



The Annual General Meeting of Shareholders
for the Year 2024
by Teleconference using Electronic Devices (E-AGM)
Wednesday, February 21, 2024, at 09.30 a.m.

Convene the meeting through electronic media (E-AGM) only

Attend in person

Shareholders will be able to register through the system from February 6 2024 at 12.00 a.m. to February 21 2024 at 12.00 a.m.

Attend in proxy (Recommended to grant proxy to Independent Directors)

Shareholders shall submit the registration documents to the Company with in February 15 2024 via 2 channels as follows

1. E-mail address to : secretary@kslgroup.com
2. By post via

To : Company secretary and law 22nd floor
Khon Kaen Sugar Industry Public Company Limited
No.503 KSL Tower, Sriyudhya Road, Thanon Phayathai Sub-District,
Rajathevi District, Bangkok Metropolis 10400.
Phone 02-642-6191 ext.131



No. CS 002/2024

January 12, 2024

- Subject:** Schedule the date of the Annual General Meeting of Shareholders for the year 2024, in teleconferences through an electronic device (E-AGM)
- 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 2023, No. 1/2022
 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 2024
 5. Table of the amendment of the Company's Articles of Association
 6. Qualifications of independent directors and responsibilities of each committee
 7. Proxy forms A, B, and C (Custodian)
 8. Conditions, rules and procedure for attending the meeting
 9. Names and profiles of independent directors proposed as proxies of shareholders
 10. The Company's Articles of Association regarding shareholders' meetings
 11. QR Code for downloading Procedures for the 2023 Annual Report
 12. Questions from shareholders for the Annual General Meeting of Shareholders for the Year 2024

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 2024, No.1/ 2023 on Wednesday, February 21, 2024, at 09.30 a.m. via The electronic device (E-AGM), in compliance with the Emergency Decree on Electronic Meetings B. E. 2563 (2020) and other related laws and regulations, to consider matters according to the agenda together with the Board of Directors' opinions as follows:

Agenda 1: To acknowledge the operating results of the Company for the year 2023

Objective and rationale: The operating results of the Company and other important information for the year 2023 are included in the annual report 2023. This agenda will consist of two parts, i.e., (1) the Company's implementation of the resolution of the 2023 Annual Shareholders' Meeting No. 1/ 2022 on Thursday, February 23, 2023, (2) the Company's operating results in 2023.

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 2023.

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, 2023

Objective and rationale: The Statement of Financial Position and Profit and Loss Statement for the year ending October 31, 2023, 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, 2023 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 2023, 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 2023	Year 2022	Year 2023	Year 2022
Total assets	39,798	41,650	26,197	26,663
Total liabilities	18,222	20,287	15,170	16,413
Total revenues	18,449	16,329	9,726	9,322
Profit before interest and income tax expenses	1,545	2,148	1,700	3,041
Net profit	904	1,321	1,017	2,432
Earnings per share	0.205	0.300	0.231	0.551

Details are shown in the Financial Statement of the Company's Annual Report 2022 which has been delivered to the shareholders together.

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

Agenda 3: To consider and approve of dividend payment for the operating results of the year 2023

Objective and Rationale: The Company has a policy to pay dividend not less than 50 percent of the net profit of separated financial statement less tax and legal reserve; provided that there is no need of using cash for other purposes and the dividend payment does not materially affect normal business. Factors to be taken into consideration for dividend payment shall include operation outcome, financial status, liquidity, business expansion plan, etc. Dividend payment must be approved by the shareholders and/or the Board of Directors.

The statement of financial position shows that Khon Kaen Sugar Industry PCL has net profit (separated financial statement) of 2023. The Board of Directors deems it appropriate to approve the allocation of profit for dividend payment for year 2023 at the rate of THB 0.05 per share for 4,410,232,619 ordinary shares, totaling of THB 220.51 million, equivalent to 22 percent of net profit of separated financial statement (or equivalent to 24 percent of net profit of consolidated financial statement). The dividend will be paid from the net profit of the Company that are subject to corporate income tax at the rate of 20 percent. The shareholders who are individuals can request tax credits from the payment of such annual dividends under Section 47 bis of the Revenue Code.

The Company allocates the profit as legal reserve which is not less than ten percent of the registered capital. The comparative information on dividend payments in the past year, they are as follows:

Comparison of Dividend Payment in 2020 – 2023

Details of Dividend Payment	2023 (Proposed)	2022	2021	2020
1. Net profit (loss) of Consolidated Financial Statement (million Baht)	904	1,321	616	(83)
2. Net profit (loss) of Separate Financial Statement (million Baht)	1,017	2,432	461	(430)
3. Volume of Shares	4,410,232,619	4,410,232,619	4,410,232,619	4,410,232,619
4. Dividend per share (Baht : share)	0.05	0.10	0.03	-
4.1 Interim dividend		0.03		
4.2 Final dividend		0.07		
5. Total dividend payment (million Baht)	220.51	441.02	132.31	-
6. Percentage of dividend to net profit of Consolidated Financial Statement (percent)	24.40	33.38	21.49	
7. Percentage of dividend to net profit of Separated Financial Statement (percent)	21.69	18.13	28.71	-

The Board's Opinion: The Board found it appropriate for the Meeting of Shareholders to consider and approve the allocation of profit for dividend payment for year 2023 at the rate of THB 0.05 per share for 4,410,232,619 ordinary shares, the total dividend in amount of THB 220.51 million, equivalent to 22 percent of net profit of separated financial statement (or equivalent to 24 percent of net profit of consolidated financial statement). This dividend payment does not comply with the Company's dividend policy. As the company has a necessity to use the

money to invest in the efficiency improvement project of machine and research and development of new products.

The record date for dividend payment shall be March 1, 2024 and the dividend payment shall be made on March 15, 2024.

The Board's Opinion: 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."

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

1.) Mr. Sukum Tokaranyaset	Director
2.) Ms. Duangdao Chinthammit	Director
3.) Ms. Duangkae Chinthammit	Director
4.) Mr. Trakarn Chunharojrit	Director
5.) Mr. Sitti Leelakasamelek	Independent director
6.) Mr. Warapatr Todhanakasem	Independent director
7.) Mrs. Anchalee Pipatanasern	Independent director

Through the company's website posted during **October 1, 2023 - November 30, 2023** 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. In this year, there are 3 independent directors who is in this position for more than 9 consecutive years, namely Mr. Sitti Leelakasamelek and Mr. Warapatr Todhanakasem, provided that such independent directors have been nominated for this position for another term. The Committee has considered and found that such nominated candidates act as the independent director meet the qualifications as defined by the Company and all provisions of relevant laws relating to the independent director. In addition, the Company need the independent committee who are visional, qualified, devoted time and well understanding business and also independently officiated, commented. Therefore, the board has agreed to extend the aforesaid committee for another period.

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 2024, 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 2023 AGM to consider and approve the directors' remuneration for the year 2024 as follows:

1. Remuneration of Director (monthly)			
Board / Committee	Position	2024	2023
Board of Directors	Chairman of Board of Directors	45,000 bath/month	45,000 bath/month
	Chairman of Audit Committee	30,000 bath/month	30,000 bath/month
	Directors	25,000 bath/month	25,000 bath/month

2. Remuneration of Director (yearly bonus)			
Board of Directors	Chairman of Board of Directors Chairman of Audit Committee Directors	Not exceeding 6 months x monthly remuneration	Not exceeding 6 months x monthly remuneration
3. Remuneration of Sub-Committee (meeting allowance/meeting)			
Board of Directors	Chairman	12,000 THB/ meeting	12,000 THB/ meeting
	Directors	10,000 THB/ meeting	10,000 THB/ meeting
Executive Board of Directors	Chairman	7,200 THB/ meeting	7,200 THB/ meeting
	Directors	6,000 THB/ meeting	6,000 THB/ meeting
Audit Committee	Chairman	10,000 THB/ meeting	10,000 THB/ meeting
	Directors	8,000 THB/ meeting	8,000 THB/ meeting
Risk Management Committee / Corporate Governance and Sustainable Development Committee /Nomination and Remuneration 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		14,200,000.- THB	14,200,000.- THB
Total Actual Payment		N/A	12,275,800

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 and Sustainable Development 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 2024

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 2024

<u>Name</u>	<u>CPA Number</u>	<u>Year of Audit for the Company</u>
1. Ms. Wimolporn Boonyusthian	4067	3 (2021-2023)
2. Ms. Sophaphan Saptipayarattana	6523	-
3. Mr. Choopong Surachutikarn	4325	-

The company attached profile and independence of each auditor are distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 4)

The company and its subsidiaries use the same auditor, the Board prepared the financial statements in the time as stipulated by law.

2. Approve the audit fee of The company's in the amount of Baht 2,904,000 for the accounting period ending October 31, 2024. Details of the audit fee are as follows:

(Unit : Baht)	2024 (Proposed)	2023 (Current)
Annual Financial Statements	1,590,000	1,570,000
Financial Statements in Three Quarters	1,314,000	1,299,000
Total	2,904,000	2,869,000
Non-Audit Fee **	-	380,000
Total	2,904,000	3,249,000

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

**Non-Audit Fee: the service fee for reviewed estimating expected credit loss model according to TAS 9 Financial Instruments and the service fee for reviewed the value of investment in associates to test for impairment. (If there is an indication

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

Agenda 7: To consider and approve the amendment of the Articles of Association of the Company

Objective and rationale: The Public Limited Companies Act (No. 4), B.E. 2565 (2022) was published in the Government Gazette on 23 May 2022 and became effective on 24 May 2022. The key amendments are publication via electronic media; sending documents via electronic means; electronic meetings; appointment of a proxy via electronic media (e-proxy); and reduced notice period for calling board of directors' meetings.

The Board deemed appropriate to propose to the shareholders' meeting for approval the amendment to the following 4 articles of the Article of Association of the Company. The Detail is provided in **Attachment 3**.

The Board's Opinion: The Board found it appropriate for the Meeting of Shareholders to consider and approve the amendment of the Articles of Association of the Company as proposed, and empower the authorized directors of the Company or person(s) appointed by the authorized directors to make any amendments per suggestions or opinions of the registrar.

Required Voting: this agenda shall be determined by the votes of not less than three-fourths of the total votes of shareholders attending of the meeting and having the right to vote.

Agenda 8: Other matters (if an)

We would like to invite the shareholders to attend the 2024 Annual General Meeting of Shareholders No. 1/2023 through electronic media (E-AGM) on the date and time stated above. This meeting will be held via electronic media (E-AGM) only, provided that the shareholder who desire to attend the meeting can register in advance from February 6, 2024 at 12:00 a.m.

Shareholders can study the meeting through electronic media (E-AGM) and The Company's Articles of Association regarding shareholders' meetings (in Attachment 8). This meeting using Electronic Devices (E-AGM) through the system of Digital Access Platform Co., Ltd. (DAP). For any queries, please forward your questions to the E-mail address: secretary@kslgroup.com

Pursuant to the Board of Directors' Resolution

-Signature-

(Mrs. Kanyarat Sumitra)

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 24, 2024**. For any queries, please forward your questions (if any) to E-mail address: secretary@kslgroup.com or the Company's address.
2. The Company attached proxy form (Form A, B and C) on the Company's website at www.kslgroup.com. In addition, the shareholders can send the proxy form via email at secretary@kslgroup.com.

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 2023 Annual General Meeting No. 1/2022 held on Thursday, February 23, 2023 (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 (17 pages) and in English (22 pages) within 14 days as from the previous meeting on the Company’s website www.kslgroup.com since March 9, 2023 and informed the Stock Exchange of Thailand to disclose the matter to public on March 9, 2023. 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. 1/2023 on 23 February 2023.

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.1/2024 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 2023 Annual General Meeting, No.1/2022 **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 2023, 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 2023, No. 1/2022

Khon Kaen Sugar Industry Public Company Limited

Thursday, February 23, 2023 09.30 A.M.

At Meeting Room , 17th Floor, KSL Tower, No.503, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District,
Bangkok

Agenda 1: To Acknowledge the Operating Results of the Company for the Year 2022

The Meeting acknowledged (1) the implementation in accordance with the Resolution of the Annual General Meeting of 2021, No.1/2021 on Wednesday, February 23, 2022 and (2) the Operating Results of the Company for the Year 2022.

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, 2022

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, 2022.

Agenda 3: Approval of resolved to omit the dividend payment for the year 2022

Resolution: The Meeting, with majority of votes of the shareholders who attended the meeting and voted, approved of resolved to omit the dividend payment for the year 2022. 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 6 (six) 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 2023

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 2023 and (2) the audit fee of THB 2,939,000 for the year ended October 31, 2023.

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. Sukum Tokaranyaset
Age 76 Years
Proposed Position Director
Current Position Director (Authorized signatory)
Date of Appointment as a Director 26 February 2004



(3 terms / 9 years)

Education/Training - Vocational Certificate Kitti Commerce College

Director Training - Director Accreditation Program (DAP) 18/2004,
Thai Institute of Directors Association (IOD)

Expertise - Accounting
- Finance
- Food & Beverage

- Number of company share, including those held by spouse and children (as of 31 October 2023)

- Own: 5,000,000 Shares (0.11%)

- Held by Spouse or minor children : (None)

Meeting Attendance in the year 2023 : 1. Board of Directors Meeting : 6/7 (equivalent to 85.71%)

2.The Annual General Meeting of Shareholders for the year 2023

No. 1/2023 :1/1 (equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company

- None

Non-Listed Company / Entity (14)

- Since 2004, Director, Affiliated KSL sugar companies New Krung Thai Sugar Factory Co., Ltd., Tamaka Sugar Industry Co., Ltd., New Kwang Soon Lee Sugar Factory Co., Ltd.

- Since 2015, Chairman, Raja Transfer Co., Ltd.

- Since 2006, Director, Koh Kong Sugar Industry Co., Ltd.

- Since 2006, Director, KSL Agro and Trading Co., Ltd.

- Since 2002, Director, KSL Export Trading Co., Ltd.

- Since 2002, Director, KSL Real Estate Co., Ltd.

- Since 2002, Director, Champion Fermentation Co., Ltd.

- Since 2002, Director, TFI Green Biotech Co., Ltd.

- Since 2000, Vice Chairman, Raja Porcelain Co., Ltd.

- Since 2000, Director, Thai Fermentation Industry Co., Ltd

- Since 1998, Vice Chairman, Chengteh Chinaware (Thailand) Co., Ltd.
- Since 1989, Executive Director, Raja Product Co., Ltd.

Position in rival company/ connected business which may cause conflict of interest (None)

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

Criteria for the Nomination and Appointment of Directors

Mr. Sukum Tokaranyaset 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. Sukum Tokaranyaset** director for another term.

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



Name	Ms. Duangdao Chinthammit
Age	65 Years
Proposed Position	Director
Current Position	Director/ Executive Director/ Nomination and Remuneration Committee/ (Authorized signatory)
Date of Appointment as a Director	26 February 2004 (6 terms / 19 years)
Education / Training	- Master of Science, Agricultural Economics, University of Saskatchewan, Canada - Bachelor of Science, Computer Information System, Western Michigan University, USA. -Bachelor of Business Administration, Faculty of Economics and Business Administration, Kasetsart University - SD Forum 2/2017: Sustainability Strategy Key Blueprint for Business Growth, SET
Director Training	- Director Certification Program (DCP) 71/2006, Thai Institute of Directors Association (IOD) - Director Accreditation Program (DAP) 17/2004, Thai Institute of Directors Association (IOD)
Expertise	- Human Resources Management - Corporate Governance - Marketing & Business Development
Number of company share, including those held by spouse and children(as of 31 October 2023)	- Own: 99,799,954 Shares (2.26%)
Meeting Attendance in the year 2023 :	1.Board of Directors Meeting : 7/7 (equivalent to 100%) 2.Executive Board :11/12 (equivalent to 91.67%) 3.Nomination and Remuneration Committee Meeting : 4/4 (equivalent to 100%) 4.The Annual General Meeting of Shareholders for the year 2023 No. 1/2023 :1/1 (equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company (1)

- Since 2005, Director, Sub Sri Thai Warehouse PCL

Non-Listed Company / Entity (7)

- Since 2004, Director, Affiliated KSL sugar companies New Krung Thai Sugar Factory Co., Ltd., Tamaka Sugar Industry Co., Ltd., New Kwang Soon Lee Sugar Factory Co., Ltd.
- Since 2006, Director, KSL Agro and trading Co., Ltd.
- Since 2004, Director, KSL Sugar Holding Co., Ltd.
- Since 1999, Director, KSL Real Estate Co., Ltd.

Position in rival company/ connected business which may cause conflict of interest (None)

Family Relation to other directors/ executives/ major shareholders

- Younger Sister of person number 2 (Mr.Chamroon Chinthammit)

Criteria for the Nomination and Appointment of Directors

Ms. Duangdao 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 **Ms. Duangdao Chinthammit** director for another term.

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



Name Ms. Duangkae Chinthammit
Age 68 Years
Proposed Position Director
Current Position Director (Authorized signatory)
Date of Appointment as a Director 26 February 2004
(6 terms / 19 years)
Education / Training - Diploma from Katinka School, United Kingdom
- Certificate Modern Managers Program (MMP), Chulalongkorn University
Director Training - Director Accreditation Program (DAP) 17/2004, Thai Institute of
Directors Association (IOD)
Expertise - Business Management
- Finance
- Human Resources Management
Number of company share, including those held by spouse and children(as of 31 October 2023)
- Own: 99,733,643 Shares (2.26%)
Meeting Attendance in the year 2023 : 1. Board of Directors Meeting : 7/7 (equivalent to 100%)
2. The Annual General Meeting of Shareholders for the year 2023
No. 1/2023 :1/1 (equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company (1)

- Since 2005, Director, Sub Sri Thai Warehouse PCL

Non-Listed Company / Entity (6)

- Since 2004, Director, Affiliated KSL sugar companies New Krung Thai Sugar Factory Co., Ltd., Tamaka Sugar Industry Co., Ltd., New Kwang Soon Lee Sugar Factory Co., Ltd.
- Since 2004, Director, KSL Sugar Holding Co., Ltd.
- Since 1993, Director, Chavananthakij Co., Ltd.
- Since 1976, Director, National Enterprises Co., Ltd.

Position in rival company/ connected business which may cause conflict of interest (None)

Family Relation to other directors/ executives/ major shareholders:

- Younger Sister of person number 2 (Mr. Chamroon Chinthammit)

Criteria for the Nomination and Appointment of Directors

Ms. Duangkae 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 **Ms. Duangkae 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. Trakarn Chunharojrit
Age	83 Years
Proposed Position	Director
Current Position	Director
Date of Appointment as a Director	26 February 2004 (6 terms / 19 years)
Education / Training	- Certificate in Accounting
Director Training	- Director Accreditation Program (DAP) 17/2004, Thai Institute of Directors Association (IOD)
Expertise	- Food & Beverage - Government & Government Relations - Corporate Governance
Number of company share, including those held by spouse and children (as of 31 October 2023)	- Own: 13,621,766 Shares (0.31%) - Spouse: Mrs.Rattana Chunharojrit 2,244,720 Shares (0.05%)
Meeting Attendance in the year 2023:	1. Board of Directors Meeting : 5/7 (equivalent to 71.43 %) 2. The Annual General Meeting of Shareholders for the year 2023 No. 1/2023 : 1/1 (equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company (None)

Non-Listed Company / Entity (7)

- Since 2004, Director, Affiliated KSL sugar companies New Krung Thai Sugar Factory Co., Ltd., Tamaka Sugar Industry Co., Ltd., New Kwang Soon Lee Sugar Factory Co., Ltd.
- Since 2006, Director, KSL Agro and Trading Co., Ltd.
- Since 2003, Director, Khon Kaen Sugar Power Plant Co., Ltd.
- Since 1997, Director, Chengteh Chinaware (Thailand) Co., Ltd.
- Since 1992, Director, KSL Real Estate Co., Ltd.

Position in rival company/ connected business which may cause conflict of interest (None)

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

Criteria for the Nomination and Appointment of Directors

Mr. **Trakarn Chunharojrit** 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. Trakarn Chunharojrit** director for another term

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



Name	Mr. Sitti Leelakasamelek
Age	70 Years
Proposed Position	Independent Director
Current Position	Independent Director/ Chairman of Audit Committee/ Risk Management Committee
Date of Appointment as a Director	26 February 2004 (6 terms /19 years)
Education / Training	- BA in Accounting, Chulalongkorn University
Director Training	- Director Accreditation Program (DAP) 11/2004, Thai Institute of Directors Association (IOD) - Audit Committee Forum 2014, Thai Institute of Directors Association (IOD)
Expertise	- Accounting - Finance - Marketing & Business Development
Number of company share, including those held by spouse and children (as of 31 October 2023)	- Own: (None) - Held by Spouse or minor children: (None)
Meeting Attendance in the year 2023:	1. Board of Directors Meeting : 7/7 (equivalent to 100 %) 2. Audit Committee Meeting : 5/5 (equivalent to 100 %) 3. Risk Management Committee Meeting : 4/4 (equivalent to 100 %) 4. The Annual General Meeting of Shareholders for the year 2023 No. 1/2023 :1/1 (equivalent to 100%)
Directorship or Management Position in other companies / entities	
Listed Company:	(None)
Non-Listed Company / Entity:	(None)
Position in rival company/ connected business which may cause conflict of interest	(None)
Family Relation to other directors/ executives/ major shareholders:	(None)

Criteria for the Nomination and Appointment of Directors

Mr. **Sitti Leelakasamelek** 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. Sitti Leelakasamelek** director for another term.

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



Name	Mr. Warapatr Todhanakasem
Age	74 Years
Proposed Position	Director
Current Position	Independent Director/Chairman of Corporate Governance and Sustainable Development Committee/ Audit Committee
Date of Appointment as a Director	26 February 2010 (4 terms /13 years)
Education / Training	<ul style="list-style-type: none"> - Ph.D. in Business Economics University of Illinois, Urbana-Champaign, USA - M.S. in Economics University of Illinois, Urbana-Champaign, USA. - M.B.A. in Finance Kellogg School of Management, Northwestern University, Evanston, Illinois, USA. - B.Econ.(1st Class Honor) Thammasat University - LL.B. Thammasat University - Capital Market Academy Program, Class 5 -The Executive Director Course of Process of Judgment, Class 15 -Certificate, Executive Program on Energy Literacy for a Sustainable Future (TEA), Class 9 -Institute of Metropolitan Development Class 4 -TEPCOT Class 2
Director Training	<ul style="list-style-type: none"> - Directors Certification Program DCP 0/2000, Thai Institute of Directors Association (IOD) -The Executive Director Course EDC 1/2012, Thai Institute of Directors Association (IOD) -Certificate of International Corporate Governance, Yale University, U.S.A. -Director Certificate Program, Australian Institute of Corporate Directors (Class Train the Trainers), Bangkok
Expertise	<ul style="list-style-type: none"> - Corporate Governance - Finance - Strategic Planning & Risk Management

Number of company share, including those held by spouse and children (as of 31 October 2023)

- Own: (None)
- Held by Spouse or minor children: (None)

Meeting Attendance in the year 2023:

1. Board of Directors Meeting : 6/7 (equivalent to 85.71 %)
2. Audit Committee Meeting : 4/5 (equivalent to 80 %)
3. Corporate Governance and Sustainable Development Committee Meeting : 3/3 (equivalent to 100 %)
4. The Annual General Meeting of Shareholders for the year 2023 No. 1/2023 :1/1 (equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company (6)

- Since 30 November 2022 Chairman of the Audit Committee Independent Director, Risk Management Committee and Corporate Governance Committee, BLUE SOLUTIONS PUBLIC COMPANY LIMITED
- Since 1 January 2022 Chairman, Moshi Moshi Retail Corporation Public Company Limited
- Since 2020, Independent Director, Audit Committee and Nomination and Remuneration Committee Standard Chartered Bank (Thai) PCL,
- Since June 2013 – February 2023, Director, True Corporation PCL
- Since August 2012, Independent Director, Amata VN PCL
- Since 2009, Chairman and Independent Director, Prinsiri PCL

Non-Listed Company / Entity (1)

- Since June 2012, President, Institute of Research and Development for Public Enterprises of Thailand (IRDPA)

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

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

Criteria for the Nomination and Appointment of Directors

Mr. Warapatr Todhanakasem 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. Warapatr Todhanakasem** director for another term.

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



Name	Mrs. Anchalee Pipatanasern
Age	71 Years
Proposed Position	Director
Current Position	Independent Director/Audit Committee Corporate Governance and Sustainable Development Committee
Date of Appointment as a Director	29 September 2017 (2 terms /6 years)
Education / Training	<ul style="list-style-type: none">- Continuing Education Program in AIS, University of Texas at Austin, USA.- MS. (Accounting), Thammasat University- BBA. (Accounting) (second class Honours), Thammasat Business School, Thammasat University- Thammasat Leadership Program (for social) Class2, Thammasat University
Director Training	<ul style="list-style-type: none">- Director Certification Program (DCP) 124/2009, Thai Institute of Directors Association (IOD)- Audit Committee and Continuing Development Program (ACP) Class30/2010, Thai Institute of Directors Association (IOD)- Advanced Audit Committee Program (Advanced ACP) 2/2010, Thai Institute of Directors Association (IOD)- Role of Chairman 25/2011, Thai Institute of Directors Association (IOD)- Board Matters and Trends (BMT) 7/2019 ,Thai Institute of Directors Association (IOD)
Expertise	<ul style="list-style-type: none">-Accounting- Finance- Corporate Governance
Number of company share, including those held by spouse and children (as of 31 October 2023)	<ul style="list-style-type: none">- Own: (None)- Held by Spouse or minor children: (None)

Meeting Attendance in the year 2023:

1. Board of Directors Meeting : 7/7 (equivalent to 100%)
2. Audit Committee Meeting: 5/5 (equivalent to 100 %)
3. Corporate Governance and Sustainable Development Committee Meeting : 3/3 (equivalent to 100 %)
4. The Annual General Meeting of Shareholders for the year 2023 No. 1/2023 :1/1 (equivalent to 100%)

Directorship or Management Position in other companies / entities

Listed Company (3)

- Since 2010, Audit Committee/Independent Director, AIRA Capital PCL
- Since 2009, Audit Committee/Independent Director, AIRA Securities PCL
- Since 2009, Chairman of Audit Committee/ Independent Director, Prinsiri PCL

Non-Listed Company / Entity (2)

- Since 2012, Subcommittee, University Council on Finance and Property, Thammasat University
- Since 2007, Committee of Real Estate Business Program, Thammasat Business School, Thammasat University

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

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

Criteria for the Nomination and Appointment of Directors

Mrs. Anchalee Pipatanasern 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 **Mrs. Anchalee Pipatanasern** director for another term

Profiles of the proposed Auditors for the year 2024
(from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.)

1.1 Ms. Wimolporn Boonyusthian	
CPA No.	4067
Education	Master of Business Administration, Thammasat University, Thailand Bachelor of Accountancy (2nd class honours), Chulalongkorn University, Thailand
Experiences	From 1988 up to Present Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Current position: Audit Partner Wimolporn has provided services to companies in a number of industries including manufacturing, trading and service sectors and has experience working with Deloitte in the United States of America, an international assignment for 18 months. Lead Audit Internal control for Thailand practice
1.2 Ms. Sophaphan Saptipayarattana	
CPA No.	6523
Education	Masters Degree in Accountancy Chulalongkorn University Bachelor of Accountancy Thammasat University
Experiences	Present: Audit Partner at Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Sophaphan has been responsible for both local and multinational companies including listed companies in Thailand. Sophaphan has more than 20 years experience in the auditing professions in a number of industries including manufacturing, trading, services, energy and automotive sectors.
1.3 Mr. Choopong Surachutikarn	
CPA No.	4325
Education	Master of Finance from University of Illinois, USA Bachelor of Accountancy from Chulalongkorn University, Thailand
Experiences	From 2000 up to Present Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. Current position: Audit Partner Choopong has provided services to companies in a number of industries including manufacturing, trading and service sectors and has experience working with Deloitte in Australia on an international assignment for 18 months.

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.

Table of the amendment of the Company's Articles of Association

No.	Existing Version	Proposed Amendment
1	<p>Clause 24.</p> <p>The Board shall hold a meeting at least once every three (3) months. The Chairman or the director assigned by the Chairman shall convene the meeting of the Board. The meeting venue may be the locality, in which the head office of the company is situated, or any other province around the Kingdom or even in a foreign country.</p> <p>Two (2) or more directors may request that the Chairman convene a meeting of the Board. In such circumstance, the Chairman or the director assigned by the Chairman shall fix the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p>In convening a meeting of the Board, the Chairman or the director assigned by the Chairman shall send a written notice to convene a meeting to the directors not less than seven (7) days prior to the date of the meeting, except in an urgent case to protect the rights or benefits of the Company, the meeting may be convened by other methods and an earlier meeting date may be scheduled.</p>	<p>Clause 24.</p> <p>The Board shall hold a meeting at least once (1) every three (3) months. The Chairman or the director assigned by the Chairman shall convene the meeting of the Board. The meeting venue may be the locality, in which the head office of the company is situated, or any other province around the Kingdom or even in a foreign country. The Board' meeting may be held via electronic means in accordance with the law on electronic meetings. In this case, the location of the Company's head office shall be deemed to be the place of such electronic meeting.</p> <p>Two (2) or more directors may request that the Chairman convene a meeting of the Board. In such circumstance, the Chairman or the director assigned by the Chairman shall fix the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p>In convening a meeting of the Board, the Chairman or the director assigned by the Chairman shall send a written notice to convene a meeting to the directors not less than three (3) days prior to the date of the meeting, except in an urgent case to protect the rights or benefits of the Company, the meeting may be convened by electronic means or by any other methods and an earlier meeting date may be scheduled.</p> <p>In this regard, a notice of meeting and supporting documents may be sent via electronic. The person responsible for the meeting must keep a copy of notice of a meeting of shareholders and supporting</p>

		documents as evidence, which may be collected in electronic format.
2.	<p>Clause 29.</p> <p>To call for a shareholders meeting, the Board of Directors 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.</p> <p>Shareholders meetings may be held at the area where the Company's head office, is located or other provinces in the Kingdom of Thailand.</p>	<p>Clause 29.</p> <p>To call for a shareholders meeting, the Board of Directors 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 or via electronic means in accordance with the rules stipulated by the law and the registrar for at least three (3) consecutive days prior to the date of meeting.</p> <p>A notice of a meeting of shareholders may be sent via electronic means, provided that the shareholders have declared their intentions or consents to the Company or the Board for sending a notice of meeting or documents via electronic means, the sending thereof shall be subject to the criteria prescribed by the registrar.</p> <p>Shareholders meetings may be held at the area where the Company's head office or branch office, is located or other provinces in the Kingdom of Thailand as the Chairman of the Board or a person designated by the Chairman of the Board deems appropriate.</p>

		If the meeting is held via electronic means in accordance with the law on electronic meetings. In this case, the location of the Company's head office shall be deemed to be the place of such electronic meeting.
3.	<p>Clause 30.</p> <p>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.</p> <p>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.</p>	<p>Clause 30.</p> <p>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.</p> <p>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.</p> <p>The foregoing appointment of proxy may be made by electronic means instead, provided that it requires a secure and reliable method to prove that such proxy has been appointed by the shareholder in accordance with the rules stipulated by the registrar.</p>
4.	<p>Clause 39.</p> <p>Dividends shall not be paid other than out of profits. If the Company still has on accumulated loss, no dividends shall be distributed.</p> <p>Dividends shall be distributed to the number of shares, with each share receiving an equal amount.</p> <p>The Board may pay interim dividends to the shareholder from time to time if the Board considers that the profits of the Company justify such payment and report such dividend payment to the shareholders at the next shareholders' meeting.</p>	<p>Clause 39.</p> <p>Dividends shall not be paid other than out of profits. If the Company still has on accumulated loss, no dividends shall be distributed.</p> <p>Dividends shall be distributed to the number of shares, with each share receiving an equal amount.</p> <p>The Board may pay interim dividends to the shareholder from time to time if the Board considers that the profits of the Company justify such payment and report such dividend payment to the shareholders at the next shareholders' meeting.</p>

	<p>In case the number of shares sold by the Company has not reached the number registered or the Company has already registered an increase of its capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided that it has the approval of the shareholders' meeting.</p> <p>Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders' meeting or of the meeting of the Board, as the case may be. The Shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper not less than three (3) days.</p>	<p>In case the number of shares sold by the Company has not reached the number registered or the Company has already registered an increase of its capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided that it has the approval of the shareholders' meeting.</p> <p>Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders' meeting or of the meeting of the Board, as the case may be. The Shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper or via electronic media in accordance with the rules stipulated by the law and the registrar for at least three (3) consecutive days.</p>
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Remark

1. Red Letter means the additional Clauses
2. Blue Letter means the amendment and modification clauses

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. Select propose for appointment and termination of independent person as the Company's auditor, including consider the 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

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 and Sustainable Development Committee:

1. Consider and propose corporate governance policy, business ethics and other policies relating to the corporate governance to the Board of Directors;

2. Develop and review sustainable development strategies, plans, and goals to cover environmental, social, and good governance dimensions, to ensure balance and efficiency, and to maximize benefits to the Company and its stakeholders, while adhering to best practices according to national and international sustainability standards.

3. Consider and propose practices of the Company, Board of Directors, executives, personnel and other relevant parties which are consistent with the corporate governance policy, business ethics and other policies relating to the corporate governance to the Board of Directors;

4. Monitor and supervise as well as create understanding to the Board of Directors and management for the sake of performance pursuant to the governance policy, business ethics and governance practices;

5. Review the corporate governance policy and practices at least once a year by comparison with international standard or other appropriate standards;

6. Appoint a Secretary to the Corporate Governance and Sustainable Development Committee, sub-committees or working groups with suitable duties and responsibilities;

7. Perform other duties as assigned by the Board of Directors.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไป)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

PROXY FORM A

According to Regulation of Department of Business Development

Re: From 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

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 21 กุมภาพันธ์ พ.ศ. 2567 เวลา 09.30 น. โดยถ่ายทอดสดจากห้องประชุมของบริษัท หรือที่ ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the year 2024, teleconference via electronic device (E-AGM) on Wednesday, February 21, 2024 at 09.30 a.m. by live broadcasting from the company meeting room 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

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.

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้

The shareholder may authorize a proxy for all shares specified in Clause (2) and may not make a proxy for only a portion of the shares less than those specified in Clause (2).

3. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุมตาม **สิ่งที่ส่งมาด้วย 8**

Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting **Attachment 8**

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

PROXY FORM B

According to Regulation of Department of Business Development

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

เขียนที่

Written at

วันที่.....เดือน..... พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I/We

Nationality

อยู่บ้านเลขที่.....

Address

(2) เป็นผู้ถือหุ้นของ บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

as a shareholder of Khon Kaen Sugar Industry Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้นและออกคะแนนเสียงได้เท่ากับ.....เสียง ดังนี้

holding the total amount of.....shares and have the rights to vote equal to.....votes as follows:

หุ้นสามัญ.....หุ้น ออกเสียงได้เท่ากับ.....เสียง

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

(3) ขอมอบฉันทะให้

Hereby appoint

ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดดูข้อมูลตาม สิ่งที่ส่งมาด้วย 9

The shareholder may appoint an independent director of the company to be the proxy, please see details in Attachment 9

ชื่อ นายมนู เลียวไพโรจน์ ประธานกรรมการ/กรรมการอิสระ

อายุ 80 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr. Manu Leopaivate , Chairman of the Board of Directors / Independent Director

Age 80 years, residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Thanonphayathai Sub-district,

Rajithev District, Bangkok 10400

หรือ (or)

ชื่อ พล.ต.อ.บุญเพ็ญ บำเพ็ญบุญ กรรมการอิสระ/ ประธานกรรมการสรรหาและพิจารณาค่าตอบแทน/ กรรมการกำกับดูแลกิจการและการพัฒนาอย่างยั่งยืน
อายุ 78 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 /Corporate Governance and Sustainable Development Committee
Age 78 years, residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 21 กุมภาพันธ์ พ.ศ. 2567 เวลา 09.30 น. โดยถ่ายทอดสดจากห้องประชุมของบริษัท หรือที่ พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the year 2024, teleconference via electronic device (E-AGM) on Wednesday, February 21, 2024 at 09.30 a.m. by live broadcasting from the company meeting room 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 2566

Agenda 1: To acknowledge the Operating Results of the Company for the year 2023

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2566

Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2023

(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 (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

วาระที่ 3 พิจารณานุมัติจัดสรรเงินกำไรเพื่อจ่ายเงินปันผลและสำรองตามกฎหมายประจำปี 2566

Agenda 3: To consider and approve the allocation of profit for dividend payment and legal reserve of the year 2023

- (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 (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (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. นายสุขุม โตการณยศเรษฐ | (Mr. Sukum Tokaranyaset) | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) |
| 2. นางสาวดวงดาว ชินธรรมมิตร | (Ms. Duangdao Chinthammit) | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) |
| 3. นางสาวดวงแข ชินธรรมมิตร | (Ms. Duangkae Chinthammit) | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) |
| 4. นายตระการ ชุณหโรจน์ฤทธิ | (Mr. Trakarn Chunharojrit) | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) |
| 5. นายสิทธิ ลีละเกษมฤกษ์ | (Mr. Sitti Leelakasamelek) | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) |
| 6. นายวรภัทร โตรณะเกษม | (Mr. Warapatr Todhanakasem) | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) |
| 7. นางอัญชลี พิพัฒน์เสริญ | (Mrs. Anchalee Pipatanasern) | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

- เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2567

Agenda 6: To consider and approve the appointment of auditor and audit fee for the year 2024

- (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 (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

วาระที่ 7 พิจารณาแก้ไขข้อบังคับของบริษัท

Agenda 7: To consider and approve the amendment of the Articles of Association of the Company

- (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 (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (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. ผู้ถือหุ้นที่มอบฉันทะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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.

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้

The shareholder may authorize a proxy for all shares specified in Clause (2) and may not make a proxy for 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 8**

Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting **Attachment 8**

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Continuation of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 21 กุมภาพันธ์ พ.ศ. 2567 เวลา 09.30 น.

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

The Annual General Meeting of Shareholders for the year 2024 teleconference via electronic device (E-AGM)

on Wednesday, February 21, 2024 at 09.30 a.m.

วาระที่ เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

วาระที่ เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

วาระที่ เรื่อง.....

Agenda Subject

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

แบบหนังสือมอบฉันทะแบบ ค.

(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) ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (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

ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดดูข้อมูลตาม **สิ่งที่ส่งมาด้วย 9**

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

Attachment 9

ชื่อ นายมนู เสียวไพโรจน์ ประธานกรรมการ/กรรมการอิสระ

อายุ 80 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr. Manu Leopaivate , Chairman of the Board of Directors / Independent Director

Age 80 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/

กรรมการกำกับดูแลกิจการและการพัฒนาอย่างยั่งยืน

อายุ 78 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 /Corporate Governance and Sustainable Development Committee

Age 78 years, residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Thanonphayathai Sub-district,

Rajthevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 21 กุมภาพันธ์ พ.ศ. 2567 เวลา 09.30 น. โดยถ่ายทอดสดจากห้องประชุมของบริษัท 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 2024, teleconference via electronic device (E-AGM) on Wednesday, February 21, 2024 at 09.30 a.m. by live broadcasting from the company meeting room or at any adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้

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

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

วาระที่1 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2566

Agenda 1: To acknowledge the Operating Results of the Company for the year 2023

วาระที่ 2 พิจารณามติงบประมาณแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2566

Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2023

- (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 (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

วาระที่ 3 พิจารณามติจัดสรรเงินกำไรเพื่อจ่ายเงินปันผลและสำรองตามกฎหมายประจำปี 2566

Agenda 3: To consider and approve the allocation of profit for dividend payment and legal reserve of the year 2023

- (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 (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (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. นายสุชุม โตการณยศเรษฐ | (Mr. Sukum Tokaranyaset) | | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) | |
| 2. นางสาวดวงดาว ชินธรรมมิตร | (Ms. Duangdao Chinthammit) | | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) | |
| 3. นางสาวดวงแข ชินธรรมมิตร | (Ms. Duangkae Chinthammit) | | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) | |
| 4. นายตระการ ชุณหโรจน์ฤทธิ | (Mr. Trakarn Chunharojrit) | | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) | |
| 5. นายสิทธิ ลีละเกษมชุกษ์ | (Mr. Sitti Leelakasamelek) | | |
| <input type="checkbox"/> เห็นด้วย (Approve) | <input type="checkbox"/> ไม่เห็นด้วย (Disapprove) | <input type="checkbox"/> งดออกเสียง (Abstain) | |

6. นายวรภัทร โทณะเกษม (Mr. Warapatr Todhanakasem)

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

7. นางอัญชลี พิพัฒน์เสริญ (Mrs. Anchalee Pipatanasern)

เห็นด้วย (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

วาระที่ 6 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2567

Agenda 6: To consider and approve the appointment of auditor and audit fee for the year 2024

(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 (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (Abstain)

วาระที่ 7. พิจารณาแก้ไขข้อบังคับของบริษัท

Agenda 7: To consider and approve the amendment of the Articles of Association of the Company

(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 (Approve) ไม่เห็นด้วย (Disapprove) งดออกเสียง (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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.หนังสือมอบฉันทะแบบค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน(Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C shall be applicable only for the foreign shareholders who appoint the Custodian in Thailand.

2.หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะคือ

The following documents shall be attached with this proxy from:

(1)หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from shareholder authorizing Custodian to sign the proxy form on behalf of the shareholder.

(2)หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Letter certifying that the signer in the proxy form is a licensed Custodian

(3)สำเนาบัตรประจำตัวประชาชน/ สำเนาหนังสือเดินทาง/ สำเนาหนังสือรับรองบริษัท (รับรองสำเนาถูกต้อง)

Certified copy of ID card/ passport/ company registration

3.ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder can appoint only one proxy to attend and vote on his/her behalf and may not split the number of shares to several proxies for spitting votes.

4.ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

In case there is additional agenda to the agenda specified above, the shareholder may use the Continuation of Proxy Form C.

5.ผู้รับฝากและดูแลหุ้น (Custodian) ที่ใช้แบบหนังสือมอบฉันทะแบบ ค. **โปรดส่งเอกสารที่ครบถ้วนภายในวันที่ 15 กุมภาพันธ์ 2567**

The Custodian using Proxy Form C is requested to kindly submit relevant documents **within February 15, 2024**

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Continuation of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันพุธที่ 21 กุมภาพันธ์ พ.ศ. 2567 เวลา 09.30 น.

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

The Annual General Meeting of Shareholders for the year 2024 teleconference via electronic device (E-AGM)

on Wednesday, February 21, 2024 at 09.30 a.m.

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

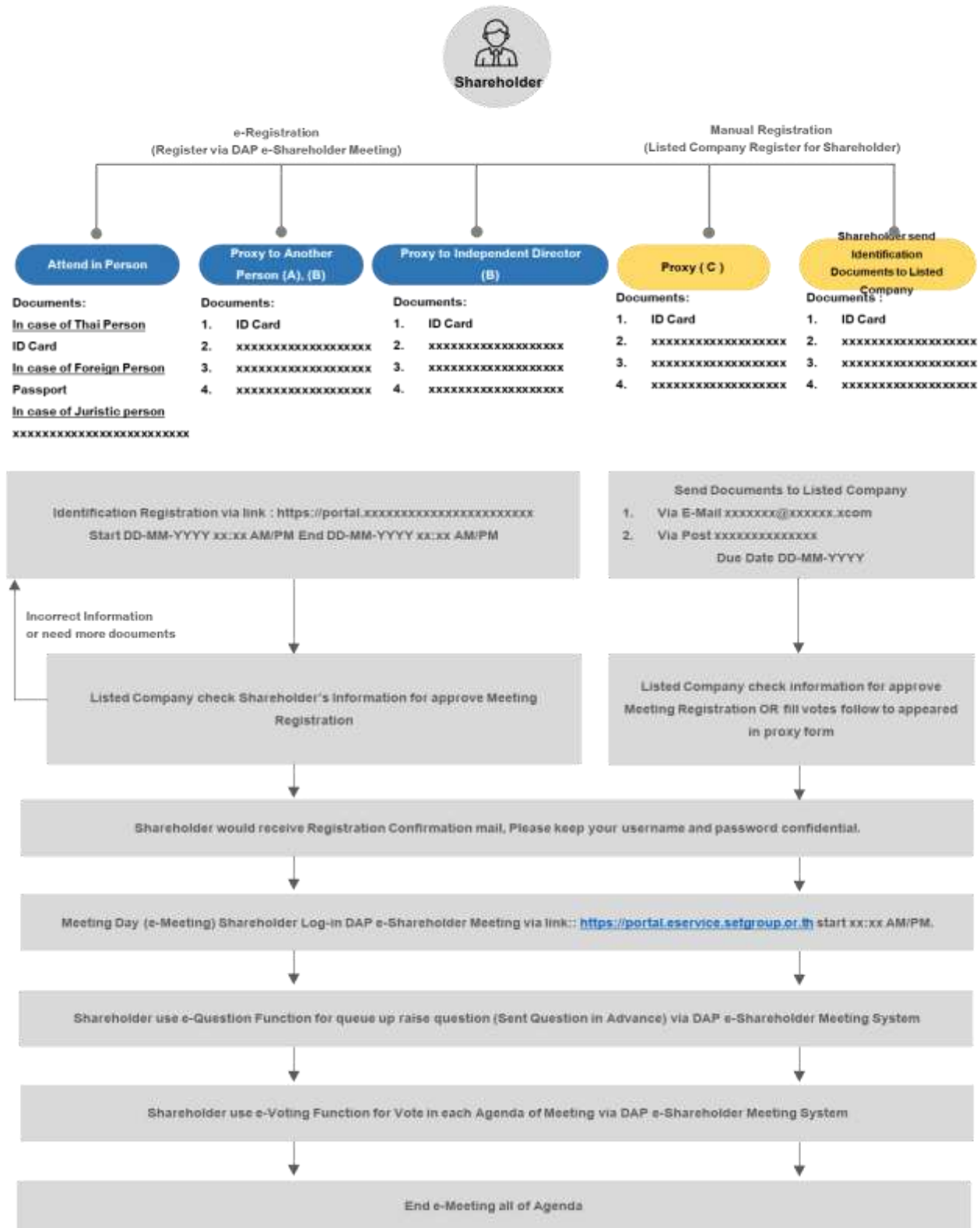
Disapprove

Abstain

Conditions, Rules and Procedures to Attend the Meeting

As the 2023 Annual General Meeting of Shareholders is a meeting through electronic media (E-AGM) via the DAP e-Shareholder Meeting system only. The company would like to inform the guidelines for attending the meeting through electronic media as follows.

DAP E-Shareholder Meeting Example of Meeting Joining of Shareholder DAP e-Shareholder Meeting



1. Shareholders who do not wish to attend the Meeting by Teleconference using Electronic devices (E-AGM)

1.1.A shareholder attends the meeting in person : are requested to fill in and sign the "Registration Form"

- 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.

(1) Shareholders must register www.set.or.th/eservice-KSL หรือ QR Code



(2) In the event that shareholders cannot register, please send the above documents to Email: secretary@kslgroup.com within February 15, 2024.

1.2 Proxy : are requested to fill in and sign the " Registration Form"

- 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.

In addition, the Company will facilitate in affixing the stamp duty when the shareholder require for registering to attend the meeting.

- **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.

1.3 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.

1.4 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.

1.5 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.

Send Email : secretary@kslgroup.com (within 15 February 2024). And The Company requires you to also send the original documents to:

Company Secretary and Legal, 22nd Floor
Khon Kaen Sugar Industry Public Company Limited
No.503 KSL Tower, Sriyudhya Road , Thanon Phayathai Sub-District,
Rajathevi District, Bangkok Metropolis 10400.

2. Shareholders and proxies who wish to attend the meeting by Teleconference using Electronic Devices (E-AGM)

Shareholders who do not wish to attend the Meeting by Teleconference using Electronic devices (E-AGM). For those shareholders who are unable to attend the Meeting in the form of Teleconference using Electronic devices (E-AGM) themselves, the Company recommends the shareholders appoint an **independent director as their proxy to attend the meeting in person.** (Details of the Proxy Forms A, B and C appear in the invitation letter) can select only one **Attachment 6**

Shareholder may appoint an independent director of the company to be the proxy Mr. Manu Leopairote, Chairman of the Board of Directors / Independent Director or Pol.Gen.Boonpen Bumpenboon, Independent Director/Chairman of Nomination and Remuneration Committee /Corporate Governance and Sustainable Development Committee.

Sending questions in advance

Shareholders are able to send relevant questions in advance via Email: secretary@kslgroup.com, in accordance with each agenda in **Attachment 12** within 15 February 2024, only. The Company will collect relevant questions in each agenda and record in the meeting minutes after the meeting is completed.

Shareholders or proxies who attend the meeting on the meeting day can also ask according to the meeting agenda

Meeting Registration

Shareholders or proxies can download the manual and operation video on the website :

<https://www.kslgroup.com/index.php/th/ข้อมูลสำหรับนักลงทุน/การประชุมผู้ถือหุ้น/227-2567> or QR Code



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 2024 was posted on the company website on **January 24, 2024** 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 2023 to 30 November 2023**. No shareholder has proposed any agenda or candidate for directorship.

Procedures for Vote Counting and Voting Results Report of the Annual General Meeting of Shareholders 2024 by Teleconference using Electronic Devices (E-AGM).

Voting Process

1. The chairman of the meeting shall propose the shareholders to cast their votes for each agenda.
2. A voting in each agenda shall be made openly. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian).
3. Only shareholders wishing to cast their votes as disapproval or abstention shall be required to indicate a mark in the disapproval or abstention section on the ballot program and will announce the voting results to the Meeting.
4. Any shareholder who did not cast their votes on the ballot or failed to submit their ballot paper would be assumed to have approved the agenda item as proposed by the Chairman.

Procedures for Vote Counting

1. The method of voting shall be based on one share one vote and the majority of votes shall be deemed as a resolution except as stated otherwise by law, In the event of an equality of votes, the Chairman shall be entitled to a second or casting vote.
2. For vote counting on each agenda item, disapproval and/or abstention votes shall be deducted from the total number of votes cast by the shareholders present at the Meeting. The remainder of the votes will be counted as votes of approval. The number of votes cast by the proxy in the Proxy Form has already been included, which were recorded at the time of registration.
3. The voting results will be announced as votes of approval, disapproval, abstention. In each agenda item, the quorum will be based on the latest number of shares held by attendants present at the Meeting.
4. A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the electronics ballots, such as there are more than one marked box on the electronics ballots or there are split votes (except for the case of custodian).

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. Manu Leopairote	Chairman of the Board of Directors / Independent Director	80	At 503 KSL Tower, 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400	5	None
2. Pol.Gen.Boonpen Bumpenboon	Independent Director/Chairman of Nomination and Remuneration Committee /Corporate Governance and Sustainable Development Committee.	78	At 503 KSL Tower, 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400	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 2023 Annual Report.

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

QR Code Downloading Procedures for the 2024 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 2023 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 2024 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.

แบบคำถามสำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

(Questions from shareholders for the Annual General Meeting of Shareholders for the Year 2024 teleconference via electronic device (E-AGM))

ข้าพเจ้า (นาย/นาง/นางสาว/อื่นๆ) (โปรดระบุชื่อ-นามสกุล)

.....

I,(Mr./Mrs./Miss/Other) (please specify name-surname)

กรุณาทำเครื่องหมาย ✓ ในช่อง () / Please indicate with ✓ in the blank ()

() ผู้ถือหุ้น / a shareholder

() ผู้รับมอบฉันทะจากผู้ถือหุ้นชื่อ
a proxy granted by shareholder, namely

มีคำถามเกี่ยวกับวาระต่างๆในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน) ดังนี้

I wish to submit question(s) of agenda for the Year 2024 Annual General Meeting of Shareholders as follows:

.....
.....
.....
.....

หมายเหตุ เมื่อกรอกรายละเอียดข้างต้นเรียบร้อยแล้ว โปรดส่งกลับมายัง KSL ภายในวันที่ 15 กุมภาพันธ์ 2567

โทรสารหมายเลข 02-642-6092 หรือ ส่งมาที่ email: secretary@kslgroup.com

Remark: Please send the completed form to KSL within 15 February 2024.

Fax No: 02-642-6092 or email: secretary@kslgroup.com