



Corporate Governance Policy

(5th Revision, 2021)

Khon Kaen Sugar Industry Public Company Limited
and Group Companies

Corporate Governance Policy

(5th Revision)

The Board of Directors, in its Meeting No. 4/2563-2564 held on June 10, 2021, resolved to establish the Company's sub-committees to operate under the supervision of the Board of Directors, by reducing the number of sub-committees as specified in Chapter 5: Roles and Responsibilities of the Company's Board of Directors, effective from July 1, 2021 onwards.



(Dr. Warapatr Todhanakasem)

Chairman of the Corporate Governance
Committee



(Mr. Manu Leopaiprote)

Chairman of the Board of Directors

Corporate Governance Policy (4th Revision)

The Board of Directors, in its Meeting No. 6/2562-2563 held on September 10, 2020, approved the amendment of the Corporate Governance Policy to specify the Personal Data Protection Policy in accordance with new legislation, to provide greater flexibility in determining the number of directors on sub-committees, and to establish additional matters in alignment with the Corporate Governance Report of Thai Listed Companies Assessment and the Corporate Governance Code for Listed Companies 2017 in Chapter 3: Role of Stakeholders and Chapter 5: Roles and Responsibilities of the Company's Board of Directors. This Corporate Governance Policy (4th Revision, 2020) shall be effective from November 1, 2020 onwards.



(Dr. Warapatr Todhanakasem)

Chairman of the Corporate Governance
Committee



(Mr. Manu Leopairote)

Chairman of the Board of Directors

Corporate Governance Policy

(3rd Revision)

The Board of Directors, in its Meeting No. 7/2561-2562 held on September 13, 2019, resolved to establish a policy regarding the holding of directorship positions in other companies or organizations by the Chief Executive Officer and/or executives, to ensure compliance with the Board of Directors' oversight in accordance with generally accepted corporate governance principles. Therefore, Section 13 shall be added to Chapter 5: Roles and Responsibilities of the Company's Board of Directors, effective from September 14, 2019 onwards.



(Dr. Warapatr Todhanakasem)

Chairman of the Corporate Governance
Committee



(Mr. Manu Leopaiprote)

Chairman of the Board of Directors

Corporate Governance Policy

(2nd Revision)

As the Board of Directors, in its Meeting No. 3/2558 held on June 26, 2015, considered and approved the Corporate Governance Policy (1st Revision) effective from June 27, 2015, subsequently, the Securities and Exchange Commission announced the Corporate Governance Code for Listed Companies 2017 on August 17, 2017, which differs from the previous principles that the Company used as the basis for formulating its Corporate Governance Policy (1st Revision). In addition, the Stock Exchange of Thailand has established criteria for assessing the sustainability of listed companies in various dimensions. The Company therefore deems it appropriate to review and revise this Corporate Governance Policy (1st Revision) to align with the aforementioned Corporate Governance Code and sustainability assessment criteria for listed companies. However, the majority of the content in all 7 chapters remains unchanged, while any sections that have been amended by the Corporate Governance Policy (2nd Revision) will be indicated with footnotes.

The Board of Directors supports the Company in maintaining good corporate governance to ensure efficient, transparent, and auditable management, which will help build confidence among shareholders, investors, and all stakeholders, thereby enabling the Company to achieve stability and sustainable growth as well as create long-term value for investors. The Corporate Governance Policy therefore serves as an important tool that establishes effective corporate governance in various aspects and aims to ensure that all directors, executives, and employees are bound by and strictly comply with this policy. To ensure continuous and effective implementation of the Corporate Governance Policy, the Board of Directors has assigned the Corporate Governance Committee to oversee compliance with this policy and report to the Board of Directors on a quarterly basis.

The Board of Directors, in its Meeting No. 7/2559-2560 held on September 29, 2017, considered and approved the implementation of this Corporate Governance Policy (2nd Revision) effective from October 1, 2017 onwards.



(Dr. Warapatr Todhanakasem)

Chairman of the Corporate Governance
Committee



(Mr. Manu Leopaiprote)

Chairman of the Board of Directors

Corporate Governance Policy

(1st Revision)

The Board of Directors of Khon Kaen Sugar Industry Public Company Limited has announced the Corporate Governance Policy together with the Code of Conduct and Best Practices for Business Operations, and the Policy on Reporting Wrongdoing and Fraud, Investigation, and Whistleblower Protection, effective from February 3, 2014.

The Company deems it appropriate to comprehensively revise the Corporate Governance Policy while maintaining the structure based on the corporate governance criteria established by the Stock Exchange of Thailand, which is divided into 5 chapters. In terms of content, certain corporate governance policies have been added to align with the ASEAN Corporate Governance Scorecard (ASEAN CG Scorecard) criteria, and an Anti-Corruption Policy has been developed as additional Chapter 6. Key elements related to corporate governance from the Policy on Reporting Wrongdoing and Fraud, Investigation, and Whistleblower Protection (which was previously a separate policy) have been incorporated into the Corporate Governance Policy as Chapter 7. This results in the newly revised Corporate Governance Policy comprising 7 chapters, along with improvements to the Code of Conduct and Best Practices for Business Operations to enhance appropriateness in terms of both consistency with policies in various chapters and detailed content.

The Board of Directors supports the Company in maintaining good corporate governance to ensure efficient, transparent, and auditable management, which will help build confidence among shareholders, investors, and all stakeholders, thereby enabling the Company to achieve stability and sustainable growth as well as create long-term value for investors. The Corporate Governance Policy therefore serves as an important tool that establishes effective corporate governance in various aspects and aims to ensure that all directors, executives, and employees are bound by and strictly comply with this policy. To ensure continuous and effective implementation of the Corporate Governance Policy, the Board of Directors has assigned the Corporate Governance Committee to oversee compliance with this policy and report to the Board of Directors on a quarterly basis.

The Board of Directors, in its Meeting No. 3/2558 held on June 26, 2015, considered and approved the implementation of this Corporate Governance Policy (1st Revision) effective from June 27, 2015 onwards.



(Dr. Warapatr Todhanakasem)

Chairman of the Corporate Governance
Committee



(Mr. Manu Leopairrote)

Chairman of the Board of Directors

Corporate Governance Policy

The Board of Directors of Khon Kaen Sugar Industry Public Company Limited recognizes its responsibilities to all stakeholders within the framework of business ethics. Therefore, it deems appropriate to compile and establish a "Corporate Governance Policy" to serve as organizational management guidelines, thereby creating confidence that all operations are conducted with fairness and in consideration of the best interests of shareholders.

The Board of Directors adheres to the principles of conducting business with sincerity, honesty, and integrity, establishing policies, plans, strategies, operations, and performance evaluation, as well as operations and oversight of risk management in a transparent and auditable manner.

The Board of Directors is committed to continuously conducting business in accordance with the Corporate Governance Policy, alongside social responsibility, all for the benefit of stakeholders and society as a whole.

This Corporate Governance Policy shall be effective from February 3, 2014 onwards.



(Dr. Warapatr Todhanakasem)

Chairman of the Corporate Governance
Committee



(Mr. Manu Leopairrote)

Chairman of the Board of Directors

Corporate Governance Policy

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Chapter 1

Rights of Shareholders

Principles

Shareholders have ownership rights in the Company by controlling the Company through the appointment of the Company's Board of Directors to act on their behalf and have the right to make decisions regarding significant changes to the Company. The Company therefore promotes shareholders' exercise of their rights.

Policy

1. The Company respects shareholders' rights as stipulated by law, regulations, and rules, and will strictly comply with them, while establishing shareholders' rights in accordance with good corporate governance guidelines.
2. Shareholders of the Company shall have the following rights:
 - 2.1 Attending shareholders' meetings and having the opportunity to express opinions, provide suggestions, and participate in decision-making on various important matters, including:
 - The right to appoint or remove the Company's directors
 - Approve directors' remuneration, whereby the Company will present all forms of remuneration to be approved, including regular remuneration, meeting allowances, bonuses/gratuities, and other benefits (if any)
 - Approve the appointment of auditors
 - Receive profit sharing from the Company in the form of cash and/or stock dividends
 - Approve amendments to the Company's Memorandum of Association, Articles of Association, or other similar provisions
 - Approve capital increases or reductions, changes in the par value of registered shares
 - Approve other special transactions that are not ordinary transactions that the Company deems appropriate for shareholders' meeting consideration
 - 2.2 The right to receive material information of the Company regularly and within appropriate timeframes through suitable formats, such as news announcements sent by the Company to the Stock Exchange of Thailand, the Company's website, etc.
 - 2.3 Other rights beyond the above as stipulated by law and the Company's regulations
3. The Company maintains qualifications regarding the dispersion of shareholding (Free Float) by having a number of minor ordinary shareholders and shareholding proportion not less than that specified in the relevant criteria of the Stock Exchange of Thailand

Guidelines

1. The Company sends documents, information, date, time, venue, and meeting agenda, as well as all information related to matters requiring decisions at the meeting, to all shareholders for advance notice of not less than 30 days before the meeting date, including publishing such information on the Company's website at www.kslgroup.com in both Thai and English languages.
2. The Company sets the agenda for the Annual General Meeting of Shareholders in accordance with relevant laws and regulations and consistent with general practices of listed companies.
3. The Company facilitates shareholders' exercise of their rights to attend meetings in person or by proxy to other persons or independent directors designated by the Company as proxies, and to vote fully, by holding meetings on business days at hotels or other meeting venues located in Bangkok and its vicinity with convenient transportation for shareholders, providing adequate personnel and technology for document verification, and providing revenue stamps for affixing to proxy forms.
4. The Company informs shareholders of the various rules to be used in the meeting beforehand, allocates time, and encourages shareholders to have adequate opportunities to express opinions and ask questions at the meeting on matters related to the Company.
5. Directors and senior executives of the Company attend shareholders' meetings and participate in answering questions at the shareholders' meeting.
6. Shareholders will receive meeting minutes through the Company's website within fourteen days after the meeting.
7. Shareholders can access the Company's information and news through the Stock Exchange of Thailand's website.
8. Shareholders have opportunities to visit the Company's operations or participate in training seminars organized by the Company.

Chapter 2

Equitable Treatment of Shareholders

Principles

All shareholders, whether executive or non-executive, minority shareholders, as well as foreign shareholders, shall receive equal and fair treatment. Directors, executives, and employees shall not engage in any actions that take advantage of shareholders through the use of the Company's inside information.

Policy

1. Shareholders have the right to propose agenda items for consideration at the Annual General Meeting of Shareholders in accordance with the guidelines at the end of the policy in this chapter.
2. Shareholders have the right to nominate candidates for election as directors of the Company in accordance with the criteria at the end of the policy in this chapter.
3. The Board of Directors provides opportunities for shareholders to exercise their rights in appointing the Company's directors individually and arranges for the use of voting ballots for transparency and verifiability.
4. The Company prohibits directors, executives, and employees at all levels from using inside information of the Group that is material and has not yet been disclosed to the public in accordance with applicable requirements for their own benefit or that of others.
5. Certain directors and executives have the duty to report their holdings of securities issued by the Company, including those of their spouses and minor children, and to report changes in holdings of securities issued by the Company every time they buy, sell, transfer, or receive transfer of such securities to the Securities and Exchange Commission in accordance with prescribed criteria, and must also report securities holdings to the Board of Directors.
6. Directors, executives, and employees who have knowledge of the Company's inside information must refrain from trading securities of the Group during a period of one month before the disclosure of financial statements or quarterly operating results until the date the Company discloses financial statements or quarterly operating results to the public. The Company will notify such persons specifically or make general announcements to directors, executives, and employees to ensure awareness of this restriction.

Guidelines

1. The Company establishes criteria for shareholders' right to propose agenda items for the Annual General Meeting of Shareholders as follows:
 - 1.1 A single shareholder or multiple shareholders holding a combined total of not less than five percent of the total voting rights of the Company have the right to propose matters to the Company's Board of Directors for consideration to be included as agenda items for the Annual General Meeting of Shareholders, by submitting a written proposal which must contain the following details:

- 1.1.1 Name, address, and contact telephone number of the shareholder(s), including the number of shares held
- 1.1.2 The proposed matter for the Board of Directors to consider including as a meeting agenda item, whether it is a proposal for approval or consideration, with details regarding the proposed matter to support the Board's consideration, such as facts, reasons, points for consideration, and other relevant information, etc.
- 1.1.3 Other information that the shareholder(s) deem necessary to support consideration
- 1.2 The Board of Directors reserves the right not to include matters submitted by shareholders as agenda items for the Annual General Meeting of Shareholders if such matters have the following characteristics:
 - 1.2.1 Matters relating to the Company's ordinary business operations and the shareholder's allegations do not demonstrate reasonable grounds for suspicion regarding irregularities in such matters
 - 1.2.2 Matters that are beyond the Company's power to implement
 - 1.2.3 Matters that the shareholder has previously proposed to the shareholders' meeting for consideration within the past twelve months and received supporting votes of less than ten percent of the total voting rights, where the facts have not significantly changed
 - 1.2.4 Matters that the Board of Directors considers unnecessary to include as agenda items, whereby the Board of Directors must have reasonable grounds and be able to provide explanations that shareholders can understand
- 1.3 In proposing matters for the Board of Directors' consideration to be included as agenda items for the Annual General Meeting of Shareholders, shareholders shall prepare a written document and submit it to the Company Secretary to identify which shareholder(s) is/are making the proposal, or shareholders may informally propose matters through the Company's website at www.kslgroup.com first, and then prepare a written document to submit to the Company Secretary
- 1.4 Shareholders who wish to propose matters for the Board of Directors' consideration to be included as agenda items for the Annual General Meeting of Shareholders must submit their proposals to the Company Secretary between October 1 and November 30 of each year^[1]
- 1.5 When the Board of Directors has considered matters proposed by shareholders for inclusion as agenda items for the Annual General Meeting of Shareholders and deems them appropriate and suitable for inclusion, the Board of Directors shall specify in its opinion in the meeting agenda that such matters are proposed by shareholders in the notice convening the Annual General Meeting of Shareholders. If the Board of Directors considers that matters proposed by shareholders are not appropriate for inclusion as agenda items for the Annual General Meeting of Shareholders, the Board of Directors shall notify the shareholders along with the reasons for not including them as meeting agenda items through the Company's website at www.kslgroup.com, as well as announce such disclosure through the Stock Exchange of Thailand's dissemination channels beforehand, and inform the Annual General Meeting of Shareholders for acknowledgment on the meeting date

2. The Company establishes criteria for shareholders' right to nominate candidates for election as directors as follows:

- 2.1 A single shareholder or multiple shareholders holding a combined total of not less than five percent of the total voting rights of the Company have the right to propose candidates whom they deem suitable for the Annual General Meeting of Shareholders to consider electing as directors of the Company to the Board of Directors for consideration, by submitting a written proposal which must contain the following details:
 - 2.1.1 Name, address, and contact telephone number of the shareholder(s), including the number of shares held.
 - 2.1.2 List of candidates proposed for consideration including educational background, work history, work experience, special knowledge and expertise, outstanding achievements, shareholding in the Company, list of companies where they serve as directors or executives or major shareholders, suitability for holding directorship in the Company, and other information about such candidates that the shareholder(s) deem appropriate to provide for the Board of Directors' consideration.
 - 2.1.3 Other information about the nominated candidates that the Board of Directors deems necessary for consideration, whereby the Board of Directors must explain the reasons why such information is necessary.
 - 2.1.4 A letter of consent from such candidate expressing willingness to serve as a director of the Company.
- 2.2 The Board of Directors reserves the right not to propose such candidate to the Annual General Meeting of Shareholders for consideration as a director of the Company if the candidate nominated by the shareholder(s) has the following characteristics:
 - 2.2.1 Lacks qualifications or has prohibited characteristics for being a director of a listed company as stipulated in the Public Limited Companies Act, announcements of the Securities and Exchange Commission, announcements of the Stock Exchange of Thailand, or other laws.
 - 2.2.2 If elected as a director of the Company, such person may have conflicts of interest in performing directorial duties, such as being a director, executive, or major shareholder in a company that is a business competitor of the Company, or being a customer or business partner of the Company, etc.
 - 2.2.3 A person whom the Board of Directors considers inappropriate to hold the position of director, whereby the Board of Directors must have reasonable grounds and be able to provide explanations that shareholders can understand.

- 2.3 In proposing candidates whom they deem suitable for the Annual General Meeting of Shareholders to consider electing as directors of the Company, shareholders shall prepare a written document and submit it to the Company Secretary to identify which shareholder(s) is/are making the proposal. Shareholders may informally propose such candidates through the Company's website at www.kslgroup.com first, and then prepare a written document to submit to the Company Secretary.
- 2.4 Shareholders who wish to propose candidates whom they deem suitable for the Annual General Meeting of Shareholders to consider electing as directors of the Company must submit the candidates' names to the Company Secretary between October 1 and November 30 of each year[2] to provide the Nomination and Remuneration Committee and the Board of Directors with sufficient time to consider whether to propose such candidates to the Annual General Meeting of Shareholders for election as directors of the Company.
- 2.5 In the Board of Directors' consideration, if the Board of Directors deems it appropriate to propose such candidate to the Annual General Meeting of Shareholders for consideration, the Board of Directors shall specify in the notice convening the Annual General Meeting of Shareholders as an opinion in the director election agenda that such person is nominated by shareholders. If the Board of Directors considers it inappropriate to propose such candidate to the Annual General Meeting of Shareholders for consideration, the Board of Directors shall notify the shareholders along with the reasons for not proposing the candidate through the Company's website at www.kslgroup.com, as well as announce such disclosure through the Stock Exchange of Thailand's dissemination channels beforehand, and inform the Annual General Meeting of Shareholders for acknowledgment on the meeting date.

Chapter 3

Role of Stakeholders

Principles

The Company recognizes the rights of all stakeholder groups and will promote good management to create appropriate and sustainable benefits for all stakeholders.

Policy

1. The Company provides good corporate governance to ensure the Company's business operations are conducted with transparency, honesty, integrity, auditability, and ethics.
2. The Company conducts business with emphasis on environmental conservation and social development alongside good corporate governance.
3. The Company assesses environmental and safety risks and impacts before investing in ventures, complies with laws related to environment and natural resources, and manages production processes to minimize impact on the environment and natural resources.
4. The Company conducts business with consideration for the rights of all stakeholders as prescribed by relevant laws or that they should rightfully receive, including shareholders, employees, executives, customers, business partners, creditors, as well as the public and society as a whole appropriately.
5. The Company has a personal data protection policy for stakeholders by appointing responsible persons, processes, and procedures for proper compliance with the law covering collection, gathering, use, disclosure of data, and transfer or transmission of personal data abroad, as well as security measures for personal data protection[3].

Guidelines

1. The Company creates awareness and compliance with corporate governance policy among directors, executives, and employees, and builds cooperation between the Company, the Group companies, and other stakeholders.
2. The Company uses natural resources and energy economically, maintains environmental quality, and does not discharge waste or pollutants into the community.
3. The Company promotes the design and development of production processes, machinery, and equipment to better control and/or reduce pollution, as well as promotes the use of environmentally friendly raw materials and products.
4. The Company uses international quality management systems such as ISO, FSSC, SQF, GMP, HACCP, HALAL, etc., to create maximum satisfaction for customers in terms of product quality and standards, timely delivery, and world-class service, while strictly maintaining customer confidentiality[4]

5. The Company provides equal opportunities in hiring, appointment, evaluation, and transfer of employees based on employee quality, suitability for job conditions, ethics, laws and regulations, and maximum benefit to the Company. The Company will not discriminate against any individual due to race, nationality, religion, gender, age, marital status, disability, or disadvantaged status. The Company provides written work regulations which include hiring, termination or non-termination[5]
6. The Company promotes advancement and enhances knowledge for employees by conducting employee training internally or supporting employees to attend external training as appropriate to their positions and duties.
7. The Company maintains a work environment that is safe for the life, health, and property of employees at all times, provides welfare and benefits appropriate to job positions, and strictly complies with labor laws and Thai labor standards.
8. The Company does not employ forced labor in any form and shall not hire child workers below the minimum age threshold prohibited by labor laws or other applicable legislation. In cases where the Company employs workers of different genders and age groups, the Company shall strictly adhere to Thai labor laws and labor standards.
9. The Company provides compensation to employees based on accurate and fair performance evaluations, without discrimination and with equal opportunities for all. The Company complies with laws and regulations pertaining to labor wages. The Company shall manage wages, salaries, and benefits at competitive levels to attract personnel to join the organization and retain talented and capable personnel within the Company[6]
10. The Company upholds democratic principles and encourages employees to exercise their constitutional voting rights. The Company does not restrict employees' personal political rights[7]
11. The Company complies with all agreements made with creditors, including debt repayment obligations, provision and maintenance of collateral, and other stipulated conditions such as providing accurate financial reports of the Company to creditors, maintaining debt-to-equity ratios, and other requirements. In cases where the Company is unable to repay debts according to the scheduled terms, the Company shall notify creditors to jointly seek solutions based on mutual negotiation and agreement.

12. The Company supports free and fair trade competition, equality in business operations, and mutual benefits. The Company conducts procurement processes in a transparent and equitable manner. The Company establishes qualification criteria for business partners eligible to submit bids and announces these publicly. The Company provides accurate and complete information and conditions for procurement to qualified bidding partners through open and equal methods. The Company maintains confidentiality of bid information received from business partners and does not disclose such information to other bidding partners. The Company does not solicit or accept any benefits from business partners in exchange for procurement contracts with the Company.
13. The Company respects the intellectual property rights of others and shall exercise due care to prevent allegations or risks of allegations regarding infringement of others' intellectual property rights.
14. The Company supports and respects human rights both within the Company and throughout the supply chain, and conducts business in accordance with the principles and spirit of United Nations declarations and conventions, as well as other international agreements to which Thailand is a party. The Company shall not participate in any actions that violate human rights principles. The Company shall monitor compliance with this policy within the organization and regularly examine business partners and customers regarding non-violation of human rights[8]
15. The Company provides support for organizing activities or participates in supporting activities related to charitable causes or community development to foster good relationships with communities and help improve the quality of life in communities, particularly in areas where the Company operates. This support may be provided through monetary donations or in-kind contributions as appropriate to the activities, taking into consideration the needs of the recipients and in accordance with local customs and traditions.

Furthermore, the Company shall consider that its support must not risk being alleged as bribery or providing benefits to others in exchange for improper advantages that the Company may receive.
16. The Company listens to the opinions of stakeholders and provides opportunities for various stakeholder groups to participate with the Company in activities that are appropriate to their respective stakeholder status[9]

Chapter 4

Disclosure and Transparency

Principle

The Company discloses information that is accurate, complete, transparent, comprehensive, consistent, and timely, including both financial and non-financial information, operational results, and other relevant data, to enable investors and stakeholders to receive material information that may affect the Company's securities prices, investment decisions, or shareholders' rights and benefits within the scope prescribed by law, regulations of relevant government agencies, and the Company's articles of association, through various channels and media for information dissemination as appropriate to each case.

Policy

1. The Company, through the Investor Relations unit, communicates beneficial information to shareholders, investors, and analysts. The Company conducts quarterly operational results briefings for investors and securities analysts, with participation from relevant management to provide explanations and opportunities for investors, securities analysts, fund managers, and other interested parties to inquire about various information.
2. The Company, through the Corporate Secretary and Legal Office, discloses information to the Stock Exchange of Thailand and the Securities and Exchange Commission in accordance with relevant regulations, such as connected transactions, securities holding reports, asset acquisitions, and other matters.
3. The Board of Directors and management disclose information regarding interests and related parties to enable the Board of Directors to consider the Company's transactions that may have conflicts of interest and make decisions for the overall benefit of the Company. Directors and management who have interests in transactions with the Company must not participate in decision-making regarding such transactions, in accordance with the Company's procedures or approval measures for related party transactions.
4. The Company's management provides necessary and sufficient information to the Board of Directors and various sub-committees to enable each board to perform their duties effectively.

Guidelines

1. Information and data disclosed include
 - 1.1 General business information comprising business characteristics, products, market conditions, competitive environment, material foreseeable risk factors, report of the Chairman of the Audit Committee, and shareholding and management structure.

- 1.2 Management Discussion and Analysis (MD&A), report on the Board of Directors' responsibility for financial reporting, certified public accountant's report, statement of financial position, statement of profit or loss, statement of cash flows, statement of changes in shareholders' equity, notes to the financial statements, and the Company's operating results, related party transactions.
 - 1.3 Names and profiles of directors, various committees, including powers and duties, as well as remuneration and performance of duties of sub-committees during the year.
 - 1.4 Number of times each director and/or sub-committee member attended meetings in each committee.
 - 1.5 Internal control and risk management.
 - 1.6 Corporate governance, social responsibility, corporate governance policy, and anti-corruption policy, including the responsibilities of the Board of Directors, reports on securities holdings of directors and executives, and of their spouses and minor children, as well as changes in such securities holdings.
 - 1.7 Reports on related party transactions and interests of the Company's directors or related persons in matters concerning the Company or its subsidiaries.
 - 1.8 Other information as prescribed by relevant laws or regulations or as the Company deems appropriate.
2. Methods and channels for information disclosure. The disclosure of the aforementioned information or other data must comply with the criteria, methods, and conditions prescribed by law or regulations of relevant regulatory authorities, such as the Stock Exchange of Thailand, the Securities and Exchange Commission, the Capital Market Supervisory Board, and others, such as the Annual Registration Statement (Form 56-1), annual reports, regulatory authority websites, notification letters or reports. In cases where there are no external requirements, the Company may disclose any information deemed appropriate under the corporate governance policy through suitable media, such as the Company's website, and others.

Chapter 5

Roles and Responsibilities of the Company's Board of Directors

Principle

The Company's Board of Directors plays a crucial role as organizational leaders responsible for overseeing the Company's good management and creating sustainable value for the business. This demonstrates the accountability of the Company's Board of Directors toward the Company and shareholders, while maintaining independence from management. The Company's Board of Directors performs its duties and exercises independent judgment in making decisions on various matters from both management and shareholders. Each director has the duty and independence to raise questions, express opinions, or object in cases of conflicting views on matters that affect the interests of shareholders or stakeholders[10]

The Company ensures diversity in the structure of the Company's Board of Directors, such as experience, expertise, and various skills necessary for operations to achieve the Company's goals and strategies, gender and age of directors, and other factors. The Company establishes criteria and processes for recruiting Company directors in accordance with such policy[11]

Policy

1. Framework of roles and responsibilities

The Company's Board of Directors oversees corporate governance to create sustainable value for the business, encompassing good long-term performance, conducting business with ethics, respecting rights and maintaining responsibility toward shareholders and stakeholders, benefiting society, committing to developing or reducing environmental impact, and being able to adapt under changing key factors[12]

2. Board of Directors Charter

The Company has established a Board of Directors Charter that specifies the composition of the Company's Board of Directors, qualifications for directorship in a listed company, terms of office for Company directors and independent directors, termination of office, quorum requirements, meetings and distribution of meeting documents, performance evaluation, and the powers, duties, and responsibilities of the Company's Board of Directors. These responsibilities encompass the review of vision, mission, business strategies, plans, and budgets; supervision, monitoring, and oversight of implementation; promotion of innovation creation and adoption of innovation and technology; and formulation of risk management policies.[13]

3. Qualifications of Independent Directors

Independent directors must possess all qualifications as prescribed by the Securities and Exchange Commission and must be able to safeguard the interests of all shareholders equitably without giving rise to conflicts of interest. Furthermore, they must be able to attend the Company's Board of Directors meetings and provide independent opinions.

Independent directors must possess the following qualifications:

- 3.1 Hold not more than 0.5 percent of the total voting shares of the Company, its subsidiaries, associates, major shareholders, or controlling persons of the Company. This includes shares held by related persons of such independent director.
- 3.2 Not be or have been an executive director, employee, staff member, advisor who receives regular salary, or controlling person of the Company, its subsidiaries, associates, or major shareholders, except where such person has been free from such characteristics for not less than two years prior to the date of appointment as an independent director.
- 3.3 Not be a person who has relationship by blood or legal registration as parent, spouse, sibling, or child, including spouse of child, of executives, major shareholders, controlling persons, or persons who will be nominated to be executives or controlling persons of the Company or its subsidiaries.
- 3.4 Not have or have had business relationships with the Company, its subsidiaries, associates, major shareholders, or controlling persons of the Company in a manner that may impede the exercise of independent judgment, including not being or having been a significant shareholder or controlling person of any entity that has business relationships with the Company, its subsidiaries, associates, major shareholders, or controlling persons of the Company, except where such person has been free from such characteristics for not less than two years prior to the date of appointment as an independent director.
- 3.5 Not be or have been an auditor of the Company, its subsidiaries, associates, major shareholders, or controlling persons of the Company, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its subsidiaries, associates, major shareholders, or controlling persons of the Company, except where such person has been free from such characteristics for not less than two years prior to the date of appointment as an independent director.
- 3.6 Not be or have been a provider of any professional services, including legal advisory or financial advisory services, which receives service fees exceeding two million baht per year from the Company, its subsidiaries, associates, major shareholders, or controlling persons of the Company, and not be a significant shareholder, controlling person, or partner of such professional service provider, except where such person has been free from such characteristics for not less than two years prior to the date of appointment as an independent director.
- 3.7 Not be a director appointed as a representative of the Company's directors, major shareholders, or shareholders who are related to major shareholders.
- 3.8 Not engage in business of the same nature and in significant competition with the business of the Company or its subsidiaries, or not be a significant partner in a partnership, or be an executive director, employee, staff member, advisor who receives regular salary, or hold more than one percent of the total voting shares of another company which engages in business of the same nature and in significant competition with the business of the Company or its subsidiaries.
- 3.9 Not have any other characteristics that would prevent the ability to provide independent opinions regarding the Company's operations.

4. The Chairman of the Board of Directors and the Chief Executive Officer are not the same person.

The Company segregates the duties and responsibilities of the Chairman of the Board of Directors and the Chief Executive Officer to ensure a proper balance of power by separating oversight functions from management operations, as follows:

The Chairman of the Board of Directors is an independent director who serves as the leader of the Board of Directors, responsible for overseeing and monitoring management's performance to ensure achievement of established objectives and strategic plans. Additionally, the Chairman serves as the presiding officer of Board meetings and shareholders' meetings.

The Chairman of the Board of Directors serves as the leader of the Board and has the following duties and responsibilities^[14]:

1. Supervise, monitor, and ensure that the Board of Directors performs its duties effectively and achieves the organization's core objectives and goals
2. Ensure that all directors actively participate in promoting an organizational culture of ethics and good corporate governance
3. Set the Board meeting agenda in consultation with the Chief Executive Officer, with measures in place to ensure that important matters are included as agenda items
4. Allocate sufficient time for management to present matters and adequate time for directors to thoroughly discuss important issues collectively, promote directors' exercise of careful judgment, give attention to all matters brought to the meeting, including corporate governance issues
5. Foster good relationships between the Board of Directors and management

The Chief Executive Officer serves as the head of the Company's executive team (which may be referred to by other titles such as President and Chief Executive Officer, Managing Director and Chief Executive Officer, etc.) and acts as Chairman of the Executive Committee ex officio. The CEO is accountable to the Board of Directors for managing the Company's operations to achieve established plans and reports operational performance to the Board of Directors.

The Board of Directors has established the powers and duties of the Executive Committee in writing in the Executive Committee Charter.

5. Company Secretary

The Board of Directors appoints a Company Secretary who is responsible for preparing and maintaining the directors' register, Board meeting notices, Board meeting minutes, annual reports, shareholders' meeting notices and shareholders' meeting minutes, as well as reports on conflicts of interest of the Company's directors and executives. The Company Secretary provides legal and regulatory guidance that the Board should be aware of, coordinates the implementation of Board resolutions, and ensures compliance with applicable laws, the Company's objectives, articles of association, Board resolutions, and shareholders' resolutions.

6. Board Sub-committees

"The Board of Directors appoints Board sub-committees comprising the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainability Development Committee, and the Risk Management Committee^[15] to oversee management operations and share the workload of the Board of Directors. The Board of Directors may appoint additional committees with different names as deemed necessary and appropriate.

6.1 Audit Committee^[16]

The Audit Committee comprises no fewer than three directors, with the Chairman and all members required to be independent directors^[17]. Among these members, at least one person must possess knowledge and experience in financial statement review. The Audit Committee must meet the qualifications prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission. Audit Committee members serve three-year terms and may be reappointed as Audit Committee members, but not exceeding three consecutive terms, unless the Board of Directors deems it appropriate for them to continue in office. The Audit Committee's scope of authority and responsibilities is defined in writing in the Audit Committee Charter.

6.2 Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises no fewer than three directors, with the Chairman and other members collectively constituting more than half of the entire committee being independent directors^[18]. Nomination and Remuneration Committee members serve three-year terms and may be reappointed as Nomination and Remuneration Committee members, but not exceeding three consecutive terms, unless the Board of Directors deems it appropriate for them to continue in office. The Nomination and Remuneration Committee's scope and authority of responsibilities is defined in writing in the Nomination and Remuneration Committee Charter.

6.3 Corporate Governance and Sustainability Development Committee

The Corporate Governance and Sustainability Development Committee comprises no fewer than three directors, with the Chairman and other members collectively constituting more than half of the entire committee being independent directors^[19]. Corporate governance committee members serve three-year terms and may be reappointed as corporate governance committee members, but not exceeding three consecutive terms, unless the Board of Directors deems it appropriate for them to continue in office. The Corporate Governance and Sustainability Development Committee's scope and authority of responsibilities is defined in writing in the Corporate Governance and Sustainability Development Committee Charter.

6.4 Risk Management Committee

The Risk Management Committee comprises no fewer than three directors, with the Chairman and other members collectively constituting more than half of the entire committee being independent directors^[20]. Risk management committee members serve three-year terms and may be reappointed as risk management committee members, but not exceeding three consecutive terms, unless the Board of Directors deems it appropriate for them to continue in office. The Risk Management Committee's scope and authority of responsibilities is defined in writing in the Risk Management Committee Charter.

7. Performance Evaluation of the Board of Directors and Board Sub-committees.

The Board of Directors mandates the preparation of self-assessment forms by using the Stock Exchange of Thailand's self-assessment forms as guidelines to serve as a framework for regularly reviewing the Board of Directors' performance of duties. The Board of Directors believes that self-assessment is a crucial step in developing toward good corporate governance. In conducting the Board evaluation, comparisons will be made to determine whether actions have been taken in accordance with approved corporate governance policies and/or good practices, in order to improve the Board's performance to align with established policies and enhance work efficiency. The Board conducts annual performance evaluations of the entire Board after each fiscal year-end, covering both collective Board performance and individual performance.

The Board of Directors evaluates the overall performance of each Board sub-committee based on quarterly performance reports presented to the Board of Directors, considering the powers and duties of each sub-committee as defined in their respective charters.

8. Remuneration of Directors and Executives

Remuneration for independent directors who are external persons and are not employees or executives of the Company or of the Company's shareholders comprises monthly remuneration, annual remuneration, meeting fees, and benefits.

The Company has established remuneration for the Board of Directors and executives according to the following criteria:

- 8.1 The Company has established a remuneration policy for the Board of Directors at an appropriate level by comparing it with remuneration survey results prepared by the Stock Exchange of Thailand or the Thai Institute of Directors Association ("IOD") and making adjustments when changes occur. Additionally, the policy ensures appropriateness to duties and responsibilities by providing additional remuneration when Company directors assume additional duties and responsibilities in Board sub-committees.
- 8.2 Executive remuneration comprises salary, bonus, provident fund, and other benefits, with such remuneration linked to the Company's operational performance and individual executive performance as criteria.

9. Development of Company Directors and Executives

Each newly appointed Company director receives a Company Directors' Manual containing Company information and relevant business data, directors' powers and duties, directors' responsibilities, and adequate related regulations before assuming duties. The Company may also organize orientation sessions for new directors, taking into consideration the appropriateness of the new directors' qualifications and experience. The Company supports continuous training and knowledge development for Company directors, particularly training programs organized by external organizations such as the Stock Exchange of Thailand and the Thai Institute of Directors Association, to enable Company directors to perform their duties and oversee the Company's corporate governance effectively.

10. Performance Evaluation of the Chief Executive Officer

The Nomination and Remuneration Committee is responsible for considering and recommending to the Board of Directors regarding the consideration, establishment of criteria and processes for use in evaluating the Chief Executive Officer's performance annually^[21].

11. Communication with Management

The Board of Directors encourages executives to participate in Board meetings by presenting agenda items for which they are responsible to the Board of Directors meeting, so that the Board can receive information and opinions from executives who are directly responsible for the work. At the same time, executives have the opportunity to learn and understand the Board of Directors' perspectives.

Company directors can access and communicate directly with management, the Company Secretary, and the Board Secretary as appropriate, provided that such communication does not interfere with or disrupt the Company's normal business operations.

12. Executive Succession

The Board of Directors assigns the Nomination and Remuneration Committee to consider recruiting suitable candidates for the Chief Executive Officer position in the event of a vacancy and to establish criteria for senior executive succession.

The Chief Executive Officer is responsible for establishing succession plans for senior executives who are critical to the Company's business operations, including identifying successors for senior executive positions from the level of Assistant Managing Director and above, in accordance with criteria established by the Nomination and Remuneration Committee, and ensuring that such individuals receive training to prepare for succession to those positions.

13. Directorships in Other Companies by the Chief Executive Officer and Executives

In cases where the Chief Executive Officer or executives wish to serve as directors in other companies or organizations as representatives of the Company, approval must be obtained from the Board of Directors. The Board of Directors may delegate authority to the Chief Executive Officer to approve executives serving as directors in such companies or organizations as deemed appropriate^[22].

Chapter 6

Anti-Corruption

Principle

The Company should oppose and support anti-corruption efforts to reduce or eliminate corruption, which causes inequality in business operations, hinders fair competition, and undermines society and the economy as a whole.

Policy

The Company has a policy prohibiting directors, executives, and employees from engaging in corruption. This policy applies to all departments of the Company and its subsidiaries and affiliates, other companies under the Company's control, and third parties involved in business activities in all countries where business is conducted. The Company shall conduct corruption risk assessments and regularly review compliance with this policy, as well as review operational guidelines and procedural requirements for each section to ensure alignment with changes in laws, regulations, generally accepted standards, and the Company's business operations.

Relevant parties at various levels have the following duties and responsibilities:

1. The Board of Directors has the duty and responsibility to establish policies and oversee that the Company maintains an effective anti-corruption support system.
2. The Chief Executive Officer and executives have the duty and responsibility to establish systems and mechanisms for risk management and corruption prevention, measures to promote anti-corruption efforts, guidelines for monitoring and evaluating compliance with this policy, communication of anti-corruption policies to all levels of employees in the Company and its subsidiaries and affiliates, and training to ensure employees have knowledge of and practice anti-corruption measures.
3. The Internal Audit Office has the duty and responsibility to audit and review the operations of various departments to ensure compliance with the Company's anti-corruption policy, assess the adequacy and appropriateness of existing anti-corruption measures, and report findings along with recommendations to the Audit Committee.
4. Directors, executives, and employees at all levels across all departments must comply with the anti-corruption policy and code of conduct by not engaging in or supporting corruption in any form.

"Relevant parties at various levels have the following duties and responsibilities:

Corruption means giving, offering to give, promising to give, pledging to give, receiving, or demanding money, property, or benefits in any other form, whether directly or through third parties, to or from government officials, external agencies, customers, the Company's business partners, or any person with duties in any matter, whether such duties are direct or indirect, in order to cause such person to act or refrain from acting in a way that enables the Company to improperly obtain or retain permits, approvals, or other benefits, or to enable external parties to improperly obtain business contracts or other benefits from the Company.

Guidelines

1. The Company will bring the anti-corruption policy to widespread awareness and implementation among employees by developing a code of conduct regarding anti-corruption, operational manuals for various departments relating to anti-corruption policies, for use in training, implementation, or employee learning, and disseminating them through appropriate channels.
2. The Company will provide protection to employees who report incidents or information regarding corruption under the criteria specified in chapter 7 below, as well as relevant work regulations and rules.
3. Corruption is considered misconduct and/or fraud as the case may be, and those who engage in corruption are deemed to have committed disciplinary violations and will be subject to disciplinary action under the Company's work regulations and may be subject to civil and/or criminal legal proceedings.
4. To ensure that the anti-corruption policy generates awareness and becomes the foundation of organizational culture, the Company places importance on human resource management processes from recruitment or personnel selection, promotion, training, performance evaluation, compensation, to employee rights protection. The human resources function will incorporate the Company's anti-corruption policy into all stages of human resource management.
5. Directors, executives, and employees should exercise caution regarding actions that may pose corruption risks and must study the corporate governance policy and code of conduct concerning anti-corruption as well.

Chapter 7

Reporting of Misconduct and Fraud

Principle

Stakeholders who have regard for the Company's interests or parties who have suffered damages from actions of the Company or its employees shall have appropriate channels to provide information or lodge complaints that are beneficial for deterring, preventing, or controlling misconduct or corruption. Those who provide such information or file complaints shall receive adequate protection to ensure they do not suffer adverse consequences from providing information or making complaints in good faith.

Policy

1. The Company has established diverse channels for reporting tips or information regarding misconduct and corruption, as well as for filing complaints (whistle-blower hotline), to enable stakeholders to provide information that is beneficial for investigation, deterrence, and prevention of misconduct or corruption, or to lodge complaints for remedial action.
2. Whistleblowers have the right to choose not to disclose their identity, but must provide sufficient factual details or evidence to enable the Company to investigate and determine whether there has been misconduct, corruption, or violation of the Company's rules and regulations.
3. The Company has measures in place to protect the rights of whistleblowers or complainants from actions that adversely affect their position or job performance, or from other unfair treatment, in order to instill confidence in those who wish to provide information that is beneficial to the Company.

Guidelines

In this chapter

"Misconduct information" includes information regarding misconduct or corruption, complaints, or tips relating to misconduct or corruption.

"Complaint" includes the reporting of misconduct information.

"Information provider" includes complainants and whistleblowers relating to misconduct or corruption.

"Internal Audit Office" means the Internal Audit Office of Khon Kaen Sugar Industry Public Company Limited and includes the Internal Audit Office of companies within the group (if any).

"Code of Ethics" means the Business Code of Ethics of Khon Kaen Sugar Industry Public Company Limited.

1. Duties and Responsibilities

- 1.1 Employees have a duty to report or provide information regarding misconduct committed by or against the Company, the Company's directors, executives, and employees to their immediate supervisors and/or through the channels specified in this policy section immediately.
- 1.2 The reporting or provision of misconduct information must be made in good faith. Intentionally providing false information or making malicious accusations that cause damage to other persons and the Company constitutes a disciplinary offense that will result in disciplinary action by the Company and may be subject to legal proceedings.
- 1.3 Employees must cooperate and provide assistance to management or Company departments responsible for investigating misconduct or corruption.
- 1.4 Executives serve as good role models in adhering to the Code of Ethics and have the duty to monitor, oversee, and encourage their subordinates to comply with the Code of Ethics.
- 1.5 Executives have the responsibility to promote and establish adequate and effective internal control systems to prevent misconduct and corruption in the departments under their responsibility.
- 1.6 Executives have the duty to provide support and cooperation to the Internal Audit Office, fact-finding committees, investigative committees, and related departments in investigating misconduct or corruption.

2. Information Channels

- 2.1 When employees witness or have reasonable cause to believe in good faith that misconduct or corruption has occurred in relation to the Company or companies within the group, they must immediately notify their immediate supervisor at the manager level or above, whether verbally or in writing. If the matter is not given consideration, they must report to higher-level supervisors according to the Misconduct and Corruption Information Report Form (Attachment 1). Employees should not conduct investigations or make any inquiries regarding the suspected misconduct on their own.
- 2.2 If in an inappropriate situation or uncomfortable about reporting to such supervisors, or if there is suspicion that supervisors or Company executives are involved in the misconduct, employees may choose to report through the following channels [23]:
 - 2.2.1 Internal Audit Office Manager Tel. 02-642-6191-9 ext. 127 or e-mail: ia@kslgroup.com
 - 2.2.2 Human Resources Manager Tel. 02-642-6191-9 ext. 969 [24] or e-mail: hr@kslgroup.com

2.2.3 Chairman of the Audit Committee or the Company's Board of Directors at the following address: Khon Kaen Sugar Industry Public Company Limited, 503 K.S.L. Tower, 22nd Floor, Sri Ayutthaya Road, Thanon Phayathai Sub-district, Ratchathewi District, Bangkok 10400 or www.ksigroup.com

2.2.4 In cases where senior executives at the department level or equivalent and above, or the Internal Audit Office Manager, or the Human Resources Manager are involved in misconduct or corruption, reports should be made to the Chairman of the Audit Committee or the Company's Board of Directors through the channels specified in 2.2.3 above.[25]

In making such reports, employees should disclose their name, address, and telephone number. However, employees may choose whether to disclose or not disclose their identity.

2.3 When the aforementioned persons or departments receive reports of misconduct or corruption, they must immediately report to the Internal Audit Office.

2.4 The Internal Audit Office is responsible for maintaining a complaint registry and must prepare summary reports of misconduct information received for the Audit Committee's acknowledgment at the next meeting.

2.5 The Internal Audit Office conducts a preliminary assessment to determine in which department the misconduct occurred and forwards the complaint to that department for further fact-finding, while periodically monitoring the progress of actions taken by the receiving department.

2.6 Fact-finding, investigation, disciplinary action, and legal proceedings shall be conducted in accordance with the respective regulations governing such matters.

2.7 Upon completion of the complaint review, the responsible department shall notify the Internal Audit Office of the action results for reporting to the Audit Committee at the next meeting.

3. Protection of Information Providers

3.1 The Company will not terminate, suspend, impose disciplinary action, or threaten any such actions against employees for providing misconduct information. Anyone who violates this provision will be subject to disciplinary action.

3.2 The Company will prevent intimidation and threats against employees who provide misconduct information, including those who cooperate or provide assistance in investigations with good faith.

3.3 The Company will provide additional special protection as appropriate, considering the severity and importance of the complaint. In cases where complainants are intimidated or threatened, reports shall be made to the Managing Director to direct the Human Resources department to establish appropriate protection measures for information providers according to the circumstances.

- 3.4 In cases where employees file complaints or provide misconduct information in good faith, even if the Company finds no misconduct as complained, the Company will not take any punitive action against the information-providing employees. However, if the investigation results show that the complaint is unfounded and was made with intent or deliberate purpose to cause harm to others, or if false information was provided, the Company will consider taking disciplinary action against the information-providing employees according to work regulations, as well as consider legal proceedings.