



(Translation)

No. CS002/2024

January 12, 2024

Subject : Schedule of the Annual General Meeting of Shareholders for the year 2024 in teleconferences through an electronic device (E-AGM), The dividend payment for the operating results in 2023 And Amendment to the Articles of Association

To : The President
The Stock Exchange of Thailand

Khon Kaen Sugar Industry Public Company Limited (“the Company”) would like to inform the Stock Exchange of Thailand for the following resolutions passed by the Board of Directors Meeting No. 2/ 2023-2024, which held on January 12, 2024

1. The Board resolved to hold the 2024, Annual General Shareholders’ Meeting on Wednesday, February 21, 2024, at 09.30 a.m. in **The electronic device (E-AGM)**, According to the rules set forth in the law relating to electronic conferencing. Should any shareholder be unable to personally attend the meeting through an electronic device (E-AGM), the Company recommends such shareholder appoint an Independent Director of the Company as their proxy to attend the meeting in person.

The Annual General Meeting of Shareholders for the year 2024 in teleconferences through an electronic device (E-AGM) agenda is as follows:

- 1) To acknowledge the operating result of the Company for the year 2023
- 2) To consider and approve the audited statement of financial position and the profit and loss statements for the year ended October 31, 2023
- 3) To consider and approve the allocation of profit for dividend payment and legal reserve of the year 2023
- 4) To elect directors in replacement of those whose terms have ended
- 5) To consider and approve the remunerations of directors
- 6) To consider and approve the appointment of auditor and audit fee for the year 2024
- 7) To consider and approve the amendment of the Articles of Association of the Company
- 8) Other matters (if any)



2. The Board approved the record date of the share register for attending the 2024 Annual General Shareholders' Meeting on January 29, 2024.

3. 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, totaling of THB 220.51 million, 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 is of the Revenue Code.

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

The Company has already allocated the profit as a legal reserve as specific by Laws. (10% of registered capital).

4. The Board found it appropriate for the Meeting of Shareholders to re-elect all of the seven directors whose terms have ended. The Board, excluding the directors having conflicts of interest, agreed with the Nomination and Remuneration Committee to re-elect:

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|-------------------------------|-----------------------------|------------------------------|
| 1. Mr. Sukhum Tokaranyaset | 2. Ms. Duangdao Chinthammit | 3. Ms. Duangkae Chinthammit |
| 4. Mr. Trakarn Chunharojrit | 5. Mr. Sitti Leelakasamelek | 6. Mr. Warapatr Todhanakasem |
| 7. Mrs. Anchalee Pipatanasern | | |

to be directors of the Company for another term.

5. The Board found it appropriate to propose the Meeting of Shareholders to consider and approve the remuneration for directors. The details of which are as follows:-

1. Remuneration of Director (monthly)		
Board / Committee	Position	2024
Board of Directors	Chairman of Board of Directors	45,000 bath/month
	Chairman of Audit Committee	30,000 bath/month
	Directors	25,000 bath/month
2. Remuneration of Director (yearly bonus)		
Board of Directors	Chairman of Board of Directors	Not exceeding 6 months x monthly remuneration
	Chairman of Audit Committee	
	Directors	



3. Remuneration of Sub-Committee (meeting allowance/meeting)		
Board of Directors	Chairman	12,000 THB/ meeting
	Directors	10,000 THB/ meeting
Executive Board of Directors	Chairman	7,200 THB/ meeting
	Directors	6,000 THB/ meeting
Audit Committee	Chairman	10,000 THB/ meeting
	Directors	8,000 THB/ meeting
Risk Management Committee Corporate Governance Committee / Nomination and Remuneration Committee and Sustainable Development	Chairman	7,200 THB/ meeting
	Directors	6,000 THB/ meeting
4.Other Benefits:		-No-

The Nomination Committee Considered and considered that the total remuneration in 2024 should not exceed 14,200,000 baht.

6. The Board found it appropriate for the Meeting of Shareholders to appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. who acts as Company's auditor for the fiscal year 2023 as follows:-

- 1) Ms. Wimolporn Boonyasthian CPA. No. 4067
- 2) Ms. Sophaphan Saptipayarattana CPA. No. 6523
- 3) Mr. Choopong Surachutikarn CPA. No. 4325

and to approve the auditor fees at the amount THB 2,904,000.-

7. The Board found it appropriate to propose the Meeting of Shareholders to consider and approve the amendment of the Articles of Association of the Company Articles 24, 29, 30 and 39 in order to ensure consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022), and support the development of technology. Details are as per the attached document.

The granting of such rights as appeared in the schedule of the Annual General Meeting of Shareholders for the year 2024 of the Company is uncertain due to the approval of the shareholders meeting.



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

The Company will be published the invitation letter for the Annual General Meeting of Shareholders for the year 2024 including relevant documents on the company's website, www.kslgroup.com and will send the Agenda Meeting to shareholders by post. The company will notify the location for live broadcasting to shareholders including the rules and guideline for attending the meeting for shareholders or proxies wishing to attend the meeting via E-AGM as soon as possible.

The shareholders are entitled to send the question(s) within February 16, 2024 by email to secretary@kslgroup.com or by a registered mail to the office of Company Secretary and Legal, 22nd Fl., Khon Kaen Sugar Industry Public Company Limited No. 503, Sriyudhya Road, Thanonphayathai Sub-district, Rajthevi District, Bangkok 10400.

Please be informed accordingly.

Sincerely yours,

-Signature-

(Kanyarat Sumitra)

Company Secretary

Office of Company Secretary and Legal

Telephone: 02-642-6230

Facsimile: 02-642-6092



Attachment

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</p>



		notice of a meeting of shareholders and supporting 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</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</p>



<p>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>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 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