



**The Annual General Meeting of  
Shareholders for the Year 2018, No. 1/2019**

**Khon Kaen Sugar Industry Public Company Limited**

**Friday, February 22, 2019, at 09.30 am.**

(Registration at 08:30 am.)

---

---

at Kamolthip 2-3 Ballroom , 2<sup>nd</sup> Floor, The Sukosol Hotel No.477,  
Sriayudhya Road, Thanonphayathai Sub-district, Rajthevi District,  
Bangkok

---

---

**NO GIFTS ARE DISTRIBUTED IN THE MEETING**



No. CS 004/ 2019

January 11, 2019

**Subject:** Invitation to the 2018 Annual General Meeting of Shareholders, No. 1/ 2019

**To:** Shareholders of Khon Kaen Sugar Industry Public Company Limited

**Attachment:**

1. Explanation for not providing Agenda for Approval of Minutes of Annual General Meeting of Shareholders
2. Brief of Minutes of the Annual General Meeting of Shareholders for the Year 2017, No. 1/2018
3. Curricula vitae of the persons nominated to be directors in replacement of those whose terms have ended
4. Qualifications of independent directors and responsibilities of each committee
5. Proxy forms A, B, and C (Custodian)
6. Conditions, rules and procedure for attending the meeting
7. Names and profiles of independent directors proposed as proxies of shareholders
8. The Company's Articles of Association regarding shareholders' meetings
9. Map of the meeting venue
10. Request form for the printed copy of the annual report
11. Annual Report 2018 in CD

By virtue of the resolution of the Board of Directors (hereinafter referred to as the "Board"), Khon Kaen Sugar Industry Public Company Limited will hold the Annual General Meeting of Shareholders for the year 2018, No.1/ 2019 on Friday, February 22, 2019, at 09.30 a.m. at Kamolthip 2-3 Ballroom, 2<sup>nd</sup> Floor, The Sukosol Hotel No.477, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok. The agendas are as follows:

**Agenda 1: To acknowledge the operating results of the Company for the year 2018**

**Objective and rationale:** The operating results of the Company and other important information for the year 2018 are included in the annual report 2018. This agenda will consist of two parts, i.e., (1) the Company's implementation of the resolution of the 2017 Annual Shareholders' Meeting No. 1/ 2018 on Tuesday, February 20, 2018, (2) the Company's operating results in 2018.

The Board's Opinion: The Board finds it appropriate for the Meeting to acknowledge the operating results of the Company and other important information in 2018.

Required Voting: Voting for this agenda is not required.

**Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2018**

Objective and rationale: The Board arranges the statement of financial position and profit and loss statements for the year ended October 31, 2018, which appear in the Company's Annual Report. The statement of financial position and profit and loss statements are audited and certified by the auditor, as well as approved by the Audit Committee and the Board.

The Board's Opinion: The Board finds it appropriate for the Meeting to approve the statement of financial position and profit and loss statements for the year ended October 31, 2018 which are audited and certified by the auditor, as well as approved by the Audit Committee and the Board. The statement of financial position and profit and loss statements show the financial standing and operating results of the Company in 2018, which can be summarized as follows:

Statement of financial position and profit and loss statements of the Khon Kaen Sugar Industry Public Company Limited and its subsidiaries

<b>(Unit : Million Baht)</b>	<b>Consolidated financial statement</b>		<b>Separated financial statement</b>	
	<b>Year 2018</b>	<b>Year 2017</b>	<b>Year 2018</b>	<b>Year 2017</b>
Total assets	45,542	42,991	31,255	28,976
Total liabilities	26,903	24,898	22,387	19,249
Total revenues	17,813	15,623	9,819	8,416
Profit before interest and income tax expenses	1,702	3,180	(88)	2,143
Net profit	848	1,970	(566)	1,312
Earnings per share	0.19	0.45	(0.128)	0.297

Details are shown in the Company's Annual Report 2018 and delivered to the shareholders together with this invitation.

Required Voting: Majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 3: To consider and approve the allocation of profit for dividend payment and legal reserve**

Objective and Rationale: The Company has a policy to pay dividend not less than 50 percent of the net profit of separated financial statement less tax and legal reserve; provided that there is no need of using cash for other purposes and the dividend payment does not materially affect normal business. Factors to be taken into consideration for dividend payment shall include operation outcome, financial status, liquidity, business expansion plan, etc. Dividend payment must be approved by the shareholders and/or the Board of Directors. Payment of dividend from subsidiary companies and affiliated companies to Khon Kaen Sugar Industry PCL shall depend on cash flow and liquidity including necessity to maintain cash of each company. No minimum of dividend payment is fixed.

The statement of financial position shows that Khon Kaen Sugar Industry PCL has net loss (separated financial statement) of 2018 of THB 566,206,169. However, the Board of Directors deems it appropriate to pay dividend in form of cash for the year 2018 to shareholders at the value of THB 0.05 per share, of the amount not exceeding THB 220,511,631. The dividend shall be paid from accumulated profit of the Company which bears 0 percent tax of net profit.

The Company fully allocated the profit as legal reserve which is not less than ten percent of the registered capital.

Comparison of Dividend Payment in 2016 - 2018

Details of Dividend Payment	2018	2017	2016
1. Net profit (million Baht) of consolidated financial statement	848	1,970	1,426
2. Net profit (million Baht) of separated financial statement	(566)	1,311	234
3. Volume of Shares	4,410,232,619	4,410,232,619	4,410,232,619
4. Dividend per share (Baht : share)	0.05	0.05	0.10
5. Total dividend payment (million Baht)	220.51	220.51	441.02
6. Percentage of dividend to net profit (percent of consolidated financial statement)	26.00	11.19	30.92
7. Percentage of dividend to net profit (percent of separated financial statement)	n/a	16.81	188.24

The Board's Opinion: The Board found it appropriate to propose the Meeting of Shareholders to consider and approve the dividend payment of 2018 in form of cash at THB 0.05 per share, of the amount not exceeding THB 220,511,631, or equal to 26 percent of net profit of consolidated financial statement. The dividend shall be paid from accumulated profit of the Company which bears 0 percent tax of net profit. All dividends shall bear withholding tax as prescribed by law. The Company fully allocated the profit as legal reserve which is not less than ten percent of the registered capital.

The record date of the share register for the right to receive the dividend will be on March 5, 2019. The dividend payment shall be made on March 20, 2019.

Required Voting: Majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 4: To elect directors in replacement of those whose terms have ended**

Objective and Rationale: The Company’s Articles of Association, Section 3- Directors, states that:

“Clause 14: At every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number cannot be divided into three (3) parts exactly, the number nearest to one-third shall retire. The directors retiring in the first year and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire. A retiring director may be re-elected.”

In 2018, there were seven directors whose terms had ended as follows:

1) Mr. Manu	Leopairote	Independent Director
2) Mr. Chamroon	Chinthammit	Director
3) Mr. Pornsin	Thaemsirichai	Director
4) Mr. Chalush	Chinthammit	Director
5) Mr. Chatri	Chinthammit	Director
6) Pol. Gen. Boonpen	Bumpenboon	Independent Director
7) Ms. Nongluck	Phinainitisart	Independent Director

Through the company’s website posted during October 1, 2018 - November 30, 2018, the Company had invited all shareholders to propose the meeting agendas and nominate qualified people for the director election in line with regulations. However, there was neither a proposal of director nominees nor meeting agenda submitted to the Company. For the best benefit to the Company’s operations, the Nomination and Remuneration Committee, in the meeting No.1/ 2018-2019 held on December 17, 2018, took into account the suitability and benefits to the Company and found it appropriate to propose the above seven directors whose terms had ended to serve as directors for another term.

The Board’s Opinion: The Board finds it appropriate for the Meeting to re-elect all of the seven directors whose terms have ended. The nominated directors’ profiles are provided in Attachment 3.

Required Voting: Majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 5: To consider and approve the remunerations of directors**

Objective and rationale: The Company’s Articles of Association, Section 3: Directors, states that

“Clause 15: Directors are entitled to receive remunerations in forms of money, meeting allowances, gratuities, bonuses, or other types of remunerations approved by the shareholders

meeting. The amounts maybe fixed. Alternatively, provisions may be set up and be later considered at the meeting or effective until any change has been approved. Allowances and benefits are also provided in line with the Company's regulations.

The contents of paragraph one do not apply to the right of corporate officers or employees elected as directors to receive remunerations and benefits as corporate officers or employees.”

In 2018, the Company paid the remuneration to the Company's directors according to the AGM of Shareholder for the year 2017 held on Tuesday, February 20, 2018 approved as follows:

	<u>Not exceed per year</u>	<u>Actual payment year 2018</u>
1. Remuneration for the Chairman (monthly payment+yearly bonus)	THB 540,000	THB 480,000
2. Remuneration for the Chairman of Audit Committee (monthly payment+yearly bonus)	THB 540,000	THB 480,000
3. Remunerations for 19 directors (Monthly payment + yearly bonus)	THB 8,550,000	THB 7,600,000
4. Meeting allowance for the Chairman of Audit Committee, the Nomination and Remuneration Committee, Risk Management Committee, and Corporate Governance Committee: THB 7,200 per person for each meeting		
5. Meeting allowance for each director of the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and Corporate Governance Committee: THB 6,000 per person for each meeting		

The mentioned remunerations do not include remunerations of the Company's subsidiaries.

The Nomination and Remuneration Committee meeting No. 1/2018-2019 on December 17, 2018 considered the matter thoroughly and found it appropriate to prescribe the remunerations of directors as follows:

Category of Director	Chairman	Director
<b>1. Remuneration of Director (monthly)</b>		
Director	Chairman of Board of Directors 30,000 baht/month (not exceeding 360,000 THB per year)	25,000 THB/ month (not exceeding 300,000 THB per year)
	Chairman of Audit Committee 30,000 THB/ month (not exceeding 360,000 THB per year)	-
<b>2. Remuneration of Director(yearly bonus)</b>		
Director	Not exceeding 6 times of monthly remuneration (not exceeding (30,000 x 6 times) = 180,000 THB per year)	Not exceeding 6 times of monthly remuneration (not exceeding (25,000 x 6times) = 150,000 THB per year)

<b>3. Remuneration of Sub-Committee (meeting allowance/meeting)</b>		
Audit Committee	7,200 THB/ meeting	6,000 THB/ meeting
Risk Management Committee	7,200 THB/ meeting	6,000 THB/ meeting
Nomination and Remuneration Committee	7,200 THB/ meeting	6,000 THB/ meeting
Corporate Governance Committee	7,200 THB/ meeting	6,000 THB/ meeting

The Board's Opinion: The Board finds it appropriate for the Meeting to approve the remunerations and allowances of directors, the audit committee, the nomination and remuneration committee, the risk management committee, and the corporate governance committee as proposed.

Required Voting: Not less than two-thirds (2/3) of the votes of the shareholders who attend the meeting. (The Public Company Limited Act B.E. 2535, Section 90)

### **Agenda 6: To consider and approve the appointment of auditor and audit fee for the year 2019**

Objective and rationale: By virtue of Section 120 of the Public Company Act B.E. 2535, the Shareholders' meeting is required to appoint the auditor and to fix the audit fee annually. The same auditor may be appointed each year. Besides, the Notification of the Securities Exchange Board No. Kor Jor 39/2548 Re: Criteria, Conditions and Reporting Method regarding the Disclosure of Financial Status and Operating Results of the Company issuing Securities (No. 20) prescribes a company to rotate the auditor in case the same auditor has performed his/her duty for 5 consecutive accounting years; provided that the rotation does not require a new auditing firm. The company may appoint other auditors in that auditing firm to replace the ex-auditor.

The Company's Auditor has performed her duty for 5 consecutive accounting years from 2011 to 2015. To comply with the relevant rules as aforementioned, the Audit Committee has selected other 4 auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to replace the ex-auditor by considering their related work experience. These selected auditors have no relationship or interests with the Company or its subsidiaries, executives, major shareholders or other related persons.

The Board's Opinion:The Board agrees with the recommendation of the Audit Committee that selects Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as auditor firm of the Company, provided that the auditor firm and the auditors have no relationship or interest with the Company/ subsidiaries/ executives/ major shareholders or a person related with those above-mentioned.The Board finds it appropriate to submit to the Meeting to appoint the auditors and to approve the audit fee as follows:

1. Appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., whose names are as follows, the Company's auditors for the fiscal year 2019.

<u>Name</u>	<u>CPA Number</u>	<u>Year of Audit for the Company</u>
1. Ms. Juntira Juntrachaichoat	6326	1
2. Ms. Wimolporn Boonyasthian	4067	5 (2011-2015)
3. Ms. Duangrudee Choochart	4315	-
4. Mr. Choopong Surachutikarn	4325	-

2. Approve the audit fee in the amount of THB 2,715,000.- The fees include the audit service for the Company's consolidated financial statements and separated financial statements for the accounting period ending October 31, 2019.

Detail is as follows:

<b>(Unit : Baht)</b>	<b>Year 2019</b>	<b>Year 2018</b>
Annual Financial Statements	1,485,000.-	1,450,000.-
Financial Statements in Three Quarters	1,230,000.-	1,200,000.-
<b>Total</b>	<b>2,715,000.-</b>	<b>2,650,000.-</b>

**Remark:** (The accounting period of the Company is from November 1 - October 31 of every year)

Required Voting: Majority votes of the shareholders who attend the meeting and cast their votes.

**Agenda 7:** Other matters (if any)



You are cordially invited to attend the 2018 Annual General Shareholders Meeting, No. 1/2019 at the specified time and venue. Should you wish to appoint a person or the independent director to attend and vote at the meeting on your behalf, please complete, and duly executed only one of the two proxy forms (Form A or Form B) attached in Attachment 5 or alternately you may download Form A or Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares.) from [www.kslgroup.com](http://www.kslgroup.com). **Please see Attachment 6 for details of documents required for attending the meeting.**

Pursuant to the Board of Directors' Resolution  
-Signature-  
(Mr. Dhajjai Subhapholsiri)  
Company Secretary  
Khon Kaen Sugar Industry Public Company Limited

**Remarks:** 1. This Notice of Invitation and its Attachments are also posted on the Company's website ([www.kslgroup.com](http://www.kslgroup.com)) from January 21, 2019. For any queries, please forward your questions (if any) to E-mail address: [secretary@kslgroup.com](mailto:secretary@kslgroup.com) or the Company's address.

2. The Annual Report in CD format will be delivered with the Invitation to the Annual General Meeting of Shareholders. However, a shareholder who would like to receive the printed copy of the Annual Report may fill in the request form (Attachment 10).

**Explanation for not providing Agenda for Approval of Minutes of Annual General Meeting of Shareholders**

In this Annual General Meeting, Khon Kaen Sugar Industry Public Company Limited (“the Company”) does not provide the agenda for the approval of Minutes of the Annual General Meeting No. 1/ 2018 held on Tuesday 20 February 2018 (as it did last year), with these following reasons.

1. There is no law or regulation or the Company’s Articles of Association which requires the approval of Minutes of the Annual General Meeting of Shareholders.

2. The previous meeting was held one year ago and the Company already implemented the resolutions of the Shareholders’ Meeting as well as took into account the observations of the Shareholders regarding the Company’s operation.

3. The Company has posted the full version of the Minutes of the Annual General Meeting in Thai (19 pages) and in English (19 pages) within 14 days as from the previous meeting on the Company’s website ([www.kslgroup.com](http://www.kslgroup.com)) since March 6, 2018 and informed the Stock Exchange of Thailand to disclose the matter to public on March 6, 2018. Shareholders, therefore, could access and consider the Minutes; nonetheless, no shareholder asked to correct the Minutes.

4. The Company could save more than 50,000 sheets of paper otherwise to be used in printing the Minutes No. 1/2018 on 20 February 2018.

5. There are other listed companies that do not provide an agenda for the approval of AGM Minutes, e.g Banpu Plc, PTTEP Plc. Siam Commercial Bank Plc, etc.

However, some shareholders claim that they do not have computers or could not access website. The Company is pleased to send the Minutes of Annual General Meeting, No. 1/ 2019 by post upon written request by using the form provided at the registration desk.

In order to substitute the provision of agenda for approval of AGM Minutes, the Company:

1) hereby attaches Brief of the Meeting of the 2017 Annual General Meeting, No. 1/2018 (Attachment 2)

2) shall report the implementation pursuant to the resolution of the previous AGM in the first part of Agenda 1. to acknowledge the Operating Results of the Company for the year 2018, by presenting information on the screen with verbal clarification.

By these alternatives, the Company deems it no less beneficial to shareholders than the provision of agenda for approval of the AGM Minutes each year. The Company is confident that this practice does not prejudice the rights of shareholders and becomes an appropriate way to utilize resource.

**Brief of Minutes of the Annual General Meeting  
of Shareholders for the Year 2017, No. 1/2018**

Khon Kaen Sugar Industry Public Company Limited  
Tuesday, February 20, 2018

At Grand Ballroom, 3<sup>rd</sup> Floor, Century Park Hotel Bangkok, No. 9, Ratchaprarop Road, Pratunam-  
Victory Monument, Dindaeng, Bangkok

-----

**Agenda 1: To Acknowledge the Operating Results of the Company for the Year 2017**

The Meeting acknowledged (1) the implementation in accordance with the Resolution of the Annual General Meeting of 2016, No. 1/2017 on Friday, February 24, 2017 and (2) the Operating Results of the Company for the Year 2017.

On this Agenda, some shareholders posed questions and made observations regarding the Annual Report and the business of the Group.

**Agenda 2: To consider and approve the audited statement of the financial position and profit and loss statements for the year ended October 31, 2017**

Resolution: The meeting, with majority of votes of the shareholders who attended the meeting and voted, adopted the audited statements of financial position and profit and loss statements for the year ending October 31, 2017.

**Agenda 3: To consider and approve the allocation of profit for dividend payment and legal reserve**

Resolution: The Meeting, with majority of votes of the shareholders who attended the meeting and voted, approved the payment of dividend for the Year 2017 in form of cash dividend of THB 0.05 per share, of the amount not exceeding THB 220,511,631. The Company allocated the profit as legal reserve which is not less than ten percent of the registered capital.

**Agenda 4: To elect directors in replacement of those whose terms have ended**

Resolution: The meeting, with majority of votes of the shareholders who attended the meeting and voted, approved the re-election of 7 (seven) corporate directors retiring by rotation.

**Agenda 5: To consider and approve the remuneration of directors**

Resolution: The meeting, with not less than two-thirds (2/3) of the votes of the shareholders who attended the meeting, approved the remuneration and meeting allowances for corporate directors.

**Agenda 6: To consider and approve the appointment of the Company's auditors and the audit fee for the Year 2018**

Resolution: The meeting, with majority of votes of the shareholders who attended the meeting and voted, approved (1) the appointment of the named auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. for the year 2018 and (2) the audit fee of THB 2,650,000 for the year ended October 31, 2018.

**Agenda 7: Other Matters (if any)**

No other matter was considered. The shareholders asked questions.

-----

**Curricula vitae of the persons nominated to be directors  
in replacement of those whose terms have ended (1)**

<b>Name</b>	Mr. Manu Leopaïrote
<b>Proposed Position</b>	Director (Director qualified as an independent director)
<b>Current Position (as of December 2018)</b>	Independent Director, Chairman
<b>Age</b>	75
<b>Nationality</b>	Thai
<b>Address</b>	503 KSL Tower, 9 <sup>th</sup> Floor, Sriyudhya Road, Rajathevi, Bangkok 10400 Thailand



**Educations / Training**

- Honorary Degree of Doctor of Business Administration, Thammasat University, Thailand
- M.Sc.(Economics) University of Kentucky, USA
- B.Sc. in Economics (Honours), Thammasat University
- Diploma Industrial Development, Nagoya, Japan
- Diploma, National Defence College Class 34
- Diploma of Chairman 2000 (3/2001) by Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP) (30/2003) by Thai Institute of Directors (IOD)
- IOD Chairman Forum 2014

**Date of First Appointment** 18 March 2004 (5 terms / 14 years)

**Number of company share, including those held by spouse and children  
(as of 31 October 2018)** (None)

**Work Experience Listed Company (6)**

- 2017 - Present Chairman SVOA PLC.
- 2011 - Present Chairman T.M.C. Industrial PLC.
- 2010 - Present Chairman ARIP PLC.
- 2010 - Present Chairman Jubilee Enterprise PLC.
- 2004 - Present Chairman Polyplex (Thailand) PLC.
- 2004 - Present Audit committee Thai Beverage PLC. (Stock Exchange of Singapore)

**Non-Listed Companies (3)**

- 2004 - Present Affiliate KSL Sugar Companies
  - New Krung Thai Sugar Factory Co., Ltd.
  - Tamaka Sugar Industry Co., Ltd.
  - New Kwang Soon Lee Sugar Factory Co., Ltd.

**Position in rival company/ connected business which may cause conflict of interest : None**

**Meeting Attendance in the year 2018 :** 6/6 (Board Meeting), 1/1 (The Annual General Meeting of Shareholders for the year 2017 No. 1/2018)

**Family Relation to other directors/ executives/ major shareholders : None**

**Forbidden Qualifications** Never dishonestly committed an offence against property

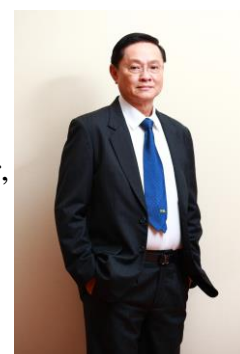
Never entered into any transaction which may cause conflict of interest against the Company during the year

**Criteria for the Nomination and Appointment of Directors**

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Mr. Manu Leopairote** is qualified as members under the law as well as the knowledge, skills and work experience. Throughout the term serving as director, he provides an opinion that benefit for the company over the years. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders elect **Mr. Manu Leopairote** to be the director for another term.

**Curricula vitae of the persons nominated to be directors  
in replacement of those whose terms have ended (2)**

<b>Name</b>	Mr. Chamroon Chinthammit
<b>Proposed Position</b>	Director
<b>Current Position</b> (as of December 2018)	Director (Authorized Signatory) and Executive Director, Chief Executive Officer and President
<b>Age</b>	68
<b>Nationality</b>	Thai
<b>Address</b>	503 KSL Tower 9 <sup>th</sup> Floor, Sriayudhya Road, Rajathevi, Bangkok 10400 Thailand



**Educations / Training**

- Honorary Degree of Doctor of Arts (Geosocial-Based Management), Srinakharinwirot University
- BBA in Faculty of Commerce and Accountancy (Honours), Chulalongkorn University
- Director Accreditation Program (DAP) (17/2004) by Thai Institute of Directors (IOD)
- Chairman 2000 Program (10/2004) by Thai Institute of Directors (IOD)

**Date of First Appointment** 26 February 2004 (5 terms / 14 years)

**Number of company share, including those held by spouse and children**

(as of 31 October 2018) 157,913,932 shares (3.58% of shares with voting right )

**Work Experience Listed Company : (None)**

**Non-Listed Companies (15)**

- 1996- Present Director Affiliate KSL Sugar Companies
  - New Krung Thai Sugar Factory Co., Ltd.
  - Tamaka Sugar Industry Co., Ltd.
  - New Kwang Soon Lee Sugar Factory Co., Ltd.
- 2003 - Present President Khon Kaen Sugar Power Plant Co., Ltd.
- 2006 - Present President KSL Agro and Trading Co., Ltd.
- 2003 - June 2016 President KSL Material Supply Co., Ltd.
- 2002 - Present President KSL Export Trading Co., Ltd.
- 1996 - Present President KSL Real Estate Co., Ltd.
- 2006 - Present President Koh Kong Sugar Industry Co., Ltd.
- 2006 - Present President Savannakhet Sugar Corporation
- 2004 - June 2018 Director KSL Green Innovation PCL.
- October 2017- Present Director BBGI PLC.
- 1997 - Present President Chengteh Chinaware (Thailand) Co., Ltd.
- 2000 - Present President Thai Fermentation Industry Co., Ltd.
- 2001 - June 2016 President TFI Green Biotech Co., Ltd.
- 1989 - Present President Champion Fermentation Co., Ltd.
- 1997 - Present Director Thai Sugar Millers Corp. Ltd.

**Position in rival company/ connected business which may cause conflict of interest : None**

**Meeting Attendance in the year 2018 : 6/6 (Board Meeting), 12/12 (Executive Board),**

**Family Relation to other directors/ executives/ major shareholders**

1. Brother-in-law of Mr. Pornsin Thaemsirichai
2. Brother of Ms. Intira Sukhanindr
3. Brother of Mr. Somchai Chinthammit
4. Brother of Ms. Duangkae Chinthammit
5. Brother of Ms. Duangdao Chinthammit
6. Uncle of Mr. Chalush Chinthammit
7. Uncle of Mr. Chatri Chinthammit
8. Father of Mr. Piripon Chinthammit

**Forbidden Qualifications**    Never dishonestly committed an offence against property  
   Never entered into any transaction which may cause conflict of interest  
   against the Company during the year

**Criteria for the Nomination and Appointment of Directors**

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Mr. Chamroon Chinthammit** is qualified as members under the law as well as the knowledge, skills and work experience. Throughout the term serving as director, he provides an opinion that benefit for the company over the years. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders elect **Mr. Chamroon Chinthammit** to be the director for another term.

**Curricula vitae of the persons nominated to be directors  
in replacement of those whose terms have ended (3)**



**Name** Mr. Pornsin Thaemsirichai  
**Proposed Position** Director  
**Current Position** Director (Authorized Signatory) and Executive Director  
(as of December 2018) Senior Vice President - Office of Innovation  
**Age** 73  
**Nationality** Thai  
**Address** 503 KSL Tower 9<sup>th</sup> Floor, Sriyudhya Road, Rajathevi,  
Bangkok 10400 Thailand

**Educations / Training**

- Honorary Degree of Doctor of Philosophy (Business Management), Ramkhamhaeng University
- MBA., The University of Southern Queensland, Australia
- MS in Engineering North Dakota State University, USA.
- B.Eng. in Civil, Chulalongkorn University
- Director Accreditation Program (DAP) (18/2004) by Thai Institute of Directors (IOD)
- Director Certification Program (DCP) (50/2004) by Thai Institute of Directors (IOD)

**Date of First Appointment** 26 February 2004 (5 terms / 14 years)

**Number of company share, including those held by spouse and children**

(as of 31 October 2018) **60,078,427 shares (1.37% of shares with voting right )**

**Work Experiences Listed Company (1)**

- May 2013 -Present Director Sahamit Machinery PLC.

**Non-Listed Company (8)**

- 1983- Present Director Affiliate KSL Sugar Companies
  - New Krung Thai Sugar Factory Co., Ltd.
  - Tamaka Sugar Industry Co., Ltd.
  - New Kwang Soon Lee Sugar Factory Co., Ltd.
- 2010 -Present Chairman Koh Kong Plantation Co., Ltd.
- 2007 -Present Director Savannakhet Sugar Corporation
- 2006 -Present Director Koh Kong Sugar Industry Co., Ltd.
- 2003 -Present Managing Director Khon Kaen Sugar Power Plant Co., Ltd.
- 2003 - June 2016 Director KSL Material Supplies Co., Ltd.

**Position in rival company/ connected business which may cause conflict of interest : None**

**Meeting Attendance in the year 2018 :** 6/6 (Board Meeting), 9/12 (Executive Board), 1/1 (The Annual General Meeting of Shareholders for the year 2017 No. 1/2018)

**Family Relation to other directors/ executives/ major shareholders :**



- Brother in law of Mr. Chamroon Chinthammit (CEO and President)

**Forbidden Qualifications** Never dishonestly committed an offence against property  
Never entered into any transaction which may cause conflict of interest against the Company during the year

**Criteria for the Nomination and Appointment of Directors**

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Mr. Pornsin Thaemsirichai** is qualified as members under the law as well as the knowledge, skills and work experience. Throughout the term serving as director, he provides an opinion that benefit for the company over the years. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders elect **Mr. Pornsin Thaemsirichai** to be the director for another term.

**Curricula vitae of the persons nominated to be directors  
in replacement of those whose terms have ended (4)**

**Name** Mr. Chalush Chinthammit  
**Proposed Position** Director  
**Current Position** Director (Authorized Signatory)  
**(as of December 2018)** Executive Director, Vice ,  
Vice President - Office of President  
Risk Management Committee



**Age** 49  
**Nationality** Thai  
**Address** 503 KSL Tower 9<sup>th</sup> Floor, Sriayudhya Road, Rajathevi,  
Bangkok 10400 Thailand

**Educations / Training**

- MBA in Finance and Banking, Mercer University, USA.
- BBA in Finance and Banking, Assumption University
- Capital Market Academy Program 10
- Certificate, Executive Program on Energy Literacy for a Sustainable Future (TEA), Class 6, Thailand Energy Academy
- Top Executive in Industrial Development and Investment, Class 3, Institute of Business and Industrial Development (IBID)
- Director Accreditation Program (DAP) (21/2004) by Thai Institute of Directors (IOD)
- Business Revolution and Innovation Network (BRAIN) Class 2, The Federation of Thai Industries

**Date of First Appointment** 26 February 2004 (5 terms / 14 years)

**Number of company share, including those held by spouse and children**

**(as of 31 October 2018)** **65,829,926 shares (1.49% of shares with voting right )**

**Work Experiences Listed Company (4)**

- 2014 - Present Director and Executive Director Mudman PCL.
- 2014 - Present Director and Audit Committee Master Ad PCL.
- July 2007 - Present Director and Executive Director TS Flour Mill PLC.
- July 2007 - Present Director Thai Sugar Terminal PLC. And subsidiaries

**Non-Lised Company (18)**

- 2004- Present Director Affiliate KSL Sugar Companies
  - New Krung Thai Sugar Factory Co., Ltd.
  - Tamaka Sugar Industry Co., Ltd.
  - New Kwang Soon Lee Sugar Factory Co., Ltd.
- 2018 - Present Director Bangchak Bioethanol (Chachoengsao) Co., Ltd.
- 2017 - Present Chairman Dad Spv Co., Ltd.
- 31 October 2017 - Present Director BBGI PCL.

- 2016 - Present Director WSP Logistics Co., Ltd.
- 2015 - Present Director and Chairman of the Audit Committee Dhanarak Asset Development Co.,Ltd.
- 2006 - Present Director KSL Agro and Trading Co., Ltd
- 2006 - Present Director Koh Kong Plantation Co., Ltd.
- 2006 - Present Director Savannakhet Sugar Corporation
- 2006 - Present Director KhonKaen Sugar Power Plant Co., Ltd.
- 2004 - Present Director KSL Green Innovation PCL.
- 2004 - Present Director KSL Sugar Holding Co.,Ltd..
- 2002 - Present Director KSL Export Trading Co., Ltd.
- 2001 - Present Director Thai Sugar Miller Co., Ltd.
- 1997 - Present Director and Chairman Colossal International Co., Ltd.
- 1997 - Present Director and Chairman MMP Corporation Co., Ltd.
- 1996 - Present Director KSL Real Estate Co., Ltd.

**Position in rival company/ connected business which may cause conflict of interest : None**

**Meeting Attendance in the year 2018 :** 6/6 (Board Meeting), 11/12 (Executive Board), 4/4 (Risk Management Committee), 1/1 (The Annual General Meeting of Shareholders for the year 2017 No. 1/2018)

**Family Relation to other directors/ executives/ major shareholders :**

- Nephew of Mr. Chamroon Chinthammit (CEO and President)

**Forbidden Qualifications** Never dishonestly committed an offence against property  
Never entered into any transaction which may cause conflict of interest against the Company during the year

**Criteria for the Nomination and Appointment of Directors**

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Mr. Chalush Chinthammit** is qualified as members under the law as well as the knowledge, skills and work experience. Throughout the term serving as director, he provides an opinion that benefit for the company over the years. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders elect **Mr. Chalush Chinthammit** to be the director for another term.

**Curricula vitae of the persons nominated to be directors  
in replacement of those whose terms have ended (5)**

<b>Name</b>	Mr. Chatri Chinthammit
<b>Proposed Position</b>	Director
<b>Current Position</b> (as of December 2018)	Director (Non – Executive Director)
<b>Age</b>	45
<b>Nationality</b>	Thai
<b>Address</b>	503 KSL Tower 9 <sup>th</sup> Floor, Sriayudhya Road, Rajathevi, Bangkok 10400 Thailand



**Educations / Training**

- Master of Science, Computer Science, Bellevue University, USA.
- BBA in Economics, University of The Thai Chamber of Commerce
- Director Accreditation Program (DAP) (21/2004) by Thai Institute of Directors (IOD)
- Successful FORMULATION & Execution Program (SFE) (9/2010) by Thai Institute of Directors (IOD)
- TLCA Executive Development Program (EDP) (1/2008) by TLCA

**Date of First Appointment** 26 February 2004 (5 terms / 14 years)

**Number of company share, including those held by spouse and children**

(as of 31 October 2018) **57,467,546 shares (1.30% of shares with voting right )**

**Work Experiences Listed Company :** No position in or working for other companies

**Non-Listed Company (4)**

- 2004- Present Director Affiliate KSL Sugar Companies
  - New Krung Thai Sugar Factory Co., Ltd.
  - Tamaka Sugar Industry Co., Ltd.
  - New Kwang Soon Lee Sugar Factory Co., Ltd.
- 2003 - Present Deputy Managing Director (DMD) - Software Department ,  
KSL IT Center Co., Ltd.

**Position in rival company/ connected business which may cause conflict of interest : None**

**Meeting Attendance in the year 2018 :** 6/6 (Board Meeting), 1/1 (The Annual General Meeting of Shareholders for the year 2017 No. 1/2018)

**Family Relation to other directors/ executives/ major shareholders :**

- Nephew of Mr. Chamroon Chinthammit (CEO and President)

**Forbidden Qualifications**

Never dishonestly committed an offence against property  
Never entered into any transaction which may cause conflict of interest  
against the Company during the year

### **Criteria for the Nomination and Appointment of Directors**

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Mr. Chatri Chinthammit** is qualified as members under the law as well as the knowledge, skills and work experience. Throughout the term serving as director, he provides an opinion that benefit for the company over the years. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders elect **Mr. Chatri Chinthammit** to be the director for another term

**Curricula vitae of the persons nominated to be directors  
in replacement of those whose terms have ended (6)**



**Name** Pol.Gen. Boonpen Bumpenboon  
**Proposed Position** Director  
(Director qualified as an independent director)  
**Current Position** Independent Director, Nomination and Remuneration Committee ,  
(as of December 2018) Corporate Governance Committee  
**Age** 74  
**Nationality** Thai  
**Address** 503 KSL Tower 9<sup>th</sup> Floor, Sriayudhya Road, Rajathevi,  
Bangkok 10400 Thailand

**Educations / Training**

- MPA./ Public Administration, NIDA
- Diploma, National Defence College (37)
- LL.B., Sukhothai Thammathirat University
- BBA in Public Administration, Royal Police Cadet Academy
- Director Accreditation Program (DAP) (11/2004) by Thai Institute of Directors (IOD)

**Date of First Appointment** 26 February 2004 (5 terms / 14 years)

**Number of company share, including those held by spouse and children**  
(as of 31 October 2018) (None)

**Work Experiences Listed Company (1)**

- 18 December 2013 - Present Independent Director, The Platinum Group PLC.

**Non-Lised Company (1)**

- 2006 – Present Council of State, Office of the Council of State.

**Position in rival company/ connected business which may cause conflict of interest : None**

**Meeting Attendance in the year 2018 :** 5/6 (Board Meeting), 5/5 (Nomination and Remuneration Committee), 3/3 (Corporate Governance Committee), 1/1 (The Annual General Meeting of Shareholders for the year 2017 No. 1/2018)

**Family Relation to other directors/ executives/ major shareholders :None**

**Forbidden Qualifications** Never dishonestly committed an offence against property  
Never entered into any transaction which may cause conflict of interest  
against the Company during the year

**Criteria for the Nomination and Appointment of Directors**

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Pol.Gen. Boonpen Bumpenboon** is qualified as members under the law as well as the knowledge, skills and work experience. Throughout the term serving as director, he provides an opinion that benefit for the company over the years. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders elect **Pol.Gen. Boonpen Bumpenboon** to be the director for another ter



**Curricula vitae of the persons nominated to be directors  
in replacement of those whose terms have ended (7)**

**Name** Ms. Nongluck Phinainitisart  
**Proposed Position** Director  
(Director qualified as an independent director)  
**Current Position** Independent Director, Chairman of Risk Management Committee,  
(as of December 2018) Audit Committee, Nomination and Remuneration Committee  
**Age** 59  
**Nationality** Thai  
**Address** 503 KSL Tower 9<sup>th</sup> Floor, Sriyudhya Road, Rajathevi,  
Bangkok 10400 Thailand

**Educations / Training**

- Doctorate Degree in Electrical Engineering, Chulalongkorn University
- Master Degree in Electrical Engineering, University of Missouri, U.S.A.
- Bachelor Degree in Electrical Engineering, Chulalongkorn University
- Director Accreditation Program (DAP) Class 4/2003 by Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Class 71/2006 by Thai Institute of Directors (IOD)
- Executive Program, Harvard University, USA
- Stanford Executive Program 2013

**Date of First Appointment** 26 February 2004 (2 terms / 8 years)

**Number of company share, including those held by spouse and children**  
(as of 31 October 2018) (None)

**Work Experiences Listed Company (1)**

- 2007 - March 2014 Chief Commercial Officer/ Executive Director Thaicom PLC.

**Non-Listed Company (2)**

- December 2012 - July 2014 Independent Director/ Chairman of the risk management committee Government Savings Bank
- 
- January 2010 - July 2014 Chairman/ Independent Director Thailand Post Co., Ltd

**Position in rival company/ connected business which may cause conflict of interest : None**

**Meeting Attendance in the year 2018 :** 6/6 (Board Meeting), 5/5 (Audit Committee) 5/5 (Nomination and Remuneration Committee), 5/5 (Risk Management Committee) 1/1 (The Annual General Meeting of Shareholders for the year 2017 No. 1/2018)

**Family Relation to other directors/ executives/ major shareholders : None**

**Forbidden Qualifications**    Never dishonestly committed an offence against property  
   Never entered into any transaction which may cause conflict of interest  
   against the Company during the year

**Criteria for the Nomination and Appointment of Directors**

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Ms. Nongluck Phinainitisart** is qualified as members under the law as well as the knowledge, skills and work experience. Throughout the term serving as director, he provides an opinion that benefit for the company over the years. The Board of Directors agreed to propose to the Annual General Meeting of Shareholders elect **Ms. Nongluck Phinainitisart** to be the director for another term



## **Qualification of independent directors and responsibilities of each committee**

### **Qualifications of Independent Directors**

Independent directors must possess all qualification as prescribed by the Capital Market Supervisory Board and must be able to protect the interests of all shareholders equally and to avoid conflict of interest. Independent directors must attend Board of Directors' meetings and express their opinions independently.

Pursuant to the Company's Governance Policy, the Independent directors must have the following qualifications.

1. An independent director must not hold more than 0.5% of the total voting shares of the Company, its subsidiaries, its affiliates, major shareholders, or persons having controlling power; provided that the number of shares held by persons related to the independent directors are also counted in aggregation.

2. An independent director is not and was not a director who involves in the management of the Company, an employee, staff, advisor who regularly receives salary or a person having controlling power over the Company, its subsidiaries, its affiliates or a major shareholder except that he/she has been discharged from such status for at least 2 (two) years prior to his/her appointment as an independent director. However, this requirement does not apply to the nominated persons who were government officials or advisors of the government units that are the major shareholders of the Company or have controlling power over the Company.

3. An independent director must not be related, by blood or by lawful registration, in a manner of being father, mother, spouse, brother and son/daughter including a spouse of executive, major shareholder, and person having controlling power or the person who is nominated an executive or a person having controlling power over the Company or its subsidiaries.

4. An independent director must not have any business relationship with the Company, its subsidiaries, and/or its affiliates, a major shareholder or a person having controlling power over the Company in a manner that is likely to hinder his/her independent consideration and is not or was not a shareholder or a controlling person of a person who has business relationship with the Company, its subsidiaries, its affiliates, a major shareholder or a person having controlling power of the Company, except that he/she has been discharged from such status for at least 2 (two) years prior to his/her appointment as an independent director.

5. An independent director is not or was not an auditor of the Company, its subsidiaries, its associates, a major shareholder or a person having controlling power over the Company and is not a shareholder, a controlling person or a partner of an audit firm which employs the auditor of the Company, its affiliates, its affiliates, a major shareholder or a person having controlling power, except that he/she has been discharged from such status for at least 2 (two) years prior to his/her appointment as independent director.

6. An independent director is not and was not a professional service provider, including a legal advisor or a financial advisor who receives professional fee more than 2 (two) million Baht per year from the Company, its subsidiaries, its affiliates, a major shareholder or a person having controlling power over the Company and is not a shareholder, a controlling person or a partner of such professional firm, except that he/she has been discharged from such status for at least 2 (two) years prior to his/her appointment as independent director.

7. An independent director must not be appointed to represent a Company's director, a major shareholder, or a shareholder who is related person to a major shareholder.

8. An independent director must not operate the same type of business which is materially competitive with the Company or its subsidiaries or its affiliates and must not be a partner in a partnership or an executive director, employee, staff, advisor receiving regular salary, or a shareholder holding more than 1 (one) percent of the total voting shares of the other Company that operates the same type of business which is materially competitive with the Company or its subsidiaries.

9. Not having any other descriptions which obstruct free expression of opinions concerning the operations of the Company.

### **Roles, Duties and Responsibilities of the Board of Directors**

Duties and authorities of the Board of Directors were formerly prescribed in the CG Policy Chapter 5. The Board in meeting No 7/2016-2017 on 29 September 2017 approved the Charter of the Board of Directors to be effective on 1 October 2017. The Charter revises duties of the Board to be consistent with the Corporate Governance Code for listed companies 2017 that is developed by the Securities and Exchange Commission ("new CG Code") as follows.

(1) Administer the business by creating long-term business value, namely, good operating result, ethical and responsible conduct to stakeholders, abolition or reduction of negative impact against society and environment and corporate resilience.

(2) Define objectives and business goals on the basis of sustainable value creation by taking into account the impact to society and environment and direct the operations to respond to achievements set by objectives, goals, strategies and annual action plan.

(3) Ensure having the Board of Directors consisting of components and qualifications that conform to good governance, transparent and efficient selection, development of skills and knowledge necessary for performing duties responsibly, framework and mechanism to govern policy and operation of subsidiaries and affiliates, appointment of sub-committees as necessary.

(4) Ensure having managing director and top executives of appropriate quality for the achievement of the Company's goals and developing top executives as well as systematic succession of positions.

(5) Promote innovation that creates value for the Company and business operation that is responsible to society and environment.

(6) Establish effective risk management and internal control that correspond with the achievement towards objects and goals of the Company in the long run and to prevent the leakage of important information by ways of information technology; provide policy and practices for handling conflict of interest and related transactions, anti-corruption, whistle-blowing channels for fraud and corruption.

(7) Ensure financial reliability and financial report making with transparent disclosure in accordance with the law.

(8) Support engagement of shareholders in important matters and respect right to information of shareholders through appropriate and timely channels.

The aforementioned 8 roles and duties are divided into several principles and guidelines by referring to those in the new CG Code.

### **Roles, Duties and Responsibilities of Board of Executive Directors**

1. Determine policies, directions, strategies, and significant management structures for the Company's operations for approval by the Board of Directors.

2. Determine business plans, budgets, and the Company's administrative power for approval by the Board of Directors

3. Establish organizational structures and manpower policy

4. Examine and monitor policies and management plans to ensure their effectiveness and suitability for the corporate operations.

5. Consider and approve the Company's operations in accordance with the Manual of Operational Power.

6. Perform other tasks as assigned by the Board of Directors.

Any power of attorney given to the Board of Directors must be controlled by related legislation and the Company's regulations. Any activities that benefit may benefit or affect interest of any executive director or individual, or that may lead to conflicts of interest (according to the SEC), are required to be presented by the Board of Executive Directors to the Board of Directors for consideration. The particular executive director and interested individuals are not allowed to vote in the Board of Directors' meeting concerning the issue.

### **Roles, Duties and Responsibilities of Audit Committee**

1. Review to ensure accurate and adequate disclosure of financial statements.

2. Review to ensure the establishment of appropriate and effective internal control and internal audit systems.

3. Review to ensure that the Company's operations are in compliance with the rules and regulations of SEC and SET, as well as relevant laws.

4. Consider, elect and nominate the external auditor and also propose the external auditor's remuneration.

5. Consider the accurate and complete disclosure of related transactions or transactions that may lead to any conflict of interest.

6. Perform any duties as assigned by the Board of Directors and agreed upon by the Audit Committee such as to review the financial management and risk management policy, review compliance with business ethics of the management and review with the management the important reports required for disclosure to the public according to the laws, i.e. Management Discussion and Analysis, etc.

7. Prepare the Audit Committee's Report for disclosure in the company's Annual Report in which has been signed by the Chairman of the Audit Committee and consisting of at least :

- 7.1 opinion regarding appropriateness and completeness and reliability of the Company's Financial Statement;
- 7.2 opinion regarding sufficiency of the Company's internal control system;
- 7.3 opinion regarding compliance with the rules and regulations of SEC and SET as well as relevant laws;
- 7.4 opinion regarding appropriateness of the auditors;
- 7.5 opinion regarding transactions which may cause conflict of interest;
- 7.6 number of Audit Committee Meetings and attendances of each member;
- 7.7 opinion or overview observation, which the Audit Committee has obtained by performing its tasks in compliance with the charter;
- 7.8 Any matter which is deemed appropriate to be reported to shareholders and investors under the scope of works and responsibility as assigned by the Board of Directors.

*8. Report all activities as scheduled in order that the Board of Directors can acknowledge the Committee's activities as follows:*

- 8.1 The Audit Committee's minutes of meetings clearly specifying the committee's comment in various issues;
- 8.2 The report of the Committee's comment on financial statement, internal audit and internal audit process;
- 8.3 Any report which is deemed appropriate for acknowledgement of the Board of Directors;

*9. During performing their duties, if the Committee finds any doubtful transactions or behaviors as shown below which may cause a significant impact to the Company's financial status and operating result, the Committee should report to the Board of Directors for further improvement as deem appropriate.*

- 9.1 Transactions in respect of conflict of interest;
- 9.2 Any suspicion or presumption of corruption, abnormality or flaw which are material to internal audit system;
- 9.3 Any suspicion that there are non-compliance with rules and regulation of SEC and SET or relevant laws.

In case that the abovementioned report has been already submitted to the Board of Directors and the discussion among the Board of Directors, the Committee and the Company's

management has been made for further improvement and the Committee later finds that the rectification is ignored without appropriate reason, any member of the Committee can further report this matter to SEC and SET.

10. In case that the auditor finds any doubtful acts which are non compliance with the laws done by director, manager or any person who is responsible for the Company's operation and the matters of fact has been reported to the Committee for acknowledgement and prompt inspection, the Committee shall report the outcome of preliminary inspection to the SEC and SET as well as the auditor for acknowledgement within 30 days after being informed by the auditor. Any doubtful acts required to be reported including the procedures to obtain the facts shall be in accordance with the Capital Market Commission's regulation.

11. Invite directors, management, department heads or employees for discussion or clarification on the Committee's inquiry.

12. Review the scope of works and responsibility as well as evaluate the Committee's performance on yearly basis.

## **Roles, Duties and Responsibilities of Nomination and Remuneration Committee**

### Scope of Duties and Responsibilities:

#### 1. Nomination

1.1 Define qualifications of the directors to be consistent with the structure, size and compositions of various committees established by the Board of Directors so as to ensure transparency and expectation of the Board of Directors by considering the knowledge, experience, expertise, freedom and time to contribute to directorship;

1.2 select and nominate persons qualified to be directors for the Board of Directors' consideration to nominate to the Shareholders' meeting for appointment provided that the selection method, verification of qualifications as regulated by laws and related authorities including consent to be appointed are to be prescribed;

1.3 select and nominate persons qualified to be members in Executive Committee and other sub-Committees to replace the members whose office terms have ended to the Board of Directors for consideration.

#### 2. Remuneration

2.1 consider or review pattern, criteria and procedures to consider remuneration so as to suit the duties and responsibilities of the Board of Directors and other sub-Committees and submit for approval from the Board of Directors and the Shareholders' meeting respectively provided that the Chairman of the Board and the sub-Committees shall receive remuneration approximately 20 per cent higher than members;

2.2 review data relating to remuneration of other companies in the same and similar industry yearly;

2.3 disclose names of directors, attendance and remuneration in all types in the Company's Annual Report as well as the brief Charter and remuneration criteria.

### **Roles, Duties and Responsibilities of Risk Management Committee**

1. Develop risk management policies and prescribe management policy framework regarding the overall corporate risk management that covers the Company's major risks, such as market risk, liquidity risk, management risk, investment risk, and reputation risk.
2. Design strategies in line with risk management policies and to evaluate, monitor and control the overall risk at acceptable level.
3. Encourage cooperation of overall risk management and review the adequacy of risk management policies and system, as well as effectiveness of the system and policy implementation.
4. Provide systematic and continual evaluation and analysis of probable damage within normal situation and critical circumstances to ensure that the risk survey covers all steps of business operation.
5. Support and develop the establishment of continual risk management within the Company to be consistent with international standards.
6. Report periodically to the Board of Directors the matters that need improvement to be in line with the prescribed policies and strategies.
7. Employ external consultant to give advice with corporate expense with prior approval from the Board of Directors
8. Perform any other tasks as assigned by the Board of Directors

### **Roles, Duties and Responsibilities of Corporate Governance Committee:**

1. Consider and recommend to the Board of Directors the governance policy, business ethics and other policies relating to corporate governance.
2. Consider and recommend to the Board of Directors the good practices of the Company, Board of Directors, Management, employees and other related parties which are consistent with the governance policy, business ethics and other policies relating to corporate governance.
3. Supervise and suggest as well as advise the Board of Directors and Management to perform their duties to fulfill the policy, business ethics and good practices of corporate governance.
4. Revise the governance policy and practices, at the least, once a year by comparing with international standards or other appropriate standards.
5. Appoint a secretary of the Committee, sub-committees or working groups with appropriate power and duties.
6. Perform any related tasks as assigned by the Board of Directors.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไป)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

PROXY FORM A

According to Regulation of Department of Business Development

Re: Form of Proxy (No.5) B.E.2550

เขียนที่ .....  
Written at

วันที่.....เดือน.....พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....  
I/We Nationality  
อยู่บ้านเลขที่.....  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

as a shareholder of **Khon Kaen Sugar Industry Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกคะแนนเสียงได้เท่ากับ.....เสียง ดังนี้  
holding the total amount of.....shares and have the rights to vote equal to.....votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงได้เท่ากับ.....เสียง  
Ordinary share.....shares and have the right to vote equal to.....votes

(3) ขอมอบฉันทะให้

Hereby appoint

ชื่อ..... อายุ.....ปี  
Name Age years  
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....  
Residing/Located at No. Road Sub district  
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....  
District Province Postal Code

หรือผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดดูข้อมูลตามสิ่งที่ส่งมาด้วย 7

or the shareholder may appoint an independent director of the company to be the proxy, please see details in Attachment 7

ชื่อ นายสิทธิ ลีละเกษมฤกษ์ กรรมการอิสระ/ ประธานกรรมการตรวจสอบ

อายุ 65 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr. Sitti Leelakasamerlk, Independent Director/ Chairman of Audit Committee

Age 65 years, residing at 503 KSL Tower, 9<sup>th</sup> Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400

หรือ (or)

ชื่อ นายการุณ กิตติสถาพร กรรมการอิสระ/ ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน

อายุ 71 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr. Karun Kittisataporn, Independent Director/ Chairman Nomination and Remuneration Committee

Age 71 (years) residing at 503 KSL Tower, 9<sup>th</sup> Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2561 ครั้งที่ 1/2562 ในวันศุกร์ที่ 22 กุมภาพันธ์ พ.ศ. 2562 เวลา 09.30 น. ณ ห้องกมลทิพย์ 2-3 ชั้น 2 โรงแรมเดอะสุโกศล เลขที่ 477 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the year 2018, No.1/2019 on Friday, February 22, 2019, at 09.30 a.m. at Kamolthip 2-3 Ballroom, 2<sup>nd</sup> Floor, The Sukosol Hotel, No. 447, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok or at any adjournment thereof to any other date, time, and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้เป็นการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the Proxy at the Meeting shall be deemed as such acts had been done by me/us in all respects.

ลงชื่อ.....ผู้มอบฉันทะ  
Signature (.....) Shareholder

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature (.....) Proxy

**หมายเหตุ/ Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้  
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม (ตามสิ่งที่ส่งมาด้วย 6)  
Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting (Attachment 6).



แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

**PROXY FORM B**

**According to Regulation of Department of Business Development**

**Re: Form of Proxy (No.5) B.E.2550**

เขียนที่ .....  
Written at

วันที่.....เดือน.....พ.ศ. ....  
Date Month Year

(1) ข้าพเจ้า ..... สัญชาติ.....  
I/We Nationality  
อยู่บ้านเลขที่.....  
Address

(2) เป็นผู้ถือหุ้นของ บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)  
as a shareholder of **Khon Kaen Sugar Industry Public Company Limited**  
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้นและออกคะแนนเสียงได้เท่ากับ.....เสียง ดังนี้  
holding the total amount of.....shares and have the rights to vote equal to.....votes as follows:  
 หุ้นสามัญ.....หุ้น ออกเสียงได้เท่ากับ.....เสียง  
Ordinary share.....shares and have the right to vote equal to.....votes

(3) ขอมอบฉันทะให้  
Hereby appoint  
 ชื่อ..... อายุ.....ปี  
Name Age years  
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Residing/Located at No. Road Sub district  
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Postal Code

หรือผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดดูข้อมูลตามสิ่งที่ส่งมาด้วย 7  
or the shareholder may appoint an independent director of the company to be the proxy, please see details in  
Attachment 7

ชื่อ นายสิทธิ ลีละเกษมฤกษ์ กรรมการอิสระ/ ประธานกรรมการตรวจสอบ  
อายุ 65 ปีอยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400  
(Name) Mr. Sitti Leelakasamelek, Independent Director/ Chairman of Audit Committee  
Age 65 years, residing at 503 KSL Tower, 9<sup>th</sup> Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400  
หรือ (or)

ชื่อ นายการุณ กิตติสถาพร กรรมการอิสระ/ ประธานกรรมการสรรหาและพิจารณาคำตอบแทน  
อายุ 71 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr. Karun Kittisataporn, Independent Director/ Chairman Nomination and Remuneration Committee

Age 71 years, residing at 503 KSL Tower, 9<sup>th</sup> Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ ผู้ถือหุ้น ประจำปี 2561 ครั้งที่ 1/2562 ในวันศุกร์ที่ 22 กุมภาพันธ์ พ.ศ. 2562 เวลา 09.30 น. ณ ห้องกมลทิพย์ 2-3 ชั้น 2 โรงแรมเดอะสุโกศล เลขที่ 477 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the year 2018, No.1/2019 on Friday, February 22, 2019, at 09.30 a.m. at Kamolthip 2-3 Ballroom , 2nd Floor, The Sukosol Hotel, No.447, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

วาระที่ 1 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2561

**Agenda 1: To acknowledge the Operating Results of the Company for the year 2018**

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2561

**Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2018**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall vote in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 3 พิจารณานุมัติจัดสรรเงินกำไรเพื่อจ่ายปันผลและสำรองตามกฎหมาย

**Agenda 3: To consider and approve the allocation of profit for dividend payment and legal reserve**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall vote in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

**Agenda 4: To elect directors in replacement of those whose terms have ended**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall vote in accordance with my/our intention as follows:

**การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of certain directors**

**1.นายมนู เลียวไพโรจน์ (Mr. Manu Leopairote)**

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**2.นายจรัญ ชินธรรมมิตร (Mr. Chamroon Chinthammit)**

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**3.นายพรศิลป์ แด่มศิริชัย (Mr. Pornsin Thaemsirichai)**

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**4.นายชลัช ชินธรรมมิตร (Mr. Chalush Chinthammit)**

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**5.นายชาตรี ชินธรรมมิตร (Mr. Chatri Chinthammit)**

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**6. พลตำรวจเอกบุญเพ็ญ บำเพ็ญบุญ (Pol. Gen. Boonpen Bumpenboon)**

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**7.นางสาวนงลักษณ์ phinainitisart (Ms. Nongluck Phinainitisart)**

- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 5 พิจารณานมัติค่าตอบแทนกรรมการ**

**Agenda 5: To consider and approve the remunerations of directors**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall vote in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2562**

**Agenda 6: To consider and approve the appointment of auditor and audit fee for the year 2019**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall vote in accordance with my/our intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 7 เรื่องอื่น ๆ**

**Agenda 7: Other matters**

(5) ในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุมนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act performed by the Proxy at the Meeting shall be deemed as such acts had been done by me/us in all respects.

ลงชื่อ.....ผู้มอบฉันทะ  
Signature (.....) Shareholder

ลงชื่อ.....ผู้รับมอบฉันทะ  
Signature (.....) Proxy

**หมายเหตุ/ Remarks:**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้  
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
In case there is additional agenda to the agenda specified above, the shareholder may use the Continuation of Proxy Form B.
4. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม (ตามสิ่งที่ส่งมาด้วย 6)  
Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting (Attachment 6)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Continuation of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัทน้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ครั้งที่ 1/2562 ในวันศุกร์ที่ 22 กุมภาพันธ์ พ.ศ. 2562 เวลา 09.30 น. ณ ห้องกมลทิพย์ 2-3 ชั้น 2  
โรงแรมเดอะสุโกศล เลขที่ 477 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร

**The proxy made by the shareholder of Khon Kaen Sugar Industry Public Company Limited**

the Annual General Meeting of Shareholders for the year 2018, No.1/2019 on Friday, February 22, 2019, at 09.30 a.m.  
at Kamolthip 2-3 Ballroom , 2<sup>nd</sup> Floor, The Sukosol Hotel, No. 447, Sriyudhya Road, Thanonphayathai Sub-district,  
Rajthevi District, Bangkok

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

Duty  
Stamp  
20 Baht

สิ่งที่ส่งมาด้วย 5  
Attachment 5

แบบหนังสือมอบฉันทะแบบค.  
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้  
คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)  
ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่องกำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

PROXY FORM C

(Specific Proxy Form only for foreign investors who appoint Custodian in Thailand)

According to the Regulation of Department of Business Development, Form of Proxy (No.5) B.E.2550

เขียนที่ .....

Written at

วันที่ ..... เดือน ..... พ.ศ.....

Date Month Year

(1) ข้าพเจ้า .....

I/We

สำนักงานตั้งอยู่เลขที่ ..... ถนน ..... ตำบล/แขวง.....

Address Road Sub-district

อำเภอ/เขต ..... จังหวัด..... รหัสไปรษณีย์.....

District Province Post code

(2) ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ ..... ซึ่งเป็นผู้ถือหุ้นของ  
as a Custodian for which is a shareholder of

บริษัทน้ำตาลขอนแก่นจำกัด (มหาชน) Khon Kaen Sugar Industry Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้นและออกเสียงลงคะแนนได้เท่ากับ.....เสียงดังนี้  
holding the total amount of.....shares and have the right to vote equal to.....votes as follows:

หุ้นสามัญ.....หุ้นออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Ordinary share.....shares and have the right to vote equal to.....votes

(3) ขอมอบฉันทะให้

Hereby appoint

.....  
อายุ..... ปี อยู่บ้านเลขที่..... ถนน.....

Age Residing/Located at No. Road

ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....

Sub-district District Province Postcode

หรือผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดดูข้อมูลตามสิ่งที่ส่งมาด้วย 7

or the shareholder may appoint an independent director of the company to be the proxy, please see details in Attachment 7

ชื่อ นายสิทธิ ลีละเกษมฤกษ์ กรรมการอิสระ/ ประธานกรรมการตรวจสอบ

อายุ 65 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr.Sitti Leelakasamerlerk , Independent Director/ Chairman of Audit Committee

Age 65 years, residing at 503 KSL Tower, 9<sup>th</sup> Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400  
หรือ (or)

ชื่อ นายการุณ กิตติสถาพร กรรมการอิสระ/ ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน

อายุ 71 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr. Karun Kittisataporn, Independent Director/ Chairman Nomination and Remuneration Committee

Age 71 years, residing at 503 KSL Tower, 9<sup>th</sup> Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ ผู้ถือหุ้นประจำปี 2561 ครั้งที่ 1/2562 ในวันศุกร์ที่ 22 กุมภาพันธ์ พ.ศ. 2562 เวลา 09.30 น. ณ ห้องกมลทิพย์ 2-3 ชั้น 2 โรงแรมเดอะสุโกศล เลขที่ 477 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the year 2018, No.1/2019 on Friday, February 22, 2019, at 09.30 a.m. at Kamolthip 2-3 Ballroom , 2nd Floor, The Sukosol Hotel, No.447, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

With total number of shares and voting right.

มอบฉันทะบางส่วนคือ

With portion of shares and voting right

หุ้นสามัญ.....หุ้นและมีสิทธิออกเสียงลงคะแนนได้.....เสียง

Ordinary share.....shares and have the right to vote equal to.....votes

(5) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

**วาระที่ 1 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2561**

**Agenda 1: To acknowledge the Operating Results of the Company for the year 2018**

**วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2561**

**Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2018**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall vote in accordance with my intention as follows:

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง

Approve

Disapprove

Abstain

**วาระที่ 3 พิจารณานุมัติจัดสรรเงินกำไรเพื่อจ่ายปันผลและสำรองตามกฎหมาย**

**Agenda 3: To consider and approve the allocation of profit for dividend payment and legal reserve**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall vote in accordance with my intention as follows:
- เห็นด้วย.....เสียง     ไม่เห็นด้วย.....เสียง    งดออกเสียง.....เสียง  
Approve                                  Disapprove                                  Abstain

**วาระที่ 4 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ**

**Agenda 4: To elect directors in replacement of those whose terms have ended**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall vote in accordance with my intention as follows:

**การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of certain directors**

**1. นายมนู เลียวไพโรจน์ (Mr. Manu Leopaivate)**

- เห็นด้วย.....เสียง     ไม่เห็นด้วย.....เสียง    งดออกเสียง.....เสียง  
Approve                                  Disapprove                                  Abstain

**2. นายจรัญ ชินธรรมมิตร (Mr. Chamroon Chinthammit)**

- เห็นด้วย.....เสียง     ไม่เห็นด้วย.....เสียง    งดออกเสียง.....เสียง  
Approve                                  Disapprove                                  Abstain

**3. นายพรศิลป์ แด่มศิริชัย (Mr. Pornsin Thaemsirichai)**

- เห็นด้วย.....เสียง     ไม่เห็นด้วย.....เสียง    งดออกเสียง.....เสียง  
Approve                                  Disapprove                                  Abstain

**4. นายชลัช ชินธรรมมิตร (Mr. Chalush Chinthammit)**

- เห็นด้วย.....เสียง     ไม่เห็นด้วย.....เสียง    งดออกเสียง.....เสียง  
Approve                                  Disapprove                                  Abstain

**5. นายชาตรี ชินธรรมมิตร (Mr. Chatri Chinthammit)**

- เห็นด้วย.....เสียง     ไม่เห็นด้วย.....เสียง    งดออกเสียง.....เสียง  
Approve                                  Disapprove                                  Abstain

**6. พลตำรวจเอกบุญเพ็ญ บำเพ็ญบุญ (Pol. Gen. Boonpen Bumpenboon)**

- เห็นด้วย.....เสียง     ไม่เห็นด้วย.....เสียง    งดออกเสียง.....เสียง  
Approve                                  Disapprove                                  Abstain



7. นางสาวนงลักษณ์ พิณยนิติกาศตร์ (Ms. Nongluck Phinainitisart)

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve Disapprove Abstain

**วาระที่ 5 พิจารณานอมนัดค่าตอบแทนกรรมการ**

**Agenda 5: To consider and approve the remunerations of directors**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall vote in accordance with my intention as follows:  
 เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve Disapprove Abstain

**วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2562**

**Agenda 6: To consider and approve the appointment of auditor and audit fee for the year 2019**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy shall vote in accordance with my intention as follows:  
 เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve Disapprove Abstain

**วาระที่ 7 เรื่องอื่น ๆ**

**Agenda 7: Other matters**

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my/our voting as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case the intention to vote for any agenda is not stated or is not clear or the meeting considers or resolves any matter other than those specified above including any amendment or addition, the proxy holder has the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมวันแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed as such acts had been done by me/us in all respects.

ลงชื่อ .....ผู้มอบฉันทะ  
Signature (.....) Shareholder

ลงชื่อ .....ผู้รับมอบฉันทะ  
Signature (.....) Proxy

ลงชื่อ .....ผู้รับมอบฉันทะ  
Signature (.....) Proxy

ลงชื่อ .....ผู้รับมอบฉันทะ  
Signature (.....) Proxy

**หมายเหตุ/ Remarks:**

1. หนังสือมอบฉันทะแบบค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน(Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C shall be applicable only for the foreign shareholders who appoint the Custodian in Thailand.
2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะคือ  
The following documents shall be attached with this proxy from:  
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from shareholder authorizing Custodian to sign the proxy form on behalf of the shareholder.  
  
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Letter certifying that the signer in the proxy form is a licensed Custodian  
(3) สำเนาบัตรประจำตัวประชาชน/ สำเนาหนังสือเดินทาง/ สำเนาหนังสือรับรองบริษัท (รับรองสำเนาถูกต้อง)  
Certified copy of ID card/ passport/ company registration
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to several proxies for spitting votes.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
In case there is additional agenda to the agenda specified above, the shareholder may use the Continuation of Proxy Form C.
5. ผู้รับฝากและดูแลหุ้น (Custodian) ที่ใช้แบบหนังสือมอบฉันทะแบบ ค. โปรดส่งเอกสารที่ครบถ้วนภายในวันจันทร์ที่ 18 กุมภาพันธ์ 2562  
The Custodian using Proxy Form C is requested to kindly submit relevant documents within Monday, February 18, 2019.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบค.

Continuation of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัทน้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2561 ครั้งที่ 1/2562 ในวันศุกร์ที่ 22 กุมภาพันธ์ พ.ศ. 2562 เวลา 09.30 น.

ณ ห้องกมลทิพย์ 2-3 ชั้น 2 โรงแรมเดอะสุโกศล เลขที่ 477 ถนนศรีอยุธยา

แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร

**The proxy made by the shareholder of Khon Kaen Sugar Industry Public Company Limited**

The Annual General Meeting of Shareholders for the year 2018, No.1/2019

on Friday, February 22, 2019, at 09.30 am.

at Kamolthip 2-3 Ballroom, 2<sup>nd</sup> Floor, The Sukosol Hotel, No.447, Sriyudhya Road,

Thanonphayathai Sub-district, Rajthevi District, Bangkok

-----

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve Disapprove Abstain

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve Disapprove Abstain

วาระที่ ..... เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve Disapprove Abstain

## Conditions, Rules and Procedures to Attend the Meeting

### 1. A shareholder attends the meeting in person

- Individual Shareholder who has Thai nationality shall present citizen identification card or civil servant identification card;
- Individual shareholder who has foreign nationality shall present identification card or passport or document used in lieu of passport;
- In case of change of first name or surname, evidence verifying such change shall be presented.

### 2. Proxy

- The shareholder using proxy may grant the power to the proxy for all of the shares and may not grant only a portion of the shares.
- The proxy shall deposit the proxy instrument at the registration desk. The proxy instrument shall be duly completed and signed. Any change or deletion of important content must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty.
  - **Documents required from the proxy:** a photocopy of citizen identification card or civil servant identification card of the proxy, certified true copy by the proxy.
  - **Documents required for appointment of proxy:**
    - If individual shareholder has Thai nationality: a photocopy of citizen identification card or civil servant identification card of the shareholder, certified true copy by the shareholder.
    - If individual shareholder has foreign nationality: a photocopy of foreigner's certificate or passport or another document which is used in lieu of passport of the shareholder, certified true copy by the shareholder.
    - If the shareholder is a juristic person:
      - Thai Juristic person: a copy of Affidavit issued not exceeding 6 months by Department of Business Development, Ministry of Commerce, certified true copy by the authorized director(s) of such juristic person, a photocopy of citizen identification card of the authorized representative(s), certified true copy by the authorized representative(s).
      - Foreign Juristic person: a copy of Affidavit issued by the relevant authority in the country where the juristic person is established, certified true copy by authorized representatives. If the documents are made in a foreign country, the certification of signature by a notary public or an office or a person authorized to certify signatures as generally accepted is required.
- If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of ....." Two witnesses shall sign and certify genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of the witnesses shall also be attached.
- A shareholder may appoint as proxy any of the following independent directors of the Company to vote on his/her behalf:

Mr. Sitti Leelakasamelek Independent Director/ Chairman of Audit Committee/ At 503 KSL Tower, 9 <sup>th</sup> Floor, Sriyudhya Road, Rajathevi, Bangkok 10400	Mr. Karun Kittisataporn Independent Director/ Chairman Nomination and Remuneration Committee At 503 KSL Tower, 9 <sup>th</sup> Floor, Sriyudhya Road, Rajathevi, Bangkok 10400
--	--

Additional information of independent directors is detailed in Attachment 7.

A shareholder may use a Form of Proxy as shown in Attachment 5.

**3. A shareholder deceases:** An estate administrator shall be present in the Meeting in person or appoint a proxy. A Court's order appointing estate administrator certified by the competent officer and issued not exceeding 6 months before the date of the Meeting shall be presented.

**4. A shareholder is a minor:** Parents or lawful guardian of the shareholder shall be present in the Meeting in person or appoint a proxy. A copy of Household Registration of the minor shareholder shall also be presented.

**5. A shareholder is an incompetent or quasi-incompetent:** A guardian or custodian of the shareholder shall be present in the Meeting in person or appoint a proxy. A Court's order appointing guardian or custodian certified by the competent officer and issued not exceeding 6 months before the date of Meeting shall be presented.

#### **Registration of Attendance**

Officer of the Company shall allow the registration of attendance from 08.30 a.m. on the day of the Meeting.

#### **Proxy Procedures**

A shareholder who wants to appoint a proxy may use the Form of Proxy as shown in Attachment 5 and fill up the Form. The original Form of Proxy shall be sent by post to the Company by addressing the Office of Company Secretary and Legal, 22<sup>nd</sup> Floor within Friday, February 18, 2019 or be submitted on the meeting day at the registration desk one hour before the Meeting begin.

A shareholder may not split the number of shares by granting proxy to more than one person in order to split votes.

The Custodian using Proxy Form C is requested to kindly submit relevant documents within Monday February 18, 2019.

#### **Ground Rules for the Meeting**

In compliance with the good governance principles regarding the annual general meeting of shareholders, the Company would like to inform shareholders of the following rules.

1. The Company provides video recordings of this meeting.

2. The meeting documents for AGM for the year 2018 No. 1/2019 was posted on the company website on January 21, 2019 and the Securities Exchange of Thailand was duly informed of such.

3. The Company posted the invitation through the company website to shareholders to propose agenda and qualified persons for directorship in accordance with the Company's criteria during 1 October 2018 to 31 December 2018. No shareholder has proposed any agenda or candidate for directorship.

4. Voting, Vote Counting and Vote announcement

4.1 Voting

(1) Voting shall be made in an open manner. One share shall be counted one vote. The resolution shall be made with the following votes.

– In ordinary matter, the resolution shall be made with majority votes of the shareholders who attend the meeting and cast their votes (the abstention shall not be counted). In case of equal votes, the Chairman shall make the casting vote.

– In the matter that is prescribed by law or by company's articles of association which is different from the above-mentioned, the resolution shall be made according to the laws or the company's articles of association.

The Chairman shall inform the shareholders of such voting rules before the voting in each agenda.

(2) In each agenda, a shareholder or a proxy shall vote only either for or against or abstain; the shares shall not be divided for different ways of voting (except the voting by a custodian).

(3) In case of proxy, the proxy shall vote in accordance with the instruction of the shareholder as specified in the proxy.

4.2 Vote Counting In order to save time and to comply with the normal practice of general meeting of shareholders, if there is no disapproval or abstention, the matter shall be deemed approved by the meeting. Should any shareholder wish to vote against or abstain, he/she is requested to vote with the given ballot. The disapproval votes and abstention shall be deducted from the total attending votes, the remaining shall be deemed the approval votes.

The number of shareholders and attending votes in each agenda may differ as there may be more shareholders attend the meeting afterwards.

4.3 Announcement of Vote Counting The announcement shall be made at the end of each agenda, except that more time is needed to count the votes. In such case, the Chairman shall proceed with the next agenda and shall announce the vote counting as soon as the Chairman receives the vote counting result.

5. A shareholder who wants to pose questions or opinions is requested to raise his/her hand and identify self with name and last name when the shareholder is allowed to speak by the Chairman.

**Company's site visit**

As to the site visit in 2019, the Company has sent the invitation letter along with the meeting invitation to the shareholders to visit the New Krung Thai factory at Boploy, Kanchanaburi (Bo Ploy Bio-Refinery Complex) and Natural Agricultural Center at KSL River Kwai by a one-day trip on Friday, March 15, 2019 The shareholder who is interested in the visit may send the acceptance form back to the Company. The Company shall random through the list of shareholders who have never made such visit and send the confirmation to the invited shareholders.

**Name and detail of independent director of the company  
that the shareholder may appoint to be the proxy**

**1. Detail of Independent Director**

**Name** Mr. Sitti Leelakasamelurk  
**Position** Independent Director /Chairman of Audit Committee  
**Nationality** Thai  
**Age** 65  
**Number of shares held in the Company (as of 31 October 2018)**  
 -None-  
**Address** 503 KSL Tower, 9<sup>th</sup> Floor, Sriayudhya Road,  
 Rajathevi district, Bangkok 10400

**Educations / Training**

- BA in Accounting, Chulalongkorn University
- Director Accreditation Program (DAP) (11/2004) by Thai Institute of Directors (IOD)
- Audit Committee Forum 2014, Thai Institute of Directors (IOD)

**Family Relation to other directors/ executives/ major shareholders :** None

**Conflict of interest in the agenda of the meeting :** None



**2. Detail of Independent Director**

**Name** Mr. Karun Kittisataporn  
**Position** Independent Director/ Chairman Nomination and  
 Remuneration Committee  
**Nationality** Thai  
**Age** 71  
**Number of shares held in the Company (as of 31 October 2018)**  
 -None-  
**Address** 503 KSL Tower, 9<sup>th</sup> Floor, Sriayudhya Road,  
 Rajathevi district, Bangkok 10400

**Educations / Training**

- M.A. (International Trade), Syracuse University USA. (under USAID Scholarship)
- Bachelor of Commerce & Administration Victoria University of Wellington, N.Z. (under Colombo Plan Scholarship)
- Director Certificate Programme, Institute of Directors (DEP) 2006
- Role of the Compensation Committee Program (RCC) 2008
- Financial Statements for Directors Program (FSD) 2009
- Audit Committee Program (ACP) 2013
- Commercial Policy Course, GATT, Geneva
- NDC.Class8 (National Defence College of Thailand 388)
- Financial Institutions Governance Program (FGP) 2011
- Monitoring the Internal Audit Function (MIA) 2013
- Anti-Corruption for Executive Program (ACEP) 2014

**Family Relation to other directors/ executives/ major shareholders :** None



**Conflict of interest in the agenda of the meeting** : None

**Attachment 8**

### **Section 4 Shareholders Meetings**

Clause 28. The Board is required to arrange the Annual General Shareholders meeting within four (4) months of the last day of the fiscal year of the Company.

Other shareholders meetings are called extraordinary meetings. The Board may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or Shareholders with total holdings of at least one-fifths (1/5) of the shares sold, or shareholders numbering not less than 25 (twenty five) persons holding shares amounting to not less than one-tenths (1/10) of the shares sold may file a written request for extraordinary shareholders meetings. Reasons for the meeting must be specified in the written request. The Board, then, is supposed to hold a shareholders meeting within (1) one month after receiving the written request from the shareholders.

Clause 29. To call for a shareholders meeting, the Board shall prepare a written notice of the meeting that includes the venue, date, time, agendas, and any matters to be ratified at the meeting with sufficient detail. The matters should be specified as to be informed, to be approved, or to be considered. The Board's opinions on the matters should be included. The written notice should be delivered to shareholders and registrar at least seven (7) day prior to the date of meeting. The writing notice is required to be published in newspapers at least three (3) consecutive days prior to the date of meeting.

Shareholders meetings may be held at the area where the Company's head office is located or other provinces in the Kingdom of Thailand.

Clause 30. Shareholders may appoint proxies to attend the meetings and vote. Proxy forms must be signed by the principal and in the format prepared by the registrar.

The proxy forms shall be submitted to the Chairman of the Board or the person appointed by the Chairman at the meeting before proxies attend the meetings.

Clause 31. A shareholders meeting consists of at least twenty-five (25) shareholders and proxies (if any) with total holdings of at least one-thirds (1/3) of the shares sold, or at least half (1/2) of all the Company's shareholders/ their proxies with total holdings of at least one-thirds (1/3) of the paid-up shares sold, to be a quorum.

If a shareholders meeting requested by shareholders has continued for one (1) hour with the number of shareholders present less than required, the meeting shall be cancelled. If the meeting is not requested by shareholders, another meeting should be scheduled. Written notices should be sent to shareholders at least seven (7) days prior to the date of the meeting. At such meeting a quorum is not required.

The Chairman of the Board of Directors is the Chairman of the meeting. Should there be no Chairman of the Board of the Directors or the Chairman of the Board not be present or unable to function as the Chairman of the meeting. The Vice Chairman of the Board is the Chairman of the meeting. If there is no Vice Chairman or the Vice Chairman of the Board is not present or unable to function as the Chairman of the meeting, the shareholders present elect a shareholder to be the Chairman of the meeting. Voting must be done as specified in Clause 32.



Clause 32. In voting, one (1) shareholding represents one (1) vote. The following numbers of votes are required for resolutions of shareholders meetings:

(1) Normally, a majority of votes of shareholders who are present and vote is required. In the event of a tied first vote, the Chairman of the meeting has the final vote.

(2) In the following situations, at least three-fourths (3/4) of the total votes of shareholders who are present and vote are required:

(A) The sale or transfer of all or important part of the Company's businesses to outsiders

(B) The Company's buying and transfer businesses of another public limited company or limited company

(C) The making, amending or terminating agreements concerning leasing all or important part of the Company's businesses; appointing an outsider to manage the Company's operations; or consolidation with another business with the purpose of sharing the profit and loss

(D) The addition to or amendment of the Company's Memorandum or Articles of Association;

(E) Increase or decrease in the Company's capital; issuing debentures to be offered to the public

(F) The Merger and Dissolution of the Company

Clause 33. The Annual General Meeting has the following business:

(1) To consider the Company's annual operation results presented by the Board of Directors

(2) To consider and approve the company's annual balance sheets and profit and loss accounts

(3) To consider profit sharing

(4) To elect directors in replacement of those whose terms have ended

(5) To consider and appoint and auditor; determine the audit fee

(6) Other Business

Clause 34. Once the Company has issued and undertaken public offering, the Company's/subsidiaries' related transactions; or acquisition or sale of the Company's/subsidiaries' assets as defined in legislation of the Stock Exchange of Thailand regarding related transactions of listed companies or trading of listed companies assets must be in line with regulations and procedures specified in the legislation

# MAP

At Kamolthip 2-3 Ballroom , 2<sup>nd</sup> Floor, The Sukosol Hotel No.477,  
Sriayudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok

ทางไป ด.พหลโยธิน ↑

อนุเสาวรีย์ชัยสมรภูมิ

ทางไปสนามบิน ดอนเมือง ↗

THE SUKOSOL BANGKOK

ด.ราชวิถี

ช.รางน้ำ

โรงแรม เดอะ สุกอสอล เดิม โรงแรมสยามจิติ

ววรรณสรณ์

ไปเดอะสูกอสอล ไม่ต้องขึ้นสะพาน →

ถนนพญาไท

ด.ศรีอยุธยา

ทางไปสนามบิน สุวรรณภูมิ →

ด.ราชปรารภ

ซีทีทาวเวอร์ 3

รพ.เดชา

รพ.พญาไท

รถไฟฟ้า Airport Link สถานีพญาไท

ด.เพชรบุรี

บ้าน จิม ทอมสัน

สยามดิสคัฟเวอรี เซ็นเตอร์

สยามพารากอน

เซ็นทรัลเวิลด์

เกษรพลาซ่า

มานูญครอง

ไป ด.สีลม ↓

ด.พระราม 1

สยามสแควร์

ศาลพระพรหม เจริญ

● รถไฟฟ้าบีทีเอส ○ รถไฟฟ้า Airport Link

THE SUKOSOL BANGKOK

477 ด.ศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400  
โทร. 02 247 0123 แฟกซ์ 02 247 0160 อีเมล: thesukosol@sukosolhotels.com  
www.sukosolhotels.com

แบบฟอร์มขอรับรายงานประจำปีแบบรูปเล่ม  
แบบฟอร์มขอรับรายงานประจำปีแบบรูปเล่ม

เรียน ท่านผู้ถือหุ้น  
บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

Dear Shareholder  
Khon Kaen Sugar Industry Public Company Limited

บริษัทฯ ขอแจ้งให้ทราบว่า หากผู้ถือหุ้นท่านใดมีความประสงค์ที่จะขอรับรายงานประจำปี 2561 เป็นรูปเล่ม ผู้ถือหุ้นสามารถแจ้งความจำนงขอรับได้โดยกรอกข้อมูลของท่านให้ชัดเจน และส่งโทรสารกลับมายังหมายเลข 02-642-6092 หรือส่งมาที่ email: [secretary@ksigroup.com](mailto:secretary@ksigroup.com) บริษัทฯ จะดำเนินการจัดส่งรายงานประจำปี 2561 ให้ท่านทางไปรษณีย์

Khon Kaen Sugar Industry Public Company Limited (the "Company") would like to inform that any Shareholder who wants a printed copy of Annual Report 2019 may fill in the blank form below and return this form by Fax No: 02-642-6092 or email: [secretary@ksigroup.com](mailto:secretary@ksigroup.com) The Company will be pleased to send the Annual Report 2019 to the Shareholder by post.

ชื่อผู้ถือหุ้น .....

Name of Shareholder

ที่อยู่ .....

Address .....

โทรศัพท์ .....

Telephone: .....

E-mail address: .....