



**The Annual General Meeting of
Shareholders for the Year 2019, No. 1/2020**

Khon Kaen Sugar Industry Public Company Limited

Tuesday, February 25, 2020, at 09.30 am.

(Registration at 08:30 am.)

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

NO GIFTS ARE DISTRIBUTED IN THE MEETING



No. CS 002/2020

January 14, 2020

Subject: Invitation to the 2019 Annual General Meeting of Shareholders, No. 1/ 2020

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 2019, No. 1/2020
 3. Curricula vitae of the persons nominated to be directors in replacement of those whose terms have ended
 4. Profiles of the proposed Auditors for the year 2020
 5. Qualifications of independent directors and responsibilities of each committee
 6. Proxy forms A, B, and C (Custodian)
 7. Conditions, rules and procedure for attending the meeting
 8. Names and profiles of independent directors proposed as proxies of shareholders
 9. The Company's Articles of Association regarding shareholders' meetings
 10. Map of the meeting venue
 11. QR Code Downloading Procedures for the 2019 Annual Report
 12. Request Form for the printed copy of the annual report

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 2019, No.1/ 2020 on Tuesday, February 25, 2020, at 09.30 a.m. at Kamolthip 2-3 Ballroom, 2nd 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 2019

Objective and rationale: The operating results of the Company and other important information for the year 2019 are included in the annual report 2019. This agenda will consist of two parts, i.e., (1) the Company’s implementation of the resolution of the 2018 Annual Shareholders’ Meeting No. 1/ 2019 on Friday, February 22, 2019, (2) the Company’s operating results in 2019.

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 2019.

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 Statement for the year ending October 31, 2019

Objective and rationale: The Statement of Financial Position and Profit and Loss Statement for the year ending October 31, 2019, as shown in the Company's Annual Report, have been audited by the auditor and duly approved by the Audit Committee and the Board of Directors.

The Board's Opinion: The Board finds it appropriate for the Meeting to approve the Statement of Financial Position and Profit and Loss Statement for the year ending October 31, 2019 which have been audited by the auditor and duly approved by the Audit Committee and the Board of Directors. The Statement of Financial Position and Profit and Loss Statement show the financial standings and operating results of the Company in 2019, which are summarized as follows:

Statement of Financial Position and Profit and Loss Statement of Khon Kaen Sugar Industry PLC and its subsidiaries

(Unit : Million Baht)	Consolidated Financial Statement		Separated Financial Statement	
	Year 2019	Year 2018	Year 2019	Year 2018
Total assets	44,121	45,542	30,058	31,255
Total liabilities	25,100	26,903	21,720	22,387
Total revenues	17,855	17,813	11,224	9,819
Profit before interest and income tax expenses	1,689	1,702	326	(88)
Net profit	822	848	(238)	(566)
Earnings per share	0.19	0.19	(0.054)	(0.128)

Details are shown in the Financial Statement of the Company's Annual Report 2019 which has been delivered to the shareholders together with this in Attachment 11.

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 dividends at a rate of not less than 50 % of net income after corporate income tax and legal reserves of separate financial statement, if there is no necessity for the use of the money, and if the dividend payment does not have an adverse effect on corporate operations significantly. Factors that are considered include corporate operation results, financial position, liquidity, and business expansion plans, etc. The dividend payment requires approval from corporate shareholders and/or the Board of Directors.

The Statement of Financial Position shows that Khon Kaen Sugar Industry PCL has net loss (separated financial statement) of 2019 of THB 237,932,942. However, the Company deems it appropriate to pay dividend in form of cash for the year 2019 to shareholders at the value of THB 0.05 per share, of the amount not exceeding THB 220,511,631, or equal to 26.84 percent of net profit of Consolidated Financial Statement. The payment of dividend is consistent with the dividend policy. The dividend shall be paid from a portion of accumulated profit derived from a business that was granted corporate tax exemption. The dividend to be paid to shareholders who are ordinary persons shall be subject to withholding tax and non-tax credit.

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

Comparison of Dividend Payment in 2017 - 2019

Details of Dividend Payment	2019	2018	2017
1. Net profit (million Baht) of Consolidated Financial Statement	822	848	1,970
2. Net profit (million Baht) of Separated Financial Statement	(238)	(566)	1,311
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	0.05
5. Total dividend payment (million Baht)	220.51	220.51	220.51
6. Percentage of dividend to net profit (percent of Consolidated Financial Statement)	26.84	26.00	11.19
7. Percentage of dividend to net profit (percent of Separated Financial Statement)	(dividend paid from accumulated profit)	(dividend paid from accumulated profit)	16.81

The Board's Opinion: The Board recommends the Meeting of Shareholders to consider and approve the dividend payment of 2019 in form of cash at THB 0.05 per share, of the amount not exceeding THB 220,511,631, or equal to 26.84 percent of net profit of Consolidated Financial Statement. The payment of dividend is consistent with the dividend policy. The dividend shall be paid from a portion of accumulated profit derived from a business that was granted corporate tax exemption. The dividend to be paid to shareholders who are ordinary persons shall be subject to withholding tax and non-tax credit. The Company has fully allocated the profit, which is not less than ten percent of the registered capital, as legal reserve.

The record date of the Share Register for the right to receive the dividend will be on March 5, 2020. The dividend payment shall be made on March 20, 2020.

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 2019, there are seven directors whose terms have ended as follows:

1) Mr. Thawatchai	Rojanachotikul	Director
2) Ms. Intira	Sukhanindr	Director
3) Mr. Somchai	Chinthammit	Director
4) Mr. Tachpong	Pakornsiriwongse	Director
5) Mr. Somchart	Chinthammit	Director
6) Mr. Chanachai	Chutimavoraphand	Director
7) Mr. Supachai	Rakpanitmanee	Independent Director

Through the company’s website posted during October 1, 2019 - November 30, 2019, the Company has invited all shareholders to propose the meeting agendas and nominate qualified people for the directorship in line with regulations. However, there is neither a proposal of meeting agenda nor director nomination submitted to the Company. The Nomination and Remuneration Committee, takes into account the qualifications of directors, past performance and benefits to the Company and finds it appropriate to propose the present seven directors whose terms have ended to serve as directors for another term

The Board’s Opinion: The Board members, not including interested directors, are ensured that the nominated persons have been considered by the Nomination and Remuneration Committee that all of them possess the qualifications which suit the Company’s business; and have performed well during their directorship using their knowledge, experience and expertise to give useful suggestions for the Company’s business both in terms of economic aspect and sustainability aspect. The nominated seven persons do not undertake directorship or executive post in other businesses which may cause conflict of interest with the Company. The Board of Directors, therefore, finds it appropriate for the Meeting to re-elect the seven present 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.”

The Nomination and Remuneration Committee has conducted the survey on the directors' and subcommittees' remuneration for the year 2019, taking into account the scope of responsibilities and performance of the directors by using a comparison with other companies in the same industry having the same capacity and nature of business, and a report on the directors' remuneration conducted by the Thai Institute of Directors (IOD). Therefore, it is deemed appropriate to propose the 2019 AGM to consider and approve the directors' remuneration for the year 2020 as follows:

1. Remuneration of Director (monthly)			
Board / Committee	Position	2020 (Proposed)	2019 (Proposed)
Board of Directors	Chairman of Board of Directors	30,000 bath/month	30,000 bath/month
Board of Directors	Directors	25,000 bath/month	25,000 bath/month
Audit Committee	Chairman of Audit Committee	30,000 bath/month	30,000 bath/month
2. Remuneration of Director (yearly bonus)			
Board of Directors	Chairman	Not exceeding 6 months x monthly remuneration (6x30,000 = 180,000 baht per year)	Not exceeding 6 months x monthly remuneration (6x30,000 = 180,000 baht per year)
Board of Directors	Directors	Not exceeding 6 months x monthly remuneration (6x25,000 = 150,000 baht per year)	Not exceeding 6 months x monthly remuneration (6x25,000 = 150,000 baht per year)
3. Remuneration of Sub-Committee (meeting allowance/meeting)			
Audit Committee	Chairman	7,200 THB/ meeting	7,200 THB/ meeting
	Directors	6,000 THB/ meeting	6,000 THB/ meeting
Risk Management Committee	Chairman	7,200 THB/ meeting	7,200 THB/ meeting
	Directors	6,000 THB/ meeting	6,000 THB/ meeting
Nomination and Remuneration Committee	Chairman	7,200 THB/ meeting	7,200 THB/ meeting
	Directors	6,000 THB/ meeting	6,000 THB/ meeting
Corporate Governance Committee	Chairman	7,200 THB/ meeting	7,200 THB/ meeting
	Directors	6,000 THB/ meeting	6,000 THB/ meeting
4. Other Benefits:			
		-No-	-No-
Total Proposed Remuneration for 21 directors		9,630,000.- THB	9,630,000.- THB
Total Actual Payment		-	8,360,000.- THB

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

The Board's Opinion: The Board of Directors recommends the Meeting to approve the remunerations and allowances for the Board 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 2020

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 Capital Market Supervisory Board No. Tor Jor 75/2561 Re: Criteria, Conditions and Reporting Method regarding the Disclosure of Financial Status and Operating Results of the Company issuing Securities (effective 1 January B.E. 2562) prescribes a company to rotate an auditor in case the same auditor has performed his/her duty for 7 accounting years; provided that the company may appoint the auditor after 5 consecutive accounting year.

The Board's Opinion:The Board of Directors agrees with the recommendation of the Audit Committee to select Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as auditor firm of the Company. The firm has good knowledge and experience in accounting audit and has performed its mission in accordance with the scope of duty as well as consistently provided advice and suggestion to the Company. The service of the firm meets the Company's satisfaction and its qualifications are in line with the relevant rules and regulations. The auditor firm and the auditors have no relationship or interest with the Company/ subsidiaries/ executives/ major shareholders or a persons 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 2020

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

Profiles of the proposed Auditors for the year 2020 are shown in Attachment 4.

As for the subsidiaries, the Board shall supervise a timely making of financial statements accordingly.

2. Approve the audit fee in the amount of THB 2,780,000.- The fees include the audit service for the Company’s consolidated financial statements and separated financial statements for the accounting period ending October 31, 2020.

Details of the audit fee are as follows:

(Unit : Baht)	2020 (Proposed)	2019 (Proposed)
Annual Financial Statements	1,535,000.-	1,485,000.-
Financial Statements in Three Quarters	1,245,000.-	1,230,000.-
Non-Audit Fee	-No-	-No-
Total	2,780,000.-	2,715,000.-

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: To approve the amendment of Memorandum of Association and cancellation of Clause (18) of the Company's objectives:

Objectives and rationale: The Company’s Memorandum of Association provides an objective in Clause (18) “.....” However, the Company does not operate such business and the objective would cause adverse effect to a shareholder who wants to hold a political position because the Constitution B.E. 2560 provides that a person who runs for House of Representatives or who becomes a senator or a minister must not be the owner or the shareholder of newspaper business or any mass media (Articles 98(3), 108 b. (1), 160). The Memorandum of Association should, therefore, be amended by cancelling Clause (18).

The Board’s Opinion: The Board finds it appropriate for the Meeting to approve the amendment of the Memorandum of Association and the cancellation of the Company’s Objective Clause (18): “Doing press business, printing books, printing books for sale and issue newspaper” because the Company does not operate such business and the objective would cause adverse effect to a shareholder who wants to hold political position as the Constitution B. E. 2560 provides that a person who runs for House of Representatives or who becomes a senator or a minister or other positions must not be the owner or the shareholder of newspaper business or any mass media.

Required Voting: Not less than three-fourths (3/4) of the votes of the shareholders who attend the meeting and cast their votes.

Agenda 8: Other matters (if an)

You are cordially invited to attend the 2019 Annual General Shareholders Meeting, No. 1/2020 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 6** 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. Please see **Attachment 7** 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) from January 23, 2020. For any queries, please forward your questions (if any) to E-mail address: secretary@kslgroup.com or the Company's address.
2. Should you need the printed Annual Report, please fill in the request form **Attachment 12**

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/ 2019 held on Friday 22 February 2019 (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 (20 pages) within 14 days as from the previous meeting on the Company’s website (www.ksigroup.com) since March 8, 2019 and informed the Stock Exchange of Thailand to disclose the matter to public on March 8, 2019. 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. 1/2019 on 22 February 2019.

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. 1/2020 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 2018 Annual General Meeting, No. 1/ 2019

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 2019, 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 2018, No. 1/2019**

Khon Kaen Sugar Industry Public Company Limited
Friday, February 22, 2019

At Kamolthip 2-3 Ballroom , 2nd Floor, The Sukosol Hotel No.477, Sriyudhya Road,
Thanonphayathai Sub-district, Rajthevi District, Bangkok

Agenda 1: To Acknowledge the Operating Results of the Company for the Year 2018

The Meeting acknowledged (1) the implementation in accordance with the Resolution of the Annual General Meeting of 2017, No.1/2018 on Tuesday, February 20, 2018 and (2) the Operating Results of the Company for the Year 2018.

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, 2018

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, 2018.

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 2018 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 2019

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 2019 and (2) the audit fee of THB 2,715,000 for the year ended October 31, 2019.

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)**

Name	Mr.Thawatchai Rojanachotikul
Age	67 Years
Proposed Position	Director
Current Position	Director and Executive Director (Authorized signatory) Vice President - Administration
Date of Appointment as a Director	26 February 2004 (5 terms / 15 years) (Should he be re-elected as a director, his entire tenure will be 18 years)
Education/Training	BBA in Business Administration, Auckland Technical institute, New Zealand
Director Training	Director Accreditation Program (DAP) (17/2004) by Thai Institute of Directors (IOD)
Expertise	Business Mgmt. Food & Beverage Marketing & Business Development
Number of company share, including those held by spouse and children (as of 31 October 2019)	59,103,860 shares (1.34% of shares with voting right)



Meeting Attendance in the year 2019 :

- 1.Board of Directors Meeting : 8/8 (equivalent to 100%)
- 2.Executive Board : 9/12(equivalent to 75%)
- 3.The Annual General Meeting of Shareholders for the year 2018 No. 1/2019 :1/1 (equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company	Non-Listed Company / Entity	Position in rival company/ connected business which may cause conflict of interest
-None-	<p align="center">(11)</p> <p>Since 1996, Director of KSL affiliated sugar companies:</p> <ul style="list-style-type: none"> - New Krung Thai Sugar Factory Co., Ltd. - Tamaka Sugar Industry Co., Ltd. - New Kwang Soon Lee Sugar Factory Co., Ltd <p>Since 2006, Director, Savannakhet Sugar Corporation</p> <p>Since 2006, Director, KSL Agro and Trading Co., Ltd.</p> <p>Since 2006, Director, TFI Green Biotech Co., Ltd.</p> <p>Since 2000, Director, and Assistant Managing Director Thai Fermentation Industry Co., Ltd.</p> <p>Since 1998, Director, KSL Export Trading Co., Ltd.</p> <p>Since 1989, Director, Champion Fermentation Co., Ltd.</p> <p>Since 1989, Director, KSL Real Estate Co., Ltd.</p> <p>Since 1987, Director, Chengteh Chinaware (Thailand) Co., Ltd.</p>	-None-

Family Relation to other directors/ executives/ major shareholders (None)

Criteria for the Nomination and Appointment of Directors

Mr. Thawatchai Rojanachotikul has passed the screening process of the Board of Directors considers that his qualifications suit the Company's business and meet the qualifications required by applicable laws. The Board of Directors agrees to propose that the Annual General Meeting of Shareholders elect **Mr. Thawatchai Rojanachotikul** director for another term.

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



Name Ms.Intira Sukhanindr
Age 73 Years
Proposed Position Director
Current Position Director and Executive Director (Authorized signatory)
Senior Vice President - Business Development
Date of Appointment as a Director
25 June 2010
(3 terms / 9 years)
(Should she be re-elected as a director, her entire tenure will be 12 years)
Education / Training Certificate of Secretary, Melbourne, Australia
Director Training Director Accreditation Program (DAP) (50/2006)
by Thai Institute of Directors (IOD)
Expertise Business Mgmt.
Food & Beverage
Marketing & Business Development
Number of company share, including those held by spouse and children(as of 31 October 2019)
25,471,699 shares (0.58% of shares with voting right)

Meeting Attendance in the year 2019 :

- 1.Board of Directors Meeting : 8/8 (equivalent to 100%)
- 2.Executive Board :12/12 (equivalent to 100%)
- 3.The Annual General Meeting of Shareholders for the year 2018 No. 1/2019 :1/1 (equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company	Non-Listed Company / Entity	Position in rival company/ connected business which may cause conflict of interest
(1) Since 2005, Director- Sub Sri Thai PCL	(8) Since 2010, Director of KSL affiliated sugar companies: - New Krung Thai Sugar Factory Co., Ltd. - Tamaka Sugar Industry Co., Ltd. - New Kwang Soon Lee Sugar Factory Co., Ltd Since 2010, Director, KSL Agro and Trading Co., Ltd. Since 2010, Director, Khon Kaen Sugar Power Plant Co., Ltd. Since 2007, General Manager, KSL Export Trading Co., Ltd. Since 2004, Director, Thai Fermentation Industry Co., Ltd. Since 2003, Director, Champion Fermentation Co., Ltd.	-None-

Family Relation to other directors/ executives/ major shareholders

Elder sister of President & CEO

Criteria for the Nomination and Appointment of Directors

Ms. Intira Sukhanindr has passed the screening process of the Board of Directors considers that her qualifications suit the Company's business and meet the qualifications required by applicable laws. The Board of Directors agrees to propose that the Annual General Meeting of Shareholders elect **Ms. Intira Sukhanindr** director for another term.

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



Name Mr.Somchai Chinthammit
Age 68 Years
Proposed Position Director
Current Position Director and Executive Director
 Assistant Vice President - Office of President
Date of Appointment as a Director
 26 February 2004
 (5 terms / 15 years)
 (Should he be re-elected as a director, his entire tenure will be 18 years)
Education / Training Certificate Mini MBA, Thammasat University Diploma, Computer
 College, Germany
Director Training Director Accreditation Program (DAP) (17/2004)
 by Thai Institute of Directors (IOD)
Expertise Business Mgmt.
 Food & Beverage
 Finance
Number of company share, including those held by spouse and children(as of 31 October 2019)
 114,488,691 shares (2.60% of shares with voting right)

Meeting Attendance in the year 2019

- 1.Board of Directors Meeting :8/8(equivalent to 100 %)
- 2.Executive Board :12/12 (equivalent to 100 %)
- 3.The Annual General Meeting of Shareholders for the year 2018 No. 1/2019 :1/1(equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company	Non-Listed Company/Entity	Position in rival company/ connected business which may cause conflict of interest
<p align="center">(2)</p> Since 2008, Director- TS Flour Mill PLC. Since 2008, Director - Thai Sugar Terminal PLC	<p align="center">(10)</p> Since 1996, Director of KSL affiliated sugar companies: - New Krung Thai Sugar Factory Co., Ltd. - Tamaka Sugar Industry Co., Ltd. - New Kwang Soon Lee Sugar Factory Co., Ltd Since 2008, Director, TS Warehouse Co., Ltd. Since 2008, Director, TS G Trading Co., Ltd. Since 2008, Director, TS Oil Industry Co., Ltd. Since 2008, Director, TS Transport and Logistic Co., Ltd. Since 2003, Director, Champion Fermentation Co., Ltd. Since 2003, Director, Khon Kaen Sugar Power Plant Co., Ltd. Since 1981, Director, Thai Fermentation Industry Co., Ltd.	<p align="center">-None-</p>

5-Year Past Experiences and/or Remarkable Positions

2003 - 2015, Director, KSL Green Innovation PCL.

Family Relation to other directors/ executives/ major shareholders:

Younger brother of President & CEO

Criteria for the Nomination and Appointment of Directors

Mr. Somchai Chinthammit has passed the screening process of the Board of Directors considers that his qualifications suit the Company's business and meet the qualifications required by applicable laws. The Board of Directors agrees to propose that the Annual General Meeting of Shareholders elect

Mr. Somchai Chinthammit director for another term.

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



Name Mr.Tachpong Pakornsiriwongse
Age 70 Years
Proposed Position Director
Current Position Director and Executive Director
 Assistant Vice President - Office of President

Date of Appointment as a Director

26 February 2004
 (5 terms / 15 years)
 (Should he be re-elected as a director, his entire tenure will be 18 years)

Education / Training

Certificate in Financial Management, Chulalongkorn University

Director Training

Director Accreditation Program (DAP) (21/2004)
 by Thai Institute of Directors (IOD)

Expertise

Business Mgmt.
 Food & Beverage
 Marketing & Business Development

Number of company share, including those held by spouse and children(as of 31 October 2019)

158,162 shares (0.004% of shares with voting right)

Meeting Attendance in the year 2019

- 1.Board of Directors Meeting : 6/8 (equivalent to 75 %)
- 2.Executive Board :.11/12 (equivalent to 92 %)
- 3.The Annual General Meeting of Shareholders for the year 2018 No. 1/2019 :1/1(equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company	Non-Listed Company/Entity	Position in rival company/ connected business which may cause conflict of interest
-None-	(5) Since 2004, Director of KSL affiliated sugar companies: - New Krung Thai Sugar Factory Co., Ltd. - Tamaka Sugar Industry Co., Ltd. - New Kwang Soon Lee Sugar Factory Co., Ltd. Since 2007, Director, KSL Sugar Holding Co., Ltd. Since 2004, Director, Koh Kong Plantation Co., Ltd.	-None-

Family Relation to other directors/ executives/ major shareholders (None)

Criteria for the Nomination and Appointment of Directors

Mr.Tachpong Pakornsiriwongse has passed the screening process of the Board of Directors considers that his qualifications suit the Company's business and meet the qualifications required by applicable laws. The Board of Directors agrees to propose that the Annual General Meeting of Shareholders elect

Mr. Tachpong Pakornsiriwongse director for another term.

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



Name	Mr.Somchart Chinthammit
Age	62 Years
Proposed Position	Director
Current Position	Director (Non - Executive Director) Corporate Governance Committee
Date of Appointment as a Director	26 February 2004 (5 terms /15 years) (Should he be re-elected as a director, his entire tenure will be 18 years)
Education / Training	MIM in Marketing, Thammasat University MBA./Marketing, Chulalongkorn University B.Eng in Mechanical, King Mongkut's University of Technology Thonburi
Director Training	Director Accreditation Program (DAP) (17/2004) by Thai Institute of Directors (IOD) Directors Certification Program (DCP) (55/2005) by Thai Institute of Directors (IOD) Audit Committee Program (ACP) (8/2005) by Thai Institute of Directors (IOD)
Expertise	Food & Beverage Government & Gov Relations Corporate Governance
Number of company share, including those held by spouse and children(as of 31 October 2019)	25,102,773 shares (0.57% of shares with voting right)
Meeting Attendance in the year 2019	
1.Board of Directors Meeting :	6/8 (equivalent to 75 %)
2.Corporate Governance Meeting :	2/3 (equivalent to 75 %)
3.The Annual General Meeting of Shareholders for the year 2018 No. 1/2019 :	1/1(equivalent to 100%)

Directorship or Management Position in other companies / entities


Listed Company	Non-Listed Company/Entity	Position in rival company/ connected business which may cause conflict of interest
<p>(1) Since 2005, Independent Director and Audit Committee -UOB Kay Hian Securities (Thailand) PLC.</p>	<p>(9) Since 2004, Director of KSL affiliated sugar companies - New Krung Thai Sugar Factory Co., Ltd. - Tamaka Sugar Industry Co., Ltd. - New Kwang Soon Lee Sugar Factory Co., Ltd. Since 2018, Director, Chinpongsawat Co., Ltd. Since 2005, Director, Boathouse Huahin Co., Ltd. Since 2005, Managing Director, Top Blend International Co., Ltd. Since 1989, Director, Phongwilai Co.,Ltd. Since 1988, Director & Deputy Managing Director, (DMD) Bangkok Interfood Co., Ltd. Since 1988, Director & Managing Director , Thai Flour Industry Co., Ltd.</p>	<p>-None-</p>

Family Relation to other directors/ executives/ major shareholders (None)

Criteria for the Nomination and Appointment of Directors

Mr. Somchart Chinthammit has passed the screening process of the Board of Directors considers that his qualifications suit the Company's business and meet the qualifications required by applicable laws. The Board of Directors agrees to propose that the Annual General Meeting of Shareholders elect **Mr. Somchart Chinthammit** director for another term.

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

Name	Mr.Chanachai Chutimavoraphand	
Age	48 Years	
Proposed Position	Director	
Current Position	Director and Executive Director (Authorized signatory)	
Date of Appointment as a Director	1 April 2017 (1 terms /3 years) (Should he be re-elected as a director, his entire tenure will be 6 years)	
Education / Training	Bachelor of Law, Chulalongkorn University Master Degree of Business Administration, Tennessee University, U.S.A. Master Degree of Arts, Business Law, Chulalongkorn University Bachelor Degree, Electrical Engineering, Chulalongkorn University Orientation Course - CFO Focus on Financial Reporting, Federation of Accounting Professions CFA Charter holder, Association for Investment Management and Research (AIMR)	
Director Training	Certificate of Director Accreditation Program (DAP 37/2005) by Thai Institute of Directors (IOD)	
Expertise	Accounting Finance Legal & Tax	

Number of company share, including those held by spouse and children (as of 31 October 2019)
115,355,499 shares (2.62% of shares with voting right)

Meeting Attendance in the year 2019
1.Board of Directors Meeting : 7/8 (equivalent to 88 %)
2.Executive Board :11/12 (equivalent to 92 %)
3.The Annual General Meeting of Shareholders for the year 2018 No. 1/2019 :1/1(equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company	Non-Listed Company/Entity	Position in rival company/ connected business which may cause conflict of interest
(2) Since 2000, CEO- Thai Sugar Terminal PCL Since 2000, Director and Executive Director TS Flour Mill PCL	(9) Since 2004, Director of KSL affiliated sugar companies - New Krung Thai Sugar Factory Co., Ltd. - Tamaka Sugar Industry Co., Ltd. - New Kwang Soon Lee Sugar Factory Co., Ltd. Since October 2017, Director, BBGI PCL.	-None-

Listed Company	Non-Listed Company/Entity	Position in rival company/ connected business which may cause conflict of interest
	Since 2016, Director, WSP Logistics Co., Ltd Since March 2014, Director, KSL Real Estate Co., Ltd. Since 2006, Director, Koh Kong Sugar Industry Co., Ltd. Since 2006, Director, Savannakhet Sugar Corporation Since 1996, Director, Onnuch Construction Co., Ltd.	-None-

5-Year Past Experiences and/or Remarkable Positions

2003 - June 2016, Director- KSL Material Supplies Co., Ltd.

2002 - April 2019, Director, KSL Green Innovation PCL.

Family Relation to other directors/ executives/ major shareholders

Nephew of President & CEO

Criteria for the Nomination and Appointment of Directors

Mr.Chanachai Chutimavoraphand has passed the screening process of the Board of Directors considers that his qualifications suit the Company's business and meet the qualifications required by applicable laws. The Board of Directors agrees to propose that the Annual General Meeting of Shareholders elect **Mr. Chanachai Chutimavoraphand** director for another term.

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

Name Mr.Supachai Rakpanitmanee
Age 61 Years
Proposed Position Director
Current Position Independent Director, Nomination and
 Remuneration Committee
 Risk Management Committee



Date of Appointment as a Director 20 December 2019 (2 Months)
 (Should he be re-elected as a director, his entire tenure will be 3 years)
Education / Training Master of Engineering (Water Resources), Asian Institute of Technology
 Bachelor of Engineering , Civil Engineering , Chulalongkorn University
Expertise Business Mgmt.
 Food & Beverage
 Marketing & Business Development

Number of company share, including those held by spouse and children(as of 31 October 2019)(None)
Directorship or Management Position in other companies / entities

Listed Company	Non-Listed Company/Entity	Position in rival company/ connected business which may cause conflict of interest
-None-	(2) Since 1990, Chairman, Panya consultants.Co.,Ltd. Since 2008, Director, Pann Corporation Co.Ltd.	-None-

Family Relation to other directors/ executives/ major shareholders (None)

Criteria for the Nomination and Appointment of Directors

Mr.Supachai Rakpanitmanee has passed the screening process of the Board of Directors considers that his qualifications suit the Company's business and meet the qualifications required by applicable laws. The Board of Directors agrees to propose that the Annual General Meeting of Shareholders elect **Mr.Supachai Rakpanitmanee** director for another term.

Profiles of the proposed Auditors for the year 2020
(from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.)

1.1 Ms. Juntira Juntrachaichoat	
CPA No.	6326
Education	<ul style="list-style-type: none"> - Master degree in Management in finance from College of Management, Mahidol University - Bachelor degree in Accounting from Chulalongkorn University
Experiences	<ul style="list-style-type: none"> - Know-how in the audit of capital market-orientated companies in Thailand (SET) and international (e.g. NYSE, NIKKEI) - Professional experience in the audit of international clients, complex corporate structures with focus on proven expertise in IFRS, US GAAP, Japan GAAP and LOCAL GAAP and consolidated group accounting - Extensive experience auditing the many large local and multinational companies in life science and healthcare, consumer business, and manufacturing industries - Lead Audit Transformation and Innovations for Thailand practice
1.2 Ms. Wimolporn Boonyusthian	
CPA No.	4067
Education	<ul style="list-style-type: none"> - Master of Business Administration, Thammasat University, Bangkok, Thailand - Bachelor of Accountancy (2nd class honours), Chulalongkorn University, Bangkok, Thailand
Experiences	<p>Wimolporn is an Audit Partner with Deloitte in Thailand. She has over 30 years of experience in the auditing profession and experience in advising clients including an 18-month audit secondment with Deloitte in the United States of America. She has extensive experience auditing the financial statements of many large Thai companies including companies listed on the Stock Exchange of Thailand and of numerous multinational firms in energy, manufacturing industries, automotive and consumer business.</p>

1.3 Ms. Duangrudee Choochart	
CPA No.	4315
Education	<ul style="list-style-type: none"> - Executive Master of Management from SASIN Graduate Institute of Business Administration of Chulalongkorn University, Thailand - Bachelor of Accounting from Thammasat University, Thailand
Experiences	<ul style="list-style-type: none"> - From 1990 up to Present - Current position: Audit Partner - Over 20 year experience in the auditing profession. Duangrudee has provided services to companies in a number of industries including manufacturing, trading and service sectors. Experience on working with Deloitte in the United States of America for Deloitte's Strategic Career Development Program, an international assignment for 18 months. - Responsible for Engagement Quality Control, Risk and Reputation and Compliance.

1.4 Mr. Choopong Surachutikarn	
CPA No.	4325
Education	<ul style="list-style-type: none"> - Master's degree in Finance, University of Illinois, USA - Bachelor's degree in Accounting, Chulalongkorn University, Thailand
Experiences	<ul style="list-style-type: none"> - 2000 – Present - Current position: Audit Partner

All four auditors proposed for appointment as mentioned above have ***neither*** relationship nor interest of transaction with the Company, the Company's subsidiaries, the executives, major shareholders or any persons related thereto.

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.

อากรแสตมป์ 20 บาท
Duty Stamp 20 Baht

สิ่งที่ส่งมาด้วย 6
Attachment 6

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.....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 โปรดดูข้อมูลตาม สิ่งที่ส่งมาด้วย 8

or the shareholder may appoint an independent director of the company to be the proxy, please see details in **Attachment 8**

ชื่อ นายวรภัทร โทธนะเกษม กรรมการอิสระ/ประธานกรรมการกำกับดูแลกิจการ
อายุ 71 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400
(Name) Mr.Warapatr Todhanakasem , Independent Director/ Chairman of Corporate Governance Committee
Age 71 years, residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400
หรือ (or)

ชื่อ พล.ต.อ.บุญเพ็ญ บำเพ็ญบุญ กรรมการอิสระ/ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน
อายุ 75 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400
(Name) Pol.Gen.Boonpen Bumpenboon , Independent Director/Chairman of Nomination and Remuneration Committee
Age 75 years, residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ครั้งที่ 1/2563 ในวันอังคารที่ 25 กุมภาพันธ์ พ.ศ. 2563 เวลา 09.30 น. ณ ห้องกมลทิพย์ 2-3 ชั้น 2 โรงแรมเดอะสุโกศล เลขที่ 477 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพมหานคร หรือที่ ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the year 2019, No.1/2020 on Tuesday, February 25, 2020 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น 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 และวิธีปฏิบัติในการเข้าร่วมประชุมตาม สิ่งที่ส่งมาด้วย 7

Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Attachment 7.

แบบหนังสือมอบฉันทะ แบบ ข.(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดยึดชัดเจนตายตัว)
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 8

or the shareholder may appoint an independent director of the company to be the proxy, please see details in **Attachment 8**

ชื่อ นายวรภัทร โตธนะเกษม กรรมการอิสระ/ประธานกรรมการกำกับดูแลกิจการ

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

(Name) Mr.Warapatr Todhanakasem , Independent Director/ Chairman of Corporate Governance Committee

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

หรือ (or)

ชื่อ พล.ต.อ.บุญเพิ่ม บำเพ็ญบุญ กรรมการอิสระ/ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน อายุ 75 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400
(Name) Pol.Gen.Boonpen Bumpenboon , Independent Director/Chairman of Nomination and Remuneration Committee
Age 75 years, residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ครั้งที่ 1/2563 ในวันอังคารที่ 25 กุมภาพันธ์ พ.ศ. 2563 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 2019, No.1/2020 on Tuesday, February 25, 2020, 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 2562

Agenda 1: To acknowledge the Operating Results of the Company for the year 2019

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2562

Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 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 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. นายธวัชชัย โจรนะโชติกุล (Mr.Thawatchai Rojanachotikul)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นางอินทิรา สุขะนินทร์ (Ms.Intira Sukhanindr)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายสมชาย ชินธรรมมิตร (Mr.Somchai Chinthammit)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

4. นายรัชชพงษ์ ภากรศิริวงศ์ (Mr.Tachpong Pakornsiriwongse)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

5. นายสมชาติ ชินธรรมมิตร (Mr.Somchart Chinthammit)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

6. นายชนะชัย ชุติมาวรพันธ์ (Mr.Chanachai Chutimavoraphad)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

7. นายศุภชัย รักพานิชมนี (Mr.Supachai Rakpanitmanee)

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณาอนุมัติค่าตอบแทนกรรมการ

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 2563

Agenda 6: To consider and approve the appointment of auditor and audit fee for the year 2020

- (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. พิจารณาอนุมัติแก้ไขหนังสือบริคณห์สนธิโดยยกเลิกวัตถุประสงค์ข้อ (18)

Agenda 7: To approve the amendment of Memorandum of Association and cancellation of Clause (18) of the Company's objectives

- (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 8 เรื่องอื่น ๆ

Agenda 8: 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น 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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 และวิธีปฏิบัติในการเข้าร่วมประชุมตาม สิ่งที่ส่งมาด้วย 7

Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting Attachment 7

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Continuation of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ครั้งที่ 1/2563 ในวันอังคารที่ 25 กุมภาพันธ์ พ.ศ. 2563 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 2019, No.1/2020 on Tuesday, February 25, 2020, 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

.....
 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 ไม่เห็นด้วย งดออกเสียง
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 ไม่เห็นด้วย งดออกเสียง
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 ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

อากรแสตมป์ 20 บาท
Duty Stamp 20 Baht

สิ่งที่ส่งมาด้วย 6
Attachment 6

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

บริษัท น้ำตาลขอนแก่น จำกัด (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 โปรดดูข้อมูลตาม สิ่งที่ส่งมาด้วย 8

or the shareholder may appoint an independent director of the company to be the proxy, please see details in Attachment 8

ชื่อ นายวรภัทร โดธนะเกษม กรรมการอิสระ/ประธานกรรมการกำกับดูแลกิจการ

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

(Name) Mr.Warapatr Todhanakasem , Independent Director/ Chairman of Corporate Governance Committee

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

หรือ (or)

ชื่อ พล.ต.อ.บุญเพ็ญ บำเพ็ญบุญ กรรมการอิสระ/ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน

อายุ 75 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Pol.Gen.Boonpen Bumpenboon , Independent Director/Chairman of Nomination and Remuneration Committee

Age 75 years, residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ครั้งที่ 1/2563 ในวันอังคารที่ 25 กุมภาพันธ์ พ.ศ. 2563 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 2019, No.1/2020 on Tuesday, February 25, 2020, 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 2562

Agenda 1: To acknowledge the Operating Results of the Company for the year 2019

5. นายสมชาติ ชินธรรมมิตร (Mr.Somchart Chinthammit)

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

6. นายชนะชัย ชูติมาวรินทร์ (Mr.Chanachai Chutimavoraphad)

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

7. นายศุภชัย รักพานิชมนณี (Mr.Supachai Rakpanitmanee)

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

วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการ

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 2563

Agenda 6: To consider and approve the appointment of auditor and audit fee for the year 2020

- (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. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิโดยยกเลิกวัตถุประสงค์ข้อ (18)

Agenda 7: To approve the amendment of Memorandum of Association and cancellation of Clause (18) of the Company's objectives

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

วาระที่ 8 เรื่องอื่น ๆ

Agenda 8: 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมวันแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.

ลงชื่อผู้มอบฉันทะ
Signature (.....) Shareholder

ลงชื่อผู้รับมอบฉันทะ
Signature (.....) Proxy

ลงชื่อผู้รับมอบฉันทะ
Signature (.....) Proxy

ลงชื่อผู้รับมอบฉันทะ
Signature (.....) Proxy

หมายเหตุ/ Remarks:

1. หนังสือมอบฉันทะแบบ C 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตัวแบบหนังสือมอบฉันทะแบบ 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. **โปรดส่งเอกสารที่ครบถ้วนภายในวันอังคารที่ 18 กุมภาพันธ์ 2563**

The Custodian using Proxy Form C is requested to kindly submit relevant documents **within Tuesday, February 18, 2020.**

ใบประจำต่อแบบหนังสือมอบฉันทะแบบค.

Continuation of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ครั้งที่ 1/2563 ในวันอังคารที่ 25 กุมภาพันธ์ พ.ศ. 2563 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 2019, No.1/2020 on Tuesday, February 25, 2020, at 09.30 am.
at Kamolthip 2-3 Ballroom, 2nd 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:

<p style="text-align: center;">Mr. Warapatr Todhanakasem</p> <p>Independent Director/Chairman of Corporate Governance Committee At 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400</p>	<p style="text-align: center;">Pol.Gen.Boonpen Bumpenboon</p> <p>Independent Director/Chairman of Nomination and Remuneration Committee At 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400</p>
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Additional information of independent directors is detailed in **Attachment 8.**

A shareholder may use a Form of Proxy as shown in **Attachment 6.**

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 6** 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, 22nd 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 **Tuesday February 18, 2020.**

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 2019 No.1/2020 was posted on the company website on January 23, 2020 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 2019 to 30 November 2019.** 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.

A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballots, such as there are more than one marked box on the ballots or there are split votes (except for the case of custodian) or there is no countersign on the ballot where changes of votes are made.

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 including status as a shareholder or a proxy, when the shareholder is allowed to speak by the Chairman.

6. After the meeting, shareholders are requested to return the ballots to the Company staff in front of the meeting hall.

Company’s site visit

As to the site visit in 2020, 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 13, 2020**. 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.

Names and profiles of independent directors proposed as proxies of shareholders

Name	Position	Age (years)	Address	Conflict of interest in the Proposed Agenda	Extra Interest Different from Other Directors
1. Mr. Warapatr Todhanakasem	Independent Director/Chairman of Corporate Governance Committee	71	At 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400	5	None
2. Pol. Gen. Boonpen Bumpenboon	Independent Director/Chairman of Nomination and Remuneration Committee	75	At 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi, Bangkok 1040	5	None

Remark : Details of profiles of the Independent Director are show in the details of companys directors executives controlling person and company secretary section of the 2019 Annual Report.

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

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At Kamolthip 2-3 Ballroom , 2nd Floor, The Sukosol Hotel No.477,
Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400



QR Code Downloading Procedures for the 2019 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2019 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The shareholders can download the 2019 Annual Report from QR Code by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.





แบบฟอร์มขอรับรายงานประจำปีแบบรูปเล่ม
Request Form for the printed copy of the annual report

เรียน ท่านผู้ถือหุ้น
บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

Dear Shareholder
Khon Kaen Sugar Industry Public Company Limited

บริษัทฯ ขอแจ้งให้ทราบว่า หากผู้ถือหุ้นท่านใดมีความประสงค์ที่จะขอรับรายงานประจำปี 2562 เป็นรูปเล่ม ผู้ถือหุ้นสามารถแจ้งความจำนงขอรับได้โดยกรอกข้อมูลของท่านให้ชัดเจน และส่งโทรสารกลับมายังหมายเลข 02-642-6092 หรือส่งมาที่ email: secretary@ksigroup.com บริษัทฯ จะดำเนินการจัดส่งรายงานประจำปี 2562 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 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: