



บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)  
坤敬糖廠有限公司 (大眾)  
KHON KAEN SUGAR INDUSTRY PUBLIC COMPANY LIMITED

(Translation)

CS no. 125/2017

3 November 2017

Subject: Right of Shareholders to propose agenda, nominate persons to be elected as Company Directors and pose questions to be answered at Annual General Meeting in advance

To: The President  
The Stock Exchange of Thailand

Khon Kaen Sugar Industry Public Company Limited (KSL) hereby announces that KSL has given opportunity to shareholders to propose Shareholders Meeting Agenda and to nominate persons to be elected as Company Directors as well as to pose questions to be answered in the Annual General Meeting of Shareholders 1/2018. Shareholders can propose such matters from 3 November 2017 to 31 December 2017 as prescribed in the attachment. The proposed matters should be in accordance with the company criteria announced on the company's website <http://www.kslgroup.com>.

Please be informed accordingly.

Yours sincerely,

-Signature-

(Mr. Dhajjai Subhapholsiri)  
Company Secretary

Company Secretary and Legal Office

Telephone: 02-642-6230

Fax: 02-642-6092

E-mail address : [secretary@kslgroup.com](mailto:secretary@kslgroup.com)

## Nomination for Directorship of the Company

A shareholder may nominate a person who has appropriate qualifications to be a Company's director; provided that consent must be obtained from the nominated person.

### 1. Criteria

The Company specifies the criteria of nomination for directorship as follows:

1.1 The shareholder who is entitled to nominate a director may be one shareholder or a group of shareholders who holds ordinary shares, in aggregate not less than 5 (five) percent of the total voting shares of the company. The shareholder is requested to fill the attached Form with the following details:

1.1.1 Name, address, telephone number of the shareholder and the amount of shares.

1.1.2 Name of the nominated person with educational background, work experience, other proficiency/ qualification, achievement award, the amount of share, company name list of being a director or management or major shareholder, proper qualification for director, and any useful information of the nominated person for the Board of Director's consideration.

1.1.3 The Board of Directors may require any necessary information for consideration with appropriate explainable reasons.

1.1.4 A letter of consent of the nominating person to be a director.

1.2 The Board of Director reserves the right not to propose the person nominated by a shareholder to the Annual General Meeting of Shareholders if he/she possessed the following characteristics:

1.2.1 The nominated person does not have certain qualifications or bears prohibited characteristics for directorship in a listed company as stipulated in the law on public company limited, notification of the Securities Exchange Commission, notification of the Stock Exchange of Thailand or other relevant laws.

1.2.2 The nominated person, if elected a director, may have conflict of interest while in duty, for example, being a director or an executive or a major shareholder in a rival company, or a customer or a business partner.

1.2.3 The Board of Directors, upon due consideration, decided that the nominated person is not suitable for directorship; provided that such decision is supported with appropriate reasons explainable to the shareholder.

1.3 A shareholder may nominate a person who has appropriate qualifications to be a Company's director by written document and submit to the company secretary. Alternatively, a shareholder may unofficially nominate a person via the Company's website [www.kslgroup.com](http://www.kslgroup.com) and then submit the document to the company secretary.

1.4 A shareholder who wishes to nominate a person to be a director may submit the form to the company secretary in the prescribed date from 3 November 2017 to 31 December 2017 in order to be considered by the Nomination and Remuneration Committee and the Board of Directors to propose to the Annual General Meeting of Shareholders for directorship appointment.

1.5 If the Board of Directors deems it appropriate to nominate a person to be a director to the Annual General Meeting of Shareholders, the Board shall specify in the Notice of the Meeting that person is nominated by a shareholder. If the Board decides that the nominated person is not suitable for directorship; provided that such decision is supported with appropriate reasons explainable to the shareholder via [www.kslgroup.com](http://www.kslgroup.com) and disclose to the contact channel of the Stock Exchange of Thailand and notify to the Meeting.

## **2. Procedure**

A shareholder may fill the attached Forms consisting of (1) Director Nomination Form and (2) Form-Personal Information of the Nominated Person for Directorship, signed by the nominated person and submit both Forms to the Company during 3 November 2017 to 31 December 2017. In case of sending by the post mail, the date of receipt stamp at the destination post office shall apply. A shareholder can submit the Forms by any of the following means:

(1) Registered mail to:

Company Secretary and Legal Office  
Khon Kaen Sugar Industry Public Company Limited  
503 KSL Tower 22<sup>nd</sup> Floor, Sriyudhya Road,  
Thanon Phyathai Sub-district, Ratchathewi District  
Bangkok 10400

(2) E-mail to Company Secretary's Office at [secretary@kslgroup.com](mailto:secretary@kslgroup.com)  
Website : [www.kslgroup.com](http://www.kslgroup.com)

(3) Facsimile to Company Secretary's Office at 02-642-6092

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**Director Nomination Form**

**KHON KAEN SUGAR INDUSTRY PUBLIC COMPANY LIMITED**

Date .....

I, Mr./Mrs./Ms. ....

ID Card No./ Passport No. ....

Accessible address .....

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Telephone No. .... Facsimile No. ....

E-mail address .....

Number of KSL shares ..... shares, as of date .....

*(Please attach evidence of shareholding from a securities company or SET or TSD)*

would like to nominate ..... as a candidate for the  
Company directorship. I have obtained consent from the nominated person and hereby attach  
the information of the person along with other relevant evidences.

Sign ..... (Shareholder)

( )

**Form - Personal Information of the Nominated Person for Directorship  
KHON KAEN SUGAR INDUSTRY PUBLIC COMPANY LIMITED**

Date .....

**Part I : Statement of Consent**

I, Mr./Mrs./Ms.

.....  
ID Card No./Passport No.

.....  
Accessible address

.....  
Telephone No. .... Facsimile No. ....

E-mail address .....

hereby give consent to Mr./Mrs./Ms..... to nominate myself as a candidate for the Company's directorship. I attach herewith relevant documents as follows.

- (1) A copy of ID card or passport (certified true copy)
- (2) A copy of household registration (certified true copy)
- (3) A copy of highest education certificate (certified true copy)
- (4) A copy of personal income tax payment receipt (certified true copy)
- (5) A photograph (1" or 2")

**Part II : Personal Information**

1. Name and Surname in English .....

2. Former Name/Surname (if changed).....

3. Date of Birth .....

4. Number of KSL Shares.....shares

5. Current Employment

Name of Organization .....

Address .....

.....  
Telephone No. .... Facsimile No. ....

6. Marital Status [ ] Single [ ] Married [ ] Divorced [ ] Other .....

Spouse's Name ..... Former Surname .....

Number of KSL Shares..... shares

Occupation ..... Name of Organization .....

.....

Number of Children ....., namely,

(1) ..... Year of Birth.....

Number of KSL Shares..... shares

(2) ..... Year of Birth.....

Number of KSL Shares..... shares

(3) ..... Year of Birth.....

Number of KSL Shares..... shares

7. Highest Education Level

<u>Institution</u>	<u>Degree / Major</u>	<u>Year Graduated</u>
.....	.....	.....
.....	.....	.....

8. Training Curriculum or Seminar related to Directorship

<u>Course</u>	<u>Organizer</u>	<u>Year of Attendance</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

9. Work Experience until present (5 years)

<u>Name of Organization</u>	<u>Type of Business</u>	<u>Position</u>	<u>Since (month /year)</u> <u>To (month/year)</u>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

10. Your Related Business (i.e. being a director or an advisor in other organizations, or holding shares in other organizations)

<u>Name of Organization</u>	<u>Number of Shares and percentage of total issued and paid up shares</u>	<u>Position (please specify authority pursuant to the Affidavit, if any)</u>	<u>Since (month/year) To (month/year)</u>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
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11. Spouse's Related Business (i.e. having a position in other organizations, or holding shares in other organizations more than 0.5% of total issued shares)

<u>Name of Organization</u>	<u>Number of Shares and Percentage of total issued and paid up shares</u>	<u>Position</u>	<u>Since (month/year) To (month/year)</u>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

12. Litigation (except misdemeanor)

<u>Court</u>	<u>Status (plaintiff/defendant/claimant)</u>	<u>Case (civil/criminal/bankruptcy)</u>	<u>Charges/Offense</u>	<u>Claimed Amount</u>	<u>Judgment</u>
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

13. Direct and Indirect Interests in the Company and its Subsidiaries (please describe the transactions and monetary consideration)

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I hereby certify that all the above information is correct, complete, and true.

Sign..... Nominated Person

(.....)





## Criteria for Shareholders to propose AGM Agenda

Shareholders are welcome to propose agendas that benefit or will benefit the Company's business and shareholders as a whole. Such proposals will be taken into account only when they are practicable and within the Company's scope of power.

### 1. Criteria

The Company specifies the criteria of proposing AGM agenda as follows:

1.1 The Shareholder who is entitled to propose the agenda may be one shareholder or a group of shareholders who holds ordinary shares, in aggregate not less than 5 (five) percent of the total voting shares of the Company. The Shareholder is requested to fill the attached Form with the following details:

1.1.1 Name, address, telephone number of the shareholder and the amount of shares.

1.1.2 Whether the proposed agenda is for approval or consideration. Additional details for the Board's consideration, for example, facts, reason, issue, other information.

1.1.3 Any necessary information for consideration.

1.2 The Board of Directors reserves the right not to put the agenda proposed by a shareholder in the Meeting if the agenda is any of the followings:

1.2.1 The matter is a normal course of business of the Company and the shareholder fails to show any reasonable doubt as to the abnormality of such matter.

1.2.2 The matter is beyond the scope of the Company's authorities.

1.2.3 The matter has been proposed to the Meeting within the last 12 (twelve) months and received the supporting votes less than 10 (ten) percent of the total votes, provided that there has been no significant change of facts.

1.2.4 The matter is considered by the Board of Directors that it is not necessary to become an agenda, whereby the decision is supported with appropriate reasons explainable to the shareholder.

1.3 A shareholder may propose the agenda by written document and submit to the company secretary. Alternatively, a shareholder may unofficially propose the agenda via the Company's website [www.kslgroup.com](http://www.kslgroup.com) and then submit the document to the company secretary.

1.4 A shareholder who wishes to propose the agenda may submit the form to the company secretary in the prescribed date from 3 November 2017 to 31 December 2017.

1.5 If the Board of Directors deems it appropriate to put the agenda in the Annual General Meeting of Shareholders, the Board shall specify in the Notice of the Meeting that agenda is proposed by a shareholder. If the Board decides that the proposed agenda is not suitable; provided that such decision is supported with appropriate reasons explainable to the

shareholder via [www.kslgroup.com](http://www.kslgroup.com) and disclose to the contact channel of the Stock Exchange of Thailand and notify to the Meeting.

## **2. Procedure**

A shareholder may fill the agenda proposal form as the attachment and submit to the Company during 3 November 2017 to 31 December 2017. In case of sending by post mail, the date of receipt stamp at the destination post office shall apply. A shareholder can submit the Form by any of the following means:

(1) Registered mail to:

Company Secretary and Legal Office  
Khon Kaen Sugar Industry Public Company Limited  
503 KSL Tower 22<sup>nd</sup> Floor, Sriyudhya Road,  
Thanon Phayathai Sub-District, Ratchathewi District Bangkok 10400

(2) E-mail to Company Secretary's Office at [secretary@kslgroup.com](mailto:secretary@kslgroup.com)

Website : [www.kslgroup.com](http://www.kslgroup.com)

(3) Facsimile to Company Secretary's Office at 02-642-6092.

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**Agenda Proposal Form**  
**KHON KAEN SUGAR INDUSTRY PUBLIC COMPANY LIMITED**

Date.....

I, Mr./Mrs./Ms. ....

ID Card No./ Passport No. ....

Accessible Address .....

.....

Telephone No. .... Facsimile No. ....

E-mail address.....

Number of KSL shares ..... shares, as of date .....

*(Please attach the evidence of shareholding from a securities company or SET or TSD)*

Proposed Agenda

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Objective/ Reason

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Sign ..... (Shareholder)

( )

Form : Questions from shareholders for the Annual General Meeting of KSL Shareholders  
for the Year 2017, No. 1/2018

Questions

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