

# Corporate Governance Committee Report

Corporate Governance Committee of I.C.C. International Public Co., Ltd. consists of Mr. Nophorn Bhongsvej (the Chairman), Mr. Nattapat Petchratanaporn (Committee Member), Ms. Munchusa Terapongpipat (Committee Member) and Mrs. Duangrudee Milintanggul (Committee Member). They perform the duties and responsibilities as appointed by the Board of Directors, and described in the Corporate Governance Committee Charter. This committee is responsible for the Company's good corporate governance, transparency in management with appropriate checks and balance system, due diligence and accountability, ensuring fairness to all stakeholders and sustainable growth of the Company.

In 2018, the Committee held 4 meetings with 100% attendance by the members with following meeting summaries:

- Supervised the review and improvement of Corporate Governance Policy, including Good Corporate Governance Principle, Business Ethics and Directors, Management and Employees Ethics in order to raise the principles of good corporate governance of the Company to align with the 2017 CG Code for listed companies prescribed by the Securities and Exchange Commission.
- Reviewed and approved the 2017 CG Code for further application in the context of the Company's business operation, including disclosure in the 2018 Annual Report and the Company's 56-1 Form.
- Supervised the follow up and study the 2017 Corporate Governance Code (CG Code) to be formulated into written Policies and Procedures of Good Corporate Governance (CG Code).
- Provided supervision and support to the Company in implementing Good Corporate Governance, resulting in the Company receiving "Excellent" corporate governance assessment results for the second consecutive year in the 2018 Thai Listed Companies Corporate Governance Survey.
- Reviewed and approved the Company's corporate vision and mission statements.
- Reviewed and approved the Company's anti-corruption policy and its anti-corruption compliance procedures to ensure good corporate governance, as well as followed up the implementation of the set plans.
- Reviewed and approved the Company's regulations and procedures pertaining to approval authority to be accountable and appropriate to current business operation.
- Supervised the setting of criteria and conditions on timelines in providing an opportunity for minor shareowners to propose an agenda item or to nominate a person to be appointed as a member of Board of Directors prior to the Annual General Meeting 2019 within 1-30 December 2018.
- Supervised the disclosure of shareowners' equity of the Company's directors and executives in accordance with the guidelines of the Securities and Exchange Commission.
- Reviewed and approved the 2018 Performance Assessment of the Board of Directors, as a whole as well as of individual directors, all Sub-Committees and the CEO to allow the Board of Directors to reflect on performance, problems and challenges to further enhance the Board's effectiveness.
- Supervised the review and amendments to the Charter of the Board of Directors and the respective charters of all sub-committees in order that they remain relevant and appropriate to the present situation.
- Reported the performance to the Board of Directors on a regular basis.



(Mr. Nophorn Bhongsvej)

Corporate Governance Committee Chairman