

Board of Directors

The Company appoints no less than 5 Directors (in compliance with the Public Company Act) to be on the Board with the following qualifications:

1. Is a natural person
2. Has attained legal age
3. Not being bankrupt, incompetent or quasi-incompetent
4. Has never served any prison term by a final judgment of a court for misconduct from fraudulent acquisition
5. Has never been expelled or dismissed from the civil service or from government organizations or agencies for fraud.

The Company's Board of Directors consists of 11 members as follows:

- | | |
|--|-----------|
| - Non-executive Directors | 3 persons |
| - Audit Directors (independent director) | 4 persons |
| - Executive Directors | 4 persons |

The Structure of Board of Directors and administration has been established with an auditing practice and appropriate balance of power for non-executive directors.

The Board of Directors consists of 4 independent directors, or 36.36 % of the entire Board which is higher than the stipulated standard (one third or 33.33%) by the Capital Market Supervisory Board.

The Board of Directors consists of 4 independent audit directors with duties and responsibilities as stipulated by regulations of the Stock Exchange of Thailand with knowledge and experience in auditing the credibility of financial statement, including other duties as being concurrently on the Audit Committee.

Furthermore, there are 2 directors on the Board who are non-executive directors with related business experience.

Name list and position including number of meetings and attendance are shown on page 88-89 of this annual report.

Profile of directors is shown on page 12-21 of this annual report

Tenure of the company's directors, executives and authorized persons in the related companies can be observed on page 90-93 of this annual report

The Authority of Board of Directors

Two out of the following seven directors shall co-sign and affix the company's common seal :

1. Mr. Boonsithi Chokwatana
2. Mr. Boonkiet Chokwatana
3. Mr. Thamarat Chokwatana
4. Mr. Manu Leelanuwatana
5. Mr. Somphol Chaisiroj
6. Ms. Munchusa Terapongpipat

7. Mrs. Kobsuk Saengsawad

All directors and management have no disqualified characteristics and no criminal records.

Company Secretary : Mrs. Duangrudee Milintanggul

Roles, Duties, and Responsibilities of the Board of Directors

The Board of Directors, consisting of knowledgeable, capable, and diversely-experienced individuals, with expertise that benefit the Company. The Board possess full understanding of their role, obligations, responsibility and leadership, including in terms of defining a clear vision for the company. They have complete independence in expressing their opinions and decision-making, so as to ensure business is conducted in order to achieve company objectives which optimize benefits to the company and shareowners. The Board of Director administrates the company by defining corporate Vision / Mission, Objectives, Strategies, Execution plans included Financial plans in order to achieve the set targets. Good corporate governance is also used as a business management tool to increase added value to the business and shareowners.

The Company's Board of Directors monitor administrative performance of the Management team through a policy that assesses progress of work and the company's business performance, as well as the share ownership of Directors and executives, all of which is to be reported to the Board meeting on a monthly basis. At the same time, it is also incumbent on the Board of Directors to approve the following year's corporate vision/mission, targets, strategies, plans and budget.

The Board and corporate management have performed in the best interests of the company and shareholders under the current well-defined, balanced and auditable administrative structure.

In the past year, there was no record stating that the Company

- committed any gross violation;
- committed any fraudulent and unethical conduct;
- had any case that a non-executive director resigned due to any corporate governance issue;
- had any case bearing negative impact on reputation due to failure in the discharge of duties as a member of the Board of Directors.

Executive Directors

As of 31 December 2016, the Company has 19 executives. The list of executives and their respective responsibilities, shareholding and meetings of the Board of Directors are shown on Page 88-89 in this annual report.

Their resumes are on Pages 12-21 in this annual report.

Company's Secretary

In order to provide efficient administration in accordance with the policy on good corporate governance, the Company has appointed Mrs. Duangrudee Milintanggul, who possesses the required qualifications and appropriate experience, to be responsible as Company Secretary as of September 1, 2009.

The Company Secretary has duties and responsibilities as follows:

1. To provide primary advice to the Board of Directors concerning legal matters, Company's rules and regulation including monitoring its operation to ensure compliance. In addition, she would report significant changes (if any) to directors as well.

2. To coordinate between the Board of Directors and management, provide supervision and coordination on legal matters including relevant rules & regulations, as well as to monitor and ensure that appropriate actions are taken according to the Board's resolutions.

3. To hold Shareowners' and the Board of Directors' meetings in compliance with the relevant laws, Company's Articles of Association and other normal practices.

4. To record the minutes of Shareowners' and the Board of Directors' meetings and monitor the implementation of such resolutions.

5. To coordinate with responsible agencies in charge of the SEC and SET, and take charge of disclosure and reporting of information to the public, in so far as regulations of the SEC and SET are concerned and legally binding

6. To provide and keep the following documents;

- Directors registration
- Invitation letter and Minutes of the Board of Directors' meeting
- Invitation letter and Minutes of Shareholders' meeting
- Report on the trading of Company shares by Directors and Executives
- Annual report
- Form 56-1

7. To keep and maintain reports of interests submitted by the Directors or Executives, as well as send copies to the President and Chairman of the Audit Committee within 7 days from the day of receipt.

8. To organize orientation and provide guidance to newly-appointed board members.

9. To communicate with general shareowners to ensure that shareowners have complete and continual knowledge and understanding of their rights including access to the Company's news and information.

10. To undertake other responsibilities as regulated by SEC and assigned by the Company.

Profile in brief :

Name-Surname :

Mrs. Duangrudee Milintanggul

Education:

Bachelor in Business Administration & Economics, Kasetsart University

Training Background :

1. Company Secretary Program (CSP 31/2009)
2. Financial Statements for Directors (FSD 6/2009)
As organized by the Institute of Directors (IOD)
3. Registered Lead Auditor (QMS, EMS, SA 8000)
IRCA, UK

Work Experience :

Present

1. Member of the Corporate Governance Committee
2. Member and Secretary of the Risk Management Committee
3. Corporate System Development Manager
4. Quality Management Representative (ISO 9001)
5. The Company's Secretary and Investor Relations
6. The Secretary of the Company's Audit committee

Former

- | | |
|-----------|--|
| 1989-1995 | Sales & Marketing ; Bayer Thai Co., Ltd. |
| 1995-2002 | Registered Auditor (QMS, EMS, SA 8000);
SGS (Thailand) Ltd. |
| 2002-2003 | Registered Auditor (QMS, EMS, SA 8000);
RWTUV (Thailand) Ltd. |

Remuneration Directors and Executives

1. The 2016 monetary remuneration for the operating year 2015

- (a) Remuneration for directors of the board including gratuity, conference allowance and director fee. (A)
Remuneration for directors of sub-committees including conference allowance. (B)

Name	Position	Remuneration Directors * (Baht)			
		(A) Board of Directors	(B) Audit Committee/ Corporate Governance Committee	(B) Remuneration Committee/ Nomination Committee/ Risk Management Committee	Total
1. Som Chatusripitak, Ph.D.	Chairman	3,470,000			3,470,000
2. Boonsithi Chokwatana	Honorary Advisory Director	1,388,000		16,000	1,404,000
	Advisor to the Executive Board of Directors				
	Nomination Chairman				
3. Boonkiet Chokwatana	Chairman	1,396,000		32,000	1,428,000
	Executive Chairman				
	Remuneration Chairman				
	Nomination Director				
4. Thiraphong Vikitset, Ph.D.	Audit Chairman and Independent Director	546,000	120,000		666,000
5. Thamarat Chokwatana	Managing Director	1,088,000		104,000	1,192,000
	Vice Executive Chairman				
	Remuneration Director				
	Nomination Director				
	Risk Management Director				
6. Amorn Asvanunt	Independent Director and Audit Committee Member	488,000	88,000	72,000	648,000
	Risk Management Director				
7. Nophorn Bhongsvej	Independent Director and Audit Committee Member / Corporate Governance Committee Chairman	496,000	120,000		616,000
8. Duangphorn Sucharittanuwat	Independent Director and Audit Committee Member	496,000	96,000		592,000
9. Manu Leelanuwatana	Director / Nomination Director	496,000		16,000	512,000
10. Vira Ua-Arak	Director	496,000			496,000
11. Somphol Chaisiriroj	Director	788,000			788,000
	Total	11,148,000	424,000	240,000	11,812,000

Remark : * Number of meetings attended by Directors of the Board and executives are based on their year of service since being elected during the shareowners' meeting, by taking into account of the meeting date which regularly falls in April of every year.

- # 1. Resigned from the position of Chairman on 31 May 2016
2. Became Honorary Advisory Director Counsel on 31 May 2016
3. Became Chairman of the Board of Directors on 31 May 2016
10. No longer Director as of 25 April 2016

(b) Remuneration for the executive directors and the first 4 directors of the executive board ranking from the Managing Director and all other executives equivalent in rank to the 4th executive, totaling 19 persons amounted to Baht 70,770,550 including salary, gratuity, allowance and conference allowance.

2. Other remuneration
 - Other remuneration for directors - None -
 - Other remuneration for executives

Provident Fund

The Company and employees have jointly set up a Provident Fund according to the Provident Fund Act of 1987 on June 3, 1996 with the registration No. 41/2539. The Company has authorized a certified fund manager to manage the Fund by withholding from the employees' payroll and Company contribution. Employees will receive their eligible portions upon legitimate separation from the Company.

Criteria in considering directors' remuneration are as follows :

1. To perform the duties of Company's director (Member, Board of Directors)
 - Annual Remuneration (Gratuity) paid to every director.
 - Conference Allowance paid to attending directors.
 - Chairman 10,000 baht / meeting
 - Director 8,000 baht / meeting
 - Director fee (only paid to the Chairman)
2. To perform the duties of Director of the Audit Committee.
 - Conference Allowance paid to attending directors.
 - Chairman 10,000 baht / meeting
 - Director 8,000 baht / meeting
3. To perform the duties of Director of the Remuneration Committee, Nomination Committee, Corporate Governance Committee and Risk Management Committee conference allowance shall be paid to attending directors at Baht 8,000 each per meeting.

Benefits, Shares, Debentures awarded to Directors by the Company in 2016

- None -

Other privileges awarded to Directors by the Company

- None -

Details reported to the Company by Directors

Direct or indirect profits or losses as a result of any agreement made by the Company during the accounting year.

- None -

Shares held by Directors and Executives in the Company and in affiliated companies

- Shares held by Directors and Executives in the company (including shares held by their spouse and children who are still minors) increase / decrease during the past year as Shareowning of Directors and Executive on page 87 of this annual report
- Shares held by Directors in affiliated companies.
 - None -

Human resources

As of 31 December 2016, the Company has 7,002 employees and makes payments of 1,960,210,331 Baht in annual salary, commission, transportation cost, allowance, overtime, incentive and bonus.

Number of employees and remuneration

Description	Number of employees	Remuneration (Baht)
Office Staffs	1,960	815,933,051
Sales persons	5,042	1,144,277,280
Total	7,002	1,960,210,331

Significant change in the number of personnel or major labor dispute in the past 3 years - None -

Policy in human resource development

Employees are a valued resource and the major driving force which will enable the organization to achieve success. Which is why the company will always strive to strengthen, train and develop knowledge and capabilities, in addition to allowing employees to play a role in determining the direction and development of the company. This is achieved through the introduction of IT and communications technology in the process of recruiting new human resources and the development of employees. Also featured is the continued support of career advancement, and enhancing the potential of employees. The target "Strive to be a leading company of the Thai people with business operations on par to international standards, focusing on creating innovation and developing the company through the reliance on ethics and morals leading to a sustainable future".

The policy of strengthening and supporting the development of employee potential in the organization, in terms of their thinking and concrete actions, under the company's beliefs that all employees should be prepared for future expansion of company business is illustrated by human resource development courses catering to their specific job descriptions, sales development courses, language skills courses, leadership training courses, and self-learning systems are offered through multimedia communications systems of the company.

Therefore, every course curriculum designed to develop employees based on their job positions and responsibility at ICC includes 7 principle thoughts in achieving success which will enable them to work and achieve success on a personal level, other people, organization and country. Also included is the enhancement of knowledge and skills sets that will enable them to pass on their knowledge and expertise to the next generation.

Employees Development Policy and Activities as stated in Sustainability Report 2016 of the Company.

Shareowning of Directors and Executives

Name	December				Increase (Decrease)
	2016		2015		
	Shareowning		Shareowning		
	Directors / Executives	Spouse / Minor Children	Directors / Executives	Spouse / Minor Children	
1. Som Chatusriptak Ph.D.	-	-	-	-	-
2. Boonsithi Chokwatana	6,558,940	-	6,558,940	-	-
3. Boonkiet Chokwatana	4,264,340	167,790	4,029,340	167,790	235,000
4. Thamarat Chokwatana	1,787,210	64,501	322,110	64,501	1,465,100
5. Thiraphong Vikitset Ph.D.	-	-	-	-	-
6. Amorn Asvanunt	-	-	-	-	-
7. Duangphorn Sucharittanuwat	-	-	-	-	-
8. Nophorn Bhongsvej	-	-	-	-	-
9. Manu Leelanuwatana	-	12,440	-	12,440	-
10. Vira Ua-Arak	-	-	612,320	-	(612,320)
11. Somphol Chaisiroj	63,340	-	63,340	-	-
12. Munchusa Terapongpipat	12,510	-	102,510	-	(90,000)
13. Kobsuk Saengsawad	1,420	-	-	-	1,420
14. Khanisorn Suyanand	540	-	540	-	-
15. Ramida Russell Maneesatiean	10,000	-	10,000	-	-
16. Kityaporn Chaithavornsathien	5,985,160	-	7,450,260	-	(1,465,100)
17. Bussabong Mingkwanyeon	680	-	680	-	-
18. Viritpol Chaithavornsathien	-	-	-	-	-
19. Somkid Chakawannorasing	99,050	-	99,050	-	-
20. Nonglaks Techaboonanek	-	-	-	-	-
21. Pranot Vesaruchavit	-	-	-	-	-
22. Chailert Manoonpol	1,460	-	1,460	-	-
23. Pennapha Dhanasarnsilp, Ph.D	6,100	10,000	6,100	10,000	-
24. Pairoj Hirunwongsawang	6,970	-	6,470	-	500
25. Nattapat Petchratanaporn	10,000	-	35,000	-	(25,000)
26. Surat Wongrattanapassorn, Ph.D.	20,000	-	20,000	-	-
27. Sawat Posinsomwong	-	-	-	-	-
28. Nichapa Piriypokin	1,220	-	-	-	1,220
Total	18,828,940	254,731	19,318,120	254,731	(489,180)

- Note:
- # 1 is no longer a Director since 31 May 2016
 - # 10 is no longer a Director since 25 Apr 2016
 - # 12 was promoted to be a Director on 25 Apr 2016
 - # 13 was promoted to be a Director on 25 Apr 2016
 - # 28 was promoted to be a Vice President Div. T on 1 Sep 2016

Chart displaying Directors and Executives's position and attendance to the meetings

Name	Office period of company's Directors (end Dec31, 16) (Year)	Position							Executive Committee (EC)
		Board of Directors (BOD)	Audit Committee (AC)	Remuneration Committee (RC)	Nomination Committee (NC)	Risk Management Committee (RMC)	Corporate Governance Committee (CG)		
1. Som Chatusripitak, Ph.D.									
2. Boonsithi Chokwatana	25	Honorary Advisory Director			Chairman				Advisor to the Executive Board of Directors
3. Boonkiet Chokwatana	43	Chairman		Chairman	✓				Executive Chairman
4. Thiraphong Vikitset, Ph.D.	17	✓	Chairman						
5. Thamarat Chokwatana	17	President and Vice Executive Chairman		✓	✓	✓			President, Vice Executive Chairman and Vice President Div.G,X
6. Amorn Asvanunt	36	✓	✓			Chairman			
7. Nophorn Bhongsvej	2	✓	✓				Chairman		
8. Duangphorn Sucharittanuwat	5	✓	✓						
9. Manu Leelanuwatana	12	✓			✓				
10. Somphol Chaisiroj	7	✓							
11. Munchusa Terapongpipat	8 mth	✓		✓	✓	✓	✓		Vice President Company Administration Div.
12. Kobsuk Saengsawad	8 mth	✓							
13. Vira Ua-Arak									
14. Ramida Russell Maneesatien									Vice President Div. B
15. Bussabong Mingkwanyeon									Vice President Div. H
16. Somkid Chakawannorasing									Vice President Div. J
17. Nonglaks Techaboonanek									Vice President Div. M, O
18. Chailert Manoopol									Vice President Div. S
19. Pennapha Dhanasarnslip, D.B.A.									Vice President Div. V
20. Nattapat Petchratanaporn						✓	✓		Vice President Accounting Finance Div.
21. Surat Wongratanapassorn, Ph.D.									Vice President Information and Technology Div.
22. Khanisorn Suyanand									
23. Kityaporn Chaithavornsathien									
24. Viritpol Chaithavornsathien									
25. Pranot Vesaruchavit									
26. Nichapa Piriyapokin									
27. Sawat Posinsomwong									
28. Pairoj Hirunwongsawang						✓			
29. Pitacha Poosunthornsri						✓			
30. Duangrudee Milintanggul						✓	✓		
Total		11	4	3	5	7	4		12

- Notes :
- # 1 is no longer a Chairman since 31 May 2016
 - # 10 is no longer a member of Executive Committee nor a Vice President Div.W since 1 Jul 2016
 - # 11 has taken the office as a member of the BOD since 25 Apr 2016
 - # 12 has taken the office as a member of the BOD since 25 Apr 2016
 - # 13 is no longer a member of the BOD since 25 Apr 2016
 - # 23 is no longer a member of Executive Committee since 31 May 2016
 - # 26 was promoted to be a Vice President Div. T since 1 Sep 2016
 - # 27 was promoted to be a Vice President Div. W since 1 Jul 2016

- (A) Company's executives as announced by The Securities and Exchange Commission (SEC)
- (B) Number of meeting attended by the Board of Directors and Executives are based on their year of service since being elected during the shareowners' meeting by taking into account of the meeting date which regularly falls in April of every year

(A) Executives	(B) Attendance to the Meetings								Attendance to the 51 st shareowner's meetings 2016
	BOD's meeting 12 meetings/year	AC's meeting 12 meetings/year	RC's meeting 2 meetings/year	NC's meeting 2 meetings/year	RMC's meeting 9 meetings/year	CG's meeting 3 meetings/year	EC's meeting		
							Primary Meeting 31 meetings/year	Secondary Meeting 24 meetings/year	
	12/12								✓
✓	11/12			2/2			31/31		✓
✓	12/12		2/2	2/2			30/31	11/11	✓
✓	12/12	12/12							✓
✓	11/12		2/2	2/2	9/9		27/31	21/24	✓
	11/12	11/12			9/9				✓
	12/12	12/12				3/3			✓
	12/12	12/12							✓
	12/12			2/2					✓
✓	11/12		2/2	2/2	9/9	3/3	31/31	24/24	✓
									✓
✓	12/12								✓
✓							28/31	22/24	✓
✓							29/31	23/24	✓
✓							23/31	21/24	✓
✓							29/31	23/24	✓
✓							29/31	23/24	✓
✓							24/31	17/24	✓
✓							30/31	23/24	✓
✓					8/9	3/3	27/31	23/24	✓
✓							30/31	24/24	✓
Vice President Div. A									✓
Vice President Div. D							18/31	14/24	
Vice President Div. I									
Vice President Div. R									✓
Vice President Div. T									
Vice President Div. W									✓
Vice President Sales Administration Div.					9/9				✓
					9/9				✓
						3/3			✓
19									27

