

## **I.C.C. International Public Company Limited**

### **The criteria for shareowners to propose agenda and/or to nominate candidates to be elected as Director at the 44<sup>th</sup> General Shareowners' Meeting 2009**

#### **1. Objective**

Realizing the rights and equitable treatments to all shareowners according to the Principles of Good Corporate Governance, the Company has provided an opportunity to our shareowners to propose agenda and/or to nominate candidate(s) to be elected as director(s) at the 44<sup>th</sup> General Shareowners' Meeting 2009 prior to the meeting. This is aimed to further include them in the meeting agenda according to the Company's criteria.

#### **2. Qualifications of Shareowners**

Shareowner who is eligible to propose the agenda and/or to nominate candidate(s) to be elected as director(s) must possess following qualifications:

1. One single shareowner or consolidated group of shareowners with the right to vote at the amount not less than 5 percent of the Company's total voting right (not less than 14,531,687 shares).
2. Must own the above mentioned shares consecutively for at least 12 months starting from the ownership date until the date of proposing agenda and/or nominating candidate(s) to be elected as director(s).

#### **3. Documents or Evidence of shareowner identification**

##### **(a) Shareownership evidence**

A shareownership letter certified by broker or Thailand Securities Depository Co.,Ltd. or a copy of share certificate with signature.

##### **(b) Shareowner identification**

###### **1. In case of an ordinary person**

###### **❖ Thai nationality**

- A valid copy of an I.D. card or government official card, or driving license card with signature.

###### **❖ Foreigner**

- A valid copy of a foreign I.D. card, or passport with signature.

**2. In case of a juristic person**

- A copy of juristic person certificate not exceeding 3 months with signature of that authorized juristic person and company seal (if any).
- A valid copy of an I.D. card or government official card, or driving license, or passport or foreign I.D. card of the authorized person with signature.

**3. In case of a foreigner (ordinary person or juristic person) appointing a custodian in Thailand to act as depository agent**

3.1 Documents of foreign shareowner

- A power of attorney issued by shareowner to authorize custodian to propose agenda and/or to nominate candidate(s) to be elected as director(s)
- A valid copy of passport or foreign I.D. card of the authorized person with signature.

3.2 Documents of custodian

- A letter certifying that the custodian authorized by the shareowner to propose agenda and/or to nominate candidate(s) to be elected as director(s) is the certified custodian.
- A valid copy of I.D card or government official card, or driving license, or passport, or foreign I.D card of the authorized person with signature.

**4. Channels for submitting proposed agenda items**

Shareowner can submit the proposed agenda items through following channels:

1. The signed documents and other evidences for the Board of Directors' consideration can be sent by registered mail to :

Mrs. Daranee Manawanitjarern

The Company's Secretary

I.C.C. International Public Company Limited

757/10 Soi Pradoo 1, Sathupradit Road,

Bangpongpang Subdistrict, Yannawa District,

Bangkok 10120

2. For further information please contact Mrs. Daranee Manawanitjarern, the Company's Secretary, Tel: 02-294-0295

## **5. The proposed agenda submission period**

From January 15, 2009 to February 15, 2009. As such, the postmarked date on the envelope shall be counted for.

### **A. Proposing agenda to the General Shareowners' Meeting**

#### **1. Consideration process**

Shareowner who possesses qualifications as required criteria can submit the proposed agenda to the General Shareowner's Meeting with following procedures:

- 1.1 Complete the form : Proposing agenda to the 44<sup>th</sup> General Shareowners' Meeting 2552 (Form A) with signature.
- 1.2 In case a group of shareowners wishes to propose an agenda, each shareowner must individually fill out Form A (one form for one agenda for one shareowner) with signature. All documents should be gathered into one set, informing the name of one person acting as a liaison with the Company.
- 1.3 Prepare documents or evidences identifying shareowners as prescribed in the article No. 3 (a) and (b) and send to the Company together with Form A (one copy for one agenda).

#### **2. Subjects not to be included as the agenda of the meeting:**

- 2.1 Matters proposed by shareowner(s) who possesses incomplete qualification, or unable to provide complete and correct information and evidence, or unable to propose on the time set forth.
- 2.2 Matters relating to the Company normal business operation and allegation made without any reasonable cause for that suspicious business operation.
- 2.3 Matters that are beyond authority of the Company to conduct in order to meet the expected results.
- 2.4 Matters that have been previously proposed to the Shareowners' Meeting during the past 12 months and were supported by less than ten percent of total voting rights of the Company, except that the fact in the new proposed agenda has been changed significantly from the previous one.
- 2.5 Matters that are against laws or regulations of the government bureaux, or company supervisory authorities, or matters that are not corresponding to the Company objectives, articles of association, resolution from the Shareowners' Meeting, and the principles of good corporate governance .
- 2.6 Matters which have already been executed by the Company.
- 2.7 Other matters corresponding to the notification of the Capital Market Supervisory Board.

### **3. Consideration**

- 3.1 An initial consideration shall be performed by the Company's Secretary. In case incomplete documents have been found, a notification will be made to the shareowner for correction before submission to the Board of Directors for consideration on appropriation of the proposed agenda.
- 3.2 The approved subject shall be included in the agenda of the General Shareowners' Meeting 2009 which will appear in the invitation letter to the meeting together with the Board's opinion.
- 3.3 Disapproved subject shall be informed during the General Shareowners' Meeting 2009 together with reasons of refusal.

## **B. Nomination of candidate(s) to be elected as Director(s)**

### **1. Consideration Procedure**

Shareowner with required qualifications can nominate candidate(s) to be elected as company director(s) as following procedure:

- 1.1 Complete the form: Nomination of Candidate to be elected as the Company's Director (Form B) with signature.
- 1.2 In case more than one shareowner has unified to nominate a candidate, each shareowner must fill out Form B (one copy for one candidate for one shareowner) with signature. All documents should be gathered into one set while informing the name of one person acting as a liaison with the Company.
- 1.3 Complete the form: Profile of the Candidate to be elected as the Director (Form C) with inclusion of the required documents (No. 9 in Form C) such as a copy of educational certificate, a letter certifying the current or latest employer, a copy of I.D card, a copy of house registration, or a copy of a foreign I.D. card, a copy of passport (for a foreigner) with authorized signature of the candidate.
- 1.4 Prepare documents or evidences showing shareowner identification as in article No. 3 (a) and (b) and send to the Company together with Form B and C, one set for one candidate.

### **2. Qualifications of Director/ Independent Director**

- 2.1 To be a qualified person possessing none of the prohibited characteristics in accordance with laws and related notifications.
- 2.2 To have good knowledge, capability, with various working skills and experience beneficial for the Company's business.

2.3 To possess leadership qualification with vision, moral and freedom in making any decision for the most benefit of the Company and shareowners in overall. He/she must be capable to use his/her knowledge and experience beneficial for the Company's business operation, while paying real attention to the Company's business.

### **3. Consideration**

3.1 An initial consideration shall be made by the Company's Secretary. In case incomplete information has been found, a notification will be made to the shareowner for correction before submission to the Nomination Committee for consideration of the candidate's qualification. Opinion shall be given to the Board of Directors on appropriation to submit the candidate for consideration during the General Shareowners' Meeting.

3.2 The approved candidate shall be included in the agenda of the General Shareowners' Meeting 2009 which will appear in the invitation letter to the meeting together with the Board's opinion.

3.3 Disapproved candidate shall be informed during the General Shareowners' Meeting 2009.

**I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED**

**Proposing an Agenda to the 44<sup>th</sup> General Shareowners' Meeting 2009 (FORM A)**

Date.....

**1. General Information**

**Name-Surname of the agenda proposer :** .....

**Present address / Contact address :**

No.....Village / Building.....Moo.....Soi.....

Road.....Sub-district.....District.....

Province.....Postal Code.....Country.....

Tel.....Fax No.....E-mail.....

Overseas Address: (only for a non-Thai nationality, please specify overseas contact address)

.....  
.....  
.....

**Name of person authorized as a contact person**

Name - Surname.....Tel.....

**2. Current amount of shares owning :** .....

Shareowning date (d/m/y) effective since .....

**3. Proposed Agenda :** .....

**Objective :**     Approval             Consideration             Acknowledgement

Details with supporting reasons : .....

.....  
.....  
.....  
.....  
.....

**Supporting Documents :** .....

.....  
.....  
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**4. Shareowner identification documents to be enclosed with this form :**

**A. Share ownership evidence**

A share ownership letter certified by broker or Thailand Securities Depository Co.,Ltd. or a copy of share certificate with signature.

**B. Identification documents :**

**1. In case of an ordinary person**

- ❖ Thai nationality
  - A valid copy of an I.D. card or government official card, or driving license card with signature.
- ❖ Foreigner
  - A valid copy of a foreign I.D. card, or passport with signature.

**2. In case of a juristic person**

- A copy of juristic person certificate not exceeding 3 months with signature of that authorized juristic person and company seal (if any).
- A valid copy of an I.D. card or government official card, or driving license, or passport or foreign I.D. card of the authorized person with signature.

**3. In case of a foreigner (ordinary person or juristic person) appointing a custodian in Thailand to act as depository agent**

- 3.1 Documents of foreign shareowner
  - A power of attorney issued by shareowner to authorize custodian to propose agenda.
  - A valid copy of passport or foreign I.D. card of the authorized person with signature.
- 3.2 Documents of custodian
  - A letter certifying that custodian authorized by the shareowner to propose agenda is the certified custodian.
  - A valid copy of I.D. card or government official card, or driving license, or passport, or foreign I.D. card of the authorized person with signature.

**5. Certification**

I hereby certify that the supplementary documents here attached are true and complete, and I shall allow the Company for disclosure of such information or documents.

Signed.....Shareowner  
( ..... )

**I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED**

**Nomination of Candidate for Directorship**

**at the 44<sup>th</sup> General Shareowners' Meeting 2009 (FORM B)**

Date.....

**1. General Information**

**Name-Surname of the agenda proposer :**.....

**Present address/Contact address :**

No.....Village / Building..... Moo.....Soi.....

Road.....Sub-district.....District.....

Province.....Postal Code.....Country.....

Tel.....Fax No.....E-mail.....

Overseas Address: (only for a non-Thai nationality, please specify overseas contact address)

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.....

**Name of person authorized as a contact person**

Name-Surname.....Tel.....

**2. Current amount of shares owning :** .....

**Shareowning date(d/m/y) effective since** .....

**3. Name list of candidate(s) to be elected as director(s)**.....

.....  
.....  
.....  
.....

**4. Shareowner identification documents to be enclosed with this form :**

**A. Share ownership evidence**

A share ownership letter certified by broker or Thailand Securities Depository Co.,Ltd. or a copy of share certificate with signature.



**B. Identification documents:**

**1. In case of an ordinary person**

- ❖ Thai nationality
  - A valid copy of an I.D. card or government official card, or driving license card with signature.
- ❖ Foreigner
  - A valid copy of a foreign I.D. card, or passport with signature.

**2. In case of a juristic person**

- A copy of juristic person certificate not exceeding 3 months with signature of that authorized juristic person and company seal (if any).
- A valid copy of an I.D. card or government official card, or driving license, or passport or foreign I.D. card of the authorized person with signature.

**3. In case of a foreigner (ordinary person or juristic person) appointing a custodian in Thailand to act as depository agent**

3.1 Documents of foreign shareowner

- A power of attorney issued by shareowner to authorize custodian to nominate candidate(s) to be elected as director(s).
- A valid copy of passport or foreign I.D. card of the authorized person with signature

3.2 Documents of custodian

- A letter certifying that the custodian authorized by the shareowner to nominate candidate(s) to be elected as director(s) is the certified custodian.
- A valid copy of I.D. card or government official card, or driving license, or passport, or foreign I.D. card of the authorized person with signature.

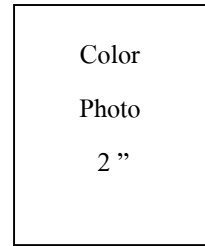
**5. Certification**

I hereby certify that the supplementary documents here attached are true and complete, and I shall allow the Company for disclosure of such information or documents.

Signed.....Shareowner  
( ..... )

**I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED**

**Profile of the Candidate to be elected as Director  
at the 44<sup>th</sup> General Shareowners' Meeting 2009 (FORM C)**



Date.....

**1. General Information of the candidate**

(1) Name-Surname (in Thai)..... (Maiden Name.....)  
(in English).....

(2) Date of Birth..... Age..... Nationality.....

(3) Marital Status     Single     Married     Divorced

(4) Spouse's Name..... (Maiden Name.....)

(5) Detail of Children

Name of Children	Date of Birth	Age (Year)	Place of work
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**2. Present Address/Contact Address**

No..... Village / Building..... Moo..... Soi.....

Road..... Sub-district..... District.....

Province..... Postal Code..... Country.....

Tel..... Fax No..... E-mail.....

Overseas address: (only for a non-Thai nationality, please specify overseas contact address)

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**3. Professional Background**

(1) Education (The highest degree)

Institution	Degree and Major Subject	Year of Graduation
.....	.....	.....
.....	.....	.....
.....	.....	.....

(2) Training programs organized by Association of Thai Institute of Directors (IOD)

Course	Year of Attendance
.....	.....
.....	.....
.....	.....
.....	.....
.....	.....

**4. Working Experiences (Past – Present)**

Years	Organization	Type of Business	Position
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**5. Duties and Responsibilities under present Positions**

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 .....  
 .....  
 .....

**6. Date of shareowning in I.C.C. International Plc as of.....(nomination date)**

Common Share .....shares  
 Name of spouse .....owning common share.....shares  
 Minor children (1) Name.....owns common share.....shares  
                   (2) Name.....owns common share.....shares  
                   (3) Name.....owns common share.....shares  
                   (4) Name.....owns common share.....shares

**7. Related Businesses of Yourself, Spouse and Minor Children**

Name of Business	Type of Business	Related Persons	% of Shares Owned	Position in Related Business	Since (Year)
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

Remark: All businesses now serving as directors or executives, and businesses now owning more than 1.0 percent of all shares sold of those businesses.

**8. Litigation Records (Except petty mistakes)**

Court	Status (Plaintiff/Defendant / Interpleader)	Types of Suit (Civil/Criminal /Bankruptcy)	Charge or Accusation	Litigated Sum	Case No.	Judgment
.....	.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....	.....

**9. Required documents certified by nominated candidates**

- (1) Copy of valid National ID card
- (2) Copy of house registration
- (3) Copy of foreign I.D. card / Copy of valid passport (in case of non-residents)
- (4) Copy of educational records / certificates
- (5) Reference letter from a present or latest employer

**10. Qualifications of Director/ Independent Director**

1. To be a qualified person possessing none of the prohibited characteristics in accordance with laws and related notifications.
2. To have good knowledge, capability, with various skills and working experience beneficial for the Company’s business.
3. To possess leadership qualification with vision, moral and freedom in making any decision for the most benefit of the Company and shareowners in overall. He/she must be capable to use his/her knowledge and experience beneficial for the Company’s business operation, while paying real attention to the Company’s business.

I (Mr./Mrs./Miss)..... give consent and information as stated above for the nomination an appointment as the company’s director and I hereby represent and warrant that all information and supplementary documents are true and complete and I hereby give my permission to I.C.C. International Plc to disclose such information and supplementary documents.

Signature..... Candidate  
(.....)