

Ref. No. Thor Bor. 012/2561

April 23, 2018

Subject : Resolution of the 53rd Annual General Meeting 2018
Attention : Director and Manager of the Stock Exchange of Thailand

At the 53rd Annual General Meeting 2018 held on April 23, 2018, following resolutions were considered and passed :

1. To approve the minutes of the 52nd Annual General Meeting 2017 held on April 24, 2017.

Total number of shares entitled at the meeting was 237,625,905 shares, representing 81.76%.

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

- Approved	237,625,905	shares	equivalent to	100.00%	of shares entitled at the meeting
- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

2. To acknowledge the Board of Directors' reports and the Company's operational results in 2017 as published in the 2017 Annual Report.

3. To approve the Financial Statements and the Auditor's Reports as of December 31, 2017 which had already been audited by the certified public accountant.

Total number of shares entitled at the meeting was 237,625,906 shares, representing 81.76%.

- Approved	237,625,906	shares	equivalent to	100.00%	of shares entitled at the meeting
- Disapproved	0	shares	equivalent to	0%	of shares entitled at the meeting
- Abstained	0	shares	equivalent to	0%	of shares entitled at the meeting
- Void Ballots	0	shares	equivalent to	0%	of shares entitled at the meeting

4. To approve an appropriation of the earnings.

- 4.1 Dividend payment of 2017 for business operation from January 1 - December 31, 2017 at

Baht 1.10 per share for the total of 290,633,730 shares, amounting to Baht 319,697,103.- in total

(Three hundred and nineteen million six hundred and ninety-seven thousand one hundred and three Baht only). The dividend shall come from the accumulated profit with 30% corporate tax paid off.

Payment will be made on May 22, 2018.

Total number of shares entitled at the meeting was 237,626,006 shares, representing 81.76%.

- Approved 237,626,006 shares equivalent to 100.00% of shares entitled at the meeting
- Disapproved 0 shares equivalent to 0% of shares entitled at the meeting
- Abstained 0 shares equivalent to 0% of shares entitled at the meeting
- Void Ballots 0 shares equivalent to 0% of shares entitled at the meeting

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

Total number of shares entitled at the meeting was 237,626,006 shares, representing 81.76%.

- Approved 237,626,006 shares equivalent to 100.00% of shares entitled at the meeting
- Disapproved 0 shares equivalent to 0% of shares entitled at the meeting
- Abstained 0 shares equivalent to 0% of shares entitled at the meeting
- Void ballots 0 shares equivalent to 0% of shares entitled at the meeting

4.3 To appropriate the general reserve at 10% of the 2017 net profit at the amount of Baht

79,837,869.- (Seventy-nine million eight hundred thirty-seven thousand eight hundred and sixty-nine Baht only).

Total number of shares entitled at the meeting was 237,626,006 shares, representing 81.76%.

- Approved 237,626,006 shares equivalent to 100.00% of shares entitled at the meeting
- Disapproved 0 shares equivalent to 0% of shares entitled at the meeting
- Abstained 0 shares equivalent to 0% of shares entitled at the meeting
- Void ballots 0 shares equivalent to 0% of shares entitled at the meeting

5. To approve the election of directors to replace the ones who resigned in due course

Name of directors	Type of directors	Approved (Votes) (%)	Disapproved (Votes) (%)	Abstained (Votes) (%)	Void Ballots (Votes) (%)
1. Mr. Nophorn Bhongsvej	Independent Director	237,626,907 (100.00)	0 (0)	0 (0)	0 (0)
2. Mr. Manu Leelanuwatana	Director	237,626,907 (100.00)	0 (0)	0 (0)	0 (0)
3. Mrs. Kobsuk Saengsawad	Director	237,626,907 (100.00)	0 (0)	0 (0)	0 (0)
4. Dr. Surat Wongrattanapassorn	Director	237,626,907 (100.00)	0 (0)	0 (0)	0 (0)

Followings are the name list of the Board of Directors for the year 2018 :

- | | | |
|-------------------------|--------------------------|------------------------|
| 1. Mr. Boonkiet | Chokwatana | |
| 2. Mr. Thamarat | Chokwatana | |
| 3. Thiraphong | Vikitset Ph.D. | (Independent Director) |
| 4. Mr. Amorn | Asvanunt | (Independent Director) |
| 5. Mr. Nophorn | Bhongvej | (Independent Director) |
| 6. Mrs. Duangphorn | Sucharittanuwat | (Independent Director) |
| 7. Assoc. Prof Dr. Seri | Wongmonta | (Independent Director) |
| 8. Mr. Manu | Leelanuwatana | |
| 9. Mr. Somphol | Chaisiroj | |
| 10. Miss Munchusa | Terapongpipat | |
| 11. Mrs. Kobsuk | Saengsawad | |
| 12. Surat | Wongrattanapassorn Ph.D. | |

Authorization of directors requires that two out of the following seven directors shall co-sign with affixed the company's seal :

- | | | | |
|------------------|--------------------------|-----------------|------------|
| 1. Mr. Boonkiet | Chokwatana | 2. Mr. Thamarat | Chokwatana |
| 3. Mr. Manu | Leelanuwatana | 4. Mr. Somphol | Chaisiroj |
| 5. Miss Munchusa | Terapongpipat | 6. Mrs. Kobsuk | Saengsawad |
| 7. Surat | Wongrattanapassorn Ph.D. | | |

6. To approve directors' remuneration at the same amount as last year of not exceeding Baht 20 million per year. This excludes compensation or benefits that directors are entitled to receive as officers or employees of the company. The management of allocation is under the responsibility of the Remuneration Committee, and shall be in effect every year until any further change.

Total number of shares entitled at the meeting was 237,627,111 shares, representing 81.76%.

- | | | | | |
|----------------|--------------------|---------------|---------|-----------------------------------|
| - Approved | 237,627,111 shares | equivalent to | 100.00% | of shares entitled at the meeting |
| - Disapproved | 0 shares | equivalent to | 0% | of shares entitled at the meeting |
| - Abstained | 0 shares | equivalent to | 0% | of shares entitled at the meeting |
| - Void ballots | 0 shares | equivalent to | 0% | of shares entitled at the meeting |

7. To approve the appointment of Mr. Ekkasit Chuthamsatid and/or Miss Nittaya Chetchotiros and/or Miss Napaporn Sathitthammaporn, certified public accountants with registration No. 4195 and/or 4439 and/or 7494 respectively from KPMG Phoomchai Audit Co., Ltd., to be the Company's auditors for the year 2018, as their second term. Any auditor can be authorized to inspect and gives opinions to the Company's financial statements with following remuneration :

บริษัท ไอ.ซี.ซี. อินเตอร์เนชั่นแนล จำกัด (มหาชน)

530 ซอยสาธุประดิษฐ์ 58 แขวงบางโพงพาง เขตยานนาวา กรุงเทพฯ 10120 โทรศัพท์: (02) 293-9000, 293-9300
โทรสาร: (02) 294-3024 www.icc.co.th E-mail: webmaster@icc.co.th ทะเบียนเลขที่ 0107537001374

Annual auditing fee	Baht	1,910,000.-
Quarterly reviewing fee (130,000 * 3)	Baht	390,000.-
Total amount	Baht	<u>2,300,000.-</u>

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8. To approve an amendment to Article 33 of the Company's Articles of Association, so as to be in compliance with the Amendment to the Act on Public Limited Company of B.E. 2535 by Order of the National Council for Peace and Order (NCPO) No. 21/2560 on Amendment of the Law to Facilitate Business. As follows:

Article 33 The Board of Directors shall summon an Annual General Shareowners' Meeting within four (4) months as from the last day of the fiscal year of the Company.

The Shareowners' Meeting other than the afore-mentioned meeting shall be called extraordinary meeting.

The Board of Directors may summon an extraordinary meeting of shareowners any time as it deems appropriate.

One or many shareowners holding shares amounting to not less than ten (10) percent of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a Shareowner's Meeting within forty-five (45) days as from the date of receipt of the request from the shareowners.

Should the Board of Directors fail to summon such meeting within the time-frame prescribed under paragraph four, those shareowners who had subscribed their names to the aforesaid request or other shareowners together holding shares amounting to the prescribed number may themselves summon a meeting within forty-five (45) days from the date of expiration of the period under paragraph four. In such case, the meeting is regarded as a Shareowners' Meeting summoned by the Board of Directors, with the Company being responsible for all necessary costs of organizing and facilitating the meeting as appropriate.

In the event that any such meeting summoned by shareowners under paragraph five does not render attendance which meets the required quorum as prescribed in Articles 36 and 37, those shareowners under paragraph five must be responsible for compensating the Company for all the costs associated with the arrangement of such meeting.



บริษัท ไอ.ซี.ซี. อินเตอร์เนชั่นแนล จำกัด (มหาชน)

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โทรสาร: (02) 294-3024 www.icc.co.th E-mail: webmaster@icc.co.th ทะเบียนเลขที่ 0107537001374

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Please kindly be informed accordingly,

Faithfully yours,

(Mr. Thamarat Chokwatana)

President and Vice Executive Chairman