

CHARTER OF THE EXECUTIVE COMMITTEE
I.C.C. INTERNATIONAL PUBLIC COMPANY LIMITED

The Board of Directors fully recognize the importance of good corporate governance and, in compliance with Chapter 3/1 of the Securities and Exchange Act of B.E. 2535 (1992) as amended by the Securities and Exchange Act (No. 4) of B.E. 2551(2008), deemed it appropriate to set the charter of the Executive Committee as follows:

1. Objective

The Executive Committee has the status of executive management, established for the purpose of executing corporate business management as assigned by the Company's Board of Directors. In carrying out its duties, the Executive Committee must do so with responsibility, caution, integrity, as any reasonable business professional in similar situations, with trade bargaining power devoid of any influence as a member of the Company's Executive Committee.

2. Components and Qualifications

The Executive Committee comprises not less than 5 members, consisting of a chairman and members appointed by the Board of Directors from persons within the Company whether they are officers or employees of the Company or its subsidiaries and/or from outsiders provided that they are qualified persons with sufficient knowledge and experience to effectively serve on the Executive Committee.

3. Tenure

- 3.1 The Executive Committee shall serve a term of one year from the day on which a resolution is passed for the appointment. If the term is completed and the Board of Directors does not appoint a replacement, the incumbent Executive Committee shall continue to perform its duties until a new committee is appointed. In any case, such appointment must be completed within two months from the day on which the outgoing Executive Committee completes their term. Members of the Executive Committee who have completed a term may be reappointed.
- 3.2 In the case where a position on the Executive Committee becomes vacant due to a reason other than completion of term, a replacement shall be made or not depending on the consideration of the Company's Board of Directors. In case the replacement is made, the replacement member is to serve for only the remaining term of the member whom he / she replaces.

- 3.3 The tenure of members of the Executive Committee is terminated due to the following reasons:
- a. Expiration of term.
 - b. To be removed from the Company's director
 - c. Death
 - d. Being unsuitable or unqualified to instill confidence in managing a business of a listed company, as per regulations specified by the Securities and Exchange Commission
 - e. Removal by resolution of the Annual General Meeting
 - g. Removal by resolution of the Board of Directors.
- 3.4 A member of the Executive Committee who wishes to resign before completion of term may do so by providing one month's notice to the Company and stating the reason for the resignation.

4. Meeting

4.1 Agenda

The date, time, venue and agenda of the meeting are set at least 7 days before the meeting date, including provision of sufficient supporting documentation. It is required that minutes of the meeting in writing shall be recorded.

4.2 Number of Meetings

The Executive Committee must hold at least one meeting annually, while an extraordinary meeting can be organized in case of related transactions and any special requirement.

4.3 Meeting Participants

The Executive Committee meeting must be attended by at least half of the members to be considered a quorum. In case where the Chairman is absent or unable to perform his duties, members attending the meeting shall elect one amongst them to chair the meeting.

4.4 Voting

A resolution of the Executive Committee is derived from majority votes of the committee members participating in the meeting, each of whom has one vote. Any member who may stand to gain or lose in relation to any item on the agenda, shall not comment or vote on the matter thereof. If the voting results in a tie, the chair of the meeting shall cast an additional decisive vote.

5. Operational Authority

- 5.1 In accordance with the authority assigned by the Board of Directors.
- 5.2 To consider and scrutinize the process for entering into all connected transactions regardless of the amount as well as to summarize and propose the results of the transaction to the Board of Directors for approval.
- 5.3 To issue other operational regulations as appropriate.

6. Duties and Responsibilities

- 6.1 In accordance with the authority assigned by the Board of Directors.
- 6.2 To acknowledge and comply with corporate policies and business operation strategies set by the Board of Directors and / or the Executive Committee.
- 6.3 To be consistently accountable to the Board of Directors and / or the Executive Committee.
 - To report on corporate movement and performance continually and promptly.
 - To disclose accurate, complete, up-to-the-standard and reliable information.
- 6.4 To supervise, review and approve policies, major strategies, work plans and annual budget.
- 6.5 To be responsible for preparation of financial statement, financial reports audited by external auditor and proposing it to the Executive Committee, the Audit Committee and the Board of Directors for approval, respectively.
- 6.6 Revise and amend the Executive Committee's Charter for submission to the Company's Board of Directors for consideration and approval.
- 6.7 Implement other actions as assigned by the Board of Directors.

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The Charter of the Executive Committee has been approved by the 2/2552 Board of Directors Meeting on June 23, 2009 and is effective from September 1, 2009 onwards.

Som Chatusripitak
(Som Chatusripitak Ph.D.)
Chairman

Boonkiet Chokwatana
(Mr. Boonkiet Chokwatana)
Executive Chairman