



I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED

757/10 Soi Pradoo 1, Sathupradit Road, Bangpongpan, Yannawa, Bangkok 10120 Tel : (662) 294-0281, 294-0294 BANGKOK 10120
Fax : (662) 294-3024 Internet : <http://www.icc.co.th> E-mail : www@icc.co.th



Ref. No. (Kor) Bor Chor. 069/2550

April 23, 2007

Subject : Resolution of the 42nd General Shareowners' Meeting 2007

Attention : Director and Manager of Stock Exchange of Thailand

According to the 42nd General Shareowners' Meeting 2007 held on April 23, 2007, following resolutions were passed :

1. To approve the minutes of the 41st General Shareowners' Meeting 2006 held on April 24, 2006.

Total number of shares attending the meeting 262,161,120 shares representing 90.20%.

The company's paid-up shares are 290,633,730.

- Approve 262,161,120 shares equivalent to 100.00% of shares attending the meeting
- Disapprove 0 shares equivalent to 0% of shares attending the meeting
- Abstain 0 shares equivalent to 0% of shares attending the meeting

2. To acknowledge the Board of Directors' reports and the 2006 Company operation published in the 2006 Annual Report.

3. To approve the Financial Statements and the Auditor' s Reports as of December 31, 2006 (as per the submitted document Ref. No. (Kor) Bor Chor. 026/2550 dated February 27, 2007 Subject : To submit a copy of the audited 2006 Financial Statements)

Total number of shares attending the meeting 262,161,120 shares representing 90.20%.

- Approve 262,161,120 shares equivalent to 100.00% of shares attending the meeting
- Disapprove 0 shares equivalent to 0% of shares attending the meeting
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4. To approve an appropriation of the earnings.

- 4.1 Payment of 2006 dividend for the business operation from January 1 - December 31, 2006 at

Baht 1.00 per share for the total of 290,633,730 shares amounting to Baht 290,633,730.- (Baht two hundred ninety million six hundred thirty three thousand seven hundred and thirty only). Payment will be made on May 22, 2007.

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4.2 Not to appropriate any additional statutory reserve, as the correct amount has already been completely reserved in accordance with the Company's Articles of Association.

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4.3 To appropriate the general reserve at 10% of the 2006 net profit at the amount of Baht 73,341,134.67 (Baht seventy three million three hundred forty one thousand one hundred thirty four and sixty seven satang).

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5. To approve an election of directors to replace the directors who resigned in due course and to determine directors' remuneration.

5.1 To approve an election of directors who resigned in due course to resume their position for the year 2007 . They are 1. Som Chatusripitak Ph.D. 2. Mr. Amorn Asvanunt 3. Mrs. Daranee Manawanitjarern 4. Mr. Thammarat Chokwatana

Total number of shares attending the meeting 262,179,570 shares representing 90.21%.

Name of directors	Type of directors	Approve (%)	Disapprove (%)	Abstain (%)
1. Som Chatusripitak Ph.D.	Board of Director	262,179,570 votes (100.00%)	0 votes (0%)	0 votes (0%)
2. Mr. Amorn Asvanunt	Board of Director	262,179,570 votes (100.00%)	0 votes (0%)	0 votes (0%)
3. Mrs. Daranee Manawanitjarern	Board of Director	262,179,570 votes (100.00%)	0 votes (0%)	0 votes (0%)
4. Mr. Thammarat Chokwatana	Board of Director	262,179,570 votes (100.00%)	0 votes (0%)	0 votes (0%)



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Followings are the name list of the Board of Directors for the year 2007 :

1. Som Chatusripitak Ph.D.
2. Dr. Boonsithi Chokwatana
3. Dr. Boonkiet Chokwatana
4. Thiraphong Vikitset Ph.D. (Independent Director and Chairman of the Audit Committee)
5. Mr. Amorn Asvanunt (Independent Director and Audit Committee Member)
6. Police.Gen. Somchai Prabhasabhakdi (Independent Director and Audit Committee Member)
7. Pol.Lt.Gen. Amarin Niemskul (Independent Director and Audit Committee Member)
8. Mr. Manu Leelanuwatana
9. Mrs. Daranee Manawanitjarern
10. Mr. Vira Ua-Arak
11. Mr. Thammarat Chokwatana

Authorization of directors has been set up that two out of the following seven directors shall co-sign and affix the company's seal :

- | | |
|---------------------------------|-----------------------------|
| 1. Som Chatusripitak Ph.D. | 2. Dr. Boonsithi Chokwatana |
| 3. Dr. Boonkiet Chokwatana | 4. Mr. Manu Leelanuwatana |
| 5. Mrs. Daranee Manawanitjarern | 6. Mr. Vira Ua-Arak |
| 7. Mr. Thammarat Chokwatana | |

- 5.2 To approve the directors' remuneration within the same amount as the last year of not exceeding Baht 20 million per year. This excludes compensation or benefits that directors are entitled to receive as being employees of the company and shall be in effect every year until any further changes. The allocation should be managed under the responsibility of the Remuneration Committee.

Total number of shares attending the meeting 262,179,570 shares representing 90.21%.

- | | | | | | |
|--------------|-------------|--------|---------------|---------|---------------------------------|
| - Approve | 262,179,570 | shares | equivalent to | 100.00% | of shares attending the meeting |
| - Disapprove | 0 | shares | equivalent to | 0% | of shares attending the meeting |
| - Abstain | 0 | shares | equivalent to | 0% | of shares attending the meeting |



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6. To approve an appointment of Ms Somjintana Polhiranrat and/or Mrs. Vilairat Rojnuckarin, certified public accountants with registration No. 5599 and/or 3104 from The Office of DIA International Auditing to be the Company's Auditors for the year 2007 and determine their remuneration as follows :

Annual auditing fee	Baht	555,000.-
Quarterly reviewing fee (105,000 * 3)	Baht	<u>315,000.-</u>
Total	Baht	<u>870,000.-</u>

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7. To approve the amendment of the Company's Memorandum of Association No. 3 to alter some details of nine objectives (No. 1 (j), No. 11, No. 12, No. 13, No. 14, No. 24, No. 45, No. 50 and No. 51), as well as to add more five numbers of objectives from 56 to the total of 61 items.

Following are nine amended objectives No. 1 (J), No. 11, No. 12, No. 13, No. 14, No. 24, No. 45, No. 50 and No. 51 :

(1) To conduct business on purchase, sell, distribute, sell with right of redemption of goods and products in Thailand, or to import or export the following products.

j. Machinery, engines, labour-saving devices, molds, hardwares, mechanical equipment, computers, softwares, printers, all kinds of computer equipment, typewriters, calculators, accounting machines, computers, generators, electric appliances, refrigerators, air-conditioners, fans, electric rice cookers, irons, pumps, heaters, coolers, kitchen utensils, ironware, copperware, bronzeware, sanitary products, household equipment, furniture, all types of car, motorcycles, bicycles, airplanes, trains and all other vehicles, hydroplanes, helicopters, gliders, flying boats, any kinds of vessel, all kinds of electrical equipment and appliances, temperature-controlled machines and equipment used in industrial work, safety instruments, tools and instruments for making air and land maps, meteorological tools and instruments, scientific instruments, fishery tools and instruments, tools and instruments for navigation of all marine and aircraft, all communication and electronic instruments, all kinds of satellite-communications equipment, mobile phone and accessories, lifts, escalators, safety doors, safes, instruments for safety and stability as well as spare parts, components and equipment thereof.



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(11) To conduct business of contractor, construction, design and drawing on all kinds of construction and engineering work, giving consultation on technical field and others of the same kind, construction of the building, apartment, commercial building, residential building, office, road, bridge, dam, tunnel, including all kinds of construction and civil work.

(12) To conduct advertising and PR business, advertising and PR planning, design, consult, operate and conduct all kinds of advertising and PR business, including to produce program via TV, radio and all kinds of mass media, as well as to organize exhibition room and trade exhibition.

(13) To establish, own and carry on the business of purchase, sale, hire, assembly, decoration, management and operation of factory, hotel, resort, residential house, restaurant, bar, nightclub, karaoke, perform VDO and television show, bowling, plaza, all kinds of market to sell fresh and dry foods including non-food products, consumer goods, and all kinds of products for whole sale and retail, traditional and modern massage parlour, theater and other house of entertainment, resort, sports stadium, swimming pool and all types of entertainment business.

(14) To carry on the knowledge business and/or to give knowledge on beauty, beautification, facial make-up, modelling, including the establishment of such school (after being approved by the authorized office).

(24) To carry on the business of purchase, sale and exchange of all foreign currencies (after being approved by the authorized office).

(45) To carry on the business of production, purchase, sale, hire, hire-purchase, sale with the right of redemption, pledge, mortgage, let, purchase or sale by installment payment of various movable properties being machinery, engines, labour-saving devices, molds, hardware, mechanical tools, typewriters, computers, softwares, printers, all kinds of computer equipment, calculator, accounting machines, computers, generators, electric appliances, refrigerators, air-conditioners, fans, electric rice cookers, irons, pumps, heaters, coolers, kitchen utensils, ironware, copperware, bronzeware, sanitary products, household equipment, furniture, all types of car, motorcycle, bicycle, airplane, train and all other vehicles, hydroplanes, helicopters, gliders, flying boats, any kinds of vessel, all kinds of electrical equipment and appliances, temperature-controlling machines and equipment used in the industrial work, safety instruments, tools and instruments for making air and land maps, meteorological tools and instruments, scientific instruments, fishery tools and instruments, tools and instruments for navigation of all kinds of marine and aircraft, all electronic and satellite-communication instrument, lift, escalator, safety door, safe, instrument for safety and stability as well as spare parts, components and equipment thereof, construction material, tool and equipment for construction, house and office, furniture, durable articles, all mechanical instruments, paint, painting tools, all materials for decoration of building as well as agricultural equipment, fertilizer and agricultural products, rubber products,



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canvas, plastic clothes, sponge, leathers, sporting instruments, hardware, aluminium, plastic, paper and/or products which are made of the afore-mentioned materials whether they are in the nature of raw materials or processed materials, office appliances, factory appliances, household appliances, personal appliances, kitchen utensils, decorative materials, cars, motorcycles, motorboats, vehicles, engines, all machines, spare parts, vehicle equipment, all engines of such machinery, mobile phones and accessories, as well as all communication and telecommunication instruments, all construction materials, all equipment and spare part of electric appliance, computer and all accessories, minerals, metal, silver, gold, various precious stones, garments, ornaments, beautification materials and equipment, such as wigs, etc., models as well as other decorative equipment, medicine, vitamins, medical products, chemicals, medical instruments and equipment for medical treatment, hardware, aluminium and/or plastic, furniture, durable articles, agricultural equipment and products, fire extinguisher and safety instruments with all accessories, sewing machines and spare parts concerning sewing, equipment and spare parts concerning movie projection as well as various video tapes, equipment and instruments concerning various studies and researches, sanitary products and accessories, musical instruments and accessories, typewriter, photocopier, copying machine as well as relating equipment and spare parts.

(50) To conduct business on constuction of house, apartment, residential building, commercial building or condorminium for hire, hire-purchase and sale together with the land, soil filling, design and calculation of constuction work, architecture, including to perform all activities to allocate the building, premises or land in compliance with the condominium act.

(51) To conduct immovable asset development business including to purchase, sell or allocate the land into small plots with or without premises for hire, hire-purchase and sale.

Five additional objectives are as follows :

(57) To conduct electronic commerce business.

(58) To conduct business of data receiving and sending center or product or service information from one party to another via call center, electronics, computer network, documents, publication media, and all kinds of media.

(59) To provide public service, electricity, water supply, air-conditioning, telephone, internet, parking area and others, including cleaning service, decoration, repair, maintenance on electricity, water supply, air-conditioning, telephone, internet, parking area and other public services both inside and outside the building, apartment, resort, residential house, commercial building, office building, office and condominium.

(60) To provide security service for individual or all kinds of assets.



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(61) To conduct other businesses or performances of the company which may be undertaken in the future, or to be obliged for such accomplishment, as well as to add more objectives or amend the said objectives in the future.

And also to authorize the Board of Directors to amend any statements or wordings of the objectives as the said-amended, or suggested by the public limited company registrar of the Business Development Department, Ministry of Commerce to comply with the resolutions of the meeting.

Total number of shares attending the meeting 262,179,570 shares representing 90.21%.

- Approve	262,179,570	shares	equivalent to	100.00%	of shares attending the meeting
- Disapprove	0	shares	equivalent to	0%	of shares attending the meeting
- Abstain	0	shares	equivalent to	0%	of shares attending the meeting

Please kindly be informed accordingly,

Faithfully yours,

(Dr. Boonkiet Chokwatana)

President