

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

### **The criteria for shareowners to propose an agenda and/or to nominate candidate(s) to be elected as director(s) at the 46<sup>th</sup> General Shareowners' Meeting 2011**

#### **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 an agenda and/or to nominate candidate(s) to be elected as director(s) at the 46<sup>th</sup> General Shareowners' Meeting 2011 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. Being 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 shares consecutively for at least 12 months starting from the ownership date until the date of proposing the 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 a 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 1 month validity 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 an 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. Duangrudee Milintanggul

The Company's Secretary

I.C.C. International Public Company Limited

757/10 Soi Pradoo 1, Sathupradit Road,

Bangpongpan Subdistrict, Yannawa District,

Bangkok 10120

2. For further information please contact Mrs. Duangrudee Milintanggul, the Company's Secretary, Tel: 02-295-0688

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

From December 1- 30, 2010 with postmarked date on the envelope being counted for.

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

#### **1. Submission procedure**

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

- 1.1 Complete the form : Proposing an agenda to the 46th General Shareowners' Meeting 2011 (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 any 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 2011 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 2011 together with reasons of refusal.

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

### **1. Submission procedure**

Shareowner who possesses the required qualifications can nominate candidate(s) to be elected as the 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. 10 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 any incomplete information and documents have 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 name of the successful candidate approved by the Nomination Committee and the Board of Directors shall be included in the agenda of the General Shareowners' Meeting 2011 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 2011.

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

**Proposing an agenda to the 46<sup>th</sup> General Shareowners' Meeting 2011 (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: (for non-Thai nationality, please specify overseas contact address)

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

**Objective :**     Approval         Consideration         Acknowledgement

Details with supporting reasons : .....

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**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 a 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 1 month validity 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 and 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 to disclose such information or documents.

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

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

**Nomination of Candidate for Directorship**

**at the 46<sup>th</sup> General Shareowners' Meeting 2011 (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: ( for 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)**.....

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.....  
.....

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

**A. Share ownership evidence**

A share ownership letter certified by a 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 1 month validity 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 and 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.

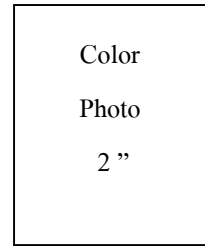
**5. Certification**

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

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

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

**Profile of the Candidate to be elected as Director  
at the 46<sup>th</sup> General Shareowners' Meeting 2011 (FORM C)**



Date.....

**1. General Information of the candidate**

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

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

(3) Marital Status     Single     Married     Divorced

(4) Spouse's Name..... (Former 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: ( for non-Thai nationality, please specify overseas contact address)

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**3. Organization**

Name of enterprise .....  
No..... Village / Building..... Moo..... Soi.....  
Road.....Sub-district.....District.....  
Province.....Postal Code..... Country.....  
Tel.....Fax No.....E-mail.....

**4. 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 |
|--------|--------------------|
| .....  | .....              |
| .....  | .....              |
| .....  | .....              |
| .....  | .....              |
| .....  | .....              |

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

| Years(from.. to...) | Organization | Type of Business | Position |
|---------------------|--------------|------------------|----------|
| .....               | .....        | .....            | .....    |
| .....               | .....        | .....            | .....    |
| .....               | .....        | .....            | .....    |
| .....               | .....        | .....            | .....    |
| .....               | .....        | .....            | .....    |

**6. Duties and Responsibilities under present positions**

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**7. 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

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

| Name of enterprise | 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.

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

| Court | Status (Plaintiff/Defendant / Pleader) | Types of case (Civil/Criminal /Bankruptcy) | Charge or Accusation | Litigated Sum | Case No. | Judgment |
|-------|--|--|----------------------|---------------|----------|----------|
| ..... | .....                                  | .....                                      | .....                | .....         | .....    | .....    |
| ..... | .....                                  | .....                                      | .....                | .....         | .....    | .....    |

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

- (1) Copy of valid I.D. 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

I (Mr./Mrs./Miss)..... give consent and information as stated above for the nominee as the Company's director, and hereby certify and warrant that all information and supplementary documents are true and correct. Together with this I hereby give my permission to the Company to disclose such information and supplementary documents.

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