

**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE**  
**I.C.C.INTERNATIONAL PUBLIC COMPANY LIMITED**

**1. Objective**

The Corporate Governance Committee was established to support the Board of Directors and the Executive Committee in all aspects of good corporate governance, especially in overseeing operation activities so as to achieve set objectives and targets. This will create added value and confidence for shareowners and stakeholders in every sector.

**2. Components and Qualifications**

The Corporate Governance Committee must consist of at least 3 persons, namely Chairman and directors of the Committee.

The Board of Directors shall appoint Company Directors and/or other persons including officers and/or employees of the Company to take up such positions, provided that they have sufficient corporate governance knowledge and experiences.

**3. Tenure**

3.1 Each term of a member of the Corporate Governance Committee is 1 year following the date of the appointment. Upon expiration of the term and the Board of Directors has yet to name an appointee to the Committee, then the incumbent member must continue to perform their duties until the Board of Directors appoints a new committee to replace the one whose term has expired. The appointment must be made within 3 months since the term of the former committee expires. Nevertheless, any member of Corporate Governance Committee whose term has expired can be reappointed.

3.2 In case the position of Corporate Governance Committee is vacant due to reasons other than expiration of term with at least 2 months term remaining, the person who takes up such position of Corporate Governance Committee will stay only for the remaining term of the member whom he/she replaced.

3.3 Members of the Corporate Governance Committee shall be discharged from their position when:

- (A) their term period expires;
- (B) they are dismissed or no longer an employee of the Company;
- (C) death; or
- (D) they are no longer Director of the Company.

3.4 The Company shall be notified one month in advance in case a member of the Committee resigns before his/her term expires together with appropriate reason.

#### **4. Meeting**

##### **4.1 Agenda**

Specify date, time, place and meeting agenda at least seven days in advance with sufficient supporting documents and prepare meeting report in writing.

##### **4.2 Number of Meetings**

The Corporate Governance Committee meeting must be held at least twice a year while an extraordinary meeting can be organized in case of special requirement.

##### **4.3 Meeting Participants**

A Corporate Governance Committee Meeting must be attended by at least half of the members to be considered as a quorum. Any relevant persons can be invited to participate in the meeting and to provide related information. In case the Chairman of the Committee is absent or cannot carry out his/her duty, the members present at the meeting shall select one member as the Meeting Chairman.

##### **4.4 Voting**

Resolution of the Corporate Governance Committee Meeting is passed by a majority of votes by the directors who attend the meeting. One director has one vote. Nevertheless, a director who may have conflict of interest in the matter under consideration, has no right to voice his/her opinion or vote on that matter. In case the votes cast are equal, the Chairman shall have an additional vote which shall be the final vote.

#### **5. Operational Authority**

5.1 To be empowered to invite any related executives or employees to present their opinion, participate in meetings or submit documents as deemed necessary.

5.2 Seek for advice from the Company specialists or consultants (if any) or, if necessary, employ external consultants or specialists at the Company's expenses.

5.3 To be empowered to appoint a working team to implement corporate governance policy through out the organization.

**6. Duties and Responsibilities**

- 6.1 Stipulate, review and improve Corporate Governance Policy, Business Ethics and Code of Conduct Policies for Company directors, executives and employees, including Anti-corruption Policy and other regulations to conform with changes in business, related rules, regulations, announcements and relevant laws, on a continuous basis.
- 6.2 Establish guidelines in compliance with Good Corporate Governance Policies and the Anti-corruption Policy as well as to follow up and evaluate their implementation.
- 6.3 Encourage and ensure that the Company Directors, executives and employees conform to Good Corporate Governance Policies and Anti-corruption Policy.
- 6.4 Review and amend the Charter of the Corporate Governance Committee and present to the Company Board of Directors for consideration and approval.
- 6.5 Other operations as assigned by the Board of Directors.

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The Charter of the Corporate Governance Committee has been approved by the 5/2558 Board of Directors Meeting on September 22, 2015 and is effective as from September 22, 2015 onwards.

Som Chatusripitak  
(Som Chatusripitak Ph.D)  
Chairman of the Company Board

Nophorn Bhongsvej  
(Mr Nophorn Bhongsvej)  
Chairman of Corporate Governance