarding Amalgamation**”)

Khon Kaen Sugar Industry Public Company Limited (“**Company**”) would like to inform that the Resolution of the Board of Directors' Meeting No. 6 /2016-2017 held on 19 July 2017 (“**Meeting**”) resolved the important matters as follows:

1. to approve the cancellation of the listing of KSL Green Innovation Public Company Limited (“**KGI**”), a subsidiary of the Company, in the Stock Exchange of Thailand and relevant matters according to the resolution of the Board of Directors' Meeting No. 7/2015-2016 held on 30 September 2016 which resolved to approve the plan of KSL Green Innovation Public Company Limited(which was converted into a public company limited pursuant to the Public Company Act B.E. 2535, previously known as Khon Kaen Alcohol Company Limited) for public offering of its newly issued ordinary shares and listing in the Stock Exchange of Thailand.



2. to approve the incorporation of the Company's subsidiary, with the summary of details as follows:

- (1) Name: KSLGI Company Limited
- (2) Business: Holding company
- (3) Registered Capital: Baht 832,000,000, divided into 83,200,000 ordinary shares, having a par value of Baht10 each
- (4) Shareholding Structure: The Company holds 99.99%
- (5) Authorized Directors: Mr. Chalush Chinthammit and Mr. Chanachai Chutimavoraphand; one of the directors singly signs to bind the company

3. to approve that the Company sell its 609,985,600 shares in KGI (representing approximately 99.99% of the total issued and paid-up shares of KGI) to KSLGI Company Limited (a subsidiary of the Company which will be incorporated pursuant to the details in item 2).

4. to approve the amalgamation between KSLGI Company Limited (a subsidiary of the Company which will be incorporated and will accept the transfer of and hold 99.99% of the total issued shares in KGI pursuant to the details in items 2 and 3) and BBP Holding Company Limited which is a subsidiary of Bangchak Corporation Public Company Limited ("BCP") ("Amalgamation"). The shareholding of the Company and BCP in the new company from the Amalgamation will be 40% and 60%, respectively. The details appear in the Information Memorandum regarding Amalgamation (Attachment).



5. to approve to authorize the President and Chief Executive Officer of the Company or the person assigned by the President and Chief Executive Officer of the Company to have a power to negotiate, determine the details, agree upon, execute and to sign the agreement and/or other documentation in connection with the Amalgamation, as well as to modify, amend or waive any details in such agreement(s) which include the merger agreement between the Company and BCP; and to authorize the President and Chief Executive Officer of the Company or the person assigned by the President and Chief Executive Officer of the Company to have a power to contact, liaise, coordinate, prepare or make any arrangements with regard to the request for a consent or an approval or a waiver with the relevant counterparties and/or other relevant agencies, and to perform any other acts necessary or in connection with the Amalgamation, as well as to have a power to sub-authorize other person(s) to perform any acts on his behalf as he deems appropriate.

Please be informed accordingly.

Sincerely yours,

-signature-

(Mr. Dhajjai Subhapholsiri)

Company Secretary

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