



**The Annual General Meeting of
Shareholders for the Year 2014
No. 1/2015**

Khon Kaen Sugar Industry Public Company Limited

Friday 27 February 2015, at 09.00 am.

(Registration at 08:00 am.)

**at Ballroom, 7th Floor , Landmark Hotel
No. 138, Sukhumvit Road, Klongtoey District, Bangkok**

(Translation)

No. Lor.Kor. 005/ 2015

January 23, 2015

Subject: Invitation to the 2014 Annual General Meeting of Shareholders, No. 1/ 2015

To: Shareholders of Khon Kaen Sugar Industry Public Company Limited

Attachment:

1. Copy of the Minutes of the 2013 Annual General Meeting of Shareholders
2. Curricula vitae of the persons nominated to be directors in replacement of those whose terms have ended
3. Definition of independent directors and responsibilities of each committee
4. Proxy forms A, B, and C (Custodian)
5. Conditions, rules and procedure for attending the meeting
6. Names and profiles of independent directors proposed as proxies of shareholders
7. The Company's Articles of Association regarding shareholders' meetings
8. Map of the meeting venue
9. Request Form for the printed copy of the annual report

By virtue of the resolution of the Board of Directors, Khon Kaen Sugar Industry Public Company Limited will hold the Annual General Meeting of Shareholders for the year 2014 on Friday, February 27, 2015, at 09.00 hours at Ballroom, Floor 7, Landmark Hotel, No. 138, Sukhumvit Road, Klongtoey, Bangkok. The agendas are as follows:

Agenda 1: To adopt the Minutes of the 2013 Annual General Meeting of Shareholders

Objective and rationale: The Minutes of the 2013 Annual General Meeting of Shareholders held on Wednesday, February 26, 2014 were made within 14 days from the date of the Annual General Meeting of Shareholders. Also, it was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and posted on the Company's website www.kslsugar.com. A copy of the Minutes is attached as the Attachment 1.

The Board's Opinion: The Minutes of the 2013 Annual General Meeting of Shareholders on February 26, 2014 were accurately recorded. The Board finds it appropriate for the Meeting to adopt the Minutes of such meeting.

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

Agenda 2: To acknowledge the Operating Results of the Company for the year 2014

Objective and rationale: The operating results of the Company and other important information for the year 2014 are included in the annual report 2014.

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 2014.

Required Voting: Voting for this agenda is not required.

Agenda 3: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2014

Objective and rationale: The Board arranges the statement of financial position and profit and loss statements for the year ended October 31, 2014, which appear in the Company's Annual Report 2014. The statement of financial position and profit and loss statements are audited and certified by the auditor, as well as approved by the Audit Committee and the Board.

The Board's Opinion: The Board finds it appropriate for the Meeting to approve the statement of financial position and profit and loss statements for the year ended October 31, 2014 which are audited and certified by the auditor, as well as approved by the Audit Committee and the Board. The statement of financial position and profit and loss statements show the financial standing and operating results of the Company in 2014, which can be summarized as follows:

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

| | Consolidated financial statement | | Separated financial statement | |
|--|----------------------------------|----------------------|-------------------------------|----------------------|
| | Year 2014 | Year 2013 (restated) | Year 2014 | Year 2013 (restated) |
| Total assets | THB 40,134 million | THB 36,017 million | THB 21,871 million | THB 20,855 million |
| Total liabilities | THB 25,301 million | THB 22,315 million | THB 14,494 million | THB 14,069 million |
| Total revenues | THB 19,185 million | THB 18,941 million | THB 8,668 million | THB 6,022 million |
| Profit before interest and income tax expenses | THB 2,729 million | THB 2,464 Million | THB 1,667 million | THB 1,506 million |
| Net profit | THB 1,626 million | THB 1,676 million | THB 1,190 million | THB 1,139 million |
| Earnings per share | THB 0.973 | THB 1.010 | THB 0.712 | THB 0.686 |

Details are shown in the Company's Annual Report 2014 delivered to the shareholders together with this invitation.

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

Agenda 4: To consider and approve the reduction of the unpaid registered capital and the amendment of the Memorandum of Association

Objective and Rationale: As the Company shall pay the dividend for the year 2014 in cash and shares, the Company has to increase its capital to accommodate the share dividend. Nonetheless, the Company has to reduce the existing unpaid registered capital before the increase of capital for such purpose. The capital shall be decreased from 1,835,900,000 Baht to 1,670,546,884 Baht and the Memorandum of Association item shall be amended so as to be consistent with the reduction of capital.

“Item 4. Registered Capital 1,670,546,884 Baht
Number of Shares 1,670,546,884 Shares
Par value 1.00 Baht
Divided into
Ordinary Shares 1,670,546,884 Shares
Preferred Shares – Shares”

The Board’s Opinion: The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the reduction of registered capital from 1,835,900,000 Baht to 1,670,546,884 Baht and the amendment of Memorandum of Association as proposed.

Required Voting: Not less than third-fourth (3/4) of the votes of the shareholders who attend the meeting and have voting rights.

Agenda 5: To consider and approve the change of registered par value from 1.00 to Baht 0.50 Baht and the amendment of the Memorandum of Association

Objective and rationale: In order to increase the liquidity to the Company’s shares and to diversify the investment proportion of minor shareholders, the Company deems appropriate to change the registered par value 1.00 Baht to 0.50 Baht; provided that the registered ordinary shares will change from 1,670,546,884 shares to 3,341,093,768 shares and, consequently, to amend the Memorandum of Association so as to be consistent with the change of the registered par value as follows:

“Item 4. Registered Capital 1,670,546,884 Baht
Number of Shares 3,341,093,768 Shares
Par value 0.50 Baht
Divided into
Ordinary Shares 3,341,093,768 Shares
Preferred Shares – Shares”

The Board’s Opinion: The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the change of the registered par value from 1.00 Baht to 0.50 Baht; provided that the registered ordinary shares will change from 1,670,546,884 shares to 3,341,093,768 shares and approve the amendment of the Memorandum of Association as proposed.

Required Voting: Not less than third-fourth (3/4) of the votes of the shareholders who attend the meeting and have voting rights.

Agenda 6: To consider and approve the allocation of profit for dividend payment and legal reserve

Objective and Rationale: The Company has a policy to pay dividend not less than 50 percent of the net profit of separated financial statement less tax and legal reserve; provided that there is no need of using cash for other purposes and the dividend payment does not materially affect normal

business. Factors to be taken into consideration for dividend payment shall include operation outcome, financial status, liquidity, business expansion plan, etc. Dividend payment must be approved by the shareholders and/or the Board of Directors. Payment of dividend from subsidiary companies and affiliated companies to Khon Kaen Sugar Industry PCL shall depend on cash flow and liquidity including necessity to maintain cash of each company. No minimum of dividend payment is fixed.

The statement of financial position shows that Khon Kaen Sugar Industry PCL has net profit (separated financial statement) of 2014 of 1,189,616,762 Baht. The Board of Directors has resolved to pay dividend in form of cash and share for the year 2014 to shareholders at the value of 0.1811111111 Baht per share (after the change of registered par value to 0.50 Baht per share), totaling 50.87 percent of the net profit of separated statement (equal to 37.21 of net profit of consolidated financial statement). The dividend shall be paid from net profit in 2014 and accumulated profit of the Company which bears 0 percent tax of net profit which depends on the Company's policy to pay dividend not less than 50 percent of the net profit of separated financial statement less tax and legal reserve. Therefore, the Company decides to pay dividend in form of cash and shares in 2014.

Details of dividend payment are as follows:

- Cash dividend per share is 0.0811111111 Baht, totaling 271 Million Baht.
- Share dividend paid from the total paid-up 3,341,093,768 shares at the ratio of 5 existing shares to 1 new dividend share of par value 0.50 Baht, totaling 668,218,754 dividend shares at the value of 334.11 Million Baht, share dividend per share being 0.1000000000 Baht. In case of a shareholder holding less than 5 existing shares, the Company shall pay dividend in cash of 0.1000000000 Baht per share.

Total dividend payment in form of cash and share is 0.1811111111 Baht per share and it will be deducted for withholding tax as prescribed by law.

The Company allocates the profit in the amount of 13,466,000 Baht as legal reserve so as that the legal reserve is not less than ten percent of the registered capital after the increase of capital to 2,004,656,261 Baht according to Agenda 7. The legal reserve after allocation becomes 200,466,000 Baht.

Comparison of Dividend Payment in 2012-2014

| Details of Dividend Payment | 2014* | 2013 | 2012 |
|---|----------------|--------|--------|
| 1. Net profit (million Baht) of consolidated financial statement | 1,626 | 1,661 | 2,354 |
| 2. Net profit (million Baht) of separated financial statement | 1,190 | 1,127 | 1,011 |
| 3. Volume of Shares | 3,341,093,768* | 1,671 | 1,623 |
| 4. Dividend per share (Baht : share) | 0.1811111111 | 0.35 | 0.50 |
| 5. Total dividend payment (million Baht) | 605.11 | 584.69 | 811.69 |
| 6. Percentage of dividend to net profit (percent of consolidated financial statement) | 37 | 35 | 34 |
| 7. Percentage of dividend to net profit (percent of separated financial statement) | 51 | 52 | 80 |
| 8. Legal reserve (million Baht) | 13.446 | - | - |

*after change of registered par value of the ordinary shares and the reduction of registered capital, subject to conditions as approved by the Meeting of Shareholders.

The Board's Opinion: The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the allocation of profit for dividend payment of 2014 in form of cash at 0.0811111111 Baht per share, of the amount at 271 Million Baht and in form of share at the ratio

of 5 existing shares to 1 new dividend share of par value 0.50 Baht, totaling 668,218,754 dividend shares at the value of 334.11 Million Baht, dividend share value being 0.1000000000 Baht per share. In case of a shareholder holding less than 5 existing shares, the Company shall pay dividend in cash at 0.1000000000 Baht per share. The total dividend payment shall be at the value of 605.11 Million Baht, equal to 50.87 percent of the net profit of separated statement (equal to 37.21 of net profit of consolidated financial statement). The record date for shareholders entitled to dividend shall be March 16, 2015 and the closing date for share registration according to Section 225 of the Securities and Securities Exchange Act B.E. 2535 shall be March 17, 2015. The dividend payment shall be made on March 27, 2015.

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

Agenda 7: To consider and approve the increase of capital to accommodate the dividend shares and the amendment of the Memorandum of Association

Objective and Rationale: Whereas the Meeting of Shareholders in Agenda 6. resolves the payment of dividend in form of ordinary shares and the arrangement of ordinary shares to accommodate the dividend payment not exceeding 668,218,754 shares, the Company submits for consideration and approval for the increase of registered capital from 1,670,546,884 Baht to 2,004,656,261 Baht by issuing new ordinary shares of 668,218,754 shares at the registered par value of 0.50 Baht and the amendment of the Memorandum of Association to be consistent with the increase of registered capital.

The Board's Opinion : The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the increase of registered capital from 1,670,546,884 Baht to 2,004,656,261 Baht by issuing new ordinary shares of 668,218,754 shares at the registered par value of 0.50 Baht and the amendment of the Memorandum of Association to be consistent with the increase of registered capital as follows:

“Item 4. Registered Capital 2,004,656,261 Baht
Number of Shares 4,009,312,522 Shares
Par value 0.50 Baht
Divided into
Ordinary Shares 4,009,312,522 Shares
Preferred Shares – Shares”

Required Voting : Not less than third-fourth (3/4) of the votes of the shareholders who attend the meeting and have voting rights.

Agenda 8: To consider and approve the allocation of ordinary shares to accommodate the share dividend

Objective and Rationale: In order to pay dividend in form of dividend shares of 3,341,093,768 shares (after change of registered par value to 0.50 Baht) at the ratio of 5 existing ordinary shares to 1 dividend share, of 0.50 Baht par value, dividend shares in total not exceeding 668,218,754 shares, the Company has to issue new ordinary shares not exceeding 668,218,754 shares to allocate as dividend shares to shareholders.

The Board's Opinion: The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the allocation of ordinary shares not exceeding 668,218,754 shares, at the registered par value of 0.50 Baht, as dividend shares to shareholders.

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

Agenda 9: To elect directors in replacement of those whose terms have ended

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

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

In 2014, there were seven directors whose terms had ended as follows:

| | |
|------------------------------|----------------------|
| 1) Mr. Pramoon Vichiensin | Independent Director |
| 2) Mr. Sitti Leelakasamelek | Independent Director |
| 3) Mr. Sukhum Tokaranyaset | Director |
| 4) Ms. Duangdao Chinthammit | Director |
| 5) Ms. Duangkae Chinthammit | Director |
| 6) Mr. Trakarn Chunharojrit | Director |
| 7) Mr. Warapatr Todhanakasem | Independent Director |

Through the company's website posted during October 1, 2014 – December 31, 2014, the Company had invited all shareholders to propose the meeting agendas and nominate qualified people for the director election in line with regulations. However, there was neither a proposal of director nominees nor meeting agenda submitted to the Company. For the best benefit to the Company's operations, the Nomination and Remuneration Committee took into account components of the Company's directors, their qualifications, experiences and expertise. At the meeting No.1/ 2015 held on January 15, 2015, the Nomination and Remuneration Committee proposed the following seven directors whose terms had ended to serve as directors for another term. Mr. Pramoon Vichiensin and Ms. Duangdao Chinthammit, the Nomination and Remuneration Committee Members, who had a conflict of interest in this particular matter abstained and were not present in the meeting for voting on this matter.

The Board's Opinion: The Board finds it appropriate for the Meeting to re-elect all of the seven directors whose terms have ended. The nominated directors' profiles are provided in the Attachment 2.

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

Agenda 10: To consider and approve the remunerations of directors

Objective and rationale: The Annual General Meeting of Shareholder for the year 2013 held on Wednesday, February 26, 2014 approved the remunerations for the Company's directors as follows:

| | <u>Not exceeding per year</u> | <u>Actual payment in 2013</u> | <u>Actual payment in 2012</u> |
|-------------------------------------|-------------------------------|-------------------------------|-------------------------------|
| 1. Remuneration for the Chairman | THB 540,000 | THB 510,000 | THB 480,000 |
| 2. Remuneration for the Chairman of | THB 540,000 | THB 510,000 | THB 480,000 |

Audit Committee

- | | | | |
|--|---------------|---------------|---------------|
| 3. Remunerations for 19 directors | THB 8,550,000 | THB 8,075,000 | THB 7,600,000 |
| (Monthly payment of THB 25,000 each + bonus) | (19 persons) | (19 persons) | (19 persons) |
4. Meeting allowance for each director of the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and Corporate Governance Committee: THB 5,000 per person for each meeting
5. Meeting allowance for the Chairman of other committees: THB 6,000 per person for each meeting

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

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 Article 1 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 meeting No. 1/2015 on January 15, 2015 considered the remunerations of directors appropriate in relation to other listed companies of the same size in the same industry. The Committee proposed payments of the remunerations of directors. The details are as follows:

- | | |
|---|--------------------------------------|
| 1) Remuneration - Chairman: | not exceeding THB 540,000.- per year |
| 2) Remuneration - Chairman of the Audit Committee: | not exceeding THB 540,000.- per year |
| 3) Remuneration – Director: | not exceeding THB 450,000.- per year |
| 4) Meeting allowances for the Audit Committee and other committees attending: | THB 6,000.- per meeting |
| 5) Meeting allowances for Chairman of other committees attending: | THB7,200.- per meeting |

The Board's Opinion: The Board finds it appropriate for the Meeting to approve the remunerations and allowances of directors, executive directors, the audit committee, and directors in other committees as recommended by the Nomination and Remuneration Committee.

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

Agenda 11: To consider and approve the appointment of auditor and audit fee for the year 2015

Objective and rationale: The Audit Committee considered the operating performance of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. in the past year. It also recommended that such auditors perform their duties with independence, qualification, responsibility, no relationship or interest to the Company, subsidiaries, executives, major

shareholders and stakeholders. Moreover, the audit fee proposed by the auditors, upon being compared with other auditor firms, is reasonable.

The Board's Opinion: The Board agrees with the recommendation of the Audit Committee that selects the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as auditors and finds it appropriate to submit to the Meeting to appoint the auditors 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 2015.

| <u>Name</u> | <u>CPA Number</u> | <u>Year of Auditing the Company's Accounting</u> |
|-------------------------------|-------------------|--|
| 1) Ms. Wimolporn Boonyusthian | 4067 | 4 |
| 2) Mr. Niti Jungnitnirundr | 3809 | - |
| 3) Ms. Duangrudee Choochart | 4315 | - |
| 4) Mr. Choopong Surachutikarn | 4325 | - |

2. Approve the audit fee at the amount of THB 2,290,000.- The fees include the audit service for the Company's consolidated financial statements and separated financial statements for the accounting period ended October 31, 2015.

Table indicating audit fees for comparison

| Items | Financial statements in three quarters | Annual financial statements | Review the data from other auditors | Total |
|---|--|-----------------------------|-------------------------------------|--------------------|
| Year 2014 (1 November 2013 to 31 October 2014) Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. | THB 1,080,000.- | THB 850,000.- | THB 320,000.- | THB 2,250,000.- |
| Year 2015 (1 November 2014 to 31 October 2015) Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. | THB 1,080,000.- | THB 880,000.- | THB 330,000.- | THB 2,290,000.- |

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

Agenda 12: To consider and approve (i) the cancellation of non-issued debt instruments which was approved by the Meeting of Shareholders No. 1/2013 and (ii) the issuance and offering of debentures and bonds which are securities according to the Securities and Exchange Act with a total value not exceeding THB 20,000 million

Background and Rationale: According to the resolution of the Annual General Meeting of Shareholders No. 1/2013 held on February 28, 2013, the meeting approved the issuance and offering of bond (including, but not limited to, debentures, short-term debentures, bills and short-term bills) in different forms in one or several issue(s) and/or as a program, depending on

discretion and funding needs of the Company with a total value of not exceeding Baht 20,000 million.

To facilitate the issuance and offering of Company's debt instruments to comply with and suitable for the relevant laws and regulations, the management proposes the meeting to consider and approve as follows:

(i) the cancellation of non-issued debt instruments which was approved by the Meeting of Shareholders No. 1/ 2013 and

(ii) the issuance and offering of debentures and bonds which are securities according to the Securities and Exchange Act with a total value not exceeding THB 20,000 million within the following details:

a) issuance and offering debentures and bonds which are securities according to the Securities and Exchange Act (including, but not limited to, debentures, short-term debentures, bills and short-term bills) in different forms in one or several issue(s) and/or as a program, depending on discretion and funding needs of the Company with a total value of not exceeding Baht 20,000 million subject to the following conditions:

| | | |
|---------------------------------|---|---|
| <u>Type of Debt Instruments</u> | : | secured or unsecured, subordinated or unsubordinated, convertible or non-convertible, with named certificate and with or without a representative of debenture holders (in case of debentures). |
| <u>Currency</u> | : | Thai Baht or the equivalent in foreign currency by using the exchange rate prevailing on each issue date. |
| <u>Total Value</u> | : | The principal amount of the debt instruments to be issued shall not exceed THB 20,000 million. The amount includes any outstanding debt instruments which have been issued but have not yet been redeemed, at any time. |
| <u>Term of Debt Instruments</u> | : | Not exceeding 20 years |
| <u>Offering Method</u> | : | Offering to public, high networth investors or onshore and/or offshore institutional investors in accordance with a notification of the Securities and Exchange Commission Notification and/or the Office of the Securities and Exchange Commission and/or any other applicable rules which are in force at the time of issuing and offering of the debt instruments. |

The type, amount, total value, term, interest rate, offering price per unit, the offering period, offering method, allotment method, redemption conditions of the debt instruments and any other related details will be at the discretion of the Company's board of directors or directors or any persons authorized by the board of directors or directors to act as they deem appropriate.

b) the approval be hereby given to the Company's board of directors or directors or any person authorized by the Company's board of directors or directors to issue and offer the debt instruments, including to consider and specify the type, amount, total value, term, interest rate, offering price per unit, offering period, offering method, allotment method and redemption conditions of the debt instruments and any other related details as appropriated. The Company's board of directors or directors or any persons authorized by the Company's board of directors or directors are also authorized to take any actions necessary for and in connection with the issuing and offering of the debt instruments, including but not limited to the appointment of a financial advisor, a counsel for the issuing and offering of the debt instruments, a credit rating agency, a debenture holders' representative and/or a registrar for the debt instruments and to execute (with or without the Company's seal affixed), amend and negotiate any agreements and/or documents including to contact, inform and submit documents to the Office of the Securities and Exchange Commission, the Bank of Thailand, the Stock Exchange of Thailand, the Thai Bond Market Association and/or any other authorities relating to the issuing and offering of the debt instruments.

The Board's Opinion: The Board finds it appropriate for the Meeting to consider and approve (i) the cancellation of non-issued debt instruments which was approved by the Meeting of Shareholders No. 1/2013 and (ii) the issuance and offering debentures and bonds which are securities according to the Securities and Exchange Act with a total value not exceeding THB 20,000 million.

Required Voting : Not less than third-fourth (3/4) of the votes of the shareholders who attend the meeting and have voting rights.

Agenda 13: Other matters (if any)

You are cordially invited to attend the 2015 Annual General Shareholders Meeting at the specified time and venue. Should you wish to appoint a person or the independent director to attend and vote at the meeting on your behalf, please complete, and duly executed only one of the two proxy forms (Form A or Form B) attached in the attachment 4 or alternately you may download only one of three proxy forms: Form A, Form B, and Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares.) from www.kslsugar.com. The required documents such as the certified true copy of National I.D. Card or passport shall be presented at the registration desk at 08.00 am - 09.00 am on the day of the meeting.

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

Remarks: 1. This Notice of Invitation and its attachment are also publicized in the Company's website (www.kslsugar.com) from January 26, 2015. For any queries, please forward your questions to the E-mail address: secretary@kslgroup.com or the Company's address.

2. The Annual Report in CD format will be delivered with the Invitation to the Annual General Meeting of Shareholders. However, a shareholder who would like to receive the printed copy of the Annual Report may fill in the request form as the attachment 9.

Minutes of 2013 Annual General Meeting, No. 1/2014
Khon Kaen Sugar Industry Public Company Limited

The 2014 Annual General Meeting of Khon Kaen Sugar Industry Public Company Limited was held on Wednesday, February 26, 2014 at Grand Ballroom, 3rd Floor, Century Park Hotel, No. 9 Ratchaprarob Road, Victory Monument, Dindaeng, Bangkok.

The meeting commenced at 10:05 AM.

Mr. Manu Leopairote, Chairman of the Board of Directors was the Chair of the Meeting.

The Chair reported that there were 221 shareholders present in person and 186 shareholders present by proxy attending the meeting. In total, there were 407 shareholders and proxies representing 1,265,906,775 shares. The shares represented accounted for 73 percent which exceeded one-third of the issued shares totaling 1,704,646,884 shares and accordingly met the Company's quorum requirement. The Chair proceeded with the opening of the 2013 Annual General Meeting, No. 1/2014.

Directors present at the meeting:

| | |
|--------------------------------------|--|
| 1. Mr. Manu Leopairote | Chairman of the Board of Directors and Independent Director |
| 2. Mr. Chamroon Chinthammit | Director / Chief Executive Officer and President |
| 3. Mr. Prapas Chutimavoraphand | Director and Senior Vice President – Administration/ Office |
| 4. Mr. Pornsin Thaemsirichai | Director and Senior Vice President- Production and Technique |
| 5. Mr. Sitti Leelakasemrurk | Independent Director and Chairman of the Audit Committee |
| 6. Mr. Sukhum Tokaranyaset | Director and Senior Vice President - Accounting and Finance |
| 7. Mr. Thawatchai Rojanachotikul | Director and Senior Vice President – Administration/ Office |
| 8. Ms. Intira Sukhanindr | Director and Senior Vice President- Business Development |
| 9. Ms Duangdao Chinthammit | Director and Vice President - Human Resources |
| 10. Mr. Pramoon Vichiensin | Independent Director and Chairman of the Nomination and Remuneration Committee |
| 11. Pol. Lt. Gen. Boonpen Bumpenboon | Independent Director /Chairman of the Risk Management Committee/ Member of the Corporate Governance Committee |
| 12. Ms. Nongluck Phinainitisart | Independent Director/ Member of the Audit Committee/ Member of the Corporate Governance Committee |
| 13. Mr. Warapatr Todhanakasem | Independent Director/ Chairman of the Corporate Governance Committee/ Member of the Audit Committee/ Member of the Nomination and Remuneration Committee |
| 14. Mr. Chalush Chinthammit | Director and Vice President – Raw Material Procurement |
| 15. Mr. Somchai Chinthammit | Director and Assistant Vice President – President's Office |
| 16. Ms. Duangkae Chinthammit | Director and Assistant Vice President – President's Office |
| 17. Mr. Chattri Chinthammit | Director |
| 18. Mr. Somchat Chinthammit | Director |
| 19. Mr. Tachpong Pakornsiriwongse | Director |
| 20. Mr. Trakarn Chunharotrit | Director and Company Secretary |

Director requesting a leave of absence from the meeting:

| | |
|----------------------------|---|
| 1. Mr. Karun Kittisataporn | Independent Director / Member of the Audit Committee/ Member of the Nomination and Remuneration Committee/ Member of the Corporate Governance Committee |
|----------------------------|---|

Executive participating in the meeting:

1. Mr. Chanachai Chutimavoraphand Vice President- Accounting and Finance

Auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

1. Ms. Wimonporn Boonyusthian
2. Ms. Chanthira Chantrachaiyachoti

To facilitate transparency and to ensure compliance with good practice for shareholders' meetings of listed companies, the following representatives were asked to serve in the meeting as witnesses to the counting:

- | | |
|--------------------------------|---|
| 1. Mr. Rukchareon Kaokao | Khon Kaen Sugar Industry Public Company Limited |
| 2. Mr. Supakorn Chinpongpaibol | Representative of shareholders |
| 3. Mr. Karun Leksarit | Representative of auditor |

The Chair informed the shareholders of meeting format and voting rules as follows:

1. The meeting was recorded on audio and video media, and might be used by the Company as evidence.

2. Documents used in the 2013 Annual General Meeting, No. 1/2014, were posted on the corporate website on January 27, 2014, and reported to the Stock Exchange of Thailand.

3. Through the corporate website, the Company had invited all shareholders to propose meeting agenda and nominate qualified individuals for the director election, from October 1, 2013 to December 31, 2013. However, neither proposals for director nominees nor meeting agenda were submitted to the Company.

4. Procedure for counting votes cast by shareholders:

(1) Voting was to be done openly. One share represented one vote. The AGM resolution would consist of the following votes:

- In ordinary circumstances, the majority of votes cast by shareholders attending the meeting and casting vote would be deemed as a resolution. In the case of a tie, the Chair of the meeting would cast the final vote.

- In other circumstances where the law or Company's regulations prescribed differently from ordinary circumstances, the proceedings would be in accordance to such prescriptions. The Chair would inform the shareholders before voting on each of the particular agenda.

(2) For each agenda, a shareholder would be entitled to either cast an approval vote or disapproval vote, or to abstain from voting. A share could not be divided for casting different votes.

(3) For proxy voting, proxies would cast votes as defined by the proxy grantors in proxy forms only.

(4) A shareholder wishing to cast a disapproval vote or abstain from voting for a particular agenda would raise his/her hand and cast his/her vote in the ballot form which would be collected by the staff. The Company would count the votes by deducting the disapproval vote and the abstain vote from the total number of votes (shares) present at the meeting. The remaining would be deemed the approval votes.

(5) The Company would count the votes for each agenda based on the number of attending shareholders who voted in each agenda . The total number of votes for each agenda, therefore, might differ as shareholders joined or left the meeting hall. The Company would count and informed the Meeting of the voting result after each voting.

5. The shareholders were informed that the invitation to visit factory for the year 2014 would be sent to the shareholders by mail. Shareholders who were interested in participating on this trip could sign and return the form to the Company. If there were more shareholders interested in visiting the factory than the available number, the Company would randomly select the shareholders and confirmed with them respectively.

The Chair requested that the Meeting begin considering the matters according to the agenda as follows:

Agenda 1: To consider and adopt Minutes of the 2012 Annual General Meeting

The Chair informed that the Minutes of the 2012 Annual General Meeting held on February 28, 2013 had been completed within 14 days after the meeting and sent to the Stock Exchange of Thailand and Ministry of Commerce within the time required by law and published on the Company's website www.kslsugar.com. Copies of the Minutes (attachment 1) were also distributed to shareholders for consideration in advance along with the 2013 shareholder's meeting invitation letter.

Mr. Pramote Liprattasakul (a minor shareholder) inquired why the Company changed the meeting venue as he believed the previous place was more convenient for transportation.

The Chief Executive Officer and President explained that the previous venue was not available for the meeting schedule. Furthermore, the current venue, Century Park Hotel, was centrally located, easy to access, and had large meeting hall that could accommodate the shareholders.

As there were no further questions from the shareholders, the Chair asked the Meeting to vote on agenda 1 and informed that the required resolution would be the majority of the votes of the shareholders who attended the meeting and voted.

Resolution: The Meeting certified and adopted the Minutes of the 2012 Annual General Meeting of Shareholders, No. 1/2013 held on February 28, 2013 with the majority of votes of the shareholders who attended the meeting and voted as follows:

| | | | | |
|-------------|---------------|-------|-------|---|
| Approve: | 1,254,356,431 | votes | 99.99 | % |
| Disapprove: | - | votes | 0 | % |
| Abstain: | 91,500 | votes | 0.01 | % |

Agenda 2: To acknowledge the Company's 2013 operating results

The Chair requested the Chief Executive Officer and President present the operating results to the shareholders.

The Chief Executive Officer and President proceeded with the 2013 Annual Report presentation. He stated that Khon Kaen Sugar Industry Public Company Limited was operated under the vision that

aimed at excellence in the agro-industry producing sugar and energy, as well as developing sustainable related businesses. Sugar provided energy for humans. Ethanol fueled automobiles. Fertilizer nourished plants. Electricity ran machines. He explained that the Group's business model began with sugarcane growers delivering their cane to sugar mills; sugar was then manufactured. Molasses, a byproduct, was used to produce ethanol. Waste from ethanol production was used in producing biogas delivered to power plants. Waste from biogas production was partly used to produce fertilizer which was distributed to cane growers. Bagasse was used as fuel in generating electricity, which was sold to the EGAT, and steam, which was used in sugar mills.

The Chief Executive Officer and President further explained that the business structure of Khon Kaen Sugar Industry Public Company Limited and its subsidiaries were divided into 4 major segments:

1. Sugar businesses: the Group owned 7 sugar mills with a total cane crushing capacity of 78,000 tons per day;
2. Energy and chemical businesses: 3 power plants with a total production capacity of 120 MW and 2 ethanol plants with a total production capacity of 350,000 liters per day;
3. Support businesses including port, export warehouse and sugar export and trading businesses;
4. Other businesses: a wheat flour mill, a cassava flour mill, a palm oil refinery, office buildings for rent and other properties.

Regarding the operating results in the preceding year, the Group operated 5 sugar mills in Thailand. For the production year 2013, the five sugar mills crushed a total of 7,668,496 million tons of cane. There were 2,541,038 tons of sugar canes crushed at the mill in Nampong District, Khon Kaen Province. The sugar mill at Wangsapung, Loei Province crushed 191,879 tons of cane. The sugar mill in Tamaka District, Kanchanaburi Province crushed 1,628,313 tons of sugarcane. The sugar mill in Bo Ploy District, Kanchanaburi Province had the total cane crushing output of 2,806,070 tons. The sugar mill in Phanat Nikhom District, Chonburi Province had the total cane crushing output of 501,196 tons.

The Group operated 2 sugar mills overseas which had the volume of cane crushed totaling 245,042 tons; 86,473 tons of cane were crushed at the sugar mill in Savannakhet District, Lao PDR, while 158,569 tons of cane were crushed at the sugar mill in Koh Kong Province, Cambodia.

The Group's alcohol business segment included 2 ethanol plants in Nampong District, Khon Kaen Province and in Bo Ploy District, Kanchanaburi Province. The ethanol sales for the year totaled 104,651,475 liters, an increase of 39 % from the sales in the previous year. In the future, the domestic consumption of ethanol was estimated to rise by 20% per year.

KSL operated two biogas power plants in Nampong District, Khon Kaen Province and in Bo Ploy District, Kanchanaburi Province. Approximately 301,136 MW of electricity was sold to EGAT, representing an increase of 22% from the previous year.

The objective of the Company's investment in Bo Ploy Bio-Refinery complex was to build production facilities that could produce sugar and by-products like ethanol, biogas, electricity, and organic fertilizer that effectively minimized waste and at the same time be environmentally friendly. The Company believed that this production facility demonstrated its commitment to maintain good Corporate Social Responsibility (CSR).

Project in Progress:

1. Relocation and production expansion of sugar mill and electricity plant in Wangsapung, Loei Province. This project would relocate and expand production capacity of sugar mill to 16,000 tons of cane/ day and increase production capacity for electricity to 40 megawatts. Since December 2, 2013, the

Company had made successful trial runs. By February 20, 2013, the total sugar cane crushed at this site totaled 833,941 tons.

2. Expansion of production capacity for electricity plant and improvement of production capacity for sugar mill at Nampong, Khon Kaen Province. The project would increase electricity production capacity from 30 to 65 megawatts and expanded crushing capacity for sugar mill from 27,000 tons of cane/ day to 35,000 tons of cane/day.

Other notable achievement and projects of the Company:

1. TRIS rating agency had upgraded the Company's credit rating and unsecured bond from A- to A.
2. The Company scored 88 points, standing above the average of 78 points for the 526 participating Thai Listed Companies, in the annual survey of Corporate Governance (CGR) conducted by the Thai Institute of Directors (IOD).
3. The Project 70 Year KSL to 70 Sufficient Economy Activities which consisted of Sub-Project 1: Learning Center of Sufficiency Economy for Community namely home, temples and schools. Sub-Project 2: Learning Center of Sufficiency Economy for factory employees and Sub-Project 3: Dissemination of His Majesty the King's discipline to all stakeholders.

Mr. Sakchai Sakulrimontri (a minor shareholder) inquired about the completion of the facility and capacity enhancement of the project at Wangsapung, Loei Province, the Company's sugar pricing techniques, and the volume of cane grown in Savannakhet, Lao PDR this year compared to the previous year.

The Chief Executive Officer and President reported that the project at Wangsapung, Loei had already been completed and the sugar mill and electricity plant were in operation.

The Vice President added that sugar businesses adopted the 70:30 benefit sharing system. When sugar price in the world sugar market decreased, the Company's income from sales of sugar in the world sugar market would consequently decrease. Likewise, the sugar cane price, which was the Company's production cost, would be adjusted down. The Company's gross margin, thus, would not change significantly. Also, the Company undertook pricing of sugar in the world sugar market that corresponded to the pricing of Thai Cane and Sugar Corp. Ltd., that minimized the risk posed by sugar price fluctuation in the world sugar market. As for the cane volume in Savannakhet, Lao PDR, the volume of cane grown had increased and so as the quality of sugar produced. However, the selling price of sugar from this site was based on European price which became, at the moment, low.

As there were no further questions from the shareholders, the Chair asked the Meeting to consider the Company's business operation of the year 2013.

Resolution: The Meeting considered and resolved to acknowledge the Company's business operation of the year 2013.

Agenda 3: To consider and approve the audited Statement of Financial Position and the Profit and Loss Statement of the year ending October 31, 2013

The Chair informed that according to the Public Limited Company Act B.E. 2535 (1992), a listed company had to make an annual report showing financial statements. The Chair requested that the Statement of Financial Position and the Profit and Loss Statement of the year ending October 31, 2013 that were audited by the certified auditor and approved by the Audit Committee and Board of Directors, be considered. Details were provided in the annual report distributed in advance to the shareholders.

Statement of Financial Position and Profit and Loss Statement of Khon Kaen Sugar Industry Public Company Limited and its subsidiaries (in brief):

| | Consolidated financial statements | | Separated financial statements | |
|---|-----------------------------------|-------------------------|--------------------------------|-------------------------|
| | Year 2013 | Year 2012 (adjusted) | Year 2013 | Year 2012 (adjusted) |
| Total assets | THB 36,017 million | THB 29,617 million | THB 20,855 million | THB 13,535 million |
| Total debt | THB 21,866 million | THB 17,585 million | THB 13,974 million | THB 7,956 million |
| Total operating income | THB 18,941 million | THB 22,212 million | THB 6,022 million | THB 7,529 million |
| Profit before financial cost and income tax | THB 2,464 million | THB 3,755 million | THB 1,506 million | THB 1,566 million |
| Net profit | THB 1,661 million | THB 2,354 million | THB 1,126 million | THB 1,011 million |
| Earnings per share | THB 1.00 | THB 1.50 | THB 0.68 | THB 0.64 |

Mr. Hongchai Akkawasakul (a minor shareholder) questioned about the cash flow report why the cane farmer's debt indicated under farmer account receivable increased dramatically for the year 2013 compared to the year 2012 and how the Company calculated loss from damaged cane and reduced the cost of growing cane.

The Vice President explained that farmer account receivable increased in year 2013 because the Company needed to use the budget to promote new farmers to grow cane and supply the produce to the new factory in Wangsapung district, Loei province. Additionally, the yield from cane was not as good as in other areas so the farmers were not able to return all the money that they borrowed. The Company had provisioned against this loss in accordance with accounting standard. Nonetheless, the farmers who were financially promoted placed collateral with the Company.

The accounting loss from damaged cane and reduction of cane growing cost were costs which the Company incurred when the Company had to uproot low quality sugar canes from the growing areas. In 2012, the Company had to replace larger volume of low quality canes at Koh Kong province, Cambodia. In 2013, there were still some low quality canes that needed uprooting; however, the Company expected that the replacement of cane would lessen in the future.

Mr. Hongchai Akkawasakul (a minor shareholder) commented that the Company could act as an agent for the cane farmers in purchasing essential materials for growing cane because the Company could buy at larger quantity and therefore the cost would be lowered. This method could also prevent cane farmers from spending the money they borrowed from the Company on something else that might cause them unable to pay back their loan to the Company which would in turn incur the Company with more outstanding debt.

Mr. Sakchai Sakulsrinontri (a minor shareholder) inquired about the growth potential of the Khon Kaen Sugar Power Plant and Khon Kaen Alcohol and any effects on the Company's financial position as a result of the change in Accounting Standard (Number 12) on "income tax."

The Vice President explained that in 2013, the Khon Kaen Sugar Power Plant Co., Ltd and Khon Kaen Alcohol Co., Ltd paid 50% of its profit as dividend to shareholders and in the future, more growth

was expected from the electricity and ethanol segments as the Wangsapung plant construction was completed. Additionally, the Company's financial statement was not much affected by income tax policy as the Company's assets e.g. factories, machinery were recorded at cost, with the exception of the land price that was booked on estimated price and so the Company had to book the income tax.

Mr. Pramote Liprattasakul (a minor shareholder) inquired why the administration cost in the Profit and Loss Statement of the year 2013 was higher than the year 2012.

The Vice President explained that the Company recently opened the sugar mill in Wangsapung, Loei Province, being the second branch of Khon Kaen Sugar Industry Public Limited Company (KSL), and thus incurred higher administration cost of KSL as shown this year.

Mr. Chalermkiet Atsawatawekul (a minor shareholder) commented that the operating profit shown in the Profit and Loss Statement of the year 2013 might come from the increase in revenue of related businesses otherwise the Company would have operated at loss this year.

The Chair explained that the Company put its effort to reduce risks by diversifying its investment into sugar-related businesses as it recognized that profitability of each business sector might possibly vary and the Company ought to manage the profit and loss of each business to support the entire group operation. The Company's credit rating and unsecured bond had been upgraded from A- to A which would benefit the Company in getting better pricing and terms from financial institutions.

The Vice President added that in 2013, the efficiency of sugar production lowered and thus affected the profitability of the Company. Nonetheless, in the large picture, the Company still operated at profit and the dividend derived from related businesses was tax exempted.

The Chair of the Audit Committee explained that it was a common practice for the mother company to obtain loan from financial institution to arrange for subsidiaries. Although the interest incurred was financial cost of the mother company, the subsidiaries could generate income and pay off the debt to the mother company. Such operation could reflect a true position of the Company.

Mr. Sakchai Sakulsrimontri (a minor shareholder) asked about the factory permit (ror ngor 4) for Wangsapung sugar mill and whether it would affect the ability to secure cane for crushing in 2014.

The Chief Executive Officer and President answered that at the moment, the matter was on trial at the Central Administrative Court.

Mr. Sakda Tangsaksatid (a minor shareholder) questioned about the decreasing profit from the sugar business compared to the previous year; the ratio between domestic and export sales of sugar; the effect of the decrease of world price of sugar to the domestic price; any plan to expand production of ethanol in the future; the any large scale investment plan for the next three year

The Vice President responded that profit from the sugar business for this year was less than that of last year because 1) world price of sugar decreased, 2) diminishing efficiency as machine broke down at the start of the crushing season and bad weather which lowered the sucrose content in cane that together drove up the average cost of production for the year 2013 compared to 2012.

The Chief Executive Officer and President explained that the Company's ethanol business was capable of producing 350,000 liters of ethanol/ day because Molasses, which was used as raw material to produce ethanol, was merely enough for such scale of production. The Company crushed 110,000 tons of cane per day and the raw material was enough to produce 350,000 liters of ethanol per day. Currently, there was a 330 days limit to the production of ethanol. As for the next three years, the Company did not

expect any large investment but would improve machinery and production techniques for better quality and efficiency.

Mr. Samart Saeang (a minor shareholder) inquired about the reported loss from change in the Company's shareholding ratio of subsidiary business in the Profit and Loss Statement.

The Vice President explained that the Company increased its capital in the subsidiaries in Koh Kong province, Cambodia. If operation at this site improved in the future, the loss would be reduced. At the moment, the reported loss included those carried over from the previous years as the Company invested enormously in cane planting, factories and machinery. At present, the factory had good facility and was now running well. Hence, the Company expected that it could generate profit in the near future.

Mr. Sakda Tangsaksatid (a minor shareholder) inquired about the problems in exporting the Company's sugar as the exchange rate for Thai Baht fluctuated a lot in 2013; the expected time of profitability from the investment in Savannakhet, Lao PDR and Koh Kong, Cambodia; the purchase of Liberty Square building on Silom Road and the prospect of establishing a property fund.

The Vice President informed that the exchange rate became weak in 2013 allowing the Company to gain profit from export of sugar and to book as other revenue approximately 500 million baht from the total of 1,500 million baht. As for the investment abroad, the fluctuation of world price of sugar was a risk which the Company attempted to minimize through selling more sugar to domestic markets in Lao PDR and Cambodia, simultaneously reducing transportation cost. The Company had already purchased the Liberty Square building. Establishing a property fund was originally a choice to generate income. However, after thorough study, the Company concluded that a property fund was not worth the investment providing that the revenue generated from renting the space in the building exceeded the financial cost (interest) of purchasing this building.

As there were no further questions from the shareholders, the Chair asked the Meeting to vote on Agenda 3 and informed that the required resolution shall be the majority of the votes of the shareholders who attended the meeting and voted.

Resolution: The Meeting adopted the financial statements and the profit and loss statements for the year ending October 31, 2013 with the majority of the votes of the shareholders who attended the meeting and voted as follows.

| | | | |
|-------------|---------------|-------|------|
| Approve: | 1,255,728,470 | votes | 100% |
| Disapprove: | - | votes | 0% |
| Abstain: | - | votes | 0% |

Agenda 4: To consider allocation of net profit for annual dividend payment and legal reserves

The Chair requested that the meeting consider allocation of the net profit for the annual dividend payment and legal reserves. He requested the Vice President present the details to the meeting.

The Vice President stated that the Company's dividend payment policy required the Company to distribute dividends of not less than 50 percent of the net profit of the separate financial statements after deducting tax expenses and legal reserves. The payment would be made if there were no other necessary reasons prohibiting it and if the dividend payment did not significantly affect the Company's normal

business operations. Factors to be taken into account for dividend payment included the Company's operating results, financial status, liquidity and expansion plans. The dividend payment had to be approved by the Company's shareholders and/or the Board of Directors.

According to the Company's operating results and financial status, Khon Kaen Sugar Industry Public Company Limited had the net profit in 2013 of THB 1,126 million (separated financial statements) and THB 1,661 million (consolidated financial statements). The Board approved the dividend payment for the 2013 operating results at the rate of THB 0.35 per share, representing 52 percent of the net profit of the separated financial statements or 35 percent of the net profit of the consolidated financial statements. The dividends would be drawn from the 2013 net profit subject to 30 percent taxation. The Record Date was fixed on March 6, 2014 to determine the shareholders eligible for receiving dividends. Names of shareholders would be compiled according to Article 225 of the Securities and Exchange Act B.E. 2535 (amended B.E. 2551) through the closing of the Register on March 7, 2014. Dividends were to be paid on March 26, 2014.

Mr. Sakchai Sakulrimontri (a minor shareholder) inquired whether the number of shares the Company was going to pay dividend excluded the Treasury Stock that the Company bought back or not as the number of shares presented in the meeting document was different and might cause confusion to shareholders.

The Vice President clarified that the Company had already deducted the treasury stock that it bought back from the amount of the issued shares. The number of shares that was eligible for dividend is 1,670,546,884 shares.

Mr. Samart Saeauing (a minor shareholder) inquired as to the quantity of shares the Company bought back as Treasury Stock; disposal of these shares; any plan for Treasury stock buy back again in the future.

The Vice President advised that the Company bought 34,100,000 shares as Treasury stock worth 433,153,677 million baht. According to the rules set by the Stock Exchange of Thailand, the Company's Board of Directors had to decide what to do with the Treasury Stock within 3 years of purchase. Afterwards, the Company could then engage in another Treasury Stock buyback. The Company would not receive dividend from the Treasury Stock it bought back.

As there were no further questions from the shareholders, the Chair asked the Meeting to vote on Agenda 4 and informed that the required resolution shall be the majority of the votes of the shareholders who attended the meeting and voted.

Resolution: The Meeting approved allocation of the 2013 net profit for the annual dividend payment of 0.35 THB per share with the majority of the votes of the shareholders who attended the meeting and voted as follows.

| | | | |
|-------------|---------------|-------|------|
| Approve: | 1,255,729,570 | votes | 100% |
| Disapprove: | - | votes | 0% |
| Abstain: | - | votes | 0% |

Agenda 5: To approve reappointment of corporate directors retiring by rotation

The Chair stated that this agenda dealt with considering the appointment of corporate directors retiring by rotation. To comply with good corporate governance, the Chair requested that the 7 directors who were interested persons leave the Meeting temporarily.

The Chair requested that the meeting consider electing of corporate directors retiring by rotation. The Company's regulations, Section 3: Directors indicated 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 (1/3) 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."

At the time of this meeting, there were 7 directors who retired by rotation as follows:

| | |
|----------------------------------|----------------------|
| 1. Mr. Prapas Chutimavoraphand | Director |
| 2. Mr. Thawatchai Rojanachotikul | Director |
| 3. Ms. Intira Sukhanindr | Director |
| 4. Mr. Somchai Chinthammit | Director |
| 5. Mr. Tachpong Pakornsiriwongse | Director |
| 6. Mr. Somchart Chinthammit | Director |
| 7. Mr. Karun Kittisataporn | Independent Director |

Through the corporate website, the Company had invited the shareholders to nominate qualified persons of appropriate qualifications for directorship pursuant to the criteria announced in the website. However, there were no directors nominated.

The Nomination and Remuneration Committee and the Board of Directors excluding the interested Directors took into account suitability and the benefit of the Company's operations and proposed that the 7 Directors mentioned above be reappointed and the Meeting consider and vote on each individual Director.

Ms. Rungsri Jiranaikajorn (representative of Thai Investor Association) suggested that the Company should announce the votes on each agenda respectively.

As there were no further questions from the shareholders, The Chair asked the Meeting to vote on Agenda 4 and informed that the required resolution shall be the majority of the votes of the shareholders who attended the meeting and voted.

Resolution: The Meeting reappointed the 7 Directors retiring by rotation by the majority of the shareholders who attended the meeting and voted as follows:

| | | |
|--------------------------------|---------------------|----------|
| 1. Mr. Prapas Chutimavoraphand | | Director |
| Approve: | 1,267,377,726 votes | 100% |
| Disapprove: | - votes | 0% |
| Abstain: | - votes | 0% |

2. Mr. Thawatchai Rojanachotikul Director

| | | |
|-------------|---------------------|------|
| Approve: | 1,267,377,726 votes | 100% |
| Disapprove: | - votes | 0% |
| Abstain: | - votes | 0% |

3. Ms. Intira Sukhanindr Director

| | | |
|-------------|---------------------|------|
| Approve: | 1,267,377,726 votes | 100% |
| Disapprove: | - votes | 0% |
| Abstain: | - votes | 0% |

4. Mr. Somchai Chinthammit Director

| | | |
|-------------|---------------------|------|
| Approved: | 1,267,377,726 votes | 100% |
| Disapprove: | - votes | 0% |
| Abstain: | - votes | 0% |

5. Mr. Tachpong Pakornsiriwongse Director

| | | |
|-------------|---------------------|------|
| Approve: | 1,267,377,726 votes | 100% |
| Disapprove: | - votes | 0% |
| Abstain: | - votes | 0% |

6. Mr. Somchart Chinthammit Director

| | | |
|-------------|---------------------|-------|
| Approve: | 1,267,308,626 votes | 100% |
| Disapprove: | 69,100 votes | 0.01% |
| Abstain: | - votes | 0% |

7. Mr. Karun Kittisataporn Independent Director

| | | |
|-------------|---------------------|------|
| Approve: | 1,267,377,726 votes | 100% |
| Disapprove: | - votes | 0% |
| Abstain: | - votes | 0% |

After the shareholders had reappointed the 7 Directors, the Chair invited the reappointed Directors back to the meeting room.

Agenda 6: To consider and approve remuneration for directors

The Chair informed the meeting that the Board of Directors had resolved that the Meeting consider the following remuneration and meeting allowances for Directors. He requested that the Vice President present this matter to the Meeting.

The Vice President explained to the Meeting that the Nomination and Remuneration Committee and the Board of Directors took into consideration the suitability and benefits to the Company, the

increasing scope of work and responsibilities of the Directors in electricity, alcohol and sugar businesses overseas respectively. The Nomination and Remuneration Committee and the Board of Directors, thus, had resolved that the Meeting consider the remuneration scheme for Directors as follows:

- 1) Remuneration for the Board of Directors Chair: not over Baht 540,000 a year
- 2) Remuneration for the Audit Committee Chair: not over Baht 540,000 a year
- 3) Remuneration for each director: not over Baht 450,000 a year
- 4) Meeting allowance for each committee chair: not over Baht 6,000 per meeting
- 5) Meeting allowance for each Director in a Committee: not over Baht 5,000 per meeting;

Mr. Sakchai Sakulsrimontri (a minor shareholder) commented that the Company paid dividend to shareholders for the year 2013 equal to 52 percent of net profit of the separate financial statements, which was lower than the dividend the Company paid to shareholders in the previous year, which was 80 percent of the net profit of the separated financial statements. Nonetheless, the remuneration for the Directors were not reduced along with the performance of the Company.

The Chair explained that the Directors had all put their best effort in considering investment opportunities and other matters concerning the Company and its subsidiaries and were able to generate profit for the group despite the high volatility in the world price of sugar otherwise the dividend payment to the shareholders would have been less than this. Furthermore, the directors had approved investment projects into sugar-related businesses such as ethanol, cogeneration and organic fertilizer so as to diversify risks and generate more revenue to the Company, all of which ultimately benefited the shareholders.

As there were no further questions from the shareholders, the Chair requested the Meeting to vote on Agenda 6 and informed that the required resolution be no less than two- third of the total votes of the shareholders who attended the meeting.

Resolution: The Meeting approved the remuneration and meeting allowances for Directors with the number of votes not less than two-third of the total votes of the shareholders who attended the meeting as follows:

| | | | |
|-------------|---------------|-------|------|
| Approve: | 1,267,377,726 | votes | 100% |
| Disapprove: | - | votes | 0% |
| Abstain: | - | votes | 0% |

Agenda 7: To approve appointment of the Company's auditor and the auditor's compensation

The Chair proposed that the Meeting consider and appoint an auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditor. He requested that the Vice President present the matter to the Meeting.

The Vice President informed the Meeting that the Audit Committee and the Board of Directors had proposed that the Meeting consider and appoint an auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's auditor for the Company's accounting period ending October 31, 2014. One of the following auditors would be authorized to audit and review the Company's financial statements and consolidated financial statements:

1. Ms. Wimonporn Boonyasathien CPA number: 4067; or

- | | |
|------------------------------|----------------------|
| 2. Mr. Niti Jungnitnirundr | CPA number: 3809; or |
| 3. Ms. Duangrudee Chuchat | CPA number: 4315; or |
| 4. Mr. Chupong Surachutikarn | CPA number: 4325 |

The audit fee was set at THB 2,250,000, covering auditing of the Company's 2014 consolidated financial statements and separate financial statements.

Mr. Sakchai Sakulsrimontri (a minor shareholder) inquired whether the audit of the Company's financial statement and consolidated financial statement included those of its subsidiaries. He also suggested that the Company add the percentage column to the financial statement to indicate the changes of each item from one year to the other.

The Vice President clarified that the audit would cover only the consolidated financial statements and the separated financial statements of the Company and not include the financial statements of the subsidiaries.

As there were no further questions from the shareholders, the Chair asked the Meeting to vote on Agenda 7 and informed that the required resolution be the majority of the votes of the shareholders who attended the meeting and voted.

Resolution: The Meeting approved the appointment of Ms. Wimonporn Boonyasathien, Certified Public Accountant Number 4067, or Mr. Niti Jungnitnirundr, Certified Public Accountant Number 3809, or Ms. Duangrudee Chuchat CPA number: 4315, or Mr. Chupong Surachutikarn, Certified Public Accountant Number: 4325 of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the corporate auditor for the year 2014. One of the auditors was authorized to audit and review the Company's financial statements and consolidated financial statements with the audit fee of THB 2,250,000 by the majority of the votes of the shareholders who attended the meeting and voted as follows:

| | | | |
|-------------|---------------|-------|--------|
| Approve: | 1,265,336,626 | votes | 99.84% |
| Disapprove: | 69,100 | votes | 0.01% |
| Abstain: | 1,972,000 | votes | 0.15% |

Agenda 8: Other matters (if any)

--- None---

There were no further questions and matters suggested by the shareholders. The Chair thanked all the shareholders for attending and participating in the meeting.

The meeting was closed at 12:05 PM.

-Signature-
(Mr. Manu Leopaiprote)
Chairman

-Signature-
(Mr. Trakarn Chunharotrit)
Company Secretary

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



Name Mr. Pramoon Vichiensin
Proposed Position Independent Director (Director qualified as an independent director)
Current Position Independent Director/ Chairman of Nomination and Remuneration Committee
Nationality Thai
Age 84
Number of shares held in the Company (as of 31 October 2014) 0.00%
Address 19/9 Moo 6, Chaiyapluak Road, Talingchan, Bangkok 10170

Education / Training

- Bachelor of Laws, Thammasat University
- Certificate in Executive Development, National Institute of Development Administration
- Director of Accreditation Program (DAP) (11/2004), Thai Institute of Directors Association
- Certificate in Audit Committee Program (ACP) (10/2005), Thai Institute of Directors Association
- Improving the Quality of Financial Reporting (GFR) (4/2006), Thai Institute of Directors Association

Experience

Listed Company

- 2012 – Present Chairman of Nomination and Remuneration Committee Khon Kaen Sugar Industry Public Company Limited
 2010 – 2012 Audit Committee Khon Kaen Sugar Industry Public Company Limited
 2004 – 2010 Chairman of Audit Committee Khon Kaen Sugar Industry Public Company Limited

Other Organizations

- 1998 – Present Advisor, Bangkok Metropolitan Administration

Previous experience in the past 5 years

- 2002 – 2003 Advisor on President, the Constitutional Court
 2001 – 2002 Secretary on President, the Constitutional Court
 1998 – 2000 Secretary on Judges, the Constitutional Court
 1989 – 1990 Tax Law Specialist, the Revenue Department
 1987 – 1998 Subcommittee, Office of the National Counter Corruption Commission

Date of First Appointment 26 February 2004 (4 terms 10 years)

Meeting Attendance in the year 2014 5/6 (Board Meeting), 2/2 (Nomination and Remuneration Committee Meeting)

Family Relation to other directors/ executives/ major shareholders None

Transaction that may cause conflict of interest (during the past 2 years) None

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

Detail of the Board of Directors' Profile



| | |
|---|--|
| Name | Mr. Sitti Leelakasamelurk |
| Proposed Position | Independent Director (Director qualified as an independent director) |
| Current Position | Independent Director/Chairman of Audit Committee/ Risk Management Committee |
| Nationality | Thai |
| Age | 61 |
| Number of shares held in the Company (as of 31 October 2011) | 0.00% |
| Address | 503 KSL Tower, 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400 |

Educations / Training

- Bachelor of Accounting, Chulalongkorn University
- Director Accreditation Program (DAP) (11/2004) Thai Institute of Directors Association
- Audit Committee Forum 2014, Thai Institute of Directors Association

Work Experience

Listed Companies

- | | |
|----------------|--|
| 2010 – Present | Chairman of the Audit Committee, Khon Kaen Sugar Industry Public Company Limited |
| 2007 – Present | Risk Management Committee, Khon Kaen Sugar Industry Public Company Limited |
| 2004 – Present | Independent Director, Khon Kaen Sugar Industry Public Company Limited |
| 2004 – 2010 | Audit Committee, Khon Kaen Sugar Industry Public Company Limited |
| 2014 – Present | Vice Chief Executive Officer, Noble Development Public Company Limited |
| 2009 – Present | Member of the Nomination and Remuneration Committee Noble Development Public Company Limited |
| 1994 – Present | Vice Chairman, Noble Development Public Company Limited |
| 1991 – Present | Assistance Vice President, Noble Development Public Company Limited |

Non-Listed Companies

- | | |
|----------------|---|
| 2013 – Present | Director, S&P Property Management Company Limited |
| 2012 – Present | Director, NK Energy Company Limited |
| 2005 - Present | Director, BAN SUK SABAI Company Limited |
| 1996 – Present | Director, Research and Consultant Company Limited |
| 1995 – Present | Director, Continental City Company Limited |

Date of First Appointment 26 February 2004 (4 terms 10 years)

Meeting Attendance in the year 2014 6/6 (Board Meeting), 6/6 (Audit Committee), 4/4 (Risk Management Committee)

Family Relation to other directors/ executives/ major shareholders None

Transaction that may cause conflict of interest (during the past 2 years) None

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

Detail of the Board of Directors' Profile



Name Mr. Sukhum Tokaranyaset
Proposed Position Director
Current Position Senior Vice President – Accounting & Finance
Nationality Thai
Age 67
Number of shares held in the Company (as of 31 October 2014) 1.570%
Address 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400
Education / Training
- Vocational Certificate, Kitti Commerce College
- Director Accreditation Program (DAP) (18/2004), Thai Institute of Directors Association
Work Experience
Listed Companies
2004 – Present Director and Senior Vice President, Khon Kaen Sugar Industry Public Company Limited
Non-Listed Companies
2010 – Present Executive Director, Raja Solar Material Company Limited
2008 – Present Managing director, Chantaburi Starch and Power Company Limited
2006 – Present Director, Koh Kong Sugar Industry Company Limited
2006 – Present Director, KSL Agro and Trading Company Limited
2004 – Present Managing director, Chantaburi Starch Company Limited
2002 – Present Executive Director, Raja Product Company Limited
2002 – Present Vice Chairman, KSL Export Trading Company Limited
2002 – Present Director, TFI Green Biotech Company Limited
2000 – Present Director/ Assistant Managing Director, Thai Fermentation Industry Company Limited
2000 – Present Vice Chairman, Rajaporcelain Company Limited
1998 – Present Vice Chairman, Chengteh Chinaware (Thailand) Company Limited
1989 – Present Executive Director, KSL Real Estate Company Limited
1989 – Present Executive Director, Champion Fermentation Company Limited
1972 – Present Director and Senior Vice President, New Krung Thai Sugar Factory Company Limited
Tamaka Sugar Industry Company Limited, New Kwang Soon Lee Sugar Factory Company Limited
Date of First Appointment 26 February 2004 (4 terms 10 years)
Meeting Attendance in the year 2014 6/6 (Board Meeting), 12/12 (Executive Board)
Family Relation to other directors/ executives/ major shareholders None
Transaction that may cause conflict of interest (during the past 2 years) None
Forbidden Qualifications Never dishonestly committed an offence against property
Never entered into any transaction which may cause conflict of interest against the Company during the year

Detail of the Board of Directors' Profile



Name Ms. Duangdao Chinthammit
Proposed Position Director
Current Position Vice President – Human Resources/
Director of Nomination and Remuneration Committee
Nationality Thai
Age 56
Number of shares held in the Company (as of 31 October 2014) 2.213%
Address 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400

Education / Training

- Bachelor of Business Administration, Faculty of Economics and Business Administration, Kasetsart University
- Bachelor of Science in Computer Information System, Western Michigan University, USA
- MS in Agricultural Economics, University of Saskatchewan, Canada
- Director Accreditation Program (DAP) (17/2004), Thai Institute of Directors Association
- Director Certification Program (DCP) (71/2006), Thai Institute of Directors Association

Work Experience

Listed Companies

- 2005 – Present Director, Sub Sri Thai Warehouse Public Company Limited
2004 – Present Director and Vice President, Khon Kaen Sugar Industry Public Company Limited
1995 – 2004 Director and Assistant Managing Director Khon Kaen Sugar Industry Public Company Limited

Non-Listed Companies

- 2006 – Present Director, KSL Agro and trading Company Limited
2006 – Present Director, KSL Material and Supplies Company Limited
2004 – Present Director and Vice President, New Krung Thai Sugar Factory Company Limited, Tamaka Sugar Industry Company Limited, New Kwang Soon Lee Sugar Factory Company Limited
1999 – Present Director, KSL Real Estate Company Limited
1996 – Present Director, Onnuch Construction Company Limited

Date of First Appointment 26 February 2004 (4 terms 10 years)

Meeting Attendance in the year 2014 6/6 (Board Meeting) , 12/12 (Executive Board) , 2/2 (Remuneration Committee)

Family Relation to other directors/ executives/ major shareholders Sister of President & CEO

Transaction that may cause conflict of interest (during the past 2 years) None

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

Detail of the Board of Directors' Profile



Name Ms. Duangkae Chinthammit
Proposed Position Director
Current Position Assistant Vice President
Nationality Thai
Age 58
Number of shares held in the Company (as of 31 October 2014) 2.212%
Address 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400

Education / Training

- Diploma from Katinka School, United Kingdom
- Certificate Modern Managers Program (MMP), Chulalongkorn University
- Director Accreditation Program (DAP) (17/2004) by IOD

Work Experience

Listed Companies

2005 – Present Director, Sub Sri Thai Warehouse Public Company Limited

2004 – Present Director and Assistant Vice President, Khon Kaen Sugar Industry Public Company Limited

Non-Listed Companies

2004 - Present Director and Assistant Vice President, New Krung Thai Sugar Factory Company Limited, Tamaka Sugar Industry Company Limited, New Kwang Soon Lee Sugar Factory Company Limited

Date of First Appointment 26 February 2004 (4 terms 10 years)

Meeting Attendance in the year 2014 6/6 (Board Meeting) , 12/12 (Executive Board)

Family Relation to other directors/ executives/ major shareholders Sister of President & CEO

Transaction that may cause conflict of interest (during the past 2 years) None

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

Detail of the Board of Directors' Profile



Name Mr.Trakarn Chunharojrit
Proposed Position Director
Current Position Assistant Vice President
Nationality Thai
Age 74
Number of shares held in the Company (as of 31 October 2014) 0.414%
Address 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400

Education / Training

- Certificate in Accounting
- Director Accreditation Program (DAP) (17/2004) by IOD

Work Experience

Listed Companies

2004 – Present Director, Khon Kaen Sugar Industry Public Company Limited
24 January 2008 – 28 March 2014 Company Secretary, Khon Kaen Sugar Industry Public Company Limited

Non-Listed Companies

Present Director, KSL Sugar Holding Company Limited
2006 – Present Director, KSL Agro and Trading Company Limited
2003 – Present Director, KSL Material Supplies Company Limited
2003 – Present Director, Khon Kaen Sugar Power Plant Company Limited
2003 – Present Director, Khon Kaen Alcohol Company Limited
1997 – Present Executive Director, Chenteh Chinaware (Thailand) Company Limited
1989 – Present Executive Director, KSL Real Estate Company Limited
1973 – Present Directors, Tamaka Sugar Industry Company Limited
1970 – Present Directors, New Krung Thai Sugar Factory Company Limited
1959 – Present Directors, New Kwang Soon Lee Sugar Factory Company Limited

Date of First Appointment 26 February 2004 (4 terms 10 years)

Meeting Attendance in the year 2014 6/6 (Board Meeting), 11/12 (Executive Board)

Family Relation to other directors/ executives/ major shareholders None

Transaction that may cause conflict of interest (during the past 2 years) None

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

Detail of the Board of Directors' Profile



| | |
|---|---|
| Name | Mr. Warapatr Todhanakasem, Ph.D. |
| Proposed Position | Independent Director (Director qualified as an independent director) |
| Current Position | Independent Director / Audit Committee / Risk Management Committee / Chairman Corporate Governance Committee |
| Nationality | Thai |
| Age | 65 |
| Number of shares held in the Company (as of 31 October 2014) | 0.00% |
| Address | 59/29, Mooban Prarinyasiriprivity, Soi Yothinphattana 3, Phaditmanoontham Road, Kongjan, Bangkapi, Bangkok 10240 |
| Education / Training | <ul style="list-style-type: none"> - LL.B. Thammasat University - B.Econ. (1st Class Honor) Thammasat University - M.B.A. in Finance Kellogg School of Management, Northwestern University, Evanston, Illinois, USA. - M.S. in Economics University of Illinois, Urbana-Champaign, USA. - Ph.D. in Business Economics University of Illinois, Urbana-Champaign, USA - Directors Certificate Program DCP 0/2000 by IOD - The Executive Director Course EDC 1/2012 by IOD |
| Work Experience | |
| Listed Companies | |
| June 2013 – Present | Chairman Corporate Governance Committee, Khon Kaen Sugar Industry Public Company Limited |
| Nov 2012 – Present | Audit Committee, Khon Kaen Sugar Industry Public Company Limited |
| Nov 2012 – Present | Risk Management Committee, Khon Kaen Sugar Industry Public Company Limited |
| Aug 2012 – Present | Executive Advisor , Amata Corporation Public Company Limited |
| Feb 2012 – Present | Director, True Corporation Public Company Limited |
| Feb 2010 – Present | Independent Director, Khon Kaen Sugar Industry Public Company Limited |
| 2009 – Present | Chairman and Independent Director, Prinsiri Public Company Limited |
| Non-Listed Companies | |
| Jun 2012 – Present | President, Institute of Research and Development for Public Enterprises of Thailand (IRDP) |
| Date of First Appointment | 26 February 2010 (2 terms 4 years) |
| Meeting Attendance in the year 2014 | 5/6 (Board Meeting), 2/4 (Risk Management Committee), 5/6 (Audit Committee), 2/2 (Corporate Governance Committee) |
| Family Relation to other directors/ executives/ major shareholders | None |
| Transaction that may cause conflict of interest | (during the past 2 years) None |
| Forbidden Qualifications | <p>Never dishonestly committed an offence against property</p> <p>Never entered into any transaction which may cause conflict of interest against the Company during the year</p> |

Definition of Independent Directors as specified by the Company

- hold the shares not exceeding 0.5% of total voting shares
- neither participate in the Company administration, being an employee or a staff member or other advisers who receives salary or any other benefits from the Company, affiliated company, associated company or related company, nor the stakeholders or the person who have conflict of interest in the above mentioned at least 2 years
- not have a business relation with the Company such as Customer, Partner, Debtor or Creditor etc. including have not direct or indirect conflict of interest in financial and administration aspects in Company, affiliated company, associated company or related company
- not being a relative or other relations to Executive Officers, Major Shareholders in Company, affiliated company, associated company or related company, including a nominee of Major Shareholders in Company

Scope of Duties and Responsibilities of Board of Directors

1. Conduct their duties in compliance with relevant laws, corporate objectives, corporate regulations, and resolutions of shareholder meetings, except for matters requiring approval from shareholder meetings before working, such as activities required by legislation for resolutions of any shareholder meetings, articles of association of the Company, and major acquisition and disposition of assets requiring compliance of regulations issued by the Stock Exchange of Thailand or any other government agencies.
2. Appoint or replace executive directors.
3. Determine policies, strategies, and directions of the Company. Ensure the Management's compliance with the policies, strategies, and directions determined with effectiveness and efficiency in order to maximize shareholders' wealth and sustainable growth.
4. Consider and make decisions concerning significant matters, for instance, business plans, budgets, major investment projects, administrative power, and any other articles required by related laws.
5. Evaluate the Management's performance and determine the Management's remunerations.
6. Be responsible for operation results and the work of the Management. Conduct duties with devotion and carefulness.
7. Establish an accounting system, financial reports, and reliable audits. Ensure that there are procedures for internal control evaluation, effective and efficient internal audits, risk management, financial reports, and follow-ups.
8. Prevent any conflicts of interest between interested persons and the Company.
9. Ensure that the business is operated with integrity.

10. Issue requirements and regulations considering the Company's internal activities.
11. Present a full statement on responsibilities of the Company's Board of Directors in preparing the annual report together with the audited financial statements and other significant matters in line with the SET Code of Best Practice for Directors of Listed Companies.
12. May appoint any other individual or other committees to function in the Company's operation under the Board's supervision or a power of attorney within a period approved by the Board. The authorization can be terminated, canceled, changed, or amended.
13. Supervise the Company's day-to-day operations.

Scope of Duties and Responsibilities of Board of Executive Directors

1. Determine policies, directions, strategies, and significant management structures for the Company's operations that suit and support the economy and competition, as announced to corporate shareholders. Submit the proposed policies, directions, strategies, and structures to the Board of Directors for approval.
2. Determine business plans, budgets, and the Company's administrative power, as well as submit them to the Board of Directors for approval.
3. Establish organizational structures and manpower policy including overviews of recruitment, training, employment, supporting young management team, and performance evaluation and remuneration criteria for all corporate employees.
4. Examine and monitor policies and management plans to ensure their effectiveness and suitability for the corporate operations.
5. Monitor the Company's performance to ensure compliance with the approved business plans.
6. Consider major investment projects of the Company in accordance with the provided guidelines for project approval.
7. Conduct financial activities with financial institutions involving account opening, borrowing, pawning, mortgages, guarantees, and other activities including property trading and land ownership registration according to specified objectives and amounts of money in order to facilitate the Company's operation.
8. Monitor the development of managing system and risk management in each division.
9. Carry out tasks assigned by the Board of Directors.

Any power of attorney given to the Board of Director 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 the interested individual are not allowed to vote in the Board of Director meeting concerning the issue.

Scope of Duties and Responsibilities of Audit Committee

1. To review and ensure that the disclosure of information in financial statement is accurate and adequate by cooperating with the Company's external auditor and management who is responsible for the quarterly and annually financial statement. Also, to recommend the external auditor to review or audit any transactions deemed significant during the auditing period;
2. To review internal control system and internal audit system to ensure appropriateness and effectiveness and consider independence of internal audit as well as approve the appointment, transfer, reward and termination for head of internal audit;
3. To review and ensure that the Company's operations are in compliance with the rules and regulations of the SEC and the SET, as well as relevant laws;
4. To consider, select and nominate the external auditor and also propose the external auditor's remuneration including attend the meeting with the external audit without joining of the Company's management at least once per year;
5. To consider the connected transactions or transactions that may lead to any conflict of interest and non-compliance with the laws and the SET's regulation to ensure that those transactions are reasonable and bring highest benefit to the Company;
6. To 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 ethic of the management and review with the management the important reports required for disclosure to the public according to the laws i.e. Management's report and analysis, etc.;
7. To prepare the corporate governance report of the Audit Committee 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 Comment on appropriateness and completeness and reliability of the Company's Financial Statement
 - 7.2 Comment on sufficiency of the Company's internal control system
 - 7.3 Comment on compliance with the rules and regulations of SEC and SET as well as relevant laws
 - 7.4 Comment on appropriateness of the auditors
 - 7.5 Comment on connected transactions
 - 7.6 A number of Audit Committee Meetings and attendances of each member
 - 7.7 Comment or overview observation from which the Audit Committee has been gained after performing in compliance with the charter
 - 7.8 Any reports which deem appropriate to be reported to the shareholders and other general investors under the scope of works and responsibility as assigned by the Board of Directors;

8. To 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 deem 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 appropriated:
 - 9.1 Conflict of interest transactions
 - 9.2 Any suspicion or presumption of corruption, paradox or default which are significant for internal audit system
 - 9.3 Any suspicion that there are non-compliance with the 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, however, after the due date, the Committee finds that there is the negligence without inappropriate reason, one of the Committee's members can further report this 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 operating and the matters of fact has been reported to the Committee for acknowledgement and prompt inspection. The Committee should then report the outcome of preliminary inspection to the SEC, SET and the auditor for acknowledgement within 30 days after getting the auditor's report. Any doubtful acts required to be reported including the procedure to gain the matters of fact should be in line with the Capital Market Commission's regulation;
11. To have authorization to invite directors, management, department heads or employees for discussion or clarification on the Committee's inquiry;
12. To review the scope of works and responsibility as well as appraise the Committee's performance on yearly basis

Scope of Duties and Responsibilities of Nomination and Remuneration Committee

1. Determine policies, regulations, and procedures for nomination of directors and executives including remunerations and other benefits in accordance with their responsibility, the operating results of the Company, the normal practices in the same industries and as indicated in the Board of Executive director's policy.
2. Select and nominate qualified personnel to the Board of Director for consideration and appointment of directors, directors in committees, executives including other committees.
3. Review and give recommendations to the Board of Director corresponding to the organization structure, size and members of the Board of Director.
4. Develop guidelines for evaluating performance of directors and executives in order to determine appropriate annual remunerations corresponding to their duties, responsibilities, and risks.
5. Supervise to disclose reports of the work of the Nomination and Remuneration Committee in the corporate annual report, commencing in 2008.

Scope of Duties and Responsibilities of Risk Management Committee

1. Develop policies to be considered by the Board of Directors 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 to monitor and evaluate the corporate risk amount, as well as maintain the appropriate risk level.
3. Review the adequacy of risk management policies and system, as well as effectiveness of the system and policies practiced.
4. Provide recommendations in line with policies and strategies determined by the Board of Directors and present those recommendations to the Board.

Scope of Duties and Responsibilities of Corporate Governance Committee:

1. Propose corporate governance conduct to the Board
2. Advise corporate governance matter to the Board
3. Monitor the Board and management to comply with corporate governance policy
4. Review the corporate governance policy comparing with the international practice and recommend to the Board.
5. Assign the corporate governance policy to the working group

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นที่ไม่ซับซ้อน)
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.....หุ้น และออกคะแนนเสียงได้เท่ากับ.....เสียง ดังนี้
holding the total amount of.....shares and have the rights to vote equal to..... votes as follows:
☐ หุ้นสามัญ.....หุ้น ออกเสียงได้เท่ากับ.....เสียง
Ordinary share.....shares and have the right to vote equal to.....votes
☐ หุ้นบุริมสิทธิ.....หุ้น ออกเสียงได้เท่ากับ.....เสียง
Preferred share.....shares and have the right to vote equal to.....votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดใช้ข้อมูลตามสิ่งที่ส่งมาด้วย 4)
Hereby appoint (The shareholder may appoint an independent director of the company to be the proxy,
please use details in Attachment 4)

☐ 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

☐ ชื่อ นายมนู เลียวไพโรจน์ ประธานกรรมการบริษัท
อายุ 70 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400
(Name) Mr. Manu Leopaiprote, Chairman of the Board of Directors, Independent Director
Age 70 (years) residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Phyathai Road Sub District, Ratchathewi District, Bangkok 10400

หรือ (or)

☐ ชื่อ นายการุณ กิตติสถาพร กรรมการอิสระ
อายุ 67 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400
(Name) Mr. Karun Kittisataporn, Independent Director
Age 67 (years) residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Phyathai Road Sub District, Ratchathewi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2557 ครั้งที่ 1/2558 ในวันวันศุกร์ที่ 27 กุมภาพันธ์ พ.ศ. 2558 เวลา 09.00 น. ณ ห้องบอลรูม ชั้น 7 โรงแรมแลนด์มาร์ค เลขที่ 138 ถนนสุขุมวิท เขตคลองเตย กรุงเทพมหานคร หรือที่ฟังจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the year 2014 No.1/2015 on Friday, February 27, 2015, at 09.00 am. at Ballroom, 7th Floor, Landmark Hotel, No. 138, Sukhumvit Road, Klongtoey District, Bangkok or at any adjournment thereof to any other date, time, and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

หมายเหตุ

Note

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. ผู้ที่มาประชุมด้วยตัวเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.
4. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม (ตามสิ่งที่ส่งมาด้วย 5)
Please present evidence as specify in Conditions, Rules and Procedures to Attend the Meeting (Attachment 5).

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

PROXY FORM B

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

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

☐ หุ้นบุริมสิทธิ.....หุ้น ออกเสียงได้เท่ากับ.....เสียง
Preferred share.....shares and have the right to vote equal to.....votes

(3) ขอมอบฉันทะให้.....(ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดใช้
ข้อมูลตามสิ่งที่ส่งมาด้วย 4)

Hereby appoint..... (The shareholder may appoint an independent director of the
company to be the proxy, please use details in Attachment 4)

☐ ชื่อ นายมนู เลียวไพโรจน์ ประธานกรรมการบริษัท
อายุ 70 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 70 (years) residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Phyathai Road Sub District, Ratchathewi District, Bangkok 10400

หรือ(or)

☐ ชื่อ นายการุณ กิตติสถาพร กรรมการอิสระ
อายุ 67 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400
(Name) Mr. Karun Kittisataporn, Independent Director
Age 67 (years) residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Phyathai Road Sub District, Ratchathewi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2557
ครั้งที่ 1/2558 ในวันวันศุกร์ที่ 27 กุมภาพันธ์ พ.ศ. 2558 เวลา 09.00 น. ณ ห้องบอลรูม ชั้น 7 โรงแรมแลนด์มาร์ค เลขที่ 138 ถนนสุขุมวิท เขตคลองเตย
กรุงเทพมหานคร หรือที่ที่จะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the year 2014 No.1/2015 on
Friday, February 27, 2015, at 09.00 am. at Ballroom, 7th Floor, Landmark Hotel, No. 138, Sukhumvit Road, Klongtoey District, Bangkok or at any
adjournment thereof to any other date, time, and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ (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 intention as follows:

☐ วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2556

Agenda 1: To adopt the Minutes of the 2013 Annual General Meeting of Shareholders

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

☐ วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2557

Agenda 2: To acknowledge the Operating Results of the Company for the year 2014

☐ วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2557

Agenda 3: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2014

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

☐ วาระที่ 4 พิจารณานุมัติลดทุนจดทะเบียนที่ยังมิได้ชำระและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ

Agenda 4: To consider and approve the reduction of the unpaid registered capital and the amendment of the Memorandum of Association

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

☐ วาระที่ 5 พิจารณานุมัติการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นสามัญของบริษัทฯ จากเดิมมูลค่าที่ตราไว้หุ้นละ 1.00 บาท เป็นมูลค่าที่ตราไว้ 0.50 บาท และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัทฯ

Agenda 5: To consider and approve the change of registered par value from 1.00 Baht to 0.50 Baht and the amendment of the Memorandum of Association

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

☐ วาระที่ 6 พิจารณานุมัติจัดสรรเงินกำไรเพื่อจ่ายปันผลและสำรองตามกฎหมาย

Agenda 6: To consider and approve the allocation of profit for dividend payment and legal reserve

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

☐ วาระที่ 7 พิจารณานุมัติการเพิ่มทุนจดทะเบียนเพื่อรองรับการจ่ายหุ้นปันผล และแก้ไขหนังสือบริคณห์สนธิ

Agenda 7: To consider and approve the increase of capital to accommodate the dividend shares and the amendment of the Memorandum of Association.

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐งดออกเสียง
Abstain

☐ วาระที่ 8 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล

Agenda 8: To consider and approve the allocation of ordinary shares to accommodate the share dividend

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 9 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
Agenda 9: To elect directors in replacement of those whose terms have ended

- ☐ (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy has the rights to consider the matters and vote on my/our behalf, as he/she deems appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:

- ☐ การแต่งตั้งกรรมการทั้งหมด / Appointment of all directors

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

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of certain directors

การแต่งตั้งกรรมการที่ออกตามวาระกลับเข้ามาดำรงตำแหน่ง / Re-appointment of directors who retire by rotation

1.นายประมุล วิเชียรสินธุ์ (Mr. Pramoon Vichiensin)

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

2.นายสิทธิ ลีละเกษมฤกษ์ (Mr. Sitti Leelakasamelek)

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

3.นายสุชุม โตการณยศเรษฐ์ (Mr. Sukhum Tokaranyaset)

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

4.นางสาวดวงดาว ชินธรรมมิตร (Ms. Duangdao Chinthammit)

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

5.นางสาวดวงแข ชินธรรมมิตร (Ms. Duangkae Chinthammit)

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

6. นายตระการ ชุณหโรจน์ฤทธิ์ (Mr. Trakarn Chunharojrit)

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

7. นายวรภัทร โตธนะเกษม (Mr. Warapatr Todhanakasem)

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

- ☐ วาระที่ 10 พิจารณานุมัติค่าตอบแทนกรรมการ
Agenda 10: To consider and approve the remunerations of directors
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
- ☐ วาระที่ 11 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2558
Agenda 11: To consider and approve the appointment of auditor and audit fee for the year 2015
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
- ☐ วาระที่ 12 พิจารณายกเลิกตราสารหนี้ ในส่วนที่ยังไม่มีการออกจำหน่าย ตามมติที่ประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2556 และ พิจารณานุมัติให้ออกและเสนอขายหุ้นกู้และตราสารหนี้ที่เป็นหลักทรัพย์ ภายในวงเงินไม่เกิน 20,000 ล้านบาท
Agenda 12: To consider and approve (i) the cancellation of non-issued debt instruments which was approved by the Meeting of Shareholders No. 1/2013 and (ii) the issuance and offering of debentures and bonds which are securities according to the Securities and Exchange Act with a total value not exceeding THB 20,000 million
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
- ☐ วาระที่ 13 เรื่องอื่น ๆ
Agenda 13: Other matters
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

(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

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้

The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the

shares less than those specified in Clause (2) to the proxy.

3. ในกรณีที่มิววาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ

The proxy may split the votes. In this regard, if the content is too long, it can be specified in the attached supplement proxy form.

4. ผู้ที่มาประชุมด้วยตัวเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.
5. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม (ตามสิ่งที่ส่งมาด้วย 5)
Please present evidence as specify in Conditions, Rules and Procedures to Attend the Meeting (Attachment 5).

Duty
Stamp
20 Baht

แบบหนังสือมอบฉันทะ แบบ ค.
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้
คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (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 B.E.

(1) ข้าพเจ้า

I/We

สำนักงานตั้งอยู่เลขที่ ถนน ตำบล/แขวง อำเภอ/
Address Road Sub-district District
เขต จังหวัด รหัสไปรษณีย์ ในฐานะผู้
Area Province Post code

ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ ซึ่งเป็นผู้ถือหุ้นของ
as a business operator to deposit and maintain with the Custodian for which is a
shareholder of

บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

Khon Kaen Sugar Industry Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
holding the total amount of shares and have the right to vote equal to votes as follows:

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

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred share shares and have the right to vote equal to votes

(2) ขอมอบฉันทะให้

Hereby appoint

.....
อายุ ปี อยู่บ้านเลขที่ ถนน
Age Residing/Located at No. Road
ตำบล/แขวง อำเภอ/เขต จังหวัด
Sub-district District Province
รหัสไปรษณีย์ หรือ
Postcode (or)

.....
 อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
 Age Residing/Located at No. Road
 ตำบล/แขวงอำเภอ/เขต.....จังหวัด.....
 Sub-district District Province
 รหัสไปรษณีย์.....หรือ
 Postcode (or)

.....
 อายุ.....ปี อยู่บ้านเลขที่.....ถนน.....
 Age Residing/Located at No. Road
 ตำบล/แขวงอำเภอ/เขต.....จังหวัด.....
 Sub-district District Province
 รหัสไปรษณีย์.....
 Postcode

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุม
 สามัญผู้ถือหุ้นประจำปี 2557 ครั้งที่ 1/2558 ในวันศุกร์ที่ 27 กุมภาพันธ์ พ.ศ. 2558 เวลา 09.00 น. ณ ห้องบอลรูม ชั้น 7
 โรงแรมแลนด์มาร์ค เลขที่ 138 ถนนสุขุมวิท เขตคลองเตย กรุงเทพมหานคร หรือที่พึงจะเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the Annual General Shareholders' Meeting for the
 year 2014 No.1/2015 on Friday, February 27, 2015, at 09.00 am. at Ballroom, 7th Floor, Landmark Hotel, No. 138,
 Sukhumvit Road, Klongtoey District, Bangkok or at any adjournment thereof to any other date, time, and venue.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้อย่างนี้ ดังนี้

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

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

With total number of shares and voting right.

☐ มอบฉันทะบางส่วน คือ

A part of

☐ หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

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

☐ หุ้นบุริมสิทธิ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

Preferred shareshares and have the right to vote equal to.....votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total voting right is.....votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2556

Agenda 1: To adopt the Minutes of the 2013 Annual General Meeting of Shareholders

☐ (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 intention as follows:

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

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2557

Agenda 2: To acknowledge the Operating Results of the Company for the year 2014

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2557

Agenda 3: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2014

☐ (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 intention as follows:

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

วาระที่ 4 พิจารณานุมัติลดทุนจดทะเบียนที่ยังมิได้ชำระและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ

Agenda 4: To consider and approve the reduction of the unpaid registered capital and the amendment of the Memorandum of Association

☐ (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 intention as follows:

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

วาระที่ 5 พิจารณานุมัติการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นสามัญของบริษัท จากเดิมมูลค่าที่ตราไว้หุ้นละ 1.00 บาท เป็นมูลค่าที่ตราไว้ 0.50 บาท และพิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท

Agenda 5: To consider and approve the change of registered par value from 1.00 Baht to 0.50 Baht and the amendment of the Memorandum of Association

☐ (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 intention as follows:

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

วาระที่ 6 พิจารณานุมัติจัดสรรเงินกำไรเพื่อจ่ายปันผลและสำรองตามกฎหมาย

Agenda 6: To consider and approve the allocation of profit for dividend payment and legal reserve

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

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

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

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติการเพิ่มทุนจดทะเบียนเพื่อรองรับการจ่ายหุ้นปันผล และแก้ไขหนังสือบริคณห์สนธิ

Agenda 7: To consider and approve the increase of capital to accommodate the dividend shares and the amendment of the Memorandum of Association

- ☐ (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 intention as follows:

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

Approve

Disapprove

Abstain

วาระที่ 8 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายหุ้นปันผล

Agenda 8: To consider and approve the allocation of ordinary shares to accommodate the share dividend

- ☐ (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 intention as follows:

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

Approve

Disapprove

Abstain

วาระที่ 9 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 9: 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 intention as follows:

- ☐ การแต่งตั้งกรรมการทั้งหมด / Appointment of all directors

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

Approve

Disapprove

Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of certain directors

การแต่งตั้งกรรมการที่ออกตามวาระกลับเข้ามาดำรงตำแหน่ง / Re-appointment of directors who retire by rotation

1.นายประมูล วิเชียรสินธุ์ (Mr. Pramoon Vichlensin)

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

Approve

Disapprove

Abstain

2.นายสิทธิ ลีละเกษมฤกษ์ (Mr. Sitti Leelakasamelek)

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

Approve

Disapprove

Abstain

3.นายสุชุม โตการณยศเรษฐ (Mr. Sukhum Tokaranyaset)

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

Approve

Disapprove

Abstain

4.นางสาวดวงดาว ชินธรรมมิตร (Ms. Duangdao Chinthammit)

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

5.นางสาวดวงแข ชินธรรมมิตร (Ms. Duangkae Chinthammit)

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

6.นายตระกูล ชุณหะวัณ (Mr. Trakarn Chunharajrit)

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

7.นายวรภัทร โตรณะเกษม (Mr. Warapatr Todhanakasem)

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

วาระที่ 10 พิจารณานุมัติค่าตอบแทนกรรมการ

Agenda 10: 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 intention as follows:

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

วาระที่ 11 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2558

Agenda 11: To consider and approve the appointment of auditor and audit fee for the year 2015

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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 12 พิจารณายกเลิกตราสารหนี้ ในส่วนที่ยังไม่มีการออกจำหน่าย ตามมติที่ประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2556 และพิจารณาอนุมัติให้ออกและเสนอขายหุ้นกู้และตราสารหนี้ที่เป็นหลักทรัพย์ ภายในวงเงินไม่เกิน 20,000 ล้านบาท

Agenda 12: To consider and approve (i) the cancellation of non-issued debt instruments which was approved by the Meeting of Shareholders No. 1/2013 and (ii) the issuance and offering of debentures and bonds which are securities according to the Securities and Exchange Act with a total value not exceeding THB 20,000 million

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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 13 เรื่องอื่นๆ

Agenda 13. Other matters

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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 voting as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Either the case that the intention of vote for any agenda is not stated and clear or the meeting has any other agenda which is not in the above mentioned together with any amendment may have, the proxy holder has the right to consider and vote on my/our behalf as he/she deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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 the actions performed by myself/ourselves.

ลงชื่อผู้มอบฉันทะ

Signature (.....) Shareholder

ลงชื่อผู้รับมอบฉันทะ

Signature (.....) Proxy

ลงชื่อผู้รับมอบฉันทะ

Signature (.....) Proxy

ลงชื่อผู้รับมอบฉันทะ

Signature (.....) Proxy

หมายเหตุ / Note

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

The follow document shall be attached with this proxy from :

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้ คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from shareholder authorizing a custodian to sign the proxy from no behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Certified letter of Custodian on permission for custodian business.

(3) สำเนาบัตรประจำตัวประชาชน/ สำเนาหนังสือเดินทาง/ สำเนาหนังสือรับรองบริษัท (รับรองสำเนาถูกต้อง)

Certified copy of ID card,/ passport/ company registration

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน 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 any proxies for spitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In the agenda relating the election of Directors, it is applicable to elect either nominated Directors as a whole or elect each nominated directors individually.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there agenda other than the agenda specified above, the Additional statement can be specified by the shareholder in Continuation of Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Continuation of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ครั้งที่ 1/2558 ในวันศุกร์ที่ 27 กุมภาพันธ์ พ.ศ. 2558 เวลา 09.00 น. ณ ห้องบอลรูม ชั้น 7 โรงแรมแลนด์มาร์ค เลขที่ 138 ถนนสุขุมวิท เขตคลองเตย กรุงเทพมหานคร

The proxy as the shareholder of Khon Kaen Sugar Industry Public Company Limited
the Annual General Meeting of Shareholders for the year 2014 No.1/2015 Friday, February 27, 2015, at 09.00 hours at Ballroom,
7th Floor, Landmark Hotel, No. 138, Sukhumvit Road, Klongtoey District, Bangkok

☐ วาระที่ เรื่อง.....

Agenda Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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Approve

Disapprove

Abstain

☐ วาระที่ เรื่อง.....

Agenda Subject

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Disapprove

Abstain

☐ วาระที่ เรื่อง.....

Agenda Subject

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Approve Disapprove Abstain

☐ วาระที่ เรื่อง.....
Agenda Subject

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Approve Disapprove Abstain

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Approve Disapprove Abstain

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Agenda Subject

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Approve Disapprove Abstain

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Approve Disapprove Abstain

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Agenda Subject

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Approve Disapprove Abstain

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Approve Disapprove Abstain

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Agenda Subject

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Approve Disapprove Abstain

☐ วาระที่ เรื่อง เลือกตั้งกรรมการ (ต่อ)
Agenda Subject To consider and approve the election Company's directors (Addition)

ชื่อกรรมการ
Candidate's Name

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

ชื่อกรรมการ
Candidate's Name

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

ชื่อกรรมการ
Candidate's Name

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

ชื่อกรรมการ
Candidate's Name

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

ชื่อกรรมการ
Candidate's Name

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

Conditions, Rules and Procedures to Attend the Meeting

1. In case the shareholder is present in the meeting in person

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

2. In case the shareholder is present in the meeting by proxy

- Any shareholder present by proxy shall name three proxies to attend the meeting. Only one proxy can attend and vote at the meeting. In case that the proxy cannot attend the meeting, the proxy can appoint any of three proxies to attend the meeting and vote in accordance with a form of proxy instrument attached hereto.
- The shareholder present by 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 with a Chairman before the Meeting commences. The proxy instrument shall be duly completed and signed. Each amendment to or deletion of important content must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty.

Documents required for appointment of proxy

- If individual shareholder is Thai nationality: his/her certified true and correct photocopy of citizen identification card, civil servant identification card.
- If individual shareholder is Foreign nationality: his/her identification card, passport or documents used in lieu of passport.
- If the shareholder is a juristic person:
 - Thai Juristic person: copy of Certification Document issued by Ministry of Commerce or competent authority not exceeding 30 days, certified true and correct by the authorized director(s) of such juristic person, certified true and correct copy of citizen identification card or civil servant identification card of the authorized director(s) who sign certified true copy.
 - Foreign Juristic person: the authorized signatory of such juristic person shall affix his/her signature together with the company's seal affixed on the proxy instrument in the presence of notary public or official with similar authority under the law of relevant country. Upon the execution thereof, the proxy instrument shall be furnished to competent officer of Royal Thai Embassy or the Royal Thai Consulate, or officer authorized to act on behalf of such competent officer, or person qualified to give full attestation under the law of relevant country to certify the notary public.
- 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.

- Any shareholder may be present at the Annual General Shareholders' Meeting by proxy or appoint any of the following independent directors of the Company to vote on his/her behalf:

| | |
|--|---|
| Mr. Manu Leopaiprote Chairman of the Board of Directors At 503 KSL Tower 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400 Thailand | Mr. Karun Kittisataporn Independent Director At 503 KSL Tower 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400 Thailand |
|--|---|

Detail of Attachment 6.

- A shareholder desirous to appoint the Company's independent director his/her proxy shall send the proxy instrument being prepared and executed in accordance with the rules mentioned above to Secretary to the Board of Directors together with relevant documents. The proxy instrument shall be received by the Company at least 1 day prior to the date of the Meeting.
 - The proxy desirous to attend the Meeting shall present his/her citizen identification card/civil servant identification card/passport (in case of foreign person) for registration.

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

4. In case a shareholder is a minor: Parents or lawful guardian of the shareholder shall be present in the Meeting in person or by proxy. Copy of Household Registration of the shareholder shall also be presented.

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

Registration of Attendance

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

How to Vote

1. Shareholders shall cast votes on show of hands. One share shall be entitled to one vote. Resolutions of the Shareholders' Meeting shall consist of the votes as follows:

- For regular matters, majority votes of shareholders attending the Meeting and entitled to vote shall be deemed final. In case of equality of votes, the Chairman of the Meeting shall be entitled to a casting vote.
- For matters required otherwise by laws and/or Articles of Association of the Company, such requirements shall be complied. Chairman of the Meeting shall inform the shareholders present in the Meeting before any such agenda shall be voted.

2. A shareholder may express his/her intention only to approve, disapprove or abstain the vote on each agenda and may not split the number of shares for splitting votes.

3. The proxy shall vote as specified in the proxy form.

4. A shareholder having special interest in any matter cannot vote on such matter. Chairman of the Meeting may request such shareholder to leave the Meeting room during such time.

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

1. Detail of Independent Director

Name Mr. Manu Leopaiprote
Position Chairman of the Board of Directors/ Independent director
Nationality Thai
Age 70

Number of shares held in the Company (as of 31 October 2014)

-None-

Address 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi district, Bangkok 10400

Educations / Training

- B.A. in Economics (Honor), Thammasat University
- M.Sc.(Economics), University of Kentucky, USA
- Honorary Degree of Doctor of Business Administration, Thammasat University, Thailand
- Diploma Industrial Development Nagoya , Japan
- Diploma, National Defence College , Class 34
- Diploma, Chairman 2000 (3/2001)
- Director Certification Program (DCP) (30/2003)
- Director Accreditation Program (DAP) 2003

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

Conflict of interest in the agenda of the meeting : None



2. Detail of Independent Director

Name Mr. Karun Kittisataporn
Proposed Position Independent Director
Nationality Thai
Age 67

Number of shares held in the Company (as of 31 October 2014) -None-

Address 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi district, Bangkok 10400

Educations / Training

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

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

Conflict of interest in the agenda of the meeting : None



Section 4 Shareholders Meetings

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

Other shareholders meetings are called extraordinary meetings. The Board may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or Shareholders with total holdings of at least one fifth (1/5) of the shares sold, or shareholders numbering not less than 25 (twenty five) persons holding shares amounting to not less than one-tenth (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 third (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 third (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, and 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) share holding 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.

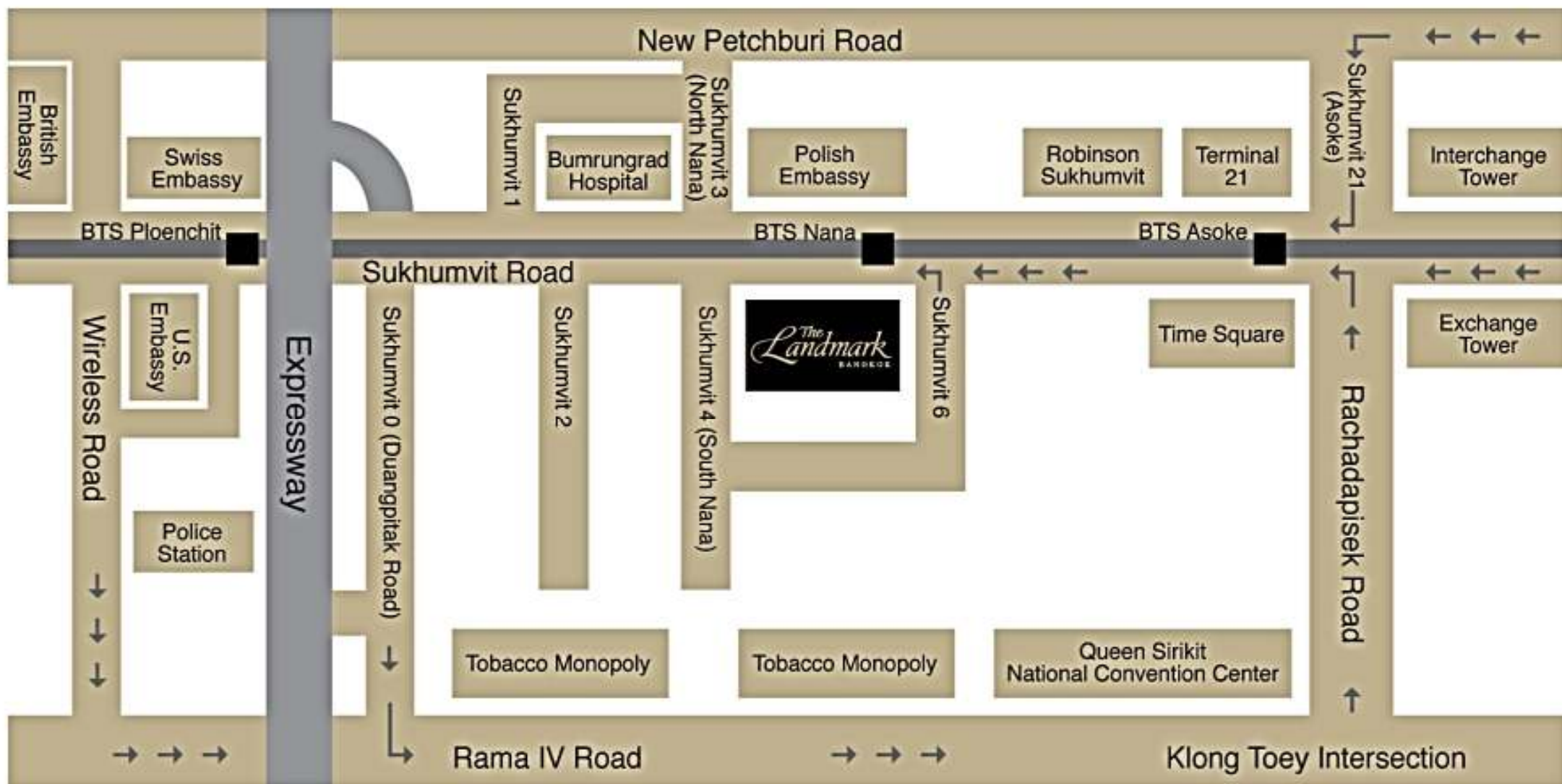
(2) In the following situations, at least three fourths (3/4) of the total votes of shareholders who are present and vote are required:

- (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 who retire by rotation;
- (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.



- ▶ **By Car:** From Rama IV Road, proceed to Klong Toey Intersection. Turn left towards Queen Sirikit National Convention Center and continue towards Asoke Intersection. Turn left at Asoke Intersection and proceed towards BTS Nana Station and keep left. The Landmark Bangkok is on your left, after Pacific Place.
- ▶ **By Skytrain:** Alight at BTS Nana Station (E3) and use Exit 2 staircase and walk towards Nana Intersection for roughly 50 m. The Landmark Bangkok is on your left, after Pacific Place.

The
Landmark
BANGKOK



แบบฟอร์มขอรับรายงานประจำปีแบบรูปเล่ม

เรียน ท่านผู้ถือหุ้น
บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)
Dear Shareholder
Khon Kaen Sugar Industry Public Company Limited

บริษัทฯ ขอแจ้งให้ทราบว่า หากผู้ถือหุ้นท่านใดมีความประสงค์ที่จะขอรับรายงานประจำปี 2557 เป็นรูปเล่ม ผู้ถือหุ้นสามารถแจ้งความจำนงค์ขอรับได้โดยกรอกข้อมูลของท่านให้ชัดเจน และส่งโทรสารกลับมายังหมายเลข 02-642-6092 หรือส่งมาที่ email: secretary@ksigroup.com บริษัทฯ จะดำเนินการจัดส่งรายงานประจำปี 2557 ให้ท่านทางไปรษณีย์

Khon Kaen Sugar Industry Public Company Limited (the "Company") would like to inform that any Shareholder who wants a printed copy of Annual Report 2014 may fill in the blank form below and return this form by Fax No: 02-642-6092 or email: secretary@ksigroup.com The Company will be pleased to send the Annual Report 2014 to the Shareholder by the post.

ชื่อผู้ถือหุ้น
Name of Shareholder
ที่อยู่
Address
โทรศัพท์
Tel:
E-mail address:

หรือ ผู้ถือหุ้นสามารถติดต่อขอรับเองได้ที่ สำนักเลขานุการบริษัทและกฎหมาย
บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)
503 อาคารเค.เอส.แอล.ทาวเวอร์ ชั้น 22
ถนนศรีอยุธยา เขตราชเทวี กรุงเทพฯ 10400
ติดต่อ คุณจุไรรัตน์ นิลดำหรือคุณธีรพงษ์ เชนประเสริฐกุล
โทรศัพท์ 02-642-6191-9

or Shareholder may get a printed copy at the Office of Company Secretary and Legal
Khon Kaen Sugar Industry Public Company Limited
503 KSL Tower, 22nd Floor, Sriyudhaya Road, Rajathevi District, Bangkok 10400
Attn: Ms. Jurairat Nildam or Mr. Theerapong Chenprasertgul
Tel: 02-642-6191-9