



**The Annual General Meeting of
Shareholders for the Year 2015
No. 1/2016**

Khon Kaen Sugar Industry Public Company Limited

Friday 26 February 2016, at 09.30 am.

(Registration at 08:30 am.)

**at Kamolthip Room, 2nd Floor, The Sukosol Hotel
No. 477, Sriyudhaya Road, Rajathevi, Bangkok**

NO GIFTS ARE DISTRIBUTED IN THE MEETING

(Translation)

No. CS 006/ 2016

January 25, 2016

Subject: Invitation to the 2015 Annual General Meeting of Shareholders, No. 1/ 2016

To: Shareholders of Khon Kaen Sugar Industry Public Company Limited

Attachment:

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

By virtue of the resolution of the Board of Directors (hereinafter referred to as the "Board"), Khon Kaen Sugar Industry Public Company Limited will hold the Annual General Meeting of Shareholders for the year 2015 on Friday, February 26, 2016, at 09.30 a.m. at Kamolthip Room, 2nd Floor, The Sukosol Hotel, No.477, Sriyudhaya Road, Rajathevi, Bangkok. The agendas are as follows:

Agenda 1: To acknowledge the Operating Results of the Company for the year 2015

Objective and rationale: The operating results of the Company and other important information for the year 2015 are included in the annual report 2015. This agenda will consist of two parts, i.e., (1) the Company's implementation of the resolution of the Annual Shareholders' Meeting No. 1/2558 on 27 February 2015 (2) the Company's operating results within 2015.

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 2015.

Required Voting: Voting for this agenda is not required.

Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2015

Objective and rationale: The Board arranges the statement of financial position and profit and loss statements for the year ended October 31, 2015, which appear in the Company's Annual Report 2015. 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, 2015 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 2015, 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 2015	Year 2014 (restated)	Year 2015	Year 2014 (restated)
Total assets	THB 40,176 Million	THB 40,134 Million	THB 25,519 Million	THB 21,871 Million
Total liabilities	THB 24,688 Million	THB 25,301 Million	THB 17,599 Million	THB 14,494 Million
Total revenues	THB 18,866 Million	THB 19,185 Million	THB 8,370 Million	THB 8,668 Million
Profit before interest and income tax expenses	THB 1,891 Million	THB 2,729 Million	THB 1,317 Million	THB 1,667 Million
Net profit	THB 815 Million	THB 1,626 Million	THB 820 Million	THB 1,190 Million
Earnings per share	THB 0.203	THB 0.487	THB 0.205	THB 0.356

Details are shown in the Company's Annual Report 2015 delivered to the shareholders together with this invitation.

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

Agenda 3: To consider and approve the reduction of registered capital and the amendment of the Memorandum of Association

Objective and Rationale: The Board finds it appropriate to submit to the Meeting of Shareholders to consider and approve the reduction of registered capital remaining from allocation of share dividend from the increased capital, pursuant to the resolution of the 2014 AGM, No. 1/2015, dated February 27, 2015, the amount of 115 shares of par value 0.50 Baht from 2,004,656,261 Baht to 2,004,656,203.50 Baht and the amendment of the Memorandum of Association to be consistent with the reduction of registered capital as follows:

“Item 4.	Registered Capital	2,004,656,203.50 Baht	
	Number of Shares	4,009,312,407	Shares
	Par value		0.50 Baht
	Divided into		
	Ordinary Shares	4,009,312,407	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 2,004,656,261 Baht to 2,004,656,203.50 Baht and the amendment of Memorandum of Association as proposed.

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

Agenda 4: 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 2015 of 820,198,488 Baht. The Board of Directors deems it appropriate to pay dividend in form of cash and share for the year 2015 to shareholders at the value of 0.1055555556 Baht per share, totaling 51.60 percent of the net profit of separated statement (equal to 51.90 of net profit of consolidated financial statement). The dividend shall be paid from net profit in 2015 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 considers to pay dividend in form of cash and shares in 2015.

Details of dividend payment are as follows:

- Cash dividend per share is 0.0555555556 Baht, totaling of the amount not exceeding 222.740 Million Baht.
- Share dividend paid from the total paid-up 4,009,312,407 shares at the ratio of 10 existing shares to 1 new share of par value 0.50 Baht, totaling of the amount not exceeding 400,931,241 shares at the value of the amount not exceeding 200.466 Million Baht, share dividend per share being 0.05 Baht. In case of a shareholder holding less than 10 existing shares, the Company shall pay dividend in cash of 0.05 Baht per share.

Total dividend payment in form of cash and share is 0.1055555556 Baht per share and it will be deducted for withholding tax as prescribed by law. The dividend payment shall be made on March 25, 2016.

The Company allocates the profit in the amount of 20,046,200 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 2,205,121,824 Baht. The legal reserve after the allocation becomes 220,512,200 Baht.

Comparison of Dividend Payment in 2013-2015

Details of Dividend Payment	2015	2014	2013
1. Net profit (million Baht) of consolidated financial statement	815	1,626	1,661
2. Net profit (million Baht) of separated financial statement	820	1,190	1,127
3. Volume of Shares	4,009,312,407	3,341,093,768	1,671(million)
4. Dividend per share (Baht : share)	0.1055555556	0.1811111111	0.35
5. Total dividend payment (million Baht)	423.21	605.11	584.69
6. Percentage of dividend to net profit (percent of consolidated financial statement)	51.90	37	35
7. Percentage of dividend to net profit (percent of separated financial statement)	51.60	51	52
8. Legal reserve (million Baht)	20.046	13.446	-

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 2015 in form of cash at 0.0555555556 Baht per share, of the amount not exceeding 222.740 Million Baht and in form of share at the ratio of 10 existing shares to 1 new dividend share of par value 0.50 Baht (in case of a shareholder holding less than 10 existing shares, the Company shall pay dividend in cash at 0.05 Baht per share), totaling of the amount not exceeding 400,931,241 dividend shares at the value not exceeding 200.466 Million Baht, dividend share value being 0.05 Baht per share. The total dividend payment shall be 0.1055555556 Baht per share at the value not exceeding 423.21 Million Baht, equal to 51.60 percent of the net profit of separated statement (equal to 51.90 of net profit of consolidated financial statement). The dividend shall be paid from net profit in 2015 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. All dividends shall bear withholding tax as prescribed by law.

The record date for dividend payment shall be March 10, 2016 and the closing of Shareholder Register shall be March 11, 2016. The dividend payment shall be made on March 25, 2016.

The Company shall allocate the profit in the amount of 20,046,200 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 2,205,121,824 Baht. The legal reserve after the allocation shall become 220,512,200 Baht.

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

Agenda 5: To consider and approve the increase of capital to accommodate the share dividend and the amendment of the Memorandum of Association

Objective and Rationale: Whereas the Meeting of Shareholders in Agenda 4. resolves the payment of dividend in form of ordinary shares and the arrangement of ordinary shares to accommodate the dividend payment not exceeding 400,931,241 shares, the Company submits for consideration and

approval for the increase of registered capital from 2,004,656,203.50 Baht to 2,205,121,824 Baht by issuing new ordinary shares of 400,931,241 shares at the registered par value of 0.50 Baht in the amount of 4,410,243,648 shares and the amendment of the Memorandum of Association to be consistent with the increase of registered capital.

“Item 4.	Registered Capital	2,205,121,824	Baht
	Number of Shares	4,410,243,648	Shares
	Par value	0.50	Baht
	Divided into		
	Ordinary Shares	4,410,243,648	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 increase of registered capital from 2,004,656,203.50 Baht to 2,205,121,824 Baht by issuing new ordinary shares of 400,931,241 shares at the registered par value of 0.50 Baht in the amount of 4,410,243,648 shares and the amendment of the Memorandum of Association to be consistent with the increase of registered capital as proposed.

Required Voting : Not less than three-fourths(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 ordinary shares to accommodate the share dividend

Objective and Rationale: In order to pay dividend in form of dividend shares at the ratio of 10 existing ordinary shares to 1 new share, of 0.50 Baht par value, in total not exceeding 400,931,241 shares, the Company has to issue new ordinary shares not exceeding 400,931,241 shares to allocate as share dividend 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 400,931,241 shares, at the registered par value of 0.50 Baht, as share dividend to shareholders.

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

Agenda 7: 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 2015, there were seven directors whose terms had ended as follows:

1) Mr. Manu	Leopairote	Independent Director
2) Mr. Chamroon	Chinthammit	Director
3) Mr. Pornsin	Thaemsirichai	Director

4) Mr. Chalush	Chinthammit	Director
5) Pol. Gen. Boonpen	Bumpenboon	Independent Director
6) Ms. Nongluck	Phinainitisart	Independent Director
7) Mr. Chatri	Chinthammit	Director

Through the company's website posted during October 1, 2015- December 31, 2015, 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

At the meeting No.1/ 2016 held on January 15, 2016, the Nomination and Remuneration Committee took into account the suitability and benefits to the Company and found it appropriate to propose the following seven directors whose terms had ended to serve as directors for another term.

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 Attachment 1.

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

Agenda 8: To consider and approve the remunerations of directors

Objective and rationale: The Annual General Meeting of Shareholder for the year 2014 held on Friday, February 27, 2015 approved the remunerations for the Company's directors as follows:

	<u>Not exceeding per year</u>	<u>Actual payment in 2014</u>	<u>Actual payment in 2013</u>
1. Remuneration for the Chairman	THB 540,000	THB 480,000	THB 510,000
2. Remuneration for the Chairman of Audit Committee	THB 540,000	THB 480,000	THB 510,000
3. Remunerations for 19 directors (Monthly payment of THB 25,000 each + bonus)	THB 8,550,000	THB 7,600,000	THB 8,075,000
4. Meeting allowance for the Chairman of other committees:	THB 7,200 per person for each meeting		
5. Meeting allowance for each director of the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and Corporate Governance Committee:	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 paragraph one do not apply to the right of corporate officers or employees elected as directors to receive remunerations and benefits as corporate officers or employees."

The Nomination and Remuneration Committee meeting No. 1/2016 on January 15, 2016 considered the matter thoroughly and found it appropriate to prescribe the remunerations of directors 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 Chairman of other committees attending: | not exceeding THB 7,200.- per meeting |
| 5) Meeting allowances for the Audit Committee and other committees attending: | not exceeding THB 6,000.- 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-thirds (2/3) of the votes of the shareholders who attend the meeting. (The Public Company Limited Act B.E. 2535, Section 90)

Agenda 9: To consider and approve the appointment of auditor and audit fee for the year 2016

Objective and rationale: By virtue of Section 120 of the Public Company Act B.E. 2535, the Shareholders' meeting is required to appoint the auditor and to fix the audit fee annually. The same auditor may be appointed each year. Besides, the Notification of the Securities Exchange Board No. Kor Jor 39/2548 Re: Criteria, Conditions and Reporting Method regarding the Disclosure of Financial Status and Operating Results of the Company issuing Securities (No. 20) prescribes a company to rotate the auditor in case the same auditor has performed his/her duty for 5 consecutive accounting years; provided that the rotation does not require a new auditing firm. The company may appoint other auditors in that auditing firm to replace the ex-auditor.

The Company's Auditor has performed her duty for 5 consecutive accounting years from 2011 to 2015. To comply with the relevant rules as aforementioned, the Audit Committee has selected other 4 auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to replace the ex-auditor by considering their related work experience. These selected auditors have no relationship or interests with the Company or its subsidiaries, executives, major shareholders or other related persons.

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 2016.

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

4) Mr. Kiatniyom Kuntisook 4800 -

2. Approve the audit fee at the amount of THB 2,400,000.- The fees include the audit service for the Company's consolidated financial statements and separated financial statements for the accounting period ending October 31, 2016.

Table indicating audit fees for comparison

Items	Financial statements in three quarters	Annual financial statements	Review the data from other auditors	Total
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.-
Year 2016 (1 November 2015 to 31 October 2016) Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	THB 1,140,000.-	THB 930,000.-	THB 330,000.-	THB 2,400,000.-

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

Agenda 10: 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 Attachment 3 or alternately you may download Form A or Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares.) from www.kslsugar.com. **Please see Attachment 4 for details of documents required for attending the meeting.**

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

Remarks: 1. This Notice of Invitation and its Attachments are also publicized in the Company's website (www.kslsugar.com) from January 26, 2016. 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 (Attachment 8).

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



Name Mr. Manu Leopairote
Proposed Position Independent Director (Director qualified as an independent director)
Current Position Chairman
Nationality Thai
Age 72
**Shareholders in the company include couples and individuals involved
(as of 31 October 2015)** 0.00%
Address 503 KSL Tower, 9th Floor, Sriyudhya Road, Rajathevi,
 Bangkok 10400 Thailand

Educations / Training

- B.Sc. in Economics (Honors), 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)
- IOD Chairman Forum 2014

Work Experience

Listed Company

2004 – Present Chairman, Khon Kaen Sugar Industry Public Company Limited.
 Present Chairman, TMC Industrial Public Company Limited.
 Present Chairman, ARIP Public Company Limited.
 Present Chairman, Polyplex (Thailand) Public Company Limited.
 Present Chairman, Jubilee Enterprise Public Company Limited.
 Present Chairman, Thai Beverage Public Company Limited. (Singapore Stock Market)

Non-Listed Companies

2004 – Present Chairman, New Krung Thai Sugar Factory Company Limited
 2004 – Present Chairman, Tamaka Sugar Industry Company Limited
 2004 - Present Chairman, New Kwang Soon Lee Sugar Factory Company Limited

Date of First Appointment 15 October 2004 (4 terms / 11 years)

Meeting Attendance in the year 2015 7/7 (Board Meeting), 1/1 (The Annual General Meeting of Shareholders for the year 2014 No. 1/2015)

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

The reason for the proposal to the Annual General Meeting of Shareholders to elect independent directors serving more than 9 years to be an independent director for another term

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Mr. Manu Leopairote** is qualified as members under the law. as well as the knowledge, skills and work experience. Throughout the term serving as director **Mr. Manu Leopairote** provides an opinion that benefit for the company over the years. To avoid the company losing the opportunity to elect directors who have the knowledge, skills and experience about company The Board of Directors agreed to propose to the General Meeting of Shareholders elect **Mr. Manu Leopairote** to be the director for another term.

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



Name Mr. Chamroon Chinthammit
Proposed Position Director
Current Position Chief Executive Officer and President (Authorized Director)
Nationality Thai
Age 65

Shareholders in the company include couples and individuals involved

(as of 31 October 2015) 3.184%

Address 503 KSL Tower 9th Floor, Sriayudhya Road, Rajathevi,
Bangkok 10400 Thailand

Educations / Training

- BBA in Faculty of Commerce and Accountancy (Honors), Chulalongkorn University
- Director Accreditation Program (DAP) (17/2004) by IOD
- Chairman 2000 Program (10/2004) by IOD

Work Experience

Listed Company

2004 – Present Chief Executive Officer and President, Khon Kaen Sugar Industry Public Company Limited.

Non-Listed Companies

1996 – Present Director, Tamaka Sugar Industry Company Limited.
1996 – Present Director, New Krung Thai Sugar Factory Company Limited.
1996 – Present Director, New Kwang Soon Lee Sugar Factory Company Limited.
1989 – Present President, Champion Fermentation Company Limited.
1996 - Present President, KSL Real Estate Company Limited.
1996 - Present Director, Onnuch Construction Company Limited.
1997 - Present President, Chengteh Chinaware (Thailand) Company Limited.
1997 - Present Director, Thai Sugar Millers Company Limited.
2000 - Present President, Thai Fermentation Industry Company Limited.
2001 - Present President, TFI Green Biotech Company Limited.
2002 - Present President, KSL Export Trading Company Limited.
2003 - Present President, Khon Kaen Sugar Power Plant Company Limited.
2003 - Present President, KSL Material Supply Company Limited.
2004 - Present President, Khon Kaen Alcohol Company Limited.
2006 - Present President, Koh Kong Sugar Industry Company Limited.
2006 - Present President, Savannakhet Sugar Corporation Company Limited.
2006 - Present President, KSL Agro and Trading Company Limited.
2009 - Present President, Rajasolar Material Company Limited.

Date of First Appointment 26 February 2004 (4 terms / 11 years)

Meeting Attendance in the year 2015 7/7 (Board Meeting), 12/12 (Executive Board), 1/1 (The Annual General Meeting of Shareholders for the year 2014 No. 1/2015)

Family Relation to other directors/ executives/ major shareholders

- Brother-in-law of Mr. Prapas Chutimavoraphand
- Brother-in-law of Mr. Pornsin Thaemsirichai
- Brother of Mrs. Intira Sukhanindr
- Brother of Mr. Somchai Chinthammit
- Brother of Miss Duangkae Chinthammit
- Brother of Miss Duangdao Chinthammit
- Uncle of Mr. Chalush Chinthammit
- Uncle of Mr. Chatri Chinthammit

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

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



Name Mr. Pornsin Thaemsirichai
Proposed Position Director
Current Position Senior Vice President – Production & Technique
 (Authorized Director)
Nationality Thai
Age 70
**Shareholders in the company include couples and individuals involved
 (as of 31 October 2015)** 1.362%
Address 503 KSL Tower 9th Floor, Sriyudhya Road, Rajathevi,
 Bangkok 10400 Thailand

Educations / Training

- B.Eng. in Civil Chulalongkorn University
- MS in Engineering North Dakota State University, USA.
- MBA., The University of Southern Queensland, Australia
- Director Accreditation Program (DAP) (18/2004) by IOD
- Director Certification Program (DCP) (50/2004)

Work Experiences

Listed Company

2004 - Present Director and Senior Vice President, Khon Kaen Sugar Industry Public
 Company Limited.
 May 2013 - Present Director, Sahamit Machinery Public Company Limited.

Non-Listed Company

1983 – Present Director and Senior Vice President, Tamaka Sugar Industry Company Limited.
 1983 – Present Director and Senior Vice President, New Krung Thai Sugar Factory Company Limited.
 1983 – Present Director and Senior Vice President, New Kwang Soon Lee Sugar Factory Company Limited.
 2003 - Present Managing Director, Khon Kaen Sugar Power Plant Company Limited.
 2004 – Present Managing Director, Khon Kaen Alcohol Company Limited.
 2003 - Present Director, KSL Material Supplies Company Limited.
 2007- Present Director, Savannakhet Sugar Corporation Company Limited.
 2006 - Present Koh Kong Sugar Industry Company Limited.
 2010 - Present Chairman, Koh Kong Plantation Company Limited.

Date of First Appointment 26 February 2004 (4 terms / 11 years)

Meeting Attendance in the year 2015 7/7 (Board Meeting), 12/12 (Executive Board), 1/1 (The Annual
 General Meeting of Shareholders for the year 2014 No. 1/2015)

Family Relation to other directors/ executives/ major shareholders Brother in law of CEO & President

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

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



Name	Mr. Chalush Chinthammit
Proposed Position	Director
Current Position	Vice President- Business Development (Authorized Director)
Nationality	Thai
Age	46
Shareholders in the company include couples and individuals involved (as of 31 October 2015)	1.493%
Address	503 KSL Tower 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400 Thailand

Educations / Training

- BBA in Finance and Banking, Assumption University
- MBA in Finance and Banking, Mercer University, USA.
- Director Accreditation Program (DAP) (21/2004), Thai Institute of Directors Association
- Capital Market Academy Program 10

Work Experiences

Listed Company

2004 - Present	Director, Khon Kaen Sugar Industry Public Company Limited.
Jul 2007 - Present	Director, Thai Sugar Terminal Public Company Limited and subsidiaries
2007 - Present	Director, TS Flour Mill Public Company Limited.

Non-Lised Company

1994 – Present	Director and Vice President, Tamaka Sugar Industry Company Limited.
1994 – Present	Director and Vice President, New Krung Thai Sugar Factory Company Limited.
1994 – Present	Director and Vice President, New Kwang Soon Lee Sugar Factory Company Limited.
2003 – Present	Director, Khon Kaen Sugar Power Plant Company Limited.
2003 – Present	Director, Khon Kaen Alcohol Company Limited.
2003 – Present	Director, KSL Material Supplies Company Limited.
2006 – Present	Director, KSL Agro and Trading Company Limited.
2006 – Present	Director, Savannakhet Sugar Corporation Company Limited.
2002 – Present	Director, KSL Export Trading Company Limited.
1997 – Present	Managing Director, KSL Real Estate Company Limited.
1996 – Present	Director, Onnuch Construction Company Limited.
2003 – Present	Director, Sugar Committee under The Board of The Sugarcane and Sugar Act, B.E. 2527
2007 - Present	Secretary, Thai Sugar and bio-energy Producers association
2001 - Present	Director, Thai Sugar Millers Company Limited.

Date of First Appointment 26 February 2004 (4 terms / 11 years)

Meeting Attendance in the year 2015 7/6 (Board Meeting), 12/11 (Executive Board), 4/3 (Risk Management Committee), 1/1 (The Annual General Meeting of Shareholders for the year 2014 No. 1/2015)

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

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

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



Name Mr. Chatri Chinthammit
Proposed Position Director (Non – Executive Director)
Current Position Director (Non – Executive Director)
Nationality Thai
Age 42
**Shareholders in the company include couples and individuals involved
(as of 31 October 2015)** 1.303%
Address 503 KSL Tower 9th Floor, Sriyudhya Road, Rajathevi,
 Bangkok 10400 Thailand

Educations / Training

- BBA in Economics, University of The Thai Chamber of Commerce
- Master of Science, Computer Science, Bellevue University, USA.
- Director Accreditation Program (DAP) (21/2004) by IOD
- Successful FORMULATION & Execution Program (SFE) (9/2010) by IOD
- TLCA Executive Development Program (EDP) (1/2008) by TLCA

Work Experiences

Listed Company

2004 - Present Director, Khon Kaen Sugar Industry Public Company Limited.

Non-Listed Company

2004 – Present Director, Tamaka Sugar Industry Company Limited.
 2004 – Present Director, New Krung Thai Sugar Factory Company Limited.
 2004 – Present Director, New Kwang Soon Lee Sugar Factory Company Limited.
 2003– Present Deputy Managing Director (DMD) – Software Department, KSL IT Center Co., Ltd.

Date of First Appointment 26 February 2004 (4 terms / 11 years)

Meeting Attendance in the year 2015 7/7 (Board Meeting), 1/1 (The Annual General Meeting of Shareholders for the year 2014 No. 1/2015)

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

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

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



Name Pol.Gen. Boonpen Bumpenboon
Proposed Position Independent Director (Director qualified as an independent director)
Current Position Independent Director/ Chairman of Risk Management Committee/
 Corporate Governance Committee
Nationality Thai
Age 70
**Shareholders in the company include couples and individuals involved
 (as of 31 October 2015)** 0.00%
Address 503 KSL Tower 9th Floor, Sriayudhya Road, Rajathevi,
 Bangkok 10400 Thailand

Educations / Training

- LL.B., Sukhothai Thammathirat University
- BBA in Public Administration, Royal Police Cadet Academy
- Diploma, National Defence College (37)
- MPA./ Public Administration, NIDA
- Director Accreditation Program (DAP) (11/2004) by IOD

Work Experiences

Listed Company

2004 – Present Director, Khon Kaen Sugar Industry Public Company Limited.

Non-Lised Company

2006 – Present Council of State, Office of the Council of State.
 2004 – 2005 Deputy Commissioner, Royal Thai Police

Date of First Appointment 26 February 2004 (4 terms / 11 years)

Meeting Attendance in the year 2015 7/6 (Board Meeting), 4/4 (Risk Management Committee), 3/2 (Corporate Governance Committee), 1/1 (The Annual General Meeting of Shareholders for the year 2014 No. 1/2015)

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

The reason for the proposal to the Annual General Meeting of Shareholders to elect independent directors serving more than 9 years to be an independent director for another term

Board of Directors considered based on the opinion of Nomination and Remuneration Committee and deemed that **Pol.Gen. Boonpen Bumpenboon** is qualified as members under the law. as well as the knowledge, skills and work experience. Throughout the term serving as director **Pol.Gen. Boonpen Bumpenboon** provides an opinion that benefit for the company over the years. To avoid the

company losing the opportunity to elect directors who have the knowledge, skills and experience about company The Board of Directors agreed to propose to the General Meeting of Shareholders elect **Pol.Gen. Boonpen Bumpenboon** to be the director for another term.

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



Name	Ms. Nongluck Phinainitisart
Proposed Position	Independent Director (Director qualified as an independent director)
Current Position	Independent Director/ Audit Committee/ Corporate Governance Committee
Nationality	Thai
Age	56
Shareholders in the company include couples and individuals involved (as of 31 October 2015)	0.00%
Address	503 KSL Tower 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400 Thailand

Educations / Training

- Bachelor Degree in Electrical Engineering, Chulalongkorn University
- Master Degree in Electrical Engineering, University of Missouri, U.S.A.
- Doctorate Degree in Electrical Engineering, Chulalongkorn University
- Director Accreditation Program (DAP) Class 4/2003 by IOD
- Director Certification Program (DCP) Class 71/2006 by IOD
- Executive Program, Harvard University, USA
- Stanford Executive Program 2013

Work Experiences

Listed Company

2010 - Present	Director, Khon Kaen Sugar Industry Public Company Limited.
December 2012- July 2014	Independent Director /CHM of the risk management committee, Government Savings Bank.
February 2012- July 2014	Independent Director, Thailand Post Company Limited.
Jan 2012 – July 2014	Chairman Board, Thailand Post Company Limited.
2011– March 2014	Chief Commercial Officer, Thaicom Public Company Limited.
2007 – March 2014	Executive Director, Thaicom Public Company Limited.

Date of First Appointment 26 February 2010 (1 terms / 5 years)

Meeting Attendance in the year 2015 7/7 (Board Meeting), 4/2 (Audit Committee), 3/3 (Corporate Governance Committee), 1/1 (The Annual General Meeting of Shareholders for the year 2014 No. 1/2015)

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

Qualification of independent directors and responsibilities of each committee

Qualifications of Independent Directors

Independent directors must possess all qualification as prescribed by the Capital Market Supervisory Board and must be able to protect the interests of all shareholders equally and to avoid conflict of interest. Independent directors must attend Board of Directors' meetings and express their opinions independently.

Pursuant to the Company's Governance Policy, the Independent directors must have the following qualifications.

1. An independent director must not hold more than 0.5% of the total voting shares of the Company, its subsidiaries, its affiliates, major shareholders, or persons having controlling power; provided that the number of shares held by persons related to the independent directors are also counted in aggregation.

2. An independent director is not and was not a director who involves in the management of the Company, an employee, staff, advisor who regularly receives salary or a person having controlling power over the Company, its subsidiaries, its affiliates or a major shareholder except that he/she has been discharged from such status for at least 2 (two) years prior to his/her appointment as an independent director. However, this requirement does not apply to the nominated persons who were government officials or advisors of the government units that are the major shareholders of the Company or have controlling power over the Company.

3. An independent director must not be related, by blood or by lawful registration, in a manner of being father, mother, spouse, brother and son/daughter including a spouse of executive, major shareholder, and person having controlling power or the person who is nominated an executive or a person having controlling power over the Company or its subsidiaries.

4. An independent director must not have any business relationship with the Company, its subsidiaries, and/or its affiliates, a major shareholder or a person having controlling power over the Company in a manner that is likely to hinder his/her independent consideration and is not or was not a shareholder or a controlling person of a person who has business relationship with the Company, its subsidiaries, its affiliates, a major shareholder or a person having controlling power of the Company, except that he/she has been discharged from such status for at least 2 (two) years prior to his/her appointment as an independent director.

5. An independent director is not or was not an auditor of the Company, its subsidiaries, its associates, a major shareholder or a person having controlling power over the Company and is not a shareholder, a controlling person or a partner of an audit firm which employs the auditor of the Company, its affiliates, its affiliates, a major shareholder or a

person having controlling power, except that he/she has been discharged from such status for at least 2 (two) years prior to his/her appointment as independent director.

6. An independent director is not and was not a professional service provider, including a legal advisor or a financial advisor who receives professional fee more than 2 (two) million Baht per year from the Company, its subsidiaries, its affiliates, a major shareholder or a person having controlling power over the Company and is not a shareholder, a controlling person or a partner of such professional firm, except that he/she has been discharged from such status for at least 2 (two) years prior to his/her appointment as independent director.

7. An independent director must not be appointed to represent a Company's director, a major shareholder, or a shareholder who is related person to a major shareholder.

8. An independent director must not operate the same type of business which is materially competitive with the Company or its subsidiaries or its affiliates and must not be a partner in a partnership or an executive director, employee, staff, advisor receiving regular salary, or a shareholder holding more than 1 (one) percent of the total voting shares of the other Company that operates the same type of business which is materially competitive with the Company or its subsidiaries.

Duties and Responsibilities of Board of Directors

The Board of Directors holds accountability to the shareholders in respect of the Company's business operation and supervision of management so as to be consistent with the policy, guidelines and goals to maximize shareholders' benefit within framework of good ethics and interest of all stakeholders.

1. Supervise the Company's administration for the best interests of the shareholders and perform duties with care, loyalty, obedience to law, avoidance of conflict of interest as well as to abide by laws, objectives, Articles of Association and resolutions of shareholders' meeting and to disclose information to shareholders in an accurate, complete and transparent manner.

2. Review and approve vision, policies, directions, strategies, and management plan including corporate governance policy and other policies relating to the Company's operations for accounting period year end.

3. Supervise the Management to comply with the determined policies, strategies, and directions with effectiveness and efficiency and regularly evaluate the Management's performance.

4. Consider and approve budgets in accordance with the Manual of Operational Power and for significant matters such as big project investment, related transactions, acquisition or disposal of assets, any other transactions prescribed by law, etc.

5. Provide accounting system, financial reporting and reliable accounting audit including evaluation process of internal control and internal audit, risk management, financial reporting and evaluation follow-up.

6. Supervise and take action to avoid conflict of interest among directors, shareholders, stakeholders and the Company.

7. Appoint sub-committees as necessary to help monitor the administration and the governance in various aspects, e.g., Executive Committee, Audit Committee, Nomination and Remuneration Committee and Corporate Governance Committee as well as to appoint Company Secretary.

8. Execute a Report of responsibility of the Board of Directors in financial reports by showing along with the report of the Auditor in Annual Report with the coverage on other significant matters according to the SET Code of Best Practice for Directors of Listed Companies.

9. Execute and submit report of shareholding of the Company's securities by the director, the director's spouse, the director's minor children to the Office of Securities and Exchange in accordance with the format and within the stipulated time.

Duties and Responsibilities of Board of Executive Directors

1. Determine policies, directions, strategies, and significant management structures for the Company's operations for approval by the Board of Directors.

2. Determine business plans, budgets, and the Company's administrative power for approval by the Board of Directors

3. Establish organizational structures and manpower policy

4. Examine and monitor policies and management plans to ensure their effectiveness and suitability for the corporate operations.

5. Consider and approve the Company's operations in accordance with the Manual of Operational Power.

6. Perform other tasks as assigned by the Board of Directors.

Any power of attorney given to the Board of Directors must be controlled by related legislation and the Company's regulations. Any activities that benefit/may benefit or affect interest of any executive director or individual, or that may lead to conflicts of interest (according to the SEC), are required to be presented by the Board of Executive Directors to the Board of Directors for consideration. The particular executive director and interested individuals are not allowed to vote in the Board of Directors' meeting concerning the issue.

Duties and Responsibilities of Audit Committee

1. Review to ensure accurate and adequate disclosure of financial statements.

2. Review to ensure the establishment of appropriate and effective internal control and internal audit systems.

3. Review to ensure that the Company's operations are in compliance with the rules and regulations of SEC and SET, as well as relevant laws.

4. Consider, elect and nominate the external auditor and also propose the external auditor's remuneration.

5. Consider the accurate and complete disclosure of related transactions or transactions that may lead to any conflict of interest.

6. Perform any duties as assigned by the Board of Directors and agreed upon by the Audit Committee such as to review the financial management and risk management policy, review compliance with business ethics of the management and review with the management the important reports required for disclosure to the public according to the laws, i.e. Management Discussion and Analysis, etc.

7. Prepare the Audit Committee's Report for disclosure in the company's Annual Report in which has been signed by the Chairman of the Audit Committee and consisting of at least :

- 7.1 opinion on appropriateness and completeness and reliability of the Company's Financial Statement;
- 7.2 opinion on sufficiency of the Company's internal control system
- 7.3 opinion on compliance with the rules and regulations of SEC and SET as well as relevant laws;
- 7.4 opinion on appropriateness of the auditors;
- 7.5 opinion report which may cause conflict of interest;
- 7.6 number of Audit Committee Meetings and attendances of each member; opinion or overview observation, which the Audit Committee has obtained by performing its tasks in compliance with the charter;
- 7.7 Any report which is deemed 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. Report all activities as scheduled in order that the Board of Directors can acknowledge the Committee's activities as follows:

- 8.1 The Audit Committee's minutes of meetings clearly specifying the committee's comment in various issues;
- 8.2 The report of the Committee's comment on financial statement, internal audit and internal audit process;
- 8.3 Any report which is deemed appropriate for acknowledgement of the Board of Directors;

9. During performing their duties, if the Committee finds any doubtful transactions or behaviors as shown below which may cause a significant impact to the Company's financial status and operating result, the Committee should report to the Board of Directors for further improvement as deem appropriate.

- 9.1 Transactions in respect of conflict of interest;
- 9.2 Any suspicion or presumption of corruption, abnormality or flaw which are material to internal audit system;
- 9.3 Any suspicion that there are non-compliance with rules and regulation of SEC and SET or relevant laws.

In case that the abovementioned report has been already submitted to the Board of Directors and the discussion among the Board of Directors, the Committee and the Company's management has been made for further improvement and the Committee later finds that the rectification is ignored without appropriate reason, any member of the Committee can further report this matter to SEC and SET.

10. In case that the auditor finds any doubtful acts which are non compliance with the laws done by director, manager or any person who is responsible for the Company's operation and the matters of fact has been reported to the Committee for acknowledgement and prompt inspection,. the Committee shall report the outcome of preliminary inspection to the SEC and SET as well as the auditor for acknowledgement within 30 days after being informed by the auditor. Any doubtful acts required to be reported including the procedures to obtain the facts shall be in accordance with the Capital Market Commission's regulation.

11. Invite directors, management, department heads or employees for discussion or clarification on the Committee's inquiry.

12. Review the scope of works and responsibility as well as evaluate the Committee's performance on yearly basis.

Duties and Responsibilities of Nomination and Remuneration Committee

Scope of Duties and Responsibilities:

1. Nomination

1.1 Define qualifications of the directors to be consistent with the structure, size and compositions of various committees established by the Board of Directors so as to ensure transparency and expectation of the Board of Directors by considering the knowledge, experience, expertise, freedom and time to contribute to directorship;

1.2 select and nominate persons qualified to be directors for the Board of Directors' consideration to nominate to the Shareholders' meeting for appointment provided that the selection method, verification of qualifications as regulated by laws and related authorities including consent to be appointed are to be prescribed;

1.3 select and nominate persons qualified to be members in Executive Committee and other sub-Committees to replace the members whose office terms have ended to the Board of Directors for consideration.

2. Remuneration

2.1 consider or review pattern, criteria and procedures to consider remuneration so as to suit the duties and responsibilities of the Board of Directors and other sub-Committees and submit for approval from the Board of Directors and the Shareholders' meeting respectively provided that the Chairman of the Board and the sub-Committees shall receive remuneration approximately 20 per cent higher than members;

2.2 review data relating to remuneration of other companies in the same and similar industry yearly;

2.3 disclose names of directors, attendance and remuneration in all types in the Company's Annual Report as well as the brief Charter and remuneration criteria.

Duties and Responsibilities of Risk Management Committee

1. Develop risk management policies and prescribe management policy framework regarding the overall corporate risk management that covers the Company's major risks, such as market risk, liquidity risk, management risk, investment risk, and reputation risk.

2. Design strategies in line with risk management policies and to evaluate, monitor and control the overall risk at acceptable level.

3. Encourage cooperation of overall risk management and review the adequacy of risk management policies and system, as well as effectiveness of the system and policy implementation.

4. Provide systematic and continual evaluation and analysis of probable damage within normal situation and critical circumstances to ensure that the risk survey covers all steps of business operation.

5. Support and develop the establishment of continual risk management within the Company to be consistent with international standards.

6. Report periodically to the Board of Directors the matters that need improvement to be in line with the prescribed policies and strategies.

7. Employ external consultant to give advice with corporate expense with prior approval from the Board of Directors

8. Perform any other tasks as assigned by the Board of Directors

Duties and Responsibilities of Corporate Governance Committee:

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

2. Consider and recommend to the Board of Directors the good practices of the Company, Board of Directors, Management, employees and other related parties which are consistent with the governance policy, business ethics and other policies relating to corporate governance.

3. Supervise and suggest as well as advise the Board of Directors and Management to perform their duties to fulfill the policy, business ethics and good practices of corporate governance.

4. Revise the governance policy and practices, at the least, once a year by comparing with international standards or other appropriate standards.

5. Appoint a secretary of the Committee, sub-committees or working groups with appropriate power and duties.

6. Perform any related tasks as assigned by the Board of Directors.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไป)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

PROXY FORM A

According to Regulation of Department of Business Development

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

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ.....
I/We Nationality
อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

as a shareholder of **Khon Kaen Sugar Industry Public Company Limited**

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....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

Hereby appoint

☐ ชื่อ.....อายุ.....ปี
Name Age years
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
Residing/Located at No. Road Sub district
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
District Province Postal Code

หรือผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดดูข้อมูลตามสิ่งที่ส่งมาด้วย 5

or the shareholder may appoint an independent director of the company to be the proxy, please see details in Attachment 5

☐ ชื่อ นายสิทธิ ลีละเกษมฤกษ์ ประธานกรรมการตรวจสอบ/ กรรมการอิสระ
อายุ 62 ปี อยู่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400
(Name) Mr. Sitti Leelakasamelurk, Chairman of Audit Committee / Independent Director
Age 62 (years) residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Phyathai Road Sub-District, Rajathevi District, Bangkok 10400

หรือ (or)

☐ ชื่อ นายการุณ กิตติสถาพร กรรมการอิสระ
อายุ 68 ปี อยู่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400
(Name) Mr. Karun Kittisataporn, Independent Director
Age 68 (years) residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Phyathai Road Sub-District, Rajathevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทน ข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2558 ครั้งที่ 1/2559 ในวันศุกร์ที่ 26 กุมภาพันธ์ พ.ศ. 2559 เวลา 09.30 น. ณ ห้องกมลทิพย์ ชั้น 2 โรงแรม เดอะ สุกอสล เลขที่ 477 ถนนศรีอยุธยา เขตราชเทวี 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 2015, No.1/2016 on Friday, February 26, 2016, at 09.30 a.m. at Kamolthip Room, 2nd Floor, The Sukosol Hotel, No. 477, Sriyudhya Road, Rajathevi, 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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy.
3. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไข หลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม (ตามสิ่งที่ส่งมาด้วย 4)
Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting (Attachment 4).

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

เขียนที่
Written at

วันที่.....เดือน.....พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ.....
I/We Nationality
อยู่บ้านเลขที่.....
Address

(2) เป็นผู้ถือหุ้นของ บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

as a shareholder of **Khon Kaen Sugar Industry Public Company Limited**

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

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

(3) ขอมอบฉันทะให้

Hereby appoint

☐ ชื่อ..... อายุ.....ปี
Name Age years
อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
Residing/Located at No. Road Sub district
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
District Province Postal Code

หรือผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัท โปรดดูข้อมูลตามสิ่งที่ส่งมาด้วย 4

or the shareholder may appoint an independent director of the company to be the proxy, please see details in Attachment 4

☐ ชื่อ นายสิทธิ ลีละเกษมฤกษ์ ประธานกรรมการตรวจสอบ/ กรรมการอิสระ

อายุ 62 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr. Sitti Leelakasamelurk, Chairman of Audit Committee / Independent Director

Age 62 (years) residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Phyathai Road Sub District, Rajathevi District, Bangkok 10400

หรือ (or)

☐ ชื่อ นายการุณ กิตติสถาพร กรรมการอิสระ

อายุ 68 ปี อยู่ที่ 503 อาคาร เค.เอส.แอล.ทาวเวอร์ ชั้น 9 ถนนศรีอยุธยา แขวงถนนพญาไท เขตราชเทวี กรุงเทพฯ 10400

(Name) Mr. Karun Kittisataporn, Independent Director

Age 68 (years) residing at 503 KSL Tower, 9th Floor, Sriyudhya Road, Phayathai Road Sub District, Rajathevi District, Bangkok 10400

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2558 ครั้งที่ 1/2559 ในวันศุกร์ที่ 26 กุมภาพันธ์ พ.ศ. 2559 เวลา 09.30 น. ณ ห้องกมลทิพย์ ชั้น 2 โรงแรมเดอะสุโกศล เลขที่ 477 ถนนศรีอยุธยา เขตราชเทวี 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 2015, No.1/2016 on Friday, February 26, 2016, at 09.30 a.m. at Kamolthip Room, 2nd Floor, The Sukosol Hotel, No. 477, Sriyudhya Road, Rajathevi, 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/our intention as follows:

วาระที่ 1 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2558

Agenda 1: To acknowledge the Operating Results of the Company for the year 2015

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2558

Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2015

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

วาระที่ 3 พิจารณานุมัติลดทุนจดทะเบียนและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ

Agenda 3: To consider and approve the reduction of registered capital and the amendment of the Memorandum of Association

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรเพื่อจ่ายปันผลและสำรองตามกฎหมาย

Agenda 4: To consider and approve the allocation of profit for dividend payment and legal reserve

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ จดออกเสียง
Abstain

วาระที่ 5 พิจารณานำมติการเพิ่มทุนจดทะเบียนเพื่อรองรับการจ่ายปันผล และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ
Agenda 5: To consider and approve the increase of capital to accommodate the share dividend and the amendment of the Memorandum of Association.

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 พิจารณานำมติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายปันผล
Agenda 6: To consider and approve the allocation of ordinary shares to accommodate the share dividend

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
Agenda 7: To elect directors in replacement of those whose terms have ended

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
(b) The proxy is allowed to vote in accordance with my/our following instruction:

- ☐ การแต่งตั้งกรรมการทั้งชุด / Appointment of all directors
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of certain directors

การแต่งตั้งกรรมการที่ออกตามวาระกลับเข้ามาดำรงตำแหน่ง / To elect directors in replacement of those whose terms have ended

1. นายมนู เลียวไพโรจน์ (Mr. Manu Leopairote)

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

2. นายจำรูญ ชินธรรมมิตร (Mr. Chamroon Chinthammit)

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

3. นายพรศิลป์ แท้มศิริชัย (Mr. Pornsin Thaemsirichai)

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

4. นายชลัช ชินธรรมมิตร (Mr. Chalush Chinthammit)

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> จดออกเสียง
Abstain |
|--|--|--|

5. พล.ต.อ. บุญเพ็ญ บำเพ็ญบุญ (Pol. Gen. Boonpen Bumpenboon)

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

6. นางสาวนงลักษณ์ พินัยนิติศาสตร์ (Ms. Nongluck Phinainitisart)

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

7. นายชาตรี ชินธรรมมิตร (Mr. Chatri Chinthammit)

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติค่าตอบแทนกรรมการ

Agenda 8: To consider and approve the remunerations of directors

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2559

Agenda 9: To consider and approve the appointment of auditor and audit fee for the year 2016

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 เรื่องอื่น ๆ

Agenda 10: Other matters

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ จดออกเสียง
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/ Note

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้

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

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำ ต่อแบบหนังสือมอบฉันทะตามแนบ

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

4. โปรดแสดงหลักฐานแสดงตนตามที่ระบุไว้ในเงื่อนไขหลักเกณฑ์ และวิธีปฏิบัติในการเข้าร่วมประชุม (ตามสิ่งที่ส่งมาด้วย 4)

Please present evidence as specified in Conditions, Rules and Procedures to Attend the Meeting (Attachment 4).

ใบประจำต่อแบบหนังสือมอบฉันทะแบบข.

Continuation of Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัทน้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ครั้งที่ 1/2559 ในวันศุกร์ที่ 26 กุมภาพันธ์ พ.ศ. 2559 เวลา 09.30 น. ณ ห้อง
กมลทิพย์ ชั้น 2 โรงแรมเดอะ สุกโศล เลขที่ 477 ถนนศรีอยุธยา เขตราชเทวี กรุงเทพมหานคร

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

the Annual General Meeting of Shareholders for the year 2015 No.1/2016 Friday, February 26, 2016, at 09.30 a.m.
at Kamolthip Room, 2nd Floor, The Sukosol Hotel, No. 477, Sriyudhya Road, Rajathevi, Bangkok

☐ วาระที่ เรื่อง.....

Agenda

Subject

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ เรื่อง.....

Agenda

Subject

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ เรื่อง.....

Agenda

Subject

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

Duty
Stamp
20 Baht

แบบหนังสือมอบฉันทะแบบค.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้

คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่องกำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

PROXY FORM C

(Specific Proxy Form only for foreign investors who appoint Custodian in Thailand)

According to the Regulation of Department of Business Development, Form of Proxy

(No.5) B.E.2550

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month B.E.

(1) ข้าพเจ้า

I/We

สำนักงานตั้งอยู่เลขที่ ถนน ตำบล/แขวง.....

Address Road Sub-district

อำเภอ/เขต จังหวัด..... รหัสไปรษณีย์.....

District Province Post code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ ซึ่งเป็นผู้ถือหุ้นของ
as a Custodian for which is a shareholder of

บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)

Khon Kaen Sugar Industry Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้นและออกเสียงลงคะแนนได้เท่ากับ.....เสียงดังนี้

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

หุ้นสามัญ.....หุ้นออกเสียงลงคะแนนได้เท่ากับ.....เสียง

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

หุ้นบุริมสิทธิ.....หุ้นออกเสียงลงคะแนนได้เท่ากับ.....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.....รหัสไปรษณีย์.....

Sub-district District Province Postcode

หรือ(or)

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

หรือ(or)

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ครั้งที่ 1/2559 ในวันศุกร์ที่ 26 กุมภาพันธ์ พ.ศ. 2559 เวลา 09.30 น. ณ ห้องกมลทิพย์ ชั้น 2 โรงแรมเดอะสุโกศล เลขที่ 477 ถนนศรีอยุธยา เขตราชเทวี 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 2015, No.1/2016 on Friday, February 26, 2016, at 09.30 a.m. at Kamolthip Room, 2nd Floor, The Sukosol Hotel, No. 477, Sriyudhya Road, Rajathevi, Bangkok or at any adjournment thereof to any other date, time, and venue.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้นับนี้

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

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

With total number of shares and voting right.

☐ มอบฉันทะบางส่วนคือ

With portion of shares and voting right

☐ หุ้นสามัญ.....หุ้นและมีสิทธิออกเสียงลงคะแนนได้.....เสียง

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

☐ หุ้นบุริมสิทธิ.....หุ้นและมีสิทธิออกเสียงลงคะแนนได้.....เสียง

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

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total voting right is.....votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้นับนี้

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

วาระที่ 1 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2558

Agenda 1: To acknowledge the Operating Results of the Company for the year 2015

วาระที่ 2 พิจารณอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนสำหรับปีสิ้นสุด วันที่ 31 ตุลาคม 2558

Agenda 2: To consider and approve the audited statement of financial position and profit and loss statements for the year ended October 31, 2015

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณอนุมัติลดทุนจดทะเบียนและแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ

Agenda 3: To consider and approve the reduction of 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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณอนุมัติจัดสรรเงินกำไรเพื่อจ่ายปันผลและสำรองตามกฎหมาย

Agenda 4: 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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณอนุมัติการเพิ่มทุนจดทะเบียนเพื่อรองรับการจ่ายปันผล และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ

Agenda 5: To consider and approve the increase of capital to accommodate the share dividend 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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

☐ เห็นด้วย.....เสียง ☐ ไม่เห็นด้วย.....เสียง ☐ จดออกเสียง.....เสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณามติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการจ่ายปันผล

Agenda 6: 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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

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

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 7: 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) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

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

Approve

Disapprove

Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล / Appointment of certain directors

การแต่งตั้งกรรมการที่ออกตามวาระกลับเข้ามาดำรงตำแหน่ง / To elect directors in replacement of those whose terms have ended

1. นายมนู เลียวไพโรจน์ (Mr. Manu Leopaivate)

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

Approve

Disapprove

Abstain

2. นายจำรูญ ชินธรรมมิตร (Mr. Chamroon Chinthammit)

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

Approve

Disapprove

Abstain

3. นายพรศิลป์ แท้มศิริชัย (Mr. Pornsin Thaemsirichai)

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

Approve

Disapprove

Abstain

4. นายชลัช ชินธรรมมิตร (Mr. Chalush Chinthammit)

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

Approve

Disapprove

Abstain

5. พล.ต.อ. บุญเพ็ญ บำเพ็ญบุญ (Pol. Gen. Boonpen Bumpenboon)

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

Approve

Disapprove

Abstain

6. นางสาวนงลักษณ์ พินัยนิติศาสตร์ (Ms. Nongluck Phinainitisart)

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

Approve

Disapprove

Abstain

7. นายชาติรี ชินธรรมมิตร (Mr. Chatri Chinthammit)

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

วาระที่ 8 พิจารณานามิตค่าตอบแทนกรรมการ

Agenda 8: To consider and approve the remunerations of directors

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

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

วาระที่ 9 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2559

Agenda 9: To consider and approve the appointment of auditor and audit fee for the year 2016

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

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

วาระที่ 10 เรื่องอื่นๆ

Agenda 10: Other matters

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my/our voting as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case the intention to vote for any agenda is not stated or is not clear or the meeting considers or resolves any matter other than those specified above including any amendment or addition, the proxy holder has the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมวันแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy holder in this meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed as such acts had been done by me/us in all respects.

ลงชื่อผู้มอบฉันทะ
Signature (.....) Shareholder

ลงชื่อผู้รับมอบฉันทะ
Signature (.....) Proxy

ลงชื่อผู้รับมอบฉันทะ
Signature (.....) Proxy

ลงชื่อผู้รับมอบฉันทะ
Signature (.....) Proxy

หมายเหตุ/ Note

1. หนังสือมอบฉันทะแบบค นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ

The following documents shall be attached with this proxy from:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

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

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

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

(3) สำเนาบัตรประจำตัวประชาชน/ สำเนาหนังสือเดินทาง/ สำเนาหนังสือรับรองบริษัท (รับรองสำเนาถูกต้อง)

Certified copy of ID card,/ passport/ company registration.

3. 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 several proxies for spitting votes.

4. ในกรณีที่มีการพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบค.

Continuation of Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัทน้ำตาลขอนแก่น จำกัด (มหาชน)

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ครั้งที่ 1/2559 ในวันศุกร์ที่ 26 กุมภาพันธ์ พ.ศ. 2559 เวลา 09.30 น.
ณ ห้องกมลทิพย์ ชั้น 2 โรงแรมเดอะ สุกอสล เลขที่ 477 ถนนศรีอยุธยา เขตราชเทวี กรุงเทพมหานคร

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

the Annual General Meeting of Shareholders for the year 2015, No.1/2016 Friday, February 26, 2016, at
09.30 am. at Kamolthip Room, 2nd Floor, The Sukosol Hotel, No. 477, Sriyudhya Road, Rajathevi, Bangkok.

☐ วาระที่ เรื่อง.....

Agenda

Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

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

Approve

Disapprove

Abstain

☐ วาระที่ เรื่อง.....

Agenda

Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

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

Approve

Disapprove

Abstain

☐ วาระที่ เรื่อง.....

Agenda

Subject

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

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

Approve

Disapprove

Abstain

Conditions, Rules and Procedures to Attend the Meeting

1. A shareholder attends the meeting in person

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

2. Proxy

- The shareholder using proxy may grant the power to the proxy for all of the shares and may not grant only a portion of the shares.
- The proxy shall deposit the proxy instrument at the registration desk. The proxy instrument shall be duly completed and signed. Any change or deletion of important content must be affixed with signature of the shareholder. The proxy instrument shall be affixed with Baht 20 stamp duty.
- **Documents required from the proxy:** a photocopy of citizen identification card or civil servant identification card of the proxy, certified true copy by the proxy.
- **Documents required for appointment of proxy:**
 - If individual shareholder has Thai nationality: a photocopy of citizen identification card or civil servant identification card of the shareholder, certified true copy by the shareholder.
 - If individual shareholder has foreign nationality: a photocopy of foreigner's certificate or passport or another document which is used in lieu of passport of the shareholder, certified true copy by the shareholder.
 - If the shareholder is a juristic person:
 - Thai Juristic person: a copy of Affidavit issued not exceeding 6 months by Department of Business Development, Ministry of Commerce, certified true copy by the authorized director(s) of such juristic person, a photocopy of citizen identification card of the authorized representative(s), certified true copy by the authorized representative(s).
 - Foreign Juristic person: a copy of Affidavit issued by the relevant authority in the country where the juristic person is established, certified true copy by authorized representatives. If the documents are made in a foreign country, the certification of signature by a notary public or an office or a person authorized to certify signatures as generally accepted is required.
 - If fingerprint is affixed in lieu of signature, fingerprint of left thumb shall be affixed together with the phrase "fingerprint of left thumb of". Two witnesses shall sign and certify genuine fingerprint of such shareholder. Fingerprint shall be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of the witnesses shall also be attached.
- A shareholder may appoint as proxy any of the following independent directors of the Company to vote on his/her behalf:

Mr. Sitti Leelakasamelurk Chairman of Audit Committee/ Independent Director At 503 KSL Tower, 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400	Mr. Karun Kittisataporn Independent Director At 503 KSL Tower, 9 th Floor, Sriyudhya Road, Rajathevi, Bangkok 10400
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Additional information of independent directors is detailed in Attachment 5. A shareholder may use a Form of Proxy as shown in Attachment 3.

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

4. A shareholder is a minor: Parents or lawful guardian of the shareholder shall be present in the Meeting in person or appoint a proxy. A copy of Household Registration of the minor shareholder shall also be presented.

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

Registration of Attendance

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

Proxy Procedures

A shareholder who wants to appoint a proxy may use the Form of Proxy as shown in Attachment 3 and fill up the Form. The original Form of Proxy shall be sent by post to the Company by addressing the Office of Company Secretary and Legal, 22nd Floor within Wednesday 24 February 2016 or be submitted at the registration desk one hour before the Meeting for examination.

Voting

1. 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 casting votes. 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 the voting.

2. A proxy shall vote as specified in the proxy form.

3. 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 temporarily.

**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. Sitti Leelakasamelurk
Proposed Position Independent Director (Director qualified as an independent director)
Current Position Chairman of Audit Committee /Independent Director
Nationality Thai
Age 62
Number of shares held in the Company (as of 31 October 2015)

-None-

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

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 68
Number of shares held in the Company (as of 31 October 2015)

-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-fifths (1/5) of the shares sold, or shareholders numbering not less than 25 (twenty five) persons holding shares amounting to not less than one-tenths (1/10) of the shares sold may file a written request for extraordinary shareholders meetings. Reasons for the meeting must be specified in the written request. The Board, then, is supposed to hold a shareholders meeting within (1) one month after receiving the written request from the shareholders.

Clause 29. To call for a shareholders meeting, the Board shall prepare a written notice of the meeting that includes the venue, date, time, agendas, and any matters to be ratified at the meeting with sufficient detail. The matters should be specified as to be informed, to be approved, or to be considered. The Board's opinions on the matters should be included. The written notice should be delivered to shareholders and registrar at least seven (7) day prior to the date of meeting. The writing notice is required to be published in newspapers at least three (3) consecutive days prior to the date of meeting.

Shareholders meetings may be held at the area where the Company's head office is located or other provinces in the Kingdom of Thailand.

Clause 30. Shareholders may appoint proxies to attend the meetings and vote. Proxy forms must be signed by the principal and in the format prepared by the registrar.

The proxy forms shall be submitted to the Chairman of the Board or the person appointed by the Chairman at the meeting before proxies attend the meetings.

Clause 31. A shareholders meeting consists of at least twenty-five (25) shareholders and proxies (if any) with total holdings of at least one-thirds (1/3) of the shares sold, or at least half (1/2) of all the Company's shareholders/ their proxies with total holdings of at least one-thirds (1/3) of the paid-up shares sold, to be a quorum.

If a shareholders meeting requested by shareholders has continued for one (1) hour with the number of shareholders present less than required, the meeting shall be cancelled. If the meeting is not requested by shareholders, another meeting should be scheduled. Written notices should be sent to shareholders at least seven (7) days prior to the date of the meeting. At such meeting a quorum is not required.

The Chairman of the Board of Directors is the Chairman of the meeting. Should there be no Chairman of the Board of the Directors or the Chairman of the Board not be present or unable to function as the Chairman of the meeting. The Vice Chairman of the Board is the Chairman of the meeting. If there is no Vice Chairman or the Vice Chairman of the Board is not present or unable to function as the Chairman of the meeting, the shareholders present elect a shareholder to be the Chairman of the meeting. Voting must be done as specified in Clause 32.

Clause 32. In voting, one (1) 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 in replacement of those whose terms have ended

(5) To consider and appoint an 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.





แบบฟอร์มขอรับรายงานประจำปีแบบรูปเล่ม

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

บริษัทฯ ขอแจ้งให้ทราบว่า หากผู้ถือหุ้นท่านใดมีความประสงค์ที่จะขอรับ รายงานประจำปี 2558 เป็นรูปเล่ม ผู้ถือหุ้นสามารถแจ้งความจำนงค์ขอรับได้โดยกรอก ข้อมูลของท่านให้ชัดเจน และ ส่งโทรสารกลับมา ยังหมายเลข 02-642-6092 หรือส่งมาที่ email: secretary@ksigroup.com บริษัทฯ จะดำเนินการจัดส่งรายงานประจำปี 2558 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 2015 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 2015 to the Shareholder by the post.

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

หรือ ผู้ถือหุ้นสามารถติดต่อขอรับเองได้ที่ สำนักงานเลขานุการบริษัทและกฎหมาย
บริษัท น้ำตาลขอนแก่น จำกัด (มหาชน)
503 อาคารเค.เอส.แอล.ทาวเวอร์ ชั้น 22
ถนนศรีอยุธยา เขตราชเทวี กรุงเทพฯ 10400
ติดต่อ คุณจุไรรัตน์ นิลดำ หรือคุณธีรพงษ์ 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