



MDO 029/2567

May 13, 2024

Subject : Notification of resolution of the Board of Directors' Meeting, extension the term of Audit Committee and report on Related Parties Transaction (additional clarification)

Attention : Director and Manager
The Stock Exchange of Thailand

Enclosures : 1. Form to Report on Names of Members and Scope of Work of the Audit (F24-1)
2. Disclosure of Related Parties Transaction regarding entering into a contract for managing sugar sales around the factory

Khonburi Sugar Public Company Limited ("the Company") has conducted the Board of Directors' Meeting No. 2/2024 on May 13, 2024. the board unanimously approved to extend the term of Audit Committee for another term, three years period, the name of Audit Committee are as follows:

- | | | |
|----------------|---------------|---------------------------------|
| 1. Ms. Suvimol | Krittayakiern | Chairman of the Audit Committee |
| 2. Mr. Vinit | Samritpricha | Member of the Audit Committee |
| 3. Mr. Sukda | Punkla | Member of the Audit Committee |

The resolution of extension was effective as of May 15, 2024 onward. The scope of duties and responsibilities of the Audit Committee remain the same. The Company has prepared a Form to Report on Names of Members and Scope of Work of the Audit (F24-1) as attached to Enclosures 1 attached to this letter.

The Meeting has resolved to approve for entering into a contract on managing sugar sales around the factory between KBS Trading Co., Ltd. (Subsidiary of the Company) and C K Trading (1965) Co., Ltd. The aforementioned transaction is considered as the related parties transaction which the Company must disclose relevant details to the Stock Exchange of Thailand. Details of such transaction is appeared in the attachment.

Please be informed accordingly.

Sincerely yours,

Teerapat Thavisin

Manager of Managing Director Office

บริษัท น้ำตาลนครบุรี จำกัด (มหาชน) ทะเบียนเลขที่ 0107553000191

สำนักงานใหญ่ : 5 ซอยสุขุมวิท 57 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพมหานคร 10110 โทรศัพท์ +66(0)2725 4888 โทรสาร +66(0)2725 4877

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Form to Report on Names of Members and Scope of Work of the Audit Committee

The Board of Directors meeting of **Khonburi Sugar Public Company Limited No. 2/2567** held on **May 13, 2024** resolved the meeting's resolutions in the following manners:

① ~~Appointment of the audit committee/Renewal~~ for the term of audit committee:

As follows:

- (1) Mrs. Suvimol Krittayakiern Chairman of the Audit and Risk Management Committee
- (2) Mr. Vinit Samritpricha the Audit and Risk Management Committee
- (3) Mr. Sukda Punkla the Audit and Risk Management Committee

, the ~~appointment/renewal~~ of which shall take an effect as of **May 15, 2024**.

① Determination/Change in the scope of duties and responsibilities of the audit and risk management committee with the following details:

11. To set the policy and suggest how to manage the risk in concern to the business company.
12. To set the Risk Management Plan.
13. To follow up and evaluation according the Risk Management plan.
14. To appoint and change the person in the Risk Management Team.
15. To prepare any other act as assigned by the Company's board of directors, with the approval of the audit and risk management committee.

, the determination/change of which shall take an effect as of **May 15, 2024**.

The audit and risk management committee is consisted of:

1. Chairman of the audit and risk management committee Mrs. Suvimol Krittayakiern remaining term in office 3 years
 2. Member of the audit and risk management committee Mr. Vinit Samritpricha remaining term in office 3 years
 3. Member of the audit and risk management committee Mr. Sukda Punkla remaining term in office 3 years
- Secretary of the audit committee Mr. Manawin Kongto.....

Enclosed hereto is-..... copy of the certificate and biography of the audit committee. The audit committee number.....1..... has adequate expertise and experience to review creditability of the financial reports.

The Audit and Risk Management Committee of the company has the scope of duties and responsibilities to the Board of Director on the following matters:

1. To review the financial statements of the Company to ensure that they are disclosed accurately and adequately by coordinating with the external auditor and the Management who are responsible for the preparation of quarterly and yearly financial statements. The Audit Committee may have the auditor review or audit any transactions necessarily or importantly while auditing the Company's account.
2. To provide some advice to the Board of Directors and the Management on the improvement of the Company's working process or system in order to reduce related risks to ensure that the financial statements of the Company are accurate and efficiently utilized.
3. To review the internal control system and internal audit system of the Company to ensure that they are run appropriately and proficiently; to verify the independence of the Internal Audit Department; and to give approval of the appointment, removal and dismissal of the Head of Internal Audit Department or those of other departments which is responsible for the internal audit activities of the Company.
4. To verify that the Company conforms to laws on securities and stock exchange, regulations of the stock exchange and any other laws on the business of the Company.
5. To consider, recruit and nominate an independent person to be the Company's auditor; to propose the remuneration for such and auditor; and to have the meetings with the auditor at least once a year without the attendance of the Management.
6. To consider any connected transactions or those with potential conflicts of interest to be in conformity with laws on securities and stock exchange, and regulations of the stock exchange in order to ensure that such transactions are reasonable and enhance the best benefit for the Company; and to consider to ensure the Company's disclosure of connected transactions or those possible causing the conflicts of interest which is accurate and adequate.
7. To disclose the reports of the Audit Committee, which signed by the Audit Committee Chairman, in the annual reports of the Company.
8. In performing duties, if the Audit Committee finds or suspects, the following transactions may have the material impact on the financial status and operation results of the Company, the Audit Committee shall report them to the Board of Directors prior to the improvement within the timeframe of the Audit Committee who deems appropriately:
 - (a) Transactions causing conflicts of interest
 - (b) Dishonest or irregularity or important defect in the internal control system
 - (c) Violation of laws on securities and stock exchange, regulations of the stock exchange or laws on the business of the Company

If the Board of Directors or the Management of the Company fails to remedy such within the timeframe specified in paragraph one, any of the Audit Committee members may report the transaction or act stated in paragraph one to the Securities and Exchange Commission or the Stock Exchange or Thailand.

9. If the Board of Directors or the Management of the Company fails to remedy such within the timeframe specified in paragraph one, any of the Audit Committee members may report the transaction or act stated in paragraph one to the Securities and Exchange Commission or the Stock Exchange of Thailand.
10. To perform other duties specifically assigned by the Board of Directors with consent of the Audit Committee.
11. To set the policy and suggest how to manage the risk in concern to the business company.
12. To set the Risk Management Plan.
13. To follow up and evaluation according the Risk Management plan.
14. To appoint and change the person in the Risk Management Team.
15. To prepare any other act as assigned by the Company's board of directors, with the approval of the audit and risk management committee.

The Company hereby certifies that

1. The qualifications of the aforementioned members meet all the requirements of the Stock Exchange of Thailand; and
2. The scope of duties and responsibilities of the audit committee as stated above meet all the requirements of the Stock Exchange of Thailand



Signed Director
(Mr. Somkiat Twiltermsup)

Signed Director
(Mr. Issara Twiltermsup)

Disclosure of Related Parties Transaction

regarding entering into a contract for managing sugar sales around the factory (additional clarification)

KBS Trading Co., Ltd., Subsidiary of Khonburi Sugar Public Company Limited enter into a contract for managing sugar sales around the factory with C K Trading (1965) Co., Ltd.

1. The transaction date :

The date on which the board has approved the transaction : May 13, 2024

The date the company agreed to enter into the contract : June 1, 2024

2. The Parties involved :

Employer : KBS Trading Co., Ltd. *(Khonburi Sugar Public Company Limited holds 99.99% of shares)*

Employee : C K Trading (1965) Co., Ltd. *(Khonburi Sugar Public Company Limited holds 49.90% of shares)*

3. The general characteristic of the transaction :

KBS Trading Co., Ltd. enter into a contract for managing sugar sales around the factory with C K Trading (1965) Co., Ltd. which is an associated company. The contract period is 1 year, starting from June 1, 2024 to May 31, 2024. In the event of the expiration of contract period and the parties did not want to amend the essence of contract, the contract shall be automatically renew for one more year each. Which is a normal business transaction general trading conditions. The service fee has comparable to market price, **base on the volume of sugar sold and operation cost of contractor.**

4. The total value of the transaction :

KBS Trading Co., Ltd. engaged CK Trading (1965) Company Limited to manage sugar sales around the factory at a rate of 200,000 baht per month, totaling 2,400,000 baht per year. The company will pay the service fee monthly.

5. The transaction size :

The above transaction is considered as a related parties transaction, which is a normal business transaction general trade conditions. The transaction size is amounted to 2,400,000 Baht or 0.05% of the net tangible assets (NTA) 4,455,538,844 Baht as of 31 March 2024, which is more than 0.03% but less than 3% of the company. The transaction must be approved by Board of Directors of the Company and disclose relevant details to the Stock Exchange of Thailand. **In this regard, in the past 6 months, Khonburi Sugar Public Company Limited and its subsidiaries have not made any other transactions that are considered related parties transactions.**

6. Details of Related Party :

Company Name	C K TRADING (1965) Co., Ltd.
Registered capital	Divided into 100,000 shares at a price of 100 baht per share, paid in full of 10,000,000 baht

Objective	(1) Serving as brokers agents dealing in all types of consumer goods. (2) Providing marketing services, sale management, public relations advertising to promote the sale of all types of consumer products.
Office location	1168/91 Lumpini Tower 30 th Floor, Rama 4 Road, Thung Maha Mek Subdistrict, Sathon District, Bangkok 10120
Shareholder	(1) Chumporn Palm Oil Industry Public Company Limited 49% (2) Khonburi Sugar Public Company Limited 49% (3) Mr. Issara Twiltermsup 1% (4) Mr. Thawatchai Chomwarn 1%
Directors	(1) Mr. Issara Twiltermsup (2) Mr. Rathavudh Sae-Tang (3) Mr. Rachoj Tawintermsup (4) Mr. Thawatchai Chomwarn
Power of director	"Mr. Issara Twiltermsup or Mr. Rathavudh Sae-Tang signed with Mr. Rachoj Tawintermsup or Mr. Thawatchai Chomwarn, together as two persons with the company's seal

Name list of directors, executives which may be interested persons and connected persons

Name	C K TRADING (1965) Co., Ltd.		Chumporn Palm Oil Industry Public Company Limited		Khonburi Sugar Public Company Limited	
	Position	Share	Position	Share	Position	Share
Mr. Issara Twiltermsup	- Director - Authorized director who act on behalf of the company	1%	-	-	- Director - Executive Director - Authorized director who act on behalf of the company	2.341%
Mr. Rachoj Tawintermsup	- Director - Authorized director who act on behalf of the company	-	- Director - Authorized director who act on behalf of the company - Deputy Chief Executive Officer	0.942%	-	2.021%
Mr. Thawatchai Chomwarn	- Director - Authorized director who act on behalf of the company	1%	- Sales and Marketing Director	-	-	-
Mr. Takon Tawintermsup	-	-	- Director - Chairman of Executive Committee - Authorized director who act on behalf of the company	1.512%	- Director - Chairman of Executive Committee - Authorized director who act on behalf of the company - Acting managing director	0.689%



Characteristics and scope of interest of the connected persons:

Mr. Issara Twiltermsup Director, Executive Director, Assistant Managing Director of Corporate Affairs and authorized directors to act on behalf of the company of Khonburi Sugar Public Company Limited and serve as a director of CK Trading (1965) Company Limited. Equity And has no right to vote at the meeting of the Board of Directors On the relevant agenda

Remark Mr. Issara Twiltermsup Is a cousin Mr. Rachoj Tawintermsup And is the grandchild of Mr. Takon Tawintermsup

Mr. Rathavudh Sae-Tang Assistant Managing Director of Marketing of the company of Khonburi Sugar Public Company Limited and serve as a director of CK Trading (1965) Company Limited. Therefore being a stakeholder in the said transaction.

Mr. Takon Tawintermsup Director and Chairman of Executive Committee and authorized directors to act on behalf of the company of Khonburi Sugar Public Company Limited and Chumporn Palm Oil Industry Public Company Limited. And is father of Mr. Rachoj Tawintermsup

Remark Mr. Takon Twiltermsup Is an uncle of Mr. Issara Tawintermsup

7. Opinions of the Board of Directors :

The Board of Directors is of the opinion that entering into a contract to manage sugar sales around the factory is reasonable. The transaction is made at reasonable price with conditions similar to comparable transaction done by unrelated parties. The directors who are related person did not attend the meeting and had no rights to vote in the approval of the transaction.

8. Opinions of the Audit Committee :

Audit committee has the opinion consistent with the opinion of the Board of Directors.

Teerapat Thavisin

Manager of Managing Director Office