

Ref.No. thor bor 037/2557

November 25, 2014

Subject : To authorize shareowners to propose agenda and/or to nominate candidate(s) to be elected as director(s) in the General Shareowners' Meeting 2015

Attention : Director and Manager of the Stock Exchange of Thailand

To comply with the corporate good governance policy, I.C.C. International Public Company Limited has authorized shareowners to propose agenda and/or to nominate candidate(s) to be elected as director(s) prior to the 50th General Shareowners' Meeting 2015 in accordance with the Company's criteria, which shall be publicized via the Company's website (<http://www.icc.co.th>). Submission of the above agenda by shareowners can be done from December 1 - 30, 2014 so that the Company can further proceed to any necessary matters.

It would be highly appreciated if you could pass this information to the shareowners and all concerned people.

Yours sincerely,

(Mr. Boonkiet Chokwatana)

President and Executive Chairman

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 50th General Shareowners' Meeting 2015

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 50th General Shareowners' Meeting 2015. This is aimed to further include them in the meeting agenda according to the following 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:

- 2.1 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 (at present not less than 14,531,687 shares).
- 2.2 Shareowner under No. 2.1 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

3.1 Share ownership evidence

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

3.2 Shareowner identification documents

3.2.1 In case of an ordinary person

- ♦ Thai nationality
 - A valid copy of an I.D. card or government official card, or driving license with signature.
- ♦ Foreigner
 - A valid copy of a foreigner I.D. card, or passport, or document using in place of passport with signature.

3.2.2 In case of a juristic person

- A copy of juristic person certificate issued by the Business Development Department, Ministry of Commerce, not exceeding 1 month validity (as of the voting date) 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 foreigner I.D. card, or document using in place of passport of the authorized person with signature.

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

- ◆ 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 foreigner I.D. card, or document using in place of passport of the authorized person with signature.
- ◆ 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 foreigner I.D card, or document using in place of passport of the authorized person with signature.

of

4. Proposing an agenda to the General Shareowners' Meeting

Qualified shareowner with appropriate documents as required under item No. 2 and 3 can submit the proposed agenda to the General Shareowners' Meeting with following procedures :

4.1 Submission procedure

- 4.1.1 The form can be downloaded from the company's website <http://www.icc.co.th> and complete the form : Proposing an agenda to the 50th General Shareowners' Meeting 2015 (Form A) with signature.

4.1.2 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 consolidated into one set, informing the name of one person acting as a liaison with the Company.

2/5 criteria

4.1.3 The form : Proposing an agenda to the 50th General Shareowners' Meeting 2015 (Form A) together with documents or evidences identifying shareowners as prescribed under No. 3 shall be sent to the Company (one copy for one agenda).

4.2 Consideration to propose an agenda to the General Shareowners' Meeting

4.2.1 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.

4.2.2 The correct and complete documents shall be submitted by the Company's Secretary to the Board of Directors for consideration on appropriation of the proposed agenda.

4.2.3 The approved subject shall be included in the agenda of the General Shareowners' Meeting 2014 which will appear in the invitation letter to the meeting together with the Board's opinion.

4.2.4 Disapproved subject shall be informed during the General Shareowners' Meeting 2015 together with reasons of refusal.

4.3 Subjects not to be included as the agenda of the meeting

4.3.1 Subjects 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.

4.3.2 Subjects relating to the Company normal business operation and allegation made without any reasonable cause for that suspicious business operation.

4.3.3 Subjects that are beyond authority of the Company to conduct in order to meet the expected results.

- 4.3.4 Subjects 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.
- 4.3.5 Subjects that are against laws or regulations of the government offices, 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.
- 4.3.6 Subjects which have already been executed by the Company.
- 4.3.7 Other subjects corresponding to the notification of the Capital Market Supervisory Board.

3/5 criteria

5. Nomination of candidate(s) to be elected as Director(s)

Qualified shareowner with appropriate documents as required under item No. 2 and 3 can nominate candidate(s) to be elected as the Company director(s) as following procedure :

5.1 Qualifications of Director/ Independent Director

- 5.1.1 To be a qualified person possessing none of the prohibited characteristics in accordance with laws and related notifications.
- 5.1.2 To have good knowledge, capability, with various working skills and experience beneficial for the Company's business.
- 5.1.3 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.

5.2 Submission procedure

- 5.2.1 The form can be downloaded from the company's website <http://www.icc.co.th> and complete the form : Nomination of Candidate to be elected as the Company's Director (Form B) with signature.
- 5.2.2 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 consolidated into one set with one person to be named to act as a liaison with the Company.

- 5.2.3 Complete the form: Profile of the Candidate to be elected as a director (Form C) attached with 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 foreigner I.D. card, a copy of passport (for a foreigner) with authorized signature of the candidate.
- 5.2.4 The form : Nomination of Candidate to be elected as the Company's director (Form B) and the form: Profile of the Candidate to be elected as a director (Form C), together with documents or evidences identifying shareowner as stated in article No. 3 should be sent to the Company (one set for one candidate).

4/5 criteria

5.3 Steps to consider the nomination of candidate(s) to be elected as Director(s)

- 5.3.1 An initial consideration shall be made by the Company's Secretary. In case any incomplete details and documents have been found, a notification will be sent to the shareowner for correction.
- 5.3.2 The complete proposed agenda shall be submitted by the Company's Secretary 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 name of the candidate for consideration during the General Shareowners' Meeting.
- 5.3.3 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 2015 which will appear in the invitation letter to the meeting together with the Board's opinion.
- 5.3.4 Disapproved candidate shall be informed during the General Shareowners' Meeting 2014.

6 The proposed agenda submission period

From December 1- 30, 2014, the signed documents and other evidences can be sent by registered mail to the following address, with postmarked date on the envelope being counted for:

Mrs. Duangrudee Milintanggul
The Company's Secretary

I.C.C. International Public Company Limited
530 Soi Sathupradit 58,
Bangpongpang Subdistrict, Yannawa District,
Bangkok 10120

7. For more information, please contact:

Mrs. Duangrudee Milintanggul
The Company's Secretary
Tel : 02-295-0688 E-Mail : duangm@icc.co.th

Or Mrs. Thanyaluck Wattanakularoj
The Office of the Board of Directors' Secretary
Tel : 02-295-0688 E-Mail : iccset@icc.co.th

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I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED

Proposing an Agenda to the 50th General Shareowners' Meeting 2015 (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)

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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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(In case of excess details, additional information in white paper can be attached).

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

4.1 **Share ownership evidence**

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

4.2 **Shareowner identification documents**

4.2.1 **In case of an ordinary person**

- ♦ Thai nationality
 - A valid copy of an I.D. card or government official card, or driving license with signature.
- ♦ Foreigner
 - A valid copy of a foreigner I.D. card, or passport, or document using in place of passport with signature.

4.2.2 **In case of a juristic person**

- A copy of juristic person certificate issued by the Business Development Department, Ministry

of

Commerce not exceeding 1 month validity (as of the voting date) 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 foreigner I.D. card, or document using in place of passport of the authorized person with signature.

4.2.3 In case of a foreigner (ordinary person or juristic person) appointing a custodian in Thailand

to act as depository agent

♦ Documents of foreign shareowner

- A power of attorney issued by shareowner to authorize custodian to propose agenda.
- A valid copy of passport or foreigner I.D. card, or document using in place of passport of the authorized person with signature.

♦ 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 foreigner I.D. card, or document using in place of passport 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 50th General Shareowners' Meeting 2015 (FORM B)

Date.....

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1. General Information

Name-Surname of the agenda proposer

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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 :

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Shareowning date(d/m/y) effective since

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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 :

4.1 Share ownership evidence

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

4.2 Shareowner identification documents

4.2.1 In case of an ordinary person

- ◆ Thai nationality
 - A valid copy of an I.D. card or government official card, or driving license with signature.
- ◆ Foreigner
 - A valid copy of a foreigner I.D. card, or passport, or document using in place of passport

with signature.

4.2.2 In case of a juristic person

- A copy of juristic person certificate issued by the Business Development Department, Ministry of Commerce, not exceeding 1 month validity (as of the voting date) 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 foreigner I.D. card, or document using in place of passport of the authorized person with

signature.

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

- ◆ 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 foreigner I.D. card, or document using in place of passport of the authorized person with signature.

♦ 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 foreigner I.D. card, or document using in place of passport of the authorized person with signature.

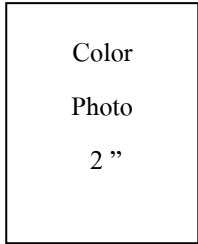
5. Certification

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 50th General Shareowners' Meeting 2015 (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
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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. 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
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(2) Training programs organized by Association of Thai Institute of Directors (IOD)

Course	Year of Attendance
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5. Working Experiences (Past - Present)

Years (from..... to.....)	Organization	Type of Business	Position
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6. Duties and Responsibilities under present Positions

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(In case of excess details, additional information in white paper can be attached).

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

Common Shareshares
 Name of spouseowning 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)
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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.	Verdict
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.....

10. Required documents certified by nominated candidates

- (1) Copy of valid National I.D. card
- (2) Copy of house registration
- (3) Copy of foreigner 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
(.....)